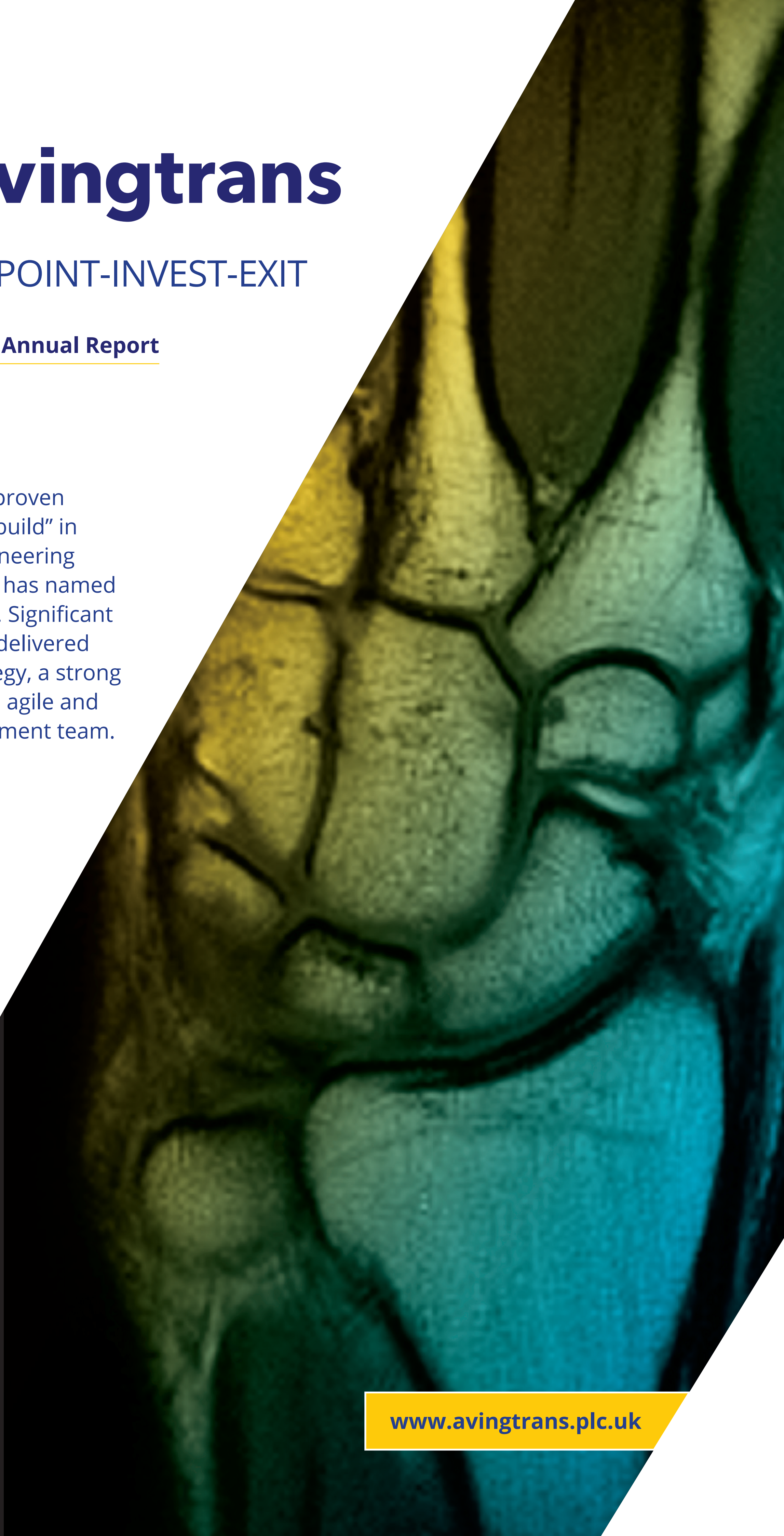
Avingtrans

PINPOINT-INVEST-EXIT

2024 Annual Report



About

Avingtrans plc has a proven strategy of “buy and build” in highly regulated engineering markets, a strategy it has named “Pinpoint-Invest-Exit”. Significant shareholder value is delivered through a clear strategy, a strong balance sheet and an agile and experienced management team.

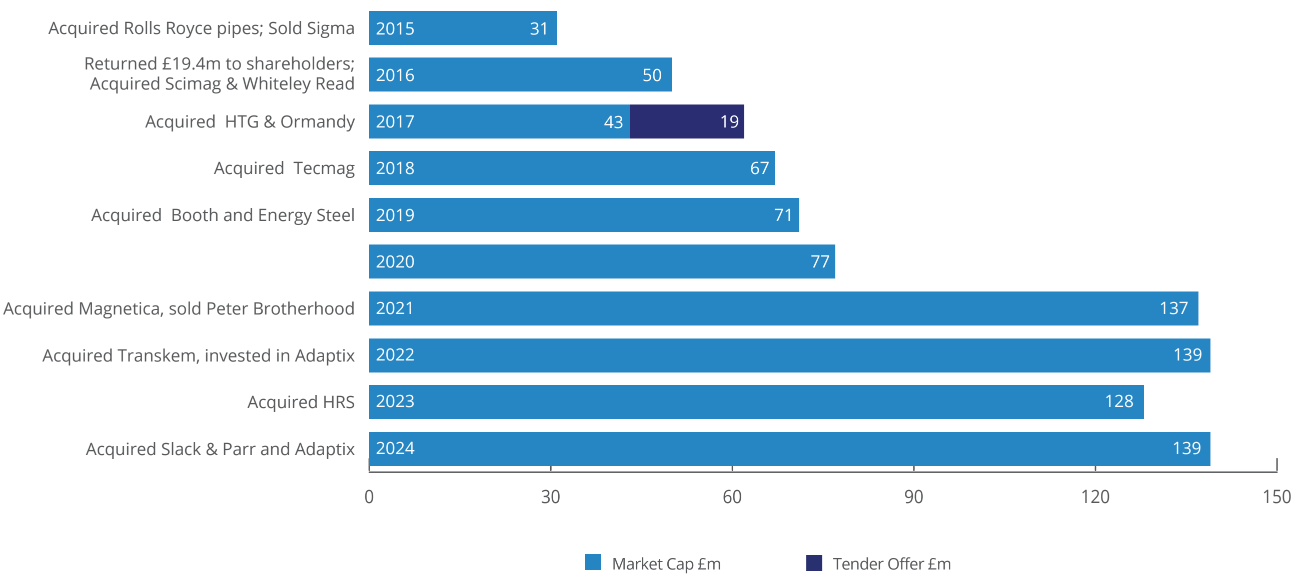
www.avingtrans.plc.uk

About us

Delivering shareholder value through a proven strategy of Pinpoint-Invest-Exit in highly regulated global engineering markets

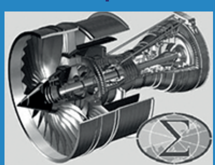
The Group has a proven track record in delivering shareholder value through PIE:

- Identifying and executing prudent deals with precision and speed
- Building strong brands and value from constituent parts
- Crystallising these gains with periodic sales of businesses at advantageous valuations
- Returning the proceeds to shareholders



Timeline

2016 (180p)

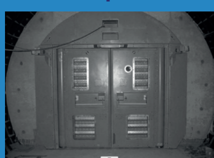


The Aerospace Division, Sigma Components, sold for £65m

2017 (235p)

Acquisition of the Hayward Tyler Group for £29.4m and creation of Energy and Medical Divisions

2019 (217p)



Acquisition of Booth Industries for cash consideration of £1.8m

2021 (335p)

Peter Brotherhood sold for an enterprise value of £35.0m, and acquisition of Magnetica

2024 (420p)

Purchased Slack & Parr and Adaptix

Energy Division

Performance
critical solutions for
energy systems

Advanced Engineering Systems (AES) Division

During the year we merged the two energy divisions into a single division, Advanced Engineering Systems.

The division's portfolio includes a range of established brands: Booth, Hayward Tyler, Slack & Parr, Ormandy, Composite Products, Energy Steel, and Stainless Metalcraft, each contributing specialized expertise and solutions to the global energy, infrastructure, and industrial markets.

The division is focused on growing its presence in the nuclear sector through its decommissioning, extended-life, and next-generation nuclear offerings.

Medical Division

Innovative solutions
for medical systems
and research

Our Medical and Industrial Imaging division ("MII") is focused on becoming a leading player in the production of compact helium-free Magnetic Resonance Imaging ("MRI") systems and 3D X-ray systems.

During the year we acquired Adaptix, a UK-based technology company specializing in the development and commercialization of 3D X-ray systems. Adaptix aims to transform the accessibility and utility of X-ray imaging by creating compact, portable devices that deliver high-quality images at a lower radiation dose.

Our Magnetica, SciMag, and Tecmag businesses are collaborating in the development of compact helium-free MRI systems, which are being designed and manufactured entirely in-house.

Commenting on the results, Roger McDowell, Chairman, said:

"We are pleased to present another solid set of results. In many aspects, this year has been challenging, but Avingtrans has once again performed very well as a group and exceeded market expectations. During the year, we made prudent use of our robust balance sheet by purchasing Slack & Parr and Adaptix, to strengthen our positions in specialist pumps and medical imaging. We also increased our investment in Magnetica's cutting-edge MRI systems. We have a strong order book going into FY25, and we anticipate growing as a Group this year thanks to favourable macro conditions in the energy, infrastructure, and healthcare sectors."

Financial highlights

- Revenue from continuing operations increased by 17.3% to a record £136.6m (2023: £116.4m)
- Gross Margin was stable at 32.2% (2023: 32.9%)
- Adjusted EBITDA from continuing operations was slightly ahead of the upgraded market expectations at £14.0m (2023: £13.7m), following planned strategic investments in Adaptix and Magnetica, Underlying Adjusted EBITDA (excluding acquisitions) was £16.5m
- Adjusted PBT from continuing operations was £7.3m (2023: £9.0m), excluding acquisitions was £12.0m
- Adjusted Diluted earnings per share from continuing operations was 18.5p (2023: 23.4p)
- Net Debt (excluding IFRS16) as of 31st May 2024 of £6.1m (Net Cash 31 May 2023: £13.0m)
- Final dividend of 2.9p per share proposed, resulting in a total dividend of 4.7p per share (2023: 4.5p)

Operational highlights – Advanced Engineering Systems Division

- Revenue increased by 17.8% to £132.9m (2023 £112.8m)
- Improved result with Adjusted EBITDA up 13.5% to £17.9m (2023: £15.5m)
- Metalcraft contract to supply the Sellafield 3M3 boxes continues, in phase two of the programme
- Booth commenced manufacture of HS2 door frames. Aftermarket sales increasing strongly
- Ormandy records best result since acquisition, following successful integration of HES/HEVAC in 2023
- Acquisition of the assets of S&P in August 2023 for £4.1m. S&P records creditable first year result
- Two new nuclear decommissioning contracts won by Metalcraft, worth £14.5m combined
- HT Luton won £2.5m defence contracts from Rolls Royce and a further £3.0m from Forsmark
- HT Inc won $10.0m pumps contract from TerraPower, for next generation nuclear power station

Operational highlights – Medical & Industrial Imaging Division

- Revenue stable year on year at £3.7m, pending the volume build-up of new MRI and X-ray products
- As anticipated, LBITDA increased to (£2.8m), vs 2023: (£0.6m) as MRI and X-ray development projects progress
- Acquisition of the remaining interest in Adaptix for a total combined consideration of £7.2m, including absorbed and repaid debts
- Magnetica and Adaptix both appointed first US distributor, Televere Systems
- Strong market pull for both businesses at trade shows, supported by compelling sales propositions
- Adaptix equipping Scottish facility to manufacture key system components for Vet and Ortho products
- Magnetica expanded into a bigger factory, to facilitate volume MRI system production, starting in 2025
- Tecmag moved into improved premises, to gear up for Magnetica and Adaptix product sales in the USA
- Adaptix commenced sales of Vet products in the UK and USA. Volume build-up expected in next FY

[1] Adjusted to add back amortisation of intangibles from business combinations, acquisition costs and exceptional items.

Company Information

For the year ended 31 May 2024

Company registration number:	01968354	
Registered office:	Chatteris Business Park Chatteris Cambridgeshire PE16 6SA	
Directors:	R S McDowell (Non-executive Chairman) S McQuillan (Chief Executive Officer) S M King (Chief Financial Officer) L J Thomas (Non-executive Director) J S Clarke (Non-executive Director) J S Reedman (Non-executive Director)	
Website:	www.avingtrans.plc.uk	
Secretary:	S M King	
Bankers:	HSBC Bank plc PO Box 68 130 New Street Birmingham B2 4JU	Royal Bank of Scotland 2 St Philips Place Birmingham B3 2RB
Registrars:	Link Group Central Square 29 Wellington Street Leeds LS1 4DL	
Nominated advisor and broker:	Singer Capital Markets Advisory LLP 1 Bartholomew Lane London EC2N 2AX	
Solicitors:	Shakespeare Martineau LLP No1 Colmore Square Birmingham B4 6AA	
Independent Auditor:	Cooper Parry Group Limited Statutory Auditor Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA	

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Chairman’s Statement

We are delighted to announce that Avingtrans has performed slightly ahead of the upgraded (June) expectations in the latest financial year. Revenue was on target, reaching a record annual result for the Group. EBITDA (note 4) from continuing operations was ahead of target and the modest Net Debt position was materially below the expected outcome, post the acquisitions of Slack & Parr and Adaptix in the period. Encouragingly, Slack & Parr contributed a positive result to the EBITDA outcome – commendable in its first year – and losses at Adaptix were lower than forecast. We have a healthy order book as we move into FY25.

Our Pinpoint-Invest-Exit (“PIE”) mantra has been the core of our strategy for many years. It was again successfully deployed in acquiring the assets of Slack & Parr for £4.1m. We acquired Slack & Parr, another specialist pumps and hydraulics manufacturer, to capitalise on its global footprint, combined with its very well-invested operational capability, renowned brand, highly skilled workforce and large installed base. In addition, we acquired the remaining 82% of Adaptix for a total of £7.2m, including acquired and repaid debts which reinforced our investments in medical imaging. Both Magnetica and Adaptix continue to make positive progress having developed disruptive and complementary medical imaging products, particularly for orthopaedic applications.

In the period, the Group restructured, with the mature engineering businesses now in one Advanced Engineering Systems (AES) division. We continue to invest in AES and the results again demonstrate that we are proactively managing strong progress in this division. Notably, there were record results at Booth and Ormandy in FY24.

In the Medical and Industrial Imaging (MII) division, the marketing of the 3D X-ray systems at Adaptix and the development of compact helium-free MRI system at Magnetica have made substantial progress in achieving key milestones in 2024 and beyond. Magnetica’s 510k application to the FDA in the USA has been delayed until 2025, mainly driven by the FDA’s vastly increased cyber-security requirements for imaging systems. These delays result in some increases to the commercialisation plans and costs for the medical division, though these costs are partially offset by R&D tax incentives and are otherwise absorbable. We are very excited by the quality of the imaging achieved by both MRI and 3-D X-Ray systems and we are receiving very positive feedback from the market. Across our business we have considerable expertise in this sector. Our only disappointment of note being the extended US 510K approval process for MRI.

Nevertheless, our value creation goals are on track, supported by a conservative approach to debt, which the Board deems to be prudent. We are optimally structured for future exits that should maximise shareholder value.

Once again, our divisional management teams have demonstrated agility and resilience, building strong business platforms. Aftermarket growth in AES remained steady, supporting our value propositions to OEM and end-user customers. The positive sentiment in the nuclear sector and, to an extent, in oil and gas resulted in increased orders in those arenas. The focus on end-user access continues to drive improved profitability and underpins our product and service development.

The acquisition of Adaptix and our further investment in Magnetica have firmly established the Medical and Industrial Imaging (MII) division as a new niche imaging systems supplier, with exciting X-ray and MRI products now well advanced. The Board is enthusiastic about the division’s potential, expecting long-term, highly positive returns for the Group, albeit perhaps via a different vehicle, to maximise returns.

In view of the encouraging overall results, the Board is proposing a final year dividend of 2.9 pence per share, resulting in a total dividend of 4.7p. With a robust balance sheet, the Group remains vigilant in seeking shareholder value-enhancing M&A opportunities, while also being cautious and selective in a still uncertain world.

Finally, I extend my customary appreciation and thanks for all Avingtrans employees’ hard work and for their dedication and resilience in navigating another challenging, but successfully gratifying year.

Roger McDowell
Chairman
24 September 2024

Strategic Report

Group Performance

Strategy and business summary

Group Strategy

Our core strategy is to buy and build engineering companies in niche markets, particularly where we see turnaround and consolidation prospects; a strategy we call Pinpoint-Invest-Exit ("PIE"), thanks to which we have had a strong track record in returning significant shareholder value over the past decade.

With an increased presence in our target markets, a focus on aftermarkets, strength in depth of the management teams and a lean central structure, the Group continues to grow profitably – despite the effects of macroeconomic uncertainties – and the Board is focused on seeking additions to the Avingtrans value-add proposition.

The majority of the Group's adjusted key financial metrics trended positively in the period, despite the ongoing impacts of the Russia-Ukraine conflict and the related global financial stress.

The Group is focused on the global Energy, Infrastructure and Medical markets, which play into some of the world's mega-trends, such as: urbanisation; an ageing population; and an accelerating transition towards a cleaner and healthier planet.

Divisional Strategies

Advanced Engineering Systems (AES): AES continues to strengthen its nuclear installed base, focusing on civil, defence, and national security applications, particularly for life extension purposes. The business also explores opportunities in the hydrocarbon market sectors. In the USA, Hayward Tyler ("HT") is actively developing solutions for new nuclear technologies and other low carbon energy sources, like concentrated solar power, to leverage the global energy supply transition. In the period, HT secured significant contracts, including additional pumps for the next generation nuclear business, TerraPower, in the USA and a further life extension equipment for the Forsmark nuclear power station in Sweden. The HT strategy is strengthened by crucial partnership agreements with companies like Shinhoo, expanding our product portfolio and creating cross-selling opportunities. The acquisition of Slack & Parr further enhances our global specialist pumps footprint.

An important target for AES is to establish a comprehensive offering in the nuclear decommissioning and waste management markets, building on long-term contracts for nuclear waste storage containers and the existing equipment installed across the vast Sellafield site. During the period, Metalcraft and Sellafield Limited continued with the contract to provide high integrity stainless steel storage boxes for Sellafield. The 3M3 ('three metre cubed') box contract is currently valued at up to £70m and is still yet to complete. The division's nuclear credentials were again enhanced by Booth Industries' strong performance, expanding our market reach into Critical National Infrastructure (CNI). Booth's multi-year contract with HS2, initially worth £36m, is progressing well, with manufacturing of door frames having commenced in the period. Ormandy's market position in HVAC has been strengthened by the HES/HEVAC acquisition in early 2023, with a resulting wider product proposition. AES continues to benefit from a robust prospect pipeline, positioning it well to bid for new opportunities as they arise.

Medical and Industrial Imaging (MII): Following the Magnetica acquisition in 2021 and the acquisition of the remaining shares in Adaptix in 2023, the focus for the highly experienced management teams in the medical division is to become a niche market leader in the production of compact helium-free MRI systems and 3D X-ray systems, for applications such as orthopaedic and veterinary imaging and non-destructive evaluation. This is an exciting opportunity for the Group. In support of the core strategy, the division will continue to work on niche Nuclear Magnetic Resonance (NMR) and scientific magnet products and services, since these are complementary technologies. Adaptix's 3D X-ray technology is being developed in parallel to Magnetica's MRI technology and, as we envisioned, the two businesses are working in an increasingly complementary manner.

Across the Group's customers, we are capitalising on the continued pressure on aftermarket expenditure, where operational efficiency, reliability and safety are paramount. Customers are looking for reliable supply chain partners, to provide long term support of both new infrastructure and legacy installations.

Pinpoint-Invest-Exit

Continuing with our evergreen Pinpoint-Invest-Exit strategy, Avingtrans demonstrated its commitment by raising its stake in Magnetica to over 75% during the period. Additionally, we successfully completed the 100% acquisition of Adaptix, as mentioned earlier. The Group invested over £11.3m in Magnetica and Adaptix (post-acquisition) in the period, as both businesses press ahead, to complete the development and commercialisation of their disruptive imaging products.

Our focus on other strategic acquisitions was sustained, with the addition of specialist pumps manufacturer Slack & Parr, for a total consideration of £4.1m which is already contributing positively to Group results, after a smooth integration process.

The Group remains confident about the current strategic direction and potential future opportunities across its chosen markets. Some of our market sectors (eg Nuclear) benefitted from the global disruptions seen in the period, which drove higher energy costs and caused national governments to review energy security.

Strategic Report (Continued)

Markets – Energy

The global demand for energy remains relentless and we anticipate sustained growth in the coming years. The aftermath of the Covid pandemic spurred a push towards enhanced efficiency and decarbonisation. However, the Russia-Ukraine conflict subsequently raised political awareness regarding the importance of energy security, leading to a recalibration of the rush towards renewable energy in the short to medium term. The energy hungry deployment of AI and growth in data centres will further increase world energy consumption. This situation could potentially benefit our businesses, particularly in the nuclear sector.

End User/Aftermarket

Operators and end-users demand a blend of quick response through local support and a requirement to drive improvements through equipment upgrades and modernisation. Facilities are being operated for much longer than their intended design lives, resulting in a strong demand for solution providers in the supply chain to partner with end-users for the longer term. The AES division is well positioned to grow in this end-user market space.

Nuclear

Nuclear energy as a low carbon, baseload power source remains an asymmetric market with respect to future growth. Almost all the 1GW+ new build opportunities are in Asia, with the exception of the limited UK programme. However, we are still experiencing buoyant market segments, including supporting the operational fleet, continued safe operation and life extensions, decommissioning and waste management. We are also working on the long-term development of the next generation of technologies – i.e. Small Modular, or Advanced Generation IV Reactors – e.g. with TerraPower and GE-Hitachi. In addition, these segments all have the backdrop of a consolidating supply chain and paucity of expert knowledge.

The USA still operates the biggest civil nuclear fleet in the world, with 93 reactors generating around 30 percent of the world's nuclear electricity. Coupled with the heritage Westinghouse technology operating in Europe and Asia, the division's long-standing position in this market provides opportunities for further growth. Obsolescence and life extension are key issues for nuclear operators worldwide and the AES division is well positioned to support operators in addressing this critical risk.

The UK remains pre-eminent when it comes to decommissioning nuclear facilities and subsequent waste management, in terms of innovative technology and overall spend. The Group is embedded in the future manufacture of waste containers for Sellafield and NRS (formerly Magnox) and will continue to expand its presence in the UK and globally in the longer term. The development of new nuclear technologies is ongoing, with activity in the UK, South Korea, the USA and China dominating development activity. The Group views these new technologies as an attractive route forward for nuclear and is well positioned to develop as a global industry partner.

Power Generation

The world continues to electrify, with an increasing amount of primary energy going to the power sector, which remains a key focus across the Group's AES division. Aside from nuclear, the main sub-sectors are as follows:

- **Coal –** the Group continues to see good aftermarket activity from coal fired power stations even though the demand for new power stations is in decline. Opportunities still exist in India, China, Southeast Asia and Eastern Europe. AES has optimised its product line, to take market share and to create new opportunities – e.g. in products to remove toxins from the exhaust stacks of power stations.
- **Gas –** natural gas, primarily in the form of combined cycle gas turbine power plants has been a growing market space, primarily in the West, albeit disrupted by the Russia-Ukraine conflict. The Group continues to develop this market with both existing and new product lines.
- **Renewables –** renewable technologies and their supporting infrastructure are a growing market globally. The Group has a range of products that can be applied directly to this market segment and also has expertise that can be used to develop new products for niche parts of this market, such as molten salt pumps for concentrated solar applications.

Hydrocarbons

The ongoing conflict in Ukraine resulted in a surge in European gas prices, leading to unprecedented levels of volatility in the energy market. Our Hayward Tyler businesses have long been associated with providing top-notch subsea and submersible pumps and motors to the oil and gas fields of the Norwegian Shelf. Recently, we have experienced a boost in demand for both new equipment and aftermarket services, as the market seeks to maximise supplies from this region. The current situation, coupled with informed forecasts, indicates that the demand for our products and services is likely to remain relatively strong. This presents a promising opportunity for our business to further capitalise on the evolving energy landscape.

Strategic Report (Continued)

Markets – Medical

The Diagnostic (medical) and molecular imaging markets are large global sectors, dominated by a few large systems manufacturers. The total Medical Imaging Market is expected to reach $55.4billion by 2030 according to Grand View Research, a compound annual growth rate of 4.9%. The largest market is the USA, followed by Europe and Japan. The fastest growing markets are China and India. Following the acquisition of a majority stake in Magnetica (AUS) in 2021, we merged Magnetica with Scientific Magnetics (UK) and Tecmag (US) and we have continued to invest in Magnetica. In the period, we acquired 100% of Adaptix, for £7.2m, including absorbed and repaid debt. Adaptix is an emerging medtech leader in the field of 3D X-ray equipment. The objective of this acquisition activity is to create innovative, niche MRI and X-ray systems suppliers, which can address specific parts of the market, not well served by dedicated products at present. This includes orthopaedic and veterinary imaging. The development paths of Magnetica and Adaptix are convergent, which enables both businesses to benefit from efficiency and cost gains, as well as optimising the route to market – especially in orthopaedics. Market drivers for these segments include an ageing global population, the rising incidence of chronic diseases and increasing companion animal ownership.

The growing prevalence of chronic diseases, especially in older populations, is increasing demand for medical imaging in hospitals and other diagnostic settings. Technical innovations, including advances in artificial intelligence, have increased the reliability and accuracy of medical imaging, thus driving further demand in global healthcare. Conversely, the market is somewhat inhibited by the high cost of current medical imaging systems.

In 2024, X-ray systems held approximately 32% of the market share, while MRI systems accounted for around 18%. Our estimates indicate that over 20% of all diagnostic imaging scans are related to limbs. As a result, the combined addressable market for Magnetica and Adaptix in medical imaging is approximately $3 billion, in theory. However, it is important to note that the actual addressable market is likely smaller, since both businesses have chosen not to target sales to hospitals. Instead, they are focusing on deploying their products in specialised clinics, where the product attributes align closely with the specific needs of these establishments, for imaging at the point of care.

Additionally, both Magnetica and Adaptix have plans to expand into other imaging markets, notably the veterinary sector. This is in response to the lack of dedicated products in this area, which has hindered the widespread use of imaging systems in veterinary practices. By targeting these specialised markets and addressing their unique requirements, both companies aim to further grow their market share and create a disruptive impact in the medical and veterinary imaging industries. Notably, our strategy is to attack the markets in smaller "point-of-care" locations, where the main players (eg GE) are not present, since they are generally focused on whole body systems located in hospitals. Additionally, our systems are designed to eliminate circa 90% of the infrastructure costs, which severely limit where whole body systems can be sited.

End User/Aftermarket

Diagnostic imaging is dominated by a handful of manufacturers, including GE, Siemens, Philips and Canon, who account for circa 80% of revenue globally. These players also dominate the aftermarket, though there are a few independent MRI service businesses in existence. Avingtrans is not present in the imaging aftermarket at this time.

Infrastructure and Security

Global safety and security concerns, as well as risk mitigation on large infrastructure projects, are key drivers for growth at Booth and we are cultivating these opportunities carefully. Thus far, the vast majority of Booth's sales are in the UK but the business is building up a prospect pipeline overseas. We have also continued to build the aftermarket order book, with good prospects.

Threat detection standards for baggage handling at airports and package scanning have been tightened everywhere around the world – especially in Europe and the USA. With many millions of bags and packages flowing across border crossings every day, screening devices have to comply with threat detection standards without impacting throughput. Rapiscan, the biggest customer for Composite Products, is a market leader in this sector, whose presence is increasing as new standards are rolled out.

Following the acquisition of Adaptix, we are exploring various possible security applications of their 3D X-ray technology products as tools in various Non-Destructive Evaluation (NDE) markets, with an estimated addressable market of c$1.4bn.

Operations

Operational Key Performance Indicators (KPI's) for continuing operations

	2024	2023
• Percentage of total revenue from continuing operations deriving from aftermarket revenue	**38.2%**	39.5%
• Customer quality – percentage of defect free deliveries	**89.0%**	91.3%
• Customer on-time in-full deliveries	**73.6%**	79.9%
• Annualised staff turnover including restructuring	**15.8%**	18.5%
• Health and Safety incidents per head per annum	**0.07**	0.08
• Environmental incidents per annum	**0**	0

Strategic Report (Continued)

Operations (continued)

Aftermarket sales increased in value by £6.2m (13.4%) however the was a strongly return of OE Revenue during FY24 reducing the overall AM percentage of sales.

The defect free delivery percentage decreased in FY24 to 89.0% (2023: 91.3%). The percentage is typically linked to the stage/type on some of the key contracts. In FY23 we were primarily engaged in the developing of new designs, which have transitioned to production during FY24.

Customer quality and on time in full (OTIF) deliveries both reduced in FY24, mainly due to the initial poor performance at Slack & Parr, following its administration process, leading to operational challenges, including supply chain disruptions and internal restructuring, which affected our ability to deliver products on schedule. Performance since has shown steady improvement.

Annualised staff turnover fell to 15.8% in FY24 (FY23: 18.5%), mainly driven by a reduced number of employees taking retirement (FY24: 6, FY23: 22).

H&S incidents per head per annum was down very slightly at 0.07.

As in 2023, there were zero environmental incidents recorded in the Group.

AES Division – Energy and Infrastructure

The AES division comprises: Hayward Tyler (HT), Energy Steel (ES), Booth, Metalcraft, Ormandy and Composite Products, with Slack & Parr being added in the period.

The division's results were materially improved in the period, both for OE and aftermarket sales.

For Hayward Tyler ("HT"), the main priorities remain to strengthen its aftermarket capabilities and to maximise opportunities in the nuclear life extension market. HT was able to deliver a robust result in the period, the best outcome since acquisition, with a strong order book and prospects for the year ahead.

At HT Luton, aftermarket activities remain the focus, including the servicing of third-party equipment. A follow on £3m contract in Sweden with Vattenfall for the Forsmark plant (for nuclear life extension) commenced in the period. Further defence orders have also been received from Rolls Royce and are being executed as planned. Hydrocarbon related orders from the UK North Sea sector remained steady.

Regarding the HT Luton site redevelopment, there has been limited recent progress, as the increase in interest rates in the UK has dampened construction interest for the time being. Therefore, we have currently paused the sale of the site.

The HT Fluid Handling business in Scotland has been a consistently good performer and has fitted well into our ambitions to build a wider nuclear capability. The business has maintained a strong order book and the Transkem industrial mixers product line has again contributed positively.

HT Inc in Vermont (USA) continues to see solid order intake in the nuclear life extension market in the USA. HT Inc's new R&D opportunities in next generation nuclear power have made good progress, with a further $10m design and development TerraPower contract booked in the period and progressing to plan.

HT Kunshan (China) has developed a healthy order book, including an improving position in the aftermarket business, with new orders coming from Chinese electricity producers working on reducing the environmental impact of electricity production.

In India, the local team again delivered a solid annual performance, as India's energy requirements continue to expand.

Energy Steel ('ES') in Michigan (USA) made headway in the period, though the business did suffer from various order delays in orders, which impacted performance this year.

Metalcraft has made good progress with Phase 2 of the Sellafield 3M3 ("three-cubic-metres") box contract and confirmed additional nuclear decommissioning orders of over £14m in the period, including the first contract from NRS (formerly Magnox). The next follow-on 3M3 box contract tender, expected to be worth over £900m, is expected to be tendered in 2025 by Sellafield. The apprentice training centre in Chatteris continues to build momentum.

Ormandy achieved a record performance in the period, with a robust order book, moving into FY25. Ormandy has made excellent progress in building its aftermarket business, with aftermarket now comprising 13% of revenue.

Booth Industries maintained its strong growth trajectory. Booth has a record order book, including the £36m order for HS2 cross-tunnel doors, which was not affected by the HS2 phase 2 cancellation. The business completed and installed the giant proscenium doors for "The Factory" entertainment venue – the biggest doors ever made by Booth. We continue to make good progress in building an aftermarket business at Booth, where we see strong growth potential.

Composite Products had a solid year, boosted by new orders from Rapiscan.

Slack & Parr made a positive start to life within the Group and, pleasingly, was able to deliver a modest profit at EBIT in its first year with Avingtrans – a commendable outcome. Their specialist gear metering pumps are sought after worldwide, for a variety of applications, including the precision production of high-end fibres – eg spandex.

Strategic Report (Continued)

Operations (continued)

MII – Medical Division: Magnetica and Adaptix

Magnetica, Scientific Magnetics (SciMag) and Tecmag are working effectively together to make good progress on our exciting development of compact, superconducting, helium-free MRI systems entirely in-house. Magnetica was able to exhibit its prototype system in the period and the FDA 510(k) approval is now anticipated in H1 2025. The delay is mainly due to significantly increased demands by the FDA regarding cyber security. The business also appointed its first US distributor, Televere Systems, in the period.

Our initial estimate of the addressable MRI orthopaedic imaging market is circa £1.7bn p.a. (by 2030). This is assuming a capital sale model. Our intended longer term “pay per scan” business model could mean that the opportunity is significantly larger. It is more difficult to quantify other potential market segments (e.g. veterinary imaging) at this stage because equivalent, dedicated products do not exist. Avingtrans has further increased its investment in Magnetica, bringing its shareholding to over 75% of the issued share capital. We believe that materially reducing the size and total costs of these dedicated MRI systems, coupled with them being much easier to set up in a variety of locations, as well as increasing the scan rate by up to 300%, will produce a compelling sales proposition, ratified by interest from Key Opinion Leaders at the prestigious Radiological Society of North America conference, in Chicago. In addition, these dedicated systems could free-up capacity on the existing MRI system installed base, which should be a major benefit to healthcare organisations.

SciMag and Tecmag will rebrand in due course, to present a seamless image for the business. However, there is still merit in continuing with various existing products and services at SciMag and Tecmag, so long as they do not detract from our core vision for MRI, which holds out the prospect of materially increasing the value of Magnetica over the coming years. Orders for existing SciMag and Tecmag products were solid in the period.

As noted above, Avingtrans acquired the remaining 82% of the share capital of Adaptix, Oxford, UK in 2023. Adaptix launched its compact 3D x-ray system for orthopaedics in the USA. Adaptix has also launched its veterinary version of the 3D x-ray product and initial orders for a non-destructive evaluation (NDE) product were also booked in the period. We estimate that the Total Addressable Market value of these three segments is $6.8bn pa. Adaptix also appointed Televere Systems as its first US distributor.

The strategies of Magnetica and Adaptix are convergent and we see potentially large benefits in combining their approaches to market in technology, software and distribution channels, amongst others.

Financial Performance

Key Performance Indicators

The Group uses a number of financial key performance indicators to monitor the business, as set out below (all items are “from continuing operations”).

Revenue :17.3% increase – underlying organic growth continues

Group continuing revenue increased to £136.6m (2023: £116.4m), with organic growth of 9% in the AES division. Revenue included £10.3m from Slack & Parr and Adaptix, both acquired in the period.

Gross margin: Stable despite some OEM/AM mix effects in the year

Group gross margin reduced slightly to 32.2% (2022: 32.9%) partly due to the relatively higher percentage of OEM sales in the year, versus FY23.

Profit margin: Ahead of expectations

Adjusted EBITDA (note 4) increased to £14.0m (2023: £13.7m). The result was better than expected, given the forecast investment in the MII division. AES recorded robust results across the division, which boosted the overall Group performance. Slack & Parr recorded a creditable, albeit modest, positive EBIT result in its first year with the Group.

Operating profit was £5.6m (2023: £8.0m), predominately due to £3.7m EBIT loss at Adaptix and higher exceptional costs for acquisition and restructuring offsetting an 8% increase in AES.

Tax: Future profits and cash protected by available losses

The effective rate of taxation at Group level was a 24.4% (2023: 16.7%) tax charge. The utilisation of brought forward tax losses in the UK (note 9) kept the charge lower than expected. The tax position will be aided further in the coming years by utilisation of losses in the UK and US. We continue to be cautious, not recognising all of the potential trading tax losses in the UK.

Adjusted diluted Earnings per Share (EPS) reduced due to investments in the Medical division

Adjusted diluted earnings per share from continuing operations (note 11) decreased to 18.5p (2023: 23.4p) reflecting the investment in Medical and higher tax charge offsetting underlying growth in AES results. Adjusted diluted earnings per share attributable to shareholders reduced to 18.5p (2023: 19.9p), with FY23 including the discontinued losses for the trading and disposal of Metalcraft China.

Strategic Report (Continued)

Financial Performance (continued)

Adjusted diluted Earnings per Share (EPS) reduced due to investments in the Medical division (continued)

Basic and diluted earnings per share attributable to shareholders from continuing activities decreased to 11.1p (2023: 15.7p) and to 10.9p (2023: 15.3p), as above due to the investment in Medical and higher tax charge offsetting underlying growth in AES results.

Funding and Liquidity: Modest net debt position, post recent acquisitions

Net debt (including IFRS16 debt) at 31 May 2024 was £11.8m. Excluding IFRS16 debt, Net debt was £6.1m, (31 May 2023: Net cash (including IFRS16 debt) was £9.1m and excluding IFRS16 debt was £13.0m). The cash flows generated from the strong underlying profits were subdued by a £9.0m working capital outflow, due to the delayed timing of various contracts, working capital outflow for the S&P and Adaptix acquisitions and increased revenue in AES, resulting in an operating cash inflow of £1.3m for the year (2023: £9.6m). As expected, there was significant investment in product development during the period with £8.4m invested, primarily in relation to Magnetica's compact helium-free MRI system £3.6m, Adaptix's disruptive 3D X-ray technology £2.4m and next generation nuclear pumps at HTI £1.8m. A further £4.0m was invested into property plant and equipment, £0.8m lease renewals at Tecmag, manufacturing set up at Adaptix £0.9m, alongside the initial net £1.5m cash cost of the acquisitions. To support the significant investment in the business, the group drew down £7.7m net of repayments from its supportive banking partners (including new lease at Tecmag £0.7m), leaving the Group in a strong position to pursue its strategy. The Directors consider that the Group has sufficient financial resources to deliver its strategy, so the Group continues to actively look for further value enhancing opportunities.

Dividend: Progressive dividend policy continues

A final dividend of 2.9p per share is proposed, making a total dividend of 4.7p per share (2023: 4.5p). The dividend will be paid on 20 December 2024, to shareholders on the register at 8 November 2024.

Principal risks and uncertainties facing the Group

Managing Risk

The Group is exposed to risks and uncertainties that could have a material impact on its performance and financial position. Identifying, assessing and managing risk is the responsibility of the Board. Our approach to risk is intended to protect the interests of our shareholders and other stakeholders, whilst allowing the business to develop. Our risk appetite depends on the nature of an individual risk, which is considered in Board discussions and also as part of our risk review process in the Audit Committee. From time to time, we obtain advice from third party experts in a cost effective manner, to complement in-house knowledge.

The long-term success of the Group relies, in part, on managing the risks to our business. Whilst the Group has risk management policies and practices in place, which address and monitor risk, we seek to improve those practices each year. The Chief Financial Officer is responsible for risk management on behalf of the Board and the Audit Committee and the CFO review the risk register on a regular basis. Ultimately, our aim is to ensure that risk management is embedded within the core processes of our business units.

Risk Management Process

The Group uses a risk register to help coordinate its risk management process. The risk register identifies the key business risks and documents the policies and practices in place to mitigate those risks.

Principal Risks

We classify the risks to the business into three groups, namely, strategic risk, operational risk and financial risk. The principal risks identified by the Directors under these groups are set out in the table below. The risks considered during the Group-wide risk management process cover a wider range of issues than the key risks that are listed in this table.

Strategic Report (Continued)

Principal risks and uncertainties facing the Group (continued)

Risk	Potential Impact	Mitigation
Strategic Risk		
A. Growth Strategy	A fundamental part of the Group's strategy is growth from both Original Equipment and Aftermarket sales. The growth is reliant on our markets. These markets demonstrate long-term growth, but remain highly competitive and can be cyclic. Failure to generate sufficient order intake and revenue to cover the fixed cost base could give rise to lower profit and cash generation that constrains the Group. Failure to keep-up with technological change could give rise to the Group's products, services and technologies becoming less competitive.	The Group provides niche engineering solutions for the global energy and medical sectors. It has an excellent market profile (quality, reliability and customer relationships), which results in inclusion on sector bid/quote opportunities. The Group has invested, and is investing, in key aspects to maintain and improve the Group's competitive position including: ▪ employees (see F below); ▪ supply chain (see G below); ▪ developing and maintaining strong relationships with key customers; ▪ capital expenditure on plant and equipment; ▪ research and development concerning products and processes and ▪ aftermarket initiatives, including supporting end-of-life extension programmes.
B. PIE Strategy mergers, acquisitions and disposals	The Group makes regular acquisitions and disposals under its PIE strategy. In August 2023, it acquired the assets of Slack & Parr and in September 2023, it acquired the remaining 82% of Adaptix. Failure to re-establish and rebuild these businesses could (1) absorb a disproportionate part of management resource at the expense of other parts of the Group (2) reduce the Group's profitability and (3) delay the cycle of the planned positive outcome of the PIE strategy.	The Group carefully plans acquisition actions to mitigate this risk: ▪ extensive pre-deal due diligence; ▪ achieving a balance between attractive purchase prices and business purchase agreement terms and conditions; ▪ post-acquisition integration planning; ▪ rapid business restructuring as required; ▪ appropriate funding of the acquisitions and on-going businesses followed by de-leveraging the business; ▪ establishing senior management teams, complemented by experienced executives from Avingtrans and externally, if required; ▪ development of incoming employees; ▪ focusing on marketing and sales, including growing aftermarket businesses; and ▪ investing in the businesses as necessary for a successful outcome to the PIE strategy.
C. Execution	The Group designs, manufactures and services highly technical products that are mission critical to the end user. Failure to satisfy contractual obligations could give rise to significant losses (e.g. warranty claims, liquidated damages, etc), cash constraints, lost future orders and adverse impact on the Group's reputation.	The Group continues to invest consistently in its people, processes and products, to maintain and improve lead times and product innovation. These steps include: enhanced customer relationship management, sales and operational planning, process flow mapping, research and development, product standardisation and enhancing process capability. The Group also seeks to minimise the impact of execution risk through its terms of trade, such as: (1) limiting the undertakings it gives to pay liquidated damages and (2) avoiding consequential damages altogether.
D. Contagious diseases effects across the global economy and businesses	Contagious diseases, and the measures taken to control them, can have an adverse effect on the Group's business, financial condition and results of operations.	The Group's experience in dealing with the COVID-19 pandemic will assist it in dealing with further outbreaks of contagious diseases. This includes the use of safe working practices and the effective use of home working.

Strategic Report (Continued)

Principal risks and uncertainties facing the Group (continued)

Risk	Potential Impact	Mitigation
Strategic Risk		
E. Global Economic Activity and political uncertainties including Energy cost	The Group operates in global energy, industrial, defence, infrastructure and medical markets. A slowdown in those markets, including the possible impact from on-going economic and political uncertainty, may adversely impact order intake, liquidity needs, and terms of trade and the financial performance of the Group. Global uncertainty, such as the Ukraine conflict, can have significant impact not only on resource pricing but also on decisions by our customers to invest and therefore impact on our trading.	The Group has a diversified geographical and sector spread, which reduces the impact of localised economic trends and activities. In addition, the Group is investing in research and development, to develop new products, or adapt existing products, for use in other applications, in order to broaden its product offering, and to reduce the risk. Increasing aftermarket activities also provide the Group with a partial cushion to defend against cyclical downturns in original equipment purchasing. We continue to review and assess the potential impacts of the Ukraine conflict and the global geopolitical situation. We are engaged with trade associations, which are in contact with government and can thus assist our decision making and action plans. The overall trend towards Energy security is anticipated to generate more reward than risk. Shorter term validity of quotes, due to rapid changes of energy, materials and parts pricing and pass through contracts, helps to mitigate the long term trend of increased resource prices.
F. Employees	Attracting and retaining talented people is a Group priority to ensure our continued success. The Group has numerous skilled and highly trained and qualified employees who demonstrate their commitment to the Group through the continuous improvement of our products, processes and procedures which impacts on the Group's performance. Failure to attract the right talent, could inhibit the rate of product and process development as well as impact on the Group's performance.	Recruitment and retention of employees is a key focus for the Group to ensure its continued success. Group mitigating actions include: ▪ continuing the significant investment in training and development including finalising the new training school at the Chatteris site; ▪ personal development reviews; ▪ succession planning; ▪ promotion from within where possible; ▪ outreach to Universities, Colleges and Local Schools; ▪ monitoring pay and benchmarking; ▪ maintaining the successful graduate and apprentice programmes; ▪ improving overall employee engagement; and ▪ utilisation of external and Group resource to offset any temporary gaps in key personnel.
Operational Risk		
G. Supply Chain	The Group is reliant on its supply chain as part of its aim to improve throughout and optimise stock-holding. Failure of that supply chain can result in operational disruption and delays to shipments to customers, leading to potential loss of profit and damage to customer relationships.	Each division and business has its own sourcing policy. Where appropriate and efficient, businesses cooperate on sourcing. Mitigating actions include: ▪ sourcing strategies to avoid single point dependence for any key commodity and standardisation to support possible stock holdings; ▪ identifying in-house capability (intra and inter-divisionally) and focused investment in related capital expenditure; ▪ exception reporting, operational planning and review processes support the early identification of risks; ▪ monitoring of supplier performance; ▪ an optimum number of suppliers with strategic, long-term partnerships on key components; ▪ strengthening of supply chain teams; and ▪ supply chain benchmarking and development.

Strategic Report (Continued)

Principal risks and uncertainties facing the Group (continued)

Risk	Potential Impact	Mitigation
Financial Risk		
H. Funding	The Group is dependent on its ability to service its debts and refinance existing borrowings when they fall due as well as to fund working capital, capital expenditure, and research and development. If the Group fails to generate profits and cash, it could face funding constraints that impact the business cycle.	The Group manages its capital, to continue as a going concern and maintain its liquidity. The Group continually reforecasts its borrowing requirements, which include: ▪ a 13-week cash flow forecast produced each month; and ▪ a 12-month rolling profit and loss, balance sheet and cash flow forecast each quarter to ensure that funding is available to support its operations and its compliance with borrowing covenants. The Group reviews its facilities, to ensure it has adequate facilities, but not a significant level of unused facilities, especially due to the recent high global interest rates. The Group maintains committed UK and US bank credit facilities, augmented by specific funding to support investment globally and a bonding facility. In addition, the Group maintains an active bank relationship programme and contacts with UK Export Finance, to safeguard its funding ability.
I. Working Capital	As a fundamental part of the Group's strategy is underlying growth, the Group could be exposed to a potential increase in its working capital requirement which absorbs cash. If the Group fails to keep this increase under control it could face cash constraints that impact the business cycle.	The Group is seeking to mitigate this risk through the following means: ▪ standard terms and conditions of manufacturing contracts require customers to make stage payments, to fund working capital on the contract. Where stage payments cannot be achieved by the Group, it may be possible to augment borrowing and bonding lines, through use of the short-term funding schemes – eg via UK Export Finance; ▪ an on-going initiative to optimise stock; ▪ minimising lead times, to reduce working capital requirements per unit of revenue; ▪ active management of accounts receivable and accounts payable; and ▪ linking employee remuneration to cash.
J. Currency	The Group operates and sells in overseas markets that may utilise currencies other than those in which its principal costs are denominated. The exposure to foreign exchange rate fluctuations may, as a result, affect the Group's cash flow. The principal risk at present is US Dollar income.	The Group's policy is to hedge its transaction exposures (i.e. cash flows) where a significant commitment has been made and a level of cover for non-contracted flows in the 12 to 24 month period. Currency hedging lines are available from two providers. There are no hedging requirements currently needed.

Strategic Report (Continued)

Risk	Potential Impact	Mitigation
Financial Risk		
K. Pension Scheme	The Group maintains a defined benefit pension scheme related to the Hayward Tyler businesses. The Group could be required to increase its contributions, to cover funding shortfalls caused by poor investment performance of scheme assets, a deterioration in the discount rate, or inflation rate applied and changes in life expectancy of members of the scheme.	The scheme is closed to new members and to future benefit improvements. The performance of the investment advisers is monitored closely by the Company and pension trustees and action taken where that is not satisfactory. The assumptions used to determine the pension deficit/surplus are based on recommendations of the actuary to the scheme, benchmarked against market norms by an expert 3rd party. The Directors discuss the pension scheme regularly and there is frequent contact with the pension fund trustees. The aim is to strengthen the financial position of the Group, through its underlying performance, which assures stakeholders and helps to maintain, or reduce contributions, to cover any eventual funding shortfall. The plan trustees have selected a liability driven investment strategy aimed at reducing interest and inflation rate risks and providing a return that matches, or exceeds the growth in projected pension plan liabilities.
L. Customer Credit Exposure	The group may offer credit terms to its customers, which allow payment of the debt after delivery of the goods or services. The group is at risk to the extent that a customer may be unable to pay the debt on the specified due date.	This risk is mitigated by the strong on-going customer relationships. See note 25 for more detail.
Compliance and ethical risk		
M. Climate change	Environmental factors, including those relating to climate change, have the potential to materially impact our business and operations. Many of the countries we operate are shifting towards being low carbon economies. This could result in higher costs of business including rising energy prices, and shift away from hydrocarbons as an energy source.	The Group has been developing cleaner products and services. These include medical technologies which don't require the use of helium, new pumps and motors for next generation nuclear power generation, and repurposing existing boiler circulating pumps to be used to remove harmful flue gases at conventional power stations. Local initiatives have been put in place to reduce energy usage at premises and over the lifecycle of our products. Further information on the Groups approach to climate change can be found in the Sustainability Report on page 15.

People

There were no personnel changes at Board level. However, at Board level, we have now set up an ESG Committee, chaired by Jo Reedman.

At divisional management level, we merged the EPM and PSRE divisions to create the AES division. Consequently, Austen Adams, formerly the managing director of the PSRE division, assumed leadership of this newly integrated division. The Board would like to extend its sincere best wishes and gratitude to Mike Turmelle, the former head of the EPM division, who has stepped down from his role and left the Company. His contributions during his tenure at Avingtrans are highly appreciated.

Strategic Report (Continued)

Section 172 statement

Background

The Board of Avingtrans has put in place appropriate measures to enable it to understand and comply with its shared and individual responsibilities under Section 172 of the Companies Act 2016. Each director understands their obligation to act in a way they consider is in good faith and would be most likely to promote the success of the Company for the benefit of its members as a whole. In making decisions on behalf of the Company, Board members carefully consider:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to proactively foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on local communities and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly between members and stakeholders of the Company.

Appropriate decision making

The Board is given regular information concerning the Company's and Group's performance ahead of each Board meeting, along with projections for the future – to assist in the overall planning process – and presentations from business units. Decisions regarding the business (including strategy, market position, investment opportunities, M&A activity, senior management appointments etc.) are fully considered and discussed openly between board members, taking account of each of the considerations listed above.

The Board seeks to understand the views and needs of the Group's key stakeholders, to ensure that consideration for all our stakeholder groups is taken account of when decisions are made and to address their long-term needs and concerns. Where there may be competing priorities, the Board considers the commercial, human and broader business impacts against the longer-term sustainability of the business.

The balance and experience of the Board to make appropriate decisions is regularly reviewed, as set out in the Corporate Governance Report, specifically principles five and six.

Stakeholders

Avingtrans has identified its main Stakeholders as being its:

- shareholders;
- customers and suppliers;
- employees; and
- the wider communities we operate within

Engaging with our stakeholders strengthens our relationships and helps us to make better business decisions and deliver on our commitments. The Board is regularly updated on feedback from wider stakeholder engagement, to stay abreast of the issues that matter most to them and our business, and to enable the board to understand and consider these issues in any decisions made. Details can be found in the Corporate Governance Report, specifically principles two and three regarding stakeholder engagement.

Key decisions made during the period

During FY24, several decisions were made about the strategy, structure and future of the business. Examples of these key decisions relate to:

- Further investment in Magnetica
- Acquisition of the remaining 82% of Adaptix
- Acquisition of the assets of Slack & Parr

Further investment in Magnetica

In order to continue the development of the Medical division and its compact helium-free MRI technology, the Board considered further investment in Australian based Magnetica, to develop and manufacture lower cost, helium-free MRI scanners, ensuring clinical interoperability for imaging extremities.

Helium-free technology should facilitate an expansion in potential to locate systems in more local facilities, by eliminating infrastructure costs. This could allow repurposing of whole-body scanners to more appropriate imaging tasks and through targeted use of AI, free-up radiologists' time and capacity.

Section 172 statement (continued)

Acquisition of Adaptix

During the period, we acquired the remaining 82% of Adaptix shares and assumed and repaid debts for a total consideration of £7.2m. Adaptix is seeking to disrupt the X-ray imaging market with a novel suite of products. It recently launched compact 3D x-ray systems for orthopaedic, veterinary and non-destructive evaluation applications, eg to address an ageing global population and the rising incidence of chronic diseases, at lower cost, with improved clinical data.

Moreover, the strategies and development paths of Magnetica and Adaptix are convergent, and we see potentially large benefits in combining their approaches to market in technology, software and distribution channels, amongst others – to optimise costs in both businesses and to improve market penetration.

Acquisition of the assets of Slack & Parr

The Board approved the acquisition of the assets of Slack & Parr, a specialist pumps manufacturer, for £4.1m. We were able to work with the administrator of the business to save over 100 high quality jobs in UK manufacturing. The administration process also removed the significant risk of the defined benefit pension scheme, which automatically passed over to the national Pension Protection Fund, to protect the scheme members.

During the acquisition process, we worked with the Slack & Parr management team to rebuild stakeholder confidence across the business. As such, we put in place internal and external communications plans, considering integration scope and timing, and working together to ensure a shared approach to the transition. Key customers, employee factors, and service delivery were managed carefully, to ensure impacts were minimised. As a result, Slack & Parr is on a firm recovery path.

Section 172 Summary

Overall, the Board considers that the Company's approach to compliance with Section 172 is appropriate for an organisation of our size and the breadth and nature of stakeholders we have.

Where significant decisions are made, a key element of the decision-making process is how each of the key stakeholders may be impacted. The Board ensures that the needs of shareholders are balanced with those of our customers and suppliers and those of our employees, by carefully considering the impact (positive and negative) of such decisions.

Alongside a healthy approach to risk management, our policies and ways of working are intended to drive an appropriate balance of risk and reward across the business. Combining our Core Values and Code of Conduct into our decision-making, we can drive a Company/Group culture, which aligns to the key requirements of S172, delivering benefit to all Stakeholders.

Sustainability report

Avingtrans believe that operating in a safe, ethical and responsible manner is at the heart of creating sustainable value for all our stakeholders.

Environment

As the Group is listed on the LSE AIM market, we fall within the newly introduced Climate-Related Financial Disclosures ("CRFDs") regime. The four pillars of this regime are governance, strategy, risk management, and metrics and targets.

Governance

During the financial year, the Group established an ESG Committee, Chaired by Jo Reedman (Non-Executive Director).

An overview of the Committees responsibilities is set out in the Corporate Governance Report (page 29).

Strategy

In 2021, we reassessed our approach to sustainability, with a view of integrating a sustainability strategy into our core business activities, aligning ourselves with the UN's Sustainable Development Goals (SDGs). From our sustainability assessment we identified two principal areas of environmental focus, these are:

- Operational eco-efficiency
- Development of new technologies

Operational eco-efficiency looks at improvements we can make at a site level, including reducing the manufacturing footprint of our sites, investment in improvements, and establishing a culture which promotes carbon reduction.

Strategic Report (Continued)

Environment (continued)

Strategy (continued)

Development of new technologies allows us to benefit from opportunities designed to mitigate issues associated with climate change. The Group can benefit from its advanced engineering capabilities and world-class technologies to develop new products and services that support low carbon or reduced emissions requirements.

Risk management

Our approach to identifying, assessing and managing environmental risks, including climate related risk, is embedded within our approach to risk management. Environmental risks may present as financial or non-financial risks depending on the extent to which their impacts can be quantified, and how they have been classified.

Climate change and environment is a principal risk for the Group (see page 13).

Climate-related risks and opportunities

A summary of the climate-related risks and opportunities identified as having a potentially material impact on the Group, and our associated controls, includes:

Shift to renewables

Most countries we sell into are moving away from fossil fuels towards renewables.

Demand for our hydrocarbon range of products could be adversely impacted in the longer term. Conversely, we could see greater opportunities for our nuclear products.

The Group has been investing in products for next generation nuclear, including fusion, molten-salt fast reactors, and small modular reactors, as well as products for concentrated solar power (CSP) applications.

Extreme weather events

Disruption could be caused by a range of events, for example, flooding, extreme temperatures, and drought.

Extreme temperatures will increase the energy required to heat or cool our facilities and in extreme cases may cause site closures and a range of logistical issues.

We have seen such issues rising across the Group in recent years, for example record levels of smog in Delhi, India, because of drought and industrial emissions.

Levels of regulation

The Group operates in a highly regulated environment across many jurisdictions and is subject to regulations relating to environmental factors including, but not limited to, climate change, therefore consideration of current and emerging regulation within our environmental management system is key to mitigating risk. Identified regulatory risks include energy-related taxes and the increased costs of compliance with energy-related schemes.

Scenario analysis

We have conducted peer analysis to understand the number of different scenarios businesses are modelling. We have found that most peers are modelling 2 scenarios, which are:

- 1.5°C by 2100: Orderly transition to the Paris-aligned goal occurring by 2100, with temperature rising 1.5°C above pre-industrial levels.
- 4.0°C by 2100: Failure of countries to meet their Paris-aligned goals, resulting in higher emissions and temperatures rising to an average of 4 degrees Celsius above industrial levels.

Some of our peers have gone further, by analysing higher temperature rises or no rise at all. Presently we think the 2 scenarios above are sufficient for giving readers an opportunity to understand the possible transformational effects of climate change. We will continue to assess the appropriateness of our scenarios and will likely alter them over time to reflect a changing environmental landscape and to ensure comparability with our peer group.

Our analysis of physical climate risks is aligned with recognised climate scenarios, specifically the Intergovernmental Panel on Climate Change's (IPCC) Representative Concentration Pathway (RCP) scenarios which provide a uniform framework for exploring potential climate changes and related impacts. RCPs are used globally for climate modelling and give access to a wide range of peer-reviewed and accepted climate datasets, as well as allowing consistency across territories.

Strategic Report (Continued)

Environment (continued)

1.5°C Scenario

In this scenario, governments around the world would need to meet and exceed their current pledges under the Paris Agreement. They would do this through a combination of energy-demand reductions, decarbonisation of electricity and other fuels, electrification of energy end use, deep reductions in agricultural emissions, and some form of carbon dioxide removal.

Nuclear energy (across all sectors) is the Group's largest market. We provide reactor cooling pumps for the global market, and nuclear waste containment vessels for the US and UK markets. We are also working on a number of next generation nuclear energy projects including the ITER nuclear Fusion reactor in France, and TerraPower's molten chloride fast reactor project in the US.

Given the strong push for decarbonisation, we would expect robust demand for our nuclear products over the short to medium term horizon, with longer term aftermarket opportunities.

Demand for oil & gas should steadily reduce. New capital projects are less likely to be approved, instead we will see older rigs being kept online. We provide the industry with a range of subsea and submersible motors and pumps. Demand for new equipment is likely to shrink materially, with aftermarket products services tailing off more steadily.

Existing MRI systems rely on liquid helium to cool the super conducting magnets. Helium is a scarce, non-renewable resource, mostly obtained as a by-product of oil extraction. Our new compact MRI uses helium-free magnets and require significantly less energy to operate compared to existing systems. Therefore, we would hope to see improved demand for our product in this scenario.

The switch towards renewables is likely to increase energy costs across our businesses and drive up supplier and logistical costs. Some operations are more insulated from this than others, for example our Hayward Tyler Inc location is located in Vermont, USA, as State which currently generates nearly 100% of its electricity from renewables.

In subsequent years, we will look to expand our modelling to get a greater understanding on how rising energy costs may impact our business. Given the recent price shocks to oil & gas prices, it is no stretch to believe that a shift to renewables may eventually reduce energy costs.

4.0°C Scenario

Under this scenario, governments fail to meet their pledges under the Paris Agreement. Action is taken to reduce emissions, however, at a slower rate compared to the 1.5 Celsius scenario. Consequently, we would see a much slower reduction in energy consumption and a slower shift towards renewables. The higher temperature increases would lead to a range of physical risks, including heat waves, colder winters, droughts, flooding, and smog, to name just a few.

Product and services

All the product and services related impacts outlined in the 1.5°C scenario would be lessened.

Flood risk

The Group operates from 19 locations globally. 5 of our facilities are owned, with the remainder being leased, typically for lease terms of less than 5 years. All the facilities which we own are based in the UK and have a range of bespoke infrastructure including cranes, electrical capacity and test pits.

Flood is a high risk to our Chatteris facility, which is located in the fens, Cambridgeshire. The facility sits 3m above sea level and is surrounded on all sides by land which sits below sea level.

Energy consumption

To ensure our sites remain functional. Additional cooling systems are likely to be required, and the existing systems are likely to be utilised much more often. As a result, we would expect to see rising energy costs.

Metrics and targets

The Group has adopted the following targets:

- Establish carbon reduction plans at all sites across the Group
- Report energy consumption and carbon emissions annually
- Integrate environmental considerations into our Pinpoint-Investments-Exit strategy

Strategic Report (Continued)

Environment (continued)

Carbon reduction plans

Carbon and energy reduction targets have been established at a site level. Most sites have established targets and strategies as part of their ISO 14001 Environmental Management System accreditation. Our Booth subsidiary is leading the way, achieving net zero scope 1 and scope 2 emissions in the year, and pursuing net zero including scope 3 by the end of FY2025. This will be achieved through choosing low emission electricity providers, investment to improve operational efficiency, and a carbon offsetting programme.

Reporting energy consumption and carbon emissions

We report greenhouse gas Scope 1, 2 emissions in line with the Streamlined Energy and Carbon Reporting (SECR) regulations.

Given the Group makes regular disposals and acquisitions, we do not consider absolute carbon emissions to be an appropriate method for tracking emissions, instead we focus on carbon intensity ratios.

We have adopted a portfolio approach to tracking carbon emissions. For the division operating in the energy sector (AES) we monitor carbon emissions per £m of revenue. The Medical division (MII) has a greater focus on product development, so instead we focus on emissions per employee.

Sites track their energy usage from a number of sources, including meter readings, mileage reports, and invoices, then converts these inputs to energy (kWh) and carbon emissions (tCO2e) using relevant conversion factors. Conversion factors are published by the UK Department for Environment, Food and Rural Affairs and the US Environmental Protection Agency (EPA).

Our energy usage and carbon emissions are:

		2024			**2023**	
	AES	**MII**	**Group**	**AES**	**MII**	**Group**
Scope 1:						
Gas	715	38	753	623	21	643
Oil	427	–	427	386	–	386
Distribution	27	1	28	16	2	18
Company vehicle travel	20	–	20	15		15
	1,190	39	1,229	1,040	23	1,062
Scope 2 – Purchased electricity	1,307	230	1,537	843	203	1,046
Total emissions tCO2e	2,497	269	2,766	1,882	226	2,108
Total energy consumption mWh	**11,684**	**755**	**12,439**	**9,459**	**544**	**10,003**
Intensity metrics:						
Average employees	840	93	941	673	59	732
Emissions tCO2e per employee	**3.0**	**2.9**	**2.9**	**2.8**	**3.8**	**2.9**
Revenue (£m)	132.9	3.7	136.6	112.8	3.6	116.4
Emissions tCO2e per £m of revenue	**18.8**	**73.1**	**20.2**	**16.7**	**62.2**	**18.1**
UK proportion of:						
Total emissions tCO2e	81%	34%	76%	79%	21%	73%
Total energy consumption mWh	81%	59%	80%	77%	46%	75%

In compliance with the SECR guidance, electricity emissions are based on grid averages from the regions we operate. As entities within the Group have transitioned to obtaining their power through renewable energy providers our actual electrical emissions will be lower.

The AES division division's intensity target is to reduce its tCO2e per £m of revenue. The figures above include the Slack & Parr business which was acquired during the financial year. Presenting on a like for like basis:

	2024	**2023**	**Movement**	**Movement %**
Total emissions tCO2e	2,001	1,882	119	6%
Revenue	122.9	112.8	10	9%
Emissions tCO2e per £m of revenue	16.3	16.7	(0.4)	(2%)

Strategic Report (Continued)

Environment (continued)

Reporting energy consumption and carbon emissions (continued)

On a LFL basis the Group has delivered a 2% improvement Emissions tCO2e per £m of revenue. This improvement has been delivered through a combination of energy reduction initiatives, and delivery of an increased revenue without the need to expand our manufacturing footprint.

The MII division's intensity target is to reduce its tCO2e per employee. In the year tCO2e per employee has reduced to 2.9 (2023: 3.4).

Integration of environmental considerations into our Pinpoint-Invest-Exit strategy

The Group has expanded upon its environmental due diligence procedures, which historically used to focus on potential environmental liabilities. The focus has now shifted towards identifying opportunities to improve business performance through energy reduction initiatives.

We strongly believe that investing in next generation manufacturing facilities and development of new technologies is key to generating a sustainable business for the long term. Demonstrating to potential buyers our environmental credentials and technological capabilities is a key component of our Exit strategy.

Progress in the year

Operational eco-efficiency

A significant proportion of the Group's energy consumption is spent heating premises over the winter months. At some of the older facilities energy in the winter months (December, January and February) can be as much as 4 times higher than over summer (June, July and August). A focused effort has been made to reduce winter energy consumption. This includes the installation of new boilers, additional insulation, automatic timers on heating, as well as reducing the manufacturing footprint.

We carried out a Carbon whole life cycle impact assessment also known as the LCA to measure embedded carbon in some of our key products. This process was guided by the ISO 14067 Lifecycle Carbon Assessment ("LCA") to measure and investigate improvement opportunities that can cut carbon emissions. On the back of this research, we have implemented a number to our products and processes including:

- •Selection of higher quality materials designed to increase the useful life of products and reduce maintenance.
- Introduction of reusable packaging and packaging which can be fully recycled.
- Negotiating with customers to make fewer, larger shipments of products in order to reduce delivery emissions.

Development of new technologies

Next generation nuclear: Molten Chloride Fast Reactor

Our US Hayward Tyler business has been developing high-temperature molten salt pumps, destined for a state-of-the-art Integrated Effects Test (IET) facility, under development by Southern Company and TerraPower, to advance development of the Molten Chloride Fast Reactor (MCFR). This is a transformational, fourth-generation, molten salt nuclear technology, designed to enable low-cost, economy-wide decarbonisation. Located at TerraPower's Everett, Washington facility, the IET is a non-nuclear, externally heated multi-loop system, intended to test and validate integrated operation of MCFR systems, as well as demonstrate multiple auxiliary MCFR functions.

Nuclear energy and decommissioning represent 23% of the Group's revenues in the year. The Group believe that working on next generation nuclear projects including MCFR in the US, ITER in France, and Small Modular Reactors ("SMRs") in the UK and the USA, will strengthen the Group's long-term position in the nuclear industry.

Helium-free magnets

Existing MRI systems rely on liquid helium, to cool the superconducting magnets at the heart of each system. Helium is a scarce, non-renewable resource, mostly obtained as a by-product of oil extraction. Therefore, in our new compact MRI designs, we are seeking to take advantage of the smaller system footprint, to enable us to rely on mechanical cooling only, thus virtually eliminating use of helium in these systems.

An update on the status of the progress on the MRI development can be found in Medical Division review on page 6.

Strategic Report (Continued)

Social

Social Responsibility

It is paramount that the Group maintains the highest ethical and professional standards across all of its activities and that social responsibility should be embedded in operations and decision making. We understand the importance of managing the impact that the business can have on employees, customers, suppliers and other stakeholders. The impact is regularly reviewed to sustain improvements, which in turn support the long-term performance of the business. Our focus is to embed the management of these areas into our business operations, both managing risk and delivering opportunities that can have a positive influence on our business.

Employees

The Group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them directly and on financial and broader economic factors affecting the Group. The Group regularly reviews its employment policies. The Group is committed to a global policy of equality, providing a working environment that maintains a culture of respect and reflects the diversity of our employees. We are committed to offering equal opportunities to all people regardless of their gender, nationality, ethnicity, language, age, status, sexual orientation, religion or disability. We believe that employees should be able to work safely in a healthy workplace, without fear of any form of discrimination, bullying or harassment. We have rolled-out "dignity and respect" training programs across the Group. We believe that the Group should demonstrate a fair gender mix across all levels of our business, whilst recognising that the demographics of precision engineering and manufacturing remain predominantly male, which is, to an extent, beyond our control.

Apprenticeships and training

All larger Group locations are running apprenticeship schemes for young people, both to act as socially responsible employers and to optimise the demographics of our workforce over the mid to long term.

The apprentice training school, based at Metalcraft, Chatteris is now fully operational. We are partnered with West Suffolk College (WSC) as the operator and training provider at the centre, which plans to take on between 80 and 130 students each year. Construction of the centre was funded through a £3.16 million grant from Cambridgeshire and Peterborough Combined Authority.

The Group continues to be recognised nationally for the strength of its apprenticeship training schemes. At 31 May 2024, the Group had 32 apprentices in the UK.

Health, safety, and wellbeing

The Group takes H&S matters and its related responsibilities very seriously.

As regular acquirers of businesses, we find different levels of capability and knowledge in different situations. A frequent investment need in smaller acquisitions is to spread H&S best practice from other Group businesses and bring local processes up to required standards. Larger acquisitions usually have well developed H&S processes and we seek to learn from these in other business units.

Employee equality, welfare and engagement are critical for developing our key asset. We focus on pro-active actions, including, internal training, certifications, and employee engagement through listening, survey and involvement.

Our Health and Safety KPIs can be found in the key performance indices section of the strategic report (page 6). Health and Safety incidents per head per annum fell to 0.07 in the year (2023: 0.08). There were 68 incidents in the year requiring first aid or hospital attention. Excluding the new acquisition incidents per head per annum would have remained flat at 0.08. At Board level, Les Thomas has H&S oversight and he conducts inspections with local management, as appropriate.

During the year, there have been no fatalities or serious injuries at any of our sites.

Ethical policy

The Group complies with the Bribery Act 2010. We do not tolerate bribery, corruption or other unethical behaviour on the part of any of our businesses or business partners in any part of the world. Employee training has been completed in all areas of the business to ensure that the Act is complied with.

Outlook

Avingtrans is a niche engineering market leader, principally in the Energy and Medical and Industrial sectors, with a successful profitable growth record, underpinned by our tried and tested 'PIE' strategy. Recent acquisitions will provide further opportunities for the Group to build sustainable value for investors in resilient market niches. We will continue to be prudent and seek to crystallise value and return capital when the timing is right, as part of the PIE strategy implementation. Our strategy has served us well in the current crisis and could result in further opportunities to grow shareholder value.

Strategic Report (Continued)

Outlook (continued)

The Group continues to invest in both of its divisions, with a particular focus on the global energy and medical markets, to position them for maximum shareholder value, via eventual exits in the years to come. Magnetica's MRI product development is progressing well, albeit delayed by additional FDA requirements. The expected launch of the orthopaedic product is now anticipated in the first half of 2025, subject to FDA approval in the USA. This activity is fully complemented by the acquisition of Adaptix and its disruptive 3D X-ray technology, with products addressing the orthopaedic, veterinary and non-destructive evaluation markets. The Slack & Parr acquisition is progressing well and we anticipate a strong recovery in profit there over the next two years. As anticipated, the Group is now in a modest net debt position, following recent acquisitions. Our value creation targets continue to be accomplished as planned and are underpinned by our conservative approach to debt.

The AES division has a strong emphasis on the thermal power, nuclear and hydrocarbon markets and aftermarkets. The MII division is focused on compact, helium-free MRI systems and compact point of care 3D X-ray systems, which the Board believes could create significant future shareholder value. To drive profitability and market engagement, each division has a clear strategy to support end-user aftermarket operations, servicing its own equipment and (where pertinent) that of third parties, to capitalise on the continued market demand for efficient, reliable and safe facilities.

The Russia-Ukraine conflict is still a risk factor. However, we have taken effective cost and impact mitigation actions, to limit any potential downside and we will continue to be vigilant.

Despite the on-going global macroeconomic uncertainty, our markets continue to develop and M&A opportunities remain a priority for us. Businesses like ours can command high valuations at the point of exit. The Board remains cautiously confident about the current strategic direction and potential future opportunities across our markets. We will continue to refine our business by pinpointing specific additional acquisitions as the opportunities arise, to create superior shareholder value, whilst maintaining a prudent level of financial headroom, to enable us to endure any subsequent headwinds.

The Strategic Report was approved by the Board and signed on its behalf by:

Roger McDowell
Chairman
24 September 2024

Steve McQuillan
Chief Executive Officer
24 September 2024

Stephen King
Chief Financial Officer
24 September 2024

Report of the Directors

The Directors present their report and the audited financial statements for the year ended 31 May 2024.

Matters included in the Strategic report

The Directors' consideration of likely future developments in the business, risks and KPI's have been included in the Strategic report.

Going concern

During the year, the Group has managed its working capital and cash flows prudently and significantly within its available funding headroom. The cash flows generated from the strong underlying profits were subdued by a £9.0m working capital outflow, due to the delayed timing of various contracts, working capital outflow for the S&P and Adaptix acquisitions and increased revenue in AES, resulting in an operating cash inflow of £1.3m for the year (2023: £9.6m). As expected, there was significant investment in product development during the period with £8.4m invested, primarily in relation to: Magnetica's compact helium-free MRI system £3.6m, Adaptix's disruptive 3D X-ray technology £2.4m and next generation nuclear pumps at HTI £1.8m. A further £4.0m was invested into property plant and equipment, £0.8m lease renewals at Tecmag, manufacturing set up at Adaptix £0.9m, alongside the initial net £1.5m cash cost of the acquisitions. To support the significant investment in the business drew down £7.7m net of repayments from its supportive banking partners (including new lease at Tecmag £0.7m. The Directors consider that the Group has sufficient financial resources to deliver its strategy.

At 31 May 2024, the Group had net debt (including IFRS16 debt) of £11.8m (31 May 2023: net cash: £9.1m incl IFRS 16 as detailed in note 24. Excluding IFRS16, debt at 31 May 2024 was net debt £6.1m (31 May 2023: net cash: £13.0m). Net assets of £113.0m (2023: £108.5m). Additionally, the Group had £14.1m of undrawn committed borrowing facilities – further details are set out in note 23.

The Group's system of controls includes a comprehensive budgeting system, with annual budgets approved by the Directors. Monthly monitoring of actual results against budget is standard and the Board perform a regular review of variances. There is also a Quarterly review of the Group's forecasts against actual results and market opportunities /conditions.

Annual budgets consist of a consolidated profit and loss, balance sheet and a cash flow for the following 2 years. This is based on local managements' understanding of the markets, customer requirements, supply chains, capability and capacity. This is challenged by Divisional Management to ensure it reflects a reasonable representation of all evidence available. Executive Management examine each Division's budgets in detail, alongside an analysis of risks and opportunities to ensure that they are adequately sensitised across markets/ customers/ contracts /opportunities. Divisional Management present the Budgets to the Board, which evaluates them against it's in-depth knowledge of market/economic conditions. These Budgets are then refined and presented for final approval by the Board.

Each quarter, local and divisional management update the 2-year forecast with their latest market knowledge and present the updated forecasts to the Executive Management and subsequently to the Board.

Key assumptions are applied at a site level, and include a sensitised view of the order pipeline, its conversion and completion, alongside a risk profile for each division, where further sensitivity is applied, as deemed prudent on consolidation.

As reported in the Strategic Review, the Group continue to experience some impacts from supply chain during the year, resulting in some delayed orders. These conditions were fully recognised during the budget process, alongside a cautious view of short-term markets, whilst reflecting a restrained view on the trade-out of the current order book and expected beat rate orders.

As discussed in more detail in the Chairman's statement and Strategic report, looking into 2025/26 and beyond, the Group has a number of exciting opportunities across all of its operations that should deliver growth and shareholder value. The more recent acquisitions, Booth, Ormandy (HES), continue to deliver improved performances and we anticipate further improvement alongside S&P and Adaptix FY25 and FY26 with underlying positive results and cashflow helping to underpin the near-term Group performance.

The Group has met all banking covenants during the year and these are modelled in the budget to ensure forward compliance. The budgets and results are regularly reviewed with the Group's principal bankers to ensure adequate banking facilities remain in place at all times. At the time of writing, the Board expect adequate bank facilities to remain in place throughout the review period.

The Board consider these facilities are sufficient for the Group to meet its approved operational and budget plan. However, the Board also consider that, should unexpected conditions arise that had not been already adequately modelled through sensitivities already built into the underlying budget model, that it has the following sources of additional capital:

- Further bank borrowing against freehold land and buildings – including the Luton site which has outline planning permission;
- Potential sale and leaseback of freehold sites;
- Extension of current and re-instatement of previous RCF facilities;
- Extension of borrowing against the debtor book; and
- Issue of new shares on AIM

Report of the Directors (Continued)

Going concern (continued)

The detailed cash flow forecasts for the Group for the period extending to 31 May 2026, indicate that the Group expects to have adequate financial resources to continue in business and work within its current banking arrangements, to deliver on its near-term strategic objectives. In the quarter since 31 May 24 the Group has generally performed as expected. Coupled with an ongoing supportive relationship with the Group's principal bankers and the fact the Directors have not identified any material uncertainties that may cast significant doubt on the ability of the company to continue to operate as a going concern, the Directors continue to adopt the going concern basis in preparing the Annual Report and accounts.

Results and dividends

The Group's profit for the year before tax from continuing operations amounted to £4,825,000 (2023: £7,476,000 – this excludes loss after tax from discontinued operations of £ 1,168,000). The Board considers that it is appropriate to propose a final dividend of 2.9p for the year ended 31 May 2024 (2023: 2.8p), taking the total dividend for the year to 4.7 pence (2023: total 4.5p).

Substantial shareholdings

As at 24 September 2024, the following had notified the Company that they held or were beneficially interested in 3% or more of the Company's issued ordinary share capital:

	Number of shares '000	*Percentage of issued share capital owned*
Harwood Capital	4,036	12.2%
Business Growth Fund	2,363	7.1%
Funds managed by Unicorn Asset Management Limited	1,946	5.9%
Funds managed by JTC Employer Solutions Trustee Limited	1,703	5.2%
Funds managed by Downing LLP	1,420	4.3%
R S McDowell's Pension Fund	1,406	4.2%
Funds managed by Close Brothers Management	1,308	3.5%

Directors and their interests

The present Directors of the Company and those that served during the year are set out on page 1. Their interests in the share capital of the Company are set out below.

	Ordinary shares of 5p each	
	31 May 2024	*31 May 2023*
R S McDowell	**1,406,409**	1,406,409
S McQuillan	**468,987**	468,987
S M King	**411,938**	406,938
L J Thomas	**16,000**	16,000

Share options

The Directors interests with respect to options to acquire ordinary shares are detailed in the Report of the Directors on Remuneration.

Interests in contracts

No Director was materially interested in any contract during the year.

Report of the Directors (Continued)

Financial instruments

The Group's operations expose it to a variety of financial risks including the effects of changes in interest rates on debt, foreign currency exchange rates, funding, working capital, pension scheme, credit risk and liquidity risk.

The Group's principal financial instruments comprise cash and bank deposits, bank loans and overdrafts and obligations under finance leases together with trade receivables and trade payables that arise directly from its operations. The Group enters into derivative foreign exchange transactions where it has certainty of the outcome, however there is no current requirement. Information about the use of financial instruments by the Group and the Group's financial risk management objectives and policy disclosures is given in notes 23 and 25 to the financial statements.

Research and development

During the year £8,430,000 (2023: £5,315,000) of development costs (per note 13) were capitalised as intangible assets. This was predominately at the Magnetica sub-group for helium free niche MRI application designs, at Adaptix for disruptive 3D X-ray technology and next generation nuclear pumps at HTI.

Disabled persons

The Group gives full and fair consideration to applications for employment from disabled persons, where they have the necessary abilities and skills for that position, and wherever possible will retrain employees who become disabled, so that they can continue their employment in another position. The Group engages, promotes, and trains staff on the basis of their capabilities, qualifications and experience, without discrimination, giving all employees an equal opportunity to progress.

Directors' indemnities

The Company has taken out directors' and officers' liability insurance for the benefit of its Directors during the year which remains in force at the date of this report.

Employee involvement

It is the policy of the Group to communicate with employees by employee representation on works and staff committees and by briefing meetings conducted by senior management. Career development is encouraged through suitable training.

S172 – promotion of the success of the Company

The members of the Board consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006) in the decisions taken during the year ended 31 May 2023. The Company's section 172 statement can be found in the Strategic Report on pages 14 to 15.

Statement of Directors' responsibilities for the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the group financial statements in accordance with UK-adopted international accounting standards and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group for that period. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

Report of the Directors (Continued)

Statement of Directors' responsibilities for the financial statements (continued)

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's and Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that:

- so far as each of the Directors is aware there is no relevant audit information of which the Company's and Group's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's and Group's auditor is aware of that information.

The directors are responsible for preparing the annual report in accordance with applicable law and regulations. The directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the company's performance, business model and strategy and is fair, balanced and understandable.

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

Auditor

Cooper Parry Group Limited ("Cooper Parry") are willing to continue in office in accordance with section 489 of the Companies Act 2006. A resolution to reappoint them will be proposed at the Annual General Meeting.

The report of the Directors was approved by the Board on 24 September 2024 and signed on its behalf by:

Stephen King
Director

Corporate Governance

Chairman's Introduction

The Group is committed to maintaining high standards of corporate governance. The Board recognises the importance of good corporate governance under AIM Rule 50 and is accountable to the Company's shareholders and stakeholders for its adoption throughout the Group. To facilitate this, we have adopted the Quoted Companies Alliance Corporate Governance Code 2018 (QCA Code).

This statement describes how the Group has complied with the ten high level principles set out in the QCA code.

1. Establish a strategy and business model which promote the long-term value for shareholders

The Board has established a core strategy to buy and build engineering companies in niche markets where we see consolidation opportunities; a strategy we call Pinpoint-Invest-Exit ("PIE") which seeks to promote long-term value for shareholders as set out within the Strategic Report page 4.

2. Seek to understand and meet shareholder needs and expectations

The Board attaches a high level of importance to maintaining good relationships with shareholders, whether they are institutions or private investors and all other stakeholders, representing them and promoting their interests, as well as being accountable to them for the performance and activities of the Group. The Board believes it is important to engage with its shareholders and aims to do this through presentations, conference calls, face-to-face meetings and the Annual General Meeting. Following the announcement of the Group's half-year and year-end results, presentations are made to analysts and major shareholders to update them on progress and invite them to ask questions.

The Board is updated on the latest shareholder information by the receipt of shareholder register movements, analyst reports and feedback from the Group's brokers, following investor road shows after half-year and year-end results.

The Board encourages all Directors to attend the Annual General Meeting as an opportunity to communicate directly with investors and actively encourages participative dialogue.

The Company provides contact details on its investor relations page on the Company's corporate website.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Board recognise that our customers, suppliers and employees are crucial to the Group's success. The Group's responsibilities, policies and controls on Health, Safety and Environment (HSE) and Social Responsibility including SECR are set in the Strategic Report pages 15 to 20.

We have established long-term relationships with key customers and suppliers. We encourage feedback from our employees to improve the culture and working environment of the Company and hold regular meetings to keep them informed on matters affecting them directly and on financial and broader economic factors affecting the Group. There are specific information channels in respect of health & safety matters. The Group has a proactive approach to health, safety and the environment and is committed to the highest practicable standards of safety and health management and the minimisation of adverse environmental impacts.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board's approach to risk is intended to protect the interests of our shareholders and other stakeholders whilst allowing the business to develop. Our risk appetite depends on the nature of an individual risk and it is considered in Board discussions and also as part of our risk review process in the Audit Committee. From time to time, we obtain advice from third party experts, in a cost-effective manner, to complement in-house knowledge.

The long-term success of the Group relies, in part, on managing the risks to our business. Whilst the Group has risk management policies and practices in place, which address and monitor risk, we seek to improve those practices each year. The Chief Financial Officer is responsible for risk management on behalf of the Board and the Audit Committee reviews the risk register on a regular basis. Ultimately, our aim is to ensure that risk management is embedded within the core processes of our business units.

The Group uses a risk register to help coordinate its risk management process. The risk register identifies the key business risks and documents the policies and practices in place to mitigate those risks.

We classify the principal risks to the business into three groups, namely, strategic risk, operational risk and financial risk. The principal risks identified by the Directors under these groups are set out in the Strategic Report pages 9 to 13. The risks considered during the Group-wide risk management process cover a wider range of issues than the key risks.

The Board, through the Audit Committee, reviews the operation and effectiveness of the systems of internal control throughout the accounting year and the period to the date of approval of the financial statements, although it should be understood that such systems are designed to provide reasonable, but not absolute assurance against material misstatement or loss. The Group's system of controls includes:

- A comprehensive budgeting system with annual budgets approved by the Directors. Monthly monitoring of actual results against budget and regular review of variances.
- Close involvement of Directors, who approve all significant transactions.
- Internal management rules which include financial and operating control procedures for all management of the Group.

Corporate Governance (Continued)

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation (continued)

- Identification and appraisal by the Board of the major risks affecting the business and the financial controls.
- Bank facilities and other treasury functions, which are monitored and policy changes approved by the Board.

The Board has considered the need for an internal audit function and concluded that this would not be appropriate at present due to the size of the Group.

5. Maintain the Board as a well-functioning, balanced team led by the chair

The Board of Avingtrans plc comprises of a Non-executive Chairman, two Executive Directors and three Non-executive Directors. The Board is chaired by R S McDowell and assisted by the Senior Independent Non-executive Director L J Thomas, who have primary responsibility for running the Board.

S McQuillan, has executive responsibilities for the remaining operations, results and strategic development of the Group. S M King is Chief Financial Officer and Company Secretary. The Board structure ensures that no individual or group dominates the decision making process.

The Non-executive Directors are considered to be independent of management and from any business relationship which could materially interfere with their independent judgement. The Senior Independent Non-executive Director is available to shareholders if they have concerns.

The Board meets regularly with no less than ten such meetings held in each calendar year rotating locations around different business units. There is a formal schedule of matters specifically reserved to the Board for its decision to enable it to manage overall control of the Group's affairs. Management has an obligation to provide the Board with appropriate and timely information to enable it to discharge its duties. The Chairman ensures that all Directors are properly briefed on issues arising at Board meetings.

The Nominations Committee is responsible for monitoring and reviewing the membership and composition of the Board, including the decision to recommend the appointment, or to re-appoint a director.

The Company's Articles of Association ensure Directors retire at the third Annual General Meeting after the Annual General Meeting at which they were elected and may, if eligible, offer themselves for re-election.

R S McDowell chairs the Nominations Committee, L J Thomas chairs the Audit Committee, J S Clarke chairs the Remuneration Committee and J S Reedman chairs the ESG Committee. The Non-executive Directors and the Chairman are members of all the above committees.

During the 2024 financial year, board attendance was as follows:

	Meetings held	Meetings attended	Attendance %
Roger McDowell	9	8	89
John Clarke	12	12	100
Les Thomas	12	12	100
Jo Reedman	12	12	100
Steve McQuillan	12	12	100
Stephen King	12	12	100

6. Ensure that between them the directors have the necessary up-to-date experience and capabilities

The Board reviews its configuration to ensure it has the skills and oversight capability in key markets on a regular basis, strengthening our ability to leverage shareholder value via the PIE strategy.

All new Directors receive a full, formal and tailored induction on joining the Board, including meetings with senior management and advisers and visits to the Group's operational locations. Training requirements are reviewed periodically, and appropriate refreshers scheduled.

The Board calendar is planned to ensure that Directors are briefed on a wide range of topics throughout the year and meetings are rotated around business units, to ensure the Non-Executive Directors have the opportunity to visit sites and discuss aspects of the business with employees.

All Directors have access to the services of the Company Secretary and may take independent professional advice at the Group's expense in the furtherance of their duties.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Chairman reviews the Board's annual performance and measures its effectiveness and that of its Committees. Each Board/Committee member completes an assessment, which provides numeric scoring against specific categories. Each Board/Committee member also provides recommendations for improvement of the effectiveness of the Board/Committee.

The criteria for effectiveness include assessing:

- Board/Committee composition (including succession planning);
- Board/external reporting and information flows;
- Board Process, Internal Control & Risk Management;
- Board Accountability;
- Executive management effectiveness;
- Standards of Conduct.

Corporate Governance (Continued)

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement (continued)

Alongside this review each Director receives an appraisal. The Chairman conducts appraisals in respect of the Group Chief Executive and Non-Executive Directors; the Non-Executive Directors (following discussions with the other Directors) conducts the Chairman's appraisal; and the Group Chief Executive conducts appraisals in respect of the other Executive Directors.

8. Promote a corporate culture that is based on ethical values

Culture

The Group has a strong ethical culture based upon its Code of Ethics and the Group values Integrity, Quality and Agility. The Group's reputation is built on our values, the values of our employees, and our collective commitment to acting at all times with integrity.

Part of the work of the Audit & Risk Committee involves reviewing the Group Whistle-Blowing Policy, by which employees of the Group may, in confidence, raise concerns about possible financial or other improprieties.

The Board's corporate governance structures are reviewed as part of the Board and Committee effectiveness process described above.

Compliance with laws

The Group has systems in place designed to ensure compliance with all applicable laws and regulations and conformity with all relevant codes of business practice.

Compliance with the Bribery Act 2010 involves an Anti-Corruption Policy and a Group Whistle-blowing Policy. Training is given to all appropriate employees through the use of online tools, to ensure that there is full understanding of the Bribery Act 2010 and awareness of the consequences of not adhering to Group policies.

The Group has taken the appropriate steps to comply with the provisions of the Market Abuse Regulation and the Modern Slavery Act. The Group has also taken appropriate steps to comply with the General Data Protection Regulation (GDPR) and has appointed a Data Protection Officer, who is responsible for managing information governance and implementing the requirements of GDPR.

Safety, health and environment

The Group has a proactive approach to Safety, Health and the Environment and is committed to the highest practicable standards of safety and health management and the minimisation of adverse environmental impacts.

The Board ensures that Health and Safety issues for employees, customers and the public are of foremost concern in all Group activities. The Group Chief Executive, supported by external advice, is charged with overall responsibility. The Group encourages both internal and external training through a formal network of full-time officers and Health and Safety nominated "champions" at all levels. Statistical analysis is used to highlight any areas where additional training or improved working practices would be beneficial, and positive action is promptly implemented. All divisions have formulated safety management systems.

Insider trading

The Board has appropriate policies and procedures in place to guard against insider trading by employees including Directors. Appropriate clearances are required in order that trades can be made and all applicable employees are made aware of relevant close periods prior to financial results being announced.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board

Please see details above at "5. Maintain the Board as a well-functioning, balanced team led by the chair" and has a schedule of matters which are specifically reserved for its decision.

Board Committees

The Board has four Committees that assist in the discharge of its responsibilities:

- Remuneration;
- Audit & Risk;
- Nominations; and
- ESG.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on the Group's framework of executive remuneration and its cost. The Committee determines the contract terms, remuneration and other benefits for each of the Executive Directors, including performance-related bonus schemes, pension rights and compensation payments. The Board itself determines the remuneration of the Non-Executive Directors. The Remuneration Committee comprises the Non-Executive Directors. Further details on the composition and work of the Remuneration Committee are set out in the Remuneration Report on pages 30 to 31.

Audit & Risk Committee

The Audit & Risk Committee comprises the Non-Executive Directors. The Committee meetings are also attended, by invitation, by the Chief Executive and Group Finance Director. The Committee meets no less than two times annually.

Corporate Governance (Continued)

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board (continued)

The Committee is responsible for reviewing a wide range of financial reporting and related matters including the annual accounts before their submission to the Board. The Committee is required to focus in particular on critical accounting policies and practices adopted by the Group, and any significant areas of judgment that materially impact reported results. It is also responsible for monitoring the internal controls that are operated by management to ensure the integrity of the information reported to the shareholders.

The Committee provides a forum for reporting by the Group's external auditors, and advises the Group Board on the appointment, independence and objectivity of the external auditors and on their remuneration both for statutory audit and non-audit work. It also discusses the nature, scope and timing of the statutory audit with the external auditors.

Nominations Committee

The Nominations Committee is responsible for reviewing the structure, size and composition required of the Board when compared to its current position, and it makes recommendations to the Board with regard to any changes. It considers and reviews succession planning for Board Directors, taking into account the challenges and opportunities facing the Company. It identifies and nominates for Board approval suitable candidates to fill Board vacancies as and when they arise, and it keeps under review both the Executive and Non-Executive leadership needs of the Company to enable the Company to compete effectively in the marketplace and to ensure it has the skills and oversight capability in our key.

The Nominations Committee also has responsibility for overseeing the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association.

Environmental, Social and Governance (ESG) Committee

The ESG Committee plays a crucial role in supporting the Board by helping to define and regularly review Avingtrans' ESG (Environmental, Social, and Governance) strategy. It oversees the setting of objectives and key performance indicators for ESG matters, ensuring that essential metrics are monitored and reported. The committee is responsible for developing and regularly reviewing policies, practices, targets, and initiatives related to ESG activities, ensuring these are effective, up to date, and aligned with industry best practices.

Additionally, the committee provides oversight of the management of ESG matters, ensuring compliance with relevant legal and regulatory requirements, corporate governance principles, and industry standards. It reports on ESG-related issues to the Board and, where appropriate, makes recommendations for improvement. The committee also has a duty to communicate with the Company's shareholders regarding its activities and remit, ensuring transparency in its actions.

Executive Management Committee

The Board is supported by Executives, who meet at least quarterly to review performance and governance for the Group and regularly perform site visits. A well-defined delegation of authority matrix enables the divisional management teams to operate with a degree of autonomy at a business unit level.

Evolution of governance framework

The Board continuously monitors its composition and governance framework, taking into account effectiveness and the Company's plans for future growth.

10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and relevant stakeholders

The corporate governance principles are set out in this statement governance above and the performance of the Company is set out in the Strategic Report page 4.

The Board maintains an active dialogue with both its institutional and private investors and stakeholders through the Annual Report, full-year and half-year announcements, the Annual General Meeting, General Meetings and one-to-one meetings with larger existing, or potential new shareholders. In addition, we are now seeking to keep smaller shareholders better informed by reaching out through appropriate communications channels (eg Vox Markets).

The Board encourages all Directors to attend the Annual General Meeting as an opportunity to communicate directly with investors and actively encourages participative dialogue.

The Company provides a full range of corporate information (including all Company announcements, Annual and half year Statements and presentations, contact details) to shareholders, investors and the public on the Company's corporate website.

The results of the proxy votes for the Company's previous Annual General Meeting on 16 November 2023 were published through RNS.

Roger McDowell
Chairman
24 September 2024

Report of the Directors on Remuneration

Composition

The Remuneration Committee during the period comprised J S Clarke (Chairman), R S McDowell, L J Thomas and J S Reedman.

Principal function

The remuneration packages, including contract periods of Executive Directors and senior management, are determined by the Remuneration Committee. It ensures that the remuneration packages are appropriate for their responsibilities, taking into consideration the overall financial and business position of the Group. The remuneration of R S McDowell is determined by the Non-executive Directors.

Avingtrans Remuneration Principles

Our remuneration principles are driven by the idea that executive remuneration should be simple and straightforward. Additionally, it should support the delivery of the Pinpoint-Invest-Exit (PIE) strategy and pay only for results when we exit businesses at an enhanced shareholder value. Our remuneration structure has the following attributes:

- The base salary, benefits and annual bonus of the executive Directors are positioned around the average for our peer group on AIM, relative to our scale.
- Long-term incentives are directly aligned to shareholders' interests, by linking remuneration specifically to the creation of shareholder value.

The Group's PIE strategy is well known to our shareholders. The Committee believes that the strategy should be linked to the Directors' Remuneration. This means that the base salaries for the executive Directors are set as above, but with a weighting towards long-term incentives. These incentives reward Directors only for significant outperformance and where shareholders also share in the resulting gains. Specifically:

- The executive Directors and the Chairman are aligned with shareholders, as material investors in Avingtrans.
- Management are incentivised to maximise returns for shareholders in two ways:
  - Via awards of share options, which are again pegged at around the average award level for our peer group on AIM and which can only be exercised on the achievement of substantial share price growth.
  - By means of Exit bonus elements, which only trigger on the disposal of businesses and which are calculated as a percentage of the shareholder value enhancement for that asset – ie taking account of the initial investment on acquisition, any additional investment during the period that the business is owned by Avingtrans and the disposal proceeds, net of costs.

Base salary and benefits

The Committee sets the salary of each Executive Director by reference to the responsibility of the position held, performance of the individual and external market data. Salaries are reviewed annually.

Annual performance related bonus

The Company operates a bonus scheme for its Directors which enables it to attract and retain high calibre senior management personnel who make a major contribution to the financial performance of the Group. Bonuses paid under the scheme are accrued under the annual bonus plan approved by the Remuneration Committee. The plan is based on various financial metrics around cash and financial performance.

Divisional Long-term incentives

The Committee has instigated long-term incentives for divisional senior management which align this cohort with shareholders, since they are based purely on performance and on the increase in value of the Group – ie:

- Via awards of appropriate share options, such as using a standard "CSOP" HMRC-approved scheme.
- By means of Exit bonuses as noted above.

Exit bonus arrangements are intended to incentivise Directors and senior managers to create value for the Group and our shareholders. These bonus elements only pay out if a material exit has occurred and if substantial shareholder added value is the result. The Board has ultimate control of Exit timing, to ensure that optimum value is achieved.

Share options

The Committee is responsible for approving grants of share options to the Executive Directors. Options may be exercised between three and ten years from the date the option is granted but only if certain performance criteria are satisfied, as set out on page 31.

Report of the Directors on Remuneration (Continued)

Pensions

The Company is responsible for the contributions to the defined contribution schemes selected by the Executive Directors. There were no contributions paid in the year (2023: £Nil) for Executive Directors (note 7).

Service agreements

R S McDowell, S McQuillan and S M King have service contracts which are terminable on 12 months' notice by either party. The Committee consider that these contracts are in line with the market.

Non-executive Directors

Non-executive Directors' remuneration is reviewed by all members of the Board other than the Non-executive Director under review and takes the form solely of fees. L Thomas, J Clarke and J Reedman have a letter of appointment terminable on three months' notice by either party.

Compensation for loss of office

There are no predetermined special provisions for Executive or Non-executive Directors with regard to compensation in the event of loss of office. The Remuneration Committee considers the circumstances of individual cases of early termination and determines compensation payments accordingly with the aim not to reward poor performance.

Directors' emoluments

Details of the remuneration of all Directors are set out in note 7 to the financial statements.

Share options

Details of the share options of all Directors are as follows:

	Date of grant	*At 1 June 2023 £*	*Granted*	*Exercised*	*At 31 May 2024 £*	*Weighted average exercise price £*
Executive:						
S McQuillan	21/12/2016	434,750	–	–	434,750	1.930
	17/12/2019	175,000	–	–	175,000	2.670
	24/11/2020	180,000	–	–	180,000	2.880
	29/11/2021	180,000	–	–	180,000	4.025
	26/01/2023	180,000	–	–	180,000	4.100
	21/11/2023	-	180,000	–	180,000	3.900
		1,149,750	180,000	–	1,329,750	3.000
S M King	21/12/2016	314,750	–	–	314,750	1.930
	17/12/2019	155,000	–	–	155,000	2.670
	24/11/2020	160,000	–	(10,400)	149,600	2.880
	29/11/2021	160,000	–	–	160,000	4.025
	26/01/2023	160,000	–	–	160,000	4.100
	21/11/2023	–	160,000	–	160,000	3.900
		949,750	160,000	(10,400)	1,099,350	3.071

The share options are exercisable between three and ten years from the date of grant if the growth in adjusted basic earnings per share of Avingtrans plc during the three years between grant date and vesting date is at least equal to the increase in the Retail Price Index during the same period.

John Clarke
Chairman of the Remuneration Committee
24 September 2024

Independent Auditor’s Report to the Members of Avingtrans plc

Opinion

We have audited the financial statements of Avingtrans plc (“the parent company”) and its subsidiaries (“the Group”) for the year ended 31 May 2024 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statement of Cash Flows, and the Notes to the Annual Report, including a summary of accounting policies. The financial reporting framework that has been applied in the preparation of the Group and parent company financial statements is applicable law and UK-adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of the Group’s and of the parent company’s affairs as at 31 May 2024 and of the Group’s profit for the 52 weeks then ended;
- the Group and parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor’s responsibilities for the audit of the statutory financial statements section of our report.

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the statutory financial statements in the UK, including the FRC’s Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

An overview of the scope of our audit

We adopted a risk-based audit approach. We gained a detailed understanding of the Group’s business, the environment it operates in and the risks it faces. The key elements of our audit approach were as follows:

The audit team evaluated each component of the Group by assessing its materiality to the Group as a whole. This was done by considering the percentage of total Group assets, liabilities, revenues and profit before taxes which each component represented. From this, we determined the significance of the component to the Group as a whole and devised our planned audit response. In order to address the audit risks described in the key audit Matters section and our wider risk assessment, we performed a full scope audit of the financial statements of the parent company, Avingtrans plc, and all other trading component entities in the UK and Hayward Tyler Inc.

We also performed substantive procedures on the key audit matters identified at the Group level in Energy Steel Inc, Hayward Tyler Pumps (Kunshan) Co Limited and Magnetica Limited.

Of the Group’s subsidiaries, we subjected all material UK subsidiaries to audit. For any significant components which exceeded 15% turnover, profit before tax and net assets, we sought Group reporting from component auditors and reviewed their audit files. There were three companies that had one or more individual items that were significant to the Group and specific audit procedures were conducted. All remaining subsidiaries, which individually contributed to less than 15% turnover, profit before tax and net assets were subject to analytical procedures and we investigated any material or unusual variances.

Conclusions relating to going concern

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. Our evaluation of the Directors’ assessment of the entity’s ability to continue to adopt the going concern basis of accounting included:

- reviewing management’s cash flow forecasts for a period of 12 months from the date of approval of these financial statements; and
- reviewing results post year end to the date of approval of these financial statements and assessment against original budgets.

From our work we noted that forecasts support the Directors’ view that the Group will continue to be able to meet its liabilities as they fall due.

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 ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Independent Auditor’s Report to the Members of Avingtrans plc (Continued)

Conclusions relating to going concern (continued)

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our 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) we identified, 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 were addressed in the context of our audit of the statutory financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

Matter

The Group has material revenue from contracts with customers which are required to be tested for accuracy and completeness in accordance with International Financial Reporting Standard 15 ‘Revenue from Contracts with Customers’ (IFRS 15). Revenue from contracts with customers has been tested by reference to their completion percentage of the contract. Revenue on contracts is recognised based on progress towards satisfaction of performance obligations included in the contracts undertaken, by reference to costs incurred as a percentage of total expected costs. There is judgement involved in determining the percentage completion as well as in estimating the expected outcome of the contract, both in terms of costs to complete and consideration to be received, resulting in a greater risk of error. The risk is more pronounced for contracts which are incomplete at the year end as changes to these estimates and judgements could give rise to material variances in the amount of revenue recognised at the year end. Given the above, there is a risk that revenue is not accounted for appropriately.

Response

Using a variety of quantitative and qualitative criteria we selected a sample of contracts across the Group to assess and challenge the most significant contract assumptions. These criteria included total project value and percentage completion. Our procedures included:

- Assessing and testing historical accuracy of cost and revenue budgeting to gain comfort regarding those contracts in progress at the year end to assess the reasonableness of revenue recognised in the current year.
- Testing allocation of costs to contracts and completeness of costs with reference to third party confirmations.
- Vouching details to signed contracts and meeting with contract managers responsible for assessing the level of completion of contracted work to gain an understanding and obtaining further evidence to support judgements.
- Reviewing post year end contract performance and cash receipts in relation to that contract together with performance updates from the prior year to assess accuracy of budgeting.
- Recalculating the expected accrued or deferred income balance where appropriate.
- Testing reconciliations between data provided by project teams and journals posted to the nominal ledger.

Based on our audit procedures we concluded that revenue and profit had been recognised appropriately and in accordance with IFRS 15 in the sample of contracts we assessed.

Valuation of Goodwill and Intangible Fixed Assets

Matter

The Group has material goodwill and other intangible fixed assets balances which are required to be tested for impairment on an annual basis in accordance with International Accounting Standard 36 ‘Impairment of Assets’ (IAS 36). Both goodwill and intangible fixed assets have been tested by reference to their value in use. Valuations of this nature are inherently subjective and involve a high degree of estimation, for example over future cash flows of the Group, discount rates applied to those cash flows and terminal growth rates. This gives rise to an increased risk of error in the calculation of value in use and therefore in the overall impairment assessment. For the additional goodwill created in the year as a result of the two acquisitions, there is a risk that the goodwill value has been calculated incorrectly.

Management have prepared a detailed impairment review of the intangible assets held by each cash generating unit (“CGU”) within the Group, which identified a nil impairment charge and showed significant headroom when comparing the carrying amount to the recoverable amount.

Independent Auditor’s Report to the Members of Avingtrans plc (Continued)

Valuation of Goodwill and Intangible Fixed Assets (continued)

Response

We have performed audit procedures on management’s impairment assessment, including the following procedures:

- Testing of the integrity of the cash flow model and the methodology applied.
- Assessing key assumptions including future cash flows, discount rates and growth rates, including sensitivity of these assumptions and assessing the discount rate against supporting documentation and evidence.
- Agreeing future cash flows to Board approved budgets and considering the appropriateness of these budgets by reference to historical performance of the Group, including comparing budgeted results to forecast results.
- For additions to goodwill and intangible fixed assets during the year, agreed these through to supporting evidence (including share/asset purchase agreements and internal labour costs capitalised) and assessed the assumptions used within the model.

Based on our audit procedures we concluded that the model itself, the methodology, the forecasts and the assumptions used in the calculation were appropriate and we further concluded that management’s impairment review model was reasonable. We also found that the additional balances created upon the acquisition of Adaptix Limited and Slack & Parr, appear reasonable.

Materiality

The materiality for the Group statutory financial statements as a whole was set at £1,366,000. This has been determined with reference to a benchmark of the Group’s revenue, which we consider to be an appropriate measure for a Group of companies such as these. Materiality represents approximately 1% of Group revenue. In determining the level of testing to be performed during our audit work, we used performance materiality of £1,093,000.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £68,000, in addition to other identified misstatements that warranted reporting on qualitative grounds.

The materiality for the parent company financial statements as a whole was set at £1,092,000 and performance materiality was £874,000. This has been determined with reference to the parent company’s net assets, which we consider to be an appropriate measure for a holding company with investments in trading subsidiaries.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information and, except as explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identity such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors’ report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors’ report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors’ report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

Independent Auditor's Report to the Members of Avingtrans plc (Continued)

Matters on which we are required to report by exception (continued)

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

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 25, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and 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 and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 auditor's 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:

Our assessment focused on key laws and regulations the Group has to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, UK-adopted international accounting standards, and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to detecting irregularities included, but was not limited to, the following:

- obtaining an understanding of the legal and regulatory framework applicable to the Group and the parent company and determined that the most significant which are directly relevant to specific assertions in financial statements are those related to the financial reporting framework, being UK adopted international accounting standards in conformity with the Companies Act 2006;
- obtaining an understanding of the entity's policies and procedures and how the entity has complied with these, through discussions and sample testing;
- obtaining an understanding of the entity's risk assessment process, including the risk of fraud;
- designing our audit procedures to respond to our risk assessment; and
- performing audit testing over the risk of management override of controls. Our audit procedures involved:
    - testing of journal entries with a focus on manual journals and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias, specifically in relation to revenue, warranty provision and the defined benefit pension scheme asset;
    - evaluating the business rationale of significant transactions outside the normal course of business;
    - challenging assumptions and judgements made by management in its significant accounting estimates, specifically those in relation to the costs of completion for contracts, impairment of intangible assets, warranty provision and the defined benefit pension scheme asset.
- The engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify and recognise non-compliance with laws and regulations through the following:
    - Understanding of, and practical experience with, audit engagements of a similar nature and complexity, though appropriate training and participation; and
    - Knowledge of the industry in which the client operates.

Independent Auditor's Report to the Members of Avingtrans plc (Continued)

Auditor's responsibilities for the audit of the statutory financial statements (continued)

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from fraud may involve collusion, deliberate concealment, forgery, or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statement, the less likely we could become aware of it.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Katharine Warrington
(Senior Statutory Auditor)
For and on behalf of

Cooper Parry Group Limited
Statutory Auditor
Sky View
Argosy Road
East Midlands Airport
Castle Donington,
Derby
DE74 2SA
24 September 2024

Principal Accounting Policies

Basis of preparation

The consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards and those parts of the Companies Act 2006 that are relevant to companies which apply UK-adopted international accounting standards. The Company has elected to prepare its Parent Company financial statements in accordance with UK-adopted international accounting standards also, these are presented alongside the Group Disclosures throughout the accounts. As detailed in the Report of the Directors, the Directors continue to adopt the going concern basis on preparing the financial statements and accounts.

The consolidated financial statements are presented in sterling and all values are rounded the nearest thousand (£'000) except where otherwise indicated.

The Group's financial statements have been prepared on a going concern basis, as discussed in the Director's Report on page 22.

The following Standards and Interpretations, which are relevant to the Group but have not been applied during the year, were in issue but not yet effective, none are expected to have a material impact on the financial results:

Framework	Pronouncement		Effective date
IAS	Classification of liabilities as current or non-current	Amendments to IFRS 1	Financial period commencing on/after 1 January 2024
IAS	Non-current liabilities with covenants	Amendments to IAS 1	Financial periods commencing on/after 1 January 2024

New standards adopted

There are no adjustments required to be made to the Company's financial statements as a result of any new standards, amendments and IFRIC interpretations.

Significant accounting policies

Basis of consolidation

The Group financial statements consolidate those of the Company and all of its subsidiary undertakings drawn up to 31 May 2024. A subsidiary is an entity controlled by the Group. Control exists when the Group has power over an entity, exposure to variable returns from its involvement with an entity and the ability to use its power over an entity so as to affect the Group's returns. Subsidiaries are consolidated in accordance UK-adopted international reporting standards and IFRS 10 Consolidated Financial Statements. Where a subsidiary has a non-controlling interest, the share of net assets or liabilities of subsidiaries held by third parties is presented separately within equity in the statement of financial position. The Group typically obtains and exercises control of its subsidiaries through voting rights. Employee Benefit Trusts ("EBT") are consolidated on the basis that the parent has control as it bears the risks and rewards of having established the trust, thus the assets and liabilities of the EBT are included on the Group balance sheet and shares held by the EBT in the Company are presented as a deduction from equity.

All intra-group transactions have been eliminated on consolidation. Unrealised gains on transactions between the Group and its subsidiaries are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Profit or loss from discontinued operations

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or
- is a subsidiary acquired exclusively with a view to resale.

Profit or loss from discontinued operations, including prior year components of profit or loss, is presented in a single amount in the income statement. This amount, which comprises the post-tax profit or loss of discontinued operations and the post tax gain or loss resulting from the measurement and disposal of assets classified as held for sale, is further analysed in note 36. The disclosures for discontinued operations in the prior year relate to all operations that have been discontinued by the reporting date of the latest period presented.

Principal Accounting Policies (Continued)

Business combinations

Business combinations are accounted for by using the acquisition method. The acquisition method involves the recognition at fair value of all identifiable assets and liabilities, including contingent liabilities of the acquired business, at the acquisition date, regardless of whether or not they were recorded in the financial statements prior to acquisition. On initial recognition, the assets and liabilities are included in the consolidated balance sheet at their fair values, which are also used as the basis for subsequent measurement in accordance with the Group accounting policies.

Goodwill recognised on business combinations is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) the fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquiree and c) the acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (ie gain on a bargain purchase) is recognised in profit or loss immediately.

Acquisition costs are expensed through the income statement as incurred.

An intangible asset acquired in a business combination is deemed to have a cost to the Group equal to its fair value at the acquisition date. The fair value of the intangible asset reflects market expectations about the probability that the future economic benefits embodied in the asset will flow to the Group.

For technology-based intangible assets that are still under construction, we have applied the replacement cost method. This method considers the cost that would be incurred to replace the asset with a similar one. The replacement cost method is deemed appropriate in this context, given that the technology intangibles are still in the development phase and there is no active market or other readily observable inputs to determine fair value.

Goodwill

Goodwill represents the future economic benefits arising from business combinations that are not individually identified and separately recognised. Goodwill is capitalised and reviewed annually for impairment. Goodwill is carried at cost less accumulated impairment losses.

There is no re instatement of goodwill that was amortised prior to transition to IFRS. Goodwill previously written off to reserves is not written back to the income statement on subsequent disposal.

Revenue

Contract Revenue

The Group recognises revenue under IFRS 15. Revenue is recognised when control of the goods or services transfers to the customer. The Group applies the following five step framework when recognising revenue.

Step 1: Identify the contracts with customers
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognise revenue

At the inception of the contract, the Group assesses the goods or services that have been promised to the customer, and identifies as a performance obligation: :

- a good or service (or bundle of goods or services) that is distinct;
- or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Contracts often contain a bundle of goods and services (i.e. a motor with an installation). We determine if a good or service is distinct where both of the following criteria are met:

- the customer can benefit from the good or service on its own or in conjunction with other readily available resources; and
- the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

The criteria the Group uses to identify the performance obligations within a contract are:

- the customer must be able to benefit from the goods or services either on its own or in combination with other resources available to the customer; and
- the entity's promise to transfer the good or service to the customer is separable from other promises in the contract.

Principal Accounting Policies (Continued)

Revenue (continued)

Contract Revenue (continued)

The transaction price is the value that the Group expects to be entitled to from the customer and includes discounts, rebates, credits, price concessions, incentives, performance bonuses, penalties and liquidated damages, but is not reduced for bad debts. It is net of any Value Added Tax (VAT) and other sales related taxes. Variable consideration that is dependent on certain events is included in the transaction price when it is “highly probable” that the variable consideration will occur and it is highly probably no significant reversal will occur.

Once the group determines that a contract will be loss-making, by reviewing future estimate costs and profit margins, full provision is made for losses on all contracts in the year in which they are first foreseen.

Future variable revenue from long-term contracts is constrained to take account of the risk of non-recovery of resulting contract balances from failure to achieve the respective conditions (e.g. failure to meet a delivery date). When assessing whether variable consideration is constrained, management use all available information including both historical performance and the status of ongoing projects. Revenue is recognised over time as the product is being manufactured or a service being provided if any of the following criteria are met:

- The Group is creating a bespoke item which doesn’t have an alternative use to the Group and the entity has a right to payment for work completed to date including a reasonable profit.
- The customer controls the asset that is being created or enhanced during the manufacturing process i.e. the customer has the right to significantly modify and dictate how the product is built during construction.
- Services provided where the customer simultaneously receives and consumes the benefits provided as the Group performs.

Judgement is made when determining if a product is bespoke and the value of revenue to recognise over time as products are being manufactured. To calculate the amount of revenue to be recognised the Group apply a percentage of completion method. This method calculates revenue by multiplying the contract revenue by the percentage of costs incurred relative to total estimated costs.

If the criteria to recognise revenue over time is not met then revenue is recognised at a point in time when the customer obtains control of the asset and the performance obligation is satisfied. The customer obtains control of the asset when the customer can direct the use of the asset and obtain the benefits from the asset. The majority of revenue across all our operating segments is currently recognised at a point of time, however this can vary depending on the nature of the contracts in any year.

Significant original equipment contracts can take up to 12 months to complete from the start of the manufacturing process. As the period of time between customer payment and performance will always be one year or less, the Group applies the practical expedient in IFRS 15.63 and does not adjust the promised amount of consideration for the effects of financing.

In obtaining contracts, the Group may incur a number of incremental costs, such as commissions paid to sales staff. As the amortisation period of these costs, if capitalised, would be less than one year, the Group makes use of the practical expedient in IFRS 15.94 and expenses them as they incur.

A contract asset/liability is recognised where payment is received in arrears/advance of the revenue recognised in meeting performance obligations.

Non-contract revenue

Factors the Group considers when determining the point in time when control of the asset has passed to the customer and revenue recognised include:

1. The Group has a right to payment;
2. Legal title is transferred to the customer;
3. Physical possession of the asset has been transferred to the customer;
4. The customer has the significant risks and rewards of ownership; and
5. The customer has accepted the asset.

Control normally passes and revenue recognised when the goods are either dispatched or delivered to the customer (in accordance with the terms and conditions of the sale) or the installation and testing is completed.

Dilapidations

When there is reasonable certainty of the cash outflow in respect of dilapidations this is provided for within accruals in the financial statements. Where there is significant uncertainty in respect of the amount or timing of the payment of dilapidations, this is included within provisions.

Principal Accounting Policies (Continued)

Dividends

Dividends are recognised when the shareholders right to receive payment is established. Dividend distributions payable to equity shareholders are included in "other short term financial liabilities" when the dividends are approved in a general meeting prior to the balance sheet date. Interim dividends are recognised when paid.

Exceptional items

Operating costs which are material by virtue of their size or incidence and are not expected to be recurring are disclosed as exceptional items. Exceptional costs comprise acquisition and restructuring costs as set out in note 4.

Non-underlying items

Non-underlying costs for the year include amortisation of acquired intangibles, share based payment charge, acquisition related expenses, and restructuring costs as set out in note 4.

Management uses a range of measures to monitor the group's performance. Management judgement has been used to determine those items that should be classified as 'Adjusted Earnings before interest, tax and amortisation' so to give a better understanding of the underlying trading performance of the group. In order to provide a trend of underlying performance, profit is presented excluding items which management consider will distort comparability, either due to their significant non-recurring nature or as a result of specific accounting treatment – these include: share based payment expense, acquisition costs, restructuring costs, amortisation of intangibles from business combinations and (gain)/loss on derivatives.

Property, plant and equipment

Property, plant and equipment is stated at cost, net of depreciation and any provision for impairment. Assets held under right of use assets are depreciated over their expected useful lives on the same basis as owned assets or, were shorter, over the term of the relevant lease.

Disposal of assets

The gain or loss arising on the disposal of an asset is determined as the difference between the disposal proceeds and the carrying amount of the asset and is recognised in the income statement. The gain or loss arising from the sale is included in administrative expenses in the income statement.

Depreciation

Depreciation is calculated to write down the cost less estimated residual value of all property, plant and equipment other than freehold land by equal annual instalments over their estimated useful economic lives. Land is not depreciated. The rates/periods generally applicable are:

Buildings	2.0% – 4.0%
Plant and machinery	6.7% – 20%
Equipment and motor vehicles	12.5% – 33%

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term.

Material residual value estimates are updated as required, but at least annually.

Impairment testing of goodwill, other intangible assets and property, plant and equipment

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors the related cash flows.

Goodwill, other individual assets or cash-generating units that include goodwill, and those intangible assets with an indefinite useful life are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. Discount factors are determined individually for each cash generating unit and reflect current market assessments at the time value of money and asset-specific risk factors. The discount rate for the AES division is 12.3% and for the MII division this is 13.3%.

Principal Accounting Policies (Continued)

Impairment testing of goodwill, other intangible assets and property, plant and equipment (continued)

If the impairment is subsequently reversed, the carrying amount, except for goodwill, is increased to the revised estimate of its recoverable amount but limited to the carrying amount that would have been determined had no impairment been recognised. Impairment losses in respect of goodwill are not reversed.

Leased assets

For any new contracts entered into the Group considers whether a contract is or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct ‘how and for what purpose’ the asset is used.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group’s incremental borrowing rate. The incremental borrowing rate has been determined by looking at historical borrowing rates and adjusting these to reflect the term of the lease, economic environment, and type of asset being leased. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised. Incremental borrowing rate applied to leases falls in the range of 3.3% – 8.3% depending on the nature, term and start date of the lease.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in income statement on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment.

Investments

Investments in subsidiary undertakings and participating interests are stated at cost less provision for impairment where necessary to reduce book value to recoverable amount. Cost is purchase price.

Investment income is recognised on a received basis.

Unlisted investments

Unlisted investments are measured at fair value through profit and loss. As quoted prices are unavailable, the Group assesses fair value by reference to share issues made by the investment entity during the period, adjusted to consider the timing of issues and other available information.

Principal Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of ordinarily interchangeable items are assigned using the first in, first out cost formula. Cost includes materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

Finance income/costs

Interest is recognised using the effective interest method, which calculates the amortised cost of a financial asset and allocates the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Taxation

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries is not provided if the reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit.

The tax rules in the numerous jurisdictions in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. All unused tax losses and credits have been recognised in the year as management believes that use of the deferred tax asset created is probable.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the consolidated income statement, except where they relate to items that are charged or credited to other comprehensive income or directly to equity in which case the related deferred tax is also charged or credited directly to other comprehensive income or equity.

The group has accounted for research and development expenditure tax credits above operating profit.

Intangible assets

i) Order book and customer relationships

Customer lists acquired in a business combination that qualify for separate recognition are recognised as intangible assets at their fair values.

The useful lives for these intangible assets are finite.

These intangible assets are amortised on a straight-line basis over the following periods:

- Order book - Period of order cover
- Customer relationships - Up to 10 years

The amortisation charge is shown within amortisation of intangibles in the income statement. If the asset is not in full use no amortisation is incurred until the asset is in full use.

Principal Accounting Policies (Continued)

Intangible assets (continued)

ii) Software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and install the specific software.

The useful lives for these intangible assets are finite.

Software is amortised over three years and the amortisation charge is shown within administrative expenses in the income statement.

iii) Brand

Brand is amortised on a straight line basis of between 10 and 15 years and the amortisation charge is shown within administrative expenses in the income statement. The useful lives for these intangible assets are finite.

iv) Internally generated development costs

Expenditure on research (or the research phase of an internal project) is recognised as an expense in the period in which it is incurred.

Other intangible assets include capitalised development costs incurred in the development of new products and process development. They are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful life. Management assess the useful life of group intangible assets to be in the range of three to ten years.

To distinguish any research-type project phase from the development phase, it is the Group's accounting policy to require a detailed forecast of sales or cost savings expected to be generated by the intangible asset. The forecast is incorporated into the Group's overall budget forecast as the capitalisation of development costs commences. This ensures that managerial accounting, impairment testing procedures and accounting for internally-generated intangible assets is based on the same data.

The Group's management also monitors whether the recognition requirements for development costs continue to be met and an assessment made of its recoverability. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems after the time of recognition.

Costs that are directly attributable to the development phase of technology are recognised as an intangible asset, provided they meet the following recognition requirements:

- completion of the intangible asset is technically feasible so that it will be available for use or sale
- the Group intends to complete the intangible asset and use or sell it
- the Group has the ability to use or sell the intangible asset
- the intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or for the intangible asset itself, or, if it is to be used internally, the asset will be used in generating such benefits
- there are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset, and
- the expenditure attributable to the intangible asset during its development can be measured reliably.

For a project meeting these criteria, subsequent costs incurred will be capitalised until the product or process is available for use, at which point amortisation commences on a straight line basis over the product's estimated useful life, generally 3 – 8 years. The useful lives for these intangible assets are finite. Where businesses are in start up or have a specific contract covering the amortisation then a period longer than 8 years could be used. Amortisation costs are shown within administrative expenses.

The development costs relating to Sellafield have been amortised on a per revenue basis over the total revenue for the duration of the contract.

Development costs not meeting the criteria for capitalisation are expensed as incurred.

The cost of internally generated development costs comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management. Directly attributable costs include employee costs incurred on project development along with an appropriate portion of relevant overheads.

Principal Accounting Policies (Continued)

Borrowing costs

Borrowing costs primarily comprise interest on the Group's borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, are capitalised as part of the cost of that asset when it is probable that they will result in future economic benefits and the costs can be measured reliably. All other borrowing costs are expensed in the period in which they are incurred and reported within "finance costs". No general borrowing costs have been capitalised in relation to qualifying assets.

Equity

Share capital represents the nominal value of shares that have been issued.

When the Company purchases its own shares, the consideration is deducted from equity (attributable to the Company's equity holders until the shares are either cancelled or issued) as an investment in own shares reserve. Such shares are held at cost.

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Capital redemption reserve represents the nominal value of shares cancelled.

Foreign currency translation differences arising on the translation of the Group's foreign entities are included in the translation reserve.

Merger reserve was created on the acquisition of Hayward Tyler Group PLC.

Other reserves were created on redemption of preference shares. The gain on disposal of non-controlling interest in subsidiary company regarding the Magnetica acquisition is also included here. Retained earnings include all current and prior period retained profits. It also includes charges related to share-based employee remuneration.

Retained earnings represents accumulated comprehensive income for the year and prior periods less dividends, less actuarial gains/losses arising on the remeasurement of the defined benefit pension scheme

All transactions with owners of the parent are recorded separately within equity.

Financial assets and liabilities

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

In the periods presented the Group does not have any financial assets categorised as FVOCI. The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented separately in the income statement.

Principal Accounting Policies (Continued)

Financial assets and liabilities (continued)

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method.

Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category.

Impairment of financial assets

IFRS 9 impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaced the 'incurred loss model' in IAS 39. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead, the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assesses impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due. Refer to Note 25 Financial Instruments for a detailed analysis of how the impairment requirements of IFRS 9 are applied.

The incremental costs of obtaining a contract are recognised as a contract asset when they are expected to be recovered from the customer. Subsequently, the asset is amortized over the contract life. As a practical expedient, incremental costs of obtaining a contract are expensed if the amortisation period would be one year or less.

Principal Accounting Policies (Continued)

Financial assets and liabilities (continued)

Exceptional expenses

Items are classified as exceptional where the Directors believe that presentation of the results in this way is useful in providing an understanding of the Group's financial performance. Exceptional items are identified by virtue of their size, nature or incidence.

In determining whether an event or transaction is exceptional, the Directors considers quantitative as well as qualitative factors such as the frequency or predictability of occurrence. Examples of exceptional items include the costs of acquiring a new subsidiary, share based payments, and restructuring costs.

Classification and measurement of financial liabilities

The Group's financial liabilities include trade payables, other payables, borrowings and lease liabilities. The Group has derivative financial instruments which can be either an asset or liability depending on the value of the underlying asset.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits held on call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Post-employment benefits, short-term employee benefits and share-based employee remuneration

Post employee benefits

Hayward Tyler Limited provides post-employment benefits through a defined benefit plan. This plan formed part of the business combination.

The Group provides post-employment benefits through defined benefit plans as well as various defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution. The contributions are recognised as an employee benefit expense when they are due.

Plans that do not meet the definition of a defined contribution plan are defined benefit plans. Under the Group's defined benefit plans, the amount of pension benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The asset recognised in the statement of financial position for defined benefit plans is the present value of the fair value of plan assets less the Defined Benefit Obligation (DBO) at the reporting date. The net surplus at the end of the year is £0.1 million (2023: £0.5 million) which is deemed recoverable and therefore recognised in full. The unconditional right condition in IFRIC14 is satisfied as the Company has an unconditional right to a refund of surplus after the last pensioner dies, assuming the Plan continues indefinitely.

Management estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Net interest expense on the net defined benefit liability is included in finance costs. Gains and losses resulting from remeasurements of the net defined benefit liability are included in other comprehensive income.

Principal Accounting Policies (Continued)

Post-employment benefits, short-term employee benefits and share-based employee remuneration (continued)

Short-term benefits

Short-term employee benefits, including holiday entitlement, are current liabilities included in pension and other employee obligations, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

Share-based employee remuneration

The Group operates equity-settled share-based remuneration plans for its key management personnel. None of the Group's plans are cash-settled.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values.

Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions.

All share-based remuneration is ultimately recognised as an expense in the income statement or an increase in investment in subsidiary with a corresponding credit to share-based payment reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any adjustment to cumulative share-based compensation resulting from a revision is recognised in the current period.

The number of vested options ultimately exercised by holders does not impact the expense recorded in any period.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

Foreign currencies

The individual Financial Statements of each Group entity are presented in the currency in the primary economic environment of which the entity operates (its functional currency). For the purposes of the consolidated financial statements, the results and financial position are presented in sterling (£). Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Foreign exchange gains and losses resulting from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the income statement. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Any exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded are recognised in profit or loss in the period in which they arise. Exchange differences on non-monetary items are recognised in other comprehensive income to the extent that they relate to a gain or loss on that non-monetary item recognised in other comprehensive income, otherwise such gains and losses are recognised in profit or loss.

The assets and liabilities in the financial statements of foreign subsidiaries and related goodwill are translated at the rate of exchange ruling at the balance sheet date. Income and expenses are translated at a rate which is considered to be approximate to the rate prevailing at the date of the transaction. The exchange differences arising from the retranslation of the opening net investment in subsidiaries are recognised in other comprehensive income and accumulated in the "translation reserve" in equity. On disposal of a foreign operation the cumulative translation differences are reclassified from equity to profit or loss when the gain or loss is recognised.

Segmental reporting

A segment is a distinguishable component of the Group that is engaged in business activities from which it may earn revenues and incur expenses whose operating results are regularly reviewed by the Chief Executive, who is considered to be the chief operating decision maker. The Chief Executive focuses on information by operating division and the Group has therefore identified reportable operating segments comprising Energy-AES and Medical-MII.

The Chief Executive also reviews information by geographical area and whilst this is considered supplementary to the operating information, it is disclosed in the financial statements to provide additional information.

Principal Accounting Policies (Continued)

Government grants

The group receives government grants for research and development, training and facilities.

A government grant is recognised only when there is reasonable assurance that (a) the Group will comply with any conditions attached to the grant and (b) the grant will be received.

A government grant relating to assets is presented either as deferred income or by deducting from the assets carrying amount. Where deferred income is recognised, it is subsequently released to the income statement over the expected useful lives of the relevant assets. Government grants in respect of assistance of a revenue nature are credited to the income statement in the same period as the related expenditure.

A government grant that becomes repayable shall be accounted for as a change in accounting estimate. Repayment of a grant shall be applied against any unamortised deferred credit in respect of the grant.

Stainless Metalcraft (Chatteris) Limited based in Chatteris, UK, was awarded £3.2m grant in 2021 from Cambridgeshire and Peterborough Combined Authority Local Growth Fund. The grant has been used to build an apprentice training school. As per IAS 20.24 the group has elected to net off the corresponding asset against the deferred income relating to the grant.

Adaptix receive various grants including from Innovate UK. £78k was received during FY24 for SIC coating project. Further grant income is recognised in the income statement from earlier grants received.

Provisions and contingent liabilities

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the Group and amounts can be estimated reliably. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events. Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has announced the plan's main features to those affected by it.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised, unless it was assumed in the course of a business combination.

Provisions for warranty work represent the estimated cost of work provided under the terms of the contracts with customers with reference to the length and unexpired portion of the terms provided. Warranty periods vary by product and typically have a range of 12 to 24 months.

Provisions for loss making contracts are the estimated total costs that exceed the total revenues from contracts that are in progress at the reporting date. These contracts are expected to complete in the next 12 months and the losses utilised.

Contingent consideration is initially measured at fair value at the acquisition date. Fair value is estimated by forecasting future cash flows and discounting them to reflect the time value of money. Discounting is subsequently unwound over the period, giving rise to interest expense in the income statement. Any subsequent changes in managements estimation of fair value is recognised as a gain or loss in the income statement.

Critical accounting judgements and key sources of estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgements

The are no significant judgements made by management in applying the accounting policies of the Group in the financial statements.

Estimation uncertainty

Information about estimates and assumptions that may have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Principal Accounting Policies (Continued)

Critical accounting judgements and key sources of estimation uncertainty (continued)

Revenue and margin on contracts

For sales of goods where we judge revenue should be recognised over time, the Group applies the percentage of completion method. This method calculates revenue by multiplying the contract revenue by the percentage of costs incurred relative to total estimated costs. Management assesses contract revenue using the expected value method which is based on the range of possible outcomes and the probabilities of each outcome. Estimates of the total contract cost take into consideration historical costs on similar products and services, which is then updated to take into consideration changes to supplier prices, movements in exchange rates, and managements latest view on remaining work required to complete a contract.

Deferred tax assets

Management have recognised a deferred tax asset based on expected losses expected to be utilised over the next 5 year period. The assessment of this utilisation is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Further details relating to deferred tax assets are in note 26.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which the goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and to apply a suitable discount rate in order to calculate present value. The assumptions and sensitivities applied by management in determining whether there is any impairment of goodwill are set out in note 12.

Recoverability of contract assets and trade receivables

Management estimate the recoverable amount of balances relating to ongoing contracts that are incomplete at the date of approval of the financial statements. In particular in relation to claims the Directors prepare a best estimate of the amount expected to be recovered at the balance sheet date by reference to ongoing negotiations with customers. Management periodically revisit the claim and their assessment of the amount expected to be recovered. Contract assets and trade receivables are detailed in note 18. The value of contract assets at 31 May 2024 was £28.3m. Intercompany balances and investments held by the Company have been reviewed by Management by reviewing future cash flows and despite recent stress in macro economic conditions are still considered to be recoverable.

Warranties

The amount recognised for warranties for which customers are covered for the cost of repairs is estimated based on management's past experience, current knowledge and future expectation that defects may arise. The value of warranty provisions at 31 May 2024 was £1.2 million (note 20).

Defined benefit pension liability

Management estimates the defined benefit pension liability annually with the assistance of independent actuaries; however, the actual outcome may vary due to estimation uncertainties. The estimate of its defined benefit pension gross liability of £8.4 million (2023: £8.4 million) is based on standard rates of inflation and mortality. The estimate does not include anticipation of future salary increases as there are no members with benefits related to future salary progression. Discount factors are determined close to each period end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. Estimation uncertainties exist particularly with regard to medical cost trends, which may vary significantly in future appraisals of the Group's defined benefit pension obligations. The value of the defined benefit pension asset at 31 May 2024 was £0.1 million (2023: £0.5million). Further details of the pension scheme are in note 29.

Impairment of intangible assets

The Group carries development costs recognised as an intangible asset on its balance sheet. Capitalised intangible costs are amortised on a straight-line basis, which commences when the Group is expected to benefit from cash inflows. A key estimate is required in determining the useful economic life over which each asset is to be amortised, with current time frames ranging from five to fifteen years.

Consolidated Income Statement

For the year ended 31 May 2024

	Note	***2024 £'000***	*2023 £'000*
Revenue	**2**	**136,615**	116,437
Cost of sales		**(92,573)**	(78,137)
Gross profit		**44,042**	38,300
Distribution costs		**(3,663)**	(4,458)
Administrative expenses		**(34,743)**	(25,866)
Operating profit before amortisation of acquired intangibles, other non-underlying items and exceptional items		**8,167**	9,452
Amortisation of acquired intangibles	**13**	**(819)**	(993)
Share based payment	**28**	**(324)**	(237)
Acquisition costs	**36**	**(347)**	(14)
Restructuring costs		**(1,041)**	(232)
Operating profit	**2**	**5,636**	7,976
Finance income	**5**	**364**	109
Finance costs	**6**	**(1,175)**	(609)
Profit before taxation	**3**	**4,825**	7,476
Taxation	**9**	**(1,180)**	(1,246)
Profit after taxation from continuing operations		**3,645**	6,230
Profit after taxation from discontinued operations	**36**	**–**	(1,168)
Profit for the financial year		**3,645**	5,062
Profit is attributable to:			
Owners of Avingtrans PLC		**3,662**	5,194
Non-controlling interest	**37**	**(17)**	(132)
Total		**3,645**	5,062
Earnings per share:			
From continuing operations			
– Basic	**11**	**11.1p**	19.4p
– Diluted	**11**	**10.9p**	18.9p
From continuing and discontinuing operations			
– Basic	**11**	**11.1p**	15.7p
– Diluted	**11**	**10.9p**	15.3p

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	***2024 £'000***	*2023 £'000*
Profit for the year	**3,645**	5,062
Items that will not be subsequently be reclassified to profit or loss		
Remeasurement of defined benefit liability (note 29)	**(493)**	(1,388)
Income tax relating to items not reclassified	**123**	347
Items that may/will subsequently be reclassified to profit or loss		
Exchange differences on translation of foreign operations	**(667)**	(579)
Total comprehensive income for the year attributable to equity shareholders	**2,608**	3,442

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Consolidated Balance Sheet

For the year ended 31 May 2024	Note	2024 £'000	2023 £'000
Non-current assets			
Goodwill	12	**27,874**	21,585
Other intangible assets	13	**33,647**	18,790
Property, plant and equipment	14	**29,611**	23,612
Deferred tax	26	**3,718**	666
Unlisted Investments	16	–	8,000
Pension and other employee obligations	29	**84**	526
		94,934	73,179
Current assets			
Inventories	17	**19,871**	12,656
Trade and other receivables: falling due within one year	18	**57,098**	49,691
Trade and other receivables: falling due after one year	18	**1,394**	1,550
Current tax asset	9	**927**	618
Cash and cash equivalents	19	**12,115**	17,717
		91,405	82,232
Total assets		**186,339**	155,411
Current liabilities			
Trade and other payables	21	**(39,432)**	(32,140)
Lease liabilities	24	**(2,855)**	(1,503)
Borrowings	23	**(5,176)**	(3,077)
Current tax liabilities	9	**(823)**	(1,303)
Provisions	20	**(1,813)**	(1,315)
Derivatives	23	–	(15)
Total current liabilities		**(50,099)**	(39,353)
Non-current liabilities			
Borrowings	23	**(8,726)**	(669)
Lease liabilities	24	**(7,200)**	(3,328)
Deferred tax	26	**(6,972)**	(3,238)
Other creditors	22	**(328)**	(368)
Total non-current liabilities		**(23,226)**	(7,603)
Total liabilities		**(73,325)**	(46,956)
Net assets		**113,014**	108,455
Equity			
Share capital	27	**1,654**	1,612
Share premium account		**19,005**	15,979
Capital redemption reserve		**1,299**	1,299
Translation reserve		**913**	1,170
Merger reserve		**28,949**	28,949
Other reserves		**1,457**	1,457
Investment in own shares	35	**(4,235)**	(4,235)
Retained earnings		**61,402**	59,811
Total equity attributable to equity holders of the parent		**110,444**	**106,042**
Non-controlling interest	37	**2,570**	**2,413**
Total equity		**113,014**	**108,455**

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 24 September 2024 and signed on its behalf by:

S M King, Director. Company number: 1968354

Company Balance Sheet

For the year ended 31 May 2024	Note	2024 £'000	2023 £'000
Non-current assets			
Investments	15	**61,257**	54,695
Deferred tax asset	26	**386**	404
		61,643	55,099
Current assets			
Trade and other receivables	18	**18,554**	12,981
Cash at bank and in hand	19	**4,345**	6,404
		22,899	19,385
Total assets		**84,542**	74,484
Current liabilities			
Trade and other payables	21	**(705)**	(585)
Borrowings	23	–	(83)
Total current liabilities		**(705)**	(668)
Non-current liabilities			
Borrowings	23	–	–
Total non-current liabilities		–	–
Total liabilities		**(705)**	(668)
Net assets		**83,837**	73,816
Capital and reserves			
Share capital	27	**1,654**	1,612
Share premium account		**19,005**	15,979
Capital redemption reserve		**1,299**	1,299
Merger reserve		**28,949**	28,949
Other reserves		**237**	237
Profit and loss account		**32,693**	25,740
Total equity attributable to equity holders of the parent		**83,837**	73,816

The parent company has taken the exemption conferred by S.408 Companies Act 2006 not to publish the profit and loss account of the parent company with these consolidated accounts. The profit dealt with in the parent company's financial statements was £8,105k (2023: loss £410k).

The financial statements were approved by the Board of Directors and authorised for issue on 24 September 2024 signed on its behalf by:

S M King
Director
Company number: 01968354

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 May 2024

	Share capital £'000	*Share premium account £'000*	*Capital redemp-tion reserve £'000*	*Merger reserve £'000*	*Trans-lation reserve £'000*	*Other reserves £'000*	*Invest-ment in own shares £'000*	*Retained earnings £'000*	*Total Attribut-able owners of the Group £'000*	*Non-con-trolling interest £'000*	*Total Equity £'000*
At 1 June 2022	1,607	15,693	1,299	28,949	825	1,457	(4,235)	58,223	103,818	1,999	105,817
Ordinary shares issued	5	286	–	–	–	–	–	–	291	–	291
Dividends paid	–	–	–	–	–	–	–	(1,331)	(1,331)	–	(1,331)
Share-based payments	–	–	–	–	–	–	–	237	237	–	237
Total transactions with owners	5	286	–	–	–	–	–	(1,094)	(803)	–	(803)
Profit for the year	–	–	–	–	–	–	–	5,194	5,194	(132)	5,062
Investment in subsidiary with non-controlling interest	–	–	–	–	924	–	–	(1,470)	(546)	546	–
Other comprehensive income											
Actuarial gain for the year on pension scheme	–	–	–	–	–	–	–	(1,388)	(1,388)	–	(1,388)
Deferred tax on actuarial movement on pension scheme	–	–	–	–	–	–	–	347	347	–	347
Exchange gain	–	–	–	–	(579)	–	–	–	(579)	–	(579)
Total comprehensive income for the year	–	–	–	–	345	–	–	2,683	3,028	414	3,442
Balance at 31 May 2023	**1,612**	**15,979**	**1,299**	**28,949**	**1,170**	**1,457**	**(4,235)**	**59,812**	**106,043**	**2,413**	**108,455**

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Consolidated Statement of Changes in Equity (Continued)

For the year ended 31 May 2024

	Share capital £'000	*Share premium account £'000*	*Capital redemp-tion reserve £'000*	*Merger reserve £'000*	*Trans-lation reserve £'000*	*Other reserves £'000*	*Invest-ment in own shares £'000*	*Retained earnings £'000*	*Total Attribut-able owners of the Group £'000*	*Non-con-trolling interest £'000*	*Total Equity £'000*
At 1 June 2023	1,612	15,979	1,299	28,949	1,170	1,457	(4,235)	59,812	106,043	2,413	108,455
Ordinary shares issued	42	3,026	–	–	–	–	–	–	3,068	–	3,068
Dividends paid	–	–	–	–	–	–	–	(1,441)	(1,441)	–	(1,441)
Share-based payments	–	–	–	–	–	–	–	324	324	–	324
Total transactions with owners	42	3,026	–	–	–	–	–	(1,117)	1,951	–	1,951
Profit for the year	–	–	–	–	–	–	–	3,662	3,662	(17)	3,645
Investment in subsidiary with non-controlling interest	–	–	–	–	410	–	–	(585)	(175)	175	–
Other comprehensive income											
Actuarial gain for the year on pension scheme	–	–	–	–	–	–	–	(493)	(493)	–	(493)
Deferred tax on actuarial movement on pension scheme	–	–	–	–	–	–	–	123	123	–	123
Exchange gain	–	–	–	–	(667)	–	–	–	(667)	–	(667)
Total comprehensive income for the year	–	–	–	–	(257)	–	–	2,707	2,450	158	2,608
Balance at 31 May 2024	**1,654**	**19,005**	**1,299**	**28,949**	**913**	**1,457**	**(4,235)**	**61,402**	**110,444**	**2,570**	**113,014**

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Company Statement of Changes in Equity

For the year ended 31 May 2024

	Share capital £'000	*Share premium account £'000*	*Capital redemp -tion reserve £'000*	*Merger reserve £'000*	*Other reserves £'000*	*Retained earnings £'000*	*Total £'000*
At 1 June 2022	1,607	15,693	1,299	28,949	237	27,244	75,029
Ordinary shares issued	5	286	–	–	–	–	291
Dividends paid	–	–	–	–	–	(1,331)	(1,331)
Share-based payments	–	–	–	–	–	237	237
Total transactions with owners	5	286	–	–	–	(1,094)	(803)
Loss for the year	–	–	–	–	–	(410)	(410)
Total comprehensive income for the year	–	–	–	–	–	(410)	(410)
Balance at 31 May 2023	**1,612**	**15,979**	**1,299**	**28,949**	**237**	**25,740**	**73,816**
At 1 June 2023	1,612	15,979	1,299	28,949	237	25,740	73,816
Ordinary shares issued (note 27)	42	3,026	–	–	–	–	3,068
Dividends Paid (note 10)	–	–	–	–	–	(1,441)	(1,441)
Share-based payments (note 28)	–	–	–	–	–	289	289
Total transactions with owners	42	3,026	–	–	–	(1,152)	1,916
Profit for the year	–	–	–	–	–	8,105	8,105
Total comprehensive expense for the year	–	–	–	–	–	8,105	8,105
Balance at 31 May 2024	**1,654**	**19,005**	**1,299**	**28,949**	**237**	**32,693**	**83,837**

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 May 2024

	Note	***2024***	*2023*
		£'000	*£'000*
Operating activities			
Cash flows from operating activities	**30**	**3,604**	10,682
Finance costs paid		**(1,294)**	(620)
Income tax paid		**(952)**	(331)
Contributions to defined benefit plan		**(24)**	(164)
Net cash inflow from operating activities		**1,334**	9,567
Investing activities			
Acquisition of subsidiary undertakings, net of cash acquired	**36**	**(1,548)**	(852)
Investment in unlisted undertaking	**16**	**–**	(4,000)
Disposal of a subsidiary undertaking, net of cash disposed	**36**	**–**	877
Finance income		**364**	109
Purchase of intangible assets		**(8,430)**	(5,401)
Purchase of property, plant and equipment		**(3,967)**	(3,291)
Proceeds from sale of property, plant and equipment		**4**	34
Net cash used in from investing activities		**(13,577)**	(12,524)
Financing activities			
Equity dividends paid		**(1,441)**	(1,331)
Repayments of bank loans		**(3,213)**	(2,843)
Repayment of leases		**(3,863)**	(1,771)
Proceeds from issue of ordinary shares		**563**	291
Proceeds from borrowings		**14,734**	2,254
Net cash inflow/(outflow) from financing activities		**6,780**	(3,400)
Net decrease in cash and cash equivalents		**(5,463)**	(6,356)
Cash and cash equivalents at beginning of year		**17,386**	23,902
Effect of foreign exchange rate changes on cash		**(130)**	(160)
Cash and cash equivalents at end of year	**19**	**11,793**	17,386

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Company Statement of Cash Flow

For the year ended 31 May 2024

	Note	*2024* *£'000*	*2023* *£'000*
Operating activities			
Cash flows from operating activities	31	**(798)**	(1,129)
Finance costs paid		**–**	(6)
Income tax paid		**–**	(224)
Net cash outflow from operating activities		**(798)**	(1,359)
Investing activities			
Investment in subsidiary undertaking	15	**(4,057)**	(4,297)
(Loan to)/repayment from subsidiary undertakings		**(5,434)**	2,019
Acquisition of investment in unlisted undertaking	16	**–**	(4,000)
Equity dividends received		**8,000**	–
Finance income		**1,191**	487
Net cash utilised by investing activities		**(300)**	(5,791)
Financing activities			
Equity dividends paid		**(1,441)**	(1,331)
Repayments of bank loans		**(84)**	(167)
Proceeds from issue of ordinary shares		**563**	291
Net cash outflows from financing activities		**(962)**	(1,207)
Net decrease in cash and cash equivalents		**(2,059)**	(8,357)
Cash and cash equivalents at beginning of year		**6,404**	14,761
Cash and cash equivalents at end of year	19	**4,345**	6,404

The principal accounting policies and notes on pages 37 to 91 form part of these financial statements.

Notes to the Annual Report

For the year ended 31 May 2024

1 Corporate information

The consolidated financial statements of Avingtrans plc and its subsidiaries (collectively the Group) for the year ended 31 May 2024 were authorised for issue in accordance with a resolution of the directors on 24 September 2024. Avingtrans plc (the parent) is a limited company incorporated in England & Wales, whose shares are publicly traded on AIM. The registered office is located at Chatteris Business Park, Chatteris, Cambridgeshire PE16 6SA. The Group is principally engaged in the provision of highly engineered components, systems and services to the energy, medical and infrastructure industries worldwide.

2 Segmental analysis

For management purposes, the Group is currently organised into two segments Energy – AES and Medical-MII. The basis on which the Group reports to the Chief Executive Officer. During the year the Group has changed from three divisions (EPM, PSRE and MII) to two divisions (AES and MII).

In order to optimise long-term shareholder value through our PIE model, particularly with regard to Exits, we reorganised the Group's engineering companies into a single Advanced Engineering Systems (AES) division.

The principal activities are as follows:

- **Energy –** AES contains the Hayward Tyler businesses which designs, manufactures and services performance-critical electric motors and pumps for the global energy industry, as both an OEM supplier and a trusted through life support partner. AES continues to develop its nuclear installed base (civil, defence and national security) – for life extension applications – and its offering to the hydrocarbon market sectors. The non Hayward Tyler businesses design, manufacture, integration and servicing of an extensive product offering including gas compressors, pressure vessels, blast doors, and containers. The primary strategy is to develop a comprehensive offering to the nuclear decommissioning and reprocessing markets.
- **Medical –** MII, is the design and manufacture of innovative equipment for the medical, science and research communities. Including cutting-edge products for medical diagnostic equipment; high performance pressure, vacuum vessels and composite materials for research organisations; superconducting magnets and helium-free cryogenic systems in magnetic resonance imaging (MRI), nuclear magnetic resonance (NMR).

Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements as presented below:

Year ended 31 May 2024	*Energy AES £'000*	*Medical MII £'000*	*Unallocated central items £'000*	*Total £'000*
Original Equipment	**81,044**	**3,322**	**–**	**84,336**
After Market	**51,893**	**356**	**–**	**52,249**
Revenue	**132,937**	**3,678**	**–**	**136,615**
Operating profit/(loss)	**10,961**	**(3,990)**	**(1,335)**	**5,636**
Net finance (expense)/income	**(968)**	**(78)**	**235**	**(811)**
Taxation (charge)/credit	**(1,350)**	**291**	**(121)**	**(1,180)**
Profit/(loss) after tax from continuing operations	**8,643**	**(3,777)**	**(1,221)**	**3,645**
Segment non-current assets	**60,771**	**34,163**	**–**	**94,934**
Segment current assets	**79,798**	**4,913**	**6,694**	**91,405**
	140,569	**39,076**	**6,694**	**186,339**
Segment liabilities	**(71,163)**	**(19,763)**	**17,602**	**(73,324)**
Net assets	**69,406**	**19,313**	**24,296**	**113,014**
Non-current asset additions				
Intangible assets	**2,220**	**6,210**	**–**	**8,430**
Tangible assets	**4,277**	**1,720**	**–**	**5,997**
	6,497	**7,930**	**–**	**14,427**
Other income statement items:				
Depreciation and amortisation	**(4,741)**	**(1,114)**	**–**	**(5,855)**

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

2 Segmental analysis (continued)

Unallocated assets/ (liabilities) consist primarily of interest-bearing assets and liabilities and income tax assets and liabilities.

Year ended 31 May 2023	***Energy AES £'000***	***Medical MII £'000***	***Unallocated central items £'000***	***Total £'000***
Original Equipment	66,802	3,595	–	70,397
After Market	46,006	34	–	46,040
Revenue	112,808	3,629	–	116,437
Operating profit/(loss)	10,145	(1,010)	(1,159)	7,976
Net finance (expense)/income	(496)	(39)	35	(500)
Taxation (charge)/credit	(1,311)	(17)	82	(1,246)
Profit/ (loss) after tax from continuing operations	8,338	(1,066)	(1,042)	6,230
Segment non-current assets	54,136	11,043	8,000	73,179
Segment current assets	71,928	2,544	7,760	82,242
	126,064	13,597	15,760	155,411
Segment liabilities	(42,534)	(4,073)	(349)	(46,956)
Net assets	83,530	9,524	15,411	108,455
Non-current asset additions				
Intangible assets	1,714	3,848	–	5,562
Tangible assets	2,821	470	–	3,291
	4,535	4,318	–	8,853
Other income statement items:				
Depreciation and amortisation	(3,980)	(314)	–	(4,294)

Unallocated assets/(liabilities) consist primarily of interest-bearing assets and liabilities and income tax assets and liabilities. The following tables provides an analysis of the Group's revenue by destination and the location of non-current assets (excluding deferred tax assets and defined benefit pension surplus) by geographical market:

	2024 Revenue £'000	*2023 Revenue £'000*	***2024 Non-current Assets £'000***	*2023 Non-current Assets £'000*
United Kingdom	**60,851**	53,076	**37,454**	34,954
Europe (excl. UK)	**7,011**	7,411	**–**	–
United States of America	**35,615**	28,955	**40,680**	27,473
Africa & Middle East	**6,031**	2,705	**–**	-
Americas & Caribbean (excl. USA)	**3,501**	5,059	**–**	–
China	**16,979**	10,297	**595**	723
Asia Pacific (excl. China)	**6,627**	8,934	**12,404**	8,837
	136,615	116,437	**91,133**	71,987

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

2 Segmental analysis (continued)

The Group's revenue disaggregated by pattern of revenue recognition is as follows:

	2024 £'000	*2023 £'000*
Over time	**44,297**	70,515
Point in time	**92,318**	45,922
	136,615	116,437

The Group had no single external customer which represented more than 10% of the Group's revenue in the current or prior year.

Contract assets and liabilities

	2024 £'000	*2023 £'000*
Contract assets:		
Energy – AES	**26,837**	24,754
Medical – MII	**1,433**	890
	28,270	25,644
Contract liabilities:		
Energy – AES	**(6,151)**	(3,080)
Medical – MII	**(1)**	(70)
	(6,152)	(3,150)

A contract asset/liability is recognised where payment is received in arrears/advance of the revenue recognised in meeting performance obligations. At 31 May 2024, a greater proportion of the business's contracts had payments in arrears.

	2024 £'000	*2023 £'000*
Contract liability movement:		
1 June	**(3,150)**	(3,073)
Revenue recognised which was included in the opening balance	**3,150**	3,073
Increases due to cash received, excluding amounts recognised in the year	**(6,152)**	(3,150)
At 31 May	**(6,152)**	(3,150)

3 Profit before taxation – continuing

Profit before taxation is stated after charging/(crediting):

	2024 £'000	*2023 £'000*
Depreciation of property, plant and equipment	**4,817**	3,720
Loss on disposal of property, plant and equipment	**3**	1
Amortisation of internally generated intangible assets	**1,039**	443
Cost of inventories recognised as an expense	**84,603**	71,764
Loss on foreign exchange transactions	**92**	19
Amounts recognised from government grants	**–**	(9)
Staff costs (note 8)	**51,853**	42,644
Charitable donations	**15**	12
Research and development expenditure	**621**	453

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

3 Profit before taxation – continuing (continued)

Auditor's remuneration	***2024***	*2023*
	£'000	*£'000*
Fees payable to the Company's auditor for the audit of the financial statements	**110**	100
Fees payable to the Company's auditor and its associates for other services:		
- Audit of the financial statements of the Company's subsidiaries and associates pursuant to legislation	**244**	214

4 Adjusted Earnings before interest, tax, depreciation and amortisation

	2024	*2023*
	£'000	*£'000*
Profit before tax from continuing operations	**4,825**	7,476
Share based payment expense	**324**	237
Acquisition costs	**347**	14
Restructuring costs	**1,041**	232
(Gain)/loss on derivatives	**(15)**	14
Amortisation of intangibles from business combinations	**819**	993
Adjusted profit before tax from continuing operations	**7,341**	8,966
Finance income	**(364)**	(109)
Finance cost	**1,175**	609
Gain/(loss) on derivatives	**15**	(14)
Adjusted profit before interest, tax and amortisation from business combinations ('EBITA')	**8,167**	9,452
Depreciation	**4,817**	3,720
Amortisation of other intangible assets	**904**	444
Amortisation of contract assets	**137**	130
Adjusted Earnings before interest, tax, depreciation and amortisation ('EBITDA') from continuing operations	**14,025**	13,746

The Directors believe that the above adjusted earnings are a more appropriate reflection of the Group performance.

All costs noted above, apart from the share based payment expense, depreciation and amortisation of intangibles had a reduction in the cashflow in the year. The tax impact on the above costs is relatively immaterial.

5 Finance income

	Group	
	2024	*2023*
	£'000	*£'000*
Bank balances and deposits	**322**	47
Interest from defined benefit pension scheme	**27**	62
Gain arising on the fair value of derivative contracts	**15**	–
	364	109

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

6 Finance costs

	Group	
	2024	*2023*
	£'000	*£'000*
Interest from the unwinding of long-term liabilities	**25**	25
Amortisation of banking facility arrangement fees	**–**	9
Losses arising on the fair value of derivative contracts	**–**	14
Interest on bank loans and overdrafts wholly repayable within five years	**853**	304
Interest on bank loans and overdrafts wholly repayable after five years	**–**	32
Interest on lease agreements	**297**	225
	1,175	609

7 Directors' emoluments

Particulars of directors' emoluments from continuing operations are as follows:

	Salary and Fees £'000	***Bonus £'000***	***Benefits £'000***	***Total 2024 £'000***	*Total 2023 £'000*	***Pension Total 2024 £'000***	*Pension Total 2023 £'000*
Non-executive:							
R S McDowell	57	–	–	**57**	82	–	–
J S Clarke	44	–	–	**44**	42	–	–
L J Thomas	58	–	–	**58**	42	–	–
J S Reedman	44	–	–	**44**	39	–	–
Executive:							
S McQuillan	333	100	3	**436**	384	–	–
S M King	285	86	-	**371**	323	–	–
Total emoluments	821	186	3	**1,010**	912	–	–

The non-cash benefits comprise the provision of private health insurance for S McQuillan. The number of Directors who are accruing benefits under money purchase schemes is nil (2023: nil). No pension contributions were made during the year.

Employers National Insurance Contributions made relating to directors' emoluments were £148,000 (2023: £137,000).

During 2024 S McQuillan and S M King exercised nil and 10,400 approved share options respectively resulting in paper capital gains of £nil and £5,000 as set out on page 31 (2023: S McQuillan and S M King exercised 115,000 and 100,000 share options).

8 Employees

Particulars of employees, including Executive Directors:

	2024	*2023*
	£'000	*£'000*
Wages and salaries	**45,174**	37,195
Social security costs	**4,279**	3,473
Other pension costs	**2,076**	1,739
Share-based payment expense (note 28)	**324**	237
	51,853	42,644

Discontinued operations wages and salaries of £nil (2023 £489,000) have not been included in the above note.

8 Employees (continued)

The average monthly number of employees (including Executive Directors) during the year was:

	2024 Number	*2023 Number*
Production	**593**	412
Selling and distribution	**140**	61
Administration	**208**	259
	941	732

The remuneration of the Directors and Senior Management, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'.

	2024 £'000	*2023 £'000*
Short term employee benefits (including NIC)	**1,548**	1,580
Post-employment benefits	**13**	9
Share-based payments	**116**	181
	1,677	1,770

9 Taxation

	2024 £'000	*2023 £'000*
Continuing operations		
Current tax		
Corporation tax – current year	–	–
Corporation tax – prior year	**219**	77
Overseas tax – current year	**418**	970
Overseas tax – prior year	**(275)**	210
Total current tax	**362**	1,257
Deferred tax (note 26)		
Deferred tax – current year	**479**	(15)
Deferred tax – prior year	**339**	4
Deferred tax – rate	–	–
Total deferred tax	**818**	(11)
Tax charge on continuing operations	**1,180**	1,246
Tax charge on discontinued operations	–	–
Total tax charge in the year	**1,180**	1,246

Corporation tax is calculated at 25% (2023: 20%) of the estimated assessable profit/loss for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

For the year ended 31 May 2024

9 Taxation (continued)

The charge for the year can be reconciled to the profit per the income statement as follows:

	2024	*2023*
	£'000	*£'000*
Profit before taxation:		
Continuing operations	**4,825**	7,476
Discontinued operations	**–**	(616)
	4,825	6,860
Theoretical tax at UK corporation tax rate of 25% (2023: 20%)	**1,206**	1,372
Effects of:		
(Expenditure)/income that is not tax deductible	**(654)**	120
Un-provided deferred tax differences	**–**	(177)
Adjustments in respect of prior years	**282**	(467)
Recognition of previously unrecognised losses	**–**	–
Movement in unprovided deferred tax assets	**285**	226
Change in deferred tax rate	**–**	47
Differential in overseas tax rate	**61**	125
Total tax charge	**1,180**	1,246

The Group has tax losses carried forward of approximately £46.2 million at 31 May 2024 (2023: £20.6 million) that may be relievable against future profits. Further details are detailed in note 26.

Factors which may affect future tax charges

The Finance Act 2021 increased the main rate of corporation tax from 19% to 25% with effect from 1 April 2023. The effect of this change has been reflected in the closing deferred tax balances at 31 May 2024 and 31 May 2023.

The Group's corporation tax assets and liabilities can be summarised as follows:

	2024	*2023*
	£'000	*£'000*
Current tax assets		
Corporation tax	**927**	618
	927	618
Current tax liabilities		
Corporation tax	**(823)**	(1,303)
	(823)	(685)

Corporation tax assets includes refunds due on US taxes and R&D claims made in the UK.

10 Dividends

	2024	*2023*
	£'000	*£'000*
Interim dividend paid of 1.7p per ordinary share (2023: 1.6p)	**538**	507
Final dividend paid of 2.8p per ordinary share (2023: 2.6 p)	**903**	824
	1,441	1,331

The above excludes any proposed dividend not yet paid as disclosed in the strategic report.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

11 Earnings per ordinary share

Basic and diluted earnings per share have been calculated in accordance with IAS 33 which requires that earnings should be based on the net profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the year.

For diluted earnings per share the weighted average number of ordinary shares is adjusted to assume conversion of all dilutive potential ordinary shares, being the CSOP and ExSOP share options.

	2024 Number	*2023 Number*
Weighted average number of shares – basic	**32,733,107**	32,187,135
Share option adjustment	**628,002**	820,074
Weighted average number of shares – diluted	**33,361,109**	33,007,209

	2024 £'000	2023 £'000
Profit from continuing operations	**3,645**	6,230
Share based payment expense	**324**	237
Acquisition costs	**347**	14
Restructuring costs	**1,041**	232
(Gain)/loss on derivatives	**(15)**	14
Amortisation of intangibles from business combinations	**819**	993
Adjusted profit after tax from continuing operations	**6,161**	7,720
From continuing operations:		
Basic earnings per share	**11.1p**	19.4p
Adjusted basic earnings per share	**18.8p**	24.0p
Diluted earnings per share	**10.9p**	18.9p
Adjusted diluted earnings per share	**18.5p**	23.4p
Earnings from discontinuing operations:	–	(1,168)
From discontinuing operations		
Basic earnings per share	–	(3.6)p
Adjusted basic earnings per share	–	(3.6)p
Diluted earnings per share	–	(3.5)p
Adjusted diluted earnings per share	–	(3.5)p
Earnings attributable to shareholders including non-controlling interest	**3,645**	5,062
Basic earnings per share	**11.1p**	15.7p
Adjusted basic earnings per share	**18.8p**	20.4p
Diluted earnings per share	**10.9p**	15.3p
Adjusted diluted earnings per share	**18.5p**	19.9p

The Directors believe that the above adjusted earnings per share calculation for continuing operations is a more appropriate reflection of the Group's underlying performance.

At 31 May 2024, we have excluded 1,700,000 share options from the diluted EPS calculation (2023: Nil) as these options are not expected to vest, given that the exercise price exceeds the market price.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

12 Goodwill

	£'000
Cost	
At 1 June 2022	22,425
Acquisition of subsidiary undertaking	188
Exchange movement	(23)
At 1 June 2023	22,590
Acquisition of subsidiary undertaking (note 36)	6,296
Exchange movement	(7)
At 31 May 2024	**28,879**
Accumulated impairment losses	
At 1 June 2022	1,005
Impairment charge	–
At 1 June 2023	1,005
Impairment charge	–
At 31 May 2024	**1,005**
Net book value	
At 31 May 2024	**27,874**
At 31 May 2023	21,585

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination. The carrying amount of goodwill has been allocated as follows:

	2024 £'000	*2023 £'000*
Energy-AES – Hayward Tyler	**15,399**	15,351
Energy-AES – Others	**5,282**	5,282
Medical-MII	**7,193**	952
	27,874	21,585

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the revenue growth rates, terminal growth rates, expected changes to selling prices and direct costs during the period and discount rates.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next three to six years and derives cash flows for the following years based on estimated growth rates for the specific markets in which each CGU operates. Growth rates vary by site and all fall in the range of 0.4% to 4.0%.

Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The rate used to discount the forecast cash flows for the AES division is 12.3% (2023: 11.6%), and for the MII division is 13.3% (2023: 14.0%) which is considered appropriate based on the Group's borrowings adjusted for the aggregate risk in the respective markets.

Management have sensitised these key assumptions for each CGU within what is considered a reasonably possible range for the market in which the Group operates. If we were to assume a 0% long term growth rate no impairment would arise (2023: £nil). If the discount rate was increased by 1% no impairment would arise (2023: £nil).

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

13 Other intangible assets – group

	Customer Relationships £'000	*Order book £'000*	*Brand £'000*	*Development costs £'000*	*Software £'000*	*Total £'000*
Cost						
At 1 June 2022	9,041	180	2,011	11,048	757	23,037
Additions	–	–	–	5,315	85	5,400
Acquisition of subsidiary undertakings	–	162	–	–	–	162
Transfers	–	–	–	–	–	–
Disposals	–	–	–	(373)	–	(373)
Exchange adjustments	–	–	–	(621)	(2)	(623)
At 1 June 2023	**9,041**	**342**	**2,011**	**15,369**	**840**	**27,603**
Additions	–	–	–	8,326	104	8,430
Acquisition of subsidiary undertakings (note 36)	–	–	–	8,219	–	8,219
Transfers	–	–	–	–	–	–
Disposals	–	–	–	–	–	–
Exchange adjustments	–	–	–	(64)	(7)	(71)
At 31 May 2024	**9,041**	**342**	**2,011**	**31,850**	**937**	**44,181**
Accumulated amortisation						
At 1 June 2022	3,303	35	658	2,787	579	7,362
Charge for continuing operations	696	284	166	216	74	1,436
Transfer	–	–	–	–	–	–
Exchange adjustments	–	–	(10)	36	(11)	15
Disposals	–	–	–	–	–	–
At 1 June 2023	**3,999**	**319**	**814**	**3,039**	**642**	**8,813**
Charge for continuing operations	695	23	130	784	90	1,722
Exchange adjustments	–	–	–	–	(1)	(1)
Transfer	–	–	–	–	–	–
Disposals	–	–	–	–	–	–
At 31 May 2024	**4,694**	**342**	**944**	**3,823**	**731**	**10,534**
Net book value at 31 May 2024	**4,347**	–	**1,067**	**28,027**	**206**	**33,647**
Net book value at 31 May 2023	5,042	23	1,197	12,330	198	18,790

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

14 Property, plant and equipment – group

	Land and buildings £'000	*Plant and Machinery £'000*	*Equipment and motor vehicles £'000*	*Total £'000*
Cost				
At 1 June 2022	21,517	15,920	3,889	41,326
Acquisitions	–	–	–	–
Additions	1,648	990	653	3,291
Disposals	–	(77)	(110)	(187)
Disposals of company	(374)	(1,825)	(394)	(2,593)
Transfer	599	(506)	(93)	–
Exchange adjustments	(49)	15	22	(12)
At 1 June 2023	**23,341**	**14,543**	**3,969**	**41,853**
Acquisitions (note 36)	3,386	3,330	389	7,105
Additions	1,564	1,579	824	3,967
Disposals	(431)	(408)	(53)	(892)
Transfer	–	–	–	–
Exchange adjustments	(146)	(164)	(38)	(348)
At 31 May 2024	**27,714**	**18,880**	**5,091**	**51,685**
Accumulated depreciation				
At 1 June 2022	5,361	8,181	2,545	16,087
Charge for continuing operations	1,629	1,474	617	3,720
Charge for discontinuing operations	52	51	11	114
Disposals	(366)	(995)	(319)	(1,680)
Transfer	417	(391)	(26)	–
Exchange adjustments	(17)	–	17	–
At 1 June 2023	**7,076**	**8,320**	**2,845**	**18,241**
Charge for continuing operations	2,279	1,765	773	4,817
Charge for discontinuing operations	–	–	–	–
Disposals	(355)	(402)	(29)	(786)
Transfer	17	(17)	–	–
Exchange adjustments	(79)	(77)	(42)	(198)
At 31 May 2024	**8,938**	**9,589**	**3,547**	**22,074**
Net book value at 31 May 2024	**18,776**	**9,291**	**1,544**	**29,611**
Net book value at 31 May 2023	16,265	6,223	1,124	23,612

Right-of-use assets

Included in land and buildings, plant and equipment are right-of-use assets as follows:

	Net book value £'000	*Additions £'000*	*Depreciation expense £'000*
Land and buildings	5,541	4,030	1,709
Plant and machinery	57	–	31
Equipment and motor vehicles	315	331	89
	5,913	**4,361**	**1,829**

Additions includes £3.1m from the acquisition of Slack & Parr and Adaptix during the year.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

15 Investments

	Unlisted Investments £'000	*Group undertakings £'000*	*Capital contributions £'000*	*Total £'000*
Cost				
At 1 June 2022	4,000	46,468	380	50,848
Investment in subsidiary undertaking	–	–	–	–
Investment in Unlisted Equity	4,000	4,297	100	8,397
At 1 June 2023	**8,000**	**50,765**	**480**	**59,245**
Reallocate Unlisted Entity	(8,000)	8,000	–	–
Investment in subsidiary undertaking	–	6,443	119	6,562
At 31 May 2024	**–**	**65,208**	**599**	**65,807**
Provision				
At 1 June 2022	–	4,550	–	4,550
Investment written off	–	–	–	–
At 1 June 2023 and 31 May 2024	**–**	**4,550**	**–**	**4,550**
Net book value at 31 May 2024	**–**	**60,658**	**599**	**61,257**
Net book value at 31 May 2023	8,000	46,215	480	54,695

In the period the Company purchased additional shares in Magnetica to increase the shareholding from 71.7% to 75.4% owed. Also, the Group acquired all the remaining shares in Adaptix Ltd bringing its ownership to 100% of the issued share capital (see note 36). The Company has the following investments in Ordinary shares in subsidiaries:

Name	**Registered office**	**Principal activity**
Stainless Metalcraft (Chatteris) Limited	15 Honeysome Road, Chatteris, Cambridgeshire, PE16 6SA	Trading
Booth Industrial Industries Limited	15 Honeysome Road, Chatteris, Cambridgeshire, PE16 6SA	Trading
Maloney Metalcraft Limited	15 Honeysome Road, Chatteris, Cambridgeshire, PE16 6SA	Trading
Composite Products Limited	15 Honeysome Road, Chatteris, Cambridgeshire, PE16 6SA	Trading
Space Cryomagnetics Limited **	7 Suffolk Way, Abingdon, Oxfordshire, OX14 5JX	Trading
Scientific Magnetics Limited **	7 Suffolk Way, Abingdon, Oxfordshire, OX14 5JX	Trading
Hayward Tyler Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Trading
Hayward Tyler Inc *	480 Roosevelt Highway, Colchester, Vermont 05446-0680	Trading
Energy Steel & Supply Co. *	1785 Northfield Drive, Rochester Hills, Michigan 48309	Trading
Hayward Tyler Pumps (Kunshan) Co Limited *	243 Huang Pujiang Kunshan, Jiangsu Province, 215300	Trading
Hayward Tyler India PTE Limited *	509-510 Charmwood Plaza, EROS Garden, Faridabad 121009	Trading
Hayward Tyler Fluid Handling Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Trading
Transkem Plant Limited	41 Glenburn Road, East Kilbride, Glasgow, G74 5BJ	Trading
Slack & Parr (International) Inc	6031 Harris Technology Blvd, Charlotte, NC 28269	Trading
S&P Inc	6031 Harris Technology Blvd, Charlotte, NC 28269	Trading
S&P Hydraulics Inc	6031 Harris Technology Blvd, Charlotte, NC 28269	Trading
S&P Special Products Corp	6031 Harris Technology Blvd, Charlotte, NC 28269	Trading
Slack & Parr Shanghai (Joint Venture)	981 QingHeWan Road, Qingpu, Shanghai 201799	Trading
Slack & Parr Shanghai Manufacturing	981 QingHeWan Road, Qingpu, Shanghai 201799	Trading
Adaptix Limited	Unit 13 Oasis Business Park, Eynsham OX29 4TP	Trading

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

15 Investments (continued)

Name	**Registered office**	**Principal activity**
Adaptix US Inc	209 Orange Street, Wilmington, Delaware 19801	Trading
Tecmag Inc **	10161 Harwin Drive #150, Houston, TX 77036	Trading
Magnetica Limited ACN **	Unit 4, 115 Frederick St, Northgate, Queensland 4013	Trading
Hayward Tyler Group plc	Atla Group Limited, Burleigh Manor, Douglas, IM1 5EP	Holding
Southbank UK Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Property
Hayward Tyler Group Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Holding
Hayward Tyler Holdings Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Holding
Hayward Tyler Holding Inc *	480 Roosevelt Highway, Colchester, Vermont 05446-0680	Holding
Nviro Cleantech Limited*	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Holding
Redglade Associates Limited*	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Property
Redglade Investments Limited*	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Holding
Hayward Tyler Pension Plan Trustees Limited*	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Pension
Hayward Tyler (UK) Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Dormant
Appleton & Howard Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Dormant
Credit Montague Limited *I ha	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Dormant
Mullins Limited *	1 Kimpton Road, Luton, Bedfordshire, LU1 3LD	Dormant
Crown UK Limited	15 Honeysome Road, Chatteris, Cambridgeshire, PE16 6SA	Dormant
Adaptix Animal Care UK Limited	Unit 13 Oasis Business Park, Eynsham OX29 4TP	Dormant
Adaptix NDE UK Limited	Unit 13 Oasis Business Park, Eynsham OX29 4TP	Dormant
Adaptix Medical UK Limited	Unit 13 Oasis Business Park, Eynsham OX29 4TP	Dormant
Adaptix IDT UK Limited	Unit 13 Oasis Business Park, Eynsham OX29 4TP	Dormant

* Indirectly owned subsidiary.

** All subsidiaries are 100% owned with the exception of Magnetica (75.4% owned, 2023: 71.7%) and its 100% owned subsidiaries Space Cryomagnetics Limited, Scientific Magnetics Limited and Tecmag Inc.

The following UK subsidiary undertakings are exempt from the requirements of the Companies Act 2006 (the Act) relating to the audit of the individual accounts by virtue of section 479A of the Act:

Name	**Company number**
Southbank UK Limited	07574162
Hayward Tyler Group Limited	03232768
Hayward Tyler Holdings Limited	03251397
Redglade Associates Limited	05303263
Redglade Investments Ltd	05501823
Transkem Plant Limited	SC017991

Avingtrans will guarantee all outstanding liabilities that these subsidiaries are subject to as at the financial year end 31 May 2024 in accordance with 479C of the Act, as amended by the Companies and Limited Liability Partnerships (Accounts and Audit Exemptions and Change of Accounting Framework) Regulations 2012. In addition, Avingtrans will guarantee any contingent and prospective liabilities that these subsidiaries are subject to.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

16 Unlisted Investment

	Unlisted Investments £'000
Movements	
At 1 June 2022	4,000
Additions	4,000
Revaluations	–
At 1 June 2023	**8,000**
Additions	(8,199)
Revaluations	199
At 31 May 2024	–

The unlisted investment relates to a convertible loan and shares in Adaptix Ltd ("Adaptix"). During the financial year the Group acquired all the remaining shares in Adaptix Ltd bringing its ownership to 100% of the issued share capital (see note 36).

With the acquisition of Adaptix Ltd, the convertible loan note has been reclassified to amounts owed by group undertakings in the Company financial statements. On the date of reclassification, the loan was valued at £2,199,000 (31 May 2023: £3,000,000). The convertible loan has a principal value of £2,000,000 and a 3-year term. The convertible loan attracts interest at 12% which was payable at maturity.

With the acquisition of Adaptix Ltd, shares in Adaptix limited were reclassified to investment in subsidiary (see note 36) in the Company financial statements. On the date of reclassification, the shares were valued at £6,000,000 (31 May 2023: £5,000,000).

Fair value

As the quoted prices (level 1 inputs) for these shares are unavailable, we have used observable inputs (level 2 inputs) to determine the fair value. Other observable inputs include recent share transactions, financial forecasts and other information obtained attendance at the investment's board meetings.

Nature and extent of risks arising from unlisted investments

The Group is exposed to a number of risks including credit risk, foreign exchange risk and interest rate risk. Albeit these risks do not relate to the current financial year as the loan has converted.

Credit risk relates to the convertible loan. It represents the risk that Adaptix will be unable to repay the £2.0m loan principal and interest at the maturity.

Foreign exchange risk impacts both the convertible loan and the shares. A significant portion of Adaptix's cash inflows is anticipated in foreign currencies. A strengthening of GBP against foreign currencies would reduce the value of those currencies on translation, potentially resulting in lower valuations.

Interest rate risk impacts the convertible loan and the shares. Rising interest rates impact discount rates for future cash flows. This in turn can lead to lower present values for future cash flows, potentially resulting in lower valuations.
Further details on the Group's risk management practises can be found in note 25.

17 Inventories

	Group	
	2024 £'000	*2023 £'000*
Raw materials and consumables	**10,421**	6,628
Work in progress	**5,232**	2,788
Finished goods	**4,218**	3,240
	19,871	12,656

The replacement cost of the above stocks would not be significantly different from the values stated. During the year there was an impairment charge included in cost of sales of £211,000 (2023: £473,000). The stock provision included within raw materials is £1,643,000 (2023: £1,808,000).

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For the year ended 31 May 2024

18 Trade and other receivables

	Group		Company	
	2024	*2023*	***2024***	*2023*
	£'000	*£'000*	***£'000***	*£'000*
Amounts falling due within one year				
Trade receivables	**25,844**	21,981	–	–
Allowance for doubtful debts	**(534)**	(260)	–	–
	25,310	21,721	–	–
Other receivables	**1,112**	618	**4,246**	4,246
Amounts owed by group undertakings	–	–	**14,060**	8,508
Prepayments	**3,800**	3,258	**258**	227
Contract assets	**26,876**	24,094	–	–
	57,098	49,691	**18,554**	12,981
Amounts falling due after one year				
Contract assets	**1,394**	1,550	–	–

The Group adopts a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfall in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group's maximum exposure to credit risk is limited to trade receivables net of allowance for doubtful debts.

An explanation of credit risk relating to trade receivables is provided in note 25 financial instruments.

The Contract Assets relates to a contract with contracted life of greater than one year and has been allocated based on expected schedules.

19 Cash and cash equivalents

Cash and cash equivalents included the following components:

	Group		Company	
	31 May 2024	*31 May 2023*	***31 May 2024***	*31 May 2023*
	£'000	*£'000*	***£'000***	*£'000*
Cash at bank and in hand:				
GBP	**8,420**	12,499	**4,345**	6,404
USD	**1,165**	3,655	–	–
EUR	**29**	22	–	–
Other	**2,501**	1,541	–	–
Total cash at bank and in hand	**12,115**	17,717	**4,345**	6,404
Overdraft (note 23):	**(322)**	(331)	–	–
Total cash and cash equivalents	**11,793**	17,386	**4,345**	6,404

For the year ended 31 May 2024

20 Provisions

The carrying amounts and the movements in the provision account are as follows:

	Warranty £'000	*Loss making and onerous contracts £'000*	*Dilapidations £'000*	*Total £'000*
Carrying amount				
1 June 2022	1,415	265	90	**1,770**
Additional provisions	1,797	161	–	**1,958**
Through business combinations	–	236	–	**236**
Amounts utilised	(972)	(378)	–	**(1,350)**
Reversals	(1,277)	–	(27)	**(1,304)**
Exchange adjustments	2	1	2	**5**
1 June 2023	**965**	**285**	**65**	**1,315**
Additional provisions	665	55	22	**742**
Through business combinations	–	–	363	**363**
Amounts utilised	(358)	(210)	–	**(568)**
Reversals	(3)	–	(14)	**(17)**
Exchange adjustments	(24)	2	–	**(22)**
31 May 2024	**1,245**	**132**	**436**	**1,813**

Warranty provision: Provisions for warranty work represent the estimated cost of work provided under the terms of the contracts with customers with reference to the length and unexpired portion of the terms provided. Warranty periods vary by product and typically have a range of 12 to 24 months.

Loss making contracts: Provisions for loss making contracts are the estimated total costs that exceed the total revenues from contracts that are in progress at the reporting date. These contracts are expected to complete in the next 12 months and the losses utilised.

Dilapidations: Provision for dilapidation mainly represents the estimated cost to restore the property to the agreed condition set out in the lease rental agreement.

The Company had £nil (2023: £nil) provision at year end.

21 Trade and other payables

	Group		*Company*	
	2024 £'000	*2023 £'000*	***2024 £'000***	*2023 £'000*
Trade payables	**17,268**	14,654	**119**	100
Other tax and social security	**1,798**	1,899	**38**	36
Other payables	**1,744**	1,960	**189**	170
Contract liabilities	**6,152**	3,150	**–**	–
Accruals	**12,470**	10,477	**359**	279
	39,432	32,140	**705**	585

For the year ended 31 May 2024

22 Other creditors

	Group		Company	
	2024	*2023*	***2024***	*2023*
	£'000	*£'000*	***£'000***	*£'000*
Non-current				
Other creditors	**328**	368	**–**	–

Other creditors relate to deferred grant income received from the Regional Growth Fund for capital investment. During FY23 the Group agreed the repayment of £639k of the original £3,500k grant due to not achieving all the targets. Payment was made during the period.

The deferred grant income will be amortised in the income statement over the life of the assets which the grant relates to.

23 Financial assets and liabilities

The carrying amounts of financial assets and financial liabilities in each category are as follows:

	Group		Company	
	2024	*2023*	***2024***	*2023*
	£'000	*£'000*	***£'000***	*£'000*
Financial assets at amortised cost:				
Trade and other receivables	**25,310**	21,721	**14,060**	8,508
Cash and cash equivalents	**12,115**	17,717	**4,345**	6,404
Total financial assets	**37,425**	39,438	**18,405**	14,912
Financial liabilities at amortised cost:				
Trade payables	**17,268**	14,654	**119**	100
Accruals	**12,469**	10,477	**359**	279
Borrowings	**13,902**	3,746	**–**	83
Lease obligations (note 24)	**10,055**	4,831	**–**	–
	53,694	33,708	**478**	462
Financial liabilities measured at FVTPL:				
Derivative financial instruments	**–**	15	**–**	–
Contingent/deferred consideration	**–**	–	**–**	–
Total financial liabilities	**53,694**	33,723	**478**	462

A description of the Group's financial instrument risks is included in note 25.

All of the Group's derivative financial instruments in the current and prior year relate to USD forward contracts. All derivative financial instruments in the current and prior period have a maturity within 12 months of their respective balance sheet date.

Borrowings comprise of:

	Group		Company	
	2024	*2023*	***2024***	*2023*
Secured borrowings	***£'000***	*£'000*	***£'000***	*£'000*
Bank overdrafts and short-term borrowings	**3,345**	2,885	**–**	–
Bank loans	**10,557**	861	**–**	83
Total borrowings	**13,902**	3,746	**–**	83
Amount due for settlement within 12 months	**5,176**	3,077	**–**	83
Amount due for settlement after 12 months	**8,726**	669	**–**	–

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

23 Financial assets and liabilities (continued)

	Group		*Company*	
	2024	*2023*	***2024***	*2023*
	£'000	*£'000*	***£'000***	*£'000*
Bank loans due within one to two years	**1,813**	36	**–**	–
Bank loans due within two to five years	**6,913**	108	**–**	–
Bank loans due after five years	**–**	525	**–**	–
	8,726	669	**–**	–

Bank loans, overdrafts and short-term borrowings of £13,902,000 (2023: £3,746,000) are secured on certain assets of the Group. The debt is secured over land and buildings, inventory and trade receivables. Their carrying values can be seen in notes 14, 17 and 18 respectively.

At 31 May 2024 the Group had £14,190,000 (2023: £19,362,000) of undrawn committed borrowing facilities expiring within one year which the Directors expect to be renewed. All borrowings were at variable rates relative to local base rates.

Short term borrowings and Bank loans were based on variable SONIA rates plus margins of between 1.5% – 2.75%.

The Group have £6,600,000 (2023: £10,600,000) of bond and guarantee facilities to support ongoing contract trading activity. As at the 31 May 2024, £2,644,000 is utilised (2023: £3,761,000).

24 Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

	At 31 May 2024	*At 31 May 2023*
	£'000	*£'000*
Current	**2,855**	1,503
Non-current	**7,200**	3,328
	10.055	4,831

With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate (such as lease payments based on a percentage of Group sales) are excluded from the initial measurement of the lease liability and asset. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment (see note 14).

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to purchase the underlying leased asset outright at the end of the lease, or to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office buildings and factory premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

24 Lease liabilities (continued)

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

	Within 1 year £'000	***1-2 years £'000***	***2-3 years £'000***	***3-4 years £'000***	***4-5 years £'000***	***Over 5 years £'000***	***Total £'000***
31 May 2024							
Lease payments	3,423	2,968	2,336	1,846	852	0	11,425
Finance charges	(568)	(406)	(253)	(121)	(21)	(0)	(1,370)
Net present value	**2,855**	**2,561**	**2,083**	**1,725**	**831**	**0**	**10,055**
31 May 2023							
Lease payments	1,692	1,414	1,066	666	382	83	5,303
Finance charges	(194)	(136)	(84)	(42)	(13)	(3)	(472)
Net present value	1,498	1,278	982	624	369	80	4,831

The group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

	2024 £'000	*2023 £'000*
Short-term leases	**67**	134
Leases of low value assets	**30**	22
	97	156

Some leases contain break clauses or extension options to provide operational flexibility. Potential future undiscounted lease payments not included in the reasonably certain lease term, and hence not included in lease liabilities, total £3.7m at 31 May 2024 (31 May 2023: £0.7m).

Future increases or decreases in rentals linked to an index or rate are not included in the lease liability until the change in cash flows takes effect. 19% (2023: 15%) of the Group's lease liabilities are subject to inflation-linked rentals and a further 6% (2023: 10%) are subject to rent reviews. Rental changes linked to inflation or rent reviews typically occur on a three or 5 year basis.

The Group has not signed any leases in the year which have not yet commenced.

See note 32 for further details re the lease liability movements in the year.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

25 Financial instruments

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in Note 23. The main types of risks are capital risk, market risk, foreign currency risk, interest risk, price risk, credit risk, and liquidity risk.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes the borrowings disclosed in notes 23 and 24 cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves, retained earnings and non-controlling interest as disclosed in the statement of changes in equity.

The Board closely monitor current and forecast cash balances at monthly Board meetings to allow the Group to maximise return to shareholders by way of dividends, whilst maintaining suitable amounts of liquid funds and facilities to allow acquisitions to be funded as opportunities arise and continued investment in property, plant and equipment and research and development. The level of dividends are set by the Board to meet the expectations of the shareholders based on cash generated by the Group.

	Group		***Company***	
The gearing ratio at the year-end is as follows:	***2024***	*2023*	***2024***	*2023*
	£'000	*£'000*	***£'000***	*£'000*
Debt	**(23,957)**	(8,577)	**–**	(83)
Cash and cash equivalents	**12,115**	17,717	**4,345**	6,404
Net (debt)/ cash	**(11,842)**	9,140	**4,345**	6,321
Equity	**113,014**	108,455	**83,837**	73,816
Net (debt)/cash to equity ratio	**(10.5)%**	8.4%	**5.2%**	8.6%

Debt is defined as short and long term borrowings and lease liabilities, as detailed in note 23. Equity includes all capital and reserves of the Group attributable to equity holders of the parent. The Group is not subject to externally imposed capital requirements.

Market risk

The Group's activities expose it primarily to the financial risks of changes in interest rates and foreign currency exchange rates particularly in US dollars and the Euro.

Foreign currency risk management

The exposure to foreign currency risk expressed in GBP was as follows:

	31 May 2024			*31 May 2023*		
	USD	***EUR***	***RMB***	*USD*	*EUR*	*RMB*
	£'000	***£'000***	***£'000***	*£'000*	*£'000*	*£'000*
Trade and other receivables	**12,237**	**136**	**7,536**	12,144	192	6,723
Overdrafts	**(3,163)**	**–**	**–**	(2,885)	–	–
Bank loans	**(203)**	**–**	**–**	(73)	–	–
Lease liabilities	**(2,605)**	**–**	**(163)**	(2,682)	–	(272)
Trade and other creditors	**(15,750)**	**(161)**	**(4,100)**	(15,362)	(155)	(2,717)

The Group enters into forward foreign currency contracts to eliminate exposures on certain material sales or purchases denominated in foreign currency once a significant commitment has been made.

Derivative contracts are measured at fair value in the statement of financial position with movements in that fair value being recognised in profit or loss. The Group presently has foreign exchange forward contracts to purchase £nil (2023: £1.1 million) in order to manage the transactional currency exposure on certain contracts when required.

The foreign exchange loss in the year shown in the Statement of Comprehensive Income is mainly due to the strengthening of the UK Pound from the prior year.

25 Financial instruments (continued)

The following table details the Group's sensitivity to a 10% increase and decrease in Sterling against the relevant foreign currencies on overseas assets. These changes are considered to be reasonably possible based on observation of current market conditions.

	Euro currency impact		***US $ currency impact***		***RmB currency impact***	
	2024	*2023*	***2024***	*2023*	***2024***	*2023*
	£'000	*£'000*	***£'000***	*£'000*	***£'000***	*£'000*
Impact (+/-) on						
Profit for the financial year/equity	**3**	(4)	**874**	358	**(291)**	(445)

Interest rate risk management

The Group finances its operations where necessary through bank loans, overdrafts and finance lease facilities. The bank loans and overdrafts are at floating rates principally at negotiated margins using pooling of the Group's requirements to achieve this. The finance lease facilities are held at both fixed and floating rates.

If interest rates on floating rate borrowings (i.e. cash and cash equivalents and bank overdrafts attracting interest at floating rates) were to change by + or – 0.5% the impact on the results in the income statement and equity would be an increase/decrease of £7,000. These charges are considered to be reasonably possible based on observation of current market conditions.

Price risk management

Where possible the Group enters into long term contracts with suppliers to mitigate any significant exposure to materials and utilities price risk.

Credit risk management

The Group's principal financial assets are bank balances, cash, and trade receivables. The credit risk is managed on a group basis based on the Group's credit risk management policies and procedures.

The Group's principal credit risk is attributable to its trade receivables. Credit risk is managed by monitoring the aggregate amount and duration of exposure to any one customer depending upon their credit rating. The amounts presented in the balance sheet are net of allowances for doubtful debts, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no major customer representing more than 10% (2023: no major customer which representing more than 10%) of trade receivables, the Group has no other significant concentration of receivables.

The Group applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component. In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics, for example, the Group have a significant number of government contracts which we consider to be lower credit risk than corporate entities.

The expected loss rates are based on a review of historical customer payment profiles as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forwarding looking macroeconomic factors affecting the customer's ability to settle the amount outstanding.

Trade receivables are written off (ie derecognised) when there is no reasonable expectation of recovery. Usually this occurs when the customer goes into administration or ceases trading.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

25 Financial instruments (continued)

Ageing of trade receivables and expected credit loss provision:

	Trade receivables aged from invoice date					
	0-30	***31-60***	***61-120***	***121-360***	***>360***	***Total***
	£'000	***£'000***	***£'000***	***£'000***	***£'000***	***£'000***
31 May 2024						
Trade receivables, gross	17,248	3,188	1,008	2,341	2,059	25,844
Expected credit loss provision	(114)	(49)	(33)	(68)	(270)	(534)
	17,134	**3,139**	**975**	**2,273**	**1,789**	**25,310**
31 May 2023						
Trade receivables, gross	14,116	3,461	1,598	1,465	1,341	21,981
Expected credit loss provision	(39)	(3)	(6)	(35)	(177)	(260)
	14,077	3,458	1,592	1,430	1,164	21,721

The Directors consider that the carrying amount of trade and other receivables approximates to fair value.

The average credit period taken on sales of goods is 50 days (2023: 46 days) in respect of the Group. No interest is generally charged on the receivables until legal action is taken. Thereafter, interest is charged at 8% above bank base rate on the outstanding balance.

The Company has £4.2m receivable from JTC Employer Solutions Trustee Limited (note 35) this is supported by the JTC's shareholding as disclosed on page 23. The Company regularly reviews this in comparison with the current share price for any credit risk. The amounts owed by group undertakings (note 18) is reviewed regularly against financial forecasts for any credit risk.

Liquidity risk management

The Group funds acquisitions through a mixture of cash, equity and long-term debt. Short term financing needs are met by working capital facilities.

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long term financial liabilities as well as cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a monthly 13 week projection. Long-term liquidity needs for up to a two-year period are projected monthly and reviewed quarterly. The Group maintains cash and working capital facilities to meet its liquidity requirements for up to 30-day periods. Funding in regard to long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

Details about the maturity of financial liabilities can be found in note 23 Financial assets and liabilities and note 24 Lease liabilities.

All facilities are secured on the assets of the Group.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

26 Deferred tax

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period.

	Accelerated tax depreciation £'000	*Intangibles £'000*	*Other temporary differences £'000*	*Tax losses £'000*	*Total £'000*
At 1 June 2022	810	2,613	1,042	(1,544)	2,921
Arising on fair value adjustments on business combinations	40	–	–	–	40
(Credit)/charge to income	(49)	(254)	(585)	878	(10)
Credit to other comprehensive income	–	–	(347)	–	(347)
Foreign exchange differences	–	–	(32)	–	(32)
At 1 June 2023	**801**	**2,359**	**78**	**(666)**	**2,572**
Arising on fair value adjustments on business combinations	–	2,055	–	(2,055)	–
(Credit)/charge to income	433	1,120	262	(997)	818
Credit to other comprehensive income	–	–	(123)	–	(123)
Foreign exchange differences	–	–	(14)	–	(14)
At 31 May 2024	**1,234**	**5,534**	**203**	**(3,718)**	**3,253**

Certain deferred tax assets and liabilities have been offset where the relevant criteria are met. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	2024 £'000	*2023 £'000*
Deferred tax assets	**3,718**	666
Deferred tax liabilities	**(6,971)**	(3,238)
	(3,253)	(2,572)

At the balance sheet date the Group has unused tax losses of £46.2 million (2023: £20.6 million) available for offset against future profits. A deferred tax asset has been recognised in respect of £14.4 million (2023: £2.3 million) of such losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available in future against which deductible temporary differences can be utilised. This is assessed based on the Group's forecast of future operating results and the future projected profitability of entities within the Group. In addition the Group has an unrecognised deferred tax asset of £92k (2023: £163k) in respect of share-based payments.

At the balance sheet date the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was £nil (2023: £nil). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

The following are the major deferred tax liabilities and assets recognised by the Company and movements thereon during the current and prior reporting period.

	Tax losses £'000	**Total £'000**
At 1 June 2023	**(404)**	**(404)**
(Credit) to income statement	18	18
At 31 May 2024	**(386)**	**(386)**

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

26 Deferred tax (continued)

At the balance sheet date the Company has unused tax losses of £1.7 million (2023: £2.2 million) available for offset against future profits within group undertakings. A deferred tax asset has been recognised in respect of £0.4 million (2023: £0.4m) of such losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available in future against which deductible temporary differences can be utilised. This is assessed based on the Company's forecast of future operating results and the future projected profitability of entities within the Group.

27 Share capital

	2024		*2023*	
	No.	***£'000***	*No.*	*£'000*
Allotted, issued and fully paid				
Ordinary shares of 5p each	**33,089,922**	**1,654**	32,250,445	1,612

Reconciliation of movement in allotted, issued and fully paid share capital

	No.	***£'000***
At 1 June 2024 and 31 May 2023	**32,250,445**	1,612
Shares issued in period to Acquisition (note 36)	642,355	32
Shares issued on exercise of share options (note 28)	197,122	10
At 31 May 2024	**33,089,922**	**1,654**

The Company has a share option scheme under which options to subscribe for the Company's shares have been awarded to certain directors and employees. During the year 208,580 options were exercised, 23,000 and 185,580 at 267.0p and 288.0p respectively. The market price on the day of exercise was between 380.0p and 400.0p. Further details of the scheme are given in note 28.

The market price of the Company's shares at the end of the year was 385.0p (2023: 410.0p). The highest and lowest market prices during the year were 4245.0p and 330.0p (2023: 470.0p and 352.0p respectively).

28 Share-based payments

The Group has recognised a portion of the fair value of these options in calculating the profit for the current and prior year.

	2024		*2023*	
	Options (No. '000)	***Weighted Average Exercise price p***	*Options (No. '000)*	*Weighted Average Exercise price p*
Outstanding at the start of the year	**2,820.0**	**215.92**	2,666.5	274.90
Lapsed during the year	**(49.8)**	**(343.55)**	–	–
Issued during the year	**598.0**	**390.00**	577.5	410.00
Exercised during the year	**(208.6)**	**(285.68)**	(424.0)	(243.17)
Outstanding at the end of the year	**3,159.6**	**323.84**	2,820.0	307.34
Exercisable at the end of the year	**1,459.6**	**234.47**	1,110.5	215.92

The options outstanding at 31 May 2024 had exercise prices in the range 193.0p to 410.0p and a weighted average remaining contractual life of 6.6 years (2023: 7.0 years). The average market share price of options at date of exercise was 390.33p (2023: 431.52p).

Of the 208,560 options exercised in the period 208,560 resulted in the issue of new shares.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

28 Share-based payments (Continued)

The terms of these options are as follows:

Date of grant	*Options outstanding at 31 May 2024*	*Vesting period*	*Market value at date of grant (p)*	*Exercise price (p)*	*Exercise period*
21/12/2016	749,500	3 years	193.00	193.00	22/12/2019 to 21/12/2026
17/12/2019	330,000	3 years	267.00	267.00	17/12/2022 to 16/12/2029
24/11/2020	380,100	3 years	288.00	288.00	24/11/2023 to 23/11/2030
29/11/2021	542,500	3 years	402.50	402.50	29/11/2024 to 28/11/2031
26/01/2023	559,500	3 years	410.00	410.00	26/01/2026 to 25/01/2033
21/11/2023	598,000	3 years	390.00	390.00	21/11/2023 to 20/11/2033

The performance condition for each of these options is that the increase in adjusted EPS must be at least equal to the increase in RPI over the vesting period.

All share options are equity settled. The adjusted EPS is the basic earnings per share published in the Preliminary Announcement of Results with adjustments made for amortisation of acquisition related intangibles costs of share-based payments, and exceptional items agreed by the Remuneration Committee. Further adjustments to the above performance conditions may be approved by the Remuneration Committee to reflect future changes in accounting standards.

The fair value of the options was calculated by external consultants, Pett, Franklin & Co and Pinsent Masons.

Options granted with performance conditions are valued using the Black-Scholes model.

For all awards, recipients are required to remain in employment with the Group over the vesting period.

Future volatility at the date of grant has been estimated by reference to the historical volatility at that time.

The expected life used in the models has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Total charge to the income statement in respect of share-based payments

	2024	*2023*
	£'000	*£'000*
In respect of:		
Equity settled share options	**298**	237

There are no share-based payment transactions that were expensed immediately. A deferred tax credit of £nil (2023: £nil) was recognised during the year in respect of share-based payments.

29 Pensions and other employee obligations

Within the UK the Group operates a defined benefit plan with benefits linked to final salary and a defined contribution plan.

The defined benefit pension arrangement, called the Hayward Tyler Pension Plan (the "Plan"), provides benefits based on final salary and length of service on retirement, leaving service or death. With effect from 1 June 2003 the Plan was closed to new UK employees and to future service accrued for existing members who are offered membership of the defined contribution plan. The majority of UK employees are members of one of these arrangements. The method used in assessing the Plan liabilities is the projected unit method.

The Plan is subject to the Statutory Funding Objective under the Pensions Act 2004. A valuation of the Plan is carried out at least once every three years to determine whether the Statutory Funding Objective is being met. As part of the process the Company must agree with the trustees of the Plan the contributions to be paid to meet the Statutory Funding Objective.

The most recent comprehensive actuarial valuation of the Plan was carried out as at 1 January 2023 and the next valuation of the Plan is due as at 1 January 2026. In the event that the valuation reveals a larger deficit than expected the Company may be required to increase contributions above those set out in the existing Schedule of Contributions. Conversely, if the position is better than expected, it's possible that contributions may be reduced. The Company expects to pay contributions of £281,000 in the year to 31 May 2025.

The asset recognised in the statement of financial position for defined benefit plans is the present value of the fair value of plan assets less the Defined Benefit Obligation (DBO) at the reporting date. The net surplus at the end of the year is £0.1 million (2023: £0.5 million) which is deemed recoverable and therefore recognised in full. The unconditional right condition in IFRIC14 is satisfied as the Company has an unconditional right to a refund of surplus after the last pensioner dies, assuming the Plan continues indefinitely.

The Plan is managed by a board of trustees appointed in part by the Company and in part from elections by members of the Plan. The board of trustees includes a professional trustee (Independent Trustee Services Limited). The trustees have responsibility for obtaining valuations of the fund, administering benefit payments and investing the Plan's assets. The trustees delegate some of these functions to their professional advisers where appropriate.

The Plan exposes the Company to a number of risks:

- **Investment risk**

  The Plan holds investments in asset classes, such as equities, which have volatile market values and, while these assets are expected to provide real returns over the long-term, the short-term volatility can cause additional funding to be required if a deficit emerges;

- **Interest rate risk**

  The Plan's liabilities are assessed using market yields on high quality corporate bonds to discount the liabilities. As the Plan holds assets such as equities the value of the assets and liabilities may not move in the same way;

- **Inflation risk**

  •A significant proportion of the benefits under the Plan are linked to inflation. Although the Plan's assets are expected to provide a good hedge against inflation over the long-term, movements over the short-term could lead to deficits emerging;

- **Member options**

  Certain benefit options may be exercised by members without requiring the consent of the Trustees or the Company, for example exchanging pension for cash at retirement. In this example, if fewer members than expected exchange pension for cash at retirement then a funding strain will emerge;

- **Mortality risk**

  In the event that members live longer than assumed a deficit will emerge in the Plan; and

- **Concentration risk**

  A significant proportion of the Plan's liabilities are in respect of a single pensioner member. The development of the liabilities over time will therefore depend heavily on the actual experience in respect of this member.

There were no plan amendments, curtailments or settlements during the year (2023: nil).

Risk mitigation strategies

The trustees invest the Plan's assets in combination of Liability-Sensitive assets and Return-Generating assets. The Liability-Sensitive assets are invested in a variety of LDI (Liability-Driven Investment) Funds. These funds invest in a combination of interest rate and inflation rate swaps in order to mimic the movement in expected cash flows of the Plan caused by changes in interest and inflation rates.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

29 Pensions and other employee obligations (continued)

Profile of defined benefit obligation

The weighted average duration of the defined benefit obligation is 10 years.

The Group's defined benefit obligations and plan assets may be reconciled to the amounts presented on the face of the statement of financial position for each of the reporting periods under review as follows:

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Defined benefit obligation	**(8,428)**	(8,385)
Fair value of plan assets	**8,512**	8,911
Net defined benefit asset	**84**	526

Amounts recognised in the income statement during the year are shown in the table below.

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Interest on liabilities	**431**	350
Interest on assets	**(459)**	(412)
Total credit to income statement	**(28)**	(62)

Scheme assets

The fair value of assets for the reporting years under review are as follows:

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Fair value of assets at start of year	**8,911**	12,236
Interest on assets	**459**	412
Company contributions	**23**	164
Benefits paid	**(681)**	(788)
Return on assets less interest	**(200)**	(3,113)
Fair value of assets at end of year	**8,512**	8,911

Scheme liabilities

The defined benefit obligations for the reporting years under review are as follows

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Defined benefit obligation at start of year	**8,385**	10,548
Interest cost	**431**	350
Changes to demographic assumptions	**(55)**	–
Changes to financial assumptions	**198**	(2,022)
Experience loss on liabilities	**150**	297
Benefits paid	**(681)**	(788)
Defined benefits obligation at end of year	**8,428**	8,385

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

29 Pensions and other employee obligations (continued)

For determination of the pension obligation, the following actuarial assumptions were used:

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Discount rate	**5.20%**	5.35%
Expected rate of pension increases	**2.90%**	2.70%
Inflation assumption	**3.45%**	3.25%
Mortality assumption	**S3PFA CMI**	S3PFA CMI

S3PFA CMI – for males and females projected on a year of birth basis using CMI (2021) projections with a long-term rate of improvement of 1.25% per annum. The mortality assumptions imply the following life expectancies:

- Life expectancy at age 65 of male aged 45 20.9
- Life expectancy at age 65 of male aged 65 19.6
- Life expectancy at age 65 of female aged 45 25.0
- Life expectancy at age 65 of female aged 65 23.6

These assumptions were developed by management under consideration of expert advice provided by Barnett Waddingham, independent actuarial appraisers. These assumptions have led to the amounts determined as the Group's defined benefit obligations for the reporting years under review and should be regarded as management's best estimate. However, the actual outcome may vary.

No assumption is made with regard to the expected rate of salary increases as there are no members with benefits related to future salary progression.

The asset spilt is as follows:

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Multi-asset growth portfolio	**4,633**	4,303
Gilts and LDI	**3,705**	4,423
Cash	**174**	185
Total assets	**8,512**	8,911

The remeasurement recorded in other comprehensive income is as follows:

	Group	
	At 31 May 2024 £'000	*At 31 May 2023 £'000*
Loss on scheme assets in excess of interest	**200**	3,113
(Gain)/loss from changes to demographic assumptions	**(55)**	–
Experience losses on liabilities	**150**	297
(Gains)/loss from changes to financial assumptions	**198**	(2,022)
Total loss/(gain) recognised in other comprehensive income	**493**	1,388

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

29 Pensions and other employee obligations (continued)

Sensitivity of the value placed on the liabilities

	Approximate effect on liabilities
Reduce discount rate by 0.5% p.a.	£400,000
Increase inflation and related assumption by 0.5% p.a.	£188,000
Increase a long-term rate of longevity improvement by 0.25% p.a.	£36,000
Apply a 90% loading to the mortality base table (reduces probability of death by 10% at each age)	£315,000

Note that the above sensitivities are approximate and only show the likely effect of an assumption being adjusted whilst all other assumptions remain the same.

30 Notes to the consolidated cash flow statement

Cash flows from operating activities:

	2024	*2023*
	£'000	*£'000*
Continuing operations		
Profit before income tax from continuing operations	**4,825**	7,475
(Loss)/profit before income tax from discontinuing operations before disposal	**–**	(616)
Adjustments for:		
Depreciation	**4,817**	3,720
Amortisation of intangible assets	**904**	444
Amortisation of intangibles from business combinations	**819**	993
Profit on disposal of property, plant and equipment	**23**	–
Loss on disposal of intangible assets	**–**	373
Finance income	**(364)**	(109)
Finance expenses	**1,175**	609
Share based payment charge	**324**	237
Changes in working capital		
Increase in inventories	**(4,818)**	(729)
Increase in trade and other receivables	**(8,003)**	(3,628)
Increase in trade and other payables	**3,825**	2,814
Increase/(decrease) in provisions	**107**	(857)
Other non cash changes	**(30)**	(44)
Cash flows from operating activities	**3,604**	10,682

	2024	*2023*
	£'000	*£'000*
Cash and cash equivalents		
Cash	**12,115**	17,717
Overdrafts	**(322)**	(331)
	11,793	17,386

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

31 Notes to the company cash flow statement

	2024 ***£'000***	*2023* *£'000*
Continuing operations		
Profit/(loss) before income tax from continuing operations	**3**	(590)
Adjustments for:		
Finance income	**(1,191)**	(487)
Finance expenses	–	6
Share based payment charge	289	137
Changes in working capital		
Increase in trade and other receivables	**(20)**	(199)
Decrease in trade and other payables	**121**	3
Other non-cash changes	–	1
Cash flow from operating activities	**(798)**	(1,129)

32 Reconciliation of liabilities arising from finance activities

Group	*Long-term borrowings £'000*	*Short-term borrowings £'000*	*Lease liabilities £'000*	*Overdraft £'000*	*Total £'000*
At 1 June 2022	762	5,112	4,702	385	10,961
Cash flows:					
Repayments	–	(2,845)	(1,771)	(62)	(4,678)
New borrowings net of refinancing fees	–	357	1,898	–	2,255
Non-cash:					
Amortisation of refinance fees	–	2	–	–	2
Exchange adjustments	–	28	1	8	37
Reclassification	(93)	93	–	–	–
At 1 June 2023	**669**	**2,747**	**4,830**	**331**	**8,577**
Cash flows:					
Repayments	–	(3,213)	(3,863)	–	(7,076)
New borrowings net of refinancing fees	8,162	1,484	5,088	–	14,734
Non-cash:					
Acquisitions	1,817	1,975	4,084	–	7,876
Amortisation of refinancing fees	–	15	0	–	15
Exchange adjustments	2	(78)	(84)	(9)	(169)
Reclassification	(1,924)	1,924	–	–	–
At 31 May 2024	**8,726**	**4,854**	**10,055**	**322**	**23,957**

For the year ended 31 May 2024

32 Reconciliation of liabilities arising from finance activities (continued)

Company	*Long-term borrowings £'000*	*Short-term borrowings £'000*	*Lease liabilities £'000*	*Overdraft £'000*	*Total £'000*
At 1 June 2022	68	182	–	–	250
Cash flows:					
Repayments	(68)	(98)	–	–	(166)
Non-cash:					
Amortisation of finance fees	–	(1)	–	–	(1)
Reclassification	–	–	–	–	–
At 1 June 2023	–	**83**	–	–	**83**
Cash flows:					
Repayments	–	(83)	–	–	(83)
Non-cash:					
Amortisation of finance fees	–	–	–	–	–
Reclassification	–	–	–	–	–
At 31 May 2024	–	–	–	–	–

33 Related party transactions

Company
The Directors benefited from dividends paid in the year (note 10) on their shareholdings as set out in the Directors report page 23.

Transactions with Magnetica Ltd its subsidiaries were as follows:

	Group 2024 £'000	*Company 2024 £'000*
Recharges to Magnetica and Subsidiaries	**60**	**60**
Recharges from Magnetica and Subsidiaries	**–**	**–**

Balances outstanding as at 31 May

Inter-company balance owed by Magnetica and Subsidiaries	**1,988**	**–**
Inter-company balance owed to Magnetica and Subsidiaries	–	–

During the year 77,230,000 shares in Magnetica Ltd were acquired by Avingtrans plc for £2,022,479 resulting in Avingtrans holding increasing to 75.4% (2023: 71.7%).

34 Financial commitments

Capital commitments
Commitments for capital expenditure were as follows:

	2024 £'000	*2023 £'000*
Contracted for, but not provided in the accounts	**–**	128

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

35 Investment in own shares

On 22 June 2011 the Company approved, adopted and established the Avingtrans Employees' Share Trust ('the ExSOP Trust). A summary of the Trust Deed is as follows:

- It has been established that the original trustee is JTC Employer Solutions Trustee Limited
- The primary objective of the ExSOP Trust is to hold the capital and income of the Trust for the beneficiaries
- The beneficiaries and the Trustee jointly subscribe for an initial interest in the shares purchased by the Trust
- If the performance condition as set out in note 28 is achieved the option can be exercised by the beneficiaries

During the year Nil (2023: Nil) shares were purchased at a cost of £Nil (2023: Nil) by the Trust and beneficiaries, an interest in which was allocated to the Executive Directors as beneficiaries (note 28). All shares held by the trust are under option to Directors. Costs are charged to profit and loss as incurred. The above holdings are held at a cost of £4,235,000 (2023: £4,235,000) and shown as a deduction from equity in the statement of changes in shareholders' equity.

36 Acquisitions and disposals

Acquisition of Slack and Parr Limited

On the 6 August 2023, Hayward Tyler Fluid Handling Limited, a subsidiary of Avingtrans, completed the acquisition of the trade and assets of Slack and Parr Limited, along with its overseas subsidiaries in the USA and China.

Slack and Parr is renowned for its specialism in manufacturing high-precision gear metering pumps, hydraulics flow dividers, and industrial pumps, is a market leading supplier catering to a global customer base.

This strategic acquisition enhances Hayward Tyler's existing businesses by introducing additional products, expanding market reach, and in bringing in valuable expertise and equipment from Slack and Parr.

	£'000
Cash consideration	1,867
Total consideration	**1,867**

Consideration was transferred in stages. All consideration has been paid by 31 May 2024.

The provisional assets and liabilities recognised as a result of acquisition were as follows:

	£'000
Property, plant and equipment	5,209
Inventories	2,005
Trade and other receivables	399
Current tax asset	8
Cash	164
Trade and other payables	(1,599)
Provisions	(206)
Amounts owing to group undertakings	(481)
Lease liabilities (related to plant and equipment acquired and property lease)	(3,686)
Net identifiable assets acquired	1,812
Goodwill	55
Consideration	1,867

Amounts owing to group undertakings represents loans issued from Hayward Tyler Fluid Handling at the point of acquisition.

Goodwill is attributable to Slack and Parr's workforce, brand and future growth potential, plus synergies with our existing Hayward Tyler businesses.

The acquired business contributed revenues of £10,025,000 and a net loss of £144,000 to the Group for the period ended 31 May 2024.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

36 Acquisitions and disposals (continued)

Cashflow

	£'000
Outflow of cash to acquire subsidiary:	
Cash consideration paid in the period	1,867
Cash acquired	(164)
Net cash outflow from investing activities	**1,703**

Acquisition related costs of £201,000 have been presented as exceptional costs in the income statement and in operating cashflows in the statement of cashflows.

Acquisition of Adaptix Limited

On 15 September 2023, the Group acquired the remaining 82% of Adaptix Limited's ("Adaptix") share capital, thereby gaining control. In exchange for the 82% of shares in Adaptix, Avingtrans issued shares valued at £2,505,000 on the date of acquisition. Immediately prior to the acquisition, the Group held an 18% shareholding in Adaptix, which was purchased for cash consideration of £6,005,000.

Adaptix are an emerging Medtech business, developing 3D x-ray technologies. The product launch plans of Adaptix align with the Group's Magnetica business, which is developing compact magnetic resonance imaging technology. This alignment enables both businesses to mutually benefit by coordinating their commercialization activities.

Consideration has been calculated using the accumulated cost method, and comprises:

	£'000
Cash consideration	6,005
Issued shares	2,505
Total purchase consideration	**8,510**

The fair value of the 642,355 issued shares was based on the published closing share price on the 15th September 2023 of 390 pence per share.

The provisional assets and liabilities recognised as a result of acquisition were as follows:

	£'000
Other intangible assets: technology	8,219
Property, plant and equipment	1,883
Inventories	323
Trade and other receivables	567
Current tax asset	701
Cash	152
Trade and other payables	(1,931)
Amounts owing to group undertakings	(3,299)
Provisions	(157)
Lease liabilities	(626)
Borrowings	(3,563)
Net identifiable assets acquired	**2,268**
Goodwill	6,242
Consideration	**8,510**

Amounts owing to group undertakings represents loans issued to Adaptix prior to the acquisition.

Goodwill is attributable to Adaptix's workforce and future growth potential, plus synergies with our existing medical imaging businesses.

The acquired business contributed revenues of £244,000 and a net loss of £4,507,000 to the Group for the period ended 31 May 2024.

Notes to the Annual Report (Continued)

For the year ended 31 May 2024

36 Acquisitions and disposals (continued)

Cashflow	***£'000***
Inflow of cash to acquire subsidiary:	
Cash consideration paid in the period	–
Cash acquired	152
Net cash inflow from investing activities	**152**

All cash consideration paid for Adaptix was transferred in previous accounting periods, so does not impact the current period cashflow.

Acquisition related costs of £147,000 have been presented as exceptional costs in the income statement and in operating cashflows in the statement of cashflows.

37 Non-controlling interest (NCI)

During the year the Group increased its shareholding in Magnetica to 75.4% (2023: 71.7%) of the issued shares of Magnetica Limited. For further details on the increase in investment, see note 15.

Summarised statement of financial position:	***2024*** ***£'000***	*2023* *£'000*
Current assets	**3,507**	2,544
Current liabilities	**(6,092)**	(3,410)
Current net liabilities	**(2,585)**	(866)
Non-current assets	**14,111**	10,092
Non-current liabilities	**(1,078)**	(709)
Non-current net assets	**13,033**	9,383
Net assets	**10,448**	8,517
Accumulated NCI	**2,570**	2,413

Summarised statement of comprehensive income:	***2024*** ***£'000***	*2023* *£'000*
Revenue	**5,006**	4,809
Loss for the period	**(71)**	(465)
Other comprehensive income	**–**	–
Total comprehensive loss	**(71)**	(465)
Losses absorbed by NCI	**(17)**	(132)
Dividends paid to NCI	**–**	–

Summarised cash flows:

	2024 ***£'000***	*2023* *£'000*
Cash flow from operating activities	**304**	418
Cash flow from investing activities	**(4,470)**	(4,745)
Cash flow from financing activities	**4,243**	4,490
Net increase in cash and cash equivalents	**77**	163

Notice of Annual General Meeting

Notice is hereby given that the virtual Annual General Meeting of Avingtrans plc will be held at Shakespeare Martineau LLP, No1 Colmore Square, Birmingham, B4 6AA on 21 November 2024 at 11:00am for the following purposes:

Shareholders are encouraged to vote electronically via www.signalshares.com, and to appoint the Chair of the Meeting as their proxy with their voting instructions prior to the meeting. Votes received should be submitted to the Registrar before 11:00am on the 19 November 2024.

To consider, and if thought fit, to pass the following resolutions numbered 1 to 5 as ordinary resolutions.

1. To receive and adopt the reports of the Directors and the auditor and the financial statements for the year ended 31 May 2024.
2. To declare a final dividend of 2.9p per ordinary share payable on 20 December 2024 payable to shareholders on the register of members on 8 November 2024.
3. To re-elect Stephen King as a Director.
4. To re -elect Les Thomas as a Director.
5. To reappoint Cooper Parry Group Limited as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration to be fixed by the Directors.

   To transact any other ordinary business of an Annual General Meeting and as special business to consider the following Resolutions, Resolution 6 being proposed as Ordinary Resolutions and Resolution 7 as a Special Resolutions.
6. That the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined in Section 551 of the Companies Act 2006 (the "Act") up to an aggregate nominal value of £545,884 provided that this authority shall expire in whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this Resolution, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities in pursuance of any such offer or agreement as if the authority conferred by this Resolution had not expired, and that this authority shall be in substitution for all previous authorities conferred upon the Directors pursuant to section 551 of the Act.
7. That the Company be generally and unconditionally authorised, in accordance with Article 9 of its Articles of Association and Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 5p each of the Company on such terms and in such manner as the Directors may from time to time determine provided that:
   a. the maximum number of ordinary shares authorised to be purchased is 3,308,992;
   b. the minimum price which may be paid for an ordinary share is 5p (exclusive of expenses and advance corporation tax, if any, payable by the Company);
   c. the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company derived from the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased (exclusive of expenses and advance corporation tax, if any, payable by the Company); and
   d. the authority conferred shall expire at the conclusion of the next Annual General Meeting of the Company except that the Company may, prior to such expiry, make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.
8. That the Directors be empowered pursuant to Section 571 of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authority conferred upon them by Resolution 7 as if Section 561 of the Act did not apply to any such allotment provided that such power shall be limited:
   a. to the allotment of equity securities in connection with a rights issue or other offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them subject to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of a regulatory body; and
   b. to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £165,450 and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this Resolution, except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

By order of the Board

S M King	**Registered office**
	Chatteris Business Park
	Chatteris
Dated	**Cambridgeshire**
24 September 2024	**PE16 6SA**

Notice of Annual General Meeting (Continued)

Avingtrans Plc

Notes to the Annual Report For the year ended 31 May 2024:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at close of business on 19 November 2024; or if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to attend and vote. The Company encourages shareholders to vote electronically via www.signalshares.com, and to appoint the Chair of the Meeting as their proxy with their voting instructions.

Attending in person

2. If you wish to attend the Meeting in person, please bring photographic identification with you to the meeting.

Voting

3. You can vote either:
   - by logging on to www.signalshares.com and following the instructions;
   - you may request a hard copy form of proxy directly from the registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk, or calling on Tel: +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales).
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
   - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io, and refer to notes below.

Appointment of proxies

4. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. As set out in note 1 above, the Company encourages shareholders to appoint the Chair of the Meeting as their proxy with their voting instructions. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy electronically

7. In order to reduce the Company's environmental impact, members are encouraged to appoint a proxy electronically. This can be done by:
   - logging onto www.signalshares.com and submitting a proxy appointment online by following the instructions. If you have not previously done so, you will need to register. To do this, you will need your Investor Code detailed on your share certificate (or otherwise available from the Company's registrar, Link Group); or
   - submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service.
   - appointing a proxy electronically via the Proxymity platform.

   Please note that proxy appointments must be received by no later than 11:00am on 19 November 2024 to be valid.

Appointment of proxy using hard copy proxy form

8. To appoint a proxy using the hard copy proxy form, the form must be completed and signed and sent or delivered to Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and received no later than 11:00am on 19 November 2024.

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

   Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Notice of Annual General Meeting (Continued)

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

    Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

    If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
    - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
    - In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

    In either case, the revocation notice must be received by the Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. no later than 19 November 2024 at 11.00am.

Crest

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11:00am on the 19 November 2024. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxymity Voting

15. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 am on 14 November 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Notice of Annual General Meeting (Continued)

Issued shares and total voting rights

16. As at 11:00 am on 24 September 2024, the Company's issued share capital comprised 33,089,922 ordinary shares of 5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 11.00am on 24 September 2024 is 33,089,922

Documents on display

17. The following documents will be available for inspection at Chatteris Business Park, Chatteris, Cambridgeshire PE16 6SA from 1 November 2024 until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:
    - Copies of the letters of appointment of the directors of the Company.

Notes

Notes

The Strategy in action

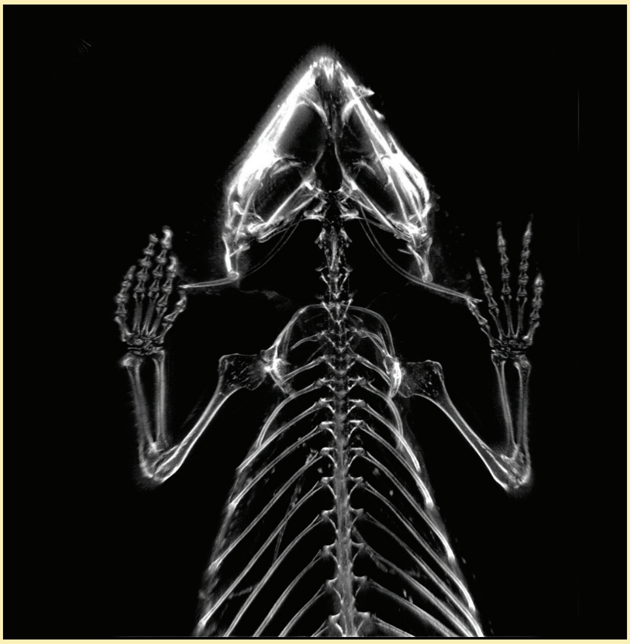
Pinpoint-Invest-Exit

Pinpoint

Strengthening the portfolio

Acquisition of Adaptix
During the year, the Group acquired the remaining 82% of the share capital of Adaptix Limited for £7.2m, including absorbed and repaid debt.

Adaptix is revolutionizing radiology with its patent-protected technology, introducing a Flat Panel X-ray Source (FPS) with individually addressable emitters and integrated power supply ("monoblock"). This innovation digitizes the imaging source, enabling fast 3D imaging at a lower dose than CT scans. The FPS seamlessly integrates with existing detectors and workstations, offering cost-effectiveness akin to current 2D systems, but with higher image quality.



Acquisition of Slack & Parr
In the year the Group completed the acquisition of Slack & Parr for a total consideration of up to £4.1m.

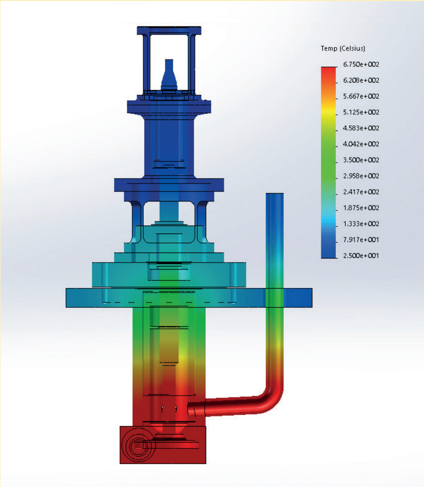
Slack & Parr is a manufacturer of specialist pumps and a market leading supplier of high-precision gear metering pumps, hydraulics flow dividers and industrial pumps to customers around the world.

Founded in 1917, it has a strong track record in supporting global blue-chip OEMs and end users, with a large installed base, supported by service facilities in the USA and Asia. Slack & Parr operates from a 64,000 sq ft state-of-the-art manufacturing facility in Kegworth, Derbyshire and it also has facilities in Charlotte, North Carolina and Shanghai, China.

Invest

Technology

Next-generation nuclear



During the year, our Hayward Tyler business has made significant investments in the development of advanced motors specifically designed for next-generation nuclear applications, including small modular reactors (SMRs). These new motors are engineered to operate under extreme conditions, withstanding high levels of radiation, elevated temperatures, and rapid temperature fluctuations. By leveraging our extensive expertise in high-integrity motors and pumps for the nuclear sector, we are at the forefront of innovation, supporting the global transition to low-carbon energy solutions. Our commitment to advancing nuclear technology not only strengthens our market position but also contributes to the development of safer, more efficient energy systems that align with our broader environmental and sustainability objectives.

Medical devices

Our Medical & Industrial Imaging division has made significant strides in the development of compact MRI systems and 3D X-ray systems, aimed at revolutionizing medical imaging. The 3D X-ray systems are being developed by our newly acquired Adaptix business, which is focused on transforming radiology by enabling low-cost, low-dose portable 3D imaging. Adaptix has pioneered a number of novel technologies and imaging approaches related to Digital Tomosynthesis ("DT"). Meanwhile, our Magnetica business is leading the development of a compact MRI system that operates at a gold standard 3 Tesla magnetic field strength. This advanced system incorporates a dry magnet, eliminating the need for liquid helium. Our MRI system is specifically designed for musculoskeletal extremity imaging, offering clinicians high-quality imaging in a compact and cost-effective format.

Exit

Returning share-holder value

Disposal of Peter Brotherhood

Peter Brotherhood was acquired for £9.3m as part of the acquisition of HTG in August 2017.

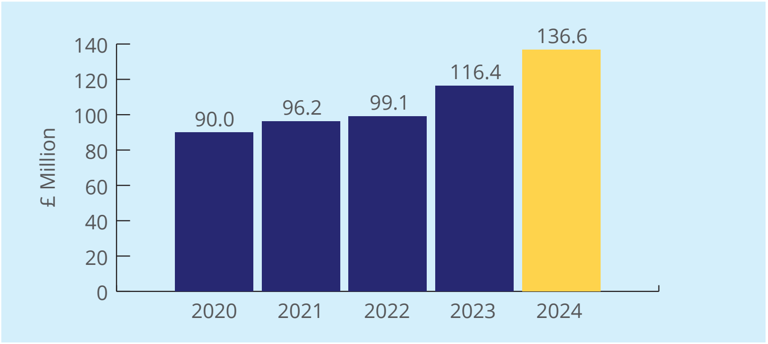
In March 2021 it was sold for an enterprise value of £35.0m representing a return on capital of almost 4X.

This is AVG's 3rd successful exit for the Group since 2013, with the disposal of JenaTec in 2013 for £14.5m (purchased for £4.0m) and Sigma Components in 2016 for £65.0m (purchased for £22.0m).

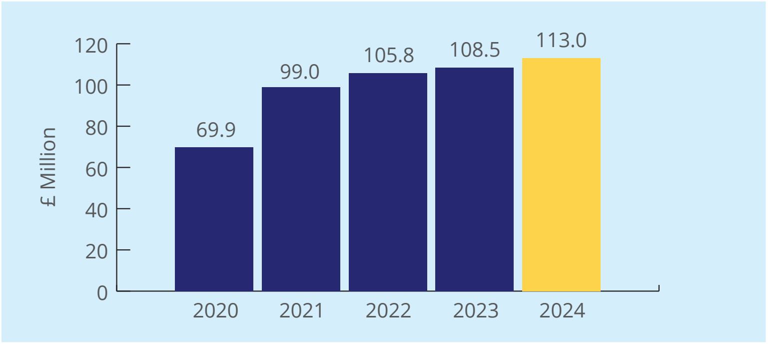
Performance

5 YEAR PERFORMANCE

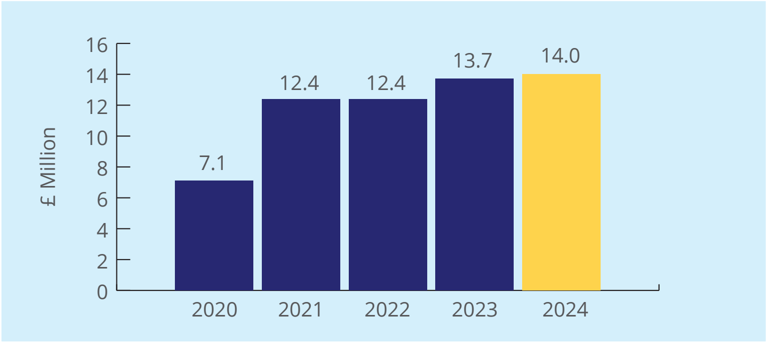
Revenue



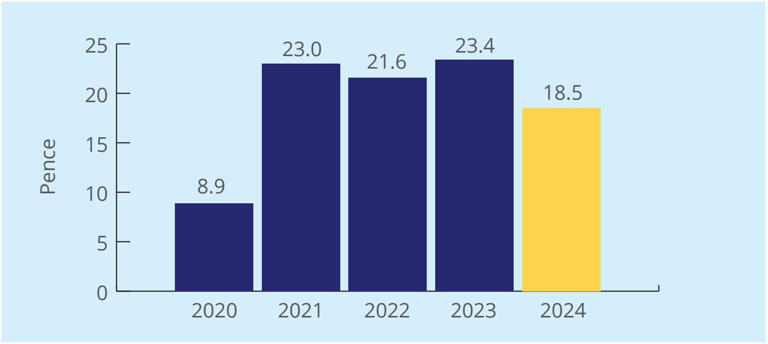
Net Assets



EBITDA (continuing)



EPS – Diluted (adjusted)



Results presented are from continuing operations.

HAYWARD TYLER

MAGNETICA

energy steel

Metalcraft

Stainless Metalcraft (Chatteris) Ltd.

Ormandy Rycroft Engineering

Booth industries

Composite Products Ltd

SCIENTIFIC MAGNETICS

tecmag

Adaptix
Transforming Radiology

Slack&Parr
Metering • Hydraulics • Industrial Pumps

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