

**Purpose led.
Performance focused.**

Annual Report & Accounts 2025



Fevara plc is an international specialist in livestock supplements

Strategic report

- 1 Key figures FY25
- 2 At a glance
- 4 Chair's Statement
- 6 CEO review
- 10 Our products
- 12 Our markets
- 16 Our business model
- 18 Our strategy
- 23 Sustainability and impact review
- 40 Financial review
- 46 Key performance indicators
- 50 Principal risks and uncertainties
- 54 Viability statement
- 55 TCFD
- 72 Streamlined energy and carbon reporting
- 74 Non-financial and sustainability information statement

Governance

- 77 Corporate Governance report
- 100 Nomination Committee report
- 104 Audit and Risk Committee report
- 109 Remuneration Committee report
- 133 Directors' report

Financial statements

- 141 Independent Auditor's report
- 152 Consolidated income statement
- 153 Consolidated statement of comprehensive income
- 154 Consolidated and Company balance sheets
- 156 Consolidated statement of changes in equity
- 157 Company statement of changes in equity
- 158 Consolidated and Company statements of cash flows
- 160 Principal accounting policies
- 168 Notes to the financial statements
- 215 Five-year statement
- 218 Alternative performance measures glossary
- 220 Directory of operations
- 221 Registered office and advisers



Delivering profitable, commercial growth

Key financial figures (continuing operations)
for the year ended 31 August 2025

Streamlined business

The financial figures presented on this page are for the Group's continuing operations only, following its significant divestment of engineering and underperforming operations in FY25. Unless otherwise stated, all figures in this Annual Report and Accounts relate to the year ended 31 August 2025.

→ More information in the CEO review and Financial review on pages 6 and 40

→ Definitions of alternative performance measures used in this report are on page 218

Revenue
+4.1%

£78.8m

Adjusted profit before tax
+67.0%

£4.2m

Adjusted earnings per share
+69.2%

4.4p

Adjusted operating profit
+69.2%

£3.7m

Reported profit before tax
+144.8%

£2.9m

Basic earnings per share
+172.9%

3.5p

Reported operating profit
+135.1%

£2.4m

Dividend per share
-53.8%

2.4p

Strategically positioned for growth

What we do

We develop, manufacture and market research-proven supplements, including branded feed licks, blocks, bagged minerals and boluses for cattle, sheep and horses.

Our purpose

To empower farmers in extensive grazing systems with research-proven supplements that boost profitability, improve resource efficiency and support sustainable agriculture.

Our values

Our four values, listed opposite, unite employees across our growing business in what we say, what we do and our ways of working. They exemplify the experience that we have of each other and the experience that our customers, shareholders and external partners have of us.

→ More information on page 16

Our values



Integrity

We act with strong moral principles and always aim to follow these. We personally commit to promote a professional culture in which individuals can depend on one another and treat each other with respect.



Excellence

We are one team, with commitment to the highest of standards and quality in our products and behaviours, fostering a mindset of continuous improvement, development and safety in everything we do.



Responsibility

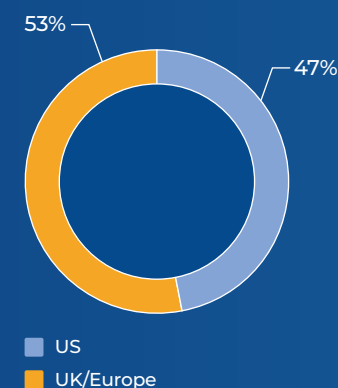
We provide a sense of purpose, building resilience to react to challenges on an individual and societal level. We are focused on our future and take responsibility, accountability and ownership for it.



Innovation

We empower everyone to create a workplace culture that values creativity and innovation, where every person has the courage to try new things and explore new ideas, moving at pace to test, learn, adapt and act to improve.

Revenue split FY25



Employees¹

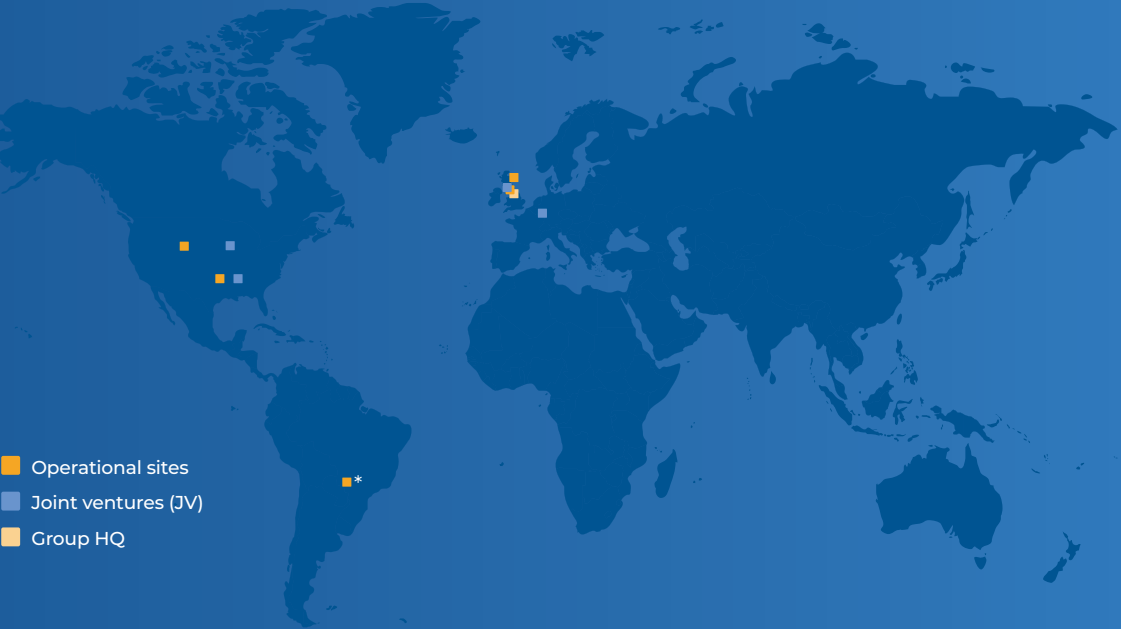
186

¹ Continuing operations at year end FY25.

→ More information on pages 28 to 31

Where we operate

We have an expanding manufacturing and distribution network to empower growth in our target markets.



UK	Europe	US	Brazil*
Scotmin Nutrition Ayr, Ayrshire, Scotland Caltech Silloth, Cumbria Fevara plc (HQ) Carlisle, Cumbria Silloth Storage Company (JV) Silloth, Cumbria	Crystalyx Products GmbH (JV) Oldenburg, Lower Saxony	New Generation Supplements Belle Fourche, South Dakota and Poteau, Oklahoma Gold-Bar Feed Supplements LLC (JV) Shelbyville, Tennessee ACC Feed Supplement LLC (JV) Sioux City, Iowa	Note: On 3 December 2025, the Group announced that it had reached an agreement to acquire Domino Industria E Comercio LTDA (trading as 'Macal') in Campo Grande, Brazil.

Our brands

Our products are developed predominantly for pasture-based cattle, sheep and horses. They can help optimise livestock performance and farmer profitability and are sold under recognised and trusted brands, including the following:

	UK and Europe	US
Crystalyx®	■	
HorsLic®		■
Horslyx®	■	
Scotmin Nutrition®	■	
SmartLic®		■
Tracesure® Advanced	■	



Encouraged by our growth prospects

Key cross references from this section

- Corporate Governance Report page 77
- CEO review page 6
- Our markets page 12
- Sustainability and impact review (People) page 28



Tim Jones
Non-Executive Chair

I was appointed in FY23 to support the Board in steering the business through a significant strategic repositioning. In FY25, we successfully streamlined the business, strengthened our balance sheet and reduced central costs.

Significant scale of opportunity

Global market fundamentals in the sector are very strong, driven by high-volume demand for animal protein to feed a growing global population (for more information, see page 12). I have spent time at all our manufacturing sites, as well as those of our joint venture partners in the US and Germany. I have also spoken to employees, customers and distributors, including prospective partners in new regions. Their energy is infectious and the scale of opportunity is significant. I am as enthused by our growth prospects as our teams are motivated to achieve them.

Supporting sustainable agriculture

We are focused on developing and manufacturing products for pasture-fed ruminants – including cattle, sheep and goats. Ruminants are the ultimate 'upcyclers' – ingesting grass and cellulose that we humans cannot eat to turn into animal protein that we can, and feeding on pasture where crops cannot easily – or at all – be grown.

While some of the carbon ingested from grass produces methane, some produces growth (meat, dairy, leather and so on) and some ends up as manure which, in turn, fertilises the ground to grow more grass and drive carbon sequestration afresh.

Our products are research-proven to help optimise the performance and value of this vital source of global protein, and this is reflected in our refreshed purpose which you can read in full on page 2. In essence, we aim to empower farmers to improve resource efficiency and create economic benefits, while supporting sustainable agriculture.

The right team for the job

We have built a strong management team and a stable, supportive Board. We have the right team for the job. With a new business focus, we are more collaborative, sharing opportunities and learnings with enthusiasm. We hold each other to account on the non-negotiables – Health & Safety, ethical standards, employee practices – underpinned by our values of Integrity, Responsibility, Excellence and Innovation. Embedding these further remains a top priority as we investigate growth opportunities in new global cultures and jurisdictions.

An accessible and visible Board

I believe our Board and senior management should be visible and accessible to all our stakeholders. We deepen our understanding of business opportunities and risks from different perspectives and can be held to account for our actions which, in turn, can strengthen our decision-making.

More information about our engagement to promote the overall success of the Company can be found in the s.172 section on pages 94 to 99.

I welcome all shareholders to meet the Board in person at our next AGM in February 2026. Subject to approval, the Board is proposing a final dividend of 1.2 pence per share (FY24: 2.85 pence per share), making a total dividend of 2.4 pence per share (FY24: 5.20 pence). The final dividend will be paid on 13 March 2026, to shareholders on the register at close of business on 23 January 2026, and the shares will go ex-dividend on 22 January 2026.

We are grateful to existing shareholders for supporting us throughout our strategic repositioning, and we very much look forward to meeting and engaging with new investors. Our value proposition is focused on growth and one we are confident to share with the markets through our renewed investor relations programme.

Employee engagement

I must acknowledge, with deep gratitude, the patience and commitment of our employees, many of whom experienced a time of uncertainty as we streamlined the business, closing two sites and disposing of the majority of the Engineering Division. Our imperative was to implement these changes professionally and fairly by engaging with people as early as possible and keeping the Board informed throughout the process. We are committed to listening to our employees as we grow; more information can be found in our People review on pages 28 to 33.

Looking ahead

Acknowledging the evolution of the Company and its focus as an international specialist in livestock supplements, we undertook a name change. Fevara stems from the word 'feoh', meaning wealth through cattle. The name change reinforces our new business focus and symbolises our optimism for future growth.

Our research-proven products are backed by patents and well-respected brands; and they are marketed through a growing international sales network. Our strengthened leadership team is optimistic – confident in fact – about finding revenue growth through new routes to market in existing and new regions. With opportunities for growth, there are also challenges – exposure to global trading uncertainties, cultural and legal differences and regional climate considerations. These will need appropriate risk mitigation and I am confident in our team and our plans.

Reflecting the Group's renewed focus on growth, on 9 December 2025, the Board agreed to move towards a progressive dividend policy, targeting cover of at least 2x. A copy of the updated Dividend Policy can be found at www.fevara.com.

On 3 December 2025, we announced an agreement to acquire Domino Industria E Comercio LTDA (trading as 'Macal') based in Campo Grande, Brazil. Subject to completion, we look forward to welcoming new Brazilian colleagues into the Group and working with them in the years to come.

We face our future with enthusiasm.



Tim Jones
Non-Executive Chair

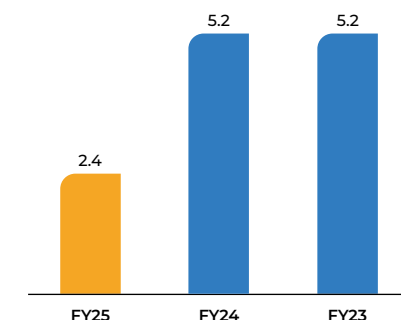
9 December 2025



We have built a management team – and Board – with the required leadership skills, expertise and values to tap into the market opportunities that we have identified.”

Tim Jones
Non-Executive Chair

Dividend payments
(pence)



→ Our Dividend Policy can be found in the investor section of our corporate website.

Welcome to our new CEO

Joshua Hoopes became CEO of the business in July 2025. In this, his first Annual Report, he outlines the Group's FY25 business performance and his next priorities, following the Group's strategic transformation to an international specialist in livestock supplements.

Joshua Hoopes
Chief Executive Officer

£78.8m

Revenue (from continuing operations)
FY24: £75.7m

£3.7m

Adjusted operating profit (from continuing operations)
FY24: £2.2m



Introduction

I am pleased to present my first full year results as Chief Executive Officer of Fevara plc after being appointed on 1 July 2025. Since first joining the Group in March 2024, I have seen first-hand the scale of transformation under way across our business.

FY25 has been a pivotal year, during which we completed the sale of the majority of our Engineering Division, returned £70m to shareholders via a successful Tender Offer, and launched a new, refocused strategy as an international specialist in livestock supplements.

A transformative year, unveiling a refocused strategy and bold new identity

The planned disposal of the majority of our Engineering Division to Cadre Holdings, Inc. for £75m on 22 April 2025 represented a major milestone in our transformation, reshaping our strategic focus as an international specialist in livestock supplements and strengthening the balance sheet. A process remains ongoing to realise the value for the remaining Chirton Engineering business.

Our refreshed strategy is designed to deliver sustainable shareholder value by leveraging our competitive strengths: market-leading brands, patented and research-proven products, scalable and cash-generative operations and trusted long-term customer relationships.

We are focused on three strategic pillars to drive disciplined, sustainable growth and enhance returns for shareholders:

1. Improve operating margins: by shifting our portfolio away from lower-margin and commodity-based products, delivering a programme of operational excellence and cost improvement plan and sharpening our raw material and margin management processes.
2. Deliver profitable, commercial growth: by reinvigorating our commerciality and sales capabilities, strengthening new product development to enhance our differentiated and patented product portfolio and prioritising branded products with enhanced marketing.
3. Expand into new growth markets: by leveraging strategic partnerships in selected geographies, exploring investment opportunities in new high potential markets and capitalising on our international product portfolio and intellectual property.

 More information in Our strategy on pages 18 to 22

Reflecting our new strategic focus as an international specialist in livestock supplements, post period end on 13 October 2025, we changed the parent Company's name to Fevara plc. The name Fevara is derived from the Old English word 'feoh', meaning 'wealth through cattle', and reflects the Group's commitment to the principles of sustainable livestock farming and supporting farmers to meet global food security needs.

I am encouraged by the progress we have made to date as we continue to execute against our refreshed strategy and build momentum for the future.

Performance overview

The Group delivered strong progress in the year ended 31 August 2025, with revenue from continuing operations of £78.8m compared to £75.7m in FY24, a 4.1% increase. In line with our strategic focus on improving margins, adjusted operating profit was £3.7m (FY24: £2.2m), a 69.2% increase on the prior year.

This performance, achieved during a period of significant operational change and continued cost discipline, highlights the tangible progress we are making in reshaping the Group and provides a strong platform for future growth as an international specialist in livestock supplements.

Performance across our markets remained resilient, underpinned by the strength of our brands and growing demand for sustainable, performance-led livestock nutrition solutions.

UK and Europe

In the UK, the business continued to benefit from the streamlining of commercial and operational activities that supported volume growth in our high-value Crystalyx® range, margin improvement and enhanced overall efficiency. In June 2025, we completed the strategic closure of the Animax manufacturing site in the UK, followed in July 2025 by the establishment of a strategic manufacturing partnership with Vétalis in France to develop an advanced range of Tracesure® boluses. This partnership represents a key step in our growth strategy, driving innovation, improving on-farm productivity and enhancing product delivery. Post period end, in November 2025, we launched Tracesure® Advanced as part of our product portfolio, with the initial customer response proving encouraging.

Growth was also supported by increased sales into the New Zealand market through our new distributor, Seales Winslow. The operational transition and customer migration are now complete and delivering improvements in both volume and margin growth.

US

In the US, performance was primarily driven by strong volumes in the northern states served by our South Dakota manufacturing site, reflecting robust demand and high market penetration despite an overall reduction in the US beef market. Efforts to increase market share in the southern states are beginning to gain momentum, with plans in place to accelerate this growth. In October 2024, we announced the planned closure and sale of our commodity feed business Afgritech, enabling the Group to focus on its higher margin and value-add business areas in the US.

Strategic growth markets

As outlined in our strategy, we are exploring opportunities to enter new, pasture-based livestock geographies with strong growth potential. At a global level, fundamental market trends are positive: populations are rising, affluence is increasing and demand for animal protein continues to grow. While growth rates vary across regions and socio-economic groups, we remain confident in our overall long-term growth potential, supported by high volumes of livestock and the significant addressable market value across our target markets.

Today, for example, we actively sell into less than 15% of the global cattle market, leaving us significant scope to leverage our existing intellectual property into new, large and growing markets. Our focus remains on identifying complementary opportunities, particularly in southern hemisphere geographies where cattle, sheep and goat populations continue to expand, underpinning the rising global demand for protein.

This directly supports our third strategic pillar of expanding into new extensive growth markets to deliver long-term, sustainable growth.

We continue to recognise the economic pressures farmers face and the evolving practices in livestock farming required to improve yields, while addressing increasing social and environmental expectations. Sustainability sits at the heart of our purpose, which is to empower farmers in extensive grazing systems with research-proven supplements that boost profitability, improve resource efficiency and support sustainable agriculture.

Overall, we are well positioned to realise significant global market growth opportunities while addressing the challenges of sustainable production. We remain encouraged by our prospects in new growth markets and continue to carefully assess opportunities.

→ More information in Our markets on pages 12 to 15

ESG framework developments

In FY25, reflecting our new focus as an international specialist in livestock supplements, we developed a refreshed ESG strategy and framework structure. Our new framework focuses business activities in the areas of People, Production and Product, where the Group believes it can make tangible and positive environmental and societal impacts. Our ESG commitments are underpinned by our focus on Governance and transparency and overseen by our Sustainability and Impact Committee (SIC) that I chair. In FY25, we also renewed the SIC's members and Terms of Reference to better support our new framework.

→ More information in our Sustainability and impact review on pages 23 to 39

Looking ahead

FY25 has been a year of transformation and strong progress. We have taken strategic actions, including the sale of the majority of our Engineering Division, and initiatives to simplify operations and reduce costs. The renaming of our parent Company, post period end, to Fevara plc marks the completion of a significant phase in our transition and the start of an exciting new chapter as an international specialist in livestock supplements.

I would like to thank our employees, customers, shareholders and partners for their continued support and commitment during this significant period of change. With a clear strategy for sustainable and profitable growth, we are well positioned to create long-term value for all stakeholders and enter FY26 with strong momentum. The key northern hemisphere seasonal winter trading period has started strongly with the outlook for FY26 for the Group's existing markets ahead of last year and in line with the Board's expectations.

I am hugely excited by our future prospects as we continue to build on our position as an international specialist in livestock supplements. Our portfolio of market-leading brands, patented and research-proven products, strong leadership and talent across the business and our refreshed strategic direction provide a solid foundation for future success.



Joshua Hoopes
Chief Executive Officer

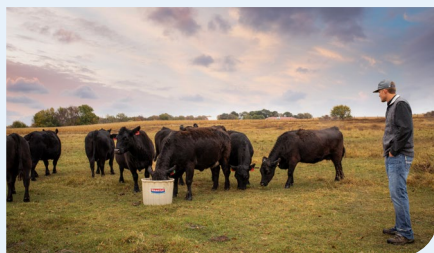
9 December 2025

Post balance sheet update

On 3 December 2025, the Group announced that it had entered into an agreement to acquire Domino Industria E Comercio LTDA (trading as Macal) ('Macal'), based in Campo Grande, Brazil. This comes after a period of extensive local research and evaluation and marks our entry into the strategically significant Brazilian market. Macal is a leading provider of minerals and supplements, offering a range of synergistic products

across several branded lines for cattle, sheep and horses, and a compelling strategic fit with our ambition to gain medium-term access to Brazil's considerable population of more than 200 million cattle. Subject to completion, I look forward to partnering with Macal's experienced team, leveraging its established commercial network to expand distribution and introducing our specialist products to the Brazilian market.

Our investment case is supported by eight key strengths.



Specialists in research-proven livestock supplements

We draw on our in-house expertise and strong reputation as specialists and innovators in our marketplace to develop, manufacture and market research-proven livestock supplements.



Patented processes and unique products

Through our patent-protected processes, our unique products can be used year-round and in all-weather conditions to improve the health, performance and profitability of livestock and support farmer economics.



Strategically positioned for growth, supported by strong market fundamentals

We have a strategic presence with local expertise in key international markets and are focused on growth in new regions, supported by strong market fundamentals.



Scalable, low-risk, cash-generative business

Our increasing focus on high-margin, cash-generative branded products and our distributor-led sales model facilitates low-risk scalability and broad market reach.



Experienced management team

Experienced management team able to draw on highly relevant expertise and supported by a growing team of talented people, united by our embedded values.



Operational excellence mindset

We have an operational excellence mindset that drives our focus on cost improvement and margin management, and we share best practices through our one-team approach.



Long-term and loyal customer relationships

We have long-term and loyal relationships with farmers and distributors, built on our trusted brands, strong customer service, reputation for integrity and continued investment in our commercial offer.



Supporting sustainable agriculture

Our products can help to meet global demand for the production of meat and dairy protein in a more efficient and sustainable way, by improving the health and productivity of livestock as well as farmer economics.

Improving economic, social and environmental outcomes

About our products

Our product range includes feed licks, blocks, bagged minerals and boluses for cattle, sheep and horses.

Our core range is focused on low-moisture, long-lasting feed blocks for ruminants in extensive grazing systems. Our products are patented, research-proven and our brand names are widely recognised and respected.

Our products can create economic benefits for our farmer customers by improving livestock productivity, farm and resource efficiency, livestock health and lowering livestock emissions. Overall, our products may contribute positively to farmer profitability, while creating wider environmental and social benefits.





Market fundamentals

The underlying fundamentals for our sector are positive and we are in a strong position to realise significant global market opportunities.

Macro trends

+3.0%

Estimated global GDP growth in 2026¹

+1.3%

Estimated growth in beef consumption by 2034²

1.6bn

Cattle heads in the world³

Global population growth

According to the United Nations, the global population is projected to continue growing for the next 50 to 60 years, peaking at approximately 10.3 billion by the mid-2080s. While fertility rates are declining, life expectancy is rising again following the COVID-19 pandemic. However, population growth is uneven – one in four people already lives in a country where population has peaked.⁴

Rising global affluence

In July 2025, the International Monetary Fund (IMF) projected global GDP growth of 3.0% in 2025 and 3.1% in 2026. Advanced economies are projected to grow by 1.5% and 1.6% respectively, while emerging market and developing economies are forecast to grow more quickly, by 4.1% and 4.0% in the same time span.¹

Increasing global demand for animal protein

Global consumption of poultry, sheep meat, beef and pig meat is projected to increase by approximately 21%, 16%, 13% and 5% respectively by 2034. Around 45% of this growth is expected to come from upper middle-income countries.²

¹ World Economic Outlook Update, International Monetary Fund, July 2025, www.imf.org/en/publications/weo/issues/2025/07/29/world-economic-outlook-update-july-2025

² OECD-FAO Agricultural Outlook 2025-2034, FAO 2025 2024.

³ FAO (2022) www.fao.org/faostat/en/#home

⁴ World Population Prospect 2024 ONU Online: July 2024.

Meat consumption²

On a per capita basis, overall meat consumption is projected to rise by 3%, reaching 29.3kg per person per year (retail weight equivalent). In many high-income countries, however, growth in per capita consumption is slowing as consumer preferences shift.

This includes a move away from beef and pork toward poultry, and increased attention to animal welfare, environmental and health considerations. In some cases, this is leading to stagnation or even a decline in per capita meat consumption.

Meat production²

In 2024, global meat production rose by an estimated 1.3%, reaching 365 million tonnes, driven mainly by poultry, with beef output also increasing, while pig and sheep meat production remained stable.

The highest growth levels were recorded in Australia, Brazil, the European Union and the United States. Among these, Brazil experienced the strongest growth across all major meat categories. This was supported by robust global demand, higher net returns from a favourable exchange rate, lower feed costs and continued disease-free status.

Meat consumption by country²

On a country basis, meat consumption growth, aside from China and India because of their vast population, is expected to be greatest in Brazil, Indonesia, the Philippines, the United States and Vietnam.

>3bn

No. of cattle, sheep and goat heads in top 50 countries⁶

<15%

Fevara operates in <15% of the top 50 cattle markets⁵

Fevara's top ten current and target markets (cattle only)

Country/region	Heads (m) ³	Ten-year CAGR ³	Estimated value of livestock supplement market (£m) ⁵
Brazil	234.3	1.0%	2,600m
India	193.6	0.24%	2,100m
United States	92.1	0.2%	1,000m
European Union	77.2	-0.38%	850m
Mexico	36.3	1.2%	400m
Tanzania	31.9	2.7%	350m
Kenya	23.5	2.6%	250m
Canada	11.5	-0.61%	125m
New Zealand	10.0	-0.15%	110m
United Kingdom	9.6	-0.2%	100m

Source: FAO (2022) and internal management estimates. (Marked in **bold** where Fevara operates.)

Livestock markets (cattle, sheep and goats)

According to published data, livestock herd numbers in the top 50 countries for cattle, sheep and goats combined are estimated at over 3 billion heads.⁶ Based on these figures and best practice feeding guidelines, Fevara management estimates the potential market value of livestock supplements in the top 50 countries at over £15 bn.⁵

In these top 50 countries, cattle account for approximately 40% by head numbers⁶ and around 85% by estimated value of the livestock supplement market.⁵ Currently, Fevara operates in less than 15% of the top 50 cattle livestock markets.⁵

Fevara's target markets

Based on cattle numbers only, management estimates the potential market value of livestock supplements in its top ten target markets to be just under £8 bn, with Brazil and the US accounting for around 45% of this market by value.⁵ Fevara is well positioned to develop its position in regions where it currently operates and to expand into new markets.

1 World Economic Outlook Update, International Monetary Fund, July 2025, www.imf.org/en/publications/weo/issues/2025/07/29/world-economic-outlook-update-july-2025

2 OECD-FAO Agricultural Outlook 2025-2034, FAO 2025 2024.

3 FAO (2022) www.fao.org/faostat/en/#home

4 World Population Prospect 2024 ONU Online: July 2024.

5 Management estimates based on herd numbers and best practice feeding guidelines.

6 Defra/CSO/The Andersons Centre.

“

We are well positioned to realise significant global market growth opportunities, driven by global population growth, rising incomes and increased demand for animal protein, while addressing the challenges of sustainable production.”

Joshua Hoopes
Chief Executive Officer



What this means for Fevara

Large market opportunity

As set out on page 12, at a global level, fundamental market trends are positive:

- Global population continues to grow.
- Global affluence continues to rise.
- Global demand for animal protein continues to increase.

Although these global growth rates vary across regions and socio-economic status, we remain very encouraged overall by our growth potential, given the high volumes of livestock and the addressable market value in our target markets. Currently, for example, we actively sell into less than 15% of the global cattle market, leaving us a significant opportunity to leverage our existing intellectual property into new, large, growing markets and to balance our geographical portfolio of businesses and products where we are currently underrepresented.

Our focus remains on identifying opportunities, particularly in southern hemisphere geographies where cattle, sheep and goat livestock populations continue to steadily grow, supporting the rising global demand for protein.

Addressing ESG challenges

We also recognise the economic pressures facing farmers and the changing practices in livestock farming required to improve yields, while addressing various social and environmental expectations. These include:

- adapting practices to reduce greenhouse gas emissions;
- enhancing and promoting on-farm biodiversity;
- meeting consumer demand for healthier products, higher animal welfare and ethical production;
- combatting environmental challenges such as flooding and drought;
- improving farm productivity and meat yields to offset rising energy, feed and labour costs.

Our research-proven products can help address some of these challenges – for example, by lowering methane emissions, supporting grazing-based systems, improving forage intake and enhancing animal health, farm productivity and returns.

In summary, we are well positioned to realise significant global market growth opportunities driven by global population growth, rising incomes and increased demand for animal protein, while addressing the challenges of sustainable production.



More information in Our products on page 10

Leveraging our global product portfolio and intellectual property



We are revitalising our core brands through greater R&D, more customer insights and investment in our commercial teams, allowing us to simplify and better communicate our product strengths and improve margin.”

Charlie Battle
Country Manager (UK, Europe & Export)

Strengthening our R&D focus to support our core brands

We have a strong reputation for research-led product development. Building on this recognised strength, in FY25 we strengthened our R&D team in the US and have reviewed and restructured our new product development (NPD) process in the UK. Our aim is to incorporate the results of robust research into our NPD process that accounts for changes in forage and soil quality, climate, production systems and genetics, among others.

In the US, for example, we are collaborating on in-depth research projects with South Dakota State University, renowned in its own right for cattle research. Given the length of a cow's gestation period, these studies require time to build in product adaptations, peer reviews and journal publications.

In parallel, we conduct on-farm trials, which can provide quicker results and benefit participating farmers. We also fast-track NPD by building on 'known', science-based outcomes of certain supplements – for example, ones that are proven to support human health, such as Omega-3 – and extrapolating how these could benefit livestock.

The purpose of our R&D is to better understand the latest challenges facing our customers in the livestock industry and to use this to address their needs through a more customer-led and iterative NPD programme.

Our US- and UK-based R&D teams catch up regularly to pool resources, share results, and exchange learnings, and are driven by the opportunity to differentiate our core products further in the marketplace.



As a team, we are developing product specifications, pricing strategies and communicating product attributes – building on our research-proven approach to align with advances in animal research, genetics and feedstuffs.”

Richard Wynn, PhD
Head of Technical



Our business model

Our goal is to create long-term value for our stakeholders, delivered through our business model and maximised through our strategic focus.



Creating value for our stakeholders



→ More information can be found in our Stakeholder engagement section on pages 94 to 99

Overview of key stakeholders and our value creation

Key stakeholders	How we create value	Value creation examples and further information
Employees 186 colleagues¹	- Investment in learning and development - Career progression in values-led business - Equitable pay and benefits	7.3 engagement score in latest employee engagement survey → People review on page 28
Customers - Distributors and dealers - Farm and ranch customers	- Research-based products that support positive sector outcomes - High levels of customer service	New range of bolus products launched in November 2025 under Tracesure® Advanced → Our strategy on page 18
Investors and shareholders - Board shareholder representative - Financial institutions - Retail investors	- Building transparent, trustworthy relationships - Focus on total shareholder returns	2.4 pence total dividend per share 15% three-year average TSR performance → Financial review on page 40
Suppliers and advisers - Specialist ingredient suppliers - Service providers, including financial, legal and audit	- Partnership approach to develop long-standing relationships - Promotion of responsible practices	Ongoing policy development and implementation → NFSI statement on page 74
Communities Communities near our manufacturing sites and offices	- Participation in community initiatives and supporting local charitable causes - Operating responsibly in our neighbourhoods	FY26 focus to 'Support people and communities across our industry' → Our ESG framework on page 26

¹ Continuing operations at year end FY25.

A new strategic focus

Overview

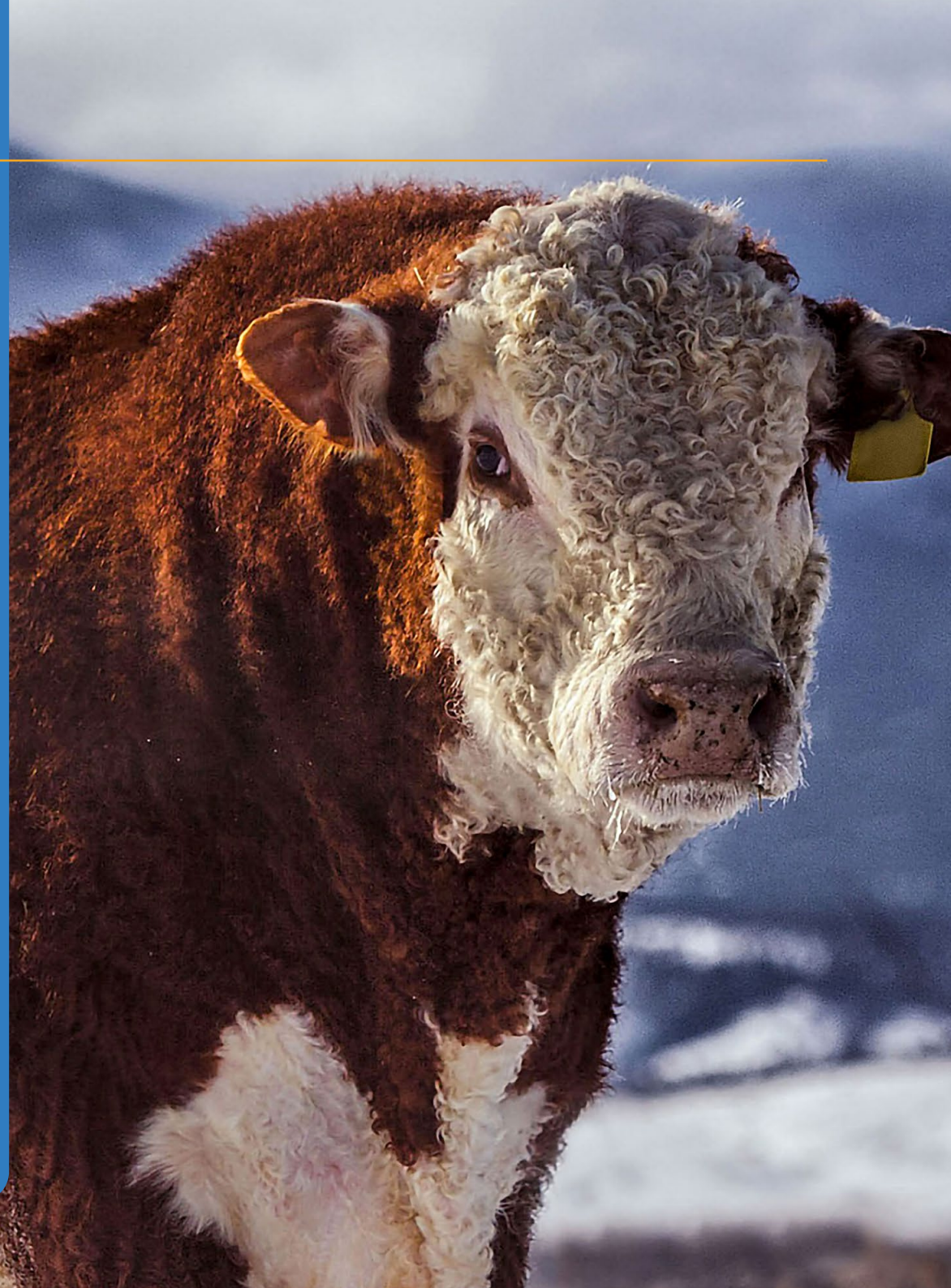
In FY25, we repositioned our strategic focus as an international specialist in livestock supplements. Through closer collaboration and communication, we are operating as 'one team' across all our geographies – sharing best practice, learning from each other and evaluating mutual opportunities. With our strengthened strategic platform and clear priorities, we are well positioned to capture significant growth opportunities.

Our purpose

To empower farmers in extensive grazing systems with research-proven supplements that boost profitability, improve resource efficiency and support sustainable agriculture.

Our vision

Our vision is to be the global expert in extensive livestock supplements.



Our Strategic Pillars

Improve operating margins



- Shift portfolio away from low-margin, commodity-based products
- Introduce operational excellence programme
- Execute cost improvement plan

Deliver profitable, commercial growth



- Focus on driving branded, differentiated and patented products within portfolio
- Reinvigorate commercial and sales capability
- Leverage global product portfolio and intellectual property

Expand into new growth markets



- Explore opportunities for targeted investment into new, high-potential markets – with focus on Brazil expansion
- Develop distribution partner model

Key milestones

- Simplified operations by exiting two loss-making sites
- Operational excellence programme introduced in UK sites
- Targeted capital investment in Poteau US manufacturing site implemented and ongoing
- Market share gains made in UK and US
- Marketing strategy readied for core block business Crystalx[®] (UK) and SmartLic[®] (US)
- New bolus product (Tracesure[®] Advanced) launched in autumn 2025
- New distribution partner and model established for New Zealand market
- Ongoing research and due diligence work in target markets
- Announced agreement to acquire Domino Industria E Comercio LTDA (trading as 'Macal' in Brazil)



More information can be found on page 20



More information can be found on page 21



More information can be found on page 22

Strategy in action

Improve operating margins



Investment in owned assets

£1.5m

(FY24: £0.8m)
continuing operations

UK coaching

100%

of UK site loaders coached in operational excellence

Optimising operations

Following a strategic review of our operational footprint and forecast volumes, we moved the manufacturing of our Tracesure® range of bolus products from the UK to our selected manufacturing partner, Vétalis, in France. Finished products are sold and distributed to the UK and Eire by Fevara. This strategy has reduced manufacturing overheads while maintaining excellent customer service. Since the move, we have launched a new bolus range, Tracesure® Advanced, benefiting from Vétalis' cutting-edge research and development facilities. More information can be found on page 21. We aim to enhance our market offer and financial performance as we further develop our relationship and product portfolio.

Operational excellence in the UK

In the UK, we use the Safety, Quality, Cost, Delivery and People (SQCDP) framework, linking agreed operational excellence focus and priorities directly to our values. Focused on root cause problem-solving and collaboration, the framework embeds continuous improvement in areas ranging from hazard analysis and customer fulfilment to team performance and reduction of cost of goods sold.

At each daily operations meeting, we focus on KPIs, trends and constraints, setting accountabilities and timescales for completion on the dashboard. The process is improving engagement and ownership, with team members more open to challenging existing behaviours and processes, and adopting new ideas to the root cause and drive continuous improvement. All UK site leaders received coaching in operational excellence in FY25, and we aim to roll this out to other team members in FY26.

Targeted investment in the US

Our primary focus in FY25 was the realisation of around 50 investment projects to modernise our manufacturing site in Poteau, Oklahoma – one of the older assets in our US manufacturing base. The majority of our investment budget was allocated to maintaining and replacing existing equipment and upgrading our maintenance management systems. We are currently evaluating bulk storage options for molasses – our most important raw material by volume – to help smooth production flow during the busy seasons.



Our values-led operational excellence roadmap implemented in UK sites will guide our operational objectives and KPIs, and support profitable growth.”

Mark Meyrick
Operations Director



We have an open-minded, approachable culture and a continuous improvement mentality, focused on capital improvements and efficiency across our US sites.”

Todd Lockhart
Vice President Operations US



Strategy in action

Deliver profitable, commercial growth



Value-added products

In July 2025, we announced our strategic manufacturing partnership with French company Vétalis to develop an advanced range of boluses – combining Vétalis' recognised expertise in precision bolus technology with our deep in-house knowledge of livestock supplements. This marked a pivotal step in our growth strategy, allowing us to allocate more resources, drive operational efficiencies and improve product delivery, while reinforcing Tracesure's® leading market position in the UK and Ireland.

In November 2025, Fevara launched its first Tracesure® Advanced product – a high-performance bolus for cattle and sheep that delivers essential trace elements. Trace elements are required in small but vital amounts throughout an animal's life. However, ensuring correct, consistent levels is challenging to detect and monitor, particularly in grass-based systems, as most grasses and forages are likely to be deficient in one or more essential trace elements.

Why Tracesure® Advanced?

Boluses are an important part of our product portfolio, offering an entry level supplementation option for farmers seeking to provide essential trace elements for a healthy herd. Tracesure® Advanced uses diffusion technology to release essential trace elements at an optimal rate for up to six months. Once applied orally, the bolus absorbs rumen fluid causing trace elements inside the bolus to diffuse outward. At the same time, surface erosion triggers the release of additional trace elements, ensuring a slow, even release into the rumen. Tracesure® Advanced has been formulated with vital trace elements, such as cobalt, iodine, selenium and copper, in compounds selected for their slow-release properties, in a single dose.

Our new range has been built on the trust, goodwill and proven performance inherent in our legacy brand, enhanced by Vétalis' advanced research expertise. The launch is the culmination of months of collaboration between technical teams in the UK and France, and we are confident in the improved efficacy and reliability of this science-backed product range.



Tracesure® Advanced brings innovative benefits – a unique combination of trace elements in a single dose and weather-resistant packaging that improves efficient handling and application – all while upholding the integrity of our original brand values.”

Rachel Titterington
Marketing Manager
UK



Strategy in action

Expand into new growth markets



Strategic distribution in New Zealand

With over 20 million sheep and 10 million cattle, including approximately 6 million dairy cows, New Zealand is an attractive market for Fevara. Extensive livestock farming remains robust, driving strong demand for high-quality mineral supplements and solutions.

In 2025, we made good progress in the region, following the strategic decision to close our sub-scale New Zealand business and instead appoint Seales Winslow as third-party distributor in November 2024. Seales Winslow is one of New Zealand's leading compound ruminant feed manufacturers, with three manufacturing sites and access to over 200 rural merchant stores across the country, including PGG Wrightson, Farmlands, NZ Farm Source and Ruralco.

Twelve months on and our appointment of Seales Winslow has proved successful, with operational transition and targeted customer migration benefits ahead of schedule.

By volume Crystalyx® Pre-Calver – a low-calcium, high-magnesium product has proven the best performer. Our broader product portfolio also includes Crystalyx® Forage Plus, Crystalyx® Extra High Energy and Crystalyx® Easy Breather, all of which have additional market potential.

We anticipate further growth in this important livestock market as our distribution agreement with Seales Winslow moves into its second year.

New entry into Brazil

On 3 December 2025, the Group announced that it had reached an agreement to acquire Domino Industria E Comercio LTDA (trading as 'Macal'), based in Campo Grande, Brazil.

This marks the Group's entry into the world's largest cattle population market of over 230 million cattle and is a significant step forward towards achieving our vision of being the global expert in extensive livestock supplements.

Macal is a profitable and cash generative business having delivered EBITDA of c.£0.7m (unaudited) in the 12 months to November 2025.



More information can be found in the Financial review on pages 40 to 45



I am delighted that the first year of our strategic distribution with Seales Winslow has been a success. As a result, we're pleased to be able to continue to support New Zealand's farmers and livestock industry with our research-proven supplements."

Charlie Battle
Country Manager
(UK, Europe & Export)



Sustainability and impact review

Our new ESG strategy and framework align with our strategic focus and impact ambitions.

Refreshing our ESG strategy

In FY25, the Board agreed to a redesign and reset of our ESG activities to create a more targeted approach, aligning with our focus on agricultural feed supplements.

Our ESG strategy development work spanned six months and was led by third-party expert, Addidat. The process involved benchmarking our current activities against those of our peers, mapping our value chain to understand the likely impacts, risks and opportunities (IROs), and identifying the most significant ones through a double materiality assessment.

The output is an updated ESG strategy that focuses the business on managing these IROs across three pillars, with Senior Leadership Team members appointed to spearhead activities in each. Our updated framework is presented below and more detailed insight on the process and the high level of engagement from our Senior Leadership Team and Board members can be found in the case study on page 25.

Responsibilities, metrics and targets

In August 2025, our Board approved the new ESG strategy and implementation phase – the first step being to assist pillar leads in planning their activities. Indicative metrics and targets have been proposed and integrated into monthly performance dashboards. We will continue to refine these over the next 12 months.

Governance and transparency

To support our pillar activities, we simplified our governance oversight structure which centres on our Sustainability and Impact Committee (SIC). The SIC is chaired by the CEO and comprises Senior Leadership Team members who are responsible for delivering the agreed key focus areas and initiatives within their respective pillars. More information can be found on pages 38 to 39.

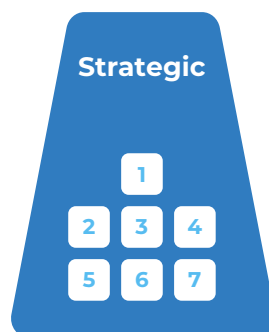


Spotlight on: Our double materiality assessment

Establishing material topics

The output of our double materiality assessment (DMA) helped us to establish the materiality of ESG topics based on their financial risk to Fevara, combined with the likely positive or negative social and environmental impacts of Fevara's business operations.

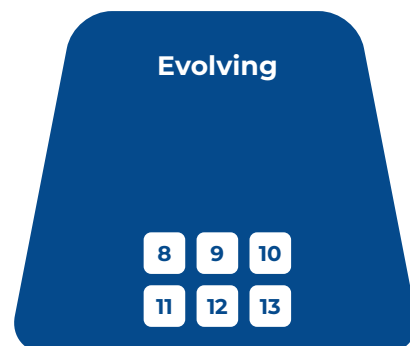
Scores were based on inherent risks and impacts, but also accounted for actions that were already fully integrated into the business. This means that, while all ESG topics are important to us, some are already more established and therefore have a different priority focus.



Strategic

Through our DMA analysis, we identified these topics as imperative to shaping and implementing our ESG strategy. By focusing on these, we are more confident in delivering our new growth strategy and enhancing the resilience of our business model.

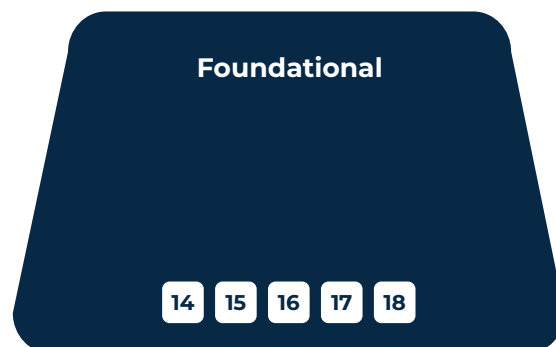
1. Employee Health & Safety
2. Product quality and safety
3. Product design (Feed)
4. Business model resilience
5. Supply chain management
6. Materials sourcing and efficiency
7. Employee engagement and development



Evolving

We are keeping a watching brief on these categories as we enter our first full financial year of trading as a pure-play agricultural manufacturer. Our current analysis categorises these topics as 'moderate' both in terms of risk and impact.

8. GHG emissions and energy management
9. Product design (Packaging)
10. Employee diversity, equity and inclusion
11. Physical impacts of climate change
12. Water and wastewater management
13. Waste management



Foundational

These categories underpin our business activities and reflect our core values.

14. Labour practices
15. Business ethics (Corruption)
16. Cyber and information security
17. Legal and regulatory compliance
18. Community relations

Case study

Informing our new ESG strategy



High level of engagement and collaboration

Our project started with an inventory of existing ESG activities, followed by a benchmarking assessment against a pool of SmallCap market participants. The initial feedback demonstrated that our approach was active but that we had an opportunity, alongside wider business changes, to redefine and refocus it on those areas of ESG that would both minimise negative impact and maximise value to our business, industry and customers.

Our first workshop engaged our six Senior Leadership Team members in the UK and the US, including our CEO and CFO, and four functional experts. We analysed key stakeholder audiences and their expectations against our activities and ambitions. This resulted in the first iteration of our ESG strategy, which was refined through additional workshops and one-on-one sessions.

Subsequently, we conducted our first double materiality assessment (DMA) to understand in greater depth how our business impacts people and the planet, and vice versa. The four-stage process included mapping our value chain against common ESG factors and analysing financial, social and environmental impacts, using pre-determined criteria. We surveyed our most material impacts, risks and opportunities with the Board and used their feedback to refine the DMA matrix and proposed strategy, before sign-off.

Our most material topics informed the three new pillars: People, Production and Product – underpinned by our focus on Governance and transparency. Given our thorough analysis and high level of senior management and Board engagement, we are confident that our top-down, purpose-led approach will deliver wider benefits to our industry, alongside creating commercial added value and differentiation in our marketplace.

5

workshops with Senior Leadership Team and other key members

8

in-depth discovery sessions with functional experts

1

Board survey

2

Board presentations



Our ESG framework

Our framework focuses the business on managing our most material ESG impacts, risks and opportunities.

Our purpose

To empower farmers in extensive grazing systems with research-proven supplements that boost profitability, improve resource efficiency and support sustainable agriculture.



People

People are at the heart of our business. Our goal is to build a safe, people-first culture that empowers and supports our staff and communities.



Key focus areas and initiatives

Eliminate workplace harm

Eliminate instances of harm in the workplace and maximise employee health and wellbeing.

Empower our people

Foster a high-performing, diverse, inclusive and motivated workforce.

Support people and communities across our industry

Pursue engagement initiatives that positively contribute to the industry, including the communities we hire from and the customers we support.

Relevant material topics

1 7 10 14 18

Governance and transparency

Establish and operate effective ESG governance. Meet ESG-related regulatory and reporting obligations that apply at Group level and in the regions where we operate.



More information can be found on page 38

Relevant material topics

15 16 17

Production

Our goal is to operate responsibly and with integrity, minimising our adverse impacts on people and planet.



Key focus areas and initiatives

Source responsibly

Understand and control our supply chain impacts.

Minimise operational footprint

Minimise our operational footprint by tracking and improving our site performance on emissions, energy, water and waste.

Operate with integrity

Maximise stakeholder trust by operating with integrity, transparency and accountability.

Relevant material topics

5 6 8 11 12 13

Product

Our goal is to deliver research-based supplements for extensive livestock that support positive sector outcomes.



Key focus areas and initiatives

Prioritise quality and safety

Meet and maintain the highest feed quality and safety standards.

Deliver evidence-led value for people and planet

Strengthen pool of evidence for our products with relevant farm and academic studies.

Contribute to and promote industry sustainability

Contribute to product and thought leadership on the sustainability-related outcomes in our industry.

Relevant material topics

2 3 4 9

Policies

Build on pre-existing policies to better align with new business focus and ESG priorities.

➔ More information can be found on pages 74 and 75

KEY

- | | | | |
|------------------------------|---|---------------------------------------|------------------------------------|
| 1 Employee Health & Safety | 6 Materials sourcing and efficiency | 11 Physical impacts of climate change | 16 Cyber and information security |
| 2 Product quality and safety | 7 Employee engagement and development | 12 Water and wastewater management | 17 Legal and regulatory compliance |
| 3 Product design (Feed) | 8 GHG emissions and energy management | 13 Waste management | 18 Community relations |
| 4 Business model resilience | 9 Product design (Packaging) | 14 Labour practices | |
| 5 Supply chain management | 10 Employee diversity, equity and inclusion | 15 Business ethics (Corruption) | |

People



We are focused on empowering our people – current and new – to support our ambitious growth plans. This includes a step-change in the language we use to communicate our strategy, objectives, processes and results with confidence and consistency as we expand our geographic footprint.”

Sian Wythe

Chief People Officer and People pillar Lead



People pillar goal

People are at the heart of our business. Our goal is to build a safe, people-first culture that empowers and supports our staff and communities.

Overview

Over the past year, we have taken significant steps to empower colleagues, strengthen engagement and embed a culture that supports sustainable growth. This includes reinforcing our high Health & Safety standards.

Our People Plan

The People Plan underpins our strategy and represents our springboard for growth. It aims to support, engage and align colleagues with our strategic goals and is built around four priorities:

- 1 **Change and organisational design** – ensuring our structures and ways of working are fit for the future.
- 2 **Strategic story** – building a shared understanding of our purpose and direction and what good looks like.
- 3 **Employee voice** – creating meaningful opportunities for colleagues to be heard.
- 4 **Engaging managers** – equipping leaders with the tools to inspire and support their teams.



Change and organisational design

In a year of significant transformation, including the disposal of the majority of our Engineering Division and the closure of Animax, a key objective was to ensure that we followed a fair, legal and supportive process. This involved engaging employees early, explaining the strategic rationale, discussing options and providing outplacement support. During the year, we also strengthened our commercial function to secure, promote and develop talent in this critical area for growth. In the year ahead, we will continue to engage with colleagues to ensure they are aware of ongoing changes to the business as we focus on exciting growth opportunities.



Strategic story

To ensure we have the necessary skill sets and leadership continuity to support our planned growth, we are comprehensively mapping and aligning talent across our business.

In parallel, we introduced a new performance development review (PDR) framework and ran calibration training to align our managers on how to evaluate our expectations of ways of working (values and behaviours), craft (skills and knowledge) and business outcomes (outcomes and delivery). Across the business, PDRs take place quarterly or half-yearly, tailored to each area, ensuring our people have the right conversations to support growth and performance.

Our more structured and consistent approach helps managers to identify development needs and support skills growth. For our Operations teams, we introduced a scorecard approach to fast track training priorities and better guide effective investment in specific skills.

Performance development review areas



Employee voice

During the year, we introduced various new channels to strengthen two-way engagement with our employees.

Our Action Committee Team (ACT) comprises around ten colleagues who meet monthly to drive employee-led initiatives. The ACT includes employees in the UK and US and from various functions, including Operations, Commercial, HR and representatives from Head Office to ensure a breadth of ideas are captured and discussed.

We also carried out our first Group-wide employee engagement survey in July 2025 with Workday Peakon. We achieved a high participation rate of 85% and an overall engagement score of 7.3, close to benchmark levels. We also received 1,481 comments from the 155 employees who took part. These insights will inform targeted actions in the year ahead.

July 2025 Employee engagement survey ‘Have Your Say!’ overview

Areas where we performed well	Areas for further focus
Autonomy Having enough freedom to decide how to do your work	Accomplishment Regularly feeling a sense of accomplishment from what you do
Goal-setting Knowing what you are expected to contribute and how your work supports the goals of your teams	Career path Seeing a path to advance a career in our organisation
Peer relationships Willingness of colleagues to help each other with work if needed	Mission Further strengthen how our people connect with and feel inspired by the purpose and mission of our organisation

Source: Workday Peakon Employee Voice Survey, July 2025.

Engaging managers

In December 2024, we launched a values recognition programme. Each month, individuals are recognised for demonstrating behaviours aligned to our core values of Integrity, Responsibility, Excellence and Innovation. This programme is helping to embed our values across geographies and functions.



Values also inform our recruitment processes. We use a structured matrix to support objective decision-making, ensuring we assess technical capability, cultural alignment and motivation of candidates.

We are investing in various learning and development programmes relevant to our business. Initiatives during the year included: developing bite-sized learning modules tailored for junior-level employees, undertaking research to develop training for people managers and investigating early careers opportunities. We encourage self-led learning and also support individual employees to achieve professional qualifications.

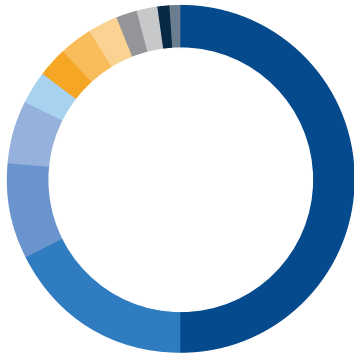
Focus areas for FY26

- Update employee intranet to strengthen communication and collaboration across the Group.
- Focus on wellbeing, social and diversity, equity and inclusion activities.
- Continued focus on capability building and connecting colleagues to our long-term strategy.



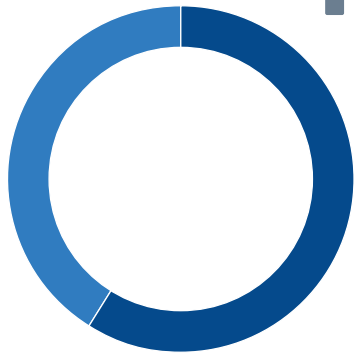


Our employees¹ at a glance



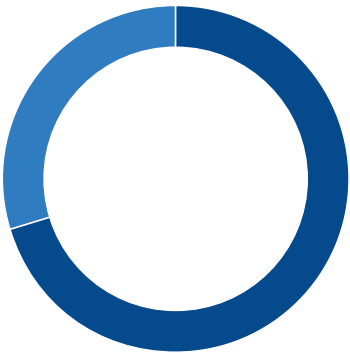
Employees by function %

Operations	51%	Research and development	3%
Sales and Commercial	18%	Logistics	3%
Customer Service/ administration	9%	Marketing	3%
Finance	6%	HR	2%
IT	3%	Legal and Company Secretariat	2%
		Health & Safety	1%
		Executive (CEO)	1%



Employees by location %

UK	59%
US	41%



Employees by gender

Male	69.7%
Female	29.3%

Equitable pay

We are committed to 'equal pay for equal work'. For our last pay review, we revised our principles and allocated part of our budget of the salary increase approved by the Board to identify and address any legacy pay equity gaps. This approach reflects our commitment to fair and consistent compensation practices that support individual contributions in line with the organisation's strategic goals.

¹ Continuing operations at year end FY25.

People Health & Safety

“I have joined a business where the Senior Leadership Team is fully committed to ensuring a safe working environment for our employees and partners, and I know I have the full support of our commercial and operational teams.”

Barbara Irving
Health & Safety Manager

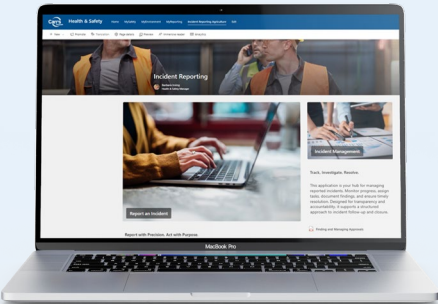


Overview

In November 2024, we strengthened our commitment to Health & Safety by appointing a dedicated Health & Safety Manager for the continuing business, responsible for developing our Health & Safety strategy. We provide a summary below of key initiatives introduced during the year, alongside an overview of our routine training and reporting.

Digital reporting systems

We started a significant project to create a new, digitised reporting database. Developed with our IT team, our bespoke incident dashboard is open in ‘real time’ to all employees with online access. Through this, we aim to encourage proactive incident and near-miss reporting, supporting our positive safety behaviour and culture. In time, we aim to digitise additional information, such as safety inspections, to allow automatic uploads onto the database.



➔ For more information, see our KPIs on pages 49

Lone working support

We have launched a new app that detects when people are working independently and prompts check-ins to ensure, for example, they have arrived safely at their destinations. Following a pilot, this is now being rolled out to all lone workers – around 30 people in our UK commercial team.

H&S training and communication

Health & Safety e-training is mandatory for all employees and is complemented by on-site inductions for hourly-paid employees.

Our Health & Safety Manager works closely with all global site managers who are responsible for cascading Health & Safety information and updates.

Manual handling risks

One of the most significant operational risks to the business arises from the manual handling of large-format products, such as 80kg tubs and 25kg bags, in our production areas. We are aligning our safe systems of work, where suitable, with ISO 45001 standards and are looking to introduce additional training and refresher courses to mitigate this Health & Safety risk further.

Key metrics and reporting

We track several internal key indicators as well as official UK Health and Safety Executive (HSE) measures. These are reported regularly – for example, monthly with the internal operations team and at every Board KPI meeting. Our lead metric and Group KPI is total reportable incident rate (TRIR) which covers total recordable incidents/total worked hours*100’000.

	FY25	FY24	FY23
Fatalities	0	0	0
Lost time injuries	1	2	4
Total lost days	2	5	9
Medical treatment injuries	4	7	12
Total reportable incident rate (TRIR)	1.7	2.5	2.3
Total RIDDOR/OSHA incidents	3	7	4

Notes: The above figures cover Health & Safety performance in owned manufacturing sites, as reported to the Group Board. Figures are based on continuing operations only, other than FY23 figures that include data from Animax for the full year and FY24 figures that include Animax figures for part of the year. TRIR covers fatalities, days away from work, restricted work, medical treatment beyond first aid, loss of consciousness or a significant injury, and illness or disease diagnosed by a doctor or physician.

Case study

Strategic investment in operational resilience

“

Halting production for two full days to focus exclusively on Health & Safety is a deliberate and substantial commitment, and a strategic imperative in service to our non-negotiable objective: the elimination of workplace harm.”

Zach Westberg
President, New Generation Supplements

Annual safety stand downs

Zach Westberg, President of New Generation Supplements (NGS), has set high Health & Safety expectations in our US operations – shaped by his prior leadership as a professional firefighter, paramedic and operations supervisor for the largest private ambulance service in the US.

Appointed Operations Manager in 2016, Zach has engineered a proactive safety culture that empowers all employees to identify risks, report concerns, and embed best practices into daily operations. Central to this framework are the annual Safety Stand Downs – a two-day operational pause dedicated to structured training and skill reinforcement, supported by external specialists, including safety consultants and insurance partners. In 2025, the programme was expanded to all administrative staff and included OSHA-required training and safe driver training for our sales team.

Consistent with the UK's focus, NGS encourages proactive incident and near-miss reporting. Standardised hazard observation cards and defined protocols enable rapid identification and remediation of risks.

Through its Health & Safety focus, NGS has achieved a sustained reduction in recordable injury rates and safety performance metrics that exceed industry benchmarks. The ultimate target, however, is zero workplace harm – a goal that drives investment, innovation and accountability at every level.



Production



Across our Senior Leadership Team, we are focused on sharing ideas and learning lessons, raising standards and creating positive change. This approach is vital as we develop our workstreams for the Production pillar, building on the initiatives already under way at the site and corporate levels.”

Zach Westberg

President, New Generation Supplements
and Production pillar lead



Production pillar goal

Operate responsibly and with integrity, minimising our adverse impacts on people and planet.

Overview

We are in the process of building a three-year delivery roadmap for our Production pillar, focusing on the resources, data and processes required to meet our reporting expectations for 2026 and beyond.

Production continued



During each process and equipment upgrade, we look for opportunities to improve efficiencies and minimise our environmental impact. Our latest project aims to reduce energy/kg throughput by up to 20%, which would bring positive capacity, margin, environmental and ROCE impacts.”

Mark Meyrick
Operations Director



Source responsibly

We tap into global supply chains to source key raw materials from various countries and jurisdictions. In FY26, a key workstream is to better understand and control our supply chain impacts and resilience. To this end, we have committed to undertaking an ESG risk assessment of our key suppliers, covering human rights, environmental and business disruption risks.

This exercise will build on a high-level supplier review already made in the UK, which will inform our overall process and metric-setting. We also aim to develop a Group-wide responsible sourcing statement and guiding principles to measure and assess our supply base. In some instances, we will use existing product-based policies and tools that are well-respected in our industry – for example, in relation to sugar and palm oil – as well as ethical due diligence platforms.

Minimise operational footprint

Across our business units, we proactively identify opportunities to minimise our environmental impact, particularly during equipment upgrades and process enhancements. These initiatives leverage advanced production techniques to drive improvements in energy, water and waste efficiency.

In the US, for example, we have invested in barometric condenser technology to deliver efficiency savings, including water. We continue to explore emerging technologies to unlock further environmental and financial benefits.

Looking ahead to FY26, we will enhance measurement of emissions, energy, water and waste, establishing robust improvement targets at site, regional and Group levels. These efforts will align closely with our Product pillar initiatives, including the integration of life cycle assessment findings.

We will continue to review packaging innovations such as biodegradable options and incorporating recycled plastic into packaging, while ensuring full compliance with local feed safety standards and regulations.



Operate with integrity

True to our values, we aim to maximise stakeholder trust by operating with integrity, transparency and accountability. On pages 74 to 75 we set out an overview of key corporate policies, including those related to environment, anti-bribery and anti-corruption, and social and human rights matters, among others. We aim to create consistency, subject to jurisdictional requirements, across the Group, establish more systematic training, periodic risk assessment and embed our expectations and procedures through employee engagement. This will require cross-functional collaboration and the sharing of best practices.

Product



Our product development process is customer-led, iterative and integrates our knowledge of current and future challenges in the livestock industry. By building on our in-house expertise and strengths, carrying out complementary, focused research and developing product benefits that look beyond cost alone, we can address customer needs more efficiently, and for the longer term.”

Charlie Battle

Country Manager (UK, Europe & Export) and Product pillar lead



Product pillar goal

Deliver research-proven supplements for extensive livestock that support positive sector outcomes.

Overview

Our pillar focus areas were signed off in August 2025. Some key related activities, however, were already under way, including boosting our technical team, commissioning a screening life cycle assessment and becoming more active in supporting our industry through alliances and thought leadership.

Product continued



The results of our initial screening life cycle assessment gave us food for thought – indicating product benefits as well as areas where we could consider making changes. We look forward to using this as guidance as we progress with our new product development process.”

Richard Wynn, PhD
Head of Technical



Prioritise quality and safety

We manufacture products consumed by livestock that are likely to enter the human food chain. Adhering to the required food and animal feed quality and safety standards is non-negotiable. As a minimum, we conform to standards in our local jurisdictions and measure and maintain performance on a site-by-site basis with a view to continuous improvement. In time, we will investigate the benefits of developing our own criteria to enhance our performance in this area.

Deliver evidence-led value for people and planet

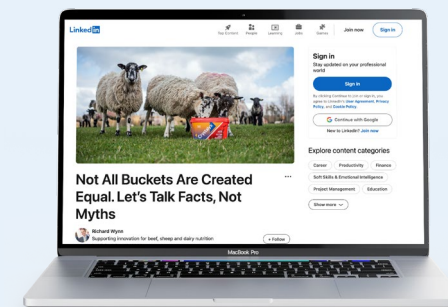
In both the UK and US, we have historically developed our products based on research and technical know-how. As we grow internationally, we will strive to expand our research base over time and build an internal research standards bank to support our product portfolio. On page 15, we share how we have bolstered our technical teams to help achieve this ambition and explain that, in addition to commissioning university-led research, we will also conduct on-farm research trials and apply third-party research. We are focused on utilising research results to support product development that addresses our customer needs, for example, improving key farm performance indicators, such as daily live weight gain (DLWG), fertility and milk yield.

Understanding our environmental impacts and benefits

In early 2025, we commissioned a screening life cycle assessment (LCA) of three products in two different formats from our UK range of Crystallyx®-branded products. The study assessed the life cycle impacts of our selected products with a restricted scope using high-level data and assumptions, and therefore the results are not conclusive. Nonetheless, we learned that the greatest opportunity to improve our environmental performance lies in product formulation, as our raw materials contribute the most significant proportion of carbon impact in our assessment – ahead of transportation, packaging materials and processing, for example. We also considered the effect of product when it is fed to animals: recent trial work continues to prove that Crystallyx® products can improve animal growth rate, meaning that the methane naturally produced by all ruminant animals is effectively diluted for each kg of liveweight gain. Efficiency improvements such as this are important to producers as they are generally linked to improved profitability.

Contribute to and promote industry sustainability

We have invested in our technical team in both the UK and US and are enormously proud of our in-house expertise, which we consider to be a market-leading competitive strength. We aim to share our expertise within our sector by participating in cross-industry initiatives and by promoting our thought leadership externally through various communication channels, including industry and educational events, as well as social media.



➔ More in Product pillar focus areas on page 27

Governance and transparency

“

During the year, we reviewed and revised our Sustainability and Impact Committee as part of our ESG strategy work to ensure that our governance structure supports the pillars and the Board is advised of developments in this important area.”

Paula Robertson

Group General Counsel and Company Secretary
and Governance and transparency pillar lead



Governance and transparency pillar goal

Our goal is to establish and operate effective ESG governance, meeting ESG-related regulatory and reporting obligations that apply at Group level and in the regions where we operate.

Overview

During FY25, we took the opportunity to check that our governance aligned with our ambitions in this area.

About our Sustainability and Impact Committee

Our Sustainability and Impact Committee (SIC) has been established to assist the Board in fulfilling its oversight obligations regarding the development, review and implementation of the Company's sustainability and impact strategy. This includes our targets, key performance indicators, policies, procedures, reporting and disclosures. The SIC is chaired by our CEO, providing a direct link to the Board. The SIC was formed following review of the existing three-tier ESG oversight structure. To better align with the new Group structure and focused approach to ESG, a simplified structure is now in place, centred on the SIC.

➔ More information about our SIC governance can be found in our Corporate governance report on page 83

Activities in FY25

All current SIC members were closely involved in the development of our ESG strategy. This process started in March 2025 and was approved by the Board in August 2025, together with revised Terms of Reference, as set out in the summary table opposite. Following the formal appointment of the pillar leads in August 2025, just ahead of our financial year end, the SIC Terms of Reference were approved and adopted. The SIC started its agreed meeting cadence from November 2025.

➔ More information about how we developed our ESG strategy can be found on page 23

Focus in FY26

To support our refreshed governance structure into the next financial year and beyond, we aim to regularly review the effectiveness of Board engagement with ESG pillar leads.

Overview of SIC Terms of Reference	
Meeting frequency	At least three times each year (in person or virtually) and as appropriate, including to support financial reporting, audit cycle and annual report disclosures
Committee membership	Five members, including: • CEO (SIC Chair) • Pillar leads, currently: – People Chief People Officer – Production President, New Generation Supplements – Product Country Manager (UK, Europe & Export) – Governance and transparency Group General Counsel and Company Secretary
Quorum	Four, one of which will be the SIC Chair or appointed deputy
Duties and responsibilities	
Sustainability strategy development and implementation Includes advising the Board, monitoring and reporting on implementation and developing supporting metrics and policies	ESG horizon scanning Includes identifying current and emerging related issues, good practice and regulatory development and how these should be reflected in our approach
ESG risk appetite Includes identifying and capturing ESG-related risks and opportunities and advising the Audit and Risk Committee on the Company's risk appetite and tolerance	Reporting Includes reporting to the Board each quarter on SIC activities and overseeing required disclosures in the Company's Annual Report and Accounts

Financial review

“

The overall performance of the continuing Group in FY25 reflects a strong improvement in trading activities combined with a period of transformation in central costs and non-core activities.”

Gavin Manson
Chief Financial Officer



Overview

In FY25, the Group made significant progress in implementing the transformational strategic initiatives announced in FY24 to position the business as an international specialist in livestock supplements.

Improved performance across our UK/Europe and US divisions, aligned to our strategic pillars of 1) Improve operating margins and 2) Deliver profitable, commercial growth, has driven FY25 EBIT growth.

We also made progress in line with our third strategic pillar 3) Expand into new growth markets, as we announced, post year end, the agreement to acquire Domino Industria E Comercio LTDA (trading as Macal) ('Macal'), based in Campo Grande, Brazil. This represents the Group's initial entry into the strategically significant Brazilian market of over 200 million cattle, with the opportunity to develop a wider southern hemisphere footprint. Macal is an established, cash-generative business with a strong management team that provides us with an excellent platform for growth and the opportunity to introduce higher-margin products in the region. The acquisition agreement is underpinned by the new banking facilities, also announced post year end.

The Group will adopt a conservative approach to leverage when utilising these facilities to support the implementation of its strategy over the coming years. In combination with the return of £70m to shareholders through the Tender Offer in June 2025, this reflects our commitment to improving operating margin and return on capital employed, and to generating shareholder value through sustainable growth.

FY25 performance summary

The overall performance of the continuing Group in FY25 reflects a strong improvement in trading activities combined with a period of transformation in central costs and non-core activities. The reduction in central costs, associated directly with the sale of the majority of the Engineering Division in April 2025, and the resulting reduction in scale arising from that disposal, took effect largely over H2 FY25 and has continued into FY26.

The resource necessary for the delivery of the strategy to transition to an international specialist in livestock supplements was put in place over H2 FY24 and H1 FY25. The resultant overlap of some costs means that the full effect of net cost reduction is not fully apparent in FY25; however, the implementation of cost reductions and anticipated final position are in line with management expectations.

The non-core activities of the Group were significantly simplified in FY25 through the disposal of nine investment and/or unused properties, with a further three (including the former Animax site) currently being marketed. In addition, the de-risking of the Group's pension scheme progressed, with the completion of the 'buy-in' process started in FY24 and the contingent cash requirement placed in escrow (see below), as identified on the balance sheet as 'restricted cash'.

Following the disposal of the majority of the Engineering Division, the discontinued activities of the Group at the year end comprised the Chirton Engineering business (Chirton) and, in respect of non-current assets held for sale on the balance sheet, the three properties being marketed. Chirton was not included in the main engineering disposal because of its oil and gas industry focus (in contrast to the nuclear focus of the businesses sold). We have received interest in the Chirton business from a number of parties and a focused sales process is continuing.

Presentation of results for the year

The statutory presentation of financial results under IFRS is intended to give the reader the information required to assess future performance. These reflect the continuing operations of the Group. Businesses and assets within the Group that are not expected to remain part of the Group are disclosed as being 'discontinued'.

The results of 'discontinued activities' in the profit and loss account reflect the trading of discontinued activities up to the point of disposal or for the full year if not disposed at the year end. Discontinued activities are reflected in the balance sheet based on holding value less estimated disposal costs.

Continuing operations

The continuing operations of the Group during FY25 represent its direct interests in the feed supplements markets for pasture based livestock in the UK and US and its joint ventures in US and Germany.

The Group also operates through joint ventures in Germany and the US. The contribution of these joint ventures is reported as the Group's share of post-tax results.

Continuing operations

	FY25 £'m	FY24 £'m	Movement %
Revenue			
UK/Europe	41.4	38.2	+8.4%
US	37.4	37.5	-0.2%
Total	78.8	75.7	+4.1%
Adjusted operating profit			
UK/Europe: Fully owned	2.2	1.1	+89.2%
UK/Europe: Joint ventures	0.7	0.6	+19.9%
UK/Europe total	2.8	1.7	+66.7%
US: Fully owned	2.8	2.7	+5.4%
US: Joint ventures	0.7	0.8	-16.3%
US total	3.5	3.5	+0.3%
Central	(2.7)	(3.0)	-11.7%
Total	3.7	2.2	+69.2%
Adjusting items			
UK/Europe	(1.4)	(2.7)	-47.2%
US	(0.3)	(1.8)	-84.8%
Central	0.4	(4.5)	+109.3%
Total	(1.3)	(9.0)	-85.7%
Operating profit/(loss)			
UK/Europe	1.4	(1.0)	+239.0%
US	3.2	1.7	+88.7%
Central	(2.3)	(7.5)	-70.0%
Total	2.4	(6.8)	+135.1%

UK/Europe

During the year, the UK/Europe Division comprised the Group's Crystallyx® operations: Caltech in Sillloth, Cumbria, Scotmin in Ayr, Ayrshire, Animax near Bury St Edmunds, Suffolk, and the joint venture with Crystallyx Products GmbH in Oldenburg, Germany. In July 2025, the Animax plant was closed, with production outsourced and sales of enhanced product transferred to Scotmin.

The UK businesses continued to benefit from the management and operational integration initiated in H2 FY24. Programmes focused on margin improvement, growth and working capital efficiency were embedded into core business practices. These initiatives are delivering both tactical and structural benefits through a culture of continuous improvement, supported by enhanced performance management and targeted employee development.

In Q2 FY25, the Group exited its sub-scale New Zealand distribution operations and entered an agreement with a local distributor with an established sales infrastructure. As a result, sales of product to New Zealand (now recorded within UK sales) increased by 3.9% year-on-year.

Volume

Sales of manufactured tonnage across the UK businesses increased by 7.0% during the year. Caltech achieved strong growth of 14.5%, driven by demand for Crystallyx®, its low-moisture block range. Scotmin recorded a 4.9% reduction, reflecting the planned rationalisation of legacy products to restore competitive margins.

Revenue

Net revenue from the UK businesses increased by 8.4% to £41.4m. The improvement was led by Caltech with a year-on-year revenue increase of 14.0%. Despite reporting lower tonnage volumes, Scotmin's revenue grew 3.5%, supported by stronger sales of bagged minerals and concentrates and the transfer of bolus sales from Animax in July 2025.

Animax's revenue decreased by 4.9% to £4.8m, reflecting the conclusion of the Aquaculture contract (FY24: £1.2m; FY25: £0.2m). Excluding Aquaculture, bolus sales

increased by 29.6% to £5.0m, supported by operational improvements that increased throughput and positioned the business for the Tracesure® 2.0 launch in Q1 FY26.

Margins

Gross margins in the continuing businesses improved strongly, reflecting gains in procurement, operational efficiency and commercial execution. Caltech's margin increased from 17% to 28%, and Scotmin's from 8% to 14%, with both businesses benefiting from improved product mix and cost control. Animax's margin declined from 53% to 42%, due to early-year downtime and additional labour costs associated with throughput measures.

EBIT

The UK businesses, including share of results from joint ventures, delivered adjusted EBIT of £2.8m, an increase of £1.1m (or 67%) on the prior year. This improvement reflected strong underlying trading at Caltech, up £1.1m (or 45%) and Scotmin, up £0.1m (or 41%), alongside a £0.9m (or 147%) reduction in losses at Animax. Business results are also inclusive of the previous investment in UK leadership team in line with the Group's strategic growth objective.

Joint venture

Our joint venture Crystallyx Products GmbH (Oldenburg, Germany), manufactures and distributes Crystallyx® products across mainland Europe. Fevara's post-tax share of profits increased by £0.1m (or 20%) to £0.66m, reflecting continued demand growth in core European markets and sustained operational efficiency at the facility.

US

The US Division comprises the New Generation Supplements (NGS) feed block operations at Belle Fourche, South Dakota,

and Poteau, Oklahoma, together with two joint ventures Gold-Bar Feed Supplements LLC ('Gold-Bar') in Sioux City, Iowa and ACC Feed Supplement LLC ('ACC') in Shelbyville, Tennessee. The loss-making Afgritech business in Watertown, New York was closed on 31 October 2024 and sold on 1 November 2024; results are reported under 'discontinued operations'.

Volume

Strong demand in the northern states supported the Belle Fourche operations, which achieved 10.5% volume growth. At the Poteau plant, we undertook an operational and commercial restructure, which resulted in a 2.3% decline for the full year. However, the benefits of management's actions and commercial activity were apparent in Q4 FY25 and into Q1 FY26 as volumes rebounded. The closure of the Silver Springs plant in Nevada (January 2024) provided a natural offset. Overall, US output increased by 2.4%, or 5.0% across continuing plants.

Revenue

Revenue reflected these volume trends, with gains at Belle Fourche offset by reductions at Poteau and Silver Springs. On a constant currency basis, revenue increased by 2.6%, or 5.2% across continuing plants. After translation to the reporting currency, reported revenue decreased marginally by 0.2% year-on-year.

Margins

Gross margins in our US Division improved from 19.6% in FY24 to 21.0% in FY25, reflecting greater utilisation and efficiency at Belle Fourche, partly offset by the restructuring activities earlier in the year, as described above. Operational and commercial initiatives delivered during the year supported these improvements and are expected to benefit margins in FY26.

EBIT

Adjusted EBIT performance mirrored volume trends: Belle Fourche's EBIT increased 23.0%, while Poteau decreased by 70.1% due to lower volumes and higher labour costs. The closure of Silver Springs, which was loss-making in FY24, contributed to a net divisional improvement of 32.3% on a constant currency basis.

After translation and overhead allocation, divisional adjusted EBIT before results from joint ventures increased by £0.15m (or 5.4%) to £2.8m. A £0.13m (or 16.3%) reduction in post-tax joint venture profits brought the total US divisional profitability to £3.5m, a modest 0.3% improvement on the prior year and a creditable result in a market that experienced declining cattle numbers in the year.

Joint ventures

The US Division includes joint ventures Gold-Bar (Sioux City, Iowa) and ACC (Shelbyville, Tennessee). The Group's post-tax share of joint venture profits decreased by 16.3% to £0.69m, reflecting a £0.2m reduction at ACC, partially offset by a £0.07m increase from Gold-Bar.

Central

To reflect the Group's focus as a single business operating globally, as evidenced by the Group's disposal of the majority of its Engineering Division in April 2025, the Group is engaged in an ongoing process to reduce the scale, complexity and cost of its central operations.

While the timing of the disposal reduced the impact of these cost reductions in FY25, the process has continued into FY26 and is proceeding in line with expectations. Run-rate central costs are currently c.65% of the level in FY24, prior to the engineering sale.

Discontinued operations

The result of the discontinued operations of the Group reflects:

	£'m
Adjusted operating profit	5.4
Adjusting items	12.6
Operating profit from discontinued activities	18.0

Adjusted operating profit

	£'m
1 Afgritech business prior to closure in October 2024	–
2 Engineering businesses disposed in April 2025	5.4
3 Chirton Engineering business throughout FY25	–
Adjusted operating profit from discontinued activities	5.4

- The Afgritech business in Watertown, New York was an agricultural feed business supporting the dairy cattle industry in upper New York State. The business viability was compromised by relative structural movements in the commodity price for Canola vs Soya. In FY24, the business lost £0.5m and the decision to dispose was taken prior to the end of FY24. The business closed on 31 October 2024 and the assets of the business were sold on 1 November 2024. Closure costs net of a small gain on sale of the assets of the business of £0.5m is reflected within 'adjusting items'.
- The Engineering Division, less Chirton (see below), was sold to Cadre Holdings, Inc. in April 2025. The adjusted operating profit of the disposed businesses in the period up to the point of disposal was £5.4m. The gain on sale of the businesses (net of disposal costs) of £16.2m is reflected within 'adjusting items'.
- The Chirton Engineering business was retained throughout the FY25 financial year – however, it remains the intention of the Group to sell the business and a sales process is under way. The adjusted operating profit of the business in FY25 was £nil (FY24: loss £0.6m). Actions have now been taken to further improve the profitability and prospects of the business.

Adjusting items

In FY25, the Group recognised net adjusting items of a gain of £11.3m. This comprised net costs of £1.3m within continuing operations and a net gain of £12.6m within discontinued operations, driven by a gain on sale of the engineering businesses.

M&A activity costs

A key pillar of the Group's future strategy, announced in December 2024, is the entry into new structural growth markets. In the lead up to the Group's announcement on 3 December 2025 of its entry into the Brazilian market through an agreement to acquire Domino Industria E Comercio LTDA based in Campo Grande, Brazil, the Group conducted thorough research on the Brazilian and other potential target markets. In conducting this research and preparation for entry into new markets, the Group incurred costs of £0.4m.

Restructuring costs

Restructuring costs of £2.4m were incurred in continuing operations, primarily in relation to the central organisation and UK/Europe and UK management structure. In discontinued operations, costs of £0.6m were incurred relating to the closure of Afgritech.

Profit on disposal, fair value measurement and impairment

A profit of £16.2m was recognised in relation to the sale of the majority of the Engineering Division that completed in April 2025. Discontinued operations also included costs relating to the preparation for sale of Chirton Engineering £0.3m together with an impairment against the business assets of £2.8m.

Continuing operations of £2.8m related to the net gains realised on disposal of the property sales concluded in the period.

Non recurring costs incurred centrally

Costs of £0.6m incurred in the year centrally related to the Engineering Division/disposal process that are non recurring.

Pension de-risking

During the year, the Group completed the first stage of de-risking its defined benefit pension scheme through the purchase by the scheme trustees of a 'buy-in' annuity policy to insure the liabilities of the scheme. Costs associated with this process of £0.4m were incurred.

Adjusting items

The adjusting items reflected in FY25 are:

Costs/(Profits)	Continuing £'m	Discontinued £'m	Total £'m
M&A activity costs	0.4	–	0.4
Restructuring/closure costs	2.4	0.6	3.0
Profit on disposal of disposal group and non-current assets previously classified as held for sale	(2.8)	(16.2)	(19.1)
Loss on fair value less costs to sell and impairment of disposal group assets	–	3.1	3.1
Non-recurring costs incurred centrally that related to the Engineering Division and transaction	0.6	–	0.6
Costs related to pension scheme buy-in	0.4	–	0.4
Other	0.3	–	0.3
Total (Note 5)	1.3	(12.6)	(11.3)

Sale of Engineering Division

The Group entered into an agreement with Cadre Holdings, Inc. on 16 January 2025 for the sale of the majority of its Engineering Division for an enterprise value of £75m. Following regulatory approval, on completion in April 2025 the Group received cash proceeds of £68.6m with a further £1.5m due on receipt of related RDEC tax claims. Costs of disposal were £2.4m.

Tender Offer

In June 2025, the Group completed a Tender Offer process to return £70m of the combined net proceeds of the Engineering and property sales to shareholders. This resulted in the repurchase and cancellation of 42,944,785 shares (approximately 45% of the issued share capital) at a price of £1.63 per share. Costs of £0.9m were incurred.

Post balance sheet events

Banking facilities

On 17 November 2025, the Group announced that it had entered into new Group banking facilities with HSBC, comprising £20m committed facilities and £10m uncommitted facilities. The facilities comprise a revolving credit facility with an expiry period of three years, extendable by two further one-year periods.

Agreement to acquire Domino Industria E Comercio LTDA ('Macal')

On 3 December 2025, the Group announced that it had reached an agreement to acquire Domino Industria E Comercio LTDA (trading as 'Macal') based in Campo Grande, Brazil. The transaction is expected to complete in six to eight weeks, with initial purchase consideration of £5.0m and a further £0.8m to £1.9m payable in March 2028, subject to business performance.

Alternative performance measures

The Strategic report and this Financial Review include references to both statutory and alternative performance measures (APMs). The principal APMs are intended to give the reader visibility of the potentially recurring performance of the business and, as such, measure profitability excluding items regarded by the Directors as adjusting items (Note 5). These APMs, generally referred to as 'adjusted' measures, are used in the management of the business and also in assessing some performance objectives under the Group's incentive plan. A glossary and reconciliation of the APMs is included on pages 218 to 219.

Finance costs

Net finance income from continuing activities of £0.5m reflects net operational interest plus the one-off deposit interest on the proceeds of the sale of the majority of the Engineering Division in April 2025, prior to distribution to shareholders through the Tender Offer in June 2025.

Profit before tax

Adjusted profit before tax of £4.2m for continuing operations represents a 67% increase on the £2.5m equivalent from FY24. This reflects the improvement in performance of the underlying business.

Profit before tax from continuing operations of £2.9m (FY24: loss £6.5m) reflects the combination of that improved performance and the significant reduction in adjusting items within continuing operations.

Taxation

The net tax credit on continuing operations of £0.1m reflects a tax charge on continuing operations of £0.8m (FY24: credit of £0.035m), offset by a reduction in deferred tax of £0.9m (FY24: increase of £0.6m).

Earnings per share

The total profit attributable to the equity shareholders of the Company amounted to £19.9m, equating to basic earnings per share of 23.1 pence (FY24: loss of 6.1 pence). The basic earnings per share on continuing operations was 3.5 pence (FY24: loss of 4.8 pence). The adjusted earnings per share for continuing operations was 4.4 pence (FY24: 2.6 pence).

Foreign exchange impact

Foreign exchange movements principally impact the Group through the translation of profits earned in the US and Europe.

The impact of foreign exchange on revenue and adjusted EBIT for continuing operations for FY25 was:

	Reported		Constant currency	
	£'m	Growth %	£'m	Growth %
Revenue	78.8	4.1%	80.0	5.7%
Adjusted EBIT	3.7	69.2%	3.8	72.8%

Cash flow and net cash/debt

During the year, the continuing operations of the Group generated £3.9m cash from operating activities, prior to the investment of £1.3m in fixed assets.

Net cash available for continuing operations as at the end of FY25 was £2.6m (FY24: £8.0m) with an additional £4.6m (FY24: £nil) of restricted cash, held in escrow in respect of the pension scheme (see below).

Non-trading cash movements in the year related to items described above – principally the sale of the majority of the Engineering Division and other assets, the Tender Offer and the establishment of the pension scheme escrow account.

In addition, dividends of £3.8m were paid to shareholders. Details are available in the Consolidated statement of cash flows.

Pensions

The Group operates defined contribution and defined benefit pension schemes.

In FY24, the Group began the process to de-risk its defined benefit pension scheme. As a consequence of uncertainties over the potential future liabilities of the scheme as a result of issues identified over the application of legislative changes in the 1990s, in FY24 the Group agreed to place £4.5m in escrow (jointly with the pension scheme trustees). In FY25, that money was placed in escrow and is disclosed on the Group balance sheet as 'restricted cash'.

In January FY25, the trustees completed the purchase of a bulk annuity policy to insure the liabilities of the scheme – subject to resolution of the issues referred to above. On resolution of the issues and the completion of the process for the insurer to enter into contracts directly with scheme members, any unutilised balance from the escrow account will be returned to the Group.

The movement in the retirement benefit obligation/asset from FY24 to FY25 reflects the buy-in accounting where the fair value of the assets match the liabilities to the extent they are covered under the policy. The liabilities not currently covered include liabilities to be determined during the data cleanse exercise which will be brought under the policy when the final premium is determined. The Company has set aside funds to cover expenses and liabilities of the scheme during this period. This is shown as restricted cash on the balance sheet.

Dividends

During the year, the Group paid dividends totalling £3.8m comprising a final dividend for FY24 of 2.85 pence per share and an interim dividend for FY25 of 1.2 pence per share. A final dividend for FY25 of 1.2 pence per share, making a total for the year of 2.4 pence per share (FY24: 5.2 pence), will be proposed to shareholders at the Company's AGM in February 2026. Subject to shareholder approval, the final dividend will be paid on 13 March 2026 to shareholders on the register at close of business on 23 January 2026, and the shares will go ex-dividend on 22 January 2026.

Reflecting the Group's renewed focus on growth, on 9 December 2025, the Board agreed to move towards a progressive dividend policy, targeting cover of at least 2x. This approach ensures we can continue to invest in the business in line with our growth strategy, while sustaining an appropriate level of shareholder returns. A copy of the updated Dividend Policy can be found at www.fevara.com.

Meet our Chief Financial Officer

Gavin Manson was appointed Chief Financial Officer on 13 November 2023.

Skills and experience

Gavin is a Chartered Accountant (ICAS), having qualified with KPMG, and has held finance leadership and investor relations roles in a career spanning over 25 years. He has a track record of implementing strategic change and turnarounds and demonstrating shareholder value creation in various sectors and geographies.

Previous appointments

Gavin has held executive and non-executive roles, including Chair, across public and private companies. Previous appointments include Chief Financial and Operating Officer of Electra Private Equity PLC, Group Finance Director of Premier Farnell plc, Finance Director of the largest division of Thomas Cook Group Plc and Managing Director of Merck Services UK Ltd.

Other commitments

- Non-Executive Director of AIM-listed Windar Photonics plc.
- Non-Executive Director and Chair of Audit and Risk Committee of Meallmore Ltd, one of the largest care home operators in Scotland.



Financial and operational KPIs

We monitor our growth and health as a business, and our performance against strategy, using the following key performance indicators.

Sales volumes
(continuing operations)
82,161 tonnes
FY24: 78,903 tonnes



Why this measure is important
Revenue in isolation is not necessarily an indicator of performance in our business, which is volume-driven and potentially subject to significant raw material price variations, which may be passed on to customers. Feed block volumes are monitored as part of our sales performance management, alongside selling prices and gross margins.

FY25 performance
Volume growth of 4.1% in FY25, in conjunction with the significant increase in gross margin, reflects a strategic focus on growth of higher margin differentiated products.

➔ More information on page 42

Gross margin
(continuing operations)
21.7%
FY24: 18.8%

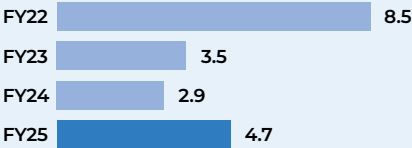


Why this measure is important
The gross margin for our business is impacted by the drivers of changes in revenue (volume and price) as well as fluctuations in raw material costs.

FY25 performance
An overall increase in gross margin of 2.9% reflects the benefit of focus on higher margin products and the delivery of targeted procurement benefits.

➔ More information on page 218

Adjusted Group operating margin
(continuing operations)
4.7%
FY24: 2.9%



Why this measure is important
The operating margin reflects the gross margin achieved, as well as the distribution costs and administrative expenses required to support our operations.

FY25 performance
The Group's improved operating margin reflects both the focus on gross margin improvement and in overhead efficiency. Our ambition is to achieve operating margins of over 10% in the medium term.

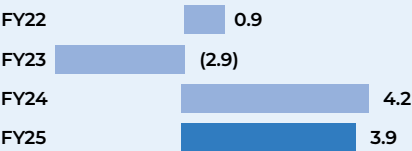
➔ More information on page 218

Financial and operational KPIs continued

Operating cash flow (continuing operations)

£3.9m

FY24: £4.2m



Why this measure is important

This KPI indicates how much cash is being generated by the Group's continuing operations, before being utilised for capital investment, paying dividends, or repaying borrowings.

FY25 performance

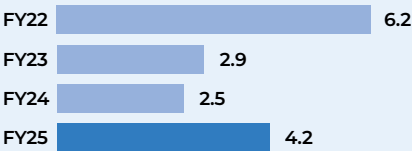
Operating cash flow of over 112% of adjusted EBITDA reflects the benefit of focus on working capital efficiency through both structural improvements and management focus.

➔ More information on page 218

Adjusted profit before tax (PBT) (continuing operations)

£4.2m

FY24: £2.5m



Why this measure is important

This measure is important because it reflects the performance of the business and the effectiveness of asset utilisation.

FY25 performance

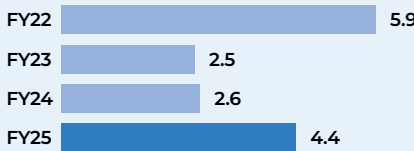
The improvement in performance in FY25 reflects the improvement in trading performance combined with the return on cash assets.

➔ More information on page 218

Adjusted earnings per share (EPS) (continuing operations)

4.4 pence

FY24: 2.6 pence



Why this measure is important

This measure reflects the earnings per share of the continuing Group before adjusting items relating to these operations. It therefore may be considered to be a measure of the business.

FY25 performance

The increase in adjusted EPS reflects the improved performance in FY25 as indicated by the KPI for adjusted profit before tax. It also recognises a reduced level of shares in issue following the repurchase and cancellation of shares in the year. It is a strategic focus of the Group to minimise/eradicate future adjusting items.

➔ More information on page 45

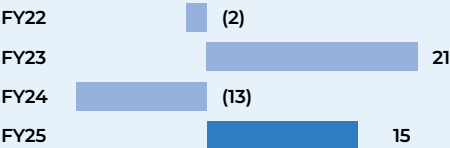
Financial and operational KPIs continued

Total shareholder return (TSR) three-year average

(Continuing operations)

15%

FY24: (13%)



Why this measure is important

Our three-year average TSR performance indicates the total medium term return to shareholders. This gives a historical basis on which to compare the outcome of an investment in the Group to alternative investment opportunities.

FY25 performance

In FY25, our three-year average TSR performance reflects a significant improvement on the prior year and forms a strong basis for targeted consistent future returns.

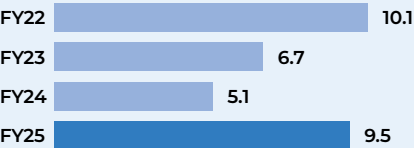
➔ More information on page 121

Return on Capital Employed (ROCE)

(Continuing operations from FY24)

9.5%

FY24: 5.1%



Why this measure is important

ROCE indicates the efficiency in capital utilisation in the delivery of profits.

FY25 performance

The significant increase in ROCE in FY25 reflects strategic focus on product margins, overhead efficiency and capital allocation. Continued improvement in ROCE is a strategic focus.

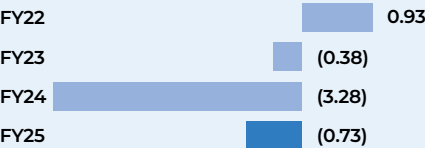
➔ More information on page 218

Net (cash)/debt to adjusted EBITDA

(Continuing operations)

(0.73)

FY24: (3.28)



Why this measure is important

This reflects the ability of the Group to service its debt.

FY25 performance

The negative measurement at the end of both FY25 and since FY22 results from the net cash position of the Group at these balance sheet dates.

➔ More information on page 218

Non-financial KPIs

Total reportable incident rate (TRIR)¹, rolling 12-month average

1.7

FY24: 2.5



Why this measure is important

We are committed to creating a culture where Health & Safety is a top priority for all in our business. We record and report all incidents, and near-miss hazards, to improve the safety of our workforce.

FY25 performance

In FY25, we recorded a reduction in our TRIR, reflecting our ongoing focus in this area and the appointment of a dedicated Health Safety Manager in November 2024.

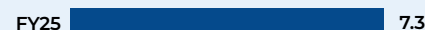
¹ TRIR covers fatalities, days away from work, restricted work, medical treatment beyond first aid, loss of consciousness or a significant injury, and illness or disease diagnosed by a doctor or physician. It is calculated by taking total recordable incidents/total worked hours*100'000.

→ More information on page 32

Employee engagement score

7.3

FY24: n/a



Why this measure is important

Our People Plan underpins our overall growth strategy, and employee engagement reinforces our commitment to 'creating meaningful opportunities for colleagues to be heard' – one of four HR priorities. We consider our employee engagement score as a key proxy metric for how well we are implementing our People Plan.

FY25 performance

In July 2025, we carried out our first Group-wide employee survey with Workday Peakon, achieving a high participation rate of 85% and an overall engagement score of 7.3, close to benchmark levels. We use survey insights to inform actions for the year ahead, and aim to carry our annual surveys and report our engagement score each year.

→ More information on page 30

Intensity metric (tCO₂e per £m turnover)

62.1

FY24: 89.9



Why this measure is important

The goal of our Production pillar in our new ESG framework is to operate responsibly and with integrity, minimising our adverse impacts on people and planet. Our intensity metric is key in understanding our carbon emission reduction performance as we grow.

FY25 performance

In FY25, our intensity metric decreased against a restated FY24 baseline. Our baseline year has been restated to facilitate a meaningful year-on-year comparison as we transition to an international specialist in livestock supplements. More detailed information can be found in the SECR report on pages 72 to 73.

¹ FY25 and FY24 (restated) figures relate to Group-owned operations only and do not include other sites, such as joint ventures, where Fevara plc has no operational control. The figures cover UK and US agricultural businesses, our head office and Chirton Engineering.

→ More information on pages 72 to 73

Our embedded approach to risk management places risk, risk appetite and opportunity assessment at the heart of our strategy and operations.

Our approach to risk management

The growth and resilience of the Group rely on our ability to exploit strategic opportunities, while effectively assessing and managing the inherent risks in our strategy and the international markets in which we operate.

Our approach to risk management is designed to ensure a systematic and planned method of identifying, assessing, mitigating, and monitoring risks across the Group.

The Board has overall responsibility for the risk management framework. Risks are assessed and managed at the lowest relevant organisational level in the Group and reported, reviewed and assessed by an executive risk management process, leading to Audit and Risk Committee review of operational risks and Board review of strategic risks and key operational risks. Operational risks are those risks inherent in the delivery of defined strategy. Strategic risks are those risks that arise through strategic decisions and objectives.

Risk appetite

The objective of the risk management framework operated across the Group is to achieve a balanced approach to acceptance of the level of entrepreneurial risk necessary for the Group to achieve its strategic and operational objectives.

Utilising the framework, the Group identifies and manages risks to the extent appropriate in order to have comfort over the ability of the Group to deliver its financial, social and environmental objectives.

To assist in this process, the Board regularly undertakes an assessment of risk appetite across a broad range of financial and non-financial risks identified as being relevant to the Group, its strategy and stakeholders. This assessment of risk appetite is key in informing decisions on the level of risk management or avoidance that is required in respect of each risk.

Board assessment of compliance with the risk management framework

The Board carries out a biannual assessment of the principal risks facing the Group together with any emerging risks. This is supported by the Audit and Risk Committee, which undertakes deep-dive reviews into selected operational risks at each meeting and quarterly reviews of operational risk registers, with an annual review of the risk management system.

The Board, through the Audit and Risk Committee, also considers the internal controls in place across the Group and whether these provide assurance over the Group's risk management framework. Internal controls are also subject to review by Internal Audit.

During the year, no significant incidents arising from internal control failure were identified. However, an internal review of controls and processes conducted in the prior year had identified a number of weaknesses in the control environment and operation of controls, primarily as a result of the decentralised control structure inherent in the Group's organisational design at that time.

Prioritised actions to improve the control environment, particularly financial controls, were implemented immediately with a structured approach to continuous improvement in all areas of control and compliance aligned with the Group's transformation which continued throughout FY25. The effectiveness of the Group's system of internal control will continue to be reviewed by the Board in FY26 and onwards.

Principal risk factors

Following the disposal of the majority of our Engineering Division in April 2025, the Group is now a more focused business.

The principal risks and uncertainties we have identified, given our current composition and future strategy, are detailed below, alongside the steps we are taking to mitigate them where possible. For each risk, we have identified a net year-on-year change. This is based on our risk management approach during the transitional year, which evaluated both the impact of the disposal of the engineering businesses and continuing business risks on the significance of risks to the Group.

Any identified increase in risk is attributable to the reduction in business scale by moving to one division, thereby making specific risks more pronounced.



Risk	Description of the risk	Management and mitigation	Year-on-year change in risk
Core market delivery	Since the divestment of the majority of our Engineering Division, our business model has changed significantly and is now focused on livestock supplements. Therefore, our financial performance is more dependent on achieving targets in our core and mature markets in the UK/Europe and US, where profitable growth will require market share gains and improved commercial performance.	The Group operates a structured approach to identifying risks and opportunities with respect to both market share and commercial performance. Delivery of objectives is reflected in aligned incentive arrangements throughout the organisation. Progress in managing risks and delivering opportunities is reviewed monthly, with corrective actions taken when appropriate.	  More information CEO review on page 6
New market entry	One of the Group's three strategic pillars is 'Expand into new growth markets'. This element of strategy carries risks associated with market selection, execution of entry and subsequent delivery of assessed potential. The Group's risk appetite in respect of entry into new markets is balanced but conservative.	We have conducted a thorough assessment of market opportunities and execution risks, using expert advisers and detailed in-market analysis. Specific entry opportunities in priority markets are subject to exhaustive due diligence. Entry and performance will be managed via the Group's established performance and risk management frameworks, and in accordance with project review gateways and approvals that are set at the outset of any major project.	  More information Our strategy on page 18
Treasury	The Group's Treasury risks are primarily related to funding adequacy and the impact of foreign exchange. Funding adequacy: The Group must manage its funding facilities to ensure that all businesses can operate on a day-to-day basis as well as invest in growth opportunities. Failure to adequately control funding and accurately forecast cash flows creates risk. Foreign exchange: The Group has international businesses generating more than 50% of its profits outside the UK. This means that fluctuations in the value of currencies can impact the results through transactional and translational exchange movements. Translational exchange rate risks can impact the translated value of assets and earnings of foreign subsidiaries and joint ventures.	Funding adequacy: The Group follows a clear Capital Allocation Policy, which reflects the Group's strategic direction as an international specialist in livestock supplements. The Group renewed its banking facilities in November 2025 with extensions available until November 2030. These facilities are quantified and structured consistently with the requirements of the Group's strategy over the coming five years. The utilisation, adequacy and cost of our funding facilities are regularly reviewed by the CFO and the cash position of the Group is reviewed every week. Foreign exchange: The Group manages its foreign exchange risks through compliance with a Foreign Exchange Policy updated in 2025 following the disposal of the engineering businesses to reflect the circumstances and strategy of the Group. Foreign exchange risk is managed within a defined Risk Appetite through the utilisation of a combination of supply chain strategies, natural hedging and, where appropriate, hedging products.	  More information Financial review on page 40

KEY

 Increase
  Decrease
  Stable

Risk	Description of the risk	Management and mitigation	Year-on-year change in risk
Delivery of shareholder value	Following the disposal of the majority of the Engineering Division, the Group has a reduced market capitalisation with lower share liquidity. To deliver shareholder value and maintain effective access to capital markets, we must ensure that our market valuation reflects our strategic potential and that investors can trade shares efficiently. We run the risk of not delivering our expected or potential share value if we fail to choose the right strategy, fail to execute the strategy successfully or fail to communicate sufficiently with the market.	The Group now has a simplified strategy and a clear investment case. We measure the delivery of our strategy, our financial performance and our ability to execute all agreed growth opportunities effectively. A rolling Investor Relations plan is in place to ensure effective communication with current and potential investors. Key capital market metrics are monitored against peers and integrated into management incentives.	— → More information Our strategy on page 18
Reliance on key customers and customer demand	The Group's business is focused on a range of products and customers primarily located in the UK/Europe and the US. This concentration has increased following the disposal of the majority of our Engineering Division. There is a risk that external factors could materially impact the cost of products, affecting manufacturing costs, selling prices and therefore associated demand levels.	We have recognised and trusted core brands that support our ability to maintain long-term relationships with key customers. Through our research-proven processes, we develop products to meet customer needs and expectations, and we are investing in commercial and marketing resources to strengthen our core brands further. We are actively looking to expand into new growth markets and gain new customers, thereby further expanding our existing customer base.	↑ → More information Our strategy on page 18
Political, economic and external societal factors	The rise in importance of sustainable business practices creates risks regarding the ingredients we source and how these are used during our production processes. Changes to farming policies in the UK and the US could impact us, and we are sensitive to risks regarding trade agreements covering either territory – albeit that we largely source and sell in individual markets. While the high inflation levels seen in recent years have receded, political uncertainty and the risk of 'system shocks' remain. We must consider the risk of our customers deciding to use cheaper, less effective alternatives to our premium products.	Our product management capability has been enhanced to allow us to commit to supporting decarbonisation both in the products we supply to customers and in the ingredients we use. We monitor legislation across the markets in which we operate and assess the impact of changes proposed and made on our businesses. The Group monitors raw material and commodity pricing, buying forward where we expect this to minimise input costs for us and our customers. Where macro-economic trends dictate a likely increase or decrease in demand for our products, we adapt production plans accordingly, which allows us to cope with recessionary periods as well as increased levels of demand.	— → More information TCFD report on page 55
Legal, regulatory and reputational	Our products are critical components of the food chain and any failures in our quality management or compliance systems could mean that these products do not meet regulatory or quality requirements, or that we fail to comply with all relevant legislation.	Our technical leaders monitor our regulatory environment across the Group, and all existing and new product registrations are subject to a rigorous process. We have strict quality control measures in each manufacturing facility and for our logistics services, with protocols in place should a quality challenge arise. Regulatory and compliance requirements are assessed in each market with local compliance monitoring processes in place.	— → More information Sustainability and impact review (Product) page 36

Risk	Description of the risk	Management and mitigation	Year-on-year change in risk
Health & Safety	There is a risk that Health & Safety hazards could cause harm to customers, employees or the general public.	Health & Safety performance is reviewed at all Board meetings and the Board considers this a priority for the business. We have a dedicated Health & Safety resource, and the Group's Health & Safety programme is founded on a learning culture that aims to ensure early identification of potential risks and hazards, as well as empowering all employees to report these. Health & Safety audits take place regularly at all sites, with most locations supported by on-site functional safety experts who provide oversight and supervision of routine activities. The Group also has an occupational health programme in place for employees.	—  More information Sustainability and impact review (People) on pages 28 to 33
IT and cybersecurity	A successful cyberattack could lead to financial loss and a breach of data confidentiality. As technology is critical to our operations, all systems must be secure, reliable and resilient.	Our centrally managed IT function allows us to maintain consistently high cybersecurity standards across the entire business. Our systems are supported by a team who review internal practices as well as the nature and risk associated with external threats. Our IT solutions are assessed and tested by third parties where appropriate. All major IT initiatives are governed by robust project management processes. We continue to invest in new technology, as witnessed by the successful implementation of a new ERP system in our US business. We maintain a watching brief on evolving trends and new dangers and ensure we react appropriately.	—
Animal welfare	Demand for our products is linked to herd sizes in our key markets. A significant animal disease outbreak could cause a rapid reduction in herd size, leading to a sharp short-term decrease in demand followed by a herd rebuild programme. The business must be resilient enough to manage such demand volatility.	Disease outbreaks are typically localised, with established control mechanisms to limit their spread. The Group's strategy of geographical expansion will further mitigate the impact of an outbreak in any single market. Furthermore, we conduct stress tests against severe but plausible downside scenarios as part of our regular business planning.	↑  More information TCFD report on page 55

KEY

 Increase
 Decrease
 Stable

In accordance with provision 31 of the UK Corporate Governance Code 2018, the Directors have assessed the viability of the Group over a three-year period to August 2028, taking account of the current financial position, future prospects and the principal risks, as detailed on pages 50 to 53 (inclusive).

The Group's strategic planning process is led by the Chief Executive Officer, supported by his leadership team. The Board participates in the review process, offering a broader perspective on our markets and the macro-economic environment. The key deliverable from this process is a strategic plan, underpinned by financial forecasts, which considers the period to August 2028. The Group's operating budget for the year to 31 August 2026 is the basis for the first year of these plans and is reviewed and re-forecast, if required, on a regular basis during the financial year.

Following the disposal of the majority of the Engineering Division in April 2025, the Group is primarily a focused agricultural products business. It is intended that the remaining engineering business is sold in FY26. However, the scale and results of this business make the timing of disposal immaterial to the stability of the Group.

Following the net impact of trading cash generation, the proceeds of sale of the engineering businesses, the proceeds of sale of surplus properties, the return of capital via the June 2025 Tender Offer and the establishment of the pension scheme escrow account, the Group remained in a net cash position at the period end.

The Group has subsequently entered into a new £20m bank facility lasting to November 2028 and extendable by up to a further two years. In addition, on 3 December 2025 the Group announced that it had reached agreement to acquire Domino Industria E Comercio LTDA (trading as 'Macal'), based in Campo Grande, Brazil. This marks the Group's entry into the world's largest cattle population market and is a significant step forward towards achieving our vision of being the global expert in extensive livestock supplements. Initial purchase consideration is £5.0m, with a further £0.8m to £1.9m payable in March 2028, subject to business performance.

The Board has considered a range of outcomes for the existing businesses of the Group and also its entry into and development within Brazil over the period to August 2028 in reaching its conclusion on the viability of the Group.

The Board continues to believe that a period of three years to 31 August 2028 is the most appropriate for the purpose of a viability assessment, based on the strategic planning undertaken.

The Group's principal risks are set out on pages 50 to 53 (inclusive) and summarise those matters that could prevent the Group from delivering its strategy and generating shareholder value.

From the assessment of the principal risks and the modelling undertaken, it was determined that none of the net risks (after management's mitigating actions), either in isolation or in aggregation, would compromise the Group's viability. In addition, a variety of scenarios beyond those included in the Group's strategic plan have been tested and their financial impact estimated and quantified. These estimates have been overlaid on the detailed financial forecasts to represent severe but plausible scenarios that the Group could experience.

These wider scenarios are considered individually and in aggregate during this exercise, to ensure that the impact of unconnected scenarios on profitability and related cash flows is fully considered.

The results confirmed that the Group would be able to withstand the impact of these scenarios during the forecast period under review. In addition, the Group has options to mitigate these scenarios and to maintain cash flow, including restricting capital expenditure and lowering potential returns to shareholders.

As part of our Task Force on Climate-related Financial Disclosures (TCFD), the Group has assessed potential financial impacts from climate change on the business. The TCFD disclosures consider how financial performance may be impacted by climate change, including supply chain disruption, inflation in raw material costs and any significant changes in climate-related policy (as well as any associated increase in regulatory costs). None of the physical and transition risks, which are considered material to our business, would present a risk to viability over the planning period. These risks are detailed on pages 55 to 71 (inclusive).

Based on their assessment of prospects and viability above, the Directors confirm that they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period ending 31 August 2028. The Directors also considered it appropriate to prepare the financial statements on the going concern basis, as explained in the Basis of accounting, and Going concern paragraphs in the Principal Accounting Policies on page 160 of the accounts.

Task Force on Climate-related Financial Disclosures

Introduction

This section presents our FY25 climate-related financial disclosures, aligned with FCA Policy Statement 21/23 and listing rule LR 9.8.6R(8). During our fourth year of reporting against the Task Force on Climate-related Financial Disclosures (TCFD) framework, we have continued to embed climate-related considerations into governance, strategy and risk management.

The TCFD framework remains the internationally recognised standard for assessing and disclosing the financial implications of climate-related risks and opportunities. It enables investors, lenders, insurers and other stakeholders to evaluate how organisations are responding to climate-related challenges and risks. Through continued enhancement of our disclosures, we aim to promote transparency, strengthen governance and demonstrate the resilience of our business model in the context of a transitioning global economy.

This year's disclosure builds upon last year's reporting and has been updated to reflect the significant changes in operations following the restructuring of the organisation. With the disposal of the significant majority of Engineering Division, the insights presented are more focused on the agriculture sector, highlighting the distinct risks and opportunities associated with operating mainly within this industry.

The disclosures that follow are structured around the 11 recommended disclosures of the TCFD, grouped within its four core pillars: Governance, Strategy, Risk Management, and Metrics & Targets.

Governance

- 1. Describe the Board's oversight of climate-related risks and opportunities;**
- 2. Describe management's role in assessing and managing climate-related risks and opportunities.**

In FY25, Fevara revised its environmental and social governance oversight structures to reflect both the operational restructuring of the business and the transition to an international specialist in livestock supplements. With the sale of the majority of the Engineering Division, the three-tier approach of the Environmental Advisory Group (EAG), Sustainability and Impact Steering Committee (S&IC), and Green Teams was readjusted to better align with the new Company structure. A simplified structure has now been established, centred on the Sustainability Impact Committee (SIC), which oversees climate-related risks and opportunities as part of its wider responsibility for ESG strategy and performance.

While the SIC's role broadly aligns with that of its predecessor committee (S&IC), its Terms of Reference have been revised to provide a more focused remit. Our updated governance structure is detailed visually on page 56.

The Board retains ultimate responsibility for the management of climate-related risks and opportunities, and Board members consider principal and emerging risks on a biannual basis. This process is supported by the Audit and Risk Committee, which, in FY25, convened a dedicated meeting focused specifically on risk management processes, reviewing the systems for identifying, managing and reporting risks. Climate-related risks continue to be captured at a local level and consolidated into the Group Risk Register, which is then reviewed at every Audit and Risk Committee meeting. In addition, the Audit and Risk Committee undertakes deep-dive reviews of selected operational risks at each meeting, conducts quarterly reviews of operational risk registers, and carries out an annual review of the risk management system and internal controls.

The SIC is chaired by the CEO, Joshua Hoopes and comprises four ESG strategy pillars – People, Product, Production, and Governance and transparency – each led by an appointed pillar lead. The respective leads are Sian Wythe, Chief People Officer; Charlie Battle, Country Manager (UK, Europe & Export); Zach Westberg, President NGS; and Paula Robertson, Group General Counsel and Company Secretary. Pillar leads are responsible for developing and monitoring targets that support ESG goals and focus areas. The Committee met informally throughout the year to design and develop the ESG strategy (see pages 23 to 25 for details), and the first scheduled SIC meeting was held in August 2025 to finalise the revised governance structure. This process entailed a high level of engagement with the Board and Senior Leadership Team members during 2025. Details of the process can be found on page 25. Going forward, two SIC meetings each year will be dedicated to ESG risk review, with the CFO invited to attend as required. One of these sessions will be scheduled to align with the Annual Report timetable, ensuring principal risks are accurately reflected. Recommendations on climate-related and wider ESG matters discussed during SIC meetings will be presented to the Board through the CEO at Board meetings of which there are seven scheduled for FY26.

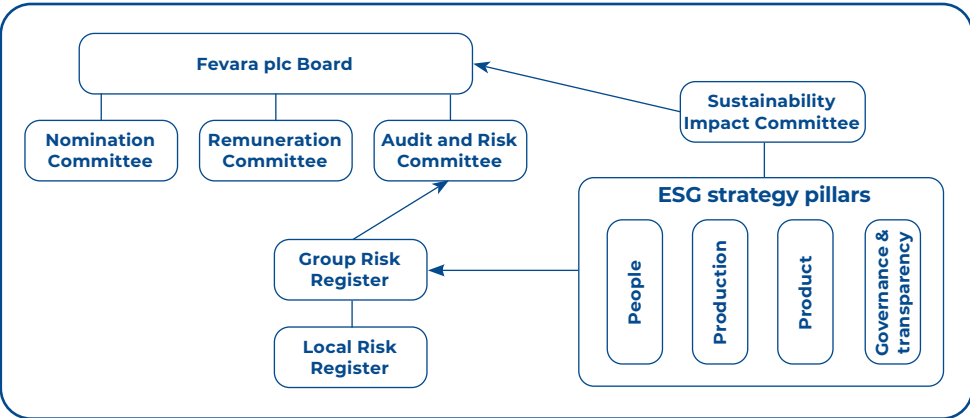
Although the Green Teams did not hold formal meetings during FY25, some activity continued under their remit, and their role is currently under review as a result of the changes during FY25 to simplify the Group. There is the potential for the Green Teams to be adapted to support stronger ESG engagement in the future. Internal resources remain available through online environmental training, which is offered as voluntary development modules.

Customer feedback on environmental considerations continues to inform product management and development activities. Engagement currently occurs through direct dialogue with clients, social media and distributor feedback channels. To support evidence-based decision-making, a screening life cycle assessment was completed in FY25 for three principal Crystallyx® products, providing valuable data to inform ongoing product development and environmental performance improvement.

The Board remains responsible for oversight of the CEO's non-financial performance objectives, which include specific environmental and sustainability goals set by the Remuneration Committee. In FY25, these objectives were directed towards laying the groundwork for the transition to an international specialist in livestock supplements. These were overseen by former CEO, David White, and the Board, and subsequently following the CEO transition in July 2025, by Joshua Hoopes in his capacity as the new CEO, alongside the Board. The Chair continues to meet with the CEO to assess progress, with overall performance reviewed by the Remuneration Committee.

External expertise supported the organisational transition during FY25, with Addidat engaged to develop the ESG strategy, and McGrady Clarke providing support for TCFD and GHG reporting. The Audit and Risk Committee continue to monitor compliance with TCFD requirements annually as part of the Annual Report and Accounts process.

While climate-related risks remain embedded into Fevara's risk management framework, they are not yet explicitly integrated into annual budgeting, capital planning or business development processes. The revised governance structure ensures, however, that ESG risks are systematically captured and reflected within the Group Risk Register, providing a strong foundation for future integration into wider business planning.



Strategy

- 3. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term;
- 4. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.

Time horizons

In last year's TCFD disclosure a comprehensive evaluation of both physical and transition climate-related risks, assessing their severity, timescale, potential impact and mitigation strategies across established time horizons and climate scenarios were set out. Short, medium and long-term horizons were defined in line with the Company's planning cycle and risk and viability statement approach, establishing a consistent framework for risk assessment. During the current reporting year, this approach has been further developed through the continued application of qualitative scenario analysis on the principal risks, enabling us to assess both existing and newly emerging risks and opportunities across a range of climate futures and over different time horizons. The analysis has been enriched by the findings of Fevara's double materiality assessment (DMA), which identified the most significant ESG-related impacts, risks and opportunities across the value chain and ensured greater focus on those most material to the organisation's agricultural operations. This enhanced process provides a more refined understanding of potential impacts under diverse climate conditions, strengthening the resilience of strategic planning. The analysis was undertaken in collaboration with our external sustainability consultant, McGrady Clarke, with input from the Group General Counsel and Company Secretary, while the DMA was conducted with external expert Addidat working alongside the Senior Leadership Team, supported by the Board.

For this year's assessment, the timescales remain unchanged, as follows:

- "short-term", being risks with a horizon of between one year and three years
- "medium-term", being risks with a horizon of between three years and eight years
- "long-term", being risks with a horizon of more than eight years

Climate scenarios

Our qualitative scenario analysis draws on three Shared Socioeconomic Pathways (SSPs) developed by the Intergovernmental Panel on Climate Change (IPCC) in its Sixth Assessment Report.

These pathways illustrate alternative global social, economic and environmental futures, offering a structured lens through which to consider the evolving risks and opportunities facing our business:

Shared Socioeconomic Pathways	Description
SSP 1: Sustainability	SSP 1 depicts a cooperative global response consistent with the goals of the Paris Agreement. Strong policy action, international collaboration and decisive investment in renewable energy, efficiency and sustainable practices shape an economy that steadily reduces emissions and contains temperature rise, creating conditions more resilient to climate-related disruption.
SSP 3: Regional rivalry	In SSP 3 the world is defined by regional fragmentation, protectionist policies and limited coordination on climate action. Energy security and economic competitiveness are prioritised locally, with continued reliance on fossil fuels. Such conditions restrict the pace and scale of mitigation and adaptation, heightening exposure to physical and transition risks.
SSP 5: Fossil-fuelled development	SSP 5 pathway portrays rapid global growth powered primarily by fossil fuels. While lighter regulation may initially limit transition risks, the accumulation of emissions generates a trajectory that cannot be sustained. Over time, the necessity of accelerated decarbonisation intensifies, reshaping markets and creating heightened risks for carbon-intensive sectors.

Impact of climate-related risks and opportunities

The process for the quantification and prioritisation of climate-related risks is detailed in the Risk management section on page 50. A materiality assessment was undertaken to re-evaluate all previously identified climate-related risks and to capture additional risks and opportunities specific to the business' mainly agricultural operations. This assessment considered both transition risks, associated with the shift towards a low-carbon economy, and physical risks arising from the increasing frequency and intensity of climatic changes. The refreshed analysis placed greater emphasis on the agricultural dimension of the business, recognising how climate variability, resource constraints and regulatory developments may affect both operational performance and value chain resilience. Opportunities were also reassessed, focusing on areas such as resource efficiency, sustainable product innovation, supply chain adaptation, market diversification and enhanced resilience across agricultural systems.

The refined selection of climate-related risks and opportunities, together with their expected potential effects across the specified time horizons, are presented in **Table 1**. Each has been evaluated using the organisation's risk matrix, incorporating impact and likelihood ratings under the relevant SSPs and time horizons. While all identified risks and opportunities were evaluated in detail, the report focuses on the eight deemed most material to the business.

Figures 1 and 2 illustrate the average materiality distribution of the eight most significant climate-related risks and opportunities across the different climate scenarios. The figures highlight how impact and probability vary under each SSP.

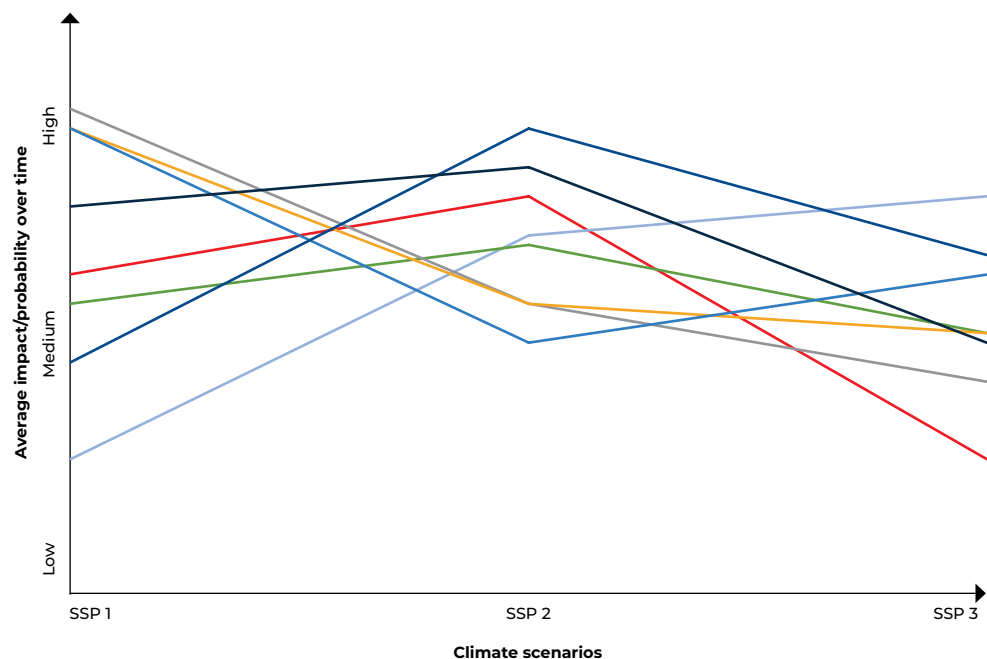
		Impact					
		NIL	Negligible	Minor	Moderate	Severe	Extremely Severe
Probability	NIL	0	0	0	0	0	0
	Extremely unlikely	0	1	2	3	4	5
	Highly unlikely	0	2	4	6	8	10
	Unlikely	0	3	6	9	12	15
	Possible	0	4	8	12	16	20
	Highly possible	0	5	10	15	20	25

Table 1: Summary of climate-related risks and opportunities

			SSP 1			SSP 3			SSP 5		
Climate-related risks and opportunities			Short	Medium	Long	Short	Medium	Long	Short	Medium	Long
Physical Risks	Acute	Extreme weather events	2	6	6	9	12	16	9	12	20
	Chronic	Water scarcity	1	3	3	4	6	12	4	12	6
		Climate-driven livestock disease outbreaks	6	4	4	6	9	16	6	6	12
		Rising mean temperatures	1	4	2	3	8	8	3	3	8
Transition Risks	Market	Energy market volatility	12	6	6	12	16	20	12	8	15
		Loss of clients due to poor environmental performance	9	16	25	6	12	12	6	4	12
	Policy and legal	Exposure to litigation	1	3	3	1	3	1	1	3	3
		Enhanced emissions-reporting obligations	12	12	16	12	16	16	12	8	6
		Mandates on and regulation of existing products and services	6	12	15	9	12	20	3	3	8
		Changing insurance landscapes	6	12	12	8	12	16	6	9	12
		Increasing regulation on waste and resource efficiency	6	12	12	1	1	4	1	2	16
	Reputation	Negative press coverage related to support of projects or activities with negative impacts on the climate	12	16	20	12	9	9	9	6	12
		Greenwashing accusations	12	16	20	12	8	6	9	12	12
	Technology	Costs to transition to lower emissions technology	8	8	10	6	12	12	6	9	6
		Increased cost of raw materials	8	8	10	6	12	12	6	9	6
Opportunities	Energy systems	Adoption of renewable energy and low-carbon technologies	12	20	20	12	12	12	8	8	12
	Markets	Improved finances through access to new markets and green product development	8	15	20	8	6	2	8	6	9
	Products and services	Development of climate-resilient feed products	8	12	20	6	12	6	12	16	16
		Low-carbon nutrition solutions	15	20	25	12	9	6	15	12	6
		Reputational benefits resulting in increased demand for goods/services	9	16	20	9	12	12	9	6	8
	Resilience	Market expansion and resilience	8	12	20	6	6	4	8	9	8
		Supplier diversification and resilience building	6	8	8	9	4	4	9	16	16
		Enhanced supply chain resilience through resource substitution and diversification	6	12	16	6	9	8	8	9	12
	Resource efficiency	Use of more efficient production and distribution processes	12	16	20	12	9	9	12	9	12
		Reduced energy consumption through efficient cooking and chilling	12	20	12	12	12	9	12	12	20
		Reduced water usage and consumption	12	20	15	12	16	12	12	12	15

Climate-related risks

Figure 1: Average impact/probability of top eight risks across climate scenarios



- Enhanced emissions – reporting obligations
- Energy market volatility
- Greenwashing accusations
- Negative press coverage related to support of projects or activities with negative impacts on the climate
- Loss of clients due to poor environmental performance
- Changing insurance landscapes
- Extreme weather events
- Mandates on and regulation of existing products and services

Climate-related physical risk – acute:

Extreme weather events

The increasing intensity of extreme weather events disrupts production and distribution, damages facilities and infrastructure, and strains logistics networks. These events also threaten raw material supply and manufacturing processes, raising operating costs and causing delays to customers. This risk is expected to affect all operations across Fevara, with the most significant impacts likely to occur within the United States and the United Kingdom.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	2	6	6	Strong global cooperation and effective climate mitigation policies limit the severity of extreme weather events. Although occasional disruptions still occur, improved infrastructure resilience and early warning systems help minimise operational and supply chain impacts.
SSP 3	9	12	16	Limited international cooperation and uneven climate action result in more frequent and intense extreme weather events. Inadequate investment in adaptation infrastructure leads to significant operational disruptions, increased repair costs and prolonged supply chain instability.
SSP 5	9	12	20	Continued reliance on fossil fuels drives higher global temperatures and amplifies extreme weather events. While technological advancement provides localised adaptation, physical damage, transport interruptions and higher insurance costs increasingly affect operations and financial performance.

Potential mitigation measures:

- Develop flexible logistics and alternative transport routes to minimise disruption.
- Diversify suppliers across regions to reduce climate-related dependency.
- Strengthen site resilience through flood protection and structural reinforcement.
- Use real-time weather monitoring to anticipate operational disruptions.
- Train staff in climate risk response and continuity procedures.

Climate-related transition risk – market:

Loss of clients due to poor environmental performance

Clients increasingly expect sustainable products and packaging, especially in sectors that are directly exposed to environmental challenges and climatic pressures. Failure to meet these expectations, particularly where competitors demonstrate stronger environmental performance, may lead to reputational damage, loss of market share and reduced sales.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	9	16	25	Heightened expectations for low-impact products and transparent supply chains. Clients actively prioritise environmentally responsible partners, making weak environmental performance a significant reputational and commercial risk.
SSP 3	6	12	12	Fragmented governance and uneven economic development reduce global alignment on environmental standards, yet local pressures persist where climate impacts are severe. Limited adaptation capacity heightens scrutiny in affected markets.
SSP 5	6	4	12	An emphasis on rapid economic growth lessens immediate environmental scrutiny across most markets, yet leading clients and industries increasingly view sustainability as integral to long-term resilience and might switch to competitors.

Potential mitigation measures:

- Set measurable carbon reduction and sustainability targets to demonstrate credible climate action.
- Continuously assess customer expectations and align offerings with sustainability priorities.
- Communicate environmental progress through transparent reporting and data-backed disclosures.
- Strengthen brand reputation through sustainability-focused marketing and stakeholder engagement.

Climate-related transition risk – market:

Energy market volatility

Fluctuations in energy availability and pricing, driven by geopolitical events or changing energy market dynamics, may lead to increased operational and production costs, including disruptions to manufacturing schedules. Energy-intensive manufacturing processes are particularly exposed, affecting profitability and long-term financial performance.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	6	6	Global cooperation and investment in renewables stabilise energy markets. Reliance on fossil fuels declines, reducing price volatility though minor fluctuations persist during transition.
SSP 3	12	16	20	Fragmented policies and uneven transition progress drive persistent energy price volatility. Supply insecurity and local protectionism increase operational costs for energy-intensive sectors.
SSP 5	12	8	15	Rapid growth sustains high energy demand and fossil-fuel reliance. Geopolitical tensions and resource pressure keep prices volatile, partly offset by technological efficiency gains.

Potential mitigation measures:

- Implement energy efficiency measures and invest in low-carbon technologies to reduce consumption.
- Diversify energy sources, including renewable supply contracts, to enhance resilience against market volatility.
- Monitor energy market trends and establish forward-purchase agreements to manage price risk.

Climate-related transition risk – policy and legal:

Enhanced emissions – reporting obligations

Stricter emissions-reporting regulations across the agricultural and manufacturing sectors are increasing compliance and administrative demands. Expanding disclosure requirements on production, logistics and supply chains increase reporting costs, while failure to meet evolving standards could result in penalties and reputational damage. During FY25 5S principles were implemented across UK operations to enhance operational efficiency and minimise environmental impact, supporting improved readiness for future reporting obligations.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	12	16	Strong global coordination drives consistent, mandatory emissions-reporting standards. Compliance costs increase, but transparent and standardised reporting frameworks improve data quality, enhance credibility and reward early adopters demonstrating strong environmental governance.
SSP 3	12	16	16	Uneven regulation and weak coordination create inconsistent reporting requirements across regions. Complex and overlapping frameworks elevate administrative burdens and compliance costs, with firms in stricter jurisdictions facing greater exposure to penalties and reputational risks.
SSP 5	12	8	6	Limited policy alignment reduces near-term reporting obligations, keeping administrative costs low, focusing on innovation. However, as environmental disclosure expectations rise inconsistently across markets, companies lacking robust emissions data may face abrupt compliance pressures and reputational scrutiny.

Potential mitigation measures:

- Align emissions reporting with recognised standards and expand coverage to include Scope 3 emissions.
- Provide training on evolving disclosure frameworks and conduct regular internal compliance reviews.
- Track regulatory developments and adjust policies to maintain full compliance.

Climate-related transition risk – policy and legal:

Mandates on and regulation of existing products and services

Stricter environmental and product regulations across agricultural sector increase compliance complexity and costs. New requirements on ingredient sourcing, packaging and emissions necessitate reformulation, process changes and investment in cleaner technologies to maintain market access and regulatory alignment. Delayed compliance with evolving regulations may also lead to reputational risk.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	6	12	15	Coordinated global climate action drives stricter regulation across agricultural supply chains, increasing compliance and reformulation costs. However, consistent standards and innovation incentives accelerate the shift toward sustainable ingredients, packaging and low-emission production.
SSP 3	9	12	20	Inconsistent regional policies heighten compliance costs and operational uncertainty. Agricultural manufacturers face fragmented standards, creating market access barriers in regions with advanced environmental regulation and limited support for cleaner technologies.
SSP 5	3	3	8	Limited regulatory intervention prioritises industrial productivity and economic growth, enabling continued use of conventional processes. However, delayed alignment may increase long-term compliance risks.

Potential mitigation measures:

- Conduct regular operational reviews to identify and address compliance gaps.
- Collaborate with suppliers to enhance product traceability and align with environmental objectives.
- Carry out periodic internal and independent audits to verify compliance performance.

Climate-related transition risk – policy and legal:

Changing insurance landscapes

Growing exposure to climate-related risks is driving insurers to tighten conditions and increase premiums for high-risk sectors. Rising insurance costs and reduced coverage availability may elevate operational expenses and financial exposure, particularly for facilities and distribution routes in more vulnerable regions.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	6	12	12	Coordinated climate action fosters transparent, sustainability-linked insurance markets. Companies with strong environmental performance benefit from preferential premiums, while less adaptive firms face higher costs and limited coverage availability.
SSP 3	8	12	16	Fragmented policies and rising regional climate risks increase insurance volatility. Premiums surge and coverage gaps widen, particularly for agricultural manufacturers in high-risk or poorly regulated regions.
SSP 5	6	9	12	Limited regulatory oversight keeps premiums relatively stable, though insurers may selectively adjust terms or restrict coverage for high-risk operations as physical climate risks intensify.

Potential mitigation measures:

- Maintain transparent engagement with insurers on climate risk mitigation initiatives.
- Strengthen financial reserve funds to manage potential exposure from insurance gaps.
- Diversify insurance partners and consider providers offering specialised climate risk coverage.
- Develop business continuity and disaster recovery plans to address climate-related disruptions.

Climate-related transition risk – reputation:

Negative press coverage related to support of projects or activities with negative impacts on the climate

Associations with suppliers or activities linked to environmental degradation may attract negative scrutiny, resulting in reputational damage, loss of client trust and reduced investor confidence from media scrutiny. This may also create greater pressure to enhance sourcing and sustainability practices. Consequently, maintaining transparent and responsible sourcing is vital to uphold stakeholder confidence and trust.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	16	20	Strong climate governance and stakeholder awareness heighten scrutiny of environmentally harmful associations. Companies face reputational penalties for unsustainable partnerships but benefit from clear sustainability expectations.
SSP 3	12	9	9	Weak global coordination results in inconsistent media and stakeholder focus on environmental issues. Localised scrutiny persists, but fragmented standards reduce overall reputational accountability.
SSP 5	9	6	12	In a growth and profit-driven policy environment, reduced regulatory scrutiny allows environmentally intensive activities to persist, though stakeholder expectations continue to evolve. Exposure through media or advocacy groups may heighten reputational risk.

Potential mitigation measures:

- Engage independent auditors to verify supply chain sustainability and strengthen traceability systems.
- Work closely with suppliers to improve transparency, set clear environmental standards and ensure responsible sourcing.

Climate-related transition risk – reputation:

Greenwashing accusations

Inadequate disclosure or misrepresented sustainability claims could expose Fevara to allegations of greenwashing, damaging credibility and stakeholder confidence. Potential impacts include reputational and financial risks from perceived misrepresentation of sustainability efforts, as well as potential loss of clients and investors prioritising genuine environmental commitments. Clear communication, substantiating environmental initiatives and transparent reporting are critical to maintaining trust and demonstrating the integrity while avoiding such accusations.

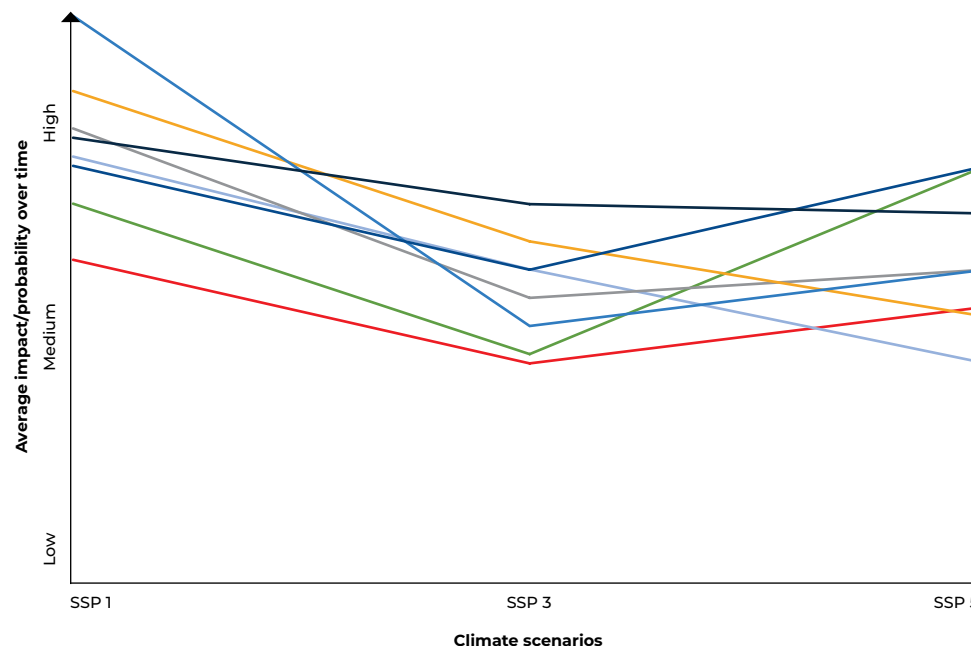
SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	16	20	High transparency and robust disclosure standards make stakeholders quick to challenge unsupported claims. Companies face strong pressure for verified sustainability data but benefit from clear reporting frameworks.
SSP 3	12	8	6	Weak international coordination and limited ESG oversight reduce formal accountability, but inconsistent local standards heighten reputational risk in fragmented markets.
SSP 5	9	12	12	Economic growth outweighs sustainability priorities in many regions, easing scrutiny of environmental claims. However, public pressure in advanced markets still exposes visible brands to greenwashing criticism.

Potential mitigation measures:

- Substantiate sustainability claims with transparent, verifiable data aligned to recognised ESG reporting frameworks.
- Educate employees on ESG principles, greenwashing risks and responsible communication practices.
- Establish clear, measurable climate and sustainability targets and monitor progress annually.
- Engage stakeholders through transparent reporting, realistic goal setting and regular progress updates.
- Collaborate with accredited organisations to obtain independent verification and certification (e.g. RSPO for palm oil).

Climate-related opportunities

Figure 2: Average impact/probability of top eight opportunities across climate scenarios



Climate-related opportunity – energy source:

Adoption of renewable energy and low-carbon technologies

Transitioning to renewable and low-carbon energy sources across production sites presents a strategic opportunity to reduce operational emissions, stabilise energy costs and enhance long-term resilience. Implementing solar PV, biomass, or renewable electricity supply contracts supports a lower-carbon manufacturing base, reduces Scope 1 and 2 emissions and advances progress towards Net Zero. This transition also mitigates exposure to fossil fuel price volatility while strengthening brand reputation and market positioning among sustainability-conscious customers and stakeholders.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	20	20	Renewable energy deployment is accelerated, enabling widespread adoption across operations. This transition reduces emissions, stabilises costs and strengthens the Company's leadership in sustainable energy management.
SSP 3	12	12	12	Limited cooperation and inconsistent regulation restrict renewable investment and technology access. High capital costs and fragmented policy frameworks slow progress, leaving energy transition efforts uneven across regions.
SSP 5	8	8	12	Economic growth and market competitiveness drive selective renewable adoption where cost efficiency and performance gains are evident. Incremental integration of low-carbon technologies enhances resilience and brand reputation without strong policy intervention.

Potential harnessing measures:

- Direct research and development towards sustainable innovations, including low-carbon and environmentally friendly nutrition solutions.
- Collaborate with industry partners and suppliers that uphold recognised environmental and sustainability standards.

Climate-related opportunity – products and services

Development of climate-resilient feed products

Developing climate-resilient feed products involves formulating nutritional licks and feeds that maintain performance under variable climatic conditions. Fevara's R&D teams have already undertaken work in this area, including testing material performance under increased heat scenarios within the UK and US R&D programmes during FY25. Continued innovation in product formulation will further enhance resilience, ensuring consistent nutritional value and stability across diverse environmental contexts. These efforts will strengthen the Company's ability to adapt to climate variability while strengthening market positioning by appealing to sustainability-focused stakeholders.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	8	12	20	Strong global cooperation and sustainability incentives accelerate innovation in adaptive nutrition. Advancements in feed formulation enhance product stability and performance under variable climatic conditions, positioning Fevara as a leader in sustainable agriculture.
SSP 3	6	12	6	Regional disparities slow large-scale innovation but drive targeted product development. Continuous R&D investment in performance optimisation helps maintain competitiveness and supports agricultural adaptation within constrained trade environments.
SSP 5	12	16	16	Economic expansion and rising climate stress increase demand for high-performance nutrition, offering opportunities to scale and strengthen profitability and market position.

Potential harnessing measures:

- Continue investing in existing R&D programmes in the UK and US to further optimise feed formulations for performance and stability under variable climatic conditions.
- Invest in exploring other avenues and approaches to enhance climate resilience of feed products.

Climate-related opportunity – products and services:

Low-carbon nutrition solutions

Providing low-carbon nutrition solutions involves developing feed and lick products that support livestock health while reducing their environmental footprint. Through innovation in formulation, ingredient sourcing and production methods, Fevara can lower life cycle emissions, meet growing demand for sustainable agriculture and strengthen its competitive market position. This opportunity is expected to benefit our core agricultural operations by enhancing competitiveness and customer loyalty through sustainable product offerings, while reinforcing ESG commitments and alignment with global climate goals.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	15	20	25	Global cooperation and strong sustainability policies drive demand for low-carbon feeds and licks, reinforcing Fevara's market growth and leadership in sustainable livestock nutrition.
SSP 3	12	9	6	Weak collaboration and uneven regulations limit demand for low-carbon nutrition, constraining growth and adding complexity to regional supply chains.
SSP 5	15	12	6	Market competition and efficiency pressures drive adoption of lower-emission feed technologies primarily for cost and performance benefits. Incremental carbon reductions enhance brand value and operational efficiency without strong policy intervention.

Potential harnessing measures:

- Work with ethically sourced suppliers and integrate cleaner technologies to reduce the carbon intensity of production.
- Promote awareness among customers about the environmental and operational benefits of low-carbon nutrition solutions.
- Establish continuous improvement loops using client feedback to continually refine the products.

Climate-related opportunity – products and services:

Reputational benefits resulting in increased demand for goods/services

Demonstrating strong environmental performance and social responsibility enhances corporate reputation and strengthens stakeholder confidence. A positive sustainability profile attracts customers seeking low-carbon and responsibly sourced livestock nutrition solutions, supporting sales growth, investor interest and long-term brand value. Potential impacts on our agricultural operations include attracting environmentally conscious customers and investors with a focus on ESG principles and strengthening brand credibility and creating a competitive advantage within the market.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	9	16	20	Heightened environmental awareness and strong policy support amplify reputational gains from sustainability leadership, driving customer loyalty and demand for our products.
SSP 3	9	12	12	Inconsistent sustainability expectations limit reputational advantage globally. Regional engagement and responsible practices maintain trust and market presence in selective agricultural markets.
SSP 5	9	6	8	Market competition and consumer scrutiny increase focus on cost-effective, responsible products. Sustained environmental performance enhances brand differentiation and attracts commercially minded customers.

Potential harnessing measures:

- Communicate emissions reductions and sustainable practices through transparent marketing.
- Secure recognised environmental certifications, such as ISO 14001.
- Support local environmental initiatives, including reforestation projects.

Climate-related opportunity – resilience:

Enhanced supply chain through resource substitution and diversification

Enhancing supply chain resilience through resource substitution and diversification involves sourcing sustainable and climate-resilient ingredients to reduce reliance on materials or resources vulnerable to environmental or market disruptions. This opportunity is expected to strengthen our agriculture operational fluidity, mitigate climate-related risks and support long-term business stability while positioning Fevara as a recognised leader in sustainability.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	6	12	16	Global collaboration enables access to climate-resilient ingredients. Diversified sourcing reduces reliance on vulnerable inputs, strengthening supply and financial stability.
SSP 3	6	9	8	Trade barriers and uneven policies limit sourcing flexibility. Expanding regional supplier networks supports continuity and cost control amid localised climate and market pressures.
SSP 5	8	9	12	Rising global demand heightens competition for resources. Substituting inputs and diversifying suppliers improve cost stability and safeguard production within resource-constrained markets.

Potential harnessing measures:

- Source sustainable material alternatives and continue prioritising local procurement where practical.
- Enhance site resilience through climate-adapted infrastructure and long-term supply agreements.
- Maintain buffer inventories and adopt flexible logistics to minimise disruption risks.
- Collaborate with partners to track resource availability and manage emerging supply challenges.

Climate-related opportunity – resource efficiency:

Use of more efficient production and distribution processes

Adopting more efficient production and distribution processes through advanced, energy-efficient technologies reduces overall energy use and emissions across operations, improving base efficiency. This approach strengthens cost control, supports sustainability objectives and enhances resilience to energy price volatility while meeting growing regulatory and customer expectations for efficient, low-carbon production.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	16	20	Fevara can adopt advanced, energy-efficient technologies across feed and lick production to lower Scope 1 and 2 emissions. Sustainability-led innovation and collaboration drive cost savings, strengthen resilience to energy volatility and align with growing demand for low-carbon agricultural products.
SSP 3	12	9	9	Regional fragmentation and uneven policy support may slow progress, but maintaining focus on efficiency supports margin protection and competitiveness.
SSP 5	12	9	12	Economic growth priorities and high energy demand drive focus on productivity and cost efficiency rather than emissions reduction. Efficiency upgrades are pursued selectively to maintain profitability and competitiveness in an increasingly energy-intensive global market.

Potential mitigation measures:

- Invest in energy-efficient equipment and automated controls to reduce energy use.
- Optimise process flows using data analytics to identify and address energy inefficiencies.
- Improve logistics efficiency by consolidating deliveries, and optimising routes.
- Upgrade building insulation, lighting and controls to improve overall site energy performance.
- Deliver energy awareness training and establish ongoing monitoring through energy management systems.

Climate-related opportunity – resource efficiency:

Reduced energy consumption through efficient cooking and chilling

Adopting more efficient cooking and chilling technologies reduces manufacturing energy use and associated emissions while improving process performance and cost efficiency. This approach supports sustainability objectives, enhances resilience to energy market volatility and strengthens competitive advantage through operational optimisation and lower production costs, with this opportunity expected to specifically benefit our core agricultural operations.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	20	12	Sustainability-led innovation accelerates access to high-efficiency cooking and chilling systems. Energy savings and emissions reductions strengthen sustainability performance and cost resilience, while alignment with low-carbon supply expectations enhances Fevara's position in climate-aware agricultural markets.
SSP 3	12	12	9	Uneven regional support limits widespread adoption of efficient cooking and chilling technologies. Incremental upgrades remain valuable for managing energy costs and maintaining operational reliability within fragmented agricultural markets facing fluctuating policy and energy conditions.
SSP 5	12	12	20	Economic growth priorities sustain energy demand, driving adoption of efficiency improvements primarily for productivity and cost gains. Investments in advanced cooking and chilling systems enhance process performance and profitability, even as emissions reduction remains a secondary outcome.

Potential mitigation measures:

- Upgrade to high-efficiency cooking and chilling systems, including vacuum cooking and advanced chilling technologies.
- Integrate heat recovery systems and smart energy controls to optimise thermal processes.
- Train staff on efficient operational practices and continuous monitoring.
- Use sub-metering and energy management systems to maintain efficiency gains.

Climate-related opportunity – resource efficiency:

Reduced water usage and consumption

Reducing water usage through efficient process technologies minimises resource dependency, lowers operational costs and enhances environmental performance. This approach supports responsible water management in product production, addresses increasing pressure on water resources and aligns with regulatory and customer expectations for sustainable agricultural manufacturing while supporting wider ESG commitments.

SSP	Time horizon			Description
	Short	Medium	Long	
SSP 1	12	20	15	Strong environmental policy and industry collaboration accelerate adoption of water-efficient processing. Reduced water intensity strengthens sustainability credentials and aligns with market expectations for responsible manufacturing.
SSP 3	12	16	12	Weak policy alignment and uneven infrastructure constrain large-scale water-efficiency improvements. Targeted process optimisation helps manage resource scarcity and maintain stable production amid regional water stress.
SSP 5	12	12	15	Economic expansion increases water demand and cost pressure. Efficiency upgrades are adopted primarily for operational savings and supply stability rather than sustainability objectives.

Potential mitigation measures:

- Promote staff awareness and training on responsible water use.
- Work with suppliers that demonstrate strong water stewardship.

Disclosure of assumptions and analytical choices

The qualitative scenario analysis continues to be based on a series of assumptions and estimations. In previous assessments, it was assumed that Fevara's business structure and geographical presence would remain consistent over time. Following the sale of the majority of the Engineering Division during the year, Fevara's operations are now more heavily concentrated within the agricultural sector. This structural change increases the relevance of climate-related risks and opportunities directly linked to agricultural activities and supply chains. For the purpose of providing a stable basis for the scenario analysis, it has been assumed that the Company's business structure and geographical presence will remain broadly consistent. However, further changes in operations could influence the potential impacts, whether in terms of severity, likelihood, or overall effect of climate-related risks and opportunities.

The assessment remains informed by current expert knowledge, although uncertainties persist due to the complex and evolving nature of climate change. While climate modelling and quantitative scenario analysis have not yet been undertaken, future analyses may incorporate these techniques to strengthen the reliability of the analytical outcomes.

5. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios including a 2°C or lower temperature scenario.

Climate-related risks continue to be viewed as having a low impact on operations across the analysed climate scenarios. Fevara believes that its strategy remains resilient to climate-related issues, supported by internal risk identification and management processes. However, it is recognised that climate-related matters are likely to gain significance over time, and future adjustments to the organisational strategy will be considered as climate conditions continue to develop. Physical and transitional risks are relevant, particularly in relation to sustainable sourcing practices, changes to farming policies in the UK and North America, and trade agreements covering these territories. Fevara largely sources and sells within individual markets, which moderates exposure to these risks.

Fevara's resilience was further strengthened during FY25 through the review and streamlining of its governance structure related to ESG and climate-related issues. This has enhanced the integration of climate considerations into decision-making and supports the proactive management of identified risks and opportunities. The simplified structure has improved strategic focus and adaptability. During FY25, potential mitigation actions alongside identified risks and opportunities were also reviewed, with several of the measures outlined in FY24 now implemented. These developments collectively reinforce the Group's adaptability to climatic impacts across different climate scenarios. In addition, the BioTub® packaging line and Crystallyx® range continue to represent sustainable elements within the Group's product portfolio. The BioTub®, available in the US, provides customers with a biodegradable alternative to traditional reusable metal barrels.

Risk management

6. Describe the organisation's processes for identifying and assessing climate-related risks;

7. Describe the organisation's processes for managing climate-related risks;

8. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.

Climate-related risks continue to be integrated into Fevara's overall risk management framework and are identified and managed in line with all other business risks. Information on Fevara's detailed approach to risk management and risk appetite can be found on page 50. Such risks are captured either directly within local risk registers or raised through the Sustainability Impact Committee (SIC), before flowing up through the Company's risk management process and to the Audit and Risk Committee. This ensures that ESG-related and climate-related risks identified locally are reviewed through the same governance and Audit and Risk Committee oversight process applied to all other business risks.

New climate-related risks and opportunities have been identified during FY25, reflecting the Company's transition to an international specialist in livestock supplements. These were determined in line with the outcomes of the DMA and updates to the primary risk register. The revised risks and opportunities capture changes in Fevara's operational structure and the increased relevance of agricultural activities. An example of an addition in this assessment is the physical chronic risk of climate-driven livestock disease outbreaks, with a suggested mitigation measure to adjust livestock feed formulations to include immune-boosting minerals and vitamins to support livestock health. Corresponding potential impacts on the Company and such mitigation measures have been included within the analysis. These mitigation measures are recommendations and have not necessarily been implemented.

Nevertheless, during the year, several actions were undertaken that align with mitigation measures identified in the prior TCFD disclosure. For example, the Group maintains open communication with its insurers, keeping them informed of any significant customer complaints. In relation to reputational transitional risks, the business remains aware of the forthcoming UK Forest Risk Commodity Regulation (UKFRC) and is awaiting its introduction, having already contacted oil suppliers when the earlier version of the legislation was due to come into force. To support product claims, a screening life cycle assessment (LCA) was conducted last year to provide measurable and instructive data. To mitigate impacts from technology risks, the business maintains multiple suppliers for key raw materials where appropriate, regularly reviews pricing on major inputs, and has recently invested in procurement and supply chain capability.

Certain risks can also present opportunities, particularly where adaptations align with market and regulatory trends towards sustainable agricultural practices. The Company continues to recognise opportunities linked to the development and promotion of sustainable products, such as the Crystallyx® range, which can help to reduce methane emissions from livestock. To harness these product-related opportunities, Fevara conducts ongoing research and development activities, including trial work at academic and commercial levels to test products under varied conditions, with developing environmentally friendly products and solutions remaining a key focus for the future.

No individual climate-related risks have been separately escalated to the Board in FY25, with relevant exposures generally considered within wider operational and strategic risk discussions. Climate-related risks continue to be assessed and monitored using the same methodology as all other risks. There have been no changes to the risk scoring matrix since the previous year, ensuring consistency in evaluation (the scoring matrix can be seen on page 57). The significance of climate-related risks is determined using the same criteria of probability and impact as all other business risks, ensuring comparability across the Company's principal risk framework. Risks are classified and assessed in line with Fevara's standard risk management terminology, which defines strategic, operational and ESG-related risks according to their materiality and the strength of the control environment. A separate but aligned scoring system continues to be applied for ESG-related risks, of which climate risks form a subset.

Following its restructuring in FY25 to align with Fevara's new ESG strategy, the SIC is set to hold biannual reviews of ESG and climate-related risks as part of the updated governance framework. These sessions will focus on assessing the completeness and accuracy of ESG-related risks within the Group Risk Register, ensuring that no new material risks are omitted and that existing risks are appropriately scored for both inherent and residual likelihood and severity. Responsibility for implementing mitigation strategies continues to rest with the respective risk owners, with oversight provided by the Audit and Risk Committee. All climate-related risks are subject to the same governance and monitoring arrangements as other operational and strategic risks, ensuring a consistent and integrated approach across the organisation. The CEO and CFO jointly oversee the review of both strategic and operational risks across the Company, engaging with relevant business leaders as required.

Metrics and targets

- 9. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process;**
- 10. Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas ("GHG") emissions and the related risks;**
- 11. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.**

During this transitional year, the Group maintained most of its existing suite of climate-related metrics and targets, which continue to be monitored annually. One specific change was the removal of the target "Reach minimum target of Green Team meetings per site annually", as the role and structure of the Green Teams are currently under review to better serve the new business structure. Further development of metrics and targets will be prioritised going forwards, once the Group's new operational focus is fully embedded.

Climate-related performance metrics continue to be integrated into Fevara's remuneration framework to ensure accountability for sustainability objectives where climate-related issues are material. The CEO's non-financial performance objectives include defined sustainability and impact goals, covering ESG factors. These are agreed in consultation with the Remuneration Committee, based on recommendations from the Board Chair, to maintain alignment with Fevara's broader ESG strategy. Beyond the ESG strategy targets, no further metrics have been introduced this year to link climate-related risks and opportunities to remuneration or decision-making processes.

In April 2025, Fevara plc sold the majority of its Engineering Division. To reflect this, the FY25 Scope 1 and Scope 2 (location-based) GHG emissions in Figure 3 and the intensity metrics in Figure 4 cover the residual (agricultural) sites in the UK and the US, the Head Office in the UK and the site for Chirton Engineering (Chirton). As Chirton is currently held for sale, these figures have been set out separately. To facilitate the most meaningful data comparison, the FY25 figures have been compared to restated like-for-like FY24 figures. These FY24 figures have been adopted as our temporary baseline figure during this transition year. We will review our baseline figure again in FY26.

The annual 3.4% reduction target established in FY24 is also currently under review to ensure its ongoing relevance given the Company's new operational structure, scale and consumption profile. No additional intensity metrics and no internal carbon pricing have been introduced in this reporting period, with the latter considered premature at this stage of Fevara's ESG journey.

In FY25, no sector-specific agricultural emissions intensity metric has been established. As the organisation's ESG strategy matures, additional metrics are expected to be developed to reflect the environmental characteristics of the operations. These may include production, or supplier-related indicators as the new ESG Production pillar becomes operational.

With regard to responsible sourcing, no quantitative metrics have yet been implemented to measure progress on the ethical and sustainable sourcing of raw materials. However, a high-level supplier review has been undertaken in the UK, forming the foundation for future tracking. The Production pillar of the ESG strategy now includes a defined commitment to responsible sourcing, which will be operationalised over time.

Financial metrics related to the climate impacts of products, including those linked to methane-reducing nutritional supplements and similar innovations, remain under consideration and may be introduced once product development initiatives are sufficiently advanced to establish meaningful measurement criteria.

Figure 3: FY24 and FY25 Scope 1 and 2 GHG emissions (residual agricultural businesses and Chirton)

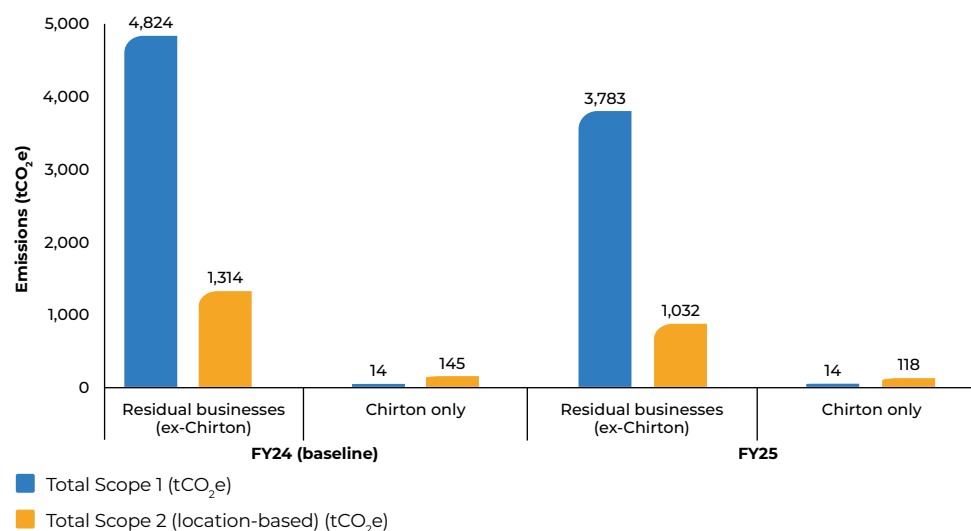
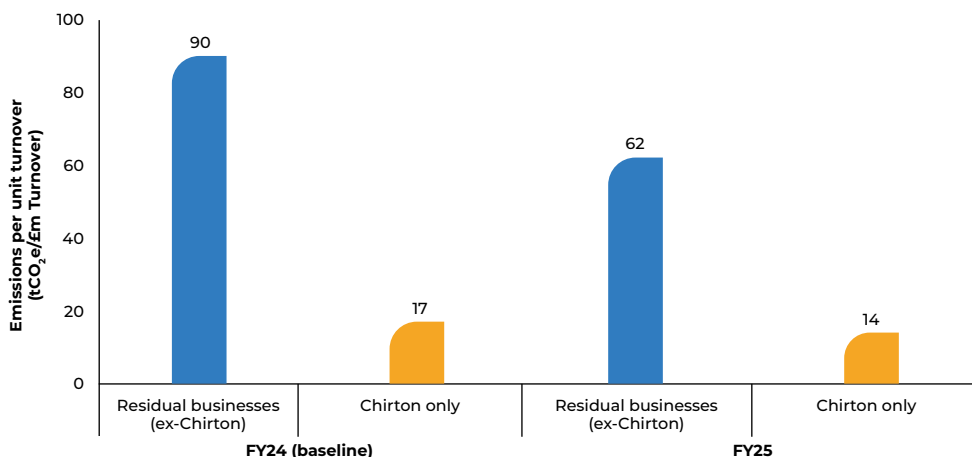


Figure 4: FY24 and FY25 GHG intensity metric (residual agricultural businesses and Chirton)



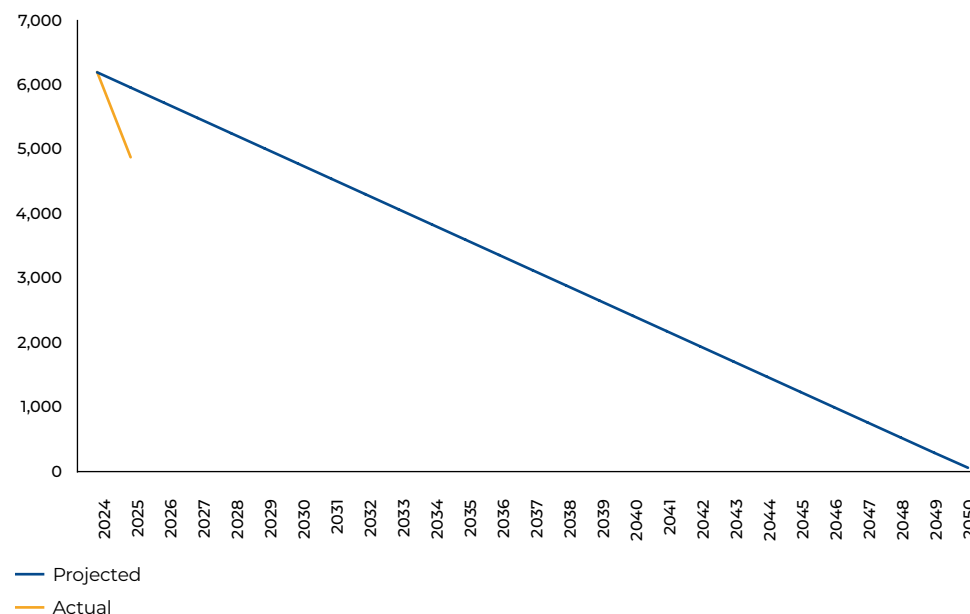
The projected emissions in Figure 5 follow the glideslope from the revised and temporary FY24 baseline towards Net Zero by 2050. In FY25, Scope 1 and 2 emissions (location-based) reduced by 21%, from 6,297 tCO₂e in FY24 to 4,947 tCO₂e in FY25 (residual agricultural businesses and Chirton).

The breakdown of these emissions by division can be found within the Streamlined Energy and Carbon Reporting (SECR) section on page 72. The same calculation methodology as in previous years has been applied, following the 2019 HM Government Environmental Reporting Guidelines and the GHG Reporting Protocol, Corporate Standard. DESNZ emissions factors were used where relevant for each financial year, with EPA factors applied in the US for regional accuracy. Following the sale of the majority of the Engineering Division in Q1 2025, the current reporting period now includes only the livestock supplement manufacturing sites in the UK and the US, the UK Head Office, and Chirton Engineering, which remained part of the Group during the reporting year. Consequently, Fevara's reporting boundary has narrowed significantly compared with previous years. An operational control approach continues to define our reporting boundary and scopes.

In line with the commitments outlined in the previous reporting year, Fevara is currently conducting a global carbon footprint assessment for FY25. This assessment will provide enhanced understanding of the Group's total GHG, including Scope 3 categories, and will support the identification of key climate-related risks, inefficiencies and reduction opportunities across operations and the wider value chain. The findings will inform future disclosures and the refinement of targets going forwards.

During FY25, Fevara continued to implement energy-saving measures across its UK operations. At Caltech (Silloth), all skip waste is either recycled or incinerated by waste contractors rather than sent to landfill. Energy-efficient motors are installed when replacements are required, and production is managed to maximise plant efficiency through continuous operation. Environmental awareness training for staff has also been carried out, encouraging actions such as switching off lights when not in use. At Scotmin (Ayr), energy-efficient motors are similarly installed when existing equipment fails, and the remaining high-consumption warehouse lighting units have been replaced with energy-efficient alternatives. Staff have received environmental awareness training consistent with the programme introduced across other UK operations. In the US, general maintenance upgrades were undertaken on equipment during the year.

Figure 5: FY24 and FY25 (actual, excluding Chirton) and projected Scope 1 & 2 emissions (tCO₂e)



Metrics and targets

Category	Climate-related metric	Associated climate-related risk/opportunity	Unit of measure	FY24 (restated) (residual agricultural businesses and Chirton)	FY25 (residual agricultural businesses and Chirton)	Target related to metric
Greenhouse gas emissions	Scope 1 & Scope 2 emissions (absolute)	Increased pricing of greenhouse gas emissions	tCO ₂ e	6,297	4,947	Reduce Scope 1 and 2 emissions by 3.4% annually (under review).
Greenhouse gas emissions	Emissions intensity metric (relative)	–	tCO ₂ e/ £m Turnover	89.9	62.1	Reduce emissions intensity annually.
Energy	Total global Scope 1 & 2 energy consumption (SECR; absolute)	–	kWh	23,974,142	24,837,880	Reduce SECR energy consumption annually.
Transition risk/ climate-related opportunity	Number of climate-related risks screened annually (absolute)	Inability to attract investors due to uncertain risks related to the climate; monitoring medium and long-term risks	–	22	23	Increase or maintain number of risks screened annually.
Transition risk/ climate-related opportunity	Number of energy efficiency measures implemented (absolute)	Rising energy costs; use of more efficient production and distribution processes	–	4	5	Increase or maintain number of energy efficiency measures implemented annually.
Climate-related opportunity	Market-based Scope 2 emissions (absolute)	Use of lower-emission sources of energy; participation in renewable energy programmes and adoption of energy efficiency measures	tCO ₂ e	1,375	1,280	Reach 0 tCO ₂ e market-based Scope 2 emissions by 2050.

During FY25, Fevara continued to monitor the climate-related metrics established in the previous reporting year. These metrics remain focused on operations emissions and identified climate-related risks and opportunities. The table below presents the Company's current climate-related metrics and targets, which continue to be reviewed annually. As FY25 was a transitional year for the organisation, no new metrics or targets were introduced. The existing metrics are not yet linked to remuneration policies or decision-making processes and do not currently significantly influence capital planning, acquisitions, or investments. Over future reporting periods, Fevara will continue to monitor and re-evaluate its climate-related metrics and targets to maintain effective oversight of risks and opportunities. Efforts during this transitional year have focused on progressing the global carbon footprint assessment to inform future target-setting and alignment with the Company's new operational focus. The development of the new ESG strategy and completion of the DMA have further strengthened the framework within which these metrics and targets are managed, supporting a more integrated approach to assessing and reporting on ESG priorities.

Our latest Streamlined Energy and Carbon Reporting (SECR) report is below, which covers the financial year from 1 September 2024 to 31 August 2025. In FY25, we continued to partner with World Kinect to record our Scope 1 and 2 emissions, as well as develop our Scope 3 reporting.

Reporting boundary and scopes

In April 2025, Fevara plc sold the majority of its Engineering Division. For this reason, the FY25 SECR figures include the residual (agricultural) sites in the UK and the US, the Head Office in the UK and the site for Chirton Engineering. To enable a year-on-year comparison, Chirton Engineering, which is currently held for sale, is split out in the main table.

In addition, to facilitate the most meaningful data comparison, the FY25 figures have been compared to restated like-for-like FY24 figures. These FY24 figures have also been adopted as our temporary baseline figure during this transition year. We will review our baseline figure again in FY26.

Quantification and reporting methodology

The methodology used followed the 2019 HM Government Environmental Reporting Guidelines and GHG Reporting Protocol – Corporate Standard. The 2025 UK Government's Conversion Factors for Company Reporting for all fuels, with the exception of electricity use outside the UK, was also used. The 2023 (published in 2025) United States Environmental Protection Agency (EPA) emissions factors have been used for electricity consumed in the US with respect to regional relevance. An operational approach has been used to define our boundary and scopes.

Source data

- The energy consumption data has been provided by individual sites from metered data.
- The primary source of data for all other fuels was delivered quantities.
- Mileage data was primarily used to calculate transport usage and fuel usage was assumed to be diesel. Information collected about the use of employee-owned vehicles for business purposes (grey fleet data) was included in the reporting figures.

Scope 1 and Scope 2 emissions

Scope 1 emissions are direct greenhouse gas (GHG) emissions that occur from sources that are controlled or owned by the Group and include LPG, mains gas, gas oil and company vehicles.

Scope 2 emissions are indirect energy emissions from electricity purchased by the Group.

We report Scope 1 and 2 emissions using CO₂e (carbon dioxide equivalent), which includes CO₂ and other greenhouse gases based on their relative global warming potential. This provides a more accurate figure for the Group's environmental impact.

Scope 3 emissions

As Scope 3 emissions are associated with the operations of the Group that are not under our direct control, we remain in the process of collecting primary data from all our sites, with further engagement with our supply chain required to provide an accurate baseline.

Intensity measurement

Consistent with our reporting in the prior year, for FY25 the chosen intensity measurement ratio is: tCO₂e per £m of turnover.

Energy efficiency

During the year under review, we continued to make energy efficiency savings across our manufacturing sites as follows.

Caltech (Silloth site)

- All skip waste is not land filled and is either recycled or incinerated by our waste contractors
- Replacing our motors with energy efficient when required
- Maximising plant efficiency in the way of production 24hrs x 5 days
- Staff awareness training in environmental awareness e.g. switching off lights when not required

Scotmin (Ayr Site)

- Replacing motors with energy-efficient units when existing equipment fails
- Replaced the last three high consumption warehouse lighting units with energy-efficient units
- Staff awareness training in environmental awareness e.g. switching off lights when not required

In the US, general maintenance upgrades were undertaken on equipment during the year and we continue to invest in modernising our manufacturing sites, making them more operationally and energy efficient.

→ More information about our ESG strategy can be found on page 26

GHG emissions and energy use data for the period 1 September 2024 to 31 August 2025

Fevara plc emissions (tCO ₂ e) ¹	FY25	Change versus FY24 (baseline)	FY24 (restated) ² (Baseline year)
Scope 1			
Agriculture UK	1,136		977
Agriculture US	2,531		3,649
Engineering UK	14		14
Head Office	116		199
Total Scope 1 (tCO₂e) All except Chirton	3,783	-22%	4,824
Total Scope 1 (tCO₂e) Chirton only	14		14
Scope 2			
Agriculture UK	335		380
Agriculture US	689		909
Engineering UK	118		145
Head Office	8		24
Total Scope 2 (Location-based) (tCO₂e) All except Chirton	1,032	-21%	1,314
Total Scope 2 (Location-based) (tCO₂e) Chirton only	118		145
Agriculture UK	588		466
Agriculture US	689		909
Engineering UK (Chirton Engineering)	–		–
Head Office	4		–
Total Scope 2 (Market-based) (tCO₂e) All except Chirton	1,280	-7%	1,375
Total Scope 2 (Market-based) (tCO₂e) Chirton only	–		–
Total renewable energy (on-site generated), kWh versus total used	4%		7%
Head Office grey fleet	28		24

Fevara plc emissions (tCO ₂ e) ¹	FY25	Change versus FY24 (baseline)	FY24 (restated) ² (Baseline year)
Total Scope 3 (tCO₂e)	28	+17%	24
Total emissions Scopes 1, 2 and 3 (tCO₂e) All except Chirton	4,843	-28%	6,739
Total emissions Scopes 1, 2 and 3 (tCO₂e) Chirton only	131		–
Agriculture UK	1,472		1,357
Agriculture US	3,219		4,558
Engineering UK	131		159
Engineering overseas	–		333
Head Office	125		248
Intensity metric (tCO₂e per £m turnover) All except Chirton	62.1		89.9
Intensity metric (tCO₂e per £m turnover) Chirton only	14.1		17.1
Turnover (£m) All except Chirton	78		75
Turnover (£m) Chirton only	9		9

1 FY25 and FY24 figures relate to Group-owned operations only and do not include other sites, such as joint ventures, where Fevara plc has no operational control.

2 FY24 figures are restated and exclude the Engineering Division to facilitate a meaningful year-on-year comparison. Chirton Engineering Limited is shown separately.

Fevara plc (kWh)	FY25	FY24
Total Scope 1 (including grey fleet Scope 3)	20,678,729	20,755,597
Total Scope 2	4,159,151	3,218,545
Total global	24,837,880	23,974,142
Total UK	9,502,001	10,544,475
Total UK (All except Chirton)	8,672,036	9,733,986
Total UK (Chirton only)	829,965	810,489

Acting with integrity

We live by our values of Integrity, Responsibility, Excellence and Innovation and expect our suppliers and partners to operate with the same high standards and professionalism.

Companies Act reporting requirements

In accordance with Sections 414CA and 414CB of the Companies Act 2006, we have outlined below where relevant information required for this reporting requirement can be found. Key policies, statements and relevant narrative within this Annual Report are highlighted in bold. Policies and statements available in the Documents & Information page of the investor section of our corporate website www.fevara.com are marked with an asterisk.

Group policies and practices

Our Group policies and practices are designed to ensure that we continue to operate as an ethical and sustainable business. They serve as the foundation for maintaining consistency, transparency and integrity across all areas of our organisation by providing clear guidelines for operational standards, ethical conduct and regulatory compliance. They help us to achieve our strategic goals while upholding our values.

Policy implementation and due diligence

As part of their induction to the Group, all colleagues are introduced to these policies and undertake mandatory training modules which are available in our Employee Handbook and via our employee intranet. These training modules focus on ensuring that colleagues at all levels of our businesses act safely, professionally, fairly and with integrity. We review and revise our policies and practices, as required, to ensure that a positive culture within the businesses remains a priority for everyone. We also provide refresher training in key areas.

For suppliers, we have a specific section in our contracts and terms and conditions that outlines expected supplier behaviour. We expect our suppliers to conform to a wide range of supply chain legislation – in particular the Modern Slavery Act 2015. We also expect suppliers to operate within an ethical framework aligned with the values we adopt in our **Code of Ethics**, as well as legislative requirements.

Risk management

Our policies and training strengthen the risk management framework that is embedded across our businesses. In addition to the Group risk register, business unit and functional risk registers are in place across our teams, which enable colleagues at every level to contribute to our risk assessment and assurance processes. Colleagues are encouraged to report all risks. More information can be found on page 50.

Environmental matters

Our **Environmental Policy** sets out the responsibilities of the Company and its subsidiaries for protecting the environment, contributing to an environmentally sustainable future and complying with all relevant laws and regulations. The policy is displayed at all sites and is available on the employee intranet. It is signed at least annually by the CEO on behalf of the Board to demonstrate the Company's high expectations in these matters. Following the Board's adoption of its new ESG framework, activities to reduce the Company's adverse impacts on the planet are managed by our Product pillar lead, and more information can be found on page 36.

Our **TCFD disclosures** are presented on pages 55 to 71. Environmental considerations also form part of the scenario modelling in our **Viability statement** on page 54. We publish **Streamlined Energy and Carbon Reporting** (SECR) information and supporting methodology on pages 72 to 73 (inclusive). This includes our energy reduction target and top-line initiatives to achieve this.

Anti-corruption, anti-bribery and anti-fraud matters

We operate and encourage a culture of honesty and openness and we do not tolerate unethical behaviours, including bribery and other corruption. We aim to prevent unethical behaviours through a framework of controls, including standardised policies, including our **Anti-Bribery and Corruption Policy**, and our **Anti-Fraud Policy** and transparent practices, which every employee is made aware of on induction, as well as focused training for sales colleagues.

The giving and acceptance of gifts and hospitality is subject to strict rules, as outlined in our **Gifts and Hospitality Policy (which forms part of our Anti-Bribery and Corruption Policy)**. This policy requires all personnel to make regular declarations of any gifts and hospitality and to declare any matters which could give rise to a conflict of interest to the Group's Legal Team.

Our Charitable Donations Policy provides guidance on the use of Company funds for financial donations, ensuring the accountable and responsible use of funds.

Company employees, social and human rights matters

Anti-slavery and human trafficking

We are committed to the sustainable development of our business, including ensuring that our business and supply chain remain free from modern slavery and human trafficking. We will not undertake business with any third parties where concerns arise in relation to unethical business practices and will accordingly report such circumstances to appropriate authorities.

Our policies and practices, including our **Anti-Slavery and Human Trafficking Policy**, supported by training on the issues of modern slavery and human trafficking, ensure that there are systems in place to raise awareness, protect against the risks of slavery and human trafficking, and to provide a means by which colleagues can raise concerns. We publish our annual **Modern Slavery Statement*** online. This statement outlines our policies, training, risk mitigation, due diligence and effectiveness in this area.

Data security and privacy

Our **Privacy Policy*** outlines the Group's policy on managing the personal data of all individuals sharing their personal information with us. During FY25, through continuous monitoring, we identified several attempted cyberattacks on Group businesses, but no leaks, thefts, or losses of customer data were identified as a result of these attacks, and no substantiated complaints were received concerning breaches of customer privacy.

Diversity and equal opportunities

Our commitment to diversity and equal opportunities is fundamental to who we are as a business. We believe that a diverse workforce enhances innovation, improves decision-making and creates a culture where everyone feels valued and respected. In the past year, we have strengthened our efforts to build an inclusive environment that not only welcomes diverse perspectives but also ensures equal access to opportunities for all colleagues. Our initiatives have focused on recruitment, development and engagement to foster a culture that benefits from our colleagues' unique backgrounds and experience. We are committed to ensuring that everyone can bring their full self to work and thrive in their career. The fair treatment of people with disabilities during recruitment, employment and in the event of becoming disabled during employment is embedded in the Group's **Equal Opportunities Policy**.

The **Board Diversity Policy*** is available on the corporate website and the Board's view on the importance of diversity and inclusion can be found on pages 86, 87 and 103.

Ethics

Our **Code of Ethics** brings together Group-wide policies and best practice regarding a range of circumstances which could potentially be encountered in the modern workplace. It reflects our commitment to high standards and professional behaviour at all levels of the organisation and provides us with a framework for continuous improvement in this area.

Health & Safety

Health & Safety is a key priority. Our **Health & Safety Policy** reinforces our commitment to providing a safe place to work for our employees and visitors to sites.

The policy is displayed at all sites and is available on the employee intranet. Each site has developed specific Health & Safety training particular to their operational areas. All colleagues are required to complete mandatory training modules, including manual handling, slips trips and falls, working safely, and workplace Health & Safety. More information on Health & Safety can be found on pages 32 and 33.

Tax transparency

We are committed to tax transparency and to being fully compliant with all tax disclosure, payment and filing requirements in every country in which we operate and to paying appropriate amounts of tax. The Group's **Tax Strategy and Tax Code of Conduct*** is published online.

Whistleblowing

Our **Whistleblowing Policy** and independent whistleblowing service, AAB People (previously known as SeeHearSpeakUp), is made available to all personnel 24 hours a day, seven days a week. This enables colleagues at any of our global locations to report concerns easily, anonymously and in total confidence. We provide training in respect of whistleblowing and how to report any concerns within our employee induction programme.

Other key HR policies

Other key HR policies include our **Flexible Working Policy** that explains how to apply for formal and informal flexible working and a **Capability Policy** that explains our performance-related expectations.

Other matters

Other matters that we are required to report in relation to this non-financial and sustainability information statement can be found in this Annual Report as follows:

- **Business model** on pages 16 to 17
- **Non-financial KPIs** on page 49
- **Principal risks** on pages 51 to 53

Strategic report approval

The Strategic report comprises pages 1 to 75 as well as the s.172 Statement on pages 94 to 99 which are incorporated by reference.

The Board approved the Strategic Report on 9 December 2025.

By order of the Board



Paula Robertson
Company Secretary

9 December 2025

Governance

Governance

- 77 Corporate Governance report
- 100 Nomination Committee report
- 104 Audit and Risk Committee report
- 109 Remuneration Committee report
- 133 Directors' report



Tim Jones
Chair



BOARD MEMBERS

Tim Jones (Chair)
(Non-Executive Director)

Joshua Hoopes
(Chief Executive Officer)

Stuart Lorimer
(Non-Executive Director)

Gillian Watson
(Non-Executive Director)

Fiona Rodford
(Non-Executive Director)

Martin Rowland
(Non-Executive Director)

“
Good corporate governance underpins the qualities and expected behaviours of our Board members, enabling them to act, in good faith, to promote the success of the Company.”

Tim Jones
Non-Executive Chair

Overview

On behalf of the Board, I am pleased to present the Company’s Corporate Governance Report for FY25. At Fevara, we believe that good corporate governance underpins the qualities and expected behaviours of our Board members, enabling them to act, in good faith, to promote the success of the Company for the benefit of its members as a whole.

During a year of exceptional yet carefully planned strategic change for the Company, our Board and Board Committee members provided continuity through focus on our values of Integrity, Responsibility, Excellence and Innovation and reinforcing our governance approach.

I would like to thank them for their diligence, guidance and consistency. This allowed us to continue to engage openly and transparently with our stakeholders and make high-quality Board decisions in a transformative year.

More information about the work of our Board and Committees can be found on pages 82 to 132 (inclusive). Details of stakeholder engagement can be found on pages 94 to 99 (inclusive).

In the table below, we show how the Company has complied with the principles of the Code.

	Page(s)		Page(s)
Board leadership and company purpose		Composition, succession and evaluation	
Promoting and preserving long-term value	2 to 22	Nomination Committee Report	100 to 103
Purpose, values, strategy and culture	2 to 22	Board succession planning	100 to 103
Section 172 statement	94	Board evaluation	92 and 93
Board engagement with shareholders and stakeholders	94 to 99	Audit, risk and internal control	
Director conflicts of interests	90	Audit and Risk Committee report	104 to 108
Workforce policies and practices	74 and 75	Independence and effectiveness of External Auditor and internal audit	108
Division of responsibilities		Fair, balanced and understandable	107
Board structure and independence	82 to 93	Risk management and internal control framework	88
Board responsibilities	82 to 93	Remuneration	
Board experience	80 and 81	Remuneration Committee Report and Policy	109 to 132

Strategic changes

In FY25, the Group implemented its strategic decision to focus on being an international specialist in livestock supplements, driven by its pursuit to maximise shareholder value. On 16 January 2025, the Board announced its agreement to dispose of the Company's interests in Carr's Engineering Limited and Carr's Engineering (US), Inc. to Cadre, Inc. for cash consideration on a cash-free, debt-free basis, representing an enterprise value of £75m. This transaction was concluded on 22 April 2025.

Throughout the strategic decision-making process, our Board worked with external advisers to examine alternatives, identify the best options to enhance shareholder value and consider the implications of the available options. In concluding the divestment of the majority of the Engineering Division, the Board considered the long-term benefit of all stakeholders, including factors relating to sustainability and impact.

Concurrently, the Board focused on the strategic transformation of the Agriculture Division into a single, international specialist business for extensive, grazing-based food systems with an integrated leadership team.

As a Board, we are confident that in our decision-making, we considered the opportunities for shareholder returns and growth.

Return of shareholder capital

On 16 January 2025, the Board also announced its intention to use net proceeds from the sale of the Engineering businesses to return capital to shareholders and on 21 May 2025, the Company announced a return of up to £70m to shareholders through a Tender Offer that was concluded in June 2025. Further details can be found on page 99 and on the Company's website at www.fevara.com.

Board changes

These decisions were reflected at Board level. We were delighted to appoint Joshua Hoopes as CEO of the new business on 1 July 2025 and thank David White, who left the Group on 30 June 2025, for his exceptional support and service in delivering such a successful stage of our transition. Martin Rowland (the representative of Harwood Capital Management Limited) was reappointed as a Non-Executive Director on 13 November 2024 and Paula Robertson became Group General Counsel and Company Secretary on 1 April 2025. Paula joined the Group in July 2022 as deputy Company Secretary and succeeded Justin Richards in the role.

Board changes are detailed in full in my Nomination Committee Report on pages 100 to 103 (inclusive).

Employee engagement

Our Board Employee Engagement Representative is Fiona Rodford who was appointed to the role from 31 July 2024. We are fortunate to benefit from Fiona's prior experience as Chief People Officer in several global businesses and her experience in ensuring that employee interests are properly considered in Board decision-making – particularly in our next growth phase. More information on how we are acting on employee engagement as a Company can be found on pages 28 to 31 (inclusive).

Shareholder engagement

We maintain an open dialogue with our shareholders. Members of the Board frequently engage with shareholders. During the year I have met with a number of shareholders, engaging in discussions to better understand their views. Further details on engagement with all our stakeholders can be found on pages 94 to 99.

Sustainability and impact

In FY25, we refreshed our ESG strategy and framework structure. Our new framework focuses business activities across three pillars, People, Production and Product, and is underpinned by our focus on Governance and transparency. Providing a direct link to the Board, our Sustainability and Impact Committee (SIC) is chaired by our CEO and includes members of the Group's Senior Leadership Team. As part of our refreshed ESG approach, we also revised the SIC's Terms of Reference to better support our new framework.

Board performance review

As part of our Board performance review cycle, in July 2025, we undertook an internal effectiveness review that our Company Secretary facilitated on my behalf. Details of our performance cycle, process and outcomes are set out on pages 92 to 93 (inclusive). I very much thank the Board for their input in and openness to this process during such a busy time; the findings led to valuable and constructive discussions.



Tim Jones
Non-Executive Chair

9 December 2025

Application of the UK Corporate Governance Code 2018

Our Corporate Governance Report on pages 77 to 138 (inclusive) outlines our approach to governance and describes how Fevara plc adopts the UK 2018 Corporate Governance Code. As published on the Financial Reporting Council's website www.frc.org.uk the UK 2018 Corporate Governance Code was updated in January 2024. The UK 2024 Corporate Governance Code applies to financial years beginning on or after 1 January 2025, with the UK 2018 Corporate Governance Code remaining in place until that time. The Board has considered each principle of the UK 2018 Corporate Governance Code and has reviewed how it is applied and how it relates directly to the Group. The Board's compliance statement can be found below. The Fevara plc Board has been preparing for disclosure with the UK 2024 Corporate Governance Code for the next financial year.

Compliance statement

The Board confirms that the Company has, throughout FY25, applied the principles, both in spirit and in form, and complied with the requirements of the UK 2018 Corporate Governance Code issued by the Financial Reporting Council, with the exception of provision 10 noted below.

Code Provision 10: Non-Executive Director service for more than nine years. Ian Wood stood down as a Non-Executive Director on 8 October 2024, having first being appointed as a Non-Executive Director of the Company on 1 October 2015.

Given that his tenure overran the recommended term by a matter of days, the Board did not consider Ian's independence compromised, with the additional time allowing Ian to attend a further scheduled Board meeting that facilitated the completion of a structured handover.



Paula Robertson
Company Secretary

9 December 2025

Tim Jones
Non-Executive Chair



Committee membership

N **R**

Term of office

Appointed to the Board as Non-Executive Chair on 21 February 2023.

Skills and experience

Tim is an FCA approved person, a member of the Chartered Institute of Securities and Investments and an Associate of the Chartered Insurance Institute. Tim served as Non-Executive Chair of Treatt plc between 2012 and January 2023.

External appointments

Chair of Allia Charitable Group, Allia C&C and SP-Logistics Holdings Limited.

Non-Executive Director of RCB Bonds plc.

Joshua Hoopes
Chief Executive Officer



Committee membership

None

Term of office

Joined Fevara plc as Chief Executive Officer for Global Agriculture in March 2024.

Appointed to the Board as Executive Director in the role of Chief Executive Officer on 1 July 2025.

Skills and experience

Joshua holds a BSc in Finance from the University of Utah and an MBA from Manchester Business School which led to his early career experience with Deloitte and Walgreens Boots Alliance. Prior to joining Fevara plc in 2024, he worked for Associated British Foods plc for more than ten years, including five years as Managing Director at AB Agri where he oversaw the Intellync and AB Dairy divisions of the company. Joshua is an experienced operator with a deep understanding of agriculture and related markets.

External appointments

Board member (advisory) of Giving World, a UK-based poverty alleviation charity.

Stuart Lorimer
Non-Executive Director



Committee membership

A **N** **R**

Term of office

Appointed to the Board as a Non-Executive Director on 1 September 2022.

Skills and experience

Stuart is a qualified accountant and began his career at KPMG. Prior to his current role with AG Barr plc, Stuart was with Diageo plc for 22 years in various senior roles working across Europe, the US and Asia, ultimately as Finance Director for Diageo's Global Supply Operation. Stuart brings strong finance expertise together with a wealth of experience in supply chain operations, logistics and business optimisation. He is currently Chief Finance and Operating Officer at AG Barr plc, the FTSE-listed drinks brand owner, a role which he has held since 2015.

External appointments

Chief Finance and Operating Officer at AG Barr plc.

Director on a number of the AG Barr Group's subsidiary boards.

Gillian Watson
Non-Executive Director
Senior Independent Director



Committee membership

A **N** **R**

Term of office

Appointed to the Board as Non-Executive Director on 9 October 2023.

Skills and experience

Gillian has more than 30 years' executive and non-executive experience across a range of sectors and geographies, including her current appointments listed below. Previously, Gillian's executive career was spent in corporate finance advisory, business strategy and energy.

External appointments

Independent Non-Executive Director at Vidrala, S.A., Gentrack and Statera Energy.

Non-Executive Chair of char.gy Ltd and DC 25 investment Fund.

Trustee for The Boswell Trust.

Fiona Rodford
Non-Executive Director, Employee
Engagement Representative



Committee membership

A **N** **R**

Term of office

Appointed to the Board as a Non-Executive Director on 20 February 2024.

Skills and experience

Fiona is a past People and Transformation Director with extensive experience of business transformation in both public and private organisations across a wide range of sectors such as retail, banking and manufacturing. Fiona has successfully demonstrated significant business improvements and culture change in large complex businesses, including Thomas Cook, Alliance & Leicester, BAA, TUI and Fenwick. Having held several Executive Directorships in large PLCs, Fiona has set up her own business and works with CEOs and Executive teams, taking a key role to help deliver substantial transformation projects. She is also an experienced Non-Executive Director. Until recently Fiona was a Board member and Nomination Committee member of KidsOut.

External appointments

Fiona is Chair of Zenova Group plc and head of its Remuneration Committee.

Deputy Chair of Pilotlight.

Martin Rowland
Non-Executive Director



Committee membership

None

Term of office

Appointed to the Board as a Non-Executive Director on 6 March 2023.

Appointed as Executive Director of Transformation with effect from 13 November 2023.

Reappointed as Non-Executive Director on 13 November 2024.

Skills and experience

Martin is a representative of Harwood Capital Management Limited (“Harwood”) and was appointed to the Board as a Non-Executive Director pursuant to a relationship agreement between the Company and Harwood. Martin spent a year as Executive Director of Transformation before returning to the role of Non-Executive Director. Martin spent the last 14 years in a variety of investment roles and prior to this held operational and strategic roles in mid- and large-scale corporates. He has been a director of companies in an executive and non-executive capacity, helping businesses to scale organically and through acquisition.

External appointments

Chairman of Centaur Media plc.

Director of DeepHarbour Ltd, Thontel Limited and Your Past Memories Limited.

Member of Opro Partners LLP.

KEY

- A** Audit and Risk Committee member
- N** Nomination Committee member
- R** Remuneration Committee member
- C** Committee Chair

Paula Robertson
Group General Counsel
and Company Secretary



Committee membership

None

Term of office

Joined Fevara plc as Deputy Company Secretary in July 2022.

Became Group General Counsel and Company Secretary on 1 April 2025.

Skills and experience

Paula is an accomplished general counsel and company secretary. She attends Board and Board Committee meetings, ensuring that legal and governance matters are anticipated, considered and addressed. Paula offers invaluable support to the Fevara plc Board and as well as supporting the subsidiary company Boards. Prior to joining the Group, Paula was a Legal Director at British Business Bank, and previously held roles as a senior in-house lawyer at the Royal Bank of Scotland, and at the Co-operative Bank. Paula qualified as a lawyer with Eversheds Sutherland in Manchester in 2004.

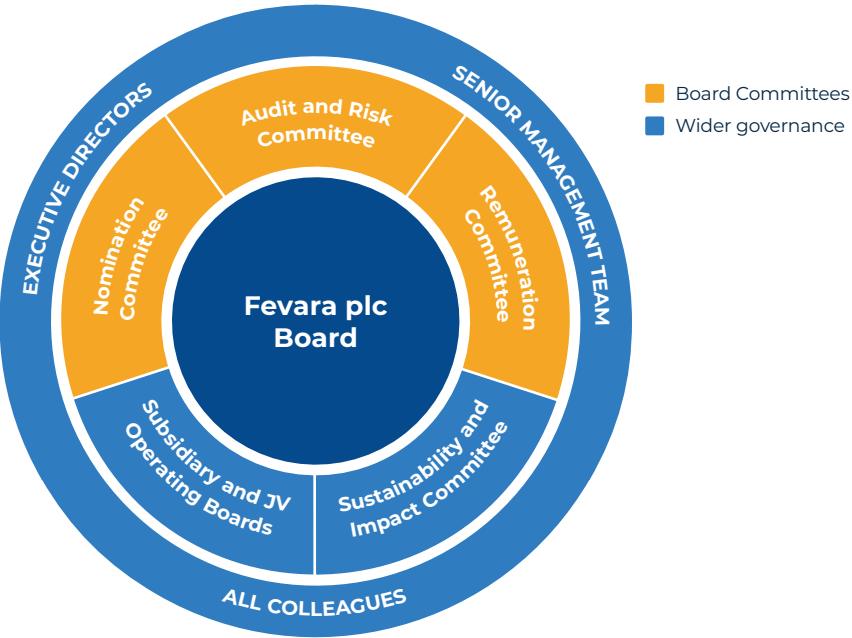
Other commitments

None.

82 Corporate governance framework
84 Responsibilities and activities of the Board
86 Directors of the Board
88 Accountability and integrity of the Board
91 Board activity in FY25

Report on Corporate Governance at Fevara

The Group's corporate governance measures are designed to ensure good decision-making, which in turn promotes the direction, effectiveness and accountability of the Group.



Corporate governance framework

Fevara plc Board

The Board is responsible for promoting the long-term sustainable success of the Group for the benefit of its shareholders and supporting all stakeholders. The Board establishes the Group's purpose and sets its strategic direction, ensuring that these remain aligned with the Group's ethics and culture. Details of the Board members can be found on pages 80 to 81.

Board Committees

The Board Committees ensure that there is independent oversight of the matters within their respective remit and assist the Board in fulfilling its responsibilities. Each Board Committee is chaired by a Non-Executive Director. The responsibilities of the Committees are governed by written Terms of Reference, which are reviewed regularly by the relevant Committee and made available on the Group's website. At every Board meeting, each of the Committee Chairs reports how that Committee has discharged its responsibilities.

Nomination Committee

The role of the Nomination Committee is to ensure that an appropriate balance of skills, experiences and backgrounds is achieved across the Board, and that the Group is properly prepared for the succession of members of the Board and Senior Management. Details of the Nomination Committee's work, responsibilities and governance are set out in the Nomination Committee Report on pages 100 to 103 (inclusive).

Audit and Risk Committee

The Audit and Risk Committee's key responsibilities are to review the effectiveness of: the Company's financial reporting; the performance of the External Auditor; and the Group's systems of risk management and internal control. Details of the Audit and Risk Committee's work, responsibilities and governance are set out in the Audit and Risk Committee Report on pages 104 to 108 (inclusive).

Remuneration Committee

The Remuneration Committee's primary role is to review and set the reward structures for Executive Directors and oversee the reward structures for Senior Management, ensuring that these promote correct behaviours and are appropriate when considered in conjunction with the levels of pay and benefits offered across the Group. Details of the Remuneration Committee's work, responsibilities and governance are set out in the Remuneration Committee Report on pages 109 to 132 (inclusive).

Wider governance

In addition to its formal Board Committees, the Board is supported by various non-Board committees and colleague groups, as follows:

Sustainability and Impact Committee

The Sustainability and Impact Committee (SIC) has been constituted to support the Board and its Committees in fulfilling their oversight responsibilities with respect to the development, review, implementation and monitoring of the Company's ESG strategy. Under the CEO's leadership, the SIC is composed of Senior Leadership Team members who are accountable for progressing the agreed priorities and initiatives across three strategic pillars, with designated members appointed to provide leadership and assurance in each area. In the current year, the SIC was refreshed as part of the reset of the Company's ESG framework, reinforcing its role in ensuring effective governance and accountability. More information can be found on pages 38 to 39 (inclusive).

Subsidiary and Joint Venture Operating Boards

The Subsidiary and Joint Venture Operating Boards monitor performance and commercial developments. These boards include subsidiary management, the CEO, the CFO, and where appropriate, managing directors and executives from joint venture partners. Meetings take place regularly and feedback on business performance and key developments is shared with the Board.

Executive Directors

The Executive Directors are responsible for implementing the strategy agreed by the Board and reviewing strategic opportunities and initiatives; ensuring alignment on business priorities, investments and actions; managing the operational divisions and central functions on a day-to-day basis; and managing matters relating to the Group's workforce.

Senior Management Team

The Senior Management Team is responsible for: policy implementation; the operational delivery of the Group's strategies; and monitoring performance and commercial developments. The Senior Management Team consists of the CEO, the CFO, the Chief People Officer, the General Counsel and Company Secretary; the Country Manager (UK, Europe & Export); Country President, USA; and the Finance Director. Members of the Senior Management Team regularly engage with Board members.

All colleagues

Regular colleague meetings are held in each of the Group's businesses and central functions. These meetings are designed to manage and monitor day-to-day operations, improving the speed and efficiency of decision-making. Fiona Rodford is the Board's Non-Executive Director for Employee Engagement, providing an effective link between the Board and colleagues across the Group.

Responsibilities and activities of the Board

Meeting activities

The Board's principal responsibilities can be grouped into eight areas as outlined below. The Chair sets Board agendas, in consultation with the CEO and assisted by the Company Secretary, to include an appropriate balance of these areas:

Strategy

To set strategic aims and objectives, including those relating to environmental, social and governance considerations.

Financial performance

To assess financial performance, track capital investment and financial planning.

Health & Safety

To approve the Health & Safety strategy, monitor performance and drive a culture of safety and care.

Risk management and internal controls

To set the approach to risk management and oversee the Group's risk and internal control framework.

Sustainability and impact

To set sustainability priorities and oversee climate-related risks and opportunities.
To ensure decisions are sustainable in the long term and the approach to climate change is addressed through work on strategy, operations and risk.

People and culture

To understand employee views and set the cultural tone underpinning a fair workplace and ethical business practice.

Stakeholder engagement

To ensure that effective engagement with employees, shareholders and other stakeholders is carried out and feedback considered.

Governance

To promote responsible leadership based on transparency.

Principal Board activities in more detail

Element	Typical Board activity
Strategy	• Reviewing progress against strategic aims and objectives throughout the year. • Reviewing new business developments and opportunities, including potential acquisitions and investments. • Refining strategic priorities in line with market developments.
Financial performance	• Monitoring financial performance. • Overseeing preparation and management of the financial statements. • Approving budgets. • Ensuring adequate cash and external finance. • Approving major capital projects, acquisitions or materially significant contracts. • Determining dividend policy. • Determining pensions strategy.
Health & Safety	• Focusing on Health & Safety performance at the start of each meeting by reviewing metrics and targets from management. • Providing support, where appropriate, to drive continuous improvement.
People and culture	• Promoting the Group's culture, values and behaviours. • Monitoring and assessing feedback from employees and ensuring employee interests are considered. • Overseeing succession planning for Board Members and Senior Management.
Risk management and internal controls	• Considering feedback from the External Auditor and internal audit activities. • Reviewing financial forecasts and other considerations in support of the Viability statement.
Sustainability and impact	• Considering environmental and climate-related impacts on the Group and wider stakeholders. • Setting climate-related and sustainability goals and Executive Director and Senior Management remuneration structures linked to environmental objectives. • Reviewing progress against the Group's sustainability strategy.
Stakeholder engagement	• Approving strategy for stakeholder engagement. • Approving public announcements. • Considering feedback from investor meetings and roadshows.
Governance	• Ensuring compliance with legal, regulatory and disclosure requirements. • Determining Group delegations of authority, including matters reserved for the Board, and Terms of Reference for Board Committees. • Reviewing potential conflicts of interest. • Overseeing Board and Committee performance evaluation. • Overseeing succession planning and Board appointments.

Directors of the Board

Composition

As at the date of this Annual Report, the Board comprises one Executive Director and five Non-Executive Directors, including the Chair. The Board is supported by a Company Secretary. The appointment and removal of Directors is governed by the Company's Articles of Association and the Companies Act 2006. In accordance with the UK 2018 Corporate Governance Code, all Directors stand for election or re-election annually at the Group's AGM.

Details of Board members

Details of the Board can be found on pages 80 to 81.

Diversity and inclusion

The Board has a Board Diversity Policy which extends to the Board Committees and sets out the Board's diversity objectives. A copy of the Board Diversity Policy can be found on our website www.fevara.com. Further details on diversity and inclusion can be found on page 103.

In FY25, members of the Board and the Senior Management Team were asked to confirm how they identify with the categories set out in the table below and to provide data on wider aspects of diversity. In the tables below, Board diversity data as at 31 August 2025 is presented in accordance with UK Listing Rule 6.6.6(R)(9) to (11) (previously 9.8.6R(9) to (11)) and in the format set out in UK Listing Rule 6 Annex 1 (previously 9 Annex 2.1).

Gender identity

Gender identity	Number of Board members	% of the Board	Number of senior positions on the Board (CEO, SID and Chair)	Number in executive management (Senior Management Team, excluding the CEO)	Percentage of executive management (Senior Management Team, excluding the CEO)
Men	4	67%	2	5	71%
Women	2	33%	1	2	29%
Non-binary	0	0%	0	0	0%
Prefer not to say	0	0%	0	0	0%

Ethnic background

Gender identity	Number of Board members	% of the Board	Number of senior positions on the Board (CEO, SID and Chair)	Number in executive management (Senior Management Team, excluding the CEO)	Percentage of executive management (Senior Management Team, excluding the CEO)
White British or other White (including minority-White groups)	6	100%	3	7	100%
Mixed/Multiple Ethnic Groups	0	0%	0	0	0%
Asian/Asian British	0	0%	0	0	0%
Black/African/Caribbean/Black British	0	0%	0	0	0%
Other ethnic group, including Arab	0	0%	0	0	0%
Not specified/prefer not to say	0	0%	0	0	0%

FCA's UK Listing Rules targets on board diversity

At the end of FY25, 33.33% of the Board members were women. This has not changed up to the date of this report. Since 31 October 2023, the role of Senior Independent Director has been held by a woman, Gillian Watson, and from 31 July 2024 the position of Remuneration Committee Chair has been held by a woman, Fiona Rodford.

No member of the Board is from a minority ethnic background. Details of Board succession planning during FY25 and candidate diversity can be found on pages 102 and 103.

At Fevara, we believe that a diverse Board benefits from a balance of differences in gender and ethnic background, and other distinctions such as social background, experience and cognitive and personal strengths. As we continue to review the composition of the Board, we will take these wider distinctions into account, alongside the FCA's UK Listing Rules targets on Board diversity.

Skills and experiences

Having an appropriate mix of skills, qualities and industry experience on the Board helps the Company to deliver its strategic objectives for the benefit of its shareholders as a whole. We aim to ensure that the skills and backgrounds collectively represented on the Board reflect the business environment in which the Group operates. The Board regularly reviews the range of skills, attributes and experience on the Board to ensure that it remains effective, balanced and suited to the Group's strategic priorities. The outcome of such reviews is used to inform Non-Executive Director succession planning and continues to be considered and revisited as our Group strategy progresses. The biographical details of the current Directors, including their relevant experience, are set out on pages 80 to 81.

Attendance at meetings

The Board met on six scheduled occasions during FY25. Meetings are scheduled around events in the corporate calendar, such as the finalisation of full and half-year accounts, the financial year end and the AGM. In addition to regular scheduled meetings, several meetings were held during the year that addressed specific business issues as they arose.

Details of Director attendance at scheduled Board and Board Committee meetings during FY25, against the number of scheduled meetings they were eligible to attend, are shown opposite.

	Board	Audit and Risk Committee	Remuneration Committee	Nomination Committee
Total number of scheduled meetings	6	6	4	4
Directors in post in FY25				
David White ¹	5 (out of 5)	N/A	N/A	N/A
Joshua Hoopes ²	1 (out of 1)	N/A	N/A	N/A
Tim Jones	6 (out of 6)	N/A	4 (out of 4)	4 (out of 4)
Stuart Lorimer	6 (out of 6)	6 (out of 6)	4 (out of 4)	4 (out of 4)
Gillian Watson	4 (out of 6)	4 (out of 6)	2 (out of 4)	2 (out of 4)
Fiona Rodford ³	6 (out of 6)	5 (out of 5)	4 (out of 4)	3 (out of 4)
Martin Rowland	5 (out of 6)	N/A	N/A	N/A
Ian Wood ⁴	1 (out of 1)	1 (out of 1)	1 (out of 1)	1 (out of 1)
Shelagh Hancock ⁵	2 (out of 2)	2 (out of 2)	1 (out of 2)	1 (out of 2)

Notes:

- N/A – Not applicable (where a Director is not a member of a Committee).
 - Executive Directors may attend Committee meetings (or parts of such meetings) by invitation where required.
 - Several unscheduled Board, Nomination Committee and Remuneration Committee meetings were held during FY25 in relation to Board member changes, Senior Management Team appointments and implementing the strategy.
- 1 David White stood down from the Board and left the Group on 30 June 2025.
 - 2 Joshua Hoopes joined the Board as CEO on 1 July 2025.
 - 3 Fiona Rodford was appointed to the Audit and Risk Committee on 6 December 2024.
 - 4 Ian Wood stood down from the Board and its Committees on 8 October 2024.
 - 5 Shelagh Hancock stood down from the Board and its Committees on 31 December 2024.

All Directors are expected to attend scheduled Board meetings and relevant Committee meetings in addition to the AGM unless they are prevented from doing so by prior work or extenuating personal commitments. In advance of all Board meetings, the Directors are supplied papers covering the matters to be considered. Members of Senior Management and other third parties may also attend meetings, or parts of meetings, by invitation. If a Director were unable to attend a particular meeting, he/she would receive relevant briefing papers and be given the opportunity to discuss matters with the Chair or other Directors.

Accountability and integrity of the Board

Internal controls and risk management

The Board has overall responsibility for the Group's internal control systems. The structure of the Group's control environment and processes has been adapted in recent years to remain appropriate within the changed structure of the Group. The Audit and Risk Committee supports the Board in considering the control environment and the report on pages 104 to 108 (inclusive) provides further information.

The Group's financial reporting processes are a critical part of the Group's internal controls framework. Monthly reports are received from all of the Group's subsidiaries and joint ventures. Submitted information is consolidated in the Group's financial reporting system and subject to validation checks by the central Group finance team, before being reviewed by the CFO. Information on performance is presented to the Board each month and subject to review at every Board meeting. All monthly reporting is prepared in line with Group accounting policies, which are reviewed annually and are also subject to review by the Group's External Auditor, Grant Thornton. The Group's internal risk-based control systems have been operative throughout the year and up to the date of this Annual Report and Accounts. As noted in the Audit and Risk Committee Report, improvements to the control environment and the consistent application of controls are being implemented as part of the Group's continuous review and improvement process.

Initial identification of risks, and the actions required to mitigate these, arises through regular reviews held between Executive Directors and the management team of each business unit. These are subsequently discussed with Executive Directors to consider the potential implications of these risks and to consider which pose the greatest threat to Group performance. The effectiveness of mitigating actions is also considered and appropriate steps are taken.

The Audit and Risk Committee reviews the effectiveness of risk management and internal control systems. Reports on operational risk are delivered to the Board which, together with direct involvement in strategy, strategic risks, investment appraisal and budgeting, enable the Board to report on the overall effectiveness of internal control.

A summary of the risk management framework and principal risks to the Group is set out on pages 50 to 53.

Division of responsibilities

The UK 2018 Corporate Governance Code requires a clear division of responsibilities between the leadership of the Board and the operation of the Group's businesses by the Executive leaders. The roles of the Executive Directors, the Chair, the Senior Independent Director and the Non-Executive Directors are reviewed regularly by the Board, with details set out on the Group's website, and referenced opposite.

NON-EXECUTIVE CHAIR

Role:

The Chair leads the Board, ensuring its effectiveness while taking account of the interests of the Group's various stakeholders and promoting high standards of corporate governance.

Key responsibilities:

- Chairing the Board, its Nomination Committee and General Meetings, including the AGM.
- Ensuring the Board Committees are properly constituted and effectively chaired.
- Ensuring that appropriate arrangements exist for the delegation of the Board's authority to Executive management and Board Committees.
- Ensuring the effective running of the Board, demonstrating objective judgement and the highest standards of corporate governance, ensuring that sufficient time is afforded for the proper consideration of key matters.
- Promoting openness and debate on the Board.
- Ensuring the timely flow of information to the Board and ensuring members are well-informed to enable constructive discussion and sound decision-making.
- Setting the Board's agenda, in conjunction with the CEO and Company Secretary, focusing on strategy, performance, culture, stakeholders and accountability, and ensuring that it takes full account of the important issues facing the Group.
- Ensuring the effective oversight of risk management by the Board.
- Leading the performance evaluation of the Board and each of its members.
- Providing a sounding board for the CEO on key business decisions, challenging proposals where appropriate.
- Promoting the profile and perception of the Group publicly and amongst its stakeholders.
- Ensuring effective communication and engagement with shareholders and other stakeholders on key matters and that members of the Board understand the views of such shareholders and other stakeholders.
- Ensuring the effective oversight of Board membership and succession planning in conjunction with the Nomination Committee, taking into account the skills, experience, knowledge and diversity of Board members.
- Ensuring, with the support of the CEO and Company Secretary, that effective induction programmes exist for onboarding new Board members.
- Encouraging the continued development of the Directors and the Board as a whole.

CHIEF EXECUTIVE OFFICER**Role:**

The Chief Executive leads the development and implementation of strategy and has overall responsibility for the management and performance of the Group and its businesses.

Key responsibilities:

- Developing and implementing the Group's strategy and commercial objectives.
- Promoting the Group's culture and behaviours and adhering to the highest standards of integrity and governance.
- Managing risk and risk mitigation strategies to safeguard the reputation of the Group and its businesses.
- Effecting the decisions of the Board and its Committees.
- Establishing an annual budget consistent with the agreed strategy.
- Providing input into the Board's agenda.
- Ensuring that dialogue is maintained with the Chair on important issues facing the Group.
- Ensuring open and regular communication and engagement with shareholders and other stakeholders.
- Developing and overseeing the Group's environmental, social and governance work, and ESG strategy.

SENIOR INDEPENDENT DIRECTOR**Role:**

The Senior Independent Director (SID) acts as a sounding board for the Chair, providing him/her with support in the delivery of his/her objectives.

Key responsibilities:

- Serving as an intermediary for other Directors, where necessary.
- Being available to shareholders to deal with concerns which cannot otherwise be resolved through ordinary channels.
- Leading the performance evaluation of the Chair, ensuring an orderly succession process for the Chair.

NON-EXECUTIVE DIRECTORS (INCLUDING CHAIR AND SID)**Role:**

The Non-Executive Directors bring skills, knowledge and experience to the Board.

Key responsibilities:

- Providing independent and constructive challenge to the Executive Directors.
- Helping to develop Group strategy with an independent outlook.
- Devoting time to developing and refreshing knowledge and skills, and being well-informed about the Group.
- Serving on Board Committees.
- Satisfying themselves as to the accuracy of the Group's financial results and the effectiveness of controls and systems of risk management.
- Determining appropriate levels of remuneration for Executive Directors.
- Having a key role in succession planning.

The Board is supported by the Company Secretary, who assists the Chair and the rest of the Board in upholding corporate governance standards. The Company Secretary ensures compliance with Board procedures and supports the Chair.

The Company Secretary advises the Board on corporate governance developments and ensures that the Board receives information in a timely manner. The Company Secretary can access appropriate resources, services and advice to support the Directors as required. The Company Secretary also arranges and considers Board effectiveness reviews in conjunction with the Chair, facilitates Directors' induction programmes and assists in ensuring that the Board has appropriate training.

Powers and responsibilities

The powers of the Directors are set out in the Company's Articles of Association which can be located on our website www.fevara.com. In addition, the Directors have responsibilities and duties under legislation, in particular those arising under Section 172 of the Companies Act 2006.

Non-Executive Director independence

As at the date of this report, the Board is comprised of three independent Non-Executive Directors (excluding the Chair) and two non-independent Directors (Joshua Hoopes as CEO, and Martin Rowland as the Non-Executive Director, representative of Harwood). The Board reviews the independence of its Non-Executive Directors regularly. Taking into account all circumstances, including those factors set out in the UK 2018 Corporate Governance Code, the Board considers Non-Executive Directors Stuart Lorimer, Gillian Watson and Fiona Rodford to be independent. The Board also considers Tim Jones as Non-Executive Chair to be independent.

Martin Rowland was appointed as a Non-Executive Director of the Company on 6 March 2023. Martin is appointed as a representative of Harwood Capital Management Limited ("Harwood") pursuant to a relationship agreement between the Company and Harwood. On 13 November 2023, Martin was appointed as Executive Director of Transformation for a fixed term of 12 months. As announced on 12 November 2024, Martin was reappointed as a Non-Executive Director of the Company on 13 November 2024. As a representative of Harwood and former Executive Director, the Board does not consider Martin Rowland to be independent.

Ian Wood stood down as a Non-Executive Director on 8 October 2024, having served a total of nine years and seven days, to allow a smooth handover following year end. The Board does not consider that Ian's independence was impaired by the length of his appointment.

Directors' external appointments

Prior to appointment to the Board, Directors are required to disclose any significant commitments outside the Company. Clearance is also required in advance of taking on any new commitments to ensure that any impact on the time devoted to the Company can be identified and addressed.

Directors' conflicts of interest

The Companies Act 2006 and the Company's Articles of Association require the Board to consider any actual or potential conflicts of interest. The Board has a policy for managing and, where appropriate, authorising actual or potential conflicts of interest, or related party transactions. Directors are required to declare any interests they or close family members have in any organisations that are not part of the Group, as well as other circumstances which could give rise to a conflict of interest.

Registers of related parties and third-party interests are regularly reviewed by the Board. Directors are required to seek clearance before taking on any new appointments to ensure that any potential conflicts of interest can be identified and addressed appropriately. Any potential conflicts of interest in relation to proposed Directors are considered by the Board prior to an individual's appointment. In FY25, there were no declared conflicts of interest relating to external appointments, and there have been no declared conflicts of interest in the period from 1 September 2025 to the date of this Annual Report and Accounts.

At the outset of every Board meeting, Directors are required to declare any actual or potential conflicts in relation to matters on the agenda.

In the second half of FY25, discussions concerning CEO succession took place, as well as discussions relating to the reappointment of Martin Rowland as a Non-Executive Director. In respect of such discussions, David White (in respect of CEO succession), and Martin Rowland (in relation to the reappointment as a Non-Executive Director) were directly interested and therefore either left the meeting or declared their interest when such matters were discussed and did not partake in discussions.

Director induction and development

New Directors complete an induction upon joining the Group and are provided with information on the Group's corporate governance arrangements, together with key policies and procedures, and access to Board and relevant Committee papers. New Director inductions also typically include meetings with the CEO, CFO, Company Secretary and members of the Senior Management Team and visits to several of the Group's operational sites. The Chair is responsible for ensuring that all Directors receive comprehensive information on a regular basis to enable them to perform their duties properly. Briefings are provided to the Board where necessary on areas including regulatory updates, the UK Listing Rules requirements and Market Abuse Regulations compliance. Information on upcoming legal and regulatory changes is also provided to the Board, as and when appropriate.

Support and advice

All Directors have access to the advice and services of the Company Secretary and access to Senior Management across the Group where required. Directors can obtain independent professional advice at the Group's expense in the performance of their duties as Directors. None of the Directors obtained independent professional advice at the Company's expense during FY25. The Board and Board Committees are supported by external advisers on a regular basis in respect of matters such as remuneration, pensions, property, governance and compliance. PricewaterhouseCoopers LLP ("PwC") continued to act as professional advisers to the Remuneration Committee during the year. Further details can be found in the Remuneration Committee Report on pages 109 to 132 (inclusive).

Board activity in FY25

Area of focus

In addition to regular agenda items, during FY25, specific areas of focus for the Board identified at the start of FY25 included:

Area of focus	Progress
Oversight of the conclusion of plans for the disposal of the Engineering Division	Completed the disposal of the larger part of the Engineering Division for £75m enterprise value on 22 April 2025.
Oversight of the transition to the Agriculture operation model	Supported the Agriculture Senior Management Team in developing commercial opportunities, driving operational efficiencies and structuring the business to reflect the strategy for the business including: • focused growth strategy as an international specialist in livestock supplements, announced in December 2024; and • addressed structural under-performance and non-core activities through: the closure and sale of the non-core and loss-making Afgritech business in October 2024; closure of the loss-making New Zealand operations and appointment of a third-party distributor; and closure of loss-making Animax site and outsourcing of the production of boluses.
Assessment of opportunities in the Agriculture Division to improve operating margin across the portfolio	Made good progress across each strategic driver of value creation: • Improved operating margin. • Delivered profitable, commercial growth. • Expanded into new growth markets. For details see pages 1 to 22 of the Strategic report.
Reviewed allocation of capital and return of cash to shareholders in light of the distinct strategies for the Engineering Division and the Agriculture Division	Completed the return of £70m to shareholders by way of a Tender Offer. Further details on the Tender Offer can be found on page 99.
Refresh approach to sustainability to support Agriculture strategy	Approved the revised ESG strategy, refreshed the Sustainability and Impact Committee (SIC) and strengthened the Group's response to climate-related risks and opportunities. Further details can be found on pages 23 to 39.
Oversight of arrangements to simplify the Group	• Completed the sale of nine investment/non-core properties in FY25. • Completed the de-risking of the Group's defined benefit pension scheme through a policy buy-in in January 2025. • Ongoing focus on central cost reduction through the rightsizing of central functions to support Agriculture Division.
Board changes	During FY25, Joshua Hoopes joined the Board as CEO of the business. As a new Board member, Joshua completed an induction specifically focused on corporate governance and has been supported in his new role by the existing Board members. Also, during FY25, David White, CEO of the Group, stepped down from the Board and left the Group, and Non-Executive Directors Ian Wood and Shelagh Hancock also stood down and left the Group. Martin Rowland was reappointed as a Non-Executive Director. For more information, see page 102.

Focus for FY26

It is currently anticipated that the Board will focus on the following areas during FY26:

- Supporting opportunities to improve operating margin across the business.
- Assessing and agreeing opportunities for profitable commercial growth.
- Evaluating expansion into new markets, in particular in pasture-fed cattle geographies.
- Overseeing cash generation and debt management disciplines to support profitable growth in line with the strategy.
- Overseeing implementation of the Group's refreshed ESG strategy, employee engagement and development plans.

Board performance and effectiveness

The Board reflects on its performance and effectiveness annually, with every third review being facilitated by an external provider. Internal reviews are facilitated by the Company Secretary on behalf of the Chair and are carried out in between external reviews.

Our last externally facilitated review took place in FY24, when the Board engaged consultants Bvalco to assess the Board and its Committees. The findings were discussed in a Board meeting in July 2024, and actions were proposed. A summary of these is provided in the box below.

Summary of recommendations and actions from external Board performance review FY24

The recommendations agreed following the external review in FY24 were a focus for the Board throughout the year. A summary of the recommendations together with actions taken are set out below.



Completed

FY24

Recommendation	Proposed action	Progress to date	Status
Effectiveness of the Chair	Maintain focused discussion and summarise more frequently. Ensure 1-2-1 annual feedback sessions for all the NEDs.	Chair assesses at each meeting whether the discussions have been focused and concluded appropriately. Annual feedback sessions completed.	
More regular communication about progress on key projects	To keep the Board apprised of progress against key milestones.	Regular calls are scheduled outside existing Board meetings. Project updates are provided between Board meetings when merited.	
Deepen oversight of the performance of the business	Ensure the Board has a deeper connectivity to the businesses and performance and has a visible presence.	Members of the Senior Leadership Team present at Board meetings on a regular basis. During FY25, the Non-Executive Directors attended site visits at Silloth and Ayr.	
Increase focus on Group purpose and strategy	Consider scenario planning to support improved ultimate decision-making.	Scenario planning was discussed at Board meetings, particularly in relation to the disposal of the majority of the Engineering Division, and will continue as the Agriculture strategy progresses.	
Increase Board knowledge of our people	Establish a programme which will ensure Board interaction with key and high-potential employees.	Board timetable now includes "Talent Management" as a topic to be covered at least twice per year. Visits to sites by Board members (as noted above) also enhance knowledge of team capabilities.	
Review Board size and composition (including the Committees)	Consider the optimal Board size and composition to support each of the strategies for the two Divisions.	Board size and composition was a topic of discussion during FY25. Following the departure of two NEDs, and the sale of the majority of the Engineering Division, the Board concluded that the current size and composition of the Board was appropriate.	
Improve team cohesiveness of the Board	Deepen working relationships among Board members.	More in-person Board meetings have enabled closer working relationships, as have regular updates and discussions between scheduled meetings.	

Board performance review FY25

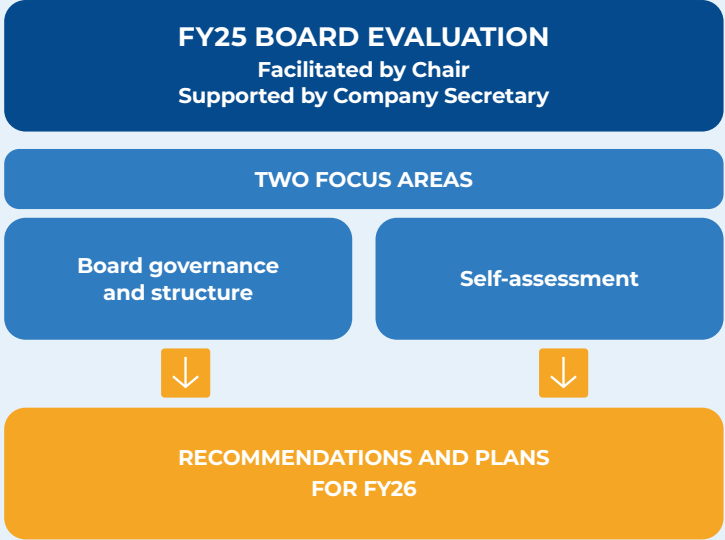
In FY25, the Board review was facilitated internally by the Chair, with support from the Company Secretary. The FY25 internal review took the form of two questionnaires: one focused on Board governance and structure around the Corporate Governance Code 2018; and the other focused on self-assessment.

The feedback was reviewed and discussed by the Board at the Board meeting in August 2025. Overall, there was a positive response to the functioning of the Board and its Committees.

As there had been a number of changes at Board and Committee level since the last internal evaluation, the review provided a timely and valuable perspective on Board governance. The recommendations, which the Board plans to take forward for FY26, are set out in the box below. An update will be provided in the Company's FY26 Annual Report and Accounts.

FY25

Recommendation	Proposed action
Engagement with stakeholders	Monitor external stakeholder sentiment and continue refining engagement and communication strategies.
Clarity in strategic focus	Hold regular discussions on the CEO's update, with a focus on updates covering key priorities, issues and imperatives.
Actions to enhance shareholder value	Consider impact of actions on shareholder value.
ESG	Seek feedback on ESG-related impacts on the business and the Company's potential negative (or positive) impact on the environment and society.
Information and support	Ensure timetable for circulation of papers and post meeting minutes and actions is met.
Board skill set and development	Continue Board training and deep dives in key areas.
Internal Board review	Review internal Board review process.



Stakeholder engagement

Stakeholder engagement helps us to focus on what matters, improve our business and operations, and create long-term value for our stakeholders.



Section 172 Statement

Effective stakeholder engagement enables us to understand the interests and perspectives of our stakeholders and to take these into account in the discussions and decisions of the Board and Board Committees. Engagement supports the principles of Section 172 of the Companies Act 2006 which requires directors of a company to act in the way which 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, and in doing so have regard (amongst other matters) to the factors set out in Section 172(1) (a-f), as described below on page 95.

These factors are carefully evaluated as part of the Board's key decisions and strategic deliberations. As described on page 84, the Chair and Company Secretary strive to balance the topics discussed at each Board meeting.

Health & Safety, sustainability and impact, people and culture and governance are discussed at each Board meeting as part of the CEO report. Directors are routinely provided with information on the Group's strategic progress, financial performance and risk management. Additionally, the Board receives regular updates and reports from business areas, encompassing matters pertinent to our stakeholders. The information received is considered during the Board's discussions, and further details or assurances are sought as appropriate to support effective decision-making.

In the following pages, we highlight our key stakeholders, how we have engaged with them during FY25 and the actions taken as a result of such engagement. These disclosures demonstrate our recognition of, and regard for, the matters set out in Section 172(1) of the Companies Act 2006.

The Board confirms that during the year under review, it has acted to promote the long-term success of the Company for the benefit of its shareholders whilst having due regard to the factors set out in Section 172(1) (a) to (f) of the Companies Act 2006.

Signed for and on behalf of the Board

Joshua Hoopes
Chief Executive Officer

9 December 2025

s.172 and where to find key information

Further information can be found throughout this FY25 Annual Report and Accounts and is summarised below, and demonstrates how the Board discharges its duties under Section 172 and considers the factors set out in Section 172(l) (a-f):

Section 172	Specific References	Pages
(a) the likely consequences of any decisions in the long term	Chair's statement	4 and 5
	Our strategy	2 to 22
	Principal risks and uncertainties	50 to 53
	Corporate governance report	77 to 138
	Disposal of the majority of the Engineering Division	78
	Tender Offer	99
(b) the interests of the company's employees	Sustainability and impact review	23 to 39
	Corporate governance report	77 to 138
(c) the need to foster the company's business relationships with suppliers, customers and others	Corporate governance report	77 to 138
	Our strategy	2 to 22
(d) the impact of the company's operations on the community and environment	Sustainability and impact review	23 to 39
	Corporate governance report	77 to 138
(e) the desirability to maintain a reputation for high standards of business conduct	Non-financial and sustainability information statement	74 and 75
(f) the need to act fairly as between members of the company	Corporate governance report	77 to 138

Case study
Brand name change

In October 2025, the Company changed its corporate name from Carr's Group plc to Fevara plc. The renaming of the Company was seen as an opportunity to reinforce the new strategic direction of the Company as an international specialist in livestock supplements, and to reduce customer confusion with Carr's legacy brands with which the Company was no longer involved. Discussions covered the potential loss of brand awareness and the cost and upheaval of implementing the change. On balance, the Board supported the conclusion that investing in a new name would enable us to present our new business direction and investment case externally more straightforwardly, outweighing any negatives.

An agency was appointed to create a new visual identity and name, and advisers were consulted. At each stage of the process, engagement was key to ensure decisions incorporated feedback.

The decision not to change the product brands was important for customers and suppliers. The timing of the name change was also considered, noting potential confusion for shareholders of a name change during the Tender Offer. The impact on employees and community was also discussed, noting the strong historical association in Cumbria with the Carr's name, which led to maintaining a visual connection to the former Carr's branding through the colour palette and choosing a name which reflected our heritage as a specialist in livestock supplements.

An internal working party was established to consider the legal, regulatory, communication, IT and practical implications, ensuring a smooth transition. Comprehensive Q&As were prepared for employees, shareholders and investors, and a new website was developed to showcase the new name and corporate identity.

Stakeholders engaged	Outcome
• Board	Successful launch of the Company as Fevara plc completed October 2025
• Senior Leadership Team	
• Shareholders and investors	
• Advisers	

Fevara plc is our new name and draws on the Fehu rune, meaning "cattle" or "wealth", the Old English word feoh ("cattle as wealth") and the term "vara" (or vera), which in Latin primarily means "straight" or "true". The name reflects our heritage as a specialist in livestock supplements and our commitment to quality, integrity and sustainable farming. Our product brands will remain unchanged.

“We have a strong heritage and a well-respected business. We are very proud of that and will continue as a values-led business under our new name.”

Joshua Hoopes
Chief Executive Officer



Employees

Why engagement is important

We place great importance on open communication, active listening, and mutual respect and trust. For the Board to operate effectively, it is essential that clear and transparent communication takes place with colleagues at all levels on matters that affect them.

How we listen

Engagement and communication with colleagues are facilitated through a range of channels. We maintain an open-door policy, encouraging informal dialogue and interaction at all levels. The CEO and the Senior Management Team conduct regular briefings and meetings – both in person and via Microsoft Teams – to update colleagues on Group performance and other business-related matters. Board meetings are held at operational sites, where possible, and Board members undertake site visits between meetings. These interactions provide the Board with valuable insight into the views of colleagues, as well as the challenges and opportunities facing their teams and business areas.

During FY25, we introduced various new channels to strengthen two-way engagement with our employees, including the Action Communication Team (ACT) that drives employee-led initiatives, and the roll-out of our first Group-wide employee survey in July 2025 with Workday Peakon.



The Group's intranet serves as a central platform for sharing key messages, briefings, announcements and news from across the Group.

The Board has an appointed Employee Engagement Representative, Fiona Rodford, who is responsible for ensuring that the interests of all colleagues are properly considered at Board meetings.

How we respond

During FY25, our Chief People Officer (CPO) presented the results of the first employee engagement survey of the continuing business to the Senior Management Team and subsequently to the Board in October 2025. The results will be used to inform targeted actions in the year ahead. The CPO also provides updates to the Board on employee matters, which include metrics such as starters and leavers, and diversity and inclusion data. Board meetings and Senior Management Team meetings were held at operational sites in FY25, promoting the visibility of the Board and Senior Management Team members with employees, and facilitating face-to-face engagement.

Examples in FY25

Strategic organisational change

The impact on employees of the decisions to make corporate and organisational changes in the Group was considered carefully by the Board during FY25, particularly with the closure of the Afgritech business in the US and the Animax site in the UK, and the disposal of the majority of the Engineering Division. We identified people-related risks early and fostered a high level of engagement during the consultation periods to facilitate a smooth execution through to project completion. This focused on legal compliance, minimising employee relations issues, providing timely delivery of information and maintaining a stable and motivated workforce during a time of considerable strategic organisational change.



More information in the People pillar section can be found on page 28



Customers

Why engagement is important

Customer engagement is key to our business. Our customers include dealers and distributors as well as farmers. Our strategy is underpinned by market-leading brands and we have a track record of quality, innovation and customer service. We are focused on better understanding customer needs to develop products. Understanding customers' needs is therefore an essential requirement for growth.

How we listen

Our sales and customer service teams are responsible for developing and maintaining relationships with customers and potential customers. They meet regularly with customers, attend industry events and trade shows and may visit farms. Customer complaints are logged and reviewed monthly as a performance measure with a commitment to implement process and system improvements as required and to feed back to customers in all cases. Material customer feedback is reported to the Board to ensure that customer perspectives are properly understood as part of the decision-making process.

How we respond

During FY25, we maintained existing customer relationships and explored ways to develop new relationships. We continued to engage with farmers through our social media channels and our Scotmin retail business and are currently developing our website and social media communications. In FY25, we appointed a new Marketing Manager who is responsible for seeking new ways to encourage interest in and dialogue about our businesses and products.



Investors & shareholders

Why engagement is important

All investors, whether private individuals, employee shareholders or institutional investors, need to be able to trust us to manage their assets and execute the Group's strategy in an ethical, sustainable manner and in accordance with good governance, acting fairly as between members of the Company.

How we listen

The Group maintains dialogue with substantial and institutional shareholders and analysts, with our CEO and CFO meeting with investors following the announcement of half-year and year end results and at other times upon request. Members of the Board and the Company Secretary regularly engage with investors on governance issues and other Board-related matters. Our AGM allows shareholders to meet with the Board and ask questions directly.

How we respond

All shareholders and potential investors can access the Company's website at www.fevara.com. Significant matters relating to the trading or development of the Group are disseminated to the market in a timely manner through Stock Exchange announcements and these are posted on the Company's website. We maintain a regular calendar of announcements and events for investors and host accessible online presentations of the full-year and interim results. All related reports and updates are made available on the Company's website. Individual shareholders are welcome to contact the Company Secretary's office.

During the year, our CEO and CFO met with institutional shareholders, brokers and analysts. The Board is briefed on the outcomes of such discussions and considers and responds to views and feedback as necessary. Our Chair Tim Jones maintains a regular dialogue with shareholders throughout the year, answering individual queries and engaging in discussions to understand their views better.

Example in FY25

In-person engagement

At our AGM in 2025, shareholders were introduced to our new Board members and the Board met with individuals in person before and after the meeting. In FY25, the Tender Offer process allowed the potential for further engagement with shareholders, with a General Meeting held in June 2025, where shareholders who chose to attend the meeting would have the opportunity to speak with the CEO and the Chair in person about the Tender Offer. Additionally, shareholders could discuss queries about the process with the Company Secretary and our registrar.



Suppliers & advisers

Why engagement is important

Regular engagement with our suppliers and distributors enables us to gain a deeper understanding of their needs and priorities, which in turn helps to inform and shape our strategy. Our approach reflects our commitment to partnering with value-added ingredient suppliers who share our passion for, and dedication to, research-proven, evidence-led product solutions.

Our advisers are valued within the business, as they bring external perspective and expertise in specific areas, including audit, ESG and emissions reporting. As part of our strategy to reduce central cost overheads, we aim to forge open and transparent relationships to accelerate their understanding of our business and obtain the best value for money possible.

How we listen

Engagement with suppliers is maintained through regular and transparent dialogue between our management teams and key business partners. We hold frequent meetings with suppliers and distributors to discuss performance, opportunities and shared objectives. In addition, colleagues participate in UK and international trade events and exhibitions to strengthen existing relationships and foster new partnerships. Our advisers typically liaise with specific functions in the Group (for example, our finance team and Company Secretariat and Board Committees). Where appropriate, they are invited to present to the Board to share expertise, results of specific projects and to generate discussion.

How we respond

Throughout FY25, we have maintained a dialogue with suppliers to understand their and our developing needs. This regular contact through calls and virtual meetings has enabled us to revisit and refine our strategy, as we look at ways to create efficiency and scale in procurement, production and supply chains. Such visits have also provided an opportunity to evaluate our suppliers' and distributors' own processes and practices.



Communities

Why engagement is important

We recognise that our business has an impact on those around us and that each community is different. We strive to appreciate what is important to our communities – whether the provision and retention of jobs, investment in local economies or supporting local health and wellbeing and education initiatives.

How we listen

We are aware that no “one size fits all” and therefore our approach to engagement has been to encourage our sites to communicate directly with their local communities. This includes encouraging active participation in community initiatives and supporting local charitable causes. Details of our support for our local communities and opportunities to get involved are published on our intranet site www.fevara.com. Issues facing local communities may be reported to the Board, where they are likely to impact decision-making.

How we respond

During FY25, given our focus on strategic reorganisation, which included a site closure and major disposal, we have not coordinated the time and resources allocated to local community initiatives as rigorously as in the prior year. As part of our ESG strategy and framework refresh that was carried out in FY25, we have committed to ‘Support people & communities across our industry’. This will include developing a more strategic approach to selecting, implementing and tracking community and sector engagement initiatives. We will disclose our progress internally throughout the year and summarise this in the FY26 Annual Report and Accounts.



More information on our ESG framework can be found on page 26

Environment

Understanding and managing the impact of our business on the environment, as well as the impacts of the environment on our business, supports the successful implementation of our strategy. We recognise our responsibility for protecting the environment and contributing to a sustainable future and we will comply with all relevant laws and regulations.

During FY25, we fully revised our ESG strategy and supporting governance structure. This project engaged Board and Senior Management Team members over a period of six months and more details can be found on pages 23 to 25. Our updated environmental commitments are set out in the Production pillar of our revised ESG strategy and include a renewed focus on: responsible sourcing and an improved understanding of our supply chain impacts; and minimising our operational footprint – particularly in relation to carbon emissions, energy, water and waste.

During this process, we also reviewed the Terms of Reference and responsibilities of our refreshed Sustainability and Impact Committee (SIC). The CEO chairs the SIC and provides a direct link to the Board on ESG matters, including those related to the environment. Environmental matters are also reported to the Board through our risk management reporting process, allowing these to be considered in decision-making. To embed our commitment, training in environmental and sustainability matters forms part of induction process.



More information can be found in the Production and Product sections on pages 34 to 37



Case study

Returning capital to shareholders

On 16 January 2025, the Board announced its decision to dispose of its interests in the majority of its Engineering Division to Cadre Holdings, Inc. for cash with an enterprise value of £75m. The Board also announced its intention to distribute up to £70m of the net cash proceeds from the sale to shareholders. The sale completed in April 2025.

To evaluate the quickest and most effective way to return capital to shareholders, the Board engaged with independent advisers and a selection of shareholders. Following careful consideration and consultation, the Board agreed that a tender offer would be the most appropriate route, for the following key reasons:

- **Flexibility:** Qualifying shareholders could choose to reduce their holdings of Ordinary Shares or maintain their full investment
- **Inclusiveness:** All qualifying shareholders could participate, regardless of shareholding size
- **Market value:** The Company could return capital to shareholders at a market-driven price with an appropriate premium

Given these perceived benefits, the Board considered that the Tender Offer was in the best interests of the shareholders as a whole. Company Directors who held Ordinary Shares also confirmed their intention to support this. In June 2025, the Board announced that the number of valid applications received exceeded the maximum number of Ordinary Shares which could be purchased. Excess tenders were scaled back and the total value returned to shareholders was confirmed at £70m.

Further details of the Tender Offer can be found on the Company's website at www.fevara.com.

Stakeholders engaged	Outcome
• Board	£70m returned to shareholders in an effective, fair and timely manner
• Selected major shareholders	
• Director shareholders	
• Advisers	



The Board determined, following consideration and selective consultation with shareholders, that the Tender Offer would be the most appropriate method of returning capital to shareholders in a quick and efficient manner.”

42,944,785

number of shares purchased

£70m

total value returned to shareholders



Tim Jones
Nomination
Committee Chair



NOMINATION COMMITTEE MEMBERS

Tim Jones
(Committee Chair)
(Non-Executive Director)

Stuart Lorimer
(Non-Executive Director)

Gillian Watson
(Non-Executive Director)

Fiona Rodford
(Non-Executive Director)

Introduction

The Nomination Committee reviews the leadership needs of the Group to ensure that the Board has the skills and experience required to deliver the Company's strategic objectives and compete effectively in the marketplace – now, and in the future.

Committee membership

The Committee comprises Tim Jones, who is the Committee Chair, and three independent Non-Executive Directors, Stuart Lorimer, Gillian Watson and Fiona Rodford.

During FY25, Ian Wood stepped down from the Board and its Committees on 8 October 2024 and Shelagh Hancock stepped down from the Board and its Committees on 31 December 2024.

Meetings in the year

The Committee met on four scheduled occasions during FY25. Details of attendance can be found on page 87.

Nomination Committee responsibilities and key activities in FY25

The Committee's responsibilities and key areas of activity in FY25 are shown below.

Further details of the Committee's responsibilities can be found in the Nomination Committee's Terms of Reference, located at www.fevara.com.

Key Nomination Committee responsibilities	Key activities in FY25
Reviewing the structure, size and composition of the Board and monitoring the range of skills, knowledge and experience required for the Board to operate effectively and to deliver the Group's strategy.	- Reviewed the size and composition of the Board following the departure of Ian Wood and Shelagh Hancock, and in light of the requirements of the 2018 Corporate Governance Code. - Reviewed and assessed the range of skills, attributes and experience of Directors to ensure that the Board remains effective, balanced and suited to the Group's strategic priorities given its transition to a purely Agriculture business. - Undertook an internal Board effectiveness review. - Undertook a general review of the structure, size, composition and diversity of the Board and its Committees, as well as the structure of the Senior Management Team, with particular focus on the required capability needed to support the Group's strategy.
Overseeing Board and Senior Management succession planning, including setting objective selection criteria and transparent recruitment processes, and making recommendations to the Board in relation to the appointment of Executive and Non-Executive Directors.	- Appointment of Joshua Hoopes as CEO with effect from 1 July 2025, following the successful sale of the majority of the Engineering Division and the Group's move to focus on being an international specialist in livestock supplements. This was a direct result of CEO succession planning, with Joshua, who joined the Group in March 2024, having been identified as a potential CEO in the event of these developments. - Departure of David White (CEO) from the Group on 30 June 2025. - Reappointment of Martin Rowland as a Non-Executive Director on 13 November 2024, following the end of his 12-month contract as Executive Director of Transformation. - Oversaw ongoing Senior Management Team succession planning.
Setting the Group's policy on diversity and inclusion and overseeing its implementation in succession planning across the Group.	- Reviewed and updated the Board's Diversity Policy which can be found at www.fevara.com. - Reviewed breadth of skills, experience, knowledge and diversity amongst the Board.
Reviewing the leadership needs of the Group, both Executive and Non-Executive, to ensure the business operates effectively in its particular markets.	- Considered options on the size of the Board and the expertise and experience required to support the Group's strategy. - Undertook evaluation of Board composition and skills. - Delivered training to Directors.
Reviewing the Committee's Terms of Reference to ensure they reflect the Committee's remit and recommending any changes considered necessary to the Board for approval. Ensuring that the Committee is operating effectively.	Reviewed and updated the Committee's Terms of Reference which can be found at www.fevara.com.
Reviewing the results of the Committee's performance evaluation.	Created action plans following feedback from the Committee's internal performance review.

Further information related to the above activities is set out on the following pages.

Board composition

Status	Members	Number
Independent Chair	Tim Jones	1
Independent Non-Executive Directors	Stuart Lorimer, Gillian Watson, Fiona Rodford	3
Non-Independent Non-Executive Director	Martin Rowland	1
Executive Directors	Joshua Hoopes	1

Notes:
Martin Rowland is not considered independent as he is a representative of Harwood Capital, a shareholder. Tim Jones was considered independent on appointment, and continues to be considered independent.

As at the date of this report, Board Committee membership is as follows:

Nomination Committee	Audit and Risk Committee	Remuneration Committee
Tim Jones (Chair)	Stuart Lorimer (Chair)	Fiona Rodford (Chair)
Stuart Lorimer	Gillian Watson	Stuart Lorimer
Gillian Watson	Fiona Rodford	Gillian Watson
Fiona Rodford		Tim Jones

Board composition
Chief Executive Officer

On 7 May 2025, it was announced that Group CEO, David White, would leave the Group following completion of the sale of the majority of the Engineering Division on 22 April 2025 and subsequent reduction in the size of the Group as a result. The process to identify a successor to David White was led by Tim Jones as Chair of the Nomination Committee. Joshua Hoopes, who joined the Group as CEO, Global Agriculture in March 2024 and had proven his strong knowledge of the Agriculture industry and awareness of existing and new markets, was identified as a strong candidate.

Following discussions, the Nomination Committee recommended Joshua as the CEO of the new business. Considerations included the Group’s strategic transition to focus on being an international specialist in livestock supplements, the Board’s commitment to maximising shareholder value, as well as the need for an efficient and orderly handover.

The recommendation was approved by the Board and Joshua was appointed as CEO on 1 July 2025.

Non-Executive Directors

Having served nine years and seven days as a Non-Executive Director, Ian Wood stood down from office on 8 October 2024.

This small extension to his tenure facilitated a smooth handover after the 2024 financial year end and the Board did not consider that Ian’s independence was impaired. Ian left the Company with the Board’s thanks and best wishes for the future.

Shelagh Hancock also stood down from the Board and its Committee on 31 December 2024 with the Board’s best wishes for continuing future success.

Despite two Non-Executive Directors leaving the Board in FY25, no new Non-Executive Directors were appointed to the Board and its Committees. This was a result of robust succession planning in prior years in anticipation of long-serving Non-Executive Directors stepping down from the Board. Details of the Nomination Committee’s recruitment of Non-Executive Directors in recent years, including the benefits of diversity, are detailed in previous Annual Report and Accounts.

Following the end of his 12-month contract in November 2024 as Executive Director of Transformation, Martin Rowland was reappointed as a Non-Executive Director of the Company. Details of Martin’s original appointment to the Board in March 2023 can be found in the Nomination Committee Report in the FY24 Annual Report and Accounts. Martin is a representative of Harwood Capital Management Limited (“Harwood”) pursuant to a relationship agreement between the Company and Harwood.

The Nomination Committee regularly discussed Board size and composition during FY25 to ensure that an appropriate balance of skills, experience and diversity of thought remains in place, as well as to comply with the 2018 Corporate Governance Code.

Since 2023, the Board has reduced in size from eight Directors as at the date of the FY22 Annual Report and Accounts to six as at the date of this Annual Report and Accounts. The Board’s composition is summarised in the table opposite.

During FY25, Board Committee memberships also changed as the succession plan for Non-Executive Directors was implemented. As mentioned above, Ian Wood stepped down from the Board and its Committees on 8 October 2024, and Shelagh Hancock stepped down from the Board and its Committees on 31 December 2024. Following the announcement of Shelagh’s exit from the Group, Fiona Rodford became a member of the Audit and Risk Committee on 6 December 2024.

Group succession planning and development

People are key to the Company delivering its strategy and meeting its objectives. The Nomination Committee keeps the structure, size and composition of the Board under review and makes recommendations to the Board to ensure that plans are in place for orderly and effective Director succession. The broader Group’s succession planning focuses on developing a diverse pipeline of appropriately qualified and experienced employees, who are recruited or developed internally, to meet the future management and leadership needs of the Group. Recruitment processes for leadership and senior positions across the Group are managed under the supervision of the Chief People Officer and include internal and external candidates. Independent recruitment consultants are also appointed, where appropriate.

Across the Group, our evolving career pathways and employee development initiatives are designed to attract, retain and develop the best talent. Following the approval of the Group's ESG strategy by the Board in August 2025, the Chief People Officer also leads the people-related element of that strategy – a development that further underpins the Group's commitment to investment in attracting and developing talent to achieve our strategic objectives. Further details of those initiatives are described on pages 28 to 31 (inclusive). During the year, the Chief People Officer met with Fiona Rodford – the Group's Employee Engagement Representative, to review succession planning for the Senior Management Team and key personnel.

Diversity and inclusion

The Group's principal concern when making employment decisions is that candidates possess the required skills, knowledge and experience, or the potential to develop the required skills, knowledge and experience, to meet the requirements of the Group. All appointments, whether external recruitments or internal promotions, are based on merit and are not influenced or affected by race, colour, nationality, religion or belief, gender, marital status or civil partnership, family status, pregnancy or maternity, sexual orientation, gender reassignment, disability or age. There are no differences in pay structures for persons of different genders performing similar roles.

As a multinational organisation, we aim to recruit talented people who reflect the diverse nature of the countries, sectors and customers we serve. We value the unique contribution that each employee brings to the Group, and we are committed to creating an inclusive and diverse work environment where all employees can fulfil their full potential. The Nomination Committee recognises that diversity strengthens the Board by bringing a broad range of perspectives and richness to decision-making and debate. Successful delivery of the Group's strategy depends on the recruitment and retention of a motivated and skilled workforce in an increasingly competitive labour market. The Board also recognises that steps taken to improve diversity in the workplace increase the attractiveness of the Group to prospective employees and enhance the available talent pool.

Details of Board diversity, including the Board Diversity Policy, can be found on page 86, and details of our commitment to promoting diversity and inclusion for all employees, including the Senior Management Team, can be found above.

The table below shows the gender breakdown across the Group as at the date of this report.

Gender breakdown	Number			%	
	Total	Male	Female	Male	Female
Employees*	201	136	65	68	32
Senior Managers**	7	5	2	71	29
Direct reports to Senior Managers	25	15	10	60	40

* Excluding Chirton Engineering Limited (held for sale).

** Includes Executive Directors with direct reports.

Director independence

Details relating to Director independence can be found in the Corporate governance Report on page 90.

Board performance review

In July 2025, the Board undertook an internal effectiveness review. The findings were presented to the Board in August 2025 and were the subject of detailed and constructive discussion. Details of that process and its outcomes are set out in this Corporate Governance Report on pages 92 to 93 (inclusive).

Committee effectiveness

The effectiveness of the Nomination Committee was considered as part of the Board's internal effectiveness evaluation described on pages 92 and 93. The review found that the Committee was well led and effectively discharged its obligations. Succession planning and talent pipeline were key areas for the Committee and will continue to be so during FY26. Board training and deep dives into key areas were welcomed and would continue to form part of the Board agendas for future meetings.

Director re-election

In accordance with best practice under the UK 2018 Corporate Governance Code, at the forthcoming AGM expected to take place in February 2026, Tim Jones, Stuart Lorimer, Gillian Watson, Fiona Rodford and Martin Rowland will each stand for re-election to the Board and Joshua Hoopes will stand for election.

The Board will set out in the Notice of Annual General Meeting its reasons for supporting the re-election or election of each Director. Director biographies are summarised on pages 80 and 81 and demonstrate the range of experience which each Director brings to the benefit of the Group.

The Nomination Committee Chair will attend the AGM and respond to any shareholder questions that might be raised on the Committee's activities.



Tim Jones
Nomination Committee Chair
9 December 2025

Stuart Lorimer
Audit and Risk
Committee Chair



AUDIT AND RISK COMMITTEE MEMBERS

Stuart Lorimer
(Committee Chair)
(Non-Executive Director)

Gillian Watson
(Non-Executive Director)

Fiona Rodford
(Non-Executive Director)

Introduction

The Audit and Risk Committee assists the Board in discharging its responsibilities for the integrity of the financial statements and narrative reporting, the effectiveness of internal controls, the identification and management of risks, and the external and internal audit processes.

The report on the pages which follow details the principal activities of the Committee during the year, together with information on its governance.

Committee membership

The Committee currently comprises three independent Non-Executive Directors: Stuart Lorimer (Committee Chair), Gillian Watson and Fiona Rodford.

During the year, Ian Wood stepped down from the Board and the Committee on 8 October 2024 and Shelagh Hancock stepped down from the Board and its Committees on 31 December 2024. Fiona Rodford joined the Committee on 6 December 2024.

The Committee acts independently of management, and the Board is satisfied that the Committee taken as a whole has the appropriate skills, knowledge, experience and understanding of the Group's undertakings to effectively discharge the Committee's responsibilities.

Meetings in the year

The Committee met on six scheduled occasions during the financial year (details of attendance can be found on page 87) and each Committee meeting has an agenda linked to the Company's financial calendar. The meetings are attended by the Committee members and by invitation, the CEO and CFO, other senior finance personnel as well as representatives from the External Auditor and the internal auditor.

During the year, the Committee regularly met privately with the External Auditor and the Committee also held meetings with internal audit without the CEO, CFO or other senior finance personnel.

Responsibilities of the Committee

The primary role of the Committee is to assist the Board in fulfilling its oversight responsibilities. This includes providing effective governance over the integrity of the Group's financial reporting, the effectiveness of its systems of internal control and of risk identification, management and reporting.

The Committee reviews its Terms of Reference regularly and makes recommendations to the Board for any appropriate changes. The Committee's Terms of Reference can be found on the Company's website at www.fevara.com. The Committee regularly reports to the Board on how it discharges its responsibilities.

These responsibilities drive the main activities of the Committee as noted below. Details on specific work undertaken during the year are also set out below. In some instances, the activities noted spanned more than one financial year.

Responsibilities of the Committee	Activities during the year
Financial reporting - Reviewing and monitoring the integrity of the Group's financial statements and related narrative reporting, including the appropriateness of the Group's accounting policies. - Considering the process for assessing the Group's prospects and the disclosures made in the Viability statement in the Annual Report and Accounts.	- Reviewed and challenged key financial reporting judgements and estimates. - Reviewed the Group's going concern and Viability statement disclosures. - Reviewed and approved the Alternative Performance Measures used by the Group, including Adjusting Items.
Where requested by the Board, providing advice on whether the Annual Report and Accounts, taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.	- Reviewed the Group's financial statements and narrative to ensure that this is fair, balanced and understandable. - Reviewed the Group's disclosures over assets held as 'discontinued' and as 'held for sale' to ensure the appropriateness of these statutory disclosures and supplementary disclosure. - Reviewed the three-year time horizon for the Group's Viability Statement. - Reviewed the Group's budget, forecasts and sensitivity analysis, and concluded that the Group is viable over the three-year time horizon. - Reviewed the Group's disclosures in respect of the Task Force on Climate-related Financial Disclosures. - Reviewed and recommended to the Board the Group's principal risks for inclusion in the Annual Report and Accounts.
External audit - Reviewing and monitoring the scope and effectiveness of the external audit, taking into consideration relevant professional and regulatory requirements. - Considering the independence and objectivity of the External Auditor, and the Group's policy on the engagement of the External Auditor to supply non-audit services.	- Reviewed the audit strategy and plan. - Agreed the terms of engagement and remuneration of the External Auditor. - Reviewed the Group's policy for non-audit work and monitored the independence of the External Auditor. - Discussed and agreed on External Auditor recommendations to improve year end reporting and audit process. - Discussed with the External Auditor those issues requiring judgement and estimation.

Responsibilities of the Committee continued

Responsibilities of the Committee	Activities during the year
Internal control and risk management	- Reviewing the effectiveness of the Group's internal financial controls, and other systems of internal control and risk management. - Reviewed the Group's internal controls and risk management systems, as well as the Group Risk Register. - Considered the actions necessary to improve the internal control environment following assessments conducted internally and by outsourced internal audit and challenged and subsequently agreed a plan presented by management. - Considered key areas of risk identified by the External Auditor in the context of management's actions and the nature of the business.
Internal audit	- Reviewing the scope and effectiveness of the internal audit function. - Reviewed the outsourced internal audit work plan for the year and the effectiveness and cost-effectiveness of the internal audit function. - Reviewed reports from outsourced internal audit on the work undertaken during the year and the output and recommendations from that work.
Whistleblowing and anti-bribery	- Review of the Group's whistleblowing and anti-bribery policies and arrangements. - Reviewed the Group's Whistleblowing Policy, the Group's Anti-Bribery Policy and the Group's Anti-Fraud Policy. - Reviewed on behalf of the Board any whistleblowing or similar reports together with their resolution.

Review of key judgements and estimates

An important responsibility of the Committee is to review and agree significant estimates and judgements made by management. To satisfy this responsibility, the Committee reviewed detailed written reports from the Chief Financial Officer and the External Auditor at its meetings to review the half-year and year end results. The Committee carefully considered the content of these reports in evaluating the significant issues and areas of judgement across the Group.

The key areas of judgement in the year were as follows:

Disclosure of discontinued operations:

IFRS 5 sets specific criteria which, if met, require business operations or assets to be separately disclosed as being discontinued or held for sale. In determining the appropriate accounting treatment and disclosure of certain assets, the Committee reviewed the circumstances surrounding each relevant disposal group and asset individually at the year end and also took into account circumstances after the year end in assessing the appropriateness of the year end position. On 22 April 2025, the Engineering Division, excluding the Chirton business, was sold to Cadre Holdings, Inc. and therefore the trading results of this Division and the profit on disposal are included within discontinued operations in the Consolidated Income Statement.

In addition, following closure on 31 October 2024, the trading results and profit on disposal of the Afgritech LLC business and property are also included in discontinued operations. All of the properties classified as held for sale at FY24 were sold during FY25. The Committee concluded that it was appropriate under IFRS 5 to report the businesses and assets outlined below as being discontinued or held for sale at the balance sheet date:

- The Chirton machining business
- Three Group properties being actively marketed for sale by the year end including the Animax site which was closed on 30 June 2025

Although the Chirton machining business has been classified as held for sale for a period in excess of one year this is due to circumstances beyond the control of the Group. For this reason the Committee concluded that it was still appropriate to classify the Chirton business as discontinued and held for sale at year ended 2025. The business continues to be marketed for sale and has received interest from a number of parties.

In addition to determining the correct basis of disclosure of the above assets, the Committee also considered the Net Realisable Value for each asset.

Potential goodwill and other non-current assets impairment:

The Committee challenged the reasonableness of the future business performance assumptions adopted by management for those businesses that had underperformed against expectations in light of historical performance and market trends and, as appropriate, in the context of disclosure of assets as being 'held for sale'. The Committee also reviewed the assumptions underlying the discount rates used in the evaluation. The Committee concurred with management's view that a further impairment of £2.8m (2024: £3.2m) against the carrying value of the assets of the Chirton business was required. At the year end, the cumulative impairment against Chirton was £5.9m. Further details of the assets held for sale and impairment are contained in Note 9.

Defined benefit pension scheme:

The Committee considered the key actuarial assumptions used to value the scheme obligations. The assumptions made were reviewed against market data in conjunction with independent actuarial specialists to assess their appropriateness, and the disclosures on the sensitivity of the obligations to changes in such assumptions were reviewed. The Committee was satisfied that the scheme's assets were appropriately valued following the buy-in with Aviva during the year, that the assumptions adopted in relation to the scheme's liabilities were appropriate, and that disclosures made in relation to the scheme were appropriate.

At 31 August 2025, the estimated liabilities for Barber Window and GMP equalisation are not included in the liabilities insured and are therefore not included as a matching asset. This has resulted in a retirement benefit obligation being shown at FY25.

Following the data cleansing exercise currently underway, these liabilities will be brought into the insurance policy. The Company has set aside funds in an escrow bank account that requires both a Company signatory and a Trustee signatory to be able to withdraw funds to pay for any liabilities that occur during the data cleansing period together with any adjustment to the final premium payable to Aviva. As the bank account is a Company asset and the liabilities are pension scheme liabilities they are not permitted to be offset on the face on the balance sheet.

Revenue recognition in relation to Engineering:

ISA (UK) 240 presumes a risk of revenue misstatement due to improper recognition. The key risk to revenue recognition is judged to be in relation to the recognition of revenue and profit on engineering contracts up to 22 April 2025 when the Engineering businesses with long-term contracts were sold. Following the disposal of the Engineering Division, excluding the Chirton business, this is no longer a significant accounting estimate. The remaining businesses including the Chirton business recognise revenue at a point in time.

Going concern and Viability statement

The Committee reviewed management's reports regarding the going concern assumption and the Viability statement disclosures. Specific focus was given to the assumptions used in cash flow forecasts, given historic forecasting accuracy, while the sensitised scenario analyses and analysis of financing headroom were also scrutinised. The Committee considered the appropriate period relevant to the viability statement and also reviewed reports from the External Auditor in relation to the appropriateness

of the period of viability considered by management and the risks and scenarios applied. Considering all available information, including ongoing inflationary pressures, divisional trading sensitivities and challenging the assumptions adopted by management, the Committee was satisfied that the going concern assumption remained appropriate, and that disclosures in the Annual Report and Accounts in relation to going concern and the Viability statement were appropriate.

TCFD disclosures

The Committee reviewed the TCFD disclosures and Scope 1 and Scope 2 emissions. The Committee was satisfied with the reasonableness of the disclosures.

Fair, balanced and understandable

The Committee, further to the Board's request, reviewed the Annual Report and Accounts, and provided advice to the Board in relation to whether the Annual Report and Accounts, taken as a whole, is considered fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position, performance, business model and strategy. To make this assessment, the Committee reviewed a report prepared by the Chief Financial Officer outlining key matters and circumstances affecting the Group. The Committee was satisfied that such matters were adequately referenced or reflected within the Annual Report and Accounts. The Committee confirmed to the Board that it had concluded that, when taken as a whole, the Annual Report and Accounts for FY25:

- (i) was fair, balanced and understandable and provided the information necessary for shareholders to assess the Company's performance, business model and strategy; and
- (ii) informed the Board's statement in the Annual Report and Accounts on these matters that were required under the UK Corporate Governance Code (2018) and accordingly the Committee recommended the Company's Annual Report and Accounts for FY25 for approval by the Board. The Board consequently approved the Company's Annual Report and Accounts for FY25 on such basis.

Internal control and risk management

During the year, the Committee monitored the effectiveness of the Group's internal control and risk management systems. The Committee reviewed the FY24 report prepared by the External Auditor to assess whether the expected improvements in the control environment had been verified and understand what further improvements the External Auditor deemed necessary. During the prior year, the Company had conducted an in-depth review of internal controls and also conducted a review by outsourced internal audit over key controls. These reviews had identified shortcomings in the control environment, and management implemented a targeted programme of activity to improve key controls immediately and the broader control environment. Further work undertaken in FY25 noted material improvement in the control environment but with further work to be completed ahead of implementation of S29 of the UK Corporate Governance Code in FY27. The Company has an agreed plan in place for this work, targeting completion in H1 FY26.

The Committee reported to the Board that whilst the required improvements were noted, it was satisfied that the actions taken to improve key controls left the overall effectiveness of the Group's internal control and risk management systems as adequate, albeit that further improvements are being implemented post year end.

External audit

The reappointment of Grant Thornton (UK) LLP ("Grant Thornton") as the Group's External Auditor was recommended by the Board and approved by shareholders at the Company's AGM held on 14 February 2025.

The Committee assessed the expertise and independence of Grant Thornton during the year, as well as consideration of the terms of engagement and remuneration. Grant Thornton's audit partner is Jon Maile, and this is his first year in that role.

The Committee reviewed Grant Thornton's detailed audit plan presented in August 2025. Its performance was assessed by the Committee, with the decision made to recommend the reappointment of Grant Thornton as auditor for the financial year to 31 August 2026.

External Auditor independence

The Committee regularly reviews the objectivity and independence of the External Auditor. The External Auditor confirms compliance with its own internal policies and procedures designed to ensure that it complies with UK regulatory and professional standards, including ethical standards, and to ensure that its objectivity is not compromised.

The Committee also annually reviews the Group's Non-Audit Services Policy, updating and approving the policy where appropriate. The objective of the policy is to ensure that the provision of any such services does not impair, or is not perceived to impair, the External Auditor's independence or objectivity.

The policy imposes guidance on the areas of work that the External Auditor may be asked to undertake and those assignments where the External Auditor should not be involved. The policy can be viewed on the Company's website www.fevara.com.

To ensure that the policy is effective, and the level of non-audit fees is kept under review, all non-audit services must be approved by the Chief Financial Officer and reported to the Committee. Prior approval of the Committee is also required before the External Auditor is engaged to provide non-audit services costing over £25,000 in aggregate. During the year, no non-audit services were provided to the Group by Grant Thornton other than limited work in reviewing the unaudited interim results of the Group.

The Committee considers Grant Thornton to remain independent and recommended to the Board that Grant Thornton be reappointed as the Group's External Auditor.

Internal audit

The Committee is responsible for monitoring the performance and effectiveness of the Group's internal audit activities. The year under review was the second year of using outsourced internal audit services. The Committee believes that this outsourced approach provides the breadth of skillset and experience required for an effective function, with access to specialist knowledge as required.

The activity of the outsourced provider was agreed based on management's assessment of specific areas requiring focus. In the current year, activity was focused on the application of key controls across the Group.

On an annual basis, the Committee also reviews and approves the Group's internal audit charter which describes the role and mandate of the internal audit function.

The Committee keeps the performance and effectiveness of the internal audit function under review, assessing the capacity, experience and expertise within the internal audit function against the existing and emerging risks in the Group. The Committee is satisfied that the outsourced arrangements give the Group access to a range of skills and experience appropriate for the Group and was satisfied by the activities undertaken. The internal audit work plan will be regularly reviewed to respond to any emerging risks or challenges.

Committee effectiveness

The effectiveness of the Committee was considered as part of the Board's internal effectiveness evaluation described on pages 92 and 93. Feedback from the evaluation confirmed that the Committee continues to operate effectively and fulfil its responsibilities.

The Committee Chair will be available at the forthcoming AGM, expected to be held in February 2026, to respond to any shareholder questions that might be raised on the Committee's activities.



Stuart Lorimer
Audit and Risk Committee Chair

9 December 2025

Fiona Rodford
Remuneration
Committee Chair



REMUNERATION COMMITTEE MEMBERS

Fiona Rodford
(Committee Chair)
(Non-Executive Director)

Tim Jones
(Non-Executive Director)

Stuart Lorimer
(Non-Executive Director)

Gillian Watson
(Non-Executive Director)

Introduction

The Committee's report is presented in the following sections:

1. The Annual Statement:

The Annual Statement highlights some of the key considerations for the Committee during the year and forms part of the Annual Report on Remuneration.

2. The Annual Report on Remuneration:

The Annual Report on Remuneration sets out how the Directors' Remuneration Policy was applied in FY25; provides details of the remuneration received by Directors relating to FY25; and outlines how the policy will be applied during FY26. The Annual Report on Remuneration will be subject to an advisory shareholder vote at the forthcoming AGM expected to take place in February 2026.

3. The Directors' Remuneration Policy:

The Group's policy for the remuneration of Executive Directors, the Chair and Non-Executive Directors is set out on pages 125 to 132 (inclusive). The most recent Directors' Remuneration Policy was approved by shareholders at the AGM which took place on 20 February 2024. No changes to the Directors' Remuneration Policy were proposed this year.

1. Annual Statement from the Chair of the Remuneration Committee

Performance and remuneration in FY25

Performance outcomes are reflected in the remuneration received by Executive Directors based on financial and strategic targets. The financial and strategic targets set by the Committee, together with the resulting remuneration payable to the Executive Directors, are detailed in the Remuneration Committee's Report which follows.

Adjusted profit before tax for the Group (continuing and discontinued operations (including the Engineering Division to the point of sale)) was £9.0m. For continuing operations only, adjusted profit before tax was £4.2m 67.0% ahead of the prior year. Adjusted earnings per share for the full Group was 8.9 pence. For continuing operations only, adjusted earnings per share increased 69.2% from 2.6 pence in FY24 to 4.4 pence.

Full-year performance was ahead of the budget set by the Board. As a result an annual bonus was payable in relation to financial targets to David White (as CEO for ten months of the financial year) and to Joshua Hoopes (as CEO for two months of the year) (see pages 115 to 117 for details). Excellent progress was also made towards achieving the strategic targets (see pages 115 to 117 for details) and in positioning the business well for future growth. An annual bonus was therefore payable to each of David and to Joshua in relation to the strategic targets.

Owing to the performance of the Group over the last three financial years, no long-term award share option awards granted to Executive Directors under the Group's Long Term Incentive Plan will vest in relation to the performance period which ended on 31 August 2025. For details see pages 117 and 118.

The Committee is satisfied that the Remuneration Policy operated as intended in FY25, and that remuneration outcomes for Executive Directors are aligned with Group strategy and shareholders' interests.

Full details of the remuneration targets set by the Committee, together with performance against those targets and the remuneration outcomes for FY25, are contained within the Annual Report on Remuneration which is set out on the following pages.

Key matters considered in FY25 Committee changes

Former Remuneration Committee Chair, Ian Wood, left the Board and the Board Committees on 8 October 2024, having stood down as Chair of the Remuneration Committee from 31 July 2024. Shelagh Hancock also stood down from the Board and the Board Committees on 31 December 2024.

Executive Director changes

During FY25 there was a change of CEO. Following completion of the disposal of the majority of the Engineering Division on 22 April 2025, David White stepped down from the role of CEO of the Group and left the Group on 30 June 2025. David's remuneration on departure was agreed by the Committee, the details of which can

be found on page 120. Joshua Hoopes was appointed CEO of the business with effect from 1 July 2025, having previously been CEO, Global Agriculture. The Committee, having consulted with external advisers, PricewaterhouseCoopers LLP ("PwC"), agreed the remuneration arrangements for Joshua as new CEO. Details can be found on the pages which follow.

As reported in the FY23 and FY24 Annual Report and Accounts, Martin Rowland was appointed Executive Director of Transformation with effect from 13 November 2023, having previously been a member of the Board as a Non-Executive Director since March 2023, Martin was reappointed as a Non-Executive Director of the Company on 13 November 2024. Details of the remuneration arrangements for Martin Rowland can be found on page 117.

Remuneration for senior management (including the Company Secretary)

Paula Robertson became Group General Counsel and Company Secretary on 1 April 2025 succeeding Justin Richards in the role. The Committee agreed the remuneration arrangements for Paula. In accordance with the Committee Terms of Reference, the Committee also approved the remuneration arrangements for other members of Senior Management, including the CFO who is not a Board member. Details of Senior Managers' remuneration are not included in this report.

Strategic progress

As detailed above, during FY25, the Committee considered the remuneration arrangements for the Executive Director changes and remuneration for Senior Managers as detailed above. Such changes and appointments have helped support the Group's strategy.

FY25 was a pivotal year for the Group, with the sale of the majority of the Engineering Division, the return of £70m to shareholders via a successful Tender Offer, and the launch of a new, refocused strategy for sustainable and profitable growth. The Committee remains committed to ensuring that the remuneration provided to Executive Directors and the Senior Management Team continues to be appropriate given the changes. With this in mind, for FY26 financial targets for the annual bonus will be based on adjusted earnings before interest and tax (EBIT), which the Committee has considered to be a more appropriate measure for a growth business. LTIP performance criteria will continue to be based on the Company's adjusted earnings per share (EPS) and relative total shareholder return (TSR). Since the Company's shares are a member of the FTSE Small Cap Index, the Committee has considered it appropriate to use performance relative to this index (excluding investment trusts and financial services companies) as the basis for comparison.

Remuneration in FY26

Details of expected remuneration in FY26 can be found on page 125.

External advisers

During the year, external adviser PwC was engaged to advise the Committee on remuneration issues, most notably in connection with the application of the Directors' Remuneration Policy and preparation of the Directors' Remuneration Report. PwC is a signatory to the Remuneration Consultants' Code of Conduct, which requires that its advice be objective and impartial. Total fees incurred for the services provided amounted to £45k (exclusive of VAT).

PwC provides other services for the Company in relation to accounting and internal audit. The Committee is satisfied that no conflicts of interest exist in relation to advice provided to the Committee. It is also satisfied that the members of PwC teams do not have connections with the Company, which might impair their independence.

Committee effectiveness

The effectiveness of the Remuneration Committee was considered as part of the Board's internal effectiveness evaluation described on pages 92 and 93.

Feedback from the evaluation confirmed that the Committee operated effectively in FY25 and fulfilled its responsibilities. Focus for the Committee during FY26 will be on assessing incentive and benefit packages given the changes to the Group in FY25 and the new refocused strategy as described in the Strategic Report in this FY25 Annual

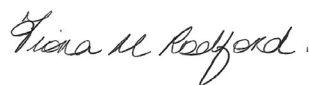
Report and Accounts, and on reviewing the Directors' Remuneration Policy ahead of it being put to shareholders at the 2027 AGM.

2025 AGM

At the AGM of the Company held on 14 February 2025, the Annual Report on Remuneration was approved with 96.89% of votes being cast in favour. Full details of the voting can be found at on our website www.fevara.com.

2026 AGM

I hope that shareholders are able to support the Remuneration Committee's Report at the forthcoming AGM expected to be held in February 2026.



Fiona Rodford
Remuneration Committee Chair

9 December 2025

2. Annual report on remuneration

This part of the Directors' Remuneration Report outlines the key considerations of the Committee during the year and sets out a summary of how the Directors' Remuneration Policy was applied for FY25. The Directors' Remuneration Policy can be found on pages 125 to 132. (inclusive).

Remuneration Committee

The role of the Committee

The main role of the Remuneration Committee is to make recommendations to the Board on the Group's policy for Directors' remuneration. The Committee also has delegated responsibility for setting remuneration for the Company's Chair and Executive Directors and members of the Senior Management Team, including the Company Secretary in accordance with the principles and provisions of the UK 2018 Corporate Governance Code. The Remuneration Committee has also approved the Remuneration Committee's Report for FY25.

Committee membership

The Committee is comprised of independent Non-Executive Directors. The Committee members as at the date of this report are detailed on page 109. Changes in the composition of the Committee during FY25 are detailed on page 110.

The Executive Directors may attend meetings of the Remuneration Committee by invitation and in an advisory capacity only. No person attends any part of a meeting at which his or her own remuneration is discussed. The Chair and the Executive Directors determine the remuneration of the other Non-Executive Directors.

Meetings in the year

The Committee met on four scheduled occasions during FY25. Details of attendance can be found on page 87.

Responsibilities and activities of the Committee

Details of the responsibilities of the Committee can be found in the Remuneration Committee's Terms of Reference located at www.fevara.com. The key areas of activity over FY25 are shown below alongside the key responsibilities of the Committee. In some instances, the activities noted spanned more than one financial year.

Key responsibilities of the Committee	Activities during the year	Key responsibilities of the Committee	Activities during the year
Determining the policy for Directors' remuneration and reviewing the ongoing appropriateness and relevance of the Remuneration Policy.	The current Directors' Remuneration Policy was approved by shareholders at the AGM on 20 February 2024 with 99.11% of votes cast in favour of the new policy. The Committee reviewed that Policy in July 2025 and determined that the Policy remained appropriate and no changes were required at that time.	Determining the outcome of remuneration awards for FY25, taking into account Company and individual performance.	Remuneration awards for Executive Directors were determined based on outcomes assessed against previously agreed performance-related targets (see pages 115 to 117 for details).
Setting remuneration for FY25 for the Chair, Executive Directors and Senior Management, and determining the total individual remuneration package of each Executive Director, the Chair and Senior Management including inclusion in bonus schemes, incentive payment and share option arrangements or other share awards.	Levels of basic pay and remuneration structures for Executive Directors, the Chair and Senior Management were reviewed and agreed. Specifically in relation to changes which took place during FY25, the Committee: - approved remuneration arrangements for the new CEO for the business (Joshua Hoopes); - approved the remuneration arrangements for Senior Management; - approved remuneration payments to be made to David White (former Group CEO) in connection with his exit from the Group; and - approved the remuneration for Martin Rowland who was re-elected as a Non-Executive Director.	Exercising the powers of the Board in relation to any long-term incentive arrangements.	The Committee assessed the material reduction both the scale of the Group and in share capital as a result of the sale of the majority of the Engineering Division, and the Tender Offer to determine whether any adjustment to award targets was necessary. Details can be found on pages 117 and 118.
Setting targets for performance-related pay schemes for FY25.	Performance-related targets (both financial and strategic) for Executive Directors were agreed in line with strategy (see pages 115 to 117 for details) and recommendations for Senior Management targets were also noted by the Committee.	Exercising the powers of the Board in relation to any employee share arrangements.	During FY25, SAYE options vested in respect of the 2022 scheme. In addition, options vested early in relation to employees impacted by the sale of the majority of the Engineering Division, and the closure of the Animax site. No new options were granted during FY25 due to timing of the above mentioned corporate activities and the Tender Offer.
Agreeing whether options would be awarded under share incentive plans for the performance period beginning FY25 and ending FY27 and if so the overall amount of such awards as well as the individual awards for Executive Directors and Senior Managers and the performance targets to be used. When reviewing the incentive structure for Senior Management, the Committee considers and ensures that any ESG risk is not raised by inadvertently motivating irresponsible behaviour.	LTIP performance measures for Executive Directors and Senior Managers were reviewed and agreed. The Committee agreed to make LTIP awards to Senior Managers as well as to the then CEO, David White (see page 119 for details) for the performance period FY25-FY27.	Reviewing employee remuneration and related policies.	The Committee provided oversight of wider workforce remuneration in the context of fairness and wider economic factors; and considered pay and benefits structures across the Group (including gender pay gap reporting and CEO pay ratios).
		Engaging with stakeholders on matters within its remit.	Engaging with shareholders as detailed on page 97.
		Ensuring periodic review of the Committee's own performance.	The Committee considered the outcomes from the Board's review of the Committee's effectiveness. The Committee reviewed and sought advice from external advisers PwC on developing remuneration trends and their impacts on the activities of the Committee and the Remuneration Policy.
		At least annually, reviewing its constitution and Terms of Reference.	A review and update of the Committee's Terms of Reference was undertaken. The most recent version is published on the Group's website www.fevara.com

Further information on each of the above activities is set out on the pages which follow.

Application of the Directors' Remuneration Policy during FY25

Directors in post during FY25

Dates of service contracts and appointment to the Board for all Directors in post during FY25 are given below:

	Date of service contract/Letter of appointment	Date of latest renewal of appointment	Date of first appointment to the Board	Date stood down
Executive Directors				
Joshua Hoopes	4 June 2025	N/A	1 July 2025	N/A
David White ¹	14 December 2022 (CFO) (as amended on 14 November 2023 (CEO))	N/A	21 February 2023	30 June 2025
Martin Rowland ²	13 November 2023	N/A	6 March 2023	12 November 2024
Non-Executive Directors				
Tim Jones	29 November 2022	20 August 2025	21 February 2023	N/A
Stuart Lorimer	7 June 2022	20 August 2025	1 September 2022	N/A
Gillian Watson	3 October 2023	20 August 2025	9 October 2023	N/A
Fiona Rodford	12 February 2024	20 August 2025	20 February 2024	N/A
Martin Rowland ³	2 March 2023 13 November 2024 (reappointed)	20 August 2025	6 March 2023	N/A
Shelagh Hancock	8 June 2022	28 August 2024	1 September 2022	31 December 2024
Ian Wood	9 September 2015	28 August 2024	1 October 2015	8 October 2024

¹ Reflecting appointment as CFO and appointment as CEO.

² Reflecting appointment as Executive Director of Transformation in 2023 and reappointment as a Non-Executive Director on 13 November 2024.

³ See note 2 above.

FY25 remuneration (audited information)

In this section we summarise the pay packages awarded to our Executive and Non-Executive Directors for performance in FY25 versus FY24. The table below shows all remuneration that was earned by each individual during the year and includes a single total remuneration figure for the year.

	Salary/Fees		Benefits		Pension		Total fixed pay		Bonus		LTIP		Total variable pay		Total remuneration	
	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000	FY25 £'000	FY24 £'000
Executive Directors																
Joshua Hoopes ¹	43	–	2	–	2	–	47	–	43	–	–	–	43	–	90	–
David White ²	265	290	12	11	11	12	288	313	252	80	–	–	252	80	540	393
Martin Rowland ³	50	200	4	10	2	8	55	218	125	–	–	–	125	–	180	218
Peter Page ⁴	–	82	–	–	–	3	–	85	–	–	–	–	–	–	–	85
Non-Executive Directors																
Tim Jones	104	100	–	–	–	–	104	100	–	–	–	–	–	–	104	100
Stuart Lorimer	47	45	–	–	–	–	47	45	–	–	–	–	–	–	47	45
Gillian Watson ⁵	47	40	–	–	–	–	47	40	–	–	–	–	–	–	47	40
Fiona Rodford ⁶	47	24	–	–	–	–	47	24	–	–	–	–	–	–	47	24
Martin Rowland ⁷	37	9	–	–	–	–	37	9	–	–	–	–	–	–	37	9
Shelagh Hancock ⁸	16	45	–	–	–	–	16	45	–	–	–	–	–	–	16	45
Ian Wood ⁹	8	45	–	–	–	–	8	45	–	–	–	–	–	–	8	45
John Worby ¹⁰	–	7	–	–	–	–	–	7	–	–	–	–	–	–	–	7

- Figures for FY25 are reflective of two months' service as CEO. Benefits include car allowance and private medical benefit. The value in relation to FY25 bonus includes 25% deferred in line with the Directors' Remuneration Policy, performance criteria having been assessed on award of the bonus.
- Figures for FY25 are reflective of ten months' service as CEO to 30 June 2025. Figure for FY25 salary excludes payments in lieu of notice, pay for unused holiday and redundancy payment. See page 120 for details. Figures for FY24 reflect two and a half months' service as CFO to 17 November 2023, and nine and a half months' service as CEO from 17 November 2023. Benefits for FY24 and FY25 include car allowance and private medical benefit. Pursuant to an RNS announcement on 30 January 2025, a correction was issued in relation to the stated bonus figure for FY24 (see www.fevara.com). The corrected amount is stated above and consequential changes in the report have also been incorporated. The value in relation to FY24 bonus includes 25% deferred in line with the Directors' Remuneration Policy, performance criteria having been assessed on award of the bonus. In relation to the value for the FY25 bonus, in accordance with the Directors' Remuneration Policy, no element of the bonus is deferred. See page 120 for details.
- Figures for FY25 are reflective of service as Executive Director of Transformation to 13 November 2024. Figures for FY24 are reflective of service as Executive Director of Transformation from 13 November 2023. Benefits for FY24 and FY25 include car allowance and private medical benefit. The value in the above in relation to FY25 bonus reflects the Committee's previous published intention to evaluate performance of the Executive Director of Transformation across the full tenure of the 12-month fixed contractual term. (See page 92 of the FY23 Annual Report and Accounts for details.)
- Figures for FY24 reflect service as CEO to 17 November 2023. Figure for FY24 salary excludes payments in lieu of notice payment for loss of benefits during his notice period and unused holiday entitlement. (See page 106 of the FY24 Annual Report and Accounts for details).
- Figures for FY24 are reflective of 11 months' service.
- Figures for FY24 are reflective of seven months' service.
- Figures for FY25 are reflective of service as Non-Executive Director from 13 November 2024. Figures for FY24 are reflective of service as Non-Executive Director to November 2023.
- Figures for FY25 are reflective of four months' service.
- Figures for FY25 are reflective of two months' service.
- Figures for FY24 are reflective of two months' service.

FY25 annual bonus pay-out

The annual bonus is calculated using a combination of financial and strategic performance targets which are set with regard to Group budget, historic performance, market outlook and future strategy. The Group is committed to disclosing its performance targets retrospectively, other than where prevented due to commercial sensitivities. For FY25 the maximum annual bonus for the Executive Directors is 100% of salary.

CEO targets FY25 (David White)

Financial targets

The following targets were set by the Committee and performance measured against the targets set. 60% of David's bonus was based on adjusted profit before tax (PBT) for the Group (continuing and discontinued operations). Adjusted PBT is calculated as reported PBT after adding back or deducting any one-off items outside of normal trading that were not anticipated at the time the performance targets were set.

David's financial targets were set at the start of the financial year based on an assumed disposal date for the Engineering Division with the Committee noting that the financial targets would be subject to review as the sale of the Engineering Division progressed. The Committee concluded that it continued to be appropriate for the financial targets to be based on adjusted PBT for the continuing and discontinued operations as the full Group was under the control of the CEO during the year.

The Committee subsequently agreed that there would be an adjustment to reflect the timing of the disposal of the majority of the Engineering Division on 22 April 2025. The adjustment resulted in a negligible variation to the original targets set and therefore the target levels continued to be challenging. The table below shows the adjusted targets against which performance was agreed to be measured.

Measure (GBP '000s)	Threshold	Target	Maximum
Adjusted PBT	6,038	6,356	6,673
Bonus (% of base salary)	0	30	60

For FY25, adjusted profit before tax for the Group (continuing and discontinued operations) was £9.0m. As this performance exceeded maximum performance, the full opportunity of 60% of salary is achieved (for the period of employment).

Strategic targets

Strategic targets, which accounted for 40% of the bonus in the year, are assessed independently of financial performance and details of key strategic targets set for David by the Committee together with the performance against those targets are provided below.

Performance Measure	Target	Attainment	Commentary
Organisational design structure for the Group (assuming the sale of the full Engineering Division)	- Create pathway (role and organisational changes) from current structure and cost base to an Agriculture only structure. - Agree milestones for leadership team and drive completion of critical tasks. - Develop and implement a plan to deal with the transition through the delivery of the disposal of the Engineering Division and into the new structure of the business(es) including communications strategy, people, systems and financials.	87.5%	Organisational structure agreed with Board and in place at the end of the financial year. Milestones agreed and progressed. Strategy for transition post sale of the majority of the Engineering Division has been executed.
Pension scheme buy-in	Complete transaction for pension scheme with Aviva, following finalisation of the impact of the Barber window costs.	87.5%	Buy-in transaction was completed in full in January 2025, with escrow funding to support Barber window liabilities and flexible apportionment arrangement completed in April 2025.
Engineering Division proceeds	- Agree capital allocation and manage process and external communications related to return of proceeds from the sale of the majority of the Engineering Division to shareholders. - Prepare investor relations plan including external communications and strategy updates.	87.5%	Capital was returned to shareholders by end of June 2025, following completion of the sale of the Engineering Division on 22 April 2025. Investor relations plan agreed with Board.
Responsibility for executing people strategy	- Establish communications strategy and timetable to continue embedding values with colleagues. - Ensure talent management programme outputs provided to Board six-monthly. - Implement twice yearly employee representation sessions where Fiona Rodford, (employee representative) and/or the Chair, have open-access sessions for all staff (Microsoft Teams and in-person as diaries permit).	87.5%	Communications plan progressed following "ideas workshops" held in the previous financial year. Talent management (and wider people updates) now form part of Board Agendas and with six-monthly in-depth briefings provided by the CPO. Board-employee engagement was also agreed with Fiona Rodford (as Employee Engagement Representative) including visits to the Group's UK operational sites.

Following the year end, the Committee considered outcomes against the strategic targets. The table on the preceding page summarises the Committee's assessment of performance against the targets together with the resulting bonus assessed as payable for David White.

Overall, the Committee determined that it would award a bonus attributable to strategic targets equal to 87.5% of the available opportunity (being 35% of the total available bonus relating to strategic objectives).

The total annual bonus payable to David White was therefore 95% of salary or £302,328 pro-rated to £251,940 to reflect ten months' service in the financial year. In accordance with the Directors' Remuneration Policy, payment of an annual bonus to an Executive Director who has ceased employment may be payable in cash and not subject to deferral. Therefore no element of David's bonus was deferred in the form of shares.

In addition to the above financial and strategic performance indicators, the Committee retains full discretion when assessing performance outcomes to consider other factors, which may include environmental, social and governance considerations, in order to avoid formulaic outcomes where these would not be appropriate. In relation to the bonus awarded to David White, no such discretions were applied. Other than the specific matters noted above, there were no other relevant ESG matters to be taken into account by the Committee when determining performance outcomes.

CEO targets FY25 (Joshua Hoopes)

Joshua Hoopes was appointed as CEO for the business with effect from 1 July 2025, having previously held the position of CEO, Global Agriculture. Given the short period of the financial year for which Joshua was CEO for the business, the Remuneration Committee determined that setting new targets for a two-month period would not be meaningful and therefore chose to assess the final two months on the same basis as the previous ten months in his former role.

The Committee felt that this was appropriate given that the Agriculture Division essentially formed the post-Engineering Group. Joshua's targets and outcomes set at the start of FY25 prior to appointment as CEO are disclosed below to aid transparency. Due to commercial sensitivity, FY26 targets will be disclosed retrospectively in next year's report.

For the period 1 July 2025 to 31 August 2025, the maximum annual bonus was 100% of the annual salary in-line with the bonus arrangements for recent CEOs of the business (with 25% being deferred in accordance with the Group's Deferred Bonus Share Plan for two years). A weighting of 80% for financial targets and 20% for strategic targets was applied to the targets for FY25.

Financial targets

The financial targets set at the start of FY25 when Joshua was CEO, Global Agriculture. As such, Joshua's targets related to the performance of the Agriculture Divisions, based on adjusted EBIT, which was considered to be a more appropriate measure for a growth business.

Measure (GBP '000s)	Threshold	Target	Maximum
Adjusted EBIT	4,858	5,114	5,369
Bonus (% of base salary)	0	40	80

For FY25, adjusted EBIT for the Agriculture Divisions was £6,336k. As this performance exceeded maximum performance, the full opportunity as a percentage of salary is achieved.

Strategic targets

Following the year end, the Committee considered outcomes against the strategic targets (which are assessed independently of financial performance) as detailed in the table below.

Performance Measure	Target	Attainment	Commentary
Afgritech	Complete closure of Afgritech, sale of property and repatriation/settlement of any balances by end of February 2025.	100%	Closure and disposal completed in October 2024. Wind down of balance sheet and return of capital to the Company completed.
Animax	Complete restructuring of Animax (in agreed form) and enact alternative approach to production and sales.	100%	Complex closure/supply continuity plan developed and implemented on time at end June 2025.
Geographic expansion	Consider opportunities for geographical expansion with plan in place by year end.	100%	Full assessment of opportunity completed.
Personal development	Complete actions agreed in personal development plan.	100%	All actions completed in full and on time.
Sustainability	- Lead on sustainability initiatives for Group aligned with the Agriculture strategy. - Establish baseline for current activities (focus on environmental and societal). - Consider opportunities to align product management/development roadmap to sustainability.	100%	ESG strategy and plan developed and implemented throughout the continuing Group following Board review and approval.

The table summarises the Committee's assessment of performance against the targets together with the resulting bonus assessed as payable for Joshua Hoopes. Overall, the Committee determined that it would award a bonus attributable to strategic targets equal to 100% of the available opportunity (being 20% of the total available opportunity).

For the period during which Joshua was CEO (i.e. the two months from 1 July 2025 to 31 August 2025), the total bonus payable was therefore 100% of the pro-rated salary, or £43,333. In accordance with the Directors' Remuneration Policy, and in line with previous awards made to Executive Directors in recent years, 25% (or £10,833) of the bonus payable as CEO will be deferred in the form of shares for two years.

Executive Director of transformation targets FY25 (Martin Rowland)

Martin Rowland's bonus was entirely based on financial metrics linked to executing the transformation strategy. Martin Rowland was appointed as the Executive Director of Transformation with specific goals spanning two financial years. The intention was to evaluate performance across his full tenure and accordingly pay a bonus which reflects the period of working. The maximum bonus was 100% of the salary accrued over the 12-month fixed contractual term.

The financial metrics agreed for Martin were based on the enterprise value of a disposal of all or part of the Engineering Division where the enterprise value was defined as the gross consideration (before fees and other deductions) received by the Company.

Measure (GBP)		
Enterprise Value	Less than £57m (or no divestment)	Equal to or greater than: £57m
Bonus	0	Equal to half of one percent of the Enterprise Value less base salary (being £250k)

The Enterprise Value of the entities disposed of as part of the divestment of the Engineering Division was £75m, therefore the total bonus paid to Martin Rowland was £125,000. Martin's position as Executive Director of Transformation ended on 12 November 2024. In accordance with the Directors' Remuneration Policy payment of an annual bonus to an Executive Director who has ceased employment may be payable in cash and not subject to deferral. Therefore no element of Martin's bonus was deferred in the form of shares.

In relation to the FY25 Annual Bonus Pay-Outs to Executive Directors, other than the determinations outlined above, no discretion was exercised by the Committee.

Long Term Incentive Plan determinations

The awards made to Executive Directors in FY23 were subject to performance targets based upon the Company's adjusted Earnings Per Share (EPS) and Total Shareholder Return (TSR) over a three-year performance period covering the financial years FY23, FY24 and FY25 ("Performance Period") as follows:

Adjusted EPS (75% weighting)

	Threshold	Maximum
Target	5% average annual growth in adjusted EPS	14% average annual growth in adjusted EPS
Vesting	25%	100%

TSR (25% weighting)

	Threshold	Maximum
Target	7% compound annual growth in TSR	16% compound annual growth in TSR
Vesting	25%	100%

An award will vest on a straight-line basis between threshold and maximum targets once the minimum threshold is achieved.

Growth in adjusted EPS was to be calculated from a base adjusted EPS of 10.0 pence. Growth in TSR was to be measured by comparing the Company's average TSR over each of the three-month periods ending on: (i) the day before the start of the Performance Period; and (ii) the final day of the Performance Period.

Details of the awards are in the table below:

Date of issue ¹	Participant	Number of Ordinary Shares subject to the award
4 May 2023	David White ¹	182,573
4 May 2023	Peter Page ²	438,347

- 1 Former CEO David White stood down from the Board and left the Group on 30 June 2025. As David's role as Group CEO was redundant, he was treated as a "good leaver" under the terms of the Group's Long Term Incentive Plan (LTIP).
- 2 Former CEO Peter Page stood down from the Board and left the Group on 17 November 2023. In relation to LTIP awards, the Committee decided to extend "good leaver" status to Peter as part of the agreed terms of his departure.

As a result of the completion of the sale of the majority of the Engineering Division for an enterprise value of £75m and the subsequent completion of the Tender Offer returning £70m of cash to shareholders which resulted in the cancellation of 45.4% of the issued share capital of the Company, the Committee assessed whether this material reduction, in both the scale of the Group and in share capital, necessitated any adjustment to award targets.

The impact of the disposal of the majority of the Engineering Division and subsequent Tender Offer was:

- a) To reduce Group EBIT by c.61% (based on FY25 full year budgets: full group EBIT £9.6m, continuing operations EBIT £3.3m.)
- b) To reduce share capital by c.45%, therefore:
- c) To reduce earnings per share by 36% from c.10 pence per share (pps) to c.6.4pps

Given the scale of the reduction in earnings per share arising from the corporate actions in FY25, it was therefore considered reasonable that EPS targets for the LTIPs in issue for the Performance Period FY23 to FY25 be adjusted. As such the Committee determined that when measuring attainment for the LTIP awards, the "Threshold" and "Maximum" performance targets be calculated and then adjusted down by 36%.

Given that the return of capital by way of the Tender Offer is already taken into account in the calculation of TSR and distortion (upwards or downwards) caused by the Tender Offer would, by definition, be reflected within TSR for periods covering the Tender Offer, it was not considered necessary to adjust TSR targets for the LTIP awards for the Performance Period FY23 to FY25.

Accordingly:

Adjusted EPS (75% weighting)

	Base	Threshold	Threshold Performance	Actual Performance	Awards Vest
Adjusted EPS	6.4pps	5% (average annual growth in adjusted EPS)	7.4pps	4.4pps	No

TSR (25% weighting)

	Threshold	Threshold Performance	Actual Performance	Awards Vest
TSR	7% (compound annual growth in TSR)	22.5%	15.0%	No

The average EPS growth over the three-year period from the base adjusted EPS was below the threshold target. TSR growth over the three-year period was below the threshold target and accordingly, none of the shares under the LTIP awards for the performance period FY23 to FY25 will vest.

The Committee always takes into consideration matters impacting performance of shares in the Company which are not as a consequence of the operations of the Group (windfall gains), however no circumstances existed in the three-year Performance Period ending 31 August 2025. Therefore no part of the vesting was linked to share price appreciation due to matters not as a consequence of the operations of the Group, and no discretion was applied by the Committee in respect of any windfall gains.

Total pension entitlements FY25 (audited)

The table below provides details of the Executive Directors' pension benefits:

	Normal retirement age	Total contributions to DC-type pension plan £'000	Cash in lieu of contributions to DC-type pension plan £'000
David White ¹	67	11	0
Martin Rowland ²	67	0	2
Joshua Hoopes ³	67	2	0

1 David White stood down from the Board and left the Group on 30 June 2025. Figures are reflective of ten months' service.

2 Martin Rowland left the role of Executive Director of Transformation on 12 November 2024. Figures are reflective of two and a half months' service.

3 Joshua Hoopes was appointed CEO of the business on 1 July 2025. Figures are reflective of two months' service.

Each Executive Director has the right to participate in the Carr's Group defined contribution pension plan or to elect to be paid some or all of their contribution in cash.

During the year, pension contributions and/or cash allowances in the year were 4% of salary for existing Executive Directors, which is aligned with the majority of the Group's UK workforce.

Long Term Incentive Plan awards granted during FY25 (audited)

Long-term awards were made to the Executive Directors during FY25 in line with the Directors' Remuneration Policy as follows:

	Number of shares	Basis on which the award was made	Face value of the award ¹	Threshold vesting	End of performance period
David White	254,592	100%	£318,240	25%	August 2027
Joshua Hoopes ²	131,040	70%	£163,800	25%	August 2027

¹ Awarded on 21 January 2025 using a share price of £1.25.

² LTIP awarded prior to Executive Director appointment, however details are included for transparency.

Vesting of the above options is subject to performance targets based upon the Company's adjusted Earnings Per Share (EPS) and Total Shareholder Return (TSR) over a three-year performance period covering the financial years FY25, FY26 and FY27 (Performance Period) as follows:

Adjusted EPS (75% weighting)

	Threshold	Maximum
Target	20% average annual growth in adjusted EPS	35% average annual growth in adjusted EPS
Vesting	25%	100%

TSR (25% weighting)

	Threshold	Maximum
Target	7% compound annual growth in TSR	16% compound annual growth in TSR
Vesting	25%	100%

An award will vest on a straight-line basis once the threshold target is achieved (25% vesting) up to achievement of the maximum target (100% vesting). For performance exceeding the maximum target, award vesting will be 100%. The Committee retains overall discretion when determining vesting based on the assessment of performance.

The Committee regularly reviews its long-term incentives for Executive Directors and the Senior Management Team, taking into account the Group's overall circumstances and wider workforce remuneration. The Committee considers that the Company's Long Term Incentive Plan (which was approved by shareholders at the Company's AGM on 27 February 2023) remains appropriate to support the Company's strategic objectives. The Committee also reviews the performance measures it adopts for long-term incentives, and following consultation with major shareholders in FY23, introduced a second performance measure for Executive Directors based on Total Shareholder Return (TSR).

The Committee shall continue to review long-term incentives and performance measures during FY26 to ensure they are reflective of the Group's strategic goals and revised structure.

All-employee share plans

The Executive Directors are also eligible to participate in the UK all-employee plans. The Carr's Group Sharesave Plan 2026 is an HM Revenue & Customs approved scheme open to all staff permanently employed in a UK Group company at the eligibility date. Options under the plan are granted at a 20% discount to market value. Executive Directors' participation is included in the option table later in this report. The number of shares granted under the employees' share scheme of the Company (Sharesave) is monitored regularly to ensure that the 10% dilution limit is not breached. It is also proposed that the 5% executive (discretionary) dilution limit will also continue to be monitored as set out in the discretionary share plans for the Group.

External appointments

Joshua Hoopes (CEO) is an advisory board member of the UK-based charity Giving World, a position carried out on a voluntary, unpaid basis.

Payments to past Directors (audited)

No payments to past Directors have been made during FY25.

Payments for loss of office (audited)

David White stood down from the Board and left the Group on 30 June 2025, receiving contractually entitled payments as follows:

Salary, pension and benefits	David was entitled to 12 months' notice under the terms of his service contract. He received a payment in lieu of notice of £265,200, representing the period from the Leaving Date to the end of this notice period, being 7 May 2026.
Variable remuneration	David was eligible for a discretionary bonus for the financial year ending 31 August 2025, pro-rated for his service during FY25. This amounted to £251,940. Details can be found on page 116.
Share incentives	As David's role as Group CEO was redundant, he is treated as a "Good Leaver" under the terms of the Company's Long Term Incentive Plan (LTIP), and treatment of the awards will be in accordance with the relevant LTIP rules (including malus and clawback provisions). David's LTIP awards will vest on the original vesting dates, subject to achievement of the applicable performance metrics, following completion of the relevant performance periods and subject to time pro-rating based on the period served as a portion of the respective vesting periods. Details of the final vesting levels will be set out in the relevant Directors' Remuneration report in the Company's Annual Report and Accounts. For awards with a performance period ending 31 August 2025, see page 117. David was treated as a "Good Leaver" under the terms of the Company's Deferred Bonus Share Plan (DBSP) in relation to awards under the granted in respect of FY23 and FY24 (total 20,785 shares). The Remuneration Committee determined that both awards would vest on the Leaving Date.
All Employee SAYE Share Schemes	David holds options granted under the Carr's Group Sharesave Scheme. As a "Good Leaver", under the Sharesave Scheme Rules, the options can be exercised within six months of the Leaving Date.
Other payments	David received a statutory redundancy payment of £2,157 and unused holiday pay of £3,672.

Other than the amounts disclosed above, no other remuneration payments or payments for loss of office were due to David White. The Committee did not exercise any discretion in relation to payments to David White for loss of office.

Directors' interests in the shares of the Company (audited information)

A summary of interests in shares and scheme interests of the Directors (as at the date of this report) is given below. The Company has a share dealing policy and a share dealing code.

The requirements of such policy and code were met in respect of the shares noted below.

	Total number of interests in shares	Vested LTIP	Unvested LTIP	SAYE (unvested without performance conditions)	Unvested deferred bonus shares	% of salary held in shares*
Executive Directors						
Joshua Hoopes	15,598 ¹	0	257,546 ²	0	0	9%
Non-Executive Directors						
Tim Jones	169,523	N/A	N/A	N/A	N/A	N/A
Stuart Lorimer	2,184	N/A	N/A	N/A	N/A	N/A
Gillian Watson	21,071	N/A	N/A	N/A	N/A	N/A
Fiona Rodford	0	N/A	N/A	N/A	N/A	N/A
Martin Rowland ³	0	N/A	N/A	N/A	N/A	N/A

* Based upon salary as at 31 August 2025 and the average share price over the three months of the year ended 31 August 2025.

1 Shares held by Person Closely Associated with Joshua Hoopes (Spouse – Hayley Rasmussen Hoopes).

2 LTIPs awarded prior to Executive Director appointment, however details are included for transparency.

3 Martin Rowland is a representative of Harwood Capital Management Limited ("Harwood"). As at the date of this report, Harwood holds an interest in 21.39% of the Company's share capital.

Performance shares (audited information)

The maximum number of outstanding shares that have been awarded to Directors under the LTIP are currently as follows:

Current Executive Directors (as at the date of this report)

	FY25 award (3-year performance FY25, FY26, FY27)	FY24 award (3-year performance FY24, FY25, FY26)	FY23 award (3-year performance FY23, FY24, FY25)
Joshua Hoopes ¹	131,040	126,506	N/A

Former Executive Directors (prior three years)

	FY25 award (3-year performance FY25, FY26, FY27)	FY24 award (3-year performance FY24, FY25, FY26)	FY23 award (3-year performance FY23, FY24, FY25)
David White ²	254,592	267,834	182,573
Martin Rowland	0	0	N/A
Peter Page ²	N/A	N/A	438,347

1 LTIPs awarded prior to Executive Director appointment, however details are included for transparency.

2 Good Leaver status awarded.

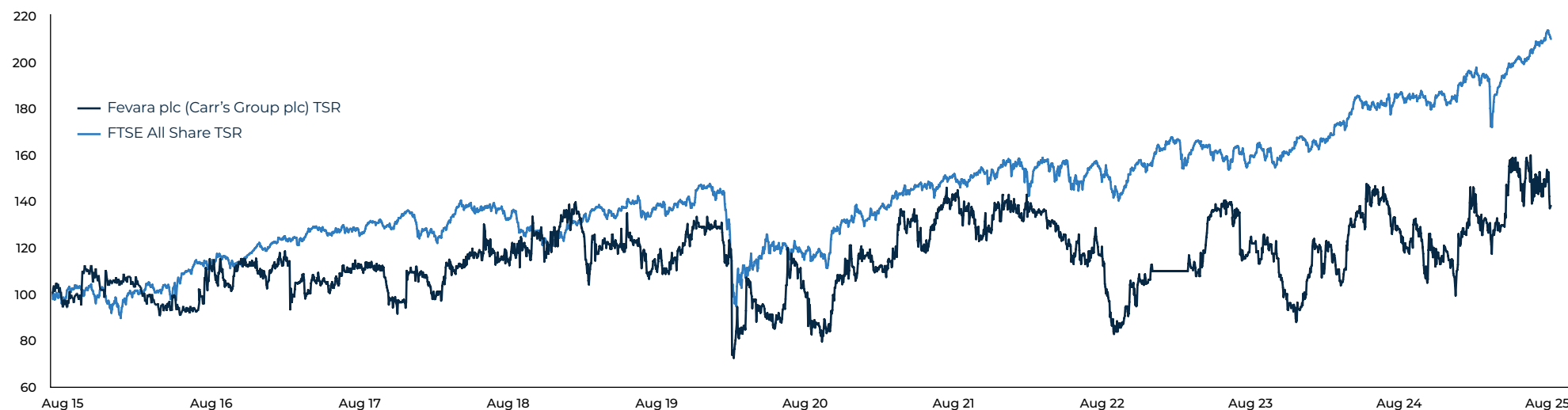
Assessing pay and performance

The table below summarises the Chief Executive's single remuneration figure over the past ten years, as well as how variable pay plans have paid out in relation to the maximum opportunity.

	FY16 Tim Davies	FY17 Tim Davies	FY18 Tim Davies	FY19 Tim Davies	FY20 Tim Davies	FY21 Tim Davies	FY21 Hugh Pelham ¹	FY22 Hugh Pelham ²	FY22 Peter Page ³	FY23 Peter Page ⁴	FY24 Peter Page ⁵	FY24 David White ⁶	FY25 David White ⁷	FY25 Joshua Hoopes ⁸
Single figure of total remuneration	531	308	861	764	508	259	244	40	312	368	85	322	540	90
Annual variable element (actual award versus maximum opportunity)	55%	0%	100%	60.41%	15%	100%	0%	N/A	0%	0%	0%	25%	95%	100%
Long-term incentive (vesting versus maximum opportunity)	37.45%	0%	100%	100%	51.64%	N/A	0%	N/A	0%	0%	0%	0%	0%	0%

- 1 Reflective of an eight-month period. In relation to FY21, it was determined that the award relating to 272,324 shares under the Long Term Incentive Plan would lapse without vesting upon Hugh Pelham standing down from the Board on 11 October 2021.
- 2 Reflective of remuneration to 11 October 2021. Figure excludes £170,000 paid in lieu of notice. In relation to FY22, no award under the Long Term Incentive Plan was made to Hugh Pelham in the period to 11 October 2021.
- 3 Reflective of services as a Non-Executive Chair until 11 October 2021 and services as Executive Chair under interim arrangements from 11 October 2021.
- 4 As CEO from 1 September 2022.
- 5 As CEO to 17 November 2023. Figure excludes payments in lieu of notice, payment for loss of benefits during his notice period and unused holiday entitlement. (See page 106 of the FY24 Annual Report and Accounts).
- 6 As CEO from 17 November 2023. Figures above represent tenure as CEO only.
- 7 As CEO to 30 June 2025. Figure excludes payments in lieu of notice, pay for unused holiday and redundancy payment. See page 120 for details.
- 8 As CEO from 1 July 2025. Figures above represent tenure as CEO only.

Ten-year historical TSR performance



Change in Directors' remuneration

The table below shows the percentage change in the Directors' remuneration between FY24 and FY25 compared to the other employees. Benefits include car allowance and private medical benefit.

	Base pay/fees	Benefits	Annual bonus
Current Directors*			
Joshua Hoopes (CEO) ¹	-15%	-10%	240% ⁹
Tim Jones ²	4%	N/A	N/A
Stuart Lorimer ³	4%	N/A	N/A
Gillian Watson ³	4%	N/A	N/A
Fiona Rodford ³	4%	N/A	N/A
Martin Rowland ³	4%	N/A	N/A
Former Directors*			
David White (CEO) ⁴	4%	4%	295% ⁹
Martin Rowland ⁵	N/A	N/A	N/A
Shelagh Hancock ⁶	4%	N/A	N/A
Ian Wood ⁷	4%	N/A	N/A
Other UK employees ⁸	4%	N/A	170%

* As at the date of this report.

1 When compared to previous CEO remuneration. Figures are on an annualised basis.

2 When compared to Chair remuneration in FY24.

3 When compared to NED remuneration in FY24.

4 When compared to CEO remuneration in FY24. Figures are on an annualised basis.

5 When compared to Executive Director of Transformation remuneration in FY24. Martin Rowland was appointed as the Executive Director of Transformation with salary and specific goals spanning two financial years. The intention was to evaluate performance across his full tenure and accordingly pay a bonus which reflects the period of working. The maximum bonus was 100% of the salary accrued over the 12-month fixed contractual term. See page 117 for details.

6 When compared to NED remuneration in FY24. Shelagh Hancock stood down from the Board on 31 December 2024. Figures are on an annualised basis.

7 When compared to NED remuneration in FY24. Ian Wood stood down from the Board on 8 October 2024. Figures are on an annualised basis.

8 UK Employee figures exclude employees of the sold Engineering companies as well as employees at the Animax manufacturing site which was closed in June 2025.

9 CEO bonus for FY24 is on an annualised basis reflecting the pro-rated element of the bonus attributable to nine and a half months' service as CEO.

Other UK employees

The Remuneration Committee considers pay across the entire Group when setting Executive Director remuneration. Annual consultations take place across the Group between the Executive Directors and Senior Management, including HR, in relation to employee pay. The outcome of that exercise, and any changes to employee pay levels, are considered when determining the appropriateness of any changes in Executive Director pay.

Chief Executive Officer pay ratio (unaudited)

The table below shows the pay ratio based on the total remuneration of the Chief Executive Officer to the 25th, 50th and 75th percentile of all permanent UK employees of the Group.

	CEO pay*		25th percentile		Median		75th percentile	
	FY25	FY24	FY25	FY24	FY25	FY24	FY25	FY24
Total pay (£'000)	630	407	30	25	45	34	60	43
Pay ratio			21	16	14	12	10	9

* For FY24 the figure is for Peter Page (two and a half months) and David White (nine and a half months). For FY25 the figure is for David White (ten months) and Joshua Hoopes (two months).

For FY25 the Group adopted Option A as defined in The Companies (Miscellaneous Reporting) Regulations 2018, as the calculation methodology for the above ratios. The 25th, median and 75th percentile pay ratios were calculated using the full-time equivalent remuneration for all UK employees as at 31 August 2025.

Gender pay gap

The Group's gender pay gap reporting information was as follows for the snapshot period ending 5 April 2025, being the most recent data available and as such includes continuing and discontinued operations providing a meaningful comparison to the prior year. For information on the Group's approach to equal opportunities and diversity, please see our Sustainability and impact review on pages 23 to 39, the Corporate governance report on page 86 and the Nomination Committee report on page 103.

Difference between men and women

	Mean			Median		
	FY25	FY24	FY23	FY25	FY24	FY23
Hourly pay	14%	24%	14%	14%	22%	17%
Bonus	22%	52%	22%	-40%	52%	87%

Proportion of people awarded a bonus

	FY25	FY24	FY23
Male	10%	3%	22%
Female	13%	6%	30%

Percentage of men/women in each pay quartile

	Lowest			Q2			Q3			Highest		
	FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23	FY25	FY24	FY23
Men	74%	66%	67%	71%	68%	72%	81%	82%	83%	83%	86%	82%
Women	26%	34%	33%	29%	32%	28%	19%	18%	17%	17%	14%	18%

Relative spend on pay

The table shows the relative importance of spend on pay compared to distributions to shareholders.

	2025 £'000	2024 (restated) £'000	% change
Employee costs ¹ (excluding share-based payments)	17,420	17,060	2.1%
Dividends paid to shareholders	3,826	6,006	-36.3%

1 Continuing operations only.

Estimates of total future potential remuneration from FY25 pay packages

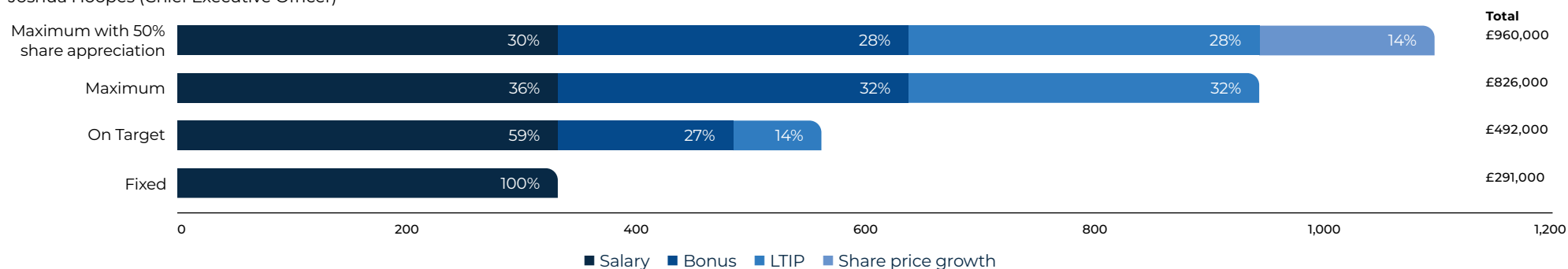
The tables below provide estimates of the potential future remuneration of each Executive Director based on the remuneration opportunity granted in FY25. Potential outcomes based on different scenarios are provided for each Executive Director.

The assumptions underlying each scenario are described below.

Fixed	Consists of base salary, pension and other benefits.				
	Save as otherwise stated, base salaries are as at 1 September 2025.		Base	Benefits	Pension
	Benefits are valued using the figures in the total remuneration for the FY25 table, adjusted for any new benefits or benefits that will not be provided during FY26.		£'000	£'000	£'000
	Pensions are valued by applying the appropriate percentage to the base salary.	Joshua Hoopes	268	12	11
On target	Based on what a Director would receive if performance was in line with plan, and the threshold level was achieved under the LTIP.				
Maximum	Assumes that the full stretch target for the LTIP is achieved, and maximum performance is obtained under both the financial and strategic targets set for the annual bonus scheme.				
Maximum with 50% share price appreciation	Assumes maximum remuneration outcomes are achieved and a 50% increase in the value of share-based remuneration.				

Remuneration estimates based upon outcomes

Joshua Hoopes (Chief Executive Officer)



Implementation of the policy in FY26 remuneration

Details of expected remuneration for Executive and Non-Executive Directors (including the Board Chair) are set out below.

The maximum annual bonus for the Executive Directors will remain 100% of salary. The weighting between financial and strategic targets will be linked to the specific role and duties of each Executive Director, with performance targets under each element also reflecting specific roles. The Group is committed to disclosing its performance targets retrospectively, other than where prevented due to commercial sensitivities.

CEO (Joshua Hoopes)

An inflationary salary increase of 3% was applied to the CEO salary for Joshua Hoopes, effective 1 September 2025, which is consistent with the broader UK workforce. As such Joshua Hoopes' salary is £267,800 plus benefits (car allowance and private medical benefit).

80% of Joshua Hoopes' annual bonus potential will be based upon adjusted EBIT for the Group. The move from adjusted PBT to EBIT was considered by the Committee a more appropriate measure for a growth business. The remaining 20% of annual bonus will be linked to strategic targets. The threshold level of bonus vesting under each measure is 0%, and vesting for target performance is 50% of maximum. Due to commercial sensitivity, targets will be disclosed retrospectively in next year's report. 25% of any bonus will be deferred for two years in the form of shares. Performance will be assessed against stretching targets.

The Committee intends to grant an LTIP award of 100% to Joshua Hoopes as CEO. LTIP awards are made subject to stretching

performance targets and currently use the Company's adjusted earnings per share (EPS) and total shareholder return (TSR) over a three-year performance period as detailed below. For awards granted in FY26, the TSR performance will be measured relative to the FTSE Small Cap Index (excluding investment trusts and financial services companies).

Adjusted EPS (75% weighting)

	Threshold	Maximum
Target	10% average annual growth in adjusted EPS	15% average annual growth in adjusted EPS
Vesting	25%	100%

TSR (25% weighting)

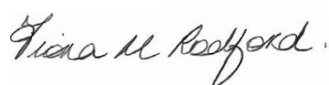
	Threshold	Maximum
Target	Median	Average Upper Quartile
Vesting	25%	100%

Non-Executive Directors

Fees to Non-Executive Directors for FY26 will be as follows:

Position	Fees per annum (£)	% increase from FY25
Chair	106,852	3%
Non-Executive Director (including Committee Chairs and the SID)	47,985	3%

By order of the Board



Fiona Rodford
Remuneration Committee Chair

9 December 2025

3. Directors' remuneration policy

Introduction

This part of the report sets out the Directors' Remuneration Policy for the Group and has been prepared in accordance with The Large and Medium-Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (as amended).

The current policy was approved by the shareholders at the AGM which took place on 20 February 2024 with 99.11% of votes cast in favour. There have been no changes to the Directors' Remuneration Policy since that AGM. The policy (including any proposed changes) is due to be put to shareholders at the AGM anticipated to be held in early in 2027.

Illustrations of the application of the Directors' Remuneration Policy, and the application of the Directors' Remuneration Policy during FY25 can be found on pages 98 to 124 (inclusive). Details of how the policy will be implemented in FY26 can be found on page 125.

Role of the Committee

The primary role of the Committee is to make recommendations to the Board on the Group's policy for executive remuneration. The Committee also has delegated responsibility for determining the remuneration and benefits of the Chair, Executive Directors and Senior Management including the Company Secretary. Further details can be found on page 82.

Overview of policy

When setting the policy for Directors' remuneration, the Committee takes into account the overall business strategy, considering the long-term interests of the Group, with the aim of incentivising the delivery of rewards to the Group's shareholders, workforce and broader stakeholders.

The Group's policy is that the overall remuneration packages offered should be sufficiently competitive to attract, retain and motivate high-quality executives and to align the rewards of the Executive Directors with the progress of the Group, whilst giving consideration to salary levels in similar size quoted companies in similar industry sectors and views of shareholders.

The remuneration package is split into two parts:

- a non-performance-related element represented by basic salary, benefits and pension; and
- a performance-related element in the form of an annual bonus and a Long Term Incentive Plan.

Remuneration Policy table

Element	Purpose and link to strategy	Policy and approach	Maximum opportunity
EXECUTIVE DIRECTORS			
Base salary	To attract and retain the best talent. Reflects an individual's experience, performance and responsibilities within the Group.	Salary levels (and subsequent salary increases) are set taking into consideration a number of factors, including: • level of skill, experience and scope of responsibilities of individual; • business performance, economic climate and market conditions; • increases elsewhere in the Group; and • external comparator groups (used for reference purposes only). Salaries are normally reviewed annually, with any increase effective 1 September each year.	There is no formal maximum; however, increases will normally not exceed the general increase for the broader employee population of the Group. More significant increases may be awarded from time to time to recognise, for example, development in role and change in position or responsibility. Current salary levels are disclosed in the Annual Report on Remuneration.
Pension	Provides a competitive and appropriate pension package that is aligned with arrangements across the Group.	Executive Directors are entitled to participate in a defined contribution pension arrangement or to receive a cash alternative to those contributions. Subject to as provided below, Company contributions for all Executive Directors are at a rate which does not exceed the contribution rate available to the majority of the UK workforce (currently 4%). To the extent that pension contributions exceed annual tax-free allowances, Executive Directors will be entitled to receive payment through ordinary payroll in lieu of pension contributions.	Up to a maximum rate not exceeding that available to the majority of the UK workforce (currently 4%).
Benefits	To aid retention and remain competitive in the marketplace.	Benefits provided include permanent health insurance, private medical insurance and life assurance. Relocation benefits may also be provided in the case of recruitment of a new Executive Director. The benefits provided may be subject to minor amendment from time to time by the Committee within this policy. The Company may reimburse any reasonable business-related expenses incurred in connection with their role (including tax thereon if these are determined to be taxable benefits).	Market rate determines value. There is no prescribed maximum level but the Remuneration Committee monitors the overall cost of benefits to ensure that it remains appropriate.

Remuneration Policy table continued

Element	Purpose and link to strategy	Policy and approach	Maximum opportunity
Annual bonus	Designed to reward delivery of key strategic priorities during the year.	Bonus levels and appropriateness of performance measures and weighting are reviewed annually to ensure they continue to support our strategy. Bonuses are capped at 100% of base salary. At least 25% of any bonus earned will be deferred into awards over shares, with awards normally vesting after a two-year period. Performance is measured against stretching targets. These may include financial and non-financial measures, with at least half linked to stretching financial metrics. Noting commercial sensitivity, performance targets will typically be disclosed retrospectively each year. The threshold level of bonus vesting under each measure is 0%, and vesting for target performance is 50% of maximum. The cash element of the bonus is usually paid in November each year for performance in the previous financial year. Dividends will accrue on deferral awards over the vesting period and be paid out either as cash or as shares on vesting and in respect of the number of shares that have vested.	Maximum of 100% of base salary.
Save As You Earn ("SAYE")	To encourage employee involvement and encourage greater shareholder alignment.	An HMRC approved SAYE scheme is available to eligible staff, including Executive Directors.	The schemes are subject to the limits set by HMRC from time to time.
Long Term Incentive Plan ("LTIP")	To motivate and incentivise delivery of sustained performance over the longer term, and to support and encourage greater shareholder alignment.	Annual awards of performance shares which normally vest after three years subject to performance conditions. Award levels and performance conditions required for vesting are reviewed annually to ensure they continue to support the Group's strategy. Annual awards are capped at the equivalent of 100% of base salary at the date of award. In accordance with the rules of the LTIP, which were approved by shareholders at the AGM on 27 February 2023, in circumstances considered by the Committee to be exceptional, single awards in excess of 100% of base salary can be made, up to a maximum of 200% of base salary at the date of the award. Awards are currently based upon an EPS growth measure and Total Shareholder Return ("TSR"), although the Committee reserves the right to amend performance measures where considered appropriate in line with strategy. 25% vests at threshold performance. There is straight-line vesting between threshold and maximum. A two-year post-vesting holding period applies to the net of tax shares.	Maximum of 100% of base salary for annual awards. Exceptional awards can be made of up to 200% of base salary.

Remuneration Policy table continued

Element	Purpose and link to strategy	Policy and approach	Maximum opportunity
Shareholding guidelines	To provide alignment with shareholder interests.	Executive Directors are required to build up a shareholding equivalent to 200% of base salary over a five-year period.	N/A
Post-cessation shareholding	To provide alignment with shareholder interests in the long term.	Executive Directors are required to retain all shares acquired on vesting under the Company's LTIP, up to a value equal to 200% of their basic salary, for a period of two years following the cessation of their employment with the Company for any reason. This requirement will apply to all shares which vest after the Policy takes effect, regardless of when awards were made under the Company's LTIP.	N/A
NON-EXECUTIVE DIRECTORS			
Non-Executive Director fees	To attract and retain a high-calibre Chair and Non-Executive Directors by offering market competitive fee levels.	Remuneration reflects: • the time commitment and responsibility of their roles; • consideration of increases made elsewhere in the Group; • market rate; and • that they do not participate in any bonus, pension or share-based scheme. Our policy is for the Executive Directors to review the remuneration of Non-Executive Directors annually following consultation with the Chair. The Chair's remuneration is reviewed annually by the Remuneration Committee. Remuneration comprises a single base fee for services to the Company. Non-Executive Directors, other than the Chair, may receive additional fees in relation to carrying out additional duties such as acting as the Senior Independent Director or chairing a Board Committee. The Chair and the Non-Executive Directors are entitled to reimbursement of reasonable expenses. They may also receive reasonable travel or accommodation-related benefits in connection with their role as a Director. The Non-Executive Directors will not participate in the Group's share, bonus or pension schemes. Non-Executive Directors are engaged for terms of one year, subject to appointment and reappointment at the Company's AGM.	Levels of fee are reviewed annually with any increases normally aligning with general increases for the broader employee population of the Group.

Remuneration Committee discretions

The Committee will operate the annual bonus plan and LTIP according to their respective rules. To ensure the efficient operation and administration of these plans, the Committee retains discretion in relation to a number of areas. This is consistent with market practice and these include (but are not limited to) the following:

- the participants;
- the timing of grant and/or payment;
- the size of grants and/or payments (within the limits set out in the Policy table);
- the determination of vesting based on the assessment of performance;
- the determination of a “good leaver” and, where relevant, the extent of vesting in the case of the share-based plans;
- whether or not to make payment of a bonus to a leaver, taking into account all circumstances, and whether or not to pro-rate such an award;
- treatment in exceptional circumstances, such as a change of control;
- making the appropriate adjustments required in certain circumstances (e.g. rights issues, corporate restructuring events, variation of capital and special dividends);
- cash-settling awards; and
- the annual review of performance measures, weightings and setting targets for the discretionary incentive plans from year to year.

The Committee also retains the ability to adjust existing performance conditions for exceptional events so that the plans can still fulfil their original purpose. Any varied performance condition would not be materially less difficult to satisfy in the circumstances.

Malus and clawback

In line with UK corporate governance best practice, a malus and clawback mechanism applies as follows:

- Annual bonus – cash awards: malus will apply up to the bonus payment and clawback will apply for a period of two years after the bonus payment.
- Annual bonus – deferred share awards: clawback will apply during the period of two years following the payment of the cash bonus to which the deferred share award relates.
- LTIP awards: malus will apply during the vesting period and clawback will apply for a period of two years post vesting.

The malus and clawback provisions may be applied in specific circumstances including in the event of a material misstatement of the Group's accounts and also for other defined reasons including material financial misstatement, reputational damage, gross misconduct, fraud, error in the assessment of performance measures and corporate failure.

Performance measures and targets

Our Group strategy and business objectives are the primary consideration when we are selecting performance measures for incentive plans. The annual bonus is based on performance against a stretching combination of financial and non-financial measures. Adjusted profit before tax reflects the Group's strategic objective to increase profit. In addition, Executive Directors are assessed on strategic objectives as agreed by the Committee at the beginning of the year. The LTIP is assessed against growth in adjusted earnings per share (“EPS”) as it rewards improvement in the Group's underlying financial performance and is a measure of the Group's overall financial success and is visible to shareholders; as well as total shareholder return (“TSR”) in order to focus management on delivering shareholder returns, noting that a number of our shareholders prefer absolute TSR rather than relative in order to increase visibility and ensure direct alignment with the shareholder experience.

Targets within incentive plans that are related to internal financial measures, such as profit, are typically determined based on the Group's budgets. The threshold and maximum levels of performance are set to reflect minimum acceptable levels at threshold and very stretching, but achievable, levels at maximum. At the end of each performance period we review performance against the targets, using judgement to account for items such as foreign exchange rate movements, changes in accounting treatment, and significant one-off transactions. The application of judgement is important to ensure that final assessments of performance are fair and appropriate. In addition, the Remuneration Committee reviews the bonus and incentive plan results before any payments are made to Executive Directors or any shares vest and has full discretion to adjust the final payment or vesting downwards if they believe the circumstances warrant it.

Approach to recruitment remuneration

The remuneration package for a new Executive Director would be set in accordance with the terms of the Group's approved Remuneration Policy in force at the time of appointment. When existing employees are promoted to the Board, the Policy will apply from the point where they are appointed to the Board and not retrospectively. In addition, any existing awards will be honoured and form part of ongoing remuneration arrangements.

Buy-out awards

In addition, the Committee may offer additional cash and/or share-based elements (on a one-time basis or ongoing) when it considers these to be in the best interests of the Group (and therefore shareholders). Any such payments would be limited to a reasonable estimate of value of remuneration lost when leaving the former employer and would reflect the delivery mechanism (i.e. cash and/or share-based), time horizons and whether performance requirements are attached to that remuneration. For avoidance of doubt, any buy-out awards are not subject to a formal maximum.

Maximum level of variable pay

The maximum initial level of long-term incentives which may be awarded to a new Executive Director will ordinarily be limited to 200% of base salary (i.e. 100% annual bonus plus 100% Long Term Incentive Plan). This can be increased to 300% in exceptional circumstances (i.e. 100% annual bonus plus 200% Long Term Incentive Plan). These limits are in addition to the value of any buy-out arrangements which are governed by the policy above.

In the case of an internal appointment, any variable pay element awarded in respect of the prior role would be allowed to pay out according to its terms, adjusted as relevant to take into account the appointment. In addition, any other previously awarded entitlements would continue, and be disclosed in the next Annual Report on Remuneration.

Base salary and relocation expenses

The Committee has the flexibility to set the salary of a new appointee at a discount to the market level initially, with a series of planned increases implemented over the following few years to bring the salary to the appropriate market position, subject to individual performance in the role.

For external and internal appointments, the Committee may agree that the Group will meet certain relocation expenses as appropriate.

Appointment of Non-Executive Directors

For the appointment of a new Chair or Non Executive Director, the fee arrangement would be set in accordance with the approved Directors' Remuneration Policy in force at that time.

Directors' terms of employment

The Group's current policy is not to enter into employment contracts with any element of notice period in excess of one year. All Non-Executives are appointed for terms of 12 months and stand for re-election annually at the Company's AGM. Copies of Executive Directors' service contracts and Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office during normal hours of business.

An Executive Director's service contract may be terminated summarily without notice and without any further payment or compensation, except for sums accrued up to the date of termination, if they are deemed to be guilty of gross misconduct or for any other material breach of the obligations under their employment contract.

Policy on payment on loss of office

When determining any loss of office payment for a departing Executive Director, the Committee will always seek to minimise the cost to the Group, while complying with contractual terms and seeking to reflect the circumstances in place at the time. The Committee reserves the right to make additional payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of an Executive Director's office or employment.

On termination of an Executive Director's service contract, the Committee will take into account the departing Director's duty to mitigate their loss when determining the amount of compensation. When terminating an Executive Director's contract, the Group has the right to make a payment in lieu of notice. Any such payment will typically reflect the individual's salary, benefits and pension entitlements. The Group has the ability to mitigate costs and phase payments if alternative employment is obtained. The Committee's Policy is described below and will be implemented taking into account the contractual entitlements, the specific circumstances for the departure and the interests of shareholders.

Pay element	Good leaver	Other leaver
Base pay, pension, benefits	Up to 12 months' normally payable monthly and subject to mitigation. May be required to work during notice period.	Up to 12 months' normally payable, subject to mitigation. The Committee has the discretion to terminate contracts without notice and without further compensation (except for sums earned to the date of termination for certain events such as gross misconduct).
Annual bonus – cash	There will be no automatic entitlement to a bonus if an Executive Director has ceased employment or is under notice. The Committee may, at its discretion, pay a bonus. This would normally be prorated in respect of the proportion of the financial year worked but in circumstances it considers it appropriate, the Committee may use discretion to not prorate. Use of discretion will be explained in full to shareholders. Such payment could be payable in cash and not subject to deferral. Payment would usually be made on the normal payment date, although the Committee has discretion to accelerate payment on a case-by-case basis, for example on change of control of the Group or death of an Executive Director.	Awards lapse on cessation of employment.

Pay element	Good leaver	Other leaver
Annual bonus – deferred into shares	Unvested awards will usually vest in full upon cessation, unless the Committee determines otherwise.	Unvested awards lapse on the termination date.
LTIP Awards	Outstanding awards will vest at the original vesting date to the extent that the performance condition has been satisfied and reduced on a pro rata basis to reflect the period of time which has elapsed between the grant date and the date on which the participant ceased to be employed by the Group, unless the Committee determines otherwise in its absolute discretion. Holding periods will apply, unless the Committee determines otherwise.	Awards lapse on termination date.
All-employee share plans	Treatment of awards under any all-employee share plan including the SAYE plan would be in line with HMRC rules.	
Buy-out awards	Treatment of the buyout award would be in line with the terms of the buy-out award agreed.	

Definition of a good leaver

The Committee has ultimate discretion on whether an employee is considered to be a “good leaver”. In determining whether a departing Executive Director should be treated as a “good leaver”, the Committee will take into account the performance of the individual and Group over the whole period of employment and the reasons for the individual's departure. If employment ceases because of any of the following circumstances, the Executive Director would normally be treated as a “good leaver”:

- death;
- ill-health;
- injury;
- disability;
- redundancy; and
- retirement with the consent of the Committee.

In the event of: (i) a takeover of the Company; (ii) a scheme of arrangement (not being an internal corporate reorganisation); (iii) a winding-up of the Company; or (iv) (at the discretion of the Committee) a demerger, Executive Directors are entitled to up to 12 months' base salary, pension and benefits. Unvested bonus and LTIP Awards shall vest immediately and on the same basis as described above in the case of a “good leaver”. Alternatively, on the occurrence of a takeover or a scheme of arrangement, the Committee may specify that bonus and/or LTIP Awards shall not vest on the occurrence of such event and instead participants shall be required to “roll-over” their awards into equivalent new awards over shares in a new holding company. Bonus and LTIP Awards will be automatically “rolled-over” on the occurrence of an internal reorganisation.

The Non-Executive Directors are not entitled to any compensation for loss of office.

Statement of consideration of shareholder views

The Committee engaged with shareholders during 2023 as part of the Directors' Remuneration Policy development process. Proposed changes to the policy were communicated to major shareholders prior to its formation, and all feedback taken into consideration. Advice was also taken on best practice from appropriately qualified remuneration advisers PricewaterhouseCoopers LLP. The views offered to the Committee were taken into account in developing the Directors' Remuneration Policy which received overwhelming support (99.11% of proxy votes cast by shareholders) at the AGM on 20 February 2024. The Policy has been reviewed internally during FY25 and it has been determined that no changes are required for FY26. The Committee welcomes continued dialogue with the Company's shareholders.

Considerations of conditions elsewhere in the Group

In determining the remuneration of the Group's Directors, the Committee takes into account the pay arrangements and terms and conditions across the Group as a whole. The Committee seeks to ensure that the underlying principles which form the basis for decisions on Directors' pay are consistent with those on which pay decisions for the rest of the workforce are taken. For example, the Committee takes into account the general salary increase for the broader employee population when conducting the salary review for the Executive Directors.

However, there are some differences in the Executive Directors' Remuneration Policy compared to the approach adopted for the wider workforce, which the Committee believes are necessary to reflect the differing levels of seniority and scope of responsibility. A greater weight is placed on performance-based pay through the quantum and participation levels in incentive schemes to ensure the remuneration of the Executive Directors is aligned with the performance of the Group and the interests of shareholders.

Alignment with provision 40 of the UK 2018 Corporate Governance Code

As part of its review and development of the Policy, the Committee has considered the factors set out in provision 40 of the UK 2018 Corporate Governance Code. In the Committee's view, the Policy addresses those factors as set out below:

Provision 40	How the Policy aligns
Clarity Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce and link to strategy	The Committee has clearly outlined the performance conditions relating to the annual bonus and long-term incentive plans, which are linked to our strategy and shareholder interests. We have set out the maximum potential value of the elements of remuneration, and the areas in which discretion can be applied throughout the Policy. The Policy is in line with UK corporate governance best practice, and so aims to be well understood by participants, shareholders and the wider workforce.
Simplicity Remuneration structures should avoid complexity and their rationale and operation should be easy to understand	The Policy is designed to be simple, easily understood and communicated. The remuneration structure uses market-standard incentive structures. The performance conditions for variable elements are clearly communicated to, and understood by, participants, as well as being aligned with the Group's strategy.
Risk Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated	A significant portion of the Executive Directors' total remuneration opportunity is weighted to the longer term, and delivered in shares via the long-term incentive plan and the deferred bonus mechanism. Furthermore, a shareholding requirement is in place (both in employment and post cessation). These features ensure robust shareholder alignment and discourage unnecessary risk taking. The Committee retains discretion to override formulaic outcomes for incentive plans. Malus and clawback provisions are in place, which mitigate behavioural risks by enabling payments to be reduced or reclaimed in specific circumstances. No Executive Director is present when their own remuneration is under discussion.
Predictability The range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the Policy	The Policy sets out the maximum potential value for each element of remuneration. Potential outcomes are easily quantifiable and are set out in the scenario charts.
Proportionality The link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance	The Committee has set out to balance appropriately remuneration between fixed and variable pay. The annual bonus and long-term incentive plan are designed to reward the successful implementation of the Company's strategy and are aligned with long-term value creation for shareholders via stretching targets linked to strong corporate performance and shareholder return. The Committee will have discretion to override formulaic outcomes to ensure that remuneration appropriately reflects overall performance.
Alignment to culture Incentive schemes should drive behaviours consistent with the company's purpose, values and strategy	The incentive plans are measured against key performance measures aligned to our culture and strategy. The emphasis on shareholding is a core part of our culture throughout the Group via our SAYE plan. The Committee takes into account fairness and the wider workforce when determining Executive Director remuneration outcomes.

Paula Robertson
Company Secretary



Introduction

The Directors present their report and the audited accounts for the Group for FY25. The Corporate governance report, which can be found on pages 77 to 132 (inclusive), and details of the Board on pages 80 and 81 also form part of this Directors' Report.

Corporate Governance Statement

The content requirements of this FY25 Annual Report and Accounts are set out in legislation and supplemented by the UK Listing Rules (a copy of which is available at www.handbook.fca.org.uk/), the Disclosure Guidance and Transparency Rules (a copy of which is available at www.handbook.fca.org.uk/) and by recommendations of the Financial Reporting Council's UK 2018 Corporate Governance Code (a copy of which is available from www.frc.org.uk).

The Corporate Governance Statement, prepared in accordance with Rule 7.2 of the Disclosure Guidance and Transparency Rules, comprises the following sections of the Annual Report and Accounts: the Strategic report; the Corporate governance report; the Audit and Risk Committee report; the Nomination Committee Report; and the Remuneration Committee report, together with this Directors' report. As permitted by legislation, some of the matters required to be included in the Directors' report have been included in the Strategic report by cross reference, including details of the Group's financial risk management objectives and policies, business review, future prospects, stakeholder engagement, Section 172 Statement and Environmental Policy.

Operations and performance

Activities and business overview

Fevara plc (previously known as Carr's Group plc) is a public limited company incorporated in England and Wales and whose shares are listed and traded on the London Stock Exchange's Main Market. Its registered office is Warwick Mill Business Centre, Warwick Bridge, Carlisle, Cumbria CA4 8RR. Details of subsidiary companies and joint ventures can be found in Note 18 and Note 19 of the financial statements. The Group has no branches. The principal activities and business overview of the Group, focusing on the Agriculture Division, are set out within the Strategic report on pages 1 to 75 (inclusive).

Results and dividends

A review of the results can be found on pages 40 to 45 (inclusive).

The Group profit from continuing operations before taxation was £2.9m (FY24 loss from continuing operations before taxation: £6.5m). After a taxation credit of £0.1m (FY24 continuing operations: taxation credit of £2.0m), the profit for FY25 from continuing operations is £3.0m (FY24 loss from continuing operations: £4.5m).

Subject to approval at the forthcoming AGM of the Company, the final dividend will be paid on 13 March 2026 to members on the register at the close of business on 23 January 2026. Shares will become ex-dividend on 22 January 2026.

	FY25	FY24
Aggregate interim dividends	1.2p	2.35p
Final dividend per share proposed	1.2p	2.85p

As detailed in the FY24 Annual Reports and Accounts, to reduce administrative costs and bring the Company in line with the majority of the stock market participants, the Board has a twice-yearly dividend payment – an initial interim dividend anticipated to be declared at the time of the Group's interim results, typically in April and payable in June, and a final dividend anticipated to be declared at the time of the Group's preliminary results, typically in December and payable following approval at the Company's AGM. Reflecting the Group's renewed focus on growth, on 9 December 2025, the Board agreed to move towards a progressive dividend policy, targeting cover of at least 2x. A copy of the updated Dividend Policy can be found at www.fevara.com.

Post balance sheet events

Since the year end the Group has agreed to acquire Domino Industria E Comercio LTDA in Brazil and entered into a new main banking facility. Further details can be found in Note 36 to the financial statements.

Shares and share capital

Share capital

The Company has a single class of share capital divided into Ordinary Shares of £0.025 each. The movement in the share capital during the year is detailed in Note 29 to the financial statements.

At the AGM held on 14 February 2025, the Directors received authority from the shareholders to:

- Allot shares – this gives Directors the authority to allot shares to maintain flexibility in respect of the Company's financing arrangements. The nominal value of Ordinary Shares which the Directors could allot in the period up to the next AGM, expected to be held in February 2026, is limited to £779,099.80. This represented approximately 33% of the nominal value of the issued share capital on 16 December 2024. The Directors do not have any present intention of exercising this authority other than in connection with the issue of Ordinary Shares in respect of the Company's share option plans. This authority will expire at the end of the next AGM of the Company or 15 February 2026, if earlier.
- Disapplication of rights of pre-emption – this disapplies rights of pre-emption on the allotment of shares by the Company and the sale by the Company of Treasury Shares. The authority allows the Directors to allot equity securities for cash pursuant to the authority to allot shares mentioned above, and to sell Treasury Shares for cash without a pre-emptive offer to existing shareholders for general purposes, up to an aggregate nominal amount of £118,045.42. This amount represented approximately 5% of the Company's issued share capital on 16 December 2024. The Directors may also allot shares in connection with acquisitions or other capital development up to a further aggregate nominal amount of £118,045.42, which represented approximately 5% of the Company's issued share capital on 16 December 2024. This authority will expire at the end of the next AGM of the Company or 15 February 2026, if earlier.

In previous years, the Directors have also received authority for the Company to buy its own shares in the market. At the AGM held on 20 February 2024, around 44% of votes cast were against the resolution which sought authority for the Company to buy up to a maximum of c.10% of its own Ordinary Shares. As a special resolution it was therefore not passed. The Board took the decision not to request authority to buy its own shares at the AGM held on 14 February 2025.

Tender offer

On 21 May 2025, the Company announced that it would return up to £70m to shareholders by way of a tender offer (the "Tender Offer"). Under the terms of the Tender Offer, qualifying shareholders were invited to tender some or all of their Ordinary Shares at a price of 163 pence per Ordinary Share. Details of the Tender Offer can be found on page 99 and on the Company's website at www.fevara.com. Implementation of the Tender Offer required the approval of the shareholders by special resolution at a general meeting of the Company. At the General Meeting of the Company held at 10.00am on 18 June 2025, Directors received authority from the shareholders to acquire the Company's own shares in the market for the purposes of the Tender Offer and in accordance with the arrangements set out in the circular of the Company dated 21 May 2025. The maximum number of Ordinary Shares which could be purchased under this authority was 42,944,785 Ordinary Shares, representing approximately 45.4% of the Company's issued share capital on 19 June 2025, and the Ordinary Shares were to be purchased at a fixed price (exclusive of expenses) of 163 pence per Ordinary Share. This authority would expire at the end of the next Annual General Meeting of the Company. Following the close of the Tender Offer at 1.00pm on 19 June 2025, the Company announced that a total of 42,944,785 Ordinary Shares would be purchased under the Tender Offer and subsequently cancelled. Following the implementation of the Tender Offer and the cancellation of the 42,944,785 successfully tendered Ordinary Shares, the total number of voting shares in the Company was 51,638,052.

Rights and obligations attaching to shares

In a general meeting of the Company, subject to the provisions of the Articles of Association and to any special voting rights or restrictions attached to any class of shares in the Company (of which there are none), the holders of Ordinary Shares are entitled to one vote in a poll for every Ordinary Share held. No member shall be entitled to vote at any general meeting or class meeting in respect of any shares held if any call or other sum then payable in respect of that share remains unpaid. Currently, all issued shares are fully paid. Full details of the deadlines for exercising voting rights in respect of the resolutions to be considered at the forthcoming AGM, expected to be held in February 2026, will be set out in the Notice of AGM.

Subject to the provisions of the Companies Act 2006, the Company may, by ordinary resolution, declare a dividend to be paid to its members, but no dividend shall exceed the amount recommended by the Board. The Board may pay interim dividends, and any fixed rate dividend, whenever the financial position of the Company, in the opinion of the Board, justifies their payment. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares.

Directors' shareholdings

The interests of the Directors, as defined by the Companies Act 2006, in the Ordinary Shares of the Company, other than in respect of options to acquire Ordinary Shares under the Company's share option plans (which are detailed in the analysis of options included in the Directors' Remuneration Report on page 120), are as follows:

Directors in office as at the date of this report:

		Ordinary Shares	
		At end FY25	At end FY24
Tim Jones	Non-Executive Chair	125,485	148,206
Joshua Hoopes*	CEO	15,598	28,566
Stuart Lorimer	Non-Executive Director	2,184	4,000
Gillian Watson	Non-Executive Director	21,071	37,254
Fiona Rodford	Non-Executive Director	0	0
Martin Rowland	Non-Executive Director	0	0

* Joshua Hoopes' shares are held in the name of his wife, Hayley Rasmussen Hoopes.

All the above interests are beneficial. In the period from 31 August 2025 to the date of this report, the following changes have occurred: Tim Jones purchased 44,038 Ordinary Shares, and therefore as at the date of this report, holds an interest in 169,523 Ordinary Shares.

At the date of this report, Harwood Capital Management Limited (of whom Martin Rowland is a representative), holds an interest in 21.39% of the Company's share capital.

Major shareholders

The Company has been informed of the following interests in the 51,769,579 Ordinary Shares of the Company, as required by the Companies Act 2006.

Latest available data prior to the date of this Annual Report and Accounts
(28 November 2025)

Shareholder	Shares	% ISC
Harwood Capital (London)	11,075,000	21.39
Heygate & Sons (UK)	6,732,607	13.00
Fidelity Investments (Boston)	4,266,888	8.24
Interactive Investor (Manchester)	2,419,422	4.67
Charles Stanley (London)	2,120,600	4.10
Hargreaves Lansdown Asset Mgt (Bristol)	1,861,311	3.60
Canaccord Genuity Wealth Mgt (Jersey)	1,110,454	2.15
Mr & Mrs Duff (UK)	957,957	1.85
Rathbone Investment Mgt (London)	927,989	1.79
James Sharp & Co (Bolton)	878,566	1.70
Total	32,350,794	62.49

Latest available data prior to end of FY25 (29 August 2025)

Shareholder	Shares	% ISC
Harwood Capital (London)	11,000,000	21.26
Heygate & Sons (UK)	6,732,607	13.01
Fidelity Investments (Boston)	4,266,888	8.25
Interactive Investor (Manchester)	2,446,689	4.73
Charles Stanley (London)	2,013,948	3.89
Hargreaves Lansdown Asset Mgt (Bristol)	1,826,594	3.53
Rathbone Investment Mgt (London)	1,140,476	2.20
Canaccord Genuity Wealth Mgt (Jersey)	1,107,190	2.14
James Sharp & Co (Bolton)	868,315	1.68
Mr & Mrs Duff (UK)	789,279	1.53
Total	32,191,986	62.21

Corporate Governance

Annual General Meeting

The AGM of the Company will be held in February 2026 at The Halston Hotel Carlisle, 20-34 Warwick Road, Carlisle CA1 1AB.

Articles of Association

The powers of the Directors are conferred on them by UK legislation and the Articles of Association. Changes to the Articles must be approved by shareholders passing a special resolution at a general meeting. On 21 May 2025, the Company announced that it was seeking shareholder approval to adopt New Articles for the Company in substitution for, and to the exclusion of, the Company's existing Articles which were last updated in 2016. The Board decided to utilise the General Meeting convened in relation to the Tender Offer to also seek shareholder approval for the adoption of New Articles for the Company, thereby enhancing cost efficiency. The General Meeting of the Company was held at 10.00am on 18 June 2025 and having received authority from the shareholders, the new Articles of Association were adopted on 18 June 2025.

Directors

Details of the Directors of the Company, as at the date of this report, are shown on pages 80 and 81, and details of Directors who were in post during FY25 can be found in the Nomination Committee Report on pages 100 to 103 (inclusive). Details relating to Director re-election, Directors' powers and Directors' conflicts of interest can be found in the Corporate governance report on pages 77 to 132 (inclusive).

Directors' and officers' liability insurance

The Group maintains Directors' and Officers' liability insurance, which is reviewed annually.

Significant agreements

There are a number of significant agreements across the Group with provisions that take effect, alter or terminate upon a change of control of the Company, such as bank facility agreements, agreements with strategic partners and employee share scheme rules. The Directors are not aware of any agreements between the Company and its Directors or employees that provide for compensation for loss of office or employment occurring solely because of a change of control.

Political and charitable donations

During FY25, the Group contributed £10,630 (excludes sold Engineering entities) (FY24: £13,370) in the UK for charitable purposes. There were no political donations during the financial year (FY24: £nil).

Additional information

Employee share schemes

Awards under employee share schemes do not confer any shareholder rights, such as the right to vote on shareholder matters or to receive any dividend, until a participant has received the shares after vesting or exercise (as applicable).

Employment policies and employees

The Company is committed to building a safe, people-first culture that empowers and supports its employees. Further details on the Company's employee-related policies and commitments, as well as employee involvement can be found in the Sustainability and impact review on pages 23 to 39 (inclusive) and the Non-financial and sustainability information statement on pages 74 and 75 (inclusive).

Confidential reporting of concerns

The Group maintains various channels through which people can report concerns or suspicions of wrongdoing within the workplace, including anonymous reporting via an independent whistleblowing service operated by AAB People (previously known as SeeHearSpeakUp). The Board regularly reviews the Group's Whistleblowing Policy, which is implemented by the Company Secretary as the Group's Whistleblowing Officer.

Pensions

Estimates of the amount and timing of future funding obligations for the Group's pension plans are based on various assumptions including, among other things, inflation, future long-term corporate bond yields, longevity of members and statutory requirements. The Group continually reviews this risk and takes action to mitigate it where possible. In addition, while the Group is consulted by the Trustees on the investment strategies of the Group's pension plans, the Group has no direct control over these matters as the Trustees are directly responsible for the strategy. During the year the Trustees purchased an insured bulk annuity policy from Aviva to reduce risk from the scheme. Details of the Group's pension plans and the buy-in policy are in Note 28 to the financial statements.

Environment

The Company's report on sustainability and the environment, including its carbon footprint, and approach to reducing greenhouse gas emissions (GHG) can be found on pages 72 and 73 (inclusive). The Company's analysis of climate-related risks and opportunities and its governance processes can be found in the TCFD report on pages 55 to 71 (inclusive).

External Auditor

A resolution to reappoint Grant Thornton UK LLP as External Auditor will be proposed at the forthcoming AGM of the Company, expected to be held in February 2026.

More information about the external audit can be found in the Audit and Risk Committee Report on pages 104 to 108 (inclusive).

Other information incorporated by reference

Other information relevant to this Directors' Report, and which is incorporated by reference, includes:

Subject Matter	Location	Page(s) (inclusive)
Financial risk management	Principal risks and uncertainties	50 to 53
	Corporate governance report	77 to 132
	Audit and Risk Committee report	104 to 108
Exposure to price risk, credit risk, liquidity risk and cash flow risk	Notes to the financial statements (Derivatives and other financial instruments) (Note 27)	195 to 200
Going concern	Principal Accounting Policies	160 to 167
Important events since the financial year end	Notes to the financial statements (Post balance sheet events) (Note 36)	214
Likely future developments in the business	Strategic report	1 to 75
Research and development	Strategic report	1 to 75
Employment of disabled persons	Non-financial and sustainability information statement	74 to 75
Stakeholder engagement	Corporate governance report	77 to 137
	s.172 Statement	94 to 99
SECR energy and carbon reporting	SECR	72 to 73
Board diversity	Nomination Committee report	100 to 103
	Corporate governance report	77 to 137

The information required to be disclosed by Listing Rule 6.6.2R (previously 9.8.4R) can be located as set out below:

Listing Rule 6.6.2R (previously 9.8.4R)	Information required	Page(s) (inclusive)
(1)	Interest capitalised	N/A
(2)	Publication of unaudited financial information	N/A
(3)	N/A	N/A
(4)	Details of Long Term Incentive Schemes	N/A
(5-6)	Waiver of Directors' emoluments	N/A
(7-8)	Non-pre-emption issues of equity for cash	N/A
(9)	Parent participation in a placing by a listed subsidiary	N/A
(10)	Significant contracts involving a Director or shareholder	N/A
(11)	Provisions of services by a controlling shareholder	N/A
(12-13)	Dividend waivers	134
(14)	Agreements with a controlling shareholder	N/A

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic report, the Directors' report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. The Directors have elected to prepare the Financial Statements in accordance with UK-adopted international accounting standards. 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 and profit or loss of the Company and Group for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose, with reasonable accuracy at any time, the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are 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 Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The Directors are responsible for preparing the Annual Report and Accounts in accordance with applicable law and regulations. Having taken advice from the Audit and Risk Committee, the Directors consider the Annual Report and Accounts and the Financial Statements, taken as a whole, provide 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.

To the best of our knowledge:

- the Group Financial Statements, prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

By order of the Board 9 December 2025.



Paula Robertson
Company Secretary
9 December 2025

Financial statements

Financial statements

- 141 Independent Auditor's report
- 152 Consolidated income statement
- 153 Consolidated statement of comprehensive income
- 154 Consolidated and Company balance sheets
- 156 Consolidated statement of changes in equity
- 157 Company statement of changes in equity
- 158 Consolidated and Company statements of cash flows
- 160 Principal accounting policies
- 168 Notes to the financial statements
- 215 Five-year statement
- 218 Alternative performance measures glossary
- 220 Directory of operations
- 221 Registered office and advisers



INDEPENDENT AUDITOR'S REPORT

to the members of Fevara plc

Opinion

Our opinion on the financial statements is unmodified

We have audited the financial statements of Fevara plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 August 2025, which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated and Company Balance Sheets, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated and Company Statements of Cash Flows and notes to the financial statements, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 August 2025 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; 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 financial statements' section of our report. We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest 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.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

Our evaluation of the directors' assessment of the group's and the parent company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining and assessing management's paper containing their assessment of going concern, including forecasts covering the period to 31 December 2026;
- Testing the mathematical accuracy of those forecasts, as approved by the Board. We also tested the accuracy of management's forecasting by a comparison of prior period forecasts to actual data and assessed the forecasts prepared for consistency with other areas of the audit;
- Utilising industry data and other external information to challenge the reasonableness of management's assumptions;
- Assessing compliance with financial covenants within the group's facilities for the period to 31 December 2026 and the available headroom to the group; and
- Assessing the reverse stress test performed by management, determining if the scenario is plausible, and assessing the adequacy of the related disclosures within the Annual Report and Accounts.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including the potential impacts of macroeconomic uncertainties such as inflationary pressures. We assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

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.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the group's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Our approach to the audit



Overview of our audit approach

Overall materiality:

Group: £914k, which represents 0.75% of the group's total revenue from continuing and discontinued operations.

Parent company: £477k, which represents 1% of the parent company's total assets.

- Key audit matters were identified as:
- Profit on sale of discontinued operations – Engineering division (new in current year); and
- Risk of fraud in revenue recognition within the Agriculture division (new in current year).

Our auditor's report for the period ended 31 August 2024 included three key audit matters that have not been reported as a key audit matter in our current year's report.

1. The key audit matter relating to going concern has been removed due to the Group obtaining new Group banking facilities post year end, comprising £20m committed facilities, together with significant headroom in the future forecasted cash flow model;
2. The key audit matter relating to revenue recognition in components in the Engineering division where revenue is recognised over time (long term contracts) has been removed due to the disposal of the relevant entities during the year. While the area remains a significant risk due to its association with disposal accounting, it is not reported as a separate key audit matter in this year's audit report; and
3. The key audit matter related to the carrying value of non-current assets, specifically concerning Animax Ltd and the Chirton Engineering business. This is due to a reduction in the complexity of the accounting estimates and the level of management judgement required in relation to these areas in the current year.



Overview of our audit approach continued

Our auditor's report for the current year includes two additional key audit matters that have not previously been reported in past periods.

1. The key audit matter related to profit on sale of discontinued operations – Engineering division, given the significance of this transaction to the Group within the year.
2. The key audit matter related to the risk of fraud in revenue recognition within the Agriculture division. Given that the group has significantly reduced in size in recent years due to disposals, the remaining agriculture revenue streams are now of more significance to the group and therefore so is the significance of this risk.

The group auditor performed an audit of the parent company financial statements, full-scope audit procedures on the financial information of two components and specified procedures on five components.

Component auditors performed full-scope audit procedures on the financial information of three components and specified procedures on three components.

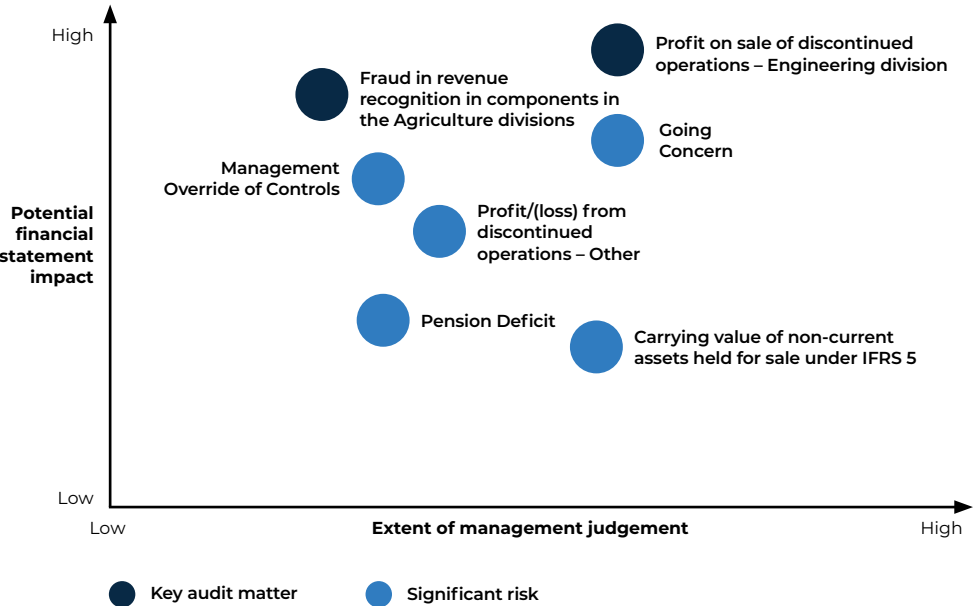
The group engagement team performed analytical procedures on the financial information of the remaining eleven components.

to the members of Fevara plc

Key audit matters

Key audit matters are those matters that, in our professional judgement, 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) that we identified. These matters included those that 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 financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In the graph below, we have presented the key audit matters and significant risks relevant to the audit. This is not a complete list of all risks identified by our audit.



Key Audit Matter – Group

Profit on sale of discontinued operations – Engineering division

We identified the profit on disposal of discontinued operations as one of the most significant assessed risks of material misstatement due to fraud and error.

We have pinpointed the significant risk and key audit matter to the disposal of the Engineering division which was a significant transaction for the Group.

The disposal of the Engineering division on 22 April 2025 gave rise to a net profit on disposal after disposal costs of £17.0m (with pre-tax trading results for the period of £4.0m). We therefore identified the profit on sale of discontinued operations as a significant risk, specifically in relation to cut off. This represents a significant risk because the disposal is material and non-recurring in its nature.

Management's judgment in determining the stage of completion for revenue contracts directly impacts the amount of revenue recognised up to the disposal date and, consequently, the profit on the sale of discontinued operations. A significant portion of the Engineering division's revenues are recognised over time and are based on the stage of completion measure with reference to either costs incurred as a proportion of total costs or delivery towards complete satisfaction of performance obligations. Determining stage of completion for revenue contracts is inherently complex and significant management judgment is required.

Relevant disclosures in the Annual Report

- Financial statements: Note 9, principal accounting policies (Basis of consolidation and Revenue recognition)

How our scope addressed the matter – Group

In responding to the key audit matter, we performed the following audit procedures:

- updated our understanding of processes and controls in place related to disposals. We performed walkthroughs to assess the design and implementation of these controls;
- obtained management's calculation of the profit on disposal and considered whether it appropriately reflected the terms of the associated sale and purchase agreement and the consideration received that resulted from the transaction;
- confirmed the key terms and conditions to the disposal and associated agreements, and considered how these are reflected by management in accordance with accounting standards;
- tested the mathematical accuracy by reperforming the calculations of the profit on disposal;
- tested associated transaction costs included in the disposal calculation on a sample basis to supporting documentation;
- verified that the agreed consideration from the sale was received in the bank account;
- confirmed the net assets included in the disposal calculation related to the disposal entities and appropriately reflected their net asset position at the disposal date, including consideration of related tax matters (utilising a tax specialist);
- performed an audit of the entire component financial information for the selected engineering components as part our procedures over the profit or loss up to the date of disposal and the disposal balance sheet;
- performed specific audit procedures over the revenue recognition in components within the Engineering division up to the date of disposal where revenue is recognised over time (long term contracts):
 - obtained and inspected contract documents and challenged the identification of performance obligations, contract clauses and assessed whether the method of revenue recognition is in accordance with IFRS 15 'Revenue from contracts with customers';
 - recalculated the revenue recognition on a sample of contracts based on either percentage completion in relation to estimated costs to complete or through progress towards satisfaction of performance obligations and compared to amounts recorded by the Group;
 - made inquiries of project managers to obtain an understanding of the performance of the contract throughout the period and at period end;
 - obtained and assessed management's forecast estimated costs to completion and challenged the Group's estimates in respect of costs to complete via challenge of senior operational and financial management, and with reference to our own expertise. We also performed corroborative inquiries of the Group's in-house legal counsel; and
 - obtained post disposal date updates from project managers to understand subsequent performance of projects and assessed whether the updated costs to complete forecasts indicate completeness of estimated costs to complete at the period end.
- assessed whether disclosures in the financial statement relating to the profit on the sale of discontinued operations are appropriate.

Our results

Based on our audit work, we did not identify any material misstatement relating to the profit on sale of discontinued operations.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Fevara plc

Key Audit Matter – Group

Risk of fraud in revenue recognition within the Agriculture division

We identified risk of fraud in revenue recognition as one of the most significant assessed risks of material misstatement due to fraud.

The continuing group generated total revenue of £78.8m which is recognised at a point in time.

Given that the group has significantly reduced in size in recent years due to disposals, the remaining revenue streams are now more concentrated, increasing the significance of this risk.

Under ISA (UK) 240 there is a presumed risk that revenue may be misstated due to the improper recognition of revenue. Revenue recorded by the group is also one of the key determinants of group profit before tax, which is the primary financial Key Performance Indicator (KPI) for the group.

We pinpointed the significant risk to revenue impacting entries falling outside of the expected transaction flow where we assess that there is an increased risk that management may record fraudulent revenue transactions.

Relevant disclosures in the Annual Report

Financial statements: Note 2 and 3, principal accounting policies (revenue recognition)

How our scope addressed the matter – Group

In responding to the key audit matter, we performed the following audit procedures:

- updated our understanding of processes and controls in place related to revenue recognition. We performed walkthroughs to assess the design and implementation of these controls;
- assessed the accounting policies for consistency and appropriateness with the financial reporting framework, including IFRS 15 'Revenue from Contracts with Customers' for all significant revenue streams, and in particular that revenue is only recognised as the group satisfies the related performance obligation to the customer;
- tested a sample of revenue transactions, where income is recognised at a point in time, through agreement to relevant supporting documentation, such as proof of delivery and cash receipt, to confirm that revenue was only recognised once the performance obligation had been met;
- utilised data analytic procedures to interrogate and test the revenue populations, including analysing revenue postings from inception to cash, and identifying any unexpected ledger postings, on which to perform further testing through agreement to supporting documentation. We tested the operating effectiveness of controls over the bank reconciliation process to support this testing; and
- tested a sample of sales around the period end and post year, including post year-end credit notes raised, by agreeing the transaction to supporting documentation to gain assurance over the occurrence of the transaction and to determine whether the revenue was recognised in the correct period.

Our results

Based on our audit work, we did not identify any material misstatement relating to the revenue recognition within the Agriculture division.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Fevara plc

Our application of materiality

We apply the concept of materiality both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor's report.

Materiality was determined as follows:

Materiality measure	Group	Parent Company
Materiality for financial statements as a whole	We define materiality as the magnitude of misstatement in the financial statements that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of these financial statements. We use materiality in determining the nature, timing and extent of our audit work.	
Materiality threshold	£914k (2024: £741k), which represents 0.75% of the group's total revenue.	£477k (2024: £340k), which represents 1% of the parent company's total assets.
Significant judgements made by auditor in determining materiality	In determining materiality, we made the following significant judgements: Revenue is determined to be the most appropriate benchmark due its importance in both external financial reporting and internal management reporting. The group engagement team compared the determined amount against the range of materialities that would have been calculated had different benchmarks (adjusted operating profit and adjusted PBT) been used, recognising that a number of measures are relevant to the users of the financial statements. Materiality for the current year is higher than the level that we determined for the year ended 31 August 2024 to reflect the increase in the group's revenue.	In determining materiality, we made the following significant judgements: Total assets are considered the most appropriate benchmark for the parent company because the principal activity is that of a holding company that does not trade. For group audit purposes, we capped materiality at 50% of continuing group materiality based on the component's significant within the group, as the materiality based on total assets was higher than continuing group performance materiality.
Performance materiality used to drive the extent of our testing	We set performance materiality at an amount less than materiality for the financial statements as a whole to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.	
Performance materiality threshold	£639k (2024: £518k), which is 70% (2024: 70%) of financial statement materiality.	£334k (2024: £238k), which is 70% (2024: 70%) of financial statement materiality. Parent company component performance materiality has been capped at an amount less than group performance materiality for group audit purposes.
	The range of component performance materialities used across the group was £206k to £455k.	

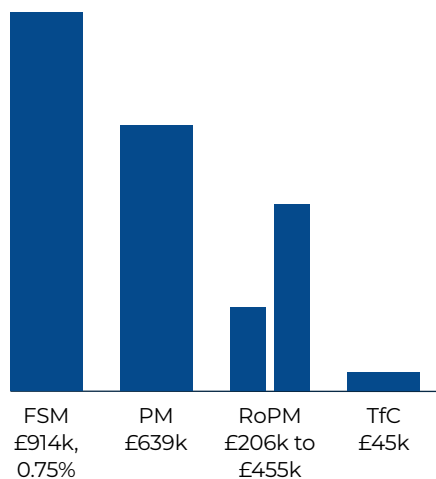
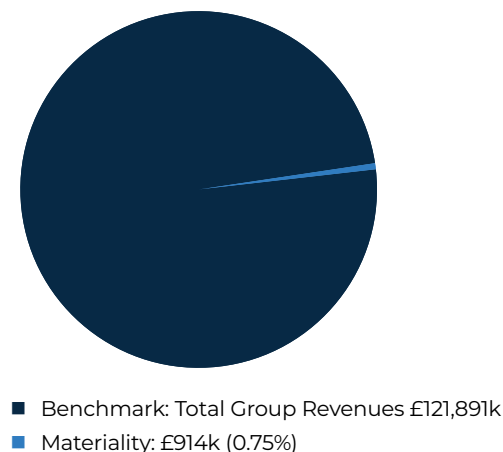
INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Fevara plc

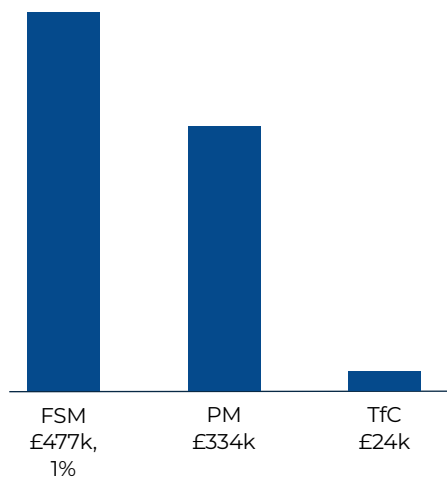
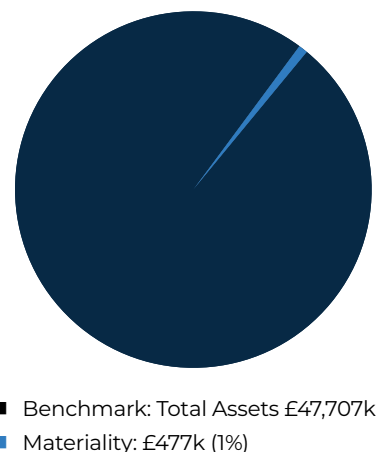
Materiality measure	Group	Parent Company
Significant judgements made by auditor in determining performance materiality	In determining performance materiality, we made the following significant judgements: • Our understanding of the entity, updated during the performance of risk assessment procedures; and • Management has strong monitoring procedures, engaging internal audit to perform a full-scale review of the internal control environment • Our experience with auditing the financial statements of the group in previous years (for example, the level of uncorrected misstatements in the prior year). • This meant that we applied the same measurement % to demonstrate the consistency of the control environment. In determining component performance materiality, we made the following significant judgements: • Extent of disaggregation of financial information across components, including the relative risk and size of a component to the group • Component performance materiality increased in line with the above For each component in scope for our group audit, we allocated a performance materiality that is less than our overall group performance materiality.	In determining performance materiality, we made the following significant judgements: • Our understanding of the entity, updated during the performance of risk assessment procedures; and • Management has strong monitoring procedures, engaging internal audit to perform a full-scale review of the internal control environment • Our experience with auditing the financial statements of the group in previous years (for example, the level of uncorrected misstatements in the prior year). • This meant that we applied the same measurement % to demonstrate the consistency of the control environment.
Specific materiality	We determine specific materiality for one or more particular classes of transactions, account balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	
Specific materiality	We determined a lower level of specific materiality for the following areas: • Component materiality capping for components within the continuing group: £591k, which represents 0.75% of continuing revenues only; • Related party transactions; and • Directors' remuneration	We determined a lower level of specific materiality for the following areas: • Related party transactions; and • Directors' remuneration.
Communication of misstatements to the Audit and Risk Committee	We determine a threshold for reporting unadjusted differences to the Audit and Risk Committee.	
Threshold for communication	£45k (2024: £37k), which represents 5% of financial statement materiality, and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.	£24k (2024: £17k), which represents 5% of financial statement materiality, and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.

The graph below illustrates how performance materiality and the range of component performance materiality interacts with our overall materiality and the threshold for communication to the Audit and Risk Committee.

Overall materiality – Group



Overall materiality – Parent



FSM: Financial statement materiality, PM: Performance materiality, RoPM: Range of performance materiality at five components, TfC: Threshold for communication to the audit committee

An overview of the scope of our audit

We performed a risk-based audit that requires an understanding of the group's and the parent company's business and in particular matters related to:

Understanding the group, its components, their environments, and its system of internal control including common controls

- the engagement team obtained an understanding of the group and its components, their environment, and its system of internal control, including the nature and extent of common controls and assessed the risks of material misstatement at the group level;
- the engagement team obtained an understanding of the group's organisation structure and considered its impact on the scope of the audit, including assessing the level of centralisation of group control function; and;
- the engagement team performed walkthroughs of key areas of focus, including significant risks and other significant classes of transactions, in order to confirm their understanding of the control environment across the group.

Identifying components at which to perform audit procedures

- the group auditor performed an evaluation of identified components to assess the components which would be in scope and to determine the planned audit response based on whether we determined there to be a risk of material misstatement in the subsidiary, or if the entity was considered to be financially significant to the group;
- the group auditor then considered coverage achieved over each financial statement line item, bringing additional components into scope for specified audit procedures to ensure sufficient appropriate audit evidence obtained for significant classes of transactions, account balances and disclosures;
- the group auditor further considered any components not currently in scope to be brought in to introduce unpredictability to the group audit.

Type of work to be performed on financial information of parent and other components (including how it addressed the key audit matters)

- Of the group's 25 components, we identified five which, in our view, required an audit of their financial information using component materiality (full scope audit), due to being assessed as having a risk of material misstatement to the group. As a result of this, we performed an audit of the financial statements of the parent company and of the financial information of one other component, Carrs Agriculture Limited, and component auditors performed audits of the financial information of three components, NuVision Engineering, Inc, Wälischmiller Engineering GmbH and Bendall's Engineering – a division of Carr's Engineering Limited based on instructions issued by the Group engagement team. These full scope audits included work on all of the identified key audit matters described above relating to fraud in revenue recognition in components in the Agriculture division and profit on sale of discontinued operations – Engineering division, with NuVision Engineering, Inc, Wälischmiller Engineering GmbH and Bendall's Engineering being the most significant components disposed of within the division.

- We identified three components to be financially significant; Animal Feed Supplements, Inc., Animax Ltd and Chirton Engineering Limited. Animal Feed Supplements, Inc. was subject to a full scope audit, using component materiality, performed by the group auditors while specified audit procedures were performed on Animax Ltd by the group auditor and Chirton Engineering Limited by the component auditors. Furthermore, five components were incorporated to ensure that there was sufficient appropriate evidence or unpredictability, on which specified procedures were performed either by the group engagement team (for four components) or by component auditors (for one component).
- We performed analytical procedures at group level over the remaining twelve components. These procedures, together with the additional procedures outlined above, were designed to give us the audit evidence needed for our opinion on the group financial statements as a whole. For the key audit matters identified, the work performed was concurrent with the audit procedures including the audit of the Engineering division and the assessment of significant judgements and estimates regarding the revenue recognition, and the audit of Agriculture revenues and identifying and assessing the risk of non-standard revenue transactions identified in our audit data analytics.

Performance of our audit

In order to gain sufficient appropriate audit evidence to address the risks described above, an audit of financial information was carried out at each individually significant reporting component: audits for group reporting purposes were carried out at six components located in the following countries: United Kingdom (three components), USA (two components) and Germany (one component).

In addition, specified audit procedures for group reporting purposes were performed at a further eight components. Further audit procedures performed on components subject to specific scope and specified procedures may not have included testing of all significant account balances of such components, but further audit procedures were performed on specific accounts within that component that we, the group auditor, considered had the potential for the greatest impact on the group financial statements either due to risk, size or coverage.

The components within the scope of further audit procedures accounted for the following percentages of the Group's results, including the key audit matters identified:

Audit approach	No. of components	% coverage revenue	% coverage PBT (on absolute basis)
Full-scope audit	6	64%	80%
Specific scope audit	8	12%	10%
Full-scope and specific scope procedures coverage	14 (2024: 14)	76% (2024: 75%)	90% (2024: 88%)
Analytical procedures	11 (2024: 13)	24% (2024: 25%)	10% (2024: 12%)
Total	25 (2024: 27)	100%	100%

Communications with component auditors

- Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those components to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the group financial statements as a whole. This involved issuing instructions to component auditors and having regular communication throughout the audit.
- During the planning stages of the group audit, the group auditor sent detailed instructions to the component auditors that detailed the scope of the work, component materiality and planned audit approach on significant risk areas. The group auditor also held planning meetings with component auditors to discuss these instructions and provide direction to the component auditor.
- During the fieldwork stage, the group auditor was in communication with the component auditors and performed detailed reviews of a selection of working papers that cover the significant risks at group level as well as working papers to ensure that the group auditor have sufficient appropriate audit evidence to support the group opinion.
- During the completion stage, the group auditor was in communication with the component auditors to enquire of any subsequent events.

Changes in approach from previous period

- Key changes in the scope of the audit from the prior year is that Gold-Bar Feed Supplements LLC was scoped in for specified audit procedures to gain coverage over financial statement line items in order to give us the audit evidence needed for our opinion on the group financial statements as a whole, Animax Ltd has been deemed to be financially significant and was therefore scoped in for specific audit procedures and two components which were subject to specific audit procedures in the prior year are now only subject to analytical procedures.
- Unpredictability procedures have been performed at Chirton Engineering Limited as the entity was only subject to analytical procedures in the previous period.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise 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 other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is 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.

Our opinions on other matters prescribed by the Companies Act 2006 are unmodified

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with 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.

Matter on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

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:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited 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; or
- a corporate governance statement has not been prepared by the parent company.

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 54;
- the directors' explanation as to their assessment of the group's prospects, the period this assessment covers and why the period is appropriate as set out on page 54;

- the director's statement on whether they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities set out on page 54;
- the directors' statement on fair, balanced and understandable set out on page 139;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 50;
- the section of the annual report that describes the review of the effectiveness of risk management and internal control systems set out on page 107 and 108; and
- the section describing the work of the audit committee set out on page 105 and 106.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 139, 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 the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the 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 the directors 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. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks applicable to the parent company and the group and the industry in which they operate. We determined that the most significant laws and regulations are: UK-adopted international accounting standards, UK Corporate Governance Code and tax legislation in the jurisdictions in which the group operates, including the application of local and overseas sales taxes;
- We enquired of management, finance team, legal counsel and the Board of directors about the group and parent company's policies and procedures relating to:
 - the identification, evaluation and compliance with laws and regulations;
 - the detection and response to the risks of fraud; and

- the establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations.
- We inquired of management, finance team, legal counsel and the Board whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud. We corroborated our inquiries through our review of board minutes and papers provided to the Audit Committee;
- We assessed the susceptibility of the parent company's and group's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the group engagement team included:
 - assessing the design and implementation of controls management has in place to prevent and detect fraud;
 - obtaining an understanding of how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
 - challenging assumptions and judgments made by management in significant accounting estimates;
 - identifying and testing journal entries, in particular any journals with unusual characteristics, and increasing our testing in areas of higher risk as identified during our audit;
 - engaging with our internal tax specialists to address the risk of non-compliance with taxation legislation;
 - designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing; performing additional procedures over information provided by the entity during the course of our audit; and
 - assessing the extent of compliance with the relevant laws and regulations as part of our procedures on the related financial statement item.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as 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 statements, the less likely we would become aware of it;
- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the group engagement team included consideration of the group engagement team's knowledge of the industry in which the group operates, and the understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation;
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members, including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit;

- In assessing the potential risks of material misstatement, we obtained an understanding of:
 - the parent company's and group's operations, including the nature of its revenue sources, products and services and of its objectives and strategies to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement;
 - the applicable statutory provisions;
 - the rules and interpretative guidance issued by the Financial Conduct Authority;
 - the parent company's and group's control environment, including the policies and procedures implemented to comply with the requirements of its regulator, including the adequacy of the training to inform staff of the relevant legislation, rules and other regulations of the regulator, the adequacy of procedures for authorization of transactions, internal review procedures over the entity's compliance with regulatory requirements, the authority of, and resources available to the compliance officer and procedures to ensure that possible breaches of requirements are appropriately investigated and reported;
- For components at which audit procedures were performed, we requested component auditors to report to us instances of non-compliance with laws and regulations that gave rise to risk of material misstatement of the group financial statements. No such matters were identified by the component auditors.

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.

Other matters which we are required to address

We were appointed by Audit Committee on 13 February 2025 to audit the financial statements for the year ending 31 August 2025. Our total uninterrupted period of engagement is four years, covering the period ended 3 September 2022 to the year ended 31 August 2025.

Use of our report

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



Jonathan Maile FCA Bsc (Hons)

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Manchester

9 December 2025

CONSOLIDATED INCOME STATEMENT

For the year ended 31 August 2025

	Notes	2025 £'000	2024 (restated) £'000
Continuing operations			
Revenue	2,3	78,834	75,701
Cost of sales		(61,746)	(61,434)
Gross profit		17,088	14,267
Distribution costs		(1,012)	(1,186)
Administrative expenses		(15,040)	(21,250)
Share of post-tax results of joint ventures		1,350	1,374
Adjusted ¹ operating profit	2	3,668	2,168
Adjusting items	5	(1,282)	(8,963)
Operating profit/(loss)	2,4	2,386	(6,795)
Finance income	7	1,013	1,013
Finance costs	7	(505)	(681)
Adjusted ¹ profit before taxation	2	4,176	2,500
Adjusting items	5	(1,282)	(8,963)
Profit/(loss) before taxation	2	2,894	(6,463)
Taxation	8	133	1,974
Adjusted ¹ profit for the year from continuing operations		3,821	2,461
Adjusting items	5	(794)	(6,950)
Profit/(loss) for the year from continuing operations		3,027	(4,489)
Discontinued operations			
Profit/(loss) for the year from discontinued operations (including held for sale)	9	16,906	(1,231)
Profit/(loss) for the year attributable to equity shareholders		19,933	(5,720)

	Notes	2025 £'000	2024 £'000
Earnings/(loss) per Ordinary Share (pence)			
Basic			
Profit/(loss) from continuing operations	11	3.5	(4.8)
Profit/(loss) from discontinued operations	11	19.6	(1.3)
	11	23.1	(6.1)
Diluted			
Profit/(loss) from continuing operations	11	3.5	(4.8)
Profit/(loss) from discontinued operations	11	19.4	(1.3)
	11	22.9	(6.1)

1 Adjusted results are consistent with how business performance is measured internally and is presented to aid comparability of performance. Adjusting items are disclosed in Note 5. An alternative performance measures glossary can be found on pages 218 to 219.

During the year the Group has reviewed its policy on cost allocation in the income statement to ensure all of its businesses classify costs on a consistent basis. The current year is the first full year where the main continuing businesses are using the same ERP system, which has facilitated alignment of cost allocation. Costs classified as distribution costs include non-recoverable haulage costs and fixed costs of distribution such as vehicle and employee related costs. As a result of this policy review, the prior year has been restated to reflect £3.2m being reclassified from distribution costs to administrative expenses. There has been no impact to profit.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 August 2025

	Notes	2025 £'000	2024 (restated) £'000
Profit/(loss) for the year attributable to equity shareholders		19,933	(5,720)
Other comprehensive (expense)/income			
Items that may be reclassified subsequently to profit or loss:			
Foreign exchange translation losses arising on translation of overseas subsidiaries		(120)	(1,670)
Taxation credit on foreign exchange translation losses arising on translation of overseas subsidiaries		54	178
Items that will not be reclassified subsequently to profit or loss:			
Actuarial losses on retirement benefit asset	28	(4,205)	(412)
Taxation credit on actuarial losses on retirement benefit asset	19	1,051	103
Other comprehensive expense for the year, net of tax		(3,220)	(1,801)
Total comprehensive income/(expense) for the year		16,713	(7,521)
Total comprehensive (expense)/income attributable to:			
Continuing operations		(359)	(5,430)
Discontinued operations		17,072	(2,091)
		16,713	(7,521)

Total comprehensive (expense)/income attributable to discontinued operations includes net gains of £166,000 (2024: net losses of £860,000) in respect of foreign exchange translation movements relating to overseas subsidiaries.

The comparatives have been restated to separately present tax within foreign exchange translation losses arising on translation of overseas subsidiaries.

CONSOLIDATED AND COMPANY BALANCE SHEETS

As at 31 August 2025
(Company Number 00098221)

	Notes	Group		Company	
		2025 £'000	2024 £'000	2025 £'000	2024 £'000
Assets					
Non-current assets					
Goodwill	12	2,068	2,068	–	–
Other intangible assets	12	31	32	–	–
Property, plant and equipment	13	8,941	9,900	26	62
Right-of-use assets	14	853	656	128	164
Investment property	15	–	316	–	–
Investment in subsidiary undertakings	16,18	–	–	20,346	20,515
Interest in joint ventures	16,17	7,101	6,288	172	172
Other investments	16	21	26	–	–
Financial assets					
– Non-current receivables	22	–	–	12,104	32,389
Retirement benefit asset	28	–	1,807	–	1,807
Deferred tax asset	19	2,428	208	2,984	721
		21,443	21,301	35,760	55,830
Current assets					
Inventories	20	12,298	12,062	–	–
Trade and other receivables	22	10,644	10,352	4,606	5,479
Current tax assets		6	712	–	130
Financial assets					
– Restricted cash	23	4,573	–	4,573	–
– Cash and cash equivalents	24	7,855	13,714	2,768	7,607
Assets included in disposal groups and other assets classified as held for sale	9	2,939	85,663	–	12,908
		38,315	122,503	11,947	26,124
Total assets		59,758	143,804	47,707	81,954

CONSOLIDATED AND COMPANY BALANCE SHEETS CONTINUED

As at 31 August 2025

(Company Number 00098221)

	Notes	Group		Company	
		2025 £'000	2024 £'000	2025 £'000	2024 £'000
Liabilities					
Current liabilities					
Financial liabilities					
– Borrowings	26	(1,803)	(2,764)	(7,223)	(1,580)
– Leases	14	(183)	(267)	(42)	(49)
Trade and other payables	25	(11,741)	(10,707)	(4,116)	(3,381)
Current tax liabilities		(10)	–	(100)	–
Liabilities included in disposal groups classified as held for sale	9	(1,477)	(31,748)	–	–
		(15,214)	(45,486)	(11,481)	(5,010)
Non-current liabilities					
Financial liabilities					
– Borrowings	26	(3,492)	(2,913)	(3,492)	(2,913)
– Leases	14	(759)	(448)	(92)	(118)
Retirement benefit obligation	28	(2,896)	–	(2,896)	–
Deferred tax liabilities	19	–	(23)	–	–
		(7,147)	(3,384)	(6,480)	(3,031)
Total liabilities		(22,361)	(48,870)	(17,961)	(8,041)
Net assets		37,397	94,934	29,746	73,913
Shareholders' equity					
Share capital	29	1,293	2,361	1,293	2,361
Share premium		11,189	10,945	11,189	10,945
Other reserves		2,999	2,115	1,430	324
Retained earnings:					
At the beginning of the year		79,513	91,276	60,283	73,876
Profit/(loss) attributable to equity shareholders		19,933	(5,720)	33,366	(7,354)
Other changes in retained earnings		(77,530)	(6,043)	(77,815)	(6,239)
		21,916	79,513	15,834	60,283
Total shareholders' equity		37,397	94,934	29,746	73,913

The financial statements set out on pages 152 to 214 were approved by the Board on 9 December 2025 and signed on its behalf by:

Tim Jones

Joshua Hoopes

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 August 2025

	Share Capital £'000	Share Premium £'000	Capital Redemption Reserve £'000	Treasury Share Reserve £'000	Equity Compensation Reserve £'000	Foreign Exchange Reserve £'000	Other Reserve £'000	Retained Earnings £'000	Total Shareholders' Equity £'000
At 3 September 2023	2,354	10,664	–	–	264	3,127	190	91,276	107,875
Loss for the year	–	–	–	–	–	–	–	(5,720)	(5,720)
Other comprehensive expense	–	–	–	–	–	(1,492)	–	(309)	(1,801)
Total comprehensive expense	–	–	–	–	–	(1,492)	–	(6,029)	(7,521)
Dividends paid	–	–	–	–	–	–	–	(6,006)	(6,006)
Equity-settled share based payment transactions	–	–	–	–	358	–	–	–	358
Excess deferred taxation on share based payments	–	–	–	–	–	–	–	14	14
Allotment of shares	7	281	–	–	–	–	–	–	288
Purchase of own shares held in trust	–	–	–	(74)	–	–	–	–	(74)
Transfer	–	–	–	74	(298)	–	(34)	258	–
At 31 August 2024	2,361	10,945	–	–	324	1,635	156	79,513	94,934
At 1 September 2024	2,361	10,945	–	–	324	1,635	156	79,513	94,934
Profit for the year	–	–	–	–	–	–	–	19,933	19,933
Other comprehensive expense	–	–	–	–	–	(66)	–	(3,154)	(3,220)
Total comprehensive (expense)/income	–	–	–	–	–	(66)	–	16,779	16,713
Dividends paid	–	–	–	–	–	–	–	(3,826)	(3,826)
Equity-settled share based payment transactions	–	–	–	–	188	–	–	–	188
Excess deferred taxation on share based payments	–	–	–	–	–	–	–	43	43
Allotment of shares	6	244	–	–	–	–	–	–	250
Own shares purchased for cancellation (Note 29)	(1,074)	–	1,074	–	–	–	–	(70,000)	(70,000)
Costs of own shares purchased for cancellation (Note 29)	–	–	–	–	–	–	–	(897)	(897)
Purchase of own shares held in trust	–	–	–	(8)	–	–	–	–	(8)
Transfer	–	–	–	8	(156)	–	(156)	304	–
At 31 August 2025	1,293	11,189	1,074	–	356	1,569	–	21,916	37,397

The equity compensation reserve reflects the cumulative accounting impact, at the balance sheet date, of the fair value of the share schemes over the vesting periods. The movement on the equity compensation reserve is taken through the consolidated income statement. During the year £156,000 (2024: £298,000) was transferred from the equity compensation reserve to retained earnings in respect of options vested in the year.

The Group has opted to use previous revaluations of property made under UK GAAP as deemed cost. On adoption of IFRS the revaluation reserve was reclassified to other reserves. The remaining revalued property was sold during the year.

Further details about the capital redemption reserve can be found in Note 29.

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 August 2025

	Share Capital £'000	Share Premium £'000	Capital Redemption Reserve £'000	Treasury Share Reserve £'000	Equity Compensation Reserve £'000	Retained Earnings £'000	Total Shareholders' Equity £'000
At 3 September 2023	2,354	10,664	–	–	264	73,876	87,158
Loss for the year	–	–	–	–	–	(7,354)	(7,354)
Other comprehensive expense	–	–	–	–	–	(309)	(309)
Total comprehensive expense	–	–	–	–	–	(7,663)	(7,663)
Dividends paid	–	–	–	–	–	(6,006)	(6,006)
Equity-settled share based payment transactions	–	–	–	–	198	–	198
Excess deferred taxation on share based payments	–	–	–	–	–	12	12
Allotment of shares	7	281	–	–	–	–	288
Purchase of own shares held in trust	–	–	–	(74)	–	–	(74)
Transfer	–	–	–	74	(138)	64	–
At 31 August 2024	2,361	10,945	–	–	324	60,283	73,913
At 1 September 2024	2,361	10,945	–	–	324	60,283	73,913
Profit for the year	–	–	–	–	–	33,366	33,366
Other comprehensive expense	–	–	–	–	–	(3,154)	(3,154)
Total comprehensive income	–	–	–	–	–	30,212	30,212
Dividends paid	–	–	–	–	–	(3,826)	(3,826)
Equity-settled share based payment transactions	–	–	–	–	60	–	60
Excess deferred taxation on share based payments	–	–	–	–	–	42	42
Allotment of shares	6	244	–	–	–	–	250
Own shares purchased for cancellation (Note 29)	(1,074)	–	1,074	–	–	(70,000)	(70,000)
Costs of own shares purchased for cancellation (Note 29)	–	–	–	–	–	(897)	(897)
Purchase of own shares held in trust	–	–	–	(8)	–	–	(8)
Transfer	–	–	–	8	(28)	20	–
At 31 August 2025	1,293	11,189	1,074	–	356	15,834	29,746

The equity compensation reserve reflects the cumulative accounting impact, at the balance sheet date, of the fair value of the share schemes over the vesting periods. The movement on the equity compensation reserve is taken through the income statement where it relates to employees of the Company and to investment in subsidiaries where it relates to employees of the subsidiaries. During the year £28,000 (2024: £138,000) was transferred from the equity compensation reserve to retained earnings and £184,000 (2024: £160,000) was transferred from the equity compensation reserve to investment in subsidiaries in respect of options vested in the year.

Further details about the capital redemption reserve can be found in Note 29.

CONSOLIDATED AND COMPANY STATEMENTS OF CASH FLOWS

For the year ended 31 August 2025

	Notes	Group		Company	
		2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash flows from operating activities					
Cash generated from/(used in) continuing operations	31	3,404	2,657	(9,032)	(6,013)
Interest received		866	734	1,809	2,177
Interest paid		(504)	(681)	(345)	(434)
Tax received		158	1,539	377	2,696
Net cash generated from/(used in) operating activities in continuing operations		3,924	4,249	(7,191)	(1,574)
Net cash generated from operating activities in discontinued operations		3,796	3,194	–	–
Net cash generated from/(used in) operating activities		7,720	7,443	(7,191)	(1,574)
Cash flows from investing activities					
Sale of Engineering disposal group (net of cash disposed)		66,774	4,000	64,296	4,000
Dividends received from subsidiaries		–	–	1,870	–
New loans to subsidiaries		–	–	(348)	(1,271)
Repayment of loans to subsidiaries		–	–	8,131	425
Dividends received from joint ventures		482	916	–	802
Purchase of intangible assets		(6)	(9)	–	–
Proceeds from sale of property, plant and equipment		72	17	–	–
Purchase of property, plant and equipment		(1,257)	(1,188)	(9)	(8)
Proceeds from sale of investment property		–	182	–	–
Proceeds from sale of non-current assets classified as held for sale		5,961	–	–	–
Cash invested in escrow account		(4,500)	–	(4,500)	–
Net cash generated from investing activities in continuing operations		67,526	3,918	69,440	3,948
Net cash used in investing activities in discontinued operations		(713)	(3,526)	–	–
Net cash generated from investing activities		66,813	392	69,440	3,948

CONSOLIDATED AND COMPANY STATEMENTS OF CASH FLOWS CONTINUED

For the year ended 31 August 2025

	Notes	Group		Company	
		2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash flows from financing activities					
Proceeds from issue of Ordinary Share capital	29	250	288	250	288
Purchase of own shares held in trust		(8)	(74)	(8)	(74)
Purchase of own shares for cancellation	29	(70,897)	–	(70,897)	–
New financing and drawdowns on RCF		7,990	–	7,990	–
Repayment of RCF drawdowns		(7,500)	(1,816)	(7,500)	(1,816)
Lease principal repayments		(284)	(322)	(44)	(61)
Repayment of borrowings		(98)	(863)	–	–
Receipt of loans from subsidiaries		–	–	7,000	–
Repayment of loans from subsidiaries		–	–	–	(518)
Dividends paid to shareholders	10	(3,826)	(6,006)	(3,826)	(6,006)
Net cash used in financing activities in continuing operations		(74,373)	(8,793)	(67,035)	(8,187)
Net cash used in financing activities in discontinued operations		(1,234)	(1,677)	–	–
Net cash used in financing activities		(75,607)	(10,470)	(67,035)	(8,187)
Net decrease in cash and cash equivalents		(1,074)	(2,635)	(4,786)	(5,813)
Cash and cash equivalents at beginning of the year		7,930	10,769	7,607	13,443
Exchange differences on cash and cash equivalents		4	(204)	(53)	(23)
Cash and cash equivalents at end of the year	24	6,860	7,930	2,768	7,607
Cash and cash equivalents included in disposal group	24	(808)	3,114	–	–
Cash and cash equivalents for continuing operations	24	6,052	11,044	2,768	7,607

Basis of accounting

The consolidated and Company financial statements are prepared on a going concern basis in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 applicable to companies reporting under those standards.

The Company is a public limited company incorporated and domiciled in England and Wales whose shares are listed and traded on the London Stock Exchange. The address of its registered office is Warwick Mill Business Centre, Warwick Bridge, Carlisle, Cumbria CA4 8RR.

On 25 September 2025 the Company changed its name from Carr's Group plc to Fevara plc.

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ materially from the estimates.

The consolidated and Company financial statements are prepared under the historic cost convention as modified by the revaluation of certain financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

Accounting policies have been applied consistently, other than where new policies have been adopted. The accounting policies for the Group and Company are detailed below.

Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have reviewed the Group's operational forecasts and projections for the three years to 31 August 2028 as used for the viability assessment, taking account of reasonably possible changes in trading performance, together with the planned capital investment over that same period. The Group is expected to have a sufficient level of financial resources available through operating cash flows and bank facilities for the period to the end of December 2026 ("the going concern period"). The Group has operated within all its banking covenants throughout the year. Since the year end the Group's main banking facility is provided by HSBC UK Bank PLC (Note 36). The committed facility is for £20m and is in place until November 2028 with potential to extend by two further one-year periods.

For the purpose of assessing the appropriateness of the preparation of the Group's accounts on a going concern basis, the Directors have prepared financial forecasts for the Group, comprising profit before and after taxation, balance sheets and cash flows covering the period to the end of December 2026. The forecasts consider the current cash position, the availability of banking facilities and an assessment of the principal areas of risk and uncertainty.

These forecasts have been sensitised on a combined basis for severe but plausible downside scenarios. The scenarios tested included significant reductions in revenue and margins together with the impact on cash outflows from funding potential acquisitions. The results of this stress-testing showed that, due to the stability of the core business, the Group would be able to withstand the impact of these severe but plausible downside scenarios occurring over the period of the financial forecasts. In addition to testing these severe but plausible downside scenarios, reverse stress testing was also applied to the sensitised forecasts, to understand what level of downside scenario the Group would not be able to withstand. The scenarios which created going concern uncertainty were deemed extreme and implausible.

Several other mitigating measures remain available and within the control of the Directors that were not included in the scenarios. These include withholding discretionary capital expenditure and reducing or cancelling future dividend payments.

In all the scenarios, the Group complies with its financial bank covenants, operates within its renewed bank facilities, and meets its liabilities as they fall due.

Consequently, the Directors are confident that the Group and the Company will have sufficient funds to continue to meet their liabilities as they fall due until the end of December 2026 and therefore have prepared the financial statements on a going concern basis.

Basis of consolidation

The consolidated financial statements comprise Fevara plc and all its subsidiaries, together with the Group's share of the results of its joint ventures. The financial information of the subsidiaries and joint ventures is prepared as of the same reporting date and consolidated using consistent accounting policies. Group inter-company balances and transactions, including any unrealised profits arising from Group inter-company transactions, are eliminated in full.

Results of subsidiary undertakings acquired or disposed of during the current and prior financial year were included in the financial statements from the effective date of control or up to the date of cessation of control. The separable net assets, both tangible and intangible, of the acquired subsidiary undertakings were incorporated into the financial statements on the basis of the fair value as at the effective date of the Group acquiring control.

An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Control requires power over the investee, exposure, or rights, to variable returns and the ability to use power to affect returns. Subsidiaries are entities that meet this definition of control.

Basis of consolidation continued

Joint ventures are entities over which the Group has joint control, established by contractual agreement. Investments in joint ventures are accounted for using the equity method. The Group's share of its joint ventures' post-tax results are recognised in the income statement, and its share of movement in reserves is recognised in reserves. The cumulative movements are adjusted against the carrying amount of the investment. The Group's investment in joint ventures includes any goodwill arising on acquisition. If the Group's share of losses in a joint venture equals or exceeds its investment in the joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

All subsidiaries are accounted for by applying the purchase method. The cost of a business combination is measured as the aggregate of the fair values, at the acquisition date, of the assets given, liabilities incurred or assumed, and equity instruments issued by the Group. The identifiable assets, liabilities and contingent liabilities of the acquiree are measured initially at fair value at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Contingent consideration is measured initially at fair value and is revalued to fair value at each subsequent period end until the period in which it is settled.

Acquisition-related costs are expensed to the consolidated income statement in the year they are incurred.

In accordance with IFRS 5 'Non-current assets held for sale and discontinued operations', non-current assets and disposal groups are classified as held for sale only if available for immediate sale in their present condition and a sale is highly probable and expected to be completed within one year from the date of classification. Such assets are measured at the lower of carrying value and fair value less costs to sell and are not depreciated or amortised. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The net results of the Engineering businesses and Afritech LLC are presented as discontinued operations in the consolidated income statement, and the assets and liabilities associated with the discontinued operations are presented separately in the consolidated balance sheet. In addition certain assets of the Group have been classified as held for sale and have been presented separately in the consolidated balance sheet. Further details can be found in Note 9.

Employee share trust

IFRS 10 requires that the Group consolidates a structured entity where the substance of the relationship between the parties indicates that the Group controls the entity. The employee share trust sponsored by the Group falls within this category of structured entity and has been accounted for as if it were, in substance, a subsidiary.

Currency translation

The financial statements for the Group's subsidiaries and joint ventures are prepared using their functional currency. The functional currency is the currency of the primary economic environment in which an entity operates. The presentation currency of the Group and Company is Sterling.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. Exchange differences resulting from the settlement of such transactions and from the translation, at exchange rates ruling at the balance sheet date, of monetary assets and liabilities denominated in currencies other than the functional currency, are recognised in the consolidated income statement.

The balance sheets of foreign operations are translated into Sterling using the exchange rate at the balance sheet date and the income statements are translated into Sterling using the average exchange rate for the year. Where this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, the exchange rate on the transaction date is used. Exchange differences arising are recognised as a separate component of shareholders' equity. On disposal of a foreign operation any cumulative exchange differences held in shareholders' equity are transferred to the consolidated income statement.

Revenue recognition

Revenue is recognised when the Group transfers control over a product or service to its customer. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Inter-segmental transactions are on an arm's length basis.

The Group recognises revenue both at a point in time and over time. Revenues generated by the Group's two Agriculture Divisions are recognised at a point in time when control has passed to the customer, which can be either dispatch or delivery depending on the shipping terms agreed with the customer. Revenues generated by the Group's Engineering Division (classified as discontinued operations) are recognised over time where either the contract with the customer does not create an asset with an alternative use and where there is an enforceable right to payment for performance completed to date or where the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. Where this is not the case revenue is recognised at a point in time.

In respect of contracts that meet the criteria to be recognised over time, revenue is calculated on the basis of the stage of completion of each contract. The Group applies a single method of measuring progress for each performance obligation satisfied over time and applies this method consistently to similar performance obligations and in similar circumstances.

Revenue recognition continued

Depending on the nature and circumstances of the performance obligation, the stage of completion is determined with reference to either:

- the proportion that contract costs incurred for work performed to date bear to the total estimated contract costs; or
- the proportion that contract output is delivered towards complete satisfaction of the performance obligation with reference to certified or valued contract works.

Revenue is recognised for a performance obligation satisfied over time only if the Group can reasonably measure its progress towards complete satisfaction of the performance obligation. In circumstances when it cannot reasonably measure the outcome, but expects to recover the costs incurred in satisfying the performance obligation, the Group recognises revenue only to the extent of the costs incurred. The Group would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an appropriate method of measuring progress.

Where it is probable that contract costs will exceed total contract revenue the expected loss is recognised immediately as an expense in the consolidated income statement.

Contract modifications such as variations to the original order are not accounted for until they are approved by the customer. Where a modification to an existing contract occurs, the nature of the modification is assessed to determine whether it represents a separate performance obligation required to be satisfied by the Group or whether it is a modification to the existing performance obligation.

Variable consideration arises where revenue is recognised on a time and materials basis, as is the case under certain of the Group's contracts, although not the majority. Revenue is estimated using the most likely amount method and is recognised as the time and materials are billed onto the customer. Where contracts include this arrangement invoices are raised monthly to the customer. As a practical expedient, where the Group has the right to invoice a customer based on performance to date, such as in the case where they are invoiced based on time and materials, the Group will recognise revenue on that basis.

The Group does not expect to have any material contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not apply the time-value of money to its transaction prices.

Incremental costs of obtaining a contract with a customer are only recognised when it is expected that these costs will be recovered. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained. Where the amortisation period of an asset that would otherwise have been recognised is one year or less, the incremental costs of obtaining a contract are expensed when incurred.

Contract assets exist when the Group has a right to consideration in exchange for goods or services transferred to a customer when that right is conditional on something other than the passage of time (e.g. future performance). Contract liabilities exist when the Group has an obligation to transfer goods or services to a customer for which the Group has already received consideration.

Where the Group acts in the capacity of agent rather than principal under a contract, revenue is recognised when the commission has been earned from the vendor.

Reusable packaging

The US Agriculture business sells certain products in reusable steel drums. Where drums are returned in good condition, the business repurchases them at the amount originally charged to the customer, which typically reflects current market value. The product and drum are sold together under the same terms and conditions.

In line with IFRS 15, the sale of steel drums is treated as a sale with a right of return. Revenue and cost of sales are recognised only on the proportion of drums not expected to be returned, based on historical return rates. For drums expected to be returned, the Group recognises a refund liability within other payables for the expected repayment and a corresponding return asset, which is assessed for impairment to reflect expected scrappage. Returned drums that meet reuse criteria are recorded as inventory at the repurchase value; drums that are not suitable for reuse are expensed to cost of sales.

Retirement benefit obligation/asset

The Group offers various pension schemes to employees including a defined benefit pension scheme and several defined contribution schemes.

The assets of the Group's pension schemes are held separately from those of the Group and are invested with independent investment managers.

Contributions to defined contribution schemes are charged to the consolidated income statement in the year to which they relate.

Carr's Group Pension Scheme

The obligation/asset recognised in the consolidated and Company balance sheet at the year end is the fair value of scheme assets at the balance sheet date less the present value of the defined benefit obligation. Independent actuaries calculate the defined benefit obligations annually using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of 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.

The service costs, including pension scheme administrative costs, are included in operating profit in the consolidated income statement.

Retirement benefit obligation/asset continued

Carr's Group Pension Scheme continued

A credit is made within interest which represents a net interest amount that is calculated by applying the discount rate at the beginning of the year to the net defined benefit asset at the beginning of the year. The net interest amount also takes into account changes to the net asset during the year.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the consolidated and Company statement of comprehensive income. The pension scheme surplus, to the extent considered recoverable, is recognised in full on the consolidated balance sheet.

IFRIC 14 confirms that where a company has an unconditional right to a refund of surplus from a defined benefit pension plan during the lifetime of that plan or when it winds it up, and where there is expected to be surplus assets, there is no limit on the asset the company can show on its balance sheet.

Following a review of the Scheme's Trust deed, the Directors believe that there is a right to recognise, and that there is no restriction on the recognition of, the IAS 19 pension surplus. At 31 August 2024, the consolidated and Company balance sheet recognised the full surplus on the Carr's Group defined benefit pension scheme. The Company did not intend to recover the surplus through a refund. At 31 August 2025 the balance sheet includes a deficit of £2.9m together with a restricted cash asset of £4.6m (Note 23) for funds to cover the liabilities. These are not permitted to be offset on the face of the balance sheet.

Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share based payments are measured at fair value at the date of the grant. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

Fair value is measured by use of a valuation model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

At each balance sheet date the Group revises its estimate of the number of options that are expected to vest. Changes to the fair value recognised as a result of this are charged or credited to the consolidated income statement with a corresponding adjustment to the equity compensation reserve.

Interest

Interest is recognised in the consolidated income statement on an accruals basis using the effective interest method.

Borrowing costs

Borrowing costs are recognised in the consolidated income statement in the year in which they are incurred.

Operating segments

IFRS 8 requires operating segments to be identified on the basis of internal financial information about components of the Group that are regularly reviewed by the Chief Operating Decision Maker (CODM) to allocate resources to the segments and to assess their performance. The CODM has been identified as the Executive Directors.

The CODM considers the business from a product/services perspective. Reportable operating segments have been identified as UK/Europe Agriculture and US Agriculture. Engineering is disclosed as a discontinued operation in the segmental reporting.

Adjusting items

Adjusting items that are material by size and/or by nature are presented within their relevant income statement category, but highlighted separately on the face of the income statement. Further details of items that management consider fall into this category are disclosed within Note 5 to the financial statements. The separate disclosure of profit before adjusting items is consistent with how business performance is measured internally and is presented to aid comparability of performance.

Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in the net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and cannot subsequently be reversed.

Goodwill written off to reserves under UK GAAP prior to 31 August 1998 has not been reinstated and would not form part of the gain or loss on the disposal of a business.

Other intangible assets

Other intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation commences when assets are available for use. The expected useful lives, over which the assets are amortised, are generally as follows:

Customer relationships	1 – 10 years
Brands	6 – 25 years
Know-how	15 years
Proprietary technology	5 – 13 years
Development costs	5 – 15 years
Patents and trademarks	contractual life
Contract backlog	3 years
Software	3 – 10 years

Software costs incurred as part of a service agreement are only capitalised when it can be evidenced that the Group has control over the resources defined in the agreement. Software customisation and configuration costs relating to software not controlled by the Group are expensed as incurred.

The cost of intangible assets acquired in a business combination is the fair value at the acquisition date. The cost of separately acquired intangible assets comprises the purchase price and any directly attributable costs of preparing the assets for use. Intangible assets are amortised on a straight-line basis.

Research and development costs

All research costs are recognised in the consolidated income statement as incurred. Development costs are recognised as an asset only to the extent that specific recognition criteria, as set out in IAS 38 'Intangible assets', relevant to the proposed application are met and the amount recognised is recoverable through future economic benefits.

Property, plant and equipment

Property, plant and equipment is carried at cost less accumulated depreciation and accumulated impairment losses. Cost comprises purchase price and directly attributable costs.

Freehold land and assets in the course of construction are not depreciated. For all other property, plant and equipment, depreciation is calculated on a straight-line basis to allocate cost less residual values of the assets over their estimated useful lives as follows:

Freehold buildings	up to 50 years
Leasehold improvements	shorter of 50 years or lease term
Plant and equipment	3 to 20 years

Residual values and useful lives are reviewed, and adjusted if appropriate, at each financial year end.

Assets not fully constructed at the balance sheet date are classified as assets in the course of construction. When construction is complete these assets are reclassified to the appropriate heading within property, plant and equipment. Depreciation commences when the asset is ready for use.

The cost of maintenance, repairs and minor equipment is charged to the consolidated income statement as incurred; the cost of major renovations and improvements is capitalised.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within the consolidated income statement.

Investment property

Investment properties are properties held for long-term rental yields. Investment properties are carried in the balance sheet at cost less accumulated depreciation. Freehold land is not depreciated. For all other investment property, depreciation is calculated on a straight-line basis to allocate cost less residual values of the assets over their estimated useful lives as follows:

Freehold buildings	up to 50 years
--------------------	----------------

The cost of maintenance, repairs and minor equipment is charged to the consolidated income statement as incurred; the cost of major renovations and improvements is capitalised.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within the consolidated income statement.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment where there are any events or changes in circumstances that would indicate potential impairment. In addition, at each reporting date, the Group assesses whether there is any indication that goodwill may be impaired. Where an indicator of impairment exists, the Group makes an estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is written down to its recoverable amount. Recoverable amount is the higher of fair value less costs to sell and value in use and is deemed for an individual asset. If the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, the recoverable amount of the cash-generating unit to which the asset belongs is determined. Discount rates reflecting the asset-specific risks and the time-value of money are used for the value in use calculation.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Where appropriate, cost is calculated on a specific identification basis. Otherwise inventories are valued using the first-in first-out method.

Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

Provision has been made, where necessary, for slow-moving, obsolete and defective inventories.

Cash and cash equivalents

Cash and cash equivalents for the purposes of the consolidated and Company statement of cash flows comprise cash at bank and in hand, money market deposits and other short-term highly liquid investments with original maturities of three months or less and bank overdrafts, which are repayable on demand. Although bank overdrafts are presented elsewhere in borrowings within current liabilities in the balance sheet, they are considered to be cash and cash equivalents as they are part of a Group banking facility where bank balances in credit and overdrawn balances are integral to the cash management of the Group and they are therefore used to manage the Group's cash position on a net basis.

Where cash balances are restricted because of a third party's consent being required to access the cash, these balances are not included as cash and cash equivalents on the face of the balance sheet and are instead shown as a separate asset. These balances are also excluded from cash and cash equivalents for the purposes of the statement of cash flows.

Grants

Grants received on capital expenditure are recorded as deferred income and taken to the consolidated income statement in equal annual instalments over the expected useful lives of the assets concerned.

Revenue grants and contributions are taken to the consolidated income statement in the year to which they apply.

Leases

The Group leases properties, motor vehicles, plant and machinery and other equipment. Lease terms are negotiated on an individual basis and contain a wide range of terms and conditions.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the repayment of the lease liability and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis and is also subject to regular impairment reviews.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. Where this cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

After initial measurement the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term or a change in the fixed lease payments. Right-of-use assets are adjusted for any remeasurement of lease liabilities.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs incurred by the lessee; and
- restoration costs required by the terms and conditions of the lease.

At the commencement date of property leases the Group normally determines the lease term to be the full term of the lease, assuming that any option to break or extend the lease is unlikely to be exercised and it is not reasonably certain that the Group will continue in occupation for any period beyond the lease term. Leases are regularly reviewed and will be revalued if it becomes likely that a break clause or option to extend the lease is exercised.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in the income statement. Short-term leases are leases with a lease term of 12 months or less. Low-value assets generally comprise minor office and IT equipment.

The Group acts as lessor in certain operating lease arrangements. Rental income is recognised on a straight-line basis in the income statement. The Group is not a lessor in any finance lease arrangements.

Tax

The tax charge comprises current tax and deferred tax.

The current tax charge represents an estimate of the amounts payable to tax authorities in respect of the Group's taxable profits. In respect of the parent Company, the tax credit includes tax losses surrendered to UK subsidiaries. The subsidiaries pay for losses surrendered by the parent Company at the prevailing UK tax rate. Balances due from subsidiaries at the year end are included in amounts owed by Group undertakings within trade and other receivables.

Deferred tax is provided on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the consolidated and Company financial statements. Deferred tax arising from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, is not recognised. Deferred tax is measured using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the asset is realised or the liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Tax is recognised in the consolidated income statement or consolidated statement of comprehensive income, unless the tax relates to items recognised directly in shareholders' equity, in which case the tax is recognised directly in shareholders' equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same tax authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Dividends

Final equity dividends to the shareholders of the Company are recognised in the year that they are approved by the shareholders. Interim equity dividends are recognised in the year that they are paid.

Dividends receivable are recognised in the period in which they are received.

Classification of financial instruments issued by the Group and Company

Financial instruments issued by the Group and Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Group or Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group or Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called-up share capital and share premium account exclude amounts in relation to those shares.

Financial instruments

Financial assets and liabilities are recognised on the consolidated and Company balance sheet when the Group and Company becomes a party to the contractual provisions of the instrument.

The Group and Company classifies its financial assets under the measurement categories of amortised cost, for non-derivative financial assets, or measured subsequently at fair value through either profit or loss or comprehensive income.

Non-derivative financial assets

Non-derivative financial assets include contract assets, trade and other receivables and non-current receivables. As these categories of financial assets do not carry a significant financing element, expected credit losses are measured using the simplified impairment approach. This requires expected lifetime losses to be recognised upon the initial recognition of the asset.

Non-derivative financial assets, other than trade receivables, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade receivables are measured initially at the IFRS 15 transaction price.

Derivative financial instruments and hedging activities

The Group primarily uses forward foreign currency contracts, options and currency swaps to manage its exposures to fluctuating foreign exchange rates. These instruments are initially recognised at fair value and are subsequently remeasured at their fair value at each balance sheet date.

New standards and interpretations

From 1 September 2024 the following became effective and were adopted by the Group and Company:

- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current (effective 1 January 2024)
- Amendments to IAS 1 – Non-current Liabilities with Covenants (effective 1 January 2024)
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback (effective 1 January 2024)
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements (effective 1 January 2024)

Their adoption did not have a material effect on the Group or Company's profit for the year or equity.

New standards, amendments and interpretations issued but not yet effective and not early adopted

- Amendments to IAS 21 – Lack of Exchangeability (effective 1 January 2025)
- Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments (effective 1 January 2026)
- Amendments to IFRS 9 and IFRS 7 – Contracts Referencing Nature-dependent Electricity (effective 1 January 2026)
- Annual Improvements to IFRS Accounting Standards (Volume 11) (effective 1 January 2026)
- IFRS 18 – Presentation and Disclosure in Financial Statements (effective 1 January 2027)
- IFRS 19 – Subsidiaries without Public Accountability: Disclosures (effective 1 January 2027)

It is not considered that the above standards and amendments will have a significant effect on the results or net assets of the Group or Company. IFRS 18 will affect the presentation of the consolidated income statement and the disclosures required in the notes to the financial statements.

Certain of the Group's subsidiaries already prepare their statutory financial statements under FRS 101 and therefore it is not expected that IFRS 19 will have any impact on the Group.

Significant judgements, key assumptions and estimates

Application of certain Group accounting policies requires management to make judgements, assumptions and estimates concerning the future as detailed below.

The following is considered to be a significant judgement:

Non-current assets held for sale and discontinued operations

In respect of the Chirton Engineering business the Group continued to apply IFRS 5 'Non-current assets held for sale and discontinued operations'. Although this business has been classified as held for sale for a period in excess of one year this is due to circumstances beyond the control of the Group. The business continues to be marketed for sale and has received interest from a number of parties.

In addition, the Group was also required to classify certain other non-current assets as 'held for sale' at the year end. Judgement is involved as to whether or not the disposal group still qualifies for treatment as an asset held for sale and whether other non-current assets meet the criteria for classification as held for sale. The assets and liabilities of the disposal group and the other non-current assets held for sale are to be measured at the lower of carrying value and fair value less costs to sell. Judgement is required to assess fair value less costs to sell by considering expected proceeds less any required adjustments for net debt, in respect of the discontinued operations, and costs of disposal. Details of discontinued operations and assets and liabilities held for sale can be found in Note 9.

The following are considered to be accounting estimates:

Valuation of pension obligations

The valuation of the Group's defined benefit pension scheme is determined each year following advice from a qualified independent actuary and can fluctuate based on a number of external factors. Such factors include the major assumptions as shown in the table in Note 28. It is reasonably possible, on the basis of existing knowledge, that outcomes within the next financial year that are different from the assumption could require a material adjustment to the carrying amount of the assets affected. The carrying value of the defined benefit pension scheme deficit at 31 August 2025 is £2.9m (2024: surplus of £1.8m). More information on the pension scheme is given in Note 28. Further details of the escrow bank account to fund scheme expenses and liabilities can be found in Note 23.

Impairment of goodwill and non-financial assets

Non-financial assets are reviewed for impairment where there are any events or changes in circumstances that would indicate potential impairment. In addition the carrying value of goodwill must be assessed for impairment annually, or more frequently if there are indications that goodwill might be impaired. This requires an estimation of the value in use of the cash-generating units to which goodwill is allocated. Value in use is dependent on estimations of future cash flows from the cash-generating unit and the use of an appropriate discount rate to discount those cash flows to their present value.

In respect of goodwill and non-financial assets classified as held for sale at the year end, the fair value less costs to sell of the cash-generating units has been estimated to determine any potential impairment.

There was no impairment to goodwill identified in the current or prior year. The carrying value of goodwill at 31 August 2025 is £2.1m (2024: £2.1m).

For continuing operations an impairment of £nil (2024: £0.2m) has been recognised against the carrying value of other intangible assets, £11k (2024: £1.9m) has been recognised against the carrying value of property, plant and equipment and £21k (2024: £0.1m) against the carrying value of right-of-use assets. Further details of cash-generating units and stress testing performed on the carrying values can be found in Notes 12, 13 and 14.

For discontinued operations and assets held for sale the total impairment and loss on fair value measurement less costs to sell recognised is £3.1m (2024: £5.9m). Further details can be found in Note 5.

1 Company results

The Company has taken advantage of the exemption, under Section 408 of the Companies Act 2006, from presenting its own income statement of comprehensive income and related notes. Total comprehensive income for the year dealt with in the accounts of the Company was £30,212,000 (2024 total comprehensive expense: £7,663,000) of which £33,366,000 (2024 loss after tax: £7,354,000) relates to profit after tax for the year.

2 Segmental information

The chief operating decision maker (CODM) has been identified as the Executive Directors. Management has identified the operating segments based on internal financial information reviewed by the CODM. The CODM considers the business from a product/services perspective. Reportable operating segments of continuing operations have been reviewed following the strategic restructuring of the Group. This has resulted in the previously reported segment of Agriculture being separated into UK/Europe Agriculture and US Agriculture. Comparative information has been restated to reflect this. The previously reported operating segment of Engineering was classified as a disposal group at the prior year end and is disclosed as a discontinued operation in both years in the following segmental reporting tables. Central comprises the central business activities of the Group's head office, which earns no external revenues. Operating segments have not been aggregated for the purpose of determining reportable segments.

Both Agriculture segments derive revenue from the sale of animal feed blocks. UK/Europe Agriculture also derives revenue from other animal health products.

Discontinued operations derives its revenue from the provision of engineering services and the design and manufacture of bespoke equipment for use in the nuclear, naval defence, and oil and gas industries. Products include manipulators, robotics, specialist fabrication and precision machining. It also includes revenues from the sale of animal feed ingredients in respect of the Afritech LLC business in the US that has been discontinued.

Performance is assessed using adjusted operating profit. For internal purposes the CODM assesses operating profit before material adjusting items (Note 5) consistent with the presentation in the financial statements.

Inter-segmental transactions are all undertaken on an arm's length basis.

The Group has operations in the UK and overseas. In accordance with IFRS 8, entity-wide disclosures based on the geography of operations is also presented. The geographical analysis of revenue is presented by revenue origin.

The segmental information for the year ended 31 August 2025 is as follows:

	UK/Europe Agriculture £'000	US Agriculture £'000	Central £'000	Continuing Group £'000	Discontinued operations £'000
Revenue from external customers ³	41,391	37,443	–	78,834	43,553
Adjusted ¹ EBITDA ²	2,760	3,323	(2,586)	3,497	5,400
Depreciation, amortisation and profit/(loss) on disposal of non-current assets	(588)	(509)	(82)	(1,179)	–
Share of post-tax results of joint ventures	662	688	–	1,350	–
Adjusted ¹ operating profit/(loss)	2,834	3,502	(2,668)	3,668	5,400
Adjusting items (Note 5)	(1,430)	(270)	418	(1,282)	12,607
Operating profit/(loss)	1,404	3,232	(2,250)	2,386	18,007
Finance income				1,013	86
Finance costs				(505)	(626)
Adjusted ¹ profit before taxation				4,176	4,860
Adjusting items (Note 5)				(1,282)	12,607
Profit before taxation				2,894	17,467
Taxation of discontinued operations					(561)
Profit for the year from discontinued operations (Note 9)					16,906

1 Adjusted results are consistent with how business performance is measured internally and is presented to aid comparability of performance. Adjusting items are disclosed in Note 5.

2 Earnings before interest, tax, depreciation, amortisation, profit/(loss) on the disposal of non-current assets and before share of post-tax results of joint ventures.

3 There were no inter-segment revenues in the year ended 31 August 2025.

2 Segmental information continued

Assets and liabilities

	UK/Europe Agriculture £'000	US Agriculture £'000	Central £'000	Continuing Group £'000	Discontinued operations £'000	Total Group £'000
Gross assets	24,756	19,066	14,459	58,281	1,477	59,758
Gross liabilities	(6,836)	(4,194)	(9,854)	(20,884)	(1,477)	(22,361)
Intangible asset additions (Note 12)	–	5	–	5	49	54
Property, plant and equipment additions (Note 13)	182	1,097	9	1,288	1,264	2,552
Right-of-use asset additions (Note 14)	95	–	40	135	733	868

The restated segmental information for the year ended 31 August 2024 is as follows.

Prior year disclosures have been restated to aid comparability with the segmental information presented for the current year following the separation of the Agriculture reportable segment into UK/Europe Agriculture and US Agriculture.

Restated	UK/Europe Agriculture £'000	US Agriculture £'000	Central £'000	Continuing Group £'000	Discontinued operations £'000
Total segment revenue	38,173	37,528	–	75,701	72,320
Inter-segment revenue	–	–	–	–	(2)
Revenue from external customers	38,173	37,528	–	75,701	72,318
Adjusted ¹ EBITDA ²	2,103	3,217	(2,868)	2,452	9,298
Depreciation, amortisation and profit/(loss) on disposal of non-current assets	(955)	(548)	(155)	(1,658)	(2,599)
Share of post-tax results of joint ventures	552	822	–	1,374	–
Adjusted ¹ operating profit/(loss)	1,700	3,491	(3,023)	2,168	6,699
Adjusting items (Note 5)	(2,710)	(1,778)	(4,475)	(8,963)	(5,663)
Operating (loss)/profit	(1,010)	1,713	(7,498)	(6,795)	1,036
Finance income				1,013	102
Finance costs				(681)	(765)
Adjusted ¹ profit before taxation				2,500	6,036
Adjusting items (Note 5)				(8,963)	(5,663)
(Loss)/profit before taxation				(6,463)	373
Taxation of discontinued operations					(1,604)
Loss for the year from discontinued operations (Note 9)					(1,231)

¹ Adjusted results are consistent with how business performance is measured internally and is presented to aid comparability of performance. Adjusting items are disclosed in Note 5.

² Earnings before interest, tax, depreciation, amortisation, profit/(loss) on the disposal of non-current assets and before share of post-tax results of joint ventures.

2 Segmental information continued**Assets and liabilities (restated)**

	UK/Europe Agriculture £'000	US Agriculture £'000	Central £'000	Continuing Group £'000	Discontinued operations £'000	Total Group £'000
Gross assets	24,210	20,790	17,143	62,143	81,661	143,804
Gross liabilities	(7,492)	(3,968)	(5,662)	(17,122)	(31,748)	(48,870)
Intangible asset additions (Note 12)	–	8	–	8	547	555
Property, plant and equipment additions (Note 13)	538	615	8	1,161	2,989	4,150
Right-of-use asset additions (Note 14)	102	–	167	269	3,199	3,468

Goodwill and other intangible assets impairment

The Group has recognised an impairment of £11k (2024: £1.9m) against property, plant and equipment and £21k (2024: £0.1m) against right-of-use assets in respect of the UK/Europe Agriculture reportable segment. Further details can be found in Notes 13 and 14.

In the prior year the Group recognised an impairment of £0.2m against other intangible assets in respect of the UK/Europe Agriculture reportable segment. Further details can be found in Note 12.

Entity-wide disclosures

Revenues from external customers are derived from the sale of products/services by individual business segment. The breakdown of revenue by business segment is provided in the previous tables.

Revenues from external customers by origin:

	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
UK	35,471	27,190	32,032	35,490
USA	37,443	5,472	37,529	19,946
Germany	–	10,891	–	16,882
Republic of Ireland	5,047	–	4,366	–
New Zealand	873	–	1,774	–
	78,834	43,553	75,701	72,318

Following the implementation of the strategic distribution partnership with Seales Winslow in New Zealand, sales into that territory have originated through the UK business and not through Carr's Supplements (NZ) Ltd which was closed during the year.

2 Segmental information continued

Non-current assets

	2025					2024					
	UK £'000	USA £'000	Germany £'000	Republic of Ireland £'000	Total £'000	UK £'000	USA £'000	Germany £'000	Republic of Ireland £'000	New Zealand £'000	Total £'000
Goodwill	2,068	–	–	–	2,068	2,068	–	–	–	–	2,068
Other intangible assets	–	31	–	–	31	–	32	–	–	–	32
Property, plant and equipment	2,730	6,211	–	–	8,941	4,089	5,750	–	–	61	9,900
Right-of-use assets	837	–	–	16	853	643	–	–	13	–	656
Investment property	–	–	–	–	–	316	–	–	–	–	316
Interest in joint ventures	50	4,445	2,606	–	7,101	52	4,372	1,864	–	–	6,288
Other investments	5	16	–	–	21	5	21	–	–	–	26
	5,690	10,703	2,606	16	19,015	7,173	10,175	1,864	13	61	19,286

Major customers

Included within Group revenue from continuing operations is £17.2m (2024: £15.3m) in respect of a customer of the US Agriculture segment. This revenue accounts for more than 10% of the continuing Group revenue in both years presented.

3 Revenue

Disaggregation of revenue

In accordance with IFRS 15 'Revenue from Contracts with Customers' the following table presents the Group's reported revenue disaggregated based on the timing of revenue recognition.

Timing of revenue recognition	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
Over time	–	22,659	–	39,249
At a point in time	78,834	20,894	75,701	33,069
	78,834	43,553	75,701	72,318

Transaction price allocated to the remaining performance obligations

As at 31 August 2025:

	2026 £'000	2027 £'000	2028 onwards £'000	Total £'000
Chirton Engineering business				
Total transaction price allocated to the remaining performance obligations	2,496	–	–	2,496

As at 31 August 2024:

Total Engineering Division	2025 £'000	2026 £'000	2027 onwards £'000	Total £'000
Total transaction price allocated to the remaining performance obligations	37,956	8,145	7,523	53,624

The total transaction price allocated to the remaining performance obligations represents the contracted revenue to be earned by the Group for distinct goods and services which the Group has promised to deliver to its customers. These include promises which are partially satisfied at the period end or those which are unsatisfied but which the Group has committed to providing.

The transaction price does not include any estimated revenue to be earned on framework contracts for which a firm order or instruction has not been received from the customer. It also excludes secured orders at the year end where the Group acts in the capacity of agent rather than principal under the contract.

4 Operating profit/(loss)

	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
Group operating profit/(loss) is stated after (crediting)/charging:				
Amortisation of grants	–	(2)	–	(16)
Loss/(profit) on disposal of property, plant and equipment	29	(1)	9	1
(Profit)/loss on disposal of right-of-use leases	(11)	2	(13)	–
Profit on disposal of investment property	–	–	(154)	–
Depreciation of property, plant and equipment	885	–	1,264	1,567
Depreciation of right-of-use assets	268	–	327	984
Depreciation of owned investment property	2	–	67	–
Amortisation of intangible assets	6	–	93	493
Amounts written off goodwill	–	–	19	–
Goodwill and other intangible assets impairment	–	–	210	–
Impairment of property, plant and equipment	11	–	1,906	–
Impairment of right-of-use assets	21	–	63	–
Foreign exchange losses	18	90	59	21
Derivative financial instruments gains	–	–	–	(4)
Research and development expense	112	382	116	810
Auditors' remuneration:				
Audit services (Company £25,000; 2024: £25,000)	100	–	125	–
The auditing of accounts of subsidiaries of the Company pursuant to legislation (including overseas)	358	540	459	475
Total audit services	458	540	584	475
Included within Group operating profit/(loss) is the following in respect of investment property leased to, and occupied by, external parties:				
Rental income	(130)	–	(430)	–
Operating expenses	38	–	352	–
	(92)	–	(78)	–

5 Adjusting items

In reporting financial information, the Group presents alternative performance measures (APMs), which are not defined or specified under the requirements of IFRS. These APMs are consistent with how business performance is measured internally and therefore the Group believes that these APMs provide stakeholders with additional useful information on the performance of the business. The following adjusting items have been added back to reported profit measures.

	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
Amortisation of acquired intangible assets (i)	–	–	89	446
M&A activity costs (ii)	370	–	–	–
Restructuring/closure costs (iii)	2,407	554	2,132	–
Profit on disposal of disposal group and non-current assets previously classified as held for sale (iv)	(2,834)	(16,246)	–	–
Loss on fair value measurement less costs to sell and impairment of disposal group assets (iv)	–	3,085	720	5,217
Non-recurring costs incurred centrally that related to the Engineering Division and transaction (iv)	587	–	–	–
Cloud configuration and customisation costs (v)	73	–	813	–
Costs related to pension scheme buy-in (vi)	414	–	284	–
Pension past service costs (vii)	–	–	2,900	–
Profit on disposal of investment property (viii)	–	–	(154)	–
Goodwill and other intangible assets impairment (ix)	–	–	210	–
Property, plant and equipment and right-of-use assets impairment (ix)	32	–	1,969	–
Legal dispute and rent arrears (x)	233	–	–	–
Included in profit/(loss) before taxation	1,282	(12,607)	8,963	5,663
Taxation effect of the above adjusting items	(488)	(433)	(2,013)	(211)
Included in profit/(loss) for the year	794	(13,040)	6,950	5,452

- (i) Amortisation of acquired intangible assets which do not relate to the underlying profitability of the Group but rather relate to costs arising on acquisition of businesses.
- (ii) M&A activity includes costs incurred in the process of seeking potential acquisition opportunities.
- (iii) Restructuring/closure costs in respect of continuing operations in both years include costs incurred in relation to the restructure of the Agriculture Divisions and Group functions. In respect of discontinued operations this includes costs associated with the closure of AfgriTech LLC.
- (iv) In respect of continuing operations, the current year profit of £2.8m relates to assets previously classified as held for sale at the prior year end which were sold in the current year. In the prior year the carrying value of those assets classified as held for sale and subsequently sold in FY25 exceeded the fair value less cost to sell. As a result, the carrying values were reduced to the fair value less costs to sell resulting in a loss of £720,000 being recognised.
- Also in respect of continuing operations are costs of £0.6m within central costs that relate to the Engineering Division which are non-recurring and have therefore been treated as an adjusting item.
- In respect of discontinued operations, the current year includes the profit on disposal of the Engineering businesses, excluding the Chirton business, of £16.2m together with costs of disposal of £0.3m related to the remaining Chirton Engineering business and a further impairment of £2.8m against the assets of the Chirton Engineering business.
- At year ended 31 August 2024 the carrying value of the assets and liabilities included in disposal groups classified as held for sale exceeded the fair value less costs to sell. As a result, the net assets of these

- disposal groups were reduced to the fair value less costs to sell. In addition, an impairment was recognised against the assets of the Chirton Engineering business. This resulted in a combined loss of £5,217,000.
- (v) Costs relating to material spend in relation to the implementation of the Group's ERP system that have now been expensed following the adoption of the IFRIC agenda decision.
- (vi) Costs incurred in both years relate to the process of the Trustees of the Carr's Group Pension Scheme seeking an insurer from whom to purchase an insured bulk annuity ("buy-in"). Costs incurred related to this process have been included as an adjusting item. During the current year a buy-in arrangement was entered into with Aviva. Costs continue to be incurred in respect of the data cleanse process following the initial premium payment to Aviva.
- (vii) Pension past service costs in the prior year related to a Barber Window equalisation adjustment.
- (viii) During the prior year the Group disposed of a property it leased to a third party. As this did not relate to the underlying profitability of the Group it was included as an adjusting item.
- (ix) Impairment of other intangible assets, property, plant and equipment and right-of-use assets in respect of the Animax Ltd cash-generating unit.
- (x) Includes £75,000 in respect of a legal dispute together with £158,000 in respect of rent arrears notified during the year in respect of a UK Agriculture site. Neither are considered to be related to the underlying profitability of the Group.

6 Staff costs

The tables below include Executive and Non-Executive Directors.

	2025 £'000	2024 (restated) £'000
Wages and salaries	30,897	33,813
Social security costs	3,203	3,633
Pension costs	1,625	1,582
Staff costs before share based payments	35,725	39,028
Share based payments	243	358
	35,968	39,386

Current year wages and salaries excludes £271,000 in respect of amounts for compensation for loss of office.

The prior year amount for wages and salaries in the table above has been increased by £795,000 to include healthcare insurance costs within the US Agriculture business. These costs were included in the operating loss from continuing operations but were not classified as wages and salaries in the disclosure. In addition the prior year has been reduced by £305,000 in respect of amounts removed relating to payments associated with loss of office in respect of Directors which should be excluded from wages and salaries.

The above table excludes amounts recognised in the income statement in respect of the defined benefit pension scheme which is closed to future accrual. During the year a charge of £572,000 (2024: £477,000) has been recognised in respect of administrative expenses of which £414,000 (2024: £284,000) has been included as an adjusting item (Note 5). In addition a charge of £nil (2024: £2,900,000) has been recognised as a past service cost in the income statement within administrative expenses and as an adjusting item (Note 5). Further details can be found in Note 28.

The average monthly number of employees during the year was made up as follows:

	2025 Number	2024 Number
Sales, office and management	194	269
Manufacture and distribution	317	375
	511	644

Key management of the Group and the parent Company are considered to be the Directors. In addition, prior to his appointment as Director, Joshua Hoopes in his role as Agriculture CEO is considered to also be key management personnel.

The following amounts are disclosed in accordance with Schedule 5 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008.

	2025 £'000	2024 (restated) £'000
Aggregate Directors' remuneration ¹	1,102	988
Aggregate social security costs	194	184
Aggregate pension contributions ²	15	23
	1,311	1,195

¹ Salary, fees, bonuses, and benefits in kind. Includes bonuses based on amounts accrued at the year end.

² Cash contributions paid in the year into the defined contribution pension scheme.

The number of Directors in the defined contribution pension scheme during the year was two (2024: one).

Further details of the Directors' emoluments, pension benefits and share options are given in the Remuneration Committee Report on pages 109 to 132.

7 Finance income and finance costs

	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
Finance income				
Bank interest	827	86	651	96
Net interest on the net defined benefit retirement asset (Note 28)	74	–	280	–
Other interest	39	–	82	6
Dividends received	73	–	–	–
Total finance income	1,013	86	1,013	102
Finance costs				
Interest payable on bank overdrafts	(131)	(314)	(223)	(447)
Interest payable on bank loans and other borrowings	(284)	(4)	(425)	(26)
Interest payable on leases	(39)	(276)	(33)	(229)
Other interest	(51)	(32)	–	(63)
Total finance costs	(505)	(626)	(681)	(765)

8 Taxation

(a) Analysis of the (credit)/charge in the year

	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
Current tax:				
UK corporation tax				
Current year	28	(29)	(288)	263
Adjustment in respect of prior years	256	(214)	(71)	30
Foreign tax				
Current year	486	243	397	1,028
Adjustment in respect of prior years	–	(35)	11	(13)
Group current tax	770	(35)	49	1,308
Deferred tax:				
Origination and reversal of timing differences				
Current year	(626)	635	(2,083)	384
Adjustment in respect of prior years	(277)	(39)	60	(88)
Group deferred tax (Note 19)	(903)	596	(2,023)	296
Tax (credit)/charge for the year	(133)	561	(1,974)	1,604

Deferred tax recognised in equity is disclosed in Note 19.

(b) Factors affecting tax (credit)/charge for the year

The tax assessed for the year from continuing operations is lower (2024: lower) than the rate of corporation tax in the UK of 25.0% (2024: 25.0%). The differences are explained below:

	2025		2024	
	Continuing operations £'000	Discontinued operations £'000	Continuing operations £'000	Discontinued operations £'000
Profit/(loss) before taxation	2,894	17,467	(6,463)	373
Tax at 25.0% (2024: 25.0%)	724	4,367	(1,616)	93
Effects of:				
Tax effect of share of results of joint ventures	(338)	–	(344)	–
Tax effect of expenses that are not allowable in determining taxable profit	122	801	270	1,368
Tax effect of non-taxable income	(650)	(4,548)	(362)	(81)
Effects of different tax rates of foreign subsidiaries	(56)	99	(42)	111
Effects of deferred tax rates	–	–	–	(24)
Unrecognised deferred tax on losses	86	130	78	208
Withholding taxes suffered	–	–	42	–
Adjustment in respect of prior years	(21)	(288)	–	(71)
Total tax (credit)/charge for the year	(133)	561	(1,974)	1,604

The tax effect of expenses that are not allowable in determining taxable profit includes share based payments, depreciation of non-qualifying assets, disregarded foreign exchange net loss movements, other expenses disallowable for corporation tax, and in respect of discontinued operations the further impairment of the Chirton Engineering business. Discontinued operations in the prior year included the loss recognised on the measurement to fair value less costs to sell of the disposal groups (Notes 5 and 9).

The tax effect of non-taxable income includes the effect of income within the patent box regime, disregarded foreign exchange net gain movements, and, in respect of discontinued operations, the current year profit on disposal of the Engineering Division excluding the Chirton Engineering business.

9 Discontinued operations and non-current assets held for sale

The FY24 Annual Report and Accounts classified the Engineering Division of the Group and Afgritech LLC as discontinued operations that were held for sale as at 31 August 2024.

On 1 November 2024 the Group sold the trade and certain assets classified as held for sale of Afgritech LLC. Results from this business are classified as discontinued in both years presented.

On 22 April 2025 the Group completed on the sale of the Engineering businesses, excluding the Chirton Engineering business, to Cadre Holdings, Inc. for cash consideration on completion of £68.6m with a further £1.5m due on settlement of related RDEC claims. The unpaid element of the consideration is included in other receivables at the year end. Of this, £0.5m has been received since the year end. Costs of disposal of £2.4m have been deducted from disposal proceeds in the current year. The net assets of the disposal group at the date of disposal were £50.9m, including £1.8m cash and cash equivalents. A gain of £0.2m was recycled from the foreign exchange reserve to the income statement on disposal.

Results for the Engineering businesses are classified as discontinued in both years presented. The assets and liabilities of the Chirton Engineering business continue to be classified as held for sale at year ended 31 August 2025. Although the Chirton Engineering business has been classified as held for sale for a period in excess of one year, this is due to circumstances beyond the control of the Group. The business continues to be marketed for sale and has received interest from a number of parties.

At 31 August 2024 the Group classified certain of its properties as held for sale. All of these properties have been sold in the year. At 31 August 2025 three additional properties have met the criteria to be classified as held for sale on the balance sheet.

The following tables show the results of the discontinued operations and the profit/(loss) recognised on the disposal and remeasurement to fair value less costs to sell, together with the classes of assets and liabilities comprising the amounts 'held for sale' in the Group balance sheet as at 31 August 2025 and 31 August 2024.

	2025 £'000	2024 £'000
Revenue	43,553	72,318
Expenses	(40,180)	(66,893)
Profit before taxation of discontinued operations	3,373	5,425
Taxation (Note 8)	(751)	(1,668)
Profit after taxation of discontinued operations	2,622	3,757
Pre-taxation gain on disposal	17,047	-
Pre-taxation loss recognised on the measurement to fair value less costs to sell	(2,953)	(5,052)
Taxation related to pre-taxation gain on disposal (Note 8)	190	64
After taxation gain/(loss) recognised on disposal and the measurement to fair value less costs to sell	14,284	(4,988)
Profit/(loss) for the year from discontinued operations	16,906	(1,231)

Included in the trading profit above is £0.8m of costs relating to the disposal. These have been included in the adjusting item in Note 5 for profit on disposal. Included in the loss recognised on the measurement to fair value less costs to sell is an impairment of £2.8m (2024: £3.2m) in respect of the Chirton Engineering business assets.

Included in other comprehensive income in the year is £0.2m (2024: £0.9m) in respect of foreign exchange translation gains (2024: losses) on translation of overseas subsidiaries.

9 Discontinued operations and non-current assets held for sale continued

The net assets relating to the disposal groups and certain other assets of the Group that are classified as held for sale at both year ends presented in the Group and Company balance sheets are shown below:

Group	2025 £'000	2024 £'000
Assets		
Goodwill	–	16,682
Other intangible assets	–	2,726
Property, plant and equipment	4,194	19,209
Right-of-use assets	234	8,835
Investment property	314	2,229
Non-current receivables	–	20
Deferred tax asset	–	357
Inventories	988	11,203
Contract assets	–	9,220
Trade and other receivables	2,316	12,906
Current tax assets	–	2,194
Cash and cash equivalents	808	4,802
Impairment under value in use methodology	–	(3,159)
Loss on fair value measurement less costs to sell	(5,915)	(1,561)
Total assets	2,939	85,663
Liabilities		
Current borrowings	–	(8,326)
Current leases	(45)	(1,156)
Contract liabilities	(19)	(4,999)
Trade and other payables	(1,400)	(6,974)
Current tax liabilities	–	(381)
Non-current leases	–	(6,949)
Deferred tax liabilities	(13)	(2,961)
Other non-current liabilities	–	(2)
Total liabilities	(1,477)	(31,748)
Net assets	1,462	53,915

A cumulative impairment of £5.9m (2024: £3.2m) has been recognised in respect of the Chirton Engineering business assets. The loss on fair value measurement less costs to sell in the prior year comprised the following: £0.8m in respect of the Afgritech LLC business and £0.7m in respect of the Silver Springs site's property, plant and equipment held for sale.

In the current year costs to sell of £196,000 (2024: £1,152,000) were incurred by the parent Company in respect of the Chirton Engineering business (2024: Engineering Division disposal group) and were therefore excluded from the loss on fair value measurement less costs to sell in the table opposite. In addition £134,000 of costs were incurred by Chirton Engineering in the year (2024: £65,000 costs incurred by NuVision Engineering). These costs are included within the adjusting item for loss on fair value measurement less costs to sell (Note 5).

Company	2025 £'000	2024 £'000
Assets		
Investment in subsidiary undertakings	–	12,908
Total	–	12,908

In the prior year the Company classified its investment in Ordinary Shares of Bendalls Engineering Ltd (formerly Carr's Engineering Limited) and Carr's Engineering (US), Inc. as assets held for sale.

10 Dividends

Equity	2025 £'000	2024 £'000
Second interim paid for the year ended 31 August 2024 of nil per 2.5p share (2023: 1.175p)	–	1,105
Final dividend for the year ended 31 August 2024 of 2.85p per 2.5p share (2023: 2.85p)	2,692	2,683
First interim paid for the year ended 31 August 2025 of 1.2p per 2.5p share (2024: 2.35p)	1,134	2,218
	3,826	6,006

The increased interim dividend paid in June 2024 reflected the updated policy of a single interim dividend and a final dividend rather than two interims and a final dividend. Since the year end there have been no further dividends paid.

The proposed final dividend for the year ended 31 August 2025 to be considered by shareholders at the Annual General Meeting is £621,235 being 1.2p per share, making a total for the year of 2.4p (2024: 5.2p). Shares held in treasury do not carry entitlement to a dividend. The financial statements do not reflect this proposed final dividend as payable.

11 Earnings per Ordinary Share

Earnings per share are calculated by reference to a weighted average of 86,256,854 shares (2024: 94,284,735) in issue during the year.

Adjusting items disclosed in Note 5 that are charged or credited to profit do not relate to the underlying profitability of the Group. The Board believes adjusted profit before these items provides a useful measure of business performance. Therefore an adjusted earnings per share is presented as follows:

	2025		2024	
	Earnings £'000	Earnings per share pence	Earnings £'000	Earnings per share pence
Continuing operations				
Earnings/(loss) per share – basic	3,027	3.5	(4,489)	(4.8)
Adjusting items:				
Amortisation of acquired intangible assets	–	–	89	0.1
M&A activity costs	370	0.4	–	–
Restructuring/closure costs	2,407	2.8	2,132	2.3
Profit on disposal of non-current assets previously classified as held for sale	(2,834)	(3.3)	–	–
Loss on fair value measurement less costs to sell of non-current assets held for sale	–	–	720	0.8
Non-recurring costs incurred centrally that related to the Engineering Division and transaction	587	0.7	–	–
Cloud configuration and customisation costs	73	0.1	813	0.8
Costs related to pension scheme buy-in	414	0.5	284	0.3
Pension past service costs	–	–	2,900	3.1
Profit on disposal of investment property	–	–	(154)	(0.2)
Goodwill and other intangible assets impairment	–	–	210	0.2
Property, plant and equipment and right-of-use assets impairment	32	–	1,969	2.1
Legal dispute and rent arrears	233	0.3	–	–
Taxation effect of the above	(488)	(0.6)	(2,013)	(2.1)
Earnings per share – adjusted	3,821	4.4	2,461	2.6
Discontinued operations				
Earnings/(loss) per share – basic	16,906	19.6	(1,231)	(1.3)
Adjusting items:				
Amortisation of acquired intangible assets	–	–	446	0.5
Closure costs	554	0.6	–	–
Profit on disposal of disposal group and non-current assets previously classified as held for sale	(16,246)	(18.8)	–	–
Loss on fair value measurement less costs to sell and impairment of disposal group assets	3,085	3.6	5,217	5.5
Taxation effect of the above	(433)	(0.5)	(211)	(0.2)
Earnings per share – adjusted	3,866	4.5	4,221	4.5
Total (basic)	19,933	23.1	(5,720)	(6.1)
Total (adjusted)	7,687	8.9	6,682	7.1

11 Earnings per Ordinary Share continued

For diluted earnings per share, the weighted average number of Ordinary Shares in issue is adjusted to assume conversion of all dilutive potential Ordinary Shares. The potentially dilutive Ordinary Shares, where the exercise price is less than the average market price of the Company's Ordinary Shares during the year, are disclosed in Note 30.

In accordance with IAS 33 'Earnings per Share' potential Ordinary Shares shall be treated as dilutive when, and only when, their conversion to Ordinary Shares would decrease earnings per share or increase loss per share from continuing operations.

In the prior year continuing operations were loss-making and conversion of potential Ordinary Shares to Ordinary Shares would decrease the loss per share. Therefore, these potential Ordinary Shares were determined to be antidilutive and were excluded from the calculation of diluted earnings per share.

	2025			2024		
	Earnings £'000	Weighted average number of shares	Earnings per share pence	Earnings £'000	Weighted average number of shares	Earnings per share pence
Continuing operations						
Earnings/(loss) per share	3,027	86,256,854	3.5	(4,489)	94,284,735	(4.8)
Effect of dilutive securities:						
Share Save Scheme	–	306,289	–	–	–	–
Long Term Incentive Plan	–	647,605	–	–	–	–
Deferred Bonus	–	38,849	–	–	–	–
Diluted earnings/(loss) per share	3,027	87,249,597	3.5	(4,489)	94,284,735	(4.8)
Discontinued operations						
Earnings/(loss) per share	16,906	86,256,854	19.6	(1,231)	94,284,735	(1.3)
Effect of dilutive securities:						
Share Save Scheme	–	306,289	(0.1)	–	–	–
Long Term Incentive Plan	–	647,605	(0.1)	–	–	–
Deferred Bonus	–	38,849	–	–	–	–
Diluted earnings/(loss) per share	16,906	87,249,597	19.4	(1,231)	94,284,735	(1.3)
Total (diluted)	19,933	87,249,597	22.9	(5,720)	94,284,735	(6.1)

	2025			2024		
	Adjusted earnings £'000	Weighted average number of shares	Earnings per share pence	Adjusted earnings £'000	Weighted average number of shares	Earnings per share pence
Continuing operations						
Diluted adjusted earnings per share	3,821	87,249,597	4.4	2,461	94,284,735	2.6
Discontinued operations						
Diluted adjusted earnings per share	3,866	87,249,597	4.4	4,221	94,284,735	4.5
Total (diluted adjusted)	7,687	87,249,597	8.8	6,682	94,284,735	7.1

12 Goodwill and other intangible assets

	Group						
	Goodwill £'000	Customer relationships £'000	Know-how, technology and development costs £'000	Brands, patents and trademarks £'000	Contract backlog £'000	Software £'000	Total £'000
Cost							
At 3 September 2023	29,143	3,236	2,927	3,048	241	861	39,456
Exchange differences	(419)	–	(18)	(61)	(10)	(14)	(522)
Additions	–	–	537	10	–	8	555
Disposals	–	–	(58)	–	–	–	(58)
Amounts written off	(19)	–	–	–	–	–	(19)
Amounts transferred to property, plant and equipment	–	–	(227)	–	–	–	(227)
Transferred to assets held for sale	(24,895)	(3,079)	(1,162)	(1,888)	(231)	(855)	(32,110)
At 31 August 2024	3,810	157	1,999	1,109	–	–	7,075
Exchange differences	–	–	–	(4)	–	–	(4)
Additions	–	–	–	5	–	–	5
At 31 August 2025	3,810	157	1,999	1,110	–	–	7,076
Accumulated amortisation and impairment							
At 3 September 2023	9,982	1,844	2,220	1,893	241	797	16,977
Exchange differences	(27)	–	(5)	(40)	(10)	(14)	(96)
Charge for the year	–	295	40	229	–	22	586
Impairment during the year	–	63	–	147	–	–	210
Transferred to assets held for sale	(8,213)	(2,045)	(256)	(1,152)	(231)	(805)	(12,702)
At 31 August 2024	1,742	157	1,999	1,077	–	–	4,975
Exchange differences	–	–	–	(4)	–	–	(4)
Charge for the year	–	–	–	6	–	–	6
At 31 August 2025	1,742	157	1,999	1,079	–	–	4,977
Net book amount							
At 2 September 2023	19,161	1,392	707	1,155	–	64	22,479
At 31 August 2024	2,068	–	–	32	–	–	2,100
At 31 August 2025	2,068	–	–	31	–	–	2,099

12 Goodwill and other intangible assets continued

Goodwill arising on the acquisition of overseas subsidiaries was retranslated at the balance sheet date. Goodwill in respect of Wälischmiller Engineering GmbH, NuVision Engineering, Inc. and NW Total Engineered Solutions Ltd was transferred at 31 August 2024 to assets included in a disposal group classified as held for sale (Note 9). Goodwill in respect of Animal Feed Supplement, Inc. was released to the income statement in the prior year following closure of the trading site the goodwill related to.

The impairment of £210,000 in the prior year related to the Animax business which lost its aquaculture contract and continued to face challenges in its bolus business. The underperformance of the business resulted in an impairment being recognised against its non-current assets. This impairment was recognised within administrative expenses in the consolidated income statement and was included as an adjusting item in Note 5.

Transfers to property, plant and equipment in the prior year related to development expenditure being reclassified as assets to be used as property, plant and equipment.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

The carrying value of goodwill has been allocated to the following cash-generating unit:

	2025 £'000	2024 £'000
Carrs Agriculture Ltd – UK feed blocks	2,068	2,068

Goodwill is tested annually for impairment, or more frequently if there are indications that goodwill might be impaired. Goodwill is tested for impairment by estimating future cash flows from the cash-generating units to which goodwill has been allocated and discounting those cash flows to their present value. Each unit or group of units to which goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. The key assumptions in this calculation are the levels of future cash flows, particularly in the perpetuity period, and the discount rate.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the time-value of money and the risks specific to the cash-generating units. Cash flows are estimated using the most recent performance information for the year to August 2026 and forecast information for the four years to August 2030 based on medium-term business plans. Assumptions for long-term growth and pre-tax discount rates used to discount the forecast cash flows for the Carrs Agriculture Ltd – UK feed blocks cash-generating unit can be found in the tables on the following page. These assumptions are 2.0% (2024: 2.0%) for long-term growth and pre-tax discount rate of 14.9% (2024: 15.1%).

The Directors consider the assumptions adopted in calculating the cash flows to be consistent with historical performance and to be reasonable given current market conditions.

Significant headroom exists for the Carrs Agriculture Ltd – UK feed blocks cash-generating unit and, based on the stress testing performed, reasonable possible changes in the assumptions would not cause the carrying amount of the cash-generating unit to equal or to exceed its recoverable amount.

In the prior year goodwill related to the Engineering Division (excluding the Chirton Engineering business) classified as discontinued operations was tested for impairment by comparing the carrying value of the cash-generating units within this disposal group to fair value less costs to sell. In respect of goodwill and other intangible assets, this included the Wälischmiller cash-generating unit, the NuVision Engineering, Inc. cash-generating unit and the NW Total Engineered Solutions Ltd cash-generating unit. The results of tests performed demonstrated significant headroom for these cash-generating units and it was considered that no reasonable change in the key assumptions would cause the carrying amount of the cash-generating units to exceed the recoverable amount.

Also in the prior year, Animax Ltd was impacted by the loss of its aquaculture contract and continued to face challenges in its bolus business. The underperformance of the business and expectations for future performance suggested the estimated recoverable amount of Animax Ltd was below its asset's carrying value. This resulted in the other intangible assets of the business with a remaining carrying value of £0.2m being impaired in full at the prior year end. Goodwill related to this cash-generating unit was fully impaired during year ended 2023. In addition, impairments of £1.9m and £0.1m were recognised against property, plant and equipment and right-of-use assets respectively, reducing the carrying value of these assets to £1.2m and £nil at the prior year end. The remaining carrying value of property, plant and equipment related to the owned property where the net realisable value exceeded the carrying value. This continues to be the case for the current year end assessment. Further details of the approach taken and the assumptions used in the prior year impairment calculation for these non-current assets can be found in Note 13.

12 Goodwill and other intangible assets continued

Amortisation and impairment charges are recognised within administrative expenses and have been highlighted separately within adjusting items (Note 5) where they relate to acquired intangible assets.

There is no goodwill or other intangible assets in the Company (2024: none).

Impairment testing assumptions and sensitivities

The table below shows the key assumptions and inputs that have been used in the impairment testing for goodwill together with sensitised assumptions required to eliminate the headroom.

	Headroom £m	Annual growth in EBIT ¹ %	Pre-tax discount rate %	Pre-tax discount rate (sensitised) ² %	Long-term growth rate %	Cash flows (sensitised) ³ %
Year ended 31 August 2025						
Cash-generating unit						
Carrs Agriculture Ltd – UK feed blocks	20.6	8.8	14.9	32.0	2.0	(59.7)

1 Earnings before interest and tax. Annual growth in EBIT is calculated as the compounded annual growth rate over a period of three years commencing from the year ended 31 August 2025.

2 Rate required to eliminate headroom.

3 Percentage reduction required to cash flows to eliminate headroom.

The table below shows the key assumptions and inputs that were used in the impairment testing for goodwill undertaken at the prior year end. This table is presented for information purposes only and does not reflect current year assumptions or inputs.

	Headroom £m	Annual growth in EBIT ⁴ %	Pre-tax discount rate %	Pre-tax discount rate (sensitised) ⁵ %	Long-term growth rate %	Cash flows (sensitised) ⁶ %
Year ended 31 August 2024						
Cash-generating unit						
Carrs Agriculture Ltd – UK feed blocks	32.2	15.1	15.1	96.4	2.0	(85.8)

4 Earnings before interest and tax. Annual growth in EBIT was calculated as the compounded annual growth rate over a period of three years commencing from the year ended 31 August 2024.

5 Rate required to eliminate headroom.

6 Percentage reduction required to cash flows to eliminate headroom.

13 Property, plant and equipment

	Group				Company
	Land and buildings £'000	Plant and equipment £'000	Assets in the course of construction £'000	Total £'000	Plant and equipment £'000
Cost					
At 3 September 2023	25,966	38,053	1,498	65,517	332
Exchange differences	(422)	(656)	(38)	(1,116)	–
Additions	393	1,680	2,077	4,150	8
Transfers from other intangible assets	227	–	–	227	–
Transfers from inventories	–	35	–	35	–
Disposals	(39)	(1,927)	(10)	(1,976)	–
Reclassifications	(3)	2,090	(2,087)	–	–
Transferred to assets held for sale	(17,904)	(19,306)	(408)	(37,618)	–
At 31 August 2024	8,218	19,969	1,032	29,219	340
Exchange differences	(80)	(237)	(5)	(322)	–
Additions	69	453	766	1,288	9
Transfers from right-of-use assets	–	142	–	142	–
Disposals	–	(635)	(34)	(669)	(278)
Reclassifications	–	869	(869)	–	–
Transferred to assets held for sale	(1,598)	–	–	(1,598)	–
At 31 August 2025	6,609	20,561	890	28,060	71

	Group				Company
	Land and buildings £'000	Plant and equipment £'000	Assets in the course of construction £'000	Total £'000	Plant and equipment £'000
Accumulated depreciation and impairment					
At 3 September 2023	8,806	26,761	–	35,567	246
Exchange differences	(151)	(503)	–	(654)	–
Charge for the year	807	2,024	–	2,831	32
Impairment during the year	–	1,170	736	1,906	–
Disposals	(4)	(1,918)	–	(1,922)	–
Reclassifications	2	(2)	–	–	–
Transferred to assets held for sale	(6,500)	(11,909)	–	(18,409)	–
At 31 August 2024	2,960	15,623	736	19,319	278
Exchange differences	(40)	(176)	–	(216)	–
Charge for the year	250	635	–	885	18
Impairment during the year	–	4	7	11	–
Transfers from right-of-use assets	–	106	–	106	–
Disposals	–	(535)	–	(535)	(251)
Reclassifications	–	743	(743)	–	–
Transferred to assets held for sale	(451)	–	–	(451)	–
At 31 August 2025	2,719	16,400	–	19,119	45
Net book amount					
At 2 September 2023	17,160	11,292	1,498	29,950	86
At 31 August 2024	5,258	4,346	296	9,900	62
At 31 August 2025	3,890	4,161	890	8,941	26

13 Property, plant and equipment continued

Freehold land owned by continuing operations amounting to £0.1m (2024 continuing operations: £0.2m) has not been depreciated.

Transfers from right-of-use assets represent finance leased assets that became owned assets on maturity of the lease term.

In the prior year transfers from other intangible assets related to capitalised development expenditure being reclassified as assets to be used as property, plant and equipment.

The impairment of £1,906,000 in the prior year related to the Animax business which lost its aquaculture contract and continued to face challenges in its bolus business. The underperformance of the business resulted in an impairment being recognised against its non-current assets. This impairment was recognised within administrative expenses in the consolidated income statement and was included as an adjusting item in Note 5.

Testing for impairment of property and testing for impairment of plant and equipment within the Animax business were undertaken separately.

The estimated recoverable amount of plant and equipment in the prior year was below the carrying value of the assets and therefore plant and equipment was impaired by £1.9m down to a carrying value of £nil. In the current year additions of £11,000 made by this business have been impaired in full.

For the purposes of testing plant and equipment, the recoverable amount was determined based on value in use using estimated future cash flows and discounting those cash flows to their present value. Key assumptions in this calculation were the levels of future cash flows, particularly in the perpetuity period, and the discount rate. Management estimated discount rates using pre-tax rates that reflected current market assessments of the time-value of money and the risks specific to the cash-generating unit. Cash flows were estimated using the most recent performance information at the prior year end for the year to August 2025 and forecast information for the four years to August 2029 based on medium-term business plans. A long-term growth rate of 0% and a pre-tax discount rate of 11.3% were assumed.

In the prior year the estimated recoverable amount of property was in excess of the carrying value of £1.2m and therefore no impairment was recognised.

For the purposes of testing property, the recoverable amount was determined based on fair value less costs to sell using valuations from independent professionally qualified valuers. These valuations were based on observable market prices (fair value hierarchy level 2 inputs) for recently sold comparable property.

In the current year the property was transferred to assets held for sale. The fair value less costs to sell of the property based on external valuations remains higher than the carrying value of the property and therefore there is no impairment to be recognised.

Depreciation is recognised within the consolidated income statement as shown below:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cost of sales	792	810	–	–
Administrative expenses	93	454	18	32
Discontinued operations	–	1,567	–	–
	885	2,831	18	32

14 Right-of-use assets and lease liabilities

Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

	Group			Company
	Land and buildings £'000	Plant, equipment and vehicles £'000	Total £'000	Plant, equipment and vehicles £'000
Lease assets				
Cost				
At 3 September 2023	6,893	4,581	11,474	610
Exchange differences	(50)	(12)	(62)	–
Additions	3,093	375	3,468	167
Modifications	–	351	351	–
Disposals	–	(756)	(756)	(569)
Transferred to assets held for sale	(9,526)	(3,344)	(12,870)	–
At 31 August 2024	410	1,195	1,605	208
Exchange differences	–	2	2	–
Additions	–	135	135	40
Modifications	427	–	427	–
Transfers to property, plant and equipment	–	(142)	(142)	–
Disposals	–	(245)	(245)	(53)
At 31 August 2025	837	945	1,782	195

14 Right-of-use assets and lease liabilities continued

	Group			Company
	Land and buildings £'000	Plant, equipment and vehicles £'000	Total £'000	Plant, equipment and vehicles £'000
Lease assets				
Accumulated depreciation and impairment				
At 3 September 2023	2,602	1,549	4,151	329
Exchange differences	(52)	(3)	(55)	–
Charge for the year	756	555	1,311	71
Impairment during the year	–	63	63	–
Disposals	–	(486)	(486)	(356)
Transferred to assets held for sale	(3,117)	(918)	(4,035)	–
At 31 August 2024	189	760	949	44
Exchange differences	–	2	2	–
Charge for the year	73	195	268	49
Impairment during the year	–	21	21	–
Transfer to property, plant and equipment	–	(106)	(106)	–
Disposals	–	(205)	(205)	(26)
At 31 August 2025	262	667	929	67
Net book amount				
At 2 September 2023	4,291	3,032	7,323	281
At 31 August 2024	221	435	656	164
At 31 August 2025	575	278	853	128

The impairment of £63,000 in the prior year related to the Animax business which lost its aquaculture contract and continued to face challenges in its bolus business. The underperformance of the business resulted in an impairment being recognised against its non-current assets. This impairment was recognised within administrative expenses in the consolidated income statement and was included as an adjusting item in Note 5. Further details of the approach taken and the assumptions used in the impairment calculation for these non-current assets can be found in Note 13. In the current year additions of £21,000 made by this business have been impaired in full.

Transfers to property, plant and equipment represent finance leased assets that became owned assets on maturity of the lease term.

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Lease liabilities				
Current liabilities	183	267	42	49
Non-current liabilities	759	448	92	118
	942	715	134	167

The remaining contractual maturities of the lease liabilities, which are gross and undiscounted, are as follows:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Lease liabilities				
Less than one year	230	291	49	56
One to two years	181	180	48	51
Two to three years	144	114	39	43
Three to four years	99	73	14	27
Four to five years	74	48	–	13
More than five years	404	62	–	–
	1,132	768	150	190

Amounts recognised in the income statement

The income statement shows the following amounts relating to leases:

	Continuing Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Depreciation	268	327	49	71
Impairment charge	21	63	–	–
Profit on disposal	(11)	(13)	(2)	(20)
Interest expense	39	33	10	9
	317	410	57	60

Amounts in respect of short-term leases and low-value assets are immaterial and have therefore not been included in the table above. There is no expense recognised in the income statement in respect of variable lease payments that are not included in the measurement of the lease liabilities.

The total continuing Group cash outflow for leases was £323,000 (2024: continuing Group £355,000). The total Company cash outflow for leases was £54,000 (2024: £70,000).

15 Investment property

Group	Total £'000
Cost	
At 3 September 2023	4,235
Disposals	(65)
Transferred to assets held for sale	(3,569)
At 31 August 2024	601
Transferred to assets held for sale	(601)
At 31 August 2025	–
Accumulated depreciation	
At 3 September 2023	1,595
Charge for the year	67
Disposals	(37)
Transferred to assets held for sale	(1,340)
At 31 August 2024	285
Charge for the year	2
Transferred to assets held for sale	(287)
At 31 August 2025	–
Net book amount	
At 2 September 2023	2,640
At 31 August 2024	316
At 31 August 2025	–

The fair value of investment properties at the prior year end was £1,375,000. Investment properties were valued in prior years by independent professionally qualified valuers in April 2022, June 2022 and, for one property held at the prior year end, October 2016. The remaining two properties have been transferred to assets held for sale at the current year end.

There is no investment property in the Company (2024: none).

Details of income and expenses included within Group operating profit in respect of investment property can be found in Note 4.

16 Investments

Group	Joint ventures £'000	Other investments £'000	Total £'000
Cost			
At 3 September 2023	6,101	36	6,137
Exchange difference	(232)	(1)	(233)
Share of post-tax result	1,374	–	1,374
Dividend paid by joint ventures	(955)	–	(955)
At 31 August 2024	6,288	35	6,323
Exchange difference	(54)	–	(54)
Share of post-tax result	1,350	–	1,350
Dividend paid by joint ventures	(483)	–	(483)
Disposals	–	(5)	(5)
At 31 August 2025	7,101	30	7,131
Accumulated provision for impairment			
At 3 September 2023, at 31 August 2024 and at 31 August 2025	–	9	9
Net book amount			
At 2 September 2023	6,101	27	6,128
At 31 August 2024	6,288	26	6,314
At 31 August 2025	7,101	21	7,122

Other investments comprise shares in several private limited companies.

16 Investments continued

Company	Shares in subsidiaries £'000	Joint ventures £'000	Total £'000
Cost			
At 3 September 2023	39,626	172	39,798
Capital contribution	186	–	186
Share based payment charge in respect of employees of subsidiary undertakings	73	–	73
Transferred to assets held for sale	(16,829)	–	(16,829)
At 31 August 2024	23,056	172	23,228
Capital contribution	5,201	–	5,201
Share based payment credit in respect of employees of subsidiary undertakings	(169)	–	(169)
At 31 August 2025	28,088	172	28,260
Accumulated provision for impairment			
At 3 September 2023	4,869	–	4,869
Impairment during the year	1,593	–	1,593
Transferred to assets held for sale	(3,921)	–	(3,921)
At 31 August 2024	2,541	–	2,541
Impairment during the year	5,201	–	5,201
At 31 August 2025	7,742	–	7,742
Net book amount			
At 2 September 2023	34,757	172	34,929
At 31 August 2024	20,515	172	20,687
At 31 August 2025	20,346	172	20,518

Amounts transferred to assets held for sale in the prior year was the Company's cost of investment in Bendalls Engineering Ltd (formerly Carr's Engineering Ltd) and Carr's Engineering (US), Inc.

The capital contribution in the current year relates to the net assets hived into Chirton Engineering Ltd from fellow Group company Bendalls Engineering Ltd (formerly Carr's Engineering Ltd). In the prior year the capital contribution related to the difference between the face value of an interest-free loan provided to a subsidiary and the amount initially recognised in accordance with IFRS 9. This subsidiary was transferred to disposal groups held for sale at the prior year end.

In the current year an impairment charge of £5.2m has been recognised against the investment in Chirton Engineering Limited to reduce the carrying value to £nil. During the prior year an impairment charge of £1.6m was recognised against the investment in Afritech. The carrying value carried forward at the prior year end was the amount expected to be recovered from the collection of receivables, after settlement of liabilities, following the closure of the business and sale of certain assets.

17 Interest in joint ventures

The joint ventures at 31 August 2025 are:

Group	Equity interest held %	Country of incorporation	Country of operation	Activity
Crystalyx Products GmbH	50	Germany ¹	Germany	Manufacture of animal feed blocks
Gold-Bar Feed Supplements LLC	50	USA ²	USA	Manufacture of animal feed blocks
ACC Feed Supplement LLC	50	USA ³	USA	Manufacture of animal feed blocks
Silloth Storage Company Ltd	50	England ⁴	UK	Storage of molasses

1 Registered Office address: Industrieweg 110, 48155 Munster, Germany.

2 Registered Office address: 783 Eagle Boulevard, Shelbyville, Tennessee 37160, USA.

3 Registered Office address: 5101 Harbor Drive, Sioux City, Iowa 51111, USA.

4 Registered Office address: 5c Business Park, 1 Concorde Drive, Clevedon, Bristol BS21 6UH.

Crystalyx Products GmbH and Silloth Storage Company Ltd have a 31 December accounting year end. Joint ventures are accounted for using the equity method.

The Company directly holds the interest in Crystalyx Products GmbH. Animal Feed Supplement, Inc. directly holds the interest in Gold-Bar Feed Supplements LLC and ACC Feed Supplement LLC. Carrs Agriculture Ltd directly holds the interest in Silloth Storage Company Ltd.

At the year end the joint ventures had capital commitments of £nil (2024: £nil). No contingent liabilities exist within the joint ventures.

The aggregate amounts included in the financial statements relating to the Group's share of joint ventures are:

	2025 £'000	2024 £'000
Non-current assets	4,792	5,338
Current assets	5,545	4,342
Current liabilities	(2,550)	(2,302)
Non-current liabilities	(703)	(1,107)
Income	25,095	24,466
Expenses	(23,291)	(22,830)
Net finance cost	(86)	(130)

Goodwill of £17,000 arose on the investment in Silloth Storage Company Ltd. This is included in the carrying amount of the Group's interest in joint ventures and is not shown as a separate asset.

18 Investment in subsidiary undertakings

Name	Company registration number ⁸	Ordinary Shares held %	Country of incorporation	Country of operation	Trading activity
Trading entities:					
Carrs Agriculture Ltd ⁸	00480342	100	England ¹	UK	Manufacture of animal feed/mineral blocks and distributor of health products
Animal Feed Supplement, Inc.		100	USA ²	USA	Manufacture of animal feed blocks
Carr's Supplements (ROI) Ltd		100	Ireland ³	Ireland	Distributor of animal feed blocks and health products
Carrs Properties Ltd ⁸	00088157	100	England ¹	UK	Property holding
Chirton Engineering Ltd		100	England ¹	UK	Engineering
Non-trading entities:					
Animax Ltd ⁸	01604213	100	England ¹	UK	
Animax NZ Ltd		100	New Zealand ⁴	New Zealand	
Carr's Supplements (NZ) Ltd		100	New Zealand ⁵	New Zealand	
Afgritech Ltd ⁸	05259304	100	England ¹	UK	
Afgritech LLC		100	USA ⁶	USA	
Fevara International Finance Ltd ⁸	10888476	100	England ¹	UK	
Carr's Group Corporate Trustee Ltd		100	England ¹	England	
Fevara Holding LTDA		100	Brazil ⁷	Brazil	

1 Registered Office address: Warwick Mill Business Centre, Warwick Bridge, Carlisle, Cumbria CA4 8RR.

2 Registered Office address: PO Box 105, 101 Roanoke Avenue, Poteau, Oklahoma 74953, USA.

3 Registered Office address: RSM, Fifth Floor, Block D, Iveagh Court, Harcourt Road, Dublin 2, Dublin D02 VH94, Ireland.

4 Registered Office address: RSM New Zealand (Auckland), RSM House, Level 2, 62 Highbrook Drive, East Tamaki, Auckland 2013, New Zealand.

5 Registered Office address: KPMC, 151 Burnett Street, Ashburton, 7700, New Zealand.

6 Registered Office address: C T Corporation System, 28 Liberty Street, New York, NY 10005, USA.

7 Registered Office address: Avenida Pres Juscelino Kubitschek 1455, Sala 42, Vila Nova Conceicao, Sao Paulo SP 04543-011, Brazil.

8 UK subsidiaries that have taken advantage of the audit exemption set out within Section 479A of the Companies Act 2006 for the year ended 31 August 2025. The Company will guarantee the debts and liabilities of the above UK subsidiary undertakings at the balance sheet date in accordance with Section 479C of the Companies Act 2006. The Company has assessed the probability of loss under the guarantee as remote.

Investments in the subsidiaries listed above are held directly by the Company with the following exceptions: Carrs Agriculture Ltd holds 100% of the investment in Carr's Supplements (NZ) Ltd and Animax Ltd; Animax Ltd owns 100% of the investment in Animax NZ Ltd; and Afgritech Ltd holds 100% of the investment in Afgritech LLC.

During the year the trade and certain assets of Afgritech LLC have been sold. The trading results of this business have been recognised as discontinued operations in the income statement in the current year and in the prior year. The assets sold were classified on the balance sheet as assets held for sale at the prior year end (Note 9).

19 Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Group	2025 £'000	2024 £'000
Accelerated tax depreciation	(1,043)	(1,130)
Employee benefits	724	(452)
Short-term timing differences	832	618
Losses	1,915	1,149
Net deferred tax	2,428	185
Included in:		
Deferred tax assets	2,428	208
Deferred tax liabilities	–	(23)
Net deferred tax	2,428	185

Deferred tax net assets/(liabilities) are expected to reverse after more than one year from the balance sheet date. Tax of £29,000 (2024: £38,000) in respect of tax losses has not been recognised as a deferred tax asset in the Group balance sheet.

Movement in deferred tax during the year

	At 1 September 2024 £'000	Exchange differences £'000	Recognised in income statement £'000	Recognised in other comprehensive income £'000	Recognised in equity £'000	In respect of disposal group £'000	At 31 August 2025 £'000
Accelerated tax depreciation	(1,130)	14	73	–	–	–	(1,043)
Employee benefits	(452)	–	125	1,051	–	–	724
Short-term timing differences	618	(20)	(61)	54	43	198	832
Losses	1,149	–	766	–	–	–	1,915
	185	(6)	903	1,105	43	198	2,428

Amounts recognised in equity comprise deferred tax related to share based payments.

19 Deferred tax assets and liabilities continued

Movement in deferred tax during the prior year

	At 3 September 2023 £'000	Exchange differences £'000	Recognised in income statement £'000	Recognised in other comprehensive income £'000	Recognised in equity £'000	Transferred to disposal group £'000	At 31 August 2024 £'000
Accelerated tax depreciation	(3,266)	20	308	–	–	1,808	(1,130)
Employee benefits	(1,329)	–	774	103	–	–	(452)
Short-term timing differences	135	(40)	(1)	178	14	332	618
Leases	158	–	(4)	–	–	(154)	–
Losses	483	–	666	–	–	–	1,149
Rolled over capital gains	(602)	–	(16)	–	–	618	–
	(4,421)	(20)	1,727	281	14	2,604	185

Company	2025 £'000	2024 £'000
Accelerated tax depreciation	21	17
Employee benefits	724	(452)
Short-term timing differences	146	52
Losses	2,093	1,104
Net deferred tax	2,984	721
Included in:		
Deferred tax assets	2,984	721
	2,984	721

The Company has no unrecognised tax losses (2024: none).

Movement in deferred tax during the year

	At 1 September 2024 £'000	Recognised in income statement £'000	Recognised in other comprehensive income £'000	Recognised in equity £'000	At 31 August 2025 £'000
Accelerated tax depreciation	17	4	–	–	21
Employee benefits	(452)	125	1,051	–	724
Short-term timing differences	52	52	–	42	146
Losses	1,104	989	–	–	2,093
	721	1,170	1,051	42	2,984

Amounts recognised in equity comprise deferred tax related to share based payments.

19 Deferred tax assets and liabilities continued**Movement in deferred tax during the prior year**

	At 3 September 2023 £'000	Recognised in income statement £'000	Recognised in other comprehensive income £'000	Recognised in equity £'000	At 31 August 2024 £'000
Accelerated tax depreciation	17	–	–	–	17
Employee benefits	(1,329)	774	103	–	(452)
Short-term timing differences	42	(2)	–	12	52
Losses	415	689	–	–	1,104
	(855)	1,461	103	12	721

20 Inventories

Group	2025 £'000	2024 £'000
Raw materials and consumables	5,728	5,825
Work in progress	2	49
Finished goods and goods for resale	6,568	6,188
	12,298	12,062

Inventories are stated after a provision for impairment of £245,000 (2024: £207,000). The amount recognised as an expense in the year in respect of the write-down of inventories is £135,000 (2024: £42,000). The amount recognised as a credit in the year in respect of reversals of write-downs of inventories is £97,000 (2024: £30,000) and the amount utilised in the year was £nil (2024: £nil).

The cost of inventories recognised as an expense and included in cost of sales is £60,042,000 (2024: £60,773,000).

The Company has no inventories (2024: none).

21 Contract balances

The timing of revenue recognition, billings and cash collection results in trade receivables (billed amounts), contract assets (unbilled amounts) and customer advances and deposits (contract liabilities) on the Group's balance sheet. For services in which revenue is earned over time, amounts are billed in accordance with contractual terms, either at periodic intervals or upon achievement of contractual milestones. The timing of revenue recognition is measured in accordance with the progress of delivery on a contract which could either be in advance or in arrears of billing, resulting in either a contract asset or a contract liability.

Contract assets	2025 £'000	2024 £'000
At the beginning of the year	–	7,915
Exchange differences	–	(73)
Transfers from contract assets recognised at the beginning of the year to receivables	–	(6,882)
Increase related to services provided in the year	–	8,260
Transferred to assets held for sale	–	(9,220)
At the end of the year	–	–

21 Contract balances continued

	2025 £'000	2024 £'000
Contract liabilities		
At the beginning of the year	–	5,194
Exchange differences	–	(64)
Revenue recognised against contract liabilities at the beginning of the year	–	(4,158)
Increase due to cash received, excluding any amounts recognised as revenue during the year	–	4,027
Transferred to liabilities held for sale	–	(4,999)
At the end of the year	–	–

The Company has no contract assets or contract liabilities (2024: none).

22 Trade and other receivables

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Current:				
Trade receivables	4,613	6,075	131	209
Less: provision for impairment of trade receivables	(116)	(82)	–	–
Trade receivables – net	4,497	5,993	131	209
Amounts owed by Group undertakings (Note 35)	–	–	1,910	4,303
Amounts owed by other related parties (Note 35)	33	204	–	–
Other taxes and social security receivable	768	572	170	–
Return assets	1,676	1,885	–	–
Other receivables	3,134	939	2,209	774
Prepayments	536	759	186	193
	10,644	10,352	4,606	5,479
Non-current:				
Amounts owed by Group undertakings (Note 35)	–	–	12,104	32,389
	–	–	12,104	32,389

The movement in the provision for impaired trade receivables consists of increases for additional provisions offset by receivables written off and unused provision released back to the consolidated income statement. The provision is utilised when there is no expectation of recovering additional cash.

During the year, for continuing operations, a charge of £34,000 (2024: a credit of £17,000) has been recognised within administrative expenses in the consolidated income statement and £nil (2024: £nil) has been utilised in respect of the movement in provision for impairment of trade receivables.

For all other receivables presented above, the Group has assessed expected credit losses and the loss allowance as immaterial.

Interest-bearing, non-trading amounts owed by Group undertakings within current trade and other receivables carry interest at Bank of England base rate + 1.5%.

Interest-bearing, non-trading amounts owed by Group undertakings within non-current receivables carry interest at 6.25% or Bank of England base rate + 1.5%. In addition, in the prior year they carried interest at 4.50%, 6.25%, Bank of England base rate + 2.50% or Bank of England base rate + 1.5%. In the prior year there was one non-interest bearing loan that had a face value of £7.4m which was recognised at fair value based on a market rate of interest. These interest-bearing and non-interest bearing amounts are unsecured and have remaining terms of 1.3 – 3.4 years (2024: 1.3 – 4.4 years).

Other receivables includes the consideration of £1,532,000 (2024: £nil) still to be received at the balance sheet date on the disposal of the Engineering businesses, excluding the Chirton Engineering business (Note 9).

	2025		2024	
Group	Gross £'000	Impairment £'000	Gross £'000	Impairment £'000
The ageing of trade receivables is as follows:				
Not past due	3,064	–	4,785	–
Past due 1 – 30 days	214	–	363	–
Past due 31 – 60 days	379	(1)	(26)	–
Past due 61 – 90 days	484	(1)	267	–
Past due 91 – 120 days	110	–	25	–
Past 121 days	362	(114)	661	(82)
	4,613	(116)	6,075	(82)

22 Trade and other receivables continued

Company	2025		2024	
	Gross £'000	Impairment £'000	Gross £'000	Impairment £'000
The ageing of trade receivables is as follows:				
Not past due	14	–	10	–
Past due 1 – 30 days	70	–	8	–
Past due 31 – 60 days	30	–	1	–
Past due 61 – 90 days	–	–	1	–
Past due 91 – 120 days	13	–	3	–
Past 121 days	4	–	186	–
	131	–	209	–

In relation to trade receivables, the major source of estimation uncertainty is the recoverable value of those receivables. The judgements applied to this include the credit quality of customers, taking into account their financial positions, past experiences and other relevant factors. Individual customer credit limits are imposed based on these factors, and provisions for impairment are made using those judgements. Provisions for impairment are reviewed monthly by divisional management.

Trade receivables are assessed by management for credit risk and are considered past due when a counterparty has failed to make a payment when that payment was contractually due. Management assesses trade receivables that are past the contracted due date by the ageing periods as presented in the tables above, consistent with how it views the credit risk of trade receivables.

A default is determined to have occurred if the Group becomes aware of evidence that it will not receive all contractual cash flows that are due.

The maximum exposure to credit risk at the year end is the carrying value, net of provision for impairment, of each receivable. The Group and Company do not hold any significant collateral as security (2024: none).

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
The carrying value of trade receivables is denominated in the following currencies:				
Sterling	3,522	3,755	129	209
US Dollar	452	1,146	2	–
Euro	523	334	–	–
New Zealand Dollar	–	758	–	–
	4,497	5,993	131	209

23 Restricted cash

During the year the Company invested £4.5m in an escrow account with BNY Mellon to ringfence funds for the sole use of the Carr's Group Pension Scheme. These funds are intended to be available to cover scheme expenses and liabilities arising from the data cleansing exercise, which is required to be undertaken to determine the final premium payable for the purchase of the insured bulk annuity from Aviva. Cash can only be accessed with the consent of the Trustees as any withdrawal request requires one Company signatory and one Trustee signatory. Any cash not ultimately required for this purpose will be returned to the Company. Further details of the buy-in can be found in Note 28.

As this cash is not permitted to be used for the operational activities of the Group, and cannot be accessed by the Company without third-party authorisation from the Trustees, it has been excluded from cash and cash equivalents and is instead shown separately on the face of the balance sheet. It has also been excluded from cash and cash equivalents for the purposes of the statement of cash flows and is included as an investing activity cash outflow. The cash will earn income returns while it is held in escrow through investment in short-term money market deposits.

In the current year £73,000 has been recognised in finance income in the income statement in respect of dividend returns on the cash invested (Note 7).

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash held in escrow	4,573	–	4,573	–

24 Cash and cash equivalents and bank overdrafts

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash and cash equivalents per the balance sheet	7,855	13,714	2,768	7,607
Cash and cash equivalents of disposal groups classified as assets held for sale (Note 9)	808	4,802	–	–
Bank overdrafts (Note 26)	(1,803)	(2,670)	–	–
Bank overdrafts of disposal groups classified as liabilities held for sale	–	(7,916)	–	–
Cash and cash equivalents per the statement of cash flows	6,860	7,930	2,768	7,607

25 Trade and other payables

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Current:				
Trade payables	4,098	4,727	514	335
Amounts owed to Group undertakings (Note 35)	–	–	814	914
Amounts owed to other related parties (Note 35)	–	20	–	–
Other taxes and social security payable	454	676	354	561
Other payables	2,092	2,155	118	167
Accruals	5,097	3,076	2,316	1,404
Deferred income	–	53	–	–
	11,741	10,707	4,116	3,381

Amounts owed to Group undertakings and other related parties are interest-free, unsecured and repayable on demand.

Deferred income includes deferred rental income of £nil (2024: £53,000) which was agreed with the Billington Group as part of the sale process of the Carr's Billington Agricultural business. It also includes government grants as follows:

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
At the beginning of the year	–	23	–	–
Amortisation in the year	–	(16)	–	–
Transferred to liabilities held for sale	–	(7)	–	–
At the end of the year	–	–	–	–

26 Borrowings

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Current:				
Bank overdrafts	1,803	2,670	–	–
Bank loans	–	94	–	–
Loans from Group undertakings (Note 35)	–	–	7,223	1,580
	1,803	2,764	7,223	1,580
Non-current:				
Bank loans and other borrowings	3,492	2,913	3,492	2,913
	3,492	2,913	3,492	2,913
Borrowings are repayable as follows:				
On demand or within one year	1,803	2,764	7,223	1,580
In the second year	3,492	–	3,492	–
In the third to fifth years inclusive	–	2,913	–	2,913
	5,295	5,677	10,715	4,493

Group and Company borrowings are shown in the balance sheet net of arrangement fees of £8,000 (2024: £88,000) of which £nil (2024: £nil) is deducted from current liabilities and £8,000 (2024: £88,000) is deducted from non-current liabilities.

26 Borrowings continued

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
The net borrowings are:				
Borrowings as above	5,295	5,677	10,715	4,493
Cash and cash equivalents	(7,855)	(13,714)	(2,768)	(7,607)
Net (cash)/debt	(2,560)	(8,037)	7,947	(3,114)

The Company, together with certain subsidiaries, acts as guarantor on the bank loans.

Loans from Group undertakings in the current year are repayable on demand and are interest free. Interest-bearing loans from Group undertakings in the prior year carry interest at 4.50%.

Bank loans are repayable by instalments and the overdraft is repayable on demand.

Non-current bank loans and other borrowings includes a drawn down revolving credit facility of £3.5m (2024: £3.0m). Following the refinancing post year end this has been repaid in November 2025. Details of the new banking facility can be found in Note 36. At the year end the Group had £1.5m of undrawn revolving credit facilities (2024: £23.6m).

27 Derivatives and other financial instruments

The Group's activities expose it to a variety of financial risks. The Board reviews and agrees policies for managing its risk. These policies have remained unchanged throughout the year.

Currency rate risk – financial instruments by currency

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollar and the Euro. Foreign exchange risk arises when future commercial transactions, or recognised assets or liabilities, are denominated in a currency that is not the entity's functional currency.

The table below discloses balances across the Group that are denominated in a currency other than that entity's functional currency. Inter-company balances have been excluded from the table.

Group	2025					2024				
	Sterling £'000	US Dollar £'000	Euro £'000	NZ Dollar £'000	Total £'000	Sterling £'000	US Dollar £'000	Euro £'000	NZ Dollar £'000	Total £'000
Assets										
Current trade and other receivables	4	2	150	–	156	–	53	217	–	270
Cash and cash equivalents	27	482	477	–	986	137	569	490	3	1,199
	31	484	627	–	1,142	137	622	707	3	1,469
Liabilities										
Current trade and other payables	–	68	49	10	127	–	7	12	10	29
	–	68	49	10	127	–	7	12	10	29

27 Derivatives and other financial instruments continued

The table below discloses balances in the Company's balance sheet that are denominated in a currency other than the Company's functional currency.

Company	2025			2024		
	US Dollar £'000	Euro £'000	Total £'000	US Dollar £'000	Euro £'000	Total £'000
Assets						
Non-current receivables	11,896	–	11,896	15,175	5,909	21,084
Current trade and other receivables	184	–	184	1,404	70	1,474
Cash and cash equivalents	460	10	470	348	9	357
	12,540	10	12,550	16,927	5,988	22,915
Liabilities						
Current borrowings	223	–	223	228	1,353	1,581
Current trade and other payables	73	5	78	–	–	–
	296	5	301	228	1,353	1,581

Other taxes and social security receivable and prepayments are excluded from trade and other receivables in the tables above and on the prior page as they are not financial instruments. For this same reason, other taxes and social security payable is excluded from trade and other payables. Deferred income is excluded as it is not a financial liability.

Sensitivity analysis

The impact of a 10% weakening or strengthening in Sterling against balances across the Group that are denominated in a currency other than that entity's functional currency is shown in the table below.

Continuing operations	2025		2024	
	10% weakening £'000	10% strengthening £'000	10% weakening £'000	10% strengthening £'000
Impact on profit/(loss) after taxation	(85)	70	(122)	100
Impact on total equity	(85)	70	(122)	100

This sensitivity analysis is not an indication of actual results, which may materially differ. For the purposes of this sensitivity analysis all other variables have been held constant.

27 Derivatives and other financial instruments continued**Interest rate risk**

The Group finances its operations through a mixture of retained earnings and bank borrowings. The Group borrows in the desired currencies at fixed and floating rates of interest.

	2025		2024	
	Weighted average effective interest rate %	£'000	Weighted average effective interest rate %	£'000
Group borrowings				
Bank overdrafts	5.70	1,803	6.70	2,670
Bank loans and other borrowings	5.67	3,492	6.70	3,007
Floating rate		5,295		5,677

The Group's floating rate financial liabilities bear interest determined as follows:

Bank overdrafts	US prime rate + 1.0% margin; US prime rate; Bank of England base rate + 1.7% margin
Bank loans and other borrowings	Bank of England base rate + 1.67%; Wall Street Journal prime rate – 1%

	2025		2024	
	Weighted average effective interest rate %	£'000	Weighted average effective interest rate %	£'000
Company borrowings				
Bank loans	5.67	3,492	6.67	2,913
Loans from Group undertakings	0.0	7,223	3.85	1,580
		10,715		4,493
Fixed rate		–		1,352
Floating rate		3,492		2,913
Interest-free		7,223		228
		10,715		4,493

The Company's floating rate financial liabilities bear interest determined as follows:

Bank loans	Bank of England base rate + 1.67%
------------	-----------------------------------

Sensitivity analysis

The impact of a 1% decrease or increase in interest rates during the year is shown in the table below.

	2025		2024	
	1% decrease £'000	1% increase £'000	1% decrease £'000	1% increase £'000
Continuing operations				
Impact on profit/(loss) after taxation	43	(43)	110	(110)
Impact on total equity	43	(43)	110	(110)

This sensitivity analysis is not an indication of actual results, which may materially differ. For the purposes of this sensitivity analysis all other variables have been held constant.

Liquidity risk

The Group's policy throughout the year has been to maintain a mix of short and medium-term borrowings. Short-term flexibility is achieved by overdraft facilities. In addition, it is the Group's policy to maintain committed undrawn facilities in order to provide flexibility in the management of the Group's liquidity. The Group monitors daily cash balances and forecasts, together with net debt, to ensure adequate headroom exists under its committed facilities.

27 Derivatives and other financial instruments continued

The tables below analyse the Group and Company's financial liabilities which will be settled on a net basis into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows which have been calculated using spot rates at the relevant balance sheet date.

Group	2025				2024			
	Total £'000	Within one year £'000	One to two years £'000	Two to five years £'000	Total £'000	Within one year £'000	One to two years £'000	Two to five years £'000
Bank overdrafts	1,803	1,803	–	–	2,670	2,670	–	–
Bank loans and other borrowings	3,764	198	3,566	–	3,562	295	200	3,067
Trade and other payables	11,287	11,287	–	–	9,978	9,978	–	–
	16,854	13,288	3,566	–	16,210	12,943	200	3,067

Company	2025				2024			
	Total £'000	Within one year £'000	One to two years £'000	Two to five years £'000	Total £'000	Within one year £'000	One to two years £'000	Two to five years £'000
Bank loans	3,764	198	3,566	–	3,467	200	200	3,067
Loans from Group undertakings	7,223	7,223	–	–	1,580	1,580	–	–
Trade and other payables	3,762	3,762	–	–	2,820	2,820	–	–
	14,749	11,183	3,566	–	7,867	4,600	200	3,067

The above tables exclude leases accounted for under IFRS 16. Details of the contractual undiscounted cash flows for leases under IFRS 16 can be found in Note 14.

Trade and other payables in the tables above exclude other taxes and social security which do not meet the definition of financial liabilities under IFRS 7. Deferred income has also been excluded as it does not give rise to a contractual obligation to pay cash.

Borrowing facilities

The Group has various undrawn facilities. The undrawn facilities available at 31 August 2025, in respect of which all conditions precedent had been met, were as follows:

	2025 Floating rate £'000	2024 Floating rate £'000
Expiring in one year or less	2,115	10,119
Expiring within two and five years inclusive	1,500	22,000
	3,615	32,119

Included in the table above for facilities expiring in one year or less is £nil (2024: £6,481,000) in respect of discontinued operations.

Undrawn facilities include overdraft facilities of £1.0m (2024: £2.5m) that are renewable on an annual basis.

The Company's overdraft is within a Group facility and it is therefore not possible to determine the Company's undrawn facilities at the balance sheet date.

27 Derivatives and other financial instruments continued

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an efficient capital structure to optimise the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt, excluding leases, divided by total equity. Net debt is calculated as total borrowings (including current and non-current borrowings) as shown in the consolidated balance sheet less cash and cash equivalents. Total equity is as shown in the consolidated balance sheet. At 31 August 2025, the Group had net cash of £2.6m (2024: net cash of £8.0m).

The Group monitors cash balances and net debt on a daily basis to ensure adequate headroom exists on banking facilities and that it is compliant with banking covenants.

Derivative financial instruments

Currency derivatives

The Group and Company use forward foreign currency contracts to manage exchange risk exposure. At the balance sheet date, the fair value of outstanding forward foreign currency contracts are as below:

Group	2025		2024	
	Fair value £'000	Contractual or notional amount £'000	Fair value £'000	Contractual or notional amount £'000
At the beginning of the year	–	–	(4)	(203)
Exchange differences	–	–	–	(2)
Gains during the year	–	–	4	205
At the end of the year	–	–	–	–

The Company has no forward foreign currency contracts (2024: none).

Fair value has been determined by reference to the value of equivalent forward foreign currency contracts at the balance sheet date.

Gains and losses on currency-related derivatives are included within administrative expenses.

Fair value hierarchy

IFRS 13 requires financial instruments that are measured at fair value to be classified according to the valuation technique used:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – inputs, other than level 1 inputs, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 – unobservable inputs

Transfers between levels are deemed to have occurred at the end of the reporting period. There were no transfers between levels in the above hierarchy in the period.

All derivative financial instruments are measured at fair value using level 2 inputs. The Group's bankers provide the valuations for the derivative financial instruments at each reporting period end based on mark-to-market valuation techniques.

Fair values of financial assets and liabilities

The fair values of Group and Company financial assets and liabilities are not materially different to book value.

Financial instruments by category

The tables below disclose financial instruments in the Group and Company's balance sheets by category of measurement.

Group	2025		2024	
	Fair value through profit or loss £'000	Amortised cost £'000	Fair value through profit or loss £'000	Amortised cost £'000
Assets				
Current trade and other receivables	–	9,340	–	9,021
Restricted cash	–	4,573	–	–
Cash and cash equivalents	–	7,855	–	13,714
	–	21,768	–	22,735
Liabilities				
Current borrowings	–	1,803	–	2,764
Trade and other payables	–	11,287	–	9,978
Non-current borrowings	–	3,492	–	2,913
	–	16,582	–	15,655

27 Derivatives and other financial instruments continued

Company	2025		2024	
	Fair value through profit or loss £'000	Amortised cost £'000	Fair value through profit or loss £'000	Amortised cost £'000
Assets				
Non-current receivables	–	12,104	–	32,389
Current trade and other receivables	–	4,250	–	5,286
Restricted cash	–	4,573	–	–
Cash and cash equivalents	–	2,768	–	7,607
	–	23,695	–	45,282
Liabilities				
Current borrowings	–	7,223	–	1,580
Trade and other payables	–	3,762	–	2,820
Non-current borrowings	–	3,492	–	2,913
	–	14,477	–	7,313

Other taxes and social security receivable and prepayments are excluded from trade and other receivables in the tables above and on the prior page as they are not financial instruments. For this same reason, other taxes and social security payable is excluded from trade and other payables. Deferred income is excluded as it is not a financial liability.

28 Retirement benefits

The Group participates in the Carr's Group Pension Scheme which is a defined benefit pension scheme.

Carr's Group Pension Scheme (Group and Company)

The Company sponsors the Carr's Group Pension Scheme and offered a defined contribution and a defined benefit section. The assets of the scheme are held separately from those of the Group and are invested with independent investment managers.

From 1 September 2015 the defined contribution section was closed. Members of that section were enrolled in a new defined contribution scheme, the Carr's Group Retirement Savings Scheme ("Carr's Group RSS"), set up under a Master Trust arrangement.

The defined benefit section of the scheme was previously closed to new members, and has closed to future accrual with effect from 31 December 2015. Members of this section became entitled to become members of the Carr's Group RSS from 1 January 2016.

The following disclosures relate to the defined benefit section of the Carr's Group Pension Scheme. The last full actuarial valuation of this scheme was carried out by a qualified independent actuary as at 31 December 2023 and updated on an approximate basis to 31 August 2025 by a qualified independent actuary.

Major assumptions:

	2025 %	2024 %
Inflation (RPI)	2.90	3.10
Inflation (CPI)	2.60	2.70
Rate of discount	6.00	4.90
Pension in payment increases:		
RPI or 5.0% per annum if less	2.80	2.90
RPI or 5.0% per annum if less, minimum 3.0% per annum	3.60	3.60

The assumption for CPI has been derived by making an adjustment for the expected long-term gap between RPI and CPI. This has generally been viewed as more credible than fixing the assumption based on the Bank of England CPI inflation target. This may change going forward, especially from 2030, when RPI will be aligned with CPIH.

The assumed RPI/CPI gap as at 31 August 2025 is 0.3% (2024: 0.4%). This broadly reflects retention of a 0.9% p.a. assumed gap before 2030 and 0% p.a. gap thereafter, suitably weighted to reflect the scheme's exposure to CPI liabilities in the period before non-pensioner members' retirement and, given the maturity of the population, is significantly weighted to the period before 2030.

28 Retirement benefits continued

The mortality tables used in the valuation as at 31 August 2025 are 90% of S3PMA (Males) and 88% of S3PFA_M (Females) with allowance for mortality improvements using CMI_2022 with a 1.25% p.a. underpin. The mortality assumptions adopted imply the following life expectancies at age 65 as at 31 August 2025:

	At 31 August 2025	At 31 August 2024
Males currently age 45	23.7 years	23.3 years
Females currently age 45	25.9 years	25.8 years
Males currently age 65	22.3 years	22.0 years
Females currently age 65	24.4 years	24.3 years

Amounts recognised in the Income Statement in respect of defined benefit schemes:

	2025 £'000	2024 £'000
Administrative expenses	572	477
Past service costs	–	2,900
Net interest on the net defined benefit asset	(74)	(280)
Total expense	498	3,097

Past service costs in the prior year of £2.9m related to a Barber Window equalisation adjustment identified through advice received by the Trustees of the Scheme during the prior year. The impact related to understated past service liabilities in respect of the equalisation of normal retirement ages between male and female members of the pension scheme. This was recognised within administrative expenses in the consolidated income statement and as an adjusting item in the prior year (Note 5).

Included in administrative expenses in the table above is £0.4m (2024: £0.3m) of costs in respect of the process of seeking an insurer from whom to purchase an insured bulk annuity ("buy-in") and costs related to the data cleanse exercise to determine the final premium payable to Aviva. These costs are included as an adjusting item in both years (Note 5).

The expense/(income) is recognised within the Income Statement as shown below:

	2025 £'000	2024 £'000
Within operating profit/(loss):		
Administrative expenses	572	477
Past service costs	–	2,900
Within interest:		
Finance income	(74)	(280)
Total expense	498	3,097

Remeasurements of the net defined benefit obligation/asset to be shown in the Statement of Comprehensive Income:

	2025 £'000	2024 £'000
Actual gains and losses arising from changes in:		
Financial assumptions	4,470	(2,339)
Demographic assumptions	(288)	605
Experience adjustments	1,288	149
Return on assets, excluding interest income	(9,675)	1,173
Total remeasurement of the net defined benefit obligation/asset	(4,205)	(412)

The price paid for the buy-in exceeded the value of the liabilities covered under the buy-in resulting in a negative return on the plan's assets. As the buy-in represents an investment decision this loss has been taken through Other Comprehensive Income and not the Income Statement.

Amounts included in the Balance Sheet:

	2025 £'000	2024 £'000
Present value of funded defined benefit obligations	(40,188)	(46,421)
Fair value of scheme assets	37,292	48,228
(Deficit)/surplus in funded scheme	(2,896)	1,807

The escrow bank account (Note 23) is to be used to fund any deficit in the scheme.

28 Retirement benefits continued**Reconciliation of opening and closing balances of the present value of the defined benefit obligation:**

	2025 £'000	2024 £'000
Benefit obligation at the beginning of the year	46,421	42,505
Past service costs	–	2,900
Interest cost	2,202	2,254
Net measurement (gains)/losses – financial	(4,470)	2,339
Net measurement losses/(gains) – demographic	288	(605)
Net measurement gains – experience	(1,288)	(149)
Benefits paid	(2,965)	(2,823)
Benefit obligation at the end of the year	40,188	46,421

Benefit obligation by participant status:

	2025 £'000	2024 £'000
Vested deferred	7,199	11,408
Retirees	32,989	35,013
	40,188	46,421

Reconciliation of opening and closing balances of the fair value of scheme assets:

	2025 £'000	2024 £'000
Fair value of scheme assets at the beginning of the year	48,228	47,821
Interest income on scheme assets	2,276	2,534
Return on assets, excluding interest income	(9,675)	1,173
Benefits paid	(2,965)	(2,823)
Scheme administrative cost	(572)	(477)
Fair value of scheme assets at the end of the year	37,292	48,228

Analysis of the scheme assets and actual return:

	Fair value of assets	
	2025 £'000	2024 £'000
Debt instruments	–	47,797
Cash	504	431
Insured assets	36,788	–
	37,292	48,228
Actual return on scheme assets	(7,399)	3,707

Debt instruments were held in unquoted Mercer fund portfolios and were not held directly by the Pension Scheme. Those Mercer portfolios in turn invested in a mix of quoted and unquoted underlying assets. Cash includes investments in UK Cash Funds within the Mercer fund portfolios. Insured assets relates to the bulk annuity purchased from Aviva during the year.

In accordance with IAS 19, Scheme assets must be valued at the fair value at the balance sheet date. The following applies to the assets in the Scheme:

Asset	Valuation
Debt instruments	Fair value being the net asset value provided by the investment manager
Insured assets	Present value of the related obligations

Under IAS 19 where plan assets include qualifying insurance policies that exactly match the amount and timing of some or all of the benefits payable under the plan, the fair value of those insurance policies is deemed to be the present value of the related obligations (subject to any reduction required if the amounts receivable under the insurance policies are not recoverable in full).

At the point of securing the insurance policy and paying the initial premium to Aviva certain liabilities of the scheme were still to be determined, namely liabilities relating to the Barber Window and GMP equalisation. These liabilities are currently being calculated by the Scheme administrator as part of the data cleanse required to determine the final premium payable to Aviva. The escrow bank account was set up to cover scheme expenses and liabilities that might arise during this period together with any true up required to the final premium. As the escrow account is a Company asset and the liabilities are a Scheme liability, it is not permitted to offset the pension scheme obligation on the face of the balance sheet against the restricted cash asset. The balances have therefore been recognised separately. See Note 23 for details of the escrow bank account.

28 Retirement benefits continued

Sensitivity analysis

A sensitivity analysis of the principal assumptions used to measure the scheme liabilities:

	Change in assumption	Present value of defined benefit obligation £'000
Discount rate	-50 basis points	42,058
	+50 basis points	38,460
Price inflation rate	-25 basis points	39,388
	+25 basis points	40,778
Post-retirement mortality assumption	-1 year age rating	41,546
	+1 year age rating	38,800

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. It is not an indication of actual results which may materially differ; for example, changes in some assumptions may actually be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methodology and principal assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

The weighted average duration of the defined benefit obligation is approximately 9 years (2024: 10 years).

Expected cash flows for the following year:

	£'000
Expected employer contributions	–
Expected contributions to reimbursement rights	–
Expected total benefit payments by the scheme:	
Year 1	3,827
Year 2	2,920
Year 3	3,015
Year 4	3,114
Year 5	3,216
Next 5 years	17,734

Characteristics and the risks associated with the Scheme

Information about the characteristics of the Scheme:

The Scheme provides pensions in retirement and death benefits to members. Pension benefits are linked to a member's final salary at 31 December 2015 (or date of leaving, if earlier) and their length of service. Since 31 December 2015 the Scheme has been closed to future accrual.

The Scheme is a registered scheme under UK legislation.

The Scheme is subject to the scheme funding requirements outlined in UK legislation. As at 31 December 2023, being the date of the most recent finalised actuarial valuation, the scheme funding valuation of the Scheme revealed a surplus of £1.2m equating to a funding level of 102%. On a solvency basis the Scheme had a deficit of £2.5m, equating to a funding level of 95%. The purpose of the Scheme funding valuation is to monitor the progress towards achieving the Trustees' funding objectives and to determine the past service contributions and future service contributions that may be required. The solvency valuation provides an indication of the financial impact on members were the scheme to wind up with no money recoverable from the employer.

During the year the Company invested £4.5m in an escrow account with BNY Mellon to ringfence funds for the sole use of the Carr's Group Pension Scheme. These funds are intended to be available to cover scheme expenses and liabilities arising from the data cleanse exercise, which is required to be undertaken to determine the final premium payable for the purchase of the insured bulk annuity from Aviva. Further details of the escrow account can be found in Note 23. Any cash not ultimately required for this purpose will be returned to the Company.

The Scheme was established under trust and is governed by the Scheme's trust deed and rules dated June 2008. The Trustees are responsible for the operation and the governance of the Scheme, including making decisions regarding the Scheme's funding and investment strategy in conjunction with the Company.

Risk exposure and investment strategy

During the year the Trustees entered into an agreement to purchase an insured bulk annuity ("buy-in") from Aviva. This has removed risk from the Scheme as income from the insurance policy will exactly match the benefit payments for the members covered.

Prior to this a de-risking strategy had been implemented to remove assets entirely from the growth portfolio into the matching portfolio whilst adopting a 100% funded liability hedging target. Mercer had delegated responsibilities over the matching asset portfolio under a fiduciary management arrangement. Assets were invested in Mercer portfolios, aligning the Scheme's asset allocation with the assets Aviva used to price the transaction, which resulted in a more optimal investment strategy to the point of securing the buy-in.

28 Retirement benefits continued

Risk exposure and investment strategy continued

Prior to this change in strategy the Scheme's investment strategy was to invest in return-seeking assets and lower-risk assets, such as bonds. That strategy reflected the Scheme's liability profile and the Trustees' attitude to risk. The objective was to achieve a 110% funding level on a gilts +0.25% p.a. basis by 2024–2028. The Trustees had a fiduciary management arrangement with Mercer who had certain delegated responsibilities over investment decisions within parameters set by the Trustees. Those parameters were reviewed on a regular basis to ensure they remained appropriate. Assets were invested in Mercer portfolios. The Scheme aimed to reduce risks such as market (investment) risk, interest rate risk, inflation risk, currency risk and longevity risk through liability hedging, diversification and de-risking triggers. Where de-risking triggers were met, assets were transferred from growth asset portfolios to matching asset portfolios. The objective of the matching asset portfolio was to manage the impact on the funding level of interest rate risk and inflation risk such that the majority of the Scheme's risk was allocated to the growth portfolio.

Carr's Group Retirement Savings Scheme (RSS)

The Company offers membership in a Master Trust arrangement, Carr's Group RSS, following the closure of both sections of the Carr's Group Pension Scheme. The pension expense for this scheme for the year for continuing operations was £846,000 (2024 continuing operations: £558,000).

Other pension schemes

The pension expense in respect of defined contribution pension arrangements in foreign subsidiaries (continuing operations) during the year was £143,000 (2024 continuing operations: £146,000).

Pension contributions into NEST during the year by continuing operations amounted to £32,000 (2024 continuing operations: £27,000).

Virgin Media Ltd v NTL Pension Trustees II Ltd (and others)

The Trustees are aware of the 'Virgin Media Ltd v NTL Pension Trustees II Ltd (and others)' case. The case affects defined benefit schemes that provided contracted-out benefits before 6 April 2016 based on meeting the reference scheme test. Where scheme rules were amended, potentially impacting benefits accrued from 6 April 1997 to 5 April 2016, schemes needed the actuary to confirm that the reference scheme test was still being met by providing written confirmation under Section 37 of the Pension Schemes Act 1993. In the Virgin Media case the judge ruled that alterations to the scheme rules were void and ineffective because of the absence of written actuarial confirmation required under Section 37 of the Pension Schemes Act 1993. The case was taken to The Court of Appeal in June 2024 and the original ruling was upheld.

As a result, there may be a further liability to the pension scheme for benefits that were reduced by previous amendments, if those amendments prove invalid (i.e. were made without obtaining s.37 confirmation). The Trustees' lawyers have undertaken an initial review of the deeds of amendment, to check compliance with Section 37 of the Pension Schemes Act 1993, following the Virgin Media judgment. This has revealed two deeds of amendment in the relevant time period which potentially relate to Section 9(2B) rights where an actuarial confirmation has not been located: one relates to same-sex marriage and civil partnerships, the other to closure to future accrual. The question of whether a Section 37 confirmation is needed in relation to a closure deed issue is expected to be addressed by the Verity Trustees case. The Trustees intend to seek further legal advice on this point when that judgment is released.

In June 2025 the Department for Work and Pensions announced that it would introduce legislation to address the issues raised by the Virgin Media case. On 1 September 2025 draft legislation was published which is expected to receive Royal Assent in 2026. The draft legislation allows, under certain conditions, for the retrospective validation of scheme amendments made without the required actuarial confirmation. The Trustees will continue to assess any potential impact to the Scheme as the draft legislation progresses toward finalisation and Royal Assent.

29 Share capital

Group and Company	2025		2024	
	Shares	£'000	Shares	£'000
Allotted and fully paid Ordinary Shares of 2.5p each:				
At the beginning of the year	94,433,080	2,361	94,150,362	2,354
Allotment of shares	256,619	6	282,718	7
Buy back and cancellation	(42,944,785)	(1,074)	–	–
At the end of the year	51,744,914	1,293	94,433,080	2,361

The table above includes 27 (2024: nil) shares held by the Employee Benefit Trust. The consideration received on the allotment of shares during the year was £250,095 (2024: £288,372).

Following the disposal in April 2025 of the Engineering businesses, excluding the Chirton Engineering business, the Company returned value to shareholders through a buy back of its shares. The result of the offer to shareholders was the purchase of 42,944,785 shares for subsequent cancellation. Total consideration paid to shareholders was £70m. Costs incurred amounted to £0.9m.

For details of share based payment schemes see Note 30.

Since the year end 24,665 shares have been allotted with a nominal value of £617 due to the exercise of share options.

30 Share based payments

Group

The Group operates three active share based payment schemes at 31 August 2025.

Executive Directors participate in a deferred bonus share plan under which 25% of any bonus earned will be deferred into awards over shares in the Company, with awards subject to a two-year post-award holding period. The award is not linked to performance during this two-year post-award period.

LTIP awards granted to Executive Directors in May 2023 and January 2024 are subject to an adjusted Earnings Per Share (EPS) target measured against average annual increase over a three-year performance period (75% weighting) and Total Shareholder Return (TSR) over a three-year performance period (25% weighting). The average annual growth of adjusted EPS must exceed 5.0% for 25% of the weighted awards to vest and 100% vest at 14%. The compound annual growth in TSR must exceed 7% for 25% of the weighted awards to vest and 100% vest at 16%.

For LTIP awards granted to Executive Directors in January 2025, the average annual growth of adjusted EPS must exceed 20% for 25% of the weighted awards to vest and 100% vest at 35%. The performance criteria for the compound annual growth in TSR is the same as for the awards granted in May 2023 and January 2024.

LTIP awards granted in August 2023, January 2024 and March 2024 to eligible Senior Management are subject to non-market related performance measures with awards being at the discretion of the Remuneration Committee. LTIP awards granted to eligible Senior Management in January 2025 and May 2025 are subject to an adjusted EPS target measured against average annual increase over a three-year performance period (75% weighting) and average return on capital employed (ROCE) over a three-year performance period (25% weighting). The performance criteria for the average growth in adjusted EPS is the same as the criteria for the Executive Directors' grants in January 2025. The average ROCE must exceed 12% for 25% of the weighted awards to vest and 100% vest at 15%.

As a result of the completion of the sale of the majority of the Engineering Division for an enterprise value of £75m and the subsequent completion of the Tender Offer returning £70m of cash to shareholders which resulted in the cancellation of 45.4% of the issued share capital of the Company, the Remuneration Committee assessed whether this material reduction, in both the scale of the Group and in share capital, necessitated any adjustment to award targets. The impact of the disposal of the majority of the Engineering Division and subsequent Tender Offer was:

- To reduce Group EBIT by c.61% (based on FY25 full year budgets: full group EBIT £9.6m, Continuing Operations EBIT £3.3m).
- To reduce share capital by c.45%, therefore:
- To reduce earnings per share by 36% from c.10pps to c.6.4 pps.

Given the scale of the reduction in EPS arising from the corporate actions in FY25, it was therefore considered reasonable that EPS targets for the LTIPs in issue for the performance period FY23 to FY25 be adjusted. As such the Remuneration Committee determined that when measuring attainment for the LTIP awards the "Threshold" and "Maximum" performance targets be calculated and then adjusted down by 36%. Given that the return of capital by way of the Tender Offer is already taken into account in the calculation of TSR and distortion (upwards or downwards) caused by the Tender Offer would, by definition, be reflected within TSR for periods cover the Tender Offer, it was not considered necessary to adjust TSR targets for the LTIP awards for the performance period FY23 to FY25.

All employees, subject to eligibility criteria, may participate in the Share Save Scheme. Under this scheme, employees are offered savings contracts for three-year vesting period plans. The exercise period is six months from the vesting date.

30 Share based payments continued

Group continued

The fair value per option granted and the assumptions used in the calculation of fair values for Long Term Incentive Plans and Share Save Schemes are as follows:

	Long Term Incentive Plan (Executive Directors) January 2025		Long Term Incentive Plan (Senior Managers) January/May 2025	Long Term Incentive Plan (Executive Directors) January 2024		Long Term Incentive Plan (Executive Directors) May 2023		Share Save Scheme (3-Year Plan 2024)	Share Save Scheme (3-Year Plan 2023)
	EPS weighting	TSR weighting	EPS/ROCE weighting	EPS weighting	TSR weighting	EPS weighting	TSR weighting		
Grant date	21/01/25		21/01/25 & 08/05/25	22/01/24		04/05/23		08/02/24	03/07/23
Share price at grant date (weighted average)	£1.25		£1.25 & £1.29	£1.14		£1.21		£1.25	£1.47
Exercise price (weighted average)	£0.00		£0.00	£0.00		£0.00		£0.92	£1.17
Fair value per option at grant	£0.90	£0.39	£1.12	£0.82	£0.33	£0.87	£0.36	£0.42	£0.51
Number of employees at grant	2		5	1		2		98	72
Shares under option at grant	385,632		245,857	267,834		620,920		567,344	292,723
Vesting period (years)	3		3	3		3		3	3
Model used for valuation	Market value*	Monte Carlo	Market value*	Market value*	Monte Carlo	Market value*	Monte Carlo	Black-Scholes	Black-Scholes
Expected volatility	–	38.3%	–	–	38.6%	–	34.3%	37.9%	39.7%
Option life (years)	10		10	10		10		3.55	3.55
Expected life (years)	6.5		6.5	6.5		6.5		3.3	3.3
Risk-free rate	–	4.3%	–	–	3.9%	–	3.8%	4.1%	5.1%
Expected dividends expressed as a dividend yield	1.3%	4.2%	1.3%	3.1%	4.6%	3.1%	4.2%	4.20%	3.50%
Expectations of vesting	100%		100%	0%		0%		95%	95%

* Discounted for dividends forgone over the three-year vesting period.

The fair value of the deferred bonus plan offered to the Executive Directors is calculated with reference to the market value of the shares under award discounted to reflect illiquidity during the post-award two-year period. The award is not linked to performance during this two-year post-award period.

The fair value of the LTIP granted to eligible Senior Management in August 2023, January 2024 and March 2024 are calculated with reference to the market value of the shares under award.

The expected volatility has been calculated using historical daily data over a term commensurate with the expected life of each option. The expected life is the midpoint of the exercise period. The risk-free rate of return is the implied yield of zero-coupon UK Government bonds with a remaining term equal to the expected term of the award being valued.

30 Share based payments continued**Number of options (LTIP and Share Save)**

	Long Term Incentive Plan January/May 2025 Number '000	Long Term Incentive Plan January/March 2024 Number '000	Long Term Incentive Plan May/August 2023 Number '000	Long Term Incentive Plan December 2021 Number '000	Share Save Scheme (3-Year Plan 2024) Number '000	Share Save Scheme (3-Year Plan 2023) Number '000	Share Save Scheme (3-Year Plan 2022) Number '000
Outstanding:							
At 3 September 2023	–	–	394	255	–	293	220
Granted in the year	–	978	–	–	567	–	–
Exercised in the year	–	–	–	–	–	–	–
Forfeited in the year	–	–	–	(44)	(60)	(151)	(73)
At 31 August 2024	–	978	394	211	507	142	147
Granted in the year	631	–	–	–	–	–	–
Exercised in the year	–	–	–	–	(85)	(34)	(111)
Forfeited in the year	(217)	(540)	(238)	(211)	(214)	(48)	(28)
At 31 August 2025	414	438	156	–	208	60	8
Exercisable:							
At 31 August 2024	–	–	–	–	–	–	–
At 31 August 2025	–	–	–	–	–	–	8
Weighted average (years):							
Remaining contractual life	9.3/9.7	8.3/8.5	7.7/7.9	6	1.97	1.38	0.3
Remaining expected life	5.8/6.2	4.8/5.0	4.2/4.4	2.5	1.72	1.13	0.05

The total charge recognised for the year arising from share based payments is as follows:

	2025 £'000	2024 £'000
Deferred Bonus Share Plan 2025	10	–
Deferred Bonus Share Plan 2024	16	–
Deferred Bonus Share Plan 2023	–	5
Long Term Incentive Plan January/May 2025	101	–
Long Term Incentive Plan January/March 2024	103	104
Long Term Incentive Plan May/August 2023	(58)	77
Share Save Scheme (3-Year Plan 2024)	48	47
Share Save Scheme (3-Year Plan 2023)	14	85
Share Save Scheme (3-Year Plan 2022)	9	26
Share Save Scheme (3-Year Plan 2021)	–	14
	243	358

30 Share based payments continued**Company**

The movement in the number of outstanding options under the share schemes for the Company is shown below.

Number of options (LTIP and Share Save)

	Long Term Incentive Plan January/May 2025 Number '000	Long Term Incentive Plan January/March 2024 Number '000	Long Term Incentive Plan May/August 2023 Number '000	Long Term Incentive Plan December 2021 Number '000	Share Save Scheme (3-Year Plan 2024) Number '000	Share Save Scheme (3-Year Plan 2023) Number '000	Share Save Scheme (3-Year Plan 2022) Number '000
Outstanding:							
At 3 September 2023	–	–	227	111	–	87	21
Granted in the year	–	656	–	–	167	–	–
Exercised in the year	–	–	–	–	–	–	–
Forfeited in the year	–	–	–	–	(34)	(48)	(7)
At 31 August 2024	–	656	227	111	133	39	14
Granted in the year	518	–	–	–	–	–	–
Exercised in the year	–	–	–	–	(3)	(10)	(9)
Forfeited in the year	(217)	(315)	(71)	(111)	(33)	(13)	(5)
At 31 August 2025	301	341	156	–	97	16	–
Exercisable:							
At 31 August 2024	–	–	–	–	–	–	–
At 31 August 2025	–	–	–	–	–	–	–
Weighted average (years):							
Remaining contractual life	9.3/9.7	8.33/8.5	7.7/7.9	6	1.97	1.38	0.3
Remaining expected life	5.8/6.2	4.83/5.0	4.2/4.4	2.5	1.72	1.13	0.05

30 Share based payments continued**Number of options (LTIP and Share Save)** continued

The total charge recognised for the year arising from share based payments is as follows:

	2025 £'000	2024 £'000
Deferred Bonus Share Plan 2025	10	–
Deferred Bonus Share Plan 2024	16	–
Deferred Bonus Share Plan 2023	–	5
Long Term Incentive Plan January/March 2025	74	–
Long Term Incentive Plan January/March 2024	117	54
Long Term Incentive Plan May/August 2023	3	23
Share Save Scheme (3-Year Plan 2024)	11	12
Share Save Scheme (3-Year Plan 2023)	(1)	28
Share Save Scheme (3-Year Plan 2022)	(2)	4
	228	126

Share based payments awarded to employees of subsidiary undertakings and recognised as an investment in subsidiary undertakings in the Company are as follows:

	2025 £'000	2024 £'000
Long Term Incentive Plan January/March 2024	–	51
Long Term Incentive Plan August 2023	–	61
Share Save Scheme (3-Year Plan 2024)	13	25
Share Save Scheme (3-Year Plan 2023)	7	18
Share Save Scheme (3-Year Plan 2022)	–	34
Total carrying amount of investments	20	189

31 Cash generated from/(used in) continuing operations

	Group		Company			Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000		2025 £'000	2024 £'000	2025 £'000	2024 £'000
Profit/(loss) for the year from continuing operations	3,027	(4,489)	33,366	(7,354)					
Adjustments for:					Net fair value charge on share based payments	291	164	228	126
Tax	(133)	(1,974)	(1,943)	(1,931)	Other non-cash adjustments	5	(347)	(60)	722
Tax charge/(credit) in respect of R&D	93	(116)	–	–	Interest income	(940)	(1,013)	(2,014)	(2,643)
Dividends received from subsidiaries	–	–	(1,870)	–	Interest expense and borrowing costs	593	712	435	465
Dividends received from joint ventures	–	–	–	(845)	Share of results of joint ventures	(1,350)	(1,374)	–	–
Dividends received from external investments	(73)	–	(73)	–	IAS 19 income statement charge (excluding interest):				
Depreciation of property, plant and equipment	885	1,264	18	32	Past service cost (Note 28)	–	2,900	–	2,900
Depreciation of right-of-use assets	268	327	49	71	Administrative expenses (Note 28)	572	477	572	477
Depreciation of investment property	2	67	–	–	Changes in working capital:				
Intangible asset amortisation	6	93	–	–	(Increase)/decrease in inventories	(246)	2,982	–	–
Goodwill and other intangible assets impairment and amounts written off	–	229	–	–	Decrease in receivables	1,459	84	412	404
Property, plant and equipment impairment	11	1,906	–	–	Increase/(decrease) in payables	1,729	140	1,063	(10)
Right-of-use assets impairment	21	63	–	–	Cash generated from/(used in) continuing operations	3,404	2,657	(9,032)	(6,013)
Profit on disposal of assets previously classified as held for sale	(2,834)	–	–	–					
Profit on disposal of subsidiaries (before cash costs)	–	–	(44,252)	–					
Loss on fair value measurement less costs to sell (assets classified as held for sale)	–	720	–	–					
Loss on disposal of property, plant and equipment	29	9	27	–					
Profit on disposal of right-of-use assets	(11)	(13)	(2)	(20)					
Profit on disposal of investment property	–	(154)	–	–					
Reversal of provision against loan due from subsidiary	–	–	(189)	–					
Impairment of subsidiary	–	–	5,201	1,593					

32 Analysis of net cash/(debt) and leases

Group	At 1 September 2024 £'000	Cash flow £'000	Other non-cash changes £'000	Exchange movements £'000	At 31 August 2025 £'000
Cash and cash equivalents	13,714	(5,863)	–	4	7,855
Bank overdrafts	(2,670)	867	–	–	(1,803)
	11,044	(4,996)	–	4	6,052
Loans and other borrowings:					
– Current	(94)	98	–	(4)	–
– Non-current	(2,913)	(490)	(89)	–	(3,492)
Net cash	8,037	(5,388)	(89)	–	2,560
Leases:					
– Current	(267)	–	84	–	(183)
– Non-current	(449)	284	(593)	(1)	(759)
Leases	(716)	284	(509)	(1)	(942)
Net cash and leases	7,321	(5,104)	(598)	(1)	1,618

Group	At 3 September 2023 £'000	Cash flow £'000	Other non-cash changes £'000	Exchange movements £'000	Transferred to assets/liabilities of disposal group £'000	At 31 August 2024 £'000
Cash and cash equivalents	23,123	(4,403)	–	(204)	(4,802)	13,714
Bank overdrafts	(12,354)	1,768	–	–	7,916	(2,670)
	10,769	(2,635)	–	(204)	3,114	11,044
Loans and other borrowings:						
– Current	(1,360)	863	–	(7)	410	(94)
– Non-current	(5,206)	2,340	(32)	(15)	–	(2,913)
Net cash	4,203	568	(32)	(226)	3,524	8,037
Leases:						
– Current	(1,264)	–	(160)	–	1,157	(267)
– Non-current	(5,559)	1,475	(3,333)	20	6,948	(449)
Leases	(6,823)	1,475	(3,493)	20	8,105	(716)
Net cash and leases	(2,620)	2,043	(3,525)	(206)	11,629	7,321

32 Analysis of net cash/(debt) and leases continued

Company	At 1 September 2024 £'000	Cash flow £'000	Other non-cash changes £'000	Exchange movements £'000	Disposal of subsidiaries £'000	At 31 August 2025 £'000
Cash and cash equivalents	7,607	(4,786)	–	(53)	–	2,768
Loans and other borrowings:						
– Current	(1,580)	(7,000)	–	4	1,353	(7,223)
– Non-current	(2,913)	(490)	(89)	–	–	(3,492)
Net cash/(debt)	3,114	(12,276)	(89)	(49)	1,353	(7,947)
Leases:						
– Current	(49)	–	7	–	–	(42)
– Non-current	(118)	44	(18)	–	–	(92)
Leases	(167)	44	(11)	–	–	(134)
Net cash/(debt) and leases	2,947	(12,232)	(100)	(49)	1,353	(8,081)

Company	At 3 September 2023 £'000	Cash flow £'000	Other non-cash changes £'000	Exchange movements £'000	At 31 August 2024 £'000
Cash and cash equivalents	13,443	(5,813)	–	(23)	7,607
Loans and other borrowings:					
– Current	(2,125)	518	–	27	(1,580)
– Non-current	(4,697)	1,816	(32)	–	(2,913)
Net cash	6,621	(3,479)	(32)	4	3,114
Leases:					
– Current	(126)	–	77	–	(49)
– Non-current	(167)	61	(12)	–	(118)
Leases	(293)	61	65	–	(167)
Net cash and leases	6,328	(3,418)	33	4	2,947

Other non-cash changes in net cash/(debt) for both the Group and Company relate to the release of deferred borrowing costs to the income statement. For leases, these relate to new leases entered into during the year net of liabilities extinguished on exit of leases.

32 Analysis of net cash/(debt) and leases continued

The table below shows a reconciliation of cash flows shown in the previous tables to the consolidated and Company statements of cash flows.

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash flows from cash and cash equivalents less bank overdrafts in tables above	(4,996)	(2,635)	(4,786)	(5,813)
New financing and drawdowns on RCF	(7,990)	–	(7,990)	–
Repayment of RCF drawdowns	7,500	1,816	7,500	1,816
Lease principal repayments	284	322	44	61
Repayment of borrowings	98	863	–	–
Receipt of loans from subsidiaries	–	–	(7,000)	–
Repayment of loans from subsidiaries	–	–	–	518
Cash from financing activities in discontinued operations	–	1,677	–	–
Cash flows from net cash/(debt) and leases per tables above	(5,104)	2,043	(12,232)	(3,418)

33 Capital commitments

Group	2025 £'000	2024 £'000
Capital expenditure that has been contracted for but has not been provided for in the accounts:		
Property, plant and equipment	437	–
Right-of-use assets	–	701
	437	701

The Company has no capital commitments (2024: none).

34 Financial guarantees and contingent liabilities

The Company, together with certain subsidiary undertakings, has entered into a guarantee with Clydesdale Bank PLC (trading as Virgin Money) in respect of the Group loans, overdraft, asset finance and guarantee facilities with that bank, which at 31 August 2025 amounted to £nil (2024: £6,568,000).

Certain subsidiary undertakings utilise guarantee facilities with financial institutions which include their own bankers. These financial institutions in the normal course of business enter into certain specific guarantees with some of the subsidiaries' customers. All these guarantees allow the financial institutions to have recourse to the subsidiaries if a guarantee is enforced. The total outstanding of such guarantees at 31 August 2025 was £nil (2024: £4,462,000).

The Company has provided specific guarantees to certain customers of subsidiaries. These are in place to guarantee the completion of the contract in any event. The contracts under these guarantees had a total contract value of £nil (2024: £45,877,000) and as at 31 August 2025 £nil (2024: £14,196,000) remained uncompleted.

The Company has provided a guarantee over the lease of equipment used by a subsidiary. The guarantee is in respect of prompt and full payment of lease payments due throughout the term of the lease. The maximum exposure under this guarantee is £56,000.

The Company has provided a guarantee over the lease of a premises occupied by a subsidiary. The guarantee is in respect of prompt and full payment of rents due throughout the term of the lease. As at 31 August 2025, the cumulative rent payable over the remaining term of the lease is £1,250,000 (2024: £112,000).

The Company opened an escrow bank account (Notes 23 and 28) during the year for the purpose of covering expenses and liabilities of the pension scheme during the buy-in data cleanse period together with any true up required to the initial premium paid to Aviva. At 31 August 2025 these liabilities cannot be reliably measured and there is therefore a possibility that the final amounts payable could differ to the amounts estimated for the purposes of IAS 19.

Certain UK subsidiaries have taken advantage of the audit exemption set out within Section 479A of the Companies Act 2006 for the year ended 31 August 2025. The Company will guarantee the debts and liabilities of these subsidiaries at the balance sheet date in accordance with Section 479C of the Companies Act 2006. Details of the subsidiaries taking audit exemption are included in Note 18. The Company has assessed the probability of loss under the guarantee as remote.

The Group and Company do not expect any of the above to be called in.

35 Related parties

Group and Company

Identity of related parties

The Group has a related party relationship with its subsidiaries, joint ventures and with its key management personnel.

Transactions with key management personnel

Key management personnel for the Group and the parent Company are considered to be the Directors and their remuneration is disclosed within the Remuneration Committee Report and Note 6. In addition, prior to his appointment as Director, Joshua Hoopes in his role as Agriculture CEO is considered to also be key management personnel.

Other than remuneration, there are no transactions between the continuing Group and the key management personnel. At both the current year end and prior year end there are no balances receivable or payable with key management personnel.

Transactions with subsidiaries

	Company	
	2025 £'000	2024 £'000
Balances reported in the Balance Sheet		
Amounts owed by subsidiary undertakings:		
Non-current loans receivable	12,104	32,389
Other receivables	1,910	4,303
	14,014	36,692
Amounts owed to subsidiary undertakings:		
Current loans payable	(7,223)	(1,580)
Other payables	(814)	(914)
	(8,037)	(2,494)
Transactions reported in the Income Statement		
Management charges receivable	2,312	2,794
Dividends receivable	1,870	–
Interest receivable	1,299	1,682

In the prior year non-current loans receivable included one non-interest bearing loan with a face value of £7.4m which was recognised at fair value based on a market rate of interest. Included within other receivables is £549,000 (2024: £2,394,000) in respect of loans owed by subsidiary undertakings.

Transactions with joint ventures

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Balances reported in the Balance Sheet				
Amounts owed by joint ventures:				
Trade and other receivables	33	204	–	–
	33	204	–	–
Amounts owed to joint ventures:				
Trade and other payables	–	(20)	–	–
	–	(20)	–	–
Transactions reported in the Income Statement				
Revenue	785	929	–	–
Management charges receivable	59	60	–	–
Dividends receivable	–	–	–	845
Purchases	(334)	(400)	–	–

36 Post balance sheet events

On 3 December 2025 the Group announced that it had reached agreement for the acquisition of Domino Industria E Comercio LTDA (trading as 'Macal'), based in Campo Grande, Brazil. The transaction is expected to complete in 6-8 weeks with initial purchase consideration of £5.0m with a further £0.8m-£1.9m payable in March 2028 subject to business performance.

Also since the year end, in November the Group entered into a new main banking facility with HSBC UK Bank PLC. The new facility is a £20m committed revolving credit facility and a £10m uncommitted facility and is in place until November 2028 with the potential to extend beyond that date by two further one-year periods. HSBC UK Bank PLC hold a registered fixed and floating charge over the assets of the parent Company and subsidiaries that are party to the facility. The Group's previous main banking facility up to November was with Clydesdale Bank plc (Trading as Virgin Money).

Continuing operations Revenue and results	(Restated) ¹² 2021 £'000	(Restated) ¹ 2022 £'000	(Restated) ¹³ 2023 £'000	2024 £'000	2025 £'000
Revenue	68,461	75,728	81,815	75,701	78,834
Operating profit/(loss)	5,670	5,411	(871)	(6,795)	2,386
Analysed as:					
Adjusted operating profit	7,478	6,467	2,845	2,168	3,668
Adjusting items	(1,808)	(1,056)	(3,716)	(8,963)	(1,282)
Operating profit/(loss)	5,670	5,411	(871)	(6,795)	2,386
Finance income	249	334	814	1,013	1,013
Finance costs	(518)	(613)	(715)	(681)	(505)
Profit/(loss) before taxation	5,401	5,132	(772)	(6,463)	2,894
Analysed as:					
Adjusted profit before taxation	7,209	6,188	2,944	2,500	4,176
Adjusting items	(1,808)	(1,056)	(3,716)	(8,963)	(1,282)
Profit/(loss) before taxation	5,401	5,132	(772)	(6,463)	2,894
Taxation	(1,244)	(431)	(72)	1,974	133
Profit/(loss) for the year from continuing operations	4,157	4,701	(844)	(4,489)	3,027
Discontinued operations					
Profit/(loss) for the year from discontinued operations	5,440	(4,993)	83	(1,231)	16,906
Profit/(loss) for the year	9,597	(292)	(761)	(5,720)	19,933
Earnings/(loss) per share – basic (continuing operations)	4.5p	5.0p	(1.0)p	(4.8)p	3.5p
Earnings per share – adjusted (continuing operations)	6.2p	5.9p	2.5p	2.6p	4.4p
Dividends per Ordinary Share	5.0p	5.2p	5.2p	5.2p	2.4p

- Revenue and results included in the table above have been restated to reflect the separate disclosure of continuing operations and discontinued operations following the classification of the Engineering Division and Afgritech LLC as discontinued operations.
- Restated in relation to the recognition of revenue from customer contracts within the Engineering Division.
- Restated in relation to previously netted amounts in a UK Agriculture business and reusable packaging in a US Agriculture business. In the information shown in the table above, this only impacts revenue and has no impact to profit.

	(Restated) ¹ 2021 £'000	(Restated) ² 2022 £'000	(Restated) ² 2023 £'000	2024 £'000	2025 £'000
Net assets employed					
Non-current assets					
Goodwill	31,560	23,609	19,161	2,068	2,068
Other intangible assets	5,151	4,635	3,318	32	31
Property, plant and equipment	36,198	33,204	29,950	9,900	8,941
Right-of-use assets	16,777	8,223	7,323	656	853
Investment property	152	74	2,640	316	–
Investments	23,822	6,097	6,128	6,314	7,122
Contract assets	312	316	–	–	–
Financial assets					
– Non-current receivables	20	23	21	–	–
Retirement benefit asset	9,371	6,828	5,316	1,807	–
Deferred tax assets	182	213	26	208	2,428
	123,545	83,222	73,883	21,301	21,443
Current assets					
Inventories	43,226	26,990	26,613	12,062	12,298
Contract assets	7,202	7,564	7,915	–	–
Trade and other receivables	61,735	21,556	26,894	10,352	10,644
Current tax assets	2,669	3,866	3,895	712	6
Financial assets					
– Restricted cash	–	–	–	–	4,573
– Cash and cash equivalents	24,309	22,515	23,123	13,714	7,855
Assets included in disposal groups and other assets classified as held for sale	–	144,389	–	85,663	2,939
	139,141	226,880	88,440	122,503	38,315
Total assets	262,686	310,102	162,323	143,804	59,758

	(Restated) ¹ 2021 £'000	(Restated) ² 2022 £'000	(Restated) ² 2023 £'000	2024 £'000	2025 £'000
Net assets employed					
Current liabilities					
Financial liabilities					
– Borrowings	(11,113)	(12,734)	(13,714)	(2,764)	(1,803)
– Leases	(2,967)	(1,416)	(1,264)	(267)	(183)
– Derivative financial instruments	–	(62)	(4)	–	–
Contract liabilities	(3,312)	(2,426)	(5,194)	–	–
Trade and other payables	(69,526)	(23,541)	(18,858)	(10,707)	(11,741)
Current tax liabilities	(42)	(711)	(131)	–	(10)
Liabilities included in disposal groups classified as held for sale	–	(101,566)	–	(31,748)	(1,477)
	(86,960)	(142,456)	(39,165)	(45,486)	(15,214)
Non-current liabilities					
Financial liabilities					
– Borrowings	(23,159)	(23,805)	(5,206)	(2,913)	(3,492)
– Leases	(12,458)	(6,128)	(5,559)	(448)	(759)
Retirement benefit obligation	–	–	–	–	(2,896)
Deferred tax liabilities	(5,503)	(5,048)	(4,447)	(23)	–
Other non-current liabilities	(55)	(336)	(71)	–	–
	(41,175)	(35,317)	(15,283)	(3,384)	(7,147)
Total liabilities	(128,135)	(177,773)	(54,448)	(48,870)	(22,361)
Net assets	134,551	132,329	107,875	94,934	37,397

1 Restated in relation to the recognition of revenue from customer contracts within the Engineering Division.

2 Restated in relation to previously netted amounts in a UK Agriculture business and reusable packaging in a US Agriculture business. In the information shown in the table above, this impacts trade and other receivables and trade and other payables and has no impact to net assets.

ALTERNATIVE PERFORMANCE MEASURES GLOSSARY

The Annual Report and Accounts includes alternative performance measures (APMs), which are not defined or specified under the requirements of IFRS. These APMs are consistent with how business performance is measured internally and are also used in assessing performance under the Group's incentive plans. Therefore the Directors believe that these APMs provide stakeholders with additional useful information on the Group's performance.

Alternative performance measure	Definition and comments
EBITDA	Earnings before interest, tax, depreciation, amortisation, profit/(loss) on the disposal of non-current assets and before share of post-tax results of the joint ventures. EBITDA allows the user to assess the profitability of the Group's core operations before the impact of capital structure, debt financing and non-cash items such as depreciation and amortisation.
Adjusted EBITDA	Earnings before interest, tax, depreciation, amortisation, profit/(loss) on the disposal of non-current assets, before share of post-tax results of the joint ventures and excluding items regarded by the Directors as adjusting items. This measure is reconciled to statutory operating profit and statutory profit before taxation in Note 2. EBITDA allows the user to assess the profitability of the Group's core operations before the impact of capital structure, debt financing and non-cash items such as depreciation and amortisation.
Adjusted operating profit	Operating profit after adding back items regarded by the Directors as adjusting items. This measure is reconciled to statutory operating profit in the income statement and Note 2. Adjusted results are presented because if included, these adjusting items could distort the understanding of the Group's performance for the year and the comparability between the years presented.
Adjusted profit before taxation	Profit before taxation after adding back items regarded by the Directors as adjusting items. This measure is reconciled to statutory profit before taxation in the income statement and Note 2. Adjusted results are presented because if included, these adjusting items could distort the understanding of the Group's performance for the year and the comparability between the years presented.
Adjusted profit for the year	Profit after taxation after adding back items regarded by the Directors as adjusting items. This measure is reconciled to statutory profit after taxation in the income statement. Adjusted results are presented because if included, these adjusting items could distort the understanding of the Group's performance for the year and the comparability between the years presented.
Adjusted earnings per share	Profit attributable to the equity holders of the Company after adding back items regarded by the Directors as adjusting items after tax divided by the weighted average number of Ordinary Shares in issue during the year. This is reconciled to basic earnings per share in Note 11.
Adjusted diluted earnings per share	Profit attributable to the equity holders of the Company after adding back items regarded by the Directors as adjusting items after tax divided by the weighted average number of Ordinary Shares in issue during the year adjusted for the effects of any potentially dilutive options. Diluted earnings per share is shown in Note 11.
Net cash/(debt)	The net position of the Group's and Company's cash at bank and borrowings as per the balance sheet. Details of the movement in net cash/(debt) is shown in Note 32.
Operating cash flow	Cash generated from operating activities. This measure is shown on the face of the consolidated statement of cash flows and is shown opposite. Operating cash flow demonstrates how much cash is available for the Group to utilise for capital investment, paying dividends, or financing/repaying borrowings.
Gross margin	Reported gross profit as a percentage of reported revenue. Gross margin is a reflection of how successfully the Group manages raw material price volatility and production costs as well as its selling prices in competitive markets. A calculation of gross margin is shown opposite.
Adjusted Group operating margin	Operating profit after adding back items regarded by the Directors as adjusting items as a percentage of revenue. Adjusted Group operating margin excluding adjusting items is presented because if included, these items could distort the understanding of the Group's performance for the year and the comparability between the years presented. The calculation of adjusted Group operating margin to the statutory equivalent is shown opposite.
Return on capital employed	Adjusted operating profit as a percentage of capital employed. Capital employed is calculated as total assets less current liabilities, excluding the retirement benefit asset and restricted cash which do not contribute to the Group's operations. This financial ratio allows users to understand how effectively and efficiently the Group is using its assets (capital) to generate earnings. The calculation of return on capital employed is shown opposite.
Ratio of net (cash)/debt to adjusted EBITDA	The ratio of net (cash)/debt to adjusted EBITDA is a measurement of leverage and reflects the Group's ability to service its debt. The calculation of net (cash)/debt to adjusted EBITDA is shown opposite.

The following tables show reconciliations and calculations that are not presented elsewhere in this Annual Report and Accounts.

Operating cash flow

	Continuing operations		
	2025 £'000	2024 £'000	Change
Cash generated from operating activities per the consolidated statement of cash flows	3,924	4,249	-7.6%

Gross margin

	Continuing operations		
	2025 £'000	2024 £'000	Change
Reported revenue	78,834	75,701	+4.1%
Reported gross profit	17,088	14,267	+19.8%
Gross profit as a percentage of revenue	21.7%	18.8%	

Adjusted Group operating margin

	Continuing operations		
	2025 £'000	2024 £'000	Change
Reported operating profit/(loss)	2,386	(6,795)	+135.1%
Adjusting items (Note 5)	1,282	8,963	
Adjusted operating profit	3,668	2,168	+69.2%
Reported revenue	78,834	75,701	
Adjusted operating profit as a percentage of reported revenue	4.7%	2.9%	

Return on capital employed

	2025 £'000	2024 £'000
Continuing operations		
Reported operating profit/(loss)	2,386	(6,795)
Adjusting items (Note 5)	1,282	8,963
Adjusted operating profit	3,668	2,168
Total assets per the consolidated balance sheet	59,758	143,804
Retirement benefit asset	–	(1,807)
Restricted cash	(4,573)	–
Assets of disposal groups and other assets classified as held for sale (Note 9)	(2,939)	(85,663)
Current liabilities per the consolidated balance sheet	(15,214)	(45,486)
Liabilities of disposal groups classified as held for sale (Note 9)	1,477	31,748
Capital employed	38,509	42,596
Adjusted operating profit as a percentage of capital employed	9.5%	5.1%

Ratio of net (cash)/debt to adjusted EBITDA

	2025 £'000	2024 £'000
Continuing operations		
Adjusted EBITDA (Note 2)	3,497	2,452
Net cash (Note 32)	2,560	8,037
Ratio of net (cash)/debt to adjusted EBITDA	(0.73)	(3.28)

Fevara plc

Warwick Mill Business Centre
Warwick Bridge
Carlisle
Cumbria
CA4 8RR
UK

Tel: 00 44 (0)1228 554600
Web: www.fevara.com

Agriculture

ACC Feed Supplement LLC*

5101 Harbor Drive
Sioux City
Iowa 51111
USA
Tel: 00 1 712 255 6927

AminoMax

Lansil Way
Lancaster
LA1 3QY
UK
Tel: 00 44 (0)1524 597 200

Animal Feed Supplement, Inc

11094 Business 212, PO Box 188
Belle Fourche
South Dakota 57717
USA
Tel: 00 1 605 892 3421

Animal Feed Supplement, Inc

PO Box 105, 101 Roanoke Avenue
Poteau
Oklahoma 74953
USA
Tel: 00 1 918 647 8133

Caltech

Solway Mills
Silloth, Wigton
Cumbria
CA7 4AJ
UK
Tel: 00 44 (0)16973 32592

Carr's Supplements (ROI) Limited

Unit 1
Old Creamery Enterprise Centre
Creamery Road
Piltown County
Kilkenny
E32 FK57
Ireland

Crystalyx Products GmbH*

Am Stau 199-203
26122, Oldenburg
Germany
Tel: 00 49 441 2188 9218

Gold-Bar Feed Supplements LLC*

783 Eagle Boulevard
Shelbyville TN 37160
USA
Tel: 00 1 877 618 6455

Scotmin

13 Whitfield Drive
Heathfield Industrial Estate
Ayr, KA8 9RX, UK
Tel: 00 44 (0)1292 280 909

Silloth Storage Company Limited*

Station Road, Silloth
Wigton, Cumbria
CA7 4JQ
UK

Engineering

Chirton Engineering Limited

Unit 4A, Tyne Tunnel Trading Estate
High Flatworth
North Shields
Tyne and Wear
NE29 7SW, UK
Tel: 00 44 (0)191 296 2020

* Joint venture company

Registered Office

Fevara plc

Warwick Mill Business Centre
Warwick Bridge
Carlisle
Cumbria
CA4 8RR
UK

Registered No. 00098221

Chartered Accountants and Statutory Auditors

Grant Thornton UK LLP

Landmark
St Peter's Square
1 Oxford Street
Manchester
M1 4PB
UK

Bankers

HSBC UK Bank PLC

2-4 St Ann's Square
Manchester
M2 7HD
UK

Financial Advisers and Joint Brokers

Investec Bank plc

30 Gresham Street
London
EC2V 7QP
UK

Joint Broker

Cavendish Capital Markets Limited

1 Bartholomew Close
London
EC1A 7BL
UK

Financial and Corporate PR Advisers

Hudson Sandler

25 Charterhouse Square
London
EC1M 6AE
UK

Solicitors

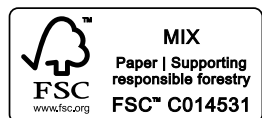
Ashurst LLP

London Fruit & Wool Exchange
1 Duval Square
London
E1 6PW
UK

Registrar

MUFG Corporate Markets

Central Square
29 Wellington Street
Leeds
LS1 4DL
UK



Printed by a Carbon Neutral Operation (certified: CarbonQuota) under the PAS2060 standard.

Printed on material from well-managed, FSC™ certified forests and other controlled sources. This publication was printed by an FSC™ certified printer that holds an ISO 14001 certification.

100% of the inks used are HP Indigo ElectroInk which complies with RoHS legislation and meets the chemical requirements of the Nordic Ecolabel (Nordic Swan) for printing companies, 95% of press chemicals are recycled for further use and, on average 99% of any waste associated with this production will be recycled and the remaining 1% used to generate energy.

The paper is Carbon Balanced with World Land Trust, an international conservation charity, who offset carbon emissions through the purchase and preservation of high conservation value land. Through protecting standing forests under threat of clearance, carbon is locked-in that would otherwise be released.

Fevara plc Annual Report & Accounts 2025

Warwick Mill Business Centre
Warwick Bridge
Carlisle CA4 8RR
United Kingdom

www.fevara.com