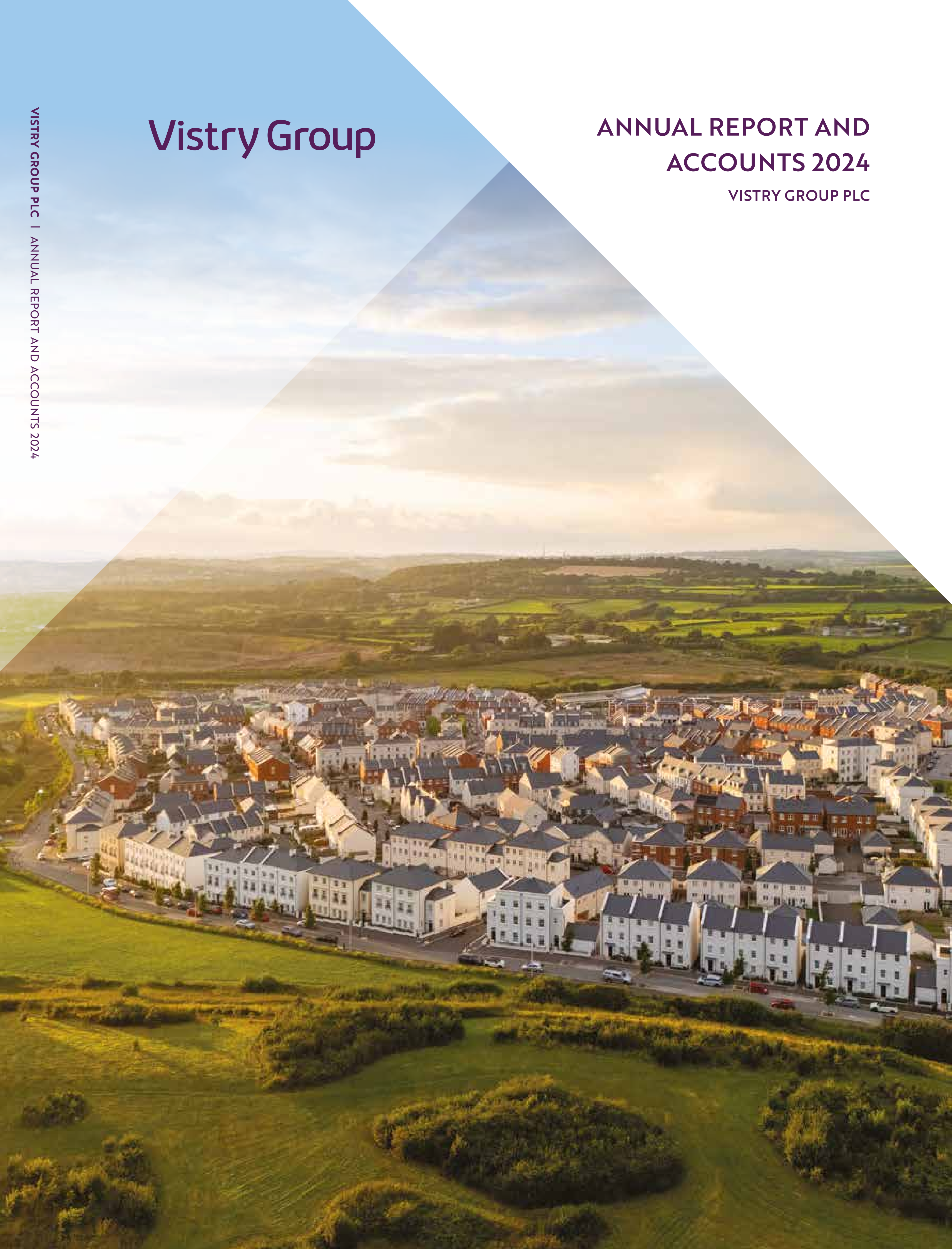

Vistry Group

ANNUAL REPORT AND ACCOUNTS 2024

VISTRY GROUP PLC

VISTRY GROUP PLC | ANNUAL REPORT AND ACCOUNTS 2024

2024 HIGHLIGHTS

Adjusted revenue	Revenue	Completions
£4,329.2m	**£3,779.3m**	**17,225**
(2023: £4,042.1m)	(2023: £3,564.2m)	(2023: 16,118)

Adjusted operating profit	Operating profit	Owned and controlled plots
£358.2m	**£167.0m**	**74,020**
(2023 restated: £476.1m)	(2023 restated: £300.0m)	(2023: 76,434)

Adjusted profit before tax	Profit before tax	HBF customer satisfaction score
£263.5m	**£104.9m**	**5-star**
(2023 restated: £407.3m)	(2023 restated: £293.0m)	(2023: 5-star)

Adjusted basic earnings per share	Basic earnings per share	Return on capital employed (ROCE)
55.9p	**22.0p**	**14.6%**
(2023 restated: 85.8p)	(2023 restated: 62.1p)	(2023 restated: 20.9%)

Adjusted measures
In addition to the IFRS (reported) measures disclosed throughout the Annual Report and Accounts, the Group uses certain non-IFRS alternative performance (adjusted) measures to assess the operational performance of the Group. Definitions of the adjusted measures and the reconciliations to the reported measures are detailed on pages 34 to 37.

Prior year restatement
The 2023 comparative figures have been restated to correct the error that arose as a result of the cost forecasting issues in the South Division. Further details are included on pages 174 to 175.

The above image and the cover image are of Sherford, Plymouth

Sherford is a flagship development for Vistry which will deliver 5,500 new homes across six phases as part of a new town on the edge of Plymouth. Vistry is a member of the Sherford Consortium, working in partnership with Clarion Housing, Live West and Plymouth Community Homes.

REPORTING

We hope you enjoy reading this Annual Report and Accounts. To make it easier for you to use and to find more information, please look out for the following references for further reading.

REFERENCE ICONS

Page number reference
See pages 18 to 21

Website page:
vistrygroup.co.uk/strategy.

CONTENTS

OUR GROUP AT A GLANCE

A LEADING HOMEBUILDER, DEVELOPING IN PARTNERSHIP

At Vistry, our purpose as a responsible developer is to work in Partnership to deliver sustainable homes, communities and social value, leaving a lasting legacy of places people love.

- Our mixed tenure Partnerships model delivers high quality affordable, private rented and private for sale new homes, uniquely aligning Vistry with the country's acute housing needs.
- On our developments we pre-sell a minimum of 50% of our new homes to our partners including registered providers, local authorities and private rented sector providers.
- Through our leading consumer brands, Bovis Homes, Linden Homes and Countryside Homes, we sell quality new homes to private buyers.
- We invest in an owned, controlled and strategic landbank of high quality development opportunities that support the Group's future housing delivery.
- We pride ourselves on building excellence, on driving forward future homes standards, and delivering the highest level of customer satisfaction.
- Vistry Works, our three timber frame factories, are at the core of our operational and sustainability strategy.
- Our Partnerships approach means we can build new homes faster, drive efficiency, and deliver a higher return on capital employed.

Vistry Group

Bovis Homes · Linden HOMES · COUNTRYSIDE Homes · Vistry Works

- 17k+ homes delivered in 2024
- 26 regional business units
- Delivering 1 in every 6 new affordable homes
- Working with 140+ partners
- c. 4,600 direct employees
- 9 Skills Academies
- 350+ active developments
- 74K+ owned and controlled land plots
- HBF Home Builders Federation ★★★★★ Customer Satisfaction 2025 — 5-star HBF Customer Satisfaction rating for sixth consecutive year
- Bovis Homes, Linden HOMES, COUNTRYSIDE Homes — 3 leading consumer brands
- 3 timber frame manufacturing factories

OUR ETHOS AND VALUES

Do the right thing

iQ

Doing the right thing is at the core of Vistry's ethos as we endeavour to do the right thing for our partners, our customers, our people and our shareholders across all aspects of our operations.

We live our shared values of **Integrity**, **Caring** and **Quality**, instilling them into all aspects of our day to day activities.

CHAIR'S STATEMENT

GREG FITZGERALD
Executive Chair and CEO

DEAR SHAREHOLDER,

2024 was a challenging year for Vistry Group. Cost forecasting issues arising in our South Division and a greater level of market uncertainty led to the Group's full year profits being significantly below our expectations at the start of the year.

The Group responded quickly to these challenges and implemented changes to the divisional structure at the year end. Importantly, the three Divisional Executive Chairs appointed, all have strong Partnerships backgrounds.

There have also been changes at the Executive Leadership level with the removal of the Chief Operating Officer role, resulting in reduced reporting lines and allowing me to have greater proximity to the business. As a result, Earl Sibley left the Group at the end of the year. We thank Earl for his significant contribution and commitment to Vistry over the past seven years.

Following both an independent review and an in-depth internal review process of the issues arising in the South Division, we have implemented new requirements around processes and controls across the Group.

Further details of these reviews are on pages 113 to 114.

BUILDING IN PARTNERSHIP

The Group remains confident in its Partnerships strategy and continues to see a huge opportunity for the development of mixed tenure housing across the UK.

The Group is targeting average revenue growth of 5% to 8% p.a. in the medium return and has the capacity within its existing infrastructure to deliver more than 20,000 units each year.

We are focused on a returns-based model, and are targeting a 40% return on capital employed and a 12%+ adjusted operating margin in the medium term.

Our highly valued partners are critical to the work we do, and on behalf of the Board, I would like to thank them for their support during 2024. We look forward to continuing to build on these relationships and develop new ones during 2025.

RESPONSIBLE DEVELOPER

Vistry is a responsible developer with a strong social purpose. Working in partnership, the Group is committed to delivering sustainable new homes and communities where people love to live.

The health and safety of our people is paramount and I am pleased to report that we have seen further improvements across our Safety, Health and Environmental performance levels in the year. Our Accident Incident Rate (AIR) sat well below the industry benchmark at the end of 2024 at 210, compared to the HSE industry average of 341.

In 2024, the Group generated £118m of local and social economic value, and as a leading provider of affordable homes, delivered one in six of the country's affordable homes. We completed more than 700 zero carbon ready (regulated energy) homes and have a clear plan to reduce our future carbon emissions across the Group.

Training and people development remain a key priority and in 2024, we opened four new Vistry Skills Academies and delivered 1,907 training weeks.

Biodiversity and minimising the negative impact of our operations on the local ecosystems are very important to us. We are continually introducing new initiatives, and as an example, every Vistry development must now have a bird-nesting brick or box installed for every new home built, as well as hedgehog highways as standard.

GOVERNANCE

I have held the combined role of Executive Chair and CEO since the 2024 Annual General Meeting held in May. The Board acknowledges the requirement of the Corporate Governance Code to keep these roles separate, and the decision to combine these roles was taken after much consideration and is believed to be in the best interests of the Group at this time.

In May 2024, Rob Woodward was appointed as a Non-Executive Director and Senior Independent Director of the Group. Rob has taken on enhanced responsibilities in this role, which the Chair would ordinarily carry out.

An independent Board Performance Review was conducted between July and October 2024.

Further details on this and other Board changes during the year are included in the Chair's governance letter to shareholders on pages 80 to 81.

CAPITAL ALLOCATION

The Board has reviewed its capital allocation policy and maintaining a strong balance sheet remains the top priority. With indebtedness higher than expected in 2024, the Group's priority in FY25 is cash generation and the reduction of net borrowings. The Group will continue to invest in new land and development opportunities during 2025 to replenish its Partnerships landbank in line with its growth forecasts.

The Group will complete the £55m ordinary distribution in respect of the H1 24 adjusted earnings and the £75m special distribution, both announced in September 2024, via share buyback. Given the poor financial performance in 2024 and the prioritising of balance sheet strength, the Group is not proposing any final ordinary distribution in respect of the 2024 adjusted earnings. Future ordinary distributions will be considered by the Board, and communicated to shareholders, in due course

Further details on capital allocation are on page 12.

SECTION 172(1) STATEMENT

The Board of Directors, both collectively and individually, confirm that during the year under review, it has acted to promote the long-term success of the Company for the benefit of its members as a whole and other stakeholders. The Board understands all of its duties under the Articles of Association and those codified in law namely section 171 to 177 Companies Act 2006 and, in particular, has due regard to the matters set out in section 172(1)(a) to (f) of the Companies Act 2006 (Section 172(1)). This Section 172(1) statement should be read in conjunction with pages 98 to 101 of the Governance report.

LOOKING FORWARD

As a Board, we are committed to Vistry consolidating its position as one of the country's leading homebuilders. The Group's strong capability and track record of delivering mixed tenure developments uniquely places us to work alongside the Government and our partners to help address the country's acute housing need. We are focused on ensuring the Group operates effectively and efficiently and delivers attractive returns to its shareholders.

GREG FITZGERALD
Executive Chair and CEO

25 March 2025

ZERO CARBON READY HOMES

Gwel Bassett, Tolgus, Cornwall consists of 185 zero-carbon ready (regulated energy) homes built to support Cornwall Council affordable homes provision.

They all have an EPC A rating and are built using timber frame and feature air source heat pumps with underfloor heating, central mechanical extract ventilation and solar PV panels. The development also includes well designed green public spaces, new planting, and cycleways to connect with neighbouring communities in a sustainable way.

WILTON GATE SKILLS ACADEMY

The Skills Academy in Salisbury opened in November 2024 and is affiliated with the Wilton Gate site in our Bristol region and operates in partnership with Building Heroes.

The academy delivers a comprehensive five-week training programme designed to equip learners with essential construction skills. The curriculum includes a Level 1 City & Guilds in Construction, a Level 1 Award in Health & Safety, and the CSCS Green Card. The academy can train up to 75 learners each year, and, as our third Building Heroes academy, highlights our ongoing commitment to supporting armed forces personnel in transitioning into successful careers within the construction industry.

CHIEF EXECUTIVE'S REVIEW

2024 OVERVIEW

Vistry's financial performance in 2024 was significantly below our expectations at the start of the year, with the Group reporting adjusted profit before tax of £263.5m (2023 restated: £407.3m). The Group's profitability in the year was significantly reduced by cost forecasting issues in its South Division, with the impact on 2024 adjusted profit before tax totalling £91.5m. The performance was also impacted by some delays to concluding agreements with our Partners and other commercial transactions at the end of the year.

There has been an extensive review process across the Group to fully understand the cost forecasting issues, with a clear set of immediate priorities and actions for the business. Organisational and leadership changes have also been implemented to best position the Group going forward.

I want to thank all our employees and partners for their hard work and commitment during what has been a challenging period.

In the year, the Group delivered a 7% increase in total units to 17,225 (2023: 16,118), confirming Vistry's position as the country's largest homebuilder by volume, and adjusted revenues increased by 7% to £4.3bn (2023: £4.0bn). The mix of total units was 73% Partner Funded and 27% Open Market, and the Group's sales rate averaged 1.07 (2023: 0.96) sales per site per week, up 11% on 2023.

As a responsible developer, we work in partnership to deliver sustainable homes, communities and social value, leaving a lasting legacy of places people love. We are supportive of the Government's ambitions to address the country's acute housing crisis, and the Group's Partnerships model and mixed tenure delivery, positions us well to help deliver a significant step up in much needed new homes across the country, in particular affordable homes.

The Government's recent announcement of a £2 billion injection of new affordable homes grant funding is very positive, and alongside the £800m of top-up funding previously announced, will drive investment momentum across the affordable housing sector ahead of the launch of the 2026 Affordable Homes Programme. As a strategic partner to Homes England, Vistry will apply for an allocation of this top-up affordable housing grant.

The Government has made good progress in addressing the supply side initiatives to support a significant step up in the delivery of new homes across the country, including the restoration of mandatory housing targets, and changes to the planning and infrastructure regulatory framework. We are pleased to see the Government address the issue of skills shortages within the construction industry through the establishment of the Construction Skills Mission Board and allocation of a £600m funding package, targeted to provide training for 60,000 construction workers by 2029.

PARTNER FUNDED DEMAND

We saw a reasonable level of demand from our partners in 2024, signing more than 220 new agreements with over 70 partners including registered providers (RPs), local authorities (LAs) and private rented sector (PRS) providers.

Partner Funded units increased by 18% in 2024 to 12,633 (2023: 10,722), demonstrating the resilience of the Partner Funded market. Our Partner Funded ASP increased to £236k (2023: £222k), reflecting changes in mix.

We saw a step up in demand from PRS providers in the year with PRS sales representing 21% of total unit sales, up from 13% in 2023. S106 affordable housing represented 27% of total units in 2024 (2023: 28%) and additional affordable was 25% (2023: 26%) of total units.

The need to invest in the maintenance and remediation of existing housing stock continued to impact the demand for new housing from some traditional RPs, particularly in London in the year, and we worked closely with our partners to ensure Vistry remains their partner of choice for their new housing investment. For profit registered providers are less impacted by these issues and continued to be a growth subsector of this market.

Demand from affordable housing partners slowed somewhat in Q3 2024 ahead of the outcome of the Autumn Budget at the end of October. Whilst the additional £500m affordable housing grant announced with this budget, and the further £300m announced in February 2025 were positively received, ongoing uncertainty around the timing and quantum of future Government funding for affordable housing, led to subdued levels of partner demand in Q4 2024 and Q1 2025.

OPEN MARKET DEMAND

Open Market sales decreased by 15% to 4,592 (2023: 5,396) units in 2024, with our Open Market sales performance in the year below our expectations at the start of 2024.

The expected interest rate cuts during 2024 did not materialise, and the open market remained constrained reflecting ongoing mortgage affordability challenges, particularly for first time buyers. The Group's Open Market average sales price remained firm at £385k (2023: £390k), with our Open Market sales programme supported with incentives of up to c. 5% of the Open Market sales price.

FORECAST COST ISSUES WITHIN THE GROUP'S SOUTH DIVISION

On 8 October 2024, the Group reported it had become aware of the underestimation of the total full-life cost projections to complete several of its developments in its South Division. The South Division was one of the Group's six divisions and consisted of four regional business units. The issues were predominantly on developments which formed part of the Group's former Housebuilding business and where there was also a high concentration of former Housebuilding management.

Group management acted promptly and an extensive programme of independent and internal reviews was initiated to verify the nature and scope of the issues, confirm the impact, and determine any resultant actions required. Changes to the Division's management team were also implemented.

The independent review was carried out over four weeks by the forensics team of a large accounting firm and reported to the Chair of the Audit Committee. The scope of the review was primarily focused on the cost reporting process, culture and management in the South Division. It also included a wider review across the Group to ascertain if similar issues existed in other parts of the business.

In addition to the work undertaken by the independent reviews, additional internal investigations and review processes were conducted which included deep-dive reviews of all four regions in the South Division, mandated detailed Cost Value Reconciliations (CVRs), and balance sheet reviews for all other regions.

The reviews concluded that the significant issues were found to be confined to the South Division and were attributed to insufficient management capability, non-compliant commercial forecasting processes and poor divisional culture. The management team of the South Division and the four regional businesses were all from the Group's former Housebuilding business and the independent review highlighted pressure being felt from organisational change as a fundamental driver underlying the issues in the South Division. The independent review found little evidence of similar issues to those identified in the South Division in other divisions.

A total of 18 sites in the South Division required adjustments to their full-life costs of more than £1m, with five large, multi-phase sites accounting for 60% of the full-life costs movements. The understated costs in the CVRs were found to be from a wide range of cost types and symptomatic of general control issues, rather than any one particular cost type. The issues in the South Division resulted in a total of £165m of costs adjustments including a £91.5m impact to adjusted profit before tax in 2024 and a £53m impact in future years.

EXECUTIVE LEADERSHIP TEAM (ELT)

The Group operates through its Board of Directors with day-to-day management and operation delegated to the Chief Executive Officer (CEO) and the ELT. The CEO leads, and is a member of, the ELT.

1. GREG FITZGERALD
Executive Chair & Chief Executive Officer

2. TIM LAWLOR
Chief Financial Officer

3. CLARE BATES
Chief People Officer & General Counsel

4. MICHAEL STIRROP
Chief Commercial Officer

5. STEPHEN TEAGLE
CEO Partnerships & Regeneration

6. MIKE WOOLLISCROFT
Chief Strategy Officer

7. JAMES WARRINGTON
Executive Chair- North, South Midlands & East

8. ADAM DANIELS
Executive Chair- Yorkshire, North Midlands & West

ELT biographies are available at **www.vistrygroup.co.uk/about-us/leadership/executive-leadership-team.**

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Strawberry Grange, Bridgwater

In addition, there were a number of small value adjustments from the detailed CVR and other reviews carried out across the other 22 regions, which in aggregate resulted in a reduction to the Group's adjusted profit before tax in 2024 of £8m.

The management team and Board considered the findings of all the review work performed and outlined actions to address the issues and enhance the control environment across the Group. Below is an update on each.

Leadership and structure – With a focus on reducing the length of reporting lines and ensuring closer proximity of the CEO to the business, the Chief Operating Officer role was removed from the organisational structure. In addition, the Group's divisional structure has been consolidated from six divisions into three divisions, each with an Executive Chair with extensive Partnerships experience reporting to the CEO. The four regional businesses in the former South Division have been separated across two of the three new divisions, with two regional businesses in each. Our priority is to establish strength and breadth of management excellence in each, and we are making progress.

Commercial assurance – Vistry has carried out a root and branch review of its commercial procedures and controls to ensure opportunities for further cost reporting inaccuracies does not exist. Some changes were implemented and became effective from January. Assurance is provided by regional, divisional and Group participation in monthly cost and value reviews for all live projects.

The Executive Leadership Team ("ELT") met with each regional board during January 2025 and set out expectations for standardisation and adherence to policy and procedure. The implementation of the changes to the Life of Site processes are being closely monitored, and internal audit will be reviewing compliance across the business during the year.

Training and support – Training of Vistry colleagues that contribute to the commercial management of projects has taken place and support is provided on a monthly basis through additional expertise attending each site cost and value review.

Culture and whistle-blowing – A new Vistry Culture Book was launched in the second half of the year, which presented and promoted behaviours to help all employees act in line with our purpose, ethos and values. Internal communications have been issued which reemphasised the importance of our ethos of 'Do the Right Thing' along with our 'Speak Up' service, enabling our people to report on any concerns confidentially. The ELT has worked with our leadership teams across the business to ensure we are creating psychologically safe working environments where employees can raise concerns that are dealt with constructively. More in depth culture and behaviour sessions are being rolled out across the business.

BUILD AND VISTRY WORKS

The Group operated from an average of 367 (2023: c. 350) build outlets during 2024 which included 203 (2023: 223) active sales outlets. Build outlets includes sites which are not currently selling to the Open Market either because Open Market sales are yet to commence or have already been completed, and sites which are 100% Partner Funded and therefore have no Open Market sales.

Overall, the Group saw good availability of build materials during 2024. The Group secures c.90% of its materials centrally through its highly experienced group commercial team, with supply contracts typically for 12 to 24 months. The Group managed to mitigate underlying build cost inflation in 2024 through its benefits of scale, visibility of revenues and efficiency gains, resulting in neutral build cost inflation for the Group in the year. We are starting to see some build cost pressure and whilst we will continue to mitigate this where possible, the Group is expecting low single digit build cost inflation in 2025.

Timber frame construction is at the core of Vistry's operational and sustainability strategy. Compared to traditional brick and block construction, timber frame enables a faster build time of approximately six weeks and is shown to reduce embodied carbon by c. 30% over a 60-year timeframe. The increased use of timber frame will also reduce the Group's dependency on labour over the medium term.

The Group's operations manufactured 2,900 timber frame units in 2024 (2023: 2,500) and floor joists for 2,650 units. The manufacture of roof trusses was added to the production line towards the end of the year. The Group expects to increase this output in 2025 to 4,000 to 5,000 timber frame units, floor joists for c. 5,000 units and roof trusses for c. 6,000 units.

We are increasing annual capacity from our existing three facilities to between 10,000 to 12,000 timber frame units, roof trusses for 10,000 units and floor joists for 6,000 units in 2026 and beyond.

With the new Vistry placemaking and plotting guidance in place to ensure the places we create remain characterful, attractive places people love, the Group has been working hard on standardising product and the new Vistry Collection of 60 standard house types. This product standardisation will drive manufacturing efficiencies.

SECURING HIGH QUALITY PARTNERSHIP OPPORTUNITIES

During 2024, the Group secured a strong pipeline of attractive new land and development opportunities totalling 16,508 (2023: 15,288) mixed tenure units across 62 sites. The Group is well positioned to secure land through both public procurement and the purchase of private land.

In the year, 35% of the land plots secured were from public land sources and 61% from the private market.

Strategic land is an important source of development opportunities and the Group's strategic land bank totalled 76,219 plots (31 December 2023: 70,780) as at 31 December 2024. With a more favourable planning environment, the Group expects to increase the pull through from its strategic landbank over the medium term.

The Government has continued to reform the planning system with updates to the National Planning Policy Framework (NPPF) in December 2024 and corresponding updates to the Planning Policy Guidance (PPG) at the same time and early this year. These changes are generally more permissive and positive towards development and reintroduce targets, with decisions more in favour of permitting sustainable development.

The Group is well positioned for land in 2025 with c. 95% of the land secured for targeted 2025 completions.

HIGH QUALITY HOUSING

Delivering high quality homes and excellent customer service is paramount and we expect the Group to be awarded a 5-star HBF Customer Satisfaction rating for the sixth consecutive year in 2025. The Group's HBF 8-week Customer Satisfaction score for 2024 was 94.5% (2023: 91.6%), with the 9-month score increasing to 83.6% (2023: 78.3%).

Vistry employees were awarded more than 70 quality awards during 2024, including 42 NHBC Pride in the Job awards, 13 Premier Guarantee awards and 8 LABC awards. The Group's Construction Quality Review score averaged 4.5 (2023: 4.5) in 2024, with the Average Reportable Items per inspection at 0.20 (2023: 0.21).

Monument View, Wellington

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Timber Frame - The Pavillions, Kenilworth, Nottingham

OUR PEOPLE

Our people strategy is focused on attracting, retaining and developing the best people. We were pleased to see an increase in our Peakon employee engagement score in November to 8.2 (November 2023: 7.6 and June 2024: 8.1), 0.5 ahead of the Peakon benchmark. Voluntary turnover has remained low at 15.4% at the year-end (Dec 2023: 15.9%) and our stability index (employees with over one year service) has increased from 78.1% in December 2023 to 82.3% in December 2024.

For the third year running, we received our Top Employer certification through the Top Employer Institute, increasing our overall score by 3.1% to 94.6% (January 2023: 84.5% and January 2024: 91.5%), 9.6% ahead of the TEI benchmark. We also achieved fifth position in the top 50 Inspiring Workplaces of UK and Ireland (Global position: 64), with well-being and employee voice recognised as the strongest elements.

We continue to develop our people through our leadership development programmes and 132 employees completed a programme during 2024. This number includes 45 females completing our externally run Women in Leadership programme which consists of three sessions with an external coach and access to an internal mentor.

In November 2024, we were proud to retain our gold accreditation membership with the 5% Club. This recognises our significant contribution to the continued development of all our employees through Earn & Learn schemes such as apprenticeships, graduate schemes and sponsored student course placements.

In 2024, we welcomed 17 new RISE Trainees and 26 new graduates to our 2024/25 cohorts. The RISE trainees will follow a Level 4 higher apprenticeship before advancing to a degree apprenticeship, and the graduates will follow one of four career pathways: Construction, Commercial, Design & Technical, and Real Estate. In addition, we have supported over 200 learners through formal qualifications which include existing employees enhancing their skills though apprenticeships, professional qualifications and other educational sponsorship.

HEALTH AND SAFETY

In July 2023, we changed how we measure Safety, Health and Environmental (SHE) performance across our premises and sites. The objective was to improve the behavioural culture and drive continued improvement to reduce work-related injuries. The metrics used to score performance became more stringent and gave us better trend analysis. We are proud to report that improvements continue to manifest across our sites, and we are currently reporting performance levels that far exceedthe Group's targets.

Our Accident Incident Rate (AIR) demonstrates our commitment to continually improving standards across our sites and we do everything we can to mitigate or at least reduce work-related injury. In line with previous years, it still sat well below the industry benchmark at the end of 2024 at 210, compared to the HSE industry average (341).

Damage to buried utility services remains an industry challenge and we continue to work closely with our peers via the Home Builders Federation (HBF) to seek new technology and initiatives to reduce the risk of injury. Our service strike incident rate was 342 at the end of 2024 compared to 349 at the end of 2023, which showed a slight improvement. We remain committed to working with our people to adopt better and safer practices leading to a future reduction.

BUILDING SAFETY

The Group's building safety provision recognises the Group's commitment to playing its part in delivering a lasting industry solution to building safety and the Group's obligations under the Developer Remediation Contract signed by Vistry in March 2023.

Over the past six months, management has re-evaluated the appropriate level of building safety provision. As a result, the Group has increased its building safety provision by £117.1m in 2024, with a total provision of £324.4m as at 31 December 2024 (31 December 2023: £289.0m). We expect the net annual cash costs of Building Safety in 2025 to be c. £65m.

This increase reflects a rise in third party claims due to the implementation of regulatory changes, which has broadened the types of issues that are now considered a risk to occupant safety, as well as an increase in the historical time period for which the developer has a responsibility. The Group has identified an additional 41 buildings requiring remediation. In addition, there has been an increase in the costs of remediating buildings resulting from increased scope of work and some cost inflation. The Group continues to seek recoveries from third parties where possible and recovered £27.2m in 2024.

CMA INQUIRY

On 26 February 2024, the CMA launched an investigation into suspected breaches of competition law, relating to the exchange of competitively sensitive information by eight housebuilders, including Vistry. On 10 January 2025, the CMA announced that its investigation would be extended by five months to May 2025 to allow further investigation including additional evidence gathering and CMA analysis and review. The CMA has not reached a view as to whether there is sufficient evidence of an infringement or infringements of competition law for it to issue a statement of objections to any party under investigation. We continue to co-operate with the CMA in their investigation and evidence gathering process.

INDEBTEDNESS

The Group had a net debt position of £180.7m as at 31 December 2024 (31 December 2023: £88.8m). This compares to our expectation at the start of the year of a net cash position, the difference reflecting the reduced profit performance of the Group in the year and a build-up of working capital and stock. The Group's average daily net debt in 2024 was £698.1m (2023: £586.0m).

The Group had significant headroom against its borrowing covenants (Gearing, Tangible Net Worth and Interest Cover) in the year, and maintained a comfortable amount of headroom against its borrowing facilities, which total £1,130m.


Rivers Edge, Warrington

Through our focus on cash generation, we are targeting a steady reduction in the Group's average net borrowings through 2025, a year-on-year reduction in the Group's net debt as at 31 December 2025 and a net cash position as at 31 December 2026.

PRIORITIES FOR 2025

The Group has a clear set of priorities for 2025 focused on ensuring Vistry is best positioned to drive the business forward in the medium term.

Cash generation – the Group had higher than expected working capital levels at the end of last year reflecting a slower Open Market sales rate in 2024 and a resulting build up in stock. The Group is targeting releasing excess stock and WIP of c. £200m in 2025 and work in progress controls linked to site stock positions have been introduced and are monitored weekly at an Executive level.

The housebuilding landbank release has been slower than anticipated reflecting more constrained market conditions than expected. Site by site strategies are being reviewed and options including bulk sales and discounting are under consideration to accelerate the roll-off and cash generation.

Embed leadership – a new divisional structure was introduced at the start of 2025, moving from six divisions to three. Each division is led by an Executive Chair with extensive Partnerships experience who sits on the Executive Leadership Team and reports directly to the CEO. This structure has reduced layers and shortened reporting lines, creating greater transparency and agility in decision making. There will be some savings resulting from headcount reduction across the business actioned in Q1 2025.

Standardise and enhance control environment – the Group updated its life of site process in H2 2024, ensuring standardisation across all regions. This has been followed up with a clear message of compliance to all regions which will continue to be closely monitored throughout the year.

In addition, incremental commercial expertise has been embedded into the process through the appointment of Commercial Directors at a Divisional level, and the appointment of Commercial Compliance Managers within the Group Commercial team.

A new Investment Committee has been launched which oversees the approval of land acquisitions and disposals, partner agreements, and other investment and commercial decisions.

CAPITAL ALLOCATION

The Board has reviewed its capital allocation policy and its view on capital allocation hierarchy remains unchanged. Maintaining a strong balance sheet remains is the top priority and improving cash generation and reducing the Group's net borrowings is the Group's focus for 2025.

Investing in our Partnerships business to deliver sustainable growth and maximise the significant market opportunity we see over the medium term is the most attractive use of capital and the business has and continues to invest in, high-quality development opportunities which replenish the Partnerships land bank in line with its growth forecasts.

In September 2024, the Group announced a total capital distribution of £130m comprising a £55m ordinary distribution in respect of the H1 2024 earnings and a £75m as a special distribution. The Group has completed £38m to date and expects to complete the remaining £92m via share buyback, to be concluded in H1 2026.

Reflecting the performance in 2024, the Group is not proposing any final ordinary distribution in respect of the 2024 adjusted earnings. Future distributions will be made in accordance with Group's capital allocation policy.

BOARD CHANGES

The Company announces that Helen Owers has informed the Board of her intention to resign her position as an independent Non-Executive Director. Helen will remain on the Board until the earlier of an appointment of a replacement independent Non-Executive director or by the end of 2025. A further announcement concerning the date of Helen's resignation will be made as soon as it is decided. This announcement is made pursuant to Listing Rule 6.4.6R.

CURRENT TRADING AND FY25 OUTLOOK

The Group's forward order book totals £4.4bn (14 March 2024: £4.6bn), with 65% (2024: 65%) of forecast 2025 units secured. The Group sales rate of 0.59 (2024: 0.81) sales per site per week for the year to date is down on prior year reflecting a low volume of Partner Funded transactions in the first quarter.

The Group's Partnership model is closely aligned to the Government's housing ambitions and we are working closely with our partners to ensure we are well positioned to deliver.

Following the Government's recent announcement of an additional £2bn of affordable housing funding to the existing affordable homes programme, we expect Partner Funded activity to step-up during the year, resulting in a greater H2 weighting of Partner Funded delivery for the Group in 2025. Overall, we are expecting our Partner Funded volumes in 2025 to be at a similar level to 2024, with strong momentum going into 2026.

In the Open Market, we have seen some uptick in our sales in the past four weeks and expect this to continue to improve. Whilst our sales outlets will continue to reduce as we roll-off former Housebuilding sites, we expect to maintain Open Market volumes at a similar level to 2024 in 2025.

We are seeing some upward pressure on build costs and whilst we will continue to try and mitigate this where possible, we expect to see low single digit build cost inflation in 2025

The Group continues to expect to make year-on-year progress in profit in 2025, with profits being more H2 weighted than in prior years. H1 margins will reflect a greater proportion of delivery from lower margin sites, and some impact on profit from actions being taken to accelerate cash generation. We expect H2 margin recovery to be driven by the commencement of new higher margin developments and the benefit of operating leverage from higher volumes in the second half.

The Group's focus on cash performance, including the management of work in progress and the reduction of the housebuilding landbank, is expected to result in a year-on-year reduction in the Group's net debt as at 31 December 2025.

STRATEGY AND MEDIUM-TERM OUTLOOK

The Group remains confident in its Partnerships strategy and committed to its capital light, high returns business model. There remains an acute need for affordable and mixed tenure housing across the country. Addressing this housing crisis sits at the heart of the Government's agenda, with new housing targets set last autumn aiming to more than double the supply of affordable homes nationwide and continue growth of the private rental sector.

With its capability and track record in Partnership housing and mixed tenure delivery, Vistry is uniquely positioned to play a key role in supporting the Government to deliver its plans.

Over the medium term, the Group expects to see a strong increase in demand for mixed tenure housing driven by both a step up in Partner investment supported by Government policy, and a recovery in the Open Market.

Whilst volumes in 2025 are expected to be similar to 2024, the Group is targeting average revenue growth of 5% to 8% p.a. over the medium term, driven by an increase in unit delivery. Vistry retains a national operational footprint and will continue to evolve operational capacity and capability to suit local demand and market conditions.

The Group is focused on a returns-based model and is targeting a 40% return on capital employed. The roll-off of the former Housebuilding landbank will be a key driver of the improvement in the Group ROCE. The Group is targeting an adjusted operating margin of 12%+ which reflects a blended site margin across its mixed tenure delivery. The Group's land acquisition hurdle rates at a 40% ROCE and 12% adjusted operating margin are aligned to these targets.

GREG FITZGERALD
Executive Chair and CEO

25 March 2025

2024 HIGHLIGHTS
STRATEGIC REPORT
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MARKET ENVIRONMENT

We are a leading player in the UK housebuilding industry which is impacted by a number of economic, social and regulatory trends, as discussed below.

DEMAND CONTINUES TO OUTSTRIP SUPPLY

There is a chronic shortage of new homes in the UK - the undersupply is greatest for affordable housing.

- The new Government's target recognises this acute housing shortage and aims to deliver >1.5m new homes by the end of the parliament.
- This target is significantly higher than the current level of delivery which was 221k net additional dwellings in the 12 months to March 2024 (2023: 234,290)[1].
- The undersupply is greatest for affordable housing where it is estimated that 187k affordable homes are required each year[2] which compares to the 62k new affordable homes delivered in the 12 months to March 2024 (2023: 63,822)[3].
- The number of households on local authority housing registers (waiting lists) increased by 3% to 1.33m[4] as at 31 March 2024; the highest number since 2014.
- It is estimated there were c. 354k homeless people on a given night in 2024, which is one in 160 people in the UK[5]. This social and financial crisis needs to be addressed through increasing the supply of genuinely affordable housing, particularly for social rent.
- Due to the affordability challenges of people buying private homes and the lack of affordable housing, more people are looking to the private rented sector. This is driving a huge increase in the need for this sector, with a recent report[6] showing an increase of 800k to one million additional Private Rented Sector (PRS) households across the country by 2031.

Government targeting **>1.5m** new homes

Local Authority waiting lists increased by 3% to **1.33m**[4] as at 31 March 2024

Estimated that **1 in 160** people in the UK are homeless

VISTRY'S RESPONSE

- Vistry is the only large home builder that builds mixed tenure developments and has the scale and capability to significantly increase output, especially affordable housing.
- Our Partnerships model is fully embedded across our business and we have unrivalled strategic relationships with our partners. This enables Vistry to provide a mixed tenure housing solution including affordable, PRS and private housing.
- As a strategic partner to Homes England, we have direct access to current and future affordable housing grant funding. We use this to work with local authorities and registered providers to deliver much needed affordable housing.
- We are working with our registered provider partners to establish long-term investment frameworks, increasing the supply of affordable housing we jointly deliver.
- Vistry is the largest builder of Single Family Housing for PRS in England. We will continue to engage with multi-family PRS providers, particularly in London and other urban centres, where mid to high-rise construction is appropriate and where demand for this product is strong.

Vistry's Partnerships model delivers **mixed tenure** housing

Vistry's strategic partnership with **Homes England** gives access to affordable housing grant funding

ECONOMIC ENVIRONMENT

The housing market is cyclical – interest rate cuts in 2025 are expected to stimulate demand.

- The UK residential property market's performance is linked to the strength of the UK economy and wider global macroeconomic conditions.
- The sharp increase in borrowing costs in the UK and the high inflationary environment over the past three years has impacted household incomes and savings, and as a result affordability and overall demand for private housing.
- Entering 2024, it was widely expected there would be multiple cuts in interest rates in the year. This did not materialise, with only two 0.25% rate cuts in H2 2024.
- Further interest rate cuts are expected in 2025 which is expected to improve mortgage affordability and stimulate demand for private housing.

Increased borrowing costs have impacted demand for housing

Interest rate cuts in 2025 are expected to stimulate demand

VISTRY'S RESPONSE

- Vistry's Partnerships model provides some resilience to the cyclical housing market.
- Our target of 65% of homes presold to our partners across the Group's portfolio of sites mitigates some of the sales risk inherent within the macroeconomic environment. The revenue on these pre-sold units is secured at the start of the project and is typically paid monthly as the build progress takes place.
- The remaining 35% of homes p.a. is delivered through Open Market sales to private individuals. This revenue, which has higher associated profit margins, is more susceptible to economic risk.

Vistry's Partnerships model provides some **resilience to market cyclicality**

POLITICAL ENVIRONMENT

The Government's ambition is to build 1.5m new homes over the course of this parliament.

- The Government's new housing targets put the country's housing shortage crisis in the spotlight.
- Recent changes to the National Planning Policy Framework provides the industry with a more favourable regulatory environment to harness in 2025 and beyond.
- The Autumn Budget included £500m of additional funding provided for the Affordable Homes Programme and confirmed a long-term rent settlement for housing providers. A further £350m of top-up funding was announced in February 2025.
- The Planning and Infrastructure Bill, introduced to Parliament in March 2025, provides more opportunities to simplify the planning system.

The housing crisis is at the forefront of the Government's agenda

Planning reforms being made should stimulate housing supply

VISTRY'S RESPONSE

- Vistry's Partnerships model is closely aligned to the Government's ambition to solve the housing crisis.
- Since the General Election, we have held several high-profile stakeholder meetings with ministers and officials in the Treasury, Ministry for Housing, Communities and Local Government, and No.10.
- We are looking for the Government to commit meaningful investment in the new funding programme for affordable homes in 2025 to accelerate the supply of housing, provide certainty to the supply chain and support economic growth.

Vistry's operating model is closely aligned with the **Government's ambitions**

THE PLANNING SYSTEM

The Government has placed great importance on the delivery of new homes through unlocking the planning system.

- Before commencing development work, Vistry must obtain planning permission and discharge conditions. Securing timely planning permission on an economically viable basis is key to our value creation process.
- Planning delays are common, reflecting continued capacity issues within local planning authorities and continued political uncertainty.
- The Government has placed great importance on unlocking the planning system and an update to the National Planning Policy Framework (NPPF) was published in December 2024.
- The Government has committed to increasing planning fees, which helps to ensure local planning authorities are adequately resourced, as well as provide funding for more planning officers.

Unlocking the planning system is critical

The planning system is complex and **planning delays are common**

VISTRY'S RESPONSE

- Vistry has a leading capability in securing land and planning and brownfield redevelopment and regeneration.
- We have healthy consented and strategic land banks and only purchase new land that meets our specific land buying criteria.
- We welcome the amendments to the NPPF and look forward to working with councils to deliver more homes.
- We continue to engage with the HBF and other organisations, including the Land, Planning and Development Federation, The Housing Forum and Royal Town Planning Institute, to try to speed up the planning process.
- Moreover, we are working pro-actively with the Future Homes Hub to ensure that the industry is ready to adapt to change.
- We are well placed to support the Government's aspiration to maximise brownfield development.
- We promote our wider sustainability strategy recognising that the range of benefits that development can bring to a community is important in securing local support for proposals.

Vistry has a **leading capability** in securing land and planning

We will **work with councils** to deliver more homes

1 GOV.UK, Accredited official statistics: Housing supply: net additional dwellings, England: 2023-24 and 2022-23.

2 Bramley, G: Housing supply requirements across Great Britain for low-income households and homeless people. Research for Crisis and the National Housing Federation, Main Technical Report, Heriot-Watt University (2019).

3 GOV.UK, Accredited official statistics: Affordable housing supply in England: 2023-24 and 2022-23.

4 GOV.UK, Accredited official statistics: Social housing lettings in England, tenants: April 2023 to March 2024.

5 Shelter: Homelessness in England in 2024.

6 Savills Research: The Future of Built to Rent Houses, January 2024.

MATERIAL AND LABOUR COSTS

The market continues to see some underlying inflationary pressure on input costs.

- There remains inflationary pressure on input costs, albeit at lower levels than seen in the preceding couple of years.
- Despite constrained levels of output across the industry reflecting lower levels of demand, in particular for private homes, we continue to see skills shortages. We expect this to become a larger issue and potentially a constraint on industry growth, as industry output increases in the future.

Skills shortages need to be addressed

VISTRY'S RESPONSE

- We work closely and proactively with our supply chain partners to best manage our supply chain needs.
- Our suppliers are key stakeholders in our business and through our highly experienced centralised procurement function, we proactively work with them to best manage our supply chain needs. As a Group, more than 90% of our build materials are procured centrally.
- Our Partnerships model allows us to offer greater security and continuity of work to our supply chain partners, resulting in a competitive advantage to the Group.
- To manage the fixed revenue nature of our Partnership agreements, we include a sensible level of cost contingency and/or fixed price allowances in our agreements.
- Through our skills academies, Vistry is investing in training and developing skilled construction workers. The Group currently has nine Skills Academies located at developments across the country.

We work **closely and proactively** with our **supply chain partners**

Vistry's Skills Academies provide essential training

FAST CHANGING REGULATORY ENVIRONMENT AND FUTURE HOMES STANDARD

Increasing regulatory requirements including Future Homes and buildings standards.

- The Future Homes Standard requires new homes to achieve c. 80% lower CO2 emissions than the Part L 2013 baseline.
- Regulatory issues are impacting land availability, including challenges created by nutrient neutrality and the interpretation of the Habitat Regulations.
- Biodiversity net gain is mandated by the Environment Act 2021 and is now a requirement in all planning applications.

Future Homes Standard requires **80% lower CO2 emissions**

VISTRY'S RESPONSE

- Vistry works with its partners to be at the forefront of regulatory change and innovation.
- Sustainability is core to our purpose and we have a clear roadmap to deliver zero carbon ready homes.
- We have responded to the Government's consultation for the Future Homes Standard and are applying the knowledge and experience gained from live schemes which are already delivering an 80% CO2 reduction compared to current standards, to help us achieve our stretching carbon reduction targets, and prepare for regulatory change.
- We continue to test new technologies to help deliver zero carbon ready homes at scale, and share our learning to the wider industry through the Future Homes Hub.
- Biodiversity net gain requirements have been introduced into our life of site process to ensure compliance with the new regulations.

Vistry has a clear roadmap to delivering **zero carbon ready homes**

BUSINESS MODEL AND STRATEGY

Our purpose is to work in partnership to deliver sustainable homes, communities and social value, leaving a lasting legacy of places people love.

OUR CAPABILITY AND RESOURCES

- Highly skilled and diverse people
- Place making and regeneration skills
- Strong track record of delivery
- Experienced leadership team
- Long-standing trusted partner relationships
- Scaleable operating structure
- Competitive advantage in the land market
- Timber frame manufacturing capability
- Multiple leading brands

CREATE VALUE

We leverage our unique blend of capability and resources to maximise the opportunity to generate sustainable value for all of our stakeholders

OUR STAKEHOLDERS

PEOPLE · PARTNERS · CUSTOMERS · COMMUNITIES · SUPPLY CHAIN · REGULATORS · INVESTORS

Please see details of our Stakeholders and how we engage with them on pages 98 to 101.

HOW OUR PARTNERSHIP BUSINESS WORKS

Our Partnerships approach underpins how we operate. We work with more than 140 partners including registered providers, local authorities, and private rented sector providers, with all our developments providing a mix of housing tenures.

PARTNER FUNDED HOMES

On each Partnership development, we pre-sell a minimum of 50% of the homes to one or several of our partners; our Partner Funded units.
On average, across our portfolio of more than 350 developments, we are targeting c. 65% of the units to be Partner Funded sales.

Our Partner Funded homes consist of a range of tenures, including S106 affordable housing, additional affordable housing, which may include tenures such as shared ownership and discounted homes, and PRS units. The average sales price of our Partner Funded homes was £236k in 2024.

OPEN MARKET HOMES

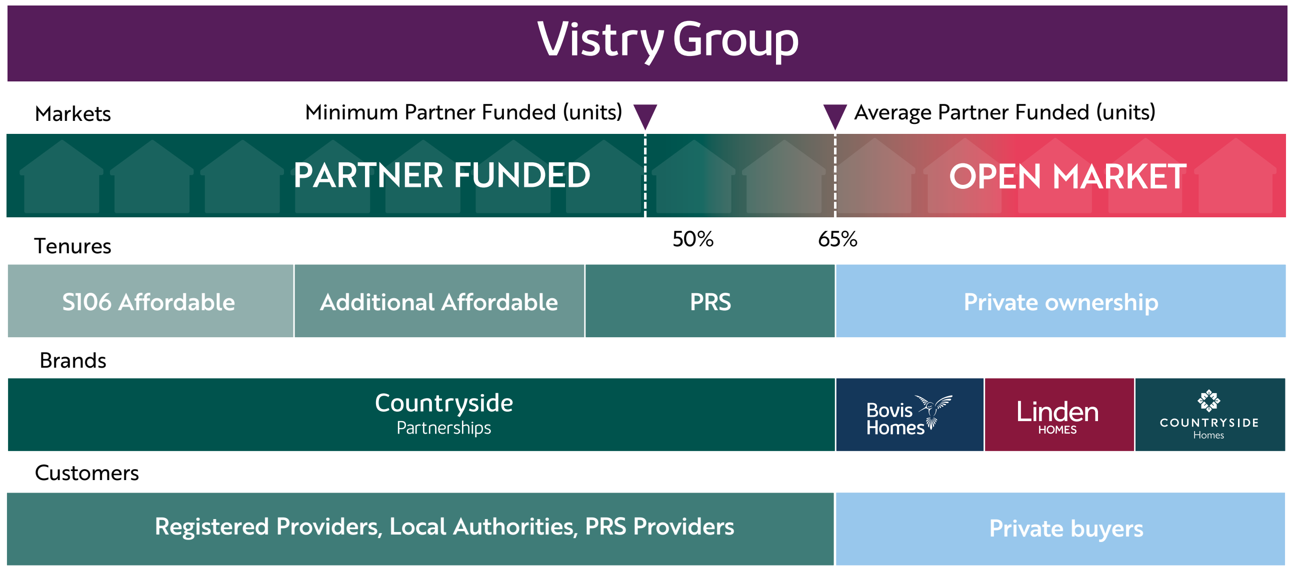
We also sell homes to individuals for private ownerships; our Open Market sales, which had an average sales price of £385k in 2024.
We target c. 35% of the units across our portfolio of developments to be Open Market sales.

Our model differs from traditional housebuilding where the developer sells c. 75% of the homes to the Open Market, with c. 25% of homes affordable, as required by planning consent and typically sold to a Registered Provider.

Our Partner Funded sales provide certainty of revenue and demand timely delivery. This allows us to build at pace and drive build efficiency, resulting in a lower cost of production.

Our Partnerships model is not constrained by an Open Market sales rate and as a result can deliver c. 150% of the output of the traditional housebuilding model.

Our partners will typically purchase the land plots associated with their units as we enter into a partner agreement and will fund the construction of these units as the work progresses on site. This drives a more capital light business and a higher return on capital.



OUR STRATEGIC PRIORITIES

TALENTED PEOPLE

Our highly skilled and diverse workforce is one of our most critical resources and differentiators. We will continue to create an inclusive environment where all our people can thrive, develop and excel. This will enable us to attract, develop and retain the best people.

BUILDING SUSTAINABLY

Creating sustainable homes, vibrant communities, and delivering lasting social value is at the core of our operations, and we will continue to succeed by placing people and communities at the heart of our decision-making processes. We will ensure we meet all Future Homes Standards and remain at the forefront of innovation and housing solutions.

WORKING IN PARTNERSHIP

To maximise the significant growth opportunity within the partnerships market, our business will be closely aligned with the needs of our existing and future partners to position us as the partner of choice. Consistent delivery across multiple tenures with flexibility in procurement routes, will enable us to expand the number of partners that we work with and deepen those relationships.

LAND PROCUREMENT

Our Partnerships model enables us to operate with a shorter land bank than traditional housebuilders and we are targeting a reduction in our land bank length. The Group will need to secure a significant amount of land to meet its growth ambitions and will utilise the competitive advantage that our model brings including a lower margin hurdle, strong relationships with public land owners, and our track record of delivery.

INCREASING OUTPUT

Increasing the number of new homes we deliver will drive our revenue growth and returns. Our Partner Funded sales provide strong forward visibility, allowing us to maximise our build rate through standardisation of product and processes, centralised procurement and greater use of timber frame manufacturing. These will enable us to step up our output whilst maintaining quality of build and high standards of health and safety.

CAPITAL EFFICIENCY

Our model is returns based and achieving an industry leading ROCE is a key priority. Our Partner Funded sales, which make up c. 65% of our total unit sales, are significantly more capital efficient than Open Market sales. Our partners typically acquire their share of the land at the beginning of the project and fund the build in stages as work progresses. Maintaining a shorter land bank with a greater proportion of controlled land will also drive return on capital.

KEY PERFORMANCE INDICATORS

NON-FINANCIAL KPIs

EMPLOYEE ENGAGEMENT SCORE

TARGET	>8.0
2024	8.2
2023	7.6
2022	8.6
2021	8.1

WHY WE MEASURE IT

Our strategy is to attract, develop and retain the best people. Changes in this metric provide us with valuable feedback from our people on the areas in which we are doing well and the areas where we can improve.

LINK TO STRATEGY

VOLUNTARY TURNOVER

TARGET	<17.0%
2024	15.4%
2023	15.9%
2022	17.7%
2021	21.0%

WHY WE MEASURE IT

Our strategy is to attract, develop and retain the best people. Some turnover is expected and healthy, but a sustained increase above target would indicate that action may be required to improve retention.

LINK TO STRATEGY

HBF 8-WEEK

TARGET	5-star
2024	5-star
2023	5-star
2022	5-star
2021	5-star

WHY WE MEASURE IT

This metric is a measure of customer satisfaction 8 weeks after buying a home and is important to give confidence to future customers of the quality of our homes and customer service.

LINK TO STRATEGY

HBF 9-MONTH

TARGET	>70.0%
2024	83.6%
2023	78.3%
2022	79.0%
2021	79.0%

WHY WE MEASURE IT

This metric is a measure of customer satisfaction 9 months after buying a home and is important to give confidence to future customers of the quality of our homes and customer service.

LINK TO STRATEGY

AIR

TARGET	<341
2024	210
2023	175
2022	219
2021	240

WHY WE MEASURE IT

The safety of people on our sites is critical and we strive to maintain excellent standards. This metric records the number of reportable accidents per 100,000 workers on site.

LINK TO STRATEGY

SSIR

TARGET	Lower than prior year
2024	342
2023	349
2022	454
2021	462

WHY WE MEASURE IT

The safety of people on our sites is critical and we strive to maintain excellent standards. This metric records the number of service strike incidents per 100,000 workers on site.

LINK TO STRATEGY

These KPIs should be read in conjunction with pages 34 to 37 where we provide further information relating to the calculations for KPIs.

NON-FINANCIAL KPIs

NEW HOME COMPLETIONS

TARGET	Growth on prior year
2024	17,225
2023	16,118
2022	11,951
2021	11,080

WHY WE MEASURE IT

To achieve our strategy for growth and to be the leading provider of affordable homes in the UK, we are seeking to increase the total number of homes and the number of affordable homes that we deliver each year.

LINK TO STRATEGY

NHBC REPORTABLE ITEMS

TARGET	<0.26
2024	0.20
2023	0.21
2022	0.23
2021	0.22

WHY WE MEASURE IT

To achieve our strategy, we must deliver homes at pace whilst maintaining quality. This is important to maintain our reputation, minimise customer care issues and control our cost of production.

LINK TO STRATEGY

NHBC CQR

TARGET	>4.0
2024	4.5
2023	4.5
2022	4.5
2021	4.5

WHY WE MEASURE IT

To achieve our strategy, we must deliver homes at pace whilst maintaining quality. This is important to maintain our reputation, minimise customer care issues and control our cost of production.

LINK TO STRATEGY

LAND & DEVELOPMENT OPPORTUNITIES SECURED

TARGET	Growth in line with unit delivery
2024	16,508
2023	15,288
2022	16,315
2021	11,798

WHY WE MEASURE IT

To achieve sustained growth, we need to secure sufficient new land and other development opportunities each year to replace what is utilised in the same period through new home completions.

LINK TO STRATEGY

GHG EMISSIONS (SCOPE 1 AND 2) tCO_2e

TARGET	14,023
2024	24,498
2023	25,253
2022	24,178
2021	19,401

WHY WE MEASURE IT

To achieve our purpose of delivering sustainable homes and communities, we are targeting to be a net zero organisation by 2040.

LINK TO STRATEGY

NON-HAZARDOUS CONSTRUCTION WASTE DIVERTED FROM LANDFILL

TARGET	>99%
2024	98%
2023	97%
2022	98%
2021	98%

WHY WE MEASURE IT

To achieve our purpose of delivering sustainable homes and communities, we must challenge ourselves to continually reduce the environmental impact of the materials we use in our operations.

LINK TO STRATEGY

STRATEGIC PRIORITIES:

WORKING IN PARTNERSHIP | INCREASING OUTPUT | LAND PROCUREMENT | TALENTED PEOPLE | CAPITAL EFFICIENCY | BUILDING SUSTAINABLY

See the Strategic Priorities on page 20

FINANCIAL KPIs

ADJUSTED REVENUE GROWTH

TARGET	5-8%
2024	7%
2023	30%
2022	14%
2021	32%

WHY WE MEASURE IT

We are targeting year-on-year growth in revenue, driven by increased delivery of new homes.

ADJUSTED OPERATING MARGIN

TARGET	12%
2024	8.3%
2023[1]	11.8%
2022	14.5%
2021	13.7%

WHY WE MEASURE IT

We are targeting to increase our operating margin to 12.0% in the medium term.

ADJUSTED EPS

TARGET	Growth on prior year
2024	55.9p
2023[1]	85.8p
2022	137.5p
2021	125.5p

WHY WE MEASURE IT

We are targeting a year-on-year increase in the returns generated for shareholders.

ROCE

TARGET	40%
2024	14.6%
2023[1]	20.9%
2022	25.0%
2021	25.5%

WHY WE MEASURE IT

We are targeting to increase ROCE to 40% in the medium term.

FORWARD ORDER BOOK

TARGET	Growth on prior year
2024	£4.4bn
2023	£4.5bn
2022	£4.0bn
2021	£3.0bn

WHY WE MEASURE IT

We are targeting to increase the forward order book year-on-year to support growth and visibility of future revenue.

These KPIs should be read in conjunction with pages 34 to 37 where we provide further information relating to the calculations for KPIs.

[1] *The 2023 comparative figures have been restated to correct the error that arose as a result of the cost forecasting issues in the South Division. Further details are included on pages 174 to 175.*

FINANCIAL REVIEW

TIM LAWLOR
Chief Financial Officer

GROUP PERFORMANCE

The result for the year was disappointing. The Group delivered growth in revenue and completions, however, market conditions continued to be challenging, particularly for Open Market sales, and the cost forecasting issues that were identified in our South Division in the last quarter of the year significantly impacted adjusted and reported profit before tax.

Group management reacted quickly to thoroughly investigate the underlying causes of the cost forecasting issues, to ensure they were isolated to the South Division and to make all necessary changes and improvements to remediate them. The investigations concluded that the issues could be attributed to insufficient management capability and poor culture in the South Division, and non-compliance with the Group's established commercial forecasting processes.

In response, the Group has changed its divisional structures and removed the COO role to reduce the length of reporting lines between the CEO and our regional businesses. The Group also introduced additional controls to ensure mandated processes were correctly followed for the year-end and in future. Further details on the investigations and consideration of the accounting treatment of the changes in estimates and errors are on pages 174 to 175.

The 2023 full-year results have been restated, reducing adjusted and reported profit before tax by £11.8m and opening reserves by £6.2m. The results for the 2024 half-year will be restated when the Group announces its results for the 2025 half-year. This will reduce adjusted and reported profit before tax in the 2024 half year by c. £65m.

The increase in the cost of building safety remediation impacted reported profit before tax. The Group experienced a rise in the number of claims during the second half of the year as well as higher costs on existing buildings, primarily driven by scope increases.

GROUP PERFORMANCE

£m	2024	2023 restated[2]	Change
Adjusted basis[1]			
Completions	17,225	16,118	+7%
Revenue	4,329.2	4,042.1	+7%
Operating profit	358.2	476.1	-25%
Operating margin	8.3%	11.8%	-3.5ppts
Net financing expense	(94.7)	(68.8)	-38%
Profit before tax	263.5	407.3	-35%
Profit after tax	188.9	296.9	-36%
Basic earnings per share (pence per share)	55.9p	85.8p	-35%
Net debt	(180.7)	(88.8)	-103%
Average capital employed	2,461.8	2,275.1	+8%
Return on capital employed (%)	14.6%	20.9%	-6.3ppts
Reported basis			
Revenue	3,779.3	3,564.2	+6%
Operating profit	167.0	300.0	-44%
Profit before tax	104.9	293.0	-64%
Basic earnings per share (pence per share)	22.0p	62.1p	-65%

1 Figures are shown on an adjusted basis. See Alternative Performance Measures section on pages 34 to 37 for further details.

2 The results for 2023 have been restated to correct the prior year error that arose due to the cost forecasting issue in the South Division. See note 1 on page 174 for further details.

REVENUE AND COMPLETIONS

On an adjusted basis, total revenue increased by 7% to £4,329.2m (2023: £4,042.1m), with a particularly strong increase in Partner Funded revenue of 24%. We saw good levels of demand from the Partner Funded market and secured more than 220 new partner deals with over 70 partners. The number of Partner Funded completions increased by 18% to 12,633 (2023: 10,722), driven by PRS and Additional Affordable homes. The average selling price of Partner Funded homes increased by 6% to £236k (2023: £222k), primarily due to PRS completions including a greater proportion of larger, higher value homes than in the prior year.

Open Market revenue reduced by 16%, with a reduction in the number of completions of 15% to 4,592 (2023: 5,396) due to subdued demand throughout the year, primarily reflecting mortgage affordability and a much lower opening forward order book of £298m (2023: £610m). The Group operated from fewer sales outlets, with the average number down 9% to 203 (2023: 223). Discounts offered to investors purchasing multiple completed homes and changes in the geographic mix resulted in a slight decrease of 1% in the average selling price to £385k (2023: £390k). Sales incentives remained at up to 5% of the Open Market sales price.

On a reported basis, total revenue increased by 6% to £3,779.3m (2023: £3,564.2m). The total number of completed homes delivered also increased by 7% to 17,225 (2023: 16,118), with the overall average selling price broadly consistent with the prior year at £275k (2023: £276k). The disparity between the strong growth in the Partner Funded market and the subdued demand for Open Market homes resulted in an increase in the proportion of total completions which were Partner Funded to 73% (2023: 67%). We expect this percentage to trend back towards our target of 65% in future years when activity levels for Open Market homes begin to improve.

	2024				2023
£m unless otherwise stated	Partner Funded	Open Market	Other revenue	Total	Total
Adjusted revenue	2,636.2	1,488.2	204.8	4,329.2	4,042.1
Add: Government grant income	39.9	22.2	-	62.1	40.4
Remove: other non-housing revenue	-	-	(204.8)	(204.8)	(137.6)
Total sales price	**2,676.1**	**1,510.4**	**-**	**4,186.5**	**3,944.9**
Total units (at 100%)	12,633	4,592	n/a	17,225	16,118
Less: joint venture eliminations	(1,311)	(669)	n/a	(1,980)	(1,836)
Units for calculation of the Average Selling Price	**11,322**	**3,923**	**n/a**	**15,245**	**14,282**
Average Selling Price	£236k	£385k	n/a	£275k	£276k
Proportion of total units by type	73%	27%	n/a	100%	100%

OPERATING MARGIN

The Group managed to mitigate underlying build cost inflation in 2024 through its benefits of scale, visibility of revenues and efficiency gains, resulting in neutral build cost inflation for the Group in the year. We are starting to see some build cost pressure and whilst we will continue to mitigate this where possible, the Group is expecting single digit build cost inflation in 2025. The average number of build outlets increased over the course of the year to 367 (2023: c. 350).

The cost forecasting issues in the South Division related to increases in the total full-life cost projections for a relatively small number of sites, including some large and complex, multi-phase schemes. There were a range of factors that led to these increases including, procurement losses where tender returns for certain packages came in higher than anticipated, operational changes on sites, additional costs due to unexpected ground conditions and asbestos contamination on specific sites, subcontractor failures and design changes for certain aspects of schemes. The cost increases were due to site-specific factors and were not indicative of a more general inflationary trend. In some instances, the cost increases led to the need to impair inventories, resulting in the full future loss on those schemes being recognised in the current year.

Administrative expenses, excluding exceptional items, reduced by 19% to £196.1m (2023: £241.5m). Headcount was lower throughout 2024 following the simplification of the Group's operating structures that completed in late 2023. Bonus and share-based payment costs were reduced due to profit targets not being achieved in 2024.

The Group's adjusted operating profit for the year was down 25% to £358.2m (2023: £476.1m), with the adjusted operating margin down 3.5ppts to 8.3% (2023: 11.8%). The Group's adjusted operating margin has reduced as the Group continued to transition the higher margin, capital intensive landbank from the Group's former Housebuilding business to the lower margin, capital light Partnerships model. This reduction is consistent with our expectations at the time of outlining our strategy. In the year the Group delivered an above-target proportion of Partner Funded completions, 73% compared to our target of 65%, due to market conditions. The cost forecasting issues in the South Division accounted for a further 2.1ppts deterioration in 2024 and will have an ongoing, but reducing, drag on margin in 2025 and 2026 as the impacted sites are completed and traded out.

Reported operating profit reduced by 44% to £167.0m (2023: £300.0m). The decrease was greater than for adjusted operating profit as a result of the increase in exceptional items in 2024, of which £99.9m (2023: £46.2m) was within operating profit.

BUILDING SAFETY

£m	2024	2023
Building safety provision:		
Additions	(117.1)	(11.7)
Releases	20.9	18.6
Discount unwind	(8.0)	(19.4)
Building safety provision recognised in joint venture	(20.9)	-
Building safety recoveries	27.2	11.7
Building safety related impairment	(16.8)	(18.5)
Total building safety expense	**(114.7)**	**(19.3)**

The cost of building safety rose to £114.7m (2023: £19.3m) as the Group increased its provision for remediation and recognised a further impairment of inventories.

The Group's building safety provision at the beginning of the year was £289.0m. This increased by £117.1m, reflecting an increase of 41 buildings following the completion of assessment of claims which were received subsequent to the implementation of a number of regulatory changes. The regulatory changes have broadened the types of issues which are deemed to cause a risk to occupant safety, as well as increasing the historical period for which the developer is responsible. In addition, the Group has experienced some increase in tender prices and an expansion in the scope of works on some buildings where additional issues were found during planned repairs.

During the year, one of the Group's joint ventures agreed to take responsibility for completing remedial works on 10 buildings that it developed and recognised a provision for the cost of these works. Accordingly, the Group released £20.9m that it had previously recognised for its share of those works. There was no net profit impact in the year, however the joint venture now holds the provision and it is no longer included in the Group's provision.

The Group utilised £68.8m of the provision during the year, continuing to make good progress with the remediation works. Work completed on 28 buildings during the year, with work ongoing for a further 43 buildings. At year end, we were engaged in the pre-start phase of the remediation process with 197 buildings, excluding the 10 buildings which will be remediated by one of the Group's joint ventures. The Group continued to manage remediation work through its specialist in-house team.

After discount unwind of £8.0m, the closing building safety provision as at 31 December 2024 was £324.4m.

£m	2024
Opening	**289.0**
Additions	117.1
Utilised in year	(68.8)
Released as obligation transferred to joint venture	(20.9)
Discount unwind	**8.0**
Closing	**324.4**

At 31 December, the number of buildings where work was ongoing or yet to commence on site increased to 240 (2023: 237).

The Group has continued to seek to recover costs from third parties where possible and was successful in recovering £27.2m during the year, which was recognised as an exceptional credit within cost of sales. Future recoveries will only be recognised when they are secured.

In the prior year, the Group recognised an impairment of inventories of £18.5m due to viability challenges on schemes which are now required to incorporate second staircases in high-rise buildings, leading to increased costs and a loss of saleable floorspace.

During 2024, the Group continued to assess the impact of this regulatory change on those schemes through redesign, which identified that the costs would be greater than previously expected. This led to an additional impairment of £16.8m.

EXCEPTIONAL ITEMS

Exceptional items increased to £128.8m (2023: £65.6m) comprising building safety of £114.7m (£19.3m), as described above, and restructuring, integration and other costs of £14.1m (2023: £46.3m). Restructuring, integration and other costs were lower than in the prior year and included changing the Group's divisional structures in response to the issues in the South Division.

NET FINANCE EXPENSE

Adjusted net finance expense increased 38% to £94.7m (2023: £68.8m). Within this, net bank interest payable increased 33% to £57.6m due to average borrowings rising by 19% year-on-year combined with an increase in the average interest rate that the Group incurs on borrowings of 0.5ppts to 7.0% (2023: 6.5%) due to the rise in the average SONIA rate.

Land creditors due after more than one year are discounted on initial recognition using the market rate at that time, with this discount subsequently unwound up to the date the creditor is settled. There is, therefore, a time lag before market interest rate changes feed through into net financing expenses. The unwind grew in 2024 due to rising discount rates over the last two years.

£m	2024	2023	Change
Net bank interest payable	(57.6)	(43.4)	-33%
Unwind of discount on land creditors	(21.7)	(11.5)	-89%
Interest on finance leases	(5.4)	(5.5)	+2%
Net interest on defined benefit pension schemes	1.6	1.7	-6%
Net joint venture interest payable	(11.6)	(10.1)	-15%
Adjusted net finance expense	**(94.7)**	**(68.8)**	**-38%**

PROFIT BEFORE TAX

Adjusted profit before tax was down 35% to £263.5m (2023: £407.3m) and reported profit before tax was down 64% to £104.9m (2023: £293.0m).

TAX

The adjusted tax charge was £74.6m (2023: £110.4m), an effective tax rate of 28.3% (2023: 27.1%).

The reported tax charge was £30.4m (2023: £78.0m), an effective tax rate of 29.0% (2023: 26.6%). The reported rate was broadly equal to corporation tax of 25% and Residential Property Developer Tax (RPDT) of 4%. The reported rate also includes a reduction for some additional qualifying expenditure in respect of land remediation relief, and a reduction for profits not in scope for RPDT, which both reduced the rate, offset by prior period adjustments.

The difference between the adjusted and reported effective rates is largely due to the presentation of a joint venture tax credit. Under IFRS, the share of joint venture profits or losses after tax are included in profit before tax. In the Group's adjusted measures, the Group's share of joint venture tax is included within the adjusted tax charge.

EARNINGS PER SHARE

Adjusted profit for the year reduced by 36% to £188.9m (2023: £296.9m), with adjusted earnings per share down by 35% to 55.9p (2023: 85.8p). The reduction in reported earnings per share of 65% to 22.0p (2023: 62.1p) was greater due to the impact of exceptional items.

CAPITAL EMPLOYED AND ROCE

£m	2024	2023 restated [2]	Change
Work in progress (including part exchange properties)	1,133.3	1,198.5	-5%
Land	1,875.0	1,881.7	-
Land creditors	(739.9)	(662.2)	-12%
Net increase in inventories	**2,268.4**	**2,418.0**	**-6%**
Investment in joint ventures	614.0	562.7	+9%
Other assets	874.0	738.5	+18%
Other liabilities	(1,243.5)	(1,308.6)	+5%
Capital employed	**2,512.9**	**2,410.6**	**+4%**
Building safety provision	(324.4)	(289.0)	-12%
Retirement benefit asset	31.7	34.2	-7%
Tangible net assets	**2,220.2**	**2,155.8**	**+3%**
Goodwill	827.6	827.6	-
Intangible assets	368.8	409.3	-10%
Net debt	(180.7)	(88.8)	-103%
Net assets	**3,235.9**	**3,303.9**	**-2%**

£m	2024	2023 restated [2]	Change
Opening capital employed	2,410.6	2,139.5	+13%
Closing capital employed	2,512.9	2,410.6	+4%
Average capital employed	**2,461.8**	**2,275.1**	**+8%**

Closing capital employed increased by 4% to £2,512.9m (2023: £2,410.6m), with a slightly larger increase in the average capital employed of 8% to £2,461.8m (2023: £2,275.1m).

The largest component of the Group's capital employed is its net investment in inventories. There were several factors contributing to a reduction in the closing balance.

Firstly, the Group recorded impairment write-offs of £61.2m, including those due to the cost forecasting issues in the South Division and the exceptional building safety impairment of £16.8m.

Secondly, the Group established a new joint venture with the development arm of Clarion, Latimer, to develop 1,200 homes on part of our site at Sherford, near Plymouth. The creation of this joint venture led to a transfer of £73.6m of work in progress from the Group's balance sheet.

Finally, land creditors increased by 12% to £739.9m (2023: £662.2m), in line with the Group's strategy to buy sites on deferred terms where acceptable conditions are available. Excluding all of these factors, the underlying position showed a build-up of work in progress of £156.0m due to the slower-than-anticipated Open Market sales rate. Reducing this is a focus for the Group moving into 2025.

The increase in capital employed was driven by Partner Funded receivables, which are included within other assets in the table above, and ongoing investment into joint ventures. Partner Funded receivables include trade receivables, retentions and contract assets (accrued revenue). These increased due to Partner Funded activity levels being higher in 2024 as the shift to a fully Partnerships model took effect, particularly in the last quarter of the year. In addition, the Group completed on a large Partner Funded contract in December 2023, which included a catch-up valuation on work completed to date which was cash settled at the point of completing the contract. At the end of 2024, Partner Funded receivables reflect a more normal working capital cycle for these types of contracts.

During 2024, the Group advanced more loans to joint ventures than were repaid during the year, a net increase of £75.2m, to fund investment into land and work in progress within joint ventures. This included the new joint venture at Sherford.

ROCE reduced by 6.3ppts to 14.6%, mainly due to the lower adjusted profit for the year.

BUILDING SAFETY PROVISION

The Group's building safety provision increased to £324.4m (2023: £289.0m) as described earlier in this review.

NET DEBT AND CASH FLOW

The Group's opening net debt of £88.8m was £207.0m adverse to the previous year's opening net cash of £118.2m. After an outflow of £91.9m, which was substantially smaller than the outflow in the prior year of £207.0m, closing net debt was £180.7m (2023: £88.8m). The average month-end net debt was higher at £534.2m (2023: £459.4m), with an average daily net debt of £698.1m (2023: £586.0m).

Whilst adjusted profit before tax was down 35% on the prior year, cash conversion improved due to a substantially lower working capital outflow of £91.5m (2023: outflow of £406.9m). In 2024, there was a cash benefit of £84.4m as spend on new land was lower than the land utilised and there was an increase in land creditors. The main contributors to the working capital outflow were the increase in Partner Funded receivables, described earlier in this review, which led to an outflow of £84.8m, as well as a reduction in payables of £55.9m due to lower amounts of cash being received from customers in advance of work being completed.

The Group continued to invest in its joint ventures, predominantly to fund land and work in progress across a growing number of active joint ventures.

The net exceptional cash flows related to building safety increased to £36.8m in the year (2023: £33.3m) comprising a gross spend of £58.8m (2023: £45.0m) less recoveries of £22.0m (2023: £11.7m). The cash flows differ from the profit or loss statement due to working capital movements. After recoveries, net cash spend on building safety is expected to increase to c. £65m in 2025.

Income tax paid of £11.3m was lower than in the prior year, with the quarterly instalment payments reflecting the lower taxable profits, and was broadly in line with the current tax element of the total tax expense.

The net inflow before shareholder distributions was £80.7m (2023: net outflow of £91.3m). Shareholder distributions totalling £172.6m were set in anticipation of profit for the year being higher than was achieved. This related to the 15.3m shares purchased under the Group's share buyback programmes. In 2023, the shareholder distributions comprised £110.4m of dividends and £5.3m of shares repurchased under the first buyback programme, which was launched in December 2023.

The total available facilities as at 31 December 2024 were £1,080.0m (2023: £1,015.7m), of which £1,005.0m (2023: £1,015.7m) were committed. Against these facilities, the Group had drawn £500.0m (2023: £506.7m) at the year end. During the year, the Group agreed an additional facility of £75.0m with one of the Group's existing lender pool, which is uncommitted and must be repaid at each quarter end. In addition, subsequent to 31 December 2024, the Group has secured an additional £50m facility with another lender from the Group's existing lender pool. These uncommitted facilities are on-demand facilities with flexible borrowing tenors to support the Group's short-term, in-month, borrowing requirements.

£m	2024	2023 restated [2]	Change
Opening net debt	(88.8)	118.2	n/a
Adjusted profit before tax	263.5	407.3	-35%
Working capital movements:			
Land	6.7	(60.0)	n/a
WIP	(35.2)	(226.1)	+84%
Land creditors	77.7	(5.2)	n/a
Receivables	(84.8)	(67.7)	-25%
Payables	(55.9)	(47.9)	-17%
Working capital outflow	**(91.5)**	**(406.9)**	**+78%**
Net investment in joint ventures	(28.9)	(60.4)	+52%
Exceptional building safety spend (net of recoveries)	(36.8)	(33.3)	-11%
Restructuring, integration and other costs	(14.3)	(56.1)	+75%
Taxation	(11.3)	(37.7)	+70%
Cash inflow/(outflow) before shareholder distributions	80.7	(91.3)	n/a
Shareholder distributions	(172.6)	(115.7)	-49%
Net cash outflow	**(91.9)**	**(207.0)**	**+56%**
Closing net debt	**(180.7)**	**(88.8)**	**-103%**

	Facility				
£m	Available	Maturity	Margin	2024	2023
Revolving credit facility	(500.0)	2026	SONIA + 1.6-2.5 ppts	-	-
Term loan	(400.0)	2026	SONIA + 1.9-3.1 ppts	(400.0)	(400.0)
USPP loan [1]	(100.0)	2027	4.03 ppts	(103.7)	(104.6)
Prepaid facility fee	n/a	n/a	n/a	2.7	4.2
Development loan [2]	-	2029	ECRR + 1.2-2.2 ppts	-	(6.7)
Money market facility	(75.0)	n/a	SONIA plus margin		
Overdraft facility	(5.0)	2025	BoE Base + 1.5 ppts	-	-
Total borrowings	**(1,080.0)**			**(501.0)**	**(507.1)**
Cash				320.3	418.3
Net debt				**(180.7)**	**(88.8)**

[1] *The carrying value of the USPP loan includes the fair value of future interest payments of £3.7m (2023: £4.6m) as the loan was acquired through a historical acquisition. The drawings of £100.0m (2023: £100.0m) are equal to the total available facility.*

[2] *The Homes England development loan is no longer included in the consolidated Group accounts as the borrower, Linden Homes (Sherford) LLP, is no longer a subsidiary undertaking.*

SHAREHOLDER DISTRIBUTIONS AND CAPITAL ALLOCATION POLICY

The Group has not changed its capital allocation policy during the year. An interim ordinary distribution in the form of a share buyback of up to £55m was announced in September 2024 alongside a special buyback of up to £75m. The Group has completed £38m to date and expects to complete the remaining £92m in the half year 2026.

Reflecting the disappointing performance in 2024, the Group is not proposing any final ordinary distribution in respect of the 2024 adjusted earnings. Future distributions will be made in accordance with Group's capital allocation policy.

FORWARD ORDER BOOK

The forward order book as at 31 December was broadly stable at £4.4bn (2023: £4.5bn). The reduction in the Open Market element was driven by the lower Open Market sales rate in the year's final three months.

£m	2024	2023
Open Market	285	298
Partner Funded	4,156	4,168
Total	**4,441**	**4,466**

LAND BANK

The land bank represents 4.4 years of supply (2023: 4.9 years). The Group's Partner Funded business model supports a shorter land bank than traditional housebuilding due to the faster pace of delivery on pre-sold sites and the lower proportion of Open Market homes. Over the medium term, we expect the length of the land bank to reduce to less than 4.0 years of supply.

The Group added 14,432 plots to the land bank across 46 sites in the year, including 701 plots across three sites previously in the strategic land bank. The proportion of the total plots that were controlled rather than owned at the end of the year increased to 31% (2023: 27%). Over the medium term, we expect around one-third of the land bank to come from controlled rather than owned sites, as controlled sites require only minimal upfront capital investment.

Number of plots	2024	2023
Owned (excluding joint ventures)	34,233	39,955
Owned - joint ventures (100%)	17,048	15,752
Total owned	51,281	55,707
Controlled (excluding joint ventures)	12,230	10,459
Controlled - joint ventures (100%)	10,509	10,268
Total controlled	22,739	20,727
Total	**74,020**	**76,434**

STRATEGIC LAND

Strategic land refers to land which does not yet have planning consent and which the Group is or will progress through planning and promotional processes before development. Once we obtain planning consent, the land becomes consented. Strategic land remains an essential supply source, and the number of plots increased by 8% during the year.

As at 31 December 2024	Total sites	Total plots
0 – 150 plots	55	4,322
150 – 300 plots	53	10,930
300 – 500 plots	31	10,745
500 – 1,000 plots	21	13,425
1,000+ plots	22	36,797
Total	**182**	**76,219**
Planning agreed	17	5,855
Planning application	19	8,778
Ongoing application	146	61,586
Total	**182**	**76,219**
At 31 December 2023	185	70,780
Change	-2%	+8%

TIM LAWLOR
Chief Financial Officer

25 March 2025

Monument View, Wellington

Fernleigh Park, Long Marston

PROVIDING CLARITY TO THE USERS OF THE ANNUAL REPORT AND ACCOUNTS

ALTERNATIVE PERFORMANCE MEASURES

In addition to the IFRS (reported) measures disclosed throughout the Annual Report and Accounts, the Group uses certain non-IFRS alternative performance (adjusted) measures to assess its operational performance. Adjusted measures are presented in order to better reflect the contribution of the joint venture investments to the Group's performance and to enable the reader to identify a more consistent basis for comparing performance between financial years. They also reflect an important aspect of the way in which operating targets are defined and performance is monitored by management.

ALTERNATIVE PERFORMANCE MEASURE	DEFINITION
Adjusted revenue	Statutory revenue plus the Group's proportional share of joint ventures' revenue.
Adjusted operating profit	Statutory operating profit excluding exceptional items and amortisation of acquired intangible assets plus the Group's proportional share of joint ventures' operating profit.
Adjusted operating margin	Adjusted operating profit divided by adjusted revenue.
Adjusted net finance expense	Statutory net finance expense excluding exceptional items plus the Group's proportional share of joint ventures' net finance expense.
Adjusted profit before tax	Statutory profit before tax excluding exceptional items, amortisation of acquired intangible assets and the Group's proportional share of joint ventures' tax.
Adjusted income tax expense	Statutory income tax expense excluding the tax effect of exceptional items and amortisation of acquired intangible assets, tax on joint ventures included in profit before tax and the adjustment of one-off tax items.
Adjusted effective tax rate (ETR)	Adjusted ETR represents the underlying tax rate for the Group before the impact of one-off tax items, and is defined as the statutory headline rate adjusted for Group's liability to Residential Property Developer Tax (RPDT).
Adjusted basic earnings per share (EPS)	Adjusted profit before tax less adjusted income tax expense, divided by the weighted average number of ordinary shares for the year.
Net debt	Cash and cash equivalents less total borrowings (excluding lease liabilities).
Capital employed	Statutory net assets less goodwill, intangible assets, net debt, retirement benefit asset and the building safety provision.
Tangible net asset value (TNAV)	Statutory net assets less goodwill, intangible assets and net debt.
Return on capital employed (ROCE)	Adjusted operating profit divided by average capital employed.

Reconciliation of adjusted measures to reported measures (where appropriate):

PROFIT OR LOSS ACCOUNT

	2024						
	Revenue £m	Operating profit £m	Net finance expense £m	Share of profit from joint ventures £m	Profit before tax £m	Tax £m	Profit for the year £m
Reported measures	**3,779.3**	**167.0**	**(65.4)**	**3.3**	**104.9**	**(30.4)**	**74.5**
Adjusting items:							
Exceptional items [1]	-	99.9	8.0	20.9	128.8	(37.3)	91.5
Share of joint ventures [2]	549.9	51.8	(37.3)	(24.2)	(9.7)	9.7	-
Amortisation of acquired intangible assets [3]	-	39.5	-	-	39.5	(11.4)	28.1
Other tax items [4]	-	-	-	-	-	(5.2)	(5.2)
Total adjusting items	549.9	191.2	(29.3)	(3.3)	158.6	(44.2)	114.4
Adjusted measures	**4,329.2**	**358.2**	**(94.7)**	**-**	**263.5**	**(74.6)**	**188.9**

	2023 restated [1]						
	Revenue £m	Operating profit £m	Net finance expense £m	Share of profit from joint ventures £m	Profit before tax £m	Tax £m	Profit for the year £m
Reported measures	**3,564.2**	**300.0**	**(63.0)**	**56.0**	**293.0**	**(78.0)**	**215.0**
Adjusting items:							
Exceptional items [2]	-	46.2	19.4	-	65.6	(18.0)	47.6
Share of joint ventures [3]	477.9	83.6	(25.2)	(56.0)	2.4	(2.4)	-
Amortisation of acquired intangible assets [4]	-	46.3	-	-	46.3	(10.9)	35.4
Other tax items [5]	-	-	-	-	-	(1.1)	(1.1)
Total adjusting items	477.9	176.1	(5.8)	(56.0)	114.3	(32.4)	81.9
Adjusted measures	**4,042.1**	**476.1**	**(68.8)**	**-**	**407.3**	**(110.4)**	**296.9**

EPS

	2024	2023 restated [1]
Adjusted earnings (£m)	188.9	296.9
Weighted average number of ordinary shares (m)	338.1	346.0
Adjusted basic earnings per share (pence)	**55.9**	**85.8**

TNAV AND CAPITAL EMPLOYED

TNAV measures the intrinsic value of the tangible assets held by the Group. Capital employed is a key input for determining ROCE and represents the capital used to generate adjusted operating profit.

	2024 £m	2023 restated [1] £m
Net assets	3,235.9	3,303.9
Less:		
Goodwill	(827.6)	(827.6)
Intangible assets	(368.8)	(409.3)
Net debt	180.7	88.8
Tangible net assets	**2,220.2**	**2,155.8**
Retirement benefit asset	(31.7)	(34.2)
Building safety provision	324.4	289.0
Capital employed	**2,512.9**	**2,410.6**
Opening capital employed	2,410.6	2,139.5
Closing capital employed	2,512.9	2,410.6
Average capital employed	**2,461.8**	**2,275.1**

ROCE

ROCE measures the efficiency of capital use by the Group.

	2024	2023 restated [1]
Adjusted operating profit (£m)	358.2	476.1
Average capital employed (£m)	2,461.8	2,275.1
ROCE (%)	**14.6**	**20.9**

1 The 2023 comparatives have been restated as described in note 1 to the financial statements.

2 Exceptional costs are those which the Directors consider to be material by size and irregular in nature. The adjusted measures exclude these items in order to more clearly show the underlying business performance of the Group.

3 The Group undertakes a significant portion of its activities through joint ventures with its partners. In accordance with IFRS, the Group's statement of profit or loss and other comprehensive income includes its share of the post-tax results of joint ventures within a single line item. The Directors believe that showing the Group's share of revenue, operating profit and net financing expenses from joint ventures within the respective adjusted measures better reflects the full scale of the Group's operations and performance.

4 The amortisation charge relates to intangible assets which arose on the acquisitions of Linden Homes and Galliford Try Partnerships from Galliford Try PLC and of Countryside Partnerships PLC. The charge is non-cash and was set at the time of the acquisition. The Directors consider that this needs to be excluded in the adjusted measure to show the underlying business performance of the Group more clearly.

5 The Directors consider that one-off tax items need to be excluded such that the adjusted income tax expense represents the underlying tax charge for the Group.

2024 HIGHLIGHTS
STRATEGIC REPORT
GOVERNANCE REPORT
FINANCIAL STATEMENTS
OTHER INFORMATION

FORWARD ORDER BOOK

The Group's forward order book comprises the unexecuted element on contracts that have been secured including those which are reported within its joint ventures. The Directors believe that showing the Group's share of joint venture orders better reflects the full scale of the Group's pipeline. Additionally, reservations made on Open Market sales have been included given they are a commitment made by a customer against a specific plot.

	2024 £m	2023 £m
Transaction price allocated to unsatisfied performance obligations on contracts	3,711.6	3,722.9
Adjusting items:		
Share of forward orders included within the Group's joint ventures	551.2	558.2
Open Market reservations	178.0	185.0
Forward order book (adjusted measure)	**4,440.8**	**4,466.1**

OTHER KEY DEFINITIONS AND TERMS

The following table includes definitions of key terms used throughout the Annual Report and Accounts which haven't been defined elsewhere.

TERMS	DEFINITION
New home completions	The number of homes sold in the financial year, including joint venture completions. For Open Market homes, this is the number of legal completions during the year. For Partner Funded homes, this represents the equivalent number of units sold, based on the proportion of work completed under a contract during the year.
Land bank	The total number of plots expected to be deliverable on land owned or controlled by the Group (including in joint ventures) which have planning consent.
Land development opportunities	The total number of plots expected to be deliverable on land owned or controlled by the Group (including in joint ventures) or through other contractual arrangements which have planning consent.
Strategic land	The total number of plots expected to be deliverable on land owned or controlled by the Group (including in joint ventures) without planning consent.
Forward order book	The Group's share of future revenue that will be derived from signed contracts, letters of intent or open market sales reservations including the Group's share of joint ventures' forward order book.
HBF score	The Home Builders Federation (HBF) undertakes customer satisfaction surveys. Survey forms are sent to customers at both 8 weeks and 9 months after they complete the purchase of their new home. The score measures the percentage of respondents answering 'yes' to the key question "Would you recommend your builder to a friend?". To achieve a 5-star rating, an average score of 90% or more is required on the 8-week surveys.
NHBC Reportable Items (RIs)	The average number of all RIs received within the period across all inspections carried out on sites registered with the National House Building Council (NHBC). An RI is any contravention of the NHBC technical standards or building regulations recorded at any key build stage or frequency visit.
NHBC Construction Quality Review (CQR)	An independent, site-based review undertaken by NHBC of the quality of construction. The CQR score is the average score received within the period across all reviews carried out on sites registered with the NHBC.

TERMS	DEFINITION
Employee engagement score	The Vistry Group employee survey, run by Workday Peakon Employee Voice, covers a number of different topics, including various drivers, all of which contribute towards the overall sense of engagement amongst our teams. Surveys are run twice per year, with employees scoring their responses on a scale of 0-10.
Voluntary turnover	The number of employees who resigned from the organisation as a percentage of the average total number of employees in the year.
Accident Incident Rate (AIR)	The number of reportable accidents per 100,000 workers on site.
Service Strike Incident Rate (SSIR)	The number of service strikes per 100,000 workers on site.
Scope 1 Greenhouse Gas (GHG) Emissions	Scope 1 emissions are direct emissions from owned or controlled sources. These include natural gas, biomass, company cars, leased vans and fuel utilised for operations. They are measured in tCO_2e.
Scope 2 Greenhouse Gas (GHG) Emissions	Scope 2 emissions are indirect emissions from the generation of purchased electricity used in our offices, sites and plots before they are handed over as well as electricity from Electric Vehicles. They are measured in tCO_2e.
Scope 3 Greenhouse Gas (GHG) Emissions	Scope 3 emissions are all indirect emissions (not included in scope 2) that occur in our supply chain. They are measured in tCO_2e.
Net Zero	Net Zero is when any remaining GHG emissions are neutralised through carbon removals. For Vistry, this requires a minimum absolute Scope 1 and 2 GHG emissions reduction of 90% and scope 3 GHG emissions reduction of 97% per m^2 by 2040 from a 2022 base year. Carbon offsets will be used as a last resort to offset residual emissions. If used, these offsets will meet the following criteria: Verified Carbon Standard (VCS), Gold Standard Verified Emissions Reduction (GS VER), Voluntary Offset Standard (VOS), Climate Community and Biodiversity Standards (CCB) or will meet the requirements of the Quality Assurance Standard for Carbon Offsets.
Non-hazardous construction waste diverted from landfill	The percentage of waste removed from sites without using incinerators or landfill.
Affordable home completions	Affordable homes include social rent, affordable rent, intermediate rent, right to shared ownership, right to buy, rent to buy, shared ownership, first home/discounted market sale.

SUSTAINABILITY REPORT

Our purpose as a responsible developer is to work in partnership to deliver sustainable homes, communities and social value leaving a lasting legacy of places people love.

Our approach to this Sustainability Report

1 SUSTAINABILITY HIGHLIGHTS FROM 2024

2 OUR APPROACH TO SUSTAINABILITY

3 MATERIAL ISSUES & PROGRESS IN 2024

4 OUR PEOPLE 'PUTTING PEOPLE AT THE HEART OF WHAT WE DO'

5 SUSTAINABILITY IN ACTION

SUSTAINABILITY PILLARS: CLIMATE & RESOURCES | BUILDING COMMUNITIES | OUR PEOPLE

1 SUSTAINABILITY HIGHLIGHTS FROM 2024

In 2023, we reset our sustainability strategy to focus on material issues that were identified through a double materiality assessment. The material issues are shown in the box below.

MATERIAL ISSUES		
BUILDING COMMUNITIES	**CLIMATE & RESOURCES**	**OUR PEOPLE**
• Social value & community impact • Affordable homes • Biodiversity • Placemaking	• Energy & Greenhouse Gas (GHG) • Waste & resource efficiency • Sustainable & low carbon homes	• Equality, Diversity & Inclusion • Health, Safety & Wellbeing • Talent Attraction Development & retention

The table below presents a selection of key sustainability highlights achieved throughout the year. Each highlight is accompanied by a brief explanation, providing context on its significance and impact. These achievements reflect our ongoing commitment to sustainability and our progress toward long-term sustainability goals.

HIGHLIGHT	WHAT THIS MEANS
£115m social and local economic value generated	The social, economic, and environmental value created by Vistry during 2024.
4,371 additional affordable homes	We are increasing the supply of affordable housing across the country.
678 individual learners passing through our skills academies	Addressing skills shortages and reducing unemployment through targeted support in employment, skills development, and job opportunities.
Over 1,200 visitors to the Vistry Innovation Centre	A unique, sector-leading facility incorporating cutting-edge technologies that will be used to help meet the Company's Net Zero ambitions as well as the delivery of the Future Homes Standard.
>700 Zero Carbon ready homes (in operation) completed in FY24	Delivering these homes at scale is informing our standard house type designs, to help meet the future homes standard.
Embedded our carbon action plan and increased use of HVO fuel and the use of battery generators	Reduced absolute Scope 1 and 2 GHG emissions by 3%.
Developed monthly regional, divisional and Group sustainability scorecards	Allows progress to be monitored at all levels.
Launched a waste action plan	Clear instructions for how regional teams can reduce waste on site.
Octopus Energy deal on Zero Bills	'Zero Bills' initiative will provide homes equipped with cutting-edge green technology, such as heat pumps, solar panels and batteries, that guarantees no energy costs for 10 years. We will roll this out on several developments.
Hydrogen telehandler trial on site in the Midlands	Working with our supply chain to help test innovative technology to meet Net Zero targets.
Launched an internal design guide in collaboration with the Bat Conservation Trust	Emphasises best practice principles that foster collaborative working and maximise benefits for wildlife and people.
Completed an annual review of our double materiality assessment	Ensures our approach is focused on the most important sustainability issues.
Included sustainability and social value into our new 'life of site' process	To give guidance to regional teams and ensure a consistent approach.
Published our first stand-alone sustainability report	Provides more detail on our approach and progress during the year.
Facilitated training workshops with the Supply Chain Sustainability School and developed a Vistry focused Introduction to Sustainability training module.	To help upskill our people and our supply chain.

2 OUR APPROACH TO SUSTAINABILITY

PURPOSE AND STRATEGY

Our purpose as a responsible developer is to work in partnership to deliver sustainable homes, communities and social value.

Sustainability is an integral part of how Vistry operates. As the largest developer of affordable homes, building one in six across the country in 2024, delivering social value is a core part of our offer.

As a responsible developer, we want our strategic partnerships to create sustainable homes, vibrant communities, and lasting social value.

Our sustainability strategy is deeply integrated into our core partnerships-led strategy. This integration underscores its critical importance to our long-term goals and the needs of all our stakeholders.

How our sustainability pillars work

Read more about the targets for each key sustainability issue in our online Sustainability Report **www.vistrygroup.co.uk/sustainable-approach/policies-and-publications**.

SUSTAINABILITY OVERSIGHT AND ULTIMATE DECISION MAKING

BOARD AND COMMITTEES
OVERSIGHT AND MONITORING

EXECUTIVE LEADERSHIP TEAM
DECISION MAKING

SUSTAINABILITY COMMITTEE
DELIVERY

- BUSINESS IMPROVEMENT GROUP
- REGIONAL BOARDS
- REGIONAL SUSTAINABILITY LEADS

SUSTAINABILITY STRATEGY

Our sustainability strategy lays strong foundations for delivering on our commitments through our three core priority areas: Climate & Resources, Building Communities and Our People. A description of each key sustainability issue is included in the table below.

CREATING PLACES PEOPLE LOVE

MANAGING CLIMATE & RESOURCES

ENERGY & GHG EMISSIONS	WASTE & RESOURCE EFFICIENCY	SUSTAINABLE & LOW CARBON HOUSING
Working to be a Net Zero organisation by 2040 and improving operational processes.	Manage and reduce waste in line with the waste hierarchy and embracing circular economy principles. Reducing the environmental impact of the materials we use in our operations.	Designing and delivering house types that minimise Greenhouse Gas (GHG) emissions, running costs and the environmental impact. The use of modern methods of construction (MMC).

BUILDING COMMUNITIES

SOCIAL VALUE & COMMUNITY IMPACT	AFFORDABLE HOMES	BIODIVERSITY	PLACEMAKING
By placing people and communities at the heart of our decision-making process, we build sustainable communities that last and flourish.		To ensure that everyone's needs remain central, we follow the Vistry 'Building Communities' approach on every project; from master-planning and design, through to building and aftercare, working closely with communities and stakeholders throughout the development journey.	

OUR PEOPLE

DIVERSITY, EQUITY & INCLUSION	HEALTH, SAFETY & WELLBEING	TALENT ATTRACTION, DEVELOPMENT & RETENTION
Ensuring we continue to create an inclusive environment where our people can thrive, develop and excel in what they do.	Prioritising the health and safety of our employees and subcontractors in everything we do.	Attract, develop and retain the best people; making Vistry a great place to work.

GOVERNANCE

Effective governance is critical to the success of our sustainability strategy. The Board has responsibility for sustainability, and delivery of the sustainability strategy is delegated to the Sustainability Committee.

Supporting our Sustainability strategy are our supporting policy documents, covering health and safety, the environment, ethics and conduct, equal opportunities and whistleblowing. All are reviewed and communicated annually and are available on our website.

Sustainability Committee

The objective of the Sustainability Committee is to make recommendations to the Executive Leadership Team relating to the effective implementation of our sustainability strategy and our performance against targets.

The Sustainability Committee meets at least three times per year and addresses issues including:

- Social value and community impact.
- Biodiversity, energy and Greenhouse Gas emissions.
- Modern slavery, next generation sustainability benchmark membership, sustainable and low carbon homes.

By making sustainability a business as usual priority, we have embedded sustainability decision-making into our life of site process. This includes a sustainability action plan ensuring that accountability is assigned through each stage of a project lifecycle; such as commitments made in bids or specific partner requirements.

Board environmental and sustainability skills

Overall responsibility for sustainability rests with the Board. Using an interactive questionnaire, we assessed the Board's environmental and sustainability knowledge and we are confident that the Board is sufficiently competent in these areas.

Areas of Board focus during 2024 have included modern slavery, innovation and carbon reduction.

Materiality and how it informs our approach to sustainability

Our sustainability strategy is focused on the issues that are most relevant to the Group and its key stakeholders. These issues were highlighted following a double materiality assessment carried out during the prior year and updated during 2024 as part of an internal review.

The review was aligned to the Corporate Sustainability Reporting Directive (CSRD) and International Financial Reporting Standards (IFRS) best practice standards. We completed risk analysis against existing and newly announced legislation and planning policy and used this to rank issues based on the severity of risks and scale of opportunity. We have reviewed competitor approaches to ESG and identified opportunities to differentiate Vistry's strategy to prioritise issues. A workshop was held in 2024 with various internal stakeholders to inform materiality ranking.

We found that social value, placemaking, sustainable and low carbon homes and biodiversity have moved up the scale of materiality. Social value has been rated within the top 10 of highly material issues. In response to this, we have introduced social value action planning into our life of site process to help embed it into every project. We have also developed the ability to report social value at a project level. We will now be able to share the social value return on investment with our partners.

For more information on our Double Materiality Assessment see our Sustainability Report::
www.vistrygroup.co.uk/sustainable-approach/policies-and-publications.

WHAT'S NEXT? 2025
In FY25 we will review our strategy to ensure it reflects the changes in material issues.

Risks and opportunities

We recognise that strategic risks and opportunities arise from sustainability issues and sustainability is included as a principal risk.

We are preparing to disclose sustainability risks and opportunity in more detail in future reports, in line with expected forthcoming reporting guidelines.

More information, including how we mitigate sustainability risks and opportunities can be read on page 72.

ETHICAL AND RESPONSIBLE BUSINESS

Modern Slavery

We recognise that modern slavery can occur in the construction industry. We operate an Anti-Slavery and Human Trafficking Policy, which outlines our zero-tolerance approach to modern slavery and human trafficking and supports our efforts to combat modern slavery.

Our people are required to complete a dedicated modern slavery awareness training, which provides guidance on understanding modern slavery in the construction industry, how to spot the signs of modern slavery together with contact details for relevant agencies and details of our Speak Up hotline.

Our Speak Up hotline, is operated by an independent third party, Ethics Point, and can be used by employees to report suspected wrong-doing.

Vistry has an external partnership with Supply Chain Sustainability School and is a member of the Modern Slavery Engagement Programme, which aims to increase awareness and provide guidance and training to our supply chain. We have also pledged our commitment to the Gangmasters and Labour Abuse Authority Construction Protocol.

Our supply chain onboarding process ensures that our suppliers and subcontractors confirm compliance with the Modern Slavery Act, provide details of their own modern slavery policies and are aware of our modern slavery commitments and expectations.

WHAT'S NEXT? 2025
In FY25 we will establish a committee to focus solely on modern slavery.

Ethical Code of Conduct

Our Ethical Code of Conduct Policy (Code) was updated in January 2025 and outlines our commitment to high ethical and moral standards and the responsibility framework we have embedded to deliver our standards and appropriate behaviours. The responsibility framework is delivered through this Code and the supporting policies which set out the Company's approach to anti-bribery and corruption, anti-fraud, anti-money laundering, equal opportunities and whistleblowing.

Supply Chain Engagement

We recognise that everyone plays a part in making the sustainability strategy successful. We collaborate with our supply chain to improve sustainability performance and support these stakeholders, ensuring they have the knowledge and skills to contribute to a sustainable industry. Our primary way to achieve this, is through the Supply Chain Sustainability School. In partnership with the school, we have facilitated workshops for our supply chain to introduce the school and promote value.

ASSURANCE AND REPORTING

Assurance of sustainability data

The Group engaged DNV Business Assurance Services UK Limited (DNV) to undertake independent limited assurance of our 2024 sustainability data. The assurance engagement was conducted in line with the International Standard on Assurance Engagements 3000. DNV's full Assurance Statement and supplemental information and the full list of our reporting criteria, together with definitions and methodologies can be found in the Basis of Reporting section of our online Sustainability Report.

www.vistrygroup.co.uk/sustainable-approach/policies-and-publications.

The following table outlines the metrics within scope of limited assurance:

METRIC
Total Scope 1 GHG emissions (natural gas, biomass, company cars, leased vans, and fuel utilised for operations) (tCO2e).
Total Scope 2 GHG emissions (purchased electricity) location based (tCO2e).
Scope 1 and 2 (location-based) GHG emissions intensity (tCO2e per 100m2 of legally completed build area).
Energy (Scope 1 and 2) (MWh).
Scope 3 GHG emissions - Category 3 fuel and energy related activities (tCO2e).
Scope 3 GHG emissions - Category 6 business travel and private vehicles (tCO2e).
Scope 3 GHG emissions - Category 11 use of sold products - Regulated (tCO2e).
Number of individual learners who passed through skills academies.
Total non-hazardous construction waste produced in tonnes.
% of non-hazardous construction waste diverted from landfill.
Non-hazardous construction waste intensity (tonnes per 100m2 of legally completed build area).

Forthcoming regulations and reporting requirements

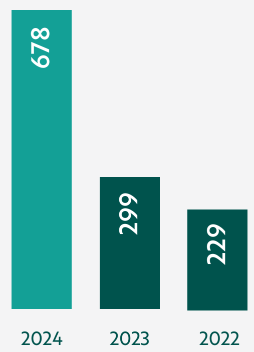
We are actively preparing for forthcoming anticipated changes in reporting, such as IFRS S1 and S2 and the Taskforce for Nature-Related Financial Reporting.

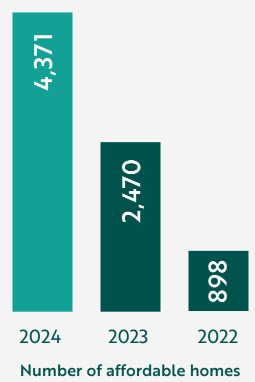
3 MATERIAL ISSUES AND PROGRESS IN 2024

The table below outlines progress against our three sustainability pillars. Each pillar covers key sustainability issues, relevant UNSDGs (see key opposite) targets, key performance indicators, and a summary of progress over the year. Where applicable, links to further reading are provided.

UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS REPORTING

The United Nations Sustainable Development Goals (SDGs) have been developed to support global change and sustainable growth. Whilst Vistry Group's operations are in the United Kingdom only, we recognise that our value chain has global reach. Our sustainability strategy is therefore aligned with the United Nation's sustainability agenda via the SDGs framework. We have reviewed the 17 goals and have highlighted those goals which most closely align to our sustainability priorities as shown in the table below.

MATERIAL ISSUE & LINK TO SDGs	DEFINITION	TARGET	SUSTAINABILITY KPI	KPI *continued*	PROGRESS IN 2024
PILLAR: BUILDING COMMUNITIES **SOCIAL VALUE & COMMUNITY IMPACT**	The overall value people place on changes in their lives, not just in terms of money. It includes creating local jobs, improving the local environment and biodiversity, and promoting community health and wellbeing. We use the National Themes, Outcomes and Measures (TOMs) Framework for Measuring Social Value, developed by the National Social Value Taskforce.	• >300 learners passing through skills academy in 2025. • Deliver £120,000 worth of Local Social Economic Value (LSEV) per £1m of build and infrastructure costs each year from 2025.	We have introduced a social value plan into our life of site process. This means every project has the tools to develop a project specific social value plan and enables us to collaborate with partners to develop social impact strategies that are bespoke to the places and communities with which we work.  Number of individual learners	We have focused on refining how we capture, measure, and communicate social value. All active projects are now aligned under a single data platform, allowing us to provide clearer insights to our partners while meeting the rising expectations for social value contributions. Every new development can now produce a social value impact report, meaning we can quantify social value across all of our new developments.	This year we have generated a total of £118m LSEV. This has been broken down against our four social value pillars, as shown on page 55. During 2024, 678 individual learners passed through our skills academies.
PILLAR: BUILDING COMMUNITIES **PLACEMAKING**	Creating spaces that people feel connected to and enjoy being in. When we develop our homes, we also think about ways to nurture and revitalise communities. We do this by working with partners, who share our goal of designing desirable, well-connected environments that strengthen community ties and lifestyles.	Implement the 'Building for a Healthy Life' approach on every new project from 2024.	From 2025, we will report the proportion of developments completed in the past year which are designed to meet Building for a Healthy Life criteria.		Building for a Healthy Life (BfHL) is a design tool, which comprises 12 considerations to assess design quality. It is England's most widely known and used design tool, and ultimately seeks to create places that are better for people and nature. It is referred to in policy and is industry-accepted and seen as a practicable way to assess design quality. It reflects the Government's increased emphasis on design. We have committed to using BfHL for all new developments, to guide the inception of a scheme and set expectations. To enable this, we have included BfHL in our life of site process, to ensure it is considered as early as possible in the design process. Our life of site process launched in 2024, and therefore, it will take some time for all completed developments to have implemented the BfHL criteria. We look forward to reporting the complete roll-out across all new developments in future years. We have delayed developing an approach to post-occupancy evaluation and have scheduled its roll-out for 2025 to align it with the launch of the new Vistry collection.

MATERIAL ISSUE & LINK TO SDGs	DEFINITION	TARGET	SUSTAINABILITY KPI	KPI *continued*	PROGRESS IN 2024
PILLAR: BUILDING COMMUNITIES **BIODIVERSITY**	Creating biodiversity net gain and minimising the negative impact of our operations on local ecosystems and biodiversity.	A bird-nesting brick or box installed for every new home built, as well as hedgehog highways, as standard on every new development taken through planning from 1 September 2024.	From FY25, we will report the total number of on-site nature enhancements against our new target.		The Homes for Nature commitment will see a bird-nesting brick or box installed for every new home built, as well as hedgehog highways, as standard on every new development taken through planning from 1 September 2024. Along with 28 homebuilders (who build more than 100,000 homes a year), we have signed up for this voluntary commitment, which represents a major step towards providing a minimum of 300,000 nesting bricks and boxes to support swift populations and many more bird species across the country. During the year, we introduced biodiversity net gain requirements into our life of site process, to ensure compliance with regulations. We have also continued our partnership with the Bat Conservation Trust (BCT) by developing a new integrated bat box and a design guide for our internal teams. The guide emphasises best practice principles that foster collaborative working and maximise benefits for wildlife and people.
PILLAR: BUILDING COMMUNITIES **AFFORDABLE HOMES**	Affordable homes include social rent, affordable rent, intermediate rent, right to shared ownership, right to buy, rent to buy, share ownership, first home/ discounted market sale. We aim to deliver an increase in additional affordable homes beyond policy (S106) compliance.	Achieve a year-on-year increase in additional affordable homes built beyond policy requirements.			The total number of additional affordable homes in 2024 was 4,371 (2023: 2,470), achieving a year-on-year increase in affordable homes built beyond policy requirements, in line with our target.
PILLAR: CLIMATE & RESOURCES **WASTE & RESOURCES**	Improving operational processes to manage and reduce waste in line with the waste hierarchy and embracing circular economy principles. Reducing the environmental impact of the materials we use in our operations.	• Achieve waste intensity of <6.5t/100m2 of construction waste by 2025 and <1.9t/100m2 by 2030. • From 2025, divert more than 98% of non-hazardous construction waste from landfill.	See KPI tables below		We established a working group with representatives from a variety of disciplines to develop a waste action plan to help drive consistency in waste management approaches across our regions. Our selected waste management companies have supported us in automating data reporting to improve the efficiency and robustness of data collection. We believe this is the primary reason for our reported non-hazardous construction waste intensity increasing to 7.02 tonnes per 100m2 from 6.34 tonnes per 100m2 (total non-hazardous construction waste for FY24 was 106,398 tonnes). We have worked with Community Wood Recycling to increase the reuse of timber waste, during FY24 by: • Rescuing 1774 tonnes from the waste stream; • Reusing 901 tonnes of wood; and • Creating 21 jobs and training 31 people through our use of Community Wood Recycling.

NON-HAZARDOUS CONSTRUCTION WASTE (TONNES PER 100M2)

2024	2023	2022
7.02	6.34	N/A

% NON-HAZARDOUS CONSTRUCTION WASTE DIVERTED FROM LANDFILL

2024	2023	2022
98	97	98

NON-HAZARDOUS CONSTRUCTION WASTE (TONNES PER PLOT)

2024	2023	2022
6.2	5.5	7.5

MATERIAL ISSUE & LINK TO SDGs	DEFINITION	TARGET	SUSTAINABILITY KPI	PROGRESS IN 2024

PILLAR: CLIMATE & RESOURCES

ENERGY & GHG EMISSIONS

DEFINITION

Working to be a Net Zero organisation by 2040 and improving operational processes.

TARGET

The following targets are approved by the Science Based Targets initiative (SBTi):

- 42% reduction in absolute Scope 1 and 2 GHG emissions by 2030 from a 2022 base year.
- 51.6% reduction in Scope 3 GHG emissions per m2 of completed housing by 2030 from a 2022 base year.
- Commitment to achieve Net Zero by 2040.

SUSTAINABILITY KPI

	YEAR		
	2024	2023*	2022*
SCOPE 1 tCO2e	18,484	21,211	20,272
SCOPE 2 tCO2e location based	6,013	4,042	3,906
SCOPE 1 & 2 tCO2e	24,498	25,252	24,178
SCOPE 1 & 2 tCO2e (location based) GHG emissions intensity (per 100m2 floor area)	1.64	1.81	1.62
ENERGY USE MWH	138,917	118,231	123,577

** Restated following improvements in company car mileage data. We calculate our GHG emissions following the Greenhouse Gas Protocol.*

PROGRESS IN 2024

SCOPE 1 AND 2 GHG EMISSIONS:

Absolute Scope 1 and 2 (location based) GHG emissions have decreased by 3% compared to FY23. This is 1% above our 2022 baseline. Whilst Scope 1 GHG emissions have reduced, there has been an increase in Scope 2 GHG emissions, largely due to increased plot completions as well as stock being held by Vistry for a longer period of time before handover to partners and customers.

During the year, we launched monthly regional sustainability scorecards, highlighting performance against our carbon action plan, and regional sustainability leads are tasked with driving data and performance improvements at a regional level.

The following actions have helped to reduce Scope 1 GHG emissions:

- 2% reduction in telehandler idling; meaning less fuel wasted when telehandlers are not being productive.
- 95% of telehandlers have stage five engines.
- 41% of fuel use was HVO fuel, reducing GHG emissions by over 5,000 tCO2e.
- 65% increase in the use of battery support units on generators, reducing diesel use and saving 50 tCO2e
- Participated in a JCB hydrogen telehandler trial at our site in Kenilworth (see page 57 for details).

SCOPE 3 GHG EMISSIONS:

We have seen a reduction in Scope 3 GHG emissions intensity, largely due to reductions in regulated energy from our homes.

SCOPE 3 GHG EMISSIONS (tCO2e)	2024	2023	2022
Category 1 Purchased goods and services	13,079	10,238	10,784
Category 2 Capital goods	563,180	524,920	561,593
Category 3 Fuel and energy related activities	7,260	5,993*	6,308*
Category 4 Upstream T&D	84,097	78,384	83,860
Category 5 Waste generated in operations	5,632	1,546	3,435
Category 6 Business travel	2,641*	2,157*	1,352*
Category 7 Employee commuting	2,662	2,502	2,414
Category 11 Use of sold products (Regulated)	1,099,431	1,195,930	1,274,543
Category 11 Use of sold products (Un-regulated)	341,447	325,361	371,789
Category 11 Use of sold products (Refigerant)	3,014		
Category 12 End of Life	62,527	58,279	62,351
Total	**2,184,971**	**2,205,310***	**2,378,430***
Intensity (tCO2e/100m2 of completed floor area)	**146**	**158**	**159**

**Restated following improvements in company car mileage and waste data.*
10 out of 15 categories from the GHG Protocol have been included.
Other categories are not material.

PILLAR: CLIMATE & RESOURCES

SUSTAINABLE & LOW CARBON HOUSING

DEFINITION

Designing and delivering house types that minimise GHG emissions, running costs and the environmental impact of our homes.

The use of MMC.

TARGET

- Achieve reduction in tCO2e in new homes planned from 2025, in line with the Future Homes Standard.
- Achieve <96L of water per person per day in new homes by 2030.
- Complete at least one post-occupancy evaluation project each year from 2024.
- Develop capacity to deliver c. 8,000 timber frame homes per year in our factories.

SUSTAINABILITY KPI

Use of sold products - Regulated (tCO2e)

PROGRESS IN 2024

- Average SAP score 86 (2023: 84).
- Average EPC rating B.
- >700 zero carbon ready homes completed during the year.

We continue to deliver zero carbon ready homes at scale, with >700 completed during the year. The learning from these developments has helped to inform our new standard house types in anticipation of the forthcoming Future Homes Standard.

We continue to share our learning with the wider industry through the Future Homes Hub. Our zero carbon ready homes roadmap is included in our sustainability report, available on our website.

During the year, we agreed to deliver 'Zero Bill Homes' with Octopus energy. We aim to start delivery on at least two sites during 2025. Our standard designs for timber frame specifications mean our factory production can exceed a capacity of c. 8000 factory built timber frame homes per year.

MATERIAL ISSUE & LINK TO SDGs	DEFINITION	TARGET	SUSTAINABILITY KPI	PROGRESS IN 2024
PILLAR: OUR PEOPLE **HEALTH, SAFETY & WELLBEING**	Ensuring no harm comes to employees, subcontractors, suppliers or others as a result of completing business operations. Design interventions and operations that enhance the mental and physical health of our customers, employees and subcontractors. Building standards that minimise fire risk and improve safety for our customers.	• To keep our Accident Incident Rate (AIR) below the industry benchmark. • We aim to consistently go above and beyond to reduce risk in our operations to make what is one of the most dangerous working environments, safer for all.		AIR of 210 (against construction industry benchmark of 341). 3,718 internal SHE site inspections completed.
PILLAR: OUR PEOPLE **TALENT ATTRACTION, DEVELOPMENT & RETENTION**	Attracting, developing and retaining talent by engaging employees (eg. training and career progression). Providing fair and competitive remuneration and benefits.	• To be an employer of choice and attract the best talent. • To provide careers and tailored career development plans to retain and grow our talent. • Retain gold accreditation membership with 5% Club recognising our commitment to future talent.		• Awarded certification as a 'Top Employer' with the Top Employers Institute for third year running. • Retained gold accreditation membership with the '5% Club' recognising our significant contribution to the continued development of all our employees. • Launch of the Vistry Culture Book, which highlights how to use our behaviours to act in line with our core values of Integrity, Caring, and Quality. This culture project is central to our ethos, 'Do the right thing', encouraging teams to embed these behaviours into their daily actions and interactions.
PILLAR: OUR PEOPLE **EQUALITY, DIVERSITY & INCLUSION**	Promoting an inclusive and fair workplace attracting a diverse range of employees in terms of age, gender, ethnicity, religion, disability, sexual orientation, education, social economic background and national origin, empowering all individuals to achieve their potential.	1. **Communication:** Providing open and transparent communication. 2. **Engagement & Action:** Making everyone feel part of our 'One Vistry' approach. 3. **Practices & Policies:** Treating everyone fairly and consistently. 4. **Access:** Creating a workplace where we all feel welcome and able to achieve. 5. **Education:** Building understanding and changing attitudes and behaviours. Through the publication and introduction of our Diversity and Inclusion Strategy, we have made significant progress in understanding our ED&I make up.		• Our November 2024 employee engagement survey rated the Diversity & Inclusion at Vistry Group at 8.7 (0.7 above industry benchmark). • Launch of Women in Leadership programme.

4

OUR PEOPLE 'PUTTING PEOPLE AT THE HEART OF WHAT WE DO'

WHAT WE DO

Creating culture through our purpose, strategic aims, people strategy and our values, means that every member of the Vistry team is helping to create an inclusive environment at work, where everyone wants to make a difference; for Vistry, our customers, partners and each other.

As of 31 December 2024, the Group directly employed 4,586 people (2023: 4,523). This year, the total employee turnover rate decreased to 19.99% (2023: 30.5%) and our voluntary turnover decreased to 15.4% (2023: 15.9%).

This is reflected in our stability index which has decreased to 82.3% (2023: 89%).

Our stability index measures the percentage of employees who have been with Vistry for more than 12 months ad reflects workforce stability and employee retention.

We saw an increase in our employee engagement scores during the year. Our latest engagement score in November 2024, which is measured via our Peakon surveys, was 8.2 (2023: 7.6).

AN EMPLOYER OF CHOICE

For the third year running, we achieved certification as a 'Top Employer' with the Top Employers Institute.

In the Inspiring Workplaces Awards, we celebrated the following achievements:

- Securing a spot in the prestigious Global Top 100 Inspiring Workplaces list.
- Ranking 5th in the Top 50 UK & Ireland Inspiring Workplaces list.
- Achieving an impressive 2nd place in the Large Companies category.

A key people initiative in 2024, was the launch of our new behaviours, aligned with our core values of Integrity, Caring, and Quality. This culture project is central to our ethos, 'Do the Right Thing', encouraging teams to embed these behaviours into their daily actions and interactions.

In response to feedback, we have made enhancements to our development processes to support personal growth and career progression. In 2024, this included the introduction of more targeted development activities designed to help employees transition smoothly into new roles, particularly for those preparing for promotion.

PEOPLE DEVELOPMENT

We have provided opportunities for our people to develop and progress within the business throughout 2024. We are committed to responsibly providing careers and tailored career development plans to help us retain and grow our talent.

There is a range of learning solutions, including virtual classrooms and webinars, in-person workshops, and bespoke team building sessions, all delivered by an in-house development team.

'Vistry Learn' is our Learning Management System (LMS) which provides all colleagues with access to comprehensive, engaging, learning solutions, tailored to their individual needs. The system can be accessed when working at home, in the office or on site. During 2024:

- >48,000 e-learning courses were completed (including mandatory training); and
- 4,808 people had completed e-learning modules online.

LEADING BETTER TOGETHER

Our leadership programmes help to support people identified from our succession planning process to reach their full potential.

We have continued to ensure that our senior and future leaders are fully equipped with the expertise and skills needed to thrive in their roles. Two cohorts totalling 30 senior leaders from across the business, attended our bespoke Cranfield School of Management programme during 2024. Formal feedback from attendees continues to be extremely positive.

The Foundation for Leaders programme is aimed at those new to people management, equipping them with the tools needed to be effective and impactful leaders. The Building Leaders programme provides existing leaders with extended leadership skills, giving them the skills and confidence to continue to thrive at Vistry. During the year, 57 people, over four separate cohorts have participated in our two internal leadership programmes, designed and delivered by our People Development Partners. Again, formal feedback from attendees has been positive with 100% of delegates confirming that the programme had been very beneficial.

APPRENTICESHIPS AND TRAINEE PROGRAMMES

We continue to focus on supporting our early careers and emerging talent cohorts and encouraging the upskilling of existing employees. In 2024, we remained committed to supporting the professional development of our people at Vistry. This year, we funded 324 professional memberships for employees. Across the expanded Group, we currently have more than 265 apprentices, trainees, and graduates, as well as employees enhancing their skills through apprenticeships and educational sponsorship.

We have retained our gold accreditation membership with the 5% Club. This recognises our significant contribution to the continued development of all our employees through earn & learn schemes such as apprenticeships, graduate schemes and sponsored students course placements.

DIVERSITY AND INCLUSION (D&I)

During the year, we published our Diversity and Inclusion strategy, the focus of which covers five key areas:

1. **COMMUNICATION:** Providing open and transparent communication.
2. **ENGAGEMENT & ATTRACTION:** Making everyone feel part of our 'One Vistry' approach and valued as an individual.
3. **PRACTICES & POLICIES:** Treating everyone fairly and consistently.
4. **ACCESS:** Creating a workplace where all feel welcome and able to achieve.
5. **EDUCATION:** Building understanding, changing attitudes and behaviours.

We recognise the importance of continuing to build our inclusive culture and recognise the value that all forms of diversity bring. We build homes and communities for people from diverse backgrounds, and we must reflect this internally. By doing so, we will continue 'Making Vistry' a place to attract and retain a diverse workforce.

Our November 2024 employee engagement survey rated the diversity and inclusion at Vistry Group at 8.7, which is 0.7 above the industry benchmark and an improvement of 0.5 in the last 12 months. Our promoter score has increased from 54% to 66% compared to 2023.

The following are some key activities and developments from 2024:

- 117 female promotions including ten Director roles and one Managing Director role.
- Launch of the 'Develop-Her' initiative, which included four in-person development days specifically for women in the business, with over 160 women taking part in the programme.
- Re-launching our mentoring programme with particular focus on encouraging senior women to become mentors.
- Launch of our Women in Leadership Programme, supporting two cohorts of 30 women.
- We continue to monitor specific diversity and inclusion questions in our bi-annual engagement survey.

At Vistry, we continue to build on our inclusive culture, where all forms of diversity are recognised for the value they bring in Making Vistry. Our four Diversity & Inclusion employee Networks – Women's Network, Pride Network, Race, Ethnicity and Cultural Heritage (REACH) Network and Accessibility Allies Network – have continued to grow and expand their reach across the wider Group.

see our Group gender diversity table on page 54.

GENDER PAY GAP

We are pleased that the measures we have been focused on over the last 12 months has resulted in our mean gender pay gap for 2024 decreasing to 16.3% (2023: 18.9%) and the median gender pay gap has decreased to 19.9% (2023: 27.5%).

We remain focused on our plans to support the closure of these gaps, including improving the gender diversity in senior roles.

DISABILITY

It is Vistry Group policy to give full and fair consideration to the employment needs of disabled persons (and persons who become disabled whilst employed by the Group) to ensure their requirements are adequately covered and to comply with any current legislation which safeguards disabled persons. This includes:

- The full and fair consideration of applications for employment;
- The provision of training whilst employed; and
- Ongoing opportunities for career development and promotion.

Our approach is supported by our Bullying and Harassment policy which prohibits bullying, harassment or victimisation. Vistry Group is a Disability Confident Committed employer, which is a Government-run scheme for employers to demonstrate their commitment to recruiting, retaining and developing disabled persons. As part of this, we are dedicated to carrying out the five Disability Confident commitments, which focus on inclusivity for existing or prospective employees with a disability.

Enhancing our e-learning, diversity training is an important step in creating an inclusive culture by helping employees to become aware of unconscious bias and other barriers to diversity and inclusion.

In 2024, we launched mandatory induction training for our managers. This includes a recruitment skills training course focusing on eliminating unconscious bias and discrimination from our recruitment practice. Our Best Practice Employee Relations training provides key skills and tools to help our managers ensure we are an inclusive employer.

GROUP GENDER DIVERSITY

ROLE	FEMALE #	MALE #	TOTAL #	FEMALE %	MALE %
Non-Executive Directors [1]	4	3	7	57%	43%
Executive Leadership Team (ELT) [2]	1	6	7	14%	86%
Senior management [3]	14	25	39	36%	64%
Other employees	1,515	3,019	4,534	33%	67%
TOTAL	1,534	3,053	4,587	33%	67%

[1] Non-Executive Directors, CEO and CFO make up the Board.
[2] The ELT is the first layer of management below the Board and for the purpose of this table, includes the CEO and CFO.
[3] Senior management is comprised of senior managers who report directly to members of the ELT.
The data within this table is correct as at 31 December 2024.

MENTAL HEALTH AND WELLBEING

At Vistry Group, we are dedicated to supporting our employees' mental health and wellbeing. Our approach is built around the four pillars of our Wellbeing Strategy: Mental; Physical; Financial; and Social Wellbeing.

Our internal intranet hosts a dedicated wellbeing section, offering employees a wealth of advice, guidance, and signposting to resources aligned with our four wellbeing pillars. To ensure employees have access to comprehensive support, our intranet also provides information about our Employee Assistance Programme (EAP).

Our regional business units have welcomed the Lighthouse Charity to their sites as part of their #MakeItVisible campaign. This initiative aims to ensure welfare and wellbeing support is visible on every construction site, helping to break down barriers and increase awareness of the support pathways available.

We have a network of over 130 trained volunteer mental health first aiders, providing vital support to colleagues in need.

We have further expanded our support offerings through a partnership with Fertility Matters at Work (FMAW). This collaboration is guiding us toward achieving a fertility-friendly accreditation and has led to the creation of our Fertility Friends Network. This network provides tailored support for employees navigating fertility challenges, seamlessly integrating with our broader mental health and wellbeing strategy for a truly holistic approach to employee care.

Our SHE (Safety, Health & Environment) team recently took part in 'Stop. Make a Change', the only nationwide campaign of its kind in UK construction, in which companies temporarily cease work for a short period to participate in sessions aimed at improving the health, safety and wellbeing of everyone working in the sector.

Through these comprehensive initiatives, Vistry Group continues to champion a workplace culture where health and wellbeing is prioritised, stigma is reduced, and employees are empowered to thrive.

SAFETY, HEALTH & ENVIRONMENTAL (SHE)

During 2024, we carried out 3,718 internal SHE site inspections (2023: 3,928). The Group compliance target is 76% and we achieved 86%. We remain committed to keeping our people safe and continually drive improvement through training, information and new technology. During the year, we delivered 109 internal SHE related training courses and workshops. We have installed artificial intelligence cameras to our fleet of telehandlers. The cameras identify the presence of human form within the exclusion zone parameters, alerting the driver immediately and reducing the risk of a pedestrian accident. In 2025, we are enhancing our current drug & alcohol policy to include random testing for all of our workforce and mandatory testing for all Plant Operators.

ACCIDENT INCIDENT RATE (AIR)

Whilst it is difficult to mitigate risk completely, we believe injuries are avoidable. We work tirelessly to maintain excellent standards across our sites, making them safer for our workforce. These standards help us to maintain an AIR below the construction industry benchmark.

Vistry started the year with an AIR of 179, which was already significantly below the Health and Safety Executive (HSE) construction industry benchmark of 341 and we finished the year on 210.

Utility strikes (also known as service strikes) continue to be an industry concern and remain a focal point for Vistry. Our Service Strike Incident Rate (SSIR) at the end of 2024 decreased to 342 compared to the previous year (2023: 349).

Health and safety performance across a rolling 12 month period at the end of December 2024:

	2024	2023
AIR	210	175
SSIR	342	349

AIR and SSIR calculations in this table are based on number of reportable accidents divided by average number of people on site x 100,000.

PILLAR: BUILDING COMMUNITIES

LOCAL SOCIAL ECONOMIC VALUE (LSEV):

SOCIAL VALUE:
Beyond economic factors, this encompasses the broader societal benefits or costs of a project.

LOCAL ECONOMIC VALUE:
This focuses on the direct economic contributions to a local area, such as job creation and local spending.

LOCAL SOCIAL ECONOMIC VALUE:
This combines both local economic value and social value, considering the overall impact on a community.

THEME	DESCRIPTION	LSEV
EMPLOYMENT SKILLS & OPPORTUNITIES	Contribute to local economic growth, improving employment prospects for local people.	£114,664,932
COMMUNITY ENGAGEMENT	Invest in diverse and inclusive community networks, leveraging our skills and expertise.	£978,707
HEALTH & WELLBEING	Have a positive impact on the mental and physical health of communities and employees, reducing health inequalities.	£267,009
ENVIRONMENTAL WELLBEING	Build a resilient community that unlocks growth in the green economy, regenerates ecosystems and enables people to interact with the natural world.	£2,521,701

TRANSFORMING LIVES: THE BUILDING HEROES SKILLS ACADEMIES

As part of our Skills Academy model, we are proud to collaborate with Building Heroes to deliver impactful training programs tailored to the armed forces community.

This partnership underscores our commitment to supporting military personnel as they transition to civilian life. Through this initiative, we aim to create opportunities, build confidence, and pave pathways for meaningful careers.

Our partnership has resulted in the establishment of three Building Heroes Skills Academies, where we have supported over 260 learners to date. These academies offer a Level 1 City & Guilds Diploma in Construction Skills, equipping participants with a wide array of construction trades.

The skills and qualifications acquired through the program have empowered learners to explore new career pathways.

Notably throughout 2024:

100 Learners have transitioned into employment.

27 learners have entered the construction industry, leveraging their newly acquired skills to build successful careers.

£3.97m of social value has been generated across the three academies, reinforcing the impact beyond just employment and skills.

This initiative exemplifies our dedication to fostering professional growth and facilitating meaningful career transitions for veterans and armed forces personnel.

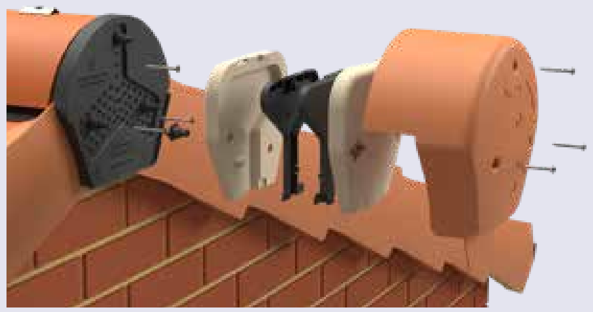
100	27	£3.97m
learners have transitioned into employment	learners have entered the construction industry	of social value generated

SUPPORTING NATURE THROUGH ON-SITE MEASURES: BAT RIDGE

Bats are known for being an indicator species. For example, a reduction or increase in the population of important species correlates with biodiversity levels.

Vistry Group, and the Bat Conservation Trust (BCT), will be using a bat box, known as a 'ridge roost' to undertake a monitoring programme over the next year to observe the patterns and habits of bats within the area of a new development site. Detailed hedgerow and natural habitat features can be considered and enhanced to improve the urban environment as a combined ecological approach to biodiversity net gain for all inhabitants.

Testing of the product was paramount to the BCT due to the appropriateness of a polymer-based roost with the inherent thermal and abrasion properties. Development of the product took due consideration of the thermal stability of the roost habitat through testing at Reading University and Manthorpe, resulting in sandwiching the inner habitat in insulation to smooth the extremes of temperature fluctuations.



Priority was taken to enhance the texture of the habitat through climbing grooves and a rougher surface to the recycled polymer for increased manoeuvrability for the bats within the roost. Several prototypes were made to test the shape and surface using real bats to tailor the design.

The bat ridge is pre-fabricated and has a distinctive shape. it is unobtrusive and subtle so the visual impact is limited. It provides roost locations for small bats, such as the Common Pipistrelles; the most abundant bat in the country.

RECORD BREAKER! £686,072 raised for charity

We broke our charity fundraising record. We wanted to raise £300,000 for the Soldiers', Sailors' & Airmen's Families Association (SSAFA), but more than doubled our target! The armed forces charity provides welfare, health and support services for the UK military's serving personnel, veterans and their families. Our people held various events throughout the year and took on challenges to raise a staggering £686,072.

ssafa
Lifelong support for our Forces and their families

PILLAR: CLIMATE AND RESOURCES

SPEEDY HIRE BATTERY SUPPORT UNITS

We work with our supply chain to test and roll-out sustainability initiatives. Speedy Hire is a key partner to help us decarbonise our operations by 2040.

We use a wide range of their sustainable products as part of our standard site set-up, including Speedy Hire's battery storage solutions, which help us to reduce the use of diesel in power generation. The solution works by using generators during peak demand, with battery storage taking over during off-peak hours, while the intelligent management system continuously optimises energy distribution to essential systems.

Together, we have promoted the benefits of battery storage units on our generators, and during the second half of the year, we saved 50 tonnes of carbon and avoided the use of around 160,000 litres of fuel.

50
tonnes of carbon saved

160,000
litres of fuel use avoided

WATER READY ROADMAP

We fully support the Future Homes Hub's 'Water Ready' roadmap published in 2024 and our new 'Vistry Collection' house types are designed to achieve a water consumption target of under 100 litres of water per person, per day via a fittings approach that balances good user experience with efficiency. We continue to work with our supply chain to improve and meet stringent water targets.

VISTRY INNOVATION CENTRE

More than 1,200 visitors have been through the doors of the Vistry Innovation Centre (VIC).

The VIC is a unique, sector-leading facility incorporating cutting-edge technologies that will be used to help meet the Company's Net Zero ambitions as well as delivering the Future Homes Standard.

Our innovation network tests products to evaluate their place in future specifications. These products could improve energy efficiency, enhance smart homes, address skills shortages, reduce GHG emissions and improve resilience to climate change whilst also improving speed of the build.

More than
1,200
visitors

HYDROGEN TELEHANDLER

Vistry teamed up with JCB for one of the first on-site evaluations of its hydrogen-powered Loadall telescopic handler which was trialled on a project in Kenilworth.

The hydrogen Loadall was put through its paces performing essential tasks, such as loading bricks onto scaffolding, lifting roof trusses, and handling roof tiles. The machine has been designed to be a direct replacement for a diesel model, delivering the same performance and productivity, while offering a zero-emission solution.

Net Zero is incredibly important to us at Vistry. There is significant impact from diesel on building sites, so it's important to have some solutions to help reduce emissions from plant, equipment and generators. Using hydrogen to power machines means zero emissions from the tailpipe. We can bring hydrogen to site to refuel the telehandler and keep it running throughout the day and keep pace with the site. When we start on site there often isn't any electricity so recharging batteries can be really challenging.

PILLAR: OUR PEOPLE

BESPOKE PROGRAMMES AND OFFERINGS

In 2024, we introduced a Women in Leadership programme. and supported 45 women through it.

In addition to learning, building confidence and adopting growth mindset, participants were assigned a life coach. Many have also taken the opportunity to join the Vistry Mentoring Programme.

The Vistry Mentoring programme itself was re-launched at the start of 2024 and to date, has seen 41 new mentors trained in total, with 82 new mentees also having formally completed their training.

With support from the Women's Network, 160 women took part in our 'Develop-Her' initiative, which included four in-person development days in four locations across the country: Birmingham, London, Manchester and Bristol. Topics included conscious leadership, building confidence and transactional analysis with internal networking and external inspirational speakers.

We have launched a new development programme for colleagues with a military connection or those managing veterans or reservists. The three-day veteran engagement course, delivered by experienced ex-military facilitators, focuses on developing personal and professional skills, including wellbeing, teamwork, resilience, and leadership. The programme aims to support career progression, skill development, and networking opportunities for military-linked colleagues, whilst highlighting Vistry's commitment to the armed forces community. The programme has generated positive feedback with 100% of attendees stating that they felt closer to other veterans. The Armed Forces Networking Event at Vistry provided workshops focused on growth, celebration, and development, bringing together employees with connections to the armed forces. The event included a personal resilience workshop, a session by SSAFA on fundraising for 2024, and a collaborative discussion on creating an ex-armed forces trainee program to foster an inclusive environment.

VISTRY PLUS SKILLS ACADEMY

Vistry is dedicated to addressing skills shortages and reducing unemployment through targeted support in employment, skills development, and job opportunities.

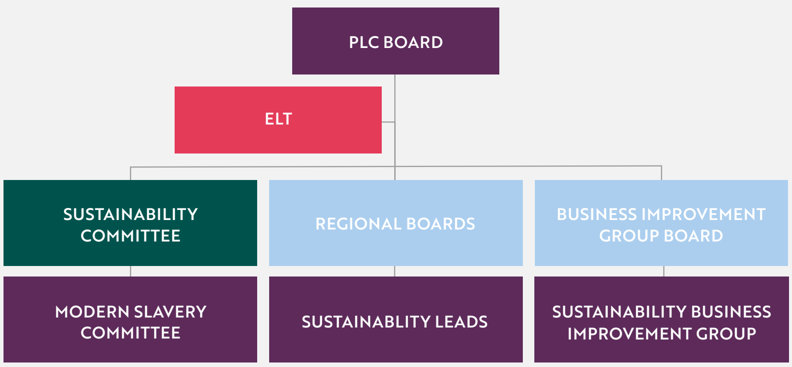
Since launching our Vistry Plus Skills Academies (VPSA) in 2017, we have delivered pre-employment training nationwide, successfully preparing over 678 individuals for roles within Vistry and our supply chain.

This initiative includes specialised training at our three Building Heroes Skills Academies, which focus on supporting armed forces veterans as they transition into civilian employment. Our Vistry Plus Skills Academy continues to empower individuals through targeted training and development programs. In 2024, we achieved the following milestones:

Trained **678** individuals in construction-related skills	Delivered **9,083** of training days	Supported **149** veterans through Building Heroes Academies
4 new academies launched	**9** academies were up and running with **3** dedicated to supporting veterans	**2** award finalists and **1** award winner for our partnership with Building Heroes

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

TCFD RECOMMENDATION	OUR DISCLOSURE	
Describe the Board's oversight of climate related risks and opportunities.	The Board has overall responsibility for the oversight of sustainability and climate change. Helen Owers, Non-Executive Director, is a member of the Sustainability Committee. The Board receives quarterly updates on sustainability and climate change performance against KPI's. The Sustainability Committee supports the Board in the governance of sustainability and climate change and, in FY24 was chaired by the Chief Operating Officer. The role of Committee Chair has now transferred to the Chief Commercial Officer. The objective of the Committee is to make recommendations to the ELT relating to the effective implementation of the sustainability strategy and performance against targets. The Committee met three times during FY24 and membership includes a Non-Executive Director. The Audit and Risk Committee considers sustainability and climate change as a principal risk, and the Remuneration Committee includes performance against climate change KPI's as part of Executive remuneration. The Board completed a self-assessment of environmental and sustainability competency. It was determined the sustainability experience of the Board is sufficient. It was determined there were no immediate training needs, however this will be reviewed on an ongoing basis through annual self-assessment.	Flow charts illustrating climate change governance are shown on pages 40 and 59. Our Board skills matrix is on page 104.
Describe management's role in assessing and managing climate related risks and opportunities.	During FY24, the Chief Operating Officer had Executive responsibility for sustainability and climate change. This responsibility has now transferred to the Chief Commercial Officer for FY25. The Group Commercial Director has day-to-day management responsibility. Executive remuneration is linked to performance against Scope 1 and 2 climate change targets and a revolving credit facility. Regional Managing Directors are responsible for ensuring their regions meet sustainability and climate change targets. Each region has an appointed Sustainability Lead to help drive progress at a regional level. To support this, monthly scorecards were issued showing performance against climate change targets at regional, divisional and Group level. During FY25, the scorecards will become part of regional Board packs. A Sustainability Business Improvement Group was formed during FY24 to determine how to embed sustainability and climate change requirements into the life of site process. Everyone in the Group has access to a sustainability and climate change training modules on our Learning Management System and regular Group-wide communications help to keep them up to date.	More information on the climate change link to remuneration can be found on page 128.



TCFD RECOMMENDATION	OUR DISCLOSURE	
Describe the climate related risks and opportunities identified over the short, medium, and long term.	The impacts of climate change on the Group may result in both physical and transitional risks and opportunities. Physical risks stem from changes in the natural environment, such as heat stress or windstorms. In contrast, transition risks (which can also bring opportunities) emerge because of the shift towards a low-carbon economy. These transition risks can be further classified into policy and legal, technology, market, and reputational risks. An updated climate change risk and opportunities assessment was completed in FY24. This was completed to build on the work previously undertaken. The assessment considered three different time horizons: Short term (2025-2026); Medium term (2027-2030); and Long term (2031-2050). The individual risks and opportunities set out below are not determined to be material, as defined by our Enterprise Risk Model (ERM). However, the cumulative impact of these and the wider climate and sustainability-related risk is sufficiently material for inclusion as a Group principal risk.	See Principal Risks on page 72.

TRANSITION RISK AND OPPORTUNITY

Climate change risks and opportunities are also shown in the table on pages 64 to 65.

OUR APPROACH

A structured approach was adopted to identify and evaluate risk exposures derived from transition risk, that relied upon scenario analysis and follows guidance issued by the UK Government around climate-related Financial Disclosure, as well as original guidance from the TCFD.

The two scenarios used for the analysis align with projections to keep global warming below +1.5°C ('Low Emission Scenario') and +2-3°C above pre-industrial temperatures by the end of the century ('Intermediate Emission Scenario'). A high emission scenario was not considered for transition risk as in such a scenario little or no transtion response would be expected.

Transition risk exposure was assessed on a short-term time horizon of 2025-2026 and a medium-term time horizon of 2027-2030 with impacts assessed as an annualised amount. Transition risks were not assessed in the long term, due to difficulty in building assumptions around the direction of policy out to 2050 or beyond.

Potential transition risks were identified using our previous disclosures and desktop research. The transition risks were assessed against impact, likelihood and time horizon criteria, each aligned to our ERM scales. Eight interviews were held, with internal subject matter experts. The interviews aimed to assess the level of risk and opportunity exposure to a collection of 13 transition risk drivers under four categories: Policy & Legal, Technology, Market and Reputation.

SUMMARY OF FINDINGS

In the short term (2026), risk exposure is driven mostly by technology risks, where costs to transition to lower-emission technology and the risk of a shortage of skills to install/maintain new technology are the main drivers. A particular concern is the ability of the UK national grid to deliver sufficient electricity capacity to power new lower carbon homes, incurring direct costs and project delays.

There are low-moderate, short-term market opportunities in differentiating and harnessing the increased focus of partners on low carbon innovation. In addtion, there are opportunities to obtain preferential cost of debt rates as lenders introduce sustainability criteria as part debt financing.

In the medium term (2030), technology and market risks persist. These include the risk to supply of inputs and raw materials, driven by supply chain issues for new low-carbon technology and/or materials. Market opportunity, meanwhile, is expected to dry up as the market adjusts and catches up with demand. In contrast, wider reputational risks/opportunities are expected to emerge in the medium term.

Policy and legal risks are limited in the short term, whilst they emerge as low under a 1.5°C scenario by 2030. Exposure is the same or lower under a 2-3°C scenario, except for the risk of a lack of consistency in local planning requirements. This risk is anticipated to be higher due to the slower development of national requirements.

TCFD RECOMMENDATION	OUR DISCLOSURE

PHYSICAL RISKS AND OPPORTUNITIES

OUR APPROACH

The methodology used to assess both chronic and acute physical climate risks is outlined below.

EXPOSURE ANALYSIS

This assessment uses an asset-by-asset exposure analysis for various climate hazards across three scenarios. It covers our development pipeline, factories, and timber supply chain. Assets in hazard-prone areas are considered exposed, with severity defining the exposure level. The financial exposure equals the full asset value in high-intensity hazard zones.

CLIMATE DATA

Data sources include insurance industry databases, climate models, and IPCC research.

Climate scenarios are based on IPCC AR5's RCPs, mapped to AR6's SSPs, informing risk identification.

Climate risks are assessed using:

- Independent consultant tools
- MunichRe hazard databases
- Environment Agency data
- UKCP18, CCRA, and IPCC research.

VALUE AT RISK

Financial impact (asset value at risk) has been assessed in conjunction with our ERM scales of impact and likelihood. Acute and chronic perils have been analysed separately, with acute perils (flooding and windstorm) assessed using probabilistic climate modelling, and chronic perils (heat and drought stress) considered via transmission channels of impact.

ACUTE PERILS

For acute perils, average annual losses have been calculated to estimate the gross yearly financial impact of climate risks. Similarly, bad, severe and extreme year events (events with 2% - 0.1% annual probability) have been calculated to provide a view of adverse scenarios. These events incur a higher financial impact but have a much lower likelihood of occurrence – considered 'Rare' or 'Unlikely' according to our ERM scales.

CHRONIC PERILS

Due to the nature of Vistry's operations and the limitation in available data, the impacts of heat and drought risk have been evaluated qualitatively following the three main areas of pre-development, construction, and completion.

SUMMARY OF FINDINGS

We found that overall, physical risk exposure under all three scenarios up to 2030, was generally very low to low, with the exception of windstorms, which is moderate across pipeline developments and the timber supply chain. These risks are mitigated by our operational procedures and diversity of timber suppliers.

Up to 2050, under all scenarios, the climate models show the risk of windstorms does not increase. However, under a high emissions scenario, the impact of flooding increased to moderate. We mitigate this risk through our land appraisals. The risk from drought also increases to moderate in 2050, which could lead to increased water efficiency requirements in homes. We mitigate this risk through our water efficiency target within our sustainability strategy. Projections for the high scenario show that climate change will increase subsidence susceptibility in 2050. Our existing development processes would mitigate this risk.

TCFD RECOMMENDATION	OUR DISCLOSURE
STRATEGY	
Describe the resilience of the strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	**SCENARIO ANALYSIS** We stress-tested the resilience of our strategy in three scenarios, as shown below. During FY24, for the first time, this included an additional focus on our timber supply chain. We concluded that our strategy is resilient under the three scenarios, partly due to the mitigations already in place.

HIGH EMISSIONS SCENARIO > 4°C

- Emissions follow the IPCC SSP5-RCP8.5 scenario, which is associated with >+4°C temperature rise from pre-industrial times by the end of the century.
- Low transition risk in the short and long term as the world fails to transition to a low carbon economy.
- Physical risks become increasingly frequent and severe in the long term.

INTERMEDIATE EMISSIONS SCENARIO 2-3°C

- Emissions follow the IPCC SSP2-RCP4.5 scenario, which is associated with 2-3°C temperature rise from pre-industrial times by the end of the century.
- Moderate transition risk in the short and long term as the world fails to transition to a low carbon economy.
- Physical risks become increasingly frequent and severe in the long term but less so than in the high Greenhouse Gas emission scenario.

LOW EMISSIONS SCENARIO ~1.5°C

- Emissions follow the IPCC SSP1-RCP1.9/2.6 scenario, which is associated with ~1.5°C temperature rise from pre-industrial times by the end of the century.
- Scenario assumes stringent carbon taxation, stricter building codes and public and private investment in low emission technologies.
- High transition risk in the short term associated with aggressive mitigation actions to reduce emissions.
- As a result of the transition, physical risks are less severe and somewhat similar to the current climate.

TCFD RECOMMENDATION	OUR DISCLOSURE	
Describe the impact of climate-related risks and opportunities on the businesses, strategy, and financial planning.	**DECARBONISATION PLAN** In 2021, we launched our Net Zero homes roadmap to support a swift transition to a decarbonised economy and society by 2030. The roadmap demonstrates how we will meet our climate targets and has been developed into a transition plan, which can be read on our website. A key part of our preparations for the future, include testing innovative products in our Vistry Innovation Centre (VIC). **PARTNERSHIPS WORK** We're delivering zero carbon ready homes at scale with our partners, with >700 homes completed during FY24. This is providing us with learning opportunities to ensure we are prepared for forthcoming regulations and enables us to accurately forecast and account for increased costs. **LAND ACQUISITION AND DEVELOPMENTS** Our sustainability approach ensures we evaluate the long-term climate change adaptation and mitigation risks of the land we acquire. This includes the forecasting of transition risks, such as increased building costs associated with high expected energy efficiency levels and lower embodied carbon, through timber frame construction, and physical risks such as flood risk. **FINANCIAL PLANNING** We have designed and are delivering new house types to meet forthcoming regulations, incurring costs that are expensed and pricing into our site cost valuation reports (CVRs) the future costs of implementing new technologies. The cost of meeting these regulations is also being factored into our land acquisition appraisals, our impairment testing for goodwill and our viability assessments. While incurring costs to meet the new regulations will impact site-wide margins and our gross margin, our ability to manage and reduce such costs will give us a competitive edge when purchasing land that requires plots to be built to the new standards. Physical risks and their potential financial impact are not determined to impact profitability under current forecasts. These will be regularly reviewed and the current cost assessment, which takes account of input from independent experts, will be refined as confidence in the future increases. Given the level of impact, there is no provisioning for their cost in our financial statements, but we do use these insights to stress test our current supply chain and potential new methods of construction, as well as using them to re-affirm our commitment to our carbon reduction targets.	
Describe the processes for identifying and assessing climate-related risks.	**RISK MANAGEMENT** The Board oversees risk management and determines the Group's overall risk profile and appetite for risk, including sustainability and climate change risk, in achieving its strategy. Our principal risks are identified and managed through a bottom-up and top-down approach that covers the entirety of the Group. This approach to risk management ensures we capture risk quickly to identify anything material impacting the potential success of our programmes, factories, major and special projects across our regional businesses and wider operations. To do this we use common systems and practices with a clear methodology and rules for escalation. The Risk Oversight Committee supports the Board in the management of risk and reports to the Board on its assessment of the effectiveness of the Group's risk management and internal control processes during the year. The day-to day management of risk is delegated to our regional and divisional teams, with the Risk Oversight Committee providing independent assessment and consolidation for the co-ordination of the Group's risk management efforts.	
Describe the processes for managing climate-related risks.	As part of its annual strategic review, the Board considers the Group's five-year financial plan, the core assumptions underpinning this plan and how the current economic, regulatory and sustainability environment may impact this plan. The climate change impacts in relation to the plan are those related to pricing the cost of climate change.	
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into overall risk management.	Climate risks were identified through a series of one-to-one interviews held with senior management, facilitated by external consultants. Risks were then assessed using the Group enterprise risk model and used to inform the quantification of climate change as a principal risk.	
Disclose the metrics used to assess climate related risks and opportunities in line with strategy and risk management process.	**METRICS AND TARGETS** These are explained in detail in our online Sustainability Report on our website and in our forthcoming Transition Plan.	See page 48 for Scope 1,2 and 3 targets.
Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 GHG emissions, and the related risks.	Our Scope 1, 2 and 3 GHG emissions and historical data is set out on page 48.	Our basis of reporting can be read on our website.

CLIMATE CHANGE RISK AND OPPORTUNITIES:

NO RISK · VERY LOW · LOW · MODERATE · HIGH · UNQUANTIFIED

RISK	DESCRIPTION	RISK RATING (AFTER MITIGATIONS) 2026 1.5°C	2026 2.3°C	2030 1.5°C	2030 2-3°C	LINK TO METRICS AND TARGETS, OR MORE INFORMATION
PRICING OF GHG EMISSIONS	Captures the risk from the introduction of policy-imposed carbon pricing. As proxy, the risk assumes a carbon tax is levied relating to Vistry's total annual Scope 1 and 2 carbon emissions across its managed assets.	No risk	No risk	Low	No risk	This is based on GHG emissions as shown on page 48.
INCREASING CLIMATE-RELATED REGULATORY REQUIREMENTS	Refers to the increased cost of complying with more onerous climate-related regulations and minimum standards.	Low	Low	Low	Low	Our Transition Plan will be published in 2025.
BUILDING CODE REGULATIONS	Refers to the cost of complying with current and emerging minimum building regulations.	No risk	No risk	Low	No risk	See page 62 for more detail.
CLIMATE RISK LITIGATION	Covers the risk of litigation claims being brought against Vistry for issues such as overstating environmental benefits of activities (greenwashing) and/or failing to comply with stated emissions reduction targets.	No risk	No risk	Very low	Very low	Our Transition Plan will be published in 2025.
LOCAL PLANNING APPROVAL REQUIREMENTS	Local planning authorities often have bespoke requirements on sustainability/ climate mitigation driven by the differing political sentiment. This leads to a lack of consistency between local requirements, introducing heightened risk of Vistry being denied planning approval.	No risk	Low	No risk	No risk	
COSTS TO TRANSITION TO LOWER EMISSION TECHNOLOGY	This risk was assessed in the context of costs to introduce lower emission technology and comply with national regulation regarding specifications for Vistry's homes, as well as electricity supply risk, driven by increased electrification to deliver lower carbon homes.	Moderate	Moderate	No risk	Moderate	See Financial Planning on page 63.
SHORTAGE OF SKILLS TO DELIVER LOWER EMISSION TECHNOLOGY	Vistry faces the risk of both green skills shortages as well as a green skills gaps, which could incur both a loss of revenue due to the inability to deliver against demand, as well as potential costs to rectify incorrectly installed technology.	Low	Moderate	Moderate	Moderate	See Vistry Plus Skills Academy on page 58.
SHIFT IN PARTNER VALUES	Reflects changes in the expectations and priorities of Vistry's partners in line with their own ESG and sustainability objectives and shifting market and/ or political sentiment. This is assessed from the perspective of opportunity.	Moderate	Moderate	No risk	No risk	This is considered in Principal Risks on page 72

RISK OPPORTUNITY

RISK	DESCRIPTION	RISK RATING (AFTER MITIGATIONS) 2026 1.5°C	2026 2.3°C	2030 1.5°C	2030 2-3°C	LINK TO METRICS AND TARGETS, OR MORE INFORMATION
COST OF CAPITAL	Refers to the impact of changing sentiment from investors around sustainability on the cost of capital. Cost of equity is difficult to predict and so the cost of debt has been used as a proxy for risk exposure.	Very low	Very low	Low	No risk	
COST OF CAPITAL (OPPORTUNITY)		Low	Low	No risk	No risk	
EMISSIONS OFFSET	Assumes demand for carbon offsets will increase costs to offset emissions and increase reputational risks.	Low	No risk	Low	No risk	Our Transition Plan will be published in 2025.
COST AND SUPPLY OF INPUTS & RAW MATERIALS	Reflects potential increases in cost of materials as a result of transition e.g. carbon pricing impact on supply chain. Also considers the risk to supply of inputs and raw materials, noting the move to 'greener alternatives' and newer technology.	Moderate	Low	Moderate	Moderate	See summary of findings on page 60.
INVESTMENT RISK	It is assumed under both scenarios there will be increased scrutiny around businesses' mitigation of (and vulnerability to) climate change.	No risk	No risk	Unquantified	Unquantified	Our Transition Plan will be published in 2025.
EMPLOYEE RISK	Vistry's reputation on climate change will likely increasingly influence the perceptions and actions of investors (4a), and employees (4b), posing risks and/or opportunities.	No risk	No risk	Moderate	Moderate	
EMPLOYEE OPPORTUNITY		No risk	No risk	Moderate	Moderate	

RISK	RISK RATING (AFTER MITIGATIONS) 2026 CURRENT CLIMATE	2030 1.5°C	2030 2-3°C	2030 4°C	2050 1.5°C	2050 2-3°C	2050 4°C	LINK TO METRICS AND TARGETS, OR MORE INFORMATION
HEAT STRESS	Very low	Very low	Very low	Very low	Very low	Very low	Very low	See physical risks and opportunities on page 61.
FIRE	Very low	Very low	Very low	Very low	Very low	Very low	Very low	
DROUGHT	Very low	Very low	Very low	Very low	Very low	Very low	Moderate	
FLOODING	Very low	Very low	Very low	Very low	Very low	Very low	Moderate	
WINDSTORM	Moderate	Moderate	Moderate	Moderate	Moderate	Moderate	Moderate	
SUBSIDENCE	Very low	Very low	Very low	Very low	Very low	Very low	Moderate	

NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT

The information below details our approach in relation to key non-financial and sustainability matters, including environmental and climate related matters required pursuant to Section 414CA and 414CB of the Companies Act 2006. The table provides information on the disclosures required to be incorporated within this statement and such information is incorporated by cross reference.

REPORTING REQUIREMENTS	RELEVANT POLICIES WHICH GUIDE OUR APPROACH	WHERE TO FIND MORE INFORMATION	PRINCIPAL RISKS
EMPLOYEES	**Diversity & Inclusion policy:** We are committed to build and maintain an inclusive culture and diverse workforce, which we believe to be essential to the long-term success of the business. **Health, safety and welfare policy:** We strive to effectively manage the health, safety and welfare of our employees, workplaces and others affected by our operations. **Ethical code of conduct policy:** We are committed to high ethical and moral standards and have created a responsibility framework to deliver our standards and appropriate behaviours. **Employee privacy policy*:** Our approach to protecting the privacy of all our stakeholders including how we use, collect and store personal data.	91 Purpose, values and culture 98 Stakeholder engagement 122 Remuneration report 52 Our people 52 Health & Safety	2 5 11
COMMUNITY AND SOCIAL	**Climate change policy:** Our approach to mitigating climate change risks associated with the homes and communities we build, whilst at the same time reducing the greenhouse gas emissions associated with our operations. **Environment policy:** Our approach to managing our environmental performance to optimise the impact of our business processes on the natural environment and the community at large. **Vulnerable customer policy:** Our approach to ensure that we consider any reasonable steps that may be taken to ensure that all customers are treated fairly and deliver a positive outcome for the customer. **Sustainability policy:** We recognise that our operations and supply chain impact the environment and we are committed to minimising this through our systems, which aim to prevent pollution, enhance biodiversity, reduce waste and promote efficient use of energy, water and resources.	18 Our strategy and business model 91 Purpose, values and culture 59 TCFD 55 Social impact 98 Stakeholder engagement	6 8 9 11
HUMAN RIGHTS	**Anti-slavery & human trafficking policy:** We are committed to acting ethically and with integrity in all our business dealings and relationships to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains. **Diversity & Inclusion policy** **Employee privacy policy***	91 Purpose values and culture 42 Modern slavery	5 11
ANTI-CORRUPTION & ANTI-BRIBERY	**Anti-bribery and corruption policy:** Our approach to the prevention of bribery and corruption from taking place and the reporting of any such events and their rigorous investigation. **Anti-fraud policy:** Our procedures in place reduce the likelihood of fraud and we are committed to the prevention, detection, investigation and reporting or any fraud. **Anti-money laundering policy:** We have procedures in place designed to prevent money laundering from taking place and are committed to the prevention, detection and reporting of any such events. **Speak up policy:** We operate processes to encourage employees to speak up about suspected wrongdoing.	42 Ethics	5
ENVIRONMENTAL, CLIMATE & SUSTAINABILITY DISCLOSURES	**Environment policy** **Sustainability policy** **Climate change policy**	38 Sustainability report 59 TCFD (including requirement s414CB(2A). 43 GHG emissions 48 Net Zero targets	6 9 11
NON-FINANCIAL KPIS		21 Quality scores 22 Number of new homes completed 21 Employee satisfaction 21 HBF scores 21 Health and safety 22 GHG emissions 22 Non-hazardous waste	
BUSINESS MODEL		18	

Policy statements for each of the policies (except where noted by exception) are published externally and may be found at **www.vistrygroup.co.uk/sustainableapproach/policies-and-publications.**

*Not published externally. The full policy is available to all employees on the Vistry Group intranet site


Greenwich Millennium Village, Eastern Counties

Collingtree Park, Northampton

RISK MANAGEMENT

As the UK's leading mixed tenure partnership housing provider, we are proud to be delivering some of the biggest and most complicated housing projects. Working with our highly valued partners, we face a range of risks and uncertainties that could impact the vital role we have in addressing the country's need for affordable housing. Therefore, our culture and day-to-day management of risk is integral to everything we do.

OVERALL ASSESSMENT

The issues identified in the second half of 2024 have highlighted that, although our enterprise risk management process is robust, we cannot provide absolute assurance and some risks are more sensitive to a rapidly changing market, programme delivery and operational oversight. It is now known that some of the controls within the South Division were found not to be operating effectively, and therefore increased emphasis has been placed upon the monitoring and early detection of associated risks, with new processes and controls subsequently implemented.

The Board is therefore satisfied and has approved the robust assessment of the Group's principal and emerging risks. Risk profiles are within tolerance, and there is sufficient monitoring and mitigation to overcome the reported risks and issues identified during the year. Due to the changing internal and external environment, continued reassessment will take place to ensure processes, controls and management attention adapt in line with these risks as they evolve.

RISK GOVERNANCE AND RESPONSIBILITY

On behalf of the Board, the Audit Committee provides oversight of both our risk management framework and internal controls monitoring.

This includes final assessment of our principal, emerging and watch list risks and the level to which further review and attention is required to ensure the process supports and protects our Group strategy and Partnerships focused operating model.

The ELT is accountable for identifying, evaluating and managing principal risks, supported by the Risk Oversight Committee (the RO Committee). The RO Committee is made up of representatives from all parts of the Group and on a rotational basis, Non-Executive Director are invited to participate so there is appropriate transparency and challenge during the meeting and assessment process.

Oversight of our specific operational programme-based risks is delegated to each of our regional businesses and is the responsibility of the respective management team, supported by our divisional leadership team. There are clear reporting and escalation requirements so that material operational risks are flagged and themes can be evaluated quickly by our Group team.

Similarly, manufacturing risks from within Vistry Works are managed by the three Vistry Works factory Managing Directors with similar reporting and escalation requirements to that of regional businesses.

VISTRY GROUP

BOARD/AUDIT COMMITTEE

- Provides challenge and assessment of principal and emerging risks
- Determine prioritisation of risk, resource allocation and subsequent mitigation
- Ensure appropriate risk culture is embedded throughout the organisation
- The Board reviews the effectiveness of internal controls within the risk management framework

ELT

- Reviews and responds to operational risks
- Approves mitigation strategies and allocates resources to address emerging issues
- Acts as the escalation point for new emerging issues and material risks

RISK OVERSIGHT COMMITTEE

- Supports the ELT by validating and challenging the impact and likelihood of principal risks
- Ensures appropriate risk culture is embedded throughout the organisation

BUSINESS OPERATIONS

DIVISIONAL LEADERSHIP TEAM

- Provide regional assessment & critical challenge over operational risk
- Responsible for decision making and Group escalation when tolerance levels exceed regional materiality limits

REGIONAL MDS & REGIONAL BOARDS

- Sets local objectives, manages the allocation of local resources to deliver operational targets
- Oversight and management of individual and collective project risks

MAJOR PROJECTS, STRATEGIC LAND, VISTRY WORKS & JOINT VENTURES

- Sets national objectives, manages the allocation of national resource to deliver operational targets
- Oversight and management of individual and collective project risks

ASSURANCE PROVIDERS

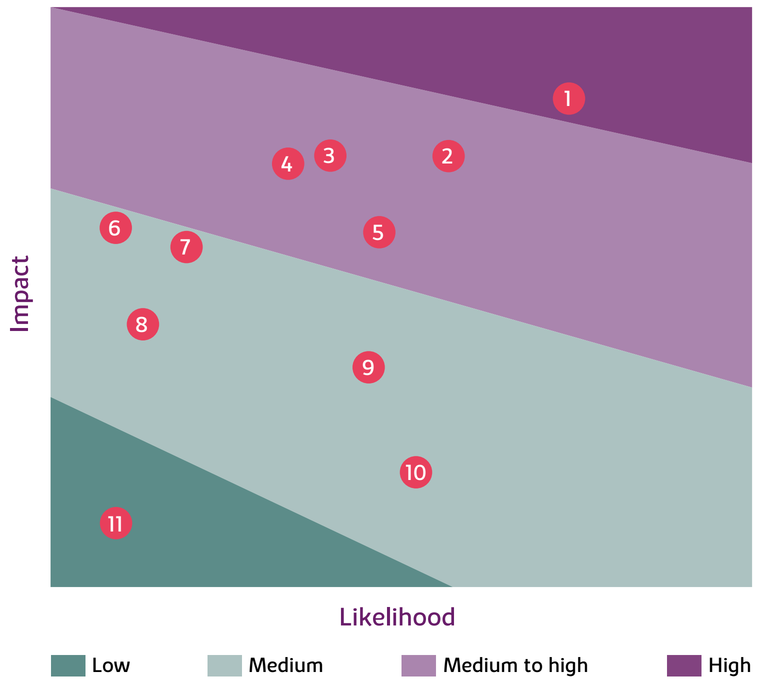
GROUP FUNCTIONS/ GROUP COMMITTEES

Define, review and reassess controls for the Group and regions to ensure risks are mitigated.

INTERNAL AUDIT AND RISK

Supports the Audit Committee in reviewing the risk and control framework and management of operational and principal risks.

HEAT MAP



	Principal risk	Type
1	Project delivery and contractual exposure	F
2	Economic and sales environment	F
3	Supply chain	O
4	Land and planning	O, F
5	People and talent	F, R,O, ESG
6	ESG	ESG
7	Liquidity and funding	F
8	Customer service	R, O
9	Legislation and building safety	F, R, O, ESG
10	Technology resilience and future change	F,R,O
11	Safety, health and environment	SHE

Risk type: financial (F), reputational (R), operational (O), safety, health and environment (SHE) and ESG (ESG)

MANAGING OUR RISKS

Our principal risks are identified and managed through a bottom-up and top-down approach that covers the entirety of the Group.

This approach to risk management ensures we capture risk quickly to identify anything material impacting the potential success of our programmes, factories, major and special projects across our regional businesses and wider operations. To do this we use common systems and practices with a clear methodology and rules for escalation, supported by our executive and divisional chairs who maintain regional engagement and scrutinise operational performance. The Group continues to ensure that the reporting of risk is aligned to our culture of 'Speak Up', ensuring there is an additional safeguard for our people to report concerns, should our systems fail in capturing present known threats. Throughout the year, there is regular communication setting out how our people and stakeholders can report risk, supported by both the ELT and the Audit Committee.

RISK APPETITE

The Board is ultimately responsible for aligning the risk appetite of the Group with our strategic objectives, taking into account the emerging and Principal Risks. Risk appetites for each principal risk were assessed during the year by both the RO Committee and the board, ensuring appropriate levels of mitigation and focus for each risk area.

RISK CONTEXT

Establishing the context and having a clear understanding of the environment in which we operate is critical. The impact of each principal risk on the Group is considered across a number of different categories including financial, reputational, operational, safety, health and environment and ESG. Each principal risk is then allocated a risk appetite rating which reflects the amount of risk the Group is prepared to accept to achieve its strategic objectives.

This approach helps us better understand how we should treat the risk most effectively and to provide the right level of oversight and assurance.

Executive risk owners are then accountable for confirming adequate controls are operating, and that strategies are in place to bring the risk within acceptable tolerance levels.

We assess the movement of risks through the Risk Oversight (RO) Committee, and the Internal Audit & Risk team support this process and undertake in-depth reviews through the internal audit plan in response to any movements or concerns.

During the year, the RO Committee continued to assess all of our principal risks and to review new threats that may now need to be considered, alongside how our risk appetite for each risk may have changed.

This review considered not just whether the risk would have more or less of an impact upon our Group, but also whether there were any immediate threats as part of the partnership model that required urgent attention. As part of this process, the change risk, which was a separate principal risk in the previous year, has been consolidated within People and Talent. The partnership strategy, common platforms and processes are now more consistent and largely implemented, with the focus now on ensuring our people adopt and embed these new ways of working.

Overall, the Committee were satisfied there is sufficient understanding of the risks and the profile of threats associated with the strategy, alongside what needed to be reflected within our risk management processes in relation to the issues within the second half of 2024.

OUR PRINCIPAL RISKS

The following lists, in order of priority, the principal risks that could impact the Group's performance and strategy, together with an overview of the steps we are taking to manage and mitigate such risks.

RISK & LINK TO STRATEGY	RISK MOVEMENT	MITIGATION
1. PROJECT DELIVERY AND CONTRACTUAL EXPOSURE Failure to achieve our build construction and build-cost targets leading to either a reduced margin, contractual penalties, or disputes with our partners. Failure to continue or restart operations due to a major unexpected incident or event out of our control, such as a natural disaster, global pandemic or UK epidemic, or disruption to national infrastructure. **Risk owner:** Executive Chair / CEO Partnerships & Regeneration	**INCREASED** • The cost increases identified in the South division during 2024 heightened the requirement to scrutinise cost forecasting and control through the life of site of our programmes. • Group restructuring has led to changes amongst the ELT and divisional teams, therefore some heightened risk during a period of familiarisation of new operational remits. • The continued transition to a Partnerships model creates greater reliance on fixed revenue, therefore cost forecasting control over the life of our programmes is of increased importance. • During 2024 a number of agreements with partners took longer to conclude and fell outside of the expected financial reporting period. **EMERGING FACTORS:** • The increased cost associated to employer's National Insurance amongst our supply chain could lead to cost inflation or insolvency risk.	• Two new Executive Chair roles form part of the ELT and better connect operations to the leadership team. • Increased resource within both our division and central teams to scrutinise life of site cost forecasting as a direct response to the findings of the independent review. See Audit Committee Report page 113. • Monthly build and cost forecasting processes presented through the ELT as part of the oversight of regional performance. • Our commercial and finance IT systems embed a standardised set of Group processes to ensure conformity across our build programme. • Closely monitor build performance and delivery against plan including regular on site visits from the ELT. • Robust land viability process and a strategic land function that enables tailor made opportunities to be realised to maximise the partner-led mixed tenure approach. • A disaster recovery and business continuity event was held with our corporate insurers and members of our ELT to help prepare and for unforeseen events.
2. ECONOMIC AND SALES ENVIRONMENT A failure to anticipate and respond to any UK economic decline brought about by uncertainty, loss of consumer confidence, higher interest rates and increasing unemployment, leading to decreased affordability, reduced demand for housing and falling house prices. **Risk owner:** Executive Chair / CEO Partnerships & Regeneration	**UNCHANGED** • Whilst our partners continue to invest in affordable housing, we are mindful of any restriction to available capital or reluctance to invest until market certainty returns, as well as rising costs to remediate and de-carbonise existing social housing restricting available capital. • The thresholds for stamp duty change from 1 April 2025 leading to some caution in the private housing market, although mortgage costs are lower than in previous years leading to an expectation of modest house price growth. **EMERGING FACTORS:** • Changes to stamp duty could lead to market demand as potential buyers rush to invest before changes comes into effect. • The UK Government's 1.5m homes pledge creates both opportunity and challenges with increased pressure on suppliers and materials, but also the likely removal of restrictions and planning constraints to support speed of build.	• Leading capability as the UK's major Partnerships business provides significant resilience to the cyclical nature of the housing market. This is underpinned by a high and sustained level of demand for affordable housing, supported by strong brands and relationships with the largest affordable housing providers. • Our greater proportion of Partner Funded sales locks in an increased fixed sales revenue that is not impacted by short-term fluctuations of market prices. • Whilst there is a reduced reliance on private sales, there is ongoing monitoring of lead housing market indicators, notably prospects, sales rates and price achieved, and a review at each monthly ELT meeting. • Monthly forecasting processes control investment and commitment of costs, and careful management of work in progress capital investment to mitigate against short-term economic change.

RISK & LINK TO STRATEGY	RISK MOVEMENT	MITIGATION
3. SUPPLY CHAIN A failure to adequately respond to shortages or increased costs of materials and skilled labour, or the failure of a key supplier in the current economic environment, may lead to increased costs and delays in construction services. **Risk owner:** Chief Commercial Officer	**UNCHANGED** • Our partnerships strategy provides a greater certainty for future work for our supply chain partners compared with other housebuilders, providing greater certainty for Vistry and our suppliers over the immediate-term. • We recognise there remains pressure on availability of raw materials, with unplanned delays that continue to hinder our completion rates and build profile. • Our people are placed under significant pressure, particularly at key periods during the year, whilst trying to manage customer expectations in the event of unforeseen build delays. **EMERGING FACTORS:** • A rising level of supplier insolvencies and further geo-political events could lead to unforeseen supply chain blockages and delays. • The UK Government's 1.5m homes pledge may lead to supply chain shortages across the industry.	• Increased and regular supply chain engagement at both a regional and Group level to better understand live issues impacting supply. • Development of long-term supplier and subcontractor partnerships based upon increased scale and targets have been fixed in advance, usually for a period of 12-months. • Centralised sourcing of the majority of the Group's requirements from within the UK, including subcontractor materials, ensuring reduced import risks, economies of scale and improved relationships with key trades and suppliers. • Regular assessment of supplier pricing adjustments to cost to complete forecasts help highlight and manage risks. Consideration is also given as to the level of cost increases that can be reflected within future sales prices or negotiated into land purchase prices.
4. LAND AND PLANNING Lack of development opportunities due to difficulties in sourcing land or obtaining planning approval. In addition, churn of Government policy changes that distract Councils from delivering local plans and planning permissions. A failure to bring through a sufficient pipeline of strategic and consented land could also affect future growth. **Risk owner:** Executive Chair / Chief Strategy Officer	**UNCHANGED** • The Group is channelling investment into a Partnerships land bank to deliver growth in line with its strategy and medium-term targets, therefore the profile of this risk has continued to evolve as we increase the nature of capital light land requirements and the further conversion of land assets from the previous Housebuilding division. • Our model enables us to operate with a shorter land bank (target of <4 years) than traditional housebuilders. To maximise flexibility and capital efficiency, an increasing proportion of the land bank will be controlled through exchanged land or development agreements rather than owned by the Group. **EMERGING FACTORS:** • The UK Government's 1.5m homes pledge will likely prioritise both the build rate of new homes and the proportion of affordable homes, whilst supporting the removal of planning restrictions, particularly within the green belt. How quickly these reforms will be realised will impact the risk profile. • Legislative changes by the new Government including the Planning and Infrastructure Bill and English Devolution Bill as well as updates to National Planning Policy adds risk in terms of additional costs and processes for all developers, whilst also ensuring affordability and affordable homes are maximised within any development.	• Robust land appraisal and assessment process prior to formal Vistry involvement. • Robust viability process and a strategic land function that enables tailor made opportunities to be realised to maximise the partner-led mixed tenure approach. • Monitoring of new Government legislation and policy changes to inform land assessments and purchase terms. • Close working relationship with partners, housing associations and public bodies to ensure we remain the developer of choice for large regeneration and social housing opportunities. • Flexible operating model enabling a mix of pipeline opportunities including Partner Funded, mixed tenure or joint venture. • Ambition is to deliver 25% of our land bank through our strategic land team, helping the company identify sites with better inherent value and scale, which is better suited to our partnership model.

RISK & LINK TO STRATEGY	RISK MOVEMENT	MITIGATION
5. PEOPLE AND TALENT An inability to attract, develop or retain good people. In addition, a failure to understand and respond to new skills required to meet our unique Partnerships strategy, or to meet the requirements of the changing pace of technology and customer expectations. **Risk owner:** Chief People Officer & General Counsel	**INCREASED** • Despite the operational issues experienced during the second half of the year, our most recent engagement questionnaire highlighted above industry standard engagement, with an increase in our engagement score to 8.2 (8.1 in June 2024). • Ongoing head count reduction and organisational change will impact our people and whilst this is being carefully governed, there remains a risk of unsettled or disengaged employees. • As part of the response to the issues from the South Division, we operate a much simplified leadership hierarchy. This is enabling faster decision-making and removing blockers for our people. **EMERGING FACTORS:** • UK construction workloads on the rise whilst labour, finance and material shortages continue to create frustration for people who may consider leaving the industry. In addition, opportunities for construction workers to move overseas are becoming more common, particularly in countries with relatively low tax and high wages.	• Monitoring employee satisfaction through the Group Peakon survey. See pages 98 to 99. • Prioritised engagement and communication across key employee issues including diversity & inclusion, sustainability and mental health and wellbeing. • Measurement of key indicators, including churn, diversity and stability index, and regular reporting to the ELT and Board to ensure we are trending positively and responding to employee impacting issues. • In person ELT road shows across the UK to explain the strategy, trading updates and the future of our Group, allowing all employees to ask any question through an anonymous system for full transparency. • Vistry Group is accredited as a Real Living Wage employer and our response to the cost of living crisis and recent salary reviews prioritised the lower paid.
6. ESG A failure to actively demonstrate to our partners and stakeholders the already significant ESG contribution the Group is making to society. This would include a failure to achieve our pathway to Net Zero carbon targets, a failure to promote the contribution we are making to the UK housing crisis, and a failure the meet the levels of interest and reporting requirements from Government, Investors, customers and clients. **Risk owner:** Chief Commercial Officer	**UNCHANGED** • Our strategy embeds the Group as the leading provider of affordable mixed tenure homes, meaning we are at the forefront of addressing the UK housing crisis. This increases the importance of meeting our targets, as well as communicating this purpose to all stakeholder groups. • As a Partnerships business, maintaining our ESG credentials have become more critical in securing funding for projects supported by social housing providers, local authorities, and investors. **EMERGING FACTORS:** • The Government's 1.5m homes target may increase the pressure on our supply-chain to deliver both the volumes of homes, but also the availability of efficient smart or ESG compatible components, hampering our performance towards stated targets.	• A Sustainability Committee oversees the business' response to all matters of ESG and climate response. This includes participation of a Non-Executive Director, members of the ELT, alongside a cross-functional representation from across the business. • Delivery of a refreshed sustainability strategy, informed by a materiality assessment and stakeholder engagement, approved by the Sustainability Committee, including target setting and performance metrics. Progress against targets are regularly reported to the ELT and Board. • Signatory to the Business Ambition for 1.5°C and have approved science-based targets. • Ongoing assessment against the road map to deliver zero carbon ready homes and delivery of a carbon action plan to reduce Scope 1 and Scope 2 emissions. • Disclosures consistent with the TCFD recommendations. See pages 59 to 66. • Testing innovative products to help inform future house type designs in the Vistry Innovation Centre with a dedicated technical innovation team following a robust new product introduction process.

RISK & LINK TO STRATEGY	RISK MOVEMENT	MITIGATION
7. LIQUIDITY AND FUNDING A failure to generate enough liquidity to manage short-term and long-term funding or investment requirements. A failure to manage liquidity requirements impacts preparedness for potential changes in economic environment and ability to take advantage of appropriate land buying or investment opportunities to help deliver improved financial performance. **Risk owner:** Chief Financial Officer	**INCREASED** • Interest rates have only reduced marginally over the last 12 months and, whilst the cost of borrowing is relatively high, the Group continues to generate sufficient reserves to meet covenants and working capital requirements. The benefits of our capital light Partnerships model will lead to an improvement in our cash position and therefore supports a continued reduction in net debt, although this will be tempered in the short term by the challenging market conditions for Open Market sales and deferred partnership led transactions. • Closing year end net debt was higher than expected at £180.7m due to the deterioration in trading performance through Q4 2024, which has increased both the net interest costs, and a reduction in our available funding position. • The monthly working capital cycle has become more exaggerated than in previous years, with larger in-month swings than in previous years due to the timing of payments and receipts. **EMERGING FACTORS:** • Uncertainty regarding the likelihood of future interest rate cuts making it more difficult for the group to raise finance, or our partners to fund land buying opportunities.	• Vistry operates a centralised treasury function which is responsible for managing liquidity, interest and cash forecasting processes. Rigorous procedures are in place to assess both cash and work in progress, with continual monitoring by the ELT. • As set out as part of our scenario testing, we have opportunities to reduce our building programming and subsequent work in progress requirements, defer land purchases or reduce overheads to respond to any reduction in available liquidity. • The Board reviews the Group's capital allocation policy on a regular basis. • As the Group's current finance facilities mature in H2 2026 and H1 2027, a refinancing exercise will be undertaken in early 2025. Relationships with lenders remains positive, with active dialogues in relation to refinancing already underway.
8. CUSTOMER SERVICE A failure to deliver product quality and service standards that meet our customers' expectations (both private customers and large-scale partners) or fall short of the standards expected from supervisory bodies. **Risk owner:** CEO Partnerships & Regeneration	**UNCHANGED** • Quality standards remain at the heart of our business, and we are proud that the Group continues to hold 5-star accredited builder status. There remains a risk that supply chain or build programming issues could impact our ability to undertake remedial work and/or slow the move in process. • Compliance with the New Homes Quality Code (NHQC) was obtained during 2024, increasing the number of customer check-points and required disclosure, with some associated risk should the Group fail to comply. **EMERGING FACTORS:** • Increase volumes of shared ownership and bulk transactions will change the way the Group services customers and the communication channels and subsequent obligations, which will require careful management.	• All homes built are subject to external provider building control inspections. • Regular quality inspections undertaken by build employees, sales employees, and regional directors. • CRM system that puts customers in control when raising issues and communicating with customer care teams. • Standardised customer journey that operates across the Group together with mechanisms and controls that report key metrics and will comply with the NHCQ.

RISK & LINK TO STRATEGY	RISK MOVEMENT	MITIGATION
9. LEGISLATION AND BUILDING SAFETY An inability to fulfil regulatory planning, building, environmental and technical requirements for new homes and communities. In addition, the threat of new unquantified liabilities from past developments becoming material. **Risk owner:** Chief Strategy Officer / Chief People Officer & General Counsel	**INCREASED** • We are a signatory of the Remediation Developer Contract with the UK Government and therefore are committed to supporting leaseholders by funding or remediating fire safety work in buildings over 11 metres tall where we were the original developer. The Group also continues to receive claims from building owners where we acted as contractor and build safety defects have been identified. As investigations continue, there have been updates to the scope of works leading to an increase in our provision by £117.1m. • Interpretation of recent Habitat Regulations is resulting in planning delays associated with nutrient neutrality, water neutrality and recreational pressure on protected sites, and further continued work is required to mitigate against future delays. **EMERGING FACTORS:** • The final report from the Grenfell inquiry was published during the year and contains 58 recommendations of relevance. The Government may consider introducing stronger regulation in UK construction, including fire safety and evacuation proposals and a deadline for commencing and completing fire safety works. These changes could increase costs or lead to further increase to our current provision for remediation works.	• Group Head of Design and Technical oversees home build standards ensuring a standardised approach to our homes where appropriate. • The Group has reviewed all buildings over 11 metres tall where it was the developer to understand the fire safety risk and potential liability. A provision has been made for the expected costs of any remedial works that may be required. Ongoing assessment continues based on the latest Government position and legislative changes, which has led to an increase in our provision. • A central planning and policy team supports the entirety of our Group providing support in interpreting planning and Government policy legislation and coordinating responses to forthcoming change. • We have a proactive approach to environment and habitat and measure performance indications in relation to diversity, environment and new gain requirements. In addition, we have existing and newly formed relationships with wildlife organisations and conservation trusts.

RISK & LINK TO STRATEGY	RISK MOVEMENT	MITIGATION
10. TECHNOLOGY RESILIENCE AND FUTURE CHANGE An inability to protect our IT estate, systems and infrastructure and people from hostile or fraudulent attacks. An inability to adapt to the pace of technological change by failing to embrace new intelligence or capability, or adapt our systems and processes to fully deliver expected improvements across our Group. **Risk owner:** Chief Financial Officer	**UNCHANGED** • The pace of change in relation to new technologies, and in particular Artificial Intelligence (AI) presents both opportunities and threats for the Group. Should we fail to safeguard the Group from malicious use of AI, or adapt our systems, processes and policies to leverage and support effective use of AI, we could fail to achieve expected benefits. • The Group uses common platforms and the level of standardisation is increasing as we align systems and processes to execute the exclusive partnership strategy. Our reliance on a smaller number of Group-wide IT systems could impact operations should any of these systems fail, become obsolete or be subject to a cyber attack. **EMERGING FACTORS:** • Further unanticipated geo-political events could lead to new external cyber threats aimed at a national level or towards individual entities.	• Regular training, communicated and simulated phishing attacks to ensure our people remain vigilant to cyber related risk. • An IT Governance Committee exists to monitor technology and behaviour and to ensure sufficient investment and continued progress in the identification and resolution of threats. • Cyber insurance policy in place and a close working relationship with our corporate insurer who provides simulated scenario events to ensure we have sufficient disaster recovery processes.
11. SAFETY, HEALTH AND ENVIRONMENT A loss of trust in the Group's ability to build communities safely and in an environmentally responsible way. Preventable accidents that harm people, communities, or the environment. **Risk owner:** Chief Commercial Officer	**UNCHANGED** • Our unified Group-wide SHE system continues to support a single set of processes across the Group.	• Review and consider health and safety issues at every meeting of the Board, ELT, and Operational Leadership Team meetings. • Dedicated SHE Director and team, supported by independent third party providers undertaking site and office visits and regular audits. • Best practice shared across the Group. ISO 45001, ISO 14001 and ISO 9001 Management Systems in place.

VIABILITY AND GOING CONCERN STATEMENTS

The Board has assessed the prospects of the Group and its longer-term viability, taking account of its current position and principal risks.

The assessment has been made using a period of five years commencing on 1 January 2025. The average life cycle of our developments falls within this time period and this aligns with the timeframe focused on for the Group's strategic financial plan, which is updated annually and reviewed by the Board. The early years of the financial plan are prepared in detail based on the development of our existing land bank and expected market, economic and regulatory conditions. There is inherently more uncertainty in the later years of the plan as it incorporates a higher level of assumed housing completions from owned land currently without planning, or land not currently owned by the Group.

The assessment took account of the Group's current position and the potential financial and reputational impact of the principal risks on the Group's ability to deliver its financial plan. Whilst all the principal risks identified and described on pages 70 to 75 could have an impact on the Group's performance, sensitivity testing to consider the impact of a number of plausible downside scenarios on the Group's funding headroom (including financial covenants within committed bank facilities) has only been undertaken on those specific risks with the greatest potential to impact the Group's financial position. These are detailed in the table opposite.

The base case model assumes revenue growth of between 5% and 8% per annum with operating margin moving towards our targeted level. Operating cash flows are driven by the timing of construction and land spend and receipts from programmed completions on schemes. The forecast assumes that surplus capital is returned to shareholders in line with the Group's stated capital allocation policy.

At 2024 year end the Group had £1,005m in committed borrowing facilities with well-spread maturities out to 2027, including a £500m revolving credit facility expiring on 16 December 2026, £400m of term borrowings maturing on 30 September 2026 and a £100m US private placement facility expiring on 16 February 2027.

In addition to the committed facilities, the Group has secured two uncommitted borrowing lines with members of its existing lender pool, providing a further £125m of borrowing capacity. A £75m money market line was secured during 2024, with an additional £50m facility secured subsequent to 31 December 2024. These facilities are on-demand facilities with more flexible borrowing terms to support the Group's short-term, in-month, borrowing requirements.

The Group regards its current banking arrangements as adequate for its needs in term of flexibility and liquidity and expects to commence the process to re-finance the facilities which expire in 2026 later this year. During recent re-financings of the Group, appetite from lenders has been shown to be strong and the Group retains good relationships with its existing lenders despite the challenges in the last quarter of 2024. There is no known reason why any re-financing may not be possible if required. As at 31 December 2024, the Group had £500.0m drawn under its facilities. See note 20 of the financial statements for further information.

The Board considered the following key considerations in its assessment:

- The Group's strong market position and multiple brands that offer differing propositions across all housing tenures;
- The lower risk profile of the Partnerships model which will provide more resilient and less cyclic revenues;
- The Group's strong balance sheet, good cash generation capabilities and funding headroom;
- Maintaining financial discipline including a clear capital allocation policy that prioritises investment in operating businesses and sustainable shareholder distributions;
- A high quality land bank with in excess of 74,000 plots to safeguard future growth commitments; and
- The assumption that, if one of the downside scenarios were to arise, the Group would adjust its strategy accordingly to preserve cash. This would include, inter alia, suspending the purchase of land, changing the build profile of existing developments and reviewing the Group's capital allocation strategy including shareholder distribution levels.

The Group's viability and going concerns assessments have been carried out without consideration for the uncommitted facilities, however they provide further protection against the downside scenarios modelled.

SCENARIO TESTING

The financial plan has been tested using the following scenarios to determine whether the Group could continue in operation over the five-year assessment period to December 2029:

SCENARIO	PRINCIPAL RISK MAPPING	
Reduction of 15% in the volume of Open Market homes built and sold from 1 May 2025 and throughout the review period	· Economic and sales environment · Land and planning · Customer service	(Risk 2) (Risk 4) (Risk 8)
Reduction of 3% in average sales price of Open Market and unsecured Partner Funded homes from 1 May 2025 and throughout the review period	· Economic and sales environment · Land and planning · Customer service	(Risk 2) (Risk 4) (Risk 8)
Increase of 5% in build costs from 1 September 2025 and throughout the review period	· Economic and sales environment · Supply chain · Project delivery and contractual exposure · Legislation and building safety	(Risk 2) (Risk 3) (Risk 1) (Risk 9)
Severe downside case	· All of the above	

Our assessment included modelling the impact of the individual scenarios and a severe downside case where all of these scenarios arise together. Even if this occurs, there is still a reasonable expectation that the Group will be able to continue in operation and meet its liabilities provided that mitigating actions are taken. The Board considered a range of potential mitigating actions that may be available. These primarily include overhead reductions, a reduction in uncommitted land investment and a reduction in the level of shareholder distributions. These are considered achievable and have been borne out in practice in previous years when needed.

VIABILITY STATEMENT

Based on the results of this analysis, the Board has a reasonable expectation that the Group has adequate resources to continue in operation, meet its liabilities as they fall due, maintain sufficient available cash across the five-year assessment period to 31 December 2029 and stay within any required banking covenants to ensure the continued availability of committed borrowing facilities. For the purposes of testing viability, it is assumed that equivalent facilities are available past existing maturity dates and throughout the period included in the review.

GOING CONCERN

The Board considered it appropriate to prepare the financial statements on the going concern basis, as explained in the basis of preparation paragraph in note 1.4 of the financial statements. In forming this view, the Board reviewed a cash flow forecast using a number of scenarios, including a likely base case and a severe but plausible downside scenario. In the severe but plausible downside scenario the same assumptions were made around volumes, sales pricing and build costs as were modelled for the viability assessment. In each of these scenarios, the forecasts indicated that there was sufficient headroom and liquidity for the business to continue based on the facilities available to the Group. In each of these scenarios, the Group is also forecasted to be in compliance with the required covenants on the aforementioned borrowing facilities.

The Strategic report outlined on pages 2 to 77 was approved by the Board and have been signed on its behalf by the Chief Financial Officer.

On behalf of the Board

TIM LAWLOR
Chief Financial Officer

25 March 2025

Vistry Works Quality Check

Technical team - Vistry Eastern Counties

GOVERNANCE REPORT

CONTENTS

KEY

OUR STAKEHOLDERS

PEOPLE · PARTNERS · CUSTOMERS · COMMUNITIES · SUPPLY CHAIN · REGULATORS · INVESTORS

OUR STRATEGIC PRIORITIES

WORKING IN PARTNERSHIP · INCREASING OUTPUT · LAND PROCUREMENT · TALENTED PEOPLE · CAPITAL EFFICIENCY · BUILDING SUSTAINABLY

CHAIR'S GOVERNANCE LETTER TO SHAREHOLDERS

GREG FITZGERALD
Executive Chair & CEO

DEAR SHAREHOLDER

I am pleased to write my first governance letter to you since my appointment as Executive Chair & CEO earlier in the financial year.

This Governance Report details the Board's approach to the governance of the Group for the year ending 2024 and complements my opening Chair's statement on pages 4 and 5.

As a Board, we are clear that our primary responsibility is to ensure the effective leadership of the Group to promote its long-term sustainable success and to generate value for shareholders, all whilst recognising the importance and value to its other stakeholders.

COMBINED ROLE

I have held the combined role of Executive Chair and CEO since the 2024 Annual General Meeting held in May. The Board acknowledges the requirement of the Code to keep these roles separate and our decision to combine them was taken after great consideration and is believed to be in the best interests of the Group at this period of time.

To bolster our governance, the Board agreed to put in place additional governance steps within our processes. Rob Woodward was appointed as a Non-Executive Director and Senior Independent Director (SID) at the 2024 Annual General Meeting. At this time, a bespoke 'Division of Responsibilities' was drawn up to set out enhanced governance responsibilities to be held by the SID which would ordinarily be carried out by the Chair, which includes:

- Chair the Nomination Committee;
- Lead the recruitment of non-executive directors and succession planning for the role of CEO;
- Work with the Executive Chair and CEO to oversee the succession planning of executive management;
- Lead the annual Board performance review;
- Hold regular meetings with the other Non-Executive Directors without the Executive Directors present to facilitate a full and frank airing of views;
- Maintain an active dialogue with shareholders on governance matters; and
- Provide enhanced oversight on corporate governance matters in conjunction with the Executive Chair and CEO.

The Board supports the combined role of Executive Chair and CEO and considers that it is in the best interests of the Group at this time, allowing it the benefit of my sound leadership and significant experience, thus enabling the ongoing commercial success of the Group. The Board is of the view that there is sufficient independent challenge and judgement to ensure highly-effective, independent governance.

BOARD APPOINTMENTS AND SUCCESSION PLANNING

The Board has continued to evolve over 2024. In addition to my change in role, there were a number of other Board changes in the year. In January 2024, Jeff Ubben stepped down as a Non-Executive Director and Usman Nabi was appointed to the Board as a representative of our second largest shareholder, Browning West. In April 2024, Chris Browne agreed to remain on the Board as an Independent Non-Executive Director for up to one more year to ensure continuity and allow the Board more time to recruit a further Independent Non-Executive Director. In May 2024, Rob Woodward was appointed as an Independent Non-Executive Director and Senior Independent Director, and Alice Woodwark was appointed as Independent Non-Executive Director. In November, it was announced that Earl Sibley would no longer hold office as Chief Operating Officer. He ceased to be an Executive Director with immediate effect and stayed with the Group until 31 December 2024 to support a seamless and orderly transition of his responsibilities. I would like to thank Earl for his commitment and contribution during his seven years with the Group.

Helen Owers has informed the Board of her intention to resign as an Independent Non-Executive Director. She will remain on the Board until the earlier of an appointment of a replacement Independent Non-Executive Director of the end of 2025.

In the second half of 2024, the Board commenced a search led by Rob Woodward for a high-calibre independent Non-Executive Director to replace Chris Browne, taking into account the evolving needs for skills and the importance of diversity. A refreshed skills assessment was undertaken prior to commencing the search. This assisted the Nomination Committee to define the skills and experience that it wishes the new Non-Executive Director to have, to supplement the existing capabilities of the current Directors and support the delivery of the Group's strategic objectives.

The Committee has paused the search process until later in 2025. This is to provide stability to the Board following changes at the Executive leadership level.

Following the appointment of Rob and Alice, a refreshed non-executive director induction programme was implemented. The programme included numerous visits to developments across the Group and to the East Midlands Vistry Works factory and innovation centre. They met separately with members of the ELT, other senior leaders, and key advisors, and received a briefing on the specific accounting issues of the Partnerships model.

Further details on the induction programme are on pages 103 and 105.

BOARD PERFORMANCE REVIEW

As explained in the last Annual Report and Accounts, an external evaluation was deferred from 2023. Round Governance Services Ltd was appointed to undertake the evaluation, which took place in 2024 following the appointment of the new non-executive directors. A comprehensive brief was given to Round Governance by the Company Secretary. The Board review took place between July and October 2024 and was designed to be forward-looking and a tool to stimulate and focus the Board and its new members.

Further details of the external Board evaluation and its outcomes are on page 106.

BOARD DIVERSITY AND INCLUSION

The Board is committed to achieving diversity and inclusion across the Group.

As of 31 December 2024, the proportion of women on the Board was 44%, with no senior Board member being female and one member of the Board from a minority ethnic background. Therefore, the Board meets two of the diversity targets set out in Listing Rule 6.6.6(9) and shall take diversity requirements into account during its current recruitment process for a non-executive director. The Board acknowledges that the recruitment of the Senior Independent Director during early 2024 was an opportunity to address the target in LR 6.6.6(9)(ii) that at least one senior role on the Board is held by a woman. However, it was felt that the recruitment for the unusual, enhanced governance remit of the Senior Independent Director should not be shaped in any way by the expectation to meet diversity requirements.

STAKEHOLDER ENGAGEMENT

The long-term sustainable success of our business is dependent on a wide range of stakeholders, the Board and the Directors taking their duties seriously and considering the needs and concerns of all stakeholders in its discussions and decision making processes.

During the year, our Board has continued its programme of engagement with stakeholders. I hold regular meetings with shareholders on business performance and governance, particularly those shareholders who were keen to understand more about my combined role and the governance changes which had been made to support it. Rob has also held numerous meetings with shareholders on governance and Board succession to provide his perspectives on the adapted governance arrangements and to establish an alternative communication channel for shareholders.

Helen Owers is the Employee Engagement Non-Executive Director and has actively stepped into this role. She attends Employee Engagement Forums to hear directly from our employees on the topics on their minds and provides feedback to the Board following each meeting. She and Rowan Baker also attended our in-person employee roadshows in October to observe the transparent question and answer sessions with the ELT, and to speak informally with employees.

The Board has met with Savills to hear their perspectives on the future of the residential housing market in light of the change of government, and also with the NHBC to learn more about their role in raising quality standards and as an agent for change for next generation home building.

Further information on our stakeholders, our methods of engagement and our Board decision making can be found on pages 98 to 101 and should be read conjunction with our Section 172(1) statement on page 5.

SHAREHOLDER VOTING AT THE 2024 ANNUAL GENERAL MEETING

At the 2024 Annual General Meeting held in May, all resolutions were passed with votes in support ranging from 79.28% to 100%.

There was a minority vote (20.72%) against Resolution 3 – to re-elect Gregory Paul Fitzgerald as Director of the Company. More detail on why this combined role is currently in the best interest of the Company and what we are doing to bolster governance around this combined role is on the adjacent page.

An update statement on the Company's response to the outcome of the 2024 Annual General Meeting significant votes against can be found on the corporate website, **www.vistrygroup.co.uk**.

CORPORATE GOVERNANCE STATEMENT

We explain how we assessed compliance with the provisions and the principals of the Code on page 83 and throughout the Governance Report.

A copy of the Code is available on the Financial Reporting Council's website at **www.frc.org.uk.**

OUTLOOK

I believe that your Board remains effective and continues to work very well. I and the Board continue to be mindful that the combined role of Executive Chair & CEO is unconventional and not in compliance with the Code. As such, the Board has a considered approach to the Code and purposefully elects to 'explain' why in certain areas 'to comply' is not in the best interest of the Group or its stakeholders. The Board is focused on stability and effective leadership for the Company after the challenges of 2024, and ensuring the Group delivers attractive returns for its shareholders and to the benefit of other stakeholders.

GREG FITZGERALD
Executive Chair & CEO

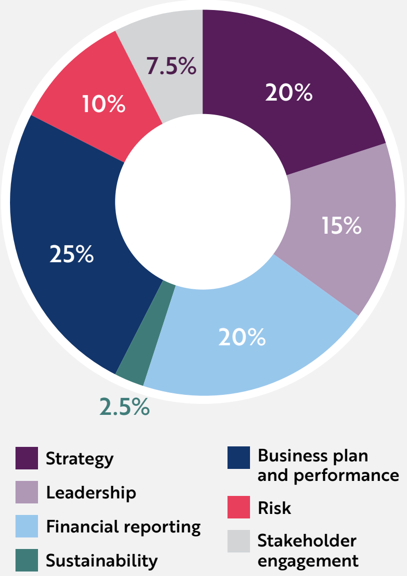
25 March 2025

GOVERNANCE AT A GLANCE

GOVERNANCE HIGHLIGHTS FROM 2024

JANUARY	Appointment of Usman Nabi – Non-Executive Director and representative of the Company's largest shareholder.
FEBRUARY	£55m share buyback programme concludes.
MARCH	Full Year 2023 results.
APRIL	£100m share buyback programme commences.
MAY	2024 Annual General Meeting.
	Appointment of Rob Woodward as SID and Alice Woodwark as Independent Non-Executive Director.
	Greg Fitzgerald appointed as Executive Chair in addition to his role as CEO.
JULY	Board Strategy Day.
SEPTEMBER	Half Year 2024 results.
	£55m Share buyback commences.
OCTOBER	Revised profit trading update and issues in South Division identified.
	Commissioned independent external review of business alongside the internal reviews.
NOVEMBER	Reviewed the results of the independent and internal reports and agreed actions.
	Trading update on South Division issues and outcome of internal and independent reviews.
	Earl Sibley, COO steps down as Executive Director.
DECEMBER	Further trading update on revised profit for 2024.

BOARD GOVERNANCE FOCUS AREAS



The above chart highlights how the Board allocated its meeting time during the financial year. Notably there was an increased focus on financial reporting, given the forecast cost issues identified within the South Division.

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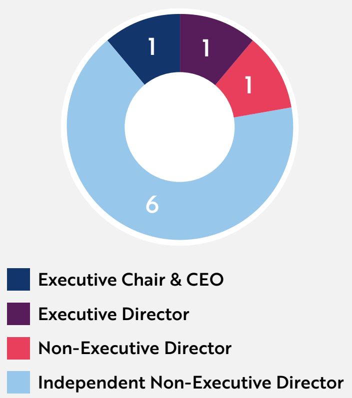
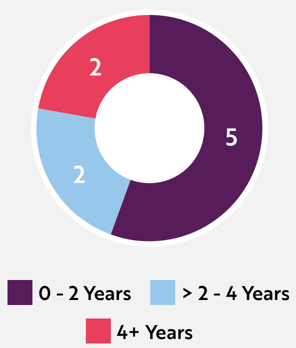
Board diversity characteristics	104
Board and stakeholders	98
Board skills matrix	104
Culture	91
Governance framework	86

BOARD COMPOSITION AS AT 31 DECEMBER 2024

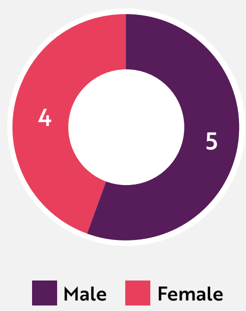
BOARD BALANCE



BOARD TENURE



GENDER DIVERSITY



CORPORATE GOVERNANCE STATEMENT

This corporate governance statement as required by the UK Financial Conduct Authority's Disclosure Guidance and Transparency Rules 7.2 (DTR 7.2), together with the rest of this governance report and the Committee reports, forms part of the Directors' report and has been prepared in accordance with the principles of the Financial Reporting Council's (FRC) UK Corporate Governance Code 2018. A copy of the Code can be found on the FRC's website: **www.frc.org.uk**.

The Board confirms that throughout the financial year ended 31 December 2024 and as of the date of this Annual Report and Accounts, we have complied with the provisions of the Code other than where this is referenced below:

CODE PROVISIONS		COMPLIANCE STATUS
BOARD LEADERSHIP AND COMPANY PURPOSE		**COMPLIANT WITH PROVISIONS**
Board's role	86 to 87	
Purpose, culture and strategy	18 and 91 to 92	
Resources, controls and risk profile	70 to 75	
Stakeholder engagement	98 to 101	
Workforce policies	52 to 54	
DIVISION OF RESPONSIBILITIES		**PROVISION 9** Greg Fitzgerald took on the role of Executive Chair and CEO following Ralph Findlay stepping down as Chair on 16 May 2024.
Chair's role	102	
Board composition and division of responsibilities	84 to 85 and 102	
Role of Non-Executive Director and time commitment	87 and 102	
Company Secretary	102	**PROVISION 12** There was no Senior Independent Director on the Board until the appointment of Rob Woodward on 16 May 2024.
COMPOSITION, SUCCESSION AND EVALUATION		**COMPLIANT WITH PROVISIONS**
Appointments and succession planning	108 to 111	
Skills knowledge and experience	104	
Board evaluation	106 to 107	
AUDIT, RISK AND INTERNAL CONTROLS		**COMPLIANT WITH PROVISIONS**
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Developing remuneration policy and pay packages	129 and 139	
Remuneration outcomes and discretion	122 to 142	

BOARD OF DIRECTORS

GREG FITZGERALD

Executive Chair and Chief Executive Officer

Appointed to the Board:
18 April 2017

Committee memberships: None

External appointments:
Non-listed: Chair of Ardent Hire Solutions Limited and Baker Estates Limited.

Key experience:
Greg was Chief Executive of Galliford Try PLC from 2005 to 2015, having previously been Managing Director of its house building division. Prior to this, he was a founder and, later, Managing Director of Midas Homes, which was acquired by Galliford Try PLC in 1997. As Chief Executive, he transformed Galliford Try PLC from a building contractor into a well-respected house building and construction business, which included the acquisition of Linden Homes in 2007. Greg was Executive Chair of Galliford Try PLC before becoming Non-Executive Chair. In addition, he served as Non-Executive Director of the National House Building Council.

What he brings to the Board:
Leadership and strategic focus in the house building and construction industry, business growth and value creation.

ROB WOODWARD CBE

Senior Independent Director

Appointed to the Board:
16 May 2024

Committee memberships:
Chair of the Nomination Committee, and Member of the Remuneration Committee and Audit Committee

External appointments:
Listed: Chair of Ebiquity plc and Chair of Lumi Gruppen.
Non-listed: Chair of Court at Glasgow Caledonian University.

A N R

Key experience:
Rob has held leadership positions across both the public and private sectors. Rob was appointed Chair of the Met Office Board in July 2018, a position he held until November 2024. His experience includes over 10 years as Chief Executive Officer of STV Group plc, leading its successful transformation into a pre-eminent digital media group. He had previously been Commercial Director at Channel 4 Television, Managing Director with UBS Corporate Finance and lead partner for Deloitte's Telecoms, Media & Technology Industry Group in Europe. As Chair, he oversaw the sale of technology company Blancco plc last year to US private equity.

What he brings to the Board:
Experienced CEO with executive and operational transformation experience within listed companies. Holds current Chair and Non-Executive Director roles in listed and Government agency organisations.

PAUL WHETSELL

Independent Non-Executive Director

Appointed to the Board:
18 May 2023

Committee memberships:
Chair of the Remuneration Committee and member of the Nomination Committee and Audit Committee

External appointments:
Listed: Non-Executive Director of Boyd Gaming Corporation Inc. and Hilton Grand Vacations Inc.

A N R

Key experience:
Paul is a highly experienced Chief Executive Officer in the hospitality sector and an experienced Non-Executive Director. He is currently CEO of CapStar Hotel Company and has more than 45 years of experience in the hospitality industry. Paul founded the original CapStar Hotel Company in 1987. In August 1996, the company listed on the New York Stock Exchange. He was Chairman and CEO of the REIT MeriStar Hospitality Corporation and the operating company MeriStar Hotels and Resorts, Inc. He served as Chairman and CEO of Interstate Hotels and Resorts, Inc. and President & CEO of Loews Hotels & Resorts. From 2007 until 2018, Paul served on the board of NVR, Inc., one of America's largest home builders. Paul currently serves on the board of directors as a Non-Executive Director of Boyd Gaming Corporation Inc., operator of 28 gaming entertainment properties, and Hilton Grand Vacations Inc., a leading global timeshare company. He is also the Remuneration Committee Chair for Hilton Grand Vacations Inc.

What he brings to the Board:
Experienced Non-Executive Director and Remuneration Committee Chair. Strong Board and broad strategic advisory experience, having served on numerous Boards, including a leading American homebuilder.

ROWAN BAKER

Independent Non-Executive Director

Appointed to the Board:
18 May 2022

Committee memberships:
Chair of the Audit Committee, and Member of the Nomination Committee and Remuneration Committee

External appointments:
Listed: Executive Director of Essentra plc.

A N R

Key experience:
Rowan is a highly experienced Chief Financial Officer in construction and development. She is currently the Chief Financial Officer of Essentra plc. Prior to this, Rowan was the Group Chief Financial Officer of Laing O'Rourke from 2020 to 2024 and from 2017 to 2020 was the Chief Financial Officer of McCarthy Stone. Prior to joining McCarthy Stone, Rowan worked in finance for Barclays Bank plc and in professional services for PwC. Rowan has a Master's degree in Law from Cambridge University and is a qualified accountant (FCA) and chartered tax adviser.

What she brings to the Board:
Extensive experience of the construction sector and the challenges it faces to improve productivity, deliver greater certainty for clients and overcome a long-standing skills shortage. Her financial expertise and sector experience will further strengthen the Board as the Company delivers its growth strategy.

CHRIS BROWNE OBE

Independent Non-Executive Director

Appointed to the Board:
1 September 2014

Committee memberships:
Audit Committee, Nomination Committee and Remuneration Committee

External appointments:
Listed: Non-Executive Director and SID of Kier Group plc and C&C Group plc.

A N R

Key experience:
Chris has held a number of senior leadership positions within the aviation industry, most recently as Chief Operating Officer of easyJet PLC until June 2019 during which she served as a Non-Executive Director from January to September 2016. Chris was previously Chief Operating Officer, Aviation, of TUI Travel PLC, Managing Director of Thomson Airways and Managing Director of First Choice Airways. Chris has a Doctorate of Science (Honorary) for Leadership in Management from the University of Ulster, a Doctorate of Science (Honorary) for Outstanding Services to Aviation from Cranfield University and a Doctor of Science for Economics (Honorary) from the Queens University of Belfast. Chris was awarded an OBE in 2013 for services to aviation.

What she brings to the Board:
Commercial and general management experience in a consumer-facing and highly regulated industry, plus leadership and operational skills.

Directors who served during the year: Jeff Ubben stepped down as Non-Executive Director on 12 January 2024 and Ralph Findlay stepped down as Chair of the Board at the close of the 2024 Annual General Meeting on 16 May 2024. Earl Sibley stepped down as an Executive Director on 20 November 2024.

HELEN OWERS

Independent Non-Executive Director

Appointed to the Board:
18 May 2023

Committee memberships:
Member of the Nomination Committee, Remuneration Committee and Audit Committee

External appointments:
Non-Listed: Chair of Falmouth University.

A N R

Key experience:
Helen has extensive international operational experience from a successful career culminating in her being President of Global Businesses and Chief Development Officer for Thomson Reuters.

She is currently Chair of Falmouth University and has a wide range of Non-Executive experience, including Informa plc, the FTSE 100 business intelligence and exhibitions group where she was a member of the Nomination and Remuneration Committees and the Board member responsible for employee engagement; PZ Cussons plc, the FTSE 250 manufacturer of personal healthcare products and consumer goods, where she chaired the Remuneration Committee; Gowling WLG, the international law firm. Helen was also a Trustee at the Eden Project and Chair of Eden International.

What she brings to the Board:
Significant operational expertise and UK-listed experience, including remuneration.

USMAN NABI

Non-Executive Director

Appointed to the Board:
12 January 2024

Committee memberships:
Member of the Nomination Committee

External appointments:
Non-Listed: Managing Partner and Chief Investment Officer of Browning West.

N

Key experience:
Usman is the Founder, Managing Partner and Chief Investment Officer of Browning West. Prior to founding Browning West, he was Senior Partner at H Partners Management, LLC, a New York-based investment management firm. Usman also held previous roles as an Analyst at Perry Capital LLC and as a Private Equity Associate at The Carlyle Group. He began his career as an Investment Banking Analyst at Lazard Frères in the firm's Mergers & Acquisitions group.

Previously, Usman served on the Board of Directors of Domino's Pizza Group plc as a Non-Executive Director and a member of the Nomination Committee, where he also co-led the search processes for both the Chairman and CEO positions. Usman also served on the Board of Directors of Six Flags Entertainment Corporation, where he was Chairman of the Nominating & Governance Committee, a member of the Compensation Committee, where he also co-led two CEO search processes. He also served as Six Flags' Executive Chairman during its emergence from bankruptcy in 2010. Additionally, Usman served on the Board of Directors of Tempur Sealy International Inc., where he was Chairman of the CEO Search Committee, a member of the Nominating & Corporate Governance Committee, and a member of the Compensation Committee. Usman earned his B.A. from Harvard College and his M.B.A. from Stanford University's Graduate School of Business.

What he brings to the Board:
Experienced Non-Executive Director. Strong Board and broad strategic advisory experience having served on numerous boards.

ALICE WOODWARK

Independent Non-Executive Director

Appointed to the Board:
16 May 2024

Committee memberships:
Member of the Nomination Committee, Remuneration Committee and Audit Committee

External appointments: None.

A N R

Key experience:
Alice has been Managing Director of Mitie Group plc's Communities division since 2021. She started her career with management consultancy McKinsey, working extensively across the UK and US in the infrastructure, transport, hospitality and retail sectors. Alice joined Compass Group in 2013, serving as Group Head of Strategy and M&A and subsequently in Managing Director positions for Compass UK.

What she brings to the Board:
Extensive experience within management consultancy across the UK and US, as well as holding senior executive roles within FTSE companies. Strong focus on delivering strategic and operational change and investment in people-driven culture.

TIM LAWLOR

Chief Financial Officer

Appointed to the Board:
11 November 2022

Committee memberships: None.

External appointments: None.

Key experience:
Tim joined the Group as part of the acquisition of Countryside Partnerships plc in 2022, where he served as CFO. He has strong financial and commercial expertise having served for seven years as CFO of Wincanton Plc, the largest British third party logistics company, before joining Countryside. Prior to Wincanton Plc, Tim held a number of senior group, divisional and international finance roles at large listed companies, including Serco and Sea Containers. Tim qualified as a Chartered Accountant at Deloitte, where he worked for seven years based in the UK and North America. His role is responsible for setting the financial strategy and policy of the Group and covers all areas of finance, including tax and treasury. He holds an MA in Economics from Cambridge University.

What he brings to the Board:
Leadership, strategic focus, extensive corporate and commercial experience, financial and accounting expertise.

CLARE BATES

Chief People Officer and General Counsel Company Secretary

Appointed to the Board:
4 May 2021

Committee memberships:
Secretary to the Board and Board Committees

Key experience:
Clare is a qualified solicitor with over 20 years of experience. She joined the Group in May 2021 and was previously Deputy General Counsel and Company Secretary at ConvaTec Group Plc from its listing in 2016 to 2021. Prior to ConvaTec, Clare held increasingly senior legal roles at listed businesses after leaving private practice in 2007.

What she brings to the Board:
Governance, regulation, compliance and corporate legal expertise.

Key for the Committees: A Audit Committee N Nomination Committee R Remuneration Committee ☐ Chair of Committee

Non-Executive Director Executive Director Chief People Officer and General Counsel, Company Secretary

BOARD LEADERSHIP AND COMPANY PURPOSE

OUR GOVERNANCE FRAMEWORK

THE BOARD

Our robust governance framework supports the Board in ensuring that across the Group, we make decisions in the right way.

Responsible for the long-term success of the Group through its leadership direction, and for ensuring there is a framework of appropriate and effective controls which enables risk to be assessed and managed.

STRATEGIC PRIORITIES

WORKING IN PARTNERSHIP
INCREASING OUTPUT
LAND PROCUREMENT
TALENTED PEOPLE
CAPITAL EFFICIENCY
BUILDING SUSTAINABLY

Sets the Group's strategic aims and determines resource allocation to ensure the necessary financial and human resources are in place for the Group to meet its objectives.

Monitors overall performance and progress against business plans using KPI's coupled with numerous development site visits to assess the delivery of quality, delivering sustainable homes to customers and meeting their expectations.

Sets, monitors, embeds and reviews the Group's culture, values, and purpose ensuring that its obligations to shareholders and other stakeholders are understood and met.

NOMINATION COMMITTEE

- Reviews structure, size and composition of the Board.
- Maintains focus on succession planning for Board and senior management.
- Leads recruitment process for the Board.
- Proposes appointments to the Board.
- Sets diversity and inclusion objectives, and targets for the Board and senior management.
- Oversees the effectiveness of the Board and its Committees.

Pages 108 to 111

AUDIT COMMITTEE

- Oversees financial statements and reporting.
- Assesses the going concern and medium-term viability of the Group.
- Monitors internal controls and risk management.
- Monitors reporting and effectiveness of external and internal auditors.
- Monitors the effectiveness of the Group's whistleblowing process.

Pages 112 to 121

REMUNERATION COMMITTEE

- Ensures remuneration policies and practices are designed to support the Group's strategy and long-term success.
- Oversees implementation of remuneration policy for Executive Directors and senior management, including structure of incentive plans and setting performance criteria for incentive plans.
- Reviews workforce remuneration.

Pages 122 to 149

EXECUTIVE LEADERSHIP TEAM

Oversees the implementation of Group strategy.

Responsible for operation and performance of the Group in line with the Group's established risk management framework.

- RISK OVERSIGHT COMMITTEE
- SUSTAINABILITY COMMITTEE
- INVESTMENT COMMITTEE
- SAFETY, HEALTH AND ENVIRONMENT LEADERSHIP TEAM
- DIVERSITY AND INCLUSION COMMITTEE
- GROUP LEADERSHIP TEAM

Board representation from Non-Executive Directors

Business Improvement Groups

THE BOARD AND ITS COMMITTEES

At the date of this Annual Report and Accounts, the Board consisted of nine Directors, namely: the Executive Chair and CEO, CFO, six Independent Non-Executive Directors and one Non-Executive Director. The role of the Independent Non-Executive Directors is to offer advice, guidance and constructive challenge to the Executive Directors, using their wide experience gained in business and from their diverse backgrounds.

The Board has a schedule of matters reserved for its decision, which is reviewed and approved on an annual basis. This schedule dovetails with a formal structure of delegation of authority which operates across the Group's activities and down through the governance structure.

A copy is available at **www.vistrygroup.co.uk/investor-centre**.

The delegations of authority are reviewed on an annual basis to ensure that they provide appropriate controls and are understood by those responsible for their effective operations.

The principal activities undertaken during the year by the Nomination, Audit and Remuneration Committees are set out in their respective reports in this Annual Report and Accounts. The paragraphs under the heading 'Directors Remuneration Report' on pages 126 to 142 are incorporated by reference into this Corporate Governance report.

APPOINTMENTS AND SUCCESSION

During 2024, the Nomination Committee continued to review the composition, structure and balance of skills and experience of the Board.

Details of the resultant changes to the composition of the Board that took effect during the year and are planned for 2025 are set out in the Nomination Committee report on pages 108 and 111.

BOARD MEETINGS AND ATTENDANCE

During the year, the Board convened on five occasions one of which was the Board Strategy Day. There were 12 meetings arranged in addition to the scheduled meetings. All scheduled meetings were held in person and all additional meetings were held virtually. The attendance of Directors at Board meetings held throughout the year is set out in the following table.

In addition, and in accordance with the Code, the Chair and the Senior Independent Director, independently of each other, held meetings at least annually with the Independent Non-Executive Directors without the Executive Directors present. All Directors, other than Jeff Ubben and Chris Browne, attended the 2024 Annual General Meeting held in May.

The Company Secretary attended all Board meetings. External advisors also attended meetings where independent guidance and expertise was required to help the Board carry out its duties. Senior Executives below Board level, including members of the ELT, also attended relevant parts of meetings to make presentations and provide their input on a range of topics.

DIRECTOR	ROLE	SCHEDULED MEETINGS	AD HOC MEETINGS
Greg Fitzgerald (Executive Chair since 16 May 2024)	Executive Chair & CEO	5/5	12/12
Rob Woodward (since 16 May 2024)	Senior Independent Director	3/3	9/9
Chris Browne	Independent Non-Executive Director	4/5	11/12
Rowan Baker	Independent Non-Executive Director	5/5	11/12
Helen Owers	Independent Non-Executive Director	5/5	10/12
Paul Whetsell	Independent Non-Executive Director	5/5	10/12
Alice Woodwark (since 16 May 2024)	Independent Non-Executive Director	3/3	9/9
Usman Nabi (since 12 January 2024)	Non-Executive Director	5/5	10/11
Tim Lawlor	CFO	5/5	11/12
Earl Sibley (until 20 November 2024)	COO	4/4	10/11
Ralph Findlay (until 16 May 2024)	Former Chair	2/2	2/3
Jeff Ubben (until 12 January 2024)	Former Non-Executive Director	-	1/1

TIME TO PROPERLY FULFIL ROLES AND RESPONSIBILITIES

Each Director has confirmed and clearly demonstrated that they have sufficient time to properly fulfil their duties including preparing for Board and Committee meetings, reading all papers associated with such meetings, attending meetings scheduled to take place in 2024 and spending separate time with management.

Given the nature of the business to be conducted, some ad hoc Board meetings are convened at short notice, which can make it difficult for some Directors to attend due to prior commitments. On occasions where a Director is unavoidably absent from a Board or Committee meeting, they still receive and review the papers for the meeting and typically provide verbal or written input ahead of the meeting, usually through the Chair or the Chair of the relevant Committee. This ensures that views of absent Directors are made known and are considered at the meeting.

BOARD FOCUS AND PRINCIPAL MATTERS CONSIDERED IN 2024

The following table summarises the principal matters considered by the Board during 2024, the related Board activity and the link to the Group's strategy. As part of the business of each Board meeting, the CEO submits a progress report on the Group's performance, business developments, risks and their mitigation and a report on operational performance and Group functions.

At each meeting, the Board receives a report from the CFO providing updates on financial progress and forecasted performance. The Board also receives reports from internal and external speakers on topics relevant to the business and the environment it operates in.

AREAS OF FOCUS	ACTIVITIES	LINK TO STRATEGIC PRIORITIES	LINK TO PRINCIPAL RISKS
STRATEGY • Overseeing the Group's strategy, approving any material changes and monitoring its delivery. • Approving any major capital project, corporate action or investment by the Group including investment in land, joint ventures and development arrangements. Stakeholders considered:	• Oversaw the implementation of the Group's revised strategy to focus its operations fully on a capital light partnerships model. • Held a Board strategy day in July 2024, which included a review of the proposed new Vistry Culture Book. • Reviewed the reorganisation of senior leadership to support strategy implementation. • Approved a number of major investments in land, joint ventures and development arrangements.		1 2 4 5 10
LEADERSHIP • Changing the structure, size and composition of the Board following recommendations from the Nomination Committee. • Making appointments to the Board, following recommendations from the Nomination Committee. • Reviewing the performance of the Board and its Committees, individual Directors and the Group's overall corporate governance framework. Stakeholders considered:	• Approved Greg Fitzgerald taking on the role of Executive Chair. • Noted the resignation of Ralph Findlay in May 2024. • Approved the appointment of Usman Nabi in January 2024 as a Non-Executive Director. • Noted the resignation of Jeff Ubben in January 2024. • Approved Chris Browne remaining as an Independent Non-Executive Director for one year to provide additional stability. • Approved the appointment of Rob Woodward in May 2024 as Senior Independent Director. • Approved the appointment of Alice Woodwark in May 2024 as an Independent Non-Executive Director. • Reviewed succession planning below Board level. • Oversaw the external Board evaluation following the combined role of Executive Chair and CEO. • Approved the removal of the COO role, leading to the redundancy of Earl Sibley in November 2024.		5

PRINCIPAL RISKS

1. Project delivery and contractual exposure
2. Economic and sales environment
3. Supply chain
4. Land and planning
5. People and talent
6. ESG
7. Liquidity and funding
8. Customer service
9. Legislation and building safety
10. Technology resilience and future change
11. Safety, health and environment

OUR STAKEHOLDERS

PEOPLE · PARTNERS · CUSTOMERS · COMMUNITIES · SUPPLY CHAIN · REGULATORS · INVESTORS

STRATEGIC PRIORITIES

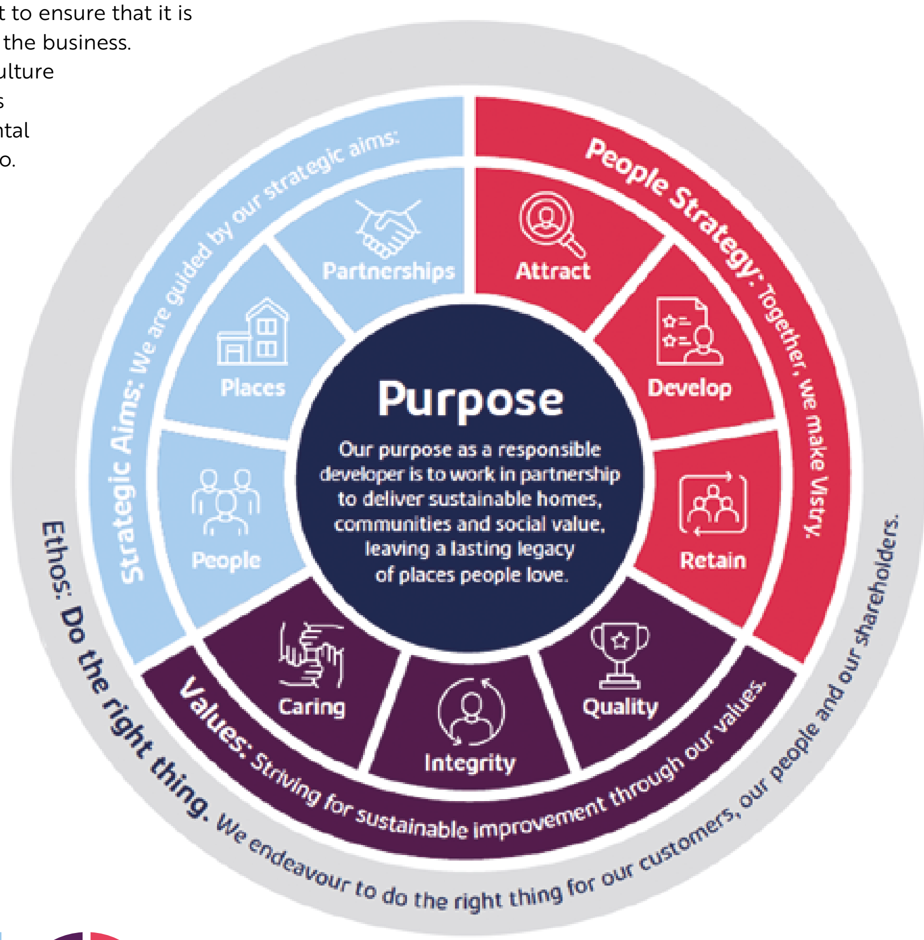
WORKING IN PARTNERSHIP · INCREASING OUTPUT · LAND PROCUREMENT · TALENTED PEOPLE · CAPITAL EFFICIENCY · BUILDING SUSTAINABLY

AREAS OF FOCUS	ACTIVITIES	LINK TO STRATEGIC PRIORITIES	LINK TO PRINCIPAL RISKS
BUSINESS PLAN AND PERFORMANCE • Approving annual budget and business plan and regularly reviewing actual performance and the latest forecasts against the budget and business plan, including proposed actions by management to address performance issues. Stakeholders considered:	• Approved 2024 budget and business plan. • Received reports on supply chain challenges and steps being taken by management to manage and mitigate the issues and risks. • Approved the extension of the external debt facilities. • Reviewed the forecast cost issues within the South Division, received reports to understand how the issues had occurred and commissioned an independent review of the business to reassure all stakeholders that the issues were confined to the South Division.		1 2 4
FINANCIAL REPORTING • Approving final and interim results, trading updates, the Annual Report and Accounts and the release of price-sensitive information. • Approving the capital allocation policy, determination of any interim distribution and the recommendation (subject to the approval of shareholders in general meetings as required) of any final distribution to be paid by the Company or any other distributions by the Company or purchase of own shares. Stakeholders considered:	• Approved Viability and Going Concern Statement. • Approved final results announcement. • Approved Annual Report and Accounts. • Approved Notice of the AGM. • The Board concluded that they consider the Annual Report and Accounts, taken as a whole, to be fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy. • Approved the share buyback programme of £100m and £130m in April and September 2024 respectively. • Approved interim results announcement. • Approved trading updates in January, May, July and November 2024. • Approved the trading updates to the market following the discovery of cost forecast issues in the South Division and revised profit expectations.		7

AREAS OF FOCUS	ACTIVITIES	LINK TO STRATEGIC PRIORITIES	LINK TO PRINCIPAL RISKS
RISK • Ensuring the Group has effective systems of internal control and risk management in place including approving the Group's risk appetite. Stakeholders considered:	• Reviewed the effectiveness of the Group's risk management and internal control systems. • Reviewed whether there was a failure in internal controls following the cost forecast issues in the South Division and approved control improvement action plan. • Reviewed and approved the Group's risk appetite statement and concluded that the Group had operated within the Group's risk appetite throughout the year. • Reviewed the Group's principal risks and uncertainties. • Reviewed reports on improvement to internal control framework to align with expected changes to the Corporate Governance Code. • Received reports from the Risk Oversight Committee on the process for the management of risks and their associated mitigation plans, and the identification of emerging risks.		1 2 3 4 5 6 7 8 9 10 11
STAKEHOLDER ENGAGEMENT • Considering the balance of interests between the Group's stakeholders. • Meeting with stakeholders to receive and consider their views. • Receiving and considering the views of the Group's shareholders. Stakeholders considered:	• Considered investor feedback on the 2023 full-year results and 2024 interim results. • Received monthly reports on shareholder base and briefings from corporate advisors and independent analysts for capital market perspectives. • Met with Steve Wood, CEO and David Campbell, COO of NHBC. • Met with Savills for perspectives on the future of the residential housing market. • Considered shareholder feedback on the changes to the Board, including the combined role of Executive Chair & CEO. • Considered feedback from Peakon employee engagement surveys undertaken during the year and management's action plans to address the feedback. • Received reports on employee feedback from the Employee Forum. • Received regular reports on engagement with the HBF, Government departments and Homes England. • Engaged with stakeholders to reassure them of the Group's capabilities following the issues identified within the South Division. See pages 98 to 101 for further information on Stakeholder Engagement.		3 5 6 8 9
SUSTAINABILITY • Overseeing the Group's Sustainability Strategy. • Reviewing the Group's Sustainability Strategy and its implementation. Stakeholders considered:	• Approved the revised Sustainability Strategy following a materiality assessment. • Approved Helen Owers replacing Jeff Ubben as a Non-Executive Director representative at the Group's Sustainability Committee. • Monitored progress of sustainability initiatives.		6

PURPOSE, CULTURE AND VALUES

The Board is responsible for establishing and articulating the culture across the Group and maintains oversight to ensure that it is embedded throughout the business. The alignment of our culture with our purpose, ethos and values is fundamental to everything that we do.



Do the right thing iQ

It is our people who make Vistry and who further our purpose through the strong work ethos of **'Do the Right Thing'** and, by living our shared values of **Integrity, Caring and Quality**. Together, our ethos and values guide all of our decisions. The Company's culture is underpinned by clear policies and processes and in 2024, we launched the Vistry Culture Book, which highlights how to use our behaviours to help us all act in line with our values and guide us to do the right thing. This strengthens not just how we work but the impact we make. The Vistry Culture Book was developed through a collaborative two-way process involving the leadership of the Group and representatives of the workforce.

Building is the heart of all we do, and we fundamentally believe that we build better together through our culture. Without our purpose motivating us or our ethos and values guiding us, we wouldn't have a culture worth sharing and celebrating. Our purpose is at the centre of all we do. We create our culture through our purpose, our strategic aims, people strategy, and values. Our behaviours are the actions that reflect these values and our ethos. **Today. Tomorrow. Together. We're all making Vistry.**

TODAY. TOMORROW. TOGETHER. WE'RE ALL MAKING VISTRY.

HOW THE BOARD MONITORED CULTURE DURING 2024

The Board used various mechanisms throughout 2024 to assess and better understand the Group culture, in addition to wider Company engagement mechanisms. The following table demonstrates the action taken by the Board and how these actions link to culture and the wider Group strategic priorities.

ACTION TAKEN	LINK TO CULTURE	STRATEGIC PRIORITIES
Attendance at the People Forum and feedback to the Board.	Helen Owers is the designated Non-Executive Director for workforce engagement and attends the People Forum with employee representatives and provides reports to the Board. Outcomes of the feedback can be found on pages 98 to 99.	
Vistry roadshows for employees and attendance at divisional board site visits, with feedback to the wider Board.	In October 2024, the Executive Chair and CEO, CEO Partnerships and Regeneration and Chief People Officer & General Counsel, alongside other senior management, hosted eight Vistry roadshows across four locations, with all colleagues invited to attend. They provided an update to the business following the Group's trading update in October 2024 and addressed open questions from employees gaining a clear understanding of key matters important to employees. Helen Owers and Rowan Baker also attended some of the roadshows to listen to the questions and answers of employees, and to speak informally with them. Site visits, Vistry Works factory and Innovation Centre visits provide direct insight into working environments, standards and the application of Group policies.	
Review of Health & Safety KPIs.	The health and safety of our employees and subcontractors is critical, and the Board receives reports at every meeting on key performance indicators for health and safety and the trend for those indicators. The trend analysis enables the Board to understand the culture and behaviours regarding site safety.	
Customer satisfaction survey score.	The Board receives reports at every meeting on the latest 8-week and 9-month customer satisfaction survey scores. The 9-month survey score was included in the annual bonus in FY24 for Executive Directors and employees, with the 8-week survey score acting as an area for downward discretion. This supports the ongoing focus on delivering a high quality product and service for our customers.	
Review of the Group's People strategy and 'Culture Book'.	Scrutiny and oversight of the Group's people and culture materials. The Board will monitor the embedding of the Culture Book and receive feedback.	
Approval of the Group's Modern Slavery Statement.	Scrutiny and oversight of the steps taken to prevent modern slavery.	
Attendance at the Group's Risk Oversight Committee and the Sustainability Committee.	This has given greater insight into the assessment of risks and implementation of mitigation plans, and the development and implementation of the Sustainability Strategy. As a result, the Board has increased focus on social value impact and the roadmap to Net Zero homes.	
Review of 'Speak Up' whistleblowing reports and investigations outcomes.	Provides insight into employee concerns and behavioural trends relating to the workforce. Where necessary, changes have been made to the new standardised processes and controls.	
Review Peakon Surveys outcomes.	Provides insight into employee views and matters of importance relating to the workforce. Feedback from employees relating to workload arising from organisational changes has been incorporated into the activities of the Business Improvement Groups and life of site processes, along with systems improvements. Improvements to the talent management process are also being developed to address feedback on career development.	

ACTION TAKEN	LINK TO CULTURE	STRATEGIC PRIORITIES
Independent review by large accounting firm.	The Audit Committee reviewed the independent report which highlighted the pressure being felt from organisational change as a fundamental driver underlying the issues in the South Division. It also addressed that there were areas of regional cultural and process inconsistencies. An outcome of the findings was that the management team and the Board have developed proposals to address the issues, including actions relating to culture and whistleblowing. The Board will monitor the implementation and embedding of the proposals.	

HOW THE BOARD CONSIDERS STAKEHOLDER INTERESTS IN ITS DECISION MAKING AND THE IMPACT ON THE OUTCOME OF ITS DECISIONS

The Board appreciates its ownership of stakeholder engagement and the key role it plays in our Company strategy. The Board believes that good decision making includes considering the Group's stakeholders and through knowing, understanding and engaging with them, they get to share their priorities, expectations and concerns. This sets the tone for transparency, accountability and openness, and together, we can achieve our strategic ambitions.

Further details on Stakeholder Engagement can be found on pages 98 to 101.

As part of its decision making process, the Board considers the long-term consequences of the decisions it makes and the impacts on all stakeholders. As very often stakeholders' interests differ, the Board endeavours to balance conflicting needs and, in certain circumstances, may prioritise the interests of one or more stakeholders over others. At all times, the principle guiding the Board's decision making is that the outcome of each decision supports the delivery of the Group's strategy and its long-term success.

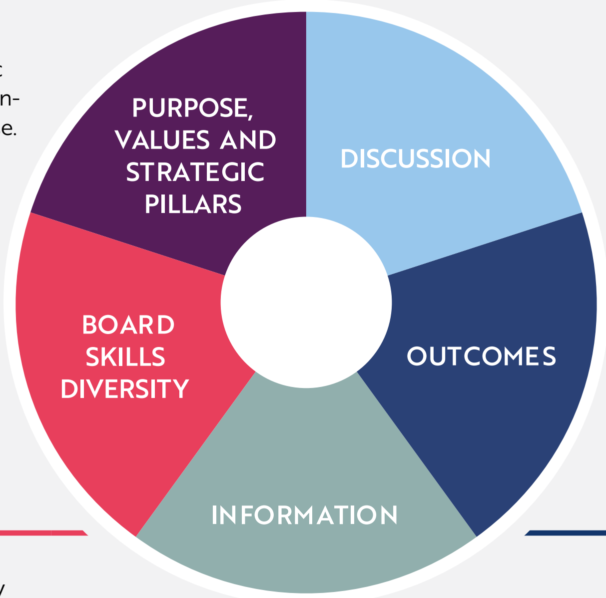
The framework to ensure all stakeholder interests are properly considered and that outcomes support the Group's strategy and its long-term success is set out below.

BOARD DECISION MAKING

The Board sets the Group's purpose, values and strategic pillars which drive its decision-making to achieve its purpose.

Group purpose, values and 'Do the right thing' ethos informs all debates.

The Board's significant experience and diverse set of skills ensure that debate is well-informed, challenging and constructive.



The Board has a diverse set of skills which ensures that there is a depth of knowledge and experience when making decisions.

The Board monitors any follow up actions.

The Board receives regular updates on the outcomes of decisions made, including any impact on stakeholders.

The Directors engage directly with stakeholders.

The Board regularly reviews and discusses feedback from stakeholder engagement.

Stakeholders' critical role is factored into strategy development and risk management processes.

Board papers seeking decision approvals cover Section 172(1) matters.

The Board and ELT receive training on Directors' duties and responsibilities and specifically Section 172(1) obligations.

SECTION 172(1) FACTOR	RELEVANT DISCLOSURES	
A Consequence of any decision in the long term	· Company purpose	2
	· Our business model	18
	· Strategic pillars	20
	· Board activities	88 to 90
B The interests of the Company's employees	· Company purpose, values, culture	91
	· Diversity and inclusion	53
	· Employee engagement	98 to 99
	· Sustainability report	38 to 58
C The need to foster the Company's business relationships with suppliers, customers and others	· Anti-bribery and corruption	42
	· Modern slavery	42
	· Sustainability report	38 to 58
	· Stakeholder engagement	98 to 101
D The impact of the Company's operations on the community and the environment	· Zero carbon ready homes	5 and 49
	· Skills academies	5 , 55, and 58
	· TCFD disclosures	59 to 65
	· UN Sustainable Development Goals disclosures	44 to 51
	· Charitable giving	56
E The desirability of the Company maintaining a reputation for high standards of business conduct	· Awards and recognition	9 to 10
	· Culture and values	91
	· Risk management and control framework	68 to 69
	· Speak Up Whistleblowing Policy	42
F The need to act fairly as between members of the Company	· Driving enhanced returns for shareholders	91
	· Shareholder engagement	100 to 101
	· Annual General Meeting	224
	· Rights attached to shares	152

Set out below, are three examples of how key stakeholders were considered in principal decisions made by the Board in 2024, and the outcome. A 'principal decision' includes discussion and decision relating to a material or strategic Group matter or any matter that is significant to our stakeholders. This should be read in conjunction with the Section 172(1) statement on page 5.

PRINCIPAL DECISION	STAKEHOLDER CONSIDERATION	SECTION 172(1) MATTERS CONSIDERED
Combined role of Executive Chair & CEO.	In January 2024, the Board approved that Greg Fitzgerald would take on the combined role of Executive Chair & CEO with effect from the close of the 2024 AGM, following the retirement of existing Chair Ralph Findlay. · Throughout the year ended 31 December 2023, the Nomination Committee, on behalf of the Board, had been undertaking a Chair succession process and considered different solutions. Options included the election of an existing Non-Executive Director as the new Board Chair, extending the tenure of the existing Chair, the recruitment of a new Director to take on that role, and the current CEO stepping into the role of Executive Chair. In January 2024, the Board approved the combined role of Executive Chair & CEO to take effect from the close of the 2024 Annual General Meeting held in May. · The Board considered the change in strategy implemented in the second half of FY23 to focus exclusively on its resilient Partnerships model and were of the view that implementing a radical shift in business strategy on the back of a transformational acquisition qualified as special business circumstances. As such, the Board concluded that Greg's fundamental understanding of the business (including the relationships fostered with its people, suppliers, partners and customers) and Board dynamics were central to the continuity and effective implementation of the Group's strategy. His appointment as Executive Chair would ensure consistency and continuity in the execution of the revised strategy, utilising his 40 years of experience and value creation in the sector. · Soundings were taken from some of the largest shareholders to understand their perspective in relation to the combined role of Executive Chair & CEO. With the support of some of our largest shareholders, the Board decided that the attribution of the Chair role to the CEO was the best governance arrangement for Vistry and all of its stakeholders at this time. The Board understood that the combined role of Executive Chair & CEO would be contrary to the principles of the Code, which some shareholders would not be comfortable with. However, it was determined that it was, overall, the right decision and that it was in the best interest of all stakeholders to support the delivery of the Company strategy. · In making this decision, the Board recognised the importance of maintaining independent oversight in Board leadership positions. As a result of this, Rob Woodward was appointed to the Board as an experienced Senior Independent Director to provide additional oversight on governance matters and serve as an alternative point of communication for investors and the other Non-Executive Directors, thereby securing an appropriate division of responsibilities between management and oversight. At this time, the Board approved a bespoke 'Division of Responsibilities' for the enhanced governance responsibilities to be held by the SID.	A B C D E F
Share buyback programme.	In line with its capital allocation policy in March 2024 and September 2024, the Board approved the commencement of a £100m share buyback programme and £130m share buyback programme which included a special distribution of £75m respectively. · In March 2024, following consideration of the financial year ending 31 December 2023 results the Board approved a final ordinary distribution of £100m. The Board remained of the view that the share price remained undervalued, and the best method to return value back to its shareholders was through a share buy back. The £100m share buy back started in April 2024 and concluded in September 2024. · Consideration was also given to the interests of our people, many of whom are participants in the Group's various employee share plans. The share buyback purchased 250,000 shares into treasury to be used to satisfy employee share awards that may vest in the future. The Board also acknowledged that ceasing the payment of a dividend would affect the participants' receipt of notional dividends in the Long-Term Incentive Plan and Deferred Bonus Plan.	A B E F

OUR STAKEHOLDERS

PEOPLE | PARTNERS | CUSTOMERS | COMMUNITIES | SUPPLY CHAIN | REGULATORS | INVESTORS

PRINCIPAL DECISION	STAKEHOLDER CONSIDERATION	SECTION 172(1) MATTERS CONSIDERED
Share buyback programme continued.	• To support the Group's target of a £1bn capital distribution to its shareholders through to and including the financial year 2026, the Board proposed an increase to the 10% authority to purchase its own shares approved by shareholders at the 2023 annual general meeting to 14.99% of the Company's total ordinary share capital (excluding treasury shares). This was intended to provide the Board with additional flexibility to manage the Company's share capital, make returns to shareholders and allow the Company to deliver distributions to shareholders through further share buybacks in line with the Group's capital allocation policy. This resolution was passed at a vote at the 2024 AGM with 99.16% of shareholders in favour of the resolution, representing circa 80% of the Company's issued share capital. • In September 2024, following consideration of the HY24, results the Board approved an ordinary distribution of £55m and a special distribution of £75m. The Board remained of the view that the best method to return value back to its shareholders was through a share buyback. • Following the multiple trading updates for the financial year ended 31 December 2024, the Board considered whether to continue with the share buyback programme and the Board determined it would be in the best interests of its members as a whole, having given fair consideration to all members and key stakeholders to continue with its commitment to return value to shareholders.	A B E F
Commissioned an independent review of the business to ascertain the causes of the cost forecast issues identified.	In October 2024, the Group released an announcement to the market providing an update on profit guidance for the financial year ended 31 December 2024 and information on forecast cost issues that had arisen within the Group's South Division. The Board were cognisant of the impact the announcement would have on all stakeholders and considered the most effective means of reassuring them. Following the October 2024 trading update, the Board initiated both independent and internal reviews to verify the nature and scope of the issues, confirm the impact, and determine any resultant actions required. An internal review was commenced with input from senior management, internal audit, the people team and advice from external solicitors to understand how the cost issues had arisen. These activities included: • Deep-dive reviews of all four regions in the South Division by interim management and others from outside the South Division; • Mandated detailed Cost Value Reconciliation reviews for all other regions in October, attended by divisional and regional management, internal audit and other management; • Balance sheet reviews of all regions by finance management teams, which were independent of the division; and • A review of senior management talent and organisation structure. • The Board also approved the commissioning of a large accounting firm to undertake a review which would focus on the cost reporting process, culture and management in the South Division, with a wider review across the whole business to ascertain if similar issues to those identified in the South Division existed in other regions. The Board acknowledged that an independent review would also help to reassure stakeholders that the issues identified were confined to the Group's South Division and were not broader.	A B C E F

PRINCIPAL DECISION	STAKEHOLDER CONSIDERATION	SECTION 172(1) MATTERS CONSIDERED
	• The independent review instruction was led by Rowan Baker, Chair of the Audit Committee. The Audit Committee received reports from the internal review and the independent review prior to the trading update in November. The reviews determined that the significant issues had been found to be confined to the South Division and could be attributed to insufficient management capability, non-compliant commercial forecasting processes and poor divisional culture. The independent review process also found little evidence of similar issues to those identified in the South Division in other divisions and suggested that the Group does have key controls in place but that they were not operated effectively by individuals in the South Division. The report made suggestions for improvements in the control environment, training and support for regional teams and on culture and whistleblowing. Implementation and embedding of the proposals will be closely monitored by the Board.	A B C E F

INVESTING FOR THE LONG TERM

Much of the Board's decision making is focused around ensuring the sustainable long-term success of the Group.

Each year, the Board considers the Strategic Plan, which assesses the opportunities and risks for the Company over the following five years, and forms the basis of our Viability Statement (see pages 76 and 77).

The Board also devotes a day to considering the long-term strategy of the business, incorporating presentations and discussions on longer term opportunities, risks and threats. Throughout the year, the Board considers material and strategic land acquisition opportunities, and material contracts, for sites that will contribute to profits in the medium term. It has adopted a framework for investment to support sustainable profits and growth in the future.

BOARD ASSESSMENT OF RISK MANAGEMENT AND INTERNAL CONTROL EFFECTIVENESS

The Board is ultimately responsible for overseeing how we manage both internal and external risks that could impact our business model and strategic goals.

The Board determines the Group's risk appetite, regularly reviews the Group's principal and emerging risks and, on an annual basis, reviews the effectiveness of our risk management and internal control systems undertaking horizon scanning to identify new emerging risks.

See pages 70 to 75 for details of the Group's principal risks.

STATEMENT OF REVIEW

During 2024, the Board has directly and through delegated authority to the Audit Committee, monitored and reviewed the Group's risk management activities and processes, including a review of the effectiveness of all material risk mitigations and the financial, operational and compliance internal controls.

The Audit Committee's activities in these areas are set out in the Audit Committee report on pages 112 and 121.

Following this review, the Board is satisfied that, at the time of conducting the year end review, any significant control failings or weaknesses related to material controls identified as part of the monitoring had been adequately remediated. The year-end review provided the Board with sufficient appropriate evidence and reasonable confidence to determine that all material controls were effective as at the balance sheet date.

OUR STAKEHOLDERS AND ENGAGEMENT

The Board understands that positive stakeholder relationships and engagement plays a key part to the success of our business. We pro-actively engage with our stakeholders as we know that good decision making includes considering our stakeholders and through knowing and understanding their key priorities, we can achieve our strategic ambitions priorities, expectations and concerns. This sets the tone for transparency, accountability and openness and together we can fulfil our purpose, achieve our strategy and create sustainable value over the long term.

Details of our stakeholders and the channels used to ensure the Board builds an understanding of the issues that are most important to each stakeholder group are set out below.

STRATEGIC PRIORITIES

WORKING IN PARTNERSHIP | INCREASING OUTPUT | LAND PROCUREMENT | TALENTED PEOPLE | CAPITAL EFFICIENCY | BUILDING SUSTAINABLY

For further information about our strategic priorities **see page 20.**

STAKEHOLDER	KEY PRIORITIES	COMPANY ENGAGEMENT	BOARD-LEVEL ENGAGEMENT	ACTIONS AND OUTCOMES	HOW WE EVALUATE OUR ENGAGEMENT	LINK TO STRATEGIC PRIORITIES
OUR PEOPLE Our employees who underpin the delivery of our purpose and strategy.	• Pay and rewards. • Health and wellbeing. • Career and personal development opportunities. • Safe, fair and diverse working environment. • Open communications.	• Weekly Vistry Voice podcast hosted by the CEO and members of the ELT. • Engage with Earl (Group COO). • Regular employee representative meetings including participation in our People Forum, feedback from which is communicated to the Board and actioned. • Confidential Peakon employee engagement surveys carried out twice a year. • ELT Roadshows held virtually and in person. • Leadership day for approximately 300 senior leaders. • Vistry Awards. • Weekly email newsletter from Regional Managing Director or Vistry Services Head on key issues in the Group and that team.	• People Forum – Designated NED for workforce engagement. • Non-Executive Directors attended site visits, Vistry Works factory and Vistry Innovation Centre visits, on an individual basis throughout the year. • The Board reviews the findings of the Peakon employee engagement survey which highlights the issues that matter most to our people. • The Board reviewed the Group People Strategy and Culture Book which was issued to the business in October 2024. • The Board invite members of the management team to regularly attend Board meetings and input to discussion items. • The Board and Audit Committee receive data on the Group's Speak Up hotline and, details of related investigations and the resulting outcomes. • The CEO and members of the ELT took part in the employee roadshows and answered any questions raised by employees with two Non-Executive Directors attending to observe. • Members of the Board attend the Company's Risk Oversight Committee which is comprised of employees from across the Group where the principal risks and their mitigation plans are discussed, and emerging risks are identified and debated. • The Remuneration Committee receives reports on workforce remuneration practices and alignment of incentives and rewards with culture. • Reports on key people KPIs such as voluntary turnover rates are provided at every Board meeting.	• Refresh the Talent Development Framework, giving employees guidance on development available. • Progress standard jobs and role descriptions, and ensure responsibilities are clear. • Action plans were put in place with individual functions and teams to either enhance or improve engagement, they undertake with their teams. • Issue of Vistry Culture Book. • An extra day of annual leave was granted for all employees to acknowledge their hard work and commitment during the year following employee feedback received through roadshows, People Forum and Peakon survey. • Explore a recognition framework to help acknowledge and celebrate employee contributions.	• Peakon employee engagement scores provide a quantified measurement of engagement. • Voluntary employee turnover provides insight into trends on why people chose to leave Vistry. • Reports through our Speak Up hotline allows us to continue to do the right thing and manage any issues in a timely manner. • Accident Incident Rate measures the Company's safety performance against the industry and can highlight areas we need to improve on to keep our people safe.	
PARTNERS Key partners include registered providers, local authorities, private rented sector providers and Homes England who work with us in the delivery of our strategy.	• The successful delivery of high quality, affordable and sustainable homes.	• Engagement with large housing associations through forums. • Membership of the Home Builders Federation. • Regular meetings with partners. • Dedicated affordable housing team that liaises with our registered provider partners. • Partner satisfaction survey.	• The perspectives of partners on the Group and their role within the Partnerships focused operating model were provided to the Board through the strategy update discussions. • The results of the partner perception survey and key actions provided to the Board. • Engaged with partners to reassure them of the Group capabilities following the issues identified within the South Division.	• The completion of substantial partnership agreement with: Sigma Capital Group to deliver 5,000 Build-to-Rent homes over the next five years; Homes England to deliver 1,000 mixed-tenure homes; and Blackstone Real Estate and Regis Group plc agree terms for the delivery of circa 1,750 new homes. • Vistry achieved an aggregated score of 4.01 (HBF 4-star status equivalent) in response to our 2024 biannual partner surveys. The questions align with the NHBC survey and include two questions used as part of the new HBF scoring methodology, based on build quality and customer focus. Responses were received from 64 partners during 2024. • Implementation of a four part action plan to address the findings of the partner perception survey results.	• Securing preferred developer status on mixed tenure developments with Partners. • Developing sites with at least 50% pre-sold to Partners. • Delivering affordable homes for Partners above s106 requirements. • Partner satisfaction survey provides insight on specific developments and areas for improvement.	

STAKEHOLDER	KEY PRIORITIES	COMPANY ENGAGEMENT	BOARD-LEVEL ENGAGEMENT	ACTIONS AND OUTCOMES	HOW WE EVALUATE OUR ENGAGEMENT	LINK TO STRATEGIC PRIORITIES
CUSTOMERS People that purchase our open market homes.	• High quality, affordable and sustainable homes. • Energy efficiency. • Building safety and cladding. • Mortgage availability and affordability. • Excellent customer service.	• Customer satisfaction surveys. • Face-to-face and digital engagement. • 'Meet the Builder' and detailed home demonstration and inspection meetings. • Ongoing commercial dialogue. • The 'Unwrapped Home' allowing customers to see how their property is being built.	• Reports on customer satisfaction are provided at every Board meeting through the HBF customers satisfaction 8-week and 9-month survey results. • The Board receives reports on brand and product development, and, in particular, development of zero carbon ready homes and alternative methods of construction, which address the customer perspective.	• We are pleased to have achieved a 5-star rating for a sixth consecutive year. The Group's HBF 8-week customer satisfaction score for FY24 was 94.5%, with the 9-month score being 83.6%. This was included as part of a Sustainability metric in our 2024 annual bonus scheme. • Executive Chair & CEO oversight of issues requiring customer settlements.	• 8-week and 9-month HBF customer satisfaction scores highlight what customers think of our new homes and whether they are willing to recommend us to a friend. • Number of complaints received during a period and time to resolve. Understanding what the complaints relate to allows us to improve on these items going forward. • Take up of incentives offered by the Group provides insight on whether we have fully understood the needs of our customers and offered the right products to enable them to become homeowners. • Defect resolution.	
COMMUNITIES People who are impacted by what we do.	• Quantifiable positive social impact. • Increased delivery of affordable homes. • Minimal impact from operations.	• Regular engagement and meetings with registered providers of social housing, housing associations and HBF. • Undertake and participate in public consultations. • Support local community initiatives.	• Regular engagement and meetings with Registered Providers, Housing Associations and HBF, including meeting with the NHBC CEO and COO. • Sustainability Committee NED participation in the Committee with regular reports to the Board.	• Sustainability metric included in annual bonus scheme including targets for Skills Academies, delivery of affordable homes above s106 requirements and customer satisfaction. • Sustainability targets included in external debt facilities.	• Achievement against sustainability targets. • Increased production and use of timber frame and associated products manufactured by Vistry Works. • 4 new Skills Academies launched in 2024.	
SUPPLY CHAIN Businesses that provide us with materials and services.	• Long-term relationships. • Equitable commercial and payment terms. • Modern slavery. • Fair pay.	• Regular ELT level engagement with key suppliers. • Undertake account reviews and gather 360 supplier feedback which is shared with the Risk Oversight Committee and the Board. • Regular project meetings. • Host product development forums.	• CEO and CFO maintain relationships with directors of the Group's key suppliers. • Reports on supply chain management are provided at every Board meeting. • The Board receives an annual report on the Group's Modern Slavery Act procedures, including steps taken to engage with the Supply Chain on the topic.	• Strategic partnerships in place with key suppliers to deliver surety of supply, develop innovation, support sustainability and social value agenda. • Proactively managed cost base with our key supply chain partners.	• Strategic partnerships with key suppliers that support our operations with equitable commercial terms.	
REGULATORS Entities that set the framework, including legislation, we must operate within.	• Effective implementation of legislation and regulations including building safety, biodiversity net gain, Future Homes Standards and New Homes Quality Code. • Trusted partner.	• Direct discussions with Government departments. • Homes England and local authorities engagement. • HBF and NHBC engagement. • Participation in Government consultations. • Pre-application engagement with local planning authorities, town and parish councils and communities.	• Reports on engagement with the HBF, Government departments and Homes England are provided through the year on key topics such as successful grant for First Homes, new NHQB code and ombudsman and progress of Building Safety Bill. • The Board met with the NHBC to learn more about their role in raising quality standards and as agent for change for next generation home building	• Development of house type specifications to meet Future Home Standard. • The Group has reviewed all buildings over 11 metres tall where it was the developer and has also adjusted the building safety provision for remedial works.	• Constructive dialogue with Government departments and other regulators.	
INVESTORS Investors who provide capital to fund our activities.	• Sustainable returns. • Strategy and delivery. • Embedded ESG practices.	• Investor meetings and roadshows. • Trading updates and bi-annual results announcements and presentations. • AGM and General Meeting. • Shareholder consultations.	• The SID has held a series of meetings with larger shareholders on corporate governance matters. • The Board receives analysts' notes published about the Group and the sector and is regularly updated by the Executive Directors and the Group's brokers on shareholder sentiment, feedback from meetings and the Group's IR programme. • The Board attended the 2024 AGM and were available to answer shareholder questions. • Considered shareholder feedback on the changes to the Board, including the combined role of Executive Chair & CEO. • Engaged with investors to reassure them of the Group's capabilities following the issues identified within the South Division.	• Capital allocation policy confirmed, targeting £1bn capital distribution over the next three years and eliminate net debt. • Further progressed our sustainability targets. • Enhanced role for the Senior Independent Director to address governance concerns regarding the combined role of Executive Chair and CEO.	• Share register movements provide insights into the number of shareholders buying and selling shares in the Company. • Results at the AGM help us to gain an understanding of which resolutions generate shareholder concern.	

DIVISION OF RESPONSIBILITIES

ROLE ON THE BOARD	RESPONSIBILITIES
Executive Chair and CEO Greg Fitzgerald (from 16 May 2024)	· Directs the strategy and operation of the Company towards profitable growth, ensuring that the Board is effective in setting and implementing such strategy. · Acts as the leading representative in presenting the Company's aims and policies to stakeholders, clients, suppliers and employees. · Leads the Board and its overall effectiveness in directing the Company. · Promotes high standards of governance. · Promotes a culture of openness and inclusion to facilitate and encourage open, constructive challenge and debate between all Directors. · Engages with major shareholders and other stakeholders to understand their views on governance and performance against strategy. · Assumes full accountability to the Board for all Company operations, and leads the ELT in delivering the Group strategy, objectives and culture as determined by the Board. · Ensures the Board is aware of the views of the workforce.
Senior Independent Director Rob Woodward (from 16 May 2024)	· Chair of the Nomination Committee. · Leads on succession planning for the Executive Chair and CEO. · Supports the Executive Chair and CEO in ensuring that the Board discharges its duties to fulfil good corporate governance practice. · Serves as an intermediary for other Directors. · Maintains an active dialogue with shareholders on governance matters. · Available to shareholders if they have concerns when contact through the standard channels has either failed to resolve or would be inappropriate. · Leads meetings of the Non-Executive Directors without the Chair present to appraise the Chair's performance and a full and frank airing of views.
Non-Executive Directors Chris Browne Rowan Baker Paul Whetsell Helen Owers Usman Nabi Alice Woodwark	· Provide constructive challenge and independent perspective. · Monitor strategic execution and performance per the risk and control framework. · Serve on the Board's Committees. · Promote and support the Group's values and commitment to high standards of corporate governance.
Chief People Officer & General Counsel Company Secretary Clare Bates	· Responsible for advising the Board on all corporate governance matters and best practice. · Works with the Chair to ensure Directors receive accurate and timely information to enable them to discharge their duties. · Ensures a smooth flow of information to enable effective decision making. · Works with the Chair to design the induction program for new Board members and co-ordinates ongoing Board training.

THE CHAIR, CHIEF EXECUTIVE OFFICER AND SENIOR INDEPENDENT DIRECTOR

As referred to in the Chairs Governance letter to Shareholders, from the 2024 Annual General Meeting held in May, Greg Fitzgerald took on the role of Executive Chair and CEO when Ralph Findlay stepped down as Chair of the Board. To reflect Greg's role as an executive within the business, the Board agreed to put in place certain additional governance steps within our processes and on the same date, Rob Woodward was appointed as Senior Independent Director (SID).

A bespoke division of responsibilities was established setting out this enhanced governance role and these can be found at **www.vistrygroup.co.uk/investor-centre/corporate-governance**.

INDEPENDENCE OF NON-EXECUTIVE DIRECTORS

The independence of the Non-Executive Directors is kept under review and assessed annually. The Board considers that all Non-Executive Directors, except Jeff Ubben and Usman Nabi, who served during the year, are independent in character and judgement, with no relationships or circumstances that are likely to affect, or could appear to affect their judgement. Chris Browne agreed to remain on the Board as an Independent Non-Executive Director for up to one more year to ensure continuity and allow the Board more time to recruit a further Independent Non-Executive Director. The Board considered whether she was free from any relationship that could materially interfere with the exercise of independent judgement and determined she remained independent even after a tenure of over nine years.

COMPOSITION, SUCCESSION AND EVALUATION

BOARD COMPOSITION

Board appointments are made based on recommendations from the Nomination Committee with due consideration given to the benefits of diversity in its broadest sense, including gender, social and ethnic backgrounds. Board appointments are made solely on merit, with the overriding objective of ensuring that the Board maintains the correct balance of skills, diversity, length of service and knowledge of the sector to successfully determine the Group's strategy. The Nomination Committee also reviews the ongoing commitments of candidates before making recommendations for the appointment of new Directors. Directors are required to seek Board approval before taking on additional commitments to ensure that existing roles and responsibilities continue to be met and conflicts are avoided or managed.

For details on the Company's compliance with UK Listing Rule 6.6.6 see page 111.

For Board biographies see pages 85 and 86.

RE-APPOINTMENT OF DIRECTORS

The Board Directors (except for Chris Browne) are subject to annual re-election and will be proposed for election or re-election (as appropriate) by shareholders at the 2025 Annual General Meeting. The Executive Chair has confirmed that following the external Board evaluation, all Directors continue to be effective and have the time available to commit to their role. The Board strongly supports the election or re-election (as appropriate) of all individual Directors. Chris Browne has served on the Board for over nine years and will be stepping down after the 2025 Annual General Meeting, after having served for a further year to provide continuity and allow the Board more time to recruit a further Independent Non-Executive Director.

The Directors' biographies on pages 85 and 86 and the notes to the 2025 Annual General Meeting Notice that accompanies this Annual Report and Accounts, together, provide details explaining why the Directors' contributions are, and continue to be important for the Group's long-term sustainable success.

For more on Board appointments see the Nomination Committee Report on pages 108 to 111.

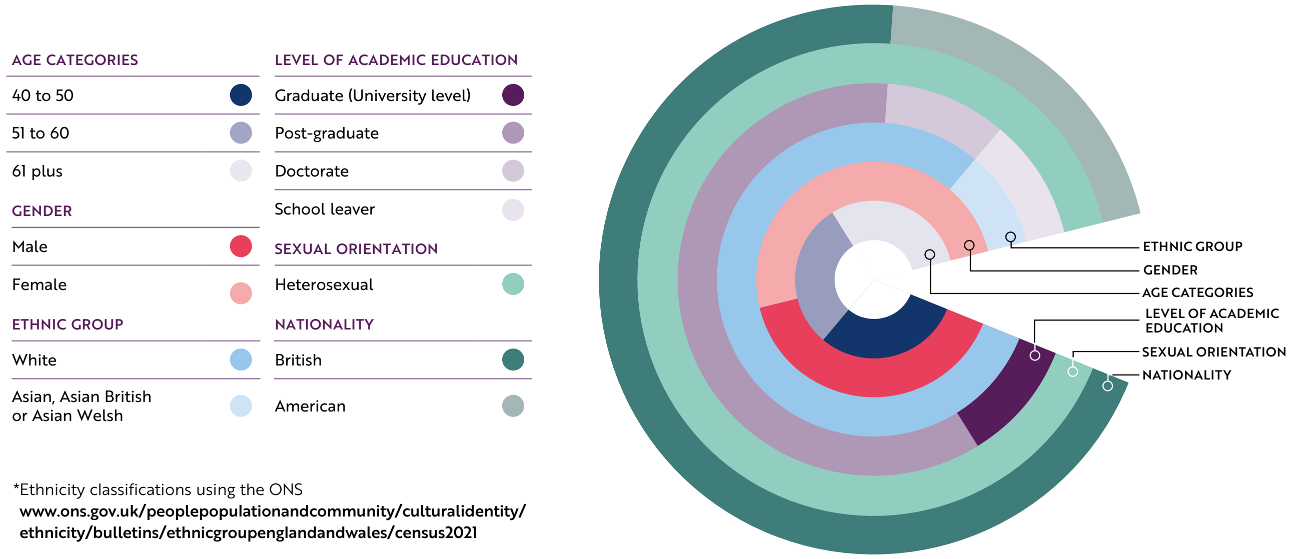
BOARD INDUCTION AND DEVELOPMENT

On joining the Board, all Directors participate in a formal induction programme which the Executive Chair monitors and is the responsibility of the Company Secretary.
A refreshed non-executive director induction programme was introduced during 2024 to better support new Directors to quickly understand the strategy, stakeholder perspectives, the principal risks faced by the Group and the key performance metrics. The induction provides new Directors with insight into the Group's strategy, culture and operations and informs them about the governance and internal controls processes in place. Its purpose is to ensure that each newly appointed Director can contribute to Board discussions as quickly as possible. Each induction is then tailored to the individual Director's needs based on their skills and experience.

The Board has received corporate governance updates, which included ESG matters throughout the year, as well as training on sector-specific topics. All Directors have access to the advice and services of the Company Secretary and, through her, have access to independent professional advice in respect of their duties at the Group's expense.

BOARD DIVERSITY CHARACTERISTICS

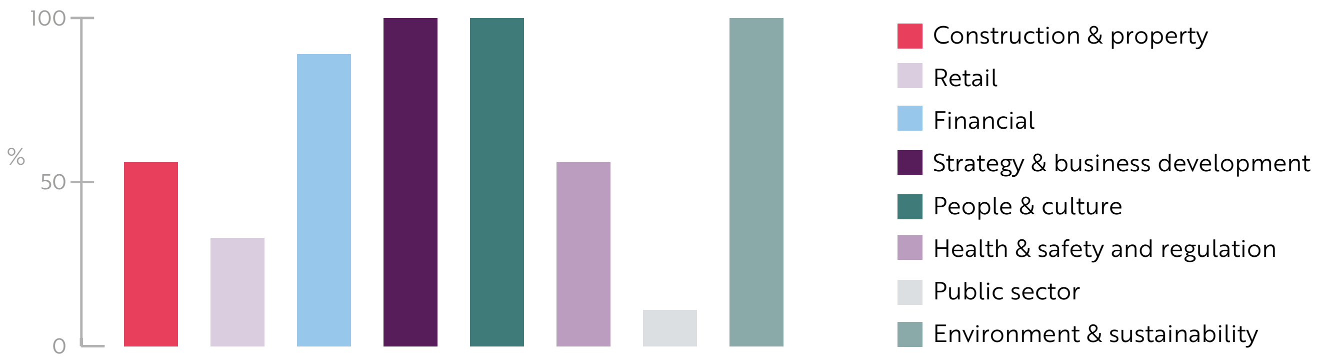
The chart below demonstrates the Board's diversity characteristics taking into account less tangible factors, such as life experience and personal attitudes.



*Ethnicity classifications using the ONS
www.ons.gov.uk/peoplepopulationandcommunity/culturalidentity/ethnicity/bulletins/ethnicgroupenglandandwales/census2021

BOARD SKILLS MATRIX

The Board skills matrix below represents a combination of some of the key skills, experience and knowledge that our Board has identified as particularly valuable to the effective oversight of the Company and the execution of our strategy. This matrix highlights the depth and breadth of skills on the Board.



The data presented is for the Board of Directors listed on pages 84 and 85.

NEW DIRECTOR INDUCTION PROGRAMMES DELIVERED IN 2024

Usman Nabi joined the Board in January 2024 and both Rob Woodward and Alice Woodwark joined the Board in May 2024. Summaries of their induction programmes are listed below:

DIRECTOR	DESCRIPTION	INDUCTION SESSIONS INCLUDED	MEETINGS DURING INDUCTION PERIOD
USMAN NABI	Tailored Non-Executive Director induction following Usman's appointment as a Non-Independent Non-Executive Director and member of the Nomination Committee.	• Board governance framework and Directors' duties. • Overview of the Group's operations. • Development site visits.	• Regular one-to-one meetings with the Executive Chair and CEO and other members of the Board. • Meetings with the Chief People Officer & General Counsel.
ROB WOODWARD	Tailored Non-Executive Director induction following Rob's appointment as a, Senior Independent Director, Chair of the Nomination Committee and member of the Audit Committee and Remuneration Committee.	• The Group's strategy and culture. • Overview of the Group's operations. • Board governance framework and Directors' duties. • Development site visits. • Visit Vistry Works timber frame factory and Vistry Innovation Centre. • Briefing on the accounting specifics of the partnerships model.	• Regular one-to-one meetings with the Executive Chair and CEO and other members of the Board. • Meetings with the Chief People Officer & General Counsel. • Meetings with the ELT, other senior leaders and key advisors.
ALICE WOODWARK	Tailored Non-Executive Director induction following Alice's appointment as an Independent Non-Executive Director and member of the Remuneration Committee, Audit Committee and Nomination Committee.	• The Group's strategy and culture. • Overview of the Group's operations. • Board governance framework and Directors' duties. • Development site visits. • Visit Vistry Works timber frame factory and Vistry Innovation Centre. • Briefing on the accounting specifics of the Partnerships model.	• Regular one-to-one meetings with the Executive Chair and CEO and other members of the Board. • Meetings with the Chief People Officer & General Counsel. • Meetings with the ELT, other senior leaders and key advisors.

BOARD PERFORMANCE REVIEW

Round Governance Services Limited (Round Governance) were appointed to undertake an external Board performance review in 2024 following the appointment of the new Non-Executive Directors. A comprehensive brief was given to Round Governance by the Company Secretary. The Board review took place between July and October 2024 and was designed to be forward-looking and a tool to galvanise and focus the Board and its new members. The review also provided an opportunity to capture the insights and experience of the outgoing Board member. Round Governance observed a Board meeting in September 2024, and support materials for briefing purposes were provided by the Company. In October 2024, detailed interviews were conducted with each Board member. Conclusions were discussed with the Executive Chair and subsequently with the whole Board at its meeting in February 2025.

The conclusions of that discussion are recorded in the minutes of the meeting. Following the Board's discussion, and in consideration of the recommendations made by Round Governance, the Board agreed on an action plan for 2025, which will be used as the basis for the next internal review of 2025.

KEY FINDING	PRIORITY ACTIONS FOR 2025	
CHAIR/CEO	• Continue to monitor the effectiveness of the combined role of CEO and the Chair. • CEO/Chair and SID are to work closely together to ensure the function and the role of the Chair are carried out.	• A succession plan to be formalised and reviewed annually for the CEO and the Chair. • An agreed pathway for the re-introduction of the separate role of the Chair be devised.
RISK	• Review top three biggest risks holistically. • Prepare for the 2024 UK Corporate Governance Code requirement that: Boards will have to make a specific declaration in the Annual Report that all material controls are operating effectively.	• Consider risk at every meeting, and particularly those agenda items requiring decision.
BOARD LOGISTICS	• Board papers to be provided to the Board at least 5 business days before the meeting. • Agendas for Board and Committee meetings to be reformatted to support clarity of decision making and appropriate time allocation.	
BOARD COMPOSITION	• Review the skills and experience of the Board members and prepare a reminder of the roles and functions of the executive director versus the non-executive director. • Succession plan to be approved for: i) the CEO and ii) key members of the senior leadership (short, medium, long-term plan).	• Executive Chair & CEO and the SID continue to work on building the relationships of the Board members outside of the Board room, to encourage more open discussion and debate inside the Board room from all Board members.
DECISION-MAKING	• Board decision making process should be developed to explicitly consider all stakeholders.	• Programme of engagement for Non-Executive Directors to engage with junior executives in different business areas to be created.

2022 INTERNAL BOARD EVALUATION PROGRESS AGAINST ACTIONS

The Board undertook an internal evaluation of effectiveness in 2022, which took the form of a detailed questionnaire and explored the functioning of the Board as a unit and the relationship between Board members. Progress against the actions was reported in 2023 and continued during 2024, in advance of the undertaking on the external Board evaluation. It was not considered appropriate to undertake an internal evaluation in 2023 due to the significant Board changes.

The key findings from the previous internal Board evaluation process, the Board-agreed actions to address recommendations and the current progress against those actions are detailed below.

KEY FINDING	PRIORITY ACTIONS	PROGRESS AGAINST ACTION
STRATEGY/ INTEGRATION	Oversee the integration of Countryside, a key activity for the Board and the Group in 2023. This should not be at the detriment of other strategic priorities which were to be reviewed in detail during the year, including: • Continuing development of the investment case; • Capital allocation; • Sustainability; • Customer; • Brand proposition; • Culture; and • Political/regulatory issues and changes.	The share buyback programme continued during 2024 with continued investor engagement in relation to the capital allocation programme. In 2024, a Vistry Culture Book was released to aid our people's understanding of how the Vistry culture is created through purpose, the Group's strategic priorities, people strategy, and values.
STAKEHOLDERS	• Receive direct input from and engagement with, a registered provider about their interaction with Countryside Partnerships; this item was deferred from 2022. • Receive more frequent feedback and insights from the Group's customer engagement activities. • Deepen understanding of shareholders' views.	During 2024, a partner perception survey was undertaken to understand feedback and information from partners/stakeholders to inform changes in Vistry's business strategy, operations and culture. The results also provide a methodology and scoring data set, which can be updated annually to demonstrate changes in Vistry's partners/stakeholder's attitudes over time.
SUSTAINABILITY	• Focus on continuing to develop reporting on verifiable baseline data and SBTi targets. • Incorporate sustainability metrics into the KPIs.	The Sustainability Committee has attendance from a Non-Executive Director, Helen Owers. The SBTi has verified both our Net Zero science-based targets and our near-term science-based targets.
BOARD COMPOSITION	• Continue to address Board composition and succession, taking into account natural attrition within the Board and the importance of diversity. • Evolve the Board's skills and experience to reflect the enlarged and more complex Group and to support its growth strategy.	There has been active consideration of the Board composition during 2024 with numerous changes, including the appointment of three new Non-Executive Directors (including a new Senior Independent Director). Following the appointment of Greg Fitzgerald as Executive Chair in May 2024, a Chair succession planning process has been ongoing during the year and a recruitment process to seek the appointment of an additional Non-Executive Director remains ongoing, with a focus on improving the diversity of the Board.
SUCCESSION PLANNING	• Continue succession planning for the senior leadership of the Group at both CEO/ELT and sub-ELT levels. • Focus on people development, including plans for the development of a more diverse leadership.	Succession planning and people development for the CEO, ELT and across the senior leadership of the Group has been an ongoing process throughout 2024 and shall remain a priority in 2025.
BOARD PAPERS	• Review the monthly financial information and KPIs to assess appropriateness for the enlarged Group and adapt as required.	Updated monthly financial information and KPIs are prepared.

NOMINATION COMMITTEE REPORT

ROB WOODWARD CBE
Nomination Committee Chair

COMMITTEE MEMBERSHIP, MEETINGS AND ATTENDANCE

The table below sets out the number of scheduled meetings attended out of the meetings members were eligible to attend.

Director	Joined	Attendance
Rob Woodward (Chair since 16 May 2024)	16 May 2024	2/2
Chris Browne	1 September 2014	5/5
Rowan Baker	18 May 2022	5/5
Paul Whetsell	18 May 2023	5/5
Helen Owers	18 May 2023	5/5
Usman Nabi	12 January 2024	4/4
Alice Woodwark	16 May 2024	2/2
Ralph Findlay (Chair and member until 16 May 2024)	18 May 2023	3/3

The CEO attended all meetings and the COO and CFO attended meetings by invitation. The Chief People Officer & General Counsel acts as secretary to the Committee.

The Committee's Terms of Reference are available at **www.vistrygroup.co.uk/investor-centre/corporate-governance.**

2025 PRIORITIES

- Progressing Executive and senior leadership succession planning across the Group for CEO and also at both ELT and below ELT levels.
- Focus on D&I initiatives to improve the diversity of the workforce including senior leadership succession planning.
- Overseeing search process for appointment of Independent Non-Executive Directors.

KEY RESPONSIBILITIES

- Reviews balance and composition of the Board.
- Maintains focus on succession planning.
- Leads recruitment process for the Board.
- Recommends appointment of Directors.
- Sets diversity policy.

2024 HIGHLIGHTS

- Recommending the appointment of Usman Nabi, Rob Woodward and Alice Woodwark as Non-Executive Directors and Rob Woodward as Senior Independent Director and Chair of the Nomination Committee.
- Overseeing the Senior Independent Director search process.
- Overseeing search process for additional Independent Non-Executive Directors.
- Planning for Executive and senior leadership succession across the Group at both CEO/ELT and below ELT levels in light of the updated strategy.
- Overseeing D&I initiatives to improve the diversity of the workforce including senior leadership succession planning.

DEAR SHAREHOLDER

This report provides a summary of the Nomination Committee's activities during the course of the year.

OUR ROLE

If we are to create sustainable value for all of our stakeholders, we must ensure that we have a skilled, diverse and effective Board and senior leadership team. In 2024, the Committee has continued its keen focus on Board composition, considering and supporting changes to the Non-Executive Directors and continuing to oversee the Chair transition.

As a Committee, we must ensure that we attract the best senior management talent to lead our business. And, having attracted the best, we must also ensure that we develop our people and retain them.

CHANGES TO MEMBERSHIP

During the year, there were a number of changes to the composition of the Committee. Usman Nabi was appointed to the Board in January 2024, and Alice Woodwark and I were appointed to the Board in May 2024 and all joined the Committee upon appointment. Ralph Findlay stepped down from the Board with effect from conclusion of the 2024 AGM and ceased to be Chair and a member of the Committee at the same time. I became Chair of the Committee from conclusion of the 2024 AGM.

All members of the Committee during 2024 were Independent Non-Executive Directors, with the exception of Ralph Findlay as Chair until he stepped down and Usman Nabi who is not considered independent.

BOARD COMPOSITION

The Board has continued to evolve over 2024 with a number of Board changes in the year and Greg Fitzgerald taking up the role of Executive Chair and CEO. In January 2024, Jeff Ubben stepped down as a Non-Executive Director and Usman Nabi was appointed to the Board as a Non-Executive Director. Usman is a highly experienced Board member and investor in both the United States and the United Kingdom. He is appointed to the Board as a representative of Browning West and the Company and Browning West have entered into an agreement which clarifies the obligations of, and relationship between, both parties in respect of Usman's appointment.

In April 2024, Chris Browne agreed to remain on the Board as an Independent Non-Executive Director for up to one more year to ensure continuity and allow the Board more time to recruit a further Independent Non-Executive Director. Chris was appointed in 2014 and has served for over nine years as a Non-Executive Director of the Company. She shall step down as a Non-Executive Director at the AGM in May 2025.

In May 2024 I was appointed as an Independent Non-Executive Director and Senior Independent Director, and Alice Woodwark was appointed as Independent Non-Executive Director. The Committee were pleased that Alice met their stated requirements of being a high quality individual with strong business capabilities with experience of working with the public sector. For the recruitment of the Senior Independent Director, the Committee were looking for the same qualities plus the individual having held leadership positions in a listed environment with strong governance experience, and were pleased to recommend my appointment to the Board as they considered I met these criteria. From conclusion of the 2024 AGM Ralph Findlay stepped down as Chair of the Board and as a Non-Executive Director.

The role specification for the Senior Independent Director (SID) approved by the Committee is unconventional as the SID is required to provide an enhanced governance role in light of the combined role of Executive Chair and CEO being in place.

A bespoke division of responsibilities was established to set out this enhanced role **www.vistrygroup.co.uk/investor-centre/corporate-governance**. As explained in the Chair's Governance Letter on pages 80 to 81, some of the functions that I perform as SID that would usually be undertaken by the Chair include that I:

- am the Chair of the Nomination Committee;
- lead the recruitment of non-executive directors and succession planning for the role of CEO;
- in conjunction with the Executive Chair and CEO, oversee the succession planning of executive management;
- lead the annual Board effectiveness review;
- hold regular meetings with the other Non-Executive Directors without the Executive Directors present to facilitate a full and frank airing of views;
- maintain an active dialogue with shareholders on governance matters; and
- provide enhanced oversight on corporate governance matters in conjunction with the Executive Chair and CEO.

In November, it was announced that Earl Sibley would no longer hold office as Chief Operating Officer, he ceased to be an Executive Director with immediate effect and stayed with the Group until 31 December 2024 to support a seamless and orderly transition of his responsibilities.

Helen Owers has informed the Board of her intention to resign as an Independent Non-Executive Director. She will remain on the Board until the earlier of an appointment or a replacement Independent Non-Executive Director of the end of 2025.

NON-EXECUTIVE DIRECTOR SUCCESSION PLANNING

In the second half of 2024, the Board commenced a search led by myself as Chair of the Committee for a high calibre independent Non-Executive Director to replace Chris Browne, taking into account the evolving needs for skills and the importance of diversity. A refreshed skills assessment was undertaken prior to commencing the search. This assisted the Nomination Committee to define the skills and experience that it wishes the new Non-Executive Director to bring to supplement the existing capabilities of the Directors and support the delivery of the Group's strategic objectives. The Committee has paused the search process until later in 2025. This is to provide stability to the Board following changes at the Executive leadership level.

When recruiting new Non-Executive Directors, members of the Committee interview selected candidates, who also meet with the Executive Directors. The Committee then recommends candidates for appointment to the Board. Decisions relating to such appointments are made by the entire Board based on a number of criteria including the candidate's skills and experience, the contribution they can make to our business and their ability to devote sufficient time to properly fulfil their duties and responsibilities. The specific criteria that the Committee is currently recruiting for include:

- a successful executive career with a demonstrable track record of building shareholder value operating at C-suite level;
- extensive Plc Board experience both as a non-executive and an executive director;
- proven experience in driving commercial value; and
- the benefits of diversity, including gender and ethnicity.

SENIOR LEADERSHIP SUCCESSION PLANNING

Our employees underpin the delivery of our strategy and they are key to our success. Recognising this, the Group's ability to attract, retain and develop a committed, motivated and engaged workforce is a key area of focus for the Board.

During the year, the Committee received a detailed succession planning update on the ELT taking into account evaluations and other key information arising from our leadership development programmes. While there was appropriate succession in place for certain of these roles, the review highlighted the importance of ensuring there was sufficient bandwidth to deliver the Group's strategic plan and of developing the next generation of senior leaders within the business. This will continue to be a key focus for the Committee during 2025.

At the end of 2024 the ELT was reorganised following the issues in the South Division and the departure of the COO. We were pleased to see the promotion of James Warrington and Adam Daniels to the ELT with expanded operational duties, with other existing members of the ELT seeing changes to their responsibilities.

DIVERSITY AND INCLUSION

We are committed to achieving diversity and inclusion (D&I) across the Group. As at 31 December 2024, the proportion of women on the Board was 44% with no senior board member being a woman and one member of the Board from a minority ethnic background. Therefore, we are pleased to have made progress against the diversity targets in Listing Rule 6.6.6(9) and the Board currently meets two of the diversity targets and shall continue to take the diversity requirements into account when it recommences its recruitment process for Non-Executive Directors. The Committee acknowledges that the recruitment of the Senior Independent Director during early 2024 was an opportunity to address the target in LR 6.6.6(9)(ii) that at least one senior role on the Board is held by a female. However, it was felt that the recruitment for the unconventional, enhanced governance remit of the Senior Independent Director should not be shaped in any way by the expectation to meet diversity requirements.

The Committee has continued to monitor the implementation of the Group's Diversity and Inclusion policy and the plans and activities in place to ensure that we attract and retain a diverse range of employees and create an inclusive working environment.

The Diversity and Inclusion policy applies to the Board and the Company as a whole and can be accessed at **www.vistrygroup.co.uk/investor-centre/corporate-governance.**

The ongoing oversight of succession planning for senior management addresses the importance of an appropriate balance of skills, experience and knowledge along with diverse representation.

The table below details the gender and ethnicity of the Board and ELT as at 31 December 2024 in accordance with Listing Rule 6.6.6(9). Directors and ELT members were asked to self-declare against the Office for National Statistics classification.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	5	56%	3	4	86%
Women	4	44%	-	1	14%
White British or other White (including minority-white groups)	8	89%	3	7	100%
Mixed/Multiple Ethnic groups	1	11%	-	-	-
Asian/Asian British	-	-	-	-	-
Black/African/Caribbean/Black British	-	-	-	-	-

Note: Executive management includes ELT members but excludes the CEO and CFO.

Stephen Teagle as Chair of the Diversity & Inclusion Committee provided a detailed update to the Committee in the year. The focus of the activities of the Diversity & Inclusion Committee is to embed diversity and inclusion within the Group through five pillars of communication, access, engagement and attraction, practices and policies and education. The achievements of the Diversity & Inclusion Committee are supported by the four active Diversity & Inclusion networks that operate across the Group: Women's Network, Religion, Ethnicity and Cultural Heritage (REACH) Network, Pride Network and Accessibility Allies Network.

The provision of applicant diversity data had improved through initiatives in conjunction Women into Construction, BPIC (Black People in Construction) and the Armed Forces. A key focus is improving the level of diversity data provided by employees in order to set meaningful targets for improvement.

The Group continued to make a number of senior appointments in the year to women with overall 117 female promotions of which ten were to Director level roles and one Managing Director role. We will continue to focus on all aspects of diversity within the senior leadership. Further information about our D&I agenda are set out on page 53.

CORPORATE GOVERNANCE

Non-Executive Directors' service contracts are renewed on a three-year basis, with rigorous scrutiny being applied prior to approval of a third three-year term, subject to satisfactory performance and there being no need to re-balance the Board. The third year of the third term extends until the subsequent AGM.

The work of the Committee also comprised more routine business, including nominations for appointment at the 2024 AGM and approval of the Committee report for inclusion in the 2023 Annual Report and discussion of the outcomes.

As highlighted above, from time to time we engage international search and selection firms including Russell Reynolds, Egon Zehnder and Inzito. Russell Reynolds, Egon Zehnder and Inzito have no connection with the Group or individual Directors, other than they may be engaged to assist with senior management appointments and leadership development from time to time. All firms are signatories to the Voluntary Code of Conduct for Executive Search.

BOARD PERFORMANCE EVALUATION

In accordance with good governance practice, we usually undertake an annual evaluation to ensure that the Board, its Committees and each Director performs effectively. The Code requires that such evaluation is externally facilitated at least every three years. As reported in the 2023 Annual Report and Accounts it was decided to defer the external evaluation until Spring 2024 due to the evolution of the Board taking place at the end of 2023 and into May 2024. Round Governance Services Limited (Round Governance) were appointed to undertake an external Board performance review during 2024 following the appointment of the new Non-Executive Directors. Round Governance have no connection with the Group or individual Directors. It has the benefit of understanding the Company by having been involved with the project management of the Annual Report and Accounts. Further details of the Board performance review and its findings can be found on pages 106 and 107.

ROB WOODWARD CBE
Chair of the Nomination Committee

25 March 2025

AUDIT COMMITTEE REPORT

ROWAN BAKER
Audit Committee Chair

KEY RESPONSIBILITIES

- Oversees the integrity of the Group's financial statements and formal announcements, including providing advice to the Board on whether the Annual Report and Accounts are fair, balanced and understandable.
- Reviews significant accounting and financial reporting judgements.
- Monitors internal controls and the risk management framework.
- Monitors the effectiveness of the internal audit function, including reviewing the internal audit plan and audit reports and agreeing necessary actions.
- Reviews the effectiveness, scope, cost and independence of the Group's external auditors and makes recommendations to the Board with regards to appointing, reappointing or removing the external auditors.

2024 KEY ACTIVITIES

- Oversaw the internal and independent investigations into the cost forecasting issues identified in the South Division to verify the nature and scope of the issues, confirm the financial impact, and determine any resultant actions required. Considered the effect on the financial statements and critically appraised the remedial actions taken by management to ensure that they fully addressed the issues.
- Monitored the Group's internal control systems and risk management processes and oversaw the ongoing standardisation of controls. Reviewed the findings from the investigations on the cost forecasting issues in the South Division to consider the implications on the effectiveness of the Group's control environment.
- Reviewed the integrity of the Group's financial reporting, including significant accounting judgements, and advised the Board that the 2024 Annual Report and Accounts are fair, balanced and understandable.
- Maintained oversight of the external and internal audits, including their additional procedures in response to the cost forecasting issues in the South Division.
- Ran a competitive tender process during April to June 2024 for the external audit for the 2025 financial year. Made a recommendation to the Board to reappoint PricewaterhouseCoopers LLP (PwC) as the Group's external auditors, which was accepted by the Board subject to shareholder approval at the next Annual General Meeting.
- Oversaw the work led by the Group's Internal Audit and Risk Director to prepare for the changes in the Corporate Governance Code 2018 (the Code), specifically in relation to Provision 29.

2025 PRIORITIES

- Monitor the ongoing effectiveness of the remedial actions taken to address the cost forecasting issues that arose in the South Division.
- Oversee the ongoing programme of control and process enhancement and standardisation across the Group.
- Review the recommendations of the Group's Internal Audit and Risk Director to ensure that the Group has appropriate arrangements in place to review internal controls in accordance with the revised Corporate Governance Code requirements.

COMMITTEE MEMBERSHIP, MEETINGS AND ATTENDANCE

The table below sets out the number of scheduled meetings attended out of the meetings members were eligible to attend:

Director	Joined	Attendance
Rowan Baker (Chair since 18 May 2022)	18 May 2022	5/5
Chris Browne	1 September 2014	5/5
Paul Whetsell	18 May 2023	5/5
Helen Owers	18 May 2023	4/5
Rob Woodward	16 May 2024	4/4
Alice Woodwark	16 May 2024	4/4

Regular other attendees included: the CEO, COO, CFO, Group Financial Controller, Director of Financial Reporting, Internal Audit and Risk Director, the external auditors and the Chief People Officer and General Counsel (who acts as secretary to the Committee).

At the end of each Committee meeting, time was allowed for the Committee to speak with the external auditors and the Internal Audit and Risk Director without management present. During the year, the Committee Chair also met privately with the external audit lead partner on a regular basis.

The Committee's Terms of Reference are available at **www.vistrygroup.co.uk/investor-centre/corporate-governance.**

DEAR SHAREHOLDER

On behalf of the Board, I am pleased to present the report of the Audit Committee for the year ended 31 December 2024. The Committee plays a key role in supporting the Board to ensure that there is appropriate oversight and challenge of financial reporting, risk management and internal controls and this report sets out how we discharged our responsibilities during the year. In performing our duties, we have complied with the requirements of the Code and followed FRC best practice guidance.

In addition to the Committee's normal cycle of activities and the planned tender process to select an external auditor for the 2025 financial year, we spent a substantial amount of time responding to the cost forecasting issues that were identified in the Group's South Division in the last quarter of the year.

SOUTH DIVISION COST FORECASTING ISSUES

Following the cost forecasting issues identified in the South Division and described in the strategic report on pages 7 to 8, the Committee:

- initiated a programme of internal and independent investigations to verify the nature and scope of the issues, confirm the financial impact, and determine any resultant actions required;
- considered the impact of these issues on the 2024 Annual Report and Accounts including the effect on prior years and the potential need to restate previously reported results;
- reviewed the remedial steps taken by management, including changes to the organisational structure and improvements to the Group's financial systems and internal controls, and considered whether they were sufficient and appropriate to avoid similar issues arising again; and
- discussed with the Group's external auditors the impact on the scope of their work as a result of the issues.

Investigations

The independent review was carried out by a forensics team of a leading Global accounting firm reporting to the Chair of the Audit Committee. An additional Committee meeting was held in November where the findings were presented. The scope of the review primarily focused on the cost forecasting process, culture and management in the South Division, and also included a wider review across the Group to ascertain if similar issues to those identified in the South Division existed in other parts of the business. The independent reviewers conducted interviews with management across the South Division's four regions, reviewed the specific site issues, met with the management of all the other five divisions and 22 regions, and interviewed executive leaders and other Group function personnel.

The independent review reported on:

- the sequence of events leading to the identification of issues in the South Division;
- the actions taken by management upon the issues becoming known;
- whether the issues identified were specific to the South Division or more widespread;
- the culture within the South Division and more broadly across the Group; and
- the site forecasting process ("Cost Value Reconciliations", or CVRs) and associated risk reporting process.

In addition to the work undertaken by the independent firm, additional internal and external investigations and review processes have been conducted. These activities have included:

- deep-dive reviews on all four regions in the South Division by interim South Division management and others from outside the South Division;
- mandated attendance by divisional and regional management, internal audit and other management at the detailed CVR reviews for all other regions in October;
- balance sheet reviews of all regions by finance management independent of the division;
- HR investigations;
- assessment for any non-compliance; and
- review of senior management talent and organisation structure.

The review findings confirmed that Group management took robust and prompt action upon becoming aware of the issues. The specific issues were found to be materially confined to the South Division and could be attributed to insufficient management capability, non-compliance with the Group's commercial forecasting processes, poor divisional culture and improper practices by specific individuals. The South Division was led by a management team from the former Housebuilding business and the Managing Directors of all four regions within the South Division were from the Group's former Housebuilding business. None of the Group's other divisions are managed exclusively by former Housebuilding management. The independent review highlighted the pressure being felt from organisational change as a fundamental driver for the issues in the South Division.

The review findings suggested that the Group does have appropriate key controls in place but that they were not operated effectively by individuals in the South Division and recommended a number of improvements to ensure that they are as robust as possible. Strict adherence to the Group's life of site processes, which were created to ensure a consistent, standardised approach for the Partnerships model across the business, will be the focus of additional assurance activity. Some areas of regional cultural and process inconsistencies and non-compliance have been noted, mainly linked to the business background of the region and the stage of transition to the standardised model.

Remedial steps to address controls in the South Division

As a result of the issues that arose during the year, management implemented a number of changes including a review of the operational structure; issuing Group-wide communications to reinforce the importance of the Group's Culture Book and the mandatory adoption of our Commercial life of site process, both of which were initially launched earlier in the year; alongside a range of enhancements to our systems and processes.
The Committee was satisfied that the control changes made or being implemented address the findings of the investigations and will continue to monitor their effectiveness.

Impact of cost forecasting issues on financial statements

The cost forecasting issues had a significant and material impact on the results for this financial year. Consideration was given to whether any of the additional forecast costs should have been identified and accounted for in prior periods. If there was a failure to use, or misuse of, reliable information that was a) available when the financial statements were authorised for issue and b) could reasonably be expected to have been obtained and taken into account in preparing those financial statements, then this could lead to an accounting error that requires adjustment. If this was the case, the full-life margin expectation should have been adjusted at the time. IAS 8 requires that information acquired with the benefit of hindsight should not be taken into account, therefore events that have occurred subsequently and which could not have been reasonably forecasted at the time, such as subcontractor failure, updated cost estimates upon obtaining new tenders or operational challenges on site, do not constitute an error. These are changes in estimates, which are accounted for at the point that the event triggering the change occurred.

A review of the forecasted cost increases on projects in the South Division was undertaken to identify the reasons for each of the changes and when they could and should reasonably have been known about. The results of the exercise showed that whilst most of them were due to events arising in 2024, there were some which could have been known about in earlier periods. The aggregate quantitative impact as at 31 December 2023 was material and therefore the 2023 financial statements have been restated. This reduced opening reserves as at 1 January 2023 by £6.2m, profit before tax for the year ended 31 December 2023 by £11.8m and closing retained earnings as at 31 December 2023 by £14.6m. Further detail is included in note 1 to the financial statements.

There were also certain contracts at 30 June 2024 where there were errors principally due to unrealistic cost assumptions and, as a consequence, when we publish our half-year accounts for the period ended 30 June 2025 we intend to restate the comparative for the half-year ended 30 June 2024 to reduce profit before tax by c. £65m.

COMMITTEE MEMBERSHIP

Committee membership is determined by the Board following a recommendation from the Nomination Committee and is kept under review as part of the Committee's performance review. The composition of the Committee changed during the year to reflect changes to the Board's membership. New members to the Committee received an induction and all members attended an interactive session on the Group's material accounting policies relating to revenue and profit recognition.

In compliance with the Code, the Committee is comprised exclusively of Non-Executive Directors, and each member is considered to be independent by the Group. The Committee members bring a wide range of sectoral and other competence and experience that enables the Committee to provide constructive challenge and support to management. The Board has determined that as a chartered accountant and current CFO of a listed business I have recent and relevant financial and sectoral experience and is satisfied that the Committee had competence relevant to the sector and its overall responsibilities throughout the year.

ROLE AND RESPONSIBILITIES

The primary role of the Committee is to assist the Board in providing effective governance over the Group's financial reporting, risk management and internal controls. The Committee considers that it has been compliant with the Code and the FRC Guidance on Audit Committees and applied the FRC's Audit Committees and the External Audit: Minimum Standards. Meetings are scheduled in line with the Group's financial reporting timetable and a formal agenda is followed at each meeting to ensure that all elements of the Committee's remit are covered. Detailed papers and information are circulated sufficiently in advance of meetings to allow full and proper consideration of the matters for discussion. Unless otherwise noted, the Committee carried out its work using available information supplied by management at the time of the discussions. Relevant management attend Committee meetings to present the detailed papers and enable the Committee to raise questions and challenge as appropriate.

The Committee's key activities during the year are set out in the following table:

		MAR 2024	JUL 2024	SEP 2024	NOV 2024	DEC 2024	MAR 2025
	AREA OF RESPONSIBILITY	2023 Full year results	Audit tender	2024 Half year results	South Division cost issues	Interim audit & internal audit	2024 Full year results
ACTIONS TAKEN	**FINANCIAL REPORTING**						
	Considered the impact of the cost forecasting issues in the South Division on the 2024 Annual Report and Accounts including the effect on prior years and the potential need to restate previously reported results.				●	●	●
	Undertook fair, balanced and understandable review of the Annual Report and Accounts, including consideration of the appropriateness of the Alternative Performance Measures.	●					●
	Reviewed significant accounting judgements made in preparing the financial statements.	●		●		●	●
	Reviewed the viability assessments and management's process and assumptions for assessing viability.	●					●
	Reviewed the going concern statement and management's forecasts and projections for the going concern review period.	●					●
	Conducted a review of the half-year going concern assessment.			●			
	Reviewed the half year and full year financial and narrative statements and trading updates, including the alternative performance measures presented.	●		●			●
	Considered the accounting policies and practices applied, including in respect of any exceptional items during the year.	●				●	●
	Reviewed the TCFD statement and the Group's approach to TCFD.	●					●
	RISK MANAGEMENT AND INTERNAL CONTROLS						
	Reviewed and challenged the findings from the internal and independent investigations into the root cause of the issues in the South Division and considered whether the remedial steps taken by management are sufficient and appropriate to avoid similar issues arising again.				●	●	●
	Formally reviewed the effectiveness of the risk identification process and the approach taken by the Group to address climate-related financial risk.	●					●
	Reviewed and evaluated the effectiveness of the Group's internal financial control and risk management systems, including obtaining assurance that at the balance sheet date controls were operating effectively as evidenced through, for example, the internal self- certification exercise and testing by internal audit.	●		●	●	●	●

ACTIONS TAKEN – AREA OF RESPONSIBILITY	MAR 2024 2023 Full year results	JUL 2024 Audit tender	SEP 2024 2024 Half year results	NOV 2024 South Division cost issues	DEC 2024 Interim audit & internal audit	MAR 2025 2024 Full year results
RISK MANAGEMENT AND INTERNAL CONTROLS - CONTINUED						
Monitored and reviewed the awareness of the Group's whistleblowing process, the effectiveness of the process, the types of issues raised and how such matters are investigated.	●		●		●	●
Reviewed and approved the Group's anti-bribery policy.					●	
Monitored the Group's approach to and controls around cyber and IT security.	●		●			●
Considered the Group's preparations for implementation of Provision 29 of the Code.	●		●		●	●
INTERNAL AUDIT						
Reviewed and challenged the work of the Group's internal audit function, including considering whether the team has adequate resources and the right mix of skills and experience.	●		●		●	●
Monitored the effectiveness and performance of the Group's internal audit function in connection with the 2024 internal audit plan.	●		●		●	●
Reviewed the appropriateness of the 2025 proposed internal audit plan.					●	●
Reviewed and approved the internal audit charter.					●	
EXTERNAL AUDIT						
Scrutinised the independence and objectivity of the external auditors.	●					●
Ran a competitive tender process and recommended to the Board the firm to be appointed as the Group's external auditors for the 2025 financial year.		●				
Reviewed and approved the external auditors' audit plan / updated audit plan for the 2024 financial year.			●		●	
Evaluated the performance and approach of the external auditors and the effectiveness of the external audit process during the audit.	●					●
Monitored compliance with our Group policy on the engagement of the external auditors to supply non-audit services.	●		●		●	●
GOVERNANCE						
Annual performance evaluation of the Committee and reviewing outputs.	●				●	●
Annual review of Committee Terms of Reference.					●	

FINANCIAL REPORTING

The Committee's oversight role includes ensuring the integrity of the financial statements and related announcements. The Directors are responsible for preparing the Annual Report and Accounts. The Committee is responsible for reviewing and reporting to the Board on the clarity and accuracy of the Annual Report and Accounts and the half-year financial statements. In carrying out its duties, the Committee is required to assess whether suitable accounting policies have been adopted and to challenge the robustness of significant judgements and estimates. This process involves reviewing relevant papers prepared by management in support of the policies adopted and judgements and estimates made and confirming that they remain appropriate for the Group. The papers are discussed with the CFO and the external auditors. In addition, the Committee reviews the external auditors' year end report to the Committee on the work it performed and findings from the annual audit.

SIGNIFICANT MATTERS CONSIDERED BY THE COMMITTEE IN RELATION TO THE FINANCIAL STATEMENTS

The following table shows what we consider to be the key accounting matters which required the exercise of judgement during the year:

FOCUS AREA	ACTIONS TAKEN BY AUDIT COMMITTEE
PRIOR YEAR RESTATEMENT A root cause analysis was undertaken to consider whether any of the cost forecasting issues identified in the South Division should have been identified and accounted for in prior periods. This led to a restatement of the 2023 financial statements.	• Reviewed and challenged the analysis undertaken by management to understand the root causes of the cost movements and considered whether any of these met the definition of an error from IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. • Reviewed the output of the calculation of the profit impact of the items that were errors to consider whether this was material, taking account of quantitative and qualitative factors. Concurred that a restatement of the prior year was required. • Reviewed the disclosures in the Annual Report and Accounts. • Discussed with the external auditors the procedures which they had undertaken and checked that no significant findings with the final treatment adopted had been raised.
ESTIMATION OF SITE COSTS TO COMPLETE When revenue is recognised for each customer contract, the blended site margin is used to calculate either revenue or cost of sales depending upon whether the Group is using an input or output method. The blended site margin is dependent on a number of assumptions, especially forecasted costs to complete. Management make this estimate based on a combination of historical experience and future expectations. These estimates are regularly reviewed and challenged by management through the CVR process. This relies on a high level of judgement and estimation, particularly given that future build costs are inherently uncertain. An accurate assessment of the blended full-life margin is also critical to ensure that the Group's inventories (predominantly in land and housing work in progress) are correctly recorded at the lower of cost or net realisable value.	• Considered the findings of the investigations that were carried out following the cost forecasting issues identified in the South Division and was satisfied that these demonstrated that the CVR process is an effectively designed control. The issues that arose during the year were confined to the South Division where the CVR process was not properly followed due to insufficient management capability and poor divisional culture. Remedial action was taken to address this during the year by enhancing the process and ensuring that the year end CVR process was operated effectively across the Group, including in the South Division. • Reviewed and challenged papers prepared by management for sites where there was a greater than normal level of judgement or complexity required to make estimates. • Discussed with the external auditors the increased scope of procedures which they had undertaken following the cost forecasting issues in the South Division and checked that no significant findings had been raised.

FOCUS AREA	ACTIONS TAKEN BY AUDIT COMMITTEE
USE OF ADJUSTED MEASURES Non-IFRS or adjusted measures provide a more meaningful and useful assessment of business performance and reflect the way the business is managed. They are also used in determining annual and long-term incentives for remuneration and are widely used by our investors. There is a risk that their inappropriate use could distort the performance of the business. The Group primarily uses adjusted measures to cover three main areas: · Exceptional costs that are one-off in nature and are material enough to disclose separately. · The amortisation of acquired intangible assets. · The presentation of the Group's share of joint venture operating results.	· Reviewed restructuring and building safety costs against the definition of exceptional items and was satisfied with the treatment adopted. · Considered the nature of amortisation of acquired intangible assets and concluded that it is appropriate for it to be excluded from underlying measures of performance. · Considered the rationale for showing the share of joint venture operating results on a line-by-line basis in the adjusted performance measure rather than as a single item in the profit and loss account and concluded that this provides useful information to a reader of the accounts. · In making its assessment, the Committee was satisfied that the use of adjusted performance measures is consistent with prior years and appropriate. · Reviewed the disclosures in the Annual Report and Accounts which explain the adjusted performance measures and reconcile them to the IFRS measures to consider whether they were sufficiently clear. · Discussed with the external auditors the procedures which they had undertaken and checked that no significant findings had been raised.
PROVISION FOR BUILDING SAFETY The Group has a provision of £324.4m (2023: £289.0m) for building safety issues. The provision increased by £117.1m during the year as a result of additional buildings, increased tender costs and a greater scope of works on existing buildings. Significant judgement is required to assess the scope of works on affected buildings and therefore quantify the provision.	· Reviewed the underlying analysis to understand the potential remedial work required, the number of buildings affected and management's methodology for quantifying the most likely case for cost to remediate. · Reviewed the disclosures in the financial statements in the context of the requirements of IAS 37 Provisions, Contingent Liabilities and Contingent Assets and was satisfied that the disclosures made correctly reflect the Group's position. · Discussed with the external auditors the procedures performed over this analysis to address the risk of any material misstatement of the provision and checked that no significant findings had been raised.
IMPAIRMENT REVIEW Management undertake an annual review, or at other times if circumstances indicate a possible issue, to determine if the carrying value of the Group's net assets are impaired. This requires the exercise of judgement and use of estimates, including future cash flows and discount rates. The Group has goodwill of £827.6m (2023: £827.6m). Management also consider whether there are any events or circumstances that would indicate that the carrying amount of the investments in subsidiary undertakings of £2,511.8m (2023: £2,506.3m) may not be recoverable.	· Considered the basis of the cash forecasts used to support the Group's goodwill balance. · Reviewed the discount rate applied to the cash flows and concluded that it was appropriate. · Considered management's review of how the carrying value of the Group's net assets and the carrying value of investments in subsidiary undertakings compares to the Group's market capitalisation, noting the underlying performance of the Group. · Considered detailed reporting from, and held discussions with, the external auditors on the matters concerned, whose view was consistent with management's conclusions. · Concluded that there was no requirement to impair goodwill or investments in subsidiaries, that the disclosures, including on the sensitivities applied, are appropriate and, on this basis, approved the disclosure in the financial statements.

FOCUS AREA	ACTIONS TAKEN BY AUDIT COMMITTEE
GOING CONCERN AND VIABILITY STATEMENTS There are many external factors impacting the Group currently including upward pressure on inflation, an uncertain interest rate environment and a housing market in which Open Market sales levels remain subdued compared with historical benchmarks, but demand from partners for affordable homes is strong. In this context, the Directors are required to consider whether or not it is appropriate to prepare the financial statements on a going concern basis, and whether or not the Group remains viable in the medium-term.	· Reviewed the Group's going concern and viability statements. · Reviewed and challenged the forecasted cash flows and income statement prepared by management which formed the baseline for the modelling used to assess the Group as a going concern and its medium-term viability, as well as the assessment for the impairment of goodwill. · Reviewed a series of stress tests performed by management on the forecasts and satisfied itself that these appropriately reflect the Group's principal risks. Considered the impact these tests would have on the ability of the Group to remain a going concern, remain compliant with banking covenants and be viable in the medium-term. The Committee has formed an opinion on the likelihood of these stressed events occurring, the proposed mitigations in a severe but plausible downside scenario, and has also reviewed the circumstances required for the Group to not be able to access cash or committed funds. · Considered the key terms of the Group's existing financing arrangements and concluded that the borrowing facilities available to the Group are appropriate. · Considered the likelihood of the Group being able to agree suitable financing arrangements when the existing revolving credit facility and term loan mature in 2026. · Reviewed and challenged the appropriateness of a 15-month going concern review period. · Formed an opinion as to the ability of the Group to remain a going concern for at least 12 months from the date of this report and make its recommendation to the Board. · Considered the work undertaken by the external auditors and checked that no significant findings has been raised with the final model and assumptions.
FAIR, BALANCED AND UNDERSTANDABLE One of the key provisions of the Code is for the Board to confirm that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for users to assess the Group's position, performance, business model and strategy. The Committee is requested by the Board to provide advice to support the assertion.	At the request of the Board, the Committee made an assessment based on a review of the processes and controls put in place by management, including management confirming that each section of the report has been subject to rigorous review processes including: · Ongoing internal review by members of the Annual Report and Accounts project team; · Final review of the Annual Report and Accounts by members of the ELT; · Committee and Board review of the Annual Report and Accounts in sufficient time to facilitate their review and challenge on disclosures where necessary and with all comments received being considered by the owners of the relevant section of the report; and · External review by advisers, including the external auditors. On this basis, the Committee was able to advise the Board that it could make the required statement that the Annual Report and Accounts is fair, balanced and understandable and provides the information necessary for shareholders and other stakeholders to assess the Group's position, performance, business model, strategy and principal risks and its disclosures in relation to TCFD and ESG.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for the Group's risk management framework and risk appetite. The Group's risk management process and system of internal controls were in place for the full year and up to the date of approval of the Annual Report and Accounts. They are in line with the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting and comply with the requirements of the Code. Whilst weaknesses in controls were identified in the South Division, these were isolated and the Audit Committee was satisfied that, at the balance sheet date, any significant failings or weaknesses had been adequately remediated.

The Committee supports the Board in reviewing the effectiveness of risk management, assessing and reviewing the Group's principal and emerging risks. Further detail is provided in the Risk Management section on pages 68 to 75.

The Committee also keeps internal controls under review, including assessing the relationship between the internal and external audit functions, the results of internal audit work, and the overall effectiveness of the internal audit process.

Key controls and processes include:

- A defined organisational structure with appropriate delegation of authority across all levels of the organisation.
- Formal authorisation of all land purchases, bulk sales and formation of new joint ventures, with clear guidelines on appraisal criteria and process.
- The distribution of a Group Finance Manual which outlines accounting policies to be followed.
- The preparation and review of monthly management accounts including balance sheet reconciliations.
- Comprehensive reporting against annual budgets, KPIs and regular forecasting.

INTERNAL AUDIT

The internal audit function's role is to systematically, independently and objectively assess the adequacy and effectiveness of the risk management systems and key internal controls over the Group's operations, financial reporting, IT systems, and risk and compliance processes. The function is a critical component of the Group's corporate governance framework providing support and assurance to the Board, Committee and management in the execution of the Group's strategy. It provides recommendations to address key issues identified and improve processes and controls and delivers important insight on issues of culture and employee values and behaviours.

The internal audit team has a blend of experience consisting of core expertise in risk and assurance, alongside industry experience from within the Group. This enables the team to provide general risk and business specific assurance. The internal audit team also oversees regional control compliance and undertakes commercial and cost auditing using specialist skilled resource. It continues to maintain a budget for co-sourced expertise to be brought in to provide more specialised reviews, such as IT, and to take advantage of focused data analytics.

During 2024, internal audits were undertaken in accordance with the Committee's agreed plan for the year. Regular updates were provided to the Committee on the status of ongoing audits and action closure. The Committee monitored progress against the plan, discussed the results of all audits undertaken and monitored relevant actions to address recommendations. The internal audit team also supported the internal investigations that were undertaken in relation to the cost forecasting issues in the South Division.

The Board and ELT also commenced activity to address the revisions to the Code, which were set out at the beginning of 2024. The main change, in effect for periods beginning on or after 1 January 2026, concerns strengthening risk management and internal control requirements defined within the updated Provision 29. Principle O now references the need for boards to establish and maintain the risk management and control framework. The Board are fully supportive of this change and are monitoring compliance to the new provisions set out in the revised code through the Audit Committee. A roadmap for full compliance has been approved by the Board, including improvements which are underway to increase the level of formality and Board involvement. These include:

- A significantly enhanced fraud risk assessment with a new supporting process for the identification, review and reporting of both known and potential fraud risks.
- A formal definition of all operational, financial, IT and People related controls to achieve a greater level of standardisation and definition which is supportive of the Group's strategy. New members of the ELT will sponsor each discipline and we have already completed a full refresh of all our life of site operational standards – from procuring land to closing down our completed sites.
- Continued investment in single systems across our Group that support automation of control, with alignment to our quarterly declaration for each region to ensure system usage and standardisation.
- A dedicated auditor within the internal audit team focusing on regional controls and self-assessment follow up and testing.
- Standardised Board control reporting and sign-off processes.

The Committee also considered and approved both the headcount and organisational design of the internal audit team to ensure appropriate scale and expertise. They recommended that, whilst the internal audit function is operating effectively, a greater proportion of the audit plan should be dedicated towards more granular testing of controls, in particular the CVR process following the cost forecasting issues that arose in the South Division during 2024.

The Committee approved the 2025 internal audit plan that provides a balance of thematic reviews across the whole Group, alongside specific audits of regional businesses and individual projects with a focus on the commercial aspect due to faster build and quicker turn of capital. Specific areas of focus for the internal audit team have been agreed as follows:

- Commercial controls compliance
- Partner compliance and customer related processes
- Special Projects
- Performance management
- Modern slavery

ENTERPRISE RISK MANAGEMENT

The framework and processes the Group operates to manage risk are set out on pages 68 and 69.

During the year, the Committee monitored and reviewed the Group's risk management activities and processes through reports at each Committee meeting. The Committee reviewed the work of the Risk Oversight Committee's bottom-up and top-down process utilised to identify risks, the movement of principal risks, identification of emerging risks and the risk appetite. Following the strategic change, the Committee was updated on how the approach of the Risk Oversight Committee was evolving to reflect the key challenges impacting the Group from external factors, integration and economic factors.

WHISTLEBLOWING

Throughout 2024, the Committee has reviewed the operation of the independent third party managed whistleblower hotline to enable employees and third parties to report matters of concern. The Committee has continued to receive reports on ongoing and concluded investigations. The Committee also considered the actions taken by management as a result of the investigations.

EXTERNAL AUDIT

AUDIT TENDER

PwC were first appointed as external auditors for the 2015 financial year following the completion of a competitive tender process. The current lead audit partner is Richard French, whose tenure commenced for the 2021 financial year.

A competitive tender process was conducted during Q2 2024, with the timing of the process allowing for an external auditor to be in place for the 2025 financial year.

The Committee identified suitable firms to be invited to tender based on a desktop review of their experience, track record and capacity to perform the audit of a Group of our scale and complexity. Four audit firms were invited to tender, including the incumbent firm, PwC, who had indicated its wish to participate in the process to seek reappointment, and one mid-tier firm. One of the firms declined to tender. The ensuing process for PwC and two other firms was led by the Committee Chair and encompassed:

- An invitation to tender document was issued including details of the Group, our strategy, management team, tender timetable, requirements and selection criteria;
- A data room was provided including sufficient further information on the Group for a detailed and considered proposal to be made;
- All firms attended an individual site visit to one of our projects to give them a better understanding of the Group and see our strategy in practice; and
- All firms attended a series of one-to-one meetings with the Committee Chair and selected members of the ELT and management from finance, tax, internal audit and IT.

The tender process concluded with the submission by each firm of a written tender proposal document and a presentation by each firm to a selection panel comprising the Committee Chair, selected members of the ELT and management. An assessment of the overall tender process and each firm's proposal was made by the selection panel by scoring firms against the selection criteria which were set at the outset of the process and included team and partner capability and competence, audit approach, audit service, firm reputation and quality, behaviour and deliverables, knowledge and understanding of the Group and cost. A written summary of the scoring and recommendations of the panel was discussed with the full Committee and a recommendation was then made to the Board that PwC should be reappointed as the Group's external auditor. Our 2025 AGM Notice contains a resolution to this effect. There are no contractual restrictions on the choice of external auditor. The AGM Notice also contains a resolution to give the Directors authority to determine the external auditor's remuneration, which provides a practical flexibility to the Committee.

The Committee ensured that the tender was conducted in accordance with the Audit Committees and the External Audit: Minimum Standard. The Group has complied with the provisions of the Competition & Markets Authority Order, including the provisions in relation to the external auditor's appointment highlighted above, and the appointment of the external auditor for non-audit services.

INDEPENDENCE, QUALITY AND EFFECTIVENESS

An important part of the Committee's role is to oversee the Group's relationship with the external auditors and to carry out an annual assessment of its independence and objectivity, taking into consideration relevant UK law, regulations, the Ethical Standards and other professional requirements.

The Committee is also responsible for overseeing the quality and effectiveness of the external audit. Relations with the external auditors are managed through a series of meetings and regular discussions and the Committee ensures a high-quality audit by challenging the external auditors' work.

- At the meeting in September 2024, the Committee reviewed and challenged the proposed audit plan, noting the scope of work to be undertaken and the key audit matters being addressed by the external auditors at the time and the proposed level of materiality.
- At the meetings in November and December 2024, the Committee reviewed and challenged the proposed increase in audit procedures to address the cost forecasting issues in the South Division and noted the revisions to the level of materiality as a result of the reduction in the Group's profit before tax.
- At the meeting in March 2025, the Committee reviewed the external auditors' fulfillment of the agreed audit plan, the results of the additional procedures undertaken as a result of the cost forecasting issues in the South Division, and the work performed by the auditors to test management's assumptions and estimates in relation to key audit risks. The Committee also reviewed a summary of the results of questionnaires completed by senior members of the finance teams across the Group rating PwC's audit in areas including: the experience and expertise of the audit partner and team; knowledge of our business; the quality of planning, delivery and execution of the audit and the extent to which the audit plan was met, and the robustness and perceptiveness of the work performed.
- The Committee reviewed the independence and objectivity of the external auditors, taking into account the degree of challenge to management and the level of professional scepticism shown by the audit partner and the audit team throughout the process. PwC also confirmed their independence in their report to the Committee including information on their internal procedures. The Committee took into account regulation, professional requirements and ethical standards, together with consideration of all relationships between the Group and PwC and its staff.

NON-AUDIT SERVICES AND AUDIT FEES

The Committee approves the terms of engagement and remuneration of the external auditors.

The Committee keeps under review its policy which requires the Committee to approve all audit-related and non-audit services proposed to be undertaken by the external auditors, with the exception of compliance work undertaken in the ordinary course of business, which is treated as pre-approved. When a request for approval is made, the Committee has due regard to the nature of the audit related or non-audit service, whether the external auditor is a suitable supplier, and whether there is likely to be any threat to independence and objectivity in the conduct of the audit. The related fee level, both separately and relative to the audit fee is also considered. For an analysis of fees paid to PwC for audit and non-audit services, see note 5 of the financial statements.

ROWAN BAKER
Chair of the Audit Committee

25 March 2025

REMUNERATION COMMITTEE REPORT

PAUL WHETSELL
Remuneration Committee Chair

KEY RESPONSIBILITIES

- Sets and reviews remuneration policy.
- Determines remuneration and incentives of the Executive Directors and the Chair.
- Sets performance criteria for incentive plans.

2024 HIGHLIGHTS

- **Remuneration policy:** first full financial year operating the Group's revised remuneration policy in light of the transformative combination with Countryside Partnerships PLC, thereby supporting the incentivisation and retention of our executive team.
- **Shareholder consultation:** continued shareholder engagement by the Chair and Remuneration Committee Chair to understand the views of our major shareholders on our proposed approach to remuneration.
- **Remuneration packages:** approved 2024 salaries, 2023 bonus, LTIP outcomes for Executive Directors and ELT and 2024 LTIP awards levels for Executive Directors and Senior Management.
- **Leavers:** approved the leaving arrangements of the Chief Operating Officer, Earl Sibley, following the redundancy of the Chief Operating Officer position.
- **Workforce remuneration:** supported with the cost-of-living challenge with salary increases up to 5% to our lowest paid employees. We again achieved certification as a 'Top Employer' with the Top Employer Institute recognising our people strategies and workplace environment.
- **Governance:** approved the 2024 Remuneration report for inclusion in this Annual Report and Accounts.

2025 PRIORITIES

- Focus on setting stretching targets that reward the creation of long-term sustainable value for our shareholders.
- Ensure pay outcomes appropriately reflect the performance of the Group.
- Continue to be informed on wider workforce pay practices to inform implementation of the Group's remuneration policy.

COMMITTEE MEMBERSHIP, MEETINGS AND ATTENDANCE

The table below sets out the number of scheduled meetings attended out of the meetings members were eligible to attend. A number of ad hoc meetings of the Committee were also held during the year.

In May 2024, we were delighted to welcome Rob Woodward and Alice Woodwark to the Board and the Committee. Rob has joined the Board as Senior Independent Director and will have an enhanced role providing additional oversight on governance matters, as well as a high level of engagement with investors and other stakeholders.

Director	Joined	Attendance
Paul Whetsell	18 May 2023	6/6
Rob Woodward	16 May 2024	3/3
Alice Woodwark	16 May 2024	3/3
Chris Browne	1 September 2014	5/6
Helen Owers	18 May 2023	6/6
Rowan Baker	18 May 2022	6/6

Regular other attendees included: the Chair, CEO, COO, CFO, Non-Executive Director, representatives from Willis Towers Watson and the Chief People Officer and General Counsel (who acts as secretary to the Committee).

The Committee's Terms of Reference are available at **www.vistrygroup.co.uk/investor-centre/corporate-governance**.

DEAR SHAREHOLDER

On behalf of the Board, I am pleased to present the Remuneration Committee report for the year ended 31 December 2024.

The Remuneration Report intends to provide shareholders with a comprehensive picture of the implementation of the Policy in 2024, approved by shareholders at our General Meeting in August 2023, and its proposed implementation during 2025. The Remuneration Report will be subject to shareholder approval at the forthcoming AGM.

REMUNERATION PAID IN RESPECT OF 2024

In determining the Executive Directors' remuneration outcomes for the year ended 31 December 2024, the Committee maintained a clear and rigorous focus on aligning pay with performance but was equally focused on taking into consideration the experience of all our key stakeholders, including shareholders and our wider workforce. The key drivers of our decisions are outlined below.

CORPORATE PERFORMANCE

Financial performance: The Group significantly underperformed financially in the year with adjusted profit before tax of £263.5m. The Group's profitability in the year was impacted by £91.5m of cost issues in the South Division, and some delays to concluding agreements with our Partners and other commercial transactions at the end of the year. The Group delivered strong growth in volumes and revenue, with adjusted revenue up 7% and total completions up 7% to 17,225 (2023: 16,118). The growth was driven by our Partner Funded sales, where completions were up 18% to 12,633 (2023: 10,722). Market conditions for Open Market sales remained subdued due to mortgage availability and general economic uncertainty, with the number of Open Market completions 15% lower than in the prior year at 4,592 (2023: 5,396). The adjusted operating margin decreased 3.5ppts to 8.3% (2023: 11.8%) and adjusted profit before tax was down 35% at £263.5m (2023: £407.3m). ROCE decreased 6.3ppts to 14.6% (2023: 20.9%) due to the reduction in profit and an increase of 8% in average capital employed. The Group had a net debt position as at 31 December 2024 of £180.7m (2023: net debt £88.8m).

The Group responded quickly to address the issues that arose in the South Division. The Group remains committed to its partnerships model, which we continue to believe is the right strategy to deliver a strong increase in high quality mixed tenure housing in the coming years.

Profit: Adjusted profit before tax of £263.5m which was down from the prior year (2023: £407.3m).

Customer: The Group retained its 5-star rating for a sixth consecutive year and continued to improve our HBF 9-month survey score, which was above benchmark, reflecting customer satisfaction once customers have settled into our homes and developments.

ESG: Throughout the year, the Group has focused on embedding sustainability into business as usual, integrating it into the new life of site process. We've made progress on our carbon action plan, achieving a 3% absolute reduction in GHG emissions despite increased plot completions. Scope 3 GHG emissions have also declined, driven largely by the delivery of over 700 zero-carbon-ready (regulated energy) homes. Our on-site skills academies significantly outperformed targets, with 678 learners—well above our goal of 305. We've quantified the Local Social Economic Value of our developments at over £114m and increased our delivery of affordable homes to more than 4,000.

STAKEHOLDER EXPERIENCE

Shareholders: The shareholder experience over 2024 was volatile with the Group's share price overall decreasing by 38% over the course of 2024 following a 47% increase in 2023.

As announced in 2023, the Group intends to pursue a two times adjusted earnings ordinary distribution cover in respect of a full financial year, with such distributions made through either share buybacks or dividends, the method to be determined by the Board considering all relevant factors at the time. In April 2024, a £100m share buyback commenced and completed in September 2024 in lieu of a final dividend in respect of the financial year ended 31 December 2023. On 12 September 2024, the Company announced a £130m share buyback formed of an ordinary buyback of £55m with respect to the half year results for 2024, and a special buyback of £75m.

Our people: The Committee is extremely mindful of the current cost of living challenge and its impact on the financial and emotional wellbeing of our employees. The Committee was pleased to note that during the year, the Group decided to award a total salary increase for the workforce for 2024 of between 3% and 5% depending on salary, ensuring that the lowest paid employees received the highest percentage increase. Other interventions to support our colleagues included:

- A discretionary general employee bonus with respect to FY23 with final outturns varying across the business based on divisional and personal performance.
- Continual review of the benefits offered to employees which gave rise to enhancements including improvements to the long service award programme.

- Again achieving certification as a 'Top Employer' with the Top Employer Institute recognising our people strategies and workplace environment, with accreditation for 2025 taking the Group 9.6% above benchmark.
- An increase in our Peakon employee engagement score in November 2024 to 8.2 (November 2023: 7.6 and June 2024: 8.1), 0.5 ahead of the Peakon benchmark.

BONUS

The 2024 Bonus Scheme set for Executive Directors in respect of performance in 2024 was based on achievement of stretching targets against Adjusted profit before tax (60%), Capital Employed (20%), Average month end net debt (15%) and ESG (5%). The average month end net debt metric was introduced for 2024 to increase focus on the cash management profile across the year.

The bonus scheme had a profit gateway of £410million, as this was not met no (zero) bonus was payable under the scheme. The formulaic outcome given the above performance was zero. In light of business and stakeholder context set out above, the Committee was comfortable that the formulaic outcome set out was fair and appropriate, therefore no discretion was exercised in relation to the outcome.

LONG-TERM INCENTIVES

The 2022 LTIP award was subject to total shareholder return (TSR) (33%), adjusted EPS (33%) and ROCE (33%) targets measured over three financial years.

In respect of TSR performance, Vistry's TSR was below the median of the peer group and thus vesting for this portion of the award was 0%. ROCE was 14.6% which resulted in 0% vesting. Adjusted EPS in 2024, being the third year of the performance period was 55.9p, which was below threshold and thus 0% vested.

The formulaic outcome given the above performance was zero. In light of business and stakeholder context set out above, the Committee was comfortable that the formulaic outcome set out was fair and appropriate therefore no discretion was exercised in relation to the outcome.

Full details on the targets set and performance against them can be found on page 131 in respect of the 2024 Bonus Scheme and page 131 for the 2022 LTIP award.

IMPACT OF COST ISSUES

Following the issues identified in the South Division and the disappointing overall profit performance for the year, the Committee met to consider the impact of the issues, including on prior year pay outcomes. As set out in the Audit Committee report on pages 112 to 121, a prior year restatement of FY23 has been made reducing PBT by £11.8m.

The FY23 annual bonus was paid at 55.28%, with the bonus for the CEO paid one third in cash and two thirds in deferred bonus awards and the other Executive Directors were paid two thirds in cash and one third in deferred bonus awards. The terms of the bonus scheme provided that the gateway for any bonus to be awarded was that the Group at least achieved threshold annual profit. If the additional costs in the South Division had been identified and profit before tax adjusted in FY23 without mitigating credits, then the profit threshold would not have been met. The prior year error would not have impacted the achievement of the other metrics of the scheme. Therefore, the impact of the prior year adjustment would have reduced the bonus outturn from 55.28% to 50.0%.

The 2021 LTIP awards were measured and vested in March 2024 at 76.3% of the maximum award at a share price of £11.20. If the prior year adjustment had been applied then the actual cumulative EPS would have reduced by 5p to 373p and ROCE would have reduced from 21.3% to 20.9% reducing the overall LTIP outturn to 59.3%.

The Committee assessed the impact of these events, including taking account of its malus and clawback powers, taking a holistic approach. It considered the fact of a prior year restatement was relevant, whilst also reflecting on the quantum of the adjustment as being of less than 3% of annual profit. The significant reduction in the share price since the bonus was paid and the LTIP vested was acknowledged. The cost movements in the South Division have had a clear impact on the financial metrics of the Group, however other metrics such as customer satisfaction, employee engagement, quality of build, volumes of homes built, and health and safety have been maintained or improved.

The Committee also reviewed the overall impact of the cost issues. The adjustment to FY23 profit before tax and reduced profit before tax in FY24 have negatively impacted the likely vesting of 2023 and 2024 unvested LTIP awards. The EPS and ROCE targets for those awards were set before the reduction in profit was known and make achievement against these targets unlikely. As such, an LTIP vesting for the next two years will be very challenging for participants to achieve material vesting outcomes for these awards. The zero payouts for the FY24 annual bonus and 2022 LTIP are also a direct result of the cost issues in the South Division, and management accepts these outcomes. The Committee also acknowledged that management have responded proactively and transparently to the issues, making improvements to the control environment and taking other actions as set out in the Audit Committee report.

The Committee weighed up all of these factors and determined not to exercise discretion to take any action in respect of the FY23 bonus or 2021 LTIP outcomes.

EXECUTIVE DIRECTOR CHANGES

Following a restructuring of the Group to reduce the length of reporting lines and ensure closer proximity of the CEO to the business, the role of Chief Operating Officer was made redundant. As a result, Earl Sibley, who had been with the business since April 2015, left the Group on 31 December 2024. As Earl's departure was due to the redundancy of the COO role, he was treated as a 'good leaver' in accordance with the Group's incentive plan rules.

Details of his arrangements can be found on page 134.

2025 REMUNERATION POLICY IMPLEMENTATION

The Remuneration Policy was approved by a shareholder vote at our General Meeting in August 2023. A summary of the implementation of the Policy in 2025 has been set out below:

The Executive Chair and CEO declined an increase to his base salary for 2025. The CFO received a 2.5% increase to his base salary, in line with the wider workforce as at 1 January 2025.

For the 2025 annual bonus, we are proposing to change the measures from 2024. The scorecard will consist of adjusted profit before tax (60%), full year net debt (30%) and gross profit shortfall for FY26 (10%). The maximum bonus opportunity for the Executive Chair and CEO and the CFO in 2025, shall remain at 300% and 175% of base salary respectively.

Two thirds of any bonus paid to the Executive Chair and CEO shall be deferred for two years under the Deferred Bonus Plan with one third deferred of any bonus paid to the CFO in line with our shareholder approved Policy.

For 2025 LTIP awards, we will continue to use relative TSR (40%), ROCE (25%) and EPS (30%) and carbon reduction (5%). In light of the performance of the business in FY24 and the substantial fall in share price, the award level for the Executive Chair and CEO shall decrease to 250% of base salary and remain at 225% for the CFO. The Executive Chair and CEO voluntarily proposed a reduction in his opportunity for the 2025 LTIP award to 250%, which was approved by the Committee.

Full details on performance measures and targets against them (where not commercially sensitive) are set out on page 141.

I hope you find that this report clearly explains the remuneration approach we have taken and how we will implement the Policy in 2025. I look forward to your support at the AGM in respect of the resolution relating to this report.

PAUL WHETSELL
Chair of the Remuneration Committee

25 March 2025

COMMITTEE ACTIVITIES

A summary of the Committee's focus and activities during 2024 are set out in the table below.

AREA OF FOCUS	ACTIVITIES
POLICY	• Continued engagement with shareholders following approval of the Group's remuneration policy in August 2023.
REMUNERATION PACKAGES	• Approved Executive Directors and ELT salaries for 2025. • Approved 2024 bonus outcomes for Executive Directors and ELT. • Approved 2024 LTIP award levels for Executive Directors and senior management. • Approved leaving arrangements for Earl Sibley.
EQUITY INCENTIVES	• Confirmed the outcome of 2021 LTIP awards. • Received updates on performance of in-flight LTIP awards.
WORKFORCE REMUNERATION	• Received updates on workforce remuneration policies and practices, and how these align with the Group's strategy and culture.
EFFECTIVENESS	• Considered external trends and possible implications for senior management remuneration across the Group. • Received updates on the UK executive remuneration landscape and governance developments.
GOVERNANCE	• Approved the 2024 Remuneration report for inclusion in this Annual Report and Accounts. • Reviewed the Committee's Terms of Reference.

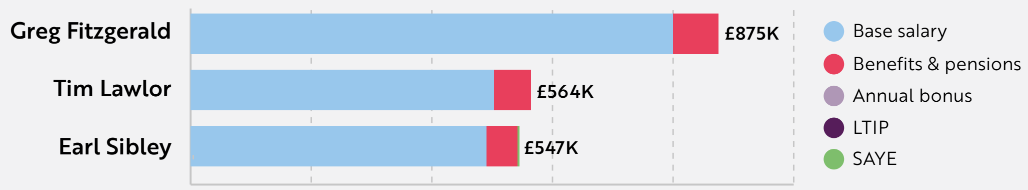
REMUNERATION AT A GLANCE

This section of the Directors' Remuneration report provides details of how our Remuneration Policy was implemented during the year ended 31 December 2024, and how it will be implemented during the year ending 31 December 2025. It has been prepared in accordance with the provisions of the Companies Act 2006 and Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). It also meets the requirements of the UKLA's Listing Rules. In accordance with the Regulations, the following sections of the Remuneration Report are subject to audit: the single total figure of remuneration for Executive Directors and Non-Executive Directors, and accompanying notes (page 130), awards made during the year (page 132), exit payments made in the year (page 134), payments to past Directors (page 134) and the statement of Directors' shareholdings (page 135). The remaining sections of the report are not subject to audit.

REMUNERATION IN 2024

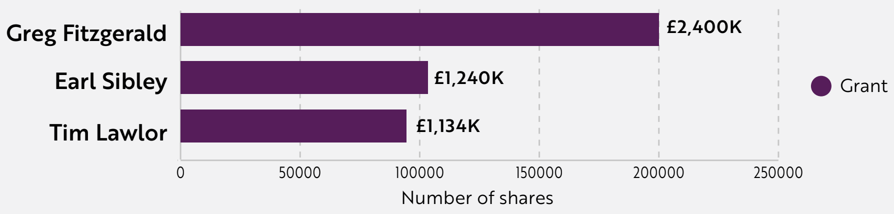
EXECUTIVE DIRECTORS TOTAL PAY FOR 2024

See page 130



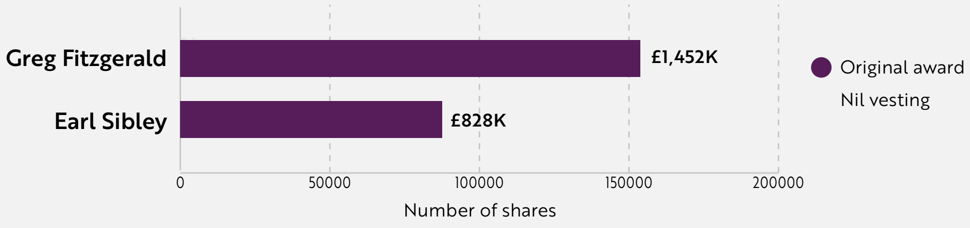
2024 LTIP GRANT

See page 132



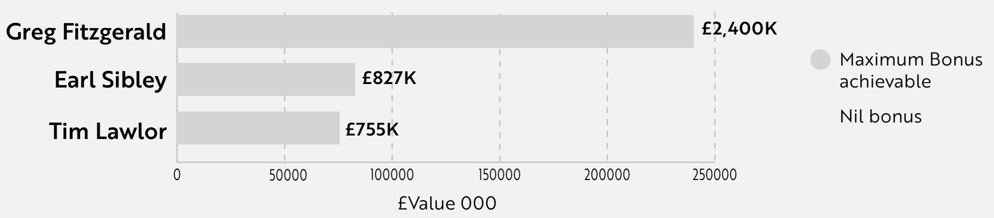
2022 LTIP OUTCOME

See page 133



2024 BONUS ACHIEVEMENT

See page 131



2025 LTIP AWARD

See page 141

Awards made at 250% and 225% of base salary for the Executive Chair and CEO, and CFO respectively, subject to the following performance metrics:

MEASURE	WEIGHTING 2025 (AS % OF MAX)
FINANCIAL	
TSR	40
EPS	30
ROCE	25
NON-FINANCIAL	
Carbon reduction	5

2025 ANNUAL BONUS

See page 140 to 141

The maximum bonus opportunity level for the Executive Chair and CEO and the CFO will be 300% and 175% of base salary respectively. The bonus is subject to the following performance measures:

MEASURE	WEIGHTING 2025 (AS % OF MAX)
FINANCIAL	
Adjusted profit before tax	60
Full year net debt	30
Gross profit shortfall	10

IMPLEMENTATION OF REMUNERATION POLICY IN 2025

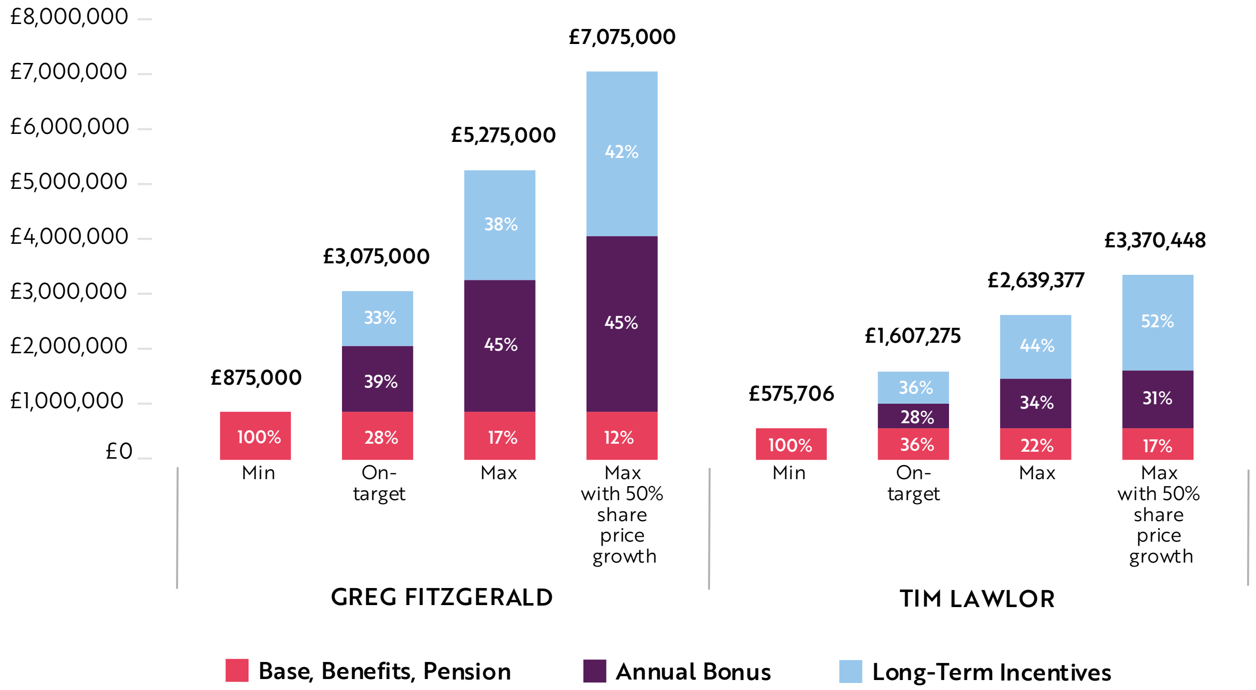
COMPONENT	MINIMUM	ON-TARGET	MAXIMUM	MAXIMUM WITH 50% SHARE PRICE GROWTH
BASE SALARY	Annual cash salary for 2025			
PENSION	2025 pension levels			
BENEFITS	2024 actual benefit figures			
ANNUAL BONUS	0% payout	50% of max opportunity	100% of max opportunity	100% of max opportunity (300% for Executive Chair and CEO, 175% for CFO), value of 1/3rd deferred (2/3rd in case of Executive Chair and CEO)
LONG-TERM INCENTIVES	0% vesting	50% vesting of award	100% vesting of award	100% vesting of award (250% for Executive Chair and CEO, 225% for CFO)

2025 REMUNERATION SCENARIOS

The charts below include an estimate of the potential 2025 reward opportunities for each Executive Director based on the following assumptions:

- Minimum performance reflects the most up-to-date base salary figures and pension figures plus benefits paid in 2024.
- Target performance reflects the most up-to-date base salary and pension figures, benefits paid in 2024, annual cash bonus at 50% of maximum and LTIP vesting at 50% of maximum.
- Maximum performance reflects the most up-to-date base salary and pension figures, benefits paid in 2024, annual cash bonus at 100% of maximum and LTIP vesting at maximum of 100%.
- The proposed policy maximum with 50% share price increase assumes the maximum value with a 50% increase in share price for LTIP awards and annual bonus awards deferred into shares.

ILLUSTRATIVE SCENARIO ANALYSIS



THE CODE - PROVISION 40 ALIGNMENT

The table below explains how the Remuneration Committee has addressed the factors set out in Provision 40 of the Code. The Remuneration Policy is designed to ensure a strong link between remuneration, the strategy and delivery of objectives.

PRINCIPLE	ALIGNMENT TO THE CODE
CLARITY Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.	Our Remuneration Policy, plan rules and guidance notes are drafted in a clear and succinct format. The People Forum and employee roadshows provide the opportunity for our people to raise questions on the Group's remuneration practices. Our Remuneration Policy is available at **www.vistrygroup.co.uk/investor-centre/corporate-governance** and a summary of our Remuneration Policy is included in this Annual Report.
SIMPLICITY Remuneration structures should avoid complexity and their rationale and operation should be easy to understand.	Our remuneration arrangements for ELT and Senior Leadership are purposefully simple, comprising of fixed pay (salary, benefits, pension/pension salary supplement), a short-term incentive plan (Annual Bonus scheme, with a Deferred Bonus Plan) and a Long-Term Incentive plan (LTIP). Targets are reviewed and aligned to strategy. The 2025 LTIP award includes ESG targets based on metrics which are meaningful and clear for our employees and aligned to the strategy.
RISK Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.	Risks are identified by the Committee and mitigated through the application of the Remuneration Policy including: malus and clawback provisions; discretionary powers to amend outcomes; and minimum shareholding requirements. Appropriate discretion can be applied, in the case of the annual bonus for three years from the date on which the outcome is determined, and for LTIP awards discretion extends until the fifth anniversary of the grant date.
PREDICTABILITY The range of possible values of rewards to individual Directors and any other limits or discretions should be identified and explained at the time of approving the policy.	The Executive Chair and CEO's annual bonus maximum award quantum is 300% and the LTIP award quantum is up to 300% of base salary which has been reduced to 250% for the 2025 LTIP award. The CFO annual bonus maximum award is 175% and the LTIP award quantum is 225% of base salary. Maximum bonus is only payable if stretching targets are met and excellent Group performance is achieved. At least one third (and two thirds for the current Executive Chair and CEO) of the annual bonus and whole of the LTIP vesting is in shares. The Executive Directors have shareholding requirements including a two-year post-cessation shareholding requirement. The value of share awards are less predictable than cash due to potential fluctuations in the share price. However, it means that Director remuneration is better aligned to the shareholder experience.
PROPORTIONALITY The link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance.	Incentive scheme targets are carefully considered by the Committee to ensure they reward performance and are correctly calibrated. Targets used in the Group's incentive schemes are then monitored and progress measured by reference to many of the Group's reported KPIs. For the annual bonus for 2025, these include adjusted profit before tax, full year net debt and gross profit shortfall. For the LTIP, these include earnings per share and ROCE. The LTIP takes a longer-term perspective, and for the 2025 awards, the metrics were based on the financial and share price performance measures of relative total shareholder return (40%), adjusted earnings per share (30%) and ROCE (25%). The inclusion of the ROCE metric ensures that sustainable investment decisions are made. A sustainability metric was introduced in 2024, being a carbon reduction target, weighted at 5% of the awards. Information in relation to the 2025 LTIP awards is set out on page 141. The Committee's ability to apply discretion ensures that outcomes will not reward poor performance.
ALIGNMENT TO CULTURE	Our purpose as a responsible developer is to work in partnership to deliver sustainable homes, communities and social value, leaving a lasting legacy of places people love. This is reflected in our ESG and ROCE metrics in the LTIP ensures sustainable investment. Incentive targets selected by the Committee reflect the importance of driving behaviours that underpin the culture of the business and support the sustainable success of the Group. Customer satisfaction based on both the HBF new combined 8-week and 9-month survey scores remain important KPIs and are agreed areas for consideration of downward discretion in the 2025 annual bonus. Further details about the 2025 annual bonus are set out on pages 140 to 141. An ESG metric has been included in the 2025 LTIP relating to measuring carbon reduction aligned with our Sustainability Strategy. The Group values are Integrity, Caring and Quality which are reflected in our incentive remuneration measures through the inclusion of customer satisfaction and health and safety as areas for downward discretion in the annual bonus (to drive increased service and build quality and maintain the safety of our sites) and through the malus and clawback provisions that apply to all incentive plans. Further information on our culture is included on page 91.

KEY REMUNERATION DECISIONS DURING 2024

During 2024, the Committee determined the performance measures and set targets for the 2024 annual bonus and approved 2023 bonus payments. It also determined the performance measures and set targets for and approved LTIP awards made in 2024 and confirmed the partial vesting of the 2021 LTIP awards. Malus and clawback provisions for incentive awards and a two-year post vesting holding period for LTIP awards continued to be applied in 2024.

The Deferred Bonus Plan (DBP) was used to make conditional share awards to Executive Directors and other senior management equivalent to the value of one third of their annual bonus over a vesting period of two years. Malus and clawback provisions apply which are consistent with the terms of the annual bonus plan and LTIP.

Towards the end of the year, the Committee considered the structure for the 2025 annual bonus and completed the 2024 remuneration review, which included consideration of the economic environment, alignment with the experience of stakeholders, the link between executive remuneration and pay, and employment conditions throughout the Group (including oversight of the general proposals for our people for 2024). The conclusion of the review was that the Executive Chair and CEO declined to participate in the salary review for 2025, with a 2.5% standard increase across the workforce for those earning £40,000 or more. The increase for employees earning less than £40,000 was 5%, with a taper applied so that those earning just over £40,000 were not disadvantaged. The CFO received a 2.5% standard increase in line with the wider workforce.

The Committee also reviewed the impact of the prior year restatement, including on the FY23 annual bonus and 2021 LTIP outcomes. As described above, the Committee carefully considered this, taking into account all of the relevant considerations, and ultimately determined not to take any action in respect of the FY23 bonus nor 2021 LTIP outcomes.

IMPLEMENTATION OF REMUNERATION POLICY FOR THE YEAR ENDED 31 DECEMBER 2024

SINGLE FIGURE EXECUTIVE DIRECTORS' REMUNERATION (AUDITED)

		Salary £000	Benefits[1] £000	Pension Salary Supplement[2] £000	Sub-Total (Fixed Pay) £000	LTIP[4] £000	Annual Bonus[5] £000	SAYE £000	Sub-Total (Variable Pay) £000	Total Remuneration £000
Greg Fitzgerald	2024	800	19	56	875	-	-	-	-	875
	2023	800	37	56	893	952	1,327	-	2,279	3,172
Tim Lawlor	2024	503	23	38	564	-	-	-	-	564
	2023	489	19	32	540	-	405	5	410	950
Earl Sibley[3]	2024	490	18	34	542	-	-	5	5	547
	2023	535	21	36	592	540	444	-	984	1,576

1 Taxable benefits include medical insurance, payment of a car allowance and provision of a leased vehicle.

2 Greg Fitzgerald, Earl Sibley and Tim Lawlor receive a non-bonusable and non-pensionable pension salary supplement.

3 Earl Sibley stepped down as an Executive Director on 20 November 2024. Figures are reflected up to this date.

4 LTIP 2022 measured over a three-year period to 31 December 2024 and vested to the extent of 0% on 4 March 2025. See page 133 for further details. LTIP 2021 measured over a three-year period to 31 December 2023 and vested to the extent of 76.3% on 8 March 2024. The figure included is an estimate based on the average share price over the last quarter of 2023 of £7.88. The share price on grant of this award was £9.28 and at the end of the three-year period was £9.175. Notional dividends accrued up to 31 December 2023 have been applied to the vested award.

5 0% annual bonus was achieved for the year (see page 131).

6 Earl Sibley was granted 1,916 SAYE at an option price of £9.68 (representing a 20% discount to the prevailing market price of £12.10) during 2024, resulting in an equivalent benefit of £4,637.

NON-EXECUTIVE DIRECTORS' REMUNERATION (AUDITED)

The following table shows the remuneration for the Non-Executive Directors who served during 2024:

	SALARY / FEES £000			
Non-Executive Directors	2024	Total 2024	2023	Total 2023
Rob Woodward[1]	81	81	-	-
Rowan Baker	76	76	70	70
Paul Whetsell[2]	76	76	43	43
Chris Browne	61	61	59	59
Helen Owers[2]	61	61	37	37
Alice Woodwark[3]	38	38	-	-
Usman Nabi[4]	-	-	-	-
Ralph Findlay[5]	88	88	234	234
Jeff Ubben[6]	2	2	37	37

1 Appointed SID on 16 May 2024.
2 Appointed on 18 May 2023.
3 Appointed on 16 May 2024.
4 Appointed on 12 January 2024. Usman has waived his rights to receive a fee for his Non-Executive Director role on the Board for this year and future years.
5 Retired on 16 May 2024.
6 Resigned on 12 January 2024.

In addition to their fees, the Non-Executive Directors were entitled to claim non-taxable expenses incurred whilst fulfilling their role. There were no reimbursements of expenses that were taxable.

PAYMENTS TO EXECUTIVE DIRECTORS FOR EXTERNAL DIRECTORSHIPS (UNAUDITED)

Greg Fitzgerald is Non-Executive Chairman of Baker Estates Limited. During the year, Greg Fitzgerald received a fee of £146,800 in relation to this appointment, together with gross loan interest payments of £568,051. He is also Non-Executive Chairman of Ardent Hire Solutions Limited, for which he received a fee of £130,000 during the year and a bonus payment of £3,851. Neither Tim Lawlor nor Earl Sibley held any external directorships during the year.

ANNUAL BONUS PAYMENT IN RESPECT OF 2024 (AUDITED)

The maximum opportunity for the Executive Chair and CEO, COO and CFO for the year ended 31 December 2024 was 300% for the Executive Chair and CEO and 175% of base salary for the COO and CFO, with one third (two thirds for the Executive Chair and CEO) of any bonus award being paid in shares, deferred for two years.

Provisions that enable the recovery of sums paid (clawback) continue to apply, as set out in the Policy table. All targets were set in January 2024.

A breakdown of the performance against the measurement criteria is shown below. The profit gateway of £410m was not met so no bonus was payable.

Measure	Weighting (% of max)	Threshold	On target	Stretch and maximum	Outcome and award achieved (% of max)
FINANCIAL MEASURES					
Adjusted profit before tax, execeptionals and amortisation (acts as gateway to bonus)	60	£410.0m	£430.0m	£480.0m	£263.5m (0%)
Net debt	15	£459.0m	£431.0m	£402.0m	£534.2m (0%)
Capital employed	20	£2,397.0m	£2,347.0m	£2,247.0m	£2,512.9m (0%)
NON-FINANCIAL MEASURES					
ESG[1] - Affordable housing and people metrics	5	n/a	n/a	n/a	100%
TOTAL BONUS PAYABLE	**0**				

1 The ESG scorecard targets included (i) additional affordable homes growth in excess of 2023, and (ii) skills academy learners with a threshold performance of 305. The sustainability scorecard measures were achieved in full: (i) the number of additional affordable homes delivered was more than 2023 delivery (ii) the number of learners through skills academies was 678 against a target of 305.

Executive Director	Maximum bonus % salary	Target bonus % of salary	Actual bonus % of salary	Total 2024 bonus £000
Greg Fitzgerald	300	150	0	£0
Earl Sibley	150	50	0	£0
Tim Lawlor	150	50	0	£0

In determining the Executive Directors' 2024 annual bonus outcome, the Committee maintained a clear and rigorous focus on aligning pay with performance, coupled with consideration of performance against the metrics. The Committee considered whether to exercise its discretion and agreed not to adjust this outcome as it was comfortable that no award being made was appropriate given the performance of the Group in the year and wider stakeholder experience outlined earlier in this report.

LONG-TERM INCENTIVE PLAN (LTIP) (AUDITED)

Long-term incentive awards are made in the form of performance shares or nil-cost options under the Vistry Group LTIP, which was approved by shareholders at the General Meeting held on 2 December 2019, as amended on 30 August 2023. All awards prior to 2020 were granted under the rules approved at the 2010 Annual General Meeting. Each award is made subject to the achievement of performance criteria as explained below and will ordinarily vest after three years. A two-year holding period following vesting was introduced for 2017 awards onwards, which extends the time between awards being granted and when they can be exercised to five years. Provisions that enable the withholding of payment or the recovery of sums paid (malus and clawback) were further strengthened with the adoption of the LTIP rules.

Discretions available to the Committee contained in the LTIP rules are set out in the Policy table on pages 143 to 149 and in the exit payments policy contained within the Remuneration Policy which is available at **www.vistrygroup.co.uk/investor-centre/corporate-governance**.

AWARDS GRANTED DURING 2024 (AUDITED)

The table below shows the awards granted to Executive Directors in 2024 in the form of nil cost options. The awards were based on a closing share price of £12.00 on 15 March 2024. This has been used to determine the face value of the awards. The award is subject to a three-year performance period ending on 31 December 2026 and exercisable in 2029, following a two-year holding period.

Executive Director	Type of award	Award as % of salary	Number of shares awarded	Face value of award £000
Greg Fitzgerald	Performance Share Plan	300	200,000	2,400
Earl Sibley	Performance Share Plan	225	103,321	1,240
Tim Lawlor	Performance Share Plan	225	94,399	1,134

The performance measures for all 2024 awards are total shareholder return (TSR) (30%), adjusted EPS (30%), ROCE (30%) and carbon reduction (10%). The TSR measure will be split for 2024 between the current comparator group (20%) and FTSE 250 (10%). Achieving threshold performance would result in 25.0% of the total award vesting.

The performance targets are:

- **TSR** – threshold performance equal to the annualised median of the relevant index and maximum performance equal to the annualised upper quartile of the relevant index, using a relative ranking approach, measured over the three consecutive financial years commencing on 1 January 2024 to 31 December 2026.
- **Adjusted EPS** – threshold performance at absolute EPS of 107 pence and maximum performance at absolute EPS of 119 pence, both as measured in the third year of the performance period (2026).
- **ROCE** – threshold performance at 28% and maximum performance at 32%, both as measured in the third year of the performance period (2026).
- **Carbon Reduction** - threshold performance at 13% reduction against 2022 baseline and maximum performance at 25% reduction against 2022 baseline, both as measured in the third year of the performance period (2026).

The 2024 constituents of the TSR index, which may be subject to change, are as listed below:

TSR comparator group			
Barratt Developments plc*	Bellway plc	The Berkeley Group plc	Taylor Wimpey plc
Crest Nicholson Holdings plc	Persimmon plc	Redrow plc*	

**Barratt Developments plc and Redrow plc combined during 2024 to become Barratt Redrow plc.*

DEFERRED BONUS AWARD GRANTED IN 2024 (AUDITED)

The table below shows the awards granted to Executive Directors under the Deferred Bonus Plan 2024 in the form of conditional awards on 20 March 2024. The awards will vest two-years after grant. The awards equate to one third (two thirds for the Executive Chair and CEO) of the bonus payable to Executive Directors in respect of 2023. The awards were based on a share price of £12.00 being the closing share price on 15 March 2024. The awards are not subject to any additional performance conditions nor are they subject to continued employment and vest in accordance with the plan rules.

Executive Director	Type of award	Award as % of bonus	Number of shares awarded	Face value of award £000
Greg Fitzgerald	Deferred Bonus Award	66.66%	73,706	884
Earl Sibley	Deferred Bonus Award	33.33%	12,322	148
Tim Lawlor	Deferred Bonus Award	33.33%	11,258	135

AWARDS VESTING IN RESPECT OF 2024 (AUDITED)

The LTIP awards made in 2022 were measured over a three-year period to 31 December 2024 and vested as to 0% of the maximum award on 4 March 2025 at a share price of £6.265.

Performance measure	Weighting	Threshold (25% Vesting)	Maximum (100% Vesting)	Actual	% Achieved against weighting	% Vesting
Adjusted EPS	33.33%	124p	152p	55.9p	0	0
TSR	33.33%	Performance equal to the annualised median of the index	Performance equal to the annualised upper quartile of the index	Below median	0	0
ROCE	33.33%	23.20%	28.10%	14.6%	0	0
Straight line vesting occurs between threshold and maximum.					**Total vesting**	**0.00%**

When considering the outturn, the Committee considered the buiness and stakeholder experience in 2024. The overall level of vesting for the 2022 award is zero (0%). The Committee considered whether to exercise its discretion and agreed not to adjust this outcome as it was comfortable that the zero (0%) awards made were both fair and appropriate given the performance of the Group in the year and wider stakeholder experience outlined earlier in this report.

HISTORICAL LTIP AWARDS (AUDITED)

The table below summarises the historical long-term incentive awards made to the Executive Directors.

		AWARD SIZE (% SALARY)			PERFORMANCE CRITERIA %					
Year of grant	Performance period	CEO	COO	CFO	Customer Satisfaction	TSR	EPS	ROCE	Carbon reduction	% of award vesting
2017	01/01/2017-31/12/2019	200	-	125	33.3	22.2	22.2	22.2	-	81.6
2018	01/01/2018-31/12/2020	200	-	125	25	25	25	25	-	25
2019	01/01/2019-31/12/2021	150	-	125	-	33.3	33.3	33.3	-	45.3
2020	01/01/2020-31/12/2022	200	200	200	-	33.3	33.3	33.3	-	57
2021	01/01/2021-31/12/2023	180	180	180	-	33.3	33.3	33.3	-	76.3
2022	01/01/2022-31/12/2024	200	200	200	-	33.3	33.3	33.3	-	0
2023	01/01/2023-31/12/2025	200	200	200	-	33.3	33.3	33.3	-	Ongoing
2024	01/01/2024-31/12/2026	300	225	225	-	30	30	30	10	Ongoing

PENSIONS (AUDITED)

All Executive Directors receive pension salary supplements of 7% of their respective base salaries in alignment with the workforce.

None of the Executive Directors have a prospective right to defined benefit pensions and there are no special early retirement or early termination provisions for Executive Directors, except as noted in the exit payments policy in the Remuneration Policy available at **www.vistrygroup.co.uk/investor-centre/corporate-governance.**

Any new appointments include eligibility for membership of the Group's defined contribution pension arrangements.

PAYMENTS FOR LOSS OF OFFICE (AUDITED)

There were no payments for loss of office made in the year.

On 20 November 2024 it was announced that Earl Sibley would step down as an Executive Director of the Company on the same date and would step down as Chief Operating Officer of the Group on 31 December 2024 following the removal of the role. Earl continued to receive his salary and contractual benefits in accordance with his service agreement during this period. It was agreed that he would then receive the following payments: (i)£486,760.83 in lieu of base salary for the remainder of his twelve month notice period; and (ii) £124,465 in respect of his statutory redundancy entitlements and in settlement of any potential claims. Earl will retain his existing cover under the Company's private medical insurance policy to the end of his original notice period. He was paid in lieu of accrued but untaken holiday.

Earl remained eligible to be considered for an annual bonus for 2024, but in line with the position of the other Executive Directors the bonus outcome was nil and so no bonus was paid for 2024. He will not be eligible to receive an annual bonus for 2025. As Earl's role was made redundant, in accordance with the plan rules he retained unvested options under the Long-Term Incentive Plan granted in 2022, 2023 and 2024 (with the options granted in 2022 having lapsed given the vesting outcome was nil). The options will remain outstanding and capable of vesting subject to the level of achievement of the existing performance metrics. Any portion of the options which vest will be subject to a time pro-rated reduction and will be subject to a further two-year holding period after which they will become exercisable for six months. Earl will no longer be eligible for any further awards under the Long-Term Incentive Plan.

Earl holds already vested options under the Long-Term Incentive Plan relating to the years 2017 to 2021. In accordance with the plan rules, these options will remain outstanding on their normal terms, including remaining subject to the applicable holding period, and he will have six months from his termination date or, if later, six months from the end of the holding period to exercise.

In accordance with the plan rules, Earl will also retain his unvested deferred bonus shares granted under the Deferred Bonus Plan in 2023 and 2024, which will remain eligible to be released to him in 2025 and 2026, respectively. Earl held existing awards under the Sharesave Plan and Share Incentive Plan, which were treated in accordance with the plan terms applicable in the case of redundancy.

He was also be entitled to a payment of up to £20,000 (plus VAT) paid directly to third party providers to cover the cost of outplacement counselling and up to £9,000 (plus VAT) paid directly to a third party provider to cover legal fees incurred in obtaining advice in respect of the termination of his employment with the Company.

PAYMENTS TO PAST DIRECTORS (AUDITED)

In March 2024, Graham Prothero's 2021 Deferred Bonus Plan award of 29,937 conditional shares (inclusive of notional dividends) vested. 14,100 shares were sold to cover tax and NI and 15,837 shares were released into a Share Certificate in his name.

DIRECTORS' SHAREHOLDINGS AND SHARE INTERESTS

DIRECTORS' BENEFICIAL SHARE INTERESTS (AUDITED)

The Directors' interests in the share capital of the Company are shown below. All interests are beneficial.

	31 DEC 2024					31 DEC 2023				
	Ordinary Shares	Deferred shares[6]	LTIP shares (vested)[7]	LTIP shares (subject to performance conditions)	SAYE options (subject to continuous employment)	Ordinary Shares	Deferred shares	LTIP shares (vested)	LTIP shares (subject to performance conditions)	SAYE options (subject to continuous employment)
Executive Directors										
Greg Fitzgerald	1,091,062	123,457	328,311	562,840	-	1,639,193	86,629	225,223	497,949	-
Earl Sibley[1]	50,922	41,798	160,138	339,041	1,916	36,052	50,388	101,680	312,336	2,208
Tim Lawlor	65,150	15,824	-	229,706	3,065	64,976	4,566	-	135,307	3,065
Non-Executive Directors										
Rob Woodward[2]	5,088									
Rowan Baker	1,655	-	-	-	-	-	-	-	-	-
Chris Browne	17,632	-	-	-	-	9,832	-	-	-	-
Paul Whetsell	15,000	-	-	-	-	15,000	-	-	-	-
Helen Owers	5,000	-	-	-	-	1,000	-	-	-	-
Alice Woodwark[2]	-	-	-	-	-	-	-	-	-	-
Usman Nabi[3]	-	-	-	-	-	-	-	-	-	-
Ralph Findlay[4]	2,868	-	-	-	-	2,868	-	-	-	-
Jeff Ubben[5]	-	-	-	-	-	-	-	-	-	-

1 Stepped down from the Board on 20 November 2024
2 Appointed to the Board on 16 May 2024
3 Appointed to the Board on 12 January 2024
4 Stepped down from the Board on 16 May 2024
5 Stepped down from the Board on 12 January 2024
6 Conditional award
7 Nil cost option

There were no changes in the holdings of ordinary shares of any of the Directors between 1 January 2025 and 25 March 2025 (being the latest practicable date prior to the publication of this Annual Report) other than the normal monthly investment in partnership shares through the Vistry Group PLC Share Incentive Plan.

The Directors' interests in share options and awards under the LTIP are detailed on the adjacent page. There were no changes in the holdings of share options and awards under the LTIP between 1 January 2025 and 25 March 2025 (being the latest practicable date prior to the publication of this Annual Report and Accounts).

SHAREHOLDING GUIDELINES (AUDITED)

Guidelines have been approved for Executive Directors in respect of ownership of Vistry Group PLC shares. During 2024, the Board expected each Executive Director to retain 100% of the net value derived from the exercise of LTIP awards as shares, after settling all costs and income tax due, until such time as they meet the guidelines. For any Executive Director who receives an LTIP opportunity greater than 200% of their base salary, the shareholding guideline will apply at the higher of (i) 200% of base salary, or (ii) the Executive Director's LTIP opportunity. This means the guidelines for the Executive Chair and CEO were increased to 300% of base salary.

Shares no longer subject to performance conditions but subject to deferral or a holding period count towards the guideline (on a net of tax basis).

Executive Director	Shareholding as at 31/12/24	Historical acquisition cost	Salary as at 01/01/25	Shareholding achieved %	Shareholding guideline %
Greg Fitzgerald	1,316,946	£10,958,534	£800,000	1,370	300
Earl Sibley[1]	151,890	£1,052,456	£489,822	215	225
Tim Lawlor	73,062	£476,664	£516,051	92	225

[1] *Earl Sibley stepped down as an Executive Director on 20 November 2024. His salary and shareholding is as at this date.*

Greg Fitzgerald continued to meet the shareholding guidelines during 2024. The value of Greg's historical acquisition cost has decreased from the prior year because the price used to calculate the value of his vested shares (included those deferred and subject to a Holding Period) was the close price on 31 December 2024 of £5.72. Tim Lawlor continued to increase the number of shares held during 2024 and is making good progress towards meeting his shareholding guidelines. Earl Sibley will remain subject to a post-employment shareholding requirement in line with policy for a period of two years following his cessation of employment.

DIRECTORS' INTERESTS IN LTIP SHARES[1] (AUDITED)

Executive Director	Award date	Vesting date	Interest as at 31/12/24	Interest as at 31/12/23	Value of shares at date of award (£000)	Vesting & exercised in year	Lapsed in year	Expiry date	Market value at vesting (£000)	Gain on exercise (£000)	Shares retained on exercise
Greg Fitzgerald	08/09/17	08/09/20	91,369	91,369	1,300	-	-	08/09/27	-	-	-
	05/03/18	05/03/21	30,759	30,759	1,332	-	-	05/03/28	-	-	-
	04/03/19	04/03/22	41,009	41,009	1,019	-	-	04/03/29	-	-	-
	02/03/20	02/03/23	62,086	62,086	1,393	-	-	02/03/30	-	-	-
	08/03/21	08/03/24	103,088	135,109	1,254	-	32,021	08/03/31	-	-	-
	04/03/22	04/03/25	153,784	153,784	1,452	-		04/03/32	-	-	-
	27/03/23	27/03/26	209,056	209,056	1,510	-	-	27/03/33	-	-	-
	20/03/24	20/03/27	200,000		2,400	-	-	20/03/34	-	-	-
Earl Sibley	08/09/17	08/09/20	40,263	40,263	375	-	-	08/09/27	-	-	-
	05/03/18	05/03/21	9,377	9,377	650	-	-	05/03/28	-	-	-
	04/03/19	04/03/22	16,833	16,833	418	-	-	04/03/29	-	-	-
	02/03/20	02/03/23	35,207	61,767	790	-	-	02/03/30	-	-	-
	08/03/21	08/03/24	58,458	76,616	711	-	18,158	08/03/31	-	-	-
	04/03/22	04/03/25	87,624	-	828	-	-	04/03/32	-	-	-
	27/03/23	27/03/26	148,096	-	1,070	-	-	27/03/33	-	-	-
	20/03/24	20/03/27	103,321	-	1,240			20/03/34	-	-	-
Tim Lawlor	27/03/23	27/03/26	135,307	-	978	-	-	27/03/33	-	-	-
	20/03/24	20/03/27	94,399	-	1,134	-	-	20/03/34	-	-	-

[1] *All awards were granted as nil cost options.*

DIRECTORS' INTERESTS IN SHARE OPTIONS (AUDITED)

Executive Director	Date of grant	Scheme	Interest as at 31/12/24	Granted in year	Lapsed in year	Exercised in year	Interest as at 31/12/23	Exercise price per share (£)	Option exercise period
Greg Fitzgerald	-	-	-	-	-	-	-	-	-
Earl Sibley	01/06/2021	SAYE	-	-	-	2,208	2,208	8.152	06/24-12/24
	16/04/2024	SAYE	1,916	1,916	-	-	-	-	1/25-7/25
Tim Lawlor	27/04/2023	SAYE	3,065	-	-	-	3,065	5.872	06/26-12/26

The Vistry 2024 SAYE options were granted at a 20% discount to the prevailing market price of £12.10 on the date of grant.

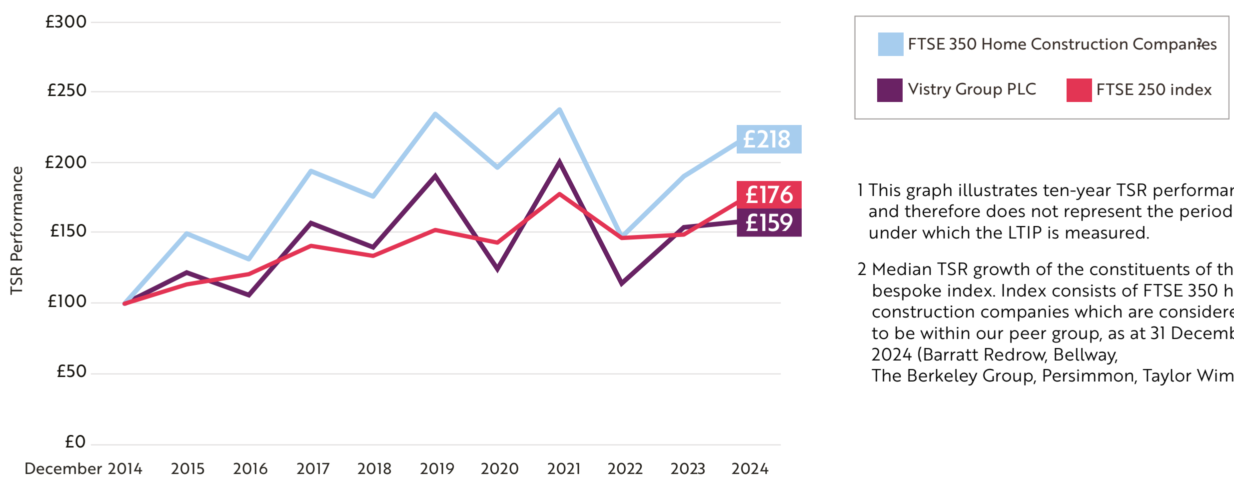
There was no payment required to secure the grant of any share options. There was no change in the terms and conditions of any outstanding options granted under the SAYE Scheme during the year. Share options held in the SAYE Scheme, which are not subject to performance conditions, may under normal circumstances be exercised during the six months after maturity of the savings contract.

PAST PERFORMANCE REVIEW

As required by the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended), the following graph shows the TSR on an ordinary share held in Vistry Group PLC (previously named Bovis Homes Group PLC) over the last ten financial years, compared to the FTSE 250 index and the median of the FTSE 350 housebuilding companies (as listed as at 31 December 2014) over the same period. As a constituent of the FTSE 250 operating in the home construction sector, the Committee considers both these indices to be relevant benchmarks for comparison purposes. The Board has chosen these comparative indices as the Group is a constituent of the FTSE 250 and its major competitors are included within the bespoke index. We have used a consistent methodology for preparing this with the approach in previous years. This includes taking the figures for each year as a three-month average (i.e. October – December in the relevant year), which results in the 2024 figure being 3% above the 2023 figure. If we instead took the spot prices on the last trading days of 2023 and 2024 respectively, it would show as a 39% fall in share price.

The middle market price of the Company's shares on 31 December 2024 was £5.72 (2023: £9.13). During the year ended 31 December 2024, the share price recorded a middle market low of £5.475 and a high of £14.30.

TOTAL SHAREHOLDER RETURN PERFORMANCE GRAPH



1 This graph illustrates ten-year TSR performance and therefore does not represent the period under which the LTIP is measured.

2 Median TSR growth of the constituents of the bespoke index. Index consists of FTSE 350 home construction companies which are considered to be within our peer group, as at 31 December 2024 (Barratt Redrow, Bellway, The Berkeley Group, Persimmon, Taylor Wimpey).

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TOTAL CEO REMUNERATION

Year	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Single figure total £000	1,596	1,505	1,029	1,367	2,180	2,175	1,342	2,356	2,482	3,172	875
Annual bonus against maximum %	88.7	59.8	10	100	89	100	30	100	100	55.3	0
LTIP vesting against maximum %	66.7	66.7	35.9	-	-	81.6	25.0	45.3	57.0	76.3	0
Recruitment award vesting against maximum %	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Note: Columns for 2014-2016 relate to David Ritchie and those for 2017-2024 related to Greg Fitzgerald

ANNUAL PERCENTAGE CHANGE IN DIRECTORS' REMUNERATION

The table below sets out the change in remuneration for the Company's Directors from 2020 to 2024. As the Company has no direct employees we have chosen to compare the change in remuneration with the Group's employees (as per prior years).

	Salary/fees % change					Benefits % change					Annual Bonus % change				
Executive Directors	**2024**	**2023**	**2022**	**2021**	**2020**	**2024**	**2023**	**2022**	**2021**	**2020**	**2024**	**2023**	**2022**	**2021**	**2020**
Greg Fitzgerald [1]	0.00	10.19	4.25	0.00	2.50	-48.65	19.40	0.00	0.00	94.0	-100.00	21.21	4.21	400.00	-69.0
Earl Sibley [2]	3.00	24.42	4.75	0.00	18.00	0.00	5.00	0.00	0.00	82.00	-100.00	-31.62	4.72	402.54	-65
Tim Lawlor	3.00	0.00	-	-	-	21.05	0.00	-	-	-	-100.00	-	-	-	-
Executive Directors															
Rowan Baker	8.57	4.00	-	-	-	-	-	-	-	-	-	-	-	-	-
Chris Browne	3.00	4.00	4.66	0.00	2.75	-	-	-	-	-	-	-	-	-	-
Paul Whetsell [3]	8.57	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Helen Owers [3]	3.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Rob Woodward [4]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Alice Woodwark [4]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Usman Nabi [5]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ralph Findlay [6]	-	38.46	125.68	0.00	2.00	-	-	-	-	-	-	-	-	-	-
Jeffrey Ubben [7]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Average pay of employees of the Group	**3.62**	**5.07**	**4.22**	**2.78**	**6.13**	**1.10**	**1.00**	**1.00**	**1.00**	**1.00**	**-100.00**	**60.00**	**-5.00**	**369.00**	**3.00**

[1] No salary increase in 2024. Reduction in benefits was due to a change in car allowance and car benefit in kind.

[2] Stepped down from the Board on 20 November 2024. Percentage change reflects the change between full year salary for 2023 and 2024.

[3] Appointed to the Board on 18 May 2023.

[4] Appointed to the Board on 16 May 2024.

[5] Appointed to the Board on 12 January 2024. Usman has waived his emoluments for this year and future years.

[6] Stepped down from the Board on 16 May 2024. Appointed Chair of the Board on 18 May 2022, therefore 2023 was the first full year's fee. The increase in the Chair's fee was 4% in line with the other fee increases.

[7] Appointed to the Board on 23 March 2023 and stepped down on 12 January 2024.

CEO PAY RATIO

Our CEO pay ratio has been calculated using 'Option A', because this uses total full-time equivalent total remuneration for all UK employees for the relevant financial year to rank the data and identify employees whose remuneration place them at median, 25th and 75th percentile. This is consistent with the method used for prior years, allowing for a more meaningful analysis of the data. The remuneration figures for the employees at each quartile were determined with reference to the year ended 31 December 2024. The data used to calculate the median, 25th and 75th percentiles was determined as at 31 December 2024. The Committee has reviewed the results of the calculations and is satisfied that they are representative of the respective quartiles and that there would be little difference if calculated on any other basis.

A significant reduction in the CEO pay ratio for all percentiles is due there being no variable pay in the CEO single figure, with annual bonus and LTIP outturn both being nil. As such, no meaningful trend in CEO pay ratio can be interpreted at this time.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024	Option A	24.0:1	16.0:1	11.0:1
2023	Option A	86.0:1	58.0:1	40.0:1
2022	Option A	93.0:1	54.0:1	34.0:1
2021	Option A	70.2:1	44.5:1	31.6:1
2020	Option A	44.7:1	30.9:1	20.5:1
2019	Option B	78:1	56:1	43:1

The table below sets out the salary and total pay and benefits for the three identified quartile point employees:

	CEO	25th percentile	Median	75th percentile
Salary	£800,000	£32,025	£46,485	£69,010
Total pay and benefits	£875,000	£36,143	£57,794	£78,925

RELATIVE IMPORTANCE OF SPEND ON PAY

The table below details Group-wide expenditure on pay for all employees (including variable pay, social security, pensions and share based payments) as reported in the audited financial statements for the last two financial years, compared with adjusted profit before tax and dividends paid to shareholders. Adjusted profit before tax has been chosen as a metric to compare against as it shows how spend on pay is linked to the Group's operating performance and dividends/share buy back paid represent the annual return on investment to shareholders. See note 6 of the financial statements for full reconciliation of total spend on pay.

	Total Spend on Pay £m	Adjusted Profit before tax £m	Dividends Paid £m	Total Share Buyback Paid £m
2024	366.8	263.5	-	172.6
2023	409.0	407.3	110.4	5.3

Year-on-year changes:
Total spend on pay decrease of £42.2m (-10.3%).
Adjusted profit before tax decrease of £143.8m (-35.3%),
Cash dividend decrease of £110.4m (-100%). Share buyback increase of £167.3m (3,256.6%)

IMPLEMENTATION OF REMUNERATION POLICY FOR THE YEAR ENDING 31 DECEMBER 2025

The Remuneration Policy was approved at the General Meeting which was held on 30 August 2023. The key changes in the way that the Remuneration Policy is proposed to be implemented in 2025 are:

- Following a 2024 salary review, including taking into account the link between Executive remuneration and pay, and employment conditions throughout the Group (including oversight of the general proposals for staff for 2025), the Executive Chair and CEO declined to receive a base salary increase and it was determined that there would a 2.5% increase for the CFO in line with the wider workforce.
- Non-Executive Director fees were reviewed and it was determined that there would be no fee increases for the Non-Executive Directors.
- The metrics in the annual bonus scheme shall be Adjusted profit before tax (60%), Full Year cashflow (30%) and Gross profit shortfall for FY26 (10%). The deferral of one third (two thirds for the Executive Chair and CEO) of any bonus payment shall continue to be satisfied through the grant of conditional awards under the Deferred Bonus Plan with a two-year vesting period.
- The 2025 LTIP award vesting financial criteria shall be relative TSR (40%), ROCE (25%), EPS (30%) and ESG (5%).

EXECUTIVE DIRECTORS' BASE SALARIES AND BENEFITS

The salaries of the Executive Directors with effect from 1 January 2025 are set out below.

Executive Directors	Position	2025 Base salary	% Increase from 2024
Greg Fitzgerald	CEO	£800,000	0%
Tim Lawlor	CFO	£516,051	2.5%

When reviewing base salary, the Committee took account of increases awarded to the workforce, in addition to benchmarking data for equivalent roles in FTSE250 and sector peers, the individual performance of Executive Directors and the impact on their total compensation.

Benefits will continue on the same basis as for 2024.

APPROACH TO ANNUAL BONUS FOR 2025

The Committee remains of the view that it is important for the Group's incentive arrangements to reflect the enlarged Group's positioning in the sector and to support the recruitment and retention of the talent required to ensure a successful and sustainable business, delivering positive outcomes for all stakeholders. The maximum bonus opportunity level for the Executive Chair and CEO in 2025 will be 300% of base salary, with two thirds of any bonus award being paid in shares through awards granted under the Deferred Bonus Plan with a vesting period of two years. The maximum bonus opportunity level for the CFO in 2025 will be 175% of base salary, with one third of any bonus award being paid in shares through awards granted under the Deferred Bonus Plan with a vesting period of two years.

The Committee determined that the annual bonus scheme for 2025 should maintain the focus on financial metrics with a profit metric being the most important element in terms of performance based on shareholder expectations and a key component of guidance and consensus with a weighting of 60%. The cash metric has changed from average month end net debt to full year net debt metric to drive increased focus on cash management through the year, and to drive towards positive cash generation rather than debt. The gross profit shortfall for FY26 metric has been introduced to ensure that profit and cash delivery in FY25 is not at the expense of future years. The metric shall be measured as achievement of final FY26 budgeted profit before tax versus FY26 consensus, post FY24 results. The ESG metric has been removed, following the introduction of an ESG metric into the LTIP and to maintain focus on financial performance. Customer satisfaction scores remain important KPIs for the Group and as such HBF Customer Satisfaction new combined scoring for 8-week and 9-month survey scores at less than 5-stars and Partner Satisfaction Survey scores are agreed areas for consideration of downwards discretion, along with health and safety, personal performance and payment practices.

There shall not be a profit gateway for the scheme for 2025 with performance against each metric measured separately. However, as always, the Committee will review the overall formulaic bonus outcome on a holistic basis and would consider the application of downwards discretion to ensure that the final outcome was fair and appropriate. This is to support the business to deliver cash improvements. Further, the Committee has agreed that during the year unbudgeted cash improvement actions may be approved which have a negative impact on profit and the impact of such actions may be adjusted when measuring performance against the bonus targets.

Provisions that enable the withholding of payment or the recovery of sums paid (malus and clawback) apply to the annual bonus in circumstances of (i) a material misstatement of results; (ii) an error in assessing performance used in determining the bonus by reference to which a bonus payment was made, or in the information or assumptions relating to the determination of such bonus and/or the treatment of a bonus award ; (iii) serious misconduct; (iv) a material failure of risk management; (v) circumstances of corporate failure (vi) serious reputational damage; (vii) restatement of prior year results; or (viii) any other circumstances that the Committee considers to be similar in nature or effect. Malus can apply prior to the bonus payment date and clawback can apply for a two year period thereafter.

The Committee has decided not to disclose the detail of financial performance targets in advance as being closely indicative of the Group's strategy they are considered commercially sensitive. Such targets will be disclosed retrospectively in the 2025 Remuneration Report.

The 2025 performance measures and weightings are described below:

Measure	Weighting 2025 (as % of max)	Weighting 2024 (as % of max)
FINANCIAL		
Adjusted profit before tax	60	60
FY net debt	30	
Average month end net debt		15
Capital employed		20
Gross profit shortfall	10	
NON-FINANCIAL		
ESG [1] – Affordable housing and people metrics		5

[1] Carbon reduction is now a metric in the 2024 LTIP and is therefore no longer an underpin for the 2024 bonus scheme.

LTIP APPROACH FOR 2025

The key features of the long-term incentive arrangements are expected to remain broadly similar as those for 2024. In light of the performance of the business in FY24 and the substantial fall in share price, the award level for the Executive Chair and CEO shall decrease from 300% to 250% of base salary. The award will remain at 225% for the CFO.

Provisions that enable the withholding of payment or the recovery of sums paid (malus and clawback) can apply to LTIP awards in certain circumstances, consistent with those that apply to the bonus, disclosed on the previous page. Malus can apply prior to the award vesting date and clawback can apply for a two year period thereafter. A two year holding period following vesting extends to five years, the time between awards being granted and when they can be exercised.

PERFORMANCE MEASURES AND TARGETS FOR 2025 LTIP AWARDS

The performance measures for all 2025 awards will be TSR (40%), adjusted EPS (30%), ROCE (25%), and carbon reduction (5%). The TSR measure will be split for 2025 between the current comparator group (25%) and FTSE 250 (15%). The threshold vesting will be set at 25% for each measure. Vesting will be on straight line basis between threshold and maximum.

Performance Condition	Weighting %	Threshold	Maximum
TSR against FTSE 250 (excluding investment trusts)	15	Annualised median of index	Annualised upper quartile of index
TSR against comparator group of housebuilder companies	25	Annualised median of index	Annualised upper quartile of index
Adjusted EPS	30	60p	77.5p
ROCE	25	17%	21%
Carbon reduction - reduction of absolute Scope 1 and 2 (operational) GHG emissions	5	22% reduction against 2022 baseline	29% reduction against 2022 baseline

TSR will be measured using a relative ranking approach over the three year period (2025-2027). The TSR comparator group is Barratt Redrow plc, Bellway plc, The Berkeley Group plc, Crest Nicholson Holdings plc, Persimmon plc and Taylor Wimpey plc. Adjusted EPS and ROCE will be measured in the third year of the performance period (2027).

The EPS targets are set based on earnings excluding amortisation and exceptional items. The targets for both EPS and ROCE are set by reference to consensus and to align to the medium targets of the Group. The EPS targets reflect consistent strong growth across the business in the performance period. The ROCE targets reflect continued investment in the mixed tenure partnerships model. The Group is focused on a returns based model and is targeting 40% ROCE. The carbon reduction targets are set against SBTi approved 2022 baseline of 24,991 tonnes CO_2e carbon usage, and are aligned to the Group's Sustainability Strategy path to Net Zero carbon by 2040.

IN-EMPLOYMENT AND POST-EMPLOYMENT SHAREHOLDING GUIDELINES

Executive Directors are expected to retain the lower of: (i) one times' the in-employment shareholding guidelines (which is the greater of: (i) 200% of base salary; or (ii) the Executive Director's LTIP opportunity); or (ii) the actual shareholding at cessation for two years post- cessation. The shares to be held exclude shares purchased by the Executive Directors. For the purpose of assessing the guidelines, shares no longer subject to performance conditions, but subject to deferral or a holding period count towards the guidelines (on a net of tax basis).

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NON-EXECUTIVE DIRECTORS' REMUNERATION FOR 2025

Following a review which considered the economic environment, alignment with the experience of stakeholders, competitive positioning based on benchmarking data, responsibilities, time commitment for each role and the Group's size and complexity, the fees for the Non-Executive Directors and Committee Chairs have not been increased with effect from 1 January 2025.

Role	Fees 2025 £	Fees 2024 £
Chair [1]	N/A	234,000 [1]
Senior Independent Director [2]	130,000	10,400 [2]
Non-Executive Director [3]	61,058	61,058
Audit Committee Chair	15,000	15,000
Remuneration Committee Chair	15,000	15,000

[1] *At the conclusion of the 2024 AGM, the Chair role was combined with the CEO role. The Executive Chair & CEO role will continue to receive an unchanged salary of £800,000 in 2025.*

[2] *The SID fee was reviewed at the time of appointment, to take into consideration the broader scope of the role. Therefore the figure for 2024 has been updated to reflect this. There has been no change to the SID fee in 2025.*

[3] *Usman Nabi has waived his right to receive a fee for his role as a Non-Executive Director this year and all future years.*

REMUNERATION OF SENIOR MANAGEMENT AND OTHER BELOW BOARD EMPLOYEES

In addition to responsibility for Executive Directors, the Committee is also involved in considering the remuneration arrangements for the ELT, in conjunction with the Executive Chair and CEO. Alignment is delivered by ensuring that Senior Management and Executive Directors participate in the same bonus and incentive schemes as far as possible, with similar performance measures and targets. The Committee has visibility of the remuneration of management teams below the ELT and has oversight of payment and employment conditions throughout the Group and takes these into account when setting executive pay. Engagement with the workforce took place during the year in connection with the communication of bonus arrangements across the Group and their alignment, through a Peakon staff engagement survey containing questions on remuneration and People Forum.

ADVISERS TO THE COMMITTEE

The Committee appointed Willis Towers Watson (WTW) as its adviser in December 2018, following a selection and interview process. WTW provide independent advice on all aspects of executive remuneration and attend Remuneration Committee meetings when invited by the Chair of the Committee. The Committee reviews the advice, challenges conclusions and assesses responses from its advisors to ensure objectivity and independence. WTW have no connection with the Group other than providing advice and service to the Group pension schemes. WTW is a founder member of the Remuneration Consultants Group and has signed the voluntary Code of Conduct for remuneration consultants. The fees paid to WTW for services provided in 2024 were £115,099 on a time-spent basis (2023: £223,036).

SHAREHOLDER VOTING

At the 2024 AGM, shareholder proxy voting on the Directors' Remuneration Report for the year ended 31 December 2023 was as follows:

Resolution	For	%	Against	%	Total votes	Withheld [1]
Directors' Remuneration Report 2024	225,643,911	82.21	48,819,153	17.79	274,463,064	45,230

[1] *A vote withheld is not a vote in law and is not counted in the calculation of votes for and against.*

At the General Meeting held on 30 August 2023, shareholder proxy voting on the Directors' Remuneration Policy was as follows:

Resolution	For	%	Against	%	Total votes	Withheld [1]
Directors' Remuneration Policy 2023	158,750,720	54.80	130,937,427	45.20	289,688,147	2,365,709

[1] *A vote withheld is not a vote in law and is not counted in the calculation of votes for and against.*

By Order of the Board

PAUL WHETSELL
Chair of the Remuneration Committee

25 March 2025

REMUNERATION POLICY

The key elements of the Remuneration Policy, approved by shareholders at the General Meeting held on 30 August 2023, are summarised below. A large proportion of this remuneration framework is performance related. The full Remuneration Policy is available at **www.vistrygroup.co.uk/investor-centre/corporate-governance**.

BASE SALARY

To attract and retain high performing talent required to deliver the business strategy, providing core reward for the role.

OPERATION	OPPORTUNITY
Ordinarily reviewed annually. The review typically considers competitive positioning, the individual's role, experience and performance, business performance and salary increases throughout the Group. Market benchmarking exercises are undertaken periodically and judgement is used in their application.	Whilst we do not consider it appropriate to set a maximum base salary level, any increases will take into account the individual's skills, experience, performance, the external environment and the pay of employees throughout the Group. Whilst generally the intention is to maintain a link with general employee pay and conditions, in circumstances such as significant changes in responsibility or size and scope of role or progression in a role, higher increases may be awarded. Thus, where a new Director is appointed at a salary below market competitive levels to reflect initial experience, it may be increased over time subject to satisfactory performance and market conditions. This will be fully disclosed in advance or on appointment.

PERFORMANCE METRICS NOT APPLICABLE.

BENEFITS

To provide market competitive benefits consistent with role.

OPERATION	OPPORTUNITY
Benefits typically include medical insurance, life assurance, membership of the Vistry Group Regulated Car Scheme for Employees or cash car allowance, annual leave, occupational sick pay, health screening, personal accident insurance, and participation in all employee share schemes (SAYE and SIP). In line with business requirements, other expenses may be paid, such as relocation expenses, together with related tax liabilities.	We do not consider it appropriate to set a maximum benefits value as this may change periodically.

PERFORMANCE METRICS NOT APPLICABLE.

PENSION

To attract and retain talent by enabling long-term pension saving.

OPERATION	OPPORTUNITY
Executives joining the Group since January 2002, can choose to participate in a defined contribution arrangement or may receive a cash equivalent. A salary supplement may also be paid as part of a pension allowance arrangement.	Pension rates align with the rate applicable to the wider workforce; currently 7% of base salary. They are to be maintained in line with changes in the rate applicable to the workforce. This may be taken as a contribution to the Group Personal Pension Plan, as a cash supplement, or a combination of the two. Salary increases awarded since 2020 are not pensionable for Directors who receive pension contributions at a rate above that applicable to the workforce.

PERFORMANCE METRICS NOT APPLICABLE.

ANNUAL BONUS

To incentivise and reward the delivery of near-term business targets and objectives.

OPERATION	OPPORTUNITY
The annual bonus scheme is a discretionary scheme and is reviewed prior to the start of each financial year to ensure that it appropriately supports the business strategy. Performance measures and stretching targets are set by the Committee. Bonuses are normally paid in cash and at least one third of any bonus will be deferred in cash or shares for two years. It is the intention for the default treatment for deferred awards to be in shares. For the current Executive Chair and CEO, two-thirds of any bonus will usually be deferred in shares for two years. In any year in which no dividend is proposed, discretion may be exercised to pay part, or all, of the bonus in ordinary shares, consistent with the deferral profile above. Deferral in shares will be made under the Deferred Bonus Plan. Awards may be granted with the benefit of dividend equivalents. Actual bonus amounts are determined by assessing performance against the agreed targets after the year end. The results are then reviewed to ensure that any bonus paid, accurately reflects the underlying performance of the business. Clawback provisions apply (for a period of two years from the bonus payment date). Circumstances include: • a material misstatement • serious misconduct • a material failure of risk management • restatement of prior year results • corporate failure • serious reputational damage to any Group company	The annual bonus scheme offers a maximum opportunity of up to 300% of base salary. Achievement of stretching performance targets is required to earn the maximum.

PERFORMANCE METRICS
Performance measures are selected to focus Executives on strategic priorities, providing alignment with shareholder interests and are reviewed annually. Weightings and targets are reviewed and set at the start of Each financial year. Financial metrics will comprise at least 50% of the bonus and are likely to include one or more of: • a profit-based measure • a cash-based measure • a capital return measure Non-financial metrics, key to business performance, will be used for any balance. These may include measures relating to build quality, customer service and ESG performance. Overall, quantifiable metrics will comprise at least 70% of the bonus. Below threshold performance delivers no bonus and target performance achieves a bonus of 50% of the maximum opportunity. The Committee has discretion to override formulaic outcomes when determining the level of bonus payout.

LONG-TERM INCENTIVE PLAN (LTIP)

To incentivise, reward and retain Executives over the longer term and align the interests of management and shareholders.

OPERATION	OPPORTUNITY
Typically, annual awards are made under the LTIP. Awards can be granted in the form of nil-cost options, forfeitable shares or conditional share awards. Performance is measured over a performance period of not less than three years. LTIP awards do not normally vest until the third anniversary of the date of the grant. Vested awards are then subject to a two-year holding period. For nil-cost options, this will be a prohibition on exercise until the end of the holding period. Awards may be granted with the benefit of dividend equivalents, so that vested shares are increased by the number of shares equal to the value of dividends, the record dates of which, fall between the date of grant and the date of vesting (or in the case of an option subject to a holding period, between the date of grant and the first date on which the option becomes exercisable). Dividend equivalents may be calculated on a reinvestment basis. Malus provisions can be applied to awards prior to the vesting date and clawback provisions can be applied for two years thereafter. Circumstances include: • a material misstatement • serious misconduct • a material failure of risk management • restatement of prior year results • corporate failure • serious reputational damage to any Group company Malus can also be applied for any other reason which the Committee considers appropriate.	The maximum annual award, under normal circumstances is 300% of base salary (excluding any dividend equivalents) for Executive Directors.

PERFORMANCE METRICS	
The performance measures applied to LTIP awards are reviewed annually to ensure they remain relevant to strategic priorities and aligned to shareholder interests. Weightings and targets are reviewed and set prior to each award. Performance measures will include long-term performance targets, of which financial and/ or share price-based metrics will comprise at least two-thirds of the award. Quantifiable non-financial metrics, key to business performance, will be used for any balance. Any material changes to the performance measures from year to year would be subject to prior consultation with the Company's major shareholders. Below threshold performance realises 0% of the total award, threshold performance realises 25% and maximum performance realises 100% of the total award. The Committee may adjust downwards, the number of shares realised if it considers such adjustment is justified based on: (a) the performance of the Company, any business area or team; (b) the conduct, capability or performance of the participant; or (c) the occurrence of unforeseen events or of events outside of the participant's control. The Committee has discretion to override formulaic outcomes when determining the level of vesting of LTIP awards.	The maximum annual award, under normal circumstances is 300% of base salary (excluding any dividend equivalents) for Executive Directors.

SHAREHOLDING GUIDELINES

In-employment:

All Executive Directors are required to retain 100% of the net value derived from the vesting/exercise of LTIP awards as shares, until such time as they each hold shares equal to the higher of:

(i) 200% of base salary; or

(ii) their LTIP opportunity.

Post-employment:

Executive Directors are expected to retain the lower of:

(i) one times' the in-employment shareholding guidelines; or

(ii) the actual shareholding at cessation for two years post-cessation. The shares to be held exclude shares purchased by the Executive Directors.

For the purpose of assessing the guidelines, shares no longer subject to performance conditions but subject to deferral or a holding period, count towards the guidelines (on a net of tax basis).

NON-EXECUTIVE DIRECTOR FEES

To attract and retain Non-Executive Directors and a Chair of the appropriate calibre.

OPERATION	OPPORTUNITY
Typically reviewed on an annual basis. Market benchmarking exercises are undertaken periodically and judgement is used in their application.	Fee increases may be applied in line with the outcome of any review. A basic fee is paid. Additional fees may be paid for additional responsibilities such as chairpersonship/membership of a Committee. Fees are set at a level considered appropriate taking account of competitive positioning, the individual's responsibilities, the time commitment required and the size and complexity of the Company.

PERFORMANCE METRICS NOT APPLICABLE.

The Policy includes the power to deploy the one-person new LTIP exemption from the need for prior shareholder consent in unusual circumstances permitted under the Listing Rules.

COMMITTEE DISCRETION IN RELATION TO FUTURE OPERATION OF THE NEW POLICY

The Committee may make minor amendments to the Policy set out above (for regulatory, exchange control, tax or administrative purposes, or to take account of a change in legislation) without obtaining shareholder approval, for that amendment. The Executive Directors may request, and the Company may grant, salary and bonus sacrifice arrangements. The LTIP rules permit the substitution or variance of performance conditions to produce a fairer measure of performance as a result of an unforeseen event or transaction. They include discretions for upwards adjustment to the number of shares to be realised in the event of a takeover, and scheme of arrangement or voluntary winding up. Non-significant changes to the performance metrics may be made by use of discretion under the performance conditions. Awards are normally satisfied in shares, although there is flexibility to settle in cash.

The Committee reserves the right to make remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) that are not in line with the New Policy table set out above where the terms of the payment were set out:

(i) under the Company's previous shareholder-approved remuneration policies, provided that the terms of payment were consistent with the relevant remuneration policy in force at the time they were set out; or

(ii) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company.

For these purposes, 'payments' includes the Committee determining and paying short-term and long-term incentive awards of variable remuneration.

In the event of a variation of share capital, demerger, special dividend or similar event, the Committee may adjust or amend awards in accordance with the rules of the relevant plan.

The Committee retains the discretion to amend performance targets in exceptional business or regulatory circumstances. If discretion is exercised in this way, the Committee will seek to consult with major shareholders as appropriate.

All awards are subject to Committee discretion and may be adjusted (or reduced to zero) where it determines that the overall level of the Company or Group performance does not warrant payment of variable remuneration, or it considers that risks (such as financial, regulatory, compliance or brand risk) have not adequately been reflected in awards.

REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS

The Board, comprising the Chair and the Executive Directors, sets the remuneration of the Non-Executive Directors, without their participation. The Committee, with the Chair absenting themselves from discussions, sets the remuneration of the Chair who receives an all-inclusive fee. The level of fees must be within the limit approved by shareholders, contained in the Articles of Association. Non-Executive Directors and the Chair do not participate in the annual bonus scheme or the LTIP and are not eligible to join the Group's pension schemes. All Non-Executive Director and Chair fees are payable in cash and there are no additional fees or other items in the nature of remuneration. All Non-Executive Directors and the Chair may receive reimbursement for reasonable expenses incurred and the Company may satisfy any related tax liabilities.

REMUNERATION POLICY FOR NEW APPOINTMENTS

In agreeing a remuneration package for a new Executive Director, it would be expected that the structure and quantum of variable pay elements would reflect those set out in the Policy table above. However, the Committee would retain the discretion to flex the balance between annual and long-term incentives and the measures used to assess performance for these elements, with the intention that a significant proportion would be delivered in shares. Salary would reflect the skills and experience of the individual, and may be set at a level to allow future progression to reflect performance in the role.
On recruitment, relocation benefits may be paid as appropriate.

This overall approach would also apply to internal appointments, with the provision that any commitments entered into before promotion, which are inconsistent with this Policy, can continue to be honoured under the Policy. Similarly, if an Executive Director is appointed following the Company's acquisition of or merger with another company, legacy terms and conditions would be honoured.

An Executive Director may initially be hired on a contract requiring 24 months' notice which then reduces pro rata over the first year of the contract to requiring 12 months' notice. The Committee may award compensation for the forfeiture of awards from a previous employer in such form, as the Committee considers appropriate taking account of all relevant factors including the expected value of the award, performance achieved or likely to be achieved, the proportion of the performance period remaining and the form of the award. There is no specific limit on the value of such awards, but the Committee's intention is that the value awarded would be similar to the value forfeited.

Maximum variable pay will be in line with the maximum set out in the Policy table above (excluding buy-outs).
The Committee retains discretion to make appropriate remuneration decisions outside the standard remuneration policy to meet the individual circumstances when:

(i) An interim appointment is made to a fill an Executive Director role on a short-term basis.

(ii) Exceptional circumstances require that the Chair or a Non-Executive Director takes on an executive function on a short-term basis.

For Non-Executive Directors, the Board would consider the appropriate fees for a new appointment taking into account the existing level of fees paid to the Non-Executive Directors, the experience and ability of the new Non-Executive Director and the time commitment and responsibility of the role.

SERVICE CONTRACTS AND EXIT PAYMENTS POLICY

The Executive Directors' service contracts contain the key elements shown below.

Provision	Detailed terms
Length of term	12 months
Notice period	12 months by either employer or Director
Termination payment	Up to 12 months' salary (excluding bonus or other enhancement)

The Executive Directors' service contracts do not contain specific provision for compensation in the event of removal at an annual general meeting. In the event of early termination, some Directors may be eligible for payments in lieu of notice or to place the Director on garden leave for the notice period. Any payment in lieu of notice will be reduced for any time worked post notice being given or received.

When determining exit payments, the Committee would take account of a variety of factors, including individual and business performance, the obligation for the Director to mitigate loss (for example, by gaining new employment), the Director's length of service and any other relevant circumstances, such as ill health. A departing Director may also be entitled to a payment in respect of statutory rights.

The Committee would distinguish between types of leaver in respect of incentive plans. 'Good leavers' (death, ill health, agreed retirement, redundancy or any other reason at the discretion of the Committee) may be considered for a bonus payment, and part-year bonus payments may be paid where cessation occurs mid-year, with the Committee determining whether or to what extent to apply the deferral requirements.

In respect of outstanding awards under the Deferred Bonus Plan, if a participant leaves employment:

- generally, their award will normally remain outstanding and vest at the normal vesting date, unless the Board decides that an award will vest in full on cessation of employment (or some other date specified by the Board). However, if the participant leaves (or gives or receives notice pursuant to which they will leave) on grounds or as a result of conduct that the Board determines amounts to misconduct (or at a time when the Board could have terminated employment on such grounds), any award (including any outstanding vested Option) will immediately lapse in full, unless the Board determines otherwise. If the participant dies, awards will vest on death in full.
- alternatively, the Committee may instead decide in respect of any awards granted after 2023 that some or all of the award will normally immediately lapse in full unless 'Good leaver' treatment applies (see above). The Committee intends for this treatment to typically be applied to a portion of the bonus as determined by the Committee in cases where a bonus opportunity is awarded at greater than 150% of salary. In addition, the Committee has determined this treatment will apply to 50% of any deferred bonus awards granted to the current Executive Chair and CEO, Greg Fitzgerald in 2024.
- options which do not lapse on leaving can be exercised during a period of 6 months from the date of leaving or the date of vesting, if later, or 12 months from the date of death.
- LTIP awards may vest at the usual time taking into account performance conditions and pro rating for time in employment during the performance period, unless the Committee determines otherwise. The LTIP rules include discretion, in exceptional circumstances, for acceleration of the realisation date and upwards adjustment to the number of shares to be realised for 'good leavers' in such a situation.

In all other leaver circumstances, the Committee would decide the approach taken, which would ordinarily mean that leavers would not be entitled to consideration for a bonus and certain deferred bonus awards granted after 2023 (as determined by the Committee) and LTIP awards would lapse.

Any vested LTIP award that is subject to a holding period at the time of the Executive's cessation of employment will not lapse except in the case of the executive's gross misconduct.

The Committee reserves the right to make any other payments in connection with a Director's cessation of office or employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement of any claim arising in connection with the cessation of a Directors' office or employment. In addition, the Committee reserves the right, acting in good faith, to pay fees for outplacement assistance and/or the Director's legal and/or professional advice fees in connection with their cessation of office or employment.

The appointment of the Chair and each of the Non-Executive Directors is for an initial period of three years, which is renewable for further terms, and is terminable by the Chair or Non-Executive Director (as applicable) or the Company on 12 or, for more recent appointments, three months' notice. New Chair or Non-Executive Director appointments are subject to a three-month notice period.

No contractual payments would be due on termination. There are no specific provisions for compensation on early termination for the Non- Executive Directors, with the exception of entitlement to compensation equivalent to 12 or three months' fees (as applicable) or, if less, the balance of appointment, in the event of removal at an annual general meeting.

CHANGE OF CONTROL

All the Company's share plans contain provisions relating to change of control. In general, outstanding awards would normally vest and become exercisable on a change of control, to the extent that any applicable performance conditions have been satisfied at that time, reflecting the time period to the date of the event. Any deferred bonus shares will be released on change of control. The LTIP rules include discretion for upwards adjustment to the number of shares to be realised in the event of a takeover, scheme of arrangement or voluntary winding up.

EXTERNAL DIRECTORSHIPS

Executive Directors may, if so authorised by the Board, accept appointments as Non-Executive Directors of suitable companies and organisations outside the Group and retain any associated fees.

PAY AND CONDITIONS THROUGHOUT THE GROUP

The pay and conditions of employees throughout the Group are considered by the Committee in setting policy for the Executive Directors and senior management. The Committee is kept regularly informed on the pay and benefits provided to employees and base salary increase data from the annual salary review for general staff is considered when reviewing Executive Directors' salaries and those of senior management. The Committee did not consult with employees when setting the remuneration policy for the Executive Directors.

DIFFERENCE IN THE COMPANY'S POLICY ON REMUNERATION OF DIRECTORS COMPARED TO EMPLOYEES

The policy for the Executive Directors is designed with pay and conditions throughout the Group in mind. The Committee believes that some differences are necessary to reflect responsibility and provide appropriate focus and motivation for delivery of the Group's strategy. Executive Directors, therefore, have a higher bonus opportunity than employees generally to motivate them to achieve stretching annual targets and they participate in the LTIP to provide focus on long-term sustainable performance. This approach is designed to provide an appropriate emphasis on performance related pay.

CONSIDERATION OF SHAREHOLDER VIEWS

The Company is committed to ongoing dialogue with shareholders and welcomes feedback on Directors' remuneration. Feedback received from meetings during the year and in relation to the annual general meeting is considered, together with guidance from shareholder representative bodies more generally, and taken into account in the annual review of the policy. The Committee believes that it has a responsible approach to Directors' pay and that its policy is appropriate and fit for purpose.

DIRECTORS' REPORT

The Board of Directors present their Annual Report and Accounts, together with the audited financial statements of the Group for the financial year ended 31 December 2024. This Directors' report, together with the Strategic report on pages 2 to 68, form the Management report for the purpose of the FCA's DTR 4.1.5R(2) and DTR 4.1.8R.

Statutory or regulatory information contained elsewhere in the Annual Report

The Company is required to disclose certain information in its Directors' report which the Directors have chosen to disclose elsewhere in the Annual Report and Accounts and is incorporated by reference. Details of where this information can be found are set out in the table to the right.

SUBJECT	
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Important events since the year end	12 & 209
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Approach to investing in and rewarding our workforce	52
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Key performance indicators (financial and non-financial)	21 - 23
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Post balance sheet events of the Company or its subsidiaries	209

Disclosure of information under UK Listing Rule 6.6.1(R)

In accordance with UK Listing Rule 6.6.4(R), the table to the right sets out the location of the information required to be disclosed under UK Listing Rule 6.6.1(R), where applicable.

There are no other disclosures required under this UK Listing Rule.

SUBJECT	
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Information required by Sch 7.11(1) (B) Companies (Miscellaneous Reporting) Regulations 2018

The Group has chosen to provide information in relation to the Statement of engagement with employees elsewhere in this report.

This is cross referenced in the table to the right.

SUBJECT	
How the Directors engage with employees	98
How the Group provides employees with information on matters of concern to them as employees	98
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How the Group informs employees of the financial and economic factors affecting its performance	88

Information required by Sch 7.11 (B) (1) Companies (Miscellaneous Reporting) Regulations 2018

The Group has chosen to provide information in relation to the engagement with suppliers, customers, and other business relationships elsewhere in this report. This is cross referenced in the table to the right.

SUBJECT	
How the Directors have regard to the need to foster the Company's business relationships with suppliers, customers and others	98 - 101
The effect of that regard, including on the principal decisions taken by the Company during the financial year	93

DISCLOSURE OF INFORMATION REQUIRED BY DTR 7.2.1R

See page 83 for the Corporate Governance statement as required by DTR 7.2.1R.

The corporate governance report sets out the Company's compliance with the Code issued by the Financial Reporting Council available at **www.frc.org.uk** and also describes how the governance framework is applied across the Company.

DIRECTORS

Details of the current Directors and their biographies are shown on pages 84 and 85.

All Directors, with the exception of those detailed below, intend to seek election or re-election at the Company's 2025 AGM in accordance with the recommendations of the Code.

There were a number of Board changes during the year which included the appointment of three Non-Executive Directors. On 12 January 2024, Jeff Ubben stood down from the Board and Usman Nabi joined the Board as a Non-Executive Director, followed by Rob Woodward and Alice Woodwark who were appointed as Independent Non-Executive Directors, effective from the conclusion of the 2024 Annual General Meeting on 16 May 2024. Ralph Findlay opted not to stand for re-election at the 2024 Annual General Meeting and Greg Fitzgerald assumed the combined role of Executive Chair and CEO. Chris Browne will not be seeking re-election at the forthcoming Annual General Meeting, having served on the Board for more than nine years. Earl Sibley stood down from the Board on 20 November 2024. Helen Owers will seek re-election at the AGM, however she has informed the Board of her intention to resign. She will remain on the Board until the earlier of an appointment of a replacement independent non-executive director or the end of 2025.

The appointment and removal of the Company's Directors is governed by its Articles of Association (the Articles), the Code and the Companies Act 2006 (the Act).

DIRECTORS' POWERS

Subject to the Articles, UK legislation and any directions given by special resolution, the business of the Company is managed by the Board, which may exercise all the powers of the Company.

DIRECTORS' INDEMNITIES

During the financial year and as at the date of this report, qualifying third party indemnities, as defined by s.234 of the Act, were in force under which the Company has agreed to indemnify the Directors, to the extent permitted by law and the Articles, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as Directors of the Company or any of its subsidiaries.

The Company's subsidiary, Vistry Homes Limited, has granted a qualifying pension scheme indemnity to the directors of the Pension Trustee to the extent permitted by law in respect of all losses arising out of, or in connection with, the execution of their powers, duties, and responsibilities as directors of the Pension Trustee.

DIRECTORS' INTERESTS

Details of Directors' pay, pension rights, service contracts and Directors' interests in the ordinary shares of the Company are included in the Directors' Remuneration report on pages 126 to 142.

CONFLICTS OF INTEREST

Under the Act, Directors are under an obligation to avoid situations in which their interests can or do conflict, or may possibly conflict, with those of the Company. A policy and procedures are in place for identifying, disclosing, evaluating and managing conflicts to ensure that Board decisions are not compromised by a conflicted Director. The Articles give the Board power to authorise matters that give rise to actual or potential conflicts. All conflicts of interest are reviewed bi-annually by the Board.

ARTICLES

Unless expressly specified to the contrary in the Articles, they may only be amended by a special resolution of the Company's shareholders at a general meeting.

SHARE CAPITAL

The Company has a premium listing on the London Stock Exchange. As at 31 December 2024, the Company's share capital comprised 331,843,937 fully paid ordinary shares of 50 pence each (including 600,097 shares in treasury). As at 24 March 2025, (being the latest practicable date prior to the publication of this Annual Report), the Company's share capital comprised 329,112,138 fully paid ordinary shares of 50 pence each (including 600,097 shares in treasury).

At the Company's 2024 Annual General Meeting, the Directors were authorised to:

- Allot shares in the Company or grant rights to subscribe for, or convert, any security into shares up to an aggregate nominal amount of £56,740,016.
- Allot shares up to an aggregate nominal amount of £17,039,044 for the purpose of a rights issue.
- Make market purchases up to 51,083,054 shares in the Company (representing approximately 14.99% of the Company's issued share capital at the time).

Shareholders will be asked to renew similar authorities at the 2025 Annual General Meeting.

On 23 February 2024, the Company concluded a share buyback programme to repurchase up to £55m of its own ordinary shares of 50 pence. The Company repurchased a total of 5,759,041 ordinary shares and of the shares purchased 250,000 were retained in Treasury. In April 2024, the Company commenced a a share buyback programme to repurchase up to £100m of its own ordinary shares of 50 pence which concluded on 2 September 2024. As part of this share buyback programme, the Company repurchased a total of 7,739,610 ordinary shares and of the shares purchased 250,000 were retained in Treasury.

Under the authority granted at the 2024 Annual General Meeting, the Company commenced a share buyback programme on 12 September 2024 to repurchase up to £130 million, which includes a special distribution of £75m of its own ordinary shares of 50 pence each. As at 31 December 2024, the Company had purchased 2,470,446 shares.

During the year, the Company allotted 59,246 shares in connection with the exercise of options under the Company's employee share plans. A total of 493,097 shares were transferred from the employee benefit trust up to 31 December 2024 and 519,074 shares were transferred from Treasury to satisfy the exercise of options under the Company's employee share plan.

The share price at 31 December 2024, was 572.0 pence. The highest share price in the year was 1,430.00 pence and the lowest was 547.50 pence.

SHAREHOLDERS' RIGHTS

All issued shares are fully paid and free from any restrictions on their transfer, except where required by law, such as insider trading rules. The rights and obligations attaching to the Company's ordinary shares are set out in the Articles.

Shareholders are entitled to attend, speak and vote at general meetings of the Company, to appoint one or more proxies and, if they are corporations, to appoint corporate representatives. On a show of hands at a general meeting of the Company, every shareholder present in person or by proxy and entitled to vote, has one vote, and on a poll, every shareholder present in person or by proxy and entitled to vote, has one vote for every ordinary share held. Further details regarding voting, including the deadlines for voting, at the AGM can be found in the notes to the Notice of AGM that accompanies this Annual Report. No shareholder is, unless the Board decides otherwise, entitled to attend or vote either personally or by proxy at a general meeting or, to exercise any other shareholder rights if they or any person with an interest in shares has been sent a notice under section 793 of the Act and has failed to supply the Company with the requisite information within the prescribed period.

Shareholders may receive a dividend and, on a liquidation, may share in the assets of the Company. None of the ordinary shares of the Company, including those held by the Company's share schemes, carry any special rights with regard to control of the Company.

Employees participating in the Vistry Group Share Incentive Plan may direct the trustee to exercise voting rights on their behalf at any general meeting but are not required to do so.

SHAREHOLDER AGREEMENT

The Company has entered into an agreement with Browning West which clarifies the obligations of, and relationship between,both parties in respect of Usman Nabi's appointment. The agreement includes, among other things, an obligation for Browning West to exercise the voting rights in respect of the shares in which it is interested in accordance with any recommendations given by a majority of the Board in respect of resolutions to be voted at a General Meeting, as well as undertakings that Browning West will not requisition (or propose resolutions at) General Meetings of the Company, circulate statements to shareholders, or seek to remove Directors from the Board.

RESTRICTIONS ON THE TRANSFER OF ORDINARY SHARES

The instrument of transfer of a certificated share may be in any usual form or in any other form which the Board may approve. The Board may refuse to register any instrument of transfer of a certificated share which is not fully paid, provided that the refusal does not prevent dealings in shares in the Company from taking place on an open and proper basis. Certain employees and officers of the Company must conform to the Company's share dealing rules; these restrict the ability to deal in the Company's shares at certain times and require permission to deal. The Board may also refuse to register a transfer of a certificated share unless the instrument of transfer:

(i) Is lodged, duly stamped (if stampable), at the registered office of the Company or any other place decided by the Board accompanied by the certificate for the share to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

(ii) Is in respect of only one class of shares.

(iii) Is in favour of not more than four transferees.

Transfers of uncertificated shares must be carried out using the relevant system and the Board can refuse to register a transfer of an uncertificated share in accordance with the regulations governing the operation of the relevant system and with UK legislation. There are no other limitations on the holding of ordinary shares in the Company and the Company is not aware of any agreements between holders of securities that may result in restrictions on the transfer of securities or on voting rights.

DISTRIBUTIONS

The Company completed share buybacks of £55m and £100m during the year and subsequently commenced a £130m share buyback on 12 September 2024 which included a special distribution of £75m. These share buybacks were ordinary distributions to shareholders in lieu of interim and final dividend payments.

The Company operates a dividend reinvestment plan which gives shareholders the opportunity to reinvest dividends. The employee benefit trusts, which hold shares for the purpose of satisfying employee share scheme awards, have waived their right to receive dividends on shares held within the trust now, and in the future.

POLITICAL DONATIONS

No political donations were made during the year ended 31 December 2024 (2023: nil). The Group has a policy of not making donations to political parties or incurring political expenditure. To avoid an inadvertent breach of the Act, the Company will seek authority at the AGM for itself and its subsidiaries to make political donations not exceeding £100,000 in total.

TAKEOVER DIRECTIVE

On a change of control, provisions in the Group's syndicated banking facility agreements (described in note 20 of the financial statements) would allow lenders to withdraw the facility. There are a number of commercial contracts that could alter in the event of a change of control. None are considered to be material in terms of their potential impact on the Group in this event.

All of the Group's share schemes contain provisions relating to a change of control. Under these provisions, a change of control would be a vesting event, allowing exercise of outstanding options and awards, subject to satisfaction of performance conditions, as required. The Directors are not aware of any agreements between the Company and its Directors or employees which would pay compensation in the event of a change of control.

SUBSTANTIAL SHAREHOLDINGS

At 31 December 2024, the Company had received notifications in accordance with the DTRs that the following were interested in the Company's shares:

Ordinary shares of 50 pence each	% direct holding	% indirect holding	% financial instruments	Total number of shares held	% of voting rights of the issued share capital
Browning West, LP	-	9.08	-	30,251,988	9.08
Abrams Capital Management LP.	8.21	-	-	27,079,122	8.21
FMR LLC	-	6.70	-	22,530,631	6.70
Royal London Asset Management	4.99	-	-	10,895,768	4.99
Dimensional Fund Advisors	-	4.98	-	11,069,044	4.98
FIL Limited	-	4.60	0.01	10,252,341	4.61
Inclusive Capital Partners, L.P.	-	4.33	-	14,749,583	4.33
David Capital Partners	-	3.10	-	10,730,000	3.10
BlackRock, Inc	-	Below 5%	-	-	-

The holding percentages reflect the holding as a percentage of the Company's share capital at the time the notification was received and therefore these may have changed since the Company was last notified; further notification is not required until the next notifiable threshold is met. During the period between 31 December 2024 and 24 March 2025, being the latest practicable date prior to the publication of this Annual Report, the Company received a notification in accordance with the DTRs from Abrams Capital Management LP, who have a direct holding of 10.20%.

BRANCHES OUTSIDE OF THE UK

The Company has no overseas branches, and a list of the Company's subsidiaries is detailed in note 30 of the financial statements.

The Directors' report was approved by the Board and has been signed on its behalf by the Chief People Officer and General Counsel, Company Secretary.

By Order of the Board

CLARE BATES
Chief People Officer and General Counsel
Company Secretary

25 March 2025

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual Report and Accounts in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and the Company financial statements in accordance with UK-adopted international accounting standards.

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

- Select suitable accounting policies and then apply them consistently.
- State whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- Make judgements and accounting estimates that are reasonable and prudent.
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

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

DIRECTORS' CONFIRMATIONS

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed on pages 84 and 85 confirm that, to the best of their knowledge:

- The Group and Company financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities and financial position of the Group and Company, and of the profit of the Group.
- The Strategic report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

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

- So far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware.
- They have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

On behalf of the Board

GREG FITZGERALD
Executive Chair and
Chief Executive Officer

25 March 2025

TIM LAWLOR
Chief Financial Officer

25 March 2025

FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VISTRY GROUP PLC

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion, Vistry Group PLC's Group financial statements and Company financial statements (the "financial statements"):

- give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2024 and of the Group's profit and the Group's and Company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts 2024 (the "Annual Report"), which comprise: the Group and Company Statement of Financial Position as at 31 December 2024; the Group Statement of Profit or Loss and Other Comprehensive Income, the Group Statement of Changes in Equity, the Company Statement of Changes in Equity and the Group and Company Statements of Cash Flows for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 5, we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

OUR AUDIT APPROACH

Context

The Group issued three trading updates across October 2024 to December 2024 regarding a reduction in expected profitability for the year, principally as a result of cost forecasting issues identified within the South Division. This has impacted our audit through causing a reduction in materiality compared to the prior year, as well as increased risk in respect of the estimation of costs to complete on sites, which has therefore been a significant focus area of our testing as set out within the key audit matter below.

Overview

Audit scope

- We have determined that the Group is made up of five components, being the combined trading divisions, the Company and three components in which Group related balances and amounts are recognised.
- There are six trading divisions which the Group operated throughout the year, made up of 26 regions in total. The combined divisions have been subject to a separate sub-scoping exercise to determine the extent of testing required over each financial statement line item within each division and the allocated materiality for such testing.
- Due to the significance of a number of financial statement line items within the Company to the overall Group, such as cash and cash equivalents, borrowings and finance expenses, a full scope audit has also been performed over this entity, with this also focusing on the impairment assessment of investments in subsidiary undertakings.
- We also performed procedures at a Group level, such as the audit of the consolidation and financial statement disclosures, taxation, pension scheme balances and asset impairment assessments of goodwill and intangible assets. We also performed full scope procedures over 13 joint ventures.

Key audit matters

- Estimation of sites cost to complete (Group)
- Building safety provision (Group)
- Impairment assessment of goodwill (Group)
- Impairment assessment of investments in subsidiary undertakings (Company)

Materiality

- Overall Group materiality: £14.5 million (2023: £18.6 million) based on approximately 5% of the Group's two year average profit before tax adjusted to remove exceptional expenses (2023: based on approximately 5% of the Group's profit before tax adjusted to remove exceptional expenses).
- Overall Company materiality: £30.1 million (2023: £29.4 million) based on approximately 1% of total assets (2023: based on approximately 1% of total assets).
- Performance materiality: £10.9 million (2023: £14.0 million) (Group) and £22.5 million (2023: £22.0 million) (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

'Estimation of sites cost to complete', 'Building safety provision' and 'Impairment assessment of goodwill' are new key audit matters this year. 'Margin forecasting and recognition in open market and partner funded sales', 'Long-term contract accounting in partner funded sales' and 'Carrying value of inventory', which were key audit matters last year, are no longer included because the margin forecasting and recognition and long-term contract accounting key audit matters have been combined into one key audit matter in the current year, being 'Estimation of sites cost to complete', and the procedures over the carrying value of inventory has not been an area of most significance in the audit of the financial statements during the current year. Otherwise, the key audit matters below are consistent with last year.

Estimation of sites cost to complete (Group)

KEY AUDIT MATTER

Refer to pages 113 and 117 of the Audit Committee Report ('South Division cost forecasting issues' and 'Significant matters considered by the Committee in relation to the financial statements'), note 1.7 ('Prior year restatement') and note 2 ('Revenue') of the financial statements.

The Group has a large number of sites which span multiple periods, with the margin recognised on each plot that has been (or is being) transferred to the customer calculated based on the sitewide margin expected to be generated over the remainder of the project. Revenue for these contracts is recognised either at a point in time for open market sales or on a percentage of completion basis for partner funded sales. Partner funded sales use either the output or the input method depending on the relevant circumstances, in line with IFRS 15.

To accurately assess the forecast margin of a site requires a number of significant judgements and estimates to be made by management, including:

- estimating future build costs, land costs and central site costs, including infrastructure costs;
- periodic surveyor and financial appraisals performed to support management's estimate of the build progress achieved based on the stage of completion of each plot, with the accounting records updated accordingly; and
- appropriately providing for loss making contracts, with judgement required to determine the magnitude of any provision required.

In the year, the Group identified the under estimation of the forecast cost to complete estimates in relation to a number of its developments in its South Division, which had a material impact on the Group's financial reporting. The overall impact of the forecasting issues to adjusted profit before tax totalled £20.5m in prior years.

We consider that there is significant estimation uncertainty in forecasting cost to complete, in particular given that these assumptions involve the assessment of future events, which are inherently uncertain. As a result, the assumptions could be inaccurate and thus could lead to the incorrect recognition of margin on a given site or contract.

HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

We have undertaken procedures to address the risk to the Group's financial reporting due to the cost forecasting issues.

We have assessed whether the impact of such items was material to the prior year financial statements and whether this warranted a restatement. We performed the following:

- obtained management's quantitative assessment of the overall forecasting issues, breaking down the amounts into relevant sites;
- held meetings with Group and Divisional management, including those from outside of Finance, to understand the reasons for the forecasting revisions;
- obtained managements' calculation and support assessing how much of the forecasting revisions should reasonably have been known about at the time of authorisation of the prior year financial statements and hence, in accordance with IAS 8 'Accounting policies, changes in accounting estimates and errors', whether there should be a prior year restatement;
- tested the accuracy and completeness of the input data into this calculation and the formulae for data integrity; and
- substantively tested the forecasting revisions to look for corroborating or contradictory evidence as to what management should reasonably have known and when, and hence whether the revisions were a prior year error, or a change in estimate in the year.

This led to a conclusion that the impact of the portion which was deemed to be an error to the income statement in the current year included an impact on profit before tax that was material to the current year, and hence a prior year restatement was necessary. We checked the disclosures in the financial statements to confirm the treatment was in line with IAS 8, and has been clearly referenced in the other information of the Annual Report.

The Audit Committee oversaw a number of investigations, both internal and by independent external experts, to understand the nature and root cause of the issues, including whether there was any breach of the Group's policies and procedures. We met with management and their external experts to understand and evaluate their scope, reporting and conclusions reached. We engaged our forensic experts and external legal experts to support us in this process.

We performed testing over the cost forecasts across the Group's sites. This included:

- testing the design and operating effectiveness of management's key site level forecasting and monitoring control, referred to as the Cost Value Reconciliation (CVR). This included observation of a sample of site review meetings taking place throughout the year attended by senior management, including those from the Commercial, Operational and Finance teams.

Estimation of sites cost to complete (Group) continued

HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

- It was determined that this control had failed due to the forecasting issues identified by management. We subsequently tested the design and operating effectiveness of management's remediated CVR control at the end of the year and were satisfied that, based on the sample tested, the year end control was effective.
- we performed risk assessment procedures across the Group's site population and stratified these by risk and substantively tested a sample of forecast costs to either third party evidence or other appropriate support. We performed targeted testing of the forecasts relevant to sites in the South Division and have performed testing on multi-phase sites from across the Group.
- we also assessed the disclosures in the financial statements in respect of margin forecasting and recognition and considered these to be appropriate.

Based on the procedures performed, we did not identify any material misstatements within the forecasted costs, and hence revenue, cost of sales and margin, recognised in the financial year.

Building safety provision (Group)

KEY AUDIT MATTER

Refer to page 118 of the Audit Committee Report ('Significant matters considered'), note 4 ('Adjusted profit or loss measures') and note 22 ('Provisions') of the financial statements.

Management has estimated the costs expected to be incurred to remediate buildings with safety related defects, in line with the requirements of the Building Safety Act 2022 and other applicable fire and building safety legislation, with a provision of £324.4 million being held at 31 December 2024 (31 December 2023: £289.0 million) in this respect.

During the year, the Group recognised an incremental provision of £117.1 million, before consideration of other movements such as the amount utilised during the year. This is due to a number of factors including increased scope of work to be performed on buildings included within the provision, increased tender costs compared to those initially forecast and additional buildings being identified for which such remediation is required.

The estimation of expected future outflows in relation to these buildings is complex and therefore results in significant estimation uncertainty. This has therefore been an area of focus as part of our audit given the amounts provided by the Group could be incomplete or not valued accurately for the extent of remedial work required where there is a legal or constructive obligation to do so. There is also a risk that the classification of costs recognised during the year of £114.7 million as exceptional expenses is inappropriate and not in line with the Group's accounting policy.

HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

We obtained management's estimate of the required provision and performed the following procedures:

- performed an evaluation of the design and implementation of management's controls over the building safety provision;
- challenged management to clearly define the remedial activities for which they consider there to be a legal or constructive obligation at 31 December 2024 and therefore should be included within the scope of the provision;
- tested a sample of forecast costs to perform such remedial activity, agreeing to appropriate evidence such as third party quotations or internal detailed appraisals, depending on the level of progress made with the sampled building or site;
- tested that the costs recognised during the year have been appropriately classified as exceptional in line with the Group's accounting policy and the specific criteria set out by management; and
- assessed the completeness of management's assessment through sending confirmation letters to the Group's legal advisors and performing internet searches to determine if any impacted sites had been excluded from this assessment.

On the basis of the procedures performed, we did not identify any material misstatements within the provision for building safety. We also assessed the related disclosures and considered these to be in line with the requirements of IAS 37 'Provisions, contingent liabilities and contingent assets'.

Impairment assessment of goodwill (Group)

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
Refer to page 118 of the Audit Committee Report ('Significant matters considered') and note 11 ('Goodwill') of the financial statements. At 31 December 2024, the Group held goodwill of £827.6 million (31 December 2023: £827.6 million). In accordance with IAS 36 'Impairment of assets', management has performed an impairment assessment to determine whether an impairment of the carrying value of the goodwill is required, using a discounted cash flow model to determine the Group's value in use, reaching the conclusion that no impairment is required. Given the level of estimation in preparing such a discounted cash flow model, there is a risk that the calculation of the Group's value in use is inappropriate and that the value of the goodwill may be misstated. Given the reduction in profitability during the year, this has therefore been a significant area of focus as part of our audit. We also identified that there was an impairment trigger as a result of the Group's market capitalisation falling below the Group's net assets.	We obtained management's discounted cash flow model used to assess goodwill for potential impairment and performed the following procedures: • performed an evaluation of the design and implementation of management's controls over their impairment assessment; • confirmed that the forecasts included within the model were consistent with the latest Board approved budgets (and consistent with the forecasts prepared in respect of going concern and long term viability) and that the model is mathematically accurate; • critically challenged the reasonableness of the future cash flow forecasts and sought to obtain evidence which contradicts or corroborates the assumptions made, considered management's historical accuracy of forecasting and our knowledge of the Group and applied professional scepticism to determine whether there was any evidence of management bias applied to the assumptions. We particularly focused on the assumptions used to determine the terminal value as these were sensitive to the valuation outcome; • assessed the reliability of future cash flow forecasts by comparing past performance to previous forecasts; • with the assistance of our valuation experts, we assessed the discount rate and long-term growth rate used in the model, by comparing the Group's assumptions to external data; • tested the sensitivity of the impairment calculations to changes in the underlying assumptions in order to ascertain the extent of change required, individually or collectively, to give rise to an impairment; • challenged management to reconcile between the value of the Group implied by the market capitalisation at 31 December 2024 to that implied by the discounted cash flow model, with our valuation experts also being involved in assessing the appropriateness of this difference; and • considered the costs of meeting the requirements and commitments arising as a result of the impact of climate change and how these are considered within the forecast future cash flows. Based on the procedures performed, we concluded that no impairment to goodwill was required. We also assessed the disclosures in respect of the impairment assessment performed, including the disclosure of appropriate sensitivity to key assumptions, and considered these to be appropriate.

Impairment assessment of investments in subsidiary undertakings (Company)

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
Refer to page 118 of the Audit Committee Report ('Significant matters considered') and note 15 ('Investments') of the financial statements. On an annual basis, the Directors consider whether any events or circumstances have occurred that could indicate that the carrying amount of the investments in subsidiary undertakings may not be recoverable. If such circumstances are identified, an impairment review is undertaken to establish whether the carrying amount of the investments in subsidiary undertakings exceed their recoverable amount, being the higher of fair value less costs to sell or value in use. In assessing whether or not there were any impairment triggers, the Directors considered a number of factors including the underlying performance of the Group and the market capitalisation of the Group. The market capitalisation of the Group at 31 December 2024 was approximately £1,894.7 million, with this being lower than the carrying value of investments. The Directors therefore concluded that there was an impairment trigger. There is a risk that the calculation of the recoverable amount of the investment is incorrect and therefore the value of the investment may be misstated, with this therefore being a significant area of focus as part of our audit of the Company.	We agreed with management's conclusion that there was an impairment trigger and hence the carrying value of investments needed to be tested for impairment. We assessed the evidence supporting the recoverable amount of the investments in subsidiary undertakings, through reference to the outcome of our testing procedures over the discounted forecast cash flows supporting the impairment assessment of goodwill, which are summarised within the 'Impairment assessment of goodwill' key audit matter. We also checked that appropriate adjustments as required by IAS 36 'Impairment of assets' were made to derive the valuation of the investments, deducting any net debt held by the subsidiaries. The procedures performed supported the conclusion that no impairment was required.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

We have determined that the Group is made up of five components, being the combined trading divisions, the Company and three components in which Group related balances and amounts are recognised (such as the costs incurred in relation to the manufacturing of timber frames).

The combined trading divisions, which are made up of the six divisions with which the Group operated throughout the year (and are made up of 26 regions in total), undertake similar activities, had a common control framework and set of processes and were determined to be a full scope component. A separate sub-scoping exercise was performed to determine the extent of testing required over each financial statement line item within each division and the allocated materiality for this testing.

The Company is principally a holding company that holds the Group's investments in subsidiary undertakings and also the external borrowings which it lends on to other entities within the Group. Due to the significance of a number of financial statement line items within the Company to the overall Group, such as cash and cash equivalents, borrowings and finance expenses, a full scope audit has also been performed over this entity. This audit also focused on the impairment assessment of investments in subsidiary undertakings. The allocated materiality for the Company to support the Group audit was lower than the materiality for the stand-alone financial statements of this entity.

We also performed procedures at a Group level, such as the audit of the consolidation and financial statement disclosures, taxation, pension scheme balances and asset impairment assessments of goodwill and intangible assets. These procedures provided us with sufficient evidence over the three Group related components, with incremental procedures performed over these components to understand any large unaudited balances or amounts that had not otherwise been subject to testing.

In respect of the joint ventures held by the Group, we performed full scope procedures in respect of 13 joint ventures so as to obtain sufficient and appropriate audit coverage over the joint venture disclosures within note 15.

In combination, these procedures (all of which were performed by the same Group engagement team) provided us with the evidence required for the purposes of our opinion on the financial statements as a whole.

The impact of climate risk on our audit

The risks associated with climate change are impacting the housebuilding industry, in particular in respect of Part L, Part F, Part O and Part S of the Building Regulations 2010. The Future Homes Standard, for which compliance will become mandatory during 2025, will also require a reduction in emissions of around 80%.

As set out in the other information to the Annual Report, the Group is committed to being net zero by 2040, with the Group's carbon reduction targets having been verified by the Science Based Targets Initiative during the prior year.

In planning and executing our audit we have both understood and evaluated the Group's risk assessment process in respect of climate change. Together with discussions with our own sustainability experts, this enabled us to assess the potential impact of climate change on the financial statements.

In doing so, we have determined that the financial statement estimates which are most likely to be materially impacted by both physical and transition risks of climate change are those associated with the costs of meeting the above requirements and commitments and how they have been reflected within forecast future cash flows.

We have understood that management have included the revised standards into the design of new builds. We have also understood that management's process is that land appraisals prepared in respect of sites yet to be acquired reflect the cost of meeting these new regulations, so as to appropriately assess targeted returns. For existing sites that will need to meet these standards, build costs are included in the reports underpinning management's key forecasting and monitoring control, with management expecting that such costs will ultimately be passed through to buyers, reflecting the increased value obtained through aspects such as lower heating bills and improved ventilation. These processes form the basis of the Group's cash and funding requirements and are therefore an integral part of preparing forecast future cash flows.

These forecast cash flows have been used as part of the assessments performed over going concern and viability and the impairment assessment performed over goodwill, intangible assets and investments in subsidiary undertakings. Our key audit matters further explain how we have evaluated the impact of climate change, where applicable.

We challenged management regarding the extent of disclosures made within the financial statements in respect of climate change, obtaining comfort over the consistency of the finalised disclosures made in the other information within the Annual Report with both the financial statements and the knowledge we obtained from our audit.

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Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	FINANCIAL STATEMENTS – GROUP	FINANCIAL STATEMENTS – COMPANY
Overall materiality	£14.5 million (2023: £18.6 million).	£30.1 million (2023: £29.4 million).
How we determined it	Based on approximately 5% of the Group's two year average profit before tax adjusted to remove exceptional expenses (2023: based on approximately 5% of the Group's profit before tax adjusted to remove exceptional expenses).	Based on approximately 1% of total assets (2023: based on approximately 1% of total assets).
Rationale for benchmark applied	We consider that profit before tax is an appropriate measure as it is the primary statutory measure used by the shareholders in assessing the performance of the Group and is a generally accepted auditing benchmark for trading entities. We have adjusted this measure to remove exceptional expenses given that these are large one-off items which do not reflect the underlying profitability of the Group. In the current year, we have used a two year average of this measure given the fluctuation in the Group's results, with there having been no changes in the operating model and with the Group's Statement of Financial Position having not moved to the same extent.	We consider that total assets is an appropriate measure as it is the primary measure used by the shareholders in assessing the performance of the Company and is a generally accepted auditing benchmark for non-trading entities. The Company is also a full scope component for the purposes of the Group audit, with the allocated materiality (of £10.0 million) being lower than the above materiality for the stand-alone Company financial statements.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £10.0 million and £13.8 million.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2023: 75%) of overall materiality, amounting to £10.9 million (2023: £14.0 million) for the Group financial statements and £22.5 million (2023: £22.0 million) for the Company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £0.7 million (Group audit) (2023: £0.9 million) and £1.5 million (Company audit) (2023: £1.5 million) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

CONCLUSIONS RELATING TO GOING CONCERN

Our evaluation of the Directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting included:

- evaluating the reasonableness of the inputs and underlying assumptions within the base case going concern model prepared by management;
- performing a comparison of the forecasts within the base case going concern model to Board approved budgets and, where applicable, the forecasts used elsewhere in the Group, such as asset impairment assessments;
- comparing the prior year forecasts against current year actual performance to assess management's ability to prepare accurate forecasts;
- assessing the severe but plausible downside scenario which has been used to sensitise the base case model, including consideration of the underlying assumptions within this forecast and the mitigating actions available to management were such scenarios to arise;
- obtaining and reperforming management's analysis of both liquidity and covenant compliance to ensure there is sufficient liquidity and no forecast covenant breaches over the course of the going concern period, including within the downside scenario prepared;
- agreeing the committed facilities to the underlying agreements and ensuring that these were appropriately reflected within the liquidity and covenant analysis; and
- reviewing the disclosures relating to going concern, with these considered to be consistent with the assessment prepared by management and the procedures we performed.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Company's ability to continue as a going concern.

In relation to the Directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

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

REPORTING ON OTHER INFORMATION

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

CORPORATE GOVERNANCE STATEMENT

The Listing Rules require us to review the Directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The Directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The Directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The Directors' statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the Directors' statement regarding the longer-term viability of the Group and Company was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The Directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to NHBC standards and other building regulations (including the Building Safety Act 2022 and other building safety legislation), and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK tax legislation, the Listing Rules and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue, incorrect cut-off recognition of bulk sales or land sales in the final month of the year, and management bias within accounting estimates, in particular the margin to be recognised on a particular site or contract through manipulation of the cost to complete estimates. Audit procedures performed by the engagement team included:

- inquiries with management, internal audit and the Group's legal team, including in respect of known or suspected instances of non-compliance with laws and regulations and fraud, and reviewing Board minutes and internal audit reports;
- evaluating and testing the operating effectiveness of management's key controls around the forecasting of costs and margin estimation;
- challenging assumptions and judgements made by management, in particular those that involve the assessment of future events, which are inherently uncertain – the key estimates determined in this respect are those relating to the forecasting of the margin to be generated over the life of a site or contract;
- identifying and testing journal entries and consolidation entries, in particular those posted with unusual account combinations including unusual or unexpected journal entries to revenue;
- testing a sample of bulk sales and land sales in the last month of the year to check they were correctly recognised in the financial year.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: **www.frc.org.uk/auditorsresponsibilities**. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

OTHER REQUIRED REPORTING

COMPANIES ACT 2006 EXCEPTION REPORTING

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

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

We have no exceptions to report arising from this responsibility.

APPOINTMENT

Following the recommendation of the Audit Committee, we were appointed by the members on 15 May 2015 to audit the financial statements for the year ended 31 December 2015 and subsequent financial periods. The period of total uninterrupted engagement is 10 years, covering the years ended 31 December 2015 to 31 December 2024.

OTHER MATTER

The Company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R - 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Richard French (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

25 March 2025

2024 HIGHLIGHTS
STRATEGIC REPORT
GOVERNANCE REPORT
FINANCIAL STATEMENTS
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GROUP STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		2024			2023 restated (note 1)		
For the year ended 31 December	Note	Reported measures £m	Adjusting items (note 4) £m	Adjusted measures (note 4) £m	Reported measures £m	Adjusting items (note 4) £m	Adjusted measures (note 4) £m
Revenue	2	**3,779.3**	**549.9**	**4,329.2**	**3,564.2**	**477.9**	**4,042.1**
Cost of sales		(3,487.6)			(3,030.6)		
Gross profit		**291.7**			**533.6**		
Administrative expenses		(210.2)			(287.8)		
Amortisation of acquired intangible assets	5	(39.5)			(46.3)		
Other operating income	3	125.0			100.5		
Operating profit		**167.0**	**191.2**	**358.2**	**300.0**	**176.1**	**476.1**
Finance income	7	30.5			22.0		
Finance expense	7	(95.9)			(85.0)		
Net finance expense	7	**(65.4)**	**(29.3)**	**(94.7)**	**(63.0)**	**(5.8)**	**(68.8)**
Share of profit after tax from joint ventures	15	3.3			56.0		
Profit before tax	5	**104.9**	**158.6**	**263.5**	**293.0**	**114.3**	**407.3**
Income tax expense	8	(30.4)	(44.2)	(74.6)	(78.0)	(32.4)	(110.4)
Profit for the year		**74.5**	**114.4**	**188.9**	**215.0**	**81.9**	**296.9**
Other comprehensive income or expense							
Remeasurement of retirement benefit asset	17	(4.3)			(2.4)		
Deferred tax on remeasurement of retirement benefit asset	8	1.2			0.7		
Total other comprehensive expense		**(3.1)**			**(1.7)**		
Total comprehensive income for the year		**71.4**			**213.3**		

		2024		2023 restated (note 1)	
EARNINGS PER SHARE		Reported measures	Adjusted measures	Reported measures	Adjusted measures
Basic	9	22.0p		62.1p	
Diluted	9	21.8p		61.3p	
Adjusted basic	9		55.9p		85.8p

STATEMENT OF FINANCIAL POSITION

		Group		Vistry Group PLC Company number 00306718 Company	
As at 31 December	Note	2024 £m	2023 restated (note 1) £m	2024 £m	2023 £m
ASSETS					
Goodwill	11	827.6	827.6	-	-
Intangible assets	12	368.8	409.3	-	-
Property, plant and equipment	13	22.8	20.1	-	-
Right-of-use assets	14	85.2	82.9	-	-
Investments	15	614.0	562.7	2,511.8	2,506.3
Retirement benefit asset	17	31.7	34.2	-	-
Deferred tax asset	16	-	-	6.2	-
Total non-current assets		**1,950.1**	**1,936.8**	**2,518.0**	**2,506.3**
Inventories	18	3,008.3	3,080.2	-	-
Trade and other receivables	19	760.4	626.4	245.2	411.6
Cash and cash equivalents	20	320.3	418.3	242.3	18.9
Current tax assets		5.6	9.1	-	-
Total current assets		**4,094.6**	**4,134.0**	**487.5**	**430.5**
Total assets		**6,044.7**	**6,070.8**	**3,005.5**	**2,936.8**
LIABILITIES					
Trade and other payables	21	1,403.7	1,481.9	25.5	54.0
Lease liabilities	14	29.4	24.6	-	-
Provisions	22	105.3	105.0	-	-
Total current liabilities		**1,538.4**	**1,611.5**	**25.5**	**54.0**
Borrowings	20	501.0	507.1	497.3	495.8
Trade and other payables	21	415.9	341.0	-	0.8
Lease liabilities	14	67.0	73.7	-	-
Provisions	22	247.9	212.4	-	-
Deferred tax liabilities	16	38.6	21.2	-	-
Total non-current liabilities		**1,270.4**	**1,155.4**	**497.3**	**496.6**
Total liabilities		**2,808.8**	**2,766.9**	**522.8**	**550.6**
Net assets		**3,235.9**	**3,303.9**	**2,482.7**	**2,386.2**
EQUITY					
Issued capital	26	165.9	173.4	165.9	173.4
Share premium	26	361.3	361.0	361.3	361.0
Capital redemption reserve		9.0	1.5	9.0	1.5
Merger reserve	26	1,597.8	1,597.8	1,597.8	1,597.8
Retained earnings		1,101.9	1,170.2	348.7	252.5
Total equity attributable to equity holders of the parent		**3,235.9**	**3,303.9**	**2,482.7**	**2,386.2**

The Company made a profit for the year of £232.8m (2023: £172.1m) primarily relating to dividend income received from its subsidiary undertakings. These financial statements on pages 168 to 222 were approved by the Board of Directors on 25 March 2025 and were signed on its behalf by:

TIM LAWLOR
Director

GROUP STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December	Note	Own shares held £m	Other retained earnings £m	Total retained earnings £m	Issued capital £m	Share premium £m	Capital redemption reserve £m	Merger reserve £m	Total £m
Balance as at 1 January 2023 as previously reported		**(17.4)**	**1,133.6**	**1,116.2**	**173.6**	**360.8**	**1.3**	**1,597.8**	**3,249.7**
Correction of prior year error	1	-	(6.2)	(6.2)	-	-	-	-	(6.2)
Balance as at 1 January 2023 restated	**1**	**(17.4)**	**1,127.4**	**1,110.0**	**173.6**	**360.8**	**1.3**	**1,597.8**	**3,243.5**
Profit for the year restated	1	-	215.0	215.0	-	-	-	-	215.0
Total other comprehensive expense		-	(1.7)	(1.7)	-	-	-	-	(1.7)
Total comprehensive income restated	**1**	**-**	**213.3**	**213.3**	**-**	**-**	**-**	**-**	**213.3**
Issue of share capital	26	-	-	-	-	0.2	-	-	0.2
Purchase of own shares	10	(2.0)	(53.4)	(55.4)	(0.2)	-	0.2	-	(55.4)
LTIP shares exercised		4.7	(3.3)	1.4	-	-	-	-	1.4
Share-based payments	6	-	8.0	8.0	-	-	-	-	8.0
Deferred tax on share-based payments	8	-	3.3	3.3	-	-	-	-	3.3
Dividend paid	10	-	(110.4)	(110.4)	-	-	-	-	(110.4)
Total transactions with owners		**2.7**	**(155.8)**	**(153.1)**	**(0.2)**	**0.2**	**0.2**	**-**	**(152.9)**
Balance as at 31 December 2023 restated	**1**	**(14.7)**	**1,184.9**	**1,170.2**	**173.4**	**361.0**	**1.5**	**1,597.8**	**3,303.9**
Balance as at 1 January 2024		**(14.7)**	**1,184.9**	**1,170.2**	**173.4**	**361.0**	**1.5**	**1,597.8**	**3,303.9**
Profit for the year		-	74.5	74.5	-	-	-	-	74.5
Total other comprehensive expense		-	(3.1)	(3.1)	-	-	-	-	(3.1)
Total comprehensive income		**-**	**71.4**	**71.4**	**-**	**-**	**-**	**-**	**71.4**
Issue of share capital	26	-	-	-	-	0.3	-	-	0.3
Purchase of own shares	10	(2.9)	(141.9)	(144.8)	(7.5)	-	7.5	-	(144.8)
LTIP shares exercised		8.2	(5.5)	2.7	-	-	-	-	2.7
Share-based payments	6	-	5.5	5.5	-	-	-	-	5.5
Deferred tax on share-based payments	8	-	(3.1)	(3.1)	-	-	-	-	(3.1)
Total transactions with owners		**5.3**	**(145.0)**	**(139.7)**	**(7.5)**	**0.3**	**7.5**	**-**	**(139.4)**
Balance as at 31 December 2024		**(9.4)**	**1,111.3**	**1,101.9**	**165.9**	**361.3**	**9.0**	**1,597.8**	**3,235.9**

COMPANY STATEMENT OF CHANGES IN EQUITY

		Attributable to equity holders of the parent							
For the year ended 31 December	Note	Own shares held £m	Other retained earnings £m	Total retained earnings £m	Issued capital £m	Share premium £m	Capital redemption reserve £m	Merger reserve £m	Total £m
Balance as at 1 January 2023		**(17.4)**	**255.0**	**237.6**	**173.6**	**360.8**	**1.3**	**1,597.8**	**2,371.1**
Total comprehensive income		**-**	**172.1**	**172.1**	**-**	**-**	**-**	**-**	**172.1**
Issue of share capital	26	-	-	-	-	0.2	-	-	0.2
Purchase of own shares	10	(2.0)	(53.4)	(55.4)	(0.2)	-	0.2	-	(55.4)
LTIP shares exercised		4.7	(3.3)	1.4	-	-	-	-	1.4
Share-based payments	6	-	8.0	8.0	-	-	-	-	8.0
Dividends paid	10	-	(110.4)	(110.4)	-	-	-	-	(110.4)
Deferred tax on share-based payments	8	-	(0.8)	(0.8)	-	-	-	-	(0.8)
Total transactions with owners		**2.7**	**(159.9)**	**(157.2)**	**(0.2)**	**0.2**	**0.2**	**-**	**(157.0)**
Balance as at 31 December 2023		**(14.7)**	**267.2**	**252.5**	**173.4**	**361.0**	**1.5**	**1,597.8**	**2,386.2**
Balance as at 1 January 2024		**(14.7)**	**267.2**	**252.5**	**173.4**	**361.0**	**1.5**	**1,597.8**	**2,386.2**
Total comprehensive income		**-**	**232.8**	**232.8**	**-**	**-**	**-**	**-**	**232.8**
Issue of share capital	26	-	-	-	-	0.3	-	-	0.3
Purchase of own shares	10	(2.9)	(141.9)	(144.8)	(7.5)	-	7.5	-	(144.8)
LTIP shares exercised		8.2	(5.5)	2.7	-	-	-	-	2.7
Share-based payments	6	-	5.5	5.5	-	-	-	-	5.5
Total transactions with owners		**5.3**	**(141.9)**	**(136.6)**	**(7.5)**	**0.3**	**7.5**	**-**	**(136.3)**
Balance as at 31 December 2024		**(9.4)**	**358.1**	**348.7**	**165.9**	**361.3**	**9.0**	**1,597.8**	**2,482.7**

STATEMENT OF CASH FLOWS

For the year ended 31 December	Note	Group 2024 £m	Group 2023 restated (note 1) £m	Company 2024 £m	Company 2023 £m
Operating profit for the year		167.0	300.0	250.0	190.6
Add back:					
Exceptional items in statement of profit or loss	4	99.9	46.2	-	-
Depreciation and amortisation	5	73.9	74.1	-	-
Other non-cash items		(6.3)	1.9	-	-
Equity-settled share-based payment expense	6	5.5	8.0	-	-
Operating cash inflow before exceptional cash flows and movements in working capital		**340.0**	**430.2**	**250.0**	**190.6**
Exceptional cash flows relating to restructuring, integration and other exceptional items		(17.8)	(55.4)	-	-
Exceptional cash outflow relating to building safety		(58.8)	(45.0)	-	-
Exceptional cash inflow relating to building safety recoveries		22.0	11.7	-	
Exceptional cash outflows		**(54.6)**	**(88.7)**	**-**	**-**
Defined benefit pension contributions	17	(0.2)	(0.6)	-	-
(Increase)/decrease in trade and other receivables		(124.0)	(83.3)	-	21.3
Increase in inventories		(28.5)	(274.3)	-	-
Increase/(decrease) in trade and other payables		13.0	(1.8)	-	0.4
Increase/(decrease) in provisions		4.6	(15.9)	-	-
Movements in working capital		**(135.1)**	**(375.9)**	**-**	**21.7**
Net cash inflow/(outflow) from operations		**150.3**	**(34.4)**	**250.0**	**212.3**
Income taxes paid		(11.3)	(37.7)	-	-
Net cash inflow/(outflow) from operating activities		**139.0**	**(72.1)**	**250.0**	**212.3**
Bank interest received		2.3	4.2	0.3	0.1
Purchase of property, plant and equipment	13	(6.9)	(2.8)	-	-
Disposal of subsidiary undertaking		22.7	-	-	-
Loans made to joint ventures	15	(321.1)	(195.4)	-	-
Loan repayments from joint ventures	15	273.2	197.8	-	-
Loan repayments from subsidiary undertaking		-	-	173.4	-
Interest received on loans to joint ventures	15	10.4	6.4	-	-
Dividends received from joint ventures	15	42.5	42.3	-	-
Net cash inflow from investing activities		**23.1**	**52.5**	**173.7**	**0.1**
Dividends paid	10	-	(110.4)	-	(110.4)
Lease principal payments	14,25	(27.1)	(23.9)	-	-
Lease interest payments	14,25	(5.4)	(5.5)	-	-
Interest paid on borrowings		(56.8)	(44.9)	(30.7)	(29.8)
Proceeds from share issues (including LTIP exercises)		3.0	1.6	3.0	1.6
Purchase of own shares		(172.6)	(5.3)	(172.6)	(5.3)
Repayment of bank loans	25	(1.2)	(50.5)	-	(49.9)
Net cash outflow from financing activities		**(260.1)**	**(238.9)**	**(200.3)**	**(193.8)**
Net (decrease)/increase in cash and cash equivalents		(98.0)	(258.5)	223.4	18.6
Opening cash and cash equivalents		418.3	676.8	18.9	0.3
Closing cash and cash equivalents		**320.3**	**418.3**	**242.3**	**18.9**

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICY INFORMATION

1.1 GENERAL INFORMATION

Vistry Group PLC (the "Company") is a public company, limited by shares, domiciled and incorporated in England, United Kingdom. The shares are listed on the London Stock Exchange. The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in joint ventures.
The financial statements were authorised for issue by the Directors on 25 March 2025. The registered office for Vistry Group PLC is 11 Tower View, Kings Hill, West Malling, Kent, ME19 4UY.

1.2 BASIS OF PREPARATION

The financial statements of the Company and the consolidated financial statements of the Group have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The financial statements are prepared under the historical cost convention unless otherwise stated. The functional and presentational currency of the Company and Group is Pounds Sterling (GBP). All financial information, unless otherwise stated, has been rounded to the nearest £0.1m.

The Company has elected to take the exemption under section 408 of the Companies Act 2006 to not present the Company statement of profit or loss and other comprehensive income.

In accordance with section 612 of the Companies Act 2006, advantage is taken of the relief from the requirement to create a share premium account to record the excess over the nominal value of shares issued in a share for share transaction. Where the relevant requirements of section 612 of the Companies Act 2006 are met, the excess of any nominal value is credited to a merger reserve.

1.3 ACCOUNTING POLICIES

The material accounting policies have been incorporated throughout the notes to the financial statements adjacent to the disclosure to which they relate. All accounting policies are shown in grey boxes.

In the current year, the Group has applied the following amendments that are mandatorily effective for reporting periods commencing on or after 1 January 2024:

- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)
- Non-Current Liabilities with Covenants (Amendments to IAS 1)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)

The adoption of these amendments did not have a material impact on the Company or Group's reported results or disclosures.
All other accounting policies have been applied consistently to the Company and the Group unless otherwise stated.

1.4 GOING CONCERN

The Group has prepared a cash flow forecast for the period to 30 June 2026 to confirm the appropriateness of the going concern assumption in these accounts. This period is greater than the minimum 12 months required to incorporate the next testing date of 30 June 2026 for the covenants under the Group's borrowing facilities. The forecast was prepared using a likely base case which shows that there is sufficient headroom and liquidity for the business to continue as a going concern based on the committed facilities available to the Group as shown in note 20 to the financial statements. The Group is also forecasted to comply with the required covenants on its borrowing facilities.

A number of severe but plausible downside sensitivity scenarios were considered assuming decreased demand for housing, falling house prices and increased build costs. In certain of the downside scenarios, the Group would exceed its available borrowing facilities and breach covenants if no mitigating actions were taken. The Group has a range of mitigating actions available to it, which could be implemented readily and are within the Group's control. Consequently, the Directors have not identified any material uncertainties to the Group's ability to continue as a going concern over a period of at least 12 months following the date of approval of the financial statements and have concluded that using the going concern basis for the preparation of the financial statements is appropriate.

In the downside sensitivity scenario, the following assumptions have been applied (individually and in aggregate):

- 15% reduction in Open Market sales volumes from 1 May 2025 with a corresponding slow down in build rates and associated overheads
- 3% reduction in the average sales price of Open Market and unsecured Partner Funded homes from 1 May 2025
- 5% increase in build costs from 1 September 2025

The following mitigating actions have been modelled against the individual and combined downside scenarios:

- Removal of uncommitted land spend and associated income from 1 May 2025
- 25% further reduction in administrative expenses from 1 July 2025
- Pausing uncommitted shareholder distributions from 1 May 2025

1. ACCOUNTING POLICY INFORMATION *continued*

1.4 GOING CONCERN *continued*

The Group have also assessed the appropriateness of the going concern assumption for the accounts of the Company. The Company's principal expected cash flows in the period to 30 June 2026 following the date of approval of these financial statements relate to the payment of shareholder distributions and interest. In order to fund these cash flows, the Company ensures that it has received sufficient cash distributions from its subsidiary operating companies. As a result, the Directors have not identified any material uncertainties to the Company's ability to continue as a going concern over a period of at least 12 months following the date of approval of the financial statements and have concluded that using the going concern basis for the preparation of the Company's financial statements is appropriate.

1.5 BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December. Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and can affect those returns through its power over the entity.

In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

A joint arrangement is an arrangement over which the Group and one or more third parties have joint control. These joint arrangements are in turn classified as:

- Joint ventures whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities; and
- Joint operations whereby the Group has rights to the assets and obligations for the liabilities relating to the arrangement.

Where the Group collaborates with other entities on a development or contract, the arrangement is accounted for in accordance with IFRS 11. Where there is joint control, the arrangement is classified as a joint arrangement and accounted for using the equity method (for joint ventures) or on the basis of the Group's proportional share of the arrangement's assets, liabilities, revenues and costs (for joint operations). The Group's share of income and expenses of its joint operations are included within the corresponding lines of the statement of profit or loss, from the date that joint control commenced.

1.6 SEGMENTAL REPORTING

The Group has one operating segment, which has been identified in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM has been determined as the Board of Directors as they are responsible for allocating resources and regularly review and assess the performance and financial position of the Group. All revenue and profits disclosed relate to continuing activities performed in the United Kingdom.

1.7 PRIOR YEAR RESTATEMENT

Consideration was given as to whether any of the additional forecast costs identified in the South Division, as described in the Financial Review on page 25, should have been identified and accounted for in prior periods. If there was a failure to use, or misuse of, reliable information that was a) available when the financial statements were authorised for issue and b) could reasonably be expected to have been obtained and taken into account in preparing those financial statements, then this could lead to an accounting error that requires adjustment to prior periods. If this was the case, the margin expectation should have been adjusted at the time. IAS 8 requires that information acquired with the benefit of hindsight should not be taken into account, therefore events that have occurred subsequently and which could not have been reasonably forecast at the time, such as subcontractor failure, updated cost estimates upon obtaining new tenders or operational challenges on site, do not constitute an error. These are changes in estimates, which are accounted for in the period in which the event triggering the change occurred.

A review of the additional forecast costs on projects in the South Division was undertaken to identify the reasons for each of the changes and when they could and should reasonably have been known about. The results of the exercise showed that there were some items which could reasonably have been known about in prior periods. After considering a range of qualitative factors and the aggregate quantitative impact for the year ended 31 December 2023, it was concluded that there was a material error in the 2023 financial statements totalling £20.5m that required restatement. The impact on individual line items is shown in the table opposite. The remaining cost movement have been recorded as a change in estimate. The impact to profit before tax in 2024 was £91.5m, with the remainder impacting future years as a result of applying the revised life of site margin.

1. ACCOUNTING POLICY INFORMATION *continued*

1.7 PRIOR YEAR RESTATEMENT *continued*

	2023		
	As previously reported £m	Adjustment £m	Restated £m
CHANGES IN GROUP STATEMENT OF PROFIT OR LOSS			
Cost of sales	(3,018.8)	(11.8)	(3,030.6)
Gross profit	545.4	(11.8)	533.6
Operating profit	311.8	(11.8)	300.0
Profit before tax	304.8	(11.8)	293.0
Income tax expense	(81.4)	3.4	(78.0)
Profit for the year	223.4	(8.4)	215.0
Total comprehensive income for the year	221.7	(8.4)	213.3
CHANGES IN GROUP STATEMENT OF FINANCIAL POSITION			
Inventories	3,100.7	(20.5)	3,080.2
Current tax assets	3.2	5.9	9.1
Total current assets	4,148.6	(14.6)	4,134.0
Total assets	6,085.4	(14.6)	6,070.8
Net assets	3,318.5	(14.6)	3,303.9
CHANGES IN GROUP STATEMENT OF CASH FLOWS			
Operating profit in the year	311.8	(11.8)	300.0
Increase in inventories	(286.1)	11.8	(274.3)
Movements in working capital	(387.7)	11.8	(375.9)

The additional forecast costs which should have been identified in prior years would have reduced the estimated full-life margin on the impacted sites at that time. The full-life margin is used to determine the amount of inventories to be expensed as cost of sales. To correct the error, the full-life margin at the time has been recalculated to include the additional forecast costs, and the revised margin has been used to recalculate the amount of inventories that should have been expensed. This resulted in a total reduction in inventories of £20.5m as at 31 December 2023 and a corresponding increase in cost of sales in the relevant years. The amount relating to years earlier than 2023 gave rise to an adjustment of £6.2m (net of tax) to opening retained earnings as at 1 January 2023, as shown in the table, comprising a reduction of £8.7m in inventories and an increase in the current tax asset of £2.5m.

SHAREHOLDERS' EQUITY RECONCILIATION

	£m
As at 1 January 2023 as previously reported	3,249.7
Adjustment to opening reserves to correct prior year error	(6.2)
As at 1 January 2023 restated	**3,243.5**
Profit for the year restated	215.0
Total other comprehensive expense	(1.7)
Total transactions with shareholders	(152.9)
As at 31 December 2023 restated	**3,303.9**

1.8 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group's consolidated financial statements requires management to make judgements and estimates that affect the reported amounts of revenue, expenses, assets, and liabilities as at for the year ending 31 December 2024.

CRITICAL ACCOUNTING JUDGEMENTS

Partner Funded revenue recognition

The determination of whether revenue on contracts should be recognised as work progresses (over time) or upon legal completion (point-in-time) requires judgement. The Group acts as a developer on a number of mixed tenure sites which will have multiple customers and contractual arrangements. An assessment is performed over each contract to determine when/how control is transferred to the customer. This includes assessing relevant factors such as the point at which legal ownership passes to the customer, the degree to which the customer can specify major structural design elements, whether the Group's performance creates an asset, such as work in progress, which is controlled by the customer as it is created, whether the asset being created has an alternative use to the Group and our enforceable right to receive payment throughout the development phase.

Classification of exceptional items

The determination as to whether an expense, income or cash flow should be classified as an exceptional item requires judgement. Exceptional items are those which, in the opinion of the Directors, are material by size and irregular in nature and therefore require separate disclosure within the Statement of Profit or Loss or Statement of Cash Flows in order to assist the users of the financial statements in understanding the underlying business performance of the Group. Information on the items which have been classified as exceptional is included in note 4.

1. ACCOUNTING POLICY INFORMATION *continued*

1.8 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *continued*

KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group's consolidated financial statements includes the use of estimates including assumptions which are based on historical experience and other relevant factors and reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

The key sources of estimation and uncertainty with a significant risk of a material change to the carrying value of assets and liabilities within the next year are described below:

Margin forecasting and recognition

Where the Group recognises revenue over time on an output basis or revenue at a point-in-time, the cost of sales on each unit sold is calculated and recognised based on the site-wide margin expected to be generated over the remainder of the project. The timing of cost of sales recognition differs from the timing of costs being incurred. Where the costs incurred to date exceed the amount recognised as cost of sales, the balance is shown in the statement of financial position as inventories. Where cost of sales exceeds the costs incurred to date, the difference is included in the statement of financial position as an accrual. Any future change in the life of site margin will be recognised in the calculation of cost of sales from the beginning of the year in which the change arises and future years, with a corresponding increase or decrease to inventories or accruals, which could be material. In circumstances where the remaining life of site margin becomes negative, the full amount of the future loss would be recognised immediately as an impairment of inventories.

Where the Group recognises revenue over time on an input basis, revenue is calculated and recognised by taking the costs incurred in the year, plus the expected life of site margin for that contract. Any difference between the amount of revenue recognised and the amount invoiced to the customer is recognised as a contract asset or contract liability. Any change in the forecast margin is reflected as a revenue true-up in the current year. This could result in a material change to the carrying value of contract assets or contract liabilities.

In determining the life of site margin, the Group must make assumptions relating to revenue to come and the estimated costs to complete. Forecast revenue assumptions include the expected tenure mix, number of saleable units and sales prices. Forecast cost assumptions include build and labour costs and the impact of climate change on the build requirements of new homes. The Group regularly reviews the assumptions used in the life of site margin based on latest available information, including assessing the degree of future uncertainty from changes in macroeconomic factors, and adjustments are made where necessary.

The Group has considered the nature of the estimates involved in deriving these balances and concluded that it is possible, on the basis of existing knowledge, that outcomes within the next financial year may be different from the Group's assumptions applied as at 31 December 2024 and could require a material adjustment to the carrying amounts of these assets and liabilities in the next financial year. However, due to the level of uncertainty, combination of cost and income variables and timing across a large portfolio of sites (in excess of 350) at different stages of their life, it is impracticable to provide a detailed quantitative analysis of the aggregated estimates that are applied at a portfolio level. However, based upon the total forecast future revenue and costs to complete on the sites within the Group's land bank and the average timeframe over which those sites are expected to be delivered, it is estimated that the impact of the following changes on gross margin in the next financial year would be:

Assumption	Change in assumption	Change in gross margin £m
Unmitigated reduction in forecast revenue across all land bank sites	+1%	c. 40.0
Unmitigated increase in forecast costs to complete across all land bank sites	+1%	c. 25.0

Defined benefit pension schemes

The Group has three defined benefit pension schemes, all closed to future accrual, which are subject to estimation uncertainty. Note 17 outlines the way in which these schemes are recognised in the Group's financial statements, the associated risks and sensitivity analysis showing the impact of a change in key variables on the defined benefit obligations and retirement benefit asset.

Building safety

The Group has reviewed all current legal and constructive obligations with regards to remedial works to rectify building safety issues, which are subject to estimation uncertainty. Note 22 outlines the way in which this provision is recognised in the Group's financial statements, the associated risks and sensitivity analysis illustrating the possible impact of changes in key assumptions used to determine the provision at 31 December 2024.

1.9 IMPACT OF CLIMATE CHANGE

The property development sector is a key contributor to the Government's ambition to reduce carbon emissions and, as such, the standards for lower carbon homes are mandated for the sector through the Future Homes Standard which comes into effect in the near future. We have designed and are delivering new house types which meet this standard. This can incur additional costs which have been included within pricing decisions, as well as cost to complete estimates within site cost valuation reconciliations (CVRs) and therefore site margins and cash flow forecasts. These forecasts form the basis of the going concern and viability assessments, as well as goodwill and investment in subsidiary impairment assessments.

1. ACCOUNTING POLICY INFORMATION *continued*

1.9 IMPACT OF CLIMATE CHANGE *continued*

The long-term potential impacts of climate change will fall beyond the Group's existing project timescales and therefore do not have an effect on the carrying value of inventories or site margins.

Further, these costs are considered as part of land acquisition appraisals. Land acquisition appraisals also consider costs incurred to mitigate physical risks of climate change, such as the potential for flooding, though this and other physical risks of climate change are not expected to have a material impact on the financial statements. These risks are regularly monitored and will be included in our cost to complete as and when they materialise or are expected to materialise.

The Group's strategy includes a focus on utilising the Vistry Works factories to deliver timber frame homes, which assists with delivering homes which meet the Future Homes Standard as well as reducing embodied carbon whilst providing the ability control costs. During 2024, climate scenarios have been modelled for the Group's timber suppliers with no material risks identified.

2. REVENUE

OPEN MARKET SALES

Revenue is recognised at a point in time at legal completion at which point the Group has fulfilled its performance obligation. This revenue is recognised at the fair value of the consideration received or receivable, net of value added tax and discounts.

In certain instances, property may be accepted in part consideration for a sale of a residential property. This is recorded as other revenue, as described below.

Cash incentives are considered to be a discount from the purchase price offered to the acquirer and are therefore accounted for as a reduction to revenue.

PARTNER FUNDED SALES

The majority of Partner Funded sales contracts have two performance obligations.

Revenue in relation to the upfront sale of land to the customer is recognised at a point in time when legal title transfers to the customer.

Revenue in relation to the construction of homes is recognised over time when the Group transfers control of the development to the customer as the development progresses. The Group measures progress towards completion by reference to the stage of completion of development. This is normally measured by either:

- a survey of work performed when the development has multiple customers; or
- the proportion of total costs incurred at the reporting date relative to the estimated total cost of the contract.

As the build progresses, customer-controlled assets are created, with the design tailored to the specification of the customer. The Group has an enforceable right to be paid for the work completed to date and invoices are issued and paid over the life of the development. Variations in contract work and claims are included to the extent that it is highly probable that there will not be a significant reversal when the value of such payments is finalised.

Where progress towards the satisfaction of performance obligations cannot be reasonably determined, revenue is recognised over time as the work is performed to the extent that costs have been incurred and are expected to be recoverable. All contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately within cost of sales.

The application of the above policies requires estimates to be made in respect of the total expected costs to complete for each site. The Group has in place established internal control processes to ensure that the evaluation of costs and revenues is based upon appropriate estimates.

Where the Group provides design, construction, and mobilisation activities on a development across multiple units simultaneously, this is considered to represent one performance obligation. Where these services are provided across multiple development sites, each site is typically considered to represent a distinct performance obligation.

OTHER REVENUE

Other revenue includes the sale of part exchange properties, any non-residential elements of mixed use schemes and bare land sales. The fair value of part exchange properties is established by independent surveyors, reduced for costs to sell. The sale of the Open Market home is recorded in the normal way. The fair value of the part exchanged property is treated as being in lieu of cash receipts. Proceeds generated from the subsequent sale of part exchange properties are recorded at a point in time on legal completion. Revenue for the sale of non-residential properties and bare land is recognised when the performance obligations in the contract are met.

2. REVENUE *continued*

REVENUE BY TYPE	2024 Point-in-time £m	2024 Over time £m	2024 Total £	2023 Point-in-time £m	2023 Over time £m	2023 Total £
Open Market sales	1,256.1	-	1,256.1	1,474.2	-	1,474.2
Partner Funded sales	165.6	2,181.6	2,347.2	171.9	1,806.5	1,978.4
Other	176.0	-	176.0	111.6	-	111.6
Revenue	**1,597.7**	**2,181.6**	**3,779.3**	**1,757.7**	**1,806.5**	**3,564.2**

As at 31 December 2024 the aggregate amount of the transaction price allocated to unsatisfied performance obligations on contracts was £3,711.6m (2023: £3,722.9m), of which approximately £1,894.6m (2023: £1,755.8m) is expected to be recognised as revenue during 2025.

During the year ended 31 December 2024, the Group had customers under common control from which it recognised revenue of £487.1m, which was more than 10% of total revenue.

3. OTHER OPERATING INCOME

Joint arrangement management fee income is recognised as the Group fulfils its obligations under the contract over time.

Government grant income is recognised when there is a reasonable assurance that the Group will be able to comply with the conditions attached to the grant and that the grant will be received. Grant income is recognised in other operating income as it represents a contribution to the sales price.

	2024 £m	2023 £m
Joint arrangement management fee income	51.0	50.7
Government grant income	62.1	40.4
Other	11.9	9.4
Other operating income	**125.0**	**100.5**

4. ADJUSTED PROFIT OR LOSS MEASURES

In addition to the reported International Financial Reporting Standards (IFRS) measures, the Group provides adjusted measures which are not defined or specified under the requirements of IFRS. Management reviews the financial performance of the Group using these adjusted measures. We believe they provide important additional information about the Group's performance in the financial year and are useful to assess the business on a comparable basis between years. These financial measures are also aligned to those used internally to assess business performance in the Group's budgeting process and when determining remuneration. We have therefore included these adjusted measures below, combined with a comprehensive list of other adjusted measures on page 34 to 37 of the Annual Report and Accounts.

4. ADJUSTED PROFIT OR LOSS MEASURES *continued*

2024	Revenue £m	Operating profit £m	Net finance expense £m	Share of profit from joint ventures £m	Profit before tax £m	Tax £m	Profit for the year £m
Reported measures	**3,779.3**	**167.0**	**(65.4)**	**3.3**	**104.9**	**(30.4)**	**74.5**
Adjusting items:							
Exceptional items[1]	-	99.9	8.0	20.9	128.8	(37.3)	91.5
Share of joint ventures[2]	549.9	51.8	(37.3)	(24.2)	(9.7)	9.7	-
Amortisation of acquired intangible assets[3]	-	39.5	-	-	39.5	(11.4)	28.1
Other tax items[4]	-	-	-	-	-	(5.2)	(5.2)
Total adjusting items	549.9	191.2	(29.3)	(3.3)	158.6	(44.2)	114.4
Adjusted measures	**4,329.2**	**358.2**	**(94.7)**	**-**	**263.5**	**(74.6)**	**188.9**

2023 restated (note 1)	Revenue £m	Operating profit £m	Net finance expense £m	Share of profit from joint ventures £m	Profit before tax £m	Tax £m	Profit for the year £m
Reported measures	**3,564.2**	**300.0**	**(63.0)**	**56.0**	**293.0**	**(78.0)**	**215.0**
Adjusting items:							
Exceptional items[1]	-	46.2	19.4	-	65.6	(18.0)	47.6
Share of joint ventures[2]	477.9	83.6	(25.2)	(56.0)	2.4	(2.4)	-
Amortisation of acquired intangible assets[3]	-	46.3	-	-	46.3	(10.9)	35.4
Other tax items[4]	-	-	-	-	-	(1.1)	(1.1)
Total adjusting items	477.9	176.1	(5.8)	(56.0)	114.3	(32.4)	81.9
Adjusted measures	**4,042.1**	**476.1**	**(68.8)**	**-**	**407.3**	**(110.4)**	**296.9**

1 Exceptional items are those which the Directors consider to be material by size and irregular in nature. The adjusted measures exclude these items in order to more clearly show the underlying business performance of the Group.

2 The Group undertakes a significant portion of its activities through joint ventures with its partners. In accordance with IFRS, the Group's statement of profit or loss and other comprehensive income includes its share of the post-tax results of joint ventures within a single line item. The Directors believe that showing the Group's share of revenue, operating profit and net financing expenses from joint ventures within the respective adjusted measures better reflects the full scale of the Group's operations and performance. Further detail on the adjusting items is shown in note 15.

3 The amortisation charge relates to intangible assets which arose on the acquisitions of Linden Homes and Galliford Try Partnerships from Galliford Try PLC and of Countryside Properties PLC. The charge is non-cash and was set at the time of the acquisition. The Directors consider that this needs to be excluded in the adjusted measure to show the underlying business performance of the Group more clearly. Further detail on intangible asset amortisation is shown in note 12.

4 The Directors consider that one-off tax items need to be excluded such that the adjusted income tax expense represents the underlying tax charge for the Group.

4. ADJUSTED PROFIT OR LOSS MEASURES *continued*

ADJUSTED EARNINGS PER SHARE (EPS)

	Note	2024	2023 restated (note 1)
Adjusted earnings (£m)		188.9	296.9
Weighted average number of ordinary shares (m)	9	338.1	346.0
Adjusted basic earnings per share (pence)		**55.9**	**85.8**

EXCEPTIONAL ITEMS

Exceptional items are those which, in the opinion of the Directors, are material by size and irregular in nature and therefore require separate disclosure within the Statement of Profit or Loss in order to assist the users of the financial statements in understanding the underlying business performance of the Group. Restructuring expenses are those expenses, such as severance and other non-recurring items directly related to restructuring and integration activities, that do not reflect the Group's underlying trading performance. The building safety provision has previously been disclosed as an exceptional item and, accordingly, further related income and expenses have also been disclosed as exceptional items.

	2024				
	Cost of sales £m	Administrative expenses £m	Finance expense £m	Share of profit from joint ventures £m	Total £m
Restructuring, integration and other costs	-	14.1	-	-	14.1
Building safety:					
Additions to provision	117.1	-	-	-	117.1
Recoveries	(27.2)	-	-	-	(27.2)
Change in provision for obligations taken on by joint venture	(20.9)	-	-	20.9	-
Impairment of inventories	16.8	-	-	-	16.8
Unwind of discounting on the provision	-	-	8.0	-	8.0
Total building safety	85.8	-	8.0	20.9	114.7
Exceptional items	**85.8**	**14.1**	**8.0**	**20.9**	**128.8**

	2023				
	Cost of sales £m	Administrative expenses £m	Finance expense £m	Share of profit from joint ventures £m	Total £m
Restructuring, integration and other costs	-	46.3	-	-	46.3
Building safety:					
Release from provision	(18.6)	-	-	-	(18.6)
Impairment of inventories	18.5	-	-	-	18.5
Unwind of discounting on the provision	-	-	19.4	-	19.4
Total building safety	(0.1)	-	19.4	-	19.3
Exceptional items	**(0.1)**	**46.3**	**19.4**	**-**	**65.6**

RESTRUCTURING, INTEGRATION AND OTHER COSTS

Exceptional restructuring, integration and other costs were £14.1m during the year. These principally relate to incremental restructuring costs following the strategy change in late 2023 and the further restructuring that commenced in late 2024 to shorten reporting lines and reduce the number of operational divisions from six to four. Costs included staff severance, office closures and other exceptional professional fees.

4. ADJUSTED PROFIT OR LOSS MEASURES *continued*

In the prior year, expenses totalling £46.3m were incurred in relation to restructuring as a result of the Group's change in strategy to fully focus on a Partnerships model (£29.6m) and the Combination with Countryside (£16.7m). Costs included staff severance and office closure costs.

BUILDING SAFETY

Exceptional building safety costs totalled £114.7m in the year comprising the following:

- The Group holds a provision for the expected costs to remediate buildings with safety-related defects, calculated using a discounted cash flow forecast. The exceptional expense included a charge of £117.1m to increase the provision, as described in note 22, reflecting additional buildings, increased scope of works and cost increases, and a discount unwind in net finance expenses of £8.0m.
  The Group seeks to recover some of the cost of remediation works from third parties such as insurers and subcontractors. Recoveries are recognised as a separate asset only when reimbursement is virtually certain. The expense relating to the provision has been presented net of £27.2m recognised for recoveries in the year.
- At the end of 2023, the building safety provision included £20.9m in relation to the Group's share of the expected cost to remediate buildings that were originally developed by one of the Group's joint ventures, Greenwich Millennium Village Limited. During 2024, the joint venture accepted responsibility for these works and recognised a provision for the total expected cost. Accordingly, the Group was able to release this portion of its provision. There was no net impact to the statement of profit or loss.
- In the prior year, the Group recognised an impairment of inventories of £18.5m as a result of the expected increase in costs and loss of revenue from incorporating second staircases into high-rise buildings in certain schemes. During 2024, the Group continued to assess the impact of this regulatory change on those schemes through redesign, which identified that the costs will be greater than previously expected. This led to an additional impairment of £16.8m.

5. PROFIT BEFORE TAX

Profit before tax is stated after charging:

	Note	2024 £m	2023 restated (note 1) £m
Depreciation of property, plant and equipment	13	**2.8**	3.0
Depreciation of right-of-use assets	14	**30.6**	24.4
Amortisation of acquired intangible assets	12	**39.5**	46.3
Amortisation of other intangible assets	12	**1.0**	0.4
Personnel expenses (not capitalised into work in progress)		**178.3**	227.8
Inventories expensed in the year		**2,901.8**	2,534.3
Exceptional items	4	**128.8**	65.6

AUDITORS' REMUNERATION	2024 £m	2023 £m
Fees payable to the Company's auditors for the audit of the Company and Group's annual accounts	**1.4**	1.0
FEES PAYABLE TO THE COMPANY'S AUDITORS AND ITS ASSOCIATES FOR OTHER SERVICES:		
Audit of the accounts of subsidiaries	1.0	1.0
Audit-related assurance services	0.1	0.1
Fees charged to profit before tax	**2.5**	**2.1**

The 2024 audit fee included an incremental amount of £0.8m relating to additional procedures undertaken as a result of the cost forecasting issues in the South Division.

The Group incurred non-audit fees during both 2024 and 2023 relating to a technical accounting subscription service of £1k per year.

6. DIRECTORS AND EMPLOYEE COSTS

The monthly average number of employees of the Group, all of whom were employed in the United Kingdom on the Group's principal activity, together with personnel expenses, are set out below:

AVERAGE EMPLOYEE NUMBERS - GROUP

	2024	2023
Average employee numbers	**4,569**	**4,872**

A breakdown of staff numbers split by type of role is included on page 54.

The Company had no employees (2023: nil) and therefore £nil personnel expenses during 2024 (2023: £nil).

PERSONNEL EXPENSES – GROUP

	2024 £m	2023 £m
Wages and salaries	307.3	342.2
Social security contributions	36.4	38.6
Contributions to defined contribution plans	16.4	18.8
Expenses related to defined benefit plans	2.0	1.4
Equity-settled share-based payment expense	5.5	8.0
Personnel expenses	**367.6**	**409.0**

The aggregate remuneration for the Group's Directors during 2024 was £2.5m (2023: £6.3m), which is shown in further detail on page 130 in the Directors' Remuneration Report. The highest paid Director is the Executive Chairman and Chief Executive Officer, details of the remuneration is also provided on page 130 of the Directors' Remuneration Report. The Executive Leadership Team (ELT) and the Non-Executive Directors as shown on pages 7, 84 and 85 respectively are considered to be the only key management personnel.

A summary of key management personnel remuneration is as follows:

	2024 £m	2023 £m
Short-term employee benefits	4.2	7.5
Social security contributions	0.9	1.0
Equity-settled share-based payment expense	3.9	4.2
Termination benefits	0.6	-
Key management personnel remuneration	**9.6**	**12.7**

The above table reflects remuneration only for the period in which the individuals were key management personnel during the year.

SHARE-BASED PAYMENTS

The Group issues equity-settled share-based payments to certain employees in the form of share options over shares in the Company. Equity-settled share-based payments are measured at fair value at the date of grant calculated using an independent option valuation model, taking into account the terms and conditions upon which the options were granted. The fair value is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest, with a corresponding credit to equity, except when the share-based payment is cancelled, in which case the charge will be accelerated.

The Group operated three equity-settled share-based payment arrangements which are set out below.

LONG-TERM INCENTIVE PLAN

A long-term incentive plan for Executive Directors and senior executives was approved by shareholders at a General Meeting in December 2019. The first grant of awards under this plan was made in 2020. Details of the vesting conditions of these awards are included in the Directors' Remuneration Report on pages 131 to 133.

6. DIRECTORS AND EMPLOYEE COSTS *continued*

SAVE AS YOU EARN SHARE OPTIONS

The Vistry Group PLC Save As You Earn Option Scheme was established in 2007 and renewed in 2017. As part of the Combination with Countryside Partnerships PLC the Group offered replacement options for two SAYE schemes which were granted by Countryside in 2020 and 2022. Share options held in the Save As You Earn Option Scheme are not subject to performance conditions and may under normal circumstances be exercised during the six months after maturity of the agreement. Save As You Earn share options are generally exercisable at an exercise price which includes a 20% discount to the market price of the shares at the date of grant.

DEFERRED BONUS SCHEME

The Deferred Bonus Plan was approved and implemented in 2022, with one third of the Executive Leadership Team bonus award deferred into shares under the terms of the plan. Details of these awards are laid out in the Directors' Remuneration Report on page 132.

MOVEMENTS IN THE NUMBER OF SHARE OPTIONS OUTSTANDING

Number of share options *In thousands*	Long-term incentive plan	Deferred bonus scheme	Save As You Earn
At 1 January 2024	**4,603**	**341**	**2,595**
Granted	1,467	150	489
Lapsed	(704)	-	(481)
Exercised	(248)	(139)	(596)
At 31 December 2024	**5,118**	**352**	**2,007**
Exercisable at 31 December 2024	1,139	-	-
Weighted average remaining contractual life (years)	7.6	1.3	2.0
Range of exercise prices (£)	-	-	4.68 – 9.68

Number of share options *In thousands*	Long-term incentive plan	Deferred bonus scheme	Save As You Earn
At 1 January 2023	**3,071**	**139**	**2,356**
Granted	2,301	202	1,466
Lapsed	(676)	-	(698)
Exercised	(93)	-	(529)
At 31 December 2023	**4,603**	**341**	**2,595**
Exercisable at 31 December 2023	812	-	474
Weighted average remaining contractual life (years)	7.9	0.8	2.3
Range of exercise prices (£)	-	-	4.68 - 9.30

All share options under the long-term incentive plan and the deferred bonus scheme have a weighted average exercise price of £nil (2023: £nil). The weighted average exercise price of Save As You Earn share options outstanding at 31 December 2024 is £6.67 (2023: £5.90).

The weighted average fair value of the options granted during the year determined using the Monte Carlo model was £10.24 per option (2023: £4.49). The significant inputs into the model were a weighted average share price of £12.17 (2023: £7.34) at the grant date, volatility of 36% (2023: 38%), an expected option life of 5 years (2023: 5 years) and an annual risk-free rate of 3.84% (2023: 3.39%).
The volatility is measured at the standard deviation of continuously compounded share returns, based on statistical analysis of daily share prices over the last 3 years.

For the year ended 31 December 2024, the share-based payment expense recorded in the income statement was £5.5m (2023: £8.0m).

7. NET FINANCE EXPENSE

Finance income principally relates to interest income earned on loans made to joint ventures and amounts earned from cash held. Finance costs are included in the measurement of borrowings at their amortised cost to the extent that they are not settled in the year in which they arise.

Finance expense predominantly relates to interest charges on external borrowings, lease liabilities and deferred land creditors. The finance costs and income associated with the time value of money on discounted payables and receivables are recognised within finance costs and income as the discount unwinds over the life of the relevant item.

	Note	2024 £m	2023 £m
Interest accrued on loans to joint ventures	15	25.1	24.7
Movement in provision against interest accrued on loans to joint ventures	15	0.6	(9.6)
Bank interest		3.2	5.2
Net pension finance credit	17	1.6	1.7
Finance income		**30.5**	**22.0**
Imputed interest on deferred term land creditors		(21.7)	(11.5)
Interest on lease liabilities	14	(5.4)	(5.5)
Exceptional discount unwind on building safety provision	4,22	(8.0)	(19.4)
Bank, commitment fees and other interest		(60.8)	(48.6)
Finance expense		**(95.9)**	**(85.0)**
Net finance expense		**(65.4)**	**(63.0)**

8. INCOME TAX EXPENSE

Income tax expense comprises of the current and deferred tax recognised as an expense during the year. Income tax expense is recognised in the Statement of Profit or Loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

	Note	2024 £m	2023 restated (note 1) £m
Current year excluding residential property developer tax		8.1	38.0
Residential property developer tax		1.6	7.1
Adjustments in respect of prior years		5.2	(3.6)
Current income tax expense		**14.9**	**41.5**
Origination and reversal of temporary differences		22.5	34.0
Adjustments in respect of prior years		(7.0)	2.5
Deferred income tax expense	16	**15.5**	**36.5**
Total income tax expense		**30.4**	**78.0**

8. INCOME TAX EXPENSE *continued*

RECONCILIATION OF EFFECTIVE TAX RATE

	2024 £m	2023 restated (note 1) £m
Profit before tax	104.9	293.0
Income tax on profit before tax at standard UK corporation tax rate of 25.0% (2023: 23.5%)	26.2	68.9
Residential property developer tax	2.9	8.0
Non-deductible expenses	0.5	0.4
Tax effect of share of results of joint ventures	2.4	(2.0)
Tax rate differences	0.5	3.3
Adjustments to the tax charge in respect of prior years	(1.8)	(1.1)
Other timing differences	(0.3)	0.5
Total income tax expense	**30.4**	**78.0**
Effective tax rate	**29.0%**	**26.6%**

The Group's effective tax rate of 29.0% (2023: 26.6%) is higher than the weighted statutory rate of corporation tax of 25.0% (2023: 23.5%) principally due to the Residential Property Developer Tax ('RPDT') charge in the year. RPDT is charged at a rate of 4% of relevant taxable profits.

The corporation tax rate increased from 19% to 25% with effect from 1 April 2023. Deferred taxes at 31 December 2024 and 2023 have been measured using enacted rates and reflected in these financial statements.

OECD PILLAR TWO MODEL RULE

The Group is within the scope of the enacted OECD Pillar Two legislation which was effective for the Group's financial year beginning 1 January 2024. The Group is solely a UK group and does not operate in any non-UK jurisdiction. The Group has applied the mandatory temporary exception under IAS 12 in relation to the accounting for deferred taxes arising from the implementation of the Pillar Two legislation.

Under the legislation, the Group is liable to pay a Domestic Top-up Tax (DTT) where UK profits are taxed below the minimum rate of 15%. The Group's effective tax rate for the year, calculated in accordance with IAS 12, is greater than 15% and the Group is not currently aware of any circumstances under which this might change. Therefore, the Group does not expect a potential exposure to any Pillar Two top-up tax.

RECOGNISED DIRECTLY IN GROUP STATEMENT OF CHANGES IN EQUITY OR IN THE GROUP STATEMENT OF COMPREHENSIVE INCOME

	Note	2024 £m	2023 £m
Deferred tax relating to actuarial movements on pension scheme	16	1.2	0.7
Deferred tax relating to equity-settled share-based payments	16	(3.1)	3.3
Deferred tax recognised directly in equity or other comprehensive income		**(1.9)**	**4.0**

9. EARNINGS PER SHARE

PROFIT ATTRIBUTABLE TO ORDINARY SHAREHOLDERS

	Note	2024 £m	2023 restated (note 1) £m
Profit for the year attributable to equity holders of the parent		**74.5**	215.0
Adjusted profit for the year attributable to equity holders of the parent	4	**188.9**	296.9

EARNINGS PER SHARE

	Note	2024	2023 restated (note 1)
Basic earnings per share		**22.0p**	62.1p
Diluted earnings per share		**21.8p**	61.3p
Adjusted basic earnings per share	4	**55.9p**	85.8p

WEIGHTED AVERAGE NUMBER OF SHARES USED AS THE DENOMINATOR

	Basic 2024 m	Diluted 2024 m	Basic 2023 m	Diluted 2023 m
Weighted average number of ordinary shares for the year ended 31 December	**338.1**	**341.8**	346.0	350.6

The basic weighted average number of ordinary shares is calculated by time-weighting the ordinary shares in issue during the period based on new issues and share buybacks. This figure excludes treasury shares and shares held in the Employee Stock Ownership Plan (ESOP) Trust but includes any outstanding vested nil-cost options in relation to equity-settled share-based payment arrangements.

The diluted weighted average number of ordinary shares is calculated as the basic weighted average number, plus any other potentially outstanding shares in relation to the equity-settled share-based payment arrangements. A total of nil shares that could potentially dilute earnings per share in the future were excluded from the above calculations because they were anti-dilutive at 31 December 2024 (2023: nil shares).

10. DISTRIBUTIONS

The Group has made the following distributions:

	2024 £m	2023 £m
Prior year final dividend per share of nil (2023: 32p per share)	-	110.4
Share buyback in lieu of interim dividend	44.1	55.4
Share buyback in lieu of final dividend	100.7	-
Distributions	**144.8**	**165.8**

The Group commenced a share buyback programme of £55m of ordinary shares in lieu of an interim dividend for 2023 on 11 December 2023. This was completed on 23 February 2024 with a total of 5.8m ordinary shares (5.1m during the year) acquired at an average price per share of 955 pence. Of the ordinary shares repurchased, 5.5m shares were cancelled (5.1m during the year).

On 18 April 2024, the Group commenced an ordinary share buyback programme of £100m of ordinary shares in lieu of a final dividend for 2023. This was completed on 4 September 2024 with a total of 7.7m ordinary shares acquired at an average price per share of 1,299 pence. Of the ordinary shares repurchased, 7.5m shares were cancelled.

On 5 September 2024, the Group announced that it was commencing an ordinary share buyback programme to repurchase up to £55m of ordinary shares in lieu of an interim dividend for 2024 and a further special buyback of up to £75m. The Group engaged brokers to manage the first tranche of the programme up to £43.4m and had issued an irrevocable instruction for the brokers to manage the programme, within pre-set parameters, during the closed period ahead of the Group's trading update on 15 January 2025. By 31 December 2024, the Group had repurchased 2.5m shares at a cost of £21.4m and the remaining amount of the first tranche, including costs, has been recognised as a liability of £22.3m in these financial statements. Of the ordinary shares repurchased, 2.5m shares were cancelled.

In the period from 1 January 2025 to 25 March 2025, the Company purchased a further 2.8m ordinary shares, which were also subsequently cancelled, for a total consideration of £16.7m (including stamp duty and fees).

11. GOODWILL

Goodwill represents the value of people, track record and expertise acquired within business acquisitions that are not capable of being individually identified and separately recognised. It is calculated by deducting the fair value of the assets and liabilities acquired which are individually identified and separately recognised from the fair value of consideration payable.

The Group has only one cash generating unit ("CGU") which represents the lowest level within the Group at which goodwill is monitored for internal management purposes and is not larger than the operating segment.

Goodwill is reviewed annually for impairment, or more regularly where there is an impairment trigger event. If the carrying value of the CGU was found to exceed its value-in-use, an impairment loss is recognised.

Goodwill of £827.6m comprises £280.1m on the Combination with Countryside Partnerships PLC in 2022 and £547.4m which arose on the acquisition of the Linden and Galliford Try Partnerships businesses from Galliford Try PLC in 2020.

The Group undertook an annual test of the carrying value of goodwill as at 31 December 2024, noting that there was also an impairment trigger event when the Company's market capitalisation fell below the net asset value of the Group. On 8 October 2024, the Group reported that it had become aware of the underestimation of the total full-life cost projections to complete a number of its developments in its South Division. These cost forecasting issues and a greater level of market uncertainty led to the Group's full year profits being significantly below expectations, which itself represented evidence of a further indicator of impairment. This had a consequential impact to the Group's market capitalisation which followed a volatile period where the Group's share price decreased by 38% over the course of 2024 (following a 47% increase in 2023) leading to a closing price of the Company's shares on 31 December 2024 of £5.72 (2023: £9.18).

In this context, the Directors have challenged the relevant assumptions used in estimating value-in-use. In particular, a review of estimated gross margin assumptions considered the findings of the independent review of the site forecasting process in the South Division and across the wider Group, and with strict adherence to the Group's life of site processes. The Directors also undertook an internal reconciliation of the value-in-use to the market capitalisation to consider the factors leading to the differential. The Directors concluded that the key assumptions are appropriate and robustly challenged in their determination.

KEY ASSUMPTIONS USED FOR VALUE-IN-USE CALCULATIONS

The cash flows used in the value-in-use calculations are consistent with the Board-approved medium-term targets, which are described in the CEO review on page 13. They comprise detailed cash forecasts for five years to 2029, with a terminal value derived from the 2029 cash flow with no additional growth applied. The key assumptions underpinning the base case cash flows and the value-in-use are forecast volume growth, adjusted operating margin, operating cash conversion and discount rates, as detailed below.

ASSUMPTION	APPROACH USED IN DETERMINING VALUES
Volume growth	The assumed annual volume growth of 6.3% is towards the lower end of the Directors' expectations based on the Group's strategy and expected market demand. The Group's medium-term target is growth of between 5.0% and 8.0%. Pricing expectations take account of local market conditions, as well as demand and product mix. The expected cash investment in land and inventories is aligned to the forecast growth in output.
Adjusted operating margin	Adjusted operating margin is expected to trend upwards from 8.3% in 2024 towards the Group's medium-term target of 12.0%. The Directors consider this target to be achievable based on: • Historical experience: the average adjusted operating margin over the past five years was 11.3% (11.7% excluding the one-off impact of the South cost forecasting issues on the 2024 adjusted operating margin). • Market conditions: challenging market conditions have prevailed for much of the previous five years. The Group is confident that market conditions will improve over the medium-term as described in the Market Environment section on pages 14 to 17. • Tenure split: the Group expects an increasing proportion of completions to come from higher-margin Open Market sales. In 2024, 73% of completions were from Partner Funded sales, compared to the Group's target of 65%.
Operating cash conversion	The Group expects operating cash conversion of greater than 100% in the short-term as it reduces capital employed in the more capital-intensive former Housebuilding sites. Cash conversion stabilises at 95% in 2029 and in the terminal value, consistent with the Group's capital-light Partnerships business model.
Pre-tax discount rate	The real discount rate of 13.9% (2023: 15.0%) is pre-tax and reflects the current market assessment of the time value of money and the risks specific to the Group.

11. GOODWILL *continued*

The Directors performed sensitivity analysis on the estimates of the recoverable amount and concluded that there were no key assumption changes, which they considered to be reasonably possible, that, individually or in aggregate, would reduce the excess of recoverable amount over the carrying value to nil. The excess of recoverable amount over the carrying value was £710m (2023: £2,262m).

In order to further stress-test the value-in-use model, the Directors assessed the changes in each of the key assumptions individually that would be required for the value-in-use to equal the carrying amount. None of these scenarios were assessed as being reasonably possible in the opinion of the Directors. This exercise showed that the key assumptions would need to change as follows:

Volume growth	CAGR of 6.3% reduced to 1.0% across the five years and in the terminal value.
Adjusted operating margin	An adjusted operating margin in 2029 and in the terminal value of 9.3%, with linear margin progression over the five-year period from the current margin of 8.3%.
Operating cash conversion	A reduction in operating cash conversion to 69% in the fifth years and in the terminal value.
Discount rate	Increased from 13.9% to 16.5% across the five years and in the terminal value.

The Directors also considered a severe and unlikely scenario in which a number of the key operational assumptions in combination were all substantially worse than in the base case with no mitigating actions taken, as set out below. This would result in an impairment of goodwill of £97m.

Volume growth	CAGR of 4.5% across the five years and in the terminal value, below the bottom end of the Group's target range and a reduction of nearly one third compared to the base case.
Adjusted operating margin	Adjusted operating margin capped at 9.8% across the five years and in the terminal value, a reduction of around 2ppts compared to the Group's five-year historical average and medium-term target.
Operating cash conversion	A reduction in operating cash conversion to 90% in the fifth years and in the terminal value, 5ppts below the base case.

Under the base and reasonably possible sensitised cases, the Directors did not identify any impairment of goodwill and as at 31 December 2024.

12. INTANGIBLE ASSETS

Intangible assets are recorded at cost or acquisition fair value, less accumulated amortisation. Brand names and customer relationships and contracts acquired in a business combination are recognised at fair value at the acquisition date. Brand names consist of the Linden and Countryside brands (acquired in 2020 and 2022 respectively) and are amortised on a straight-line basis over a 25-year period. Customer relationships and contracts acquired as part of the Linden acquisition in 2020 are amortised over a period of 15 years. Customer relationships and contracts acquired as part of the Countryside acquisition in 2022 are amortised on a straight-line basis over a period of 4 to 15 years. Amortisation of other intangible assets is recorded within administrative expenses.

COST	Customer relationships and contracts £m	Brand names £m	Other intangible assets £m	Total £m
At 1 January 2023, 1 January 2024 and 31 December 2024	**363.1**	**137.0**	**2.7**	**502.8**
ACCUMULATED AMORTISATION				
At 1 January 2023	**40.6**	**4.9**	**1.3**	**46.8**
Charge for the year	40.8	5.5	0.4	46.7
At 31 December 2023	**81.4**	**10.4**	**1.7**	**93.5**
Charge for the year	34.2	5.3	1.0	40.5
At 31 December 2024	**115.6**	**15.7**	**2.7**	**134.0**
NET BOOK VALUE AT 31 DECEMBER				
2023	**281.7**	**126.6**	**1.0**	**409.3**
2024	**247.5**	**121.3**	**-**	**368.8**

13. PROPERTY, PLANT AND EQUIPMENT

Plant, property, and equipment is recorded at cost less accumulated depreciation. The sub-categories are depreciated as follows:

- Freehold buildings on a 2% straight-line basis;
- Furniture, fittings and leasehold improvements on a 25% reducing balance basis, other than computer equipment which is depreciated on a straight-line basis over 3 years and leasehold improvements which are on a 10% straight-line basis or over the lease term (if shorter);
- Plant, machinery, and vehicles on a 33.3% reducing balance basis.

	2024			2023		
COST	Property £m	Plant and equipment £m	Total £m	Property £m	Plant and equipment £m	Total £m
At 1 January	**23.1**	**7.6**	**30.7**	**20.4**	**8.1**	**28.5**
Additions	3.0	3.9	6.9	1.4	1.4	2.8
Reclassifications	-	-	-	1.9	(1.9)	-
Disposals	(4.5)	(0.5)	(5.0)	(0.6)	-	(0.6)
At 31 December	**21.6**	**11.0**	**32.6**	**23.1**	**7.6**	**30.7**
ACCUMULATED DEPRECIATION						
At 1 January	**9.8**	**0.8**	**10.6**	**6.0**	**1.6**	**7.6**
Charge for the year	1.8	1.0	2.8	2.1	0.9	3.0
Reclassifications	-	-	-	1.7	(1.7)	-
Disposals	(3.1)	(0.5)	(3.6)	-	-	-
At 31 December	**8.5**	**1.3**	**9.8**	**9.8**	**0.8**	**10.6**
Net book value	**13.1**	**9.7**	**22.8**	**13.3**	**6.8**	**20.1**

Property includes freehold land and buildings with a cost and net book value of £1.5m (2023: £1.5m).

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Where the Group is a lessee, a right-of-use asset and lease liability are recognised at the commencement of the lease other than those that are less than one year in duration or of a low value.

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 interest rate implicit in the lease or using the Group's incremental borrowing rate, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

The right-of-use asset is initially measured at cost, which comprises the amount of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the Group and an estimate of any costs that are expected to be incurred at the end of the lease to dismantle or restore the asset. The right-of-use asset is subsequently depreciated over the lease term.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense. Short-term leases are leases with a term of 12 months or less. Low value assets comprise site equipment and other items less than £3,000 in total lease costs.

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES *continued*

RIGHT-OF-USE ASSETS

COST	2024 Property £m	2024 Plant and equipment £m	2024 Total £m	2023 Property £m	2023 Plant and equipment £m	2023 Total £m
At 1 January	**96.9**	**21.1**	**118.0**	**98.6**	**15.2**	**113.8**
Additions	8.7	7.1	15.8	27.2	9.5	36.7
Impairment	-	-	-	(4.6)	-	(4.6)
Modifications	15.1	2.0	17.1	(1.6)	-	(1.6)
Disposals	(10.4)	(5.5)	(15.9)	(22.7)	(3.6)	(26.3)
At 31 December	**110.3**	**24.7**	**135.0**	**96.9**	**21.1**	**118.0**

ACCUMULATED DEPRECIATION	2024 Property £m	2024 Plant and equipment £m	2024 Total £m	2023 Property £m	2023 Plant and equipment £m	2023 Total £m
At 1 January	**26.4**	**8.7**	**35.1**	**31.1**	**5.5**	**36.6**
Charge for the year	23.7	6.9	30.6	17.8	6.6	24.4
Disposals	(10.4)	(5.5)	(15.9)	(22.5)	(3.4)	(25.9)
At 31 December	**39.7**	**10.1**	**49.8**	**26.4**	**8.7**	**35.1**
Net book value	**70.6**	**14.6**	**85.2**	**70.5**	**12.4**	**82.9**

LEASING ARRANGEMENTS

RECONCILIATION OF MOVEMENT IN LEASE LIABILITIES	2024 Property £m	2024 Plant and equipment £m	2024 Total £m	2023 Property £m	2023 Plant and equipment £m	2023 Total £m
At 1 January	**85.7**	**12.6**	**98.3**	**76.8**	**9.8**	**86.6**
Interest recognised	4.7	0.7	5.4	4.8	0.7	5.5
Payments made	(25.3)	(7.2)	(32.5)	(22.2)	(7.2)	(29.4)
Additions	10.6	7.1	17.7	26.9	9.5	36.4
Modifications	5.5	2.0	7.5	(0.6)	(0.2)	(0.8)
At 31 December	**81.2**	**15.2**	**96.4**	**85.7**	**12.6**	**98.3**

MINIMUM LEASE PAYMENTS

	2024 £m	2023 £m
Less than 1 year	34.8	30.2
Between 1 and 2 years	21.1	26.0
Between 2 and 5 years	29.5	32.8
Later than 5 years	30.6	34.2
Total lease payments	**116.0**	123.2
Effect of discounting to present value	(19.6)	(24.9)
Total lease liabilities	**96.4**	98.3
Current	29.4	24.6
Non-current	67.0	73.7
Total lease liabilities	**96.4**	98.3

15. INVESTMENTS

Joint ventures are those entities over which the Group has joint control, with rights to the net assets of the entity rather than to its individual assets and obligations for its individual liabilities. These arrangements are accounted for using the equity method in the Group's financial statements.

Losses of joint ventures in excess of the Group's interest in those joint ventures are only recognised to the extent that the Group is contractually liable for, or has a constructive obligation to meet, the obligations of the joint ventures. The Group's interest in each joint venture includes both its equity investment and loans. Recognising the Group's share of the joint venture losses initially reduces the value of the Group's equity investment. Once this has been written down to nil, further losses will result in a provision against any outstanding loans. Any further losses in excess of this are not recognised in the Group's financial statements. These losses will be recognised against any future profits from those joint ventures.

Unrealised gains and losses on downstream transactions with joint ventures are eliminated to the extent of the Group's interest in the relevant joint venture. The Group's share of joint venture results shown in the income statement reflect the Group's share of joint venture results shown below.

Investments in subsidiaries are carried at cost less impairment.

GROUP

At 31 December 2024 the Group held interests in joint ventures, all of which are incorporated in the United Kingdom, as set out in note 30. Details of related party transactions with joint ventures are given in note 27.

The Group's investments and the movements in the year are set out in the table below:

	2024 Equity £m	2024 Loans £m	2024 Provisions against loans £m	2024 Total £m	2023 Equity £m	2023 Loans £m	2023 Provisions against loans £m	2023 Total £m
Opening investments in joint ventures	199.6	429.2	(66.2)	562.6	196.7	412.2	(56.6)	552.3
Acquisition of joint venture [1]	-	27.3	-	27.3	-	-	-	-
Loans advanced	-	321.1	-	321.1	-	194.4	-	194.4
Loans repaid	-	(273.2)	-	(273.2)	-	(197.8)	-	(197.8)
Fair value adjustments to loans	-	(0.8)	0.8	-		1.0	-	1.0
Share of net profit for the year before exceptional item	33.0	-	(8.8)	24.2	56.0	-	-	56.0
Exceptional item related to building safety	(20.9)	-	-	(20.9)	-	-	-	-
Dividends received from joint ventures	(42.5)	-	-	(42.5)	(42.3)	-	-	(42.3)
Interest accrued on loans to joint ventures	-	25.1	-	25.1	-	24.7	-	24.7
Movement in provision against accrued interest on loans to joint ventures	-	-	0.6	0.6	-	-	(9.6)	(9.6)
Interest received on loans to joint ventures	-	(10.4)	-	(10.4)	-	(6.4)	-	(6.4)
Other movements	-	-	-	-	(10.8)	1.1	-	(9.7)
Closing investment in joint ventures	**169.2**	**518.3**	**(73.6)**	**613.9**	**199.6**	**429.2**	**(66.2)**	**562.6**
Other investments	0.1	-	-	0.1	0.1	-	-	0.1
Total investments	**169.3**	**518.3**	**(73.6)**	**614.0**	**199.7**	**429.2**	**(66.2)**	**562.7**

1 During the year the Group sold 50% of its interest in a wholly owned subsidiary, Linden Homes (Sherford) LLP, to an external partner. This has been accounted for as the disposal of a subsidiary undertaking and acquisition of a new joint venture. At the date of the transaction, the Group had advanced a loan of £27.3m to the entity, which represents the Group's investment in the joint venture.

15. INVESTMENTS *continued*

The Group's material joint ventures have been updated in 2024 and have been identified in both 2024 and 2023 based on their financial position and performance. The assets, liabilities, income, and expenses of these entities are shown below:

FOR THE YEAR ENDED 31 DECEMBER 2024:

BALANCE SHEETS AND GROUP'S INVESTMENT CARRYING VALUE	Countryside L&Q (Beaulieu Park) LLP £m	Greenwich Millennium Village Ltd £m	Stanton Cross Developments LLP £m	Clapham Park (Metropolitan Countryside) LLP £m	Other JVs with net assets £m	Other JVs with net liabilities £m	Total £m
Cash and cash equivalents (100%)	8.3	5.2	3.9	0.2	62.3	27.3	107.2
Other current assets (100%)	82.6	95.8	182.6	65.4	738.0	783.3	1,947.7
Current liabilities (100%)	(86.9)	(16.7)	(63.8)	(59.7)	(232.1)	(484.7)	(943.9)
Non-current liabilities (100%)	-	(31.2)	(40.9)	-	(356.2)	(499.4)	(927.7)
Net assets/(liabilities) of joint ventures (100%)	**4.0**	**53.1**	**81.8**	**5.9**	**212.0**	**(173.5)**	**183.3**
Group's share of net assets/(liabilities) of joint ventures	2.0	26.5	40.9	3.0	100.0	(81.8)	90.6
Equity accounting adjustments:							
Losses in excess of Group's equity recognised as provisions against loans [1]	-	-	-	-	-	73.6	73.6
Losses not recognised as in excess of Group's equity and loan investments [1]	-	-	-	-	-	8.2	8.2
Deferred gains on downstream transactions [2]	-	-	(3.2)	-	-	-	(3.2)
Carrying value of equity in joint ventures	**2.0**	**26.5**	**37.7**	**3.0**	**100.0**	**-**	**169.2**
Gross loans to joint ventures	36.5	-	-	13.5	195.5	272.8	518.3
Losses in excess of Group's equity recognised as provisions against loans	-	-	-	-	-	(73.6)	(73.6)
Carrying value of loans to joint ventures	**36.5**	**-**	**-**	**13.5**	**195.5**	**199.2**	**444.7**
Total investment in joint ventures	**38.5**	**26.5**	**37.7**	**16.5**	**295.5**	**199.2**	**613.9**

1 The Group holds investments in some joint ventures that are in a net liability position. The Group's share of these net liabilities was £81.8m as at 31 December 2024. The Group has written off its equity investment in these joint ventures in full. For those joint ventures where the Group has outstanding loans due from those joint ventures, the Group has provided £73.6m against the loans. The remaining loss of £8.2m has not been recognised as the loans to those joint ventures have been fully written off and the Group has no contractual or constructive obligations to meet the obligations of those joint ventures.

2 Unrealised gains on downstream transactions with joint ventures are eliminated to the extent of the Group's interest in the relevant joint venture. The adjustment of £3.2m represents the deferred gain, which will be unwound to profit in future years as the gain is realised by the joint venture.

INCOME STATEMENTS – CONTINUING OPERATIONS	Countryside L&Q (Beaulieu Park) LLP £m	Greenwich Millennium Village Ltd £m	Stanton Cross Developments LLP £m	Clapham Park (Metropolitan Countryside) LLP £m	Other £m	Total £m	Group's share pre equity accounting adjustments £m	Equity accounting adjustments £m	Group's share post equity accounting adjustments £m
Revenue	60.2	78.5	58.8	102.3	813.7	1,113.5	549.9	-	549.9
Exceptional item	-	(41.8)	-	-	-	(41.8)	(20.9)	-	(20.9)
Gross profit/(loss) [1]	16.0	(30.0)	3.6	18.1	64.2	71.9	34.8	(1.5)	33.3
Administrative expenses	(0.2)	(1.7)	-	(0.1)	(2.8)	(4.8)	(2.4)	-	(2.4)
Operating profit/(loss) [1]	15.8	(31.7)	3.6	18.0	61.4	67.1	32.4	(1.5)	30.9
Net finance income/(expense) [2]	0.1	(0.1)	-	-	(74.1)	(74.1)	(36.7)	(0.6)	(37.3)
Income tax credit [1]	-	4.8	-	-	15.1	19.9	10.0	(0.3)	9.7
Profit/(loss) and total comprehensive income/(expense) for the year	**15.9**	**(27.0)**	**3.6**	**18.0**	**2.4**	**12.9**	**5.7**	**(2.4)**	**3.3**

1 Where the Group's share of losses exceeds its interest in the entity, including any loans, the Group does not recognise further losses. At 31 December 2024, the Group's share of losses which had not been recognised was £8.2m (2023: £10.0m). The reduction of £1.8m in unrecognised losses comprised £1.5m of operating profit and £0.3m of income tax credit.

2 Where the Group has recognised a provision against interest due from a joint venture, an equivalent adjustment is made when applying the equity method to reduce the Group's associated share of the net finance expense in the joint venture. The change in the provision in the year was £0.6m.

15. INVESTMENTS *continued*

FOR THE YEAR ENDED 31 DECEMBER 2023:

BALANCE SHEETS AND GROUP'S INVESTMENT CARRYING VALUE	Countryside L&Q (Beaulieu Park) LLP £m	Greenwich Millennium Village Ltd £m	Acton Gardens LLP £m	Stanton Cross Developments LLP £m	Clapham Park (Metropolitan Countryside) LLP £m	Other JVs with net assets £m	Other JVs with net liabilities £m	Total £m
Cash and cash equivalents (100%)	0.7	21.5	0.6	11.8	7.3	56.1	19.6	117.6
Other current assets (100%) [1]	68.9	74.7	23.8	156.8	27.3	760.4	538.9	1,650.8
Current liabilities (100%) [1]	(65.4)	(16.2)	(27.1)	(35.8)	(37.9)	(265.7)	(305.4)	(753.5)
Non-current liabilities (100%) [1]	-	-	-	(37.8)	-	(350.4)	(369.6)	(757.8)
Net assets/(liabilities) of joint ventures (100%)	**4.2**	**80.0**	**(2.7)**	**95.0**	**(3.3)**	**200.4**	**(116.5)**	**257.1**
Group's share of net assets/(liabilities) of joint ventures	2.1	40.0	(1.4)	47.5	(1.7)	113.2	(73.1)	126.6
Equity accounting adjustments:								
Losses in excess of Group's equity recognised as provisions against loans [2]	-	-	1.4	-	1.7	-	63.1	66.2
Losses not recognised as in excess of Group's equity and loan investments [2]	-	-	-	-	-	-	10.0	10.0
Deferred gains on downstream transactions [3]	-	-	-	(3.2)	-	-	-	(3.2)
Other	1.1	-	-	-	-	(1.1)	-	-
Carrying value of equity in joint ventures	**3.2**	**40.0**	**-**	**44.3**	**-**	**112.1**	**-**	**199.6**
Gross loans to joint ventures	25.7	-	6.7	-	8.4	190.7	197.7	429.2
Losses in excess of Group's equity recognised as provisions against loans	-	-	(1.4)	-	(1.7)	-	(63.1)	(66.2)
Carrying value of loans to joint ventures	**25.7**	**-**	**5.3**	**-**	**6.7**	**190.7**	**134.6**	**363.0**
Total investment in joint ventures	**28.9**	**40.0**	**5.3**	**44.3**	**6.7**	**302.8**	**134.6**	**562.6**

1 The 2023 balances for other current assets, current liabilities and non-current liabilities have been amended to reclassify them following a re-evaluation undertaken by the Group of existing loan terms.

2 The Group holds investments in some joint ventures that are in a net liability position. The Group's share of these net liabilities was £76.2m as at 31 December 2023. The Group has written off its equity investment in these joint ventures in full. For those joint ventures where the Group has outstanding loans due from those joint ventures, the Group has provided £66.2m against the loans. The remaining loss of £10.0m has not been recognised as the loans to those joint ventures have been fully written off and the Group has no contractual or constructive obligations to meet the obligations of those joint ventures.

3 Unrealised gains on downstream transactions with joint ventures are eliminated to the extent of the Group's interest in the relevant joint venture. The adjustment of £3.2m represents the deferred gain, which will be unwound to profit in future years as the gain is realised by the joint venture.

15. INVESTMENTS *continued*

INCOME STATEMENTS – CONTINUING OPERATIONS	Countryside L&Q (Beaulieu Park) LLP £m	Greenwich Millennium Village Ltd £m	Acton Gardens LLP £m	Stanton Cross Developments LLP £m	Clapham Park (Metropolitan Countryside) LLP £m	Other £m	Total £m	Group's share pre equity accounting adjustments £m	Equity accounting adjustments £m	Group's share post equity accounting adjustments £m
Revenue	64.0	50.8	40.3	49.3	55.7	720.2	980.3	477.9	-	477.9
Gross profit [1]	19.0	11.7	4.3	19.1	10.9	108.9	173.9	87.9	(2.3)	85.6
Administrative expenses	(0.2)	(1.4)	(0.1)	-	(0.1)	(2.3)	(4.1)	(2.0)	-	(2.0)
Operating profit [1]	18.8	10.3	4.2	19.1	10.8	106.6	169.8	85.9	(2.3)	83.6
Net finance income/(expense) [2]	0.2	-	-	(2.3)	(0.2)	(67.5)	(69.8)	(34.8)	9.6	(25.2)
Income tax expense	-	(2.6)	-	-	-	(2.1)	(4.7)	(2.4)	-	(2.4)
Profit/(loss) and total comprehensive income/(expense) for the year	**19.0**	**7.7**	**4.2**	**16.8**	**10.6**	**37.0**	**95.3**	**48.7**	**7.3**	**56.0**

1 Where the Group's share of losses exceeds its interest in the entity, including any other loans, the Group does not recognise further losses. At 31 December 2023, the Group's share of losses which had not been recognised was £10.0m (2022: £12.3m), a decrease of £2.3m.

2 Where the Group has recognised a provision against interest due from a joint venture, an equivalent adjustment is made when applying the equity method to reduce the Group's associated share of the net finance expense in the joint venture. The additional provision recognised in the year was £9.6m.

Countryside L&Q (Beaulieu) LLP is a joint venture between Countryside Properties (UK) Limited and L&Q New Homes Limited to develop and sell residential properties at Beaulieu Park, Chelmsford, Essex.

Greenwich Millennium Village Limited is a joint venture between Countryside Properties (Housebuilding) Limited and Taylor Wimpey Developments Limited to develop and sell residential properties at Greenwich Millennium Village in London.

Stanton Cross Developments LLP is a joint venture between Vistry Homes Limited and Riverside Regeneration Limited to develop and sell residential property at Stanton Cross, Wellingborough.

Clapham Park (Metropolitan Countryside) LLP is a joint venture between Countryside Properties (UK) Limited and Metropolitan Living Limited. Its principal activity is the development of residential property and estate regeneration in Clapham, South West London.

Acton Gardens LLP is a joint venture between Countryside Properties (UK) Limited and L&Q New Homes Limited for the acquisition and re-development of land in order to build new homes together with associated infrastructure and community facilities.

Other than exposure to building safety remedial works on joint venture properties, which are largely included within the Group's provision at 31 December 2024 (with the exception being Greenwich Millennium Village Limited, where the costs of remedial works are incurred by the joint venture itself), the Group's joint ventures have no significant contingent liabilities or commitments to which the Group is exposed. The Group has no significant contingent liabilities in relation to its interest in the joint ventures.

COMPANY

The Company's investments in subsidiary undertakings' shares at cost and the movements in the year are set out in the table below:

	2024 £m	2023 £m
Opening	2,506.3	2,498.3
Additions	5.5	8.0
Closing	**2,511.8**	2,506.3

During the current and prior year the Company issued share options to employees of a subsidiary undertaking. As no charge was made to the subsidiary undertaking, the cost of the options has been treated as an addition to the Company's investment in its subsidiary undertaking.

The carrying amount of the Company's investments in subsidiary undertakings was tested for impairment as at 31 December 2024, following an indicator that the Company's market capitalisation was lower than the net asset value of the Company. The carrying amount was compared to the asset's recoverable amount by reference to its value-in-use which applies a discounted cash flow methodology to forecasts approved by the Board covering a five-year period from 31 December 2024, with no growth included thereafter. The key assumptions applied in the value-in-use calculation are volume growth, operating margin, and post-tax discount rate, consistent with those used for the Group's goodwill impairment assessment. Sensitivity analysis was undertaken and the Directors concluded that there are no reasonably possible changes in the key assumptions used within the value-in-use calculation that would cause headroom to reduce to nil.

As a result of the assessment performed by management, no impairment was required to the Company's investments in subsidiary undertakings (2023: nil).

16. DEFERRED TAX (LIABILITIES)/ASSETS

The tax currently payable or receivable is based on taxable profit or loss for the year and any adjustment to tax payable or receivable in respect of previous years. Taxable profit or loss differs from net profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The Group's liability or asset for current tax is calculated using tax rates that have been enacted or substantively enacted by the year end. Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from non-tax deductible goodwill, from the initial recognition of assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit, and from differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each year end and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of profit or loss, except when it relates to items charged or credited directly to reserves.

RECOGNISED DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
GROUP	2024 £m	2023 £m	2024 £m	2023 £m	2024 £m	2023 £m
Inventories	48.1	77.9	-	-	48.1	77.9
Employee benefits – pensions	0.7	0.9	(9.2)	(9.9)	(8.5)	(9.0)
Employee benefits – share-based payments	4.0	5.5	-	-	4.0	5.5
Provisions	-	0.2	-	-	-	0.2
Intangible assets	-	-	(107.1)	(118.4)	(107.1)	(118.4)
Losses	15.9	19.7	-	-	15.9	19.7
Corporate interest restriction	6.4	1.0	-	-	6.4	1.0
Other short-term temporary differences	6.3	3.9	(3.7)	(2.0)	2.6	1.9
Deferred tax (liabilities) / assets	**81.4**	**109.1**	**(120.0)**	**(130.3)**	**(38.6)**	**(21.2)**

The deferred tax asset of £6.2m (2023: £nil) in the Company relates to interest carried forward under the corporate interest restriction rules expected to be reactivated and deductible in future periods.

16. DEFERRED TAX (LIABILITIES)/ASSETS *continued*

MOVEMENT IN TEMPORARY DIFFERENCES DURING THE YEAR

GROUP	Balance 1 Jan 2024 £m	Recognised in income £m Note 8	Recognised in equity and other income £m Note 8	Balance 31 Dec 2024 £m
Inventories	77.9	(29.8)	-	48.1
Employee benefits – pensions	(9.0)	(0.7)	1.2	(8.5)
Employee benefits – share-based payments	5.5	1.6	(3.1)	4.0
Provisions	0.2	(0.2)	-	-
Intangible assets	(118.4)	11.3	-	(107.1)
Losses	19.7	(3.8)	-	15.9
Corporate interest restriction	1.0	5.4	-	6.4
Other short-term temporary differences	1.9	0.7	-	2.6
Movement in temporary differences	**(21.2)**	**(15.5)**	**(1.9)**	**(38.6)**

GROUP	Balance 1 Jan 2023 £m	Recognised from Combination £m	Recognised in income £m	Recognised in equity and other income £m	Balance 31 Dec 2023 £m
Inventories	112.3	9.5	(43.9)	-	77.9
Employee benefits – pensions	(9.5)	-	(0.2)	0.7	(9.0)
Employee benefits – share-based payments	0.7	-	1.5	3.3	5.5
Provisions	(0.3)	-	0.5	-	0.2
Intangible assets	(131.9)	-	13.5	-	(118.4)
Losses	25.0	-	(5.3)	-	19.7
Corporate interest restriction	5.4	-	(4.4)	-	1.0
Other short-term temporary differences	0.1	-	1.8	-	1.9
Movement in temporary differences	**1.8**	**9.5**	**(36.5)**	**4.0**	**(21.2)**

UNRECOGNISED DEFERRED TAX ASSETS AND LIABILITIES

For the year ended 31 December 2024, the Group has £1.0m (2023: £8.0m) of temporary differences upon which no deferred tax has been recognised.

17. RETIREMENT BENEFIT ASSETS

The Group accounts for pensions and similar benefits under IAS 19 (Revised): "Employee benefits". In respect of defined benefit schemes, the net surplus or obligation is calculated as the fair value of the scheme assets, less the estimated amount of future benefit that employees have earned in return for their service in the current and prior years, such benefits are measured at discounted present value. The discount rate used to discount the benefits accrued is the yield as at 31 December 2024 on AA credit rated bonds that have maturity dates approximating to the terms of the Group's obligations. The calculation is performed by a qualified actuary using the Projected Unit Credit Method. The operating and financing costs of such plans are recognised separately; service costs are spread systematically over the lives of employees and financing costs and credits are recognised in the years in which they arise. All actuarial gains and losses are recognised immediately in the Group statement of comprehensive income.

The Schemes operate under trust law and are managed and administered by the Trustees on behalf of the members in accordance with the terms of the Trust Deed and Rules and relevant legislation. The Trustee board for each Scheme is made up of member appointed, Group appointed and independent trustees.

Payments to defined contribution schemes are charged as an expense as they fall due.

17. RETIREMENT BENEFIT ASSETS *continued*

PENSION COSTS

The Group is accountable for three UK registered trust-based pensions schemes, through one of the Group's subsidiaries, Vistry Homes Limited.

The Bovis Homes Pension Scheme (Bovis Scheme), Galliford Try Final Salary Pension Scheme (GT Scheme) and Kendall Cross (Holdings) Limited Pension & Life Assurance Scheme (KC Scheme) are pension schemes that provide defined benefits linked to the members' final pensionable salaries and service at their retirement (or date of leaving if earlier). All schemes are closed to new members and future accrual.

The Trustees of each scheme are responsible for running their scheme in accordance with their scheme's Trust Deed and Rules, which sets out their powers. The Trustees of each scheme are required to act in the best interests of the beneficiaries of their scheme.

There are two categories of pension scheme members:

- Deferred members: former active members of the Scheme, not yet in receipt of a pension
- Pensioner members: in receipt of a pension

The Group is ultimately responsible for making up any shortfall in the scheme over a period of time agreed with the Trustee of each scheme. To the extent that actual experience is different to that assumed, the Group's contribution could vary in the future. The defined benefit obligation has been calculated by approximately adjusting the results of the most recent triennial valuation performed by the Scheme Actuaries.

The duration of the defined benefit obligations as at 31 December 2024 was 11 years for the Bovis Scheme and the KC Scheme (2023: 11 years), and 12 years for the GT Scheme (2023: 13 years).

RISKS

Through the Schemes, the Group is exposed to a number of risks:

- Asset volatility: defined benefit obligations are calculated using a discount rate set with reference to corporate bond yields, however each Scheme invests in equities and other growth assets. These assets are expected to outperform corporate bonds in the long-term but provide volatility and risk in the short term.
- Changes in bond yields: a decrease in corporate bond yields would increase the Schemes' defined benefit obligation, however this would be partially offset by an increase in the value of the Schemes' bond, insured annuity and liability driven instruments (LDI) holdings.
- Inflation risk: a significant proportion of the Schemes' defined benefit obligation is linked to inflation; therefore, higher inflation will result in a higher defined benefit obligation (subject to the appropriate caps in place). Through LDI and annuities a proportion of the assets are linked to inflation, therefore an increase in inflation would also increase the assets.
- Life expectancy: if Scheme members live longer than expected, the Schemes benefits will need to be paid for longer, increasing the Scheme's defined benefit obligations. This would be offset to some extent by the annuity policies held.
- Liquidity: the majority of the Schemes' assets are liquid.

The Trustees and Group manage risks in the Schemes through the following strategies:

- Diversification: investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.
- Investment strategy: the Trustees are required to review their investment strategy on a regular basis.
- LDI: the Schemes invest in LDI assets, whose investment returns are expected to partially hedge interest rates and inflation movements.

The Group is recognising a surplus as the rules of each scheme state that it will be entitled to any surplus remaining if the Schemes are run on until the last members exit the Schemes. It is anticipated that any surplus remaining would be either received as a refund or used as a contribution to the Company's Defined Contributions schemes.

17. RETIREMENT BENEFIT ASSETS *continued*

RETIREMENT BENEFIT SCHEME ASSETS AND OBLIGATIONS

	2024			2023		
	Assets £m	Obligations £m	Net £m	Assets £m	Obligations £m	Net £m
As at 1 January	**267.2**	**(233.0)**	**34.2**	**267.0**	**(232.7)**	**34.3**
Employer contributions received	0.2	-	0.2	0.6	-	0.6
Benefits paid	(11.6)	11.6	-	(12.9)	12.9	-
Interest income / (expense)	11.9	(10.3)	1.6	12.5	(10.8)	1.7
Actual return on assets less interest	(27.5)	-	(27.5)	-	-	-
Change in assumptions used to value liabilities	-	23.0	23.0	-	(1.4)	(1.4)
Experience gains / (losses)	-	0.2	0.2	-	(1.0)	(1.0)
As at 31 December	**240.2**	**(208.5)**	**31.7**	**267.2**	**(233.0)**	**34.2**

The amount recognised in other comprehensive income was £4.3m (2023: £2.4m), giving rise to cumulative loss recognised in equity to date of £21.9m (2023: £17.6m).

From 2023, scheme administration costs are met directly by the Group. Previously, these costs were met via scheme assets and the Group made a subsequent contribution to the scheme assets. Therefore, there are no administration costs shown in the above reconciliation of scheme assets, but administration costs do appear within personnel expenses in note 6. Including administrative expenses, the total net charge recognised in the statement of profit or loss was £0.4m (2023: net credit of £0.3m).

THE MAJOR CATEGORIES OF SCHEME ASSETS ARE AS FOLLOWS:

RETURN SEEKING	2024 £m	2023 £m
Equities	11.6	21.0
OTHER		
Bonds	70.1	72.0
Cash	33.4	25.5
Insured annuities	48.7	54.4
Liability driven instruments	76.4	94.3
Total market value of assets	**240.2**	**267.2**

Equities, bonds and liability driven investments (LDIs) are held in pooled investment vehicles (PIVs), which are unquoted. The majority of the assets held by these PIVs have a quoted price in an active market. Cash and insured annuities are unquoted assets.

The Schemes' assets were invested in cash, bonds, equities, insured annuities and LDIs. The value of liabilities of a defined benefit pension scheme is particularly sensitive to changes in the discount rate applied to future liabilities (which is determined by the long-term yield on investment grade corporate bonds or gilts) and the level of inflation (see sensitivity analysis table opposite). The Schemes hold matching assets (bonds, insured annuities and LDIs) which aim to hedge changes in the value of the Schemes' liabilities. Changes in the discount rate and inflation would therefore be partially offset by a change in the value of assets.

ASSUMPTIONS

Principal actuarial assumptions (for all defined benefit schemes) at the balance sheet date (expressed as weighted averages):

Group	2024 %	2023 %
Discount rate as at 31 December	**5.5**	4.5
Inflation - RPI	**3.2**	3.1
- CPI	**2.9**	2.8

Remaining years of life expectancies	Current age at 43	Current age at 63
Men	25.1	23.8
Women	27.9	26.5

17. RETIREMENT BENEFIT ASSETS *continued*

SENSITIVITY ANALYSIS

The sensitivity analysis is illustrative only and is provided to demonstrate the degree of sensitivity of results to key assumptions. Generally, estimates are made by re-performing calculations with one assumption modified and all others held constant.

Assumption	Change in assumption	Change in defined benefit obligation
Discount rate	+0.5ppts / -0.5ppts	-5% / +6%
RPI and CPI inflation	+0.5ppts / -0.5ppts	+3% / -3%
Assumed life expectancy	+1 year	+3%

LIMITATIONS OF THE SENSITIVITY ANALYSIS

These calculations provide an approximate guide to the sensitivity of results and may not be as accurate as a full valuation carried out on these assumptions. Each assumption change is considered in isolation, which in practice is unlikely to occur, as changes in some of the assumptions are correlated. The schemes invest in LDI assets which aim to mirror changes in the value of the schemes' liabilities. Changes in the discount rate and inflation would therefore be partially offset by a change in the value of the assets.

FUTURE FUNDING OBLIGATIONS

The Trustees of each scheme are required to carry out actuarial valuations every 3 years.

The most recent actuarial valuations for all the three schemes were carried out as at 30 June 2022 by the scheme's actuary. The results have highlighted a technical funding surplus of £7.5m, £7.3m and nil respectively. The Company agreed to pay contributions of £15.3k per month between 30 June 2022 and 30 November 2024.

All three schemes are closed to accrual and therefore no further contributions are required to cover the cost of future service accrual. As such, the Company expects to pay no contributions to any of the three schemes during the year ending 31 December 2025.

Alongside the latest valuation, the Group has also agreed the principles of a longer-term plan to bring the schemes to buy out status. At the valuation date (30 June 2022), the Scheme Actuary estimated a buy-out shortfall (i.e. an estimate of the cash injection needed to secure benefits with an insurer) of £12.8m for the GT Scheme, £0.9m for the Bovis Scheme and £0.5m for the KC Scheme. The shortfalls are expected to be removed through investment returns only, although the Group has committed to making a payment of up to £2m to the Bovis Scheme in the event of a transactable buy-out quotation being available.

The next actuarial valuation for the three schemes will be due as at 30 June 2025. As part of this valuation, a new Schedule of Contributions will be agreed for each scheme. Therefore, the contributions required by the Company during the accounting year beginning 1 January 2025 may differ from those set out above.

CONSIDERATION OF THE IMPLICATIONS OF THE VIRGIN MEDIA VS NTL COURT CASE

The Group is aware of the 2023 ruling in the Virgin Media vs NTL Pension Trustee case and subsequent court of appeal ruling published in July 2024. These ruled that certain historical amendments made between 1997 and 2016 to the NTL Pension Plan were invalid because they were not accompanied by the correct actuarial confirmation. The Group is aware that the outcome of these cases may have implications for the operation of other occupational defined benefit pension schemes.

The Trustees of the schemes, and their legal advisors, have carried out an initial review of historic documentation relating to changes made over that same period for each of the schemes. This initial analysis has considered the nature of the changes, whether actuarial confirmation was required and whether the Trustees hold a copy of that actuarial confirmation. This initial assessment suggests that the majority of changes are unlikely to be affected by the Virgin Media judgement. There are some changes where further investigative work is needed to determine whether they were valid. If changes were not valid, actuarial calculations will then need to be carried out to assess the impact on benefits and liabilities. Until this further investigative legal and actuarial work is carried out, the Group cannot be certain as to whether any additional liabilities exist, nor of the potential size of those additional liabilities. Therefore, a sufficiently reliable estimate of any effect on the defined benefit obligation cannot be made at this time.

18. INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads, not including any general administrative overheads, that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated net selling price less estimated total costs of completion of the finished units.

Land held for development, including land in the course of development until legal completion of the sale of the asset, is initially recorded at cost along with any expected overage, or recognised acquisition value. An overage is the amount a landowner may be entitled to receive when completing the sale of a piece of land, provided specific conditions stipulated in the contract are met. Where, through deferred purchase credit terms, cost differs from the nominal amount which will actually be paid in settling the deferred purchase terms liability, an adjustment is made to the cost of the land, the difference being charged as a finance expense.

Options in respect of land are held at the lower of their net realisable value and cost and are reviewed for impairment at each reporting date.

Should planning permission be granted and the option be exercised, the option's carrying value is included within the cost of land purchased.

Investments in land without the benefit of planning consent, either through purchase of freehold land or non-refundable deposits paid on land purchase contracts subject to residential planning consent, are capitalised initially at cost. Regular reviews are completed for impairment in the value of these investments, which are impaired to reflect any irrecoverable element. The impairment reviews consider the existing use value of the land and assesses the likelihood of achieving residential planning consent and the value thereof.

Part exchange properties are held at the lower of cost and net realisable value and include a carrying value provision to cover the costs of management and resale.

Group	2024 £m	2023 restated (note 1) £m
Work in progress	1,091.3	1,166.8
Part exchange properties	42.0	31.7
Land held for development	1,875.0	1,881.7
Inventories	**3,008.3**	**3,080.2**

During the year, there was an impairment charge to inventories of £61.2m (2023: £4.7m) due to reductions in margins resulting in loss-making sites. This included the exceptional impairment relating to building safety, which is described in note 4.

19. TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less any loss provision. The Group applies the IFRS 9: "Financial Instruments" simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade and other receivables have been grouped based on shared credit risk characteristics and the age of the outstanding amounts.

	Group		Company	
	2024 £m	2023 £m	2024 £m	2023 £m
Trade receivables	211.0	240.6	-	-
Contract assets	272.7	165.9	-	-
Amounts due from subsidiary undertakings	-	-	240.8	406.9
Amounts due from joint arrangements	152.5	113.3	-	-
Prepayments and accrued income	60.5	60.6	-	-
Value added tax recoverable	24.3	26.1	-	-
Other receivables	39.4	19.9	4.4	4.7
Trade and other receivables	**760.4**	**626.4**	**245.2**	**411.6**

Trade and other receivables are shown net of their expected credit loss allowances of £3.4m (2023: £1.7m). The Group's standard invoice payment terms are 30 days. Trade receivables which are past due for which no loss provision has been recognised are not material in either year. The Directors consider that the carrying amount of trade receivables approximates to their fair value.

The carrying value of amounts due from subsidiary undertakings represents the Company's maximum credit risk. Interest is charged on these amounts at a rate of 3.1% per annum. These balances are repayable on demand.

20. CASH AND CASH EQUIVALENTS AND BORROWINGS

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less and are subject to insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the Statement of cash flows.

Interest-bearing borrowings are initially recorded at fair value, net of direct issue costs, and subsequently at amortised cost. Finance charges are accounted for on an accruals basis using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the year in which they arise. The revolving credit facility, USPP Loan, and the Term Loan are all held by the Company.

Net debt is defined as cash and cash equivalents less borrowings.

NET DEBT IS CALCULATED AS FOLLOWS:

	2024 £m	2023 £m
Cash and cash equivalents	320.3	418.3
Borrowings	(501.0)	(507.1)
Net debt	**(180.7)**	**(88.8)**

INTEREST RATE PROFILE OF BORROWINGS - GROUP

At 31 December	Rate	Available facility £m	Facility maturity	Carrying value 2024 £m	Carrying value 2023 £m
Revolving credit facility [1]	SONIA +160-250bps	500.0	2026	-	-
Term Loan [2]	SONIA +190-310bps	400.0	2026	400.0	400.0
USPP Loan [3]	403bps	100.0	2027	103.7	104.6
Prepaid facility fee	n/a	n/a	n/a	(2.7)	(4.2)
Homes England development loan [4]	ECRR+120-220bps	-	2029	-	6.7
Money market facility [5]	SONIA plus margin	75.0	n/a	-	-
Overdraft facility	BoE Base +150bps	5.0	2025	-	-
Borrowings		**1,080.0**		**501.0**	**507.1**

1 This facility commenced on 17 December 2021. This is a sustainability linked finance agreement with a margin ratchet of +/-2.5bps in addition to the rate above, dependent on performance against sustainability KPIs. The facility includes two options to extend the agreement by one year, the first of which was exercised in November 2022, extending the facility maturity to 16 December 2026.

2 The term loan was entered into on 5 September 2022 with an original expiry date of 31 March 2025. In December 2023, this expiry date was extended for a further 18 months, with the loan now maturing on 30 September 2026.

3 The loan matures on 16 February 2027. The carrying value is quoted including the impact from the fair value of future interest payments as the loan was acquired as part of a historical acquisition.

4 The borrower under the Homes England development loan facility of £10.7m is Linden Homes (Sherford) LLP, which in 2024 became a joint venture rather than a wholly owned subsidiary and is therefore not included in the Group consolidation.

5 The money market loan facility is an uncommitted facility to fund short-term working capital requirements. Drawdowns must be repaid in full at each quarter end. The margin is variable and is set at the time that the Group draws down on the facility.

The £500m four-year revolving credit facility syndicate comprises eight banks, six of which form the syndicate for the £400m Term Loan. The revolving credit facility, Term Loan and USPP Loan all include a covenant package, covering interest cover, gearing and tangible net worth requirements, which are tested semi-annually.

INTEREST RATE PROFILE OF BORROWINGS - COMPANY

As at 31 December	Rate	Available facility £m	Facility maturity	Carrying value 2024 £m	Carrying value 2023 £m
Term Loan	SONIA +190-310bps	400.0	2026	400.0	400.0
USPP Loan	403bps	100.0	2027	100.0	100.0
Prepaid facility fee	n/a	n/a	n/a	(2.7)	(4.2)
Overdraft facility	BoE Base +150bps	5.0	2025	-	-
Borrowings		**505.0**		**497.3**	**495.8**

21. TRADE AND OTHER PAYABLES

Trade payables on normal terms are not interest-bearing and are stated initially at their fair value and subsequently at amortised cost. They are classified as current liabilities if payment is due within 12 months. If not, they are classified as non-current liabilities.

Trade payables on deferred payment terms, particularly in respect of land, are recorded at their fair value at the date of acquisition of the asset to which they relate. The discount to fair value relating to the liability is amortised over the period of the credit term and charged to finance costs using the effective interest rate method.

	Group		Company	
	2024 £m	2023 £m	2024 £m	2023 £m
Trade payables	334.0	316.1*	-	-
Land creditors	324.0	321.2*	-	-
Contract liabilities	51.3	73.9*	-	-
Taxation and social security	11.8	6.8	-	-
Amounts payable to joint arrangements	143.3	126.0	-	-
Other payables	14.1	26.4	-	-
Accruals	411.2	455.2*	3.2	3.9*
Deferred income	91.7	106.2*	-	-
Other financial liabilities	22.3	50.1*	22.3	50.1*
Trade and other payables - current	**1,403.7**	**1,481.9**	**25.5**	**54.0**
Trade payables	-	-	-	0.8
Land creditors	415.9	341.0	-	-
Trade and other payables - non-current	**415.9**	**341.0**	**-**	**0.8**

** The 2023 Group and Company comparatives have been reclassified to better reflect the nature of the liabilities. For the Group, a total of £113.7m has been moved from trade payables to accruals and £50.1m has been moved from accruals to other financial liabilities. For the Company, £50.1m has been moved from accruals to other financial liabilities. There is no change to total trade and other payables for either the Group or the Company.*

Land creditors include £202.9m (2023: £94.1m) due under the Group's promissory note and bill of exchange facilities. The Group has facilities totalling £220m with a number of the Group's lenders, which are uncommitted. These are typically utilised where the Group is unable to negotiate acceptable deferred payment terms with a land vendor. In this situation, the Group will issue a promissory note or bill of exchange to the land vendor, which the land vendor may then sell to the lending bank, without recourse, for immediate payment utilising the Group's promissory note and bill of exchange facilities. On maturity of the notes, the Group will repay the lender. The average maturity is 18 months. Interest is calculated as SONIA plus a margin.

The Directors consider that the carrying amount of trade payables approximates to their fair value.

22. PROVISIONS

Provisions are recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event which is probable to result in an outflow of economic benefits that can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

	Building Safety £m	Restructuring £m	Other £m	Total £m
As at 31 December 2023	**289.0**	**9.9**	**18.5**	**317.4**
Additional provisions	117.1	5.3	22.5	144.9
Utilised in the year	(68.8)	(9.5)	(15.2)	(93.5)
Unwind of discounting	8.0	-	-	8.0
Transfer to joint venture	(20.9)	-	-	(20.9)
Releases	-	-	(2.7)	(2.7)
As at 31 December 2024	**324.4**	**5.7**	**23.1**	**353.2**

Of the total provisions detailed above £105.3m is expected to be utilised within the next year (2023: £105.0m).

22. PROVISIONS *continued*

BUILDING SAFETY

An additional provision of £117.1m was recognised in the year, driven by a number of factors. The Group has seen an increase in the number and value of claims received from building owners, driven by the regulatory changes introduced in recent years which have extended the liability period for developers across a broader range of building safety issues.

The Group has also experienced additional costs arising from increases to the scope of works on buildings in the process of remediation. Detailed investigations are undertaken to enable the scope of works to be defined and approved ahead of works commencing, however when remediating existing buildings there is inevitably the possibility that previously unknown issues will be identified during the course of the works.

Securing the necessary approvals to the scope of remediation works has been a challenge across the industry and the Group has experienced instances of previously agreed scopes needing to be increased based on revised professional advice from consultants.

There has been a substantial step up in remediation activity across the sector as developers seek to meet their obligations to building owners and residents as quickly as possible. This has resulted in high demand for the services of specialist suppliers and subcontractors, adding to the general upward inflationary pressure.

Utilisation in the year was £68.8m and spend is expected to increase to c£85m in 2025 and c£100m in 2026. The remaining remediation spend is expected to be phased relatively evenly over 2027 and 2028.

The provision previously included an amount of £20.9m relating to the Group's share of the expected costs to remediate 10 buildings that were developed by Greenwich Millennium Village Ltd, one of the Group's joint ventures. During 2024, the joint venture accepted responsibility for completing the works and recorded a provision for the full amount. Accordingly, the Group provision was released.

At 31 December 2024 the Group has a £324.4m provision for future obligations on remedial works and additional costs. At the beginning of the year, the Group was engaged in remediating 237 buildings. During the year, a net additional 41 buildings were identified, work completed on 28 buildings and responsibility for 10 buildings was transferred to a joint venture. At 31 December 2024 the Group was engaged in remediating 240 buildings (2023: 237) excluding those in the joint venture.

Risks and estimation:

The Directors have made estimates as to the extent of the remedial works required and the associated costs, using current available information including third party quotations where possible. The quantification of the cost of these remedial works is inherently complex and depends on a number of factors including the number of buildings potentially requiring remediation; the extent of remedial works required; the size of the buildings; the timeframe over which the remediation will take place; the associated costs of investigation, materials and labour; the potential cost of managing disruption to residents; and the impact of inflation over the next five years. The Group has now commenced works on multiple sites and are developing a greater understanding of the complications of delivery on occupied buildings, however every project still needs to be assessed on its own constraints.

It is also highly likely that there will be further revisions to these estimates as Government legislation and regulation in this area evolves. Management have completed extensive work to identify properties requiring remediation and considers the buildings identified and the value of works provided for reflect management's best view of where remedial action is needed.

Sensitivity:

The key assumption where a reasonably possible movement could result in a material adjustment to the carrying amount of the provision in the next financial year is the Group's estimate of the remediation spend. This is affected by a range of factors including the number of buildings, scope of works, cost inflation and discount rate.

Assumption	Change in assumption	Change in provision £m
Number of buildings	+5%	+16.2
Total remediation spend	+10%	+32.4
Discount rate	+/-50bps	+/-3.0

RESTRUCTURING

During the year, additional restructuring occurred to reduce the number of divisions within the Group.

OTHER PROVISIONS

Other provisions primarily relate to site related costs, property related costs, such as dilapidation provisions, and expected legal and insurance claim obligations.

23. FINANCIAL RISK MANAGEMENT

GROUP

The Group's activities expose it to a variety of financial risks which have been identified as: market risk, credit risk and liquidity risk. Given that the Group trades exclusively in the UK and all financial assets and liabilities are denominated in Pounds sterling, there is no material currency risk.

a. Market risk

Property market volatility: The Group is affected by price fluctuations in the UK housing market. These are in turn affected by the wider economic conditions such as mortgage availability and associated interest rates, employment and consumer confidence. Market downturns could adversely affect property prices, sales volumes, and project profitability.

Whilst these risks are beyond the Group's ultimate control, the Group's Partnerships model provides resilience by reducing the reliance on Open Market sales. The geographical spread of the Group's sites across the UK also reduces the risk of adverse conditions in regional housing markets significantly impacting the Group.

Interest rate volatility: Interest rate risk reflects the Group's exposure to fluctuations in interest rates in the market. This risk arises from bank loans that are drawn under the Group's loan facilities with variable interest rates based upon various interest benchmarks. The interest rate profile of the Group's interest-bearing financial instruments is set out in note 20.

In managing interest rates, the Group aims to reduce the impact of short-term fluctuations in the Group's earnings, given that Group borrowings are variable in terms of interest rate. Over the longer-term, however, permanent changes in interest rates would have an impact on consolidated earnings. For the year ended 31 December 2024, a general increase of one percentage point in interest rates applying for the full year would equate to £6.8m (2023: £5.9m) of additional interest expense in 2024.

b. Credit risk

The Group's exposure to credit risk is limited by the fact that the Group generally receives cash at the point of legal completion of its Open Market sales. For the Group's Partner Funded sales, the Group collects cash at regular intervals in line with build progress in order to minimise its credit risk. The total amount outstanding from customers which are recognised as trade receivables and contract assets are shown in note 19.

The Group also has credit exposure through amounts recoverable from joint ventures. These amounts relate to the funding mechanism in place to enable the joint venture to invest in land or work in progress and outstanding trading balances. The Group's credit risk is limited by the fact that, through our joint venture equity ownership, we retain title to our proportionate share of any assets held by the joint venture. There are limited occasions where debt advanced to joint ventures is not proportionate to the equity holding. Additionally, the Group performs regular credit assessments of our joint venture partners. The total amount outstanding from joint ventures is shown in note 15.

In managing risk, the Group assesses the credit risk of its counterparties before entering into a transaction. This assessment is based upon management knowledge, experience, and where possible independent assurance. In the event that land is disposed of, the Group seeks to mitigate any credit risk by retaining a charge over the asset disposed of, so that in the event of default, the Group is able to seek to recover its outstanding asset.

c. Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its liabilities when they fall due. The Group's strategy in relation to managing liquidity risk is to ensure that the Group has sufficient liquid funds to meet all its potential liabilities as they fall due.

The Group's banking arrangements, outlined in note 20, are considered to be adequate in terms of flexibility and liquidity for the Group's medium-term cash flow needs, thus mitigating its liquidity risk. The Group's approach to assessment of liquidity risk is outlined in the going concern section of note 1.

23. FINANCIAL RISK MANAGEMENT *continued*

COMPANY

The Company's activities expose it to a limited number of financial risks which have been identified as: credit risk and liquidity risk. The Company's exposure to credit risk is limited because all outstanding balances are receivable from companies within the Group. The Company manages liquidity risk in the same manner as the Group described above.

24. FINANCIAL INSTRUMENTS

ESTIMATION OF FAIR VALUES

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments:

LAND PURCHASED ON EXTENDED PAYMENT TERMS

When land is purchased on extended payment terms, the Group initially records it at its fair value with a land creditor recorded for any outstanding monies based on this fair value assessment. Fair value is determined as the outstanding element of the price paid for the land discounted to present day. The difference between the nominal value and the initial fair value is amortised over the period of the extended credit term and charged to finance costs using the 'effective interest' method, increasing the value of the land such that at the date of maturity the land creditor equals the payment required.

Land creditor (estimated ageing)	Balance as at 31 Dec £m	Total undiscounted cash flows £m	Due within 1 year £m	Between 1-2 years £m	Between 2-3 years £m	Between 3-4 years £m	Between 4-5 years £m	Due beyond 5 years £m
2024	**739.9**	**767.8**	**337.2**	**328.1**	**76.3**	**13.6**	**12.5**	**0.1**
2023	662.2	690.8	328.5	180.0	106.2	36.6	24.0	15.5

The fair value of land creditors is lower than the carrying value at £712.8m (2023: £632.5m).

BORROWINGS

The carrying amount of the Group's borrowings approximate to fair value as they earn either a variable market interest rate or the fixed interest rate is not materially different to current market interest rates. See note 20 for further details of loan facilities.

TRADE AND OTHER RECEIVABLES AND PAYABLES

Trade and other receivables and trade and other payables (excluding land purchased on extended payment terms) approximate to their fair value as the transactions which give rise to these balances arise in the normal course of trade and with industry standard payment terms. Non-current trade payables compromise land purchased on extended payment terms as discussed above.

MATURITIES OF FINANCIAL INSTRUMENTS – GROUP

31 December 2024	Less than 6 months £m	6-12 months £m	Between 1-2 years £m	Between 2-5 years £m	Over 5 years £m	Total undiscounted cash flows £m	Carrying amount £m
NON-DERIVATIVE FINANCIAL ASSETS							
Trade and other receivables [1]	427.2	-	-	-	-	427.2	427.2
Cash and cash equivalents	320.3	-	-	-	-	320.3	320.3
NON-DERIVATIVE FINANCIAL LIABILITIES							
Borrowings	(16.7)	(16.7)	(433.4)	(102.0)	-	(568.8)	(501.0)
Trade and other payables [2]	(677.9)	(595.9)	(328.1)	(102.5)	(0.1)	(1,704.5)	(1,676.4)
Lease liabilities	(17.4)	(17.4)	(21.1)	(29.5)	(30.6)	(116.0)	(96.4)
Net financial assets/(liabilities)	**35.5**	**(630.0)**	**(782.6)**	**(234.0)**	**(30.7)**	**(1,641.8)**	**(1,526.3)**

1 Trade and other receivables excluding prepayments, accrued income and contract assets which are not financial instruments
2 Trade and other payables excluding deferred income and contract liabilities which are not financial instruments

Land creditors, recognised within trade and other payables, and a USPP loan, recognised within borrowings are recognised initially at fair value and subsequently at amortised cost. For all other financial instruments, there is no material difference between fair value and carrying value.

24. FINANCIAL INSTRUMENTS *continued*

MATURITIES OF FINANCIAL INSTRUMENTS - GROUP

31 December 2023	Less than 6 months £m	6-12 months £m	Between 1-2 years £m	Between 2-5 years £m	Over 5 years £m	Total undiscounted cash flows £m	Carrying amount £m
NON-DERIVATIVE FINANCIAL ASSETS							
Trade and other receivables [1]	399.9	-	-	-	-	399.9	399.9
Cash and cash equivalents	418.3	-	-	-	-	418.3	418.3
NON-DERIVATIVE FINANCIAL LIABILITIES							
Borrowings	(18.0)	(18.0)	(35.9)	(533.7)	(6.8)	(612.4)	(507.1)
Trade and other payables [2]	(724.0)	(585.1)	(179.6)	(167.2)	(15.5)	(1,671.4)	(1,642.7)
Lease liabilities	(15.1)	(15.1)	(26.0)	(32.8)	(34.2)	(123.2)	(98.3)
Net financial assets/(liabilities)	**61.1**	**(618.2)**	**(241.5)**	**(733.7)**	**(56.5)**	**(1,588.8)**	**(1,429.9)**

1 Trade and other receivables excluding prepayments, accrued income and contract assets which are not financial instruments
2 Trade and other payables excluding deferred income and contract liabilities which are not financial instruments

Land creditors, recognised within trade and other payables, and a USPP loan, recognised within borrowings are recognised initially at fair value and subsequently at amortised cost. For all other financial instruments, there is no material difference between fair value and carrying value.

MATURITIES OF FINANCIAL INSTRUMENTS - COMPANY

31 December 2024	Less than 6 months £m	6-12 months £m	Between 1-2 years £m	Between 2-5 years £m	Over 5 years £m	Total undiscounted cash flows £m	Carrying amount £m
NON-DERIVATIVE FINANCIAL ASSETS							
Trade and other receivables	245.2	-	-	-	-	245.2	245.2
Cash and cash equivalents	242.3	-	-	-	-	242.3	242.3
NON-DERIVATIVE FINANCIAL LIABILITIES							
Borrowings	(16.7)	(16.7)	(433.4)	(102.0)	-	(568.9)	(497.3)
Trade and other payables	(25.5)	-	-	-	-	(25.5)	(25.5)
Net financial assets/(liabilities)	**445.3**	**(16.7)**	**(433.3)**	**(102.0)**	**-**	**(106.9)**	**(35.3)**

31 December 2023	Less than 6 months £m	6-12 months £m	Between 1-2 years £m	Between 2-5 years £m	Over 5 years £m	Total undiscounted cash flows £m	Carrying amount £m
NON-DERIVATIVE FINANCIAL ASSETS							
Trade and other receivables	411.6	-	-	-	-	411.6	411.6
Cash and cash equivalents	18.9	-	-	-	-	18.9	18.9
NON-DERIVATIVE FINANCIAL LIABILITIES							
Borrowings	(17.7)	(17.7)	(35.4)	(532.2)	-	(603.0)	(495.8)
Trade and other payables	(54.0)	-	-	-	(0.8)	(54.8)	(54.8)
Net financial assets/(liabilities)	**358.8**	**(17.7)**	**(35.4)**	**(532.2)**	**(0.8)**	**(227.3)**	**(120.1)**

25. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Ordinary shares	Borrowing £m	Leases £m	Total £m
At 1 January 2023	(558.6)	(86.6)	(645.2)
Interest expense	-	(5.5)	(5.5)
New leases and modifications	-	(35.6)	(35.6)
Changes in fair value	1.0	-	1.0
Issue costs paid	2.1	-	2.1
Amortisation of issue costs	(2.1)	-	(2.1)
Financing cash flows	50.5	29.4	79.9
At 31 December 2023	**(507.1)**	**(98.3)**	**(605.4)**
Interest expense	-	(5.4)	(5.4)
New leases and modifications	-	(25.2)	(25.2)
Changes in fair value	0.9	-	0.9
Issue costs paid	0.6	-	0.6
Amortisation of issue costs	(2.1)	-	(2.1)
Disposal of subsidiary undertaking	5.5	-	5.5
Financing cash flows	1.2	32.5	33.7
At 31 December 2024	**(501.0)**	**(96.4)**	**(597.4)**

26. ISSUED CAPITAL, SHARE PREMIUM AND MERGER RESERVE

EQUITY INSTRUMENTS

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Where there is a bonus share issue the nominal value of the shares are deducted from reserves and recognised within share capital.

OWN SHARES HELD BY ESOP TRUST

Transactions of the Group-sponsored ESOP trust are included in the Group financial statements. In particular, the trust's purchases of shares in the Company are debited directly to equity through an own shares held reserve.

SHARE CAPITAL

	2024			2023		
Ordinary shares	Number of shares m	Issued capital £m	Share premium £m	Number of shares m	Issued capital £m	Share premium £m
In issue at 1 January	346.9	173.4	361.0	347.2	173.6	360.8
Issued for cash	-	-	0.3	0.1	-	0.2
Cancellation of shares	(15.1)	(7.5)	-	(0.4)	(0.2)	-
In issue at 31 December - fully paid	**331.8**	**165.9**	**361.3**	**346.9**	**173.4**	**361.0**

The holders of ordinary shares (nominal value 50 pence) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The share premium account is added to when any authorised shares are issued above nominal value.

26. ISSUED CAPITAL, SHARE PREMIUM AND MERGER RESERVE *continued*

RESERVE FOR OWN SHARES HELD

The cost of the Company's shares held in the ESOP trust by the Group is recorded as a reserve in equity.

The opening balance of £14.7m on the own shares held reserve represented a holding of 1.8m shares. During 2024 the Group repurchased 15.1m shares through buybacks, of which 0.2m shares at a total cost of £2.9m were retained in Treasury (2023: 0.3m shares, £2.0m cost). The Group awarded 0.5m shares for exercises under the Group's long-term incentive plan (2023: 0.1m shares) and 0.5m shares were awarded for exercises under the Group's Save As You Earn Option Scheme (2023: 0.5m). The closing balance of £9.4m on the own shares held reserve represents a holding of 1.0m shares.

MERGER RESERVE

The merger reserve relates to the 2020 acquisition of Linden Homes and Galliford Try Partnerships and the 2022 Combination with Countryside.

27. RELATED PARTY TRANSACTIONS

Transactions between fellow subsidiaries, which are related parties, have been eliminated on consolidation, as have transactions between the Company and its subsidiaries during this year.

Transactions between the Group, Company and key management personnel in the year ended 31 December 2024 were limited to those relating to remuneration, which are disclosed in note 6.

Mr. Greg Fitzgerald, Executive Chair and CEO, is Non-Executive Chairman and a shareholder of Ardent Hire Solutions Limited ("Ardent"). The Group hires forklift trucks from Ardent.

Mr. Stephen Teagle, CEO Partnerships and Regeneration, is the Chair of The Housing Forum. The Group paid for a subscription to The Housing Forum during the year.

Ms. Katherine Innes Ker, former Non-Executive Director who resigned in May 2023, was also non-executive Director of Forterra PLC. The Group incurred costs with Forterra PLC in relation to the supply of bricks during the term that Katherine was a non-executive Director in 2023 which is presented in the table below. Any transactions with Forterra PLC in the period after Katherine's departure from the Board are excluded from the table below.

Dr. Margaret Christine Browne, a Non-Executive Director, is also a Non-Executive Director of Kier Group PLC. The Group holds shares in four joint ventures for which Kier Group PLC are also an investor. No transactions were made during the year directly between the Group and Kier Group PLC in relation to these joint ventures or otherwise, and there were no amounts payable to or owed by Kier Group PLC as at 31 December 2024.

The total net value of transactions with related parties excluding joint ventures have been made at arms length and were as follows:

	Expenses paid to related parties		Amounts payable to related parties		Amounts owed by related parties	
TRADING TRANSACTIONS	2024 £000	2023 £000	31 Dec 2024 £000	31 Dec 2023 £000	31 Dec 2024 £000	31 Dec 2023 £000
Ardent Hire Solutions Limited	**13,819**	7,898	**669**	380	**-**	159
The Housing Forum	**32**	15	**-**	-	**-**	-
Forterra PLC	**-**	6	**-**	-	**-**	-

Transactions between the Group and its joint ventures are disclosed as follows:

	Sales to related parties		Interest income and dividend distributions from related parties	
	2024 £m	2023 £m	2024 £m	2023 £m
Trading transactions	**383.2**	232.1	**-**	-
Non-trading transactions	**-**	-	**68.1**	68.9

	Amounts owed by related parties		Amounts owed to related parties	
	31 Dec 2024 £m	31 Dec 2023 £m	31 Dec 2024 £m	31 Dec 2023 £m
Balances with joint ventures	**548.7**	433.7	**97.6**	85.8

27. RELATED PARTY TRANSACTIONS *continued*

Sales to related parties including joint ventures are based on normal commercial payment terms available to unrelated third parties, without security.

Interest rates on the loans made to joint ventures are set as part of the joint venture agreement. Typically, the partners charge interest based on the Bank of England base rate plus a margin, although the Group has some loans to joint ventures where interest is charged at a fixed rate of between nil and 5.0%. Loans are repayable when the joint venture has surplus funds and must be fully repaid by the completion of the development. All balances with related parties will be settled in cash.

As at the reporting date, two (2023: two) of the Group's employees have a close family member on the ELT. These individuals were recruited through the normal interview process and are employed at salaries commensurate with their experience and roles. The combined annual salary and benefits of these individuals is less than £0.3m (2023: £0.3m).

There have been no other related party transactions in the financial year which have materially affected the financial performance or position of the Group, and which have not been disclosed.

28. CONTINGENT LIABILITIES

The Group is subject to various claims, audits and investigations that have arisen in the ordinary course of business. These matters include but are not limited to employment and commercial matters. The outcome of all these matters is subject to future resolution, including the uncertainties of litigation. Based on information currently known to the Group and after consultation with external lawyers, the Directors believe that the ultimate resolution of these matters, individually and in aggregate, will not have a material adverse impact on the Group's financial condition. Where necessary, applicable costs are included within the cost to complete estimates for individual developments or are provided for in the financial statements.

As Government legislation, regulation and guidance further evolves in relation to building safety, including the Defective Premises Act (DPA), this may result in additional liabilities for the Group to carry out remediation works. These possible liabilities cannot currently be reliably estimated and as such no provision for them has been recognised at the balance sheet date. Where the Group is aware of potentially defective works through communications from building owners, leaseholders or managing agents on buildings and the unfit for habitation test has been established, an appropriate provision has been recognised. The Directors believe that the Group may be able to recover some of the remediation costs via insurance or, in the case of defective workmanship, from subcontractors or other third parties, however, any such recoveries are not deemed to be virtually certain and therefore no contingent assets have been recognised at the balance sheet date.

29. EVENTS AFTER THE REPORTING PERIOD

In the period from 1 January 2025 to 25 March 2025, the Company purchased 2.8m ordinary shares, which were subsequently cancelled, for a total consideration of £16.7m (including stamp duty and fees).

During March 2025, the Group secured an additional £50m facility with one of the lenders from the Group's existing lender pool. The uncommitted facility is available on-demand with flexible borrowing tenors to support the Group's short-term, in-month, borrowing requirements.

There were no other material events arising after the reporting date.

FIVE-YEAR RECORD - UNAUDITED

	Note	2024 £m	2023 restated note 1 £m	2022 £m	2021 £m	2020 £m
Revenue		**3,779.3**	**3,564.2**	**2,771.3**	**2,407.2**	**1,834.4**
Operating profit		167.0	300.0	212.5	285.4	91.7
Net finance (expense)/income		(65.4)	(63.0)	(12.2)	4.1	(7.9)
Share of result of joint ventures after tax		3.3	56.0	47.2	30.0	14.9
Profit before tax		**104.9**	**293.0**	**247.5**	**319.5**	**98.7**
Income tax expense		(30.4)	(78.0)	(43.2)	(65.4)	(21.9)
Profit for the year		**74.5**	**215.0**	**204.3**	**254.1**	**76.8**
ADJUSTED RESULTS						
Adjusted revenue		**4,329.2**	**4,042.1**	**3,115.1**	**2,693.6**	**2,040.1**
Adjusted operating profit		358.2	476.1	451.1	368.4	171.0
Adjusted net finance expense		(94.7)	(68.8)	(32.7)	(22.4)	(27.1)
Adjusted profit before tax		**263.5**	**407.3**	**418.4**	**346.0**	**143.9**
BALANCE SHEET						
Net assets		3,235.9	3,303.9	3,249.7	2,390.6	2,195.1
Net (debt)/cash		(180.7)	(88.8)	118.2	234.5	(37.9)
Average capital employed		2,461.8	2,275.1	1,803.2	1,446.3	1,179.1
RETURNS						
Adjusted operating margin	2	8%	12%	15%	14%	8%
Reported operating margin	3	4%	8%	8%	12%	5%
Return on net assets	4	2%	7%	9%	12%	6%
Return on capital employed	5	15%	21%	25%	26%	14%
HOMES (INCLUDING UNITS SOLD ON THIRD PARTY OWNED LAND)						
Number of Partner Funded completions	6	12,633	10,722	5,447	-	-
Number of Open Market completions	6	4,592	5,396	6,504	-	-
Total number of completions	6	**17,225**	**16,118**	**11,951**	**11,080**	**8,954**
Partner Funded average sales price (£'000)		236	222	191	-	-
Open Market average sales price (£'000)		385	390	372	-	-
Overall average sales price (£'000)		**275**	**276**	**286**	**270**	**248**
EPS						
Adjusted earnings per share		55.9p	85.8p	137.5p	125.5p	57.9p
Reported earnings per share		22.0p	62.1p	86.5p	114.6p	34.8p
DIVIDENDS PER SHARE						
Paid		-	32.0p	63.0p	40.0p	-
Interim paid and final proposed		-	-	55.0p	60.0p	20.0p

Notes

1 The restatement in 2023 included an adjustment of £6.2m to opening reserves. It is not possible to allocate this between the earlier years and therefore the figures for the earlier years shown above have not been restated.

2 Adjusted operating margin has been calculated as adjusted operating profit over adjusted revenue.

3 Reported operating margin has been calculated as operating profit over revenue.

4 Return on net assets has been calculated as profit for the year over opening net assets.

5 Return on capital employed has been calculated as adjusted operating profit over the average capital employed.

6 Completions are shown including 100% of joint venture completions.

SHAREHOLDER INFORMATION

FINANCIAL CALENDAR

DATE	EVENT
11 April 2025	Mailing of 2024 Annual Report and Accounts
14 May 2025	Annual General Meeting
10 July 2025	Trading update
10 September 2025	Announcement of interim 2025 financial results
6 November 2025	Trading update

ANNUAL GENERAL MEETING

The 2025 AGM will be held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ on 14 May 2025 12.00 noon. The notice convening the AGM and the form of proxy will be mailed alongside the Annual Report and Accounts. The notice explains the resolutions to be put to the meeting. The Articles of Association of the Company, service contracts of the Executive Directors, and the letters of appointment of the the Non-Executive Directors are available for inspection at the Company's registered office.

You can also find the Notice of AGM on the Company's website **www.vistrygroup.co.uk/investor-centre**

SHAREHOLDER ENQUIRES

The Company's share register is maintained by Computershare. Shareholders with queries relating to their shareholdings can contact Computershare by:

Post: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. Telephone: Vistry Group Shareholder Helpline: **0370 889 3236**.

Online: **www.investorcentre.co.uk** is the easy way to manage your shareholdings online.

Investor Centre is Computershare's secure website. With Investor Centre you can view shares balances, history and update your details.

SHARE DEALING

If you wish to sell or purchase shares in the Company, you may do so through a bank or a stockbroker. Alternatively, please go to **www.computershare.com/dealing/uk** for a range of Dealing services made available by Computershare.

Note: The provision of these services is not a recommendation to buy, sell or hold shares in Vistry Group PLC

DIVIDEND REINVESTMENT PLAN (DRIP)

The DRIP gives shareholders the opportunity to reinvest their dividends to buy ordinary shares in the Company through a special dealing arrangement. For further information please contact the Vistry Group Shareholder Helpline: **0370 889 3236**.

ELECTRONIC COMMUNICATIONS

Instead of receiving printed documents through the post, many shareholders now receive their annual report and other shareholder documents electronically, as soon as they are published. Shareholders that would like to sign up for electronic communications should go to **www.investorcentre.co.uk** where they can register.

CORPORATE WEBSITE

The Group's corporate website is **www.vistrygroup.co.uk**. It contains useful information for the Company's investors and shareholders.

For example, it includes press releases, details of forthcoming events, essential shareholder information, a dividend history, a financial calendar, and details of the Company's AGM. You can also subscribe to email news alerts.

SHARE FRAUD

Shareholders should be wary of fraudulent approaches from third parties with respect to their shareholding in the Company.

In some cases, these are 'cold calls' and in others, correspondence. They generally purport to be from a firm of solicitors or an investment company and offer, or hold out the prospect of, large gains on shares or other investments you may hold. Shareholders are advised to deal with firms authorised by the UK Financial Conduct Authority (FCA). You can check whether a firm is properly authorised by the FCA by visiting **www.fca.org.uk/register**. For more detail on how to protect yourself from an investment scan, or to report a scam go to **www.fca.org.uk/consumers** or call **0800 111 6768**.

COMPANY CONTACT DETAILS

Registered office

Vistry Group PLC, 11 Tower View, Kings Hill, West Malling ME19 4UY

Registered in England with registration number 00306718.

Company Secretariat

Clare Bates
Chief People Officer & General Counsel
Company Secretary
Company.Secretary@vistry.co.uk

COMPANY ADVISORS

PRINCIPAL BANKERS
Bank of China Limited
Barclays Bank PLC
Handelsbanken PLC
HSBC UK Bank PLC
Lloyds Bank PLC
National Westminster Bank PLC
First Commercial Bank
Santander UK PLC

STOCKBROKERS
Numis Securities Limited
Peel Hunt LLP
HSBC Bank PLC

INSURANCE BROKERS
Arthur J Gallagher

INDEPENDENT AUDITORS
PricewaterhouseCoopers LLP

FINANCIAL ADVISOR
Rothschild & Co

SOLICITORS
Linklaters LLP

REGISTRARS

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ

GLOSSARY

Companies Act	Companies Act 2006
AFR	Accident Frequency Rate
AGM	Annual General Meeting
Articles	the Company's Articles of Association
Board	the Board of Directors of the Company
Bovis Homes	the 'Bovis Homes' housing brand of the Group
BNG	Biodiversity Net Gain
CO2e	Carbon Dioxide equivalent
Code	UK Corporate Governance Code issued in July 2018
Company	Vistry Group PLC
Countryside	the 'Countryside Homes' and 'Countryside Partnerships' brands of the Group
CPI	Consumer Price Index
DTRs	Disclosure Guidance and Transparency Rules
EBT	the Company Employee Benefit Trust
ELT	the Executive Leadership Team of the Group
FHS	Future Homes Standards
FY24	the Company's financial year ending 31 December 2024
GHG	Greenhouse gas emissions
GDPR	General Data Protection Regulation
Group or Vistry Group	the Company and its subsidiary undertakings
HBF	Home Builders Federation
HMRC	HM Revenue & Customs
KPIs	Key Performance Indicators
LDI	Liability driven instruments
Linden Homes	the 'Linden Homes' housing brand of the Group
LLP	Limited Liability Partnership
LTIP	the Group's Long-Term Incentive Plan
LTIR	Lost Time Incident Rate
L&D	Learning and Development team
MMC	Modern Methods of Construction
NHBC	the National House Building Council
PRS	Private rented sector
RPs	Registered providers
RPI	Retail Price Index
SAYE	the Group's Save as You Earn share scheme
SBT	Science Based Target
SBTI	Science Based Target Initiative
SHE	Safety, Health and the Environment
SIP	the Group's Share Incentive Plan
SSFR	Service Strike Frequency Rate
SSSTS	Site Supervisors Safety Training Scheme
TCFD	the Task Force for Climate-related Financial Disclosures
TSR	Total shareholder return
UKGBC	UK Green Building Council
UNSDG	United Nations Sustainable Development Goals
UNFCC	United Nations Framework Convention on Climate Change
Vistry Works	Timber frame manufacturing operation

Vistry Group

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vistrygroup.co.uk

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