

Together,  
we create  
sustainable  
living



## Introduction

At Genuit Group, we help create a better, more sustainable built environment by developing and producing sustainable solutions for the key challenges faced in water, climate and ventilation management.



CEO's Review – page 10



Strategy – page 4



Sustainability – page 32

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Collaborating within the Group and with our valued customers and partners

# Together, we create sustainable living

Innovating to actively make the built environment a more sustainable place



Making people's lives better by future-proofing places to help mitigate and adapt to the effects of climate change



## Together

We leverage the collective strength of our Group by collaborating across teams, brands and businesses to achieve optimal outcomes. By drawing on our shared expertise, we provide high-quality results for our customers.

To achieve this, we must deepen our understanding of our customers, recognising their current requirements and anticipating their future needs. This includes developing products and services that enable their success, such as solutions that advance their low-carbon ambitions, whilst creating new opportunities for growth.

For our partners, this involves understanding their priorities and meeting them consistently, ensuring that they choose to work with us, remain engaged and contribute to the expansion of our market presence over the long term, strengthening our position within the industry.

## Create

We're committed to innovation that advances sustainability across the built environment.

Our objective is not merely to follow market developments but instead provide sector leadership. We aim to establish the benchmark for sustainable solutions that transform the built environment. Every concept, product and partnership begins with a focus on delivering improved outcomes and solutions that address real climate-related challenges.

By embedding creativity and ingenuity into our activities, we're driving progress for our customers, our industry and the communities we serve.

## Sustainable living

Sustainable living is a complex and evolving challenge, yet it remains central to our purpose. At its core, it reflects our commitment to developing solutions that enhance quality of life whilst ensuring that the places in which people live, work, learn and play are resilient and able to adapt to the accelerating impacts of climate change.

To achieve this, we focus on three critical elements:

The buildings that shape the built environment

The impact that those places have on our planet

The way we live as weather patterns shift and extremes become the norm

The world is becoming hotter and wetter, and extreme weather events such as flash floods, wildfires and hurricanes are occurring with increasing frequency.

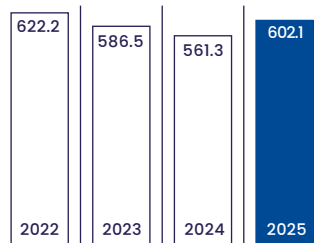
This represents a clear and urgent challenge; designing and delivering homes, workplaces and infrastructure that not only minimises environmental impact but also enables communities to adapt and thrive.

For us, sustainability is not optional, it is fundamental. It drives innovation, informs decision-making and positions us to lead the way on delivering resilient, future-ready solutions across the built environment.

## FINANCIAL HIGHLIGHTS

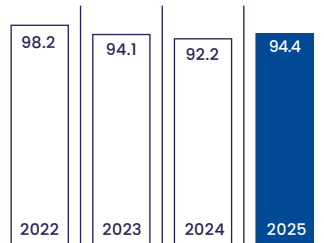
### REVENUE

**£602.1m +7.3%**



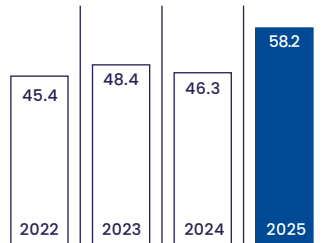
### UNDERLYING OPERATING PROFIT

**£94.4m +2.4%**



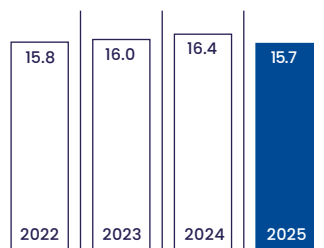
### PROFIT BEFORE TAX

**£58.2m +25.7%**



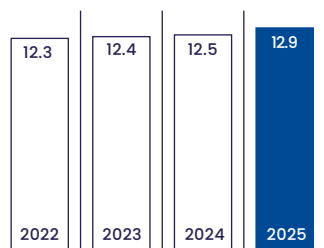
### UNDERLYING OPERATING MARGIN

**15.7% -70 bps**



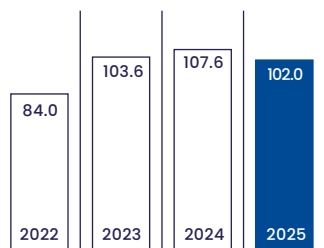
### DIVIDEND PER SHARE

**12.9p +3.2%**



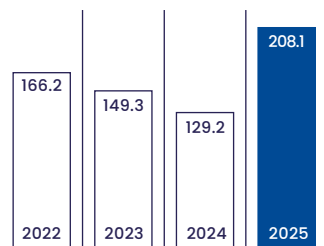
### UNDERLYING OPERATING CASH CONVERSION<sup>1</sup>

**102.0% -560 bps**



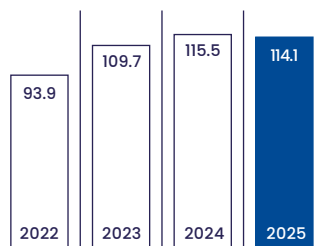
### NET DEBT

**£208.1m +61.1%**



### CASH GENERATED FROM OPERATIONS

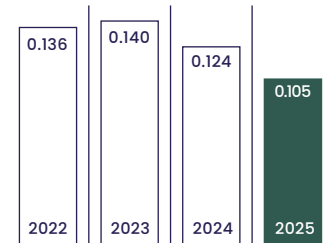
**£114.1m -1.2%**



## NON-FINANCIAL HIGHLIGHTS

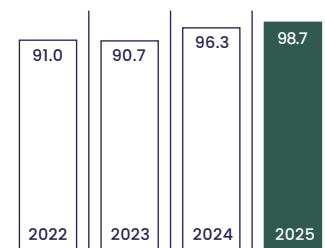
### CARBON INTENSITY

**0.105tCO<sub>2</sub>e/t**



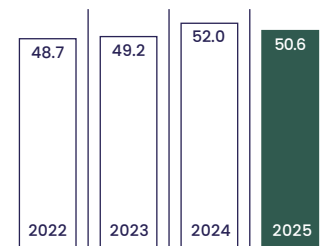
### ELECTRICITY SOURCED FROM RENEWABLE SOURCES

**98.7% +240 bps**



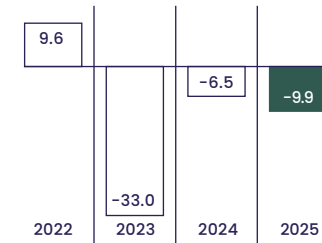
### USE OF RECYCLED POLYMERS

**50.6%<sup>2</sup> -140 bps**



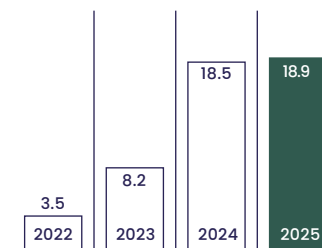
### SCOPES 1, 2 & 3: CATEGORY 1 CARBON

**-9.9% -340 bps**



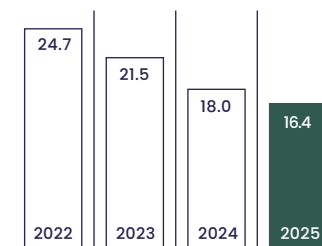
### THE 5% CLUB

**18.9% +40 bps**



### VITALITY INDEX<sup>2</sup>

**16.4% -160 bps**



<sup>1</sup> Prior periods restated to a pre-capex and lease payments basis. The Group believes that this is a more appropriate measure of cash conversion as it demonstrates the Group's working capital efficiency before capital investment, and allows for alignment with the Group's strategic investment profile in the medium term. It is defined as cash generated from operations adjusted for non-underlying cash items, divided by underlying EBITDA.

<sup>2</sup> Excludes current year acquisitions.

# Investment case

Delivering compound earnings growth through sustainability-driven growth markets, margin expansion and effective capital allocation.

## 1

### Operating in built environment sectors with inherent sustainability-linked growth drivers

- Operating in a sector with high levels of sustainability driven growth
- Helping customers to mitigate climate change and adapt to its effects
- Changing regulations provide regulatory tailwinds

**2–4%** through-cycle outperformance of the UK construction market

## 2

### Differentiated, innovative, low-carbon building products and solutions

- Meeting customers' evolving needs and helping them to deliver their sustainability targets
- Moving up the value chain by building end-to-end solutions with better cost of ownership
- Being the leader in the use of recycle amongst our European peers

**–30%** reduction in scopes 1 & 2 emissions by 2027  
net-zero by 2050

## 3

### Leading positions across diverse markets, with strong brand recognition

- A trusted partner for customers, providing a range of products and integrated solutions
- Number one or two in key market segments, with scope to take further share

**£3bn** c.20% share of a £3bn UK served addressable market

## 4

### Significant margin expansion potential

- Clear pathway to improve operating margin, through:
  - Business simplification
  - Genuit Business System (GBS) driving operational efficiency
  - Operating leverage as volumes normalise
- Driving improvement in return on invested capital

**>20%** operating margin target

## 5

### Opportunity to expand solution offering through strategic acquisitions

- Complementing organic growth with value accretive bolt-on acquisitions
- Successful mergers and acquisitions (M&A) track record, reinforced by adoption and implementation of GBS approach

**>20%** return on invested capital target

## 6

### Highly cash-generative business model, with effective capital allocation

- Successful track record of cash generation
- Progressive dividend policy, based on dividend cover of 2.0x or greater over the business cycle

**>90%** cash conversion target

# Genuit at a glance

Our purpose is delivered through our Sustainable Solutions for Growth strategy...



### Growth

We combine innovation and commercial excellence, enabling us to consistently outperform our markets.

We focus on higher-growth, sustainability-linked market segments supported by structural demand. Growth is delivered through a strong organic pipeline, alongside a disciplined, value-led approach to M&A that strengthens our portfolio and enhances scale.

### Genuit Business System

We create value through lean transformation and operational excellence.

We use the Genuit Business System (GBS) to drive operational effectiveness across the Group. Rooted in lean principles, GBS enables us to operate more efficiently and productively, supporting the delivery of our purpose and strategy while creating value for customers and stakeholders.



### Sustainability

We continually improve the sustainability of our operations to be the lowest-carbon choice for our customers.

We provide solutions that help the built environment adapt to climate change and are committed to being the lowest-carbon supplier of choice, reducing our own impact whilst enabling lower-impact outcomes for our customers.

### People and Culture

We create value and enable growth through the capability, expertise and development of our employees.

We know that our people underpin our success. By investing in capability, living our Trademark Behaviours and combining local entrepreneurialism with the benefits of scale, we foster an inclusive, collaborative, high-performance culture.



### We work together

- by understanding and respecting our unique differences
- through collaborating and supporting, to achieve more
- by recognising the efforts and contributions of others



### We take ownership

- always acting with health, safety and wellbeing in mind
- by striving for excellence in what we do
- through our commitment to doing the right thing



### We find a better way

- through using our voice and actively listening
- by positively challenging the way we do things
- by seeking the right solution

...and guided by our Trademark Behaviours...

## Business Units



### Climate Management Solutions

Addressing the need for clean, healthy air and low-carbon heating and cooling

Revenue

**£178.9m**

Underlying operating margin

**13.6%**



### Water Management Solutions

Enabling climate adaptation and resilience through integrated surface water and drainage solutions

Revenue

**£169.5m**

Underlying operating margin

**5.7%**



### Sustainable Building Solutions

Providing a range of solutions to reduce the carbon content of the built environment and assist construction labour efficiency

Revenue

**£246.8m**

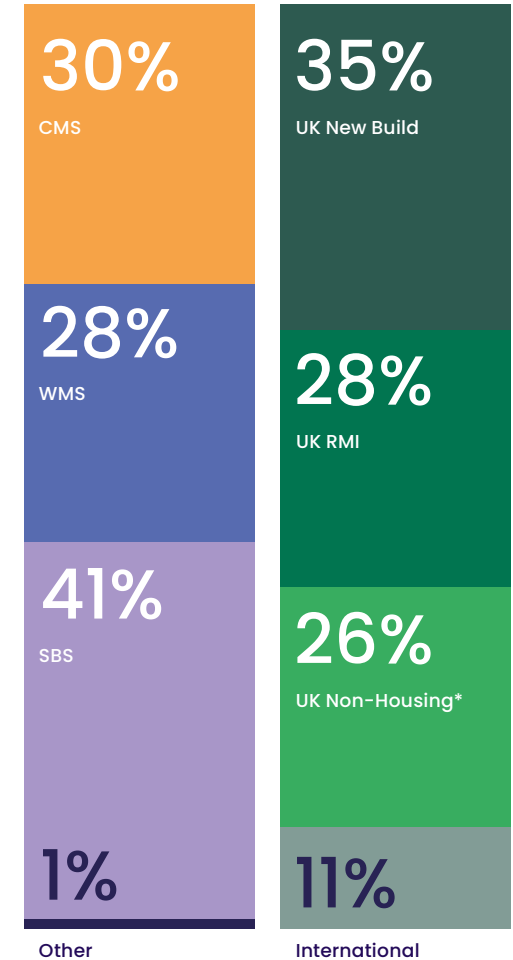
Underlying operating margin

**24.3%**

## Revenue breakdown

Revenue split by Business Unit

Revenue split by market



\* UK Non-Housing primarily consists of commercial, infrastructure, and public non-housing expenditure.

...creating a clear pathway to deliver value.

# Solid progress towards medium-term targets

12.9

Total dividend for the year (pence per share)

18.9%

UK employees in Earn and Learn programmes

Kevin Boyd  
Chair



As we navigate through an era of environmental challenges, taking action and bringing our purpose to life has never been more vital. Sustainability remains at the heart of our Group strategy, ensuring our products and services help the built environment to mitigate and adapt to the impacts of climate change, whilst providing sustainable solutions to solve the challenges our customers face.



## Introduction

2025 was a year of challenge and opportunity as we navigated a sustained downturn in our markets, with external factors continuing to impact consumer confidence. Despite these challenges, the Group delivered a solid performance for the year, highlighting the resilience of the Group's business model and Sustainable Solutions for Growth strategy, alongside our unwavering commitment to creating sustainable living. The hard work, loyalty and dedication of our colleagues across the Group has been instrumental in driving our performance, and my thanks go to all of our colleagues for their contribution in driving our progress in 2025.

The sustainable solutions we offer enable us to navigate the ongoing complex external environment effectively, positioning ourselves for future success. We continue to develop our product portfolio, which is centred around providing the built environment with sustainable products and solutions to help mitigate and manage the consequences of climate change. To support these strategic objectives, we have taken the decision to restructure the existing three Business Units into two Divisions: Water and Climate. We believe that this restructure better leverages the opportunities in each of these segments as the Group continues to grow.

Our Genuit Business System is a key enabler of our strategic objectives, and we have continued to roll out and embed the principles and tools of lean management across our businesses to drive growth, realise synergies, create value and minimise waste.

Employees at various levels have been trained in these principles and tools during the year, which has helped us to standardise our processes and share best practice amongst our businesses.

We also continued to focus on inorganic as well as organic growth, and I am delighted to welcome our new colleagues from Monodraught and the Davidson group of companies, following the acquisitions in August and September.

## Performance and results

During the year, the Group performed well, despite challenging market conditions. The Group continued to focus on business simplification and operational efficiencies, and this proactive approach resulted in full-year underlying operating profit being in line with our expectations. Group revenue was 7.3% higher than prior year, at £602.1m (2024: £561.3m). Underlying operating profit was £94.4m (2024: £92.2m), representing a margin of 15.7% (2024: 16.4%). Underlying earnings per share for the year was 26.0 pence (2024: 24.6 pence). This resilient performance, given the challenging market backdrop, is the result of the hard work and dedication of all of our colleagues around the Group. You can read more about our 2025 financial performance in our Chief Financial Officer's report on page 26 and find further detail on our strategic progress in our Chief Executive Officer's report on page 10.

## People and Culture

Our performance during the year would not be possible without the dedication and commitment of our employees, and we continue to encourage our leadership teams across the Group to promote our established Trademark Behaviours of we work together, take ownership and find a better way. The recruitment of our Chief People Officer, Edel Conway, in January 2025 and our Climate Management Solutions Managing Director, Lee Mellor, in December 2024 brings the Executive Leadership Team up to full complement, and has been a driver of the ongoing success of our people and culture strategy. We will continue to support the delivery of this strategy in 2026. Developing and building talent, along with a robust succession pipeline, is key to our continued success and to making Genuit a great place to work. As we continue to grow, it is more important than ever that we drive the right culture and behaviours from the top.

The Board monitors Group culture closely and engages regularly with employees, both formally and informally, to gauge how well our culture is embedded. This is particularly important as we continue to bring new colleagues into the Group, to ensure that they feel welcomed and understand the culture and behaviours we promote. More details on employee engagement are included in our People and Culture section on pages 65 to 75 and the Governance Report on page 107.

## Board changes

I am delighted to welcome Britta Giesen to our Board as a Non-Executive Director. Britta joined our Board in October 2025 and brings a wealth of international and commercial experience, as well as Environmental, Social and Governance (ESG) knowledge to the Board. Louise Brooke-Smith stepped down as a Non-Executive Director in September 2025, following completion of her six-year term, and I would like to thank her for her support, commitment and contribution during her tenure.

## Health, safety and wellbeing

We believe that the workplace we provide should be safe for everyone who works in or visits it, and that the teams within our workplaces should be open and inclusive. Health and safety remains a key priority and was discussed at each Board meeting held during the year, setting the tone from the top. Our Group Health, Safety and Environmental (HSE) Director also attended two Board meetings to provide detailed updates on HSE performance, progress with the Genuit Blue HSE Audit programme and initiatives planned or underway to improve the safety, health, physical and mental wellbeing of our employees. The Board also took part in site tours at each operational site where a Board meeting was held, allowing first-hand visibility of health and safety standards and the ability to interact with colleagues to understand any concerns they might have. We look forward to continuing to build on our achievements and to strive for high standards in workplace wellbeing and safety. Further detail about some of the activities in the year can be found in our Health, Safety and Environment Report on pages 63 to 64.



*"We look forward to continuing to build on our achievements."*



## Sustainability

Sustainability is a key driver of our strategy, and we continue to work towards achieving the ambitious targets to which we have committed. Overall, we made strong progress towards achieving our stretching sustainability targets, as outlined on pages 34 and 40 of the Strategic Report. We continued to engage with key stakeholders on our progress in this area and to look for opportunities to enhance our sustainability credentials within our products, supply chain and workplace.

We remain committed to the principles of the circular economy and to prioritising reductions in embedded carbon alongside the use of recycled materials. During the year, we continued to make progress towards our net-zero targets, as approved by the Science Based Targets initiative (SBTi), and we continue to lead the sector in our use of recycled polymer and to be the lowest carbon supplier of choice to our customers. In addition, sharing high-quality, verified data is key to achieving reductions in embedded carbon by providing customers with the information to enable them to make informed decisions, and in this regard, we continued to increase the availability of Environmental Product Declarations (EPDs) and TM65s across the Group during the year.

## Dividend

We are pleased to be able to provide a reliable return to our shareholders, in accordance with our progressive dividend policy.

A 2025 final dividend payment of 8.7 pence per share (2024: 8.4 pence per share) is recommended, subject to shareholder approval at the Annual General Meeting. In addition to the 2025 interim dividend payment of 4.2 pence per share, the total dividend for the year is 12.9 pence per share (2024: 12.5 pence per share), an increase of 3.2% over prior year.

## Focus for 2026

We look forward to the opportunities that our updated divisional structure will bring, whilst continuing to promote a culture across all our businesses that drives the right behaviours and decisions to promote the success of the Group for the benefit of all our stakeholders.

We will continue to engage with our customers, suppliers and employees to understand how we can collaborate and support them to create sustainable living for all.

I would like to take this opportunity to thank all my Board colleagues, the Executive Leadership Team and our employees across the Group for their dedication, loyalty and hard work during 2025, and I look forward to our future opportunities and working together on those challenges ahead, as we continue to deliver our Sustainable Solutions for Growth strategy in 2026.

**Kevin Boyd**  
Chair

10 March 2026

# Disciplined strategy execution delivering continued growth



Watch the interview with our CEO

Joe Vorih  
Chief Executive Officer

*"Jenuit has again demonstrated its ability to grow and outperform in challenging markets."*



## Against a backdrop of subdued market activity, we delivered organic revenue growth and grew underlying profits year-on-year, despite cost headwinds.

During 2025, Genuit continued to deliver on its Sustainable Solutions for Growth strategy, enabling another year of steady progress despite tough market conditions. By harnessing the strength of our Group, we made targeted market share gains and expanded our product and solution offering through range launches and acquisitions. We continued to focus on operational excellence, including through the deployment of the Genuit Business System (GBS), continued investing in our people and reduced our carbon footprint – all of which has helped to strengthen our position going into 2026. I would like to take this opportunity to thank our Genuit Leadership Team and our 3,274 colleagues for their hard work and dedication in delivering this performance.

After a promising first half of 2025, market volumes were adversely impacted in the second half by uncertainty surrounding the UK Government Budget. This uncertainty impacted business and consumer confidence and contributed to a reduction in volumes year-on-year, particularly in the fourth quarter. Despite this, the Group benefited from its focus on higher-growth segments of the construction market, including residential ventilation and blue-green roofs, which helped to offset softness in core residential newbuild and repair, maintenance and improvement (RMI) markets.

Against this backdrop, the Group continued to outperform the market, with an organic revenue increase of 3.2% and growth in underlying profits, despite cost headwinds.

Our annual underlying operating profit increased to £94.4m from £92.2m on a reported basis, including the contribution of recent bolt-on acquisitions, and was broadly flat on a like-for-like basis.

Our ongoing Group-wide deployment of GBS has contributed lean productivity and efficiency savings, which have helped partially offset the impact of National Insurance and National Living Wage increases. As expected, second-half margins were higher than the first half and, as a result of further price and cost actions taken in the second half, we will continue to make progress towards our medium-term margin target. With strong operational gearing and sufficient available capacity to increase production by c.25%, the Group is well positioned to support a material increase in construction activity.

Underlying operating cash conversion was strong at 102.0%, which achieves our over 90% medium-term target. Net debt to underlying pro-forma EBITDA as at the end of December 2025 was 1.5 times following our acquisitions in 2025, with both cash conversion and net debt levels enabling us to continue investing in long-term growth.

In line with the Group's progressive dividend policy, we are pleased to be able to propose an increase in our full-year dividend to 12.9 pence per share, reflecting continued profit progression, a robust balance sheet and confidence in the Group's future prospects.

## Performance

<b>Revenue</b> <b>£602.1m</b>	 up 7.3%	Organic growth 3.2%
<b>Underlying operating profit</b> <b>£94.4m</b>	 up 2.4%	Broadly flat on a like-for-like basis
<b>Underlying operating margin</b> <b>15.7%</b>	 down 70 bps	H2 > H1
<b>Underlying cash conversion</b> <b>102.0%</b>	 >90%	Strong cash generation
<b>Dividend per share</b> <b>12.9p</b>	 up 0.4p	Progressive dividend
<b>Leverage</b> <b>1.5x</b>	 1.0x–2.0x	Strategic bolt-on acquisitions in 2025 of an enterprise value of £104.6m

## Our strategy



## Growth

Genuit is focused on markets with sustainability-linked growth drivers, supporting customers to mitigate climate change and adapt to its effects. Our portfolio of low-carbon, labour-saving and energy-efficient solutions, spanning heating, cooling, ventilation and water management, underpins our growth strategy.

The Group delivered organic revenue growth in the year despite the softness in the UK construction sector, benefiting from its exposure to higher-growth market segments and supported by the adoption of new solutions and targeted market share gains.

Ventilation sales were particularly encouraging in the year, driven by the adoption of MVHR with cooling in multi-occupancy residential developments and landlord's anticipating the introduction of Awaab's Law. There was also strong demand for blue-green roofs, driven by the need for biodiversity gains in urban environments, and for prefabricated 'low labour' solutions – particularly in commercial building.

We achieved market-share gains in our drainage portfolio, taking advantage of the exit of a competitor from the UK market and winning a greater share of the merged Barratt Redrow business, the full impact of which will be realised in 2026. We hold number one or two positions in key segments, with clear scope to expand further. This reflects our strong brand recognition, which, combined with the launch of tiered product ranges, has further strengthened our market position. We remain focused on leading the market

with innovation that drives sustainability in the built environment.

Our end markets continue to benefit from legislative tailwinds, including the Future Homes Standard, the Warm Homes Plan and the transition from CF21 to CF25 in schools, providing structural growth opportunities across key product ranges such as MVHR and underfloor heating. Regulation continues to evolve addressing damp and mould in social housing and to provide better ventilation in schools and hospitals. In addition, the AMP8 regulatory cycle is driving opportunities as the water utility sector invests £104bn over a five-year period; Genuit achieved initial framework wins in 2025 and expects increasing revenue through the AMP8 cycle.

Complementing a strong organic pipeline, Genuit has also continued to strengthen its portfolio via bolt-on M&A, taking a disciplined, value-led approach.

In August and September 2025, we welcomed new colleagues from two acquisitions, Monodraught and Davidson Holdings, both of which bring highly complementary product portfolios and an opportunity to leverage the Group's routes to market, as well as having clear pathways to meet our Group profitability target.

Monodraught was acquired for an enterprise value of £55.6m on a debt-free and cash-free basis, and was funded through existing facilities. It is a UK leader in sustainable ventilation cooling and heating solutions for new and refurbished

[Read more](#)

- [Monodraught controls – page 19](#)
- [Managing stormwater – page 21](#)
- [Water conservation – page 23](#)

commercial buildings, with a strong presence in education, it now forms part of our Climate Division. The business is highly complementary to Nuaire and Domus, with minimal overlap, and provides clear opportunities to leverage the Group's scale and routes to market, as well as leverage broader solutions powered by their proprietary Acuity controls.

Davidson Holdings was acquired for an enterprise value of £49.0m, also on a debt-free and cash-free basis and funded through existing facilities. Its leading plumbing and heating brands, which include Salamander, Cisterniser & Keraflo and Talon, hold strong positions in the UK RMI markets across residential and commercial sectors. The portfolio aligns with our sustainability-led growth drivers, particularly water conservation and efficiency, and it now forms part of our Water Division. We see clear revenue synergies through leveraging Genuit's routes to market, demand creation and specification selling model.

We remain active in pursuing further bolt-on, strategic acquisitions that enhance organic growth potential and support long-term shareholder returns.



## Sustainability

There is an increasing need for climate mitigation and adaptation solutions to meet the urgent challenges facing our infrastructure, buildings, communities and planet. This is demonstrated by an increase in the prevalence of extreme weather events and addressed by both established and emerging legal and regulatory frameworks.

Sustainability is at the heart of our business, and the Group remains focused on sustainability-driven growth, enabling the built environment to respond to climate adaptation and mitigation challenges, whilst staying committed to reducing our overall impact on the environment.

During 2025, we published our second Group Sustainability Report, which enhanced our sustainability disclosures and showcased our progress in improving our performance across a wide range of sustainability topics.

We continue to lead the industry as the largest user of recycled polymers, at over 50% of our total tonnage in the year, and we have held the Green Economy Mark since 2019 with over 75% green revenues.

We achieved an 11.0% reduction in carbon emissions across scopes 1 & 2 (market-based) and a 9.9% decrease in scope 3: category 1 (purchased goods and services), supporting our customers who are increasingly focused on the environmental impact of their supply chain.

During the year, we increased by nearly fourfold our use of biodiesel in our HGV fleet to 385,789 litres in 2025 (2024: 105,564 litres),

enabling strong carbon reductions against scope 1 emissions.

We have continued to accelerate our adoption of Environmental Product Declarations (EPDs), with 57% revenue coverage at year end.

Our ambition is to be the lowest-carbon choice for our customers to maximise exposure to structural growth drivers. During 2025, we undertook an assessment comparing our EPD values to those of our key competitors. Of more than 540 carbon comparisons performed, the Group's

products were the lowest-carbon option in 64% of instances.

Furthermore, we continued to improve by reducing scopes 1 & 2 carbon intensity, on a rolling 12-month basis, to 0.105tCO<sub>2</sub>e per tonne of production (2024: 0.124tCO<sub>2</sub>e).

Public disclosure is a cornerstone of responsible manufacturing and business practices, and we continued to enhance our disclosures with CDP, S&P CSA Global and EcoVadis, along with other ratings and disclosure agencies.

[Read more](#)

- [Learn more about our climate targets on page 40](#)

### Our science-based targets

Our targets	Progress
Reduce absolute scopes 1 & 2 GHG emissions 30% by 2027 from 2021 baseline year	39.4% 2024: 31.9%
Increase annual sourcing of renewable electricity from 94% in 2021 to 100% by 2027 through 2030	98.7% 2024: 96.3%
83% of suppliers (by emissions) of purchased goods and services will have science-based targets by 2027	31.6% 2024: 28.0%



## Genuit Business System

[Read more](#)

- [Case study: Sky Garden – page 61](#)
- [Case study: Rainwater – page 62](#)

In 2025, 93% of our Genuit Leadership Team (GLT) participated in kaizen events. This action contributes to meaningful operational improvements and also provides hands-on experience with GBS methodologies.

During the year, the Group saw strong adoption of Daily Management practices, with over 50% of our sites now using Daily Management tools to evaluate performance and engage the workforce in resolving issues at source. This structured approach provides clarity for colleagues at every level, supports better decision-making and reinforces a culture where continuous improvement becomes part of day-to-day work.

In 2025, the Group broadened the scope of kaizen events to focus on strategic workstreams and realise further operational efficiencies, like more effective strategy deployment across its Business Units, and the launch of a series of growth tools, including market-mapping with our marketing, sales and product development teams.



## People and Culture

[Read more](#)

- [Viva Engage – page 68](#)
- [Trademark Behaviours – page 74](#)
- [Engaging with our employees – page 77](#)

In 2025, we ran two ‘Your Voice’ engagement surveys for our colleagues: a pulse survey with a reduced question set in April, and a full survey in October. The Group had an increase in overall engagement, from 7.0 in 2024 to 7.1 in 2025.

Feedback from our Your Voice survey made it clear that colleagues want more opportunities to grow, progress and make an impact. We now have 70 colleagues who have completed our Genuit Leadership Programme (GLP), which is designed to create empowered, skilled leaders who lead and inspire their teams to success. We are also proud of our continued achievement of Gold member status of The 5% Club, with 18.9% of our UK colleagues in recognised Earn and Learn programmes across several levels and disciplines.

In September 2025, we took a major step forward in how we connect as a business. When Meta retired Workplace, we seized the opportunity to unify our communications and strengthen collaboration across the Group. We successfully transitioned everyone to Microsoft Viva Engage, extending the power of Teams and SharePoint to all colleagues, whether on a PC, shared device or personal device.

We are continually working to create an environment where all employees can be their authentic selves, and in 2025, we proudly launched five new diversity and inclusion colleague networks. Each network is led and managed by passionate colleagues, with a dedicated chair and co-chair who meet regularly with our Chief People Officer. The networks are open to everyone, fostering allyship and understanding across our business.





*"Our strategy remains unchanged despite uncertain market conditions. We remain focused on operational excellence, exposure to sustainability-led growth drivers and disciplined, strategic bolt-on M&A."*

### Summary

Since launching our Sustainable Solutions for Growth strategy in November 2022, we have continued to lay the foundation for growth and success, while making solid progress towards our medium-term targets. We have a better-led, more engaged and inclusive team and GBS to share best practices and drive continuous improvement, creating a leaner, more agile and streamlined business than ever before. We remain focused on higher-growth, sustainability-led markets augmented by strategic bolt-on acquisitions that add solution depth and scale.

The strong progress we made as a Group on simplifying our organisational structures over the past four years has helped unlock more opportunity. As a further simplification, we took the decision to move to a two divisional structure from the beginning of 2026. This allows us to focus on two segments, Climate and Water, enabling the Group to deliver even more value to our customers and optimise synergies to reinvest in growth for the future.

As a result, the Group is well positioned for market recovery following a solid performance in 2025. We delivered above-market organic growth and increased profits through operational excellence and balanced price and cost management, despite the previously mentioned labour cost headwinds.

Whilst market conditions have been uncertain, the team at Genuit have continued to strive for excellence as 'Together, we create sustainable living'. The commitment and dedication of all of our colleagues underpins the Group's success and I thank them for all their hard work.

**Joe Vorih**  
Chief Executive Officer

10 March 2026

## Our resources

### People

Experts who are knowledgeable about our customers' applications and are empowered to act.

### Expertise

Innovation, continuous improvement and unique intellectual property defends our market positions.

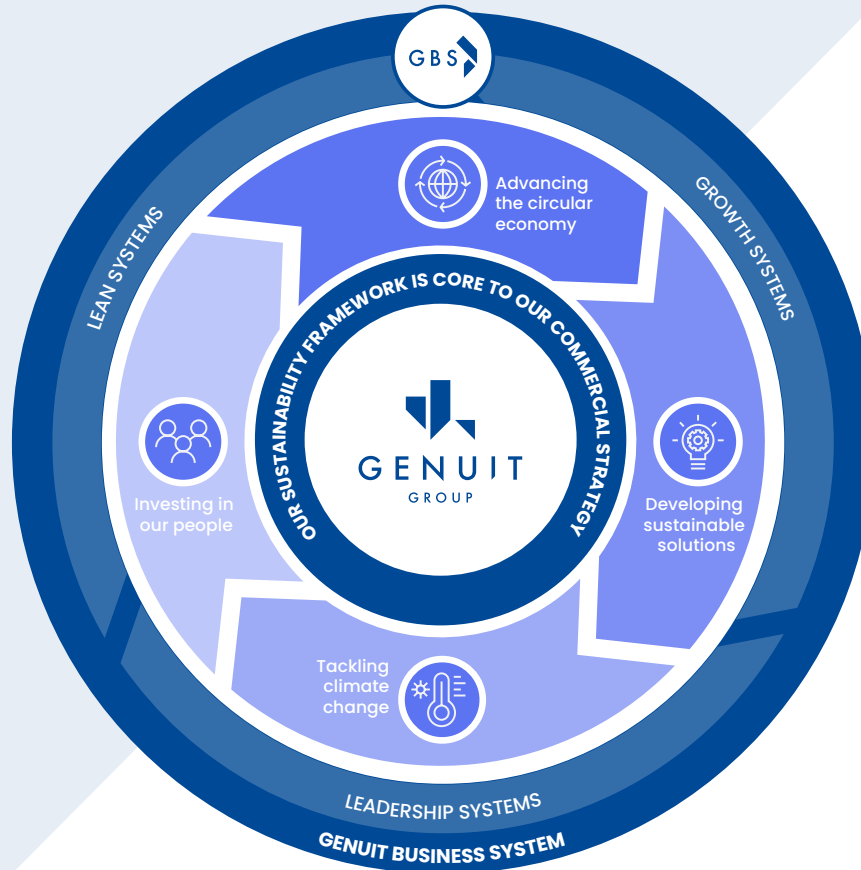
### Strong leadership

Clear direction and focused resource allocation enables our colleagues to deliver our strategic vision.

### Capital investment

Disciplined capital allocation is used to fund sustainable profitable growth, which is consistent with our strategic objectives.

## How we create value



## For our stakeholders

### Customers

High quality and innovative products offering engineered solutions that enable a sustainable built environment.

Providing support, value, range, bespoke solutions and market-leading brands.

### Shareholders

Share price appreciation and progressive dividend. Responsible and ethical investment.

### Employees

Training and skills development, commitment to inclusion and diversity, direct engagement and empowerment, providing an opportunity for us to make a difference.

### Suppliers

Long-standing relationships, fair negotiation, certainty of payment and reputation.



### Climate Management Solutions

Addressing the need for clean, healthy air and low-carbon heating and cooling.



### Water Management Solutions

Enabling climate adaptation and resilience through integrated surface water and drainage solutions.



### Sustainable Building Solutions

Providing a range of solutions to reduce the carbon content of the built environment and assist construction labour efficiency.



## To help our customers

We help professionals create sustainable, engineered water and climate management solutions for the built environment.

### Customers

- One-off installers
- Contract installers
- Civil engineers and contractors
- M&E consultants

### Who then deliver to the end user

- Housebuilders
- Civils and Commercial sector developers
- Asset owners and self-builders
- Civil engineers and contractors
- M&E consultants

## Local communities and the environment

Working to enhance the built environment whilst engaging with local communities and charities.

# Business Unit reviews



## Business Unit review



# Climate Management Solutions

### Revenue

£178.9m

+10.7%

### Underlying operating profit

£24.4m

+1.7%

The Climate Management Solutions (CMS) Business Unit plays a critical role in accelerating the transition to clean, healthy air and low-carbon heating and cooling. With emissions and heating and cooling systems representing the largest operational carbon contributors, the need for change is urgent. Strengthening regulations are raising expectations for better insulation performance, driving greater demand for high-quality ventilation and improved indoor air quality. At the same time, the shift to lower-carbon, more efficient heating technologies is essential to achieving national climate goals. Our goal is to deliver integrated, future-proof solutions that enable this transition across the built environment.

### Brands



### Market context

Although the UK construction market remained subdued due to higher interest rates, affordability constraints and broader economic uncertainty, sustainability-related activity continued to outperform the sector as a whole. Regulatory tailwinds drove sustained demand for ventilation – particularly following Awaab's Law, and supported growth in our hybrid heating and cooling module. Rising net-zero expectations, tighter building-performance standards, the new Warm Homes Plan, and the growing focus on retrofit have continued to reinforce demand for lower-carbon heating technologies.

### Key activities in 2025

- Defended our market share in UK residential markets for filters by launching two new Adey filters, strategic account planning and a robust pricing strategy.
- Establishing Nuair as experts in the field of hybrid cooling, helping contractors, consultants and developers find the appropriate solutions to the challenges of Part O in building regulations and meeting the Acoustic, Ventilation and Overheating (ACO) requirements, leading to significant growth in this sector.
- Acquisition of Monodraught, bringing in expertise and capabilities in controls and deep knowledge of the education sector.
- Simplified the Business Unit to leverage expertise across businesses, pooling resources to maximise the customer experience.
- Continued to drive the Genuit Business System in our businesses, increasing skills in customer insights and improving operational efficiency.

### Genuit Business System (GBS)

We continued to advance the roll-out of tools within GBS. Within Adey, we focused on enhancing stock efficiency through the implementation of a 'kanban' system, improving working capital and strengthening stock availability for our customers. Across CMS, we developed and deployed tools to deepen our understanding of customer needs and market dynamics, helping us identify priority segments and the largest growth opportunities. This work has informed a more refined go-to-market approach, leveraging our strong service capabilities and solution expertise to deliver greater value for all our customers.

### Sustainability

Our Nuair business has accelerated its sustainability progress by transitioning key product ranges, including air handling units and heat recovery systems, to lower-carbon steel, delivering up to a 64% reduction in embodied carbon. Nuair have also updated its market-leading Positive Input Ventilation (PIV) system to a 100% recycled plastic casing, further lowering environmental impact.

### People and Culture

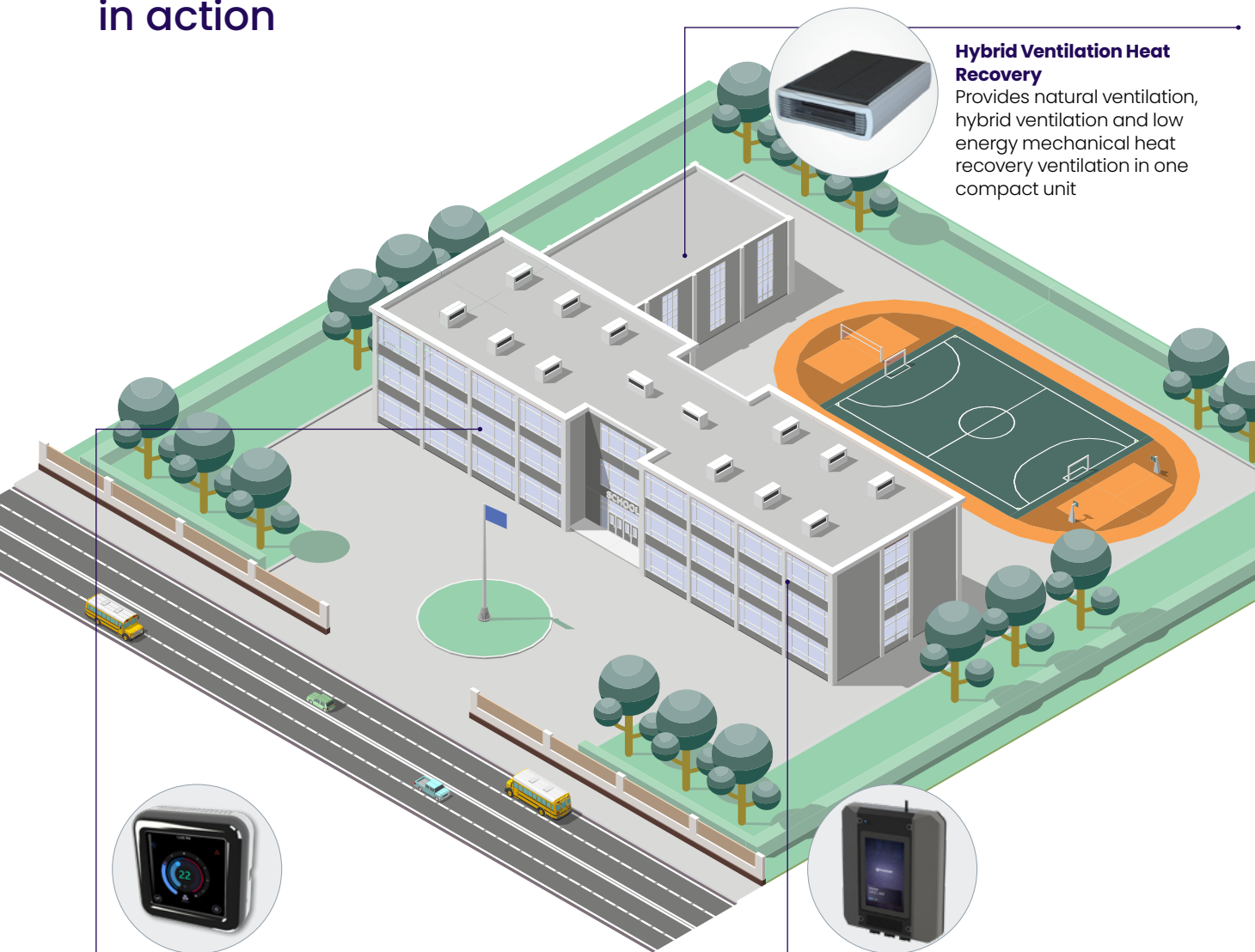
In 2025, CMS continued to strengthen its people and culture by bringing teams together through enhanced collaboration and shared development activities. With the acquisition of Monodraught we gained new skills and capabilities in controls, which we are excited to leverage across the Group. Our commitment to diversity and inclusion (D&I) was reinforced through initiatives such as Nuair's sponsorship of Pride Caerffili, alongside broader Group-wide participation. To underpin our strategic ambitions, we also invested in key resources and specialist roles, ensuring we have the capacity and expertise required to support sustainable growth across CMS.



### Looking ahead

- Continued demand for ventilation to address damp and mould problems in social housing, heating and cooling requirements in commercial and residential dwellings, with Parts L, F & O of the building regulations, the anticipated Future Homes Standard and the recently launched Warm Homes Plan providing legislative tailwinds.
- Opportunity to streamline service propositions across the Climate Division and provide unified, value-added services that deliver diagnostics, compliance support and life cycle optimisation for customers.
- As regulations in the UK and across Europe push towards healthier, lower-carbon, more energy-efficient performance from buildings, the Climate Division is well placed for growth, with sufficient capacity to meet potential demand.

# Monodraught controls in action



**Hybrid Ventilation Heat Recovery**  
Provides natural ventilation, hybrid ventilation and low energy mechanical heat recovery ventilation in one compact unit



**Modena, wall controller**  
User interface that provides room occupants with overall control of the ventilation system. The controller has calibrated temperature sensors and a CO<sub>2</sub> sensor



**Acuity, central connectivity system**  
Utilises automated continuous monitoring software, the system remotely monitors and diagnoses potential issues before they occur



**Nick Hopper**  
Technical Director, Monodraught

## Q&A

**Q: What is Monodraught's control technology and how does it work?** Acuity, Monodraught's control technology is a cloud-based central connectivity system that captures and analyses live operational data across our indoor climate solutions. Through continuous monitoring, it autonomously identifies inefficiencies, predicts maintenance requirements, and unlocks measurable energy, operational and carbon savings.

**Q: How does Acuity improve the experience for the end users in practice?** At the user level, Modena, Monodraught's proprietary user interface, connects directly to the Acuity platform, providing building managers with real-time visibility, system control, and performance optimisation through a single, intuitive environment. Customers pay for service agreements to help optimise building performance and maintain healthy indoor environments.

**Q: How is Acuity enabling integration across Genuit Group?** Following Genuit Group's acquisition of Monodraught, Acuity enabled rapid integration with Nuair's ventilation portfolio through the development of the EC-Link. This eliminated the need to develop a new control platform from scratch, significantly reducing R&D investment, lowering integration risk, and accelerating time-to-market, whilst supporting a scalable digital platform across multiple products and brands.



# Water Management Solutions

## Revenue

£169.5m  
+5.3%

## Underlying operating profit

£9.6m  
-29.4%

The Water Management (WMS) Business Unit focuses on upgrading stormwater and wastewater infrastructure to address the increasing challenges posed by climate change. As temperatures rise, the atmosphere holds more moisture, driving more frequent and more intense rainfall events. Much of today's ageing infrastructure cannot accommodate these higher volumes. At the same time, the growing concretisation of urban areas is accelerating surface water runoff. Our green urbanisation strategy strengthens stormwater resilience whilst supporting urban greening and delivering biodiversity net gain across the communities we serve.

## Brands



## Market context

In 2025, the water and environmental infrastructure sector entered a period of accelerated investment and regulatory pressure, committing a record £104bn to modernising networks, reducing storm overflows and strengthening climate resilience. This has provided a significant opportunity for stormwater management and green infrastructure, leading to growth in this sector. In the Middle East, the continued scaling-up of infrastructure investment to address intensifying climate risks has underpinned growth in that region.

## Key activities in 2025

- Strong pipeline and first orders for water utility companies seeking to address stormwater management and combined sewer overflows.
- Growth in revenue and profitability from our Sky Garden blue-green roof and podium decks, owing to an expanded solution offering in bio-solar and Permavoid passive irrigation.
- Integration of Keytec into Polypipe Civils and Green Urbanisation (PCGU) to provide better installation services to our customers.
- Using the Genuit Business System we accelerated our operational efficiency at several of our sites, including a breakthrough kaizen at Sky Garden.
- Owing to the growth in the Middle East region, we invested in tooling for use by a third party manufacturer, increasing our capacity by 50%.

## Genuit Business System (GBS)

2025 saw strong progress in deploying GBS across WMS. We have empowered teams to identify and remove bottlenecks and drive efficiency improvements. Some notable achievements include a production-line performance improvement on a key product, resulting in 40% reduction in downtime. We also had a breakthrough kaizen at Sky Garden which led to fantastic results for the team and for servicing our customers.

## Sustainability

Environmental Product Declarations (EPDs) play a crucial role in the customer decision-making within this Business Unit, and we are proud that PCGU, whose products underpin our solutions, now have 95% EPD coverage. This demonstrates our continued progress towards being the lowest-carbon supplier of choice. With our expertise in water management, the WMS

Business Unit is uniquely positioned to help customers adapt to the effects of climate change, and our PAS 2080 accreditation reinforces our commitment to managing and reducing carbon across the value chain.

## People and Culture

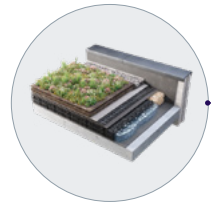
This year, our Business Unit strengthened its people and culture agenda through meaningful achievements and initiatives. We were proud to be named Employer of the Year by the Grimsby Institute Apprenticeships, recognising our commitment to developing early-career talent. The successful integration of Keytec into PCGU highlighted our focus on creating a unified, collaborative workforce and embedding shared values across teams. Throughout the year, we celebrated key cultural days and brought our people together through volunteering events that strengthened connection and community. We continued to invest in our colleagues' growth, with development on GBS that enhanced their capability and supported long-term career progression.



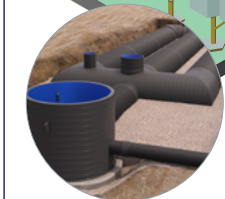
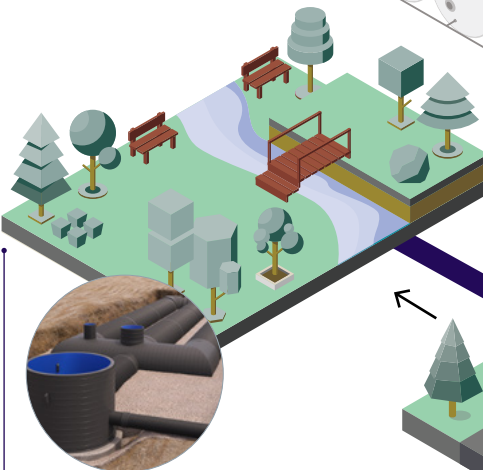
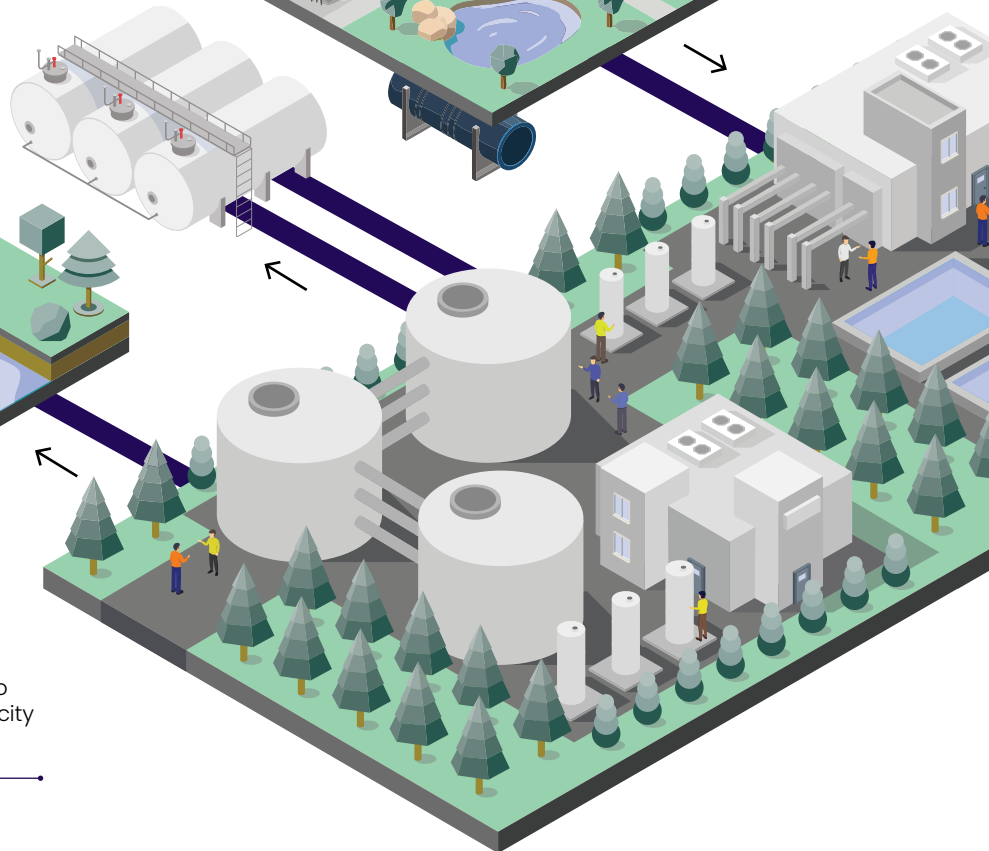
## Looking ahead

- Capitalising on AMP8, where increased investment in water management and resilience aligns directly with our core capabilities and solution portfolio, already contributing to securing two large-scale projects in 2025.
- Leveraging our unique integrated value proposition in green urbanisation, combining PCGU, Permavoid and Sky Garden technologies to offer customers both cost efficiencies and meaningful carbon reductions.
- Accelerating international growth, with strategic focus on Middle East and Europe, where rising demand for flood mitigation infrastructure is creating significant opportunities.
- Embedding GBS to drive operational excellence, enhance productivity and support margin improvement across the Business Unit.
- Going forward in 2026, WMS will be reported as part of the Water Division.

# Managing stormwater in our urban environment



**Capturing and retaining surface water at source**  
 Reduce excess water reaching sewage treatment works by utilising sustainable urban drainage solutions



**Reduce spills to nearby rivers**  
 Retrofitting large storage tanks to reduce spills and increase capacity to store excess stormwater



**Jason Shingleton**  
 Innovation Director, Water Division

## Q&A

**Q: What are the unique challenges facing the water utilities sector?** The water sector faces a set of interconnected challenges driven by climate change, urbanisation, and ageing infrastructure. Much of today's network was never designed for the increased volumes of surface water generated by more frequent and intense rainfall, resulting in widespread surface water flooding and regularly overloaded sewage treatment works.

In the short term, utility companies must find ways to reduce spills and increase their treatment capacity, whilst also retrofitting additional storage and conveyance within existing sewer systems to prevent pipes from being overwhelmed. At the same time, stormwater needs to be disconnected and better managed within live urban environments, all without disrupting daily life—and ideally while enhancing local places for residents. Delivering these interventions rapidly, efficiently, and at scale remains a major industry-wide challenge.

**Q: What value does Genuit bring in solving these challenges?** Genuit brings significant value in addressing these pressures through deep expertise in spill interception, green infrastructure, and SuDS that slow, store, and manage water close to where it falls. Its retrofittable green infrastructure solutions create multifunctional urban spaces, while its modern large-diameter storage systems and smart controls optimise performance. These are complemented by low-carbon products incorporating recycled materials.



# Sustainable Building Solutions

## Revenue

£246.8m  
+6.5%

## Underlying operating profit

£59.9m  
+10.1%

The Sustainable Building Solutions (SBS) Business Unit delivers a comprehensive portfolio of market-leading products across plumbing and water supply, drainage and a wide range of building accessories. Designed for efficient installation, these solutions support leading builders merchants, residential housebuilders, and commercial contractors. SBS continues to play a pivotal role in our ambition to be the lowest-carbon supplier of choice, making further progress in reducing the carbon footprint of its products through an increased use of recycle and targeted reductions in material use.

## Brands



## Market context

Although the UK construction sector experienced significant pressures in 2025, including year-on-year decline in project starts, growing regulatory pressure and an increased focus on embodied carbon reinforced the need for low-carbon innovation. This enabled SBS to secure and protect key projects and accounts. The shift towards products that support efficient installation, faster delivery and greater cost certainty also drove continued growth in SBS offsite solution sales.

## Key activities in 2025

- Polypipe successfully secured the tender to service the newly combined Redrow and Barratt business, owing to their leading range of products, service and status of low-carbon supplier of choice.
- With the recent exit of a UK plumbing and drainage competitor, Polypipe has achieved its goal of securing additional market share without compromising its market-leading service.
- Acquisition of the Davidson group of companies, bringing in expertise and capabilities in water efficiency, an increasing area of focus for developers.
- Further progress on polymer recycling, alongside Polypipe having c.50% of its sales volume covered by Environmental Product Declarations (EPDs).
- Continued to embed the Genuit Business System, contributing to improvements in Health and Safety, and improved efficiency and sustainability.

## Genuit Business System (GBS)

We have strengthened our GBS foundations with a further year of kaizens and projects. Operational efficiency remains a core competitive advantage in this Business Unit, and focus was placed on both product operations, improving stock availability to customers, as well as sales efficiency improving time to serve customers. A main focus has been to embed GBS into leadership culture, ensuring that all senior leaders attended at least one kaizen throughout the year.

## Sustainability

This year we improved carbon transparency by providing customers with EPDs, giving them the verified data needed for sustainable procurement. Innovation has enabled us to significantly increase recycled content across key product lines, helping customers to meet their own sustainability targets. Alongside reducing the carbon impact of our products, we are progressing with recycling end-of-life products, partnering with Wolseley Plumb Centre on a take-back scheme.

## People and Culture

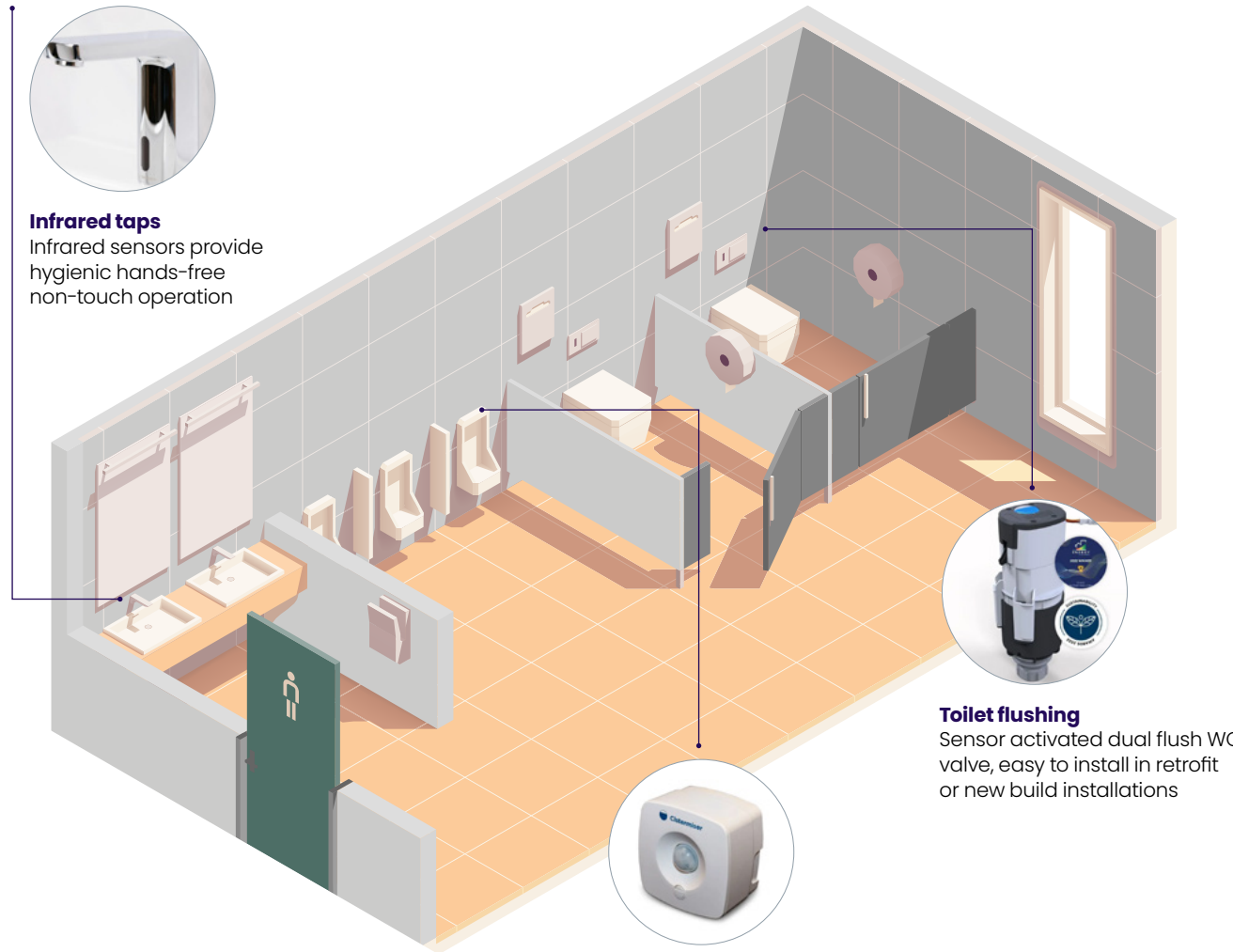
Our people and culture remain at the heart of our success, which is reflected in the positive impact we aim to create both inside and outside the organisation. Throughout the year, our teams have proudly supported a range of charitable initiatives, strengthening our connection with the communities that we serve. We continued our valued partnership with Harrison College in Doncaster, helping young adults with learning disabilities gain meaningful work experience and build confidence as they transition into employment. This commitment to inclusion, development and community engagement was recognised when Polypipe Building Products was awarded Employer of the Year at the Doncaster Chamber Awards – an achievement that celebrates the dedication of our colleagues and ongoing focus on creating a supportive, empowering workplace for all.



## Looking ahead

- Integration of acquired businesses and enhanced channel reach enable unified go-to-market models and an expanded portfolio, leading to growth in plumbing and heating.
- Water saving and efficiency solutions continue to gain traction as regulatory pressure, sustainability targets, and operating cost reductions drive increased solution adoption in both commercial and residential markets.
- Modern Methods of Construction (MMC) aligned drainage and water supply solutions are set for sustained growth, supported by the broader shift towards faster, lower-waste installation methods in commercial and high-rise residential projects.
- Going forward in 2026, SBS will be reported as part of the Water Division.

# Water conservation in action



**Infrared taps**  
Infrared sensors provide hygienic hands-free non-touch operation



**Toilet flushing**  
Sensor activated dual flush WC valve, easy to install in retrofit or new build installations



**Control valves and sensors**  
Automatically manage the supply of water to a urinal cistern, reducing water consumption by up to 80%



**Richard Braid**  
Managing Director, Cistermiser

## Q&A

**Q: What are the challenges facing the built environment when it comes to water conservation?**

Water efficiency and leakage reduction represent a significant and growing challenge for the built environment. The UK Government has set a legally binding target to reduce per-capita water consumption by 20% by 2038, with a longer-term ambition to reduce usage to 110 litres per person, per day, by 2050, which equates to a national saving of approximately four billion litres of water per day.

**Q: What value do these solutions bring to overcome those challenges?**

When Cistermiser water management controls are installed across a building's washrooms, water savings of up to 80% can be achieved compared with uncontrolled systems. For end users, this translates into lower utility costs, reduced carbon emissions and improved building performance, while maintaining hygiene standards, user comfort and regulatory compliance. As sustainability targets become more stringent, Cistermiser solutions provide a proven, preventative approach to water efficiency without compromising performance.

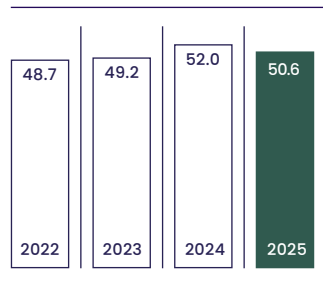
# Key Performance Indicators

We continually review the Group's performance indicators, which are critical to the measurement and delivery of our strategic objectives and sustainable shareholder returns.

## NON-FINANCIAL KPIS

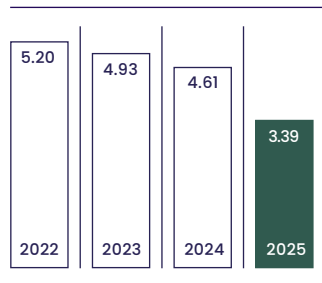
### USE OF RECYCLED POLYMERS

50.6%



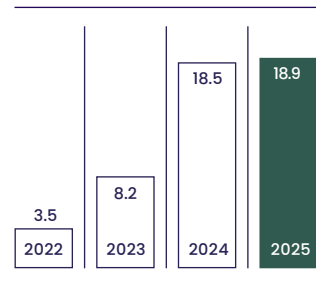
### ACCIDENT FREQUENCY PER 100,000 HOURS WORKED

3.39



### DEVELOPING OUR WORKFORCE

18.9%



### CARBON INTENSITY INTENSITY RATIO

0.105tCO<sub>2</sub>e/t



- Growth
- Sustainability
- Genuit Business System
- People and Culture

The proportion of the Group's overall polymer consumption fulfilled by recycled materials

#### Importance to Genuit

The Group has a commitment to achieving the highest standards of environmental performance, preventing pollution and minimising the impact of its operations, including reducing waste being sent to landfill.

#### Commentary

Our use of recycled polymers decreased to 50.6% of our total tonnage consumption in the year, due in part to a machine processing issue in the second half of 2025. 50.6% excludes current year acquisitions.

Link to strategic objectives



The number of reported accidents as a proportion of total hours worked across the Group

#### Importance to Genuit

Beyond regulatory compliance, this metric reflects the effectiveness of our health and safety management across all sites. It demonstrates how well our people are protected from work-related hazards and highlights the maturity of our safety culture. Our long-term aspiration remains unchanged: zero accidents across the Group.

#### Commentary

This improvement reflects our focus on workforce engagement, improved reporting timeliness and the enhanced visibility of high-potential events. Further development of our Group-wide internal health, safety and environment (HSE) audit programme, Genuit Blue, has also provided benefits.

Link to strategic objectives



The proportion of our UK colleagues actively participating in The 5% Club recognised Earn and Learn programmes, such as apprenticeships, graduate trainees and student sponsorships

#### Importance to Genuit

Developing and investing in our colleagues drives revenue growth, operational efficiency and profitability, whilst facilitating employee retention and enhancing workforce morale.

#### Commentary

We maintained Gold Member status during 2025, with 18.9% of our UK colleagues in qualifying Earn and Learn programmes.

Link to strategic objectives



The intensity ratio is defined as the total tonnes of scopes 1 & 2 CO<sub>2</sub>e produced per total tonnes of production

#### Importance to Genuit

The year-on-year improvement in this measure demonstrates our commitment to operating in an environmentally sustainable manner, as the Group continues to grow.

#### Commentary

Our scopes 1 & 2 carbon intensity has decreased by 15.7% as we continue to be on track towards our goal of a 66% reduction since the 2019 baseline data was established, achieved through reductions in transport emissions and by increasing our renewable energy purchases. To date, we have achieved a cumulative intensity reduction of 61.6%.

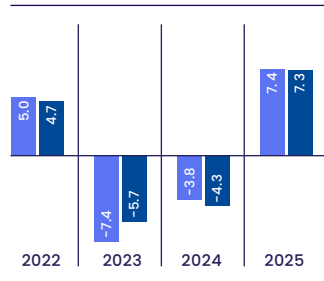
Link to strategic objectives



FINANCIAL KPIS

REVENUE GROWTH

+7.3%



UK  
Group

The annual percentage growth in both Group and UK (by destination) revenue

Importance to Genuit

Our strategy is to ensure that investment in our people and operations drives revenue growth that outperforms the general construction market, thereby enhancing our market leadership position.

Commentary

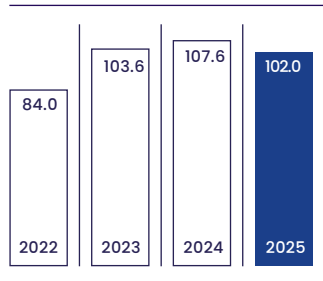
Group revenue increased 7.3% against 2024. On a like-for-like basis, excluding the impact of acquisitions, revenue was 3.2% higher than in the prior year. UK revenue increased by 7.4%.

Link to strategic objectives



UNDERLYING OPERATING CASH CONVERSION

102.0%



Underlying operating cash flow divided by underlying operating profit before depreciation and amortisation

Importance to Genuit

Cash conversion demonstrates our focus on efficiency, as well as enabling us to fund future organic and inorganic growth. This measure has been restated for all periods, to a pre-capex and lease payments basis. The Group believes that this demonstrates the Group's working capital efficiency before capital investment and allows for alignment with the Group's strategic investment profile in the medium term.

Commentary

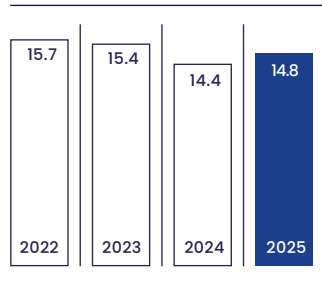
Our cash conversion decreased by 560 bps but remains strong, exceeding our 90% medium-term target.

Link to strategic objectives



RETURN ON INVESTED CAPITAL

14.8%



Return on invested capital (ROIC) is the ratio of acquisition-adjusted underlying operating profit to adjusted average net assets, including the exclusion of historic goodwill created from the Initial Public Offering (IPO) in 2014

Importance to Genuit

Due to the historical nature of the goodwill arising from the 2014 IPO, management believe that ROIC more fairly reflects business performance than the previously reported ROCE. The calculation for current and prior years is presented in the Five-Year Summary on page 222.

Commentary

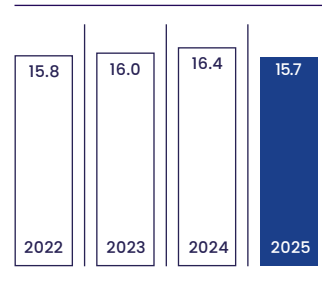
2025 saw improvement towards our medium-term target of 20%.

Link to strategic objectives



UNDERLYING OPERATING MARGIN

15.7%



Underlying operating profit as a percentage of revenue

Importance to Genuit

This metric indicates that we are investing in the right initiatives and operating efficiently, by driving out non-value added costs and delivering productivity gains.

Commentary

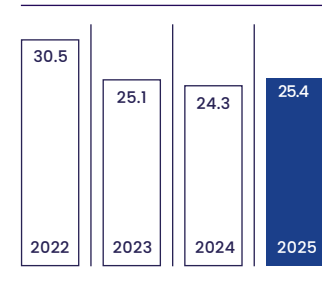
Full year underlying operating margin decreased by 70 bps to 15.7% (60 bps decrease on a like-for-like basis), impacted by National Insurance and National Living Wage increases; margin improvement in SBS offset softer margins in CMS and WMS.

Link to strategic objectives



UNDERLYING DILUTED EPS

25.4p



Underlying diluted earnings per share

Importance to Genuit

This metric provides the Company's investors, in particular, with a consistent indication of the Group's underlying financial performance. Underlying diluted earnings per share is defined in Note 13 on page 197.

Commentary

Underlying diluted earnings per share increased by 4.5%, due to a higher reported operating profit, a reduction in net finance costs and a lower underlying effective tax rate.

Link to strategic objectives



# Growth and outperformance in challenging markets

Tim Pullen  
Chief Financial Officer

*"With a resilient portfolio and a strong balance sheet, we are well positioned to continue outperforming through the cycle."*



## The Group delivered organic revenue growth, driven by the adoption of new solutions in structurally attractive segments and targeted market share gains.

### Revenue and profitability

Group revenue for the year ended 31 December 2025 was £602.1m (2024: £561.3m), which was an increase of 7.3% year-on-year. On a like-for-like basis, excluding the impact of 2024 and 2025 acquisitions, revenue was 3.2% higher than prior year. For the year, UK revenue increased 7.4% and international revenue increased by 6.0%, the latter representing 10.9% of revenue in the year (2024: 11.0%). Second-half revenue increased by 5.3% year-on-year (0.4% increase excluding August and September 2025 acquisitions) following a 9.3% increase in the first half, reflecting the decrease in market activity in the lead up to the UK Government Budget.

Underlying operating profit was £94.4m (2024: £92.2m), an increase of 2.4% on a reported basis (0.4% reduction like-for-like), supported by the growth in revenue but offset by National Insurance headwinds, and some margin softness in WMS and CMS. The Group's underlying operating margin decreased by 70 basis points to 15.7% (2024: 16.4%) as a result.

Profit before tax was £58.2m (2024: £46.3m), an increase of 25.7%.

The Group continued to invest in product development and innovation throughout the year. In 2025, operating profit benefited from £1.6m of HMRC-approved Research & Development expenditure credit (RDEC) (2024: £1.5m).

Underlying profit after tax was higher than the prior year at £64.6m (2024: £61.1m). Underlying basic earnings per share increased by 5.7% to 26.0 pence (2024: 24.6 pence).

Including non-underlying items, profit after tax was £45.2m (2024: £33.5m), and basic earnings per share was 18.2 pence (2024: 13.5 pence).

	2025 £m	2024 £m	Change %
<b>Revenue, operating profit and margin</b>			
Revenue	<b>602.1</b>	561.3	<b>7.3</b>
Underlying operating profit	<b>94.4</b>	92.2	<b>2.4</b>
Underlying operating margin	<b>15.7%</b>	16.4%	<b>(70 bps)</b>

	2025 £m	2024 £m	Change %
<b>Revenue by geographic destination</b>			
UK	<b>536.4</b>	499.3	<b>7.4</b>
Rest of Europe	<b>35.7</b>	32.9	<b>8.5</b>
Rest of World	<b>30.0</b>	29.1	<b>3.1</b>
Group	<b>602.1</b>	561.3	<b>7.3</b>

### Business Unit Review

	2025 £m	2024 £m	Change %	LFL Change %
<b>Revenue</b>				
Climate Management Solutions	<b>178.9</b>	161.6	<b>10.7</b>	<b>5.9</b>
Water Management Solutions	<b>169.5</b>	160.9	<b>5.3</b>	<b>0.5</b>
Sustainable Building Solutions	<b>246.8</b>	231.7	<b>6.5</b>	<b>3.3</b>
	<b>595.2</b>	554.2	<b>7.4</b>	<b>3.2</b>
Other*	<b>6.9</b>	7.1	<b>(2.8)</b>	<b>(2.8)</b>
<b>Total Group</b>	<b>602.1</b>	561.3	<b>7.3</b>	<b>3.2</b>

\* Relates to Polypipe Italia SRL which did not form part of the Group's strategic Business Units in 2024 and 2025 but will form part of the Water Division for 2026 onwards.

	2025 £m	ROS* %	2024 £m	ROS* %	Change bps
<b>Underlying operating profit</b>					
Climate Management Solutions	<b>24.4</b>	<b>13.6</b>	24.0	14.9	<b>(130)</b>
Water Management Solutions	<b>9.6</b>	<b>5.7</b>	13.6	8.5	<b>(280)</b>
Sustainable Building Solutions	<b>59.9</b>	<b>24.3</b>	54.4	23.5	<b>80</b>
	<b>93.9</b>	<b>15.8</b>	92.0	16.6	<b>(80)</b>
Other**	<b>0.5</b>	<b>7.2</b>	0.2	2.8	<b>440</b>
<b>Total Group</b>	<b>94.4</b>	<b>15.7</b>	92.2	16.4	<b>(70)</b>

\* Return on sales (ROS) is equivalent to underlying operating margin (underlying operating profit/revenue).

\*\* Relates to Polypipe Italia SRL which did not form part of the Group's strategic Business Units in 2024 and 2025 but will form part of the Water Division for 2026 onwards.



### Climate Management Solutions

The Climate Management Solutions (CMS) Business Unit is focused on addressing the need for clean, healthy air and low-carbon heating and cooling.

Revenue of £178.9m (2024: £161.6m) in CMS increased by 10.7% versus 2024 (5.9% on a like-for-like basis), reflecting strong year-on-year growth in ventilation, more than offsetting softness in underfloor heating, with a resilient performance in water filtration.

CMS reported an underlying operating margin of 13.6% in 2025, 130 basis points lower than 2024. Growth in ventilation margins year-on-year and gains from GBS in water filtration were offset by lower margins from underfloor heating.

Integration of the Monodraught ventilation business (acquired in August 2025) is proceeding well, with a focus on go-to-market strategy and sales synergies. Monodraught is a market leader in hybrid ventilation systems and is positioned to capitalise on regulatory and structural drivers related to energy efficiency and cleaner, healthier air in the nation's schools and higher education establishments.

Going forward, the Group will refer to this segment as the Climate Division. The Climate Division will benefit from the evolution in regulations and standards for homes and buildings that aim to decarbonise the built environment and adapt to climate change.



### Water Management Solutions

The Water Management Solutions (WMS) Business Unit enables the upgrade of the stormwater and wastewater infrastructure to adapt to increasingly extreme rainfall patterns and address the demand for re-greening urban areas and increasing biodiversity.

Revenue of £169.5m (2024: £160.9m) in WMS increased by 5.3% versus 2024 (0.5% on a like-for-like basis), reflecting a resilient performance in civils, growth in blue-green roofs and stormwater attenuation sales.

WMS reported an underlying operating margin of 5.7% during the year, representing a 280 basis points decline versus prior year, but with margin increasing from 4.6% in H1 to 6.7% in H2 as a result of pricing and cost actions, as well as the deployment of GBS productivity improvements.

The WMS medium-term growth strategy is underpinned by focused commercial activity and product solutions. Going forward in 2026, WMS will be reported as part of the Water Division. The combined Water Division expects to benefit from changes in water management, biodiversity legislation, more effective rainwater collection and reuse, and attenuation of flooding and stormwater runoff in an environment where extreme rainfall events are more prevalent than ever.



### Sustainable Building Solutions

The Sustainable Building Solutions (SBS) Business Unit provides its customers with a range of market-leading products in plumbing and water supply, drainage and other building accessories that enable the decarbonisation of the built environment, the collection and conservation of water in an environment of increasing scarcity, and provides solutions that reduce labour requirements in an economy where skills shortages are prevalent.

SBS delivered revenue of £246.8m (2024: £231.7m), 6.5% higher than prior year (3.3% on a like-for-like basis).

Despite market-driven volume challenges, underlying operating profit margin improved by 80 basis points, driven primarily by effective cost management and the impact of GBS projects on productivity and efficiency.

Integration of the acquired Davidson Holdings businesses is proceeding well, and the three acquired businesses are expected to generate over 20% underlying operating profit in 2026, in line with the Group's medium-term profit target.

Going forward, SBS will be reported as part of the newly formed Water Division.



### Acquisitions

#### Monodraught

On 29 August 2025, the Group acquired 100% of the voting rights and shares of Monodraught Topco Limited ('Monodraught') for an enterprise value of £55.6m on a debt-free and cash-free basis, fully funded via the Group's existing debt facilities. Monodraught is a UK market leader in solutions covering the design, manufacture, commission and maintenance of sustainable ventilation, cooling and heating solutions for new and refurbished commercial buildings, with advanced controls and data management capability and a strong presence in the education sector.

#### Davidson Holdings

On 26 September 2025, the Group acquired 100% of the voting rights and shares of Davidson Holdings Limited ('Davidson'), a group of three businesses, for an enterprise value of £49.0m on a debt-free and cash-free basis, fully funded via the Group's existing debt facilities. The businesses comprise leading brands in the plumbing and heating sectors, including Salamander, Cistermiser & Keraflo and Talon. These brands have strong market positions, primarily in the UK repair, maintenance and improvement sectors of the residential and commercial segments, and benefit from sustainability-led growth drivers.

## Non-underlying items

Non-underlying items decreased to £24.7m (2024: £33.0m) before tax. These included non-cash amortisation of £13.7m (2024: £14.4m), restructuring costs of £5.1m to complete targeted actions to increase the efficiency of operations and reduce the cost base, and acquisition related costs of £3.1m. The prior year included non-cash impairment charges of £12.4m in respect of the Adey business, which had encountered prolonged delays to recovery in market conditions, and no further impairment has been identified in the current year.

In November 2025, the Group began a process to divest Polydeck Limited within the next 12 months; therefore, this business is held-for-sale as at 31 December 2025. This resulted in a one-off Polydeck customer relationship impairment of £1.2m and a fair value adjustment of £0.3m to property, plant and equipment.

The Group incurred £1.3m of costs associated with cloud-based systems transformation. The Group expects this investment to increase in the coming years as it modernises core systems and transforms the management of data, with the goal of transforming operational efficiency and productivity, in combination with the Genuit Business System and enabling future artificial intelligence (AI) based automation.

Non-underlying items comprised:

	2025 £m	2024 £m
<b>Non-underlying items</b>		
Amortisation of intangible assets	13.7	14.4
Impairment of goodwill	–	12.4
Impairment of intangible assets held-for-sale	1.2	–
Impairment of property, plant and equipment held-for-sale	0.3	–
Impairment of right-of-use property	0.2	–
Unwind of inventory fair value adjustments	1.5	–
Restructuring costs	5.1	1.8
Acquisition related costs	3.1	1.1
Systems and transformation costs	1.3	1.1
Software supplier dispute	–	4.3
Employment matters	–	(1.1)
Product liability claim	(0.2)	0.1
Profit on disposal of property, plant and equipment	(1.5)	(1.1)
<b>Non-underlying items before taxation</b>	<b>24.7</b>	<b>33.0</b>
Tax effect on non-underlying items	(5.3)	(5.4)
<b>Non-underlying items after taxation</b>	<b>19.4</b>	<b>27.6</b>

## Exchange rates

The Group trades predominantly in Sterling but has some revenue and costs in other currencies, mainly the US Dollar and the Euro, and takes appropriate forward cover on these cash flows using forward currency derivative contracts, in accordance with its hedging policy.

## Finance costs

Underlying net finance costs decreased to £11.5m (2024: £12.9m), primarily due to lower interest rates during 2025 than 2024, offset by higher net debt post August 2025 due to acquisitions. Group net debt, excluding lease liabilities, increased from £101.6m as at 31 December 2024 to £179.3m as at 31 December 2025, with a corresponding increase in net debt to EBITDA leverage from 0.9 times to 1.5 times. Interest cover was 9.7 times for the year (2024: 8.3 times).

During the year, interest was payable on the RCF at SONIA, plus an interest rate margin ranging from 1.425% to 1.825%. The interest rate margin at 31 December 2025 was 1.825% (2024: 1.625%).

## Pensions

The Group does not have any defined benefit pension schemes and only has defined contribution pension arrangements in place. Pension costs for the year amounted to £9.1m (2024: £6.3m), reflecting the full year impact of the introduction of a salary sacrifice scheme in July 2024 and increased up-take enhancing our employee value proposition.

## Taxation

### Underlying taxation

The underlying tax charge in 2025 was £18.3m (2024: £18.2m), representing an effective tax rate of 22.1% (2024: 23.0%). This was below the composite UK standard tax rate of 25.0% (2024: 25.0%) due to the benefit of Patent Box relief.

### Taxation on non-underlying items

The non-underlying taxation credit of £5.3m (2024: £5.4m) represents an effective rate of 21.5% (2024: 16.4%).

## Earnings per share

	2025 Pence	2024 Pence
<b>Earnings per share</b>		
Basic	18.2	13.5
Underlying basic	26.0	24.6
Diluted	17.8	13.3
Underlying diluted	25.4	24.3

The Directors consider that the underlying basic earnings per share (EPS) measure provides a better and more consistent indication of the Group's underlying financial performance and more meaningful comparison with prior and future periods to assess trends in our financial performance.

Underlying basic EPS increased by 5.7% in 2025.

## Dividend

The final dividend of 8.7 pence (2024: 8.4 pence) per share is being recommended for payment on 3 June 2026 to shareholders on the register at the close of business on 1 May 2026, in line with the Group's progressive dividend policy. The ex-dividend date will be 30 April 2026. The full-year dividend of 12.9 pence per share reflects the strength of the balance sheet and the Board's confidence in the Group's medium-term strategy.

The Group aims to pay a progressive dividend, based on dividend cover of 2.0 times or greater, over the business cycle. The Directors intend that the Group will pay the total annual dividend in two tranches, an interim dividend and a final dividend, announced at the time of publication of the interim and preliminary results.

## Balance sheet

The Group's balance sheet is summarised below.

	2025 £m	2024 £m
Property, plant and equipment	191.4	183.7
Right-of-use assets	29.1	27.0
Goodwill	509.6	451.5
Other intangible assets	163.4	128.7
Net working capital	33.8	27.3
Taxation	(57.2)	(45.8)
Other current and non-current assets and liabilities	0.9	(0.2)
Net debt (loans and borrowings, and lease liabilities, net of cash and cash equivalents)	(208.1)	(129.2)
Net assets	662.9	643.0

The net value of property, plant and equipment has increased by £7.7m, with continued investment in targeted capital expenditure.

## Cash flow and net debt

The Group's cash flow statement is summarised below.

	2025 £m	2024 £m
Operating cash flows before movement in net working capital	112.5	106.5
Add-back non-underlying cash items	12.3	12.7
Underlying operating cash flows before movement in net working capital	124.8	119.2
Movement in net working capital	1.6	9.0
Underlying cash generated from operations (before net capital expenditure)	126.4	128.2
Net capital expenditure excluding non-underlying proceeds of sale	(29.7)	(26.0)
Settlement of lease liabilities	(9.6)	(10.6)
Underlying cash generated from operations after net capital expenditure excluding non-underlying proceeds of sale	87.1	91.6
Income tax paid	(11.9)	(10.4)
Interest paid	(9.7)	(11.4)
Interest received	0.9	–
Non-underlying proceeds of sale	2.1	4.9
Other non-underlying cash items	(12.3)	(12.7)
Settlement of deferred and contingent consideration	–	(1.6)
Debt issue costs	(0.4)	–
Acquisition of businesses net of cash at acquisition	(105.6)	(5.2)
Dividends paid	(31.3)	(30.8)
Proceeds from exercise of share options net of purchase of own shares	3.8	0.8
Other	(0.4)	(0.9)
<b>Movement in net debt – excluding IFRS 16</b>	<b>(77.7)</b>	24.3
Movement in IFRS 16	(1.2)	(3.3)
<b>Movement in net debt – including IFRS 16</b>	<b>(78.9)</b>	21.0

Delivery of strong cash generation remains core to the Group's strategy. The Group's pre-capex underlying operating cash conversion was 102.0% (2024: 107.6%), calculated as underlying operating cash flow divided by underlying EBITDA.

A positive working capital movement in the year was achieved through lower levels of inventory and improved debtor position, achieved through strategic buying and improvements generated by GBS. In 2026, the Group will focus on continuing to achieve over 90% pre-capex operating cash conversion.

Net capital expenditure investment (excluding non-underlying proceeds of sale) increased to £29.7m (2024: £26.0m). The Group has continued to focus on investing in targeted manufacturing facility development, capacity and key strategic and innovative projects.

## Financing

Net debt of £208.1m (2024: £129.2m) comprised:

	2025 £m	2024 £m
Bank borrowings	<b>(225.0)</b>	(146.5)
Cash and cash equivalents	<b>44.8</b>	43.6
Net debt (excluding unamortised debt issue costs)	<b>(180.2)</b>	(102.9)
Unamortised debt issue costs	<b>0.9</b>	1.3
IFRS 16	<b>(28.8)</b>	(27.6)
Net debt	<b>(208.1)</b>	(129.2)
Net debt (excluding IFRS 16 and unamortised debt issue costs): pro-forma EBITDA	<b>1.5</b>	0.9

On 22 July 2025, the Group exercised the option to extend the Sustainability-Linked Revolving Credit Facility (RCF) to 9 August 2028, securing a facility of £310.3m to August 2027 and £285.6m to August 2028, with an uncommitted accordion facility of up to £50.0m. Subsequently, an agreement was signed on 25 September 2025 that increased the committed RCF facility to £350.0m for the term. At 31 December 2025, the amount drawn on the RCF was £175.0m (2024: £121.5m).

On 24 September 2025, the Note Purchase and Private Shelf Agreement, originally dated 10 August 2022, was amended and restated, extending the uncommitted facility to 9 August 2028 for an amount of \$180.0m, c.£133m (previously £125.0m). The Group has £25.0m issued loan notes from the original agreement dated 10 August 2022, with a repayment date of 9 August 2029. On 20 October 2025, a further £25.0m of loan notes were issued from the amended shelf agreement, with a repayment date of 20 October 2032, leaving an uncommitted facility of c.\$145m at 31 December 2025 (c.£107m).

The Group is subject to two financial covenants. At 31 December 2025, there was significant headroom. Facility interest cover and net debt to EBITDA (leverage) covenants were comfortably achieved:

Covenant	Covenant requirement	Position at 31 December 2025
Interest cover	>4.0:1	<b>9.7:1</b>
Leverage	<3.0:1	<b>1.5:1</b>

## Going concern

The Group continues to meet its day-to-day working capital and other funding requirements through a combination of long-term funding and cash deposits. The Group's bank financing facilities consist of a £350.0m Sustainability-Linked RCF until August 2028, with an uncommitted accordion facility of up to £50.0m. In addition, there are two seven-year private placement loan notes of £25.0m each, with an uncommitted c.£107m shelf facility. At 31 December 2025, liquidity headroom (cash and undrawn committed banking facilities) was £219.8m (2024: £272.1m).

The Group's focus will continue to be on de-leveraging, and its net debt to EBITDA ratio stood at 1.5 times pro-forma EBITDA at 31 December 2025 (2024: 0.9 times). This headroom means the Group is well positioned, with a strong balance sheet.

As a result, the Directors have satisfied themselves that the Group has adequate financial resources to continue in operational existence for a period of 22 months to 31 December 2027. Accordingly, they continue to adopt the going concern basis in preparing the consolidated financial statements.

## Forward-looking statements

This report contains various forward-looking statements that reflect management's current views with respect to future events and financial and operational performance. These forward-looking statements involve known and unknown risks, uncertainties, assumptions, estimates and other factors, which may be beyond the Group's control, and which may cause actual results or performance to differ materially from those expressed or implied from such forward-looking statements. All statements (including forward-looking statements) contained herein are made and reflect knowledge and information available as of the date of preparation of this report, and the Group disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements, due to the inherent uncertainty therein. Nothing in this report should be construed as a profit forecast.

**Tim Pullen**  
Chief Financial Officer

10 March 2026

# Sustainability

Sustainability is at the heart of our business, and our targets provide the framework for driving improvements

## Climate change target

We are committed to reducing the greenhouse gas emissions from our operations and products by focusing on reducing overall emissions without resorting to carbon offsetting and reaching net-zero by 2050

# Net-zero

90% reduction of absolute scopes 1, 2 & 3 emissions by 2050 from 2021 baseline year

# 30%

reduction of absolute scopes 1 & 2 emissions by 2027 from 2021 baseline year

# 66%

reduction in CO<sub>2</sub>e emissions intensity by 2025 from a 2019 base year (scopes 1 & 2)

## Circular economy target

We want to continue to lead the industry in our usage of recycled polymers, as well as a focus on reducing our own waste, to become a zero-to-waste operation

# 62%

of our polymer tonnage is to be from recycled inputs by 2025



## Sustainable solutions target

Given our focus on growth drivers are linked to the sustainability agenda, we recognise that these challenges will only be met by developing new products, produced in the most sustainable ways

# 25%

of our revenue coming from products launched within the preceding five years by 2025



## Our people target

We recognise the contribution that a diverse group of colleagues makes to the achievement of our goals. We also believe that providing development pathways in the workplace is a key enabler of social mobility

# 5%

of colleagues to be in accredited Earn and Learn programmes by 2025



At Genuit Group, we enable our customers to create a more sustainable built environment by providing the solutions they need to future-proof places that support thriving communities and growing economies.

Expectations of the built environment to solve the urgent challenges facing our infrastructure, buildings, communities and planet have never been greater. Across the Group, we are dedicated to creating sustainable solutions, fostering sustainable practices and reducing carbon emissions across our operations as we pave the way towards a greener, more resilient built environment. We do this by becoming a sustainable, low-carbon business ourselves, as well as delivering sustainable solutions at scale.

Society must cater for more frequent bouts of extreme rainfall, and deliver the transition to lower-carbon heating and cooling. The Group is focused on addressing and supporting this transition. We want to be the lowest-carbon supplier of choice for our customers, and by driving carbon out of our businesses and the supply chain we are making this a reality (see page 40 for further details). Our 2021 to 2025 Sustainability Framework set our short-term agenda on sustainability and showcases the significant progress we have made over that period (further information can be found on page 34). As set out on page 36, we have produced a new materiality assessment to inform our updated and revised sustainability targets, as the 2021-2025 framework has matured.

The Group have near-term and 2050 targets that were approved by the Science Based Target initiative (SBTi). As part of this process, we have committed to reducing our scopes 1 & 2 greenhouse gas (GHG) emissions of 30% by 2027 from a 2021 baseline year.

This goes beyond the already significant reductions achieved; in scopes 1 & 2 emissions between 2019 and 2025, we achieved reductions approaching 70%.

Scope 3 GHG emissions from the goods and services we purchase form the second largest category. In this area, we recognise the key role that our supply chain plays and therefore, we engage with our suppliers so that they reduce their carbon impact, which, in turn, supports the Group strategy. By 2027, we will ensure that the suppliers who account for 83% of our purchased goods and services emissions will have science-based carbon reduction targets in place. Going further, the Group has also committed to long-term reductions in GHG emissions by 2050 of 90%.

Scope 3 GHG emissions associated with the use of sold products for example electricity consumed over the life of the product, is the largest category, following a re-assessment in 2025. In this area, we have focused on providing energy efficient products and solutions that displace higher-carbon alternatives, for example, Air Source Heat Pumps and Mechanical Ventilation and Heat Recovery units that can exhibit lower carbon emissions during their operation than, a natural gas boiler.



Carbon emissions avoided through biodiesel use

978

tonnes of carbon avoided during 2025 through the use of biodiesel. This compares to 262 tonnes avoided through the use of biodiesel in 2024.

The Group has adopted a manufacturing approach based upon circular economy principles, minimising the consumption of raw materials and maximising the re-use of so-called 'waste materials'. We envisage a future where fewer resources are discarded and, instead, re-purposed or recycled. We aim to maintain our high proportion of production of new products using recycled materials that have already served their initial purpose within the economy and society, reducing reliance on virgin materials. In moving to a circular economy, there will be a reduction in the use of virgin materials, and, as a consequence, society will benefit from a reduction in waste destined for disposal, a reduction in materials lost into the environment, and a reduction in carbon impact (CO<sub>2</sub>e emissions), as the majority of embedded carbon in products is associated with the first use of virgin materials (plastic, cement, steel and aluminium).

We have embraced this circular economy approach by prioritising the use of recycled polymers at our manufacturing facilities, and establishing targets to maximise their utilisation.

Consequently, by increasing our use of recycled polymers to support a transition to a circular economy, we not only reduce our supply chain's carbon footprint but also achieve a significant reduction in our scope 3 GHG emissions. Recycled polymers generally exhibit lower embedded carbon compared to virgin materials and, in some cases, this can be up to 90% lower. On page 39 we share a case study of how this works in practice.

# Our sustainability framework 2021-2025

	Advancing the circular economy	Developing sustainable solutions	Tackling climate change	Investing in an engaged and diverse workforce
Our 2025 targets	<p><b>62%</b></p> <p>of our polymer tonnage is to be from recycled inputs. This represents the current available ceiling, given the standards regimes governing the use of recycled materials.</p>	<p><b>25%</b></p> <p>of our revenue coming from products launched within the preceding five years (Vitality Index).</p>	<p><b>66%</b></p> <p>reduction in CO<sub>2</sub>e emissions intensity from a 2019 base year (scopes 1 &amp; 2).</p>	<p><b>5%</b></p> <p>of colleagues to be in accredited Earn and Learn programmes.</p>
2024 achievement	<b>52.0%</b>	<b>18.0%</b>	<b>54.4%</b>	<b>18.5%</b>
Our progress	<p>Our use of recycled polymers decreased to 50.6% of our total tonnage consumption in the year, due in part to a machine processing issue in the second half of 2025.</p> <p>Over the five-year period, we have made strong progress in the use of recycled polymers. We continue to prioritise reductions in embedded carbon alongside the use of recycled polymers to achieve the optimum balance and positive sustainability outcome. The result below excludes current-year acquisitions.</p>	<p>The result was impacted by high-value innovations moving out of the five-year qualifying window. These will be replaced, but this will take time to deliver.</p> <p>We continue to focus on product innovation in order to deliver improvements in our product offerings and sustainability performance.</p> <p>The result below excludes current-year acquisitions.</p>	<p>2025 saw a significant improvement in carbon intensity, driven by actions taken to increase the use of biodiesel, as outlined on page 33. As a result, we have achieved a significant reduction in carbon intensity between 2021 and 2025.</p> <p>We also saw a reduction in energy consumption by 1.6%.</p> <p>Renewable electricity purchases increased from 96.3% to 98.7%.</p>	<p>We continued our fantastic progress by maintaining our focus on employee learning, apprenticeships and graduate programmes.</p>
2025 achievement	<p><b>Recycled materials</b></p> <p><b>50.6%</b></p>	<p><b>Vitality Index</b></p> <p><b>16.4%</b></p>	<p><b>Carbon reduction (intensity) Cumulative reduction of</b></p> <p><b>61.6%</b></p>	<p><b>Percentage in Earn and Learn programmes</b></p> <p><b>18.9%</b></p>

# Our sustainability framework 2026–2030

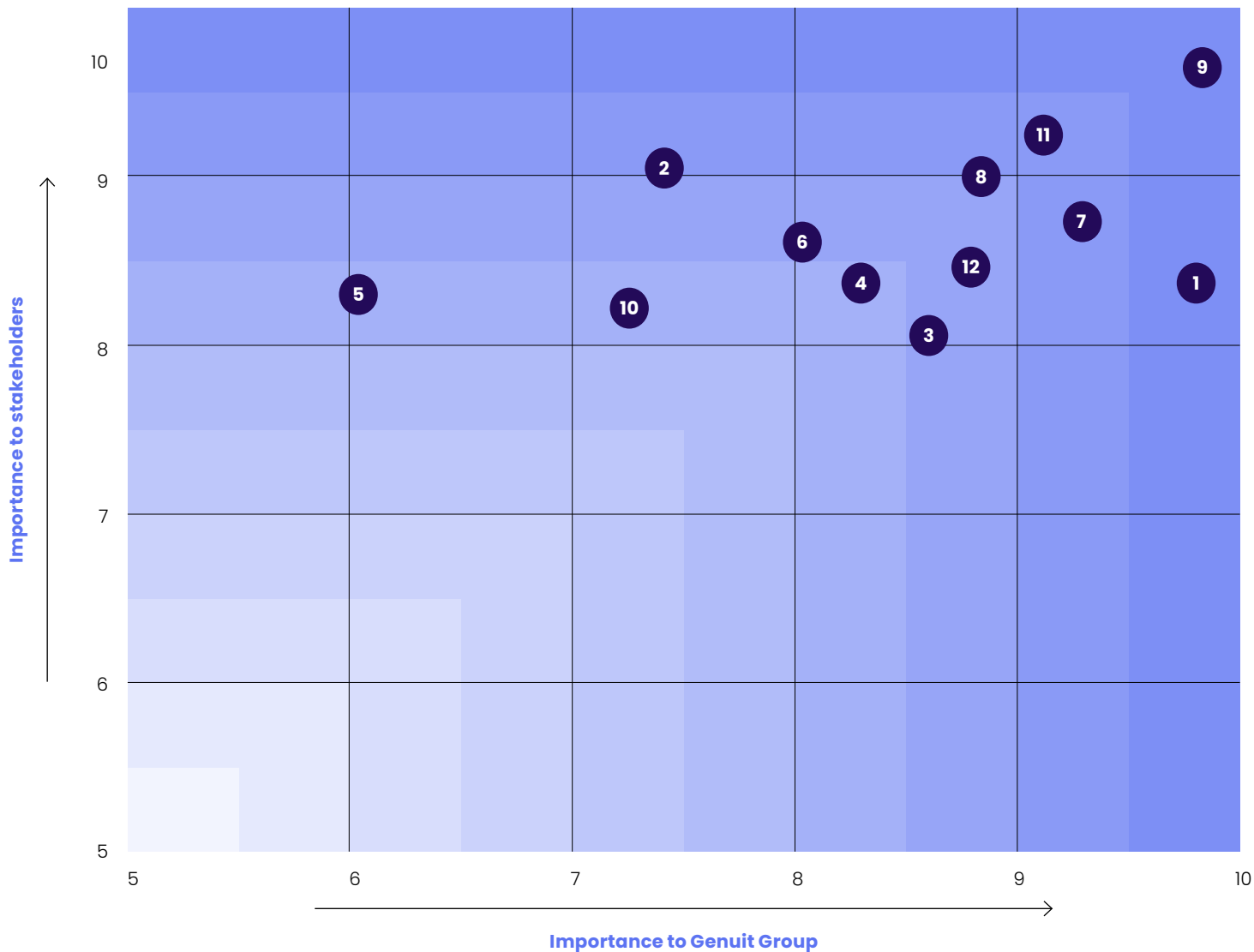
## Sustainability materiality assessment

The Group will drive the transition towards a more resilient and sustainable built environment.

As UK and global regulatory standards, such as the Corporate Sustainability Reporting Directive (CSRD) and International Financial Reporting Standards (IFRS) Sustainability Disclosure Standards continue to evolve, organisations must prioritise the environmental, social, and governance (ESG) issues that most significantly impact their businesses and the world at large. To assist in the prioritisation of ESG topics, a materiality assessment is often used to support the setting of ESG priorities and targets. A sustainability materiality assessment is a strategic process that is used to identify and prioritise the ESG issues that are most significant to their operations and stakeholders.

During the year, the Group prepared a materiality assessment covering a wide range of topics based on the European Union’s CSRD criteria, with supplementary topics specific to Genuit’s context. The assessment was completed by a range of internal and external stakeholders, including employees, suppliers, customers, regulators and other stakeholders. The CSRD requirements did not apply to the Group in the reporting period. The results are presented opposite and have been used in the development of the new Sustainability Framework.

[Read more page 36](#)



**Key**

- 1 Climate change
- 2 Pollution
- 3 Water use and discharges
- 4 Raw materials
- 5 Land use
- 6 Biodiversity and ecosystem
- 7 Product safety and sustainability
- 8 Human rights and ethics
- 9 Workplace safety
- 10 Local communities
- 11 Data privacy
- 12 Governance



**Post-2025 Sustainability Framework**

The Group has implemented and reported against a range of sustainability metrics for many years, helping to shape the direction of the business and reduce its environmental impact.

The previous target period matured in 2025 where we delivered strong progress across a range of topics, as outlined on page 34. To support and guide our continued progress towards a more sustainable future, we have updated our KPIs and reporting metrics covering a range of ESG topics. These revised KPIs and metrics were devised by taking into account a wide range of stakeholder priorities through benchmarking, direct discussions and were informed by the materiality assessment. These KPIs and reporting metrics position the Group as a leader in decarbonisation and circular economy practices within the building products and services sector.

Relevance of metric to strategic theme (with 5 being most relevant)



Category	Metric Topic	Metric Description	Growth	Sustainability	GBS	People
Environmental	Scopes 1 & 2 GHG emissions	Reduction in absolute scopes 1 & 2 GHG emissions	5	5	1	5
	Scope 3 category 1 GHG emissions	Reduction in absolute scope 3 category 1 GHG emissions	5	5	1	5
	Renewable energy use	Percentage of annual purchased electricity sourced from renewable sources	5	5	1	5
	Sustainable innovation pipeline	Percentage of R&D projects focused on developing sustainable products, services and manufacturing processes (% measured on the number of projects)	5	5	1	5
	Product life cycle analysis	Revenue in the previous calendar year covered by product life cycle assessments	5	5	1	3
Social	Health and safety performance	Lost Time Incident Rate (LTIR)	3	5	1	5
	Employee satisfaction	Overall employee Engagement Survey score	5	5	3	5
	Diversity and inclusion (D&I)	Average of inclusiveness, non-discrimination and diversity scores from the engagement survey	5	5	3	5
Governance	Board independence	Percentage of Board members independent of material, financial, or personal relationships with the Company, its executives, or major shareholders	3	3	3	3

## Developing sustainable solutions

The Group's purpose is to create sustainable living by developing sustainable solutions for the built environment.

### In our businesses

We are committed to significantly reducing our carbon emissions, and achieving net-zero by 2050. In the near term, we plan to reduce our scopes 1 & 2 carbon emissions by 30%, without offsetting.

As shown in our greenhouse gas (GHG) inventory on page 41 we have reduced our scopes 1 & 2 emissions year-on-year. As part of that progressive reduction we focus on energy efficiency across the Group. To support the most energy intensive sites, we have externally certified ISO 50001 energy management systems, providing a clear focus on energy management and reduction.

The Group's absolute scopes 1 & 2 GHG emissions were 11% lower than in the 2024 reporting period. This resulted in the Group achieving an emissions intensity of 0.105 tonnes of CO<sub>2</sub>e per tonne of production during 2025, a strong performance year-on-year.

### In our solutions

Carbon emissions from the raw materials we purchase form a significant portion of our GHG inventory. In this area, we recognise the key role that our supply chain plays; therefore, we have set a target to engage with our suppliers so that they reduce their carbon impact.

We are also aware of what we can do ourselves. The transition to recycling and other low-carbon material choices will continue to play a key role for us. Using recycled polymers has a significantly lower-carbon impact than virgin polymers, and the use of recycled materials is key to increasing and enhancing the circular economy benefits that come with using materials that can be recycled, repeatedly, throughout the manufacturing process.

As part of our Sustainable Solutions for Growth strategy, we will provide solutions that are considered the most sustainable and economically viable solutions at that point in time. By offering polymer alternatives to legacy materials such as concrete or copper, we are able to offer more sustainable products than those legacy alternatives.

However, technology is not at a standstill, and we continue to invest in areas such as bio-polymers and chemical recycling, to investigate ways to raise the bar of sustainability even higher. We continue to call for product standards regimes to be less prescriptive on how products are made, without compromising on performance, and to allow for recycled content to be used in place of virgin polymers.



Lowest-carbon supplier of choice

# 57%

Life cycle analysis (LCA) revenue coverage

Over the last three years the Group has made significant progress in undertaking and publishing third party-verified Environmental Product Declarations (EPDs) and, specifically at Nuaire, a bespoke system based on the CIBSE TM65 methodology guidance. This has resulted in achieving 57% LCA coverage against product sales revenue.

# 64%

Lowest-carbon product supplier

Having a robust LCA is only part of the journey. During 2025, we undertook analysis to investigate how we are performing compared to peers on global warming potential (GWP) across a range of products. Based on the appropriate published competitor EPDs, Genuit made 546 product carbon comparisons and, of those comparisons our products were lower-carbon, as measured by GWP, in 350 instances.

# Emissions value chain

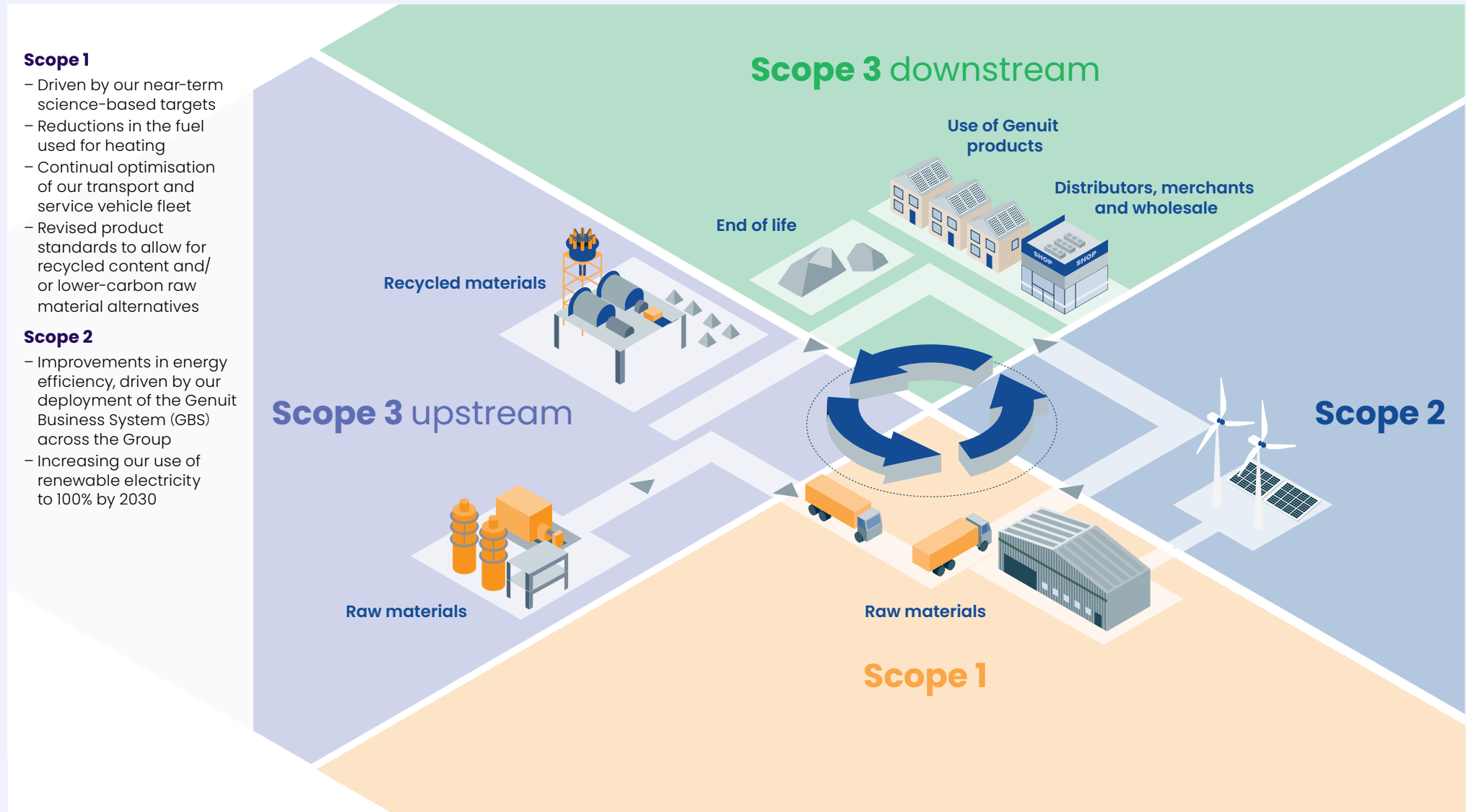
Genuit recognises the importance of the value chain in achieving our long-term net-zero targets. By overlaying our greenhouse gas inventory on our product life cycles, we can see where we need to prioritise and focus our improvement activities.

### Scope 3 upstream

- Working with our suppliers to ensure that the value chain embraces science-based targets
- Using lower-carbon raw materials
- Optimising our manufacturing processes and designs to minimise raw material use

### Scope 3 downstream

- Working with customers to optimise transport and provide pre-consumer recycling options where possible
- Supporting and driving the circular economy



### Scope 1

- Driven by our near-term science-based targets
- Reductions in the fuel used for heating
- Continual optimisation of our transport and service vehicle fleet
- Revised product standards to allow for recycled content and/or lower-carbon raw material alternatives

### Scope 2

- Improvements in energy efficiency, driven by our deployment of the Genuit Business System (GBS) across the Group
- Increasing our use of renewable electricity to 100% by 2030

# Tackling climate change

The Group has set ambitious near-term and long-term greenhouse gas (GHG) reduction targets to achieve net-zero reductions in line with the latest climate science.

We are committed to significant reductions in our carbon emissions and in achieving net-zero by 2050 and the Group's climate-related targets include a commitment to reducing emissions in the near term along with the long term. The establishment of science-based climate change targets is key to providing a robust framework to guide climate action.

Going beyond the SBTi near-term targets, and recognising the need to reduce carbon across the whole supply chain in order to achieve long-term targets, Genuit is also committed to reducing absolute scope 3 GHG emissions for our purchased goods and services, and had already achieved the 2027 target by 2023.

The Group's previously established carbon target of reducing the CO<sub>2</sub>e intensity remains a key element of our sustainability disclosure and is aligned with and complementary to our science-based targets (SBTs).

Moving forward, we will place greater emphasis on absolute carbon numbers, which is consistent with our SBTs and reflects that preference.

As described above, reducing the carbon emissions from our supply chain is an important initiative for the Group, given that 98% of our total 2025 carbon emissions fell within scope 3. By 2027, 83% of our suppliers covering 'Purchased Goods and Services' emissions will have science-based carbon reduction targets. In 2025, 32% of our emissions were from purchased goods and services supplied by partners who had an SBT. We continue to engage with our suppliers on science-based targets to support reductions in carbon emissions across the supply chain.

During 2025, the Group continued to source and use significant volumes of recycled materials, leading the sector in the use of recycled polymers, and achieving a level of 50.6% during the year. As a result, we see our EPD carbon values being some of the lowest in our sector when compared with our competitors, either in terms of like-for-like or dissimilar raw materials, driven by our focus on the circularity of materials and the decarbonisation of operations and energy.

By offering polymer alternatives, made from either recycled or virgin sources, to legacy materials such as concrete or copper, we are able to offer lower-carbon products than those legacy alternatives. In the majority of cases, we are the lowest-carbon supplier, demonstrating that the hard work to progress our EPDs is making a real difference (see page 37 for further details).



We aim to use our leadership position as a way of driving change and to ensure that our customers have access to products that will reduce their scope 3 carbon impacts. With this in mind, we are also conscious that designers, engineers and building owners need empirical evidence to allow them to make informed decisions regarding their own carbon impact.

In 2025, we disclosed our climate-related data through the Climate Disclosure Project (CDP), meaning that we have joined thousands of companies, public authorities, cities, states, and regions around the world who are committed to transparency and sustainability.

Now, more than ever, all organisations need to measure and understand their environmental impacts, surfacing the data that helps them make smarter decisions for people, the planet, and profit. Our own CDP Climate assessment score was 'B', reflecting our strong ambition to drive real change.

We leverage recycled materials to drive down the carbon intensity of our products and decrease our Group-wide GHG inventory

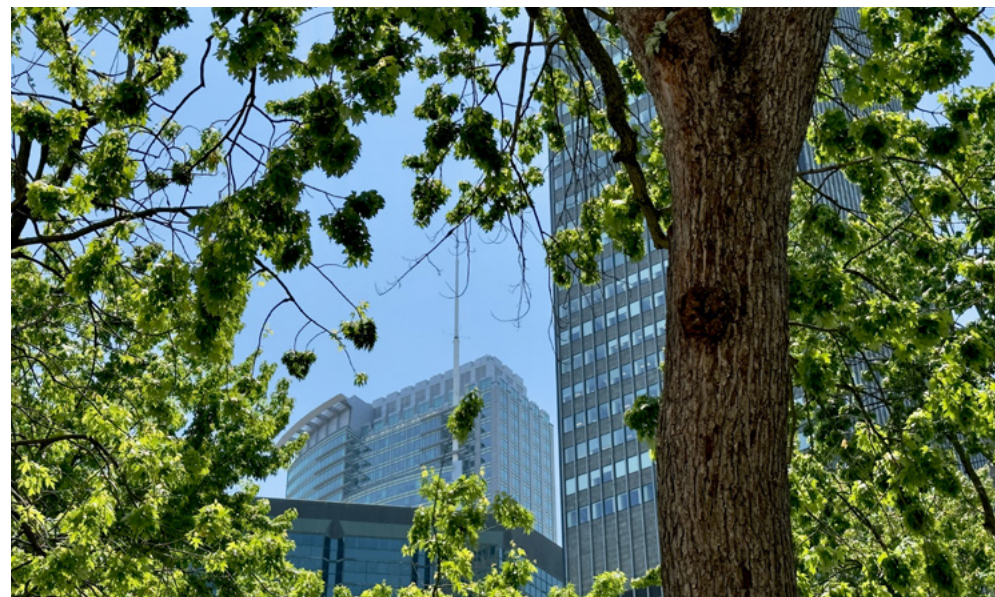
# 50,085

tonnes of carbon avoided during 2025 by utilising recycled polymers.

This total represents the difference in emissions between the recycled polymers usage in 2025 and the theoretical emissions if the same volume had been supplied from virgin polymers.

Our climate targets

Science Based Targets initiative (SBTi) approved target	Target value	Current performance	Target year
Reduction in scopes 1 & 2 GHG emissions intensity (tCO <sub>2</sub> e/t) (versus 2019 baseline year)	66%	61.6%	2025
Reduction in absolute scopes 1 & 2 GHG emissions (tCO <sub>2</sub> e) (versus 2021 baseline year)	30%	39.4%	2027
	90%		2050
Reduction in absolute scope 3: category 1 Purchased Goods and Services GHG emissions (tCO <sub>2</sub> e) (versus 2021 baseline year)	13%	38.1%	2027
Suppliers by emissions covering purchased goods and services with science-based targets	83%	31.6%	2027
Annual sourcing of renewable electricity	100%	98.7%	2030
Reduction in absolute scope 3 GHG emissions (tCO <sub>2</sub> e) (versus 2021 baseline year)	90%	-70.0%	2050



Genuit Group GHG inventory for 2025

We made excellent progress across all three GHG emissions scopes, with a reduction of 6% in scope 1, 63% in scope 2, and 9.9% in scope 3 category 1: Purchased Goods and Services year-on-year.

As described on page 41, due to a revision of category 1I: Use of Sold Products, overall scope 3 emissions increased versus the 2021 baseline year.

Our carbon intensity has reduced by 61.6% since the base year of 2019. Table 1 on page 41 presents our full GHG inventory, while the table shown to the left presents our progress against our climate targets.

To support our efforts to reduce scope 2 emissions, we increased our purchase of renewable electricity from 96.3% to 98.7%, as well as driving improvements in energy efficiency, where we saw a decrease of 1.6% in energy consumption.

During 2025, we increased the use of biodiesel in our Heavy Goods Vehicle fleet, supporting a reduction in scope 1 emissions.

[Read more on page 33](#)

**Table 1: Greenhouse gas inventory**

	Base year value 2021 (tCO <sub>2</sub> e)	Emissions covered by targets (tCO <sub>2</sub> e) (%)	2024 reporting value (tCO <sub>2</sub> e)	2025 reporting value (tCO <sub>2</sub> e)
Scope 1 (tCO <sub>2</sub> e)	19,547	19,547 (100%)	13,063	<b>12,278</b>
Scope 2 (market-based) (tCO <sub>2</sub> e)	1,487	1,487 (100%)	1,264	<b>468</b>
<b>Total scopes 1 &amp; 2 (market-based) (tCO<sub>2</sub>e) (ABSI)</b>	21,034	21,034 (100%)	14,327	<b>12,746</b>
Scope 2 (location-based) (tCO <sub>2</sub> e)	18,757		15,234	<b>12,765</b>
<b>Electricity</b>				
<b>Total electricity use (MWh)</b>	81,102	81,102 (100%)	71,547	<b>70,045</b>
Electricity procurement from renewable sources (MWh)	76,236		68,926	<b>69,132</b>
% of electricity from renewable sources (OI)	94.0%		96.3%	<b>98.7%</b>
<b>Scope 3 (tCO<sub>2</sub>e)</b>				
Category 1: Purchased Goods and Services	335,282	335,282 (100%)	230,264	<b>207,573</b>
Category 2: Capital Goods	17,803		10,780	<b>10,292</b>
Category 3: Fuel- and Energy-Related Activities	10,879		5,029	<b>4,749</b>
Category 4: Upstream Transportation and Distribution	9,204		8,816	<b>12,073</b>
Category 5: Waste Generated in Operations	1,052		555	<b>401</b>
Category 6: Business Travel	636		1,390	<b>1,032</b>
Category 7: Employee Commuting	6,932		4,085	<b>4,645</b>
Category 8: Upstream Leased Assets	n/a		n/a	<b>n/a</b>
Category 9: Downstream Transportation and Distribution	6,002		7,414	<b>10,927</b>
Category 10: Processing of Sold Products	n/a		n/a	<b>n/a</b>
Category 11: Use of Sold Products	564,766		387,120	<b>423,289</b>
Category 12: End-of-Life Treatment of Sold Products	3,054		921	<b>620</b>
Category 13: Downstream Leased Assets	n/a		n/a	<b>n/a</b>
Category 14: Franchises	n/a		n/a	<b>n/a</b>
Category 15: Investments	n/a		n/a	<b>n/a</b>
Total scope 3 categories 1-15 (tCO <sub>2</sub> e)	395,308		656,374	<b>675,601</b>
<b>Total scopes 1, 2 (market-based) &amp; 3 (tCO<sub>2</sub>e)</b>	976,644		670,701	<b>688,347</b>
Suppliers of purchased goods and services with science-based targets (% Coverage of scope 3: category 1) (O2)	-		28%	<b>32%</b>

Notes: a) The Group performed a full inventory assessment of its scopes 1, 2 & 3 emissions during 2025. b) 2% of the GHG inventory is based on estimates including, scope 3: category 7 which was based on an employee survey, and scope 3 category 1 where a minor amount of activity was estimated. c) Scope 3: category 2 – 7, 9, 11, 12 and 13 excludes Monodraught and the Davidson group of companies activity data. d) Following a materiality assessment, categories 8, 10, 13, 14 and 15 were not deemed relevant to the nature of the business and marked as n/a. e) Data is prepared following the GHG Protocol methodologies along with the following notes and alternative methodologies: f) Category 1 for the Nuair business is undertaken using the methodology defined in the standard 'Embodied carbon in building services: a calculation methodology CIBSE TM65: 2021'. g) Emissions of the following gases are not disclosed: CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs, and SF<sub>6</sub> however Genuit shows CO<sub>2</sub> equivalent emissions. h) Category 11 emissions have been restated for 2021 and 2024. i) Category 6 emissions have been restated for 2024 following a review.

**Boundary, methodology and exclusions**

In producing the 2025 energy and GHG data, we used updated emissions factors (including country specific grid intensity factors) in line with the GHG protocol and reflecting changes to those published emission factors.

An 'operational control' approach has been used to define the GHG emissions boundary. This approach captures the emissions associated with the operation of all Group buildings, such as warehouses, offices, and manufacturing sites, and Company-owned transport. This information was collected and reported in line with the methodology set out in the UK Government's Environmental Reporting Guidelines. Emissions have been calculated using the latest conversion factors provided by the UK Government or other appropriate agency. The reporting period is from 1 January to 31 December. There are no material omissions from the mandatory reporting of scopes 1 & 2 emissions and include the acquired businesses of Monodraught and the Davidson group of companies from the time of acquisition.

We have obtained limited assurance over our 2025 scope 1 GHG emissions, scope 2 GHG emissions (locations- market-based) and GHG intensity (scopes 1 & 2) per tonne of production data from Ernst & Young LLP; [the GHG Assurance Report can be found on the Company's website](#).

The reporting of scope 3 emissions is in line with the GHG protocol. Scope 3 data for Monodraught and the Davidson group of companies, which were both acquired in September 2025, have not been included. These will be included and reported in our scope 3 reporting for 2026. As reported in our Annual Report and Accounts 2024, Sky Garden and Omnie & Timoleon were omitted from scope 3 disclosures in 2024 and have been successfully integrated into our scope 3 reporting for the full calendar year of 2025.

Following a re-assessment with a third party, category 11 emissions for 2021 and 2024 have been restated, with the updated methodology being used for 2025. Category 6 had a restatement for 2024. These resulted in an increase in emissions in the relevant years.

### Energy use and reporting

We aim to minimise the impact of our operations on the environment, and sustainability is a key feature of our products and their associated impact.

Our injection moulding and extrusion operations use significant amounts of electricity. We monitor our electricity usage very closely, even at a machine level, and take a proactive approach to improving energy efficiency. Based on the type and nature of our production processes, energy and carbon emissions are some of our largest environmental impacts.

The following tables detail the energy consumption and GHG emissions from the activities of the Group during the period from 1 January 2025 to 31 December 2025. Our total GHG emissions, reportable under Streamlined Energy and Carbon Reporting (SECR) during the period specified above, were 14,138 tonnes CO<sub>2</sub>e. This figure has been derived using the UK Government’s most recent GHG Conversion Factors for Company Reporting (2025) and other appropriate emission factors. This is in line with standard industry practice and allows fair comparison with other UK businesses. The scope 3 emissions presented in Table 3 include transmission and distribution (T&D) losses and emissions from business travel in private vehicles (grey fleet), in line with previous submissions.

A full scope 3 inventory is presented in Table 1 on page 41.

The Group’s SECR reported that scopes 1, 2 & partial scope 3 (grey fleet and T&D losses) GHG emissions were 10.6% lower than in the 2024 reporting period. This resulted in the Group achieving an emissions intensity of 0.105 tonnes of CO<sub>2</sub>e per tonne of product during 2025.

### Energy efficiency initiatives and SECR reporting

The UK’s Streamlined Energy and Carbon Reporting Regulations (SECR) require companies to provide information in our Directors’ Report on the energy efficiency initiatives carried out during the financial year. A number of our production sites operate an energy management system certified to the international standard ISO 50001, and we have production sites that are included in the UK Government Climate Change Agreement (CCA) scheme. During 2025, the business complied with the UK’s Energy Savings Opportunity Scheme (ESOS) Phase 3 compliance deadline, with site-based energy audits and the identification of energy-saving projects. These, along with CCA audits and the continuous improvement required by ISO 50001, have given the sites and the Group a wide range of energy reduction programmes to take forward in the short term.

During 2025, we achieved a reduction of 1.6% in energy consumption (see Table 4).

Our focus on reducing scopes 1 & 2 emissions, measured by absolute emissions and emissions intensity, alongside the Genuit Business System, and energy efficiency programmes are supporting improvements in both carbon emissions reduction and improvements in energy efficiency.

UK legislation requires the public reporting of scopes 1 & 2 emissions, with the reporting of scope 3 emissions for quoted companies being optional. Tables 2 and 3 present limited scope 3 emissions resulting from the losses associated with the use of grid electricity and grey fleet use, in order to maintain year-on-year comparisons. Full reporting of scope 3 emissions is shown in Table 1 on page 41.



**Table 2: Group GHG emissions (tonnes CO<sub>2</sub>e) by source and reporting period for SECR reporting**

Source	2025	2024	Change	Percentage share
Fuel combustion (stationary)	<b>3,957</b>	3,836	3.2%	27.9%
Fuel combustion (mobile)	<b>8,315</b>	9,390	11.5%	58.8%
Fugitive emissions (F-gas)	<b>6</b>	57	89.2%	0.04%
Purchased electricity, T&D losses and grey fleet	<b>1,860</b>	2,536	26.7%	13.2%
<b>Total emissions (tCO<sub>2</sub>e)</b>	<b>14,138</b>	15,819	10.6%	100%

The 2025 emissions figure for purchased electricity given above (and used throughout) reflects our investment in a zero-carbon electricity tariff for the majority of the estate. In the terms of the GHG Protocol, this is called ‘market-based’ reporting, as opposed to ‘location-based’ reporting. Location-based reporting does not take into account the electricity supply contracts that a company has and instead uses a national carbon emissions factor for electricity. Following the location-based methodology (which is required to be reported under SECR regulations alongside market-based figures), our 2025 emissions from electricity were 12,765tCO<sub>2</sub>e (excluding transmission and distribution (T&D) losses and grey fleet), giving total emissions of 25,043tCO<sub>2</sub>e and an intensity of 0.206tCO<sub>2</sub>e per tonne of production – a 20.3% reduction year-on-year.

**Table 3: Group GHG emissions (tonnes CO<sub>2</sub>e) by scope and reporting period for SECR reporting**

Emissions scope	2025	2024	Change	Percentage share
Scope 1	<b>12,278</b>	13,063	6.0%	86.84%
Scope 2	<b>468</b>	1,264	63.0%	3.31%
Scope 3 (limited scope)*	<b>1,392</b>	1,492	6.7%	9.85%
Total emissions (tCO <sub>2</sub> e) SECR*	<b>14,138</b>	15,819	10.6%	100%
Total emissions (tCO <sub>2</sub> e) of scopes 1 & 2	<b>12,746</b>	14,327	11.0%	
Output (tonnes of production)	<b>121,487</b>	115,138	5.5%	
Intensity (tCO <sub>2</sub> e per tonne of production)	<b>0.105</b>	0.124	15.7%	

\* Scope 3 emissions resulting from the transmission and distribution losses associated with the use of grid electricity and the grey fleet, which is defined as the use of personal vehicles used for business purposes.



When the SECR-related emissions are split by type, as shown in Table 2, it is fuel combustion in transportation and the combustion of fossil fuels at our sites that make up the largest portion of the portfolio, at 86.7%.

Table 4 below shows the total energy consumption for the Group and the split in energy source/fuel type. We can see a reduction in energy consumption for other fuels, including natural gas for heating and transport fuel, year-on-year. The Group energy consumption, shown in megawatt hours (MWh) by type and reporting period, was as follows:

### UK and global consumption

A requirement of SECR reporting for applicable companies is that they provide information on the split of their scopes 1, 2 & 3 emissions, divided between those that are emitted by UK sites and those emitted by sites in their portfolio outside of the UK.

**Table 4: Energy consumption (MWh) by type and reporting period**

Emissions scope	2025	2024	Change	Percentage share
Other fuel (MWh) (including transmission and distribution losses)	<b>27,214</b>	26,671	2.0%	20.0%
Transport fuel (MWh)	<b>38,701</b>	39,976	3.2%	28.5%
Electricity (MWh) (delivered)	<b>70,045</b>	71,547	2.1%	51.5%
Total consumption (MWh)	<b>135,690</b>	138,194	1.6%	100%

**Table 5: Energy consumption (MWh) by type and reporting period**

Territory	Scope	tCO <sub>2</sub> e	MWh
UK	1	<b>12,181</b>	<b>52,289</b>
Global		<b>97</b>	<b>440</b>
UK	2	<b>418</b>	<b>68,428</b>
Global		<b>50</b>	<b>1,617</b>
UK	3*	<b>1,363</b>	<b>6,058</b>
Global		<b>29</b>	<b>128</b>
Total		<b>14,138</b>	<b>135,960</b>

\* Scope 3 emissions resulting from the transmission and distribution losses associated with the use of grid electricity and the grey fleet, which is defined as the use of personal vehicles used for business purposes.

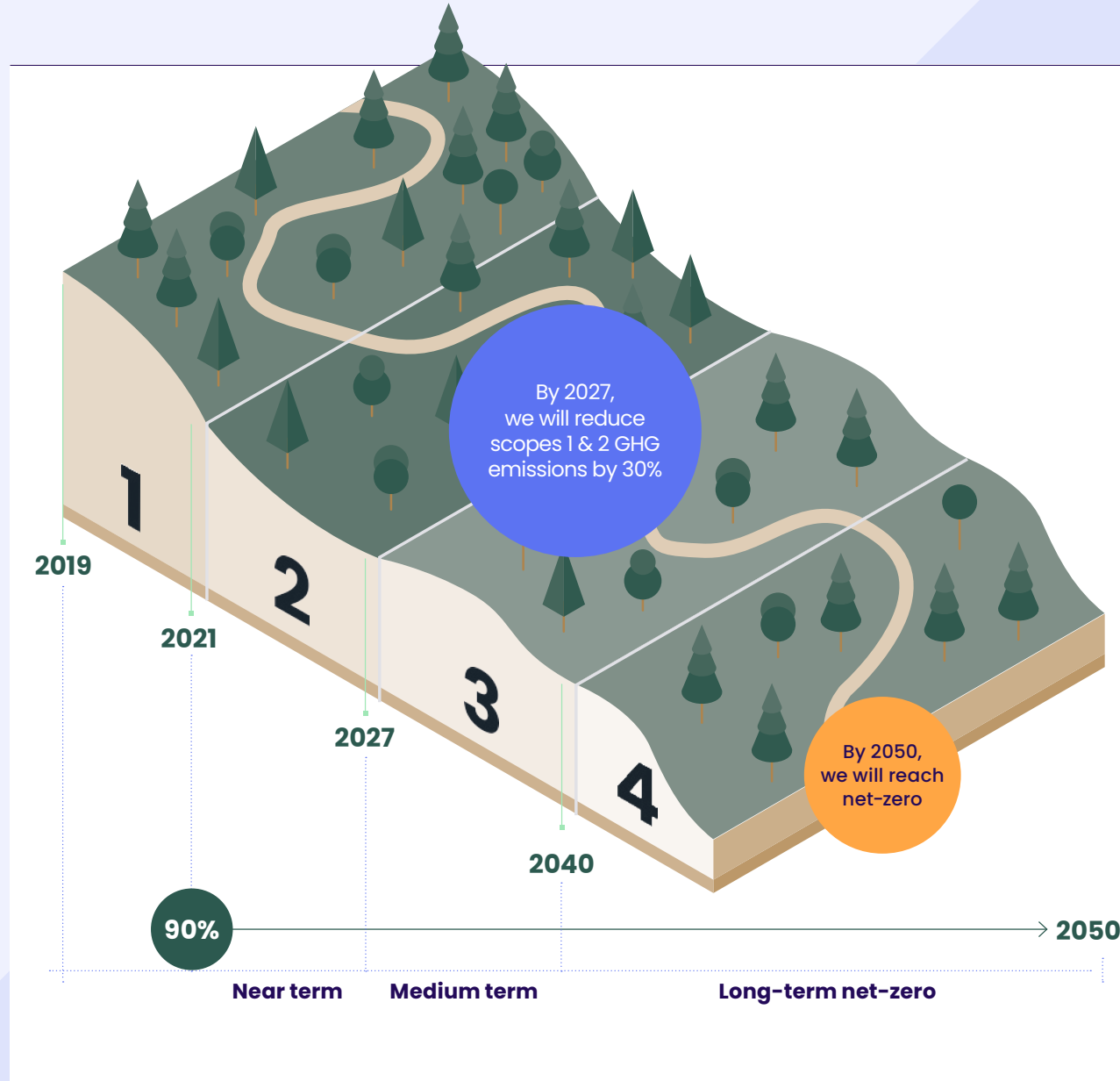
# Pathway to Net-Zero

## 1. The journey so far

- Carbon intensity decreased by 61.6%
- Recycled content at 50.6%
- Scopes 1 & 2 emissions decreased by 39.4% from 2021
- 98.7% of purchased electricity comes from renewable sources
- Emissions from purchased raw materials have decreased by 38.1% since 2021%
- 32% of suppliers by emissions covering purchased goods and services had their own climate-change targets

## 2. Leading the pack

- Aligning ambitions with climate science through the setting of science-based targets
- Decarbonising our own site operations
- Reducing emissions from transport with plug-in hybrid electric vehicles (PHEVs) or full electric vehicles (EVs) and biofuels
- Reducing embedded carbon from new materials and using recycled polymer content
- 30% reduction in absolute scopes 1 & 2 GHG emissions by 2027



## 3. Scaling up and driving down emissions

- Driving down scope 1 emissions from production activities
- Fully decarbonising transport emissions
- Adoption of innovative raw materials when available
- Decarbonisation of the value chain through supply chain science-based target commitments
- 100% purchase of renewable electricity

## 4. Delivering net-zero

- Deeper decarbonisation of the Group operations
- Advanced circular economy activities
- 90% reduction in absolute scopes 1 & 2 GHG emissions by 2050
- 90% reduction in absolute scope 3 GHG emissions by 2050

We are committed to long-term Group-wide emission reductions in line with net-zero and the Science Based Targets initiative (SBTi). We have responded to the SBTi's urgent call for corporate climate action by committing to align with 1.5°C and net-zero through the Business Ambition for 1.5°C campaign. In June 2024, the SBTi approved our long-term commitment to a 90% reduction in scopes 1, 2 & 3 emissions by 2050.

The Group is committed to achieving a 90% reduction in scopes 1 & 2 and a 90% reduction in scope 3 emissions by 2050. In making these commitments, Genuit has set defined targets, which are required as part of our climate-related transition plan and Pathway to Net-Zero.

Goods purchased for the manufacture of products account for the majority of our GHG inventory (scopes 1, 2 & 3). In the medium and long term, reducing this aspect will be key to achieving net-zero by 2050. The embedded carbon in these purchased raw materials derives from the primary products of the polymers and metals. In line with circular economy thinking and industry-recognised practices, once materials go through their first use and come back into the raw material supply chain, the primary production and embedded carbon is no longer associated with the material, to avoid double-counting. Therefore, recycled materials or materials made from recycled content offer the most obvious low-carbon solutions in the short to medium term, thereby securing our position as one of the leading consumers of recycled polymers.

In the short and medium terms, the switch from virgin materials to recycled materials is clear. In the longer term, low-carbon primary materials are likely to become available as the primary materials supply chain decarbonises in line with a net-zero trajectory.

Furthermore, new and innovative materials such as bio-polymers are likely to become more viable, offering a lower embedded carbon content than conventional materials. These innovations will be crucial where applications do not allow for the use of recycled materials. Bio-polymers are materials where the base component is produced from natural sources, for example by being chemically synthesised from a biological material.

A key element to achieving our Pathway to Net-Zero is the setting of challenging targets in the short term to provide the impetus for continuous progression and to remain on the required trajectory. As part of this journey, and since 80% of our total GHG inventory is in our purchased goods, i.e. the raw materials we buy to manufacture our finished goods, supply chain engagement is crucially important. We have set ambitious scope 3 targets in terms of the absolute reductions of emissions and also by requiring 83% of our suppliers by GHG emissions to adopt science-based targets. We understand our leadership role in giving clear signals to the supply chain and working with our partners to achieve the carbon reductions required to avoid the worst effects of climate change.

## Pathway to Net-Zero definitions

### What does 'carbon neutral' mean?

Although 'carbon neutral' is often used interchangeably with 'net-zero', the two are not the same. In general, when companies claim carbon neutrality, they are counterbalancing CO<sub>2</sub>e emissions with carbon offsets, without necessarily having reduced emissions by an amount that is consistent with reaching net-zero at the global or sector level (science-based targeted reductions).

Products that directly reduce or mitigate emissions during the life cycle may be described as carbon neutral if rigorous assessment shows this to be the case. Individual products may also be considered carbon neutral if residual emissions are offset by other carbon reduction activities and a third party assessment has verified the claim. These third parties are developing processes to verify and approve carbon-neutral claims. This is a developing area of product declaration and one that the Group is evaluating.

### What does 'net-zero' mean?

Net-zero is a state of balance between anthropogenic (man-made) emissions of greenhouse gases (GHG) and anthropogenic (man-made) removals. Net-zero GHG emissions must be achieved at the global level to stabilise temperature increases.

The SBTi net-zero standard outlines what companies need to do to enable the global economy to achieve net-zero by 2050.

Companies must take action to halve emissions before 2030. Likewise, long-term deep emissions cuts of at least 90% made before 2050 are crucial for net-zero targets to align with current thinking on climate science.

Our net-zero target boundary includes all scopes 1, 2 & 3 emissions, both upstream and downstream.

### What is the 'Science Based Targets initiative' (SBTi)?

The SBTi is a partnership between the Carbon Disclosure Project (CDP), the United Nations Global Compact, the World Resources Institute (WRI) and the World Wide Fund for Nature (WWF).

The SBTi's goal is to enable companies worldwide to achieve what climate science requires of the global economy, to halve emissions by 2030, and achieve net-zero before 2050.

The SBTi develops criteria and provides tools and guidance to enable businesses and financial institutions to set GHG emissions reduction targets in line with what science tells us is needed to keep global heating below 1.5°C.

As previously highlighted, the Group has received approval for its near and long-term targets from the SBTi.

### What are 'science-based targets'?

Science-based targets provide a clearly defined pathway for companies to reduce greenhouse gas (GHG) emissions, helping to prevent the worst impacts of climate change and future-proof business growth.

Targets are considered 'science-based' if they are in line with what the latest climate science deems necessary to meet the goals of the Paris Agreement; limiting global warming to 1.5°C above pre-industrial levels.

# Task Force on Climate-Related Financial Disclosures

At Genuit, we understand the serious threat that climate change poses to our planet and recognise our responsibility in mitigating and adapting to its impacts through sustainable business practices and climate-resilient products.

We acknowledge the scale of action required and the role that the construction industry and building material suppliers play in increasing the resilience of the wider economy against the threats posed by climate change.

Our business has evolved from its heritage in plastic pipes and fittings to being a leading player in sustainable water and climate management solutions, with sustainability at the heart of what we do and forming the basis of our strategic choices.

Our aim is to be the lowest-carbon supplier of choice for our customers, and we understand that we need to communicate our progress to our stakeholders in a consistent and comprehensive way. Through collaboration and the adoption of international frameworks, such as the Task Force on Climate-Related Financial Disclosures (TCFD) and the Science Based Targets initiative (SBTi), we aim to give our stakeholders more insight into the processes and evaluations behind our strategic decisions within the context of climate change, providing detail on the year-on-year progress that we have made in achieving them. We recognise the benefits of embedding climate risk and opportunity evaluation and action, along with climate-related financial

disclosures, into our business risk management and decision-making processes. You can read more about our climate change targets on pages 39 and 40.

During 2025, we built on our 2023 and 2024 assessments and continued to enhance our understanding and quantification of risks and opportunities with the deployment of quantitative analysis for both transition and physical risks and opportunities. We worked with a third party to build bespoke scenario models. These models enable the Group to analyse various possible short to medium and long-term policy scenarios that may have a financial impact over different time frames.

We outline further in this report the process that we followed and the risks and opportunities that were identified, as well as the quantitative and qualitative scenario analyses conducted on those selected risks and opportunities.

The table below outlines where specific information relevant to this TCFD disclosure can be found elsewhere in this Annual Report and Accounts. Further signposting is detailed in the sections that follow, where appropriate.

We comply with the Financial Conduct Authority Listing Rule 6.6.6R(8) and make disclosures consistent with the 2017 and amended 2021 TCFD recommendations, along with the recommended disclosures across all four of the TCFD pillars and s414CA and s414CB of the Companies Act 2006.

We consider that sufficient information as shared in this Annual Report and Accounts has been made available to make the disclosures consistent with the TCFD framework.

TCFD pillar	TCFD recommendation	More detail on pages
<b>Governance</b>	a) Board oversight	47
	b) Management's role	
<b>Risk management</b>	a) Risk identification and assessment process	49 to 58
	b) Risk management process	
	c) Integration into overall risk management	
<b>Strategy</b>	a) Climate-related risks and opportunities	49 to 58
	b) Impact on the Company's business, strategy, and financial planning	
	c) Resilience of the Company's strategy	
<b>Metrics and targets</b>	a) Climate-related metrics to assess climate risks and opportunities	24, 32 and 34
	b) Scopes 1 & 2 and, if appropriate, scope 3 GHG metrics and the related risks	39
	c) Climate-related targets and performance against targets	40

## Governance

The Board oversees and approves the Group's strategy and cultural framework, which includes sustainability drivers and targets, and has responsibility for the final disclosures included within this report, as well as our science-based targets and Pathway to Net-Zero. The Chief Executive Officer is ultimately responsible for the implementation of this strategy and climate-related risk management. Responsibility for identifying and monitoring climate-related risks and opportunities sits with our Risk Committee, which is chaired by our Chief Financial Officer.

We recognise the importance of effective governance for managing climate-related risks and opportunities. The Board has overall responsibility for the Group's internal control framework and risk management systems. This includes reviewing the effectiveness of the Group's risk and control processes and ensuring the identification, assessment, and ongoing monitoring of risk (including environmental matters and climate-related risks). It delegates the monitoring and management of these risks and opportunities to the Risk Committee. Details of the membership, activities, responsibilities, and frequency of meetings can be found in our Risk Committee Report on pages 123 to 128.

We are committed to assessing climate-related risks and opportunities throughout our businesses, to support our customers and the wider community with low-carbon benefits (through our low-emissions products and services), or by mitigation against physical risks (such as flooding and extreme heat) through integrated surface and drainage solutions and through building cooling and ventilation systems. It is a key factor in decision-making and is considered by senior executives when setting ambitions for Group strategy. During 2025, we continued to integrate the monitoring, reporting and understanding of climate-related risks and opportunities into our individual businesses. Climate-related risks are reviewed and captured as part of our principal risks and, where relevant, reviewed by the Risk Committee. This structure allows the Board, management teams and Committees to have adequate information to make strategic and local decisions, with due consideration for climate-related risks and opportunities. Details of the governance reporting structure for the Group can be found in our Governance Report on page 96, and the risk management process can be found on page 88.

Climate-related risks and opportunities in the context of the TCFD framework are a standing agenda item at Risk Committee meetings and were considered at the January, April and October meetings during 2025. The Group's climate risk and opportunity register provides the Risk Committee with climate-related risks and opportunities, along with detailed assessments and updates of these risks and opportunities where appropriate.



The Board is updated after each meeting on the key discussions and decisions made at the Risk Committee meetings, in respect of climate-related risks and opportunities. This is via a written report, as well as a verbal update from the Risk Committee Chair, to allow Board members to effectively challenge and question the resulting decisions and outcomes. The Board also has sight of any detailed analysis reports produced that outline climate risks and opportunities relevant to the Group, as part of this assessment, if relevant or available. These discussions took place with the Board at each Board meeting after each scheduled Risk Committee meeting.

Further detail on the Board meetings during the year can be found in the Governance Report on page 105.

The Board monitors climate-related targets through the non-financial KPIs relating to scopes 1, 2 & 3 emissions, as outlined within the Strategy section of this Report on pages 2 and 24. Most notably, this includes our commitments to carbon reduction and continuing to reduce the environmental impact originating from raw materials.

Sustainability has always been at the heart of what we do, and sustainability targets are embedded in our long-term incentive plan, with carbon reduction targets being a key element of this. This further reflects the importance of sustainability to the Group by incentivising senior leaders to continue to drive the sustainability agenda. More detail on how these incentives are structured can be found in our Directors' Remuneration Report on pages 142 to 168.

## Risk management

The Group understands the importance of monitoring climate-related risks and opportunities across its businesses and manages changing environmental regulations and disclosures through impact assessments and reviews of its risk register. Formal review and ongoing management of the risk register is the responsibility of the Risk Committee.

Climate change was first included as a principal risk in 2021, and the outcomes of the subsequent TCFD assessments have enabled more accurate conclusions in respect of mitigations, and impact in accordance with the Group's risk management framework. Since 2023, the Group's use of quantitative scenario modelling for transition and physical risks and opportunities have enabled a deeper understanding of the progression of mitigating actions and key performance indicators, resulting in a reduced overall net scoring to climate as a principal risk. Further details on the structure of the Group's risk management framework and climate risk as a principal risk can be found in our Principal Risks and Uncertainties on pages 87 to 94 of the Strategic Report.

Taking ownership of climate change risk at all levels within the Group is fundamental to the accurate identification and mitigation of climate-related risk. Business leaders present reports to the Risk Committee on a rotational basis; these include any climate-related risks and mitigating actions. Methods and mitigation for managing these risks are communicated by senior management to the businesses. This ensures full integration into risk reporting processes and consistency across the Group.

Led by the Chief Strategy and Sustainability Officer (an Executive Leadership Team member and a member of the Risk Committee) and supported by the Group's Sustainability Director, during the year, the climate-related risks and opportunities risk register was reviewed and updated in line with the risk management framework and the latest quantitative analysis. Updates were made to reflect changes in the Group's assessment of the risks and opportunities identified, and these were shared with the Risk Committee, as previously described. There is an opportunity for challenge and scrutiny by the Risk Committee of the climate-related risks and opportunities, prior to their submission to the Board, which ensures that adequate approvals are in place for any significant changes. At its meeting in April 2025, the Risk Committee approved the identified transition and physical risks and opportunities, which underwent an additional quantitative scenario analysis, to obtain a greater understanding of their financial impact.

To assist with the completion of the approved quantitative scenario analysis, we engaged a leading sustainability and environment consultancy to develop bespoke scenario models. For transition and physical risks and opportunities, the models enable the Group to analyse various possible short-, medium- and long-term scenarios and how they may impact the business.

The output from these models was integrated into the climate risk register and presented to the Risk Committee for review and approval. The final risks and opportunities, deemed most important and significant to the Group were selected for disclosure in this Report. These are detailed and disclosed on pages 51 to 58 and include the latest analysis performed in 2025.

Undertaking this analysis and discussing the methodology and outputs with the Risk Committee has provided further educational opportunities regarding the increasing impact of climate-related risk on the Group's operations, also confirming the opportunities that it presents, which are linked with the Group's strategy.

In order to ensure that the Group is informed of future regulatory directions, we engage with industry bodies within the UK and Europe, such as the Construction Products Association (CPA), The European Plastic Pipes and Fittings Association (TEPPFA), the British Plastics Federation (BPF), Future Homes Hub and the British Electrotechnical and Allied Manufacturers' Association (BEAMA), and provide expert input where required. These form key inputs into our assessment of identified transition risks relating to carbon tax, climate reporting obligations and the physical risk of material supply.

It is important to continuously review and update our analysis, which provides the basis for risk and opportunity assessment and disclosure. The Group will continue to review and update its analysis on climate-related risks and opportunities, enabling the Risk Committee to determine whether the considerations are adequately reflected in the Group's strategy. It will continue to drive the integration of climate-related risks into the risk management framework across the Group, as well as monitoring the opportunities it presents, ensuring that progress continues to be adequately reported to the Board.

## Strategy

Climate change continues to pose significant challenges to the built environment.

**Time horizons** consider when the risk could likely have an impact. Associated impacts were considered under current operating levels, using the following time horizons, in accordance with our risk management framework.

**Short term**  
This covers the current year, plus our outlook for budgets and short-term financial planning, and assessments such as viability statements.

**Short term (0-5 years)**

**Medium term (5-10 years)**

**Long term (10+ years)**

We are aware that transitioning into a lower-carbon economy may entail changes to policy, legal, technological, or other market changes that may cause varying levels of financial and reputational risk to us as a Group. Nonetheless, sustainability is core to our commercial strategy.

As part of our assessment of climate-related risks and opportunities, we have identified the transition and physical risks that climate change poses that we seek to address and mitigate. However, we acknowledge that with these risks comes various opportunities, given our Sustainability Framework (read more on pages 34 to 36 of the Strategic Report). It should be noted, therefore, that whilst climate change is assessed to be a principal risk, this is based on the potential impact and likelihood over the medium and longer term. In our short-term scenarios, we do not consider the Group to be at significant risk of adverse impact from climate change. In the medium term, this risk increases; however, we are well positioned to help mitigate climate-related risks through supporting our customers in providing low-carbon and climate-resilient solutions. In preparing the Group's financial statements, we have considered the impact of climate-related risks on our financial position and performance, and have not identified any significant adverse impact on the financial statements.

**Medium term**  
This period is consistent with our view on SBTs and Genuit's Pathway to Net-Zero.

As part of the input to the Viability Statement, the Group assesses climate change and its impact over a three-year time horizon. During 2025, a review of climate-related risks and opportunities was conducted to identify those that could impact strategy and financial planning across our operations and Business Units. Due to the nature of our operations, we are well placed to support customers in tackling the impact of climate change, particularly the increase in severity and frequency of extreme weather events. This provides significant opportunities through the development of low-emission and climate-resilient products and services. The climate-related risks and opportunities review considered the current operations across the Group without any future strategic changes, and was based on inherent risk, to give a clearer picture of the actual risks and opportunities. This review was then used to assess the residual risk, following any implementation of appropriate mitigations.

The short-listed risks and opportunities were evaluated further to consider the likelihood of the risks occurring and the potential severity of the impact on the Group and those deemed significant. Significant risks are defined as those that have potential to make a considerable impact on our operations, strategy or financial performance if they are not suitably controlled. Significant opportunities are those that have the potential to enhance the financial performance of the business. Five risks (two being physical, and three transitional) and three opportunities were identified as having the greatest combination of probability and impact and, consequently, being of significance to the business.

**Long term**  
This time period extends beyond our current knowledge on legislation and regulatory changes, but considers an extrapolation of trends and themes up to 2050.

**Task Force on Climate-Related Financial Disclosures continued**

These identified risks and opportunities are a key factor in the financial and operational planning process, both for long-term strategic decision-making and in the short to medium term. Our Pathway to Net-Zero transition plan, as detailed on page 44 and 45, is based upon the 1.5°C Business Ambition on achieving a 90% reduction in total GHG emissions by 2050. In the short term, this is supported by our SBTs for 2027. In order to achieve these goals, our key focus is on continuing to drive out carbon across scopes 1, 2 & 3, and, in doing so, mitigate the risks identified in this Report. During 2025, as part of our Pathway to Net-Zero, we expanded and evolved the projects supporting our SBTs and identified our longer-term actions to achieve net-zero. Given the significance of the carbon impact of virgin polymers, much of our focus is on continuing to increase and maintain our usage of recycled materials.

Given the profile of our revenue streams in 2025, with c.89% being derived from the UK, the primary jurisdiction for an evaluation of our net-zero commitments is the UK, and we are in line with the UK Government’s current targets. Should this profile alter, we will seek to ensure that we are in keeping with the relevant jurisdiction targets as part of our economic evaluation of those opportunities.

Following the identification and assessment of climate risks and opportunities relevant to our businesses through engagement with key stakeholders, we carried out quantitative and qualitative climate scenario analysis on a subset of the most significant risks and opportunities. The potential impacts of these risks and opportunities were assessed under a selected set of climate scenarios.

This assessment was performed to gain a better understanding of the resilience of our business model and strategy to the potential impacts of these risks and opportunities under hypothetical climate scenarios and outcomes. During this analysis, our climate risks and opportunities were considered against the following reference time horizons within the public scenarios of short-term, 0-5 years (<5 years), medium-term, (5-10 years, 2035) and long-term, (10+ years, 2050). 2035 and 2050 are the typical milestones included within public scenarios against which hypothetical climate outcomes are described. These referenced time horizons are broadly aligned with the business-specific time horizons against which we have identified and assessed our climate risks and opportunities. Furthermore, these time frames align with our short-medium-term business planning processes and our longer-term strategic overview.

Warming trajectory by 2100	Transition scenarios (IEA) <sup>1</sup>	Physical scenarios (IPCC) <sup>2</sup>
<b>1.5°C</b>	Net Zero Emissions (NZE)	
<b>&lt;2°C</b>	Announced Pledges Scenario (APS)	SSPI <sup>4</sup> -2.6 <sup>2</sup> (low challenges to mitigation and adaptation)
<b>2-3°C</b>	Stated Policies Scenario (STEPS)	SSP2-4.5 and SSP3-7.0 for supply chain disruption and physical risk (medium to high challenges to mitigation and adaptation)
<b>&gt;3°C</b>		SSP5-8.5 (high challenges to mitigation, low challenges to adaptation)

1 IEA – The International Energy Agency has constructed scenarios to assess different transition pathways based on varying assumptions of how the energy system may evolve.  
 2 RCP – Representative concentration pathways are commonly used by climate scientists to assess physical climate risk. Each pathway represents a different greenhouse gas concentration trajectory, each of which is associated with varying levels of impact. Physical climate impacts are expected to be lowest and greatest under RCP 2.6 and RCP 8.5, respectively.  
 3 IPCC – The Intergovernmental Panel on Climate Change’s RCPs are the market-accepted reference scenarios that outline the possible consequences of climate change.  
 4 SSPs – Shared socio-economic pathways illustrate different socio-economic contexts or baselines i.e. technological, economic and demographic contexts, in the absence of further climate policy i.e. technological, economic and demographic contexts.

The shortlist of risks and opportunities included in this analysis are set out in the table below. The relative magnitude and materiality of each of these risks and opportunities was assessed using the Group risk management framework and probability impact matrix, within the context of the different climate scenarios. This assessment excludes the impact of any current or future mitigating actions. Overall, transition risks were found to have the highest potential impact in the short to medium term, with carbon taxes and supply chain disruption representing the greatest potential impact under all transition scenarios examined. Transition opportunities were found to have the most potential positive impact in the medium to long term. The opportunity arising from the demand for low-emissions products and services is dependent on the transition to a low-carbon economy. The opportunity arising from the increased demand for flood mitigation technology is reliant on the impact of physical risk, where in flood risk is enhanced. In contrast, physical risk is expected to have the most significant potential impact in the longer term under the worst-case warming scenario examined. Following the risk assessment and subsequent scenario analysis, we believe that our business strategy shows resilience to the impacts of climate change up to the medium term. Nonetheless, in line with our periodic strategic review and risk management processes, we will adjust and introduce mitigating measures as required.

**These climate scenarios were selected because they:**

Align with the TCFD recommendations to assess business resilience under different climate-related scenarios, including a <2°C scenario.

Consider up to a 2050 time frame, which aligns with the Paris Agreement and other governmental net-zero 2050 targets.

Broadly align with scenarios commonly used in TCFD reporting, facilitating better comparison between disclosures.

Include reputable and broadly used data and assumptions.

Climate-related risks and opportunities

Disclosure definition/materiality



Risk	Risk type	TCFD category	Potential impact	Mitigating actions	Scenario analysis and results			Time horizon/metrics/targets	
					Short (<5 years)	Medium (2035)	Long (2050)		
<b>Climate reporting obligations</b>									
Potential financial impact if we are perceived by stakeholders as failing to meet climate reporting expectations/ requirements or reporting poor performance against climate commitments.	Transition	Policy & Legal/ Reputation	Financial: Additional costs due to increased reporting requirements and stakeholder demands. Loss of investor confidence if we are seen to be climate greenwashing, impacting access to capital.	The Group has access to external resources and has representatives on national and international working groups. As such, we ensure that we have good sight of changes that impact the business.	(1.5°C) Early Action – This scenario sees the greatest requirements for additional analysis, reporting and disclosure, in line with the other requirements but with much greater coverage and the likelihood of occurring sooner.				<p><b>Time horizon</b> Short to medium</p> <p><b>Metrics</b> ESG reporting and disclosures such as CDP, EcoVadis and S&amp;P Global Sustainability Reporting</p> <p><b>Targets</b> Complying with mandatory and key voluntary reporting requirements</p>
					(<2°C) Late Action – Similar to BAU, with earlier adoption and slightly increased coverage.				
					(>3°C) Business as usual (BAU) – We see incremental demands for assurance, the adoption of mandatory transitional planning and disclosure, the roll out of product declarations that include carbon assessments, increased coverage of UK Emissions Trading Scheme and Carbon Border Adjustment Mechanism administration and other mandatory disclosure requirements.				
					<p>Genuit's climate reporting obligations span multiple frameworks and functions, creating an operational burden that is increasingly material in terms of cost, capacity, and compliance risk. Activities are focused on key priorities and mandatory elements and has access to third party support in order to adapt resource levels in the event that a new requirement emerges.</p> <p>The Group actively engages with national and international trade associations, and these help with horizon scanning to allow time for appropriate planning for upcoming new requirements.</p> <p>During 2025, quantitative scenario analysis was completed, and the results presented here reflect the latest analysis.</p>				

Climate-related risks and opportunities continued

Disclosure definition/materiality

- Green circle: <£1m financial impact Low risk
- Orange circle: £1m to £10m financial impact Medium risk
- Red circle: >£10m financial impact High risk

Risk	Risk type	TCFD category	Potential impact	Mitigating actions	Scenario analysis and results			Time horizon/metrics/targets	
					Short (<5 years)	Medium (2035)	Long (2050)		
<b>Business interruption and damage to assets</b>									
The potential financial impact of damage to and closure of the Group's offices, warehouses and factories caused by extreme weather.	Physical	Acute/ Chronic	<p>Financial: Reduced revenue due to closure of sites; increased repair/ capital costs due to weather damage; increase in insurance premiums; reduced revenue and higher costs.</p> <p>Operations: Sites could close while repairs take place; risk of impacts of changing climate on employee working conditions.</p>	<p>The Group internally assesses the controls in place to deal with site-level business interruption. The Group is audited by our insurers who review Group business continuity and interruption.</p>	<p>SSP1-2.6 (&lt;2°C) The frequency and size of event including heavy precipitation, flood, wind and drought are likely to increase. An increase in the frequency of extreme coastal flooding events due to sea-level rise is very likely.</p>				<p>The gross risk of business interruption and damage to our assets is broadly consistent in terms of surface water flooding. Financial impacts are expected to be greatest under the &gt;3°C scenario and may include:</p> <ul style="list-style-type: none"> <li>increased costs in the medium to long term, due to damage and disruption from extreme weather events requiring asset restoration.</li> <li>revenue lost due to business disruption in the medium to long term under all scenarios.</li> <li>reduction in asset values due to increased exposure to physical risk.</li> </ul> <p>The results presented here are gross, and are not indicative of any current mitigations. The Group holds insurance that fully mitigates the gross risk. Furthermore, we have business interruption plans and mitigation strategies in place.</p> <p>During 2025, quantitative scenario analysis was completed and the results presented here reflect the latest analysis.</p>
					<p>SSP2-4.5 (2-3°C) Similar worsening of flood risk assessment to trends observed in Scenario SSP1-2.6, with increases in the frequency and size of extreme weather events.</p>				
					<p>SSP5-8.5 (&gt;3°C) Compared to Scenario SSP1-2.6, a marked increase in the frequency and severity of extreme weather events is projected. Heavy precipitation and drought events are likely to double in frequency versus SSP1-2.6.</p>				

Disclosure definition/materiality

- <£1m financial impact Low risk
- £1m to £10m financial impact Medium risk
- >£10m financial impact High risk

Scenario analysis and results

Risk	Risk type	TCFD category	Potential impact	Mitigating actions	Short (<5 years)	Medium (2035)	Long (2050)	Time horizon/metrics/targets
<b>Carbon taxes</b>								
The potential financial impact of current and future potential carbon taxes applied to our own operations and supply chain.	Transition	Policy & Legal	<p>Financial: Increase in operating costs, driven by indirect carbon taxes passed to the Group through its supply chain and direct carbon taxes on manufacturing activity. These 'taxes' could be delivered through existing measures, such as the UK and EU's Emissions Trading Scheme.</p> <p>Operations: Requirement for more comprehensive data assurance and verification of scopes 1, 2 &amp; 3 carbon emissions.</p>	<p>The Group continually monitors changes in tax legislation through internal specialists and with guidance from our advisers. Changes that impact the Group are communicated to the Board and action is taken where appropriate. Our SBTs and journey to net-zero will mitigate our exposure to carbon-related tax.</p>	<p>(1.5°C) Early Action – Early implementation of a carbon pricing mechanism to all economies with a net-zero commitment. 2030: £114/tCO<sub>2</sub> 2050: £203/tCO<sub>2</sub>.</p>			<p>Based on quantitative financial modelling, the potential impacts of carbon taxes and other carbon policy measures applying a carbon cost to our scopes 1, 2 &amp; 3 were examined and quantified. Overall, the impacts are predicted to be potentially significant under both the NZE and APS scenarios in the medium to long term. Carbon taxes are expected to increase in line with national governments' commitments to decarbonise, especially those committed to net-zero by 2050 or earlier. Given that our value chain predominantly operates in countries with net-zero commitments, this could result in the following potential financial implications:</p> <ul style="list-style-type: none"> <li>– increased expenditure due to the cost of carbon taxes and indirect costs passed through our supply chain;</li> <li>– we may have to absorb this cost, leading to reduced profit margins; and</li> <li>– alternatively, we may need to increase prices, potentially impacting our competitiveness.</li> </ul> <p>During 2025, this risk was reviewed in accordance with the risk management framework, as outlined earlier in this report, and there was no change in its assessment.</p>
					<p>(&lt;2°C) Late Action – Pricing mechanisms are introduced later on and at lower rates. 2030: £109/tCO<sub>2</sub> 2050: £162/tCO<sub>2</sub>.</p>			
					<p>(&gt;3°C) Business as Usual (BAU) – Only existing or announced carbon pricing schemes are applied under lower rates. 2030: £97/tCO<sub>2</sub> 2050: £109/tCO<sub>2</sub>.</p>			
<p><b>Time horizon</b> Medium</p> <p><b>Metrics</b> GHG emissions, scopes 1, 2 &amp; 3 Non-financial KPI, Vitality Index</p> <p><b>Targets</b> Tracking and disclosure of recycled materials 2027 target of 30% reduction in scopes 1 &amp; 2 emissions from the 2021 base year 2027 target of 13% reduction in scope 3: category 1: 'Purchased Goods and Services' emissions from the 2021 base year 83% of suppliers by emissions covering purchased goods and services will have science-based targets by 2027</p>								

Climate-related risks and opportunities continued

Disclosure definition/materiality

● <£1m financial impact  
Low risk

● £1m to £10m financial impact  
Medium risk

● >£10m financial impact  
High risk

Risk	Risk type	TCFD category	Potential impact	Mitigating actions	Scenario analysis and results			Time horizon/metrics/targets	
					Short (<5 years)	Medium (2035)	Long (2050)		
<b>Increased raw material costs</b>									
The potential financial impact of the increased demand for low-carbon materials causing reduced supply and increased cost. This could lead to challenges in competitive pricing and reduced profit margins.	Transition	Market	<p>Financial: Reduced revenues due to the limited supply of materials; reductions in profit margins as materials required to aid the transition to net-zero increase in price.</p> <p>Operations: Challenges in continuing operations or a reduction in product offerings if materials become too costly.</p>	<p>The Group has established relationships with several raw material suppliers to ensure competition across its supplier base.</p> <p>Our move to increase our use of recycle also mitigates against raw material volatility.</p>	<p>(1.5°C) Early Action – A carbon price is introduced (see, Impact of Carbon Taxes), increasing the cost of carbon-intensive materials. Advanced economies increase their demand for low carbon materials to achieve net-zero.</p>				<p><b>Time horizon</b> Short to medium</p> <p><b>Metrics</b> Non-financial KPI, Recycling Margin over direct materials</p> <p><b>Targets</b> Achievement of Group EBIT margin targets</p> <p>Tracking and disclosure of recycled materials</p>
					<p>(&lt;2°C) Late Action – Similar to NZE, the introduction of a carbon tax is delayed with a lower carbon price. Demand for low carbon materials is expected to increase overall, but at a lower rate than NZE.</p>				
					<p>(&gt;3°C) BAU – A carbon tax is introduced for EU-based suppliers for highly emitting manufacturing activities. Demand for low carbon materials is expected to increase at the lowest rate.</p>				
					<p>Under each of these scenarios, the demand for low carbon materials is likely to increase as the introduction of a carbon price shifts consumer preferences towards low-carbon products and services.</p> <p>Overall, the resulting financial impacts could potentially be significant under NZE in the medium to long term:</p> <ul style="list-style-type: none"> <li>– demand-side inflationary pressure on the price of these materials as supply adjusts to market demand. This may increase our procurement costs, thereby impacting our profit margin; and</li> <li>– in some cases, our ability to procure low-carbon materials may be affected, which could impact the fulfilment of customer contracts and revenues generated.</li> </ul> <p>During 2025, this risk was reviewed in accordance with the risk management framework, as outlined earlier in this report, and there was no change in its assessment.</p>				

Disclosure definition/materiality

- <£1m financial impact Low risk
- £1m to £10m financial impact Medium risk
- >£10m financial impact High risk

Scenario analysis and results

Risk	Risk type	TCFD category	Potential impact	Mitigating actions	Short (<5 years)	Medium (2035)	Long (2050)	Time horizon/metrics/targets		
<b>Supply chain disruption</b>										
Potential financial impact of disruption to the supply of raw materials and products, due to increased incidence and the severity of extreme weather events.	Physical	Acute/Chronic	<p>Financial: Increased price of raw materials, particularly polymers, resulting in reduced profit margins.</p> <p>Supply chain: Disruption in the supply of raw materials could reduce stock availability and cause delays in fulfilling customers' orders.</p>	The Group monitors and reviews its supply chain and does not rely on one single supplier or geographic region for critical materials.	<span style="color: orange;">●</span>	<span style="color: red;">●</span>	<span style="color: red;">●</span>	<p>Based on quantitative financial modelling using industry-standard climate models and, based on the location of suppliers manufacturing sites. Increased severity of climate-driven weather events leads to increased supplier disruption. Of the physical risks assessed, surface water flooding was the greatest type of risk in the medium and long term.</p> <p>The analysis revealed a geographical split of risks within the current supply chain, with surface water flooding being a greater risk for UK suppliers compared to extreme heat, whereas extreme heat is a greater risk than surface water flooding for non-UK suppliers.</p> <p>During 2025, this risk was reviewed in accordance with the risk management framework as outlined earlier in this report, and there was no change in its assessment.</p>	<p><b>Time horizon</b> Medium to long</p> <p><b>Metrics</b> Non-financial KPI, Recycling (use of recyclate reduces exposure to internationally sourced virgin raw materials)</p> <p><b>Targets</b> Tracking and disclosure of recycled materials</p> <p>2027 target of 13% reduction in scope 3: category 1: 'Purchased Goods and Services' emissions from the 2021 base year</p> <p>83% of suppliers by emissions covering purchased goods and services will have science-based targets by 2027</p>	
					<p>SSP3-7.0 (2-3°C) Similar to trends observed in SSP1-2.6, with increases in the frequency and size of extreme weather events.</p>	<span style="color: orange;">●</span>	<span style="color: red;">●</span>			<span style="color: red;">●</span>
					<p>SSP5-8.5 (&gt;3°C) Compared to SSP1-2.6 (in 2050), a marked increase in the frequency and severity of extreme weather events is projected.</p>	<span style="color: orange;">●</span>	<span style="color: red;">●</span>			<span style="color: red;">●</span>

Disclosure definition/materiality

- >£10m financial impact High opportunity
- £1m to £10m financial impact Medium opportunity
- £<1m financial impact Low opportunity

Climate-related risks and opportunities continued

Risk	Opportunity type	TCFD category	Potential impact	Actions to capitalise	Scenario analysis and results			Time horizon/metrics/targets		
					Short (<5 years)	Medium (2035)	Long (2050)			
<b>Low-emissions products and services</b>										
The potential revenue generated from further developing low-emissions products and services.	Transition	Products & Services	<p>Financial: Overall revenue growth from increased sales of low-emission products and services. Access to new sources of finance.</p> <p>Operations: Reduced exposure to increasing carbon taxes, due to the reduced carbon intensity of products. Decrease in scope 3 GHG emissions.</p>	<p>A key pillar in the Group strategy is to provide lower carbon products to the market. The Group are innovating techniques to further reduce the carbon content of our products, as well as improving operating efficiencies. The Group will continue the plan to produce Environmental Product Declarations for its products to assist customers in making informed decisions. Our drive to increase our Vitality Index is also based upon increasing our revenues from low carbon products.</p>	(1.5°C) Early Action – Early implementation of climate policy (see Carbon Taxes) and consistent signalling to the market by policy-makers is expected to increase market demand for low emissions products and services.	<span style="color: orange;">●</span>	<span style="color: green;">●</span>	<span style="color: green;">●</span>	<p>Quantitative analysis has been undertaken on specific products to examine the impact of market growth, changes to regulation and customer preferences.</p> <p>The analysis revealed positive opportunities for revenue growth under the APS and NZE scenarios.</p> <p>Under a STEP scenario, static regulatory requirements are not creating the environment to drive demand for lower embodied carbon content for building products. However, customer preference for low carbon products should drive opportunities in the absence of regulator drivers.</p> <p>During 2025, this opportunity was reviewed in accordance with the risk management framework as outlined earlier in this report, and there was no change in its assessment.</p>	<p><b>Time horizon</b> Medium</p> <p><b>Metrics</b> Revenues from low carbon products  Non-financial KPI, Vitality Index Non-financial KPI, Recycling  Measuring the carbon content of ranges, as per Environmental Product Declarations</p> <p><b>Targets</b> Tracking and disclosure of recycled materials  2027 target of a 13% reduction in scope 3: category 1: ‘Purchased Goods and Services’ emissions from the 2021 base year  83% of suppliers by emissions covering purchased goods and services will have science-based targets by 2027</p>
					(<2°C) Late Action – Similar to NZE; however, later implementation of climate policy and less consistent signalling to the market by policy-makers (i.e. via more severe and more ambitious measures, with shorter lead times) is expected. This may result in delayed market demand for low-emissions products compared to NZE.	<span style="color: orange;">●</span>	<span style="color: green;">●</span>	<span style="color: green;">●</span>		
					(>3°C) BAU – Policy and market pressure are limited due to a lack of policy ambition compared to NZE and Early Action. External forces driving the innovation of low-emission products and services are due to customer preference and not legal drivers.	<span style="color: orange;">●</span>	<span style="color: orange;">●</span>	<span style="color: green;">●</span>		

Disclosure definition/materiality

- >£10m financial impact  
High opportunity
- £1m to £10m financial impact  
Medium opportunity
- <£1m financial impact  
Low opportunity

Scenario analysis and results

Risk	Opportunity type	TCFD category	Potential impact	Actions to capitalise	Scenario analysis and results			Time horizon/metrics/targets		
					Short (<5 years)	Medium (2035)	Long (2050)			
<b>Increased demand for flood mitigation technology</b>										
The potential revenue generated from further developing the Group's water management solutions.	Transition	Market	<p>Financial: Increased revenue due to the demand for reliable drainage systems and growing SuDS requirements in new major developments.</p> <p>Operations: Positive reputational impact through being a part of a key climate adaptation strategy.</p>	<p>The Group continues to develop water management solutions and pursue opportunities to expand its portfolio. The Group recognises the demand for a full solution and is working with customers and partners, including in relation to AMP8, to provide comprehensive technology-based solutions.</p>	<p>SSP1-2.6 (&lt;2°C) Heavy precipitation and flood events are likely to increase in frequency and severity, albeit to a lower extent than in the other higher-emissions scenarios.</p>	<span style="color: green;">●</span>	<span style="color: green;">●</span>	<span style="color: green;">●</span>	<p>The potential size of the opportunity increases from SSP1-2.6 (&lt;2°C) to SSP5-8.5 (&gt;3°C). The financial opportunity may be greatest under scenario SSP5-8.5 in the medium to long term, as the market for flood mitigation technology expands in line with the increased frequency of, severity of and exposure of new areas to flooding events.</p> <p>There is the potential for significant increases in revenue as demand for resilient drainage systems increases under higher-emissions scenarios across all time horizons.</p> <p>During 2025, quantitative scenario analysis was completed and the results presented here reflect the latest analysis. This results in all scenarios and time frames returning a high opportunity potential.</p>	<p><b>Time horizon</b> Short</p> <p><b>Metrics</b> Measured via revenue from qualifying product ranges</p> <p><b>Targets</b> This is not disclosed, due to commercial sensitivity</p>
					<p>SSP2-4.5 (2-3°C) Similar to trends observed in SSP1-2.6, with increases in the frequency and size of extreme weather events.</p>	<span style="color: green;">●</span>	<span style="color: green;">●</span>	<span style="color: green;">●</span>		
					<p>SSP5-8.5 (&gt;3°C) Compared to SSP1-2.6, a marked increase in the frequency and severity of extreme weather events is projected. Heavy precipitation and drought events are likely to double in frequency verses SSP1-2.6.</p>	<span style="color: green;">●</span>	<span style="color: green;">●</span>	<span style="color: green;">●</span>		

Climate-related risks and opportunities continued

Disclosure definition/materiality

>£10m financial impact  
High opportunity

£1m to £10m financial impact  
Medium opportunity

<£1m financial impact  
Low opportunity

Risk	Opportunity type	TCFD category	Potential impact	Actions to capitalise	Scenario analysis and results			Time horizon/metrics/targets		
					Short (<5 years)	Medium (2035)	Long (2050)			
<b>Upstream supplier engagement</b>										
Increased collaboration with suppliers to optimise the use of lower-emissions materials and products could reduce overall emissions and support the Group to achieve net-zero.	Transition	Technology and Market	Financial: Protection from future pass-through decarbonisation costs and increases to carbon pricing.  Supply chain: Greater collaboration on decarbonisation and enhancements to circular economy thinking by the greater use of recycled raw materials.	The Group continues to increase the use of recycled raw materials.  The Group works with the supply chain to ensure that 83% of suppliers by emissions have a science-based climate target by 2027.	(NZE 1.5°C) Early Action – Material reduction in the free allocation of carbon allowances under the EU and UK Emission Trading Schemes, driving: 1) increased site exposure to carbon pricing (in the absence of free allocation) and 2) increases in carbon costs per carbon credit.				Supplier exposure to carbon pricing and the level of carbon costs were examined, using a quantitative scenario analysis model. Assumptions were modelled around the future reduction of free allocation, and 2035 was assumed to be a common end point. The analysis showed that cost avoidance was possible and beneficial, especially under the NZE and APS scenarios.  The analysis revealed the potential cost avoidance by maximising the recycled content of the polymer products and engaging with the supply chain to ensure the decarbonisation of virgin material supplies.  During 2025, this opportunity was reviewed in accordance with the risk management framework as outlined earlier in this report, and there was no change in its assessment.	<b>Time horizon</b> Short/medium/long  <b>Metrics</b> 2027 SBTi and targets related to carbon in the supply chain  <b>Targets</b> Tracking and disclosure of recycled materials  2027 target of 30% reduction in scopes 1 & 2 emissions from the 2021 base year  2027 target of 13% reduction in scope 3: category 1: 'Purchased Goods and Services' emissions from the 2021 base year  83% of suppliers by emissions covering purchased goods and services will have science-based targets by 2027
					(APS <2°C) Late Action – Similar to NZE, with a lower carbon price and later reduction in free allocation.					
					(STEPS >3°C) BAU – Similar to APS, with a lower carbon price and later reduction in free allocation.					

**Metrics and Targets**

Following the implementation of our Sustainability Framework in 2020, the Group identified the relevant metrics and targets to monitor progress towards achieving its sustainable goals. These metrics and targets formed part of our strategic operations and informed our decision-making.

These were mapped against our identified climate-related risks and opportunities enabling the risks and opportunities to be adequately monitored and mitigated as required. Additional metrics, such as revenue from qualifying product ranges, margin over direct materials and a specific proportion of sites seen as at risk of flooding, have been included where relevant, to enable effective and targeted monitoring on an annual basis.

A core element of our transition plan is our commitment to being net-zero by 2050, which is based upon the 1.5°C Business Ambition, and near-term science-based targets with the Science Based Targets initiative (SBTi) for 2027, which have been disclosed publicly and form part of management's incentive programmes. Our 2027 SBTi targets are our first interim targets on our Pathway to Net-Zero and achieving a 90% reduction by 2050.

In addition, we have set targets to reduce, in absolute terms, our scope 3 emissions relating to purchased raw materials and have a target for our suppliers of raw materials to adopt science-based climate targets. Progress towards achieving the targets forms part of the ongoing monitoring and metrics identified. For more information on our progress, see page 40.

Further information on our Pathway to Net-Zero transition plan can be found on pages 44 to 45.

Further information on our externally validated long-term net-zero targets can be found on page 39.

Details of scopes 1, 2 & 3 emissions are included in the Sustainability section on page 41 within the Strategic Report. Our non-financial KPIs in respect of recycling and greenhouse gas emissions for the 2025 financial year are detailed on page 2 of the Strategic Report. Progress towards achieving our climate-change targets is included on page 40 of the Strategic Report, and historical data for these targets can be found in the Sustainability Report for 2025, which can be found on our website.

The Genuit Business System (GBS) is a key part of our Sustainable Solutions for Growth strategy, and is how we operate. Rooted in lean principles, GBS enables us to work more efficiently and productively, supporting the delivery of our purpose and strategy while creating value for customers and stakeholders.



Scan or click here to learn more about this topic

# Genuit Business System



# Genuit Business System

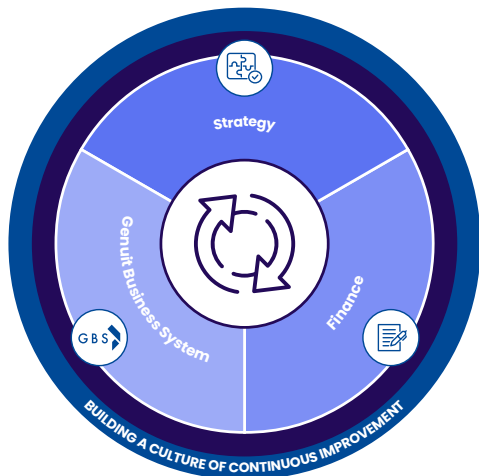
## Building a culture of continuous improvement

Embedding the lean transformation of our business, and fostering a culture of continuous operational improvement and excellence, remain central to how we create value. The Genuit Business System (GBS) enables the Group to standardise processes, share best practices and realise the benefits of scale. It is a fundamental driver in our journey towards achieving our medium-term operating margin target of greater than 20%.

We have continued to make strong progress in embedding GBS as a standardised way of working across the Group.

Our initial focus was on operational processes within manufacturing, where improvements could be implemented at pace and deliver meaningful, measurable benefits.

In 2025, we broadened the scope of kaizen events to focus on effective strategy deployment across our Business Units, and saw the launch of a series of growth tools across the Group.



## Building leadership capability to embed GBS

We recognise that fully embedding GBS into our Group ethos will take time. It depends on our senior leaders feeling confident, empowered to apply its principles, practices and tools in their day-to-day work, leading by example.

In 2025, 93% of our Genuit Leadership Team (GLT) participated in kaizen events. Their involvement not only contributed to meaningful operational improvements but also provided hands-on experience with GBS methodologies, equipping leaders with skills they could take and apply within their own teams.

### Strengthening and expanding GBS

In 2026, we will extend the reach of GBS beyond our top 100 leaders, engaging a broader group of people managers across the organisation and further building best practice expertise in the GBS toolkit. This expansion will strengthen awareness, enhance capability at every level, and embed the consistent use of GBS tools and processes as a core driver of performance and continuous improvement.

We are already seeing the benefits of wider exposure to GBS. For example, following participation in kaizen events, the Sky Garden team has continued applying GBS tools informally, using the skills gained to focus on smaller, everyday problems with discipline and intent. This demonstrates how GBS can empower teams to adopt a mindset of continuous improvement in their business.



*"GBS is about enabling improvement. When we make processes easier, clearer and more consistent, our teams can spend more time on customers, innovation and long-term growth."*

**Pete Kalet, Group Head of GBS**



## Managing performance through GBS

GBS continues to play a central role in how we manage performance across the Group. By using common tools and routines, we are building a consistent and disciplined approach to identifying issues, prioritising actions and driving improvements that make a measurable difference to operational performance.

GBS tools enable our teams to track performance in real time, understand the root causes of variation, and focus on the actions that deliver the greatest value. This structured approach provides clarity for colleagues at every level, supports better decision-making and reinforces a culture where continuous improvement becomes part of day-to-day work.

During the year, we saw strong adoption of Daily Management practices, with over 50% of our sites now using Daily Management tools to evaluate performance and engage the workforce in resolving issues at source. These routines give teams clear visibility of operational metrics, encourage proactive problem-solving and strengthen accountability at a local level.

As we expand the reach of GBS across the Group, we expect Daily Management and other core GBS practices to become increasingly embedded. This will support more consistent performance, enable faster escalation and resolution of issues, and continue to build a stronger, more improvement-focused culture across our operations.

# Over 50%

of sites now use Daily Management tools to evaluate performance and engage the workforce in resolving issues at source



## Case study: Sky Garden production facility kaizen




### Accelerating improvement through GBS

To support the Group's lean transformation and embed GBS, a targeted kaizen event was delivered at the Sky Garden production facility. The event focused on improving production flow, and strengthening day-to-day operational control in order to increase site throughput and support growth.

#### What we did

- Reorganised the facility layout to improve efficiency, enhance workflow and create a safer working environment for colleagues.
- Introduced Daily Management routines to track performance, identify areas for improvement and drive consistency in delivery.
- Brought together cross-functional colleagues to analyse processes, map issues and co-design solutions.

#### Our Trademark Behaviours in action

-  **We take ownership:** colleagues took responsibility for diagnosing issues, shaping solutions and committing to follow-up actions that ensure long-term impact.
-  **We find a better way:** teams challenged existing practices, used data to uncover root causes and designed improvements that are simple, effective and sustainable.
-  **We work together:** the kaizen brought over 20 colleagues from across the Group together, fostering open collaboration and strengthening shared accountability for results.



*"The best part of the Sky Garden kaizen was seeing colleagues from different areas come together with one goal – to make the work safer, easier and more efficient."*

**Dawid Schornak, Production Manager, Sky Garden**

Click or scan here to view our case study video



### Building capability

Aligned with the lean principle of 'leaders teach and develop others', the kaizen acted as a hands on development forum. Participants gained practical problem-solving skills, strengthening operational confidence and expanding GBS expertise.

### Impact

This kaizen event helped to create a more efficient, safer and better-organised production environment, while establishing Daily Management disciplines that will support continuous improvement across the facility.





Click or scan here to view  
our case study video



## Case study: Rainwater operations at Polypipe Building Products


### Driving efficiency and flow through GBS


As part of our ongoing roll-out of GBS, a focused improvement event was delivered within the Polypipe Building Products rainwater operation. The activity centred on optimising workflow, improving line balance and strengthening the daily routines required to support consistent, high-quality performance.


#### What we did

- Mapped end-to-end processes to understand key constraints and sources of waste along the rainwater production flow.
- Redesigned workstation layouts and material presentation to reduce movement and support safer, more ergonomic working conditions.
- Introduced structured daily performance discussions to track output, highlight issues early and build stronger operational discipline.
- Supported teams in developing simple, visual standards to improve clarity and consistency across shifts.

#### Our Trademark Behaviours in action

 **We take ownership:** operators and team leaders took responsibility for analysing performance, identifying bottlenecks and driving improvement actions.

 **We find a better way:** colleagues used data-driven problem-solving to challenge long-standing routines and design clearer, more efficient ways of working.

 **We work together:** cross-functional teams collaborated to streamline processes, ensuring that improvements reflected the needs of production, planning, maintenance and quality.

#### Lean principles in action

Reflecting the lean principle of 'Go and See', teams spent time at the production line observing how work was actually performed, identifying real-world obstacles and validating improvement ideas directly with colleagues doing the job. This hands-on engagement strengthened process understanding, built trust and ensured that solutions were grounded in practical reality.

### Impact

The rainwater improvements have delivered a safer and more efficient production environment, enabled smoother product flow, and strengthened Daily Management routines. These enhancements support ongoing performance gains and reinforce a culture of continuous improvement across the Polypipe Building Products site.



*"Seeing immediate results from ideas generated on the shop-floor showed just how much potential we unlock when we listen to the people closest to the work."*

**Ben Wingfield, Operations Director,  
Polypipe Building Products**



### Looking ahead

Our October 'Your Voice' survey asked colleagues whether they understood how GBS contributed to improving their day-to-day work and the results highlighted a clear opportunity. Whilst many colleagues see the benefits of specific improvement activities, overall awareness of GBS and understanding of its direct impact on the working environment can be strengthened.

In 2026, we will continue to build visibility and understanding of GBS across the Group by increasing the impact of the kaizen events we deliver. A significant proportion of these will focus on sustainability and safety, aligning our improvement activity with our core-value-drivers and reinforcing the role that GBS plays in enabling long-term value-creation. We also want more colleagues to experience GBS first-hand, through participation in kaizen events in their area during the year.

During 2025, the vast majority of kaizen events were facilitated by the central GBS team. To embed GBS more deeply and sustainably, our ambition for 2026 is to increase the number of trained facilitators across the Group. Through dedicated facilitator development programmes, we aim to build a community of 30+ trained facilitators, enabling improvement activity to be driven locally and occur more frequently throughout the year.

Strengthening communication will also be a priority. We will enhance how we share success stories, highlight best practices, and demonstrate the tangible benefits of GBS. By making outcomes more visible, we aim to help colleagues better understand the difference that GBS can make – both to their own working environment and to the Group's operational performance.

Together, these actions will support wider adoption of GBS, build capability at scale, and ensure that continuous improvement becomes increasingly embedded in how we work.

# Health, Safety and Environment

At Genuit Group, health, safety and wellbeing remain at the core of our operations. We strive to create a workplace where every employee, contractor, and visitor can work safely and return home unharmed. Our approach is built on proactive risk management, continuous improvement, learning from incidents and each other and fostering a culture where each of us looks out for one another.



2025 saw another robust performance in terms of both leading and lagging health, safety and environment (HSE) Key Performance Indicators:

- Leaders have continued to lead from the front. Our senior leaders at sites are now routinely conducting monthly Leadership Tours, including at our newly-acquired sites. There has been an average of 80 tours per month throughout 2025.
- Employees have continued to engage and contribute to identifying, reporting and resolving hazards and near misses in relation to which 32,000 were reported in 2025. Furthermore, close-out rates are now at 88%.
- Lost Time Accident rate improved by 34%.
- Minor accident frequency continues to improve and is now at its lowest recorded rate of 2.91%, a 23% improvement on 2024.

We have continued to improve our ability to investigate incidents thoroughly, getting to root causes and identifying robust and effective preventative actions. The advanced investigation training which commenced in 2024 is now being rolled out to all those involved in incident investigations. To date we have trained over 200 investigators. In addition, to ensure we are supporting a 'Just and Fair' culture and avoiding blame when investigating, 16 of our HSE personnel undertook a two day training course in Human Factor Analysis. The team have been trained in two advanced techniques that help them analyse intentional behaviours and unintentional behaviours, identifying why people behaved the way they did; a central pillar in a continuous improvement mindset.

Armed with these insights, we have been able to develop corrective actions that help avoid repeats by re-designing workplaces and processes to eliminate unsafe practice. We also have a rigorous process for ensuring we learn from any issues through our Group-wide Sharing and Learning email alert system.

The Genuit Blue HSE Audit programme has been instrumental in establishing clear and consistent HSE standards across all sites. By setting defined expectations and providing a structured framework for compliance, the programme has driven alignment and standards throughout the organisation.

Its rigorous assessment process has not only highlighted areas for improvement but also facilitated best practice sharing, particularly during the integration of newly-acquired businesses. The latest audit results demonstrate a significant positive trend, with sites reflecting a stronger safety culture and improved operational discipline. The four sites of our new acquisitions will undergo their first audit during 2026 after which, best practice solutions will be shared to address any gaps and accelerate improvement.

Six sites stepped forward to take part in our first 6S kaizen 'competition'. 6S is an approach that combines the principles of Sort, Set in order, Shine, Standardise, and Sustain, commonly used in manufacturing processes, with the important additional factor of Safety.

### Sky Garden Ryall Site

Before



After



All six kaizens were a great success in terms of safety, efficiency, productivity and quality gains but also improved employee morale and cross-site engagement and support. The 2025 winners, Aylesford and Sky Garden, were each treated to a team lunch along with a £1,000 donation to a charity of their choice.

In 2025, we strengthened our commitment to employee health and wellbeing by outsourcing our Occupational Health (OH) provision to a specialist provider, ensuring consistent and high-quality support across the Group. We expanded access to physiotherapy services to help employees manage musculoskeletal health and increased the availability of our external counselling service to provide timely mental health support. During 2026 we will also extend our wellbeing support in a programme to deliver a more personalised and proactive approach to wellbeing,

leveraging digital tools and data-driven insights to support our people in leading healthier, more balanced lives.

The integration of our four newly-acquired businesses has been successful. Each site has undergone an initial HSE 'health check' to establish baseline standards and identify priority areas for improvement. They have been fully linked into Genuit's ways of working and are now included in all Group reporting data, ensuring transparency and alignment. In January 2026, these sites will undergo a comprehensive Genuit Blue HSE Audit, which will provide a deeper assessment and accelerate their understanding and improvement journey. This structured approach ensures that best practices are shared across the Group and that our strong safety culture extends seamlessly to every part of the organisation, regardless of the length of time a business has been in the Group.

### Key Performance Indicators

Frequency per 100,000 hours worked.

	2022	2023	2024	2025
Minor Accidents	4.35	4.04	3.79	<b>2.91</b>
Lost Time Accidents	0.73	0.71	0.68	<b>0.45</b>
HSE Reportable Accidents*	0.26	0.42	0.30	<b>0.17</b>
Fatalities	0	0	0	<b>0</b>

\* HSE reportable accidents based on specified injuries and the current 7-day absence from work requirement in the UK and although there is no direct equivalent in Mainland Europe or the Middle East, the same definition is applied.



We believe our purpose and strategy come to life through an engaged workforce united by a shared culture and a spirit of collaboration. Our ambition is clear; to attract exceptional talent, unlock the full potential of our people, and foster behaviours that drive success.

We are focused on creating an outstanding employee experience by investing in our people, advancing diversity and inclusion, and strengthening how we listen and act on colleague feedback. Through meaningful development, inclusive practices, and data driven improvement, we are supporting colleagues to thrive whilst

delivering clear business benefits – from retaining key talent to building stronger collaboration and continuous improvement across the Group.

Together, we're building a workplace where every voice matters, every individual thrives, and every team contributes to shaping a stronger, more innovative future.

# People and Culture



# Creating a great place to work

## Our people are at the heart of everything we do

67%\*

Overall participation

7.1

Engagement score, out of 10

**The engagement score is made up of the responses to four key questions:**

- 01 **Engagement:** How likely is it you would recommend Genuit Group as a place to work?
- 02 **Loyalty:** How likely is it you would stay working here if offered the same job at another organisation?
- 03 **Belief:** How likely is it you would recommend our products or services?
- 04 **Satisfaction:** Overall, how satisfied are you working here?

The future success of our business depends on an engaged, motivated and skilled workforce that shares a common purpose and culture.

We know that when colleagues feel valued, empowered, and connected, they bring their best ideas, energy, and commitment. This drives innovation, collaboration, and sustainable growth.

By investing in our people and creating an environment where everyone can thrive, we are building the foundation for long-term sustainable success and shaping a business that is stronger, more inclusive, and ready for the challenges of tomorrow.

Our colleague engagement survey, Your Voice, is our key method for understanding what people like about working at Genuit, and what we need to improve.

In 2025, we ran two surveys; a pulse with a reduced question set in April, and a full survey in October.

In October, we saw an increase in overall engagement of 0.1 from the previous year. At a local level, businesses implemented action plans as a direct result of the feedback provided by their colleagues.

We saw positive sentiment around goal setting, where colleagues told us that they knew what was expected of them day-to-day, and were aware of how the work they did contributed to team objectives.

They also told us that Genuit felt like an inclusive place to work – where people could be themselves, with people of all backgrounds being accepted for who they are.

#yourvoicematters



### Looking ahead

During 2026, we will focus on what matters most to our people: growth, reward, and recognition. These priorities come directly from what colleagues have told us, and we are committed to turning feedback into action. Across the business, tailored plans are already in motion to address these focus areas, ensuring every colleague feels supported and valued.

Our People and Culture plan is aligned to these priorities, providing a clear and structured roadmap for progress. By listening to colleagues, learning from their feedback and taking action, we are building momentum for sustained year-on-year improvement. We are shaping a workplace where everyone feels supported to thrive and succeed, and where our people capabilities continue to strengthen business performance.

We also recognise that understanding of our strategy is not yet consistent across the organisation. In our most recent survey, those at the lowest end of our pay scale rated their understanding of how their role contributes to the Group's strategy 1.8 points lower than colleagues at the highest pay levels. This insight reinforced the need to strengthen how we connect our strategy to everyday roles.

We will ensure we keep our colleagues informed of our progress against our strategy, with regular updates and the opportunities to ask questions. Building on this, we will anchor our communications to our strategy, ensuring colleagues at every level understand how what we are doing contributes to our shared goals and how their performance directly supports the success of the business.

\* Your Voice survey October 2025

# Listening to and learning from our people

Gathering feedback from our colleagues is an ongoing commitment. This is why we are committed to creating multiple ways for our people to share their views from surveys and forums, to open conversations and digital platforms.

By responding to feedback with meaningful action, we strengthen trust, drive engagement, and ensure that every voice contributes to shaping the future of our business.

In addition to our Your Voice survey, we operate a wide range of formal listening channels across the Group, ensuring colleagues have regular, accessible opportunities to share feedback and raise concerns.

These include listening groups, drop-in sessions and colleague representative network forums that support open and constructive dialogue at every level.

In addition, formal colleague engagement forums are embedded within Nuairé, Adey and Polypipe Civils and Green Urbanisation.

In 2025, the Colleague Connect Group met regularly with leaders to share colleague

perspectives, raise issues and cascade updates back into their teams, strengthening two-way communication across their businesses.

Alongside these formal forums, colleagues remain connected to their leadership teams and to one another through regular huddles, team briefings and Group-wide Townhall sessions.

These sessions provide updates on key activities and priorities, while also creating space for questions, discussion and direct engagement with leaders.

Together, these channels form a robust and inclusive listening framework, supporting transparency, trust and meaningful colleague involvement across the Group.



### Looking ahead

During 2026, we intend to explore the opportunity to extend Colleague Connect as a Group-wide colleague network, making listening a cornerstone of our people strategy.



**Amanda Whitehead-Foltyn**  
Employed since June 2015. Recently appointed as Internal Sales & CRM Manager at Polypipe Building Products

“It’s important to attend Colleague Connect meetings to be the eyes and ears of the employees and pass it back to teams. For years, employees have said there’s no communication between the business and them, now that link is there and they should use the opportunity to communicate and have their voice heard.”



**Kevin Rogan**  
Employed since February 2023. Currently in the position of Stores Person at Mason Pinder.

“My first motivation for joining Colleague Connect was to keep my colleagues in the loop about changes and improvements throughout the business. The objectives for the Group are now changing towards a more social outlook, but can still play a big part in workplace morale and wellbeing.”

# Engaging through Viva Engage

In September 2025, we took a major step forward in how we connect as a business. When Meta retired Workplace, we took the opportunity to unify our communications and strengthen collaboration across the Group.

We successfully transitioned colleagues to **Viva Engage**, part of the Microsoft 365 suite, extending the power of Teams and SharePoint to all colleagues, whether on a PC, shared device or personal device. This move allowed us to leverage our existing Microsoft investment, simplify access with single sign-on, and lay the foundation for the planned rollout of Workday Payroll and Absence modules in April 2026.



## Looking ahead

Currently, most engagement on Viva Engage comes from PC users. Our goal in 2026 is to bring a greater proportion of colleagues onto the platform through their personal devices, so connection and collaboration are always at their fingertips.

We will also unlock more of Viva Engage's potential to create richer, more interactive experiences. This includes hosting live Townhalls directly in Viva Engage on key topics such as financial results and strategy updates, making it easier for everyone to join the conversation.

We also plan to introduce 'Ask Me Anything' sessions with our Executive Leadership Team; designed as open forums for colleagues to ask questions, share ideas, and connect directly with leadership.

Our focus for 2026 will be to break down barriers, amplify voices, and ensure every colleague feels informed, involved, and connected, wherever they are.

**Engage is our new home for conversation at Genuit**

Adoption of Viva Engage has exceeded expectations:

**60%+**

of colleagues have activated accounts, and content is routinely viewed by more than **50% of active users**, a significant increase from Workplace.

This change also enabled us to retire multiple third-party communication apps, bringing everyone together on one secure, integrated platform. Today, every business has its own dedicated community, and we can share consistent, timely messages across the Group. This has created a single space for collaboration, conversation, and culture.



# Celebrating individuality, driving collective success



## D&I in 2025, Your Voice survey questions:

**7.7 Overall D&I**  
I'm satisfied with Genuit Group's efforts to support diversity and inclusion (for example, in terms of gender, ethnicity, disability, socio-economic status).

**7.8 Diversity**  
I believe Genuit Group is a diverse workplace (for example, in terms of gender, ethnicity, disability, socio-economic status).

**8.4 Inclusiveness**  
At Genuit Group, people of all backgrounds are accepted for who they are.

**8.0 Non-discrimination**  
I'm confident I won't be discriminated against at Genuit Group.

In 2025, as part of our commitment to diversity and inclusion (D&I), we proudly launched five D&I colleague networks. Each network is led and managed by passionate colleagues, with a dedicated chair and co-chair who meet regularly with their ELT sponsor, our Chief People Officer.

These networks have created safe spaces for conversation, advice, and support. They are open to everyone, fostering allyship and understanding across our business. Through their Viva Engage communities, they share resources and personal stories, answer questions and run fundraising activities. This helps colleagues feel supported, connected, and empowered to bring their whole selves to work.

A key focus for our D&I networks is helping other colleagues across the Group understand what being part of their community means. Education is a key focus for each network so more colleagues they work and interact with are aware of and understand the challenges they face, and can help to overcome them.

Together, these networks are shaping a culture where inclusion is something we live every day across the Group.

### Reach

We're committed to fostering open dialogue and education around ethnicity, encouraging representation and inclusion at every level of the organisation. We'll challenge bias, celebrate diverse cultures, and help shape inclusive policies that reflect and respect the richness of our workforce.

### Smile

We're committed to removing barriers and unlocking the untapped talent and unique perspectives of disabled colleagues. Through social mobility initiatives and inclusive practices, we'll create opportunities for under-represented groups and make Genuit a great place to work – whatever your needs.

### EmpowHER

We're here to celebrate, empower, and support the brilliant women across our organisation. By challenging barriers and biases, sharing insights and best practice and influencing policy, we'll promote equity and create a workplace where everyone can thrive.

### The Shed

We're building a safe and supportive community where men feel empowered to seek help, share experiences, and prioritise self-care – without judgement. Through open conversations and awareness-raising, we're working to break down stigma and make mental health a topic everyone can talk about.

### Queer Collective

This is a safe and welcoming space for LGBTQ+ colleagues and allies. It's a place to learn, celebrate, connect, and share experiences. Together, we'll support events, initiatives, and moments that matter like Pride, and other key dates throughout the year.

## Communication

Our D&I networks have been sharing helpful and insightful content with members since they were launched in September. This includes links to resources, examples of lived experiences, support and advice.

Our EmpowHER network provided resources and advice during October to support Menopause Awareness Month. As a direct result of the positive response from colleagues around this activity, we produced a menopause guide for leaders, designed to help them better handle conversations around this topic.



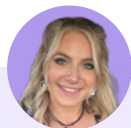
"These networks create the kind of community where people feel valued not just for what they do, but for who they are – and that's incredibly powerful."

**Aynsley Bolt,**  
Credit Control Manager at Nuaire  
Queer Collective Network Chair

"Our networks matter because they give people a place to be truly seen and heard – and that sense of belonging can change someone's whole experience at work."

**Jan Murray,**  
Head of HR and  
EmpowHER Network Chair

### Celebrating individuality, driving collective success continued



"I was so proud to represent Genuit and Polypipe Building Products at Doncaster Pride. The atmosphere was incredible – joyful, welcoming, and full of energy. Marching with our Pride-wrapped lorry and celebrating with the crowd made me feel truly connected to our purpose. I'll definitely be back next year, and I hope even more of us join in."

**Rosie James**  
Graduate – General Management



### Pride

We believe everyone deserves to feel safe, respected and valued, particularly in the workplace. Creating an environment free from fear of judgement is fundamental to our commitment to our people.

Genuit Group and Polypipe Building Products were proud headline sponsors of Doncaster Pride this year. Our rainbow liveried lorry took pride of place in the parade as colleagues from our Doncaster sites joined the celebrations, standing together with the local community. It was a visible demonstration of our commitment to inclusion and allyship.

During the event, Joe Vorih, our CEO, spoke passionately about why Pride matters to us as a business, reinforcing the importance we place on creating environments where people can be themselves and feel a true sense of belonging. Moments like these reflect our culture in action.

It is vital that our colleagues know they work for a business that supports them. Inclusion is not just something we talk about; it is something we actively champion, every day.

### Why colleague involvement in our D&I networks matters

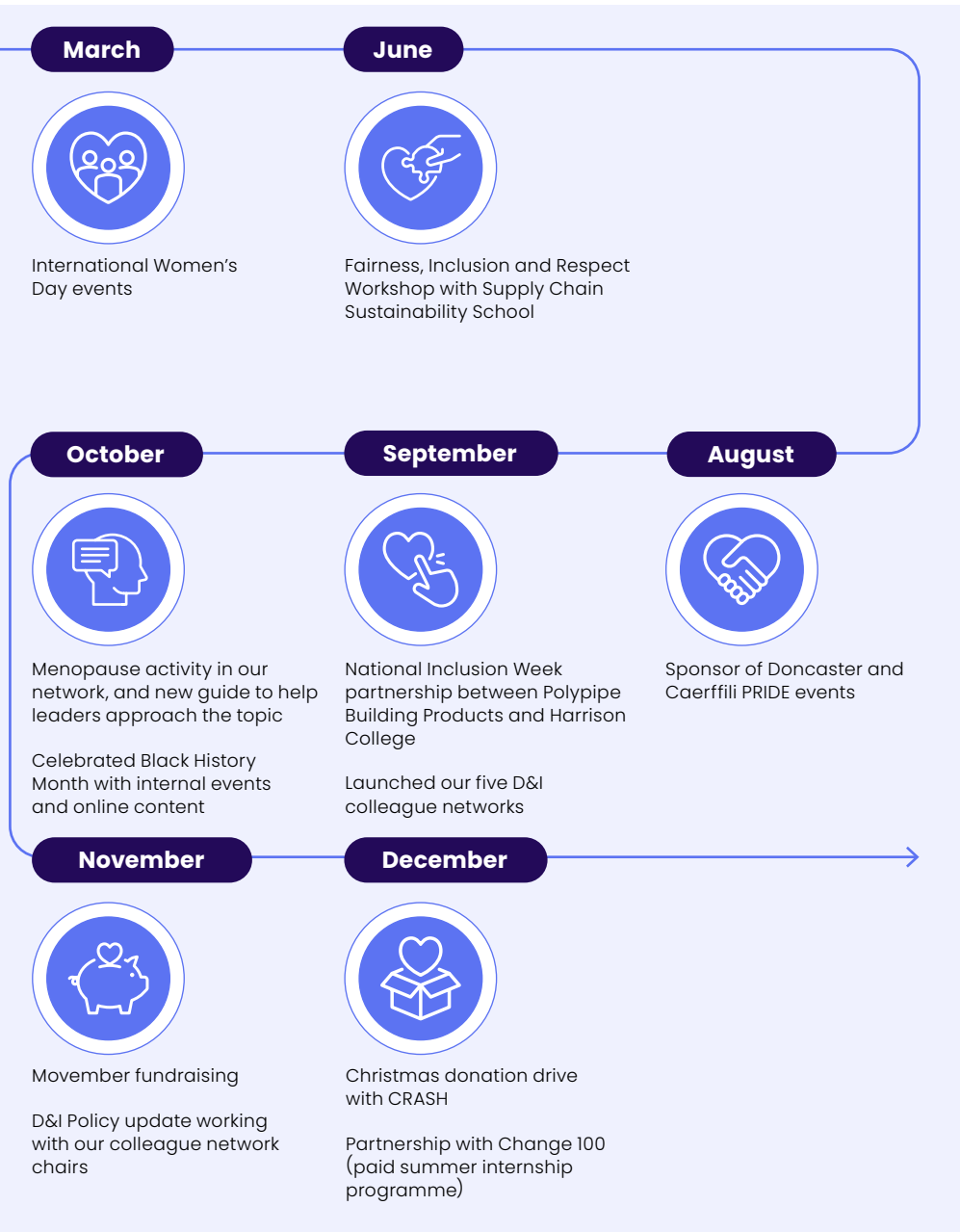
Our D&I networks are central to creating a workplace where everyone feels they belong. Greater involvement brings more voices, lived experiences and perspectives into the conversation, helping us better understand our people and shape initiatives that reflect real needs. Visible, active networks also foster connection and psychological safety, reinforcing that inclusion matters to everyone and that difference is genuinely valued.



### Looking ahead

During 2026, we want to increase participation in our D&I networks, encouraging more colleagues to get involved as members, allies or advocates.

By doing this, we will further embed inclusion into everyday working life, strengthen our culture and performance, and ensure our networks continue to provide meaningful insight and challenge – supporting inclusive, shared progress across the Group.



### Looking ahead

During 2026, we will continue our focused programme of events aligned to key dates in the D&I calendar, shining a spotlight on moments that matter to our colleagues and communities. Working together, our colleague networks will create meaningful experiences, designed to celebrate difference, encourage dialogue and strengthen our shared sense of belonging, both within individual networks and across the wider Group.

We will also extend our corporate support of Pride events in towns where we have a presence, reinforcing our commitment to inclusion not only within our workplaces but across the

communities in which we operate. By showing up locally and visibly, we aim to be an active ally and a positive force for inclusion beyond our own organisation.

Our ambition is to make Genuit Group a place where every person can thrive, grow and feel genuinely valued. By continuing to listen, learn and take action together, we are building a culture where inclusion is not just a statement of intent, but a lived experience for everyone.

# Unlocking potential, driving progress

Progress made during 2025

## 70%

of senior leaders have now completed our Genuit Leadership Programme (GLP), designed to create empowered, skilled leaders who lead and inspire their teams to success

## 94

internal promotions which 37 were female

## 18.9%

of UK colleagues are in recognised learning pathways, reflected by our continued accreditation as a Gold member of The 5% Club



## 33%

of Genuit Leadership Team positions held by women



"I joined the Group a year ago and would wholeheartedly encourage anyone to pursue an apprenticeship – it's a powerful way to learn, grow, and build a meaningful career. The hands-on experience has been well-suited to my learning style, and the group sessions have helped me connect practical knowledge with deeper theoretical understanding."

**Courtney-Faye Morgan**  
HR Apprentice at Polypipe Civils and Green Urbanisation

To build broader capability, we encouraged secondments, cross-functional collaboration, and exposure to different areas of the business, providing valuable opportunities to develop new skills, gain fresh perspectives, and strengthen internal networks. Informal learning remained an important part of our culture, with colleagues sharing expertise, shadowing peers, and contributing to improvement projects throughout the year.

Our digital learning platform, Workday Learning (launched in 2024) played a central role in supporting accessible development for all. In 2025, colleagues completed mandatory and optional learning modules via Workday, demonstrating strong engagement with the resources available to them.

These initiatives collectively ensured that every colleague had the opportunity to grow, develop and build the skills needed for today and for the future of the Group.

Developing talent at every level is essential to our future success. Feedback from our Your Voice survey made it clear, colleagues want more opportunities to grow, progress, and make an impact. In response, we are focusing on driving talent development, unlocking potential, and equipping our people with the tools to develop themselves, support others, and strengthen Genuit Group. By investing in growth and creating a culture of continuous learning, we are building a Group where every individual can thrive and contribute to shaping a stronger, more innovative future.

### Learning and Development

In addition to our formal programmes, 2025 saw significant focus on expanding development opportunities across the Group. Colleagues were supported to take ownership of their growth through self-directed digital learning, regular coaching and development conversations, and robust one-to-ones with their managers. We continued to make effective use of the Apprenticeship Levy, enabling colleagues to pursue accredited training, including academic study and professional qualifications relevant to their roles.

## Early careers and future talent

In 2025, we continued to invest in building a strong pipeline of future talent across the Group. To support attraction, our teams attended 15 career fairs across the UK, strengthening our visibility and engagement with early-career talent.

Our graduate programme remained a key element of this strategy, with our 2025 intake joining from a wide range of academic and technical backgrounds. Our graduates benefited from a broad range of learning experiences during the year, including participation in the Brathay Leadership Programme, attendance at the Birmingham Health & Safety Conference, and involvement in specialist industry events aligned to their roles. Many graduates are also progressing towards professional qualifications,



“Moving from Finance Director into a Strategic GBS role gave me the breadth and confidence to shape a different future for myself. The support I received – especially after returning from maternity leave – helped me look beyond finance and make a move that aligned with my long-term aspirations. That sideways step showed me that careers at Genuit grow in many directions, not just upward.

When you speak openly about your goals and have leaders who listen, development is possible at every stage.”

**Naomi Pitt**  
Strategic Deployment GBS Lead

supported through exam preparation and funded memberships with relevant professional bodies and institutes.

We continued to expand our partnerships with organisations that help us reach diverse and emerging talent. This included our work with 10,000 Interns Foundation, our ongoing relationship with Change 100, and project-based collaboration with Sheffield University students on research and innovation assignments. Our commitment to supporting the next generation also extended into local communities through our links with Harrison College and initiatives supporting learners within the prison education system.

Our ongoing summer internship programme proved to be a valuable route into permanent employment. Several interns successfully transitioned into full-time roles within the Group, demonstrating the strength of this pathway in identifying and nurturing talent early.

Across colleges, academies and outreach programmes, we remained focused on training the next generation of Genuit Group employees. These partnerships help build essential skills and provide young people with meaningful insight into our industry and the opportunities it offers.

## Building Genuit leadership skills

Our Genuit Leadership Programme (GLP) continued to strengthen the skills and capability of our senior leaders. In 2025, our fifth cohort successfully completed the programme. Delivered in partnership with PeopleWise, the GLP provides a series of modules focused on self insight, leading others effectively, and driving change and business performance. The programme equips leaders across the Group with a practical, evidence based toolbox they can apply in their roles. In total, 70 senior leaders have completed the programme to date.



## Looking ahead

During 2026, we will continue to invest in the development of our people, building a learning and leadership environment that supports colleagues at every stage of their career. Our focus is on creating a coherent, multi layered suite of development programmes that strengthen capability across the Group and equip our leaders to inspire, engage and deliver.

We will introduce a structured competency framework that defines what great leadership looks like within Genuit Group. This will enable us to be clear about the technical, behavioural and managerial skills required for success and support everyone to reach their full potential.

Our learning offer will expand to include both technical and behavioural development, from core skills such as presenting, communication and digital fluency, to deeper functional knowledge in areas like marketing and specialist technical disciplines. We will also continue to build leaders' confidence in managing sensitive conversations, particularly in relation to mental health and wellbeing.

To increase access and flexibility, we will launch a self-serve digital learning library, giving all colleagues the opportunity to develop at their own pace across a broad range of topics. We will also strengthen our approach to internal mobility, ensuring we make full use of the talent within our business and provide meaningful career pathways supported by targeted development.

Our performance and talent processes will continue to evolve, with a sharper focus on high quality development conversations, succession planning and maximising performance across the organisation. We will also explore opportunities to further leverage funding to support colleague progression and build future capability.

Together, these initiatives will help us create a consistent, scalable approach to people development that supports our long term growth ambitions and enables every colleague to thrive.

# Our Trademark Behaviours

Launched in 2024 and co-created by colleagues from across the Group, our Trademark Behaviours (TMBs) define how we work together to deliver sustainable success.

## Our TMBs



### We work together

- by understanding and respecting our unique differences
- through collaborating and supporting, to achieve more
- by recognising the efforts and contributions of others



### We take ownership

- always acting with health, safety and wellbeing in mind
- by striving for excellence in what we do
- through our commitment to doing the right thing



### We find a better way

- through using our voice and actively listening
- by positively challenging the way we do things
- by seeking the right solution

Our TMBs reflect what our people value most while setting clear expectations for the behaviours that drive performance.

The TMBs sit at the heart of our culture and underpin everything we do. They guide how leaders and colleagues collaborate, make decisions and support one another, helping to create an inclusive, trusting environment where people feel empowered to perform at their best. By aligning behaviours across the Group, the TMBs strengthen accountability, teamwork and consistency, enabling delivery today while building capability for the future.

Awareness of the TMBs is strong, and they are embedded into our approach to recognition and reward. Throughout 2025, we celebrated colleagues and leaders who brought the behaviours to life through their actions and impact. These examples were regularly shared through Townhalls, Viva Engage and local team meetings, reinforcing the positive behaviours that contribute to both a strong culture and performance.

During 2025 we recognised colleagues from across the Group by celebrating individuals who consistently lived our TMBs and who made a meaningful contribution to our people, our culture and the results we deliver as a business.



### Looking ahead

In the October Your Voice survey, we asked colleagues whether they were aware of our TMBs and whether they saw them demonstrated in practice. While awareness remains strong, the results highlighted an opportunity in 2026 to strengthen how consistently the TMBs are brought to life in day-to-day working environments.

In response, we will place greater emphasis on clearly describing what the TMBs look like in action, including how they apply across different roles, teams and leadership levels. By making the TMBs more tangible, we aim to support colleagues in embedding them more consistently into daily activities.

Alongside this, we are exploring a new Group-wide recognition programme aligned to the TMBs, making it easier for everyone to acknowledge and celebrate great work. Together, these initiatives will help reinforce our desired culture, strengthen accountability and ensure our TMBs continue to support both engagement and performance across the Group.

7.9

I know what the Trademark Behaviours are

7.1

I see the Trademark Behaviours in action

# A People and Culture plan designed to power the future success of the Group

Looking ahead, we have a clear People and Culture plan, built on guiding principles:

### One Group-wide people plan

All business plans will align to a single, cohesive Group-wide People Plan. This ensures consistency, clarity, and shared priorities across the organisation.

### A common employee value proposition

Every colleague, regardless of location or Division experiences the same core promise of what it means to work at Genuit.

### Standard work to drive effectiveness

We will adopt common processes and frameworks to improve efficiency, reduce duplication, and deliver a seamless experience for our people.

### Data-led decision making

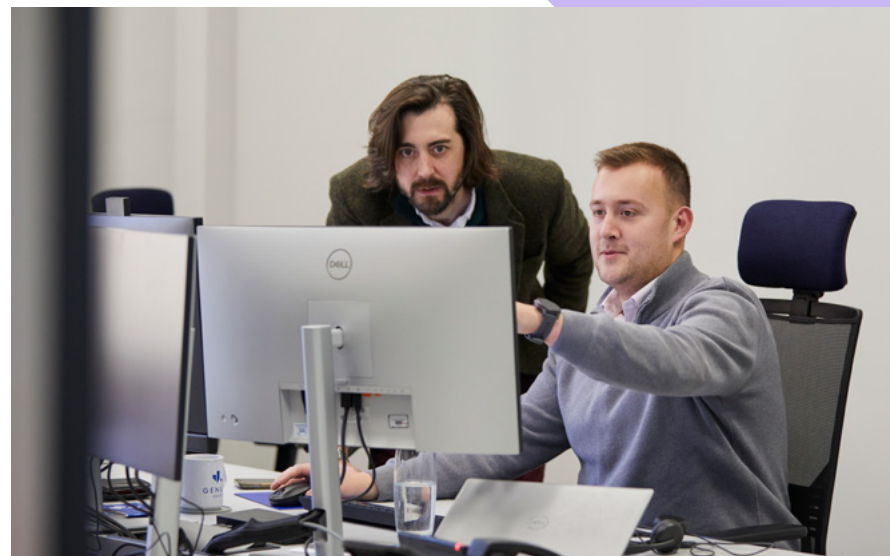
Decisions will be grounded in robust data and insights, enabling us to act with confidence and measure impact.

### Owned by all colleagues

Our People Plan is not intended as just an HR initiative – it belongs to everyone. Leaders and teams play an active role in bringing it to life.

### Regularly communicate progress

Transparency matters. We will share updates often, celebrate milestones, and keep everyone informed on how we're tracking against our goals.



The plan consists of six focus areas, each designed to promote the creation of an environment where every colleague can thrive and grow, feel their contribution is valued and rewarded, and where they can be themselves.



### Develop world-class leaders

We share a vision for inspirational leadership that drives our strategy and provides impactful development. Our strong leaders are role models across the business. We work as a unified leadership team to drive strategic priorities efficiently and effectively.



### Optimise our ways of working

We have a clear, aligned operating model that supports delivery and enables seamless cross-functional planning and execution.



### Harness the power of one team

Our people understand and embrace the power of working for Genuit Group, and our local businesses. We live our TMBs and use the GBS tool to drive results.



### Drive high performance

People managers actively nurture and develop colleagues to drive performance, recognising what colleagues deliver, and how they do it. The opportunity to grow and develop is part of the fabric of our business.



### Create a great place to work for all

Genuit Group is recognised as a great place to work with a compelling employer brand, where every colleague feels a sense of belonging and inclusion. All colleagues have opportunities to learn and grow.



### Build HR excellence

The HR Team is a credible and trusted partner to the Group. We work as one function enabled by modern processes, technology and capabilities. Our team is recognised as a place to grow a career in HR.

# Engaging with our stakeholders

Our purpose, 'Together, we create sustainable living', recognises the value that diverse perspectives bring, and the importance of collaboration.

Effective engagement with our stakeholders is crucial for building strong, effective and mutually beneficial relationships for the long term. By fostering a culture of collaboration, direct engagement, mutual respect and transparency, we effectively work together with our stakeholders to achieve our purpose. This engagement enhances our ability to meet our strategic objectives whilst building a more inclusive, sustainable and resilient business.

### Our key stakeholders

Our key stakeholders are integral to the Group's long-term strategy. The Executive Leadership Team is responsible for ensuring that their needs form part of everyday decision-making on behalf of the Board. Using the feedback received from senior management on these needs, the Board considers and then makes its strategic decisions against the backdrop of what it considers to be in the best interests of the long-term success of the Company.





# Engaging with our employees

## How we engage

We use a combination of formal listening tools and ongoing engagement forums to address the topics that are material to our employees. This includes town halls, business briefings, formal engagement surveys and employee engagement forums. Our biggest innovation during 2025 was the introduction of Viva Engage (to replace Workplace by Meta) as our internal social platform. Engagement is further enhanced through one-to-one meetings and personal development reviews.

Key topic	Outcome
<b>Group-wide employee engagement survey</b>	Group survey results were shared openly with the Board, senior leaders and employees, increasing transparency and strengthening trust in the process. This enabled data-driven conversations and supported managers to develop meaningful, locally owned action plans, ensuring that feedback translated into targeted improvements, reinforcing accountability and helping teams focus on the areas most material to our employees, these being recognition, growth and reward.
<b>Launch of Viva Engage as our internal social platform, combined with extending Teams and SharePoint access to all employees</b>	This created a single, connected digital system for the entire workforce. By enabling access via shared or personal devices, we brought colleagues across every site, shift and function onto one platform for the first time. This has strengthened communication, provides increased visibility of Group updates, improves collaboration and helps our employees feel more connected to one another and to the business.
<b>Reward and pay across the Group, and supporting retention in lower-paid roles</b>	We made significant steps forward in our ongoing commitment to fairness and sustainability, aligning some of our businesses to the Real Living Wage, ensuring our pay practices remain competitive, equitable, and fit for the future. Early retention improvements have been noted in these businesses, and this has had a positive impact on recruitment and on our employer brand. We derecognised Community and Unite trade unions in some of our businesses, enabling more agile pay decision-making aligned with business needs. We also extended our Holiday Purchase Scheme to a broader population of colleagues, providing greater flexibility and improving work-life balance.

## Challenges

Ensuring that employees bought into and engaged with Viva Engage. Cost-of-living pressures and retention. Improving engagement rates in completion of Group-wide pulse/full engagement surveys. Onboarding of new employees into the Group, including acquisitions.

## Value

A reduction in voluntary turnover and improvement in retention rates across the Group. Reduced vacancy pressure and increased operational stability. Enhanced visibility of employee achievements, improving cultural alignment and a sense of belonging through recognition schemes. Better insights into retention hotspots, enabling targeted interventions based on Your Voice scores and local action plans. Strengthened communication culture, with higher engagement on Viva Engage and high attendance at Townhalls.

## Solving a critical skills gap

Setters' roles are highly specialised positions within our manufacturing operation at Polypipe Building Products, requiring detailed knowledge of specific machinery and processes used on site, making the job difficult to recruit for externally. Within Polypipe Building Products, this created a growing risk around skills dependency, operational resilience and long-term succession. Feedback gathered through our Your Voice survey and regular team-level conversations highlighted increasing frustration linked to long-term vacancies in Setter roles, including a workload imbalance and pressure on a small number of experienced individuals.

Currently, five Setter apprentices are progressing through the programme, with further opportunities being planned to support succession and future demand. Numbers are kept manageable to ensure that learners receive appropriate support and to maintain safety and quality on the shop floor. This approach has helped create a sustainable pipeline into a critical technical role, supporting both immediate operational needs and longer-term workforce planning.

We drew on established expertise from within the sector to design our Setter Academy. Through existing industry contacts, we engaged with an experienced lecturer who had been delivering Setter-related training for many years who understood both the technical requirements of the role and how these skills are best developed in practice, and designed a programme that accurately reflected the realities of Setter roles within Polypipe Building Products. This ensured that the Academy and apprenticeships were practical, credible and aligned with the organisation's equipment, processes and standards, while also meeting the requirements of the relevant apprenticeship standard.



### Actively listening and taking action

Following the 2025 Your Voice Survey, proactive action planning was crucial to our businesses and functions to enact positive changes and improve overall engagement across the Group.

Climate Management Solutions (CMS) showcased a great example of this in action with their 'You Said, We Did' campaign. Focus areas were identified by Peakon using the results of the survey, based on the scores. These were then distributed to businesses and functions across CMS to ensure that they were accurate and realisable. This initiative brought

together a group of colleagues driven to identify actions and establish what CMS would commit to work towards improving our overall engagement and employee value proposition. The 'You Said, We Did' campaign was communicated to employees during Townhalls to keep them updated on progress and demonstrate that the senior leaders were holding themselves accountable and taking ownership of enacting change, in alignment with the Group's Trademark Behaviours.

#### What did CMS deliver as part of their 'You Said, We Did' campaign?

Introduction of **CMS Townhalls** – improving **communications**

**Progression route** identified across CMS customer operations – taking the **growth** of our colleagues seriously

Launching our monthly **infographic** to update our colleagues – **strengthening communication channels**

**Training plans** and skills matrix introduced in production – **grow** your career with us

Revamped our **Long Service Awards** to recognise more of our valued colleagues – **reward** and **recognition**

Continuing our **facility improvements** within the factory and offices – improving the **work environment**

Well-deserved extra **time off** before Easter – **rewarding** our colleagues for great results

Made **temporary posts permanent** within the warehouse – sharing the **workload**

Improving our **Team Briefings** across several functions – improving **communications**

Supporting more colleagues with their **continuous personal development** – investing in our colleagues' **growth**

Rewarding our **lowest-paid** colleagues and implementing clearer pay bands – fairly **rewarding** our colleagues

**Upskilling** our managers using our Nuaire Futures programme – **growing** our manager capability



## Engaging with our shareholders

### How we engage

We conduct investor roadshows following our full year and half year results, hold our Annual General Meeting each year and conduct ad hoc investor meetings as required. During the year, we attended several investor conferences with different banks in London and visited investors in France, Germany, Sweden and the United States of America. Site visits were held at Polypipe Building Products and Adey for small groups of analysts and investors, to demonstrate the strategic progress of the Group. Our Chair offered our ten largest shareholders face-to-face meetings, which are an effective way for us to solicit feedback on our investor engagement and progress against our strategy.

Key topic	Outcome
<b>Feasibility and opportunity for Genuit with the UK Government's commitment to delivering new housing targets, regulatory changes in the water sector and readiness for the Future Homes Standard</b>	Updates on the content, timing and impact of the upcoming Future Homes Standard on the Group, including ways in which we are engaging with customers in preparation. Additional information on Genuit's role in helping to manage the next water budget cycle, aimed at solving sewer overflow issues, giving confidence to shareholders.
<b>The Group's route to its medium-term margin targets and management of performance in the face of a challenging macro outlook</b>	Evidence of growth through the Group's M&A agenda and the successful acquisitions of Monodraught and the Davidson group of companies, as well as organic growth and operational efficiencies through the deployment of GBS.

### Challenges

Navigating the uncertain economic and political environment. Building confidence in the UK market and its growth position over the next five years.

### Value

Increased shareholder confidence in the strategic goals and outlook of the Group with both overseas investors and those within the UK. Retention of a strong register of highly supportive investors. Progressive dividend payments providing shareholder value despite ongoing UK market headwinds.



# Engaging with our customers

## How we engage

We engage with industry bodies such as the Future Homes Hub, where our customers are similarly represented, and hold regular customer meetings with end-customers, merchants, social housing groups, national house builders and water companies. We also interact with the technical and innovation teams of our customers. We attend industry dinners and, for some customers, hold quarterly review meetings and give presentations. We engage in tenders and support regular top-to-top sessions with key customers. We are improving our synergy selling capabilities across the Group to continue to provide a wide range of climate-related solutions.

Key topic	Outcome
<b>Increasing demand for carbon and sustainability data</b>	Holding face-to-face meetings and interacting with technical and innovation teams allows us to provide innovative solutions to customers, drive EPD creation to include key products and provide reliable carbon data. We continue to support our businesses in their provision of EPDs and TM65s. Provision of tools and information through sales teams, as well as placing sustainability in increasingly accessible tools.
<b>Pricing integrity and market competition</b>	We have employed a number of mechanisms in respect of price integrity and market competition by engaging in tenders and taking proactive approaches for our customers in providing value-add solutions using a solution-sell methodology. We place focus on customer service, including high levels of technical support, and as a result, we have gained market share in the civils arena. By embedding our relationships with a number of developers, they see us as a partner to help solve their challenges.
<b>Compliance with new regulations such as Awaabs' Law and the Future Homes Standard (FHS), managing bottlenecks in the commercial buildings market generated by the Building Safety Act and subsequent demand for stage 2 planning approvals</b>	In order to support any safety bottlenecks, we have sought to improve our customer service and delivery lead time, for example promoting the Polypipe Building Services Advantage service, which can provide our customers with an overall lead time reduction on site. We have used solution-selling techniques to gain technical and commercial approval for FHS solutions to ensure that our customers are well-positioned for adoption of the standard when it is released. We have given more technical guidance around topics such as Awaab's Law and the FHS.

## Challenges

Addressing stormwater and sewer overflow challenges and understanding what solutions customers require to solve installation problems, including speed and system integrity. Adapting to regulatory changes and customer cash flow challenges. Support through the bottlenecks in the commercial buildings market caused by demand for stage 2 planning approvals.

## Value

We create better solutions by working with our customers and truly understanding their needs, culminating in long-term relationships and growth for Genuit. Increase in barrier-to-entry value-add solutions sales driving cost out of the transaction, such as value engineering solutions, makes us more flexible and well positioned to address customer needs.

## GoBig Underfloor Heating Solutions



As legislation changes, the shift from gas based high-temperature radiator solutions to low-carbon and low-temperature solutions is likely to create unprecedented demands on skills and labour within the industry, as well as on supply chains. This represents a real risk to the ability of the industry to maintain continuity of supply. GoBig is an approach we have developed to enable our new housebuilder

customers to be able to provide a low-carbon low-temperature heating system that meets the legislative demands of the FHS (using an Underfloor Heating (UFH) solution), fitted as a standard design across their full estate. This means it can be delivered at scale and on time using technically optimised designs, with minimal installation error and warranty risk.

This is at a cost that is comparable with traditional plumbing and radiator solutions, providing a compelling value proposition for homeowners. As part of this service, Polypipe Building Products design, kit out and deliver the solution to site and provide approved installers, using digital solutions to validate the integrity of the installation in real time, thereby assuring our customers of the technical compliance of the install to the design. By working seamlessly with our strategic customers in this way, we are able to mitigate these risks.

This creates further value for our customers through faster project completion and mitigates failing to adhere to the critical path of any build programme. ASHP and UFH compatibility provide the assurance that the solution delivered meets the heating needs of the property for which it has been designed. The solution meets energy efficiency targets (Standard Assessment Procedure (SAP) Part L compliance and F). The inclusion of after-sales support, based on our extensive knowledge of products and common issues, provides education for the home buyer and ongoing service and support outside of the warranty period.

**“By working seamlessly with our strategic customers in such a way, we are able to mitigate some of the key risks they face.”**

**Tony Brayford, Commercial Director  
Water Division**



# Engaging with our suppliers

## How we engage

Supplier relationship and performance management (face-to-face) meetings are one method of engagement, supplemented by virtual meetings as necessary and ad hoc engagement as required. We collect new supplier credentials through onboarding processes and assure ourselves of their ethical behaviours, sustainability and creditworthiness. We conduct one-to-one meetings with suppliers on sustainability issues, with a clear focus on climate change. We ensure that our procurement team are equipped with the skills they need to engage effectively with our suppliers, placing focus on the sourcing cycle and the importance of completing category strategy plans to support suppliers' contracts of supply, to strengthen due diligence processes and support the introduction of robust contracts with suppliers.

Key topic	Outcome
<b>Carbon reduction and alignment with the Science Based Targets initiative (SBTi), alongside increasing the use of recycled materials</b>	As a result of our commitment to the SBTi, we collaborated with our suppliers and updated the Group Procurement Policy, Supplier Code of Conduct and Sustainable Supplier Sourcing Policy. These updates ensured alignment with evolving regulatory requirements, sustainability commitments and ethical standards. Policies were shared across the Group to reinforce compliance and our expectations of suppliers. This increased efficiency and compliance, delivered faster contract turnaround times and improved compliance with sustainability and ethical standards, as well as further progress towards carbon reduction goals and improved ESG ratings.
<b>Risk mitigation strategies to safeguard the continuity of supply and prevent cost escalation</b>	We enhanced our contractual provisions detailing delivery obligations, risk-sharing clauses, and cost-indexation mechanisms. This continuity of supply protects against price volatility, fostering stability and trust in supplier relationships. We worked with our suppliers to establish process and capability improvements, delivering contracts to mitigate these risks, whilst collaborating and establishing stronger supplier relationships.
<b>Compliance with Modern Slavery Act regulations and adherence to ethical practices and effective governance</b>	We increased vendor due diligence, prioritising high-risk categories such as low-salaried labour services (e.g., cleaning and waste management). Additionally, we deployed Moody's Supply Chain Risk Tool for ongoing monitoring. This targets due diligence and risk analytics, which strengthen compliance, reduce reputational risk, and enables proactive intervention in supply chains.

## Challenges

Geopolitical events, creating more disruption for suppliers. Lower demand and increased costs, with expectations of credible sustainability data. Changing regulations and expectations of suppliers, and risks of small suppliers experiencing financial difficulty.

## Value

Realised annualised savings and mitigated risk. Improvements in supplier relationships, better understanding of requirements, removal of waste, and improvements to supplier delivery performance. Working capital improvements through inventory reduction. Improved ethical standards. Uplift in volume of EPDs.

## Sustainable Supplier Sourcing Policy



**“We have improved communication and trust with our suppliers when it comes to material being delivered and the product trials we conduct.”**

**Emily Bates, Group Procurement Director**

Genuit Group has a Science Based Targets initiative (SBTi) target that requires our suppliers to have a climate change target aligned with, or validated by, the SBTi. Since 2021, our scope 3: category 1 emissions profile has changed, as many suppliers have decreased their emissions. This means that a greater breadth of material types will need to have climate change targets. In December 2025, our Group Procurement function collaborated with our Group Sustainability function to make key updates to the Sustainable Supplier Sourcing Policy to reflect this need. The update extended the mandatory requirement for suppliers to have a climate change target aligned with or validated by the SBTi from polymer suppliers to also include steel,

electronic and electrical equipment (including printed circuit boards) and other materials. These account for more than 2% of the Group's scope 3: category 1, total carbon emissions. These changes to our Sustainable Supplier Sourcing Policy support the Group's own SBTi target.

During 2025, our Group Procurement and Sustainability functions held one-to-one engagement sessions with key suppliers, covering a range of topics including sustainability and science-based targets. This facilitates suppliers in providing the Group with information on their journey towards tackling climate change, enabling the Group to provide an update on its own strategic aims.



# Engaging with our communities

## How we engage

We engage directly with our local communities through local trusts, creating opportunities for students to develop their business knowledge and learn entrepreneurial skills, including leadership and business modelling. We host environmental tidy days, beach cleans, and engage with local river trusts where relevant. We are heavily involved in educational initiatives, teaching about heating, engineering and the reduction of carbon emissions. We collaborate with local colleges, support charities and provide sponsorship for local schools, community groups and sports teams. We are corporate patrons of the charity CRASH, which is a UK construction industry charity that addresses homelessness and helps hospices with vital construction projects.

Key topic	Outcome
<b>Supporting local initiatives that affect inclusion and wellbeing</b>	Recognising the challenges our communities face in maintaining local initiatives that support wellbeing and inclusion, we provide support through our businesses to vulnerable or elderly residents of the community as well as sports clubs for young children, which includes sponsoring football clubs, and working with CRASH to provide healthy and safe night accommodation for the homeless.
<b>Improving the standard of education specifically in the plumbing industry, and the pipeline of students moving into employment</b>	This is a key focus for our businesses, as we support young talent within our industry in preparing for their future. These areas of expertise are often underfunded and, with fewer young people entering the trade, the industry faces the loss of critical expertise, which hinders business performance and industry growth. We host training sessions, offer apprenticeships and work experience, and provide products for training bays to encourage the younger generation to obtain specialist experience in plumbing and associated products.
<b>Impact of climate change and the ways in which Genuit Group helps to mitigate</b>	Participation in sessions at climate events and within local groups, such as the Scouts, to educate on excessive water use and city stress from over-heating, cooling and water.

## Challenges

Cost of living challenges within local communities, job losses and reduced education opportunities. Fewer young people entering the plumbing industry, which faces a loss of critical expertise, threatening business performance, industry growth and the availability of suitably qualified, experienced plumbers to meet consumer demand. Continued focus on the impact of climate change on our environment, especially flood elevation and mitigation and the pace of changing regulations, and the need to educate communities. Support to the elderly and vulnerable areas of the population, including the creation of winter survival packs.

## Value

Reducing the impact of our activities on the environment. Genuit brand awareness and the development of reputation. Nurturing the next generation and improving recruitment opportunities. Increase of young talent in graduates and apprentices, providing work experience opportunities. Increased brand and product familiarity with plumbers of the future.

## Supporting young talent

As part of our initiative to engage within our communities and sponsor young talent, we had a cohort of summer interns join during 2025. One was placed within our Group Sustainability function, helping the team on key projects that are pivotal to shaping our Sustainable Solutions for Growth strategy. Part of this role included exploring our ambition to being the lowest-carbon supplier of choice, and the output gave us valuable insights into market positioning, and helped identify opportunities to reduce environmental impact and deliver greater sustainable value to our customers. We are proud that our intern was recognised for her hard work at the Generation 4 Change Yorkshire and Humber Awards, where she was awarded 'Sustainability Champion of the Year', demonstrating how impactful these schemes are for promoting young talent and to the Group as a whole.

## Protecting our environment

Caring for our environment is always at the top of our agenda. During 2025, one of our Polypipe Civils and Green Urbanisation Technical Sales Managers organised a beach clean-up at Bournemouth beach, following a busy bank holiday weekend. We teamed up with some of our merchant and contractor partners, and were joined by members of the Keyline Civils Specialist, Mildren Construction Limited and MATA Construction Limited teams.

## Salamander Pumps providing education within the industry

One of our 2025 acquisitions, Salamander Pumps (part of the Davidson group), has been proactively supporting their local colleges through numerous education initiatives during the year. Their team successfully delivered interactive training sessions to Level 2 and Level 3 plumbing students, ensuring that learners received up-to-date instructions on typical domestic plumbing systems, and gained familiarity with the Salamander Pumps product range. They strengthened hands-on learning by providing free-of-charge products for installation within college training bays, allowing students to practice real-world installation techniques. As part of these initiatives, they supplied training collateral to drive ongoing student learning on domestic systems and water-boosting solutions, including display boards and posters.

13 colleges were visited, with multiple training sessions delivered at all locations. This has enhanced the learning experience for plumbing students, encouraging future careers in plumbing, in addition to increasing brand awareness, product understanding and installation quality, and improving relationships with training providers and colleges.

## Section 172 statement

The Board recognises that effective engagement with stakeholders is critical to achieving long-term sustainable success, and the needs of our different stakeholders are regularly considered by the Board. This section 172 (s172) statement gives further insight into some of the decisions taken by the Board, where key stakeholders have influenced those decisions.



**1** The likely consequences of any decision in the long term

**Key s172 consideration**

**Page**

- Business model & strategy **16**
- Non-financial and sustainability statement **86**
- Stakeholder engagement **76**



**3** The need to foster the Group's business relationships with suppliers, customers and others

**Key s172 consideration**

**Page**

- Business model & strategy **16**
- Non-financial and sustainability statement **86**
- Stakeholder engagement **76**



**5** The desirability of the Group to maintain a reputation for high standards of business conduct

**Key s172 consideration**

**Page**

- Health, safety and environment **63**
- Whistleblowing **135**
- Internal controls **133**
- Risk management **126**
- Non-financial and sustainability statement **86**



**2** The interests of the Group's employees

**Key s172 consideration**

**Page**

- People and culture **65**
- Health, safety and environment **63**
- Stakeholder engagement **76**
- Employee engagement **77**



**4** The impact of the Group's operations on the community and the environment

**Key s172 consideration**

**Page**

- Purpose **1**
- Greenhouse gas emissions **41**
- Sustainability **32**
- TCFD **46**



**6** The need to act fairly as between members of the Company

**Key s172 consideration**

**Page**

- Stakeholder engagement **76**
- Dividends **224**
- Strategy **17**



## How the Board complied with its s172 duty

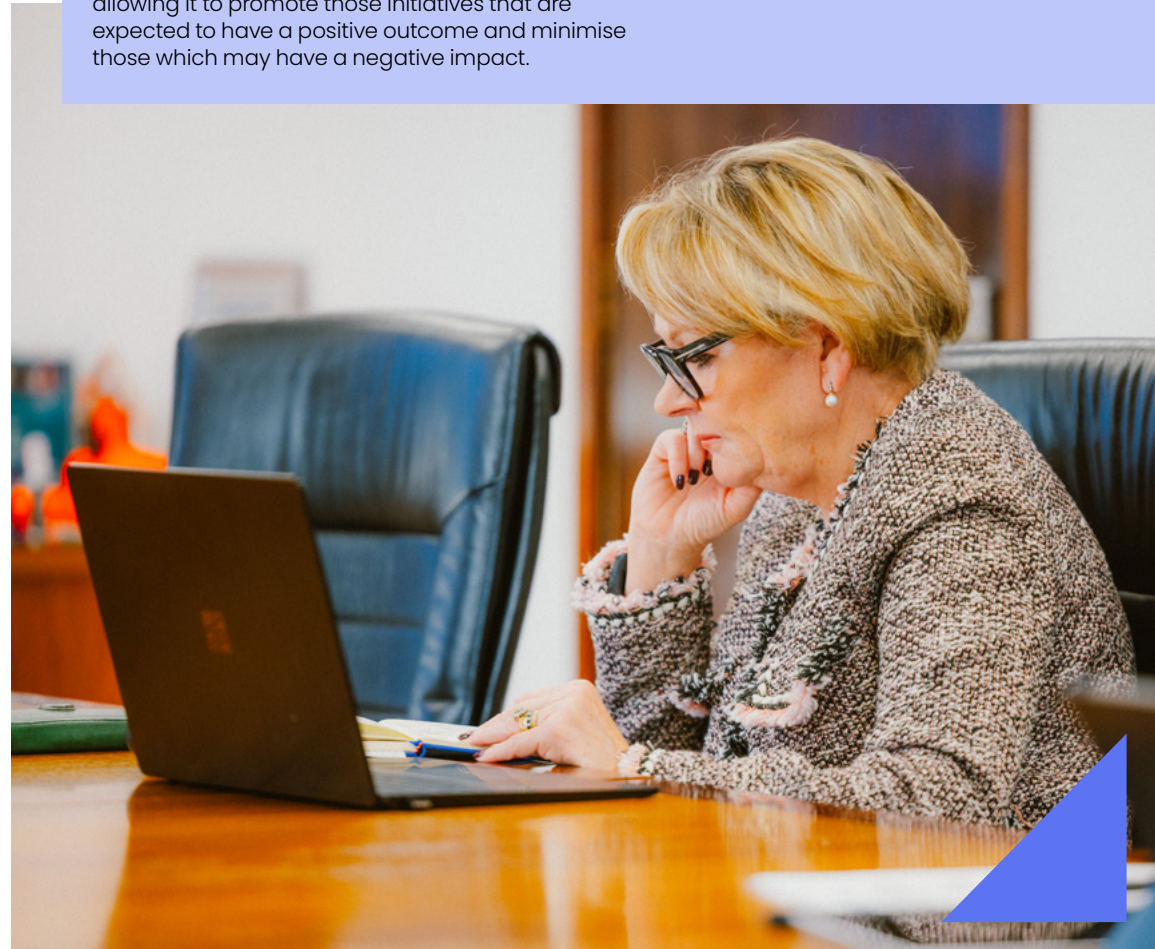
Adequate consideration of key stakeholder groups in Board decisions has always been part of Board discussions and the decision-making process at Genuit. The Board promotes the success of the Company for the benefit of its shareholders as a whole, whilst having regard to other stakeholders. The Board uses varying methods of engagement, depending on the stakeholder, to ensure that it is fully informed of their needs. These include but are not limited to: press releases, announcements, roadshows, site visits, surveys, one-to-one contact, newsletters, forums, emails, videos and Townhall leadership sessions.

## Key decisions in 2025

Our governance processes enable the Board to consider the interests of all stakeholders, having regard to all the relevant factors to select the course of action that best leads to high standards of business conduct and the success of the Group in the long term.

Effective engagement ensures that the Board is fully aware of any potential issues and likely impact, allowing it to promote those initiatives that are expected to have a positive outcome and minimise those which may have a negative impact.

This allows for detailed and thorough discussions at meetings, enabling a considered, informed and balanced approach to decision-making. In performing their duties during 2025, the Directors have had regard to the matters set out in s172 of the Companies Act 2006, as demonstrated within this statement and elsewhere in the Annual Report and Accounts.



## Approval of new Enterprise Resource Planning (ERP) system

### Context

The Group operates a variety of information systems that are key to operations, and it was identified that as a result of this, it may be unable to leverage the latest technologies or effectively realise the benefit from programs to transform systems capability. As a result, during the year, the Group decided to source a new Group-wide ERP system, which involved finding a platform provider in addition to an effective systems integrator.

### Customers

The customer experience was considered as part of the decision-making process, as the successful implementation of a new ERP system will make the customer-facing experience more efficient and effective.

### Supplier

The Board considered the positive impact that a more modern and sophisticated system would have on its suppliers, understanding those realised benefits of an efficient supply chain process.

### Shareholders

The Board considered the impact that the legacy ERP systems would have on the Company's ongoing operations and future performance, and how this might impact future returns to shareholders.

### Outcomes and impact

The Board approved the appointment of a chosen software vendor and systems implementation partner, and to proceed with a 'Vision and Validate' phase during 2026.



### Employees

A key priority during the decision-making process was to ensure that employees were involved in the decision-making process, given they are critical to the successful implementation of a new ERP system across the Group.

### s172 considerations



## Approval of acquisitions

### Context

In line with the Group's long-term strategy for growth and purpose, the Board approved the acquisitions of Monodraught and the Davidson group of companies during 2025, having prioritised and considered the long-term consequences of these acquisitions on its stakeholders.

### Shareholders

The Board considered the potential synergies and financial benefits of the acquisitions in the context of the Group's strategy, as well as the environmental credentials of the target businesses. It also considered the benefit that the acquisitions would bring to shareholders in terms of the long-term growth of the enlarged Group and potential returns.

### Customers

It was key to the decision-making process that the acquired businesses would provide further synergies and increase the portfolio of products and solutions available to our customers.

### Communities

The Board considered the impact of the additional sites and operations in the context of climate change and local communities.

### Outcomes and impact

The Board approved each acquisition and Monodraught and the Davidson group of companies joined the Group in August and September 2025, respectively.



### Employees

A key priority during the decision-making process was to ensure that the employees of both the acquired and current businesses into which they were integrated would be supported, to ensure an efficient and effective onboarding process.

### s172 considerations



## Approval of the appointment of Britta Giesen

### Context

A key responsibility of the Board and the Nomination Committee relates to Board succession and composition, to ensure there is an appropriate balance of skills, experience, diversity and independence on the Board. Britta Giesen was appointed to the Board on 27 October 2025, and as a former CEO and given her overseas listed company experience, it was believed her executive and international experience would be beneficial to the current Board composition. In addition, Britta has lean experience and specialist ESG experience, which adds further diversity of thought to Board discussions.

### Shareholders

The Board considered the skills, knowledge and experience required at Board level to support delivery of the Company's strategy and returns for shareholders. The Board considered Britta's knowledge and experience across sectors, and her sustainability roles as noted above, and determined that these would complement the current skills, diversity and composition of the Board.

### Employees, customers and communities

Diversity of thought at Board level will drive better decision making, which will ultimately positively impact all stakeholders.

### Outcomes and impact

The Board approved Britta's appointment, given her knowledge and broad experience, in particular in relation to sustainability and executive leadership, which is an area identified as requiring enhancement within the 2025 reported Board skills matrix.



s172 considerations



## Approval of a new organisational structure

### Context

During the year, the Board reviewed and approved a proposal from the Executive Leadership Team to consolidate our Sustainable Building Solutions (SBS) and Water Management Solutions (WMS) Business Units, to leverage cross-business opportunities in the water sector, remove silos and leverage synergies. The Board approved the proposal, and the outcome resulted in the creation of our new Water Division with effect from 1 January 2026, to sit alongside our Climate Division (formerly CMS).

### Shareholders

The Board considered the benefits of the restructure and the potential impact on the long-term growth of the Group in the execution of its strategic objectives.

### Customers

This organisational change will improve the experience for our customers, with one Division that is focused on solving challenges they experience in the water sector, as opposed to them having to engage with various businesses to benefit from their different products. This creates better alignment for our customers and more synergies for the Group.

### Employees

This will improve communication pathways for employees, leveraging knowledge from SBS to WMS, given the simplification of the organisational structure. This will also result in structural efficiencies, realised through improving leadership reporting lines and support systems.



### Communities

Given the prominence of water-related challenges, bringing together our various businesses into one Division will help us find better and more efficient solutions for our communities.

### Outcomes and impact

The Board approved the restructuring and changes to the organisational structure, to enable further successful delivery of the Sustainable Solutions for Growth strategy.

s172 considerations



# Non-financial and sustainability information statement

The following table, in addition to our TCFD Report on pages 46 to 58, details the non-financial information required by section 414CB of the Companies Act 2006 and highlights where more information can be found elsewhere within the Annual Report and Accounts.

Non-financial information reporting requirement	Development and actions	Our impact and any related principal risks	Page
<b>Environmental matters</b> – Advancing the circular economy – Tackling climate change – Task Force on Climate-Related Financial Disclosures (TCFD)	Providing solutions to the environmental challenges facing infrastructure, buildings and communities is at the heart of the Group's strategy and growth agenda. The Group has science-based targets (SBTs) with initial targets to achieve by 2027, as well as formulating its detailed transition plan to reduce CO <sub>2</sub> e emissions as part of its Pledge to Net-Zero and an increase in its use of recycled polymers.	– Our business model	<b>16</b>
		– Non-financial KPIs	<b>24</b>
		– TCFD	<b>46</b>
		– Sustainability and net-zero transition plan	<b>44</b>
		– Principal risk 5 – climate change	<b>92</b>
<b>Employees</b> – Talent development – Developing apprentice and graduate careers – Diversity & Inclusion ambition – Health and safety – Culture and behaviours	As part of its efforts to consolidate and promote a healthy culture, the Group places its focus on motivating and developing its employees so they feel valued and engaged with the strategic direction of the Group, and understand the contribution they can make to its growth. Attracting and retaining a diverse workforce and investing in employees' future opportunities is of paramount importance to the Group, as can be seen from initiatives such as the Graduate Scheme, our Apprentice programme, our Genuit Leadership Programme and our Gold membership of The 5% Club.	– People and Culture	<b>65</b>
		– Health, safety and environment	<b>63</b>
		– Stakeholder engagement	<b>76</b>
		– Principal risk 6 – recruitment and retention of key personnel	<b>92</b>
		– Principal risk 9 – health, safety and environmental	<b>94</b>
		– Governance and culture	<b>107</b>
<b>Social matters</b> – Developing sustainable solutions	The Group is committed to carrying out its business responsibly and ensuring that it promotes sustainable operations and minimises adverse environmental and social impacts. Employees are actively encouraged to participate in initiatives within their communities which reduce the impact of climate change and to offer support and education to their local communities.	– Stakeholder engagement	<b>76</b>
		– People and Culture	<b>65</b>
<b>Human rights</b>	The Group has a standalone Human Rights Policy and Anti-Slavery Policy. Our Modern Slavery Act transparency statement is available on the Company's website, within which we state our zero-tolerance approach to any modern slavery or human trafficking rights violations. The Group has a supplier onboarding process for new suppliers, which includes requiring suppliers to sign up to our Supplier Code of Conduct and Sustainability Code of Conduct and that they conform to ethical working practices and to confirm they are aligned with our environmental targets. The Group also has a Diversity Policy which is reviewed and approved by the Board on an annual basis.	– Nomination Committee Report	<b>117</b>
		– Stakeholder engagement	<b>76</b>
		– Principal risk 2 – raw materials supply and pricing	<b>90</b>
<b>Anti-corruption and anti-bribery</b>	The Group seeks to prohibit all forms of bribery and corruption within its businesses and complies with the requirements of all applicable anti-bribery and corruption laws. The Group requires all relevant employees to confirm bi-annually that they have complied with the Group's Anti-Bribery and Corruption Policy, and periodic audits of compliance with the policy are carried out by the Internal Audit function.	– Audit Committee Report	<b>129</b>
		– Principal risk 8 – breach of legislation	<b>93</b>

# Principal Risks and Uncertainties

Effective risk management is fundamental to our strategy and performance. Our ability to identify, assess and effectively manage current and emerging risks is critical to how we position the Group to create value in the face of uncertainty whilst delivering positive outcomes for all our stakeholders on a long-term, sustainable basis.

## Risk management framework

Risk management is integral to our Group and to achieving our strategy. Our risk management framework makes sure that we manage risks in a simple, consistent and structured way. This helps us achieve our goals, deliver our strategy, support our business model and protect our assets, whilst delivering positive outcomes for all our stakeholders on a long-term, sustainable basis. We align our risk management activities with our strategic framework, business planning and performance management. This helps integrate risk thinking into key decision-making areas.

## Risk management governance

The Board has overall responsibility for risk management and for maintaining a robust risk-related internal control environment. It is responsible for determining the nature and extent of the principal risks that the Group is willing to take to achieve its strategic goals. The amount of risk is assessed within the context of our strategic priorities and the external environment in which we operate, and is referred to as our risk appetite. The Board is central to the Group's risk review process, including the scenario planning and detailed stress testing associated with the Group's Viability Statement.

To support the Board, the Risk and Audit Committees provide essential oversight and assurance. The Risk Committee (comprising the Executive Leadership Team and chaired by the Chief Financial Officer) specifically reviews the effectiveness of risk management and internal control processes throughout the year. At the strategic level, this top-down evaluation of risks ensures that our risk management is focused on the principal risks facing our business and considers our key risks across the Group in aggregate, as well as seeking to identify emerging risks.

The Risk Committee is accountable for the effective management and reporting of principal and emerging risks across the Group. It also monitors the operation of our risk-related internal control environment. The Head of Internal Controls and Group Internal Audit Director support the Risk Committee in embedding and ensuring the effectiveness of risk-related internal controls across the Group's operations, culture, and decision-making processes.

At the operational level, the day-to-day management of risk is embedded within our businesses and is integral to the way the Group conducts business.



This bottom-up approach ensures that potential risks are identified at an early stage and are escalated appropriately. Ownership of operational risks resides within each business and Group function through designated risk owners, with risks managed at source, and appropriate mitigations (including risk-related internal controls) put in place. The Business Unit and Group function risk owners each maintain a detailed risk register, that is regularly reviewed by the Risk Committee. Significant and emerging risks are formally reported to the Risk Committee at least every six months, though this often extends to every quarter in line with Risk Committee scheduling. Internal audit acts as an objective assurance function by evaluating the effectiveness of our risk management and internal control processes through independent review and rotational testing.

With this approach, the Group operates a 'three lines of defence' model of risk management, with operational management forming the first line, the Risk Committee and other assurance roles forming the second line, and finally, internal audit provides the third line of defence.

## Risk rating and appetite

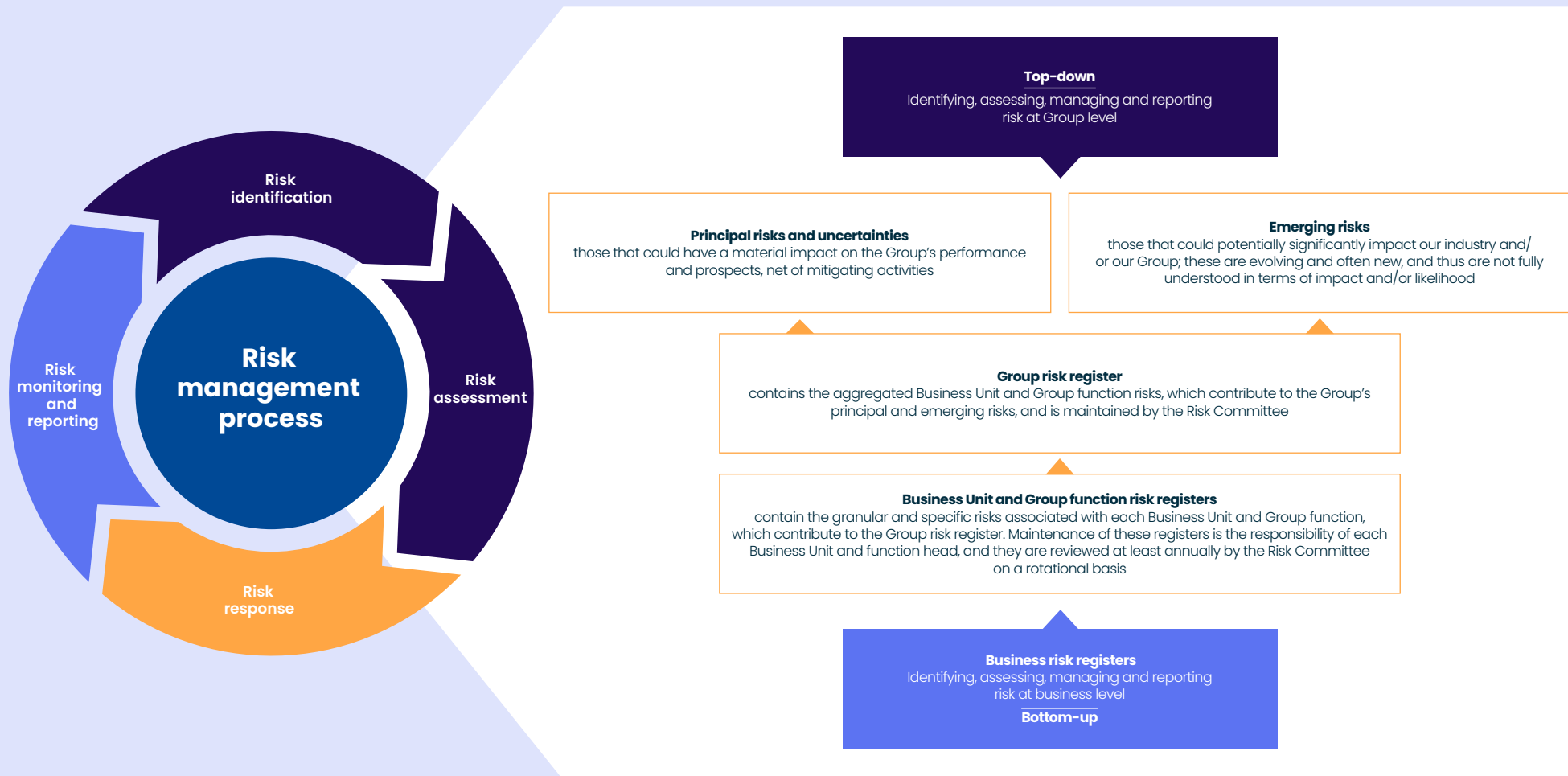
The Board determines our risk appetite, which is at the core of our risk management approach, guiding our business planning, decision-making and strategy execution. The Group's risk appetite is reviewed annually and approved by the Board, and is embedded within our risk-related internal controls. We regularly review our risk appetite using a risk dashboard with key risk indicators (KRIs) for each principal risk, along with specific tolerances to help us assess whether our risk exposure aligns with our appetite or could threaten the achievement of our strategic goals. These risk indicators are a mixture of leading and lagging indicators, with forecasts provided where available, which inform discussions at Risk Committee meetings.

Whilst our risk appetite may vary over time and during the course of the cycle, we maintain a balanced approach to achieving long-term, sustainable value. During the year, we have formally reviewed our risk appetite, including clear risk appetite statements, tolerances (low, medium or high) and treatments (reduce, maintain or increase) for each principal risk.

Principal Risks and Uncertainties continued

**Risk management process**

The Board continually assesses and monitors the Group’s principal and emerging risks. The Group has developed a risk management framework to identify, assess, manage and report the various risks that it faces. This process is as follows:



As part of the risk assessment process, risks are; analysed, allocated owners, scored for both impact and probability to determine the exposure for the Group, prioritised, assessed for what mitigating actions are required and updated at least every six months. KRIs are monitored to ensure that the Group identifies any changes to these risks and, if relevant, updates mitigating actions on a timely basis.

### Principal risk assessment

During the year, the Board has again undertaken robust assessments of the principal and emerging risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity, as well as the Group's strategy. The Board does not consider that the fundamental principal risks and uncertainties facing the Group have materially changed during the year. However, our current

assessment shows an increase in the 'Failure of information systems or cyber breach' risk reflecting the increasing frequency and volume of cyber-attacks.

The key changes and assessments are summarised in the following Group risk profile and principal risks tables, detailing the key potential impacts on our Group, KRIs, mitigations, developments in 2025 and, where relevant, emerging risks.

Principal risks	Link to strategy	Change in risk assessment in year	Risk treatment category
1 Macroeconomic and political conditions		—	Reduce
2 Raw materials supply and pricing		—	Reduce
3 Failure of information systems or cyber breach		↑	Reduce
4 Reliance on key customers		—	Maintain
5 Climate change		—	Maintain
6 Recruitment and retention of key personnel		—	Maintain
7 Execution of M&A strategy		—	Maintain
8 Breach of legislation		—	Maintain
9 Health, Safety and Environmental		—	Maintain

### Other Group risks

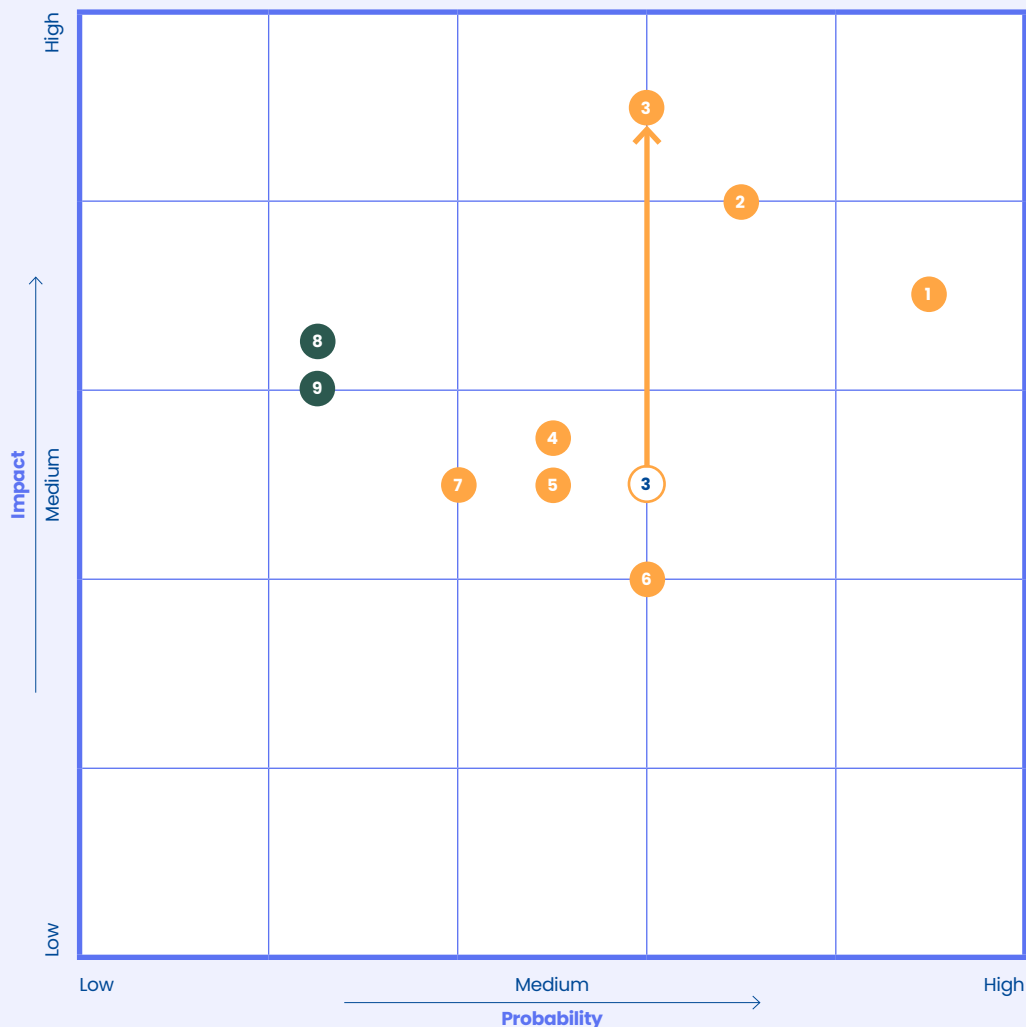
The Group's facilities and operations could be subject to disruption due to incidents including, but not limited to; cyber-attacks, supply chain disruptions, or over the longer term, by the physical or transition risks of climate change. These were previously disclosed as a single principal risk entitled business disruption, however, following a detailed review during the year, this was deemed duplicative and has therefore been included as appropriate within other relevant principal risks such as raw materials supply and pricing, and climate change.

taken to remove intellectual property (IP), product failures and liquidity and funding from detailed principal risks. Whilst the Group depends on its extensive and unique IP and differentiated products to defend its market positions and sustain higher margins, and is dependent on meeting its short-term liquidity and long-term funding financial obligations as they fall due, these risks are well-managed, remain stable and are unchanged year-on-year therefore are less significant from an overall scoring perspective. As a result, they remain on the Group risk register and will be reviewed accordingly, however, will not be disclosed as part of the detailed 2025 principal risks and uncertainties.

With the intention of simplifying and streamlining the Group's disclosure to articulate those risks which are of greatest significance to the Group, a decision was

Other Group risks	Risk appetite	Change in risk assessment in year	Risk treatment category
Intellectual property	●	—	Maintain
Product failures	●	—	Maintain
Liquidity and funding	●	—	Maintain

### Group risk profile



Risk appetite	Change in risk assessment	Strategy
● Low	↑ Increased	Growth  Genuit Business System
● Medium	— No change	Sustainability  People and Culture
● High	↓ Decreased	

Principal Risks and Uncertainties continued

**1 Macroeconomic and political conditions**

**Risk**

The Group is impacted by the level of activity in its end markets, especially the construction industry, and is, therefore, susceptible to any changes in its cyclical economic conditions, Government policy, Government elections, rates of inflation, interest rates, any political and economic uncertainty and the impacts of global conflicts or trade tensions.

**Potential impact**

Macroeconomic and political conditions could have an adverse impact on the Group's markets and wider economy and, ultimately, demand for its products. In addition, Government policy has the potential to be either positive or adverse to markets and demand. Lower levels of activity within our end markets, especially the construction industry, could reduce sales and production volumes, thereby adversely affecting the Group's financial results.

**KRIs**

- Bank of England interest rate
- Construction Products Association activity levels
- Construction sector insolvencies
- New housing starts
- Projected economic metrics (GDP, inflation and interest rates)
- Viability Statement stress testing for downside scenarios

**Mitigations**

- Diversify our businesses, end markets and supply chains, and proactively develop our brands, products and services.
- Target those end markets where profitable growth prospects are greatest.
- Monitor trends and lead indicators, actively manage our demand forecasts and costs through regular operational review meetings and undertake scenario planning to support business resilience.
- Focus on innovation, new product development and ESG-driven opportunities to leverage our competitive advantage.
- We assess the potential financial impact of changes to climate regulations and carbon taxes using quantitative scenario analysis, which informs decision-making when identifying appropriate mitigations and impacts, as outlined in our Task Force on Climate-Related Financial Disclosures (TCFD) report on pages 51 and 53.

**Developments in 2025**

UK macroeconomic uncertainty continued in the run up to the Autumn Budget, although given it was not adverse to the sector, it is hoped that it will be a clearing event for confidence. The global macroeconomic landscape remained dynamic and volatile, although world economies remained reasonably resilient. Construction activity and housing starts remained at historically low levels. To mitigate this, we continued to focus on cost control and driving productivity through the Genuit Business System (GBS), whilst also investing in organic growth initiatives.

**Emerging risks**

- Geopolitical tensions adversely impact construction activity levels.

**2 Raw materials supply and pricing**

**Risk**

The Group is exposed to security of supply risks in respect of raw materials, components and haulage, including associated cost volatility due to (amongst other matters) the consequences of economic uncertainty, conflict, global supply disruptions, increased shipping complexities, fluctuations in the market price of crude oil and other commodity feedstocks, foreign currency exchange rate movements, and changes to suppliers' capacity. The increased friction and potential for a trade war or other geopolitical disputes could destabilise supply chain activity.

Over the longer term, supply chain issues could be caused by physical or transition risks related to climate change.

**Potential impact**

Suppliers may not be able to meet our demand for raw materials, etc., and/or the price we pay is adversely impacted. Supply chain disruption could lead to inefficient or even ceased production and/or distribution, which could adversely affect the Group's financial results. Supply chain constraints could reduce sales and organic growth, increased costs could reduce margins, and limited availability or regulatory changes could result in our failure to achieve recycled material consumption targets. Our product development efforts may be redirected to find alternative materials and/or components.

**KRIs**

- Subscribe to third party supplier risk management solution
- Market intelligence and commodity pricing
- Market supply and demand restrictions
- Volume and value under contract with guaranteed supply and fixed price

**Mitigations**

- Implement strategic sourcing agreements with key suppliers.
- Utilise different purchasing strategies, as appropriate, including dual supply, guaranteed availability, fixed price, etc.
- Group Legal review of significant contracts to avoid unfavourable and/or inflexible terms.
- Standard purchasing framework agreements to expedite sourcing and reviewing supplier terms.
- Maintain adequate, but not excessive, inventories, which act as a limited buffer in the event of unexpected supply chain disruption.
- We assess the potential financial impact of increased demand for low-carbon materials using both qualitative and quantitative scenario analysis, and assess supply chain disruption using quantitative scenario analysis, which informs decision-making when identifying appropriate mitigations and impacts, as outlined in our TCFD report on pages 55 and 56.

**Developments in 2025**

The continued subdued macroeconomic environment and corresponding weak demand resulted in few supply chain constraints. However, geopolitical tensions led to China introducing new licencing arrangements for the export of rare metals, including magnets for our Adey product range. To mitigate this specific risk, amongst other matters, we reviewed the designs to include alternative components where practical.

**Emerging risks**

- The trend away from globalisation to the regionalisation of trade, and the resultant desire to control resources, may result in greater inflation risk and security of supply risk.

### 3 Failure of information systems or cyber breach



#### Risk

The Group operates a variety of information systems that are key to operations and the maintenance of our control environment. There is a risk that one or more of these systems could fail due to (i) network or power outages, (ii) information or cyber security breaches, or (iii) issues with out-of-support or legacy software packages. There are also risks that the Group may be unable to leverage the latest technologies, such as artificial intelligence (AI), due to inconsistent data structures across platforms and that benefits may not be realised from programs to transform systems capability. As systems increasingly move to cloud computing environments, the nature of these risks and the mitigations are evolving with a growing dependency on third party service providers for the availability, security, resilience and scalability of critical systems. The threat from cyber criminals is also one that continues to evolve.

#### Potential impact

Disruption or failure of our information systems could affect the Group's ability to conduct its ongoing operations and/or result in data loss, which could adversely affect the Group's financial results, reputation and compliance with data protection regulators.

#### KRIs

- Software obsolescence and changes in third party software provision
- Age and complexity of the systems landscape
- Cyber security intelligence and threat levels
- Penetration testing results
- Information security training compliance
- Cloud resilience or disaster recovery testing results

#### Mitigations

- A multi-year systems transformation program covering Enterprise Resource Planning (ERP), the Human Resources Information System (HRIS) and Customer Relationship Management (CRM) systems, is underway to create a resilient, efficient, secure and consistent platform for the Group.
- The program is being managed in conjunction with GBS in order to maximise business benefits and support the modernisation of operations over the medium term. As part of the program, data structures will be optimised to enable future technologies such as AI.
- The Group operates industry standard information and cyber security policies, procedures and systems leveraging best-in-class third party software and services.
- Specific protections include firewalls, end-point protection, penetration testing, cyber audits, the provision of Virtual Private Networks (VPNs), email and internet traffic filtering, anti-virus and malware protection, identity management, network monitoring and intelligence, threat detection and response and information security training for all employees.
- Ongoing assessment is conducted of our third party cloud and Software as a Service (SaaS) providers as part of the security and risk framework.
- The Group maintains information systems backup and recovery plans as part of its broader business continuity planning.

#### Developments in 2025

The Board approved investment in a multi-year transformation program for core systems. Continued investments were made in replacing legacy systems and the Group's networks and in enhancing information and cyber security defences. In addition, support was provided to newly acquired businesses to bring their environments up to Group standards.

#### Emerging risks

- AI enables threat actors to sustain more intense and sophisticated cyber-attacks.
- Geopolitical tensions result in an increasing frequency, complexity and malicious intent of cyber-attacks.

### 4 Reliance on key customers



#### Risk

Some of the Group's businesses are dependent on key customers in highly competitive markets. We may fail to adequately manage relationships with these key customers.

#### Potential impact

Any deterioration in our relationship with a key customer could lead to a loss of business, thereby adversely affecting the Group's financial results.

#### KRIs

- Commercial sector contract support metrics
- Developer audit compliance
- Quotation activity
- Revenue by contractor/merchant
- Revenue levels relative to CPA sector analysis

#### Mitigations

- Innovate and develop our brands, products and services to better meet the needs of our customers.
- Broaden our customer base wherever possible and increase our activity in gaining specification.
- Deliver exceptional customer service, which is constantly monitored, and maintain strong relationships with major customers through direct engagement at all levels.
- Actively manage customer pricing, rebates and credit terms to ensure that they remain both competitive and commercial. These are negotiated and approved by senior management, and governance procedures are in place to ensure that these are reviewed by Group Legal, where required.

#### Developments in 2025

The trends of UK house builders consolidating and low-cost competitors entering into some of the markets we serve continued. This consolidation did, however, provide opportunities, not least where existing customers acquire their competitors and sought to consolidate their purchasing with the Group.

#### Emerging risks

- Ecosystem changes in our industry, including customer ownership and consolidation.
- Failure to harness AI technologies to drive efficiencies and generate value could make us less competitive.
- Long-term changes in customer needs and expectations.

Principal Risks and Uncertainties continued

<p><b>5 Climate change</b></p> <p><b>Risk</b></p> <p>The increase in frequency, intensity and impact of weather events such as flooding, drought, extreme heat and coastal erosion. The longer-term implications of climate change give rise to the transition risk of addressing the challenges expediently.</p>	<p><b>Potential impact</b></p> <p>Adverse weather events could damage, disrupt or lead to temporary closure of the Group’s facilities and operations.</p> <p>Prolonged periods of severe weather could result in a slowing down of site construction activity, thus reducing demand for the Group’s products. Growing stakeholder focus on corporate action to meet emissions reduction targets may result in increased reputational risk and reduced customer and/or employee loyalty, investor divestment and impacts to customer activity levels.</p> <p>All the above potential impacts could adversely affect the Group’s financial results and investment proposition.</p> <p><b>KRIs</b></p> <ul style="list-style-type: none"> <li>– Achievement of carbon reduction targets</li> <li>– Use of recycled materials</li> <li>– Performance against climate change targets (carbon reduction) and other sustainability/ ESG KPIs</li> <li>– Scopes 1, 2 &amp; 3 carbon emissions</li> <li>– Site flood risk assessments</li> </ul>	<p><b>Mitigations</b></p> <ul style="list-style-type: none"> <li>– Maintain our climate change risk analysis and undertake the associated actions where relevant, further embedding the detailed assessments of climate-related risk throughout the Group.</li> <li>– Maintain our sustainability framework, which includes a series of measures, action plans, metrics and targets (described in our TCFD report on page 46 and sustainability framework on pages 34 to 36) to accelerate the Group’s progress.</li> <li>– Embed our sustainability agenda across the workforce. Our Sustainable Solutions for Growth strategy is focused on both mitigation and adaptation opportunities, including reducing our carbon impact.</li> <li>– In the event of flooding, in the short term, some production could be transferred to other sites. In the longer term, climate change impact is monitored and, where deemed appropriate, flood defence systems could be installed.</li> <li>– Details of our response to specific climate change risks are described in our TCFD report on pages 51 to 55.</li> </ul>	<p><b>Developments in 2025</b></p> <p>We further progressed our TCFD quantitative scenario analysis, which provided us with a deeper understanding of the potential financial impacts and allowed us to refine our existing mitigations. In addition, following the Group’s SBTs being validated in 2024, we continued to progress supplier engagement to ensure that they were on a carbon reduction pathway and were also managing their own exposure to climate-related risk, thus supporting our published Pathway to Net-Zero.</p> <p><b>Emerging risks</b></p> <ul style="list-style-type: none"> <li>– Changing geopolitical attitudes to climate change and carbon intensity could result in an acceleration of global warming.</li> <li>– Changes in legislation on chemical safety and classification, affecting raw material supplies.</li> </ul>
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<p><b>6 Recruitment and retention of key personnel</b></p> <p><b>Risk</b></p> <p>The Group is dependent on attracting and retaining people with the right skills, experience and capability, as well as the continued mental health and wellbeing of our people.</p>	<p><b>Potential impact</b></p> <p>Loss of any key personnel without adequate and timely replacement, and/or skills shortages, could disrupt business operations, increase salary inflation and adversely impact the Group’s ability to profitably implement and deliver its Sustainable Solutions for Growth strategy.</p> <p><b>KRIs</b></p> <ul style="list-style-type: none"> <li>– Employee engagement levels</li> <li>– Employee wellbeing indicators</li> <li>– Gender and ethnicity pay gaps</li> <li>– Gender and ethnicity representation at all levels, including job applications</li> <li>– Length of time taken to recruit, along with offer acceptance levels</li> <li>– Voluntary employee turnover and the reasons cited</li> </ul>	<p><b>Mitigations</b></p> <ul style="list-style-type: none"> <li>– Track key people indicators monthly and take action as required.</li> <li>– Embed learning and development programmes across the Group, including diversity and inclusion.</li> <li>– Mental health policy and associated training, as well as employee assistance and wellbeing programmes.</li> <li>– Group-wide HR information system that enables recruitment, performance management and talent management, and improves employee engagement survey capability.</li> <li>– Continuous enhancement of employee communication mechanisms, and corresponding engagement.</li> </ul>	<p><b>Developments in 2025</b></p> <p>The labour market remained competitive, with potential employees seeking roles and employers offering a wider proposition. In that regard, we continued to develop our talent, improve our shared culture and retained our Gold Member status with The 5% Club. We successfully completed our second Group-wide employee engagement survey, which demonstrated a relatively stable landscape. In addition, we continued to reduce the levels of voluntary employee turnover.</p> <p><b>Emerging risks</b></p> <ul style="list-style-type: none"> <li>– Changes in working patterns or increased financial uncertainty could have a negative impact on employees’ mental health.</li> <li>– Evolution of long-term societal and workplace expectations.</li> </ul>
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### 7 Execution of M&A strategy

#### Risk

The management of acquisitions activity and their integration play a part in delivering the Group's Sustainable Solutions for Growth strategy. Acquisitions may fill a strategic gap in the Group's portfolio, enable sales or operational synergies and/or provide access to new or diversified markets. There is a risk that suitable acquisitions may not be identified and executed, that any executed acquisitions may not be integrated or may not perform as expected in the acquisition case, and that benefits and value do not accrue in line with expectations.

#### Potential impact

Ineffective identification, execution and management of acquisitions could lead to management distraction, a drain on financial resources, and impact the Group's ability to successfully implement and deliver its Sustainable Solutions for Growth strategy, including the ability to meet medium-term financial targets.

#### KRIs

- Acquisition price (premium, earnings multiple, etc.)
- Benefits and synergy tracking
- Execution of targeted acquisitions and disposals
- Milestone achievement of integration plan
- Performance compared to the acquisition case, including the root cause of any deviations
- Target management incentivisation, engagement and sentiment

#### Mitigations

- Pipeline of potential M&A targets being developed internally, in tandem with external advisory firms.
- Formal Board-level approvals, in accordance with the Group's Delegation of Authority matrix.
- Full legal, commercial and financial due diligence performed before any acquisition is made, together with as much access to existing management as possible.
- Contractual assurances sought from the sellers to mitigate against any identified issues or risks, and where this is not possible, then warranty and indemnity insurance is sought.
- Where appropriate, contingent consideration is linked to the ongoing performance of the acquisition.
- Monitor the progress of any integration at Board and senior management team level.
- GBS deployed within any new acquisitions.

#### Developments in 2025

Our M&A processes remained effective, and we successfully completed the acquisitions of Monodraught and the Davidson group of companies. The Group is actively integrating these businesses and will deploy GBS within them. In addition, the Group actively investigated and cultivated a pipeline of potential targets to develop the acquisition funnel, and developed a standard acquisition and integration playbook.

#### Emerging risks

- Acceleration of corporate consolidation in the markets in which we operate may limit potential M&A opportunities.

### 8 Breach of legislation

#### Risk

Failure to comply with the continually evolving governance, legislative and regulatory business environment, which includes but is not limited to Data Protection Regulation, Competition Law, the Bribery Act, the Economic Crime and Corporate Transparency Act (ECCTA), Sanctions Compliance and the Building Safety Act. Employees and/or the Group may fail to comply with the regulations in the furtherance of business.

#### Potential impact

Fines and other financial penalties, in addition to potential prosecution penalties in the event of breaches, alongside damage to the Group's reputation and potential current and future business.

#### KRIs

- Breach notifications
- Findings and recommendations from internal audit reviews
- Number of Sanctions policy requests for approval
- Training completion rates
- Number of referrals to Group Legal

#### Mitigations

- Provide training and guidance documents to all relevant new employees on Competition Law, including those who are changing roles. In addition, provide mandatory training in relation to compliance with Data Protection Regulation and the Bribery Act.
- Monitor, and report to the Board on, training completion rates. In addition, compliance training forms part of the annual senior management bonus plan.
- Obtain regular declarations of compliance in respect of Data Protection, Competition Law, Sanctions Compliance and adherence to ethics and compliance expectations.
- Group Legal approval required for all business in higher-risk countries. A third party system is used to screen companies and/or individuals located in, or linked to, sanctioned countries or those exports with increased risk of diversion to Russia.
- Independent third party Safecall whistleblowing helpline, available to employees, and reported to each Audit Committee meeting as relevant.
- Data security solution that can automatically discover, classify and label personal data and, where necessary, remediate potential data exposure and misconfigurations instantly.

#### Developments in 2025

Group policies and training programs were reviewed, enhanced and updated, including in response to changing legislation such as the ECCTA, thus mitigating the risk of a compliance failure.

#### Emerging risks

- Changes to existing or potential new laws, or trade sanctions, either in response to geopolitical tensions or otherwise.
- Increased regulatory burden around corporate governance and reporting, leading to additional disclosure pressures from investors and increased levels of scrutiny from regulators and other stakeholders.
- The regulatory landscape, technology and public awareness of AI and the use of data are rapidly evolving, leading to unpredictable outcomes and potential new obligations or reputational impact.

Principal Risks and Uncertainties continued

**9 Health, Safety and Environmental**

**Risk**

The Group is subject to the requirements of environmental and occupational safety and health laws and regulations in the countries in which it operates, including obligations to take the correct measures to prevent fatalities or serious injury, and to prevent and/or investigate and clean up environmental contamination on or from properties.

**Potential impact**

Lack of management focus, poor cultural attitude or failure of the Group to comply with health, safety and environmental regulations and other obligations relating to environmental matters could result in harm to individuals, the environment or property and the Group being liable for fines. This would result in the Group suffering reputational damage, requiring modification to operations, increasing manufacturing and delivery costs, and could result in the suspension or termination of necessary operational permits, thereby adversely affecting operations and financial results.

**KRIs**

- Audit performances/scores
- Hazard and near-miss reporting
- Recordable injury frequency rates
- RIDDOR reportable incidents
- Motor and employers' liability claims

**Mitigations**

- Formal Health, Safety and Environmental (HSE) policy, and procedures to monitor compliance.
- Group HSE Director (with a team throughout the Group) with clear accountability for HSE.
- HSE performance is regularly tracked, reported and reviewed by all levels of management, including the Board.
- Internal and external HSE audits.
- Investigations to identify root causes and key learnings with a view to continuously improving. Learnings are shared, as necessary, and key messages reinforced throughout the Group.

**Developments in 2025**

Health and safety remains a priority for us. We commenced the development of a health and wellbeing strategy, including the planned launch of a Group-wide mental wellbeing training programme for our leaders, and trial partnership with a third party platform provider enabling employees to meaningfully engage with their health and wellbeing. In addition, we further developed our Group-wide internal HSE auditing system (the Genuit Blue HSE Audit programme), which provides more feedback on what works well and what further improvement opportunities exist, in addition to being a mechanism for identifying and sharing good practice.

**Emerging risks**

- Complying with potential future changes to HSE regulations.

**Joe Vorih**  
Chief Executive Officer

10 March 2026

# Governance

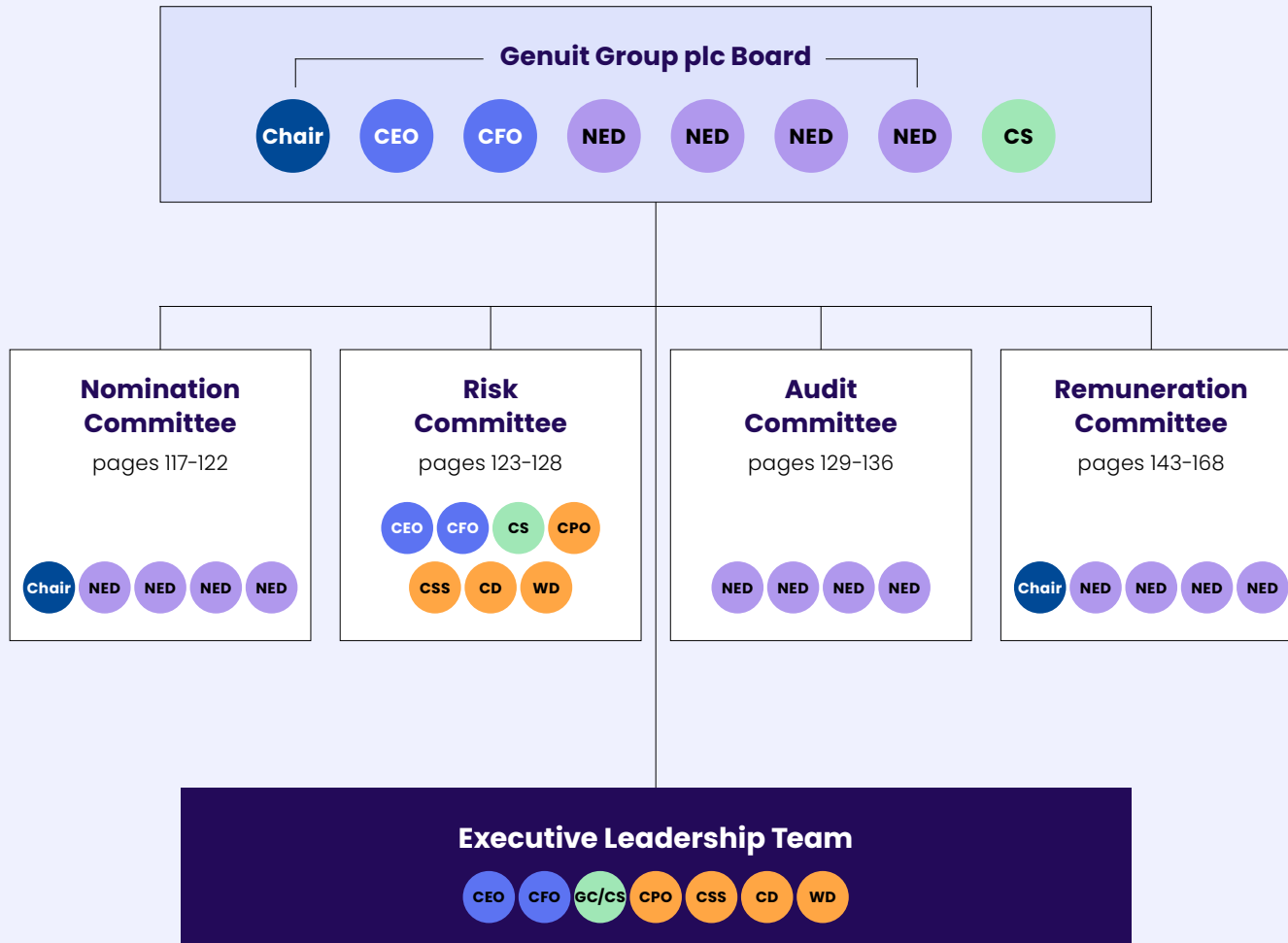
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# Governance at a glance

## Our Board

The Board has seven Directors, comprising the Chair, two Executive Directors and four independent Non-Executive Directors, and is supported by the Company Secretary.



### The Board

The Board provides leadership for the Company and represents the shareholders, overseeing and enabling the Company's prosperity and long-term success. Part of its responsibilities include setting the Company's strategy, culture, control and management.

- Independent Non-Executive Chair**  
Kevin Boyd
- Executive Directors**  
Joe Vorih and Tim Pullen
- Independent Non-Executive Directors (NEDs)**  
Shatish Dasani, Bronagh Kennedy, Lisa Scenna and Britta Giesen
- Company Secretary**  
Emma Versluys

### The Executive Leadership Team (ELT)

The ELT is responsible for implementing Company policies, strategies and the decisions made by the Board, managing daily operations and steering the Company towards achieving its goals.

- Chief Executive Officer**  
Joe Vorih
- Chief Financial Officer**  
Tim Pullen
- Group General Counsel and Company Secretary**  
Emma Versluys
- Chief Strategy and Sustainability Officer**  
Martin Gisbourne
- Chief People Officer**  
Edel Conway
- Managing Director, Climate Division**  
Lee Mellor
- Managing Director, Water Division**  
Steve Currier

**Highlights**

Board meeting attendance: **100%**

Board independence: **71%**

Ethnicity: **1 of 7** members

Average age: **57.6**

Site visits: **4**



Meeting attendance

Name	Position	Board*	Audit Committee	Nomination Committee	Remuneration Committee	Risk Committee
Kevin Boyd	Chair	7/7	-	3/3	5/5	-
Joe Vorih	Chief Executive Officer	7/7	-	-	-	4/4
Tim Pullen	Chief Financial Officer	7/7	-	-	-	4/4
Lisa Scenna	Senior Independent Director	7/7	4/4	3/3	5/5	-
Shatish Dasani	Non-Executive Director	7/7	4/4	3/3	5/5	-
Bronagh Kennedy	Non-Executive Director	7/7	4/4	3/3	5/5	-
Britta Giesen+	Non-Executive Director	2/2	1/1	-	2/2	-
<b>Outgoing Directors:</b>						
Louise Brooke-Smith+	Non-Executive Director	5/5	2/2	3/3	2/2	-

\* In addition to the above formally scheduled meetings, four ad hoc meetings were also conducted outside of the annual cycle to cover specific matters.  
 + Louise Brooke-Smith stepped down from the Board on 24 September 2025, and Britta Giesen was appointed to the Board on 27 October 2025. Both Directors attended all meetings during their tenure.

**Workforce engagement and culture**

The Board continued to engage directly with the wider workforce, both formally and informally, in order to enhance its ability to review and monitor culture and behaviours to ensure that they remain aligned with the Group's strategy.



**UK Corporate Governance Code 2024, Provision 29**

A key area of focus during 2025 for the Board, and specifically for the Audit Committee, remained Provision 29 and the Company's readiness for changes that will become effective for the 2026 financial year. This included, in particular, detailed work to prepare for the new requirements within Provision 29 around risk management and internal controls. Read more about our progress towards compliance and the steps taken during 2025 in our Audit Committee Report on page 133.

## Chair's introduction to governance



**Kevin Boyd**  
Independent  
Non-Executive  
Chair

On behalf of the Board,  
I am pleased to present  
the Governance Report  
for the year ended  
31 December 2025

This Governance Report, as well as the reports of the Audit, Nomination, Remuneration and Risk Committees, give further insight into the Board's activities during the year, which will allow all stakeholders to determine the Company's compliance with the 2024 UK Corporate Governance Code (the Code). This Report, as well as the Directors' Remuneration Report, sets out in greater detail how the principles and provisions of the Code have been applied during the year and how the Board and its Committees have fulfilled their responsibilities to ensure that high levels of governance are in place across the Group.

Good governance is not simply an area of compliance but is integral to an efficient, effective and prospering Company. Structured and transparent governance systems hold executives to account for their decisions on behalf of the Company, enable effective leadership and lead to sustainable business practices that promote long-term success for shareholders. The Company has a clear and ambitious strategy to fulfil its purpose of creating sustainable living through the execution of its Sustainable Solutions for Growth strategy. Utilising our extensive portfolio of brands and businesses, combined with meaningful stakeholder engagement, we are working hard to deliver on our growth ambitions and to create financial returns in a sustainable way. The Board played a key role in ensuring that the Company was able to continue to operate within the changing macroeconomic environment seen during the year, supporting and challenging management. This Board oversight was key to providing reassurance to shareholders and other material stakeholders as to the resilience of the Group. Engaging with our stakeholders is key to our governance structures performing effectively and, consequently, the successful implementation of our strategy. Further detail on how we have done this during 2025 can be found on pages 76 to 81.

During December 2025, I reached out to our top 10 shareholders to offer them the opportunity to meet to discuss any issues or concerns they might have. I met with three during early 2026 and, overall, the feedback on the Group's strategy, performance and management team was positive.

### Board changes and employee engagement

One of the Board's key priorities this year was to ensure the smooth transition of our dedicated Employee Engagement NED (EE NED) Louise Brooke-Smith, as she retired from the Board on 24 September 2025. I would like to personally thank Louise for all her support and contributions to the Board during her time as a NED, and place a spotlight on her dedication to the role of EE NED during her tenure. She prioritised ensuring that the voice of the employee was present throughout our Board discussions and conducted a successful employee engagement programme, giving employees across the Group an opportunity to be heard. It was paramount that this remained consistent throughout the process of finding a replacement, and I am pleased to confirm that Bronagh Kennedy was appointed as the EE NED, effective from 24 September 2025. Bronagh has been part of the Group since July 2023 and her experience from her corporate governance, HR, legal and sustainability roles leaves her well placed for the EE NED role.





Following her appointment, Bronagh took the opportunity to review and enhance the current employee engagement programme, widening the reach to new employees, given the expansion of the Group during the year. These proposals were reviewed by the Board at their meeting in October and will be implemented during the 2026 financial year. Further information about the employee engagement programme are detailed in this Governance Report on page 108.

### Our people and culture

One of the most valued and enjoyable aspects for our Board is the opportunity to meet and spend time with colleagues from across the Group. These interactions inform our direct understanding of the sentiment of our workforce and their views on the Group's operations, risks, successes and challenges and are central to shaping how we understand, communicate, and embed our culture at every level of the business. Our purpose of 'Together, we create sustainable living' showcases our desire for a collaborative and problem-solving mindset, providing solutions to the challenges faced by our customers in improving the built environment.

### Board effectiveness

Central to maintaining high standards of corporate governance is the review of the Board's own performance, to ensure that we are setting the right tone from the top. During the year in review, we conducted an external Board Evaluation in line with the Code requirements. This was conducted by Better Boards, the same provider as was

used in our previous external evaluation in 2023, for consistency and to enable us to directly compare our progress since that external evaluation was conducted. I am pleased to report that there has been a marked improvement in all dimensions of the board evaluation since the previous external evaluation, and each score was above the average scores seen for other FTSE 250 boards within Better Board's client base, and for other FTSE 250 companies more broadly. Further details of our Board evaluation process and output are included on page 115 of this Report.

### 2024 UK Corporate Governance Code

Following the publication of the Code, the Board has been regularly updated on the Group's compliance and preparations. The main changes focus on 'Audit, risk and internal control', with the Board required to make a declaration of effectiveness applicable from FY 2026. The current status of our compliance with the Code is outlined on page 103.

### Looking at 2026 and beyond

During 2026, we will continue to work on providing solutions that address the challenges caused by climate change, focusing on our sustainability framework and its growth drivers, trends and opportunities, in accordance with our defined purpose. Our employees are critical to the success of the Group, and I am proud of their continued dedication and resilience as they navigate challenging market conditions, proving that it is their contribution, loyalty and commitment that has underpinned our performance over the past few years.

As always, we welcome questions or comments from shareholders, either via our website or in person at the Annual General Meeting (AGM), scheduled to be held at Genuit Group's offices in Leeds on 22 May 2026.

**Kevin Boyd**  
Independent Non-Executive Chair

10 March 2026

### Section 172 responsibilities

In accordance with the 2024 UK Corporate Governance Code and the Companies Act 2006, the Board, in its decision-making process, considers what is most likely to promote the success of the Company for its shareholders in the long term, as well as considering the interests of the Group's employees and other stakeholders and understanding the importance of taking into account their views. The Board also considers, and takes seriously, the Group's impact on the local communities within which it operates, as well as reviewing actions being taken to mitigate any negative impact our operations may have on the environment. Considering this, the Directors have acted in a way that they considered, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole. The Board's activities and considerations in meeting this requirement are covered in detail in our section 172 Statement.

[Read more pages 76 to 81](#)

*"Our purpose of Together, we create sustainable living showcases our desire for a collaborative and problem-solving mindset, providing solutions to the challenges we face in the built environment."*

# Directors and Officers

## Board of Directors



**Kevin Boyd**  
Independent Non-Executive Chair

**Committees:** N R

**Appointed:** 22 September 2020 (Board), 1 November 2022 (Chair)

**Contribution to the Board:**

Kevin has extensive listed plc experience in the engineering and manufacturing sectors, bringing a strong combination of financial, strategic and multi-organisational expertise to the Board. Kevin has a BEng from Queen's University Belfast and is a Chartered Engineer, and a Chartered Accountant (Fellow of the ICAEW and the Institution of Engineering and Technology). Kevin is Chair of the Nomination Committee.

**Experience:** Previously the Chief Financial Officer of global engineering group Spirax-Sarco Engineering plc (now Spirax Group plc) and prior to that, Chief Financial Officer of Oxford Instruments plc and Radstone Technology plc, and until October 2023 was Senior Independent Director and Chair of the Audit Committee of Emis Group plc.

**External appointments:**

Non-Executive Director and Chair of the Audit Committee of Bodycote plc and the Senior Independent Director and Audit Committee Chair of Galliford Try Holdings plc.



**Joe Vorih**  
Chief Executive Officer

**Committees:** RI

**Appointed:** 28 February 2022

**Contribution to the Board:**

Joe brings broad international engineering expertise in the automotive, aerospace and industrial sectors to the Board. He also has experience in integrating businesses and managing businesses through transition and lean transformation in both public and private equity environments. He has a Bachelor of Science and a Master of Science in Mechanical Engineering from the Massachusetts Institute of Technology.

**Experience:** Previously at Spectris plc, a FTSE 250 company, where he was president of HBK, a standalone division and key platform business within the Group, from January 2019, having joined Spectris in 2016. Prior to that, he worked for Clarcor Corporation, a NYSE-listed business, and Danaher Corporation, also a US-listed global business.

**External appointments:**

Non-Executive Director of Senior plc, and Director of Rocky Neck Partners, LLC.



**Tim Pullen**  
Chief Financial Officer

**Committees:** RI

**Appointed:** 1 November 2023

**Contribution to the Board:**

Tim brings significant expertise in finance, strategic vision and risk management, as well as bringing to the Board a broad range of public market experience through his roles at a variety of fast-paced and dynamic businesses. He is a Chartered Accountant (ICAEW) and is Chair of the Risk Committee.

**Experience:** Prior to being appointed as CFO, Tim joined Genuit as Interim Chief Financial Officer on 4 September 2023. Previously, he served as the CFO of IQE plc, an AIM-listed manufacturer of advanced semiconductor materials from 2019 to 2023, and as CFO of Arm Limited from 2017 to 2019. He held senior finance positions in O2/Telefonica UK, Serco plc and Logica plc prior to that.

**External appointments:** None.



**Lisa Scenna**  
Senior Independent Director

**Committees:** R N A

**Appointed:** 24 September 2019 (Board), 7 March 2023 (Senior Independent Director)

**Contribution to the Board:**

Lisa brings a wealth of experience to the Board, with a background in strategic and financial business change in property management, asset management and funds management across both listed and private entities. She has a Bachelor of Commerce from the University of NSW, and is a member of the Australian Institute of Company Directors and the Institute of Chartered Accountants in Australia. Lisa is Chair of the Remuneration Committee.

**Experience:** Lisa's most recent executive role was with the Morgan Sindall Group as Managing Director of MS Investments. Prior to this, she held executive roles with Laing O'Rourke, Stockland Group and Westfield Group in Australia.

**External appointments:**

Non-Executive Director of Harworth Group plc and Non-Executive Director and Chair of the Audit, Risk & Compliance Committee for Dexus Capital Funds Management Limited. Non-Executive Director and Remuneration and People ESG Committee Chair for Ingenia Communities Group, and Non-Executive Director of Cromwell Property Group, both Australian-listed companies. Lisa will be stepping down from the Board of Gore Street Energy Storage Fund plc on 31 March 2026.

**Committees key:**

- Chair of Committee
- A Audit Committee



**Shatish Dasani**  
Non-Executive Director

**Committees:** A N R

**Appointed:** 1 March 2023

**Contribution to the Board:**

Shatish is an experienced former FTSE Chief Financial Officer, with a career in financial roles spanning over 30 years. He is currently Audit Committee Chair of three UK publicly listed companies. His historic and current experience within the construction industry, manufacturing, and engineering sectors, as well as senior finance experience, provides invaluable knowledge, experience and skills to the Board. Shatish is Chair of the Audit Committee.

**Experience:** Previously Chief Financial Officer of TT Electronics plc, a global manufacturer of electronic components, and Forterra plc, a manufacturer of building products for the UK construction industry. He was also previously Non-Executive Director of Camelot Group plc and a public member at Network Rail.

**External appointments:**

Senior Independent Director and Chair of the Audit & Risk Committee of Renew Holdings plc, and Non-Executive Director and Audit & Risk Committee Chair of SIG plc and Speedy Hire plc. He is also a Trustee and Board Chair at UNICEF UK, the children's charity.



**Dr. Britta Giesen**  
Non-Executive Director

**Committees:** N A R

**Appointed:** 27 October 2025

**Contribution to the Board:**

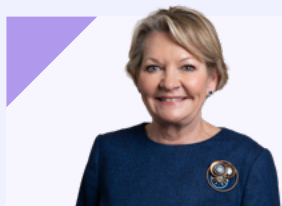
Britta is an experienced international Chief Executive of various industrial companies, with a strong commercial background, bringing a range of international and commercial experience as well as ESG knowledge to the Board. With a career beginning in strategic consulting, she went on to successfully transition into commercial roles spanning sales, marketing and strategy, as well as general management, and held standalone Chief Executive roles for the past ten years in manufacturing businesses.

**Experience:** Previously held the role of Chief Executive Officer at Pfeiffer Vacuum Technology AG from 2021 to 2024, and prior to that, Chief Operating Officer of ISS Facility Services Holding GmbH.

**External appointments:**

Non-Executive Board Member and ESG Specialist at Koncerta AB and a member of the Advisory Board of shyftplan GmbH.

- R Remuneration Committee
- N Nomination Committee
- RI Risk Committee



**Bronagh Kennedy**  
Non-Executive Director

**Committees:** N A R

**Appointed:** 3 July 2023

**Contribution to the Board:** Bronagh has a broad range of corporate experience, having previously been a Group General Counsel and Company Secretary. Her knowledge and experience across sectors and within corporate governance, HR, legal and sustainability roles complement the skills, diversity and composition of the Board, providing further insight into regulatory and sustainability frameworks. Bronagh is our dedicated Employee Engagement NED (EE NED).

**Experience:** Group General Counsel and Company Secretary of Severn Trent plc from 2011 to 2022, responsible for compliance and regulatory assurance and the group's corporate sustainability programme. Experience across several sectors, including finance, leisure and hospitality, and was HR Director of Mitchells & Butlers plc. Bronagh was also previously a Non-Executive Director of Wolseley (Ferguson plc carve-out prior to its disposal).

**External appointments:** Non-Executive Director and Chair of the Remuneration Committee of Treatt plc.

**Executive Leadership Team Members**



**Emma Versluys**  
Group General Counsel and Company Secretary

**Committees:** RI

**Appointed:** 28 June 2017

**Experience:** Emma Versluys is our Group General Counsel and Company Secretary and is Secretary to the Board and three of its Committees. Before joining Genuit, Emma was Deputy Company Secretary at Provident Financial plc, and has also held company secretarial roles at Serco plc and Alliance UniChem plc. Emma has a BA in French and Spanish from the University of Southampton, and is an Associate of The Chartered Governance Institute and is also a solicitor. Emma is a member of the Executive Leadership Team and the Risk Committee.



**Edel Conway**  
Chief People Officer

**Committees:** RI

**Joined:** January 2025

**Experience:** Edel joined the Group in January 2025 as Chief People Officer and is a member of our Executive Leadership Team and the Risk Committee. She brings 25 years of experience from across the consumer goods and entertainment sectors. Edel has performed senior business and HR leadership roles for Mattel, Activision and Mondelez and, in her last role, was Chief HR Officer at C&C Group. Edel has extensive experience in business transformation, change management and M&A activity, gained in international organisations. She has specialised in many facets of HR during her career, including HR Operations, Learning & Development, Talent & Organisation Effectiveness and HR Business Partnering. Edel has a degree in Strategic Human Resources from the National College of Ireland and is a qualified Executive Coach.



**Martin Gisbourne**  
Chief Strategy and Sustainability Officer

**Committees:** RI

**Joined:** September 2019

**Experience:** Martin is our Chief Strategy and Sustainability Officer and is a member of the Executive Leadership Team and the Risk Committee. Martin joined the Group in September 2019 as Group Strategy and Marketing Director. With a functional background in a variety of commercial and marketing roles with brands such as Bosch and Geberit, Martin has over 20 years' experience of leading businesses in the construction products sector, most recently as part of the Belgian Aliaxis group, where he was responsible for businesses in the UK, Middle East, South Africa and the Nordic markets. He has a BSc in Financial Management from Loughborough University.



**Lee Mellor**  
Managing Director, Climate Division

**Committees:** RI

**Joined:** December 2024

**Experience:** Lee is Managing Director of the Climate Division, and is a member of the Executive Leadership Team and the Risk Committee. Lee's early career was formed by many years of pan-European general management positions across the business-to-business sector for consumer products and e-commerce for Interface Modular Flooring, Keter and Newell Brands. Lee spent 16 years in President/Vice President roles, with an early functional career in sales and marketing. Prior to joining the Group, Lee was Vice President (Europe) for SC Johnson's Professional division and also served as chair of the board for Business in the Community Midlands and spent time in sustainability commercialisation. Lee has an eMBA from HEC Paris.



**Steve Currier**  
Managing Director, Water Division

**Committees:** RI

**Joined:** November 2022

**Experience:** Steve is Managing Director of the Water Division, and is a member of the Executive Leadership Team and the Risk Committee. Steve joined the Group in November 2022 in the SBS MD role. Prior to this, he spent 15 years with Eaton Corporation plc, where he held a variety of commercial and general management roles, most recently, Vice President and General Manager for the Life Safety Division, leading businesses in France, Germany, the UK and the US. The early part of his career was spent in the automotive industry working for GKN plc and Arvin Meritor, covering roles in a variety of disciplines, including operations, quality control and engineering. Steve has a BEng in Mechanical Engineering from Portsmouth University.

**Committees key:**

- Chair of Committee
- Audit Committee

- Remuneration Committee
- Nomination Committee
- Risk Committee

# Corporate Governance Report



**Kevin Boyd**  
Independent  
Non-Executive  
Chair

This Governance Report outlines the processes the Company has followed throughout the year to comply with the 2024 UK Corporate Governance Code (the Code).

Updates to the 2018 UK Corporate Governance Code in the new Code continued to uphold the flexibility of 'comply or explain' reporting, promoting trust, transparency and accountability. The Code applies for the Group from FY 2025, and from FY 2026 for Provision 29. Maintaining the highest standards of governance is integral to sustaining legal and ethical integrity across the Group, and the Board is committed to ensuring that these standards are continually met, in accordance with the Code's recommendations.

Good corporate governance is key to the successful execution of our strategy, and our commitment to this principle gives confidence to stakeholders in the reliability and future performance of the Company. It provides a foundation for the Group's long-term sustainable success, as it reaches across all areas of the business to ensure sustainable business practices, accountability, fairness and transparency. The Board believes that the Code sets the minimum standards, and endeavours to go beyond this minimum to embed the Code Principles into daily operations and continually improve and develop its governance processes.

*"Good corporate governance is key to the successful execution of our strategy, and our commitment to this principle gives confidence to stakeholders in the reliability and future performance of the Company."*



## Compliance statement

In accordance with the Listing Rules of the Financial Conduct Authority (FCA), the Board confirms that throughout the year ended 31 December 2025, and as at the date of this Report, the Company has complied with the principles of the 2024 UK Corporate Governance Code, except that for the year ended 31 December 2025, the Company has applied Provision 29 of the 2018 Code, in accordance with the transitional arrangements set out by the FRC. This Corporate Governance Report (the Report), which is also available on the Company's website, explains key features of the Company's governance structure and aims to provide a greater understanding of how the principles of the Code have been applied and the areas of focus during the year. The Code can be found on the Financial Reporting Council's (FRC) website at [www.frc.org.uk](http://www.frc.org.uk).

The Report also includes those items required by the FCA's Disclosure Guidance and Transparency Rules. The Board has ultimate responsibility for the approval of the Annual Report and Accounts. It has considered the content of the Annual Report and Accounts and confirms that, taken as a whole, it is fair, balanced and understandable and provides the necessary information for shareholders to assess the Company's position and performance, business model and strategy. Further detail on the process that was followed to make this assessment can be found on page 132.

# Governance highlights and compliance during 2025

Section	Steps taken during the year for compliance with the Code provisions	Key changes to principles and provisions	Our response	Status
<p><b>1</b></p> <p><b>Board leadership and company purpose</b></p>	<ul style="list-style-type: none"> <li>– Acquisition of Monodraught and Davidson group of companies</li> <li>– Employee engagement programme</li> <li>– Your Voice survey and follow-up actions</li> </ul> <p><a href="#">Read more on pages 104 to 110</a></p>	<p><b>Principle C:</b> To focus on Board decisions and the outcomes in the context of the Company’s strategy and objectives.</p> <p><b>Provision 2:</b> The Board’s role to not only assess and monitor Company culture but to ensure the desired culture is embedded.</p>	<p>Our section 172 statement on pages 82 to 86 in the Strategic Report, with further examples within this Report on pages 107 to 109, outline key decisions and activities of the Board during 2025 that link to the Group’s strategic objectives.</p> <p>Further detail about how the Group’s culture is monitored and embedded are included in this Report on page 107.</p>	<p>●</p> <p>Compliant</p>
<p><b>2</b></p> <p><b>Division of responsibilities</b></p>	<ul style="list-style-type: none"> <li>– Clear delineation of responsibilities between the Board and management</li> <li>– The opportunities for direct interaction between the Audit Committee Chair and Group Internal Audit Director, without executive management present</li> <li>– Segregation of authorities supported by the Board Terms of Reference and Delegation of Authorities matrix</li> <li>– Updates from key members of the senior leadership team to the Board on strategic workstreams, to enable independent challenge by Non-Executive Directors</li> </ul> <p><a href="#">Read more on pages 111 to 112</a></p>			<p>●</p> <p>Compliant</p>
<p><b>3</b></p> <p><b>Composition, succession and evaluation</b></p>	<ul style="list-style-type: none"> <li>– Continued focus on diversity and inclusion</li> <li>– Review of the Board Skills Matrix during the recruitment processes and annually to effectively identify skills gaps and support plans for future succession and Board changes</li> <li>– External Board Evaluation conducted across the Board and its Committees</li> </ul> <p><a href="#">Read more on pages 113 to 115</a></p>	<p><b>Principle J:</b> To promote diversity, inclusion and equal opportunity when appointing to the Board.</p> <p><b>Provision 23:</b> Companies may have further initiatives in place alongside their diversity and inclusion policy.</p>	<p>Our Nomination Committee report on pages 117 to 122 outlines the Board’s recognition of the role of diversity when reviewing its composition and making appointments to the Board, including the appointment of Britta Giesen during the year.</p> <p>Our progress in diversity is included on page 119 of the Nomination Committee Report, and further detail about our activities can be found in the Strategic Report on page 69.</p>	<p>●</p> <p>Compliant</p>
<p><b>4</b></p> <p><b>Audit, risk and internal controls</b></p>	<ul style="list-style-type: none"> <li>– Effective reviews of the principal risks and uncertainties and a refresh of our approach to establishing and complying with risk appetite across these principal risks</li> <li>– Further training and education conducted across the Group for further embedding of risk</li> <li>– Investing in risk management software in preparation for material controls monitoring</li> <li>– Continued to enhance co-sourced internal audit service provision, to embed Internal Audit within the control of our Group Internal Audit Director</li> </ul> <p><a href="#">Read more on pages 123 to 136</a></p>	<p><b>Principle O:</b> The Board to be responsible for maintaining the effectiveness of risk management and the internal control framework.</p> <p><b>Provision 29:</b> To describe how the Board has monitored and reviewed the effectiveness of the framework.</p> <p>A declaration of effectiveness of the material controls as at the balance sheet date.</p> <p>To describe any material controls that have not operated effectively as at the balance sheet date.</p>	<p>Our risk management framework, outlined on pages 88 to 89 of our Strategic Report, demonstrates how the Board reviews risk as delegated through the Risk Committee, with further details on the governance structures and approvals included in our Risk Committee report on pages 123 to 128. The Audit Committee is responsible for reviewing the internal control framework. Further detail about the work of the Audit Committee is included on pages 129 to 136.</p>	<p>●</p> <p>Compliant</p>
<p><b>5</b></p> <p><b>Remuneration</b></p>	<ul style="list-style-type: none"> <li>– Application of our Remuneration Policy during 2025, including workforce engagement</li> <li>– Updated sustainability targets within Long-Term Incentive Plans, to align further with our future plans in the execution of our Sustainable Solutions for Growth strategy</li> </ul> <p><a href="#">Read more on pages 143 to 168</a></p>	<p><b>Provision 37:</b> Director remuneration contracts/agreements should include malus and clawback.</p> <p><b>Provision 38:</b> Describe malus and clawback, including the provisions that have been used in the last reporting period.</p>	<p>The provision of malus and clawback and the circumstances in which it could be applied is detailed in the Remuneration Committee report on pages 149 and 150.</p>	<p>●</p> <p>Compliant</p>

# Steering to sustainable success

## 1 Board leadership and company purpose

The primary role of the Board is to lead and steer the Group to ensure long-term sustainable success in accordance with its strategic goals and purpose, setting its culture and expected behaviours from the top.







### The Board

The Board establishes Company strategy and financial policy and ensures that a sound system of internal control and adequate risk management is maintained. It is accountable to the Company's shareholders, balancing their interests with those of all material stakeholders, and it does this in accordance with the Group's purpose to create sustainable living.

The Board delegates the responsibility for the day-to-day operational management of the Group to the Chief Executive Officer (CEO), supported by the other Executive Leadership Team (ELT) members, these being the Chief Financial Officer (CFO), the Chief Strategy and Sustainability Officer, the Chief People Officer, the Group General Counsel and Company Secretary and the Divisional Managing Directors. The ELT is supported by the Genuit Leadership Team (GLT). The Board has direct access to the Company Secretary, who is responsible to the Board for ensuring that Board procedures are complied with and that the Board has full and timely access to relevant information.

The 2018 FRC Guidance on Board Effectiveness, which is now consolidated into the Code Guidance, specifies that the Board should ensure there is a formal Schedule of Matters reserved for the Board to assist with planning and provide clarity over where the responsibility for decision making lies. The Board may also appoint Committees, as it deems appropriate, to exercise certain of its powers, with specific areas of delegation set out in the Terms of Reference for each Committee. While the Board may make use of Committees, in accordance with the Code and FRC Guidance, it retains responsibility for final decisions in all of these areas for the Group. The Schedule of Matters sets out those powers reserved for the Board, in accordance with the Code. These are available to all leaders as part of the Delegation of Authorities matrix, which forms part of the Group internal controls framework. As part of its responsibilities for monitoring the deployment of strategy and ensuring that strategic goals are realised, the Board monitors resources and risks to the successful execution of that strategy, through the support of its Committees.

The schedule of matters includes, but is not limited to:

 <p><b>Strategy and management</b></p>	<ul style="list-style-type: none"> <li>– Receive and approve long-term objectives and the strategic direction of the Group</li> <li>– Approve the Group's risk management policies and appetite</li> <li>– Have oversight of the Group's operations, ensuring effective and prudent management, and that a sound internal control framework and risk management system is maintained</li> <li>– Approve the commencement of any major new business activity, including acquisitions or capital projects</li> <li>– Assess and monitor culture across the Group, ensuring that policy, practices and behaviours are aligned with its purpose and strategy</li> <li>– Take action to identify and manage conflicts of interest and ensure that third party influence does not compromise or override independent judgement</li> </ul>
 <p><b>Financial reporting</b></p>	<ul style="list-style-type: none"> <li>– Approve annual budgets, the dividend policy, annual and half yearly accounts, accounting policies and monetary limits</li> <li>– Approve the issue of shares or of securities, conferring rights of subscription for or conversion into shares in the Company</li> <li>– Ensure that formal and transparent policies and procedures are in place to ensure the independence and effectiveness of internal and external audit functions</li> </ul>
 <p><b>Communication with shareholders</b></p>	<ul style="list-style-type: none"> <li>– Responsible for ensuring a satisfactory dialogue with shareholders</li> <li>– Review and approve shareholder communications in respect of circulars and other relevant communications concerning matters decided by the Board</li> </ul>
 <p><b>Capital structure and borrowings</b></p>	<ul style="list-style-type: none"> <li>– Approve the granting of security over any Group asset</li> <li>– Review any liabilities of materiality, such as credit notes, stock write-offs or guarantees</li> <li>– Review the policy for the financing of the Group</li> </ul>
 <p><b>Board and corporate governance arrangements</b></p>	<ul style="list-style-type: none"> <li>– Review and monitor Group corporate governance arrangements at Board level and senior management level, as appropriate</li> <li>– Approve conflicts of interest where permitted by the Company's Articles of Association</li> <li>– Oversee the operation of the Company's share option schemes, as recommended by the Remuneration Committee</li> </ul>
 <p><b>Legal and administration</b></p>	<ul style="list-style-type: none"> <li>– Approve the overall levels of insurance for the Group, including Directors' and Officers' insurance</li> <li>– Review and approve the commencement or settlement of any major litigation</li> </ul>

Key topics covered during 2025 Board meetings

January – March



Approval of the final budget and review of five-year plan update. Received details of the employee engagement feedback, reviewed health and safety reports and received feedback from investor meetings. Considered any legal and governance updates and received external legal training. Received a detailed presentation from Nu-Heat senior management team on key business activity. Risk appetite, principal risks and uncertainties, emerging risks, and risk management frameworks were also considered, including climate-related risks and opportunities.

Approved the year end results, the viability statement and going concern statement, the Annual Report, and the final dividend (subject to shareholder approval at the Annual General Meeting). Reviewed and received confirmation from the Audit Committee of effective internal controls and the independence of the external auditor. Approved the AGM notice. Reviewed business reports, strategy, sustainability and people reports.

April – June



Focused on the Annual General Meeting, investor feedback, scoring and voting recommendations. Approved the trading statement. Reviewed feedback from post-results investor meetings as well as analyst and press coverage. Updated on strategic projects and workstreams, as well as receiving a detailed Business Unit update. Received an update from the Risk Committee Chair and an update on key legal and governance matters.

Focused on growth and conducted an M&A deep-dive, and received an update from brokers. Additional focus on was placed on health and safety, employee engagement, HRIS implementation, ERP system and M&A activity. Received a detailed presentation from Sky Garden senior management team on key business activity.

July – September



Approved the half year results, including the going concern statement and proposed interim dividend. Reviewed strategic projects and progress, including in particular IT projects, and reviewed capital expenditure requests from Business Units. Reviewed and approved the Monodraught and Davidson acquisitions. Risk and risk management frameworks were considered, including climate-related risks and opportunities. HRIS, ERP system, employee engagement and health and safety updates were given, as well as an investor relations update and discussion on the strategy for future incentives. In addition, there was a detailed Business Unit update.

A meeting of the Non-Executive Directors was also held without the Executive Directors being present.

October – December



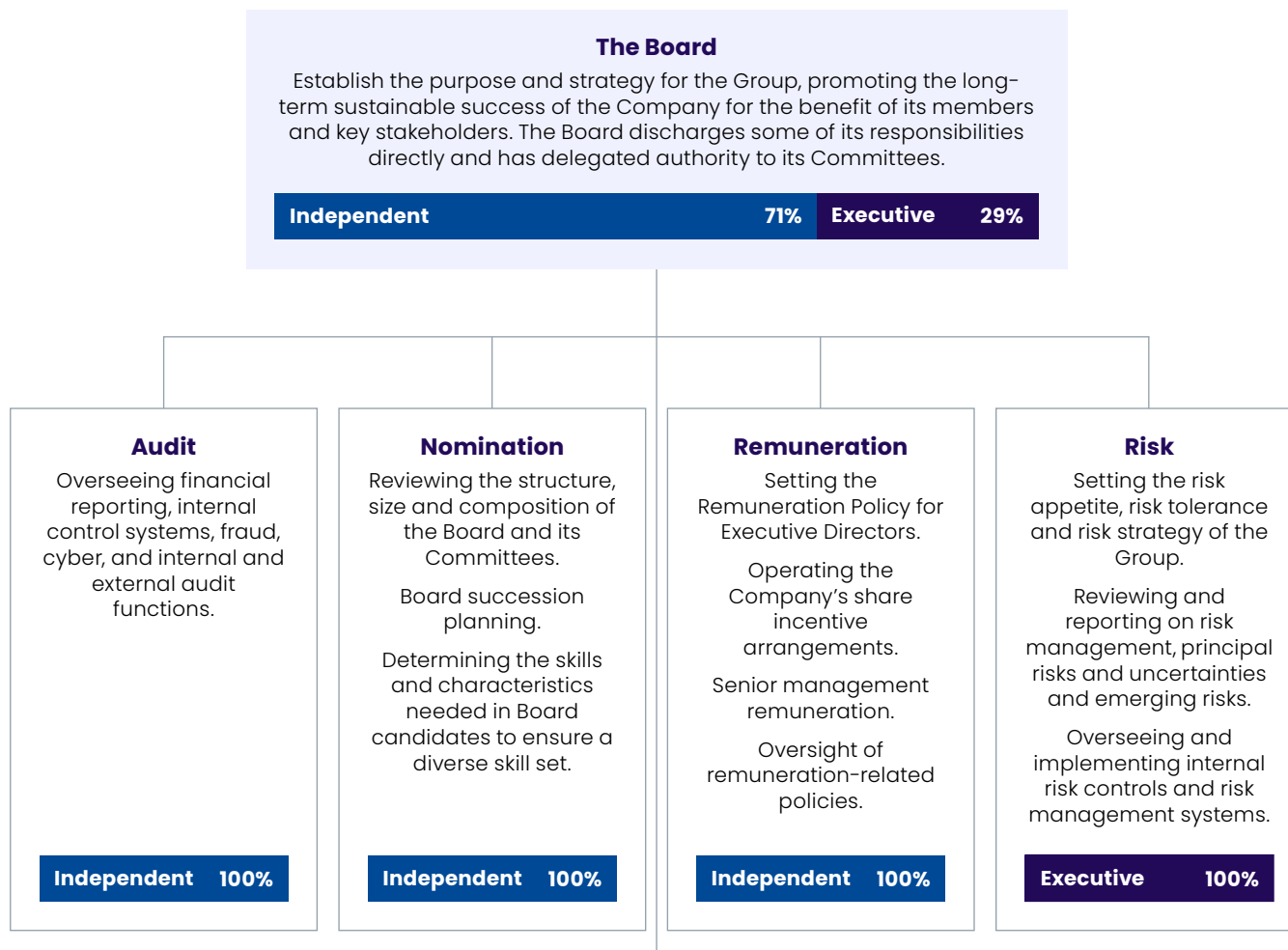
An annual strategy session was held, with presentations from senior management on ongoing strategic workstreams and initiatives. An update was given on the implementation of the Genuit Business System and the Group's five-year plan, and the Board approved the trading statement. A sustainability deep-dive was conducted, employee engagement feedback shared, policy and legal updates given and feedback shared from investors.

The collation of employee engagement survey responses and the corresponding analysis was shared. Review and approval of 2026 budget, five-year plan, the Group tax strategy and other financial year-end approvals. Feedback on employee engagement sessions, health and safety and acquisition integration progress was shared. An update was given on preparation for the 2025 Annual Report, regulatory updates and feedback from investors in advance of the close to the financial year.

## Steering to sustainable success continued

### Our governance framework

Our governance framework establishes the boundaries between the Board and Executive Leadership Team, and our framework is as follows:



### Board and Committees

The Board delegates specific responsibilities to its principal Committees within the governance framework: the Audit, Nomination, Remuneration and Risk Committees. Each Committee's responsibilities are clearly defined within their own Terms of Reference, which are reviewed every year and updated to reflect legislative changes and best practice to ensure that efficiency and effectiveness is maintained.

The Committees carry out their required duties and make recommendations to the Board for approval. Each Committee Chair provides an update to the Board on the key discussions and decisions made at the preceding Committee meeting. This allows the Board to make reasoned decisions, and, if required, take appropriate action. Each Committee has reported on its contribution to the Board's decision-making during the year, details of which can be found later in each of the Committee Reports.

Biographies of the Chair of each of the Board Committees, as well as all other Committee members, are set out on pages 100 and 101.

**The Executive Leadership Team develop and execute Group strategy. They report to and manage communication and escalation to the Board, manage operational governance, compliance and risk, and oversee Group operations.**



Terms of Reference for each Committee are available on our website by clicking or scanning this QR code

### Board stakeholder engagement

The Board's engagement with the Company's key stakeholder groups remains essential to informing and guiding the decisions it makes in the Boardroom.

It recognises that, when making decisions, it will sometimes have to consider the competing interests of stakeholders, and that it may not always be possible to deliver an outcome that is welcomed by all stakeholders. In these situations, the Board is guided by the need to consider the long-term sustainability of the business.

Details of some of the key decisions that the Board made during the year are outlined in our formal Section 172 Statement on pages 82 to 85. Further details on how the Group has engaged with stakeholders during the year are set out on pages 76 to 81. This section of the Governance Report sets out additional areas of focus for the Board during the year, to showcase how stakeholders are considered in its decision making.



### People and Culture

The Board recognises that an inclusive and positive environment improves job satisfaction, increases employee retention, boosts productivity and enhances performance. Our greatest asset is our people, and we have developed a culture that is consistent with and supports our purpose. A priority for the Board is to monitor adherence and consistency with this culture, ensuring it is embedded throughout the Group. This is achieved through various mechanisms, including engagement surveys and our dedicated Employee Engagement Non-Executive Director.

Our Trademark Behaviours effectively complement and support our purpose and strategy, as they are embedded within our people processes, including recruitment, performance management and leadership development. Our businesses each create unique ways to embed these behaviours further, including local recognition awards, linked reward schemes, shout-out noticeboards and integration into everyday meeting

etiquette. Establishing openness and transparency across the Group, as well as fostering and maintaining a culture which is responsive to stakeholder expectations and the external environment, will continue to be a priority for the Board. As we grow, collaborate, create solutions and innovate, we recognise that continuing to drive this common purpose and our aligned Trademark Behaviours will help to realise the achievement of our strategic goals.

During the year, the Group conducted a Group-wide employee engagement survey, further details of which are included in our People and Culture section on page 66. As part of this survey, targeted questions covering our Trademark Behaviours were included, to enable the Group to obtain a progress metric for the effectiveness of their integration. This has given the Group a platform from which to continue to develop and find creative and effective ways to embed these behaviours successfully, so that all employees continue to feel valued and heard. The Board recognises the effectiveness of this targeted approach and will continue to receive updates and provide insights on a regular basis. Our Trademark Behaviours are visible; they are values in action. They create the standard for all employees to strive towards, and they are measurable through actions.

**Currently, the Board receives updates in respect of people and culture, which include both qualitative and quantitative methods, as follows:**

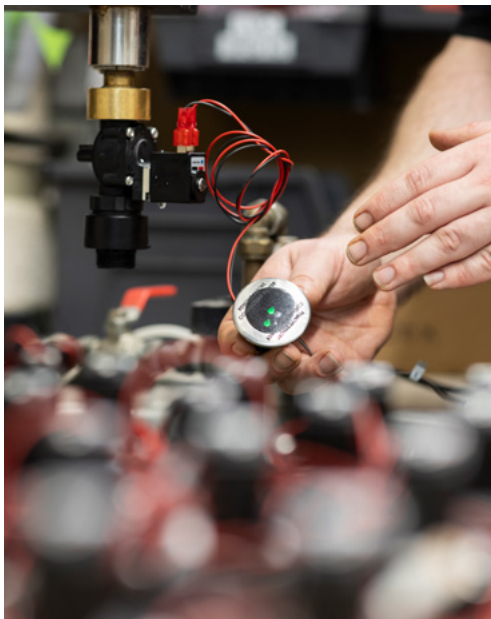
- succession planning;
- employee turnover and current headcount;
- Diversity and inclusion (D&I) data;
- grievances, governance and legal matters;
- policy training updates;

- recent internal communications and engagement activity and surveys;
- talent and development, including talent acquisition and retention;
- absence statistics;
- monitoring of The 5% Club status;
- reasons for leaving;
- leadership development;
- reward, remuneration and incentives; and
- strategic projects.

The Board also obtains feedback directly via its Employee Engagement Non-Executive Director at regular intervals throughout the year. The Audit Committee receives updates in respect of any whistleblowing reports at each meeting, further information on which is included in our Audit Committee Report on page 135.

*"I'm proud to work for a business with a strong people focused inclusive culture, which fosters collaboration and integrity, and drives continuous improvement."*

**Kate Taylor, HR Director, Water Division**



People and Culture continued

## Q&A with Bronagh Kennedy



*"We have prioritised 'Creating a Great Place to Work', and listening and responding to feedback forms part of this. Gathering direct insight from our colleagues not only fulfils our Corporate Governance Code obligation, but also helps us to build a sense of belonging, empowerment and continuous improvement."*

**Q You were appointed as the dedicated Employee Engagement Non-Executive Director during the year. What will be your initial focus in the role?**

**A** My initial priority was to ensure the views of our workforce continued to be taken into account by the Board, particularly when making decisions that could affect them. Going forward, I want to ensure that the outcomes or steps we have taken to address any of their concerns are effectively communicated back to them, including sharing why some may not have been possible, as this is something we believe is an area of improvement for us. This includes highlighting any areas of concern to internal audiences, so that formal actions are established and internal stakeholders can be held to account on delivery of these actions. We have great ideas about how to take our engagement programme forward, and I'm looking forward to seeing the positive developments we make in the coming year.

**Q What opportunities have you identified for improvements to your current engagement programme?**

**A** Our People and Culture plan will be a key driver of engagement in 2026, as it covers many of the topics our colleagues have told us they would like to improve. We also believe that the feedback we have gathered through the Board Engagement programme can strengthen our overall people plan and, in turn, continue to improve our level of engagement. We have prioritised 'Creating a Great Place to Work', and listening and responding to feedback forms part of this. Gathering insight from our colleagues not only fulfils our Corporate Governance Code obligation, but promotes a sense of belonging, empowerment and innovation, building on our already established culture and creating a great place to work. We will continue to place focus on gathering feedback from distinct levels within our organisation, from our leaders to our shop floor workers. The programme will sit alongside other activities intended to drive collaboration, involvement and continuous improvement across Genuit. In addition, we can use the activities in the plan to determine whether progress on key areas of focus identified through the Your Voice survey is being seen by colleagues on the front line.

**Q What are the different mechanisms you are looking to utilise, to enable this type of engagement?**

**A** Effective engagement comes about as a result of us creating the best opportunities for it to. We want to utilise various mechanisms to ensure our colleagues have a platform on which to feel heard, and be comfortable to share their thoughts and give constructive feedback. This will include, for example, dedicated listening sessions where we will create a set of consistent questions to explore colleagues' understanding of our purpose, strategy, and Trademark Behaviours, and acting on employee engagement survey feedback.

We will also include one question dedicated to understanding more about a specific topic, based on the corporate calendar of activities. We are also intending to create additional focus groups, like acquisitions, new hires, graduates, D&I networks and leaders, to assess the sentiment from different cohorts, in addition to our sessions with managers as part of business-based Board meeting and site visits. Once we have collated this feedback, it will be regularly discussed amongst the ELT and Board. Beyond this, we will also use other engagement forums such as Colleague Connect, Your Voice Surveys, kaizens and Ask Me Anything sessions.

**Q Finally, how do you intend to track progress and measure meaningful outcomes?**

**A** Measuring outcomes effectively is crucial to continuously improving engagement mechanisms, as in doing so, we can readily identify those measures that are most effective. We will keep our engagement calendar up to date, capture the frequency of engagement, track participation rates and complete feedback surveys to obtain further insight. We will do all this while providing a confidentiality assurance – there will be zero reported breaches of trust or misuse of feedback. I am really looking forward to being able to take the programme forward during 2026.



### Shareholders

Direct shareholder engagement is a crucial tool for maintaining good relationships and supporting long-term value creation and sustainability for the business. In engaging directly with shareholders, the Board is able to identify issues of importance or concern and gain insight, whilst shaping Group strategy to aid better decision-making, especially regarding governance, risk management or compliance.

Proactively engaging with shareholders and seeking their input helps to mitigate risks and attract new investment. Numerous investor and analyst meetings were attended by our Chief Executive Officer and Chief Financial Officer, with leading 10 shareholders given the opportunity to meet with the Chair early in 2026 to give them the opportunity to raise any concerns. The output of these meetings is shared at each Board meeting and forms part of its discussions and decision-making. Details of the number of investor meetings held during the year are outlined in the subsequent timeline.

Date	Event	Investor meetings	Investor roadshow
January		26	
February		1	
March	– Full year results – Investor roadshow	55	●
April		1	
May	– AGM and Q1 update	5	
June		21	
July		3	
August	– Half year results – Investor roadshow	12	●
September		3	
October	– Strategy review	34	
November		15	
December		2	

### Control framework for the management and assessment of risks

The Board is responsible for determining the nature and extent of the significant risks that the Group is willing to take in achieving its strategic objectives. It is also responsible for maintaining sound risk and internal control systems.

The Board delegates the specific management and monitoring of this to the Risk Committee (as outlined in the Risk Committee Report on pages 123 to 128), which reports to the Board on all matters, including the effectiveness of these systems. The creation of a separate Committee for this purpose was a Board decision, where the circumstances of the Group were considered and the remit of the committee was agreed and documented in its Terms of Reference. The Risk Committee is structured as an executive Committee to the Board, with the Chair of the Audit Committee attending at least one meeting and communicating with the Chair of the Risk Committee as required. The Risk Committee reports on all its activities to the Board, and the Board is required to review and approve any relevant papers and changes to the Group's risk appetite, principal and emerging risks, climate-related risk and opportunities, governance procedures and the risk management structure. This approach enables

Committee meetings to be constructive and effective at reviewing and discussing the detail of risks across the Group, whilst still maintaining compliance with Provision 25 of the Code.

#### The Board is ultimately responsible for ensuring that:

- there is an established framework and supporting systems for identifying, evaluating and managing the principal risks faced by the Group;
- the systems have been in place for the year under review and up to the date of approval of the Annual Report and Accounts;
- the systems are regularly reviewed; and
- the systems accord with the FRC guidance on risk management, internal controls and related financial and business reporting.

The Group's principal risks and uncertainties, together with our emerging risks, including potential impact and mitigating actions, along with more detail about the Group's risk management framework, are set out on pages 87 to 94 of the Strategic Report.



The Board is aware of the upcoming changes to the Code in respect of Provision 29, and continues to develop its processes and make improvements to the Group's control environment to ensure that it maintains compliance with Provision 29 of the Code by FY 2026. In respect of the financial year under review, the Board has conducted a review of the effectiveness of the system of internal controls and risk management and is satisfied that it complies with Provision 29 of the 2018 UK Corporate Governance Code.

#### Directors' conflicts of interest

Each Director has a duty under the Companies Act 2006 to avoid a situation where he or she may have a direct or indirect interest that conflicts with the interests of the Company. The Company's processes ensure that there is the opportunity for any conflicts to be disclosed, and robust procedures are in place to authorise and manage such conflicts of interest. All potential conflicts approved by the Board are recorded in a conflict of interest register maintained by the Company Secretary. Directors have a continuing duty to update the Board with any changes to their conflicts of interest, and any conflicts are reviewed on a regular basis. The Board confirms that the procedures for managing any conflicts of interest operated effectively during the year.



#### Board site visit

In January, the Board visited our Manthorpe site in Ripley, Derbyshire. Manthorpe designs and manufactures a broad range of construction accessories for residential housebuilding and refurbishment. The team provided an update on recent product developments, including the Ridge Roost and Dual Swift brick, which provide habitats for bats and swifts in residential developments, thereby increasing biodiversity.

The team also noted the Future Homes Standard, and how new regulation is generally beneficial for the business, as the Manthorpe design team are adept at creating unique product-based solutions to align with changing regulations. This focus on solving problems for contractors and housing developers enabled the Manthorpe business to launch new product lines and substantially outperform the general housebuilding and construction industry over the cycle. The Board also enjoyed a factory tour, where they saw examples of how the Genuit Business System (GBS) was improving the efficiency of operations, reducing working capital, improving labour efficiency and freeing up space. They also saw how layout changes, improved organisation and reduced working capital, as enabled by the roll out of GBS, had generated further space on the site for investment in the Manthorpe and broader Genuit business going forward.

# Strong foundations

## 2 Division of responsibilities

There is a clear division of responsibilities between the leadership of the Board and the executive leadership of the Group.

### Separation of the roles of Chair and Chief Executive Officer

The roles and responsibilities of the Chair and the Chief Executive Officer (CEO) are separate and clearly defined, with a distinct division of responsibilities. This distinguishes the executive management of the Company from Board leadership, which ensures that the Chair and CEO are able to pursue their respective duties without concern that interests in one position might negatively influence the other.

It is the Chair's duty to provide overall leadership and governance of the Board and to ensure that the Company is run in the best interests of its shareholders. This includes working with the Company Secretary to set the Board agendas and promoting a culture of openness, challenge and debate at Board meetings. Supported by the Company Secretary, the Chair keeps under review the adequacy of training received by all Directors, particularly on stakeholder-related matters, the induction received by new Directors (especially those without previous Board experience), ensures that the Board is provided with accurate and timely information, and determines how best to ensure that the Board's decision-making processes give sufficient consideration to material stakeholders.

The CEO is responsible for executive management of the Group's business, consistent with the strategy and commercial objectives agreed by the Board, and its overall performance. The CEO leads the senior management team in effecting the decisions of the Board and its Committees and is accountable to the Board and, ultimately, the shareholders. The CEO is also responsible for the maintenance and protection of the reputation of the Group, ensuring that the affairs of the Group are conducted with the highest standards of integrity, probity and corporate governance. The CEO, along with the CFO, is also responsible for communicating the Company's purpose and performance to shareholders and other stakeholders, and for building and managing a strong Executive Leadership Team.

Whilst the roles of the Chair and CEO are separate, the partnership between them is based on mutual trust and is facilitated by regular contact between them. This strong partnership helps to ensure that there is clear communication and co-ordination between the Board and executive management, which, in turn, avoids any potential conflicts or misunderstandings that could negatively impact the performance of the Group. It fosters a positive and productive culture within the Company, which contributes to retaining top talent and maintaining good morale amongst employees. This separation of authority enhances the independent oversight of executive management by the Board and helps to ensure that no one individual on the Board has unfettered authority.

The responsibilities of the Chair, CEO, CFO, SID, Board and Committees are clearly defined and agreed by the Board. The division of responsibilities between the leadership of the Board and the executive management of the Group are showcased below.



### Non-Executive Directors

#### Chair

Kevin Boyd

- Provides overall leadership and governance
- Sets the Board agenda
- Promotes a culture of openness, challenge and constructive debate
- Ensures that Directors understand the views of major shareholders and stakeholders

#### Senior Independent Director (SID)

Lisa Scenna

- Acts as a sounding board for the Chair, appraises their performance, leads the other NEDs, and is a direct contact for shareholders if necessary

#### Non-Executive Directors (NEDs)

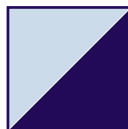
Shatish Dasani, Britta Giesen

- Scrutinise and constructively challenge the performance of Executive Directors and contribute to setting strategy, succession plans and remuneration strategy

#### Employee Engagement NED (EE NED)

Bronagh Kennedy

- In addition to NED responsibilities, the Employee Engagement NED is responsible for employee engagement on behalf of the Board, ensuring employee views are considered in its decision making



### Executive Directors and Company Secretary

#### Chief Executive Officer (CEO)

Joe Vorih

- Executive management of the Group's business
- Develops and implements Group strategy and commercial objectives
- Leads the senior management team in effecting the decisions of the Board
- Communicates with the Board, shareholders, employees and other stakeholders

#### Chief Financial Officer (CFO)

Tim Pullen

- Implements, manages and controls the Group's financial-related activities
- Develops appropriate financial strategies and manages investor relations
- Ensures appropriate risk management systems are in place
- Works with the CEO to deliver strategy deployment and manage day-to-day operations

#### Company Secretary

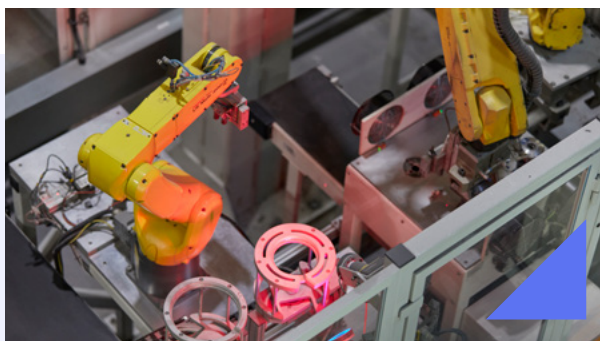
Emma Versluys

- Supports the Board and Committees and provides advice to the Board on all governance and legal-related matters, as well as advising Directors on their duties. Assists with all Board and shareholder meetings and facilitates induction and training programmes for Directors

## Strong foundations continued

### Role of the Senior Independent Director

Lisa Scenna was appointed as the Senior Independent Director (SID) of the Company on 7 March 2023. She is available to shareholders and other stakeholders if they have concerns that cannot be addressed through normal channels. The role of the SID is to provide an independent perspective on the Board's decisions, act as a sounding board for the Chair and serve as an intermediary for the other Directors when necessary. The SID is also available to chair the Board in the absence of the Chair and has the authority to add items to the agenda of any regular or special meetings of the Board.



### Artificial intelligence (AI)

AI has the potential to improve efficiencies and the accuracy of operations, changing how we measure capability and performance, and is considered by the Board as part of its key decision making through strategic workstreams and risk management and controls. It is integral to the IS updates given to the Audit Committee at each meeting, and is considered by the Board at least annually as part of its strategic planning and decision making. With transformational digital change comes emerging risks which are multi-faceted, impacting various functions and operations. AI is considered by the Risk Committee and Board when considering data and information security risks, competitor advantage, internal adoption challenges, data quality concerns and organisational change. The Group will continue to monitor and address these as an opportunity and consider the emerging risks it poses during 2026 and beyond.

### Board meetings

During the year, in total, there were seven scheduled Board meetings and four ad hoc meetings that were held, as well as a number of Committee meetings. Details of attendance at Board and Committee meetings are shown on page 97.

Every effort is made to ensure that all Directors, wherever possible, attend scheduled Board meetings. In the event that a Director is unable to attend a meeting, they are provided with the meeting papers and information relating to the meeting and are able to discuss the matters arising with the Chair and other Directors. Agendas are drafted in line with the Schedule of Matters reserved for the Board and in line with the financial calendar, as outlined on page 105, in addition to key items that need to be addressed during the year. Designated senior leaders from across the Group, as well as external advisers, attend meetings on request.

It is standard practice for the Board to visit the Group's sites on a rolling basis. This allows Board members to have greater knowledge and visibility of operations, and enables the Board to engage with employees, complementing the structured employee engagement forums that take place in partnership with the Employee Engagement Non-Executive Director.

Board dinners are held ahead of the scheduled meetings, where possible, to provide a more relaxed forum for the Board members to have additional discussions amongst themselves, as well as with the senior management team from that location. This allows informal discussions outside of the Board meeting itself to take place, and this additional engagement and visibility enables the Board to have a greater understanding of the culture across the Group. The Board visited four different sites during 2025, these being Nu-Heat in Honiton, the Polypipe Building Products site in Neale Road, Doncaster, the Polypipe Building Services site in Aylesford and the Group Head Office in Leeds.

During the year, the Chair held meetings with the Non-Executive Directors without the Executive Directors being present, and the Chair's performance was assessed as part of the external Board evaluation. Further detail on the results of the external Board evaluation can be found in this Report on page 115.

### Board oversight of strategy

The Group's purpose, 'Together, we create sustainable living', continues to be underpinned by our people and culture. Each year, the Board holds an annual strategy session, which is dedicated to detailed discussions with senior management on the current performance of the Group and the strategic plan. The strategy session during 2025 was held in October, and the first session was a brief overview of the Group's approach to the five-year planning cycle, with a focus on the output of this approach and validation that it would contribute to delivering our medium-term goals.

Following this, presentations on five different key growth segments took place, hosted by different members of the ELT and supported by members of the Genuit Leadership Team (GLT) where relevant. This was followed by a deep dive into strategic enablers for the Group, most notably People and Culture and GBS growth tools, in addition to future digital infrastructure transformation. Supporting the output of these sessions was an assessment of the Group's current capabilities and structures, where the Board considered some of the skills and capability implications of the Group's strategy and what was required to drive faster, more effective execution. It also considered any broader organisational implications from both strategic objectives and capability points. The strategy session was attended by all ELT members, with a dinner also organised post the session to allow for informal interaction, engagement and challenge around the topics discussed that day. In addition, there was a presentation given by the Company's PR advisers, covering key areas helpful for setting the scene for strategic progress in 2026.

The Board had the opportunity to reflect on the presentations at their meeting the following day, with the Chief Strategy and Sustainability Officer in attendance. In addition to the strategy session, there is a formal half year update on strategy given to the Board, as well as the regular progress updates given in the CEO reports at every Board meeting. Further information on the execution of our strategy during 2025 is included in our Strategic Report on pages 1 to 94.

# Shaping the future

## 3 Composition, succession and evaluation

A successful Board is one that has a combination of skills, experience and knowledge, allowing all Directors to actively contribute to discussions and provide challenge where appropriate.

### Board composition, qualification and experience

At the year end, the Board comprised the Independent Non-Executive Chair, two Executive Directors and four Non-Executive Directors. The Non-Executive Directors were appointed for the diversity of their backgrounds, as well as for their personal attributes and experience, and all were deemed independent on appointment, in accordance with Provision 10 of the Code.

The Nomination Committee and the Board have also assessed the independence of each of the Non-Executive Directors and considered the Chair and all the Non-Executive Directors to be independent throughout the period (or, where applicable, from appointment). In accordance with Code Provision 18, all of the Directors are subject to annual re-election.

### External appointments

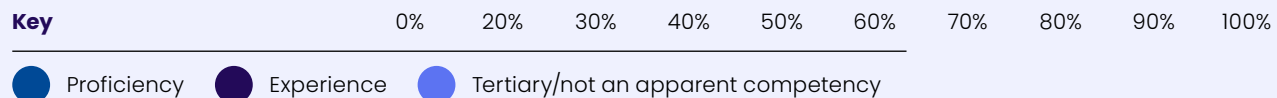
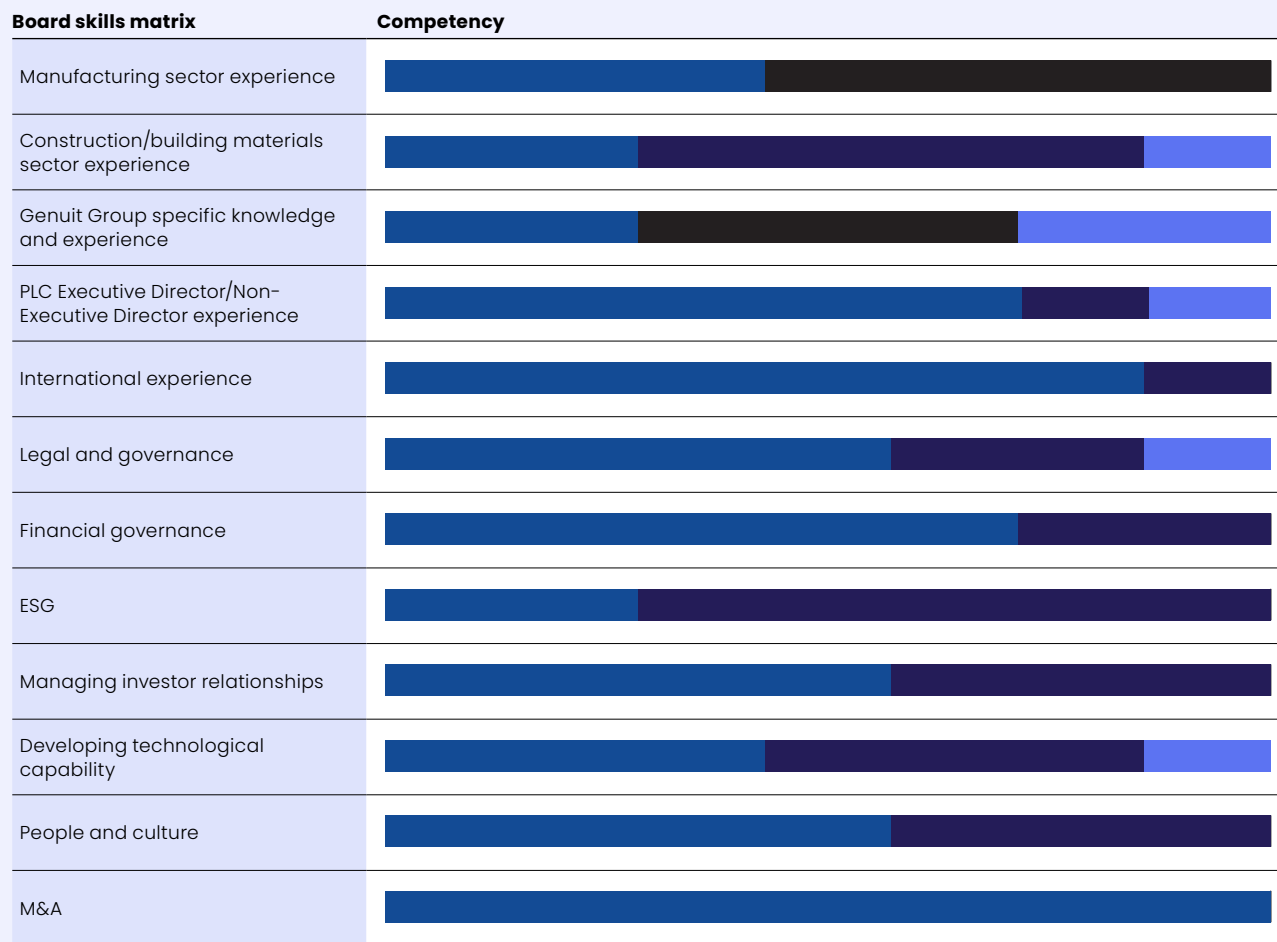
In accordance with Principle H, the Board takes seriously the requirement that all Non-Executive Directors should have sufficient time to meet their Board responsibilities. Whilst it recognises the benefits that greater Boardroom exposure provides for Directors, it also closely monitors the nature and number of external directorships held, to ensure continued compliance with Principle H. All Executive and Non-Executive Directors' external appointments are reviewed at each Board meeting as standard, including details of all such appointments over the previous five years. The Board reviews the nature of each appointment and the expected time commitment for each Director as part of this process. The Board evaluated each Director's time commitments and was satisfied that, in line with the Code, they each continued to allocate sufficient time in order to discharge their responsibilities effectively. This includes attendance at Board and applicable Committee meetings, as well as the time needed to prepare for meetings and for other additional commitments that may arise during the usual course of business. Further details of the Directors' appointments are included in the biographies on pages 100 to 101.

### Board skills to promote long-term success

The Board uses a skills matrix to identify the balance of skills, knowledge and experience of the Board for its composition review and succession planning. During the year, this matrix was reviewed, including consideration of the current skills of the Board and focusing on its diversity. The matrix is a useful tool to identify where further training or education is required for individual Directors, as well as for the Board,

collectively. Following completion of the matrix, the Board remained satisfied with the recruitment strategy of the Nomination Committee.

The matrix highlights those areas where the skills and experience of Directors are particularly strong, and where there are opportunities to further enhance the Board's collective knowledge. A high-level summary of the Board skills matrix as at 31 December 2025 is below.



### Appointment and tenure

The Non-Executive Directors serve on the basis of letters of appointment, which are available for inspection at the Company's registered office. The letters of appointment set out the expected time commitment of the Non-Executive Directors, who, on appointment, undertake that they have sufficient time to carry out their duties. There is no fixed expiry date. The Executive Directors' service contracts are also available for inspection at the Company's registered office. The notice period for Executive Directors is 12 months.

### Directors' induction and training/professional development

The Chair, with the support of the Company Secretary, is responsible for the induction of new Directors and the ongoing professional development of all Directors. Where necessary, new Directors are provided with training to address their role and duties as a Director of a quoted public company. The Chair and Company Secretary continue to review the induction process and make improvements wherever possible to ensure that any newly onboarded Directors are successfully integrated into the Group and their role as quickly as possible. Directors may take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.

As the internal and external business environment changes, it is important to ensure that Directors' skills and knowledge are refreshed and updated regularly, to allow them to adapt to these changes and make informed and effective decisions. The Board received presentations during the year from the Company's financial advisers, brokers and lawyers, as well as several presentations by senior management, and participated in Director training in addition to the annual strategy session referred to earlier in this Report.

The Company Secretary is responsible for updating the Board on new legislation and regulation, as well as changes to the current legislative and regulatory regimes to which the Company is subject. This is included in a report to the Board at every Board meeting.

### Board Director recruitment process

The recruitment process is designed to ensure that the search for new Directors is thorough and inclusive, and ensures that recruits possess the necessary experience and skills to support the Company's strategic direction, as well as showcasing an understanding of the Group's culture and purpose. The Chair leads the Nomination Committee in developing a candidate specification and brief, using the Board skills matrix as a basis for identifying gaps that should be addressed as part of the selection process. This brief is then placed with an executive search agency, who must be a signatory to the Voluntary Code of Conduct for Executive Search Firms, in line with our Board Diversity Policy. Any agencies that are used as part of the recruitment process must confirm their independence on appointment.

The executive search agency then provides a longlist of potential candidates from various backgrounds and industries, based on this candidate brief. The candidates are then shortlisted, following discussions with the Chair, the Senior Independent Director and other members of the Committee (or appointed sub-Committee, as appropriate).

The candidates are interviewed and assessed against pre-determined criteria and are considered in line with the specific candidate brief, which often involves meeting various Board members on a more informal basis to determine interpersonal dynamics. The successful candidate is then recommended for appointment to the Board, by the Nomination Committee, with the Company Secretary being tasked with the formalities.

## Our sustainability agenda

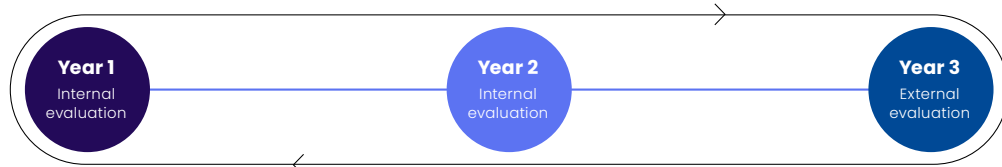
The Board was kept up to date during the year on the progress of our strategic sustainability objectives. At its meeting in October, they participated in a sustainability deep dive comprising a detailed overview of the Greenhouse Gas inventory for the Group, including the split across scopes 1, 2 & 3, in addition to the short- and long-term climate targets currently in place, with further detail on progress made towards achieving the stated 2027 science-based climate change targets for scopes 1 & 2 carbon emissions. This provided the Board with an opportunity to provide appropriate challenge and scrutiny on some of these measures, specifically the current reduction measures, and the drive to continue to innovate to exceed those targets. The Board also spent time focusing on the progress made towards the Group's short-term 2025 targets, in addition to the general activities and targets of the Group beyond this date.

A key focus of the Board during this sustainability deep dive was the ongoing workstreams across the Group to achieve the Group's ambition of being the 'lowest carbon supplier of choice', as well as details of the progress towards this core element of our strategy. This included tangible examples of progress, which included progress made in finalising EPDs, in addition to the current positioning of the Group versus its peers. Read more about our journey to being the lowest-carbon supplier of choice in our Sustainability Report on pages 32 to 45.



### Board evaluation and effectiveness

In accordance with Code Provision 21, the Board conducted an external evaluation during the financial year. This involved the completion of anonymous online questionnaires for the Board and each Committee, along with interviews. The responses were then collated into a summary feedback report for the Board. This was completed by Better Boards, a specialist board evaluation firm, who were also used to conduct the 2022 external evaluation and were selected again for their quality. The structure of the evaluation mirrored the 2022 evaluation, to enable the Board to obtain a metric on the progress that has been made since then.



### Progress made during the year against the 2024 evaluation

Progress made on the actions identified in last year's review is outlined below:

Action	Progress
Focus on further training opportunities for the Board and continued updates to the Board on regulatory developments	During the year, the Board participated in externally facilitated legal and regulatory training sessions, and received updates at each meeting on relevant regulatory developments
Update to the employee engagement programme	Following the appointment of Bronagh Kennedy as our new EE NED, a review was conducted of the employee engagement programme to widen the cohort of those employees we are able to reach. Read more about our plans for this in 2026 on page 108 of this Report
Continued deep dives of Business Units to allow the Board to obtain further insight into customers, suppliers and the wider industry	The Board received regular updates from the CEO and relevant Divisional Managing Directors throughout the year on business performance and challenges. It also conducted four site visits to gain further insights on particular businesses and meet colleagues. This continued to improve the breadth of exposure of NEDs to the culture and people of Genuit, as well as to customers and industry experts, to keep abreast of those areas impacting strategy

### Outcomes from the external 2025 evaluation

Better Boards noted that there had been a marked improvement in all dimensions of the Board evaluation since the previous external evaluation, and that each score was above the average scores seen for other FTSE 250 boards within its client base and other FTSE 250 companies. Better Boards noted that the degree of improvement within Genuit was one of the most marked improvements in performance it had seen, demonstrating the effectiveness of the Board during the past three years, in addition to the success of the Nomination Committee in ensuring the skills and composition of the Board are diverse, transparent, and enable effective collaboration and communication.

#### Distinctive strengths

- Collaborative and collegiate culture
- Diverse experience and expertise
- Open and straightforward discussions
- Well-chaired
- Engagement and support for management and the organisation

#### Significant achievements and areas of progress

- Developed bench strength of the leadership team
- Navigated a challenging market downturn
- Acquisitions and internal reorganisation
- Developed a clear sustainability strategy
- Strengthened the positioning of the business

#### Areas of focus for 2026 and beyond

- Align and enhance metrics to support monitoring of strategic progress
- Discuss and review the composition and plans for succession at the Board and Executive Leadership level
- Build further on the current effective Board dynamic to drive further and more detailed discussions
- Ensure appropriate time is given to regularly reflect on how effectively the Board is operating
- Progress the identified small behavioural and organisational changes

### Evaluation for the year ended 31 December 2025

The 2025 Board evaluation was externally facilitated by Better Boards. The process is detailed in the timeline below

#### Stage 1: Interviews

Interviews were conducted by Better Boards with individual Board and Committee members, in addition to regular attendees at the Committees, as selected by the Chair of the Board and the relevant Committee Chair.

#### Stage 2: Questionnaire

These interviewed members then participated in an anonymous survey to obtain further detail about collective and individual performance. The survey was grounded in peer-reviewed research and structured around the 7-Hallmarks of Effective Boards.

#### Stage 3: Results

Results were shared with the Group General Counsel and Company Secretary and discussed with the Chair of the Board, in advance of finalising the report and sharing this with the Board and Committees.

#### Stage 4: Feedback

Better Boards presented the outcome of the external evaluation to the Board were at its meeting in March 2026, and following this discussion, agreed the proposed actions for 2026.

# Corporate governance statement

## 4&5 Audit, risk and internal controls & Remuneration

### The final principles and provisions of the Code are vital for maintaining effective governance within financial operations and remuneration practices.

They ensure that the Group has robust systems in place to manage and monitor financial risk, maintain accurate records and ensure compliance, as well as setting parameters to ensure the fair and transparent remuneration of executives. These principles and provisions help safeguard the integrity of our operations and ensure that our remuneration practices are competitive, fair and aligned with our strategic goals. We have covered these in more detail in our Audit Committee and Risk Committee Reports on pages 123 to 136, and in the Remuneration Report on pages 143 to 168.

*"The audit, risk and internal controls & remuneration principles and supporting provisions of the Code are vital for maintaining effective governance within financial operations and remuneration practices."*

### Financial and business reporting process

The Board recognises its duty to ensure that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the position and performance, strategy and business model of the Company. In addition to the Annual Report and Accounts, the Company also ensures that other price-sensitive reports and additional information are published externally.

The Group has a thorough assurance process in place in respect of the preparation, verification and approval of periodic financial reports, which is set out in the Audit Committee Report on page 132.

In accordance with Principle N of the Code, the Board is required to ensure that its financial and business reporting is fair, balanced and understandable. To ascertain whether this is the case, it firstly establishes whether or not the information presented within the Annual Report and Accounts is fair, reviewing whether the whole story is presented and done so accurately, and if the key messages in the narrative reflect the way in which it is presented in the financial reporting. Secondly, it assesses whether the information presented therein is balanced, ensuring that there is a good level of consistency between the narrative reporting in the front and the financial reporting in the back, as well as satisfying itself that the statutory and adjusted measures are explained clearly, with appropriate prominence. The final element to the assessment is to determine whether the Annual Report and Accounts are understandable. The Board assesses whether the Annual Report and Accounts uses language which is accessible to a reasonably well-informed reader or provides clear definitions for technical vocabulary and acronyms where this is not possible; it should not be disjointed or repetitive and should tell a complete and straightforward story. The Board also ensures that important messages are highlighted or cross-referenced appropriately throughout the document. Completion of this process provides comfort to the Board that the Annual Report and Accounts, when, taken as a whole, is fair, balanced and understandable, and, following its review, the Board was of the opinion that the 2025 Annual Report and Accounts is representative of the year and presents a fair, balanced and understandable overview.

### Annual General Meeting

The Company's Annual General Meeting (AGM) is scheduled to be held on 22 May 2026. All shareholders have the opportunity to attend and vote, either in person or by proxy, at the AGM. A copy of the notice of AGM can be found on the Company's website.

The AGM is the Company's principal forum for communication with private shareholders. The Chair of the Board and the Chair of each of the Committees will be available to answer shareholders' questions at the AGM.

The notice of AGM will be sent out to shareholders at least 20 working days before the meeting. The results will be announced to the London Stock Exchange via a Regulatory Information Service announcement and published on the Company's website.

### Directors' indemnity and insurance

The Company maintains Directors' and Officers' liability insurance to cover legal proceedings against Directors and Officers acting in that capacity.

Details of the Directors' indemnity arrangements can be found on page 138 of the Directors' Report.

### Re-election of Directors

At the AGM, all Directors will retire and submit themselves for re-election, with the exception of Britta Giesen, who submits herself for election following her appointment to the Board in October 2025. As a result of the Board evaluation exercise, as Chair, I am satisfied that each Director continues to show the necessary level of commitment to their role and has sufficient time available to fulfil his or her duties to justify their election/re-election.

Approved by the Board and signed on its behalf.

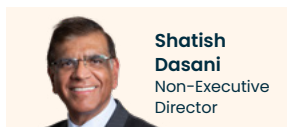
**Kevin Boyd**  
Chair of the Board

10 March 2026

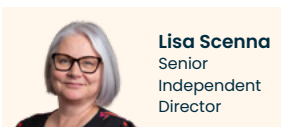
# Nomination Committee Report



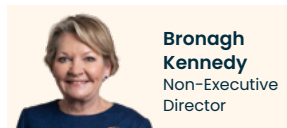
**Kevin Boyd**  
Chair of the  
Nomination  
Committee



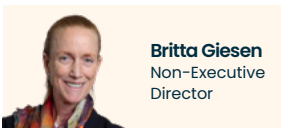
**Shatish Dasani**  
Non-Executive  
Director



**Lisa Scenna**  
Senior  
Independent  
Director



**Bronagh Kennedy**  
Non-Executive  
Director



**Britta Giesen**  
Non-Executive  
Director

*"Equality, diversity and inclusion continue to be a priority for the Committee."*

## 2025 key achievements

During the year, the Committee reviewed the structure, size and composition of the Board, assessed the senior leadership succession plan and updated the Board skills matrix. The Committee also successfully executed a process to recruit and recommend to the Board the appointment of a new Non-Executive Director.

## Dear Shareholder

I am delighted to present the Report of the Nomination Committee (the Committee) for 2025, reporting on the work of the Committee during the year.

The Committee plays a crucial role in the governance structure of the Company, establishing and maintaining the process for appointing new Board members and the Executive Leadership Team (ELT), and ensuring a diverse and skilled leadership team. It operates independently of Executive management and effectively assesses the skills needed for leadership roles, engaging in thorough and transparent candidate selection processes.

During the year, the Committee oversaw changes to its Non-Executive Director composition, with Louise Brooke-Smith stepping down from the Board in September 2025 following a six-year tenure. On behalf of the Board and Company, I would like to thank Louise for her invaluable contribution to the Group, and wish her the very best for the future. To maintain Board effectiveness and in keeping with its policies on diversity, the Committee recommended the appointment of Britta Giesen as Non-Executive Director, and she joined the Board on 27 October 2025, in addition to the Audit, Nomination and Remuneration Committees. Britta brings extensive executive Europe-wide and ESG experience, which has already proven useful to our discussions and continues to enrich the Board's perspective. Further details about Britta's appointment and induction are detailed later in this Report. The Committee has demonstrated its effectiveness in successfully recruiting and onboarding new members of the Board, as well as operating a successful succession plan; identifying the diverse skills and experience required to support the Company's strategic direction in keeping with its culture and purpose, as well as delivering an effective induction programme for new Directors.



In keeping with Corporate Governance Code requirements, the senior management succession plan was also reviewed and updated at the Committee meeting in January 2026, following a robust review process led by the ELT. The Committee effectively supports the Executives in recruiting and onboarding new members of the ELT, supporting delivery of a detailed succession plan for the senior management team by identifying the diverse skills and experience required to support the Company in enacting the approved strategy and meeting its medium to long-term goals.

## 2026 areas of focus

During 2026, we will focus on reviewing the Board composition and continue our Board succession planning, taking into consideration our Diversity and Inclusion Policy.

We will continue to monitor and provide support in the enactment of the Group's People Strategy, and will review

the recommendation to adopt an ethnicity target for senior leadership.

We will also review the enhanced senior management succession plan as part of the integration of performance management modules within Workday, the Company's secure HR information system.

## Nomination Committee Report continued

During the year, the Committee reviewed and updated its Board skills matrix to reflect the changes in the Board. The matrix details those Board members offering proficiency in certain areas versus experience, to allow the Committee to differentiate between the level of skills across the Board and identify any current or potential future gaps. The Board skills matrix supports the Committee in its succession planning, by identifying skills gaps and ensuring that these are carefully considered by the Committee when considering and making changes to the Board. The Committee will continue to focus on ensuring that individual Directors and the Board as a whole have the necessary experience and skills to support the Company, and on the Board's ability to successfully oversee the delivery of strategy.

Equality, diversity and inclusion continue to be a priority for the Committee. The Board's membership currently comprises 42.9% female members; one Director is from an ethnic minority background, and one senior Board position is held by a female. We can also confirm that the Company complies with the diversity-related recommendations within Listing Rule 6.6.6R(9), further details of which are reflected within this Report. The Committee will continue to recommend appointments to the Board based on merit and the individual skills and experience of each candidate, while gender, ethnicity, race and other forms of diversity and inclusion will continue to form a key part of our succession planning discussions, noting diversity as being critical to the long-term sustainable success of the business.

I will be available at the AGM to answer any questions about the work of the Committee.

**Kevin Boyd**  
Chair of the Nomination Committee

10 March 2026



Click or scan this QR code to view the Terms of Reference on our website

### Members and meetings

The Committee comprises Kevin Boyd (the Chair) and all Non-Executive Directors, being Shatish Dasani, Bronagh Kennedy, Lisa Scenna and Britta Giesen. In accordance with the 2024 UK Corporate Governance Code, (the Code), Joe Vorih (Chief Executive Officer) and Edel Conway (Chief People Officer) attend the Committee meetings by invitation only.

All the Committee members are independent, and the Committee is chaired by the Chair of the Board, except when considering their own re-election in accordance with Code Provision 17. Further details on the members of the Committee and their attendance at Committee meetings are set out on page 97. The Company Secretary acts as Secretary to the Committee.

Under the Committee's Terms of Reference, the Committee will normally meet not less than twice a year and at such other times as the Chair shall require. The Committee held two scheduled meetings during the year under review. After each Committee meeting, the Chair reports to the Board on the main items that were discussed, their recommendations, and any actions to be taken.

### Governance

The Committee's main responsibilities are to:

- evaluate the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board and the Committees;
- give full consideration to succession planning of Directors and other senior executives; and
- assist with the selection process for new Executive and Non-Executive Directors, including the Chair of the Board.

The Committee's Terms of Reference explain its role and responsibilities and were reviewed in January 2026 to ensure they remain appropriate and reflect any updates in Corporate Governance guidance.

In accordance with Code Principle L, the Board and its Committees are required to be evaluated on an annual basis. As the last external evaluation of the performance of the Board and its Committees was completed during 2022, an external evaluation was conducted during 2025. At its meeting in March 2026, the Committee considered the results of the review and concluded that the evaluation had found the Committee to be operating effectively and communicating as required with the Board in relation to

matters within its remit. It was noted that a review of the composition and plan for succession at Board and Executive Leadership levels would be beneficial, and that this would be considered during 2026. Further details on the external Board evaluation can be found on page 115 of the Corporate Governance Report.

As stated in the Corporate Governance Report, all of the Company's Directors will retire and each will offer themselves for re-election at the forthcoming AGM, with the exception of Britta Giesen, who will offer herself for election. The Chair confirms that the Committee has considered the performance evaluation and the contribution and commitment of all Directors, and recommends that the Board and Company should support their election/re-election.



## Diversity and inclusion (D&I)

The Committee supports and endeavours to increase diversity in line with Principle J of the Code, encouraging equality and diversity and promoting inclusion and opportunity across the Group. It understands its role in establishing a diversity-led culture and in gaining a broader perspective of diverse stakeholder needs, recognising that diversity policies should cover a wide range of factors. The diversity of the wider leadership team is monitored with reference to data extracted from the Company's secure HR information system, Workday. All employees are able to use this system to provide their individual diversity data, including their gender identity and ethnic background, should they wish to do so.

The D&I Policy is reviewed and approved annually. Diversity initiatives are embedded across the Group, and page 71 of the Strategic Report provides more detail of our initiatives during the year and how these have contributed to achieving our strategy. Our objective remains consistent with prior years, which is to create an environment across the Group which is engaging, and where everyone is comfortable to bring their whole self to work.

Our D&I Policy outlines how we will achieve this objective. We continue to encourage, promote and maintain an inclusive and supportive work environment, which reflects the rights of individuals to be treated fairly and with respect. During 2025, as our D&I journey continued to gather pace, we created five D&I networks led by our employees, as outlined in our Strategic Report on page 69. These networks provided updates via Viva Engage, our Group internal communications platform, to assist our leaders in understanding the D&I issues that are important to colleagues. An example of this in action was seen following the Supreme Court's 2025 ruling, as our LGBTQI+ Network members were heavily involved in ensuring that we reacted proportionately and in line with our D&I Policy and aspirations. We believe that these networks will play a huge part in our ongoing D&I journey and in the furtherance of achieving our strategy.



As part of our recruitment policies and practices, we recruit, develop and retain talent based on skills, qualifications, experience, performance, behaviours and achievements, using clearly defined, fair and inclusive criteria. We encourage our leaders and employees to make a positive difference through proactively supporting our D&I principles. We prioritise investing in our employee development, as reflected in our Gold Membership of The 5% Club, treating all colleagues fairly and equally. We place our focus on encouraging an honest and open culture through our Trademark Behaviours, valuing our employees' unique differences. We also ensure our employees are supported to work in a way that suits their circumstances by supporting flexible working, offering part-time roles, and encouraging job-sharing opportunities and shift swapping where possible. We continue to promote direct engagement with employees to assist us in identifying and making improvements to our diversity-related policies and procedures. Read more about our employee engagement initiatives on page 77 of the Strategic Report.

In addition to placing a focus internally for our employees, our D&I Policy outlines how we should endeavour to promote diversity and inclusion with our external stakeholders too, developing policies and practices to direct and guide the way in which we conduct ourselves, understanding our customers and the communities within which we operate, to deliver excellent service to our increasingly diverse customer base.

Diversity requirements form part of our succession-planning framework, as well as being a key criterion for any recruitment partners with whom we engage. The data relating to the next layer of senior management indicates that 32% identify as female and 67% as male, whilst across the wider workforce, the split is 27% female and 73% male. Since the launch of Workday, we are capturing more diversity data, such as age, sexual orientation, disability and ethnicity, to further understand the diversity of our workforce.

The table on page 120 shows our Board's composition in line with the Listing Rule requirements, including gender, ethnicity and the percentage of women in senior Board positions, as at 31 December 2025. It also shows gender diversity at senior management level, being the ELT and its direct reports.

The Committee supports the FTSE Women Leaders Review target, which seeks to improve Board and senior leadership diversity across FTSE 350 companies, as well as the FRC Board Diversity and Effectiveness in FTSE 350 Companies. As at the reference date of 31 December 2025, our ELT comprised 71.4% male and 28.6% female members.

The Committee and the Board also fully support the Parker Review’s ‘One by 2024’ recommendation, and is pleased to confirm compliance with this as at 31 December 2025. Additionally, the Parker Review requests data on the senior management team and its current percentage for minority ethnic groups. The percentage figure for the Group as at 31 December 2025 remained at 4.6%. No target for the Company was submitted for the year ended 2025; however, we intend to review this in 2026 as our data improves through the use of Workday. Further analysis will be conducted during the year to ascertain whether a target can be determined prior to the 2026 year end. The Committee will review and approve any future targets in this area and further details will be included in the 2026 Annual Report and Accounts.



**FCA Diversity Disclosure table**

Data under LR 6.6.6R (9)

In line with LR 6.6.6R (9), as at the reference date of 31 December 2025, the composition of the Board and Senior Leadership is as follows:

Gender	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID, and Chair)	Number in Senior Leadership positions <sup>1</sup>	Percentage of Senior Leadership
Women	3	43%	1	17	35%
Men	4	57%	3	31	65%

Ethnic Background	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID, and Chair)	Number in Senior Leadership positions <sup>2</sup>	Percentage of Senior Leadership
White British or other White	6	86%	4	46	96%
Mixed/multiple Ethnic Groups	–	–	–	2	4%
Asian/Asian British	1	14%	–	–	–
Black/African/Caribbean/Black British	–	–	–	–	–
Other Ethnic Group including Arab	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–

1. Per the definition on page 119.  
 2. Per the definition on page 119.

Gender is captured in the data as the sex of all employees at the onboarding stage and is held on the Company’s secure HR system, Workday. Genuit has 100% completion of sex data for the members of the Board and Senior Leadership, which is the data used when reporting the above gender diversity data. Recognising that, for some, gender identity can differ from that assigned at birth, all employees are offered the opportunity to volunteer their gender identity directly within Workday. Ethnicity data is also provided voluntarily and can be offered in the same way as gender identity. Genuit has voluntary completion of

ethnicity data for the members of the Board and executive management, and this data is used when reporting the above ethnicity data. All information is strictly confidential, in accordance with Genuit Group’s Privacy Notice, in line with the UK General Data Protection Regulations (UK GDPR, GDPR 2018, DPA 2018 and the Data (Use and Access) Act 2025).

## Role of the Committee and its activities during the year

### Succession planning and tenure

The Committee is satisfied that all key roles have credible succession and contingency plans in place, and considers succession and contingency planning regularly. It takes into account the challenges and opportunities facing the Group and the future skills and expertise needed on the Board, using both objective criteria and promoting D&I. In accordance with Code Principle J and the FRC Guidance on Board Effectiveness recommendations, the Committee keeps under review and maintains an effective succession plan for members of the Board and senior executives across the Group. This includes:

- **contingency planning** – for sudden, unplanned and unforeseen departures, whereby interim cover on a short-term basis is implemented;
- **medium-term planning** – the orderly replacement of current Board members and senior executives (e.g. retirement); and
- **long-term planning** – the relationship between the delivery of the Company strategy and objectives and the skills needed on the Board, both now and in the future.

Nurturing talent is a key enabler to delivering our growth strategy, creating a high-performance, purpose-led, inclusive culture. The Chief People Officer is responsible for managing the talent programmes across the Group, and provides updates to the Committee on a regular basis. Where appropriate, management training and development plans are provided to senior and middle management to continue to develop a diverse pipeline of internal talent for the future, balancing new and innovative thinking with longer-term stability and corporate knowledge. We continued the roll out of the Genuit Leadership Programme for our senior leaders across the Group, with a further cohort completing the programme during 2025. Localised development also took place across some of the business areas, focusing on leader and manager development. In addition, we formally launched our talent management and development strategy, which will ensure all employees have robust development plans, with any opportunities highlighted. This launch involved conducting training sessions and formal communications. In addition, we saw an uptake in our early careers and graduate opportunities, and are pleased to confirm that the programme will continue into 2026.

In addition, the Committee considers emergency succession planning and is comfortable that a framework is in place, should key senior management roles need to be covered on an interim basis. Board appointment criteria are considered automatically as part of the Committee's review of succession planning, and matters of Director tenure are reviewed on a case-by-case basis.

During 2025, we launched our performance management programme, with an aspiration of requiring all employees to experience formal check-ins, mid-year reviews and end of year reviews, including self-evaluation. We made significant progress during the year in implementing this, and we hope it will capture all PC users before the end of 2026, and be available to non-PC users in 2027.

During the year, 18 of our Genuit Leadership Team (GLT) continued participating in the Genuit Leadership Programme, which continues to have a positive impact. The year end review also provides the Group with an opportunity to review the diversity of this strategically important group. The overall GLT population at 32% female continues to track higher than the total organisation, which is 27% female as at 31 December 2025. Gender diversity is an improving picture across the Group, following this greater representation in senior leadership. Hiring of female colleagues decreased during the year, with 29% of applications being female. Given the challenges we see across our industry in attracting female talent, we are proud of the improvements we continue to strive for in this area.

### Tenure of Non-Executive Directors

Appointments to the Board are typically made for an initial term of three years and are ordinarily limited to three consecutive terms in office, subject to annual re-election by shareholders at the AGM.

The Committee recognises the recommendations in Principle K and Provision 19 of the Code in respect of the Board tenure of independent directors, and, in accordance with this, a nine-year tenure is the maximum for Non-Executive Directors (with exceptions permitted only with a sufficient explanation and where agreed by the Committee as a whole).

### Recruitment of Executive and Non-Executive Directors

The Committee's role in recruiting Executive and Non-Executive Directors includes:

- identifying any skills or experience gaps in the composition of the Board and its current diversity;
- having regard to any such gaps, identifying and nominating candidates to fill Board vacancies, as and when they arise, and recommending them for the approval of the Board; and
- reviewing the time commitment required from Non-Executive Directors.

The Committee recognises the importance of the time commitment of each Director to shareholders, and this will, therefore, continue to be kept under review for all Directors during 2026. A considered process supports director appointments to the Board, as outlined in the section describing Britta Giesen's recruitment and appointment. It is bolstered by the Group's D&I Policy, which drives action to promote inclusive recruitment and diverse appointments.

Korn Ferry confirmed their independence on appointment and that they had no other connection with the Company or any individual Directors. Whilst Korn Ferry are the appointed advisers to the Remuneration Committee, the work carried out in relation to the appointment of the Non-Executive Directors was carried out by a team separate to the remuneration advisory team.

Information on the Directors' service agreements, shareholdings and share options is set out in the Directors' Remuneration Report on pages 143 to 168.

## Nomination Committee Report continued



### Recruitment and induction of Non-Executive Director, Britta Giesen

During the year, following a robust tender process, the Committee appointed Korn Ferry to assist in identifying a new Non-Executive Director. Six female candidates were shortlisted, and were interviewed by the appointed sub-Committee. Following this process, the remaining members of the Committee, in addition to the Executive Directors and the Company Secretary, met the three preferred candidates proposed by the sub-Committee. As a result of this, it was agreed by the Committee that Ms Giesen had the necessary skills and attributes that were being sought for the Non-Executive Director role, and the proposal from the Committee to appoint Ms Giesen was approved by the Board. Ms Giesen joined on 27 October 2025, and, following appointment, embarked on a comprehensive and tailored induction programme, which was drafted by the Company Secretary to ensure it was personalised to Ms Giesen, and approved by the Chair.

Effective inductions are crucial to ensuring that new Non-Executive Directors become familiar with the Company's policies, strategic goals and culture, ensuring effective leadership and alignment with the Group's purpose. The following was included in Ms Giesen's induction:

- introduction to key members of the senior leadership team, fostering early connections and open communication channels and providing an insight into the Group's culture;
- a brief outline of policies and procedures;
- an outline of strategic goals and Company purpose;
- necessary training and resources, details of external advisors and stakeholders and ensuring Ms Giesen, as a Director of the Company, understood the legal and ethical responsibilities associated with her role; and
- Company facilities and systems.

Ms Giesen's first few weeks prioritised the scheduling of one-to-one briefings with the ELT and visiting site facilities to gain an insight into the Group's operational activities. This provided an early opportunity to meet senior leadership members, supported by operational site visits to provide on-the-ground understanding of the different businesses across the Group. In addition, Ms Giesen met with all Non-Executive Directors individually and key external advisors, including the Company's brokers, internal and external auditors, and PR advisors. The induction schedule ensures key topics are covered, specific to the sustainable long-term success of the Company. These include:

- a strategic overview;
- Finance and Procurement organisation and priorities;
- HR and HR transformation programme and priorities;
- an overview of Sustainable Solutions for Growth strategy, sustainability, and M&A;
- Board governance, directors' duties, legal and company secretarial responsibilities and priorities;
- IS organisation and IS transformation programmes and key priorities;
- HSE (including occupational health) organisation, HSE strategy and priorities; and
- an overview of R&D, technical, innovation, digital and sustainable materials strategy.

### Board evaluation and composition

As part of its role in monitoring the composition and structure of the Board, the Nomination Committee will:

- review the structure, size and composition of the Board and make recommendations to the Board, as appropriate;
- identify the balance of skills, knowledge, diversity and experience on the Board;
- review and approve the Group's diversity policy and evaluate its effectiveness on a regular basis;
- review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace and deliver the Company's strategy and objectives; and
- review the results of the Board performance evaluation process that relate to the composition of the Board and the Committee's own performance.

### Board skills and experience

The Committee uses a skills matrix when identifying the balance of skills, knowledge, experience and diversity of the Board for its evaluation and composition review and succession planning, which differentiates between Directors who are proficient in specific subject matters and those who are experienced. This allows the Committee to identify any areas of expertise which are lacking or require further development, and highlights those areas where there are opportunities to further grow the Board's collective knowledge and level of diversity. Following the annual review, the skills of the Board are considered appropriate to provide constructive challenge, as well as guidance and support in order to continue to deliver the Company's strategy. The skills matrix of the Board as at 31 December 2025 is included in the Governance Report on page 113.

By order of the Board.

**Kevin Boyd**  
Chair of the Nomination Committee

10 March 2026

# Risk Committee Report



**Tim Pullen**  
Chair of the Risk Committee




**Joe Vorih**  
Chief Executive Officer



**Emma Versluys**  
Group General Counsel and Company Secretary



**Martin Gisbourne**  
Chief Strategy and Sustainability Officer



**Edel Conway**  
Chief People Officer



**Lee Mellor**  
Managing Director, Climate Division



**Steve Currier**  
Managing Director, Water Division

**2025 key achievements**

During the year, we completed training workshops to further embed our risk management framework within our operations, updating templates, enhancing reporting and improving the assessment of emerging risks. In addition, we completed scenario analysis on three further climate-related risks and opportunities.

## Risk Committee activities



**2026 areas of focus**

During 2026, we will focus on the implementation of a risk management software solution to improve risk reporting and updates, and will make required updates to risk register reporting following the merging of two Business Units into one Division and subsequent reorganisation as two Divisions. We will further embed climate-related risk and opportunity assessment outputs within strategic workstreams, and continue to provide oversight of the Group’s programme to implement compliance with Provision 29 changes under the 2024 UK Corporate Governance Code.

### Dear Shareholder

I am pleased to provide a report on the activities of the Risk Committee (the Committee) for the year ended 31 December 2025.

During 2025, the risk profile of the external environment remained elevated, as the sector continued to be impacted by both the global and domestic macroeconomic environments. Like many other businesses, we continued to monitor and respond to the impact that heightened geopolitical tensions have had on global supply chains, commodity price inflation, market uncertainty and deglobalisation.

Domestically, the market remained subdued in respect of residential and commercial construction. The Group delivered a resilient performance against these persistently challenging market conditions, with targeted market share gains and continued productivity improvements partially offsetting the additional costs of the National Insurance increase. This challenging landscape requires businesses to place emphasis on effectively managing risk, and this is something we have done effectively during the year. By identifying and mitigating these risks and ensuring the Group's readiness to capitalise on opportunities to outperform our markets, we are well positioned to supply a material increase in construction activity, given the right conditions. This is supported by regulatory-driven tailwinds associated with sustainability, including the Future Homes Standard, where our breadth of offering is supporting our customers' development, and the AMP8 water utility spending cycle, with its focus on stormwater management solutions. We also continue to drive productivity and operational improvements through the deployment of the Genuit Business System, to mitigate the impact of these more challenging conditions and further strengthen our business.

During 2025, we placed focus on risk governance; improving culture, knowledge and awareness of risk within the Group beyond the senior leadership team. We made improvements to our reporting templates, conducted risk training workshops highlighting how risk and opportunities are intrinsically linked, and are investing in software solutions to enable future real-time reporting. Effectively managing or mitigating risks often creates new opportunities. Risk management systems that combine the identification and assessment of risks and opportunities into a single, cohesive process result in achieving a balance which ensures measured, calculated risks can be taken to continue to innovate and achieve growth, which is key to achieving our strategic goals. Visibility on changes in risk through more frequent reporting to the

*"During 2025, we placed focus on risk governance; improving culture, knowledge and awareness of risk within the Group beyond the senior leadership team."*

Committee continued in 2025 by highlighting material movements in risk registers, and will remain a standing agenda item in 2026. It has been effective in enhancing the Committee's agility in overseeing risk management within a dynamic environment. Further steps will be taken during 2026 to embed risk appetite into daily decisions more easily, with reference documents being improved and embedded using various methods of engagement.

We also expanded the Group through two acquisitions, as we welcomed new employees from Monodraught and the Davidson group of companies. The Committee considered the risk of the onboarding and integration process for both acquisitions. The recruitment and retention of key personnel and the associated risks were monitored as part of the business and function reviews that take place on a rotational basis. The Committee remains satisfied that local teams continue to manage risks effectively, with strong progress being made in the cultural development and diversity of the Group, supported by the Group's employee engagement survey in October 2025, in addition to feedback from a pulse survey conducted in April. The Committee continued to place focus on compliance rates for learning and development courses, noting the importance of this step for mitigating a broad range of risks. Further information on our people strategy and engagement with our employees can be found in the Strategic Report on pages 65 to 78.

Across the world, the impact of climate change is evident, and climate-related risks and opportunities remain a key agenda item for the Committee. During the year, we conducted further quantitative scenario analysis on key risks and opportunities as part of our obligations under the Financial Conduct Authority (FCA) Listing Rules and Recommended Task Force on Climate-Related Financial Disclosures (TCFD). Whilst climate change poses risk, it also

presents opportunities for the Group, with structural drivers in both mitigating and adapting to the impacts of climate change, that are expected to provide growth opportunities for the Group over the medium term. Within the context of the assessments under TCFD, overall, our assessment was that any changes would have a minimal impact on our short-term future revenues or growth. Further details on this are provided later in this Report and the TCFD Report on pages 46 to 58.

As part of its annual cycle, at its meeting in early 2026, the Committee reviewed, discussed and agreed the final changes to the Group's principal risks and uncertainties and emerging risks, prior to submission to the Board for approval. This ensured that the risks remained current, proportionate and appropriate. This Report describes in more detail how the Committee has fulfilled its role in supporting the Board in overseeing and advising on future and current risk exposures and monitoring the effectiveness of the Group's risk management framework. Details of our principal risks and uncertainties, emerging risks, and detail about our risk management framework can be found on pages 87 to 94.

The Committee's work in 2025 has placed focus on increasing knowledge and awareness of risk across the Group, which continues to strengthen the application of the Group's risk management framework. I remain confident that we are well positioned to meet the challenges and uncertainties that the current macroeconomic conditions pose. Further detail is also included in this Report about the performance and effectiveness of the Committee, which was reviewed as part of the external Board evaluation carried out during the year.

I will be available at the AGM to answer any questions about the work of the Committee.

**Tim Pullen**  
Chair of the Risk Committee

10 March 2026

## Members and meetings

The Committee composition was reviewed during the year to ensure that it remained fit for purpose and continued to have the skills and experience required to perform the roles and responsibilities within its remit. The Committee has seven members, comprising Tim Pullen, Joe Vorih, Martin Gisbourne, Edel Conway, Emma Versluys, Steve Currier and Lee Mellor. The Deputy Company Secretary acts as Secretary to the Committee, and the Group Financial Controller and Group Internal Audit Director are invited to all meetings, with Group function heads and those Committee Members responsible for Business Units providing an update on a rotational basis. The Committee is required to meet a minimum of four times a year, and it held four meetings during the year under review.

The Audit Committee Chair attends at least one Committee meeting a year to provide independent insight to the Board on the activities of the Committee and to ensure it is managing risk appropriately and effectively, complementing the work of the Audit Committee. Shatish Dasani was invited to all Committee meetings and, in accordance with the Committee Terms of Reference, he attended one meeting in April 2025.

The 2024 UK Corporate Governance Code (the Code) Provision 25 requires that risk management systems be either reviewed by the Audit Committee, a risk committee comprising independent Non-Executive Directors, or the Board. Although the Committee comprises solely Executive Directors and the Executive Leadership Team (ELT), it reports regularly on all its activities to the Board and the Board is required to approve any changes to the Group's risk appetite, principal and emerging risks, the Group's risk management structure and climate-related risks and opportunities. Therefore, such decisions are not made without Board approval. The executive composition of the Committee enables meetings to be effective at reviewing and discussing the granular detail of operational risk across the Group.

## Governance

In accordance with Code Principle L and Provision 21, the Board and its Committees should be evaluated on an annual basis, with external evaluations being conducted at least every three years. Following the internal evaluation conducted in 2024, a recommendation was made for additional training of Committee members on the assessment of risk, given the change in membership during the year. Training workshops were conducted in 2025 across the Group (further details can be found on page 127 of this Report). Given the previous external evaluation was conducted in 2022, an external evaluation was conducted in 2025. The Committee evaluation held in December 2025 highlighted that the executive composition of the Committee remained appropriate, and that the membership comprised the necessary knowledge and skills, and, as a result, was well equipped to manage the Group's risk framework on behalf of the Board.

The Committee is responsible for monitoring and reviewing risk management systems; therefore, it has oversight of the Group risk profile and risk appetite as a whole and, unless required otherwise by regulation, carries out the duties below, reporting to the Board as appropriate:

- reviews, manages and agrees the risk appetite, tolerance and strategy of the Group for approval by the Board;
- assists the Board in fulfilling its reporting responsibilities in the Annual Report and Accounts for risk reporting, including:
  - the internal risk management and control systems in place;
  - principal risks and uncertainties;
  - emerging risks;
  - climate-related risks and opportunities and associated scenario analysis;
  - risk appetite and any respective stress testing;
  - overseeing and implementing the Group's risk management systems and internal controls;
  - reviewing the alignment of any identified risks to Group strategy; and
  - supporting the Remuneration Committee in ensuring that the remuneration policy is aligned to the Group's risk appetite.



All proceedings of the Committee are reported formally to the Board by the Chair of the Committee, who reports on the key items discussed, as well as reporting on the nature and content of the discussion, making recommendations and proposing actions to be taken or approvals requested.

The Committee's Terms of Reference explain the Committee's role and responsibilities and were reviewed in October 2025 to ensure that they remained appropriate. The Board approved the Terms of Reference at its meeting in December 2025.



Click or scan this QR code to view the Terms of Reference on our website

*"This turns risk management from something compliance led into a practical business capability."*

## Role of the Committee and its activities during the year

### Ensures adequate and effective risk management systems and controls, and assesses the effectiveness of the internal control environment

Management of risk is treated as a critical and core aspect of Group activities. Whilst the Board has ultimate responsibility for the Group's robust risk identification and management procedures and the maintenance of these, in accordance with Principle O of the Code, risk management activities are delegated to the Risk Committee, which is able to oversee and manage everyday business and strategic and operational risk. Any gaps in risk management systems are identified, and plans for strengthening these are discussed and agreed by the Committee, implemented as appropriate, and reported to the Board. The Chair of the Committee is required to provide a detailed report to the Board after each meeting.

The Committee also provides recommendations to the Board on the effectiveness of the internal control environment in relation to risk management.

The Committee's responsibilities include:

- monitoring and reviewing the effectiveness of the Company's risk management and internal control systems;
- reviewing the Company's procedures for managing or mitigating principal risks and identifying emerging risks; and
- reviewing and approving the statements to be included in the Annual Report and Accounts concerning internal risk controls and risk management.

### Risk management process

As the Board is ultimately responsible for ensuring that an effective risk management system is in place, it is imperative that the Committee ensures it has a clear view of the level of risk across the Group to enable an effective reporting process, in accordance with the risk management system outlined on page 88 of the Strategic Report. Through ongoing review during the year, the Committee ensures that the framework is fit for purpose and operates effectively.

Each Business Unit and its businesses, in addition to Group functions, maintains individual risk registers, allowing the most significant risks to be identified and prioritised. The risk management process is managed by the Group Internal Audit Director, who ensures that all businesses comply with the Group's mandatory standards. Risk registers and profiles must be formally reviewed at least twice a year, which often extends to four times a year, in line with Committee meeting scheduling. This includes climate-related risk, managed by the Chief Strategy and Sustainability Officer, and led by the Group Sustainability Director. Committee meetings include a requirement for Business Unit and Group function leads to report any material movements in risk registers, which is an effective mechanism to allow the Committee to have regular oversight of changes to risk that occur outside of rotational presenting cycles.

The Committee sets the risk tolerance levels for the Group by drafting its risk appetite and monitoring its implementation to set a culture in line with this. It monitors and reviews the Group's risk registers, identifying and evaluating principal and emerging risks, approving climate-related risks and presenting to the Board for approval and inclusion in the Annual Report and Accounts. To ensure compliance with the Code and to operate the highest governance standards, the Board remains responsible for reviewing and approving risk management and internal controls, approving risk appetite on an annual basis and challenging principal risks and uncertainties and emerging risks, ensuring they support overall Group strategic objectives.

### Internal risk controls and management systems

The Committee relies on the effectiveness of senior leaders across the Group to implement its controls and risk management systems. Presentations given to the Committee by Business Unit Managing Directors ensures that there is a platform for sharing knowledge of any newly identified current and emerging risks across the Group. It also enables the Group to synergise mitigation where appropriate and take a high-level and consolidated approach to managing emerging risks. Senior leaders are responsible for maintaining risk registers and implementing the bottom-up approach to the review of risks. They are ultimately responsible to the Committee for managing and adequately implementing the Group's risk management procedures and for monitoring the operation and effectiveness of key internal risk controls. They also provide support, guidance and advice to employees on identifying risk, assessing the likely impact, and proposing and implementing mitigation plans, which is critical to the effective operation of the Group's risk management systems and controls.

Submission of Business Unit and Group function risk registers enables the Group's principal and emerging risks to be updated every six months. The Group risk register represents the consolidation of all risks considered to be significant at Group level, and is maintained by the Group Internal Audit Director.

Following the Committee's reviews during the year, the Committee confirms that it is satisfied that the Group's internal risk control and management procedures:

- operated effectively throughout the period; and
- are in accordance with the guidance contained within the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.

## Risk workshops

During September 2025, risk workshops were held across the Group to provide general training and increase the awareness of risks, emerging risks and risk culture and improve risk management. Each workshop lasted 3 hours and was attended in person. By ensuring the workshops were psychologically safe spaces, this created opportunities for diversity of thought and perspective, including shared learnings between businesses and Group Functions, and the direct feedback was overwhelmingly positive. All workshops were scheduled in order to enable Committee members to attend one workshop each, and all employees who attended had valid CPD credits added to their learning record. Attendees were purposefully selected beyond Finance Directors and Group Function leads, and included senior leadership teams from larger businesses, as well as the

key stakeholders from smaller businesses and colleagues from HR, HSE, Sales, Product & Innovation and Marketing. Anonymous questionnaires were completed during and after the workshops to understand any gaps and identify areas for improvement, as well as providing a baseline to leverage future training. Emphasis was placed on businesses and individuals taking ownership and embedding risk management into daily decisions, to ensure the Group continues to effectively capitalise on the opportunities it is seeking in the furtherance of its strategy.

This turns risk management from something compliance-led into a practical business capability, equipping employees to be able to identify, assess and manage risks early, thus leading to better decisions and stronger compliance and creating a proactive risk culture. This ultimately protects value and improves overall business performance.

Key takeaways and actions included:



1

A focus on risk culture throughout the Group during 2026.

2

Improvements to risk appetite cascade documents, to more effectively communicate parameters for individual businesses across the Group.

3

Opportunities for cross-business-and-function discussion of risk and emerging risks.

4

KRIs to be used more frequently, alongside increased discussion and the use of these, to enable risks that are beginning to show signs of materialising to be identified sooner, enabling proactive management to minimise any potential impact.

5

Streamlining the Risk Management Framework document to improve its usefulness as a reference document.

### Evaluate and assess the principal and emerging risks of the Group on behalf of the Board

The Committee's role includes:

- assisting in the Board's assessment of principal and emerging risks;
- evaluating the Group's principal risks to be considered by the Board when assessing the Company's prospects; and
- advising the Board on the likelihood and the impact of principal risks materialising, and the management and mitigation of principal risks to reduce the likelihood of their incidence or their impact.

One of the key responsibilities of the Committee is to assess principal and emerging risks and monitor these on an ongoing basis. A robust assessment of the principal and emerging risks facing the Group is regularly performed by the Group Internal Audit Director, in line with Committee meeting scheduling. These are presented to the Committee at each meeting, to ensure that they are monitored on an ongoing basis, placing focus on the effectiveness of mitigations. This review process identifies those risks that could threaten future performance and solvency or liquidity, as well as the Group's strategic objectives, over the coming 12 months. Emerging risks highlight areas that could indicate an increase in the Group's risk exposure. These are discussed by the Committee and decisions are taken as to their prominence, likely impact, and timescale to impact. Any significant increase in risk or proposed emerging risks or current principal risks is subject to challenge by the Committee and requires a robust justification and clear supporting data. Relevant details are included in the Chair's report to the Board, and, on an annual basis, principal and emerging risks are submitted in full to the Board for final approval and inclusion in the Annual Report and Accounts. Principal risks include a comprehensive overview of the key controls in place to mitigate the relevant risk and the potential impact on strategic objectives, with key risk indicator metrics to assist with monitoring, in addition to any relevant contingency arrangements, should the risk materialise. More detail on the Group's principal risks and uncertainties and emerging risks can be found on pages 87 to 94 of the Strategic Report.

### Climate

In line with the recommendations in the Task Force on Climate-Related Financial Disclosures (TCFD) and the FCA's Listing Rules, the Committee is responsible for monitoring, assessing and mitigating the risks and capitalising on any opportunities due to climate change on the Group and the possible effects on its strategy. It is responsible for ensuring that the Board has adequate oversight of these, and ensures that the impact is adequately assessed, with appropriate mitigations identified, ensuring that the Company is resilient enough to manage these over the short, medium and long term.

Quantitative and qualitative analysis was conducted by the Committee to assist with the completion of its required disclosure, which provided further clarity and insight into the impact of those risks that had been identified as significant. At its meeting in April, the Committee approved one transition risk, one physical risk and one opportunity to undergo further quantitative scenario analysis, to enable the Committee to understand the potential financial impact of these on the Group as a whole and allocate adequate metrics to monitor their movement.

Climate is categorised as a principal risk, as outlined in the principal risks and uncertainties on page 92, and the qualitative and quantitative scenario analysis and subsequent monitoring of the climate risk register has positively contributed to the accuracy of the controls surrounding climate as a principal risk. Further details about the findings of these quantitative assessments and the monitoring of the qualitative assessments can be found in the TCFD Report on pages 46 to 58.

### Advise the Board on its risk appetite, tolerance and strategy, as well as ensuring that the Group is acting in accordance with its approved risk appetite

The Committee is responsible for:

- advising the Board on the Company's overall risk appetite, tolerance and strategy, along with the principal and emerging risks that the Company is willing to take to achieve its long-term strategic objectives; and
- reviewing and assessing the Company's risk appetite and the associated stress testing.

During the year, the Committee reviewed its risk appetite statements, and submitted these to the Board for review and approval in accordance with annual reporting requirements.

The review of the risk appetite statement, along with the risks that the Company is willing to take to achieve its strategic objectives includes:

- reviewing the defined accepted tolerance levels for risks, in accordance with the risk appetite statement;
- reviewing risks in the context of the overall strategic direction of the Group; and
- reviewing and monitoring updates from senior management about their principal and emerging risks and their approach to risk management, monitoring and mitigation to ensure that each is aligned with the Group risk reporting structure and current risk appetite.

The Committee will continue to ensure that it reviews and mitigates Group risk on an ongoing basis, with transparent and frequent reporting to the Board to ensure that adequate governance structures remain in place throughout the upcoming financial year.

By order of the Board.

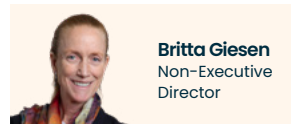
**Tim Pullen**  
Chair of the Risk Committee

10 March 2026

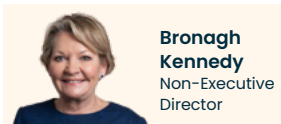
# Audit Committee Report



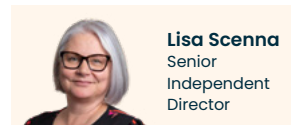
**Shatish Dasani**  
Chair of the Audit Committee



**Britta Giesen**  
Non-Executive Director



**Bronagh Kennedy**  
Non-Executive Director



**Lisa Scenna**  
Senior Independent Director

## 2026 areas of focus

During 2026, we will oversee progress on the testing of material controls identified as part of the Corporate Governance Provision 29 requirements, and make a recommendation to the Board in respect of its statement of effectiveness. The Committee will also continue to focus on key risks faced by the Group including cyber, and integration of the companies acquired during 2025.

## 2025 key achievements

During the year, we finalised our plans to support the Group in further strengthening its control environment to ensure compliance with Provision 29, and reviewed the process for our two acquisitions completed in August and September 2025. We also reviewed the full year and half year financial statements, key accounting judgements, estimates and assumptions, and assessed the quality and effectiveness of the external audit. We also focused on cyber activity, receiving a detailed update at each meeting from the Group Information Security (IS) Director.

The significant financial reporting judgements reviewed by the Committee in respect of the year under review were as follows:

Significant areas considered	Key accounting considerations	How the Audit Committee reviewed and challenged	Outcome and conclusion	Financial statements note
Revenue recognition and customer rebates	The Group's pricing structure includes rebate arrangements with customers, which can be complex where judgement is required. Timing of revenue recognition is relevant for ensuring accuracy of customer rebate judgement.	The Committee considered the operating effectiveness of controls surrounding revenue recognition, assessing management's review and the recognition of customer rebate liabilities at half year and year end, including the rationale for any changes in rebates. The Committee also reviewed the external auditor's assessment of these areas.	The Committee concluded that the judgements and estimates were reasonable and that revenue and rebates have been appropriately recognised within the consolidated financial statements.	Note 3.1.2 on page 190
Business combinations	The Group acquired 100% of the voting rights of both Monodraught Topco Limited and Davidson Holdings Limited. Judgement was required to identify the acquired assets and liabilities at fair value, separately from goodwill, determine the useful economic lives of identified intangible assets, and to allocate goodwill to the Group's Cash Generating Units (CGUs).	The Group engaged two independent third party firms to prepare Purchase Price Allocation reports (PPA) for management. The Committee received a comprehensive report from management, supported by the PPA reports. The Committee challenged the basis for the key assumptions and methodologies applied, including management's assessment of the appropriate level at which to allocate the goodwill arising on these business combinations.	The Committee was satisfied that the PPA exercise was conducted appropriately and that the disclosures in the financial statements provided the required information to shareholders. It approved the allocation of the goodwill arising on these business combinations to the relevant CGU groupings at the acquisition dates.	Note 18 on pages 200 to 202
Impairment of non-financial assets	Goodwill is subject to an annual impairment review, comparing the recoverable amount of the CGU to the carrying amount of the assets. Where indicators of impairment are identified, the Group tests non-financial assets for impairment. Value-in-use calculations use the Group's approved budget and five-year forecast extrapolated, with mid-year discounting applied. Judgement is involved.	The Committee received reports from management, outlining: <ul style="list-style-type: none"> <li>evaluation of goodwill and intangible assets for any potential impairment;</li> <li>changes to the level at which goodwill is monitored following internal organisational change; and</li> <li>the basis for key assumptions and judgements used within the valuation models, including applied sensitivity analysis.</li> </ul> The Committee challenged these reports and engaged with the external auditor for independent opinion and review. Specific focus in the year was given to the impairment assessment arising as a result of the revisions to the CMS CGU.	The Committee was comfortable that key assumptions and associated disclosures were reasonable and that no impairment was required. It approved the new CGU grouping within CMS, with the Climate & Ventilation, Nu-Heat and Adey CGUs being combined into one CMS CGU for goodwill impairment testing purposes.	Note 17 on pages 199 and 200
Classification of non-underlying items	During the year, certain items of income and expense were presented as non-underlying, as defined in the Group's accounting policy. Alternative performance measures such as 'underlying operating profit' are used throughout the Annual Report and Accounts	Earlier in the year, the Board pre-approved certain projects and expenses which were deemed non-underlying. The Committee considered a report, prepared by management, which set out the basis and assumptions used in determining income and expenses as underlying or non-underlying at the half year and the year end. The Committee were satisfied that these were aligned to the pre-approved projects.	The Committee concluded all items were correctly classified as non-underlying. It was satisfied that alternative performance measures were effectively defined and applied, clearly distinguishing between underlying performance, and financial performance after accounting for non-underlying items.	Note 8 on pages 194 and 195

### Dear Shareholder

On behalf of the Board, I am pleased to present the Report of the Audit Committee (the Committee) for 2025. This Report is intended to provide shareholders with an insight into key areas considered by the Committee, together with an explanation of how the Committee discharged its responsibilities, and provide assurance on the integrity of the 2025 Annual Report and Accounts.

The Committee's main role is to monitor and review the integrity of the Company's financial information. Consequently, it is responsible for overseeing the financial reporting processes of the Group and ensuring that they are accurate and transparent. Its key responsibilities include reviewing financial statements, overseeing the external audit processes and ensuring that the auditor remains independent, monitoring internal controls, and fostering effective communication between executive management, the Group's external auditor and the Board. We continued to see professional, comprehensive and robust work across our employees and partners, which has meant that the Committee was able to discharge its obligations effectively throughout the year. The Committee held four meetings in 2025, all of which were fully attended.

2025 proved to be another year of uncertainty within the macro environment, with geopolitical tensions and market uncertainty, and with this being in addition to the developments in artificial intelligence (AI). The Committee remained vigilant regarding the impact of these challenges, scrutinising assumptions related to going concern and other key accounting judgements. We considered the ongoing challenges that these presented and the financial implications, alongside the work of the Risk Committee in understanding the principal risks and ensuring the effectiveness of any mitigations in place. Further information on the Risk Committee's work and its approach to monitoring principal and emerging risks is set out in the Risk Committee Report on pages 123 to 128. The Committee considered the resulting implications of these and other challenges for the interim and full year financial statements. Throughout the year, the Group remained effective at identifying external challenges quickly and proactively mitigating them to the greatest possible extent.

The Group successfully completed two acquisitions during 2025, as we welcomed Monodraught and Davidson Holdings to the Group in August and September 2025, and the Committee ensured that it was satisfied with the appropriateness of the

external communications regarding the transactions and the integrity of the acquisition process. The Committee also took appropriate steps to satisfy itself that these businesses were being effectively integrated into the Group, ensuring that there was effective implementation of the Group's internal control requirements, financial reporting practices, IT systems, and governance and ethical practices.

The Committee also closely monitored communications and Group reporting processes, ensuring that the progress of the external and internal audits remained on track throughout the year, that current internal controls remained effective, and that any resulting actions were addressed in a timely manner. The reviews conducted during the year provided the Committee with confidence in the robustness of the financial reporting, audit processes and Group control environment. The internal audit plan continued to operate effectively and continues to evolve to reflect the changing needs of the Group. Further detail on the role of internal audit is outlined later in this Report.

The Committee is committed to enhancing internal controls to protect the Group's shareholder interests, both now and in the future; therefore, during the year, particular focus was given to the upcoming 2024 UK Corporate Governance Code changes, specifically in relation to audit, risk and internal controls, which are effective for financial years beginning 1 January 2026. The Committee oversaw the roadmap and implementation of a programme to assess and complete enhancements to current financial controls, and ensured adequate steps were being taken towards obtaining compliance with the new requirements. Further details on the action taken during the year to prepare for these changes are detailed later in this Report.

The Committee's composition has been subject to change within the year. Louise Brooke-Smith stepped down from the Board and Committee on 24 September 2025, and we welcomed Britta Giesen, who was appointed on 27 October 2025. The other members have remained unchanged, ensuring the Committee continues to benefit from an extensive and broad range of skills and experience to fulfil its duties effectively. As part of its delegated responsibilities under its Terms of Reference, the Committee is required to oversee the process for determining whether the Annual Report and Accounts, when taken as a whole, is fair, balanced and understandable. The judgements and factors that the Committee considered when reviewing the 2025 Annual Report and Accounts are outlined on page 129, as well as its conclusions in this regard.

As a result of the work it undertook during the year, and taking into account the feedback from the Board and Committee evaluations (further details of which are set out on page 115), the Committee considers that it has been effective in ensuring that it has due regard for those matters within its remit. My attendance at one Risk Committee during the year, together with receiving regular reports from the Risk Committee Chair at the Board, has enhanced the oversight of the activity of the Risk Committee, complementing the work of the Audit Committee.

Recently, the FRC conducted a thematic review of share-based payment disclosures for a sample of annual reports and accounts and a limited-scope review of the same Annual Report and Accounts in accordance with Part 2 of the FRC Corporate Reporting Review Operating Procedures. The Company's Annual Report and Accounts for the year ended 31 December 2024 was included in its sample for this thematic review, and I am pleased to confirm that, based on this review, the FRC raised no questions or queries. This is indicative of the quality of the output and dedication of our team in financial reporting for our shareholders, and we will continue to strive for this high quality in all our reporting. Further information about this can be found later in this Report.

I will be available at the AGM to answer any questions about the work of the Committee.

**Shatish Dasani**  
Chair of the Audit Committee

10 March 2026

## Members and meetings

The Committee operates in accordance with Provision 24 of the 2024 UK Corporate Governance Code (the Code) and the FRC's guidance on Audit Committees. It comprises four Non-Executive Directors, these being Shatish Dasani, Lisa Scenna, Bronagh Kennedy and Britta Giesen. The Chair of the Board is not a member of the Committee. All Committee members are considered to be independent, in accordance with the definition of independence in the Code, and Shatish Dasani is designated as the Committee member with recent and relevant financial experience. Shatish has extensive experience of the financial reporting requirements of FTSE companies, in addition to understanding the level of compliance required for public companies and experience in dealing with internal and external auditors. Further detail about Shatish's experience can be found on page 100 of the Governance Report.

All other members of the Committee are assessed as part of the skills evaluations conducted by the Nomination Committee, and are deemed to have the necessary ability and experience to understand financial issues, given their mix of skills and backgrounds, as well as competence relevant to the sector in which the Group operates. The Committee and Board is confident that its composition, balance and expertise provide shareholders with the confidence that the financial reporting and control processes of the Group are subjected to the appropriate level of independent, robust and challenging oversight.

The Committee holds a series of scheduled meetings during the year, with a formal agenda linked to the events in the financial calendar of the Group. In addition to the Committee members, attendees at each of the meetings includes, by invitation, the Chair of the Company, the Chief Executive Officer, the Chief Financial Officer, the Group General Counsel & Company Secretary, the Group Internal Audit Director, the Group Financial Controller, the external auditor, Ernst & Young (EY), and Grant Thornton UK LLP (GT), who provide specific internal audit services to the Group. The Deputy Company Secretary is Secretary to the Committee.

The Committee held four formal meetings during the year.

In accordance with best practice, the Committee met regularly with the EY lead audit partner, without executive management being present. The Committee also met with the Group Internal Audit Director and GT without executive management being present. In addition, the Committee Chair has regular meetings with EY and separate meetings with the internal audit team.

## Governance

The responsibilities of the Committee are set out in its Terms of Reference, which are reviewed annually and updated where required, to ensure that they remain appropriate and reflect any changing governance requirements and recommendations. These were reviewed and approved in October 2025. As part of the process of working with the Board to discharge its responsibilities and to maximise its effectiveness, meetings of the Committee are held in advance of Board meetings, to allow the Committee Chair to provide an update to the Board on the Committee's discussions and decisions, and for the Board to consider any recommendations being made.

In accordance with best practice, the effectiveness of the Committee was evaluated this year as part of the external Board and Committee evaluation. The output confirmed that the Committee and regular attendees were unanimous in their view of the effectiveness of all functions of the Committee. Feedback was positive, noting that dialogue was open, that there was an appropriate balance of support and challenge, and that meetings were effectively chaired, ensuring that there was sufficient time dedicated to the discussion of key agenda items. The results of the evaluation, therefore, provided the Committee with a high level of assurance that key issues are being dealt with appropriately. Read more about the external evaluation in our Governance Report on page 115.



Click or scan this QR code to view the Terms of Reference on our website

## Role of the Committee and its activities during the year

### Independent oversight of reporting procedures and financial statements

The Committee's role in overseeing reporting procedures and financial statements includes:

- monitoring the integrity of the financial statements of the Group, including its annual and half-yearly reports, trading updates, dividend proposals, results announcements and any other formal announcements relating to its financial performance;
- reviewing significant financial reporting matters and judgements; and
- reviewing the content of the Annual Report and Accounts and advising the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's financial position and its performance, business model and strategy.

When approving the Group's interim and final results announcements, Committee meetings are scheduled prior to the Board meetings, to allow the Committee to fully consider the financial reporting judgements made by management, prior to submitting the announcements to the Board for approval. The Committee considers the principal accounting policies that are used when preparing results, as well as reviewing the significant accounting issues and areas of judgement made and other key areas of focus. The Committee receives regular reports from the Chief Financial Officer and Group Financial Controller to support this work. The Committee's considerations are based on a review of the accounting papers and financial reports prepared and presented by management, as referred to above, along with the reports prepared and presented by the Company's external auditor.

**Audit Committee Report continued**

## Fair, balanced and understandable

A key requirement of the financial statements and Annual Report and Accounts is that they are fair, balanced and understandable (FBU). These principles aim to ensure that the financial statements accurately and fairly reflect the financial position and performance of the Group, that they are presented in a clear and concise manner, and that they include the information necessary for shareholders to assess the Group's position, performance, business model and strategy. This includes monitoring and assessing the Group's reporting processes throughout the year, culminating in the final summary included in the Annual Report and Accounts, which correctly reflects the Company's performance in the

reporting year. The Committee undertakes this review with both management and the Group's external auditor, and focuses on ensuring compliance with the relevant financial and governance reporting requirements. Further details on the FBU process can be found in the Corporate Governance Report on page 116.

Following the Committee's assessment of the Annual Report and Accounts, it concluded and was able to recommend to the Board that the Annual Report and Accounts is fair, balanced and understandable and provides the information necessary to assess the Group's position and performance, business model and strategy.



## Principal statutory reporting matters

### March

#### Full year results

- Independence assessment of the auditor
- Impact of new financial reporting standards and legislative requirements
- Report of the Audit Committee

### August

#### Half year results

- Internal audit and controls

### October

- Review of accounting standards and reporting
- Scope for full year external audit

### December

#### Scope for full year audit

- Tax strategy and internal controls

### FRC review of the Annual Report and Accounts for the year ended 31 December 2024

During 2025, the FRC conducted a thematic review of share-based payment disclosures using samples from various annual reports and accounts. The FRC's objective was to assess the quality of disclosures and to identify examples of higher-quality disclosures. Genuit Group plc was selected as one of the samples as part of this thematic review, in addition to having a limited-scope review in accordance with Part 2 of the FRC Corporate Reporting Review Operating Procedures. We are pleased to confirm that following this review, the FRC had no findings, questions or queries to raise. We will continue to strive for the same high-quality reporting in future years.

It should be noted that the FRC review is based solely on annual reports and accounts, and does not benefit from detailed knowledge of our business or an understanding of the underlying transactions entered into. It is, however, conducted by staff of the FRC who have an understanding of the relevant legal and accounting frameworks. This positive feedback received from the FRC provides no assurance that the annual report and accounts are correct in all material respects; the FRC's role is not to verify the information provided to it but to consider compliance with reporting requirements. The feedback from the FRC is written on the basis that the FRC (which includes its officers, employees and agents) accepts no liability for reliance on it by the Company or any third party, including but not limited to investors and shareholders. The FRC notes how it supports continuous improvement in the quality of corporate reporting and recognises that those with more detailed knowledge of our business, including this Committee and our Group auditors, may have recommendations for future improvement, which we are encouraged to consider.

### Viability Statement

The Viability Statement is a longer-term view of the sustainability of the Company's proposed strategy and business model, considering wider economic and market developments as well as giving a clearer and broader view of solvency, liquidity and risk management. Its purpose is to provide assurance to shareholders that the Group is financially stable, and capable of meeting its financial obligations over a longer period of time. The Committee considered and challenged the current Viability Statement during the year, as well as the current three-year period and relevant stress testing, and remained of the opinion that this continued to be appropriate. Part of its assessment of the Viability Statement involved considering the risk scenarios presented, the sensitivities for the impact of the combined risks, the reverse stress testing, and the available headroom after applying the sensitivities. The full statement can be found in the Directors' Report on page 137, which contains further detail on the process, assumptions and testing that underpin it.

### Going concern

In determining whether the Group can continue to adopt the going concern basis, the Committee considers and reviews the Group's overall resources for the foreseeable future, covering a period of 22 months to 31 December 2027. Following this review, the Committee agreed that the forecasts presented were reasonable; therefore, the Annual Report and Accounts have been prepared on a going concern basis. The going concern statement for the Group can be found in the Directors' Report on page 138.

### Financial reporting

The Committee reviewed significant financial matters in connection with the financial statements. Further details are set out in the table on page 129.

These items were considered to be significant, taking into account the level of materiality and the degree of judgement exercised by management. In addition, the Committee considered, and made recommendations to the Board as appropriate. These key matters included provisions, pensions, tax-related matters, financial systems transformation, going concern, receivables, and other specific areas of audit focus. The Committee was satisfied that all issues had been fully and adequately addressed and that the judgements made were reasonable and appropriate and had been reviewed and debated with the external auditor, who concurred with the approach taken by management.

## Provision 29 activity timeline:

### 2025 H1

- Defined governance structure and established Steering Committee
- Performed a control environment maturity risk assessment
- Full inventory and review of current financial and non-financial risk and controls framework
- Defined the first Line of Defence (LOD), second line and third line remits within the control environment

### 2025 H2

- Began developing a Group GRC tool for Enterprise Risk Management and controls monitoring, for 2026 finalisation and going live
- Reviewed and revised the existing minimum controls framework, with deployment planned for Q1 2026
- Disaggregated the Group's principal risks to identify relevant material controls that underpin its reporting
- Proposed material controls were reviewed and discussed with the Audit Committee
- Prepared testing scripts, assessing the levels of assurance, and considered the reporting framework

### Plans for 2026, H1

- Testing will commence on Material and Minimum Controls Frameworks
- Updates to the Audit Committee on testing output and controls effectiveness
- Continual refinement/review of internal controls framework to position us to meet the requirements of the Corporate Governance Code 2024

### Provision 29 Steering Committee meetings

- Regular attendees: CFO, GFC, Group Internal Audit Director, Group Head of Internal Controls, Group IS Director, and other workstream leads by invitation
- Meetings held: January / March / May / July / September / October / November

## Audit Committee Report continued

### Selection and supervision of the independent auditor

The Committee's responsibility for selecting and supervising internal and external independent auditors includes:

- assisting the Board with the discharge of its responsibilities in relation to internal and external audits;
- overseeing the relationship with the external auditor, including their appointment, re-appointment and/or removal; approval of the scope of the annual audit, their remuneration and the terms of engagement; monitoring and reviewing their independence and objectivity, considering the effectiveness of the audit process and reviewing the extent of non-audit services performed; and
- monitoring and reviewing the effectiveness of the Group's internal audit function in the overall context of the Company's risk management system and the work of the compliance and finance functions and the external auditor.

### Internal controls and internal audit

The Group maintains a co-source approach to internal audit, with a Group Internal Audit Director (GIAD) role and a contract for the delivery of selected internal audits by a third party, which is currently GT. An Internal Audit Charter, which is reviewed and updated annually, is in place to govern the function and provide guidance, purpose and clarity to the GIAD as to the scope and objectives of the function. The Internal audit function spans the whole Group, and provides independent and objective assurance over the Group's systems of internal controls through a risk-based approach. A rolling three-year internal audit plan is in place, and the specific annual plans are developed in advance of the relevant financial year, through discussion with various stakeholders, before being presented to, and approved by, the Audit Committee. This plan, which is subject to regular review and adaptation as necessary, addresses the Group's principal risks on a rotational basis whilst maintaining a focus on basic financial accounting and reporting controls. The Group has a rolling list of findings and agreed remedial actions, which are tracked and monitored by the Audit Committee. GT bring best-practice thinking and approaches to the function and continue to support the strengthening of the Group's internal control environment.

In accordance with its Terms of Reference, the Audit Committee has ultimate responsibility for ensuring the effectiveness of internal audit, approving the three-year rolling internal audit plan and the scope of each planned audit, with the Chief Financial Officer having day-to-day responsibility. In addition, the internal audit delivery is subject to the Internal Audit Charter. Key areas covered in the 2025 internal audit plan included topics such as product innovation, treasury, health and safety, the Group's ESG strategy and its business continuity and cloud resilience. Targeted balance sheet reviews were completed in respect of a number of sites, specifically including those recently acquired, along with broader site reviews also covering non-financial matters in respect of some of the remainder.

The Committee provides independent oversight, regularly considering the internal audit plan, internal audit reports and action tracker, and reviewing and challenging the internal audit results and reports, as well as assessing the adequacy and timeliness of management's responses and proposed resolutions.

The Risk Committee has responsibility for risk management on behalf of the Board. Details of how risk is assessed, managed and controlled, as well as an outline of its purpose in the governance structure of the Group, can be found in the Risk Committee Report on pages 123 to 128. Details of the Group's principal risks and uncertainties and emerging risks can be found in the Strategic Report on pages 87 to 94.

### External audit appointment

The Committee carefully considers the re-appointment of the external auditor each year, prior to making its recommendation to the Board. As part of this process, the Committee considers the independence of the external auditor, the effectiveness of the external audit process, its remuneration and the terms of engagement. Following this review, the Committee recommended to the Board that EY should be re-appointed for the 2025 audit. In accordance with current professional standards, the external auditor is required to change the lead audit partner every five years, in order to protect auditor independence and objectivity. EY were awarded the external audit in 2023, following a competitive tender process. In accordance with the Code, the Competition and Markets Authority (CMA) Order and the EU Audit Directive, it is the Company's intention to put the audit out to tender at least every 10 years.

### Effectiveness and independence of the external auditor

A review of the external auditor's performance and effectiveness is undertaken by the Committee each year. In respect of the 2025 full year audit, EY confirmed its independence in October 2025 and March 2026, as it presented to the Committee on its determination of independence, to enable the Committee to fully, and appropriately, assess its independence. This review includes considering the qualification, expertise, resources and re-appointment of the external auditors, as well as ensuring that no issues have arisen that may adversely affect their independence and objectivity. The review also considers how robust the external audit has been, as well as the quality of delivery. It also assesses how well the external auditor has exercised professional scepticism and whether they have provided an appropriate degree of constructive challenge to management. Following this review, the Committee concluded that the external auditor remained independent. As a result, and after considering the above matters, the Committee considered that the external audit had been effective and recommended to the Board that EY be re-appointed as external auditor to the Group. A resolution to this effect will be proposed at the 2026 AGM.

### Non-audit services

The Group's non-audit services policy restricts the external auditor from performing certain non-audit services, in accordance with the Revised Ethical Standard 2019 issued by the FRC. All non-audit services proposed to be performed by the external auditor must be pre-approved and sponsored by a senior executive via a detailed written recommendation, which includes the nature and scope of the proposed service, the supplier selection process and criteria, the chosen supplier and selection rationale, the relationship of the individual within the external auditor to perform the proposed service with those undertaking the audit work, a fee estimate and the category of non-audit service, if relevant. In addition, the external auditor must provide a written statement of independence, approved by the lead audit partner. All non-audit services proposed to be performed by the external auditor with a fee estimate in excess of £10,000 must also be pre-approved by the Committee.

This policy and approach further enhances auditor objectivity and independence, and was reviewed by the Committee at its meeting in October 2025. There were no exceptions to this policy during 2025.

## Fraud, compliance, whistleblowing and the UK Bribery Act

As part of its roles and responsibilities, the Committee monitors and reviews internal controls in the context of ethics and compliance, with the aim of strengthening governance systems across the Group.



### Whistleblowing

The Committee recognises the importance of effective whistleblowing policies as being a key tool to strengthen governance, acting as a mechanism for ensuring internal control. The Committee ensures that a reliable system is in place to identify and correct any unlawful or unethical conduct, and is responsible for ensuring that adequate reporting tools and policies are in place, in accordance with Principle E and Provision 6 of the Code. It regularly reviews the arrangements whereby all of the Group's employees may, in confidence, raise concerns about illegal, unethical or improper behaviour or other matters, and ensures that these concerns are investigated and escalated as appropriate. As part of this process, it monitors any reported incidents under its whistleblowing policy and via the third party reporting provider.

The Whistleblowing Policy is accessible across the Group as a standalone policy and sets out the procedure that employees should follow to raise legitimate concerns about any wrongdoing in financial reporting, or other matters, such as:

- something that could be unlawful;
- a miscarriage of justice;
- a danger to the health and safety of any individual;
- damage to the environment; and
- improper conduct.

The anonymous hotline and online reporting tool support the internal processes and enable employees to feel confident to freely report any concerns they may have. During the year, the Company Secretary provided regular updates to the Committee on any reports received and the action taken, where required, to address the concerns raised. The Group will continue to monitor any national laws that implement additional, relevant requirements and make any required changes to policies and procedures where appropriate.

### Fraud and the UK Bribery Act

As part of its commitment to drive a workplace that promotes honesty, integrity and good ethical practices, the Committee is also responsible for reviewing the Group's compliance procedures for detecting fraud and the systems and controls in place to prevent a breach of anti-bribery legislation.

The Committee receives an update on the effectiveness of the ethics and compliance policies in place across the Group as part of its ethics and compliance update at each meeting, as well as reviewing and approving any updated versions of key policies. These policies must be adhered to by all employees and are aimed at reducing the risk of fraud occurring. The Group is committed to a zero-tolerance position with regard to bribery and has in place an Anti-Bribery and Corruption Policy which must be complied with by all employees, regardless of their possible risk of exposure. This policy was updated during 2025 to reflect the changes implemented by the Economic Crime and Corporate Transparency Act (ECCTA). The Group continues to foster an environment whereby every employee takes responsibility and feels empowered to ensure that the zero-tolerance position is upheld and that there are no breaches of anti-bribery legislation. The Group will continue to request biannual confirmations from relevant individuals, stating that they have complied with the Group's policy. Refresher training will be reissued where required, and all new starters are required to complete the training on commencement of employment.

### Cyber and information security

The Committee is responsible for ensuring that adequate cyber and information security protections are in place across the Group. The Committee received regular cyber security updates from the Group IS Director throughout the year, in addition to those received by the Board as a whole and the rotational cycle of updates given to the Risk Committee. The Committee was updated by the Group IS Director on the successful defence against new AI-led attacks and techniques, which validates the Group's ongoing investment in its cyber defences. It approved the onboarding of all businesses into one 'Infrastructure as a Service' to provide full coverage of the Group's cyber security umbrella for the first time, and received updates on disaster recovery and backup platform improvements, with such improvements creating a leaner, more cost effective environment. The Committee also received updates on internal auditing and testing for compliance with cyber policies, and the proactive steps being taken to create further in-house support in this area.

The Committee remains satisfied with the ongoing investment and commitment to robust cyber defences.

By order of the Board.

**Shatish Dasani**  
Chair of the Audit Committee  
10 March 2026



# Directors' Report

## Statutory and other information

### Introduction

The Directors present their Annual Report and Accounts for the year ended 31 December 2025. In accordance with the Companies Act 2006 as amended, and the Listing Rules and the Disclosure Guidance and Transparency Rules, the Reports within the Governance section of the Annual Report and Accounts should be read in conjunction with one another, and with the Strategic Report. As permitted by legislation, some of the matters normally included in the Directors' Report have instead been included in the Strategic Report (pages 2 to 94), as the Board considers them to be of strategic importance.

### The Company

Genuit Group plc is a public company limited by shares, incorporated in England and Wales, with registered number 06059130. Since 16 April 2014, the Company has been listed on the London Stock Exchange. While the Group operates predominantly in the UK, it does have operations in Ireland, Italy, the Netherlands and the Middle East.

### Strategic Report

The Companies Act 2006 requires the Company to present a fair review of the development and performance of the Group's business during the financial year and the position of the business at the end of that year. This review is contained within the Strategic Report on pages 2 to 94. The principal activities of the Group are described in the Strategic Report on pages 16 to 75.

### Financial risk management

The Group's financial risk management objectives and policies, including information on financial risks that materially impact the Group and financial instruments used by the Group (if any), are disclosed in Note 29 to the Group's consolidated financial statements on pages 210 to 212.

### Viability Statement

In accordance with Provision 31 of the Code, the Directors have assessed the prospects of the Group over a longer period than that required by the 'going concern' provision.

The Board has determined that a three-year period to 31 December 2028 is the most appropriate period of assessment. Whilst the Board has no reason to believe the Group will not remain viable over a longer period and the Group produced a five-year plan during the year, three years has been chosen, as this is considered the period over which it has reasonable visibility of the market and industry characteristics to be able to develop reasonable forecasting assumptions and perform a realistic viability assessment.

The Board carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency, or liquidity.

In performing scenario analysis, the Directors have assumed the Group's banking facilities and Sustainability-Linked

revolving credit facility agreement of £350.0m, with a £50.0m uncommitted accordion facility, which expires in August 2028 will continue to be available. Within the base case scenario, the Directors have assumed that the Group's volumes will move in line with industry forecasts and inflationary pricing. The Directors believe that the Group is well placed to manage its business risks successfully, having considered the current economic outlook. In their assessment of the viability of the Group, the Directors have considered three scenarios, each considering the impact of one of the Group's principal risks and uncertainties, detailed on pages 87 to 94 of the Strategic Report. In addition, the Directors have considered a combined scenario which reflects the impact of multiple risks, as well as three scenarios relating to other risks not included within our principal risks.

The most severe scenario considers the impact of both a recession, with a similar impact to that of the 2007 to 2010 Global Financial Crisis, a delay in recovering increases in raw material costs of 25% from customers, and an increase in raw materials to lower-carbon alternatives and the associated supply chain and taxes. Even under these scenarios, the Group would not be required to pursue any of its available mitigating actions in order to avoid a breach of covenants or exhaust available liquidity. Notwithstanding the Directors' expectation that they would not need to pursue mitigating actions, they have identified the reduction of capital expenditure and dividend payments as the two most significant mitigations. The Board included this in its assessment of the viability of the Group.

The Directors have considered the potential impact of climate change on the viability assessment, particularly in the context of the risks and opportunities identified in the Task Force on Climate-Related Financial Disclosures Report on pages 46 to 58 of the Strategic Report. The Directors do not currently expect any material short or medium-term impacts under the scenarios modelled that could not be mitigated, and climate change presents a number of opportunities for the Group which are built into the Group's strategy. The risks over the longer term are more uncertain and the Directors will continue to assess these risks against key areas of judgement and estimations within the Group's Annual Report.

## Directors' Report continued

Accordingly, the Board believes that, considering the Group's current position, and subject to the principal risks faced by the business, the Group will be able to continue in operation and to meet its liabilities as they fall due for the period up to 31 December 2028, being the three-year period considered.

### Going concern statement

The Directors have made enquiries into the adequacy of the Group's financial resources, through a review of the Group's budget and medium-term financial plan, including cash flow forecasts. The Group has modelled a range of scenarios, with the base forecast being one in which, over the 22 months ending 31 December 2027, sales volumes grow in line with or moderately above external construction industry forecasts. In addition, the Directors have considered several downside scenarios, including adjustments to the base forecast, a period of significantly lower like-for-like sales, profitability and cash flows. Consistent with our principal risks and uncertainties, these downside scenarios included, but were not limited to, loss of production, loss of a major customer, product failure, recession, increases in interest rates and increases in raw material prices. Downside scenarios also included a combination of these risks and reverse stress testing. The Directors have considered the impact of climate-related matters on the going concern assessment, and they are not expected to have a significant impact on the Group's going concern.

At 31 December 2025, the Group had available £175.0m of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. These borrowing facilities are available until at least August 2028, subject to covenant headroom. The Directors are satisfied that the Group has sufficient liquidity and covenant headroom to withstand reasonable variances to the base forecast, as well as the downside scenarios. In addition, the Directors have noted the range of possible additional liquidity options available to the Group, should they be required.

As a result, the Directors have satisfied themselves that the Group has adequate financial resources to continue in operational existence for a period to 31 December 2027. Accordingly, they continue to adopt the going concern basis in preparing the consolidated financial statements.

### Directors

The current Directors' biographies are set out on pages 100 and 101. In accordance with the Code, each Director will retire annually and put themselves forward for election or re-election at each AGM of the Company.

### Appointment and replacement of Directors

The rules about the appointment and replacement of Directors are contained in our Articles of Association (the Articles). They provide that Directors may be appointed by ordinary resolution of the members or by a resolution of the Directors.

Directors must retire and put themselves forward for election at the first AGM following their appointment and every third anniversary thereafter. However, the Directors wishing to continue to serve as members of the Board will seek re-election annually, in accordance with the Code.

Details of the Non-Executive Directors' letters of appointment are given on page 121 under 'Appointment and tenure'. The Executive Directors have service contracts, under which 12 months' notice is required by both the Company and the Executive Director.

### Powers of Directors

The general powers of the Directors set out in Article 104 of the Articles provide that the business of the Company shall be managed by the Board, which may exercise all the powers of the Company, subject to any limitations imposed by applicable legislation or the Articles.

The general powers of the Directors are also limited by any directions given by special resolution of the shareholders of the Company that are applicable on the date that any power is exercised.

### Compensation for loss of office

The Company does not have arrangements with any Director that would provide compensation for loss of office or employment resulting from a takeover, except that provisions of the Company's share plans may cause options and awards granted under such plans to vest on a takeover. Further information is provided in the Directors' Remuneration Report from page 143.

### Directors' indemnity arrangements

Directors and officers of the Company are entitled to be indemnified out of the assets of the Company in respect of any liability incurred in relation to the Company or any associate Company, to the extent the law allows. In this regard, the Company is required to disclose that, under Article 224 of the Articles, the Directors have the benefit of an indemnity, to the extent permitted by the Companies Act 2006, against liabilities incurred by them in the execution of their duties and exercise of their powers.

This indemnity has been in place since the Company's listing in 2014 and remains in place. The Company has purchased and maintained throughout the financial period Directors' and Officers' liability insurance.

### Share capital

As at 31 December 2025, the share capital of the Company was 250,884,071 ordinary shares of £0.001 each, of which 375 ordinary shares were held in treasury. Details of the Company's share capital are disclosed in Note 24 to the Group's consolidated financial statements on page 204. As at 10 March 2026, the share capital of the Company was 251,742,528 ordinary shares of £0.001 each, of which 375 ordinary shares were held in treasury.

### Authority of the Directors to allot shares

The Company passed a resolution at the AGM, held on 19 May 2025, authorising the Directors to allot ordinary shares up to an aggregate nominal amount of £166,113.24 (representing approximately two thirds of the ordinary share capital). This authority will expire at the Company's 2026 AGM and the Directors will be seeking a new authority to allot shares, to ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares, except in connection with employee share schemes.

## Issue of shares

A special resolution was passed at the AGM, held on 19 May 2025, granting the Directors the authority to issue shares on a non-pre-emptive basis up to an aggregate nominal amount of £24,916.99 (representing 24,916,987 ordinary shares or approximately 10% of the ordinary share capital). A special resolution was also passed granting the Directors the authority to issue shares on a non-pre-emptive basis in respect of an additional 10% of the ordinary share capital in connection with an acquisition or specified capital investment.

These authorities will expire at the Company's 2026 AGM. The Directors will, therefore, be seeking a new authority to issue shares for cash on a non-pre-emptive basis and will also propose to seek authority to issue non pre-emptive share capital of the Company in accordance with the updated Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights, this being no more than 24% in total. The Directors will also seek authority to issue non-pre-emptively for cash shares for approximately 10% of the ordinary share capital for use only in connection with an acquisition or specified capital investment, and a further authority of no more than 2%, to be used only for the purposes of making a 'follow on offer', as set out in the Pre-Emption Group guidance.

## Purchase of own shares by the Company

A special resolution was passed at the AGM held on 19 May 2025 granting the Directors the authority to make market purchases of up to 37,350,563.81 ordinary shares with a total nominal value of £37,350.56, representing approximately 14.99% of the Company's issued ordinary share capital. The authority to make market purchases will expire at the Company's 2026 AGM and the Directors will be seeking a new authority to make market purchases up to 14.99% of the Company's issued ordinary share capital, which will only be exercised if the market and financial conditions make it advantageous to do so. Further details are set out in the explanatory notes of the notice convening the AGM.

## Rights attaching to shares

The rights attaching to the ordinary shares are summarised as:

- the ordinary shares rank equally for voting purposes;
- on a show of hands, each shareholder has one vote, and on a poll, each shareholder has one vote per ordinary share held;
- each ordinary share ranks equally for any dividend declared;
- each ordinary share ranks equally for any distributions made on a winding-up of the Company;
- each ordinary share ranks equally in the right to receive a relative proportion of shares in the event of a capitalisation of reserves;
- the ordinary shares are freely transferable; and
- no ordinary shares carry any special rights with regard to control of the Company and there are no restrictions on voting rights.

## Substantial shareholders

As at 31 December 2025 and 10 March 2026, the Company was aware of the interests in voting rights representing 3% or more of the issued ordinary share capital of the Company set out below. This information was correct at the date of notification. It should be noted that these holdings may have changed since they were notified to the Company. However, notification of any change is not required until the next applicable threshold is crossed.

Name of shareholder	As at 10 March 2026		As at 31 December 2025	
	Ordinary shares	% Voting Rights	Ordinary shares	% Voting Rights
Impax Asset Mgt (London)	<b>15,709,754</b>	<b>6.24</b>	15,756,456	6.28
Aviva Investors (London)	<b>14,684,032</b>	<b>5.83</b>	7,340,111	2.93
Wellington Mgt Company (Boston)	<b>14,635,208</b>	<b>5.81</b>	6,170,045	2.46
M&G Investments (London)	<b>12,533,302</b>	<b>4.98</b>	12,914,417	5.15
Vanguard Group (Philadelphia)	<b>10,076,356</b>	<b>4.00</b>	10,043,203	4.00
Lansdowne Partners (London)	<b>10,006,972</b>	<b>3.98</b>	10,071,943	4.01
FIL Investment International (London)	<b>8,911,917</b>	<b>3.54</b>	11,161,917	4.45
BlackRock Investment Mgt (London)	<b>7,447,884</b>	<b>2.96</b>	7,564,605	3.02
AEGON Asset Mgt (Edinburgh)	<b>7,039,172</b>	<b>2.80</b>	9,513,645	3.79
aberdeen (London)	<b>4,511,015</b>	<b>1.79</b>	7,587,025	3.02

## Directors' Report continued

### Amendment to the Company's Articles

The Company may alter its Articles by special resolution, passed at a general meeting of the Company. A resolution to amend the Articles was voted on and passed by shareholders at the 2020 AGM.

### Political donations

The Group made no political donations during the year.

### Greenhouse gas emissions

Information on the Group's greenhouse gas emissions is set out in the Strategic Report on pages 39 to 43, and forms part of this Report by reference.

### Principal risks and uncertainties

The Board has carried out a robust assessment of our current key risks and these are summarised in the Principal Risks and Uncertainties section of the Strategic Report on pages 87 to 94.

### Results and dividends

An interim dividend of 4.2 pence per share was paid on 1 October 2025. The Board recommends a final 2025 dividend of 8.7 pence per share.

Shareholders will be asked to approve the final dividend at the AGM, for payment on 3 June 2026 to shareholders whose names appear on the register on 1 May 2026. Total ordinary dividends paid and proposed for the year amount to 12.9 pence per share or a total return to shareholders of £32.2m.

### Auditor

A resolution to re-appoint Ernst & Young LLP as the Company's external auditor and to authorise the Directors to fix the auditor's remuneration will be proposed at the 2026 AGM.

### Directors' statement of disclosure of information to auditor

Each of the Directors has confirmed that as at the date of this Report:

- 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 reasonable 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. This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

### Requirements of the Listing Rules

Apart from the details of any long-term incentive scheme as required by Listing Rule 9.3.3.(R), which is disclosed in the Directors' Remuneration Report on pages 143 to 168, disclosure of the information listed in Listing Rule 6.6.1.(R) is not applicable.

### Annual General Meeting

The 2026 AGM is scheduled to be held on 22 May 2026. A full description of the business to be conducted at the meeting is set out in the separate notice of AGM.

By order of the Board.

**Emma Versluys**  
Company Secretary

10 March 2026

## Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the Group's consolidated financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group's consolidated financial statements in accordance with UK-Adopted International Accounting Standards (IFRSs).

Under company law the Directors must not approve the Group's consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing the Group's consolidated financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and accounting estimates that are reasonable and prudent;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance;
- state whether IFRSs have been followed, subject to any material departures disclosed and explained in the Group's consolidated financial statements; and
- prepare the Group's consolidated financial statements on the going concern basis unless it is appropriate to presume that the Group will not continue in business.

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

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Section 172 Statement, Remuneration Report and Corporate Governance Statement that comply with that law and those regulations. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

### Directors' responsibility statement

The Directors confirm, to the best of their knowledge:

- the Group's consolidated 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 undertakings included in the consolidation taken as a whole;
- the Annual Report and Accounts, including the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company and undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- they consider 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, performance, business model and strategy.

By order of the Board.

**Joe Vorih**  
Chief Executive Officer

**Tim Pullen**  
Chief Financial Officer

10 March 2026

# Remuneration

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# Letter from the Chair of the Remuneration Committee



**Lisa Scenna**  
Chair of the  
Remuneration  
Committee



**Kevin Boyd**  
Non-Executive  
Chair



**Shatish  
Dasani**  
Non-Executive  
Director



**Bronagh  
Kennedy**  
Non-Executive  
Director



**Britta Giesen**  
Non-Executive  
Director

*"Our Policy and remuneration practices are designed to support the achievement of our strategic goals and priorities."*

## 2025 key achievements

During the year, we reviewed the updated 2024 UK Corporate Governance Code and the implementation of changes to remuneration and governance practices as required, integrated two acquisitions, and conducted shareholder consultation around the revised elements of the Directors' remuneration. We also completed the overall harmonisation of pay structures across the Group.

## Dear Shareholder

I am pleased to present the Directors' Remuneration Report (the Report) for the year ended 31 December 2025.

The Report is split into two sections, in line with legislative reporting regulations:

- The Remuneration Policy (the Policy) contains details of the various components of the Policy, which was approved by shareholders at our 2024 Annual General Meeting (AGM) and had effect from that date.

- The Annual Report on Remuneration contains details of the remuneration received by Directors in 2025 and also contains full details of how we intend to implement the Policy during 2026. The Annual Report on Remuneration will be subject to an advisory vote at the 2026 AGM. Further details are set out on pages 157 to 168.

This Directors' Remuneration Report is compliant with Schedule 8 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2013 (and subsequent amendments), the UK Listing Authority Listing Rules and the Companies Act 2006, and has been prepared on a 'comply or explain' basis with regard to the remuneration provisions included in the 2024 UK Corporate Governance Code (the Code). The Committee discussed the changes to the Code, as regards remuneration, during the year, and confirms compliance with the Code for the year ended 31 December 2025. Further detail is set out later in this report.

## Aligning remuneration with Company strategy

Our Policy and remuneration practices are designed to support the achievement of our strategic goals and priorities, and to promote long-term sustainable success by rewarding Directors and senior management in line with underlying Group performance, whilst encouraging leadership behaviour which carries an appropriate level of risk. This is achieved by an annual bonus arrangement, which is linked to achieving financial and non-financial targets. These include targets aligned with our stated strategic goals, as well as a long-term incentive plan, which rewards for shareholder value creation, the delivery of long-term earnings growth and the achievement of progress against the Company's sustainability targets.

## Executive remuneration in 2025

Despite challenging market conditions, we delivered a resilient performance during the year, making targeted market share

## 2026 areas of focus

We will review and amend the Long-Term incentive Plan (LTIP) performance measures for awards from 2026 and finalise the relevant targets, in addition to the finalisation of targets for the 2026 annual bonus plan. We will also review the performance outcomes for 2025 annual bonus and 2023 LTIP awards. We will also give consideration to Directors' remuneration and our ancillary policies and practices.

gains and expanding our portfolio through acquisitions. We achieved an underlying operating profit of £94.4m and underlying basic earnings per share (EPS) increased by 5.7% to 26.0 pence. Further details are set out in the Chief Executive Officer's (CEO) Review and Chief Financial Officer's (CFO) Report on pages 10 to 15 and 26 to 31, respectively.

In addition, we exceeded the maximum operating cash flow conversion target set at the start of the year and performed within the range of our EBIT target, as well as making good strategic progress through the year. We also operated with a robust health and safety record during the year. As a result, the Committee determined that, in respect of 2025 performance, Joe Vori and Tim Pullen each earned a bonus of 38.8% of the maximum potential annual bonus based on performance against the targets originally set. Our Executive Directors demonstrated robust and effective leadership in challenging market conditions, continuing to drive sustainable long-term value for our shareholders and other stakeholders. Given this, the Committee believes that the bonus outcome is appropriate and in line with our desire to foster a high-performance culture and reward accordingly. In accordance with the Policy, one third of this bonus will be deferred into shares, half of which will vest two years from grant, and the remainder of which will vest three years from grant.

The same approach was used to determine the annual bonus outcome across the Group. The Committee is comfortable that the formulaic outcome of the bonus reflects the wider performance of the Group and, therefore, no adjustments to the payouts are required.

With regard to performance over the longer term, the 2023 Long-Term Incentive Plan (LTIP) Awards were eligible to vest to the extent that earnings per share (EPS) growth, relative Total Shareholder Return (TSR) targets and sustainability targets were

## Letter from the Chair of the Remuneration Committee continued

met over the three years ended 31 December 2025. Due to the challenging market over the last few years, neither the EPS nor the TSR element will vest. As a result of the sustainability targets for both recycled materials and carbon emissions not being met, neither of these elements will vest. However, as The 5% Club target has been exceeded, this element will vest. As a result, the award will vest in April 2026 at 8.33% of the maximum. Further details on the outcome of the targets as part of this award can be found on page 163 of this Report.

The Committee is comfortable that the current Policy operated as intended during the year, with remuneration outcomes considered proportionate to the performance delivered and the wider stakeholder experience. As a result, no discretion has been used in relation to incentive outcomes.

### 2025 LTIP awards

In April 2025, the Committee approved the grant of LTIP awards to the Executive Directors and other senior management. Award levels were 150% of annual salary for Joe Vorih and Tim Pullen. The performance measures that were applied to the 2025 LTIP awards were underlying diluted earnings per share (50%), operating cash conversion (25%), and sustainability targets (25%). Once vesting is determined, based on performance against these metrics, a TSR modifier will be applied, adjusting the final vesting outcome based on TSR performance, relative against FTSE 250 Industrials. This modifier can increase or decrease total vesting by up to 33%. As a result, the total LTIP opportunity is capped at 200% of salary. This aligns the performance metrics with our strategy and overall focus on creating long-term sustainable returns for our shareholders. A summary of the 2024 Policy review process and the Committee's conclusions are set out on pages 118 to 119 of the 2023 Annual Report and Accounts.

In line with best practice, the Committee, in operating the Policy, will retain the ability to adjust remuneration outcomes so that payments appropriately recognise the employee and wider stakeholder experience during the relevant performance periods. The Committee also retains the ability to adjust vesting for any perceived windfall gains.

### Committee evaluation

During the year, the Board undertook an external evaluation of its performance, and the activities of the Committee were reviewed as part of this process. The results of this evaluation highlighted that the Committee is operating effectively, promoting debate and challenge on key issues and moderated well by the Committee Chair. It demonstrated that the Committee continued to operate in alignment with

its Terms of Reference and that the Committee was well supported by its external advisors.

Further details of the evaluation process can be found in the Corporate Governance Report on page 115.

### Key remuneration decisions for 2026

The proposed implementation of the Policy for our Executive Directors for 2026 is outlined on pages 157 to 160. Key decisions made by the Committee in relation to 2026 include:

- As disclosed in the 2024 Directors' Remuneration Report, the Committee determined that it was appropriate to review the market positioning of the CFO prior to the 2026 salary review process. By way of background, Tim Pullen joined the Company in November 2023 on an equivalent salary to that in his previous role as CFO of IQE plc, which was an AIM quoted company with a valuation of c.£100m at his time of leaving. Following two strong years of performance as the Company's CFO (the Company's market capitalisation at 31 December 2025 was £880m), it was considered appropriate to review his salary in light of the rates of pay that operate for companies of equivalent size and complexity to Genuit, and to ensure that salaries were set with appropriate relativities between roles within the Group. The conclusion of this review was that his salary (currently £394,439, following two workforce-related increases since joining) was at the low end of the market range and so should be adjusted to better reflect his performance and experience gained in post. As a result, the Committee increased his salary to £440,000, an increase of 11.6%. This moves him in line with the typical rates of pay within our industrials comparator set and similar-sized FTSE 250 companies more generally, with the median FTSE 250 CFO base salary being £448,000, based on 2024 annual reports and accounts. The increase also results in more market consistent relativities across the senior executive team within the Group. The Committee is comfortable awarding this increase, given the need to retain and motivate a high-calibre CFO, and noting that, after allowing for the 2026 Group-wide salary budget of 3.0%, the market-related CFO increase is limited to 8.6% (i.e. the increase is not excessive in one step). The Committee does not anticipate further above workforce-related increases unless there is a material change to the size and complexity of the Group.
- Approval of an average salary increase of 3.0% for the wider workforce, with the CEO also receiving a 3.0% increase, ensuring alignment across the Group.
- The maximum bonus opportunity in 2026 will be 150% of salary for Joe Vorih and 125% of salary for Tim Pullen. During the year, the Committee reviewed the performance measures for the annual bonus. It was agreed that the previous cash conversion target would be replaced by a working capital measure and reduced to a 10% weighting (compared with 15% in 2025). It was also agreed that the strategic objectives element would be increased to 25% (compared with 20% in 2025). The weighting on EBIT and EBIT margin will remain at 65%. This continues to align the annual bonus with the in-year objectives that have been set to contribute towards the longer-term delivery of sustainable shareholder value. In addition, a health and safety and a compliance override will continue to operate, in relation to which the Committee will have discretion to reduce any annual bonus payable, in the event that certain circumstances arise.
- An amendment to the LTIP performance conditions for awards from 2026 onwards, whereby TSR will be removed as a modifier and instead included as one of the performance conditions, consistent with the approach prior to 2024. We wish to retain a clear focus in the LTIP on driving results for our shareholders but, given continuing uncertainty in our sector and the limitations of our peer group, with the constituents, including general FTSE 250 industrial companies in different parts of the value chain, we consider the TSR modifier structure to have the potential to both under or over reward participants in equal measure, depending on how the market moves over the next two to three years. As a result, we consider it appropriate to remove this feature. This change will also simplify the incentive structure, which was also a key driver of the change and is expected to be well received by participants in the plan.
- The quantum of awards to be granted to Executive Directors in 2026 will be 200% of salary, so that there is no reduction to the maximum quantum of awards vis-à-vis the awards granted in 2024 and 2025. However, mindful of the downside risk included in the TSR modifier that is being replaced, part of the 2026 award will be subject to extra-stretching EPS performance targets that go beyond the EPS range we have previously operated within. This will ensure that the net impact of the change is not to materially increase the expected payout from our long-term incentive awards. As a result, the performance metrics for 2026 will be underlying diluted EPS (80% of the award), with half of this part of the award subject to a 'standard' EPS growth target range and half subject to an 'additional stretch' target range which will only start to pay out once

the 'standard' targets have been exceeded, three-year average cash conversion (40% of the award), relative TSR (40% of the awards) and emissions reduction targets (40% of the award). Other than for the 'additional stretch' EPS targets, achievement of the threshold performance target will continue to trigger 25% of each element vesting, rising to 100% for achieving the maximum target or better. The 'additional stretch' target requires performance above the 'standard' EPS targets for any further vesting.

- The Committee intends to undertake a final review of the range of targets to apply to the 2026 LTIP awards prior to grant, to ensure that any changes to the external environment can be taken into account. The current intention is that the 'standard' underlying diluted EPS for FY 2028 will need to be least 5% per annum growth from FY 2025 EPS for threshold vesting to take place, with maximum vesting requiring 2028 EPS to be at least 10% per annum growth from FY 2025 EPS. The 'additional stretch' targets will require EPS growth of at least 10% per annum for any additional vesting, rising to 15% per annum for maximum vesting under this target. The current intention in relation to cash conversion is that a threshold of 90% and a maximum target of 95% will operate, calculated on an underlying basis and defined as the sum of operating cash flow, excluding non-underlying items and capital expenditure and payment of lease liabilities in 2026, 2027 and 2028 relative to EBITDA over the same three-year period. The target ranges for the EPS and cash conversion have been set to be suitably challenging in light of internal business plans, consensus analyst estimates, and the challenging market conditions. The quantum of the awards and revised structure were also key factors considered when setting the financial targets.
- The relative TSR target will require the Company to be ranked median or better against a bespoke comparator group of c.40 FTSE 250 industrial companies (being those classified as industrial companies, plus housebuilders and retail building materials companies) over the three-year period to the end of 2028. Relative performance at median will result in threshold vesting increasing to maximum vesting for upper quartile or better relative performance.
- The sustainability target is set to be similarly challenging to the EPS, cash conversion and TSR targets. The target has been updated versus the sustainability targets set for the 2025 award, to better reflect our current priorities. The metric that will operate relates to the proportion of our sales revenues that are subject to product life cycle analysis (LCA). The target will measure the percentage of sales revenue (excluding third party manufacture, installation and labour services and any other non-product revenue) that is

covered by product life cycle assessments (EPD, TM65 or equivalent LCA). These analyses are customer led assessments that enable the carbon impact of projects through their life cycle to be assessed and are core to differentiating our low-carbon offering versus competitor companies, which aligns with our sustainability credentials. Lower-carbon emissions in customer construction will enable customers to reduce their own carbon emissions at the same time as supporting the Group to achieve lower carbon emissions. As a result, delivering improvements in the proportion of revenue with LCA undertaken is a key medium-term objective as set out in our Sustainability Report on page 36. It is also a key driver of expected future revenue growth supporting the choice of using Genuit as part of a carbon-efficient construction proposition. It is in this context that the target has been set. Threshold vesting will require at least 65% of our revenue to have been subject to LCA, increasing to 75% for maximum vesting. The 2025 baseline from which performance will be measured is 57% and so the target is considered appropriately stretching for the next three-year period. The Committee is comfortable with the revised target for the 2026 award, given it is well structured and challenging with respect to our current baseline and strategic priorities.

The Committee believes that this balanced combination of short-term and long-term metrics will provide a fair and comprehensive assessment of Company performance.

### Context of Director pay within the Company

The Committee believes that employees play a key role in contextualising remuneration decisions. Committee members receive feedback directly or as part of Board meetings, and the Committee regularly monitors and reviews the application and effectiveness of its remuneration and reward policy and its compatibility with remuneration policies for the wider workforce. To do this, the Group Reward Director provides the Committee with an annual update on Group-wide pay and benefits arrangements, along with the proposed approach to forthcoming pay reviews. The Committee then considers the Executive Directors' pay in the context of these arrangements. The Committee also reviews the analysis of the overall gender pay gap and the equity of role-based pay within the Company. The Board and the Committee were satisfied that appropriate actions were being taken and will continue to monitor the situation going forward.

As required by legislation, we have included pay ratios between the CEO and our wider workforce, using remuneration earned in 2025. As part of its discussions on

this issue, the Committee noted that the ratio was consistent with the scope and responsibilities of the different roles undertaken by the individuals included in the analysis, and that the ratios were within the range disclosed by other FTSE 250 companies to date. Bronagh Kennedy is the Company's appointed Non-Executive Director with responsibility for employee engagement, which includes, where appropriate, engagement with employees on how executive remuneration aligns with wider Group pay policies. As well as receiving feedback on remuneration-related matters via the employee engagement route, we have also been working on enhancing employees' understanding of the Committee's role and encouraging employee engagement specifically on remuneration-related matters.

It was not considered necessary to make any changes to the current remuneration structures beyond the planned changes referred to above. Further detail on the employee engagement Non-Executive Director role is set out in the Governance Report on pages 107 and 108.

### Shareholder engagement

The Committee engages with its largest shareholders on Executive Director pay matters on a regular basis. As a result of the changes set out above on the implementation of the Policy in 2026, the Committee engaged with shareholders totalling c.35% of the shareholder register and the leading shareholder advisory bodies. The Committee was grateful to receive feedback from the majority of those consulted and, based on the supportive feedback received, was comfortable in implementing the changes set out above. The above engagement was further to the engagement we undertook ahead of our 2024 AGM on our Remuneration Policy renewal, for which we received over 96% support. On behalf of the Committee, we were grateful for the constructive feedback we received, and I am always happy to make myself available to shareholders to discuss any concerns or feedback they may have.

I hope you will find this Report to be clear and helpful in understanding our remuneration practices and that you will be supportive of the resolutions relating to remuneration at the AGM.

**Lisa Scenna**  
Chair of the Remuneration Committee

10 March 2026

# Remuneration at a glance

## Executive Director remuneration for 2025 (£'000)

	Joe Vorih						Tim Pullen							
	Base salary	Benefits	Pension	Annual bonus	LTIP	Other	Total	Base salary	Benefits	Pension	Annual bonus	LTIP	Other	Total
<b>2025 Total Remuneration</b>	615	67	31	358	90	26	1,187	394	28	20	191	-	-	633

Full details are disclosed on page 161.

Fixed Pay		Executive Directors											
<p><b>Base salary</b> To appropriately recognise skills, experience and responsibilities and attract and retain talent by ensuring salaries are market competitive.</p> <p><b>Pensions</b> To provide market-competitive retirement benefits.</p> <p><b>Benefits</b> To provide market-competitive benefits as part of a competitive package to assist with recruitment and retention.</p>	<p><b>Salary</b> <b>+3.0% CEO +11.6% CFO</b> increases for Executive Directors for 2026 (average workforce increase +3.0%)</p>		<p><b>Element timeline (years)</b></p> <table border="1"> <tr> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>5</td> </tr> <tr> <td>Base salary</td> <td></td> <td></td> <td></td> <td></td> </tr> </table>	1	2	3	4	5	Base salary				
	1	2	3	4	5								
Base salary													
	<p><b>Benefits</b> <b>No change</b></p>	<p><b>Pension</b> <b>5% of salary</b></p>											

## Incentive Performance Snapshot for 2025

### Annual Bonus

Performance measures	Achievement of that element
Underlying EBIT	25.8%
EBIT margin	0%
Operating cash flow conversion	100%
Strategic objectives	67.5%
Overall out-turn	38.8%

### Long-Term Incentive Plan

Performance measures	Achievement of that element
Below-median TSR performance relative to comparator group	0%
Underlying Diluted Earnings per Share (EPS)	0%
Sustainability targets:	
Carbon reduction	0%
Use of recycled polymers	0%
The 5% Club	8.33%
Overall vesting	8.33%

Variable Pay	Joe Vorih	Tim Pullen															
<p><b>Annual Bonus</b> To link reward to key financial and operational targets for the forthcoming year. Additional alignment with shareholders' interests through the operation of bonus deferral.</p>	<p><b>150% of salary</b></p> <ul style="list-style-type: none"> <li>Subject to underlying EBIT, EBIT margin, working capital and strategic objectives</li> <li>33% deferred into shares. Half the shares vest two years from grant, and half three years from grant</li> </ul>	<p><b>125% of salary</b></p> <p><b>Element timeline (years)</b></p> <table border="1"> <tr> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>5</td> </tr> <tr> <td>Two thirds cash</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td>One third deferred into shares for two/three years</td> <td></td> <td></td> </tr> </table>	1	2	3	4	5	Two thirds cash							One third deferred into shares for two/three years		
1	2	3	4	5													
Two thirds cash																	
		One third deferred into shares for two/three years															

<p><b>Long-Term Incentive Plan (LTIP)</b> To link reward to key strategic and business targets for the longer term and to align Executive Directors' interests with shareholders' interests.</p>	<p><b>200% of salary</b></p>	<p><b>200% of salary</b></p> <p><b>Element timeline (years)</b></p> <table border="1"> <tr> <td>1</td> <td>2</td> <td>3</td> <td>4</td> <td>5</td> </tr> <tr> <td colspan="3">Performance period</td> <td colspan="2">Post-vesting holding period</td> </tr> </table>	1	2	3	4	5	Performance period			Post-vesting holding period	
1	2	3	4	5								
Performance period			Post-vesting holding period									

<p><b>Share Ownership</b> 200% of salary in employment share ownership guideline and a post-employment requirement to retain the lower of the shares held at cessation of employment and 200% of salary for two years. Additional alignment with shareholders' interests through the operation of bonus deferral.</p>	<ul style="list-style-type: none"> <li>Awards subject to underlying diluted EPS, cash conversion, relative TSR and sustainability performance measures</li> <li>Two year post-vesting holding period applies</li> </ul>
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### AGM

The Annual Report on Remuneration will be subject to an advisory shareholder vote at our AGM, scheduled to be held on **22 May 2026**.

# Remuneration Policy

## This part of the Report sets out a summary of the Directors' Remuneration Policy (the Policy)

The Company's current Policy was approved by shareholders at the 2024 AGM, following consultation with shareholders and the shareholder advisory bodies. This part of the Report sets out the Policy. Details of the changes to the previous policy can be found on page 124 of the 2023 Annual Report and Accounts. The Policy applied from the date of approval and it is intended that it will apply for three years from approval; therefore, the next remuneration policy will be put to shareholders for approval in 2027. The information provided in this section of the Directors' Remuneration Report is not subject to audit.

## A summary of the Executive Directors' Remuneration Policy

Fixed Pay	
Base Salary	
<b>Purpose and link to strategy</b>	To appropriately recognise skills, experience and responsibilities and attract and retain talent by ensuring salaries are market competitive.
<b>Operation</b>	<p>Generally reviewed annually, with any increase normally taking effect from 1 January, although the Committee may award increases at other times of the year if it considers it appropriate.</p> <p>The review takes into consideration a number of factors, including (but not limited to):</p> <ul style="list-style-type: none"> <li>– the individual Director's role, experience and performance;</li> <li>– business performance;</li> <li>– market data for comparable roles in appropriate pay comparators; and</li> <li>– pay and conditions elsewhere in the Group.</li> </ul>
<b>Maximum opportunity</b>	<p>No absolute maximum has been set for Executive Director base salaries. Current Executive Director salaries are set out in the Annual Report on Remuneration section of this Remuneration Report.</p> <p>Any annual increase in salaries is at the discretion of the Committee, taking into account the factors stated in this table and the following principles:</p> <ul style="list-style-type: none"> <li>– salaries would typically be increased at a rate consistent with the average salary increase for UK employees.</li> <li>– larger increases may be considered appropriate in certain circumstances (including, but not limited to, a change in an individual's responsibilities or in the scale of their role, or in the size and complexity of the Group).</li> <li>– larger increases may also be considered appropriate if a Director has been initially appointed to their position on the Board at a lower-than-typical salary.</li> </ul>
<b>Performance conditions and provisions for recovery of sums paid<sup>1</sup></b>	<p>No performance conditions.</p> <p>Recovery and withholding provisions do not apply.</p>

## Remuneration Policy continued

Benefits	
<b>Purpose and link to strategy</b>	To provide market-competitive benefits as part of a competitive package to assist with recruitment and retention.
<b>Operation</b>	<p>Benefits include a company car (or car allowance), other allowances (e.g. support with tax filing and business travel), income protection insurance, private family medical insurance, permanent health insurance and life assurance of four times annual salary. The Committee has discretion to add to or remove benefits provided to Executive Directors.</p> <p>Executive Directors are entitled to reimbursement of reasonable expenses. Executive Directors also have the benefit of a qualifying third-party indemnity from the Company, as well as Directors' and Officers' liability insurance.</p>
<b>Maximum opportunity</b>	There is no overall maximum as the level of benefits depends on the annual cost of providing individual items in the relevant local market and the individual's specific role.
<b>Performance conditions and provisions for recovery of sums paid<sup>1</sup></b>	<p>No performance conditions.</p> <p>Recovery and withholding provisions do not apply.</p>
Pension	
<b>Purpose and link to strategy</b>	To provide market-competitive retirement benefits.
<b>Operation</b>	Current policy is for the Company to contribute to the Group Pension Plan, a personal pension scheme and/or provide a cash allowance in lieu of pension.
<b>Maximum opportunity</b>	Executive Directors receive a pension-related contribution in line with the average contribution available to the wider workforce (currently 5% of salary).
<b>Performance conditions and provisions for recovery of sums paid<sup>1</sup></b>	<p>No performance conditions.</p> <p>Recovery and withholding provisions do not apply.</p>

<b>Variable Pay</b>	
<b>Annual Bonus<sup>2,3</sup></b>	
<b>Purpose and link to strategy</b>	<p>To link reward to key financial and operational targets for the forthcoming year.</p> <p>Additional alignment with shareholders' interests through the operation of bonus deferral.</p>
<b>Operation</b>	<p>The Executive Directors are participants in the annual bonus plan, which is reviewed annually to ensure that bonus opportunity, performance measures and targets are appropriate and supportive of the business plan.</p> <p>No more than two thirds of an Executive Director's annual bonus is delivered in cash following the release of audited results, and the remaining amount is deferred into an award over Company shares under the Deferred Share Bonus Plan.</p> <p>Deferred awards are usually granted in the form of conditional share awards or nil-cost options (and may also be settled in cash).</p> <p>Deferred awards usually vest in two equal tranches two and three years from grant, although may vest early on leaving employment or on a change of control (see later sections).</p> <p>An additional payment (in the form of cash or shares) may be made in respect of shares which vest under deferred awards to reflect the value of dividends that would have been paid on those shares during the vesting period (this payment may assume that dividends had been reinvested in Company shares on a cumulative basis).</p>
<b>Maximum opportunity</b>	<p>The maximum award that can be made to an Executive Director under the annual bonus plan is 150% of salary for the Chief Executive Officer and 125% of salary for other Executive Directors.</p>
<b>Performance conditions and provisions for recovery of sums paid<sup>1</sup></b>	<p>The bonus is normally based on performance assessed over one year using appropriate financial, strategic and operational performance measures.</p> <p>The majority of the bonus will be determined by measures of Group financial performance. A sliding scale of targets is set for each Group financial measure, with payout at no more than 25% for threshold financial performance, increasing to 100% for maximum performance.</p> <p>The remainder of the bonus will be based on financial, strategic or operational measures appropriate to the individual Executive Director.</p> <p>Details of the bonus measures operating each year will be included in the relevant Annual Report on Remuneration. The Remuneration Committee has discretion, where it believes it to be appropriate, to override the formulaic outcome arising from the annual bonus plan. Any bonus payout is ultimately at the discretion of the Committee.</p> <p>Malus/clawback provisions apply. Cash bonuses will be subject to recovery, and/or deferred shares will be subject to withholding at the Committee's discretion in exceptional circumstances where, within three years of the bonus determination or before the vesting of each tranche of deferred shares, a material misstatement or miscalculation comes to light which resulted in an overpayment under the annual bonus plan, or if evidence comes to light of material misconduct by an individual, or a material health and safety breach or actions occurred that subsequently gave rise to serious reputational damage or insolvency. The Committee considers the malus and clawback provisions set out above to be appropriate, considering the nature of the business and its business cycle. Provisions are in place to ensure that malus and clawback can be operated effectively if required.</p>

<b>Long-Term Incentive Plan (LTIP)<sup>3,4</sup></b>	
<b>Purpose and link to strategy</b>	To link reward to key strategic and business targets for the longer term and to align Executive Directors' interests with shareholders' interests.
<b>Operation</b>	<p>Awards are usually granted annually under the LTIP to selected senior executives.</p> <p>Individual award levels and performance conditions on which vesting will be dependent are reviewed annually by the Committee. Awards may be granted as conditional awards of shares, nil-cost options or, if appropriate, as cash-settled equivalents.</p> <p>Awards normally vest or become exercisable at the end of a period of at least three years following grant, although may vest early on leaving employment or on a change of control (see later sections). Awards to Executive Directors that vest are subject to a two-year holding period (other than in exceptional circumstances such as death).</p> <p>An additional payment (in the form of cash or shares) may be made in respect of shares which vest under LTIP awards to reflect the value of dividends that would have been paid on those shares during the vesting period (this payment may assume that dividends had been reinvested in Company shares on a cumulative basis).</p>
<b>Maximum opportunity</b>	<p>The normal maximum annual award permitted under the LTIP is shares with a market value (as determined by the Committee) of 200% of salary.</p> <p>In exceptional circumstances, awards can be granted up to 250% of salary, with the intention being to provide greater flexibility in recruitment situations where there is a need to buy out forfeited awards.</p> <p>Each year, the Committee determines the actual award level for individual senior executives within these limits.</p>
<b>Performance conditions and provisions for recovery of sums paid<sup>1</sup></b>	<p>All LTIP awards granted to Executive Directors must be subject to a performance condition. Vesting of Executive Directors' LTIP awards would be dependent on measures which could include Group earnings, return on capital employed, cash conversion, total shareholder return and sustainability, with the precise measures and weighting of the measures determined by the Committee ahead of each award.</p> <p>Performance will usually be measured over a performance period of at least three years. For achieving a 'threshold' level of performance against a performance measure, no more than 25% of the portion of the LTIP award determined by that measure will vest. Vesting then increases on a sliding scale to 100% for achieving a maximum performance target. Vesting outcomes may also be subject to a performance modifier, which may increase or reduce the vesting outcome by up to one third. The maximum opportunities noted above are inclusive of the operation of any modifier.</p> <p>The Remuneration Committee has discretion, where it believes it to be appropriate, to override the formulaic outcome arising from the LTIP. Malus and clawback provisions apply. LTIP awards may be subject to withholding or recovery at the Committee's discretion in exceptional circumstances where, before the later of the vesting of an award and the second anniversary of the end of the performance period, a material misstatement or miscalculation comes to light, or evidence comes to light that during that performance period there was material misconduct by an individual, or a material health and safety breach or actions occurred that subsequently gave rise to serious reputational damage or insolvency. The Committee considers the malus and clawback provisions set out above to be appropriate considering the nature of the business and its business cycle. Provisions are in place to ensure that malus and clawback can be operated effectively if required.</p>

Sharesave Plan <sup>3</sup>	
<b>Purpose and link to strategy</b>	To create staff alignment with the Group and promote a sense of ownership.
<b>Operation</b>	UK tax-approved monthly savings scheme facilitating the purchase of shares through share options at a discounted exercise price by all eligible employees. Executive Directors are eligible to participate on the same basis as other UK employees.
<b>Maximum opportunity</b>	Monthly savings limit of £500 (or such other limit as may be approved from time to time by HMRC) under all savings contracts held by an individual.
<b>Performance conditions and provisions for recovery of sums paid<sup>1</sup></b>	The Sharesave Plan is structured in accordance with HMRC requirements, so has no performance conditions but requires participants to make regular contributions under a savings contract. Recovery and withholding provisions do not apply.
Share Ownership Guidelines	
<b>Purpose and link to strategy</b>	To create alignment between the long-term interests of Executive Directors and shareholders.
<b>Operation</b>	Executive Directors are required to build and maintain a shareholding as a percentage of salary in the form of shares in the Company. Executive Directors are expected to achieve the shareholding requirement within five years of an individual becoming subject to the requirement.
<b>Maximum opportunity</b>	Any Executive Director in employment is expected to achieve a shareholding with a value of 200% of salary. Any Executive Director leaving the Company will be expected to retain the lower of the shares held at cessation of employment and shares to the value of 200% of salary for a period of two years.
<b>Performance conditions and provisions for recovery of sums paid</b>	Not applicable.

**Notes to table:**

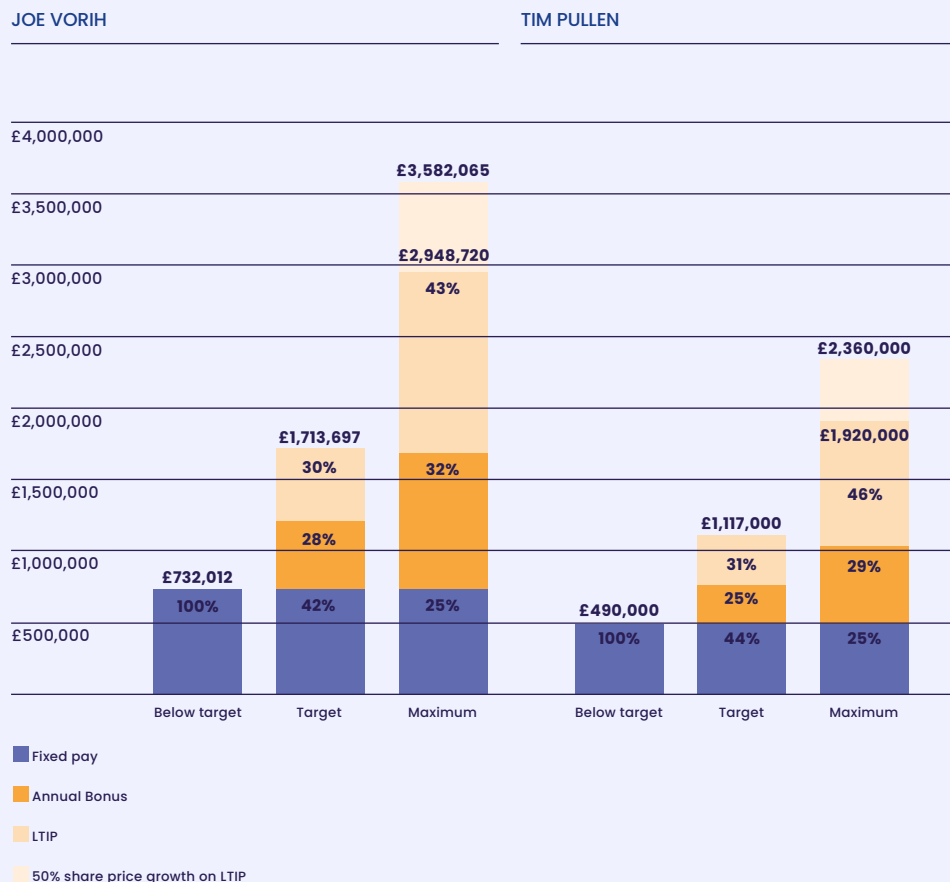
- The Committee may amend or substitute any performance condition(s) if one or more events occur which cause it to determine that an amended or substituted performance condition would be more appropriate, provided that any such amended or substituted performance condition would not be materially less difficult to satisfy than the original condition (in its opinion). The Committee may also adjust the calculation of performance targets and vesting outcomes (for instance, for material acquisitions, disposals or investments and events not foreseen at the time the targets were set) to ensure they remain a fair reflection of performance over the relevant period. In the event that the Committee was to make an adjustment of this sort, a full explanation would be provided in the next Directors' Remuneration Report.
  - Performance measures – annual bonus. The annual bonus measures are reviewed annually and chosen to focus executive rewards on delivery of key financial targets for the forthcoming year as well as key strategic or operational goals relevant to an individual. Specific targets for bonus measures are set at the start of each year by the Committee based on a range of relevant reference points, including, for Group financial targets, the Group's business plan, and are designed to be appropriately stretching.
  - The Committee may: (a) in the event of a variation of the Company's share capital, demerger, special dividend or dividend in specie or any other corporate event which it reasonably determines justifies such an adjustment, adjust; and (b) amend the terms of awards granted under the share schemes referred to above in accordance with the rules of the relevant plans. Share awards may be settled by the issue of new shares or by the transfer of existing shares. In line with prevailing best practice at the time this Remuneration Policy was approved, any issuance of new shares is limited to 5% of share capital over a rolling ten-year period in relation to discretionary employee share schemes and 10% of share capital over a rolling ten-year period in relation to all-employee share schemes.
  - Performance measures – LTIP. The LTIP performance measures will be chosen to provide alignment with our longer-term strategy of growing the business in a sustainable manner that will be in the best interests of shareholders and other key stakeholders in the Company. Use of earnings and cash conversion measures reward management for delivery of key financial measures of Company success that should result in sustainable value creation. Use of a total shareholder return measure aligns management's interests with the interests of our shareholders. Use of sustainability measures aligns management with the Company's long-term commitment to building a sustainable operating business. Targets are considered ahead of each grant of LTIP awards by the Committee, taking into account relevant external and internal reference points, and are designed to be appropriately stretching.
- Other notes:**
- The Committee reserves the right to make any remuneration payments and/or payments for loss of office (including exercising any discretions available to it in connection with such payments), notwithstanding that they are not in line with the Policy set out above where the terms of the payment were agreed: (i) before the Policy set out above came into effect, provided that the terms of the payment were consistent with the shareholder-approved remuneration policy in force at the time they were agreed; or (ii) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company. For these purposes, 'payments' includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are 'agreed' at the time the award is granted.
  - The Committee may make minor amendments to the Policy for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation, without obtaining shareholder approval for that amendment.
  - All historical awards that were granted under any current or previous share schemes operated by the Company and remain outstanding remain eligible to vest based on their original award terms.

<b>Non-Executive Director (NED) fees</b>	
<b>Purpose and link to strategy</b>	To appropriately recognise responsibilities, skills and experience by ensuring fees are market competitive.
<b>Operation</b>	<p>NED fees comprise payment of an annual basic fee and additional fees for further Board responsibilities, such as:</p> <ul style="list-style-type: none"> <li>– Senior Independent Director;</li> <li>– Chair of Audit Committee;</li> <li>– Chair of Remuneration Committee; and</li> <li>– Employee Engagement Non-Executive Director.</li> </ul> <p>The Chair of the Board receives an all-inclusive fee. No Non-Executive Director (NED) participates in the Group's incentive arrangements or pension plan, or receives any other benefits other than where travel to the Company's registered office is recognised as a taxable benefit, in which case, a NED may receive the grossed-up costs of travel as a benefit. NEDs are entitled to reimbursement of reasonable expenses.</p> <p>Fees are reviewed annually.</p> <p>NEDs also have the benefit of a qualifying third-party indemnity from the Company, as well as Directors' and Officers' liability insurance.</p>
<b>Maximum opportunity</b>	<p>Fees are set at an appropriate level that is market competitive and reflective of the responsibilities and time commitment associated with specific roles.</p> <p>No absolute maximum has been set for individual NED fees. Current fee levels are set out in the Annual Report on Remuneration section of this Remuneration Report.</p> <p>The Company's Articles of Association provide that the total aggregate fees paid to the Chair and NEDs will not exceed £2,000,000 per annum.</p>

### Illustrations of application of the Policy

The 'Implementation of Remuneration Policy in 2026' section of the Annual Report on Remuneration on page 157 details how the Committee intends to implement the Policy during 2026.

The chart below illustrates, in three assumed performance scenarios, the total value of the remuneration package potentially receivable by Joe Vorih and Tim Pullen in relation to 2026. This comprises salary and benefits, plus an annual bonus of up to a maximum of 150% of salary for Joe Vorih, and 125% of salary for Tim Pullen, and an LTIP award of 200% of salary for Joe Vorih and Tim Pullen.



The charts are for illustrative purposes only, and actual outcomes may differ from that shown. LTIP awards have been shown at face value and also allowing for a 50% increase in share price under the maximum performance scenario. All-employee share plans have been excluded.

Assumed performance	Assumptions used
<b>All performance scenarios (Fixed Pay)</b> <b>Consists of total fixed pay, including base salary, benefits and pension</b>	Base salary – salary effective for 2026 Benefits – the value of benefits received in 2025 have been included Pension – 5% of salary
<b>Minimum performance (Variable Pay)</b>	No payout under the annual bonus No vesting under the LTIP
<b>Performance in line with expectations (Variable Pay)</b>	50% of the maximum payout under the annual bonus 80% of salary vesting under the LTIP
<b>Maximum performance (Variable Pay)</b>	100% of the maximum payout under the annual bonus 100% vesting under the LTIP. The maximum scenario includes an additional element to represent 50% share price growth on the LTIP award from the date of grant to vesting

## Remuneration Policy continued

### Approach to recruitment remuneration

#### Principles

In determining remuneration arrangements for new appointments to the Board (including internal promotions), the Committee will apply the following principles:

- The Committee will take into consideration all relevant factors, including the experience of the individual, market data and existing arrangements for other Executive Directors, with a view that any arrangements should be in the best interests of both the Company and our shareholders, without paying more than is necessary.
- Typically, the new appointment will have (or be transitioned onto) the same remuneration structure as the other Executive Directors, in line with the Policy.
- Upon appointment, the Committee may consider it appropriate to offer additional remuneration arrangements in order to secure the appointment. In particular, the Committee may consider it appropriate to 'buy out' terms or remuneration arrangements that are forfeited on leaving a previous employer.
- The Committee may reimburse costs and provide support if the recruitment requires the relocation of the individual.
- Where an Executive Director is recruited as an internal promotion, the normal policy of the Company is that any legacy arrangements would be honoured in line with the original terms and conditions. Similarly, if an Executive Director is appointed following the Company's acquisition of or merger with another company, legacy terms and conditions would be honoured.

### Components and approach

The remuneration package offered to new appointments may include any element within the Policy, or any other element which the Committee considers is appropriate, given the particular circumstances. The Committee will give due regard to the best interests of shareholders, subject to the limits on variable pay set out above in the Policy.

In considering which elements to include, and in determining the approach for all relevant elements, the Committee will take into account a number of different factors, including (but not limited to) market practice, existing arrangements for other Executive Directors and internal relativities. If appropriate, different measures and targets may be applied to a new appointee's annual bonus in their year of joining.

The Committee would seek to structure buyout and variable pay awards on recruitment to be in line with the Company's remuneration framework so far as is practical, which may include granting awards at up to 250% of salary under the LTIP to facilitate the buyout of an award.

However, if necessary, the Committee may also grant such awards outside of that framework as permitted under Listing Rule 9.3.2(R), subject to the limits on variable pay set out above. The exact terms of any such awards (e.g. the form of the award, timeframe, performance conditions and leaver provisions) would vary depending upon the specific commercial circumstances, albeit the Committee would seek to mirror the value and timeline of any awards forfeited as far as practicable when constructing any buyout award.

#### Maximum level of variable pay

The normal maximum level of variable remuneration which may be granted to new Executive Directors in respect of recruitment shall be limited to the normal maximum permitted under the Policy, namely, 350% of their annual salary.

This limit excludes any payments or awards that may be made to buy out the Executive Director for terms, awards or other compensation forfeited from their previous employer (as discussed below).

#### Buyouts

To facilitate recruitment, the Committee may make a one-off award to buy out compensation arrangements forfeited on leaving a previous employer. In doing so, the Committee will take account of all relevant factors, including any performance conditions attached to incentive awards, the likelihood of those conditions being met, the proportion of the vesting/performance period remaining, and the form of the award (e.g. cash or shares). The overriding principle will be that any buyout award should be of comparable commercial value to the compensation which has been forfeited. However, such buyout awards would only be considered where there is a strong commercial rationale to do so.

### Recruitment of Non-Executive Directors

In the event of the appointment of a new Non-Executive Director, remuneration arrangements will normally be in line with the Policy for Non-Executive Directors. However, the Committee (or the Board, as appropriate) may include any element within the Policy, or any other element which the Committee considers is appropriate given the particular circumstances, with due regard to the best interests of shareholders. In particular, if the Chair or a Non-Executive Director takes on an executive function on a short-term basis, they would be able to receive any of the standard elements of Executive Director pay.

Provision	Policy
<b>Notice period</b>	Executive Directors – 12 months’ notice by either the Company or the Executive Director
	Non-Executive Directors – at the Company’s discretion Non-Executive Directors may have a notice period of up to three months
<b>Termination payment</b>	Executive Directors – following the serving of notice by either party, the Company may terminate employment of an Executive Director with immediate effect by paying a sum equal to salary, benefits and pension, with the payment subject to appropriate phasing and mitigation. Executive Directors are not contractually entitled to any bonus for the period of service in the year in which their employment ends
	Non-Executive Directors are only entitled to receive any fee accruing in respect of the period up to termination
<b>Expiry date</b>	Executive Directors have rolling 12-month notice periods and so have no fixed expiry date
	Non-Executive Directors’ letters of appointment have no fixed expiry date

In accordance with the Code, each Director will retire annually and put themselves forward for election or re-election at each AGM of the Company.

All Executive Directors’ service agreements and Non-Executive Directors’ letters of appointment are available for inspection at the Company’s registered office at 4 Victoria Place, Holbeck, Leeds, LS11 5AE.

In the table below, we have set out details of the service agreements for the Executive Directors and letters of appointment for the Non-Executive Directors.

Executive Directors	Date of appointment	Date of current agreement/letter of appointment	Notice from the Company and individual	Unexpired period of service agreement
<b>Joe Vorih</b>	28 February 2022	28 February 2022	12 months	Rolling contract
<b>Tim Pullen</b>	1 November 2023	8 November 2023	12 months	Rolling contract
<b>Non-Executive Directors</b>				
<b>Kevin Boyd</b>	22 September 2020	1 November 2022	3 months	3 months
<b>Lisa Scenna</b>	24 September 2019	10 September 2019	1 month	1 month
<b>Shatish Dasani</b>	1 March 2023	24 February 2023	1 month	1 month
<b>Bronagh Kennedy</b>	3 July 2023	6 June 2023	1 month	1 month
<b>Britta Giesen</b>	27 October 2025	11 September 2025	1 month	1 month

## Policy on payment for loss of office

In relation to payments under non-contractual incentive schemes, the Committee would take the following factors into account:

### Annual Bonus

- The Committee may determine that the Executive Director is eligible to receive a bonus in respect of the financial year in which they cease employment. This bonus would usually be time apportioned and may be settled wholly in cash. In determining the level of bonus to be paid, the Committee may, at its discretion, take into account performance up to the date of cessation or over the financial year as a whole, based on appropriate performance measures as determined by the Committee. The treatment of outstanding share awards is governed by the relevant share plan rules, as summarised below.

### Deferred Share Bonus Plan

- On cessation of employment, unvested shares will vest immediately or at their normal vesting date, at the discretion of the Committee.
- On a change of control, unvested shares will vest in full.
- If other corporate events occur, such as a demerger, delisting, special dividend, voluntary winding-up or other event which, in the opinion of the Committee, may affect the current or future value of shares, the Committee will determine whether unvested shares should vest.

### LTIP

- On cessation of employment, unvested awards will lapse unless cessation is as a result of death, ill health, injury, disability, transfer of employing company or business to which an individual's employment relates out of the Group, or any other scenario in which the Committee determines at its discretion that 'good leaver' treatment is appropriate (other than circumstances justifying summary dismissal). In these scenarios, unvested awards will usually continue until the normal vesting date, unless the Committee determines that the award should vest earlier, and will vest to an extent that takes into account the performance conditions assessed at the date of vesting and, unless the Committee determines otherwise, to an extent that takes into account the period of time between grant of the award and cessation of employment.
- On a change of control, unvested LTIP awards will vest immediately to an extent that takes into account the performance conditions assessed at the change of control and, unless the Committee determines otherwise, to an extent that takes into account the period of time between grant of the award and the change of control. If other corporate events occur, such as a demerger, delisting, special dividend, voluntary winding-up or other event which in the opinion of the Committee, may affect the current or future value of shares, the Committee will determine whether unvested LTIP awards should vest. If they do vest, they will vest immediately to an extent that takes into account the performance conditions assessed at the date of the event and, unless the Committee determines otherwise, to an extent that takes into account the period of time between grant of the award and the date of the event.

### Sharesave Plan

- Options become exercisable immediately on death, ceasing employment due to injury, disability, retirement, redundancy, sale of the employing company or business to which an individual's employment relates out of the Group, or on a change of control/voluntary winding-up of the Company.

The Committee reserves the right to make any other payments in connection with a Director's cessation of office or employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation), or by way of a compromise or settlement of any claim arising in connection with the cessation of a Director's office or employment. Any such payments may include, but are not limited to, paying any fees for outplacement assistance and/or the Director's legal and/or professional advice fees in connection with their cessation of office or employment.

### Consideration of employment conditions elsewhere in the Group

The Committee appreciates the importance of effective engagement with the wider workforce and so has a nominated Non-Executive Director (NED) responsible for employee engagement. Bronagh Kennedy took over this role from September 2025, when Louise Brooke-Smith, the previous employee engagement NED, retired from the Board. Working alongside the Chief People Officer and Head of Internal Communications, an employee engagement plan for 2026 has been agreed by the Board, which will include engagement with new colleagues in the Group following the acquisitions of Monodraught and the Davidson group of companies in 2025, as well as attendance at other colleague forums, either in person or virtually, in order to increase engagement as the Group continues to grow. For further information on our Employee Engagement programme, read more in our Governance Report on page 107.

To acknowledge and reward employees outside of the senior management team for their contribution, CEO awards were introduced in 2023, allowing the Executive Leadership Team to nominate employees who they believe have excelled in their contribution to receive nil-cost options, which vest two years from grant (subject to continued employment), with no performance conditions attached. This reward and recognition scheme allows employees to feel valued and appreciated by the Group, incentivising other employees to achieve the same standard. The first vesting of awards under this scheme took place in December 2025, and was well received by participants.

The Committee is committed to reviewing workforce remuneration and related policies on an annual basis, and is conscious of the importance of ensuring that its pay decisions for Executive Directors and the senior management team are regarded as fair and reasonable within the Group.

As outlined in the Policy table, pay and conditions across the Group are one of the specific considerations taken into account when the Committee is considering changes in salaries for the Executive Directors and the senior management team.

# Annual Report on Remuneration

## Remuneration Committee Report

The Annual Report on Remuneration describes how the Directors' Remuneration Policy, approved by shareholders at the Annual General Meeting in May 2024 (the Policy), has been applied in the financial year ended 31 December 2025. This Annual Report on Remuneration will be put to an advisory shareholder vote at the Annual General Meeting (AGM) on 22 May 2026.

### Role of the Committee

The role of the Committee is to determine all aspects of Executive Director pay, ensuring that the remuneration framework both attracts and retains leaders who are appropriately incentivised to deliver the Group's strategy, aligning with the interests of members and promoting the long-term success of the Company for the benefit of its stakeholders as a whole. The Committee also reviews workforce remuneration and related policies and ensures alignment of its rewards with culture.

It also monitors pay arrangements for other senior executives and oversees the operation of all share plans.

Details about the role of the Committee are set out in its Terms of Reference, which are reviewed annually and were last updated in October 2025.



Click or scan this QR code to view the Terms of Reference on our website

### Committee membership and meetings

The Committee comprises all of the Non-Executive Directors, all of whom are considered to be independent, and their attendance at meetings during the year is set out on page 97. Lisa Scenna is Chair of the Committee and, along with all other members of the Committee, Lisa attended all five meetings held during the year.

The CEO, Joe Vorih, was also present at those meetings during 2025 by invitation, albeit he was not involved in discussions in relation to his own remuneration. Tim Pullen also attended certain Committee meetings during the year, but was also not involved in discussions in relation to his own remuneration.

The Committee typically meets at least four times a year and thereafter as required and, in 2025, the Committee met five times.

## External advisers

Korn Ferry have been advisers to the Committee on executive remuneration matters since January 2020. During the year, the Committee received advice from Korn Ferry on market practice and key areas of investor focus, market updates and assistance with performance monitoring and benchmarking, as well as advice and support in relation to the implementation of the Policy. Korn Ferry also provided other human capital-related services to the Group during the year, but these services were carried out by a team separate to the remuneration advisory team, with an effective separation between the Committee advisory team and the wider Korn Ferry teams. As a result, the Committee was satisfied that the advice provided by Korn Ferry was objective and independent, having also noted their commitment to the Code of Conduct. During the year, the fees (charged on a time plus expenses basis) paid to Korn Ferry were £55,646 (excluding VAT) (2024: £47,451). Korn Ferry is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the Code of Conduct in relation to executive remuneration consulting in the UK.

## Unaudited information

### Implementation of Remuneration Policy in 2026

The section below sets out the implementation of the Remuneration Policy in 2026. There are no material changes to its implementation.

### Base annual salary

Joe Vorih's salary was increased by 3.0% with effect from 1 January 2026. This was aligned with the budgeted rate of increase for employees across the Group for 2026. As explained in the Letter from the Chair of the Remuneration Committee, Tim Pullen's salary was increased by 11.6%, reflecting the Committee's view of the appropriate rate of pay for the role in the context of current FTSE 250 market practice and to achieve market consistent internal relativities.

### Pension and Benefits

In line with the Policy, Joe Vorih and Tim Pullen will receive a pension contribution of 5% of annual salary during 2026, which is in line with the wider workforce. The Executive Directors' benefits are as per the Remuneration Policy.

### Annual Bonus

The annual bonus plan for 2026 will be operated in accordance with the Policy.

Key features of the plan for 2026 are as follows:

- There will be a maximum bonus opportunity of 150% of annual salary for Joe Vorih and 125% of annual salary for Tim Pullen.
- 33% of any bonus earned will be deferred into shares under the Deferred Share Bonus Plan (DSBP). Half of these shares will vest two years from the date of grant, and the remaining half will vest three years from the date of grant.
- In the event that a material misstatement or miscalculation subsequently comes to light that resulted in an overpayment under the annual bonus plan, or if evidence comes to light of material misconduct by an individual, a material health and safety breach or actions that subsequently gave rise to serious reputational damage or insolvency, then the Committee has the flexibility to withhold the value of shares granted under the DSBP and/or to require repayment of an appropriate portion of the annual bonus cash award in respect of the relevant bonus year.
- The Remuneration Committee has discretion, where it believes it to be appropriate, to override the formulaic outcome arising from the annual bonus plan.

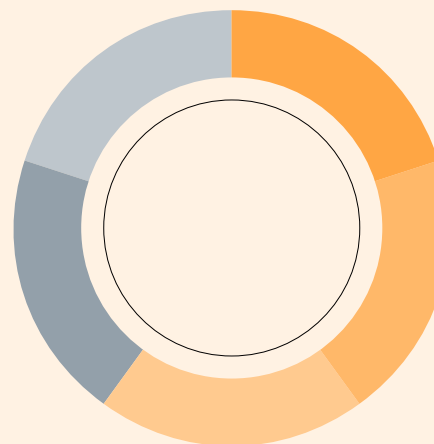
Following a review by the Committee, Executive Director bonuses for 2026 will remain subject to a challenging underlying EBIT target (40%), an underlying EBIT margin percentage target (25%), a working capital days target (10%) and structured strategic objectives (25%). The plan will also be subject to a health and safety and a compliance override, in relation to which the Committee shall have discretion to reduce payouts in certain circumstances. It is intended that these objectives will then cascade down through the senior management team, to continue to drive the right behaviours across the Group and to ensure that the Executive Directors and senior management teams have incentives that are aligned. These performance metrics and weightings will be reviewed for ongoing suitability at the end of 2026.

The targets for these performance measures in relation to FY 2026 are deemed to be commercially sensitive. However, retrospective disclosure of the targets and performance against them will be provided in next year's Remuneration Report, to the extent that they do not remain commercially sensitive at that time.

### Long-Term Incentive Plan (LTIP)

Executive Directors will receive awards under the LTIP during 2026. As at the time of preparing this Remuneration Report, the Committee's intention is to grant the awards on the basis described below. Should there be any change to the approach set out below, this would be detailed in the Stock Exchange announcement made at the time of granting the awards and detailed in next year's Remuneration Report.

- With regard to the quantum of FY 2026 awards, the Committee intends to make awards at 200% of salary to the Executive Directors.
- Subject to achievement of the performance targets, awards will become exercisable three years after grant.
- In the event that a material misstatement or miscalculation subsequently comes to light that results in too high a level of vesting under the LTIP, or if evidence comes to light of material misconduct by an individual, a material health and safety breach or actions occurred that subsequently gave rise to serious reputational damage or insolvency, then the Committee has the flexibility to withhold or recover the value of shares granted under the LTIP.
- The Remuneration Committee has discretion, where it believes it to be appropriate, to override the formulaic outcome arising from the LTIP.
- Awards granted to Executive Directors will be subject to a two-year post-vesting holding requirement.
- As explained in the Letter from the Chair of the Remuneration Committee, awards will be subject to a combination of underlying diluted EPS, cash conversion, relative TSR and sustainability targets, assessed over a three-year performance period as detailed below:



Underlying diluted EPS: 'standard' target range	40%
Underlying diluted EPS: 'additional stretch' target range	40%
Cash conversion	40%
Relative TSR	40%
Product life cycle analysis	40%
<b>Total award</b>	<b>200%</b>

### Underlying Diluted Earnings per Share (EPS) (80% of the award)

The EPS targets have been set with reference to 2028 EPS.

The targets have been set with reference to both internal and external expectations for the Company's performance, allowing for current market conditions and the Group's corporate tax rate. The Committee retains discretion in line with the Policy when testing targets (e.g. in the event of material M&A, divestments, etc.). Any use of discretion to restate targets would ensure that the targets were no more or less challenging than when originally set, but for the relevant event. The range of targets to apply is as follows:

Underlying Diluted Earnings per Share for the period ending 31 December 2028: 'standard' target range (40% of the award)	Vesting (% of this element of the award)
Below 29.4p (equivalent to a 5% p.a. growth from FY 2025 EPS)	0%
29.4p (equivalent to a 5% p.a. growth from FY 2025 EPS)	25%
33.8p (equivalent to a 10% p.a. growth from FY 2025 EPS)	100%

Straight-line vesting will operate between these performance points.

Underlying Diluted Earnings per Share for the period ending 31 December 2028: 'additional stretch' target range (40% of the award)	Vesting (% of this element of the award)
Below 33.8p (equivalent to a 10% p.a. growth from FY 2025 EPS)	0%
33.8p (equivalent to a 10% p.a. growth from FY 2025 EPS)	25%
38.6p (equivalent to a 15% p.a. growth from FY 2025 EPS)	100%

Straight-line vesting will operate between these performance points.

With the 'additional stretch' targets having a threshold vesting of 0%, there will be no incremental vesting until the 'normal' range of EPS targets set out in the first table above has been exceeded in full. The 'normal' range of EPS targets is broadly consistent with the EPS targets set in 2024 (4% to 10% p.a.) and 2025 (4.8% to 10.7%). This more challenging structure is the quid-pro-quo for retaining the maximum award potential at 200% of salary, with the rationale underpinning the removal of the TSR modifier as set out in the Chair's letter.

### Cash Conversion (40% of the award)

Cash conversion is measured as an average over the three-year period ending 31 December 2028 and is calculated on an underlying basis, defined as operating cash flow, excluding non-underlying items and capital expenditure and payment of lease liabilities relative to EBITDA. This definition of cash conversion has been set so that it does not impact the timing of investment decisions or act as a disincentive to invest, with the basis of setting the target range consistent with the assumptions used in our medium-term published targets. The range of targets to apply is as follows:

Cash Conversion	Vesting (% of this element of the award)
Below 90%	0%
90%	25%
95% or above	100%

Straight-line vesting will operate between these performance points.

### Relative Total Shareholder Return (TSR) (40% of the award)

Relative TSR targets will compare our performance against a bespoke comparator group of c.40 FTSE 250 industrial companies (being those classified as industrial companies, plus housebuilders and retail building materials companies). This group is the most appropriate set of comparator companies as it includes those companies that are the most similar in terms of size and business type to the Company, albeit it is noted that there are no companies considered to be 'direct' comparator companies, with this being reflected in the weighting and approach to including TSR in the 2026 award. The range of targets to apply is as follows:

Total Shareholder Return	Vesting (% of this element of the award)
Below median	0%
Median	25%
Upper quartile	100%

Straight-line vesting will operate between these performance points.

### Sustainability target (40% of the award)

The sustainability metric that will operate relates to the proportion of sales revenues subject to product life cycle analysis (LCA). The target measures the proportion of revenue that is covered by product life cycle assessments (EPD, TM65 or equivalent LCA). These analyses are customer-led assessments that enable the carbon impact of products through their life cycle to be assessed and are core to differentiating our low-carbon offering versus competitor companies which aligns with our sustainability credentials. The targets are aligned with reducing carbon in customer construction projects and align with our objective of growing revenues whilst reducing carbon emissions.

Sustainability: Product Life Cycle Analysis as a proportion of revenue	Vesting (% of this element of the award)
Below 65%	0%
65%	25%
75%	100%

Straight-line vesting will operate between these performance points.

Revenue for the purposes of the sustainability target is revenue excluding third party manufacture, installation and labour services and any other non-product revenue.

### Summary

The range of targets for 160% of salary out of the total 200% of salary award for the 2026 LTIP have been set to be similarly challenging to those set in prior years. The targets were set with reference to both internal plans and external market expectations for future performance, both of which were influenced by market conditions such as current rates of inflation and interest rates. The stretch EPS targets (relating to the remaining 40% of salary of the total award) go beyond the EPS range previously operated. The Committee retains discretion to adjust vesting outcomes (e.g. if EPS vesting outcomes are impacted by relevant events such as material M&A or divestments, etc.). Any discretion applied by the Committee would be used to ensure that the performance targets fulfil their original intent and were not more or less challenging than intended when set, but for the relevant events in the performance period. Furthermore, as set out in the Policy, awards are granted subject to malus and clawback provisions.

### Sharesave Plan

Invitations to employees (including Executive Directors) to participate in the Sharesave Plan have been issued annually and were issued to all eligible Group employees in 2025. The Board is proposing to continue to issue invitations to join the Sharesave Plan on an annual basis, and all eligible employees will, therefore, be invited to join the Sharesave Plan in 2026.

### Non-Executive Director remuneration

During the year, the Board Chair fee and Non-Executive Director fees were reviewed. As a result, the Chair fee was increased by 9.7% and the NED base fee was increased by 9.2%. The additional NED fees were also increased by 16.5% for 2026. The Committee believes that the revised fees better reflect the current and anticipated time commitment of the roles and are appropriate in the context of current market practice in the FTSE 250.

The table below shows the fee structure for Non-Executive Directors with effect from 1 January 2026, with comparative figures for 2025. Non-Executive Director fees are determined by the full Board, except for the fee for the Chair of the Board, which is determined by the Committee.

	2026 Fees	2025 Fees
Chair of the Board all-inclusive fee	<b>£235,000</b>	£214,240
Basic Non-Executive Director fee	<b>£62,000</b>	£56,774
Senior Independent Director additional fee	<b>£12,000</b>	£10,300
Chair of Audit Committee additional fee	<b>£12,000</b>	£10,300
Chair of Remuneration Committee additional fee	<b>£12,000</b>	£10,300
Employee engagement NED fee	<b>£12,000</b>	£10,300

## Audited information

The information provided in this section of the Remuneration Report, up until the 'Unaudited information' heading on page 166, is subject to audit.

### Single total figure of remuneration

The following tables set out the total remuneration for Executive Directors and Non-Executive Directors for 2025, with comparative figures for 2024.

All figures shown in £'000	2025								
	Salary and fees <sup>1</sup>	Benefits <sup>2</sup>	Pension <sup>3</sup>	Total fixed	Annual bonus <sup>4</sup>	LTIP <sup>5</sup> variable	Total	Other <sup>6</sup>	Total remuneration <sup>9</sup>
<b>Executive Directors</b>									
Joe Vorih	615	67	31	713	358	90	448	26	1,187
Tim Pullen	394	28	20	442	191	-	191	-	633
<b>Non-Executive Directors</b>									
Kevin Boyd	214	-	-	-	-	-	-	-	214
Lisa Scenna	77	-	-	-	-	-	-	-	77
Shatish Dasani	67	-	-	-	-	-	-	-	67
Bronagh Kennedy	60	-	-	-	-	-	-	-	59
Britta Giesen <sup>7</sup>	10	-	-	-	-	-	-	-	10
Louise Brooke-Smith <sup>8</sup>	50	-	-	-	-	-	-	-	50

All figures shown in £'000	2024								
	Salary and fees <sup>1</sup>	Benefits <sup>2</sup>	Pension <sup>3</sup>	Total fixed	Annual bonus <sup>4</sup>	LTIP <sup>5</sup> variable	Total	Other <sup>6</sup>	Total remuneration <sup>9</sup>
<b>Executive Directors</b>									
Joe Vorih	597	65	30	692	513	26	539	125	1,356
Tim Pullen	383	34	21	438	274	-	274	-	712
<b>Non-Executive Directors</b>									
Kevin Boyd	208	-	-	-	-	-	-	-	208
Lisa Scenna	75	-	-	-	-	-	-	-	75
Shatish Dasani	65	-	-	-	-	-	-	-	65
Bronagh Kennedy	55	-	-	-	-	-	-	-	55
Louise Brooke-Smith	65	-	-	-	-	-	-	-	65

#### Notes to the table – methodology

- Salary and fees – as disclosed in the 2024 Annual Report, Joe Vorih and Tim Pullen received a 3.0% salary increase with effect from 1 January 2025, which was in line with the increase for the wider workforce of 3.0%. The Non-Executive Director base fee and the Chair fee was also increased by 3.0%.
- Benefits – this represents the taxable value of all benefits. Executive Directors receive benefits including car allowance, other allowances, private family medical insurance and life assurance of four times annual salary. With regard to Tim Pullen, the benefit value is a restatement to £33,700 from £47,000, following an administration error in the payment of an allowance to Tim Pullen which was subject to repayment.
- Pension – the pension provision in the form of a cash allowance for all Executive Directors is 5% of salary.
- Annual bonus – the bonus is typically paid as 66.67% in cash and 33.33% deferred into shares under the DSBP.
- LTIP – for 2025, this relates to the estimated value of the 2023 LTIP award, due to vest in 2026, which was subject to an EPS growth target, a TSR performance target, and various sustainability targets over the three-year period ended 31 December 2025. Further details can be found on page 163. The value of the 2023 LTIP has been calculated using the Company's average share price for Q4 2025 (£3.448). For 2024, this relates to the value of the 2022 LTIP award, which vested in 2025, which was subject to an EPS growth target, a TSR performance target, and various sustainability targets over the three-year period ended 31 December 2024. Of the 15,255 LTIP shares that vested under the 2022 LTIP award, 7,259 shares immediately lapsed on vesting to compensate for dividend shares that had been awarded as a result of an administrative error under the 2021 Buyout Award. The value of the lapsed shares equally offset the administrative error and so there was no benefit for Joe Vorih. Joe Vorih exercised the remaining vested 7,996 shares in December 2025 and sold sufficient shares to cover the tax and NI liabilities due on vesting. The value of the 2022 LTIP award for Joe Vorih has been calculated using the Company's share price on the date of exercise of £3.23. There was no share price appreciation.
- Other – for 2025, Joe Vorih's 2022 Sharesave award vested in December 2025. The value shown in the table is based on the share price at vesting of £3.30. For 2024, Joe Vorih's 2021 Spectris LTIP replacement award vested in March 2024. The value shown in the table is based on the share price on vesting of £4.19. The awards were granted at a share price of £5.38, so none of the value of the awards is attributable to share price appreciation.
- Britta Giesen joined the Board on 27 October 2025.
- Louise Brooke-Smith stepped down from the Board on 24 September 2025.
- Total remuneration paid to Directors in respect of 2025 was £2,297,000 (2024: £2,536,000).

### Annual Bonus

The maximum annual bonus opportunity for the Executive Directors in 2025 was as follows:

- 150% of annual salary for Joe Vorih; and
- 125% of annual salary for Tim Pullen.

For all Executive Directors, two thirds of the bonus earned will be paid in cash and one third will be deferred into shares under the DSBP. Half of these shares will vest two years from the date of grant and half will vest three years from the date of grant. Malus and clawback provisions apply to the bonuses of both of the aforementioned Directors. The performance measures and targets that applied to the 2025 annual bonus are set out below. This reflects the same approach used to determine the bonus outcome for the senior management team.

Performance measure	Proportion of bonus determined by measure	Threshold performance	Target performance	Maximum performance	Actual performance	% of maximum of this element of the bonus payable	
Group underlying EBIT	EBIT margin 25%	16.0%	16.2%	16.8%			
	65%	25% earned	50% earned	100% earned	15.6%	0%	
	EBIT 40%	£91.5m	£95.3m	£102.9m			
		25% earned	50% earned	100% earned	£91.6m	25.8%	
Operating cash flow conversion		85%	90%	95%			
	15%	25% earned	50% earned	100% earned	102.0%	100%	
Strategic objectives	Strategic growth objectives 8%	<ul style="list-style-type: none"> <li>– Development and transformation of the Group's underfloor heating strategy</li> <li>– Development of AMP8 pipeline</li> <li>– Development of sustainability-linked organic growth opportunities</li> </ul>			<ul style="list-style-type: none"> <li>– The targets relating to (i) defining brand strategy and deployment (ii) and contract values by year end were achieved with the targets relating to (i) order book value and (ii) customers in defined new growth area were narrowly missed</li> <li>– The targets relating to (i) water utilities and (ii) opportunity pipeline were achieved</li> <li>– The targets relating to sales and orders were achieved, the targets relating to (i) contract size and (ii) pipeline were narrowly missed</li> </ul>		67.5%
	GBS 4%	– Increased participation in kaizen events amongst the Genuit Leadership Team (GLT) population			– 93% participation exceeded the maximum target of 90%		100%
	People and Culture 4%	– Targeted employee engagement score of above 7.0 to a maximum target of 7.4			– Engagement score of 7.1. Target partially met		25%
	Group Sustainability 4%	– Reduction in scopes 1, 2 & 3 emissions to meet the 2027 (scopes 1 & 2) and 2050 (scope 3) targets (as submitted to SBTi)			<ul style="list-style-type: none"> <li>– 2025 scopes 1 &amp; 2 emissions of 12,746 tonnes exceeded the target of 12,763 tonnes. Target met in full</li> <li>– 2025 scope 3 emissions of 207,573 tonnes exceeded the target of 220,264 tonnes. Target met in full</li> </ul>		100%

The total bonus payable to each Executive Director based on the assessment of performance against the targets set out above is shown below:

	Total bonus payable % of maximum	Total bonus payable £'000 and % of salary
Joe Vorih	38.8%	£358,045 (58.22%)
Tim Pullen	38.8%	£191,396 (48.5%)

The Committee has confirmed that it is comfortable with the outcome of the annual bonus plan in light of the Group's financial performance in the wider macroeconomic environment, and health and safety requirements, over the period.

### LTIP vesting

Joe Vorih was granted an LTIP award in April 2023 which is due to vest in April 2026. The award was subject to relative TSR performance, EPS growth and sustainability targets, split into three equal components across carbon reduction targets, use of recycled plastics and The 5% Club, assessed over the three financial years ended on 31 December 2025. The vested value of the award is therefore required to be included in the 2025 single figure table.

Performance measure	Weighting	Threshold (25% of award vests)	Maximum (100% of award vests)	Actual Performance	% of part of award vesting	Vested shares	Estimated value of vested shares*
2025 underlying diluted EPS	50% of the award	30.1 pence per share	35.6 pence per share	25.4 pence per share	0%	0	£0
TSR performance relative to comparator group	25% of the award	Median	Upper quartile	Below median	0%	0	£0
Sustainability targets (25% of the award)	Carbon reduction targets 8.33% of the award	0.093 emissions intensity	0.086 emissions intensity	0.105 emissions intensity	0%	0	£0
	Use of recycled plastics 8.33% of the award	57.4% recycled materials used	62.0% recycled materials used	50.6% recycled materials used	0%	0	£0
	The 5% Club 8.33% of the award	4.6% progress towards The 5% Club	5% progress towards The 5% Club	18.9% in Earn and Learn programmes	100%	26,034	£89,765

\* Estimated value based on an average share price for Q4 2025 (£3.448).

Total vesting under the 2023 LTIP award is 8.33% of maximum. The Committee is comfortable that the formulaic outcome of the vesting of the 2023 award is appropriate and consistent with overall financial, strategic and sustainability performance across the three-year performance period.

## Scheme interests awarded during the financial year

### LTIP awards

An award was granted under the LTIP to selected members of senior management, including the Executive Directors, on 11 April 2025. This award is subject to the performance conditions described below and will become exercisable in April 2028.

	Type of award	Date of grant	Award as % of salary	Number of shares	Threshold vesting	End of performance period
Joe Vorih	Nil-cost option <sup>1</sup>	11 April 2025	150%	371,921	25%	31 December 2027
Tim Pullen				238,576		

<sup>1</sup> In line with the 2024 awards, awards were granted as nil-cost options with an exercise date of three years from the grant date. Therefore, there has been no change in exercise price or date.

Vesting of the awards is subject to satisfaction of the performance conditions set out below, measured over a three-year performance period ending 31 December 2027. Vesting is calculated on a straight-line basis.

### Underlying Diluted Earnings per Share (EPS) (50% of the award)

The EPS targets are a range around FY 2027 EPS. Setting the targets with reference to the final year of the three-year performance period mirrors standard market practice and reduces the impact on the condition of the near-term uncertainties caused by external factors. The range of targets is as follows:

Underlying Diluted Earnings per Share growth over the three-year period ending 31 December 2027	Vesting (% of this element of the award)
Below 28p (equivalent to a 4.8% p.a. growth from FY 2024 EPS)	0%
28p (equivalent to a 4.8% p.a. growth from FY 2024 EPS)	25%
33p (equivalent to a 10.7% p.a. growth from FY 2024 EPS)	100%

Straight-line vesting will operate between these performance points.

### Cash conversion (25% of the award)

Cash conversion is measured as an average over the three-year period to 31 December 2027 and is calculated on an underlying basis, defined as operating cash flow excluding non-underlying items and capital expenditure and payment of lease liabilities relative to EBITDA. This definition of cash conversion has been set so that it does not impact the timing of investment decisions, or act as a disincentive to invest, with the basis of setting a target range consistent with the assumptions used in our medium-term published targets. The range of targets is as follows:

Cash conversion over the three-year period ending 31 December 2027	Vesting (% of this element of the award)
Below 90%	0%
90%	25%
95% or above	100%

Straight-line vesting will operate between performance points.

### Sustainability targets (25% of the award)

#### Scope 3: category 1 emissions (intensity output improvement over the performance period)

Sustainability targets align with the key elements of Genuit's Sustainable Solutions for Growth strategy.

Consistent with our SBT covering scope 3: category 1 emissions, this element targets an intensity output improvement over the three-year period ending 31 December 2027. The target has been set to be a stretch target, with the 2024 baseline being 2.000tCO<sub>2</sub>e/t and the range of the targeted reduction being consistent with our SBT planning. The range of targets is as follows:

Scope 3: category 1 emissions (percentage of suppliers with science-based targets in place) as at 31 December 2027	Vesting (% of this element of the award)
Above 1.712tCO <sub>2</sub> e/t	0%
1.712tCO <sub>2</sub> e/t	25%
1.517tCO <sub>2</sub> e/t or below	100%

Straight-line vesting will operate between these performance points.

## LTIP awards continued

### TSR modifier – applicable to vesting outcome

Once vesting is determined based on performance against the above metrics, a TSR modifier will be applied to the vesting result. This will have the ability to increase total vesting by a further 33% or reduce total vesting by 33%. TSR will be measured against FTSE 250 Industrials, and the modifier will be applied as follows:

–TSR at or below lower quartile: the vesting result based on EPS, cash conversion and sustainability performance is reduced by 33% (i.e. the vesting result will be multiplied by a factor of 0.67).

–TSR at or above upper quartile: the vesting result is increased by 33% (i.e. the vesting result will be multiplied by a factor of 1.33).

–TSR between performance points: the vesting result is adjusted on a straight-line basis using a TSR performance factor of between 0.67 and 1.33.

As a result, the total LTIP opportunity can be increased to 200% of salary, as detailed below:

	Maximum award opportunity % of salary <sup>1</sup>	Maximum number of shares <sup>1,2</sup>	Maximum face value (£) <sup>1,2</sup>
Joe Vorih	200%	371,921	£1,226,595
Tim Pullen		238,576	£786,824

1. The number of shares is the maximum number of shares that are eligible to vest after the application of the TSR modifier, which is applied to the outcome of the performance metrics set out above.
2. The maximum number of shares that could be awarded has been calculated using the average closing share price for the three dealing days prior to grant of £3.298.

## Deferred Share Bonus Plan awards

On 11 April 2025, the Executive Directors received an award of shares under the Deferred Share Bonus Plan relating to the 2024 annual bonus. The value of these shares was included in the annual bonus figure in the 2024 single total figure of remuneration. No further performance conditions apply to these shares.

	Type of award	Maximum number of shares	Face value (£)*	Vesting date
Joe Vorih	Deferred shares	51,801	£170,858	50% vests in each of April 2027 and April 2028
Tim Pullen	Deferred shares	27,690	£91,334	

\* The award was made in the form of a nil-cost option. The maximum number of shares awarded has been calculated using the average closing share price for the three dealing days prior to grant of £3.298.

### Payments for loss of office

There were no payments for loss of office in FY 2025.

### Payments to past Directors

Matt Pullen and Paul James stepped down from the Board in 2023. Full details of their exit arrangements are provided in the 2023 Annual Report and Accounts. Matt Pullen's 2022 LTIP award vested in April 2025, with 8.33% of the award vesting based on performance over the period. The awards were time pro-rated, resulting in 3,055 shares vesting for Matt Pullen. In accordance with the rules of the Plan, the awards granted to Mr James and Mr Pullen under the Deferred Share Bonus Plan in 2022 and 2023 vested in 2025.

### Statement of Directors' shareholdings and share interests

Executive Directors are expected to achieve the shareholding requirement of 200% of salary within five years of becoming subject to the requirement. The Committee reviews ongoing individual performance against the shareholding requirement at the end of each financial year. Joe Vorih joined the Board in February 2022 and Tim Pullen joined the Board in November 2023, and both will build up their shareholding in line with the aforementioned five-year timescale.

The number of shares held by Directors as at 31 December 2025 is set out in the table below:

	Shares owned outright <sup>6</sup>	Interests in share incentive schemes, subject to performance conditions	Interests in share incentive schemes, awarded without performance conditions			Vested but unexercised options
			LTIP <sup>1,7</sup>	DSBP <sup>2,7</sup>	Sharesave <sup>3</sup>	
Joe Vorih <sup>4,5</sup>	151,755 (81% of salary)	955,442	100,388	–	–	
Tim Pullen <sup>4</sup>	11,350 (9% of salary)	412,405	35,167	–	–	
Kevin Boyd	100,000	–	–	–	–	
Lisa Scenna	14,966	–	–	–	–	
Shatish Dasani	37,500	–	–	–	–	
Bronagh Kennedy	950	–	–	–	–	
Britta Giesen	11,250	–	–	–	–	

#### Notes to the table

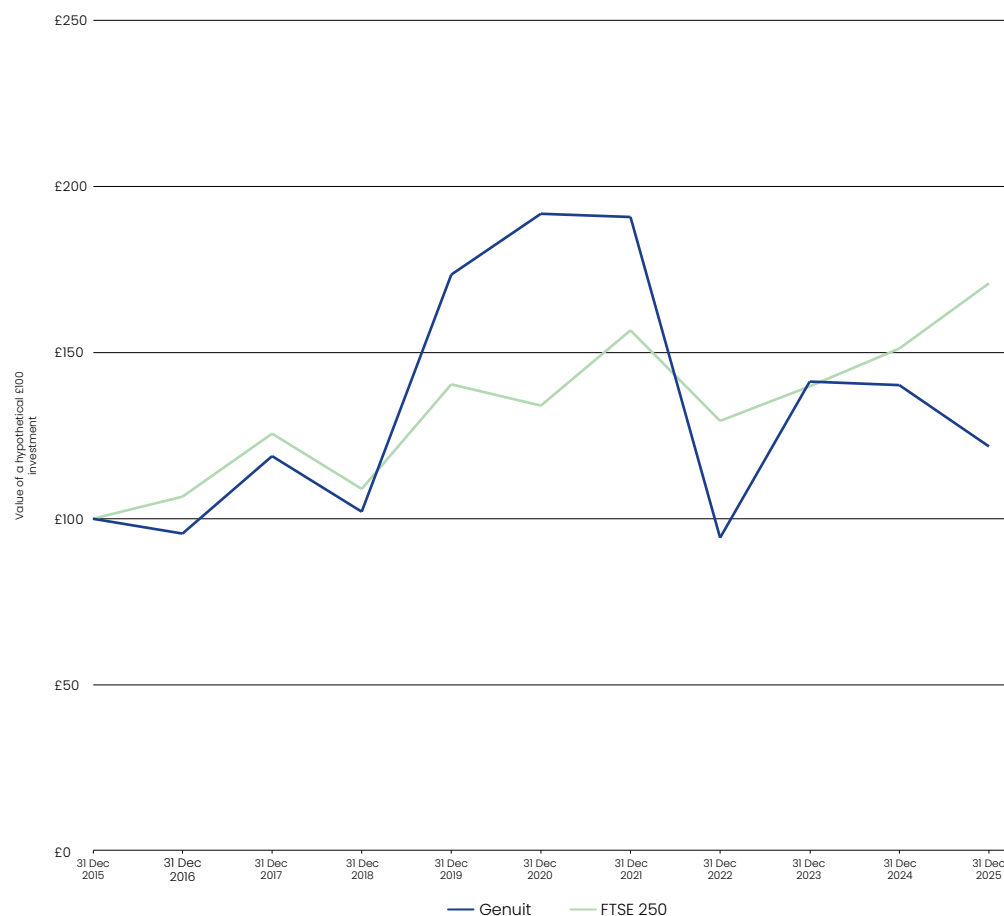
- This relates to shares awarded under the LTIP.
- This relates to shares awarded under the DSBP.
- This relates to share options granted under the Sharesave Plan.
- For the purposes of determining the value of Executive Director shareholdings for Joe Vorih and Tim Pullen, the annual salary for 2025 and the share price as at 31 December 2025 has been used (£3.27 per share).
- During the year, Joe Vorih exercised nil-cost options relating to his 2022 LTIP award and tranche 1 of his 2023 DSBP award, representing over 7,996 and 6,063 shares, respectively. Sufficient shares were sold to cover the tax and NI liabilities due on exercise of both awards. Joe Vorih also exercised his 2022 Sharesave award at an option price of £2.21. The aggregate gain from the exercise of his Sharesave award was £8,876.96, based on the share price of £3.30 on the date of exercise. There was no share price appreciation on the LTIP awards. The aggregate gain from the exercise of his DSBP award was £2,799.09, based on the share price on the date of exercise of £3.23.
- All shares within the 'Shares owned outright' column include those held by connected persons.
- All outstanding LTIP and DSBP interests are in the form of nil-cost options.

### Unaudited information

**The information provided in this section of the Directors' Remuneration Report is not subject to audit.**

#### Performance graph and CEO remuneration table

The chart below compares the Total Shareholder Return performance of the Company over the last 10 financial years, relative to the FTSE 250 Index. This index has been chosen because it is a recognised equity market index of which the Company is a member.



The table below summarises the CEO single figure total remuneration, annual bonus payouts and long-term incentive vesting levels as a percentage of maximum opportunity over this period.

	2015	2016	2017 <sup>1,3</sup>	2017 <sup>2,3</sup>	2018 <sup>4</sup>	2019 <sup>4</sup>	2020 <sup>4</sup>	2021 <sup>4</sup>	2022 <sup>5,7</sup>	2022 <sup>4,6</sup>	2023 <sup>7</sup>	2024 <sup>4</sup>	2025
CEO single figure of remuneration £'000	919	948	717	218	1,014	944	717	1,390	666	135	1,611	1,398	<b>1,187</b>
Annual bonus payout (as a % of maximum opportunity)	68.2%	69.4%	66.8%	66.8%	48.9%	24.8%	n/a	93%	13.36%	13.36%	65.38%	57.24%	<b>38.8%</b>
LTIP vesting out-turn (as a % of maximum opportunity)	n/a	n/a	n/a	n/a	87.8%	54.5%	25%	25%	n/a	0%	n/a	8.33%	<b>8.33%</b>

1. This reflects the remuneration received by David Hall, CEO for the period from 1 January 2017 to 1 October 2017.

2. This reflects the remuneration received by Martin Payne, who was appointed as CEO on 2 October 2017, following the retirement of David Hall.

3. The first LTIP award was granted in 2014 and so no LTIPs were due to vest between 2014 and 2017.

4. The LTIP vesting out-turn percentages show the payout as a percentage of the maximum of the LTIP award, for which the three financial years over which performance is measured, ends on 31 December of the year being reported on. Therefore, the 2025 figure shows the payout for the 2023 LTIP award.

5. This reflects the remuneration received by Joe Vorih, CEO from 28 February 2022.

6. This reflects the remuneration received by Martin Payne, CEO from 1 January 2022 to 28 February 2022.

7. Joe Vorih received his first grant under the LTIP in April 2022. Therefore, no LTIP awards were eligible to vest in 2022 and 2023.

### Average percentage change in the remuneration of the Directors (audited)

The table below sets out the percentage change in base salary, value of taxable benefits and bonus for all the Directors compared with the average percentage change for employees.

	Average percentage change 2024/25			Average percentage change 2023/24			Average percentage change 2022/23			Average percentage change 2021/22			Average percentage change 2020/21			Average percentage change 2019/20		
	Salary/ fees	Taxable benefits	Annual bonus	Salary/ fees	Taxable benefits	Annual bonus	Salary/ fees	Taxable benefits	Annual bonus	Salary/ fees	Taxable benefits	Annual bonus	Salary/ fees	Taxable benefits	Annual bonus	Salary/ fees	Taxable benefits	Annual bonus
<b>Executive Directors</b>																		
Joe Vorih	<b>3.0%</b>	<b>2.7%</b>	<b>-30.2%</b>	3.5%	-19.3%	-9.4%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Tim Pullen	<b>3.0%</b>	<b>-17.6%</b>	<b>-30.2%</b>	210.5%	353.3%	176.8%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Non-Executive Directors</b>																		
Kevin Boyd	<b>3.0%</b>	<b>n/a</b>	<b>n/a</b>	4.0%	n/a	n/a	135.3%	n/a	n/a	49.1%	n/a	n/a	2.2%	n/a	n/a	n/a	n/a	n/a
Lisa Scenna	<b>3.0%</b>	<b>n/a</b>	<b>n/a</b>	5.6%	n/a	n/a	31.5%	n/a	n/a	10.2%	n/a	n/a	2.2%	n/a	n/a	3.0%	n/a	n/a
Shatish Dasani	<b>3.0%</b>	<b>n/a</b>	<b>n/a</b>	25.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Bronagh Kennedy	<b>8.0%</b>	<b>n/a</b>	<b>n/a</b>	103.7%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Louise Brooke-Smith <sup>1</sup>	<b>-22.7%</b>	<b>n/a</b>	<b>n/a</b>	6.6%	n/a	n/a	2.2%	n/a	n/a	5.3%	n/a	n/a	2.2%	n/a	n/a	3.0%	n/a	n/a
Britta Giesen <sup>2</sup>	<b>n/a</b>	<b>n/a</b>	<b>n/a</b>	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
<b>Employee average</b>	<b>3.0%</b>	<b>0%</b>	<b>13.7%</b>	4.0%	0%	54.3%	5.7%	0%	100%	3.0%	0%	-4.4%	2.2%	0%	100%	3.0%	0%	2.4%

#### Notes:

1. Louise Brooke-Smith stepped down from the Board on 24 September 2025.

2. Britta Giesen was appointed to the Board on 27 October 2025.

Explanations for large increases in prior years are provided in previous Annual Reports.

## Annual Report on Remuneration continued

### CEO pay ratio

The table below illustrates the ratio between CEO pay for 2025 (as shown in the single figure table on page 161) and the indicative full-time equivalent total remuneration for employees ranked at the lower quartile, median and upper quartile.

CEO pay ratio	2019	2020	2021	2022	2023	2024	2025
Method	A	B	B	B	B	B	<b>B</b>
Upper quartile	28:1	19:1	40:1	21:1	41:1	31:1	<b>29:1</b>
Median	37:1	24:1	54:1	29:1	55:1	40:1	<b>38:1</b>
Lower quartile	44:1	29:1	65:1	36:1	61:1	49:1	<b>41:1</b>

For 2025, in line with the relevant legislation, the analysis has been completed using Option B, given the availability of data and in order that a direct comparison can be shown against last year.

Gender pay has been calculated in line with the guidance, and details can be found in the Gender Pay Gap Report published on our website.

One UK employee with the relevant annual salary was then chosen for each quartile, and the single total remuneration figure was calculated to compare to the CEO. Using gender pay data ensures that these individuals are reasonably representative of pay levels at the 25th, 50th and 75th percentile, as the single total remuneration figure for these individuals is similar to other employees with a similar annual salary. Pay has been calculated for the period from 1 January 2025 to 31 December 2025.

In FY 2020, the CEO voluntarily waived 20% of salary between the months of April and August, due to the impact of the Covid-19 pandemic. In addition, the Committee made the decision not to operate the annual bonus plan for the Executive Directors in 2020. This resulted in a drop in the CEO pay ratio. As the CEO received his full salary in FY 2021, the bonus was reinstated and the LTIP vested; this resulted in a subsequent increase in the CEO pay ratio. In FY 2022, no LTIP vested and the bonuses were lower than in the prior year, resulting in a decrease in the ratio. For FY 2022, the ratio included the remuneration for Joe Vorih and Martin Payne during the periods that these individuals undertook the role of CEO. In FY 2023, the CEO received his full salary and the bonus was higher than in the prior year. In addition, Mr Vorih received buyout awards on joining the Company to compensate for awards forfeited on leaving employment at Spectris. As a result, the pay ratio increased. In FY 2024, the pay ratio decreased as certain benefits ceased during the year and the bonus was lower than in the prior year. In FY 2025, the pay ratio has decreased as the bonus was lower than in the prior year.

The ratio is considered to be within the expected range for the Company and is consistent with the pay and reward policies for our UK employees overall.

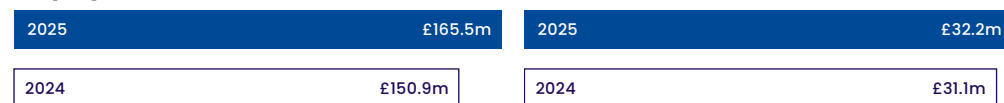
The salary and total pay for the individuals identified at the lower quartile, median and upper quartile positions in 2025 are set out below:

	Salary	Total Pay
CEO single figure	614,898	<b>1,187,220</b>
Upper quartile	38,164	<b>41,320</b>
Median	28,739	<b>31,466</b>
Lower quartile	27,153	<b>28,683</b>

### Relative importance of the spend on pay

The charts below illustrate the total expenditure on pay for all of the Group's employees compared to dividends payable to shareholders.

#### Employee remuneration costs £m



#### Dividends £m



### Shareholder voting on remuneration resolutions

Details of the votes cast in relation to our remuneration resolutions in 2025 are summarised below:

	Votes for	Votes against	Votes withheld
Approval of the Remuneration Policy – 2024 AGM	215,964,006 (96.97%)	6,750,027 (3.03%)	10,729
Approval of the Annual Report on Remuneration – 2025 AGM	212,722,902 (97.44%)	5,547,832 (2.54%)	1,510

### External board appointments

Executive Directors are not normally entitled to accept a Non-Executive Director appointment outside the Company without the prior approval of the Board. Following Board approval, Joe Vorih was appointed as a Non-Executive Director of Senior plc on 1 January 2024, and retains the fees from that appointment.

### Annual General Meeting

This Annual Report on Remuneration will be subject to an advisory shareholder vote at our AGM, scheduled to be held on 22 May 2026.

By order of the Board.

**Lisa Scenna**  
Chair of the Remuneration Committee

10 March 2026

# Financial statements

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# Independent Auditor's Report to the Members of Genuit Group plc

## Opinion

### In our opinion:

- Genuit Group plc's Group financial statements and Parent Company financial statements (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 December 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 section 408 of the Companies Act 2006; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Genuit Group plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2025 which comprise:

Group	Parent Company
Group Balance Sheet as at 31 December 2025	Company Balance Sheet as at 31 December 2025
Group Income Statement for the year then ended	Company Statement of Changes in Equity for the year then ended
Group Statement of Comprehensive Income for the year then ended	Company Cash Flow Statement for the year then ended
Group Statement of Changes in Equity for the year then ended	Related notes 1 to 9 to the financial statements, including material accounting policy information
Group Cash Flow Statement for the year then ended	
Related notes 1 to 29 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 section 408 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Independence

We are independent of the Group and 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.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting the audit.

## Conclusions relating to going concern

In auditing the Financial Statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Performing a walkthrough of the Group's financial close process to confirm our understanding of Management's going concern assessment process and engaging with Management to ensure all key risk factors we identified were considered in their assessment.
- Obtaining Management's going concern assessment including the cashflow forecasts and covenant calculations for the going concern period which covers the 22-month period to 31 December 2027 and performing procedures to evaluate the clerical accuracy and appropriateness of the underlying model.
- Obtaining the Group's revolving credit facility documentation and agreeing the level of facilities available, the applicable covenants, and the documentation evidencing the extension of the maturity date to August 2028, to Management's assessment.
- Obtaining the Group's private placement loan note agreements and evidencing the amounts drawn down across the two loan notes totalling £50m with maturity dates of August 2029 and October 2032.
- Assessing the Group's base case scenario for consistency with budgets and cash flow forecasts approved by the Board of Directors and those used by the Group in other accounting estimates, such as the goodwill impairment assessment.
- Challenging the appropriateness of the base case assumptions relating to future levels of demand and cost, including the impact of climate change. Our procedures included analysis of external market data to consider any contradictory sector forecasts, considerations of the current macro-economic climate and the disclosed climate change commitments of the Group.
- Reviewing and reperforming Management's stress test of their cash flow forecasts and covenant calculations in order to quantify and then consider the plausibility of the downside scenarios required to exhaust the Group's forecast liquidity or breach the Group's covenant ratios. We specifically considered the quantum of revenue reduction required to exhaust liquidity and breach the Group's covenant ratios.
- Considering the impact and feasibility of potential mitigating activities that are within control of Management, such as reducing capital expenditure and dividend payments.
- Reviewing the Group's going concern disclosures included in the Annual Report in order to assess its completeness and conformity with the reporting standards.

Our key observations:

- The Directors' assessment forecasts that the Group will maintain sufficient liquidity throughout the going concern assessment period in the base case scenario.
- The Directors have modelled downside scenarios including a loss of production, loss of a major customer, product failure, recession, increases in interest rates and increases in raw material prices. In all scenarios, the going concern basis remains appropriate, with no breach of covenant or shortfall of liquidity in the going concern period.
- The Group has a committed borrowing facility of £350m, of which £175m was undrawn at the balance sheet date. The facility is available until August 2028. Additionally, there are two seven-year private placement loan notes of £25m each, maturing in August 2029 and October 2032.

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 and Parent Company's ability to continue as a going concern for a period to 31 December 2027.

In relation to the Group and Parent Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's ability to continue as a going concern.

## Overview of our audit approach

Audit scope	We performed an audit of the complete financial information of eight components and audit procedures on specific balances for a further ten components and central procedures on financial statement line items as detailed in the 'Tailoring the scope' section below.
Key audit matters	Risk of inappropriate revenue recognition arising from material adjustments outside of the standard flow of transactions.
	Risk of inappropriate revenue recognition arising through inaccurate accounting for customer rebates within Building Products.
	Risk of an unrecognised impairment of goodwill within the Adey and Nu-Heat Cash Generating Units prior to the CMS restructuring.
Materiality	Overall Group materiality of £3.4m which represents 5% of profit before tax adjusted for certain non-recurring items.

## Independent Auditor's Report to the Members of Genuit Group plc continued

### An overview of the scope of the Parent Company and Group audits

#### Tailoring the scope

We have followed a risk-based approach when developing our audit approach to obtain sufficient appropriate audit evidence on which to base our audit opinion. We performed risk assessment procedures to identify and assess risks of material misstatement of the Group financial statements and identify significant accounts and disclosures. When identifying components at which audit work needed to be performed to respond to the identified risks of material misstatement of the Group financial statements, we considered our understanding of the Group and its business environment, the potential impact of climate change, the applicable financial framework, the Group's system of internal control at the entity level, the existence of centralised processes, applications and any relevant internal audit results.

We determined that centralised audit procedures would be performed on non-underlying items, corporation tax, intangible assets and goodwill, leases, intercompany and long-term debt. We also centrally tested the cash balances in components that did not form part of the overall scoping assessment outlined below, to the extent that the total amounts not tested across the Group were immaterial.

We then identified eight components as individually relevant to the Group due to materiality or financial size of the components relative to the Group.

For those individually relevant components, we identified the significant accounts where audit work needed to be performed at these components by applying professional judgement, having considered the Group significant accounts on which centralised procedures will be performed, the reasons for identifying the financial reporting component as an individually relevant component and the size of the component's account balance relative to the Group significant financial statement account balance.

We then considered whether the remaining Group significant account balances not yet subject to audit procedures, in aggregate, could give rise to a risk of material misstatement of the Group financial statements. We selected ten components of the Group to include in our audit scope to address these risks.

Of the eighteen components selected, we designed and performed audit procedures on the entire financial information of eight components ("full scope components"). For ten components, we designed and performed audit procedures on specific significant financial statement account balances or disclosures of the financial information of the component ("specific scope components"). For the forty five remaining components, we performed specified audit procedures to obtain evidence for one or more relevant assertions.

Our scoping to address the risk of material misstatement for each key audit matter is set out in the Key audit matters section of our report.

#### Changes from the prior year

As a result of the acquisitions the Group made in the year we brought into scope three specific scope components. In addition, a further entity was brought into scope in order to increase overall coverage on certain account balances.

#### Involvement with component teams

All audit work performed for the purposes of the audit was undertaken by the Group audit team.

### Climate change

Stakeholders are increasingly interested in how climate change will impact Genuit Group plc. The Group has determined that the most significant future impacts from climate change on their operations relate to potential business interruption and damage to assets, the impacts relating to carbon taxes, increased raw material costs and supply chain disruption but also the market opportunities it presents for revenue growth and portfolio expansion. These are explained on pages 46 – 58 in the required Task Force On Climate Related Financial Disclosures and on pages 87 – 94 in the principal risks and uncertainties. All of these disclosures form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other information".

In planning and performing our audit we assessed the potential impacts of climate change on the Group's business and any consequential material impact on its financial statements.

The Group has explained how climate change has been reflected in the financial statements in note 2.2 and note 17, stating that there is no material adverse impact of climate change in the short to medium term. The 'Other information' within the Annual Report includes Management's assessment of how their long-term climate net zero aspirations align with the Paris Agreement to achieve net zero emissions by 2050. There are no significant judgements or estimates relating to climate change in the notes to the financial statements as Management has not identified any material short-term impacts from climate change. Note 17 explains that the long-term impact of climate change risks and opportunities are uncertain and as such the degree of certainty of all these changes means that they cannot be taken into account when assessing future cash flows under the requirements of UK adopted International Accounting Standards but will continue to be monitored by Management.

Our audit effort in considering the impact of climate change on the financial statements was focused on evaluating Management's assessment of the impact of climate risk, physical and transition, their climate commitments, the effects of material climate risks disclosed on pages 51 – 58 and whether these have been appropriately reflected in asset values where these are impacted by future cash flows. This was relevant for the impairment testing of goodwill following the requirements of UK adopted International Accounting Standards. As part of this evaluation, we performed our own risk assessment, supported by our climate change internal specialists, to determine the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

We also challenged the Directors' considerations of climate change risks in their assessment of going concern and viability and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

Based on our work, whilst we have not identified the impact of climate change on the financial statements to be a standalone key audit matter, we have considered the impact on the following key audit matters: Risk of an unrecognised impairment in the Adey and Nu-Heat Cash Generating Units prior to CMS restructuring. Details of the impact, our procedures and findings are included in our explanation of key audit matter below.

## 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 which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p><b>Inappropriate revenue recognition arising from material adjustments outside of the standard flow of transactions.</b></p> <p><i>Refer to the Audit Committee Report (page 129); Accounting policies (Note 2.6 on pages 185 and 186); and Note 5 of the Consolidated Financial Statements (pages 191 to 193)</i></p> <p>The Group has reported revenue of £602.1m (2024: £561.3m). Revenue is stated net of rebate deductions which are considered in the subsequent key audit matter.</p> <p>The accuracy of revenue recognition is relevant to the reported performance of the Group as a whole. Through material adjustments, there is the opportunity to misstate revenue in order to influence reported results.</p> <p>We consider the significant risk to be primarily associated with those components contributing more than 5% of the Group's revenue as any potential error could result in a material misstatement of the Group financial statements.</p> <p>For the remaining components whilst we consider there to be a risk of management override of controls to misstate revenue, we do not consider any individual component to represent a significant risk of material misstatement.</p> <p>There has been no change in our assessment of this risk when compared to the prior year.</p>	<p>We obtained an understanding of the process and controls in place over the recognition of revenue including approval of material adjustments recorded as part of the financial statement close process.</p> <p>We obtained an understanding of the IT systems and the role of IT in initiating, recording and reporting revenue transactions within the Group's accounting systems.</p> <p>Of the 8 individually relevant (full scope) components, 6 components recorded revenue that was material to the Group and are specifically impacted by the identified fraud risk.</p> <p>For the individually relevant (full scope) and additionally relevant (specific scope) components, representing 91% of the Group's revenues, we used data analytics to analyse the full populations of revenue transactions by correlating sales postings with receivables and cash throughout the year to identify any unusual transactions.</p> <p>Through this, we identified revenue recognised through material adjustments outside of the standard flow of transactions for targeted testing to a lower threshold.</p> <p>We performed analysis by month to identify unusual trends in revenue and gross margin that could indicate inappropriate revenue recognition.</p> <p>We analysed the pattern of credit notes raised during the year and inspected a sample of post year end credit notes to determine that they had been appropriately accounted for.</p> <p>For all full scope components, we have inspected trends and anomalies around the year end to identify unusual items where we have performed targeted testing by inspecting documentation to assess whether they relate to completed deliveries and have been recognised in the correct period.</p> <p>For the remaining revenue recorded within components not subject to direct testing we have performed analytical review procedures and data analytics procedures.</p> <p>We have reviewed Genuit's Group revenue recognition policy against the requirements of IFRS 15 with a focus on ensuring the performance obligations are appropriately reflected in the Group's approach to recognising revenue.</p> <p>We assessed the adequacy of the disclosure of revenue within the Annual Report and Accounts.</p>	<p>Through our procedures performed we have not identified any misstatements associated with the material adjustments identified.</p> <p>We concluded that revenue recognised in the year is appropriate and found no evidence of management bias.</p>

## Independent Auditor's Report to the Members of Genuit Group plc continued

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p><b>Inappropriate revenue recognition arising through inaccurate accounting for customer rebates within Building Products.</b></p> <p><i>Refer to the Audit Committee Report (page 129); Accounting policies (Note 2.6 on pages 185 and 186); and Note 5 of the Consolidated Financial Statements (pages 191 to 193).</i></p> <p>The total value of customer rebates recognised in the year and accrued for at the balance sheet date is material for the Building Products component.</p> <p>The Group's pricing structure includes rebate arrangements with customers. Many of these arrangements are relatively straightforward, being based on agreed percentages of sales made to direct customers during the period.</p> <p>A proportion of the Group's rebate agreements are with indirect customers and estimation is required when determining the rebate accrual at the balance sheet date. This is particularly the case for indirect rebates within the Sustainable Business Solutions operating segment (Building Products business) where the rebate is driven by claims which may not have been received or verified at the time when the liabilities are recognised. These claims are made on the basis of usage in line with specification rather than purchases from the Group.</p> <p>There has been no change in our assessment of this risk when compared to the prior year.</p>	<p>We obtained an understanding of Management's process and controls in place over recognition and recording of rebates, including key assumptions such as volumes, related targets, claim compliance rates and contractual terms.</p> <p>We obtained an understanding of the IT systems and the role of IT in initiating, recording and reporting rebate transactions within the Group's accounting systems.</p> <p>We reviewed significant, new and existing rebate agreements and tested a sample of payments made during the year in order to assess the charges incurred and settled during the year.</p> <p>We utilised data analytics to identify unusual transactions recorded in rebate accounts that could indicate management override of controls.</p> <p>For indirect rebates, we reviewed external information to develop our own point in time estimate of the year-end rebate. We tested the accuracy of estimates made by Management against actual claim amounts received. We tested the compliance rates in actual claims received to understand the value of claims that were subsequently paid out during the year.</p> <p>For direct rebates, we developed an independent expectation of the annual rebate charge and year end liability, including any charge associated with targeted rebate clauses, and compared this to Management's annual charge and year-end liability. We used a custom automated data analytics tool to perform holistic analysis over the direct rebate model and sales data and to perform a recalculation of the entire rebate charge for the year. This was supported by sample testing over the inputs to the model back to rebate agreements.</p> <p>We performed completeness procedures on the year-end liability by reviewing post year-end claims and settlements including those issued through credit notes and purchase invoices to understand variances between the accrued amount and claims received.</p> <p>We reviewed material post year-end bank payments and claims received and compared these to Management's year end estimates.</p> <p>We compared the prior year accrual to the actual claims verified and paid in the year to understand the historical accuracy of Management's estimation.</p>	<p>We concluded that Management's judgements were materially consistent with our expectations and recalculations based on external sources, post year end claim activity and historic settlement rates.</p> <p>We concluded that the rebate expense recognised during the year and the liability at the period end is appropriate.</p>

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p><b>Risk of an unrecognised impairment of goodwill within the Adey and Nu-Heat Cash Generating Units (CGUs) prior to the CMS restructuring.</b></p> <p><i>Refer to the Audit Committee Report (page 129); Accounting policies (Note 2.4.1 on page 185); Note 3.2.1 of the Consolidated Financial Statements (pages 190 to 191); and Note 17 on page 199.</i></p> <p>There is a risk that there is an unrecognised impairment of goodwill within the Adey and Nu-Heat CGU's prior to the CMS restructuring. On 11 November 2025, the Group announced a major Climate Management Solutions (CMS) organisation change designed to facilitate a new operational and go to market model for the Business Unit (titled "CMS Connected Solutions"). This restructuring and reorganisation has resulted in Management reconsidering the level at which goodwill is monitored. Management has combined the existing grouping of the Climate &amp; Ventilation CGU (consisting of Nuair, Domus, Monodraught) with the Nu-Heat and Adey CGUs for the purposes of monitoring goodwill and subsequently renamed the CGU 'CMS'. This new CMS CGU is now the lowest level at which management monitor goodwill. Management has performed an impairment assessment prior to the change in CGU's being made.</p> <p>The forecasts in the CGUs are highly sensitive to key assumptions including the revenue growth rates, margin assumptions, long term growth rates and discount rate.</p>	<p>We assessed the appropriateness of the individual CGU's identified in line with IAS 36 following the changes implemented by Management.</p> <p>We walked through and understood Management's approach to the goodwill impairment assessment and walked through the Group's budgeting process to understand the key assumptions made. This included confirming the underlying cash flows are consistent with the Board approved long-term business plan.</p> <p>We obtained an understanding of the role of IT in the goodwill impairment assessment process, including the source of underlying data.</p> <p>We assessed whether the model is prepared in accordance with IAS 36 and we utilised our valuation specialists to support in our assessment of the appropriateness of Management's discount rate and methodology.</p> <p>We challenged the long-term growth rate within the discounted cashflow calculations and the impact of risks and opportunities generated by climate change.</p> <p>We understood and challenged Management's forecast future cash flows, to assess key inputs and to compare these against industry expectations. We challenged the assumptions underpinning the growth rates and how the medium to longer-term risks and opportunities were factored into future cashflows. We challenged the forecast cost assumptions and revenue growth assumptions to assess whether the forecasts were reasonable and in line with IAS 36. As part of this assessment, we considered whether key drivers of growth in management's model, such as volume growth, margin improvement, and other initiatives, were reasonable.</p> <p>We compared the VIU of each CGU as per the model computed by management to our independently assessed range of possible outcomes and assessed whether this supported management's conclusions.</p>	<p>We consider that Management's assessment appropriately reflects the requirements of IAS 36 and captures the risks to future cashflows.</p> <p>We concluded that the carrying value of the goodwill recognised relating to the Adey and NU-Heat Cash Generating Units was recoverable.</p>

## Independent Auditor's Report to the Members of Genuit Group plc continued

### Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

#### Materiality

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined materiality for the Group to be £3.4m (2024: £3.2m), which is 5% (2024: 5%) of Profit before tax adjusted for certain non-recurring items. We believe that adjusting Profit before tax provides us with a consistent basis for calculating materiality as it excludes the impact of one-off items that are not related to the underlying operations of the Group.

We determined materiality for the Parent Company to be £2.6m (2024: £2.7m), which is 1% (2024: 1%) of total equity.

<b>Starting basis</b>	– Group profit before tax – £58.2m
<b>Adjustments</b>	– Adjusted for certain non-recurring items excluding amortisation of acquired intangible assets (£10.9m)
<b>Materiality</b>	– Totals £69.1m Group adjusted profit before tax – Materiality of £3.4m (5% of Group adjusted profit before tax)

During the course of our audit, we reassessed initial materiality with no updates required.

#### Performance materiality

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 75% (2024: 75%) of our planning materiality, namely £2.6m (2024: £2.4m). We have set performance materiality at this percentage due to our assessment of the control environment and assessment that there is a lower likelihood of misstatements.

Audit work was undertaken at component locations for the purpose of responding to the assessed risks of material misstatement of the Group financial statements. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was £0.5m to £1.9m (2024: £0.5m to £2.0m).

### Reporting threshold

*An amount below which identified misstatements are considered as being clearly trivial.*

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £0.2m (2024: £0.2m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

### Other information

The other information comprises the information included in the Annual Report set out on pages 1 to 168 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 this 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, 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.

### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

- 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

### 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 and company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the UK 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:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 138;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on pages 137 and 138;
- Directors' statement on whether it has a reasonable expectation that the Group will be able to continue in operation and meets its liabilities set out on pages 137 and 138;
- Directors' statement on fair, balanced and understandable set out on page 132;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 128;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on page 126; and
- The section describing the work of the Audit Committee set out on pages 129 – 136.

### Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 141, 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 and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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.

## Independent Auditor's Report to the Members of Genuit Group plc continued

### Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and Management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and determined that the most significant are frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (UK adopted international accounting standards, the Companies Act 2006 and UK Corporate Governance Code). In addition, we concluded that there are certain significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements including the relevant tax compliance regulations in the UK and those laws and regulations relating to health and safety and employee matters.
- We understood how Genuit Group plc is complying with those frameworks by making enquiries of Group and Component Management, as well as those charged with governance. We corroborated our enquiries through our review of Board minutes and papers provided to the Audit Committee. Further, through our detailed audit procedures we have considered whether any evidence has been identified that indicates non-compliance with the relevant laws and regulations has occurred.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by understanding the Group's performance against market expectations; understanding the Group's performance against internal key performance indicators used when calculating Management's variable remuneration, identifying key judgments and estimates including rebate accounting that can materially impact the financial statements; and understanding the controls and processes in place for the prevention and detection of fraudulent activity and financial reporting.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved those outlined in the revenue and rebate key audit matters above, as well as testing manual journals recorded at the component and consolidation level and understanding unusual and one-off transactions. Where relevant, we have corroborated the basis of accounting judgements and estimates with employees and specialists outside of the finance functions such as the Company Secretary, the Group IT function, the Group Legal function, Commercial Management and through reading any correspondence with regulatory bodies.

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

### Other matters we are required to address

- Following the recommendation from the Audit Committee, we were appointed by the Company in 2012 to audit the Group's financial statements for the year ending 31 December 2012 and subsequent financial periods. In 2014, upon the Group's listing on the London Stock Exchange the Group became subject to the rotation requirements under the UK Corporate Governance Code, Competition and Markets Authority and the EU Audit Directive.
- The period of total uninterrupted engagement since the Group was subject to these rotation requirements is 12 years. In total the period of uninterrupted engagement including previous renewals and reappointments is 14 years, covering the years ending 31 December 2012 to 31 December 2025.
- The audit opinion is consistent with the additional report to the Audit Committee.

### 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.

**Mark Morrill (Senior statutory auditor)**  
for and on behalf of Ernst & Young LLP,  
Statutory Auditor  
Leeds

10 March 2026

# Group Income Statement

		2025			2024		
		Notes	Underlying £m	Non- underlying† £m	Total £m	Underlying £m	Non- underlying† £m
<b>For the year ended 31 December 2025</b>							
<b>Revenue</b>	5	<b>602.1</b>	<b>–</b>	<b>602.1</b>	561.3	<b>–</b>	561.3
Cost of sales	6, 8	<b>(335.7)</b>	<b>(1.3)</b>	<b>(337.0)</b>	(311.5)	1.0	(310.5)
<b>Gross profit</b>		<b>266.4</b>	<b>(1.3)</b>	<b>265.1</b>	249.8	1.0	250.8
Selling and distribution costs		<b>(81.3)</b>	<b>–</b>	<b>(81.3)</b>	(75.2)	<b>–</b>	(75.2)
Administration expenses	8	<b>(89.9)</b>	<b>(8.5)</b>	<b>(98.4)</b>	(81.7)	(7.2)	(88.9)
Amortisation of intangible assets	8	<b>(0.8)</b>	<b>(13.7)</b>	<b>(14.5)</b>	(0.7)	(14.4)	(15.1)
Impairment of intangible assets	8	<b>–</b>	<b>(1.2)</b>	<b>(1.2)</b>	<b>–</b>	<b>–</b>	<b>–</b>
Impairment of goodwill	8	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	(12.4)	(12.4)
<b>Operating profit</b>	5, 6	<b>94.4</b>	<b>(24.7)</b>	<b>69.7</b>	92.2	(33.0)	59.2
Finance costs	11	<b>(12.4)</b>	<b>–</b>	<b>(12.4)</b>	(12.9)	<b>–</b>	(12.9)
Finance revenue	11	<b>0.9</b>	<b>–</b>	<b>0.9</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Profit before tax</b>	5	<b>82.9</b>	<b>(24.7)</b>	<b>58.2</b>	79.3	(33.0)	46.3
Income tax	8, 12	<b>(18.3)</b>	<b>5.3</b>	<b>(13.0)</b>	(18.2)	5.4	(12.8)
<b>Profit for the year attributable to the owners of the Parent Company</b>		<b>64.6</b>	<b>(19.4)</b>	<b>45.2</b>	61.1	(27.6)	33.5
Basic earnings per share (pence)	13			<b>18.2</b>			13.5
Diluted earnings per share (pence)	13			<b>17.8</b>			13.3
Dividend per share (pence) – interim	14			<b>4.2</b>			4.1
Dividend per share (pence) – final	14			<b>8.7</b>			8.4
				<b>12.9</b>			12.5

† Non-underlying items are presented separately. The definition of non-underlying items is included in the Group Accounting Policies on page 189. Non-underlying items are detailed in Note 8 to the consolidated financial statements.

# Group Statement of Comprehensive Income

For the year ended 31 December 2025	2025 £m	2024 £m
<b>Profit for the year</b>	<b>45.2</b>	33.5
<b>Other comprehensive (expense)/income:</b>		
<b>Items which may in the future be reclassified to the income statement:</b>		
Effective portion of changes in fair value of forward foreign currency derivatives	<b>0.2</b>	(0.3)
Effective portion of changes in fair value of interest rate derivatives	<b>(0.5)</b>	0.1
Exchange differences on translation of foreign operations	-	(0.1)
<b>Other comprehensive expense for the year net of tax</b>	<b>(0.3)</b>	(0.3)
<b>Total comprehensive income for the year</b>	<b>44.9</b>	33.2

# Group Balance Sheet

At 31 December 2025			
	Notes	2025 £m	2024 £m
<b>Non-current assets</b>			
Property, plant and equipment	15	<b>191.4</b>	183.7
Right-of-use assets	16	<b>29.1</b>	27.0
Intangible assets	17	<b>673.0</b>	580.2
<b>Total non-current assets</b>	5	<b>893.5</b>	790.9
<b>Current assets</b>			
Inventories	21	<b>69.6</b>	73.5
Trade and other receivables	22	<b>89.0</b>	81.8
Income tax receivable		<b>3.6</b>	3.2
Cash and cash equivalents	23	<b>44.8</b>	43.6
Assets held-for-sale	19	<b>1.1</b>	–
<b>Total current assets</b>		<b>208.1</b>	202.1
<b>Total assets</b>		<b>1,101.6</b>	993.0
<b>Current liabilities</b>			
Trade and other payables	26	<b>(124.8)</b>	(128.2)
Lease liabilities	16, 27	<b>(9.9)</b>	(7.4)
Liabilities held-for-sale	19	<b>(0.2)</b>	–
<b>Total current liabilities</b>		<b>(134.9)</b>	(135.6)

At 31 December 2025			
	Notes	2025 £m	2024 £m
<b>Non-current liabilities</b>			
Loans and borrowings	27	<b>(224.1)</b>	(145.2)
Lease liabilities	16, 27	<b>(18.9)</b>	(20.2)
Deferred income tax liabilities	12	<b>(60.8)</b>	(49.0)
<b>Total non-current liabilities</b>		<b>(303.8)</b>	(214.4)
<b>Total liabilities</b>		<b>(438.7)</b>	(350.0)
<b>Net assets</b>			
		<b>662.9</b>	643.0
<b>Capital and reserves</b>			
Equity share capital	24	<b>0.3</b>	0.2
Share premium	24	<b>97.4</b>	93.6
Capital redemption reserve	24	<b>1.1</b>	1.1
Hedging reserve	24	<b>(0.4)</b>	(0.1)
Foreign currency retranslation reserve	24	<b>(0.2)</b>	(0.2)
Other reserves	24	<b>116.5</b>	116.5
Retained earnings		<b>448.2</b>	431.9
<b>Total equity</b>		<b>662.9</b>	643.0

The consolidated financial statements were approved for issue by the Board of Directors and signed on its behalf by:

**Joe Vorih**  
Director

**Tim Pullen**  
Director

10 March 2026

10 March 2026

Company Registration No. 06059130

# Group Statement of Changes in Equity

For the year ended 31 December 2025										
	Notes	Equity share capital £m	Share premium £m	Capital redemption reserve £m	Own shares £m	Hedging reserve £m	Foreign currency retranslation reserve £m	Other reserves £m	Retained earnings £m	Total equity £m
<b>At 31 December 2023</b>		0.2	93.6	1.1	–	0.1	(0.1)	116.5	425.2	636.6
<b>Profit for the year</b>		–	–	–	–	–	–	–	33.5	33.5
Other comprehensive expense		–	–	–	–	(0.2)	(0.1)	–	–	(0.3)
<b>Total comprehensive (expense)/income for the year</b>		–	–	–	–	(0.2)	(0.1)	–	33.5	33.2
Dividends paid	14	–	–	–	–	–	–	–	(30.8)	(30.8)
Share-based payments charge	25	–	–	–	–	–	–	–	2.9	2.9
Share-based payments settled		–	–	–	–	–	–	–	0.8	0.8
Share-based payments excess tax benefit		–	–	–	–	–	–	–	0.3	0.3
<b>At 31 December 2024</b>		0.2	93.6	1.1	–	(0.1)	(0.2)	116.5	431.9	643.0
<b>Profit for the year</b>		–	–	–	–	–	–	–	<b>45.2</b>	<b>45.2</b>
Other comprehensive expense		–	–	–	–	<b>(0.3)</b>	–	–	–	<b>(0.3)</b>
<b>Total comprehensive (expense)/income for the year</b>		–	–	–	–	<b>(0.3)</b>	–	–	<b>45.2</b>	<b>44.9</b>
Dividends paid	14	–	–	–	–	–	–	–	<b>(31.3)</b>	<b>(31.3)</b>
Issue of share capital	24	<b>0.1</b>	<b>3.8</b>	–	–	–	–	–	–	<b>3.9</b>
Share-based payments charge	25	–	–	–	–	–	–	–	<b>2.5</b>	<b>2.5</b>
Share-based payments excess tax benefit		–	–	–	–	–	–	–	<b>(0.1)</b>	<b>(0.1)</b>
<b>At 31 December 2025</b>		<b>0.3</b>	<b>97.4</b>	<b>1.1</b>	<b>–</b>	<b>(0.4)</b>	<b>(0.2)</b>	<b>116.5</b>	<b>448.2</b>	<b>662.9</b>

# Group Cash Flow Statement

For the year ended 31 December 2025		2025 £m	2024 £m
	Notes		
<b>Operating activities</b>			
<b>Profit before tax</b>		<b>58.2</b>	46.3
Finance costs	11	<b>12.4</b>	12.9
Finance revenue	11	<b>(0.9)</b>	–
<b>Operating profit</b>		<b>69.7</b>	59.2
Non-cash items:			
Research and development expenditure credit	6	<b>(1.6)</b>	(1.5)
Software supplier dispute (underlying)		–	(0.9)
Employment matters (underlying)		–	(0.5)
Non-underlying items: 8			
– unwind of inventory fair value adjustment		<b>1.5</b>	–
– employee matters		–	(1.1)
– product liability claim		<b>(0.2)</b>	0.1
– restructuring costs		<b>5.1</b>	1.8
– acquisition related costs		<b>3.1</b>	1.1
– systems and process transformation costs		<b>1.3</b>	1.1
– software supplier dispute		–	4.3
– profit on disposal of property, plant and equipment		<b>(1.5)</b>	(1.1)
– amortisation of intangible assets		<b>13.7</b>	14.4
– impairment of intangible assets held-for-sale		<b>1.2</b>	–
– impairment of property, plant and equipment held-for-sale		<b>0.3</b>	–
– impairment of right-of-use property		<b>0.2</b>	–
– impairment of goodwill	8, 17	–	12.4
Depreciation of property, plant and equipment	5, 15	<b>21.0</b>	19.2
Depreciation of right-of-use assets	5, 16	<b>7.7</b>	7.1
Amortisation of internally generated intangible assets		<b>0.8</b>	0.7
Share-based payments	25	<b>2.5</b>	2.9
Cash non-underlying items:			
– Settlement of acquisition related costs	18	<b>(3.1)</b>	(7.6)
– Settlement of software supplier dispute		<b>(3.9)</b>	–
– Settlement of restructuring costs		<b>(4.2)</b>	(2.2)
– Settlement of other exceptional costs		<b>(1.1)</b>	(2.9)
<b>Operating cash flows before movement in working capital</b>		<b>112.5</b>	106.5
Movement in working capital:			
Receivables		<b>4.9</b>	(5.1)
Payables		<b>(11.6)</b>	11.0

For the year ended 31 December 2025		2025 £m	2024 £m
	Notes		
Inventories		<b>8.3</b>	3.1
<b>Cash generated from operations</b>		<b>114.1</b>	115.5
Income tax paid		<b>(11.9)</b>	(10.4)
Interest received		<b>0.9</b>	–
<b>Net cash flows from operating activities</b>		<b>103.1</b>	105.1
<b>Investing activities</b>			
Acquisition of businesses net of cash at acquisition	18	<b>(105.6)</b>	(5.2)
Settlement of deferred and contingent consideration		–	(1.6)
Proceeds from disposal of assets held-for-sale		–	4.9
Proceeds from disposal of property, plant and equipment		<b>2.6</b>	0.7
Purchase of property, plant and equipment		<b>(27.6)</b>	(25.6)
Purchase of intangible assets		<b>(2.6)</b>	(1.1)
<b>Net cash flows from investing activities</b>		<b>(133.2)</b>	(27.9)
<b>Financing activities</b>			
Debt issue costs		<b>(0.4)</b>	–
Drawdown of bank borrowings		<b>235.0</b>	69.4
Repayment of bank borrowings		<b>(156.6)</b>	(68.0)
Interest paid		<b>(9.7)</b>	(11.4)
Dividends paid	14	<b>(31.3)</b>	(30.8)
Proceeds from exercise of share options		<b>3.8</b>	0.8
Settlement of lease liabilities	16	<b>(9.6)</b>	(10.6)
<b>Net cash flows from financing activities</b>		<b>31.2</b>	(50.6)
<b>Net change in cash and cash equivalents</b>			
		<b>1.1</b>	26.6
Cash and cash equivalents at 1 January	23	<b>43.6</b>	17.0
Net foreign exchange difference		<b>0.1</b>	–
<b>Cash and cash equivalents at 31 December</b>	23	<b>44.8</b>	43.6

# Notes to the Group Financial Statements

For the year ended 31 December 2025

## 1. Authorisation of financial statements

The consolidated financial statements of the Group for the year ended 31 December 2025 were authorised for issue by the Board of Directors on 10 March 2026 and the balance sheet was signed on the Board's behalf by Joe Vorih and Tim Pullen.

Genuit Group plc is a public limited company incorporated and domiciled in England and Wales. The principal activity of the Group is the provision of sustainable water and climate management solutions for the built environment.

## 2. Summary of material accounting policies

The basis of preparation and accounting policies used in preparing the consolidated historical financial information for the year ended 31 December 2025 are set out below. These accounting policies have been consistently applied in all material respects to all the periods presented.

### 2.1 Basis of preparation and statement of compliance with IFRSs

The Group's consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards (UK-adopted IAS).

The accounting policies which follow set out those policies which apply in preparing the consolidated financial statements for the year ended 31 December 2025.

The Group's consolidated financial statements have been prepared on a historical cost basis except for derivative financial instruments and deferred and contingent consideration that have been measured at fair value. The consolidated financial statements are presented in Pounds Sterling and all values are rounded to one decimal place of a million (£m) unless otherwise indicated.

### 2.2 Going concern

The Directors have made enquiries into the adequacy of the Group's financial resources, through a review of the Group's budget and medium-term financial plan, including cash flow forecasts. The Group has modelled a range of scenarios, with the base forecast being one in which, over the 22 months ending 31 December 2027, sales volumes grow in line with or moderately above external construction industry forecasts. In addition, the Directors have considered several downside scenarios, including adjustments to the base forecast, a period of significantly lower like-for-like sales, profitability and cash flows. Consistent with our principal risks and uncertainties, these downside scenarios included, but were not limited to, loss of production, loss of a major customer, product failure, recession, increases in interest rates and increases in raw material prices. Downside scenarios also included a combination of these risks, and reverse stress testing.

The financial impact of the climate-related risks disclosed within the Task Force on Climate-Related Financial Disclosures Report on pages 46 to 58 of the Strategic Report continue to be assessed. The Directors conclude that there is no material adverse impact of climate change in the short or medium term, and hence have not included any impacts in either the base case or downside scenarios of the going concern assessment. The Group has not experienced material adverse disruption during periods of adverse or extreme weather in recent years and do not expect this to occur to a material level over the period of the going concern assessment.

At 31 December 2025, the Group had available £175.0m of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. These borrowing facilities are available until at least August 2028, subject to covenant headroom. The Directors are satisfied that the Group has sufficient liquidity and covenant headroom to withstand reasonable variances to the base forecast, as well as the downside scenarios. In addition, the Directors have noted the range of possible additional liquidity options available to the Group, should they be required.

As a result, the Directors have satisfied themselves that the Group has adequate financial resources to continue in operational existence for a period to 31 December 2027. Accordingly, they continue to adopt the going concern basis in preparing the consolidated financial statements.

### 2.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries at 31 December 2025. Control is achieved when the Group 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.

Specifically, the Group controls an investee if, and only if, the Group has:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Group holds 100% of the equity and controls 100% of the voting rights in all subsidiaries, with the exception of Equaflo Ltd, Sustainable Water and Drainage Systems BV, Sustainable Water and Drainage Systems Limited and Water Management Solutions LLC (which has not traded since incorporation in Qatar in 2015).

The treatment of non-controlling interests or any other non-voting right factors in respect of control is not material to the consolidated financial statements.

## Notes to the Group Financial Statements continued

### 2. Summary of material accounting policies continued

#### 2.4 Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is the total of the consideration transferred, measured at acquisition fair value. Acquisition costs incurred are expensed and included in administration expenses in the income statement.

Identifiable intangible assets, meeting either the contractual-legal or separability criterion are recognised separately from goodwill.

##### 2.4.1 Goodwill

Goodwill arises on business combinations and represents the excess of the cost of an acquisition over the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired.

After initial recognition, goodwill is stated at cost less any accumulated impairment losses (see Note 2.13).

Goodwill has specific characteristics for impairment and is tested annually (at 31 December) or when circumstances indicate that the carrying amount may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash generating unit (CGU) to which the goodwill relates. Each CGU or group of CGUs to which goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes and is not larger than an operating segment before aggregation. An impairment loss is recognised if the carrying amount of a CGU is determined to be greater than its recoverable amount. The recoverable amount of a CGU is the higher of its fair value less costs to sell and its value-in-use. If an impairment is identified, the carrying value of the goodwill is written down immediately through the income statement and this is not subsequently reversed.

##### 2.4.2 Other intangible assets

Intangible assets arising on business combinations are initially measured at fair value. Following initial recognition, intangible assets are carried at cost or fair value less accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised on a straight-line basis over their expected useful life and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Amortisation of intangible assets is provided over the following expected useful lives:

Patents and brand names	10 to 20 years
Customer relationships and customer order book	2 to 20 years
Licences	10 years
Development costs	4 to 10 years

#### 2.5 Foreign currency translation

The Group's consolidated financial statements are presented in Pounds Sterling, which is also the Parent Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured in that functional currency.

Transactions in foreign currencies are initially recognised by the Group entities at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are re-translated at the functional currency spot rate of exchange at the balance sheet date. All differences arising on settlement or translation are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

The assets and liabilities of foreign operations are translated into Pounds Sterling at the rate of exchange ruling at the balance sheet date. Income and expenses are translated at average exchange rates prevailing. The resulting exchange differences are recognised in other comprehensive income.

#### 2.6 Revenue from contracts with customers and interest income

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled to in exchange for those goods. The disclosure of significant accounting judgements and estimates relating to revenue from contracts with customers is provided in Note 3.

##### 2.6.1 Sale of goods

###### i) Performance obligations

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Our most commonly used standard payment terms are 30 days net end of month.

The main source of variable consideration in our contracts with customers relates to volume rebates. More information on the accounting for rebates is provided at (ii) and (iii) below. The Group's contracts do not typically include a significant financing component. Non-cash consideration is not a feature of the Group's contractual arrangements.

###### ii) Variable consideration

If the consideration in a sales contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some sales contracts provide customers with sales volume rebates. The sales volume rebates give rise to variable consideration.

###### iii) Sales volume rebates

The Group provides retrospective sales volume rebates to certain customers once, amongst other matters, the quantity of goods purchased during a predetermined period exceeds thresholds specified in the sales contract. To estimate the variable consideration for these expected future rebates, the Group applies the most likely amount method for sales contracts with a single-volume threshold and the expected value method for sales contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the sales contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates. Sales volume rebate liabilities, both estimated and actual, are

## Notes to the Group Financial Statements continued

### 2. Summary of material accounting policies continued

#### 2.6 Revenue from contracts with customers and interest income continued

##### 2.6.1 Sale of goods continued

###### iii) Sales volume rebates continued

netted off against the associated trade receivables to the extent of the individual customer trade receivable balance and where they are net settled. Any remaining credit balances are included in trade and other payables. Developer rebate liabilities are presented in trade and other payables.

#### 2.7 Interest income

Interest income is recognised as interest accrues on cash balances using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

#### 2.8 Income taxes

##### Current income tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authorities, based on income tax rates and laws enacted or substantively enacted at the balance sheet date.

##### Deferred income tax

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements, with the following exceptions:

- when the deferred tax liability or deferred tax asset arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

For deductible temporary differences associated with investments in subsidiaries, it must additionally be probable that the temporary differences will reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are only offset if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same tax authority and that authority permits the Group to make a single net payment.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the income tax rates that are expected to apply when the asset is realised or the liability is settled, based on income tax rates and laws enacted or substantively enacted at the balance sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are charged or credited directly to equity. Otherwise, income tax is recognised in the income statement.

#### 2.9 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on the cost less residual value of property, plant and equipment, and is on a straight-line basis over its expected useful life as follows:

Freehold land	Nil
Freehold buildings	Over expected useful life not exceeding 50 years
Plant and other equipment	4 to 15 years

The carrying amounts of property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate the carrying amount may not be recoverable, and are written down immediately to their recoverable amount. Useful lives, residual values and depreciation methods are reviewed at each financial year end, and where adjustments are required, these are made prospectively.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or where no future economic benefits are expected to arise from the continued use of the asset. Any profit or loss arising on the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

#### 2.10 Software as a Service (SaaS)

Under SaaS arrangements the Group does not currently control the underlying software used in the agreement. These arrangements are accounted for as a service contract and expensed in the Group Income Statement over the contract term, unless the Group has both a contractual right to take possession of the software at any time, and the ability to run the software independently of the host vendor. In such cases, the licence agreement is capitalised as software within intangible assets.

The Group's policy in relation to costs incurred to configure or customise the software to specific requirements is as follows:

- where costs incurred result in the creation of a separately identifiable resource controlled by the Group, and where the Group has the power to obtain the future economic benefit flowing from the underlying resource, such costs would be capitalised as software within intangible assets; and
- where costs incurred do not result in the recognition of an intangible asset then the costs are expensed as incurred. Costs are included within non-underlying items in the income statement if they relate to significant strategic projects and are considered to meet the Group's definition of non-underlying items.

## Notes to the Group Financial Statements continued

### 2. Summary of material accounting policies continued

#### 2.11 Research and development costs

Research costs are expensed as incurred. Development costs on individual projects are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Other internally generated intangible assets are not capitalised and expenditure is reflected in the income statement in the year in which the expenditure is incurred.

#### 2.12 Assets classified as held-for-sale

Assets classified as held-for-sale are measured at the lower of carrying amount and fair value less costs to sell. Assets are classified as held-for-sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable, expected to be completed within one year from the date of classification, the asset is available for immediate sale in its present condition and accordingly included in current assets with the associated liabilities being included in current liabilities.

#### 2.13 Impairment of non-financial assets

The Group assesses at each balance sheet date whether there are any indicators that an asset may be impaired.

If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. The recoverable amount of an asset or Cash Generating Unit (CGU) is the higher of its fair value less costs to sell and its value-in-use, and it is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future pre-tax cash flows are mid-year discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

The Group bases its impairment calculations on detailed budgets and industry forecast calculations which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and industry forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

#### 2.14 Leasing

##### Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of their expected useful life and the lease term. Right-of-use assets are subject to impairment.

##### Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment to purchase the underlying asset.

##### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

##### Determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases, to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group re-assesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g. a change in business strategy).

## Notes to the Group Financial Statements continued

### 2. Summary of material accounting policies continued

#### 2.15 Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### i) Financial assets

###### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not recognised at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Group's financial assets include cash and cash equivalents and trade and other receivables.

###### Subsequent measurement

The subsequent measurement of financial assets depends on their classification. The Group does not currently hold any fair value through other comprehensive income financial assets.

###### Financial assets at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes cash and cash equivalents and trade receivables.

###### Impairment

The Group recognises an allowance for expected credit losses (ECLs) for all financial assets not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract, and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each balance sheet date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the receivables and the economic environment.

##### ii) Financial liabilities

###### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, lease liabilities or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, lease liabilities, deferred and contingent consideration, loans and borrowings including bank overdrafts, and derivative financial instruments.

###### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

###### Financial liabilities at fair value through profit or loss

Derivative financial instruments are classified as FVTPL unless they are designated as effective hedging instruments. Gains and losses on such derivatives are recognised in the income statement. However, in the current and prior period all derivatives have been designated as hedging instruments in effective hedging relationships. Further information on their accounting is provided at 2.16 below. As such, the only financial liability at FVTPL is the deferred and contingent consideration (see Note 18).

###### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Profits and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised in finance revenues and finance costs, respectively.

###### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts, together with any costs or fees incurred, is recognised in the income statement.

## Notes to the Group Financial Statements continued

### 2. Summary of material accounting policies continued

#### 2.15 Financial instruments – initial recognition and subsequent measurement continued

##### iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### 2.16 Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments to hedge its foreign currency risks and interest rate risk through forward foreign currency exchange contracts and interest rate swaps. The Group does not use derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. For the purpose of hedge accounting, hedges are classified as cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

##### Cash flow hedge

Cash flow hedging matches the cash flows of hedged items against the corresponding cash flows of the derivative. The effective part of any profit or loss on the derivative is recognised directly in other comprehensive income and the hedged item is accounted for in accordance with the policy for that financial instrument. Any ineffective part of any profit or loss is recognised immediately in the income statement. Amounts taken to other comprehensive income are transferred to the income statement when the hedged transaction affects profit or loss, such as when a forecast sale or purchase occurs.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative profit or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative profit or loss recognised in equity is transferred to the income statement for the period.

Note 29 sets out the details of the fair values of the derivative financial instruments used for hedging purposes.

##### 2.17 Fair values

The Group measures financial instruments, such as derivatives, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of financial instruments that are traded in active markets at the balance sheet date is determined by reference to quoted market prices or dealer price quotations, without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis; or other valuation models.

An analysis of fair values of financial instruments and further details as to how they are measured is provided in Note 29.

##### 2.18 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition, as follows:

- Raw materials – purchase cost on a first in, first out basis.
- Work in progress and finished goods – cost of direct materials and labour plus attributable overheads based on a normal level of activity.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

##### 2.19 Cash and short-term deposits

Cash and short-term deposits consist of cash at bank and in hand.

##### 2.20 Pensions

The Group operates defined contribution pension plans. Contributions payable in the year are charged to the income statement. The assets are held separately from those of the Group in an independently administered fund. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

##### 2.21 Non-underlying items

The Group presents amortisation and impairment of intangible assets arising on business combinations, the un-wind of inventory fair value adjustments resulting from acquisitions, significant profit on disposal of property, plant and equipment, restructuring costs, non-recurring operating costs and tax, as non-underlying items on the face of the income statement. These are items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, the Directors consider merit separate presentation to provide a better and more consistent indication of the Group's underlying financial performance and a more meaningful comparison with prior and future periods to assess trends in financial performance. The tax effect of the above is also included.

## Notes to the Group Financial Statements continued

### 2. Summary of material accounting policies continued

#### 2.22 Share-based payments

In the case of equity-settled schemes, the fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at the date of grant and spread over the period during which the employees become unconditionally entitled to the options. The value of the options is measured using the Black-Scholes and Monte Carlo models, taking into account the terms and conditions (including market and non-vesting conditions) upon which the options were granted. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### 2.23 Cash dividend

The Group recognises a liability to pay a dividend when the distribution is authorised and the distribution is no longer at the discretion of the Group. Under UK company law a distribution is authorised when it is approved by the shareholders. A corresponding amount is then recognised directly in equity.

#### 2.24 Own shares

The Group operates an Employee Benefit Trust (EBT). The Group and/or the EBT holds Genuit Group plc shares for the granting of Genuit Group plc shares to employees and Directors. These shares are recognised at cost and presented in the balance sheet as a deduction from equity. No profit or loss is recognised in the income statement on the purchase, sale, issue or cancellation of these shares. No dividends are earned on these shares, and they are ignored for the purposes of calculating the Group's earnings per share.

#### 2.25 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Restructuring provisions are recognised only when the Group has a constructive obligation, which is when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, and an appropriate time line, and the employees affected have been notified of the plan's main features.

### 3. Judgements and key sources of estimation uncertainty

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions in applying the Group's accounting policies to determine the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis, with revisions to accounting estimates applied prospectively.

#### 3.1 Critical accounting judgements

Critical judgements, apart from those involving estimations, that are applied in the preparation of the consolidated Group financial statements in the years ended 31 December 2025 and 2024 are discussed below:

##### 3.1.1 Business combinations

The measurement of fair values on a business combination requires the recognition and measurement of the identifiable assets, liabilities and contingent liabilities. The key judgements involved are the identification of which intangible assets meet the recognition criteria as set out in IAS 38, the fair values attributable to those intangible assets, and the useful lives of individual intangible assets.

##### 3.1.2 Revenue recognition and customer rebates

The Group's pricing structure involves rebate arrangements with several of its direct and indirect customers. These can be complex in nature and involve judgement in determining the required level of provision for rebate liabilities, particularly where the Group is reliant on information from customers which may not be available at the time the liabilities are assessed.

##### 3.1.3 Classification of underlying versus non-underlying

The Group presents as non-underlying those items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to provide a better and more consistent indication of the Group's financial performance in the period. This assessment requires judgement as to whether an item is non-recurring or outside the normal course of business.

#### 3.2 Key sources of estimation uncertainty

The key assumptions about the future, and other key sources of estimation uncertainty at the reporting period end, that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

##### 3.2.1 Impairment of non-financial assets

Non-financial assets include goodwill, other intangible assets and property, plant and equipment. In accordance with IFRS, the Group considers whether there are any indicators of impairment of these assets. Where indicators of impairment are identified, the Group tests the asset for impairment. Goodwill is tested for impairment annually (at 31 December) or more frequently when circumstances indicate that the carrying amount may be impaired.

## Notes to the Group Financial Statements continued

### 3. Judgements and key sources of estimation uncertainty continued

#### 3.2 Key sources of estimation uncertainty continued

##### 3.2.1 Impairment of non-financial assets continued

The Group's impairment test for goodwill is based on a value-in-use calculation, using a cash flow model with mid-year discounting applied. The aim of the test is to ensure that goodwill is not carried at a value greater than the recoverable amount. The cash flows are derived from the budgets and forecasts for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the asset or the CGU. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different CGUs are further explained in Note 17.

##### 3.3 Climate change

In preparing the consolidated financial statements the Group has considered the impact of both physical and transition climate change risks as well as its plans to mitigate against those risks on the current valuation of its assets and liabilities. The Group does not believe that there is a material impact on the financial reporting judgements and estimates arising from our considerations and as a result the valuations of our assets or liabilities have not been significantly impacted by these risks as at 31 December 2025.

In coming to this conclusion, the Group has reviewed the balance sheet and identified those line items that have the potential to be significantly impacted by climate-related risks and the plans to mitigate against these risks. The line items that have the potential to be significantly impacted have then been reviewed in detail to confirm:

- The growth rates and projected cash flows, used in assessing whether the goodwill and indefinite-life intangibles are impaired, are consistent with the climate-related risk assumptions and the actions being taken to mitigate against those risks.

### 4. New and amended accounting standards and interpretations

#### Accounting standards or interpretations which have been adopted in the year

There were no accounting standards or interpretations that have become effective in the year which had an impact on disclosures, financial position or performance.

#### Accounting standards or interpretations issued but not yet effective

The new and amended accounting standards and interpretations that are issued, but not yet effective and applicable to the Group, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations when they become effective.

#### IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

IFRS 18 will replace IAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. The Group is assessing the impact of the new standard on the consolidated financial statements of the Group in future periods, however no material changes are anticipated.

### 5. Segment information

IFRS 8, Operating Segments, requires operating segments to be identified on the basis of the internal financial information reported to the Chief Operating Decision Maker (CODM). The Group's CODM is deemed to be the Board of Directors, which is primarily responsible for the allocation of resources to segments and the assessment of performance of the segments.

The Group's operating segments are aligned with the Group's Sustainable Solutions for Growth strategy, comprising three strategic Business Units – Climate Management Solutions (CMS), Water Management Solutions (WMS) and Sustainable Building Solutions (SBS). The reporting segments are organised based on the nature of the end markets served. The Group's reporting segments are its operating segments, so no aggregation has been performed under IFRS 8 to arrive at reportable segments. Inter-segment sales are on an arm's length basis in a manner similar to transactions with third parties. 'Other' segments relates to Polypipe Italia SRL which did not form part of the Group's strategic Business Units in 2024 and 2025 but will form part of the Water Division for 2026 onwards.

	2025				
	Climate Management Solutions £m	Water Management Solutions £m	Sustainable Building Solutions £m	Other £m	Total £m
Segmental revenue	180.2	188.1	267.4	8.1	643.8
Inter-segment revenue	(1.3)	(18.6)	(20.6)	(1.2)	(41.7)
<b>Revenue</b>	<b>178.9</b>	<b>169.5</b>	<b>246.8</b>	<b>6.9</b>	<b>602.1</b>
<b>Underlying operating profit*</b>	<b>24.4</b>	<b>9.6</b>	<b>59.9</b>	<b>0.5</b>	<b>94.4</b>
Non-underlying items – segmental	(12.4)	(5.3)	(3.0)	–	(20.7)
Non-underlying items – Group					(4.0)
<b>Segmental operating profit</b>	<b>12.0</b>	<b>4.3</b>	<b>56.9</b>	<b>0.5</b>	<b>69.7</b>
Finance costs					(12.4)
Finance revenue					0.9
<b>Profit before tax</b>					<b>58.2</b>

\* Underlying operating profit is stated before non-underlying items as defined in the Group Accounting Policies on page 189 and is the measure of segmental profit used by the Group's CODM. Details of the non-underlying items of £24.7m (2024: £33.0m) are set out below at non-underlying items before tax.

## Notes to the Group Financial Statements continued

## 5. Segment information continued

	2024					Total £m
	Climate Management Solutions £m	Water Management Solutions £m	Sustainable Building Solutions £m	Other £m		
Segmental revenue	164.8	183.3	252.7	7.8		608.6
Inter-segment revenue	(3.2)	(22.4)	(21.0)	(0.7)		(47.3)
<b>Revenue</b>	161.6	160.9	231.7	7.1		561.3
<b>Underlying operating profit*</b>	24.0	13.6	54.4	0.2		92.2
Non-underlying items – segmental	(24.9)	(0.2)	(1.7)	–		(26.8)
Non-underlying items – Group						(6.2)
<b>Segmental operating profit</b>	(0.9)	13.4	52.7	0.2		59.2
Finance costs						(12.9)
Finance revenue						–
<b>Profit before tax</b>						46.3

\* Underlying operating profit is stated before non-underlying items as defined in the Group Accounting Policies on page 189 and is the measure of segmental profit used by the Group's CODM. Details of the non-underlying items of £24.7m (2024: £33.0m) are set out below at non-underlying items before tax.

## Property, plant and equipment additions

	2025 £m	2024 £m
Climate Management Solutions	2.2	3.2
Water Management Solutions	8.9	8.3
Sustainable Building Solutions	14.9	12.6
Other	1.6	1.5
<b>Total – Group</b>	<b>27.6</b>	25.6

## Right-of-use asset additions

	2025 £m	2024 £m
Climate Management Solutions	1.8	0.8
Water Management Solutions	1.4	5.9
Sustainable Building Solutions	1.0	5.0
Other	0.3	1.3
<b>Total – Group</b>	<b>4.5</b>	13.0

## Depreciation of property, plant and equipment

	2025 £m	2024 £m
Climate Management Solutions	2.7	2.7
Water Management Solutions	5.9	3.9
Sustainable Building Solutions	12.1	12.2
Other	0.3	0.4
<b>Total – Group</b>	<b>21.0</b>	19.2

## Depreciation of right-of-use assets

	2025 £m	2024 £m
Climate Management Solutions	1.7	1.6
Water Management Solutions	2.5	2.2
Sustainable Building Solutions	2.9	2.9
Other	0.6	0.4
<b>Total – Group</b>	<b>7.7</b>	7.1

## 5. Segment information continued

### Non-underlying items before tax

	2025 £m	2024 £m
<b>Climate Management Solutions:</b>		
Impairment of goodwill	–	12.4
Amortisation of intangible assets	10.0	12.2
Restructuring costs	1.8	0.2
Acquisition related costs	0.2	0.4
Profit on disposal of property, plant and equipment	–	(0.3)
Unwind of inventory fair value adjustment	0.4	–
<b>Water Management Solutions:</b>		
Amortisation of intangible assets	1.7	0.5
Restructuring costs	2.1	0.9
Impairment of right-of-use property	0.2	–
Impairment of intangible assets held-for-sale	1.2	–
Product liability claim	(0.2)	0.1
Impairment of property, plant and equipment held-for-sale	0.3	–
Profit on disposal of property, plant and equipment	–	(1.3)
<b>Sustainable Building Solutions:</b>		
Amortisation of intangible assets	2.0	1.7
Restructuring costs	1.0	0.9
Acquisition related costs	0.4	–
Employment matters	–	(1.2)
Unwind of inventory fair value adjustment	1.1	–
(Profit) on disposal of property, plant and equipment	(1.5)	–
Other	–	0.3

	2025 £m	2024 £m
<b>Total – segmental</b>	<b>20.7</b>	26.8
Other – restructuring costs	–	0.1
Group – restructuring costs	0.2	0.9
Group – acquisition related costs	2.5	0.6
Group – loss on disposal of property, plant and equipment	–	0.3
Group – systems and process transformation costs	1.3	–
Group – supplier software dispute	–	4.3
<b>Total – Group</b>	<b>24.7</b>	33.0

### Geographical analysis

	2025 £m	2024 £m
<b>Revenue by destination</b>		
UK	536.4	499.3
Rest of Europe	35.7	32.9
Rest of World	30.0	29.1
<b>Total – Group</b>	<b>602.1</b>	561.3

	31 December 2025 £m	31 December 2024 £m
<b>Non-current assets</b>		
UK	883.3	781.3
Rest of Europe	10.2	9.6
<b>Total – Group</b>	<b>893.5</b>	790.9

Non-current assets for this purpose consist of property, plant and equipment, right-of-use assets, goodwill and other intangible assets.

The Group had two customers (2024: one) which individually accounted for more than 10% of the Group's total net revenue during 2025. These customers individually contributed 10.7% and 10.1% of total Group revenue across the CMS, WMS and SBS segments.

## Notes to the Group Financial Statements continued

## 6. Operating profit

	2025 £m	2024 £m
<b>Income statement charges</b>		
Depreciation of property, plant and equipment	21.0	19.2
Depreciation of right-of-use assets	7.7	7.1
Cost of inventories recognised as an expense	264.4	251.1
Research and development costs expensed	7.6	7.4
<b>Income statement credits</b>		
Research and development expenditure credit	1.6	1.5

## 7. Auditor's remuneration

The Group paid the following amounts to the Company's auditor in respect of the audit of the consolidated financial statements and for other services provided to the Group.

Auditor's remuneration for audit services:

	2025 £m	2024 £m
Audit of the Company and Group's annual financial statements	–	–
Audit of the Company's subsidiaries	0.9	0.8
<b>Total audit fees</b>	<b>0.9</b>	<b>0.8</b>

The Group paid the Company's auditor £0.2m for audit-related assurance services (2024: £0.2m).

## 8. Non-underlying items

Non-underlying items comprised:

	2025			2024		
	Gross £m	Tax £m	Net £m	Gross £m	Tax £m	Net £m
<b>Cost of sales:</b>						
Unwind of inventory fair value adjustment	1.5	(0.4)	1.1	–	–	–
Employment matters	–	–	–	(1.1)	0.1	(1.0)
Product liability claim	(0.2)	0.1	(0.1)	0.1	–	0.1
<b>Administration expenses:</b>						
Restructuring costs	5.1	(1.3)	3.8	1.8	(0.5)	1.3
Acquisition related costs	3.1	–	3.1	1.1	–	1.1
Systems and process transformation costs	1.3	(0.4)	0.9	1.1	(0.3)	0.8
Software supplier dispute	–	–	–	4.3	(1.1)	3.2
Profit on disposal of property, plant and equipment	(1.5)	0.5	(1.0)	(1.1)	–	(1.1)
<b>Amortisation of intangible assets</b>	<b>13.7</b>	<b>(3.4)</b>	<b>10.3</b>	14.4	(3.6)	10.8
<b>Impairment of intangible assets held-for-sale</b>	<b>1.2</b>	<b>(0.3)</b>	<b>0.9</b>	–	–	–
<b>Impairment of property, plant and equipment held-for-sale</b>	<b>0.3</b>	<b>(0.1)</b>	<b>0.2</b>	–	–	–
<b>Impairment of right-of-use property</b>	<b>0.2</b>	<b>–</b>	<b>0.2</b>	–	–	–
<b>Impairment of goodwill</b>	<b>–</b>	<b>–</b>	<b>–</b>	12.4	–	12.4
<b>Total non-underlying items</b>	<b>24.7</b>	<b>(5.3)</b>	<b>19.4</b>	33.0	(5.4)	27.6

The unwind of the inventory fair value adjustment relates to the fair value uplift of the inventory acquired through the Monodraught and Davidson acquisitions that has been sold in the period since acquisition.

In a prior year, provision was made for a product liability claim which in this year was settled. The balance remaining has been credited back to non-underlying items.

## Notes to the Group Financial Statements continued

**8. Non-underlying items continued**

Restructuring costs incurred in both years are in relation to the reorganisation of the Group. The Group had finished its review of its operating footprint which resulted in the closure of two sites and other costs in the prior year. A new project was undertaken in the current year which was separate to the original review resulting in further restructuring costs. This included the sale of two properties which accounts for the profit on disposal of £1.5m.

Acquisition related costs in the year ended 31 December 2025 relate to the acquisitions of Monodraught and Davidson (2024: Sky Garden and Genuit UFH), as well as costs associated with other merger and acquisition activity.

Systems and process transformation costs relate to the design and configuration of software projects that are significant and support the Group's medium-term strategy. This includes those in respect of the Group-wide ERP implementation which commenced in the second half of the year ending 31 December 2025.

During the year ended 31 December 2025, the Board approved a plan to sell Polydeck Limited, a subsidiary of the Genuit Group. The assets and liabilities of the disposal group have been impaired to fair value resulting in an impairment to plant and equipment of £0.3m and intangible assets of £1.2m.

An impairment of £0.2m has been recognised against a leased property that has been vacated in the year; see Note 16.

Amortisation charged in both years relates to intangible assets arising on business combinations.

Prior-year impairment of goodwill of £12.4m related to a 2021 acquisition. No further impairment has been identified in the current year.

In the prior year to 31 December 2024, the Group incurred a one-off cost of £4.3m in respect of a dispute with a third party back-office software supplier that was settled in that same year.

**9. Staff costs**

Staff costs (including Directors) comprised:

	2025 £m	2024 £m
Wages and salaries	139.4	131.3
Social security costs	17.0	13.3
Other pension costs	9.1	6.3
	<b>165.5</b>	150.9

Redundancy and related staff costs arising from Group restructuring of £4.3m (2024: £1.1m) are excluded from the above analysis and are included within non-underlying restructuring costs (Note 8).

The average monthly number of persons employed by the Group by segment was as follows:

	2025	2024
Sustainable Building Solutions	1,445	1,435
Water Management Solutions	748	730
Climate Management Solutions	999	907
Other	163	149
<b>Total – Group</b>	<b>3,355</b>	3,221

**10. Directors' remuneration**

Details of the Directors' remuneration are set out below:

	2025 £m	2024 £m
Fees	0.5	0.5
Emoluments	1.7	2.2
<b>Total</b>	<b>2.2</b>	2.7

Further details of Directors' remuneration are provided in the Annual Report on Remuneration. The aggregate amount of gains made by the Directors on the exercise of share options during the year was £0.3m (2024: £0.4m).

**11. Finance revenue and costs**

	2025 £m	2024 £m
Interest receivable on cash and cash equivalents	(0.9)	–
<b>Finance revenue</b>	<b>(0.9)</b>	–
Interest on bank borrowings	9.7	10.4
Debt issue cost amortisation	0.9	0.9
Un-wind of discount on lease liabilities	1.8	1.6
<b>Finance costs</b>	<b>12.4</b>	12.9

## Notes to the Group Financial Statements continued

**12. Income tax****(a) Tax expense reported in the income statement**

	2025 £m	2024 £m
<b>Current income tax:</b>		
UK income tax	<b>13.8</b>	13.8
Overseas income tax	–	0.1
Current income tax	<b>13.8</b>	13.9
Adjustment in respect of prior years	<b>(0.7)</b>	(0.3)
<b>Total current income tax</b>	<b>13.1</b>	13.6
<b>Deferred income tax:</b>		
Origination and reversal of temporary differences	–	(0.7)
Adjustment in respect of prior years	<b>(0.1)</b>	(0.1)
<b>Total deferred income tax</b>	<b>(0.1)</b>	(0.8)
<b>Total tax expense reported in the income statement</b>	<b>13.0</b>	12.8

Details of the non-underlying tax credit of £5.3m (2024: £5.4m) are set out in Note 8.

**(b) Reconciliation of the total tax expense**

The Group has reported an effective tax rate of 22.3% (2024: 27.6%) for the year which is below the standard rate of UK corporation tax of 25.0% (2024: 25.0%).

The differences are explained as follows:

	2025 £m	2024 £m
Accounting profit before tax	<b>58.2</b>	46.3
Accounting profit multiplied by the UK standard rate of income tax of 25.0% (2024: 25.0%)	<b>14.6</b>	11.6
Expenses not deductible for income tax	<b>1.3</b>	2.6
Adjustment in respect of prior years	<b>(1.3)</b>	(0.4)
Effects of patent box	<b>(1.6)</b>	(1.1)
Effects of deferred tax not recognised	–	(0.8)
Effects of other tax rates/credits	–	0.9
<b>Total tax expense reported in the income statement</b>	<b>13.0</b>	12.8

If the impact of non-underlying items is excluded, the underlying income tax rate would be 22.1% (2024: 23.0%).

**(c) Deferred income tax**

The deferred income tax included in the Group balance sheet is as follows:

	2025 £m	2024 £m
<b>Deferred income tax liabilities/(assets)</b>		
Short-term timing differences:		
– Deferred tax liability arising on acquired intangible assets	<b>39.6</b>	29.9
– Other short-term timing differences	<b>(0.4)</b>	–
Capital allowances in excess of depreciation	<b>27.9</b>	25.5
Share-based payments	<b>(2.3)</b>	(2.5)
Tax losses	<b>(4.0)</b>	(3.9)
	<b>60.8</b>	49.0

## Notes to the Group Financial Statements continued

### 12. Income tax continued

#### (c) Deferred income tax continued

The Group offsets tax assets and liabilities if, and only if, it has a legally enforceable right to set off current income tax assets and current income tax liabilities and the deferred income tax assets and deferred income tax liabilities relate to income taxes levied by the same tax authority.

#### (d) Unrecognised tax losses

No deferred income tax has been recognised on non-trading losses and other timing differences of £nil (2024: £0.3m) as the Directors do not consider that they will be utilised in the foreseeable future.

### 13. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the year attributable to the owners of the Parent Company by the weighted average number of ordinary shares outstanding during the year. The diluted earnings per share amounts are calculated by dividing profit for the year attributable to the owners of the Parent Company, by the weighted average number of ordinary shares outstanding during the year, plus the weighted average number of potential ordinary shares that would be issued on the conversion of all the dilutive share options into ordinary shares.

The calculation of basic and diluted earnings per share is based on the following:

	2025 Number	2024 Number
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>248,786,339</b>	248,459,018
Effect of dilutive potential ordinary shares	<b>5,644,798</b>	2,480,464
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>254,431,137</b>	250,939,482

Underlying earnings per share is based on the result for the year after tax excluding the impact of non-underlying items of £19.4m (2024: £27.6m). The Directors consider that this measure provides a better and more consistent indication of the Group's underlying financial performance and more meaningful comparison with prior and future periods to assess trends in the Group's financial performance. The underlying earnings per share is calculated as follows:

	2025	2024
Underlying profit for the year attributable to the owners of the Parent Company (£m)	<b>64.6</b>	61.1
Underlying basic earnings per share (pence)	<b>26.0</b>	24.6
Underlying diluted earnings per share (pence)	<b>25.4</b>	24.3

### 14. Dividend per share

	2025 £m	2024 £m
<b>Amounts recognised as distributions to equity holders in the year:</b>		
Final dividend for the year ended 31 December 2024 of 8.4p per share (2023: 8.3p)	<b>20.9</b>	20.6
Interim dividend for the year ended 31 December 2025 of 4.2p per share (2024: 4.1p)	<b>10.4</b>	10.2
	<b>31.3</b>	30.8
Proposed final dividend for the year ended 31 December 2025 of 8.7p per share (2024: 8.4p)	<b>21.8</b>	20.9

The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these consolidated financial statements.

## Notes to the Group Financial Statements continued

## 15. Property, plant and equipment

	Freehold land and buildings £m	Plant and other equipment £m	Total £m
<b>Cost</b>			
At 1 January 2024	61.2	219.0	280.2
Additions	2.7	22.9	25.6
Acquisitions	–	0.5	0.5
Disposals	(0.2)	(14.3)	(14.5)
Transfer from assets held-for-sale	–	6.5	6.5
Exchange adjustment	–	(0.3)	(0.3)
<b>At 31 December 2024</b>	<b>63.7</b>	<b>234.3</b>	<b>298.0</b>
Additions	<b>1.3</b>	<b>26.3</b>	<b>27.6</b>
Acquisitions	<b>–</b>	<b>2.5</b>	<b>2.5</b>
Disposals	<b>(1.6)</b>	<b>(6.4)</b>	<b>(8.0)</b>
Transfer to assets held-for-sale	<b>–</b>	<b>(0.5)</b>	<b>(0.5)</b>
Exchange adjustment	<b>–</b>	<b>0.3</b>	<b>0.3</b>
<b>At 31 December 2025</b>	<b>63.4</b>	<b>256.5</b>	<b>319.9</b>
<b>Depreciation and impairment losses</b>			
At 1 January 2024	9.9	93.9	103.8
Provided during the year	1.8	17.4	19.2
Disposals	(0.1)	(13.1)	(13.2)
Transfer from assets held-for-sale	–	4.3	4.3
Exchange adjustment	–	0.2	0.2
<b>At 31 December 2024</b>	<b>11.6</b>	<b>102.7</b>	<b>114.3</b>
Provided during the year	<b>1.8</b>	<b>19.2</b>	<b>21.0</b>
Impairment	<b>–</b>	<b>0.3</b>	<b>0.3</b>
Disposals	<b>(1.3)</b>	<b>(5.6)</b>	<b>(6.9)</b>
Transfer to assets held-for-sale	<b>–</b>	<b>(0.4)</b>	<b>(0.4)</b>
Exchange adjustment	<b>–</b>	<b>0.2</b>	<b>0.2</b>
<b>At 31 December 2025</b>	<b>12.1</b>	<b>116.4</b>	<b>128.5</b>
<b>Net book value</b>			
<b>At 31 December 2025</b>	<b>51.3</b>	<b>140.1</b>	<b>191.4</b>
At 31 December 2024	52.1	131.6	183.7

Included in freehold land and buildings is non-depreciable land of £16.2m (2024: £16.2m).

Plant and equipment with a fair value of £0.1m has been transferred to assets held-for-sale. Prior to transfer, the carrying value was impaired by £0.3m to record the assets at the lower of carrying amount and fair value less costs to dispose (FVLCD).

## Capital commitments

At 31 December 2025, the Group had commitments of £6.0m (2024: £5.0m) relating to plant and equipment purchases.

## 16. Right-of-use assets and lease liabilities

	Right-of-use assets			Lease liabilities	
	Freehold land and buildings £m	Plant and other equipment £m	Motor vehicles £m	Total £m	£m
At 1 January 2024	11.6	8.1	3.2	22.9	(23.4)
Additions	1.7	5.7	5.6	13.0	(13.0)
Disposals	(3.8)	(3.7)	(0.6)	(8.1)	–
Depreciation of right-of-use assets	(2.0)	(3.0)	(2.1)	(7.1)	–
Depreciation on disposal of right-of-use assets	2.8	3.0	0.4	6.2	–
Transfer from assets held-for-sale	–	0.2	–	0.2	(0.2)
Exchange adjustment	–	(0.1)	–	(0.1)	–
Un-wind of discount on lease liabilities	–	–	–	–	(1.6)
Settlement of lease liabilities	–	–	–	–	10.6
<b>At 31 December 2024</b>	<b>10.3</b>	<b>10.2</b>	<b>6.5</b>	<b>27.0</b>	<b>(27.6)</b>
Additions	<b>1.5</b>	<b>1.0</b>	<b>2.0</b>	<b>4.5</b>	<b>(4.5)</b>
Acquisitions	<b>5.0</b>	<b>0.3</b>	<b>0.5</b>	<b>5.8</b>	<b>(4.7)</b>
Disposals	<b>(0.5)</b>	<b>(3.0)</b>	<b>(0.7)</b>	<b>(4.2)</b>	<b>–</b>
Depreciation of right-of-use assets	<b>(2.3)</b>	<b>(2.9)</b>	<b>(2.5)</b>	<b>(7.7)</b>	<b>–</b>
Depreciation on disposal of right-of-use assets	<b>0.1</b>	<b>2.9</b>	<b>0.6</b>	<b>3.6</b>	<b>–</b>
Reassessment of lease term	<b>0.3</b>	<b>–</b>	<b>–</b>	<b>0.3</b>	<b>0.2</b>
Impairment	<b>(0.2)</b>	<b>–</b>	<b>–</b>	<b>(0.2)</b>	<b>–</b>
Un-wind of discount on lease liabilities	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(1.8)</b>
Settlement of lease liabilities	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>9.6</b>
<b>At 31 December 2025</b>	<b>14.2</b>	<b>8.5</b>	<b>6.4</b>	<b>29.1</b>	<b>(28.8)</b>

## Notes to the Group Financial Statements continued

**16. Right-of-use assets and lease liabilities continued**

During the year, the Group vacated a property at one of the sites in the WMS segment. As a result of this decision, management determined that the break-option in the lease would be exercised, and therefore the lease term has been reassessed reducing the lease liability at 31 December 2025 by £0.2m, with a corresponding reduction in the carrying value of the right-of-use asset. The property right-of-use asset has then been fully impaired as the value-in-use is deemed to be £nil. The impairment of £0.2m has been recognised as non-underlying.

**17. Intangible assets**

	Goodwill £m	Patents £m	Brand names £m	Customer relationships £m	Licences £m	Customer order book £m	Development costs £m	Total £m
<b>Cost</b>								
At 1 January 2024	466.1	40.4	66.5	114.3	0.8	–	5.0	693.1
Additions	5.3	0.5	–	–	–	–	0.6	6.4
Transfer from assets held-for-sale	4.5	–	–	–	–	–	–	4.5
<b>At 31 December 2024</b>	<b>475.9</b>	<b>40.9</b>	<b>66.5</b>	<b>114.3</b>	<b>0.8</b>	<b>–</b>	<b>5.6</b>	<b>704.0</b>
Additions	–	<b>0.4</b>	<b>0.4</b>	–	–	–	<b>1.8</b>	<b>2.6</b>
Acquisitions	<b>58.1</b>	<b>3.2</b>	<b>7.3</b>	<b>35.4</b>	–	<b>1.9</b>	–	<b>105.9</b>
<b>At 31 December 2025</b>	<b>534.0</b>	<b>44.5</b>	<b>74.2</b>	<b>149.7</b>	<b>0.8</b>	<b>1.9</b>	<b>7.4</b>	<b>812.5</b>
<b>Amortisation and impairment losses</b>								
At 1 January 2024	12.0	23.1	30.3	29.3	0.5	–	1.1	96.3
Charge for the year	–	3.4	5.0	6.1	0.1	–	0.5	15.1
Impairment losses	12.4	–	–	–	–	–	–	12.4
<b>At 31 December 2024</b>	<b>24.4</b>	<b>26.5</b>	<b>35.3</b>	<b>35.4</b>	<b>0.6</b>	<b>–</b>	<b>1.6</b>	<b>123.8</b>
Charge for the year	–	<b>2.9</b>	<b>4.2</b>	<b>6.7</b>	–	<b>0.3</b>	<b>0.4</b>	<b>14.5</b>
Impairment losses	–	–	–	<b>1.2</b>	–	–	–	<b>1.2</b>
<b>At 31 December 2025</b>	<b>24.4</b>	<b>29.4</b>	<b>39.5</b>	<b>43.3</b>	<b>0.6</b>	<b>0.3</b>	<b>2.0</b>	<b>139.5</b>
<b>Net book value</b>								
<b>At 31 December 2025</b>	<b>509.6</b>	<b>15.1</b>	<b>34.7</b>	<b>106.4</b>	<b>0.2</b>	<b>1.6</b>	<b>5.4</b>	<b>673.0</b>
At 31 December 2024	451.5	14.4	31.2	78.9	0.2	–	4.0	580.2

Brand names and customer relationships which arise from business combinations are amortised over their estimated useful lives of between five and twenty years. Brands that have a significant carrying value include Adey (£19.4m), with remaining estimated useful lives of between 5 and 15 years, as well as the newly acquired Monodraught brand (£1.8m), and the four Davidson brands acquired being Salamander, Cisterniser & Keraflo and Talon (total £5.4m), all with remaining estimated useful lives of 15 years. Customer relationships that have a significant carrying value are those in the following businesses: Adey (£63.6m), with remaining estimated useful lives of between 6 and 15 years, Manthorpe (£4.7m), with a remaining estimated useful life of 7 years, Monodraught (£11.2m), with a remaining estimated useful life of 13 years, and those from the Davidson acquisition (£23.5m), remaining estimated useful life of 19 years. The customer order book was acquired with the Monodraught acquisition (£1.6m) and has a remaining estimated useful life of two years.

**Impairment testing of goodwill**

Goodwill is not amortised but is subject to annual impairment testing. Goodwill has been allocated for impairment testing purposes to a number of Cash Generating Units (CGUs) which represent the lowest level in the Group at which goodwill is monitored for internal management purposes. The carrying amount of goodwill allocated to each of the CGUs is as follows:

	31 December 2025 £m	31 December 2024 £m
<b>CGU</b>		
Building Services & International	<b>39.9</b>	33.6
Infrastructure & Landscape	<b>45.9</b>	45.9
Residential Systems	<b>185.4</b>	169.6
CMS	<b>233.2</b>	–
Others	<b>5.2</b>	5.3
Climate & Ventilation	–	93.7
Nu-Heat	–	20.3
Adey	–	83.1
	<b>509.6</b>	451.5

Following the internal announcement of a CMS organisational change, management reviewed the Group's CGUs and determined that the CMS Business Unit, which consists of the following CGUs to which goodwill is allocated – Climate & Ventilation, Nu-Heat and Adey – is, effective from 1 November 2025, the lowest level in the Group at which this goodwill is monitored for internal management purposes in accordance with the requirements of IAS 36. As such, the goodwill of the entities allocated to these CGUs, including that arising on the acquisition of Monodraught, has been reported in the newly combined CMS CGU for the year ended 31 December 2025.

An impairment test as at 31 October 2025, immediately prior to the creation of the new CMS CGU, was performed for all existing CGUs that included CMS entities, and no impairments were identified.

## Notes to the Group Financial Statements continued

### 17. Intangible assets continued

The goodwill arising on the Monodraught acquisition of £36.0m primarily represents the assembled workforce, technical expertise, market share and expected synergies with other Group companies in the CMS Business Unit. The goodwill was initially allocated to the Climate & Ventilation CGU, which, as explained above, has since been combined with Nu-Heat and Adey to form the CMS CGU grouping with effect from 1 November 2025.

The goodwill arising on the Davidson acquisition of £22.1m, which primarily represents the assembled workforce, technical expertise and market share, has been allocated to two existing CGUs as follows: Talon and Salamander (£6.8m and £9.0m of goodwill respectively) have been allocated to the Residential Systems CGU, and Woodley (£6.3m of goodwill) has been allocated to the Building Services & International CGU. The Group determined that it was appropriate to allocate the goodwill to these CGUs on the basis that these are the CGUs expected to benefit from the synergies of the acquisition and represent the lowest levels within the Group at which the respective goodwill arising from the acquisition is monitored for internal management purposes in accordance with the requirements of IAS 36.

Key assumptions used for value-in-use calculations are as follows:

The recoverable amounts of all CGUs are determined from value-in-use calculations, being the net present value of future pre-tax cash flows, discounted at a mid-year position, covering a five-year period. These pre-tax cash flows are based on budgeted cash flow information for a period of one year, and Board-approved management forecast growth of between 3.0% and 21.2% for years two to five (2024: 4.0% and 31.2%). Terminal growth rate of 2.0% (2024: 2.0% to 2.4%) has been applied beyond this, based on historical macroeconomic performance and projections of the sector served by the CGUs. A pre-tax discount rate of 14.1% (2024: 13.8%) has been applied in determining the recoverable amounts of the CGUs. The pre-tax discount rate is estimated based on the Group's risk adjusted cost of capital.

When assessing for impairment of goodwill, management have considered the impact of climate change, particularly in the context of the risks and opportunities identified within the Task Force on Climate-Related Financial Disclosures Report on pages 46 to 58 of the Strategic Report, and have not identified any material short-term impacts from climate change that would impact the carrying value of goodwill. Over the longer term, the risks and opportunities are more uncertain, and management will continue to assess the quantitative impact of risks at each balance sheet date.

Recoverable amounts and sensitivities:

The Group has applied sensitivities to assess whether any reasonably possible changes in assumptions could cause an impairment that would be material to these consolidated financial statements and is satisfied that there is sufficient headroom against the carrying value of all the CGUs.

### 18. Acquisitions

#### Monodraught

On 29 August 2025, the Group acquired 100% of the voting rights and shares of Monodraught Topco Limited ('Monodraught'), a market leading solutions business who design, manufacture and maintain sustainable ventilation systems, for an enterprise value of £55.6m on a debt-free and cash-free basis, fully funded via the Group's existing debt facilities. Monodraught is a leading provider of commercial ventilation solutions in the UK, with advanced controls and data management capability focused on the UK education sector.

Monodraught joined the CMS Business Unit, sitting alongside the Group's existing CMS brands of Nuair, Domus, Nu-Heat and Adey to drive commercial scale and market access, with synergies arising from the acquisition being able to be applied to Nuair immediately (e.g. utilising Monodraught's controls capability) and in the medium term to interoperable cash-generating solutions across CMS as part of the new CMS Connected Solutions operational and go-to-market model.

The acquisition significantly enhanced the Group's capability in service provision, controls and data management, bringing additional innovation capability to CMS. This has accelerated the development of integrated heating and cooling solutions across the Group's portfolio and underpinned the significant growth opportunities across CMS, driven by environmental and regulatory tailwinds, consistent with the Group's strategic focus on segments that provide above-market growth rates.

The cash consideration amounted to £58.9m, which included an initial cash payment on acquisition of £57.4m and further cash payments post-acquisition totalling £1.5m (which were paid pre-31 December 2025). The initial cash payment on acquisition of £57.4m was inclusive of the net cash acquired on completion of £2.8m, resulting in a net cash consideration of £56.1m.

## Notes to the Group Financial Statements continued

**18. Acquisitions continued**

The provisional fair value of the identifiable assets and liabilities at the date of acquisition are as follows:

	Fair value £m
Property, plant and equipment	0.8
Right-of-use assets	3.4
Intangible assets	18.5
Inventories	2.0
Trade and other receivables	4.7
Cash and cash equivalents	2.8
Corporation tax receivable	0.1
Deferred tax assets	0.4
Trade and other payables	(1.8)
Lease liabilities	(3.0)
Provisions	(0.4)
Deferred tax liabilities	(4.6)
<b>Net identifiable assets</b>	<b>22.9</b>
Goodwill on acquisition	36.0
<b>Cash consideration</b>	<b>58.9</b>

Customer relationships (£11.6m), customer order book (£1.9m), the Monodraught brand (£1.8m) and patents/technology (£3.2m) have been recognised as specific intangible assets as a result of the acquisition, along with a corresponding deferred tax liability of £4.6m. The customer relationships have been recognised with an estimated useful life of 13 years due to the strength of Monodraught's relationships with key customers. The remaining intangible assets have been recognised with estimated useful lives of between two and fifteen years, in line with Group policy and the Monodraught business. Fair value adjustments principally relate to the recognition of intangible assets and deferred tax arising on these adjustments.

The fair value of trade and other receivables was £4.7m. The gross amount of trade and other receivables was £4.7m and it is expected that the full contractual amounts can be collected.

Post-acquisition, Monodraught contributed £6.2m of revenue, £1.3m of operating profit and £1.6m of EBITDA, which were included in the Group income statement. If Monodraught had been acquired on 1 January 2025, the Group's results for the 12 months ended 31 December 2025 would have shown revenue of £614.9m, underlying operating profit of £96.6m and operating profit of £70.2m.

Acquisition costs of £1.7m were expensed and are included in non-underlying items in administration expenses, all of which were fully cash settled in the year.

**Davidson Holdings**

On 26 September 2025, the Group acquired 100% of the voting rights and shares of Davidson Holdings Limited ('Davidson'), a group of three businesses consisting of Woodley (Reading), Talon (Gillingham) and Salamander (Sunderland), for an enterprise value of £49.0m on a debt-free and cash-free basis, fully funded via the Group's existing debt facilities.

The key brands for each of the three businesses are as follows:

- Woodley: Cisterniser water saving sanitary solutions & Keraflo cold water tank control valves
- Talon: Talon pipe clips and fixings
- Salamander: Salamander shower and boosting pumps

These brands occupy leading market positions, primarily in the UK repair, maintenance and improvement sectors of the residential and commercial segments and are sold through plumbing and heating distributors and merchants. The businesses benefit from sustainability-led growth drivers and are increasingly focused on products and solutions that reduce water usage, consistent with the Group's Sustainable Solutions for Growth strategy, and are in growing demand to address scarcity of water supply due to climate change.

The acquisition increases the breadth of the Group's portfolio sold through merchant channels to plumbing and heating engineers and commercial contractors. Growth synergies are anticipated from leveraging the Group's broad routes to market and demand creation and specification selling model, while productivity and cost synergies are expected to be unlocked from 2026 onwards via the deployment of the Genuit Business System (GBS) and the utilisation of the Group's purchasing scale.

Davidson joined the SBS Business Unit on acquisition, sitting alongside the Group's existing SBS brands of Polypipe, MecFlow, Manthorpe, Effast and Terrain. From 1 January 2026, the Group will report in the simplified structure of two Divisions and the Davidson businesses will report in the Water Division, which represents the combination of the SBS and WMS Business Units.

The cash consideration amounted to £60.6m, which included an initial cash payment on acquisition of £58.7m and further cash payments post-acquisition totalling £1.9m (which were paid pre-31 December 2025). The initial cash payment on acquisition of £58.7m was inclusive of the net cash acquired on completion of £11.1m, resulting in a net cash consideration of £49.5m.

Post-acquisition, Davidson contributed £7.4m of revenue, £1.1m of operating profit and £1.5m of EBITDA, which were included in the Group income statement. If Davidson had been acquired on 1 January 2025, the Group's results for the 12 months ended 31 December 2025 would have shown revenue of £625.6m, underlying operating profit of £96.4m and operating profit of £70.4m.

Acquisition costs of £1.4m were expensed and are included in non-underlying items in administration expenses, all of which were fully cash settled in the year.

## Notes to the Group Financial Statements continued

## 18. Acquisitions continued

## Davidson Holdings continued

The provisional fair value of the identifiable assets and liabilities at the date of acquisition are as follows:

	Fair value £m
Property, plant and equipment	1.7
Right-of-use assets	2.4
Intangible assets	29.3
Inventories	4.6
Trade and other receivables	7.5
Cash and cash equivalents	11.1
Trade and other payables	(8.0)
Lease liabilities	(1.7)
Provisions	(0.8)
Deferred tax liabilities	(7.6)
<b>Net identifiable assets</b>	<b>38.5</b>
Goodwill on acquisition	22.1
<b>Cash consideration</b>	<b>60.6</b>

Customer relationships (£23.8m) and the key Davidson brands (£5.5m) have been recognised as specific intangible assets as a result of this acquisition, along with a corresponding deferred tax liability of £7.3m. The customer relationships have been recognised with an estimated useful life of 19 years due to the strength of Davidson's relationships with key customers. The brand name intangible assets have been recognised with an estimated useful life of 15 years, in line with Group policy and the Davidson businesses. Fair value adjustments principally relate to the recognition of these intangible assets (and the corresponding deferred tax liability) and the fair value uplift of inventories on acquisition of £1.2m, along with the deferred tax liability arising on this adjustment of £0.3m.

The fair value of trade and other receivables was £7.5m. The gross amount of trade and other receivables was £7.5m and it is expected that the full contractual amounts can be collected.

If Monodraught and Davidson had been acquired on 1 January 2025, the Group's results for the 12 months ended 31 December 2025 would have shown revenue of £638.4m, underlying operating profit of £98.6m and operating profit of £70.9m.

Acquisition related cash flows comprised:

	2025 £m	2024 £m
<b>Operating cash flows – settlement of acquisition costs</b>		
Monodraught	1.7	–
Davidson Holdings	1.4	–
Sky Garden	–	0.3
Genuit UFH	–	0.1
Plura	–	6.5
Other	–	0.7
	<b>3.1</b>	7.6
	2025 £m	2024 £m
<b>Investing cash flows – settlement of deferred and contingent consideration</b>		
Plura	–	1.6
	–	1.6
	2025 £m	2024 £m
<b>Investing cash flows – acquisition of businesses net of cash at acquisition</b>		
Monodraught	56.1	–
Davidson Holdings	49.5	–
Sky Garden	–	2.2
Genuit UFH	–	3.0
	<b>105.6</b>	5.2

## Notes to the Group Financial Statements continued

**19. Assets held-for-sale**

The following major classes of assets and liabilities that have been classified as held-for-sale at the balance sheet date are as follows:

	2025 Fair value £m	2024 Fair value £m
Intangible asset – customer relationships	–	–
Property, plant and equipment	0.1	–
Inventories	0.7	–
Trade and other receivables	0.3	–
<b>Assets held-for-sale</b>	<b>1.1</b>	–
Trade and other payables	(0.2)	–
<b>Liabilities held-for-sale</b>	<b>(0.2)</b>	–

During the year ended 31 December 2025, the Board approved a plan to sell Polydeck Limited, a subsidiary of the Genuit Group which is part of the WMS segment, as it no longer meets the strategic objectives of the Group. The entity has been actively marketed for sale and management are in discussion with interested parties. Sale is expected within 12 months of the balance sheet date, and as such, the assets and liabilities of the disposal group have been classified as held-for-sale and presented as current on the consolidated balance sheet.

The proceeds from the disposal are not expected to meet the carrying value of the net assets and therefore an impairment loss has been recognised of £1.5m to measure the assets and liabilities at FVLCD. This is presented as non-underlying; (see Note 8). The carrying value of intangible assets (customer lists) allocated to the disposal group of £1.2m has been impaired to £nil with a £0.3m reduction in the corresponding deferred tax liability. Property, plant and equipment have been impaired by £0.3m to fair value of £0.1m.

**20. Investments****Details of Group undertakings**

Details of the investments in which the Group holds 20% or more of the nominal value of any class of share capital at 31 December 2025 are set out in Note 4 to the Parent Company financial statements.

**21. Inventories**

	31 December 2025 £m	31 December 2024 £m
Raw materials	29.7	20.3
Work in progress	7.8	8.7
Finished goods	32.1	44.5
	<b>69.6</b>	73.5

All inventories are carried at cost less a provision to take account of slow-moving and obsolete items. The provision at 31 December 2025 was £11.5m (2024: £10.5m).

**22. Trade and other receivables**

	31 December 2025 £m	31 December 2024 £m
Trade receivables	75.8	68.6
Prepayments	11.5	13.0
Other receivables	1.7	0.2
	<b>89.0</b>	81.8

Trade receivables are non-interest bearing and are generally settled on 30 days' credit.

**Expected credit losses**

The Group maintains a substantial level of credit insurance covering a significant proportion of its trade receivables which mitigates against expected credit losses. Therefore, such credit losses are not significant.

The ageing of trade receivables at the balance sheet date was as follows:

	31 December 2025			31 December 2024		
	Gross £m	Allowance for expected credit losses £m	Net £m	Gross £m	Allowance for expected credit losses £m	Net £m
Not past due	34.7	–	34.7	26.9	(0.2)	26.7
Past due 1 to 30 days	37.2	–	37.2	38.1	(0.1)	38.0
Past due 31 to 90 days	3.7	(0.2)	3.5	3.6	(0.1)	3.5
Past due more than 90 days	0.8	(0.4)	0.4	0.8	(0.4)	0.4
	<b>76.4</b>	<b>(0.6)</b>	<b>75.8</b>	69.4	(0.8)	68.6

## Notes to the Group Financial Statements continued

### 22. Trade and other receivables continued

#### Expected credit losses continued

The movements in the allowance for expected credit losses of trade receivables comprised:

	£m
<b>At 31 December 2023</b>	0.7
Charged to the income statement during the year	0.7
Utilised during the year	(0.6)
<b>At 31 December 2024</b>	0.8
Charged to the income statement during the year	<b>0.1</b>
Utilised during the year	<b>(0.3)</b>
<b>At 31 December 2025</b>	<b>0.6</b>

### 23. Cash and cash equivalents

Cash and cash equivalents comprised:

	31 December 2025 £m	31 December 2024 £m
Cash at bank and in hand	<b>44.8</b>	43.6

Cash at bank earns interest at variable rates based on daily bank deposit rates.

The Group only deposits cash surpluses with banks that have as a minimum a single A credit rating.

### 24. Share capital and reserves

#### Share capital

	31 December 2025		31 December 2024	
	Number*	£	Number*	£
<b>Authorised, allotted, called up and fully paid share capital:</b>				
Ordinary shares of £0.001 each	<b>251</b>	<b>250,884</b>	249	249,170

\* Millions of shares.

The ordinary shares are voting non-redeemable shares and rank equally as to dividends, voting rights and any return of capital on winding up. In December 2025, in settlement of employee Sharesave options exercised, 1,713,824 new ordinary shares at a nominal value of £0.001 were issued by the Group (2024: nil).

#### Share premium

In December 2025, 1,713,824 were issued, each at a nominal value of £0.001, in settlement of Sharesave options with an exercise price of £2.21. The premium between the nominal value £0.002m of shares issued and proceeds received of £3.8m is credited to the share premium account.

On 11 February 2021, the Group conducted a non-pre-emptive placing of 18,704,085 new ordinary shares at £5.15 per share generating gross proceeds of £96.3m with issue costs of £2.7m. Net proceeds in excess of the nominal value of £93.6m have been credited to the share premium account.

#### Capital redemption reserve

Following the consolidation and subdivision of shares in 2014 the Company's deferred shares were cancelled. In order to maintain the Company's capital, a transfer was made from retained earnings to a capital redemption reserve at that time.

#### Own shares

Own shares represent the cost of Genuit Group plc shares purchased in the market and held by the Company, and/or the EBT, to satisfy the future exercise of options under the Group's share option schemes.

During the year the Group issued no shares (2024: no shares) to the EBT at the nominal value of £0.001.

At 31 December 2025 the Group held 375 (2024: 375) of its own shares at an average cost of £4.20 (2024: £4.20) per share. The market value of these shares at 31 December 2025 was less than £0.1m (2024: less than £0.1m). The nominal value of each share is £0.001.

The EBT held 190,222 shares at 31 December 2025 (2024: 608,370) at an average cost of 0.1p (2024: 0.1p) per share. The market value of these shares at 31 December 2025 was £0.6m (2024: £2.4m). The nominal value of each share is £0.001. During the year, 418,148 shares were issued from the EBT in relation to share awards.

## Notes to the Group Financial Statements continued

### 24. Share capital and reserves continued

#### Hedging reserve

The hedging reserve contains the effective portion of the cash flow hedge relationships entered into by the Group in respect of interest rate swaps and forward foreign currency derivatives as discussed in Note 29.

#### Foreign currency retranslation reserve

The foreign currency retranslation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

#### Other reserves

On 7 May 2020, the Group conducted a non-pre-emptive placing of 26,966,300 new ordinary shares at £4.45 per share generating gross proceeds of £120.0m. The placing was undertaken using a cashbox structure. As a result, the Group was able to take relief under Section 612 of the Companies Act 2006 from crediting share premium and instead transfer the net proceeds in excess of the nominal value to other reserves. Advisers' fees of £3.5m have been netted off against the gross proceeds.

#### Capital management

The primary objective of the Group's capital management is to ensure that it maintains an appropriate capital structure to support its business objectives and maximise shareholder value. The Group regards shareholders' equity and net debt as its capital. The Group's net debt is defined as cash and cash equivalents, loans and borrowings, and lease liabilities. At 31 December 2025, the Group had bank debt of £175.0m (2024: £121.5m), an undrawn committed revolving credit facility of £175.0m (2024: £228.6m), cash of £44.8m (2024: £43.6m), an uncommitted accordion facility of up to £50.0m (2024: £50.0m), two £25.0m private placement loan notes totalling £50.0m (2024: £25.0m) with maturity dates of August 2029 and October 2032 respectively, with an uncommitted shelf facility remaining of c.\$145m and lease liabilities of £28.8m (2024: £27.6m). A key objective of the Group is to maintain sufficient liquidity (cash and committed bank facilities) in order to meet its cash commitments including interest payments due on that debt. No changes were made to the objectives, policies or processes during the years ended 31 December 2025 and 31 December 2024.

## Notes to the Group Financial Statements continued

## 25. Share-based payments

Share options were granted by the Company under its various share option schemes as detailed in the table below:

	Exercise price £	31 December 2024 Number	Granted Number	Dividend Accrual	Exercised Number	Lapsed/ forfeited Number	31 December 2025 Number	Date first exercisable	Expiry date
2014 Sharesave (granted 2021)	5.78	80,501	–	–	–	(80,501)	–	01 December 2024	31 May 2025
2014 Sharesave (granted 2022)	2.21	3,166,097	–	–	(1,774,460) <sup>1</sup>	(106,704)	<b>1,284,933</b>	01 December 2025	31 May 2026
2014 Sharesave (granted 2023)	2.60	878,186	–	–	(7,568) <sup>2</sup>	(61,791)	<b>808,827</b>	01 December 2026	31 May 2027
2024 Sharesave (granted 2024)	3.90	650,802	–	–	–	(310,875)	<b>339,927</b>	01 December 2027	31 May 2028
2024 Sharesave (granted 2025)	2.71	–	2,315,512	–	–	(57,769)	<b>2,257,743</b>	01 December 2028	31 May 2029
2014 LTIP (granted 10 May 2016)	Nil	86,205	–	–	–	–	<b>86,205</b>	10 May 2019	10 May 2026
2014 LTIP (granted 2 May 2017)	Nil	12,574	–	–	–	–	<b>12,574</b>	2 May 2020	2 May 2027
2014 LTIP (granted 30 April 2019)	Nil	27,117	–	–	–	–	<b>27,117</b>	30 April 2022	30 April 2029
2014 LTIP (granted 20 May 2021)	Nil	9,381	–	–	(1,493) <sup>3</sup>	–	<b>7,888</b>	20 May 2024	20 May 2031
2014 LTIP (granted 22 April 2022)	Nil	562,334	–	–	(29,215) <sup>4</sup>	(528,968)	<b>4,151</b>	22 April 2025	22 April 2032
2014 LTIP (granted 13 July 2022)	Nil	11,973	–	–	–	(10,976)	<b>997</b>	13 July 2025	13 July 2032
2014 LTIP (granted 21 April 2023)	Nil	1,003,300	–	–	–	(139,955)	<b>863,345</b>	21 April 2026	21 April 2033
2014 LTIP (granted 22 May 2023)	Nil	21,795	–	–	–	–	<b>21,795</b>	22 May 2026	22 May 2033
2014 LTIP (granted 08 April 2024)	Nil	859,573	–	–	–	(139,700)	<b>719,873</b>	08 April 2027	08 April 2034
2024 LTIP (granted 11 April 2025)	Nil	–	1,194,929	–	–	(59,072)	<b>1,135,857</b>	11 April 2028	11 April 2035
Conditional share awards (granted 01 December 2023)	Nil	36,734	–	–	(35,163) <sup>5</sup>	(1,571)	–	01 December 2025	31 May 2026
Conditional share awards (granted 01 December 2023)	Nil	247,377	–	–	(226,166) <sup>6</sup>	(21,211)	–	01 December 2025	31 May 2026
Conditional share awards (granted 01 November 2024)	Nil	26,886	–	–	–	–	<b>26,886</b>	01 November 2026	30 April 2027
Conditional share awards (granted 01 November 2025)	Nil	–	34,192	–	–	–	<b>34,192</b>	01 November 2027	30 April 2028
DSBP (granted 22 April 2022)	Nil	43,629	–	–	(43,629) <sup>7</sup>	–	–	22 April 2024	22 April 2032
DSBP (granted 21 April 2023)	Nil	26,713	–	439	(13,356) <sup>8</sup>	–	<b>13,796</b>	21 April 2025	21 April 2033
DSBP (granted 08 April 2024)	Nil	51,751	–	1,708	–	–	<b>53,459</b>	08 April 2026	08 April 2034
DSBP (granted 11 April 2025)	Nil	–	79,490	5,252	–	–	<b>84,742</b>	11 April 2027	11 April 2035
		7,802,928	3,624,123	7,399	(2,131,050)	(1,519,093)	<b>7,784,307</b>		

1. The weighted average share price at the date of exercise of these options was £3.30.
2. The weighted average share price at the date of exercise of these options was £3.55.
3. The weighted average share price at the date of exercise of these options was £3.59.
4. The weighted average share price at the date of exercise of these options was £3.64.
5. The weighted average share price at the date of exercise of these options was £3.30.
6. The weighted average share price at the date of exercise of these options was £3.30.
7. The weighted average share price at the date of exercise of these options was £3.92.
8. The weighted average share price at the date of exercise of these options was £3.55.

## Notes to the Group Financial Statements continued

**25. Share-based payments continued**

At 31 December 2025, 1,437,661 (2024: 215,778) share options were exercisable at a weighted average exercise price of £1.98 (2024: £2.16) per share.

**Sharesave Plan**

Sharesave Plan options were granted to eligible employees on 14 October 2025 at an exercise price of £2.71 per share, a 20% discount to the average share price over the three business days preceding the offer. Participating employees can exercise their options to purchase the shares acquired through their savings plans at the option price after three years. These options have an exercise date of December 2028 to May 2029.

**Long-Term Incentive Plan (LTIP)**

LTIP options were awarded to a number of senior managers on 11 April 2025. These options have an exercise date of April 2028 to April 2035. The vesting of each award is subject to the satisfaction of certain performance criteria, of which 25% is based on cash conversion (the cash conversion element), 25% is based on sustainability performance (the sustainability element) and 50% is based on earnings per share (the EPS element). In addition, there is a Total Shareholder Return (TSR) Modifier that impacts the number of options vesting under the non-market based conditions. Further details of the scheme are provided in the Annual Report on Remuneration.

**Conditional Share Award (CSA)**

On 1 November 2025, several colleagues received conditional share awards in relation to contributions to key strategic projects across the Group. The vesting of each award is based upon continuous employment with the Group for the two-year vesting period. These options have an exercise date of November 2027 to April 2028.

**Deferred Share Bonus Plan (DSBP)**

On 11 April 2025, the Executive Directors received an award of shares under the DSBP relating to the 2024 annual bonus.

All these equity-settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the date of grant of the equity-settled, share-based payments is expensed to the income statement on a straight-line basis over the vesting period, based on the Group's estimates of shares that will eventually vest, with a corresponding adjustment to equity. Fair value for the Sharesave Plan options is measured by use of a Black-Scholes model. Fair value of the LTIP options is measured by use of a Monte Carlo model. The expected life used in the models has been adjusted, based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations.

The assumptions used for each share-based payment were as follows:

	2014 LTIP options granted 11 April 2025	Conditional Share options granted 01 November 2025	2014 Sharesave options granted 2025
Share price at the date of grant	<b>£3.35</b>	<b>£3.72</b>	<b>£3.35</b>
Exercise price	<b>£nil</b>	<b>£nil</b>	<b>£2.71</b>
Shares under option	<b>1,194,929</b>	<b>34,192</b>	<b>2,315,512</b>
Vesting period (years)	<b>3.0</b>	<b>2.0</b>	<b>3.25</b>
Expected volatility	<b>34.4%</b>	<b>16.0%</b>	<b>16.0%</b>
Median volatility of the comparator group	<b>29.5%</b>	<b>n/a</b>	<b>n/a</b>
Expected life (years)	<b>3.0</b>	<b>2.0</b>	<b>3.25</b>
Risk free rate	<b>3.8%</b>	<b>3.7%</b>	<b>3.7%</b>
Dividend yield	<b>3.7%</b>	<b>3.4%</b>	<b>3.4%</b>
TSR performance of the Company at the date of grant	<b>(15.3)%</b>	<b>n/a</b>	<b>n/a</b>
Median TSR performance of the comparator group at the date of grant	<b>(14.0)%</b>	<b>n/a</b>	<b>n/a</b>
Correlation (median)	<b>39.3%</b>	<b>n/a</b>	<b>n/a</b>
Fair value per option	<b>£3.26</b>	<b>£3.47</b>	<b>£0.69</b>

## Notes to the Group Financial Statements continued

## 25. Share-based payments continued

	2014 LTIP options granted 08 April 2024	Conditional Share options granted 01 November 2024	2014 Sharesave options granted 2024
Share price at the date of grant	£4.36	£4.70	£4.82
Exercise price	£nil	£nil	£3.90
Shares under option	891,257	26,886	665,266
Vesting period (years)	3.00	2.00	3.25
Expected volatility	34.3%	30.0%	16.5%
Median volatility of the comparator group	30.7%	n/a	n/a
Expected life (years)	3.00	2.00	3.25
Risk free rate	4.1%	4.2%	4.0%
Dividend yield	2.8%	3.0%	2.6%
TSR performance of the Company at the date of grant	16.1%	n/a	n/a
Median TSR performance of the comparator group at the date of grant	5.7%	n/a	n/a
Correlation (median)	39.2%	n/a	n/a
Fair value per option	£4.57	£4.43	£1.20

The expected volatility is based on historical share price movements. The Directors anticipate it is possible the performance criteria in relation to the LTIP options may not be met.

	2025 £m	2024 £m
Share-based payments charge for the year	2.5	2.9

## 26. Trade and other payables

	31 December 2025 £m	31 December 2024 £m
Trade payables	81.7	88.5
Other taxes and social security costs	13.8	15.6
Accruals	29.3	24.1
	124.8	128.2

Trade payables are non-interest bearing and generally settled on 30- to 60-day terms.

## 27. Financial liabilities

	31 December 2025 £m	31 December 2024 £m
<b>Non-current loans and borrowings:</b>		
Bank revolving credit facility (RCF)		
– principal	175.0	121.5
– unamortised debt issue costs	(0.9)	(1.3)
Private placement loan notes	50.0	25.0
<b>Total non-current loans and borrowings</b>	<b>224.1</b>	145.2
Cash and cash equivalents	(44.8)	(43.6)
<b>Net debt excluding lease liabilities</b>	<b>179.3</b>	101.6

	31 December 2025 £m	31 December 2024 £m
<b>Other financial liabilities:</b>		
Trade and other payables	124.8	128.2
Lease liabilities	28.8	27.6
	153.6	155.8

## Notes to the Group Financial Statements continued

**27. Financial liabilities continued****Loans and borrowings**

On 22 July 2025, the Group exercised the option to extend the Sustainability-Linked RCF to 9 August 2028, securing a facility of £310.3m to August 2027 and £285.6m to August 2028, with an uncommitted accordion facility of up to £50.0m. Subsequently an agreement was signed on 25 September 2025 that increased the committed RCF facility to £350.0m for the term. At 31 December 2025, the amount drawn on the RCF was £175.0m (2024: £121.5m). Interest is payable on the RCF facility at SONIA plus a margin of between 1.15% and 2.85% dependant on the Group's leverage and ESG targets. At 31 December 2025 this was SONIA plus 1.825% (2024: 1.625%).

On 24 September 2025 the Note Purchase and Private Shelf Agreement originally dated 10 August 2022 was amended and restated, extending the uncommitted facility to 9 August 2028 for an amount of \$180.0m, c. £133m (previously £125.0m). The Group has £25.0m issued loan notes from the original agreement dated 10 August 2022 with a repayment date of 9 August 2029. On 20 October 2025, a further £25.0m of loan notes were issued from the amended shelf agreement, with a repayment date of 20 October 2032, leaving an uncommitted facility of c. \$145m at 31 December 2025 (c. £107m). Interest on loan notes is fixed at 4.44% and 5.92% respectively per annum for the period of the loan term.

Debt issue costs of £0.4m in respect to the above amendments have been incurred during the year. These costs have been capitalised and are being amortised to the income statement as finance costs over the term of the facility.

At 31 December 2025, the Group had available, subject to covenant headroom, £175.0m (2024: £228.6m) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met.

The Group is subject to a number of covenants in relation to its bank borrowings which, if breached, would result in immediate repayment. These covenants specify certain maximum limits in terms of net debt, excluding lease liabilities, as a multiple of pro-forma EBITDA and interest cover.

	2025 £m	2024 £m
<b>Pro-forma EBITDA (12 months preceding the balance sheet date)</b>		
Underlying operating profit	94.4	92.2
Depreciation of property, plant and equipment	21.0	19.2
Amortisation of intangible assets not arising on business combinations	0.8	0.7
Un-wind of discount on lease liabilities	(1.8)	(1.6)
Share-based payments charge	2.5	2.9
	116.9	113.4
Underlying EBITDA from acquisitions	6.3	(0.7)
	123.2	112.7

At 31 December 2025, the Group was not in breach of any bank covenants. The covenant position was as follows:

Covenant	Covenant Requirement	Position at 31 December 2025
Interest cover (underlying operating profit excluding share-based payment expense and including unwind of discount on lease liabilities: finance costs excluding finance revenue, debt issue cost amortisation and unwind of discount on lease liabilities)	>4.0:1.0	9.7:1.0
Leverage (net debt excluding lease liabilities and unamortised debt issue costs: pro-forma EBITDA)	<3.0:1.0	1.5:1.0

The interest cover and leverage covenants remain at >4.0:1 and <3.0:1 respectively, throughout the remaining term of the RCF to August 2028, though there exists the option to apply to extend the leverage covenant to >3.5:1 for a limited period of time if the Group makes an acquisition.

**Reconciliation of liabilities arising from financing activities**

	2025 £m	2024 £m
At 1 January	145.2	142.9
Borrowings repaid	(156.6)	(68.0)
Borrowings drawn down	235.0	69.4
Debt issue costs	(0.4)	–
Debt issue cost amortisation	0.9	0.9
At 31 December	224.1	145.2

**28. Related party transactions**

Compensation of key management personnel (including Directors):

	2025 £m	2024 £m
Short-term employee benefits	4.1	4.4
Share-based payments	0.3	0.6
Social security costs	0.6	0.4
	5.0	5.4

Key management personnel comprise the Executive Directors, Non-Executive Directors and other key managers in the Group.

## Notes to the Group Financial Statements continued

### 29. Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, deferred and contingent consideration, lease liabilities, derivative financial instruments and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group has trade and other receivables and cash that are derived directly from its operations.

The Group is exposed to interest rate cash flow, foreign currency exchange, credit and liquidity risk.

The Group's senior management oversees the mitigation of these risks which are summarised as follows:

#### Interest rate risk

The interest rate on the Group's £350.0m Sustainability-Linked RCF is variable, being payable at SONIA plus a margin. The Group manages its long-term borrowings policy centrally and operates weekly cash flow forecasting to manage its net debt position to ensure exposure to changes in interest rates are minimised where possible.

The Group enters into interest rate swaps in order to manage its exposure to fluctuations in interest rates.

#### Interest rate sensitivity

The table below demonstrates the sensitivity to a change in 100 basis point in interest rates on the majority of the Group's borrowings, which remain unhedged. The analysis assumes all other variables remain constant and the change in rates takes place at the beginning of the financial year and held constant throughout the reporting period, the Group's profit after tax is affected through the impact on interest rate borrowings as follows:

Change in interest rate	Effect on profit after tax £m
<b>2025</b>	
<b>Increase of 100 basis points</b>	<b>(1.1)</b>
<b>Decrease of 100 basis points</b>	<b>1.1</b>
2024	
Increase of 100 basis points	(0.9)
Decrease of 100 basis points	0.9

### Foreign currency exchange risk

Foreign currency exchange risk is the risk that the fair value of a financial instrument or future cash flows will fluctuate because of changes in foreign currency exchange rates. The Group's exposure to the risk of changes in foreign currency exchange rates relates primarily to the Group's operating activities where the revenue or expense is denominated in a currency other than the functional currency of the entity undertaking the transaction.

The Group enters into forward foreign currency exchange contracts for the purchase and sale of foreign currencies in order to manage its exposure to fluctuations in currency rates, primarily in respect of US Dollar and Euro receipts and payments.

#### Foreign currency exchange sensitivity

The table below demonstrates the sensitivity to a 10% change in the Euro exchange rate versus Pounds Sterling, the presentational currency of the Group used for translation purposes, on the net assets and profit after tax of the Group. The Group's exposure to foreign currency exchange rate changes for all other currencies is not material.

Change in exchange rate	Effect on net assets £m	Effect on profit after tax £m
<b>2025</b>		
<b>10% strengthening of Pounds Sterling: against Euro</b>	<b>(1.7)</b>	<b>–</b>
<b>10% weakening of Pounds Sterling: against Euro</b>	<b>2.0</b>	<b>–</b>
2024		
10% strengthening of Pounds Sterling: against Euro	(1.4)	–
10% weakening of Pounds Sterling: against Euro	1.6	–

## Notes to the Group Financial Statements continued

**29. Financial risk management objectives and policies continued****Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including cash deposits with banks.

**Trade receivables**

Customer credit risk is managed by each subsidiary subject to the Group's established policy, procedures and controls relating to customer credit risk management. Credit quality of the customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major export customers are generally covered by letters of credit or other forms of credit insurance.

The requirement for impairment is analysed at each balance sheet date on an individual basis for major clients. Additionally, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The calculation is based on actually incurred historical data, adjusted for forward-looking information. The maximum exposure to credit risk at the balance sheet date is the carrying amount of each class of financial assets as disclosed in Note 22.

The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low. At 31 December 2025, 40.8% (2024: 48.1%) of net trade receivables were covered by credit insurance which is subject to the normal policy deductibles.

**Financial instruments and cash deposits**

The Group maintains strong liquidity through cash balances and deposits of £44.8m and its undrawn committed RCF of £175.0m at 31 December 2025, which matures in August 2028.

Credit risk arising from cash deposits with banks is managed in accordance with the Group's established treasury policy, procedures and controls. Deposits of surplus funds are made only with banks that have as a minimum a single A credit rating. The Group's maximum exposure to credit risk for the components of the balance sheet at 31 December 2025 and 31 December 2024 is the carrying amounts as illustrated in Note 23.

**Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	< 3 months £m	3 to 12 months £m	1 to 5 years £m	> 5 years £m	Total £m
<b>31 December 2025</b>					
Bank RCF	<b>2.4</b>	<b>7.3</b>	<b>190.3</b>	<b>–</b>	<b>200.0</b>
Private placement loan notes	<b>0.6</b>	<b>1.9</b>	<b>33.9</b>	<b>27.7</b>	<b>64.1</b>
Other financial liabilities:					
Trade and other payables	<b>124.8</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>124.8</b>
Interest rate swaps	<b>0.5</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>0.5</b>
Lease liabilities	<b>2.6</b>	<b>7.4</b>	<b>22.7</b>	<b>4.1</b>	<b>36.8</b>
	<b>130.9</b>	<b>16.6</b>	<b>246.9</b>	<b>31.8</b>	<b>426.2</b>

The interest payments on the Sustainability-Linked RCF would be £9.7m per year if the interest rate plus margin remained at 5.55% and the level of debt did not change from the balance sheet date. Interest payments are included in the table above.

	< 3 months £m	3 to 12 months £m	1 to 5 years £m	> 5 years £m	Total £m
<b>31 December 2024</b>					
Bank RCF	2.4	7.2	147.0	–	156.6
Private placement loan notes	–	1.1	28.3	–	29.4
Other financial liabilities:					
Trade and other payables	128.2	–	–	–	128.2
Forward foreign currency derivatives	0.2	–	–	–	0.2
Lease liabilities	2.0	6.4	22.7	3.2	34.3
	132.8	14.7	198.0	3.2	348.7

The interest payments on the Sustainability-Linked RCF would be £9.6m per year if the interest rate plus margin remained at 6.4% and the level of debt did not change from the balance sheet date.

## Notes to the Group Financial Statements continued

### 29. Financial risk management objectives and policies continued

#### Fair values of financial assets and financial liabilities

The book value of trade and other receivables, trade and other payables, cash balances, bank borrowings and other liabilities equates to fair value.

The table below sets out the Group's accounting classification of its other financial liabilities and their carrying amounts and fair values:

	Carrying value £m	Fair value £m
Interest rate swaps (designated as hedging instruments)	0.5	0.5
Interest-bearing loans and borrowings due after more than one year (designated as financial liabilities measured at amortised cost)	224.1	224.1
Lease liabilities (designated as financial liabilities measured at amortised cost)	28.8	28.8
<b>Total at 31 December 2025</b>	<b>253.4</b>	<b>253.4</b>

	Carrying value £m	Fair value £m
Forward foreign currency derivatives (designated as hedging instruments)	0.2	0.2
Interest-bearing loans and borrowings due after more than one year (designated as financial liabilities measured at amortised cost)	145.2	145.2
Lease liabilities (designated as financial liabilities measured at amortised cost)	27.6	27.6
Total at 31 December 2024	173.0	173.0

The fair values were determined as follows by reference to:

- Forward foreign currency derivatives: quoted exchange rates.
- Interest rate derivative contracts: quoted market price.
- Lease liabilities: present value of lease payments to be made over the lease terms.

#### Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1:** quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2:** other techniques for which all inputs which have a significant effect on the recognised fair value are observable, either directly or indirectly; and
- Level 3:** techniques which use inputs which have a significant effect on the recognised fair value that are not based on observable market data.

The fair values disclosed above all relate to items categorised as Level 2.

There have been no transfers in any direction between Levels 1, 2 or 3 in the years ended 31 December 2025 and 2024.

# Directors' Responsibilities Statement

In relation to the Parent Company financial statements

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

UK company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK-Adopted International Accounting Standards (IFRSs).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state whether applicable UK adopted International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is appropriate to presume that the Company will not continue in business.

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.

# Company Balance Sheet

At 31 December 2025	Notes	31 December 2025 £m	31 December 2024 £m
<b>Non-current assets</b>			
Investments	4	<b>251.8</b>	250.3
Amounts owed by subsidiary undertakings and other receivables	5	<b>210.0</b>	191.0
<b>Current assets</b>			
Amounts owed by subsidiary undertakings and other receivables	5	<b>0.1</b>	0.1
<b>Total assets</b>		<b>461.9</b>	441.4
<b>Current liabilities</b>			
Amounts owed to subsidiary undertakings and other payables	6	<b>(205.9)</b>	(156.1)
<b>Net assets</b>		<b>256.0</b>	285.3
<b>Capital and reserves</b>			
Equity share capital	7	<b>0.3</b>	0.2
Share premium	7	<b>97.4</b>	93.6
Capital redemption reserve	7	<b>1.1</b>	1.1
Own shares	7	<b>-</b>	-
Other reserves	7	<b>116.5</b>	116.5
Retained earnings		<b>40.7</b>	73.9
<b>Total equity</b>		<b>256.0</b>	285.3

Included in retained earnings is a loss for the year of £4.3m (2024: £4.8m loss).

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

**Joe Vorih**  
Director

10 March 2026

**Tim Pullen**  
Director

10 March 2026

Company Registration No. 06059130

# Company Statement of Changes in Equity

For the year ended 31 December 2025	Equity share capital £m	Share premium £m	Capital redemption reserve £m	Own shares £m	Other reserves £m	Retained earnings £m	Total equity £m
<b>At 31 December 2023</b>	0.2	93.6	1.1	–	116.5	105.5	316.9
Loss for the year	–	–	–	–	–	(4.8)	(4.8)
<b>Total comprehensive expense for the year</b>	–	–	–	–	–	(4.8)	(4.8)
Dividends paid	–	–	–	–	–	(30.8)	(30.8)
Share-based payments charge	–	–	–	–	–	2.9	2.9
Share-based payments settled	–	–	–	–	–	0.8	0.8
Share-based payments excess tax benefit	–	–	–	–	–	0.3	0.3
<b>At 31 December 2024</b>	0.2	93.6	1.1	–	116.5	73.9	285.3
Loss for the year	–	–	–	–	–	<b>(4.3)</b>	<b>(4.3)</b>
<b>Total comprehensive expense for the year</b>	–	–	–	–	–	<b>(4.3)</b>	<b>(4.3)</b>
Dividends paid	–	–	–	–	–	<b>(31.3)</b>	<b>(31.3)</b>
Issue of share capital	<b>0.1</b>	<b>3.8</b>	–	–	–	–	<b>3.9</b>
Share-based payments charge	–	–	–	–	–	<b>2.5</b>	<b>2.5</b>
Share-based payments excess tax benefit	–	–	–	–	–	<b>(0.1)</b>	<b>(0.1)</b>
<b>At 31 December 2025</b>	<b>0.3</b>	<b>97.4</b>	<b>1.1</b>	–	<b>116.5</b>	<b>40.7</b>	<b>256.0</b>

# Company Cash Flow Statement

For the year ended 31 December 2025	31 December 2025 £m	31 December 2024 £m
<b>Operating activities</b>		
<b>Operating loss</b>	<b>(4.3)</b>	(4.8)
Non-cash items: Share-based payments	<b>1.0</b>	0.7
<b>Operating cash flows before movement in working capital</b>	<b>(3.3)</b>	(4.1)
Movement in working capital:		
Receivables	<b>0.1</b>	0.8
Payables	<b>(0.1)</b>	(0.2)
Inter-group balances	<b>30.8</b>	33.5
<b>Net cash flows from operating activities</b>	<b>27.5</b>	30.0
<b>Financing activities</b>		
Dividends paid	<b>(31.3)</b>	(30.8)
Proceeds from exercise of share options	<b>3.8</b>	0.8
<b>Net cash flows from financing activities</b>	<b>(27.5)</b>	(30.0)
<b>Net change in cash and cash equivalents</b>	<b>-</b>	-
Cash and cash equivalents at 1 January	<b>-</b>	-
<b>Cash and cash equivalents at 31 December</b>	<b>-</b>	-

# Notes to the Company Financial Statements

For the year ended 31 December 2025

## 1. Authorisation of financial statements

The Parent Company financial statements of Genuit Group plc (the 'Company') for the year ended 31 December 2025 were authorised for issue by the Board of Directors on 10 March 2026 and the balance sheet was signed on the Board's behalf by Joe Vorih and Tim Pullen.

Genuit Group plc is a public limited company incorporated and domiciled in England and Wales. The principal activity of the Company is that of a holding company.

## 2. Summary of material accounting policies

The basis of preparation and accounting policies used in preparing the historical financial information for the year ended 31 December 2025 are set out below. These accounting policies have been consistently applied in all material respects to all the periods presented.

### 2.1 Basis of preparation and statement of compliance with IFRSs

The Company financial statements have been prepared in accordance with UK-adopted International Accounting Standards (UK-adopted-IAS).

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2025.

The Company's financial statements have been prepared on a historical cost basis. The financial statements are presented in Pounds Sterling and all values are rounded to one decimal place of a million (£m) unless otherwise indicated. No income statement or statement of comprehensive income is presented by the Company as permitted by Section 408 of the Companies Act 2006. The results of Genuit Group plc are included in the consolidated financial statements of Genuit Group plc.

### 2.2 Going concern

The accounting policy for going concern is consistent with that of the Group as detailed on page 184 in Note 2.2.

### 2.3 Investments

Investments in subsidiary undertakings are held at historical cost less any applicable provision for impairment.

### 2.4 Share-based payments

The accounting policy for share based payments is consistent with that of the Group as detailed on page 190 in Note 2.22.

Where the Company is settling an equity settled share based payment transaction in which one of its subsidiaries is the entity receiving the goods or service, the Parent Company accounts for the cost as an addition to the cost of its investment in the employing subsidiary.

### 2.5 Cash dividend

The accounting policy for cash dividend is consistent with that of the Group as detailed on page 190 in Note 2.23.

## 2.6 Own shares

The Company operates an employee benefit trust (EBT). The Company, and/or the EBT, holds Genuit Group plc shares for the granting of Genuit Group plc shares to employees and Directors. These shares are recognised at cost and presented in the balance sheet as a deduction from equity. No profit or loss is recognised in the income statement on the purchase, sale, issue or cancellation of these shares. No dividends are earned on these shares.

## 2.7 Financial instruments

The accounting policy for financial instruments is consistent with that of the Group, as detailed on pages 188 - 189 in Note 2.15. Expected credit loss (ECL) calculations are considered annually for amounts owed by subsidiary undertakings, using the general approach required under IFRS 9. ECLs are a probability weighted estimate of credit losses based on the Company's historical credit loss experience adjusted for debt specific and forward-looking factors. Under the general approach ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk, 12-month ECLs are recognised. For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life (lifetime ECLs).

## 3. Dividend per share

Please refer to Note 14 on page 197 of the Group financial statements for reference to the Dividend per share.

## 4. Investments

	Shares in subsidiary undertakings £m
<b>Cost</b>	
At 1 January 2024	248.1
Additions – share-based payments	2.2
At 31 December 2024	250.3
<b>Additions – share-based payments</b>	<b>1.5</b>
<b>At 31 December 2025</b>	<b>251.8</b>
<b>Net book value</b>	
<b>At 31 December 2025</b>	<b>251.8</b>
At 31 December 2024	250.3
At 1 January 2024	248.1

In 2025, an adjustment in respect of share-based payments of £1.5m (2024: £2.2m) was made to shares in subsidiary undertakings, representing the financial effects of awards by the Company of options over its equity shares to employees of subsidiary undertakings. The total contribution to date was £12.6m (2024: £11.1m).

## Notes to the Company Financial Statements continued

## 4. Investments continued

The companies in which the Company had an interest at 31 December 2025 are shown below:

Name of company	Country of incorporation	Holding	Proportion of voting rights and shares held
AAA Holdings Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Adey Commercial Limited <sup>2†</sup>	England & Wales	Ordinary £1	100%*
Adey Holdings (2008) Limited <sup>2†</sup>	England & Wales	Ordinary £1	100%*
Adey Innovation Limited <sup>2</sup>	England & Wales	Ordinary £1	100%*
Adey Innovation LLC <sup>3</sup>	United States of America	n/a	100%*
Adey Innovation SAS <sup>4</sup>	France	Ordinary €1	100%*
Adey Innovation (Shanghai) Water Treatment Technology Co. Ltd <sup>5</sup>	China	Ordinary £1	100%*
Alderburgh Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Alderburgh Ireland Limited <sup>6</sup>	Republic of Ireland	Ordinary €1	100%*
Alpha Scientific Ltd <sup>2†</sup>	England & Wales	Ordinary £0.01	100%*
Cistermiser Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Combimate Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Davidson Holdings Limited <sup>1</sup>	England & Wales	Ordinary £0.10 – £1	100%*
Environmental Sustainable Solutions Ltd <sup>1</sup>	England & Wales	Ordinary £1	100%*
Equaflo Ltd <sup>1</sup>	England & Wales	Ordinary £1	50%*
Genuit UFH Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Grey2Green Ltd <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Hamsard 3774 Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Infra Green Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Keraflo Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Keytec Geomembranes Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Keytec Installation Services Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Living Roof Supplies Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
London Bidco Limited <sup>2†</sup>	England & Wales	Ordinary £1	100%*
London Finco Limited <sup>2</sup>	England & Wales	Ordinary £1	100%*
London Green Roof Company Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*

Name of company	Country of incorporation	Holding	Proportion of voting rights and shares held
London Topco Limited <sup>2†</sup>	England & Wales	Ordinary £0.01 – £1	100%*
Manthorpe Building Products Holdings Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Manthorpe Building Products Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Monodraught Holdings Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Monodraught Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Monodraught Topco Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
New Urban Standard B.V. <sup>7</sup>	The Netherlands	Ordinary €10	100%*
Nuair Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Nu-Heat (Holdings) Limited <sup>1</sup>	England & Wales	Ordinary £0.01	100%*
Nu-Heat UK Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Permavoid B.V. <sup>7</sup>	The Netherlands	Ordinary €100	100%*
Permavoid Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Permavoid Technologies Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Permavoid Technologies (USA) Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Permavoid Technologies (USA) LLC <sup>9</sup>	United States of America	Ordinary \$1	100%*
Pipe Holdings plc <sup>1</sup>	England & Wales	Ordinary £1	100%*
Pipe Holdings 1 plc <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Pipe Holdings 2 Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Pipe Luxembourg Sarl <sup>10</sup>	Luxembourg	Ordinary £1	100%
Plura Composites Ltd <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Pocket Bed Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Polydeck Limited <sup>1†</sup>	England & Wales	Ordinary £1	100%*
Polypipe Limited <sup>1</sup>	England & Wales	Ordinary £0.1	100%*
Polypipe Building Products Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Polypipe Civils Limited <sup>1</sup>	England & Wales	Ordinary £1	100%*
Polypipe Italia SRL <sup>11</sup>	Italy	Ordinary €0.52	100%*
Polypipe Middle East FZE <sup>12</sup>	United Arab Emirates	Ordinary 1m UAE Dirhams	100%*

## Notes to the Company Financial Statements continued

## 4. Investments continued

Name of company	Country of incorporation	Holding	Proportion of voting rights and shares held
Polypipe Middle East Water Technology LLC <sup>13</sup>	United Arab Emirates	Ordinary 1,000 UAE Dirhams	100%*
Polypipe (Ulster) Limited <sup>8</sup>	Northern Ireland	Ordinary £1	100%*
Robimatic Limited <sup>†</sup>	England & Wales	Ordinary £1	100%*
Salamander Pumped Shower Systems Limited <sup>†</sup>	England & Wales	Ordinary £1	100%*
Sky Garden Limited <sup>†</sup>	England & Wales	Ordinary £0.1	100%*
Solutek Environmental Limited <sup>†</sup>	England & Wales	Ordinary £1	100%*
Surestop Limited <sup>†</sup>	England & Wales	Ordinary £1	100%*
Sustainable Water and Drainage Systems B.V. <sup>7</sup>	The Netherlands	Ordinary €1	50%*
Sustainable Water and Drainage Systems Limited <sup>†</sup>	England & Wales	Ordinary £1	50%*
Talon Manufacturing Limited <sup>†</sup>	England & Wales	Ordinary £1	100%*
Timoleon Sp z o.o. <sup>15</sup>	Poland	Ordinary PLN50	100%*
Water Management Solutions LLC <sup>14</sup>	Qatar	Ordinary 1,000 Qatari Riyals	49%*

All the companies operate principally in their country of registration and in the same class of business as the Group.

## Registered offices of subsidiaries:

- 4 Victoria Place, Holbeck, Leeds, LS11 5AE.
- Unit 2 Indurent Park Gloucester, Haresfield, Stonehouse, England, GL10 3EZ.
- c/o CT Corporation, 1209 Orange Street, Wilmington, Newcastle 19801, Delaware, United States of America.
- 119B Rue de Colombes, 92600 Asnieres Sur Seine, France.
- Room 308-18, No. 998, South Shen Bin Road, Min Hang District, Shanghai, China.
- Ballybrack, Kilmacthomas, Co. Waterford.
- Kattenburgerstraat 5, 1018, JA, Amsterdam, The Netherlands.
- Dromore Road, Lurgan, Co. Armagh, BT66 7HL.
- 251 Little Falls Drive, Wilmington, Delaware, 19808-1674, United States of America.
- 15 Boulevard F.W. Raiffeisen, L-2411 Luxembourg.
- Localita Pianmercato 5C-D-H, 16044 Cicagna, Genova, Italy.
- PO Box 18679, Showroom A2 SR 07, First Al Khail Street, Jebel Ali Free Zone, Dubai, United Arab Emirates.
- Arenco Tower – Office 908, Dubai Media City, Dubai, United Arab Emirates.
- Level 15, Commercial Bank Plaza, West Bay, Doha, Qatar.
- Łomży 18-400, przy ul. Poznańska 149, Poland.

\* The shares in the undertakings marked with an asterisk are held by subsidiary undertakings.

† These companies are exempt from the requirements of the Companies Act 2006 relating to the audit of their individual accounts by virtue of the subsidiary exemption from audit by parent guarantee, under Section 479A of the Companies Act 2006.

## Notes to the Company Financial Statements continued

**5. Amounts owed by subsidiary undertakings and other receivables**

	<b>31 December 2025 £m</b>	31 December 2024 £m
Amounts falling due within one year:		
Prepayments	<b>0.1</b>	0.1
	<b>0.1</b>	0.1
Amounts falling due after one year:		
Deferred income tax assets	<b>1.0</b>	1.1
Amounts owed by subsidiary undertakings	<b>209.0</b>	189.9
	<b>210.0</b>	191.0

No material allowance for expected credit losses is deemed necessary in respect of amounts owed by subsidiary undertakings.

**6. Amounts owed to subsidiary undertakings and other payables**

	<b>31 December 2025 £m</b>	31 December 2024 £m
Amounts owed to subsidiary undertakings	<b>205.0</b>	155.1
Other payables	<b>0.9</b>	1.0
	<b>205.9</b>	156.1

**7. Share capital and reserves**

Please refer to Note 24 on pages 204 - 205 of the Group financial statements for reference to Share capital and reserves.

**8. Profit for the financial year**

Genuit Group plc has not presented its own Income Statement as permitted by Section 408 of the Companies Act 2006. The loss for the year dealt with in the financial statements of the Company was £4.3m (2024: £4.8m).

The only employees remunerated by the Company were the Directors of the Company. Remuneration paid to the Directors is disclosed in Note 10 to the Group's consolidated financial statements.

Amounts paid to the Company's auditor in respect of the audit of the financial statements of the Company are disclosed in Note 7 to the Group's consolidated financial statements.

Fees paid to the auditor for non-audit services to the Company itself are not disclosed in the individual financial statements of the Company because the Group's consolidated financial statements are required to disclose such fees on a consolidated basis. These are disclosed in Note 7 to the Group's consolidated financial statements.

## Notes to the Company Financial Statements continued

**9. Related party transactions**

The following table provides the analysis of transactions that have been entered into with related parties:

	31 December 2025		31 December 2024	
	Recharges from related parties £m	Amounts owed to related parties £m	Recharges to related parties £m	Amounts owed to related parties £m
Polypipe Limited	<b>49.5</b>	<b>(205.0)</b>	33.6	(155.1)
		Amounts owed by related parties £m		Amounts owed by related parties £m
Pipe Holdings 1 plc:				
Eurobonds		<b>64.9</b>		64.9
Preference shares		<b>18.3</b>		18.3
Other		<b>5.1</b>		0.9
Pipe Holdings 2 Limited		<b>6.9</b>		6.4
Pipe Holdings plc		<b>104.4</b>		99.4
Polypipe Limited		<b>9.4</b>		–
		<b>209.0</b>		189.9

Other related party transactions includes remuneration paid to key management personnel (Genuit Group plc Executive Directors). This is disclosed within the Annual Report on Remuneration in the Group accounts.

# Five-Year Summary

(Unaudited)

	2025 £m	2024 £m	2023 £m	2022 £m	2021 £m
<b>Underlying performance<sup>1</sup></b>					
<b>Revenue</b>	<b>602.1</b>	561.3	586.5	622.2	594.3
<b>Operating profit</b>					
Reported	<b>69.7</b>	59.2	62.0	53.4	67.1
Underlying	<b>94.4</b>	92.2	94.1	98.2	95.3
<b>Operating margin</b>					
Reported	<b>11.6%</b>	10.5%	10.6%	8.6%	11.3%
Underlying	<b>15.7%</b>	16.4%	16.0%	15.8%	16.0%
<b>Profit after tax</b>					
Reported	<b>45.2</b>	33.5	38.5	36.6	41.0
Underlying	<b>64.6</b>	61.1	62.6	76.5	75.1
<b>Non-underlying items</b>					
Reported	<b>(24.7)</b>	(33.0)	(32.1)	(45.5)	(28.2)
Tax	<b>5.3</b>	5.4	8.0	5.2	(5.9)
<b>Non-underlying loss after tax</b>	<b>(19.4)</b>	(27.6)	(24.1)	(40.3)	(34.1)
<b>Basic EPS (pence)</b>					
Reported	<b>18.2</b>	13.5	15.5	14.7	16.7
Underlying	<b>26.0</b>	24.6	25.2	30.8	30.6
<b>Diluted EPS (pence)</b>					
Reported	<b>17.8</b>	13.3	15.4	14.6	16.5
Underlying	<b>25.4</b>	24.3	25.1	30.5	30.2
<b>Cash flow from operations</b>					
Reported cash generated from operations	<b>114.1</b>	115.5	109.7	93.9	84.4
Adjusted for:					
• Non-underlying cash items	<b>12.3</b>	12.7	14.2	9.6	6.9
Underlying cash generated from operations	<b>126.4</b>	128.2	123.9	103.5	91.3
<b>Underlying operating cash conversion (%)<sup>2</sup></b>	<b>102.0%</b>	107.6%	103.6%	84.0%	77.2%

## Alternative Performance Measures

- Underlying performance**  
Underlying profit and earnings measures exclude certain non-underlying items (which are detailed in Note 8) and, where relevant, the tax effect of these items. The Directors consider that these measures provide a better and more consistent indication of the Group's underlying financial performance and more meaningful comparison with prior and future periods to assess trends in the Group's financial performance.
- Underlying operating cash conversion**  
Underlying operating cash conversion has been restated for all periods to a pre-capex and lease payments basis. The Group believes this is a more appropriate measure of cash conversion as it demonstrates the Group's working capital efficiency before capital investment, and allows for alignment with the Group's strategic investment profile in the medium-term. It is defined as cash generated from operations adjusted for non-underlying cash items, divided by underlying EBITDA.
- Leverage**  
Leverage is defined as net debt (excluding unamortised debt issue costs and lease debt), divided by pro-forma EBITDA.
- Pro-forma EBITDA**

Pro-forma EBITDA is defined as pre-IFRS 16 underlying operating profit before depreciation, amortisation and share-based payment charges, for the 12 months preceding the balance sheet date, adjusted where relevant, to include a full year of EBITDA from acquisitions made during those 12 months.

	2025 £m	2024 £m	2023 £m	2022 £m	2021 £m
<b>Leverage<sup>3</sup></b>					
<b>Net debt</b>					
Loans and borrowings	<b>225.0</b>	146.5	145.0	195.9	198.0
Unamortised debt issue costs	<b>(0.9)</b>	(1.3)	(2.1)	(2.8)	(0.6)
IFRS 16	<b>28.8</b>	27.6	23.4	23.1	20.6
Cash	<b>(44.8)</b>	(43.6)	(17.0)	(50.0)	(52.3)
<b>Reported net debt</b>	<b>208.1</b>	129.2	149.3	166.2	165.7
<b>Net debt (excluding IFRS 16)</b>	<b>179.3</b>	101.6	125.9	143.1	145.1
<b>Net debt (excluding IFRS 16 and unamortised debt issue costs)</b>	<b>180.2</b>	102.9	128.0	145.9	145.7
<b>Pro-forma EBITDA<sup>4</sup></b>					
Underlying operating profit:	<b>94.4</b>	92.2	94.1	98.2	95.3
Adjusted for:					
• Depreciation (underlying)	<b>28.7</b>	26.3	24.7	24.8	22.8
• Amortisation (underlying)	<b>0.8</b>	0.7	0.8	0.2	0.1
<b>Underlying EBITDA</b>	<b>123.9</b>	119.2	119.6	123.2	118.2
• Depreciation of right-of-use assets (underlying)	<b>(7.7)</b>	(7.1)	(5.6)	(5.4)	(4.5)
• Un-wind of discount on IFRS 16	<b>(1.8)</b>	(1.6)	(1.2)	(0.8)	(0.7)
• Share-based payments charge	<b>2.5</b>	2.9	2.1	2.9	2.5
<b>Pro-forma EBITDA</b>	<b>116.9</b>	113.4	114.9	119.9	115.5
EBITDA from acquisitions (full 12 months)	<b>6.3</b>	(0.7)	–	0.2	2.3
<b>Pro-forma EBITDA</b>	<b>123.2</b>	112.7	114.9	120.1	117.8
<b>Leverage</b>	<b>1.5</b>	0.9	1.1	1.2	1.2

	2025 £m	2024 £m	2023 £m	2022 £m	2021 £m
<b>Key Performance Indicators</b>					
<b>Return on invested capital<sup>5</sup></b>					
Underlying operating profit	<b>94.4</b>	92.2	94.1	98.2	95.3
Adjusted for acquisitions (full 12 months)	<b>5.6</b>	(0.7)	–	0.2	1.7
<b>Adjusted underlying operating profit</b>	<b>100.0</b>	91.5	94.1	98.4	97.0
Average net assets	<b>651.5</b>	635.6	631.4	623.0	573.9
Average net debt excluding IFRS 16	<b>131.7</b>	116.7	111.4	152.0	109.8
Acquisition related liabilities	<b>–</b>	–	8.2	8.0	4.3
Historic amortisation charges (net of deferred tax)	<b>127.3</b>	115.8	92.6	79.0	51.6
Less historic goodwill	<b>(234.4)</b>	(234.4)	(234.4)	(234.4)	(234.4)
<b>Adjusted net assets</b>	<b>676.1</b>	633.7	609.2	627.6	505.2
<b>Return on invested capital</b>	<b>14.8%</b>	14.4%	15.4%	15.7%	19.2%

## Key Performance Indicators

- Return on invested capital (ROIC)**

ROIC is measured as underlying operating profit for the year plus full year impact from acquisitions, divided by average net assets excluding net debt (but including IFRS 16), acquisition related liabilities and historic goodwill and acquisition related amortisation charges. The measure also excludes the goodwill arising from the original transaction that created the Group as a result of the Initial Public Offering (IPO) in 2014.

# Shareholder Information

## Financial calendar

Preliminary Announcement of Results for the year ended 31 December 2025	10 March 2026
Annual General Meeting	22 May 2026
<b>Final dividend for the year ended 31 December 2025:</b>	
– Ex-dividend date	30 April 2026
– Record date	1 May 2026
– Payment date	3 June 2026
Half yearly results for the six months ending 30 June 2026	11 August 2026
<b>Half yearly dividend for the six months ending 30 June 2026:</b>	
– Ex-dividend date	27 August 2026
– Record date	28 August 2026
– Payment date	30 September 2026



### Registrar services

Our shareholder register is managed and administered by MUFG Corporate Markets.

MUFG Corporate Markets should be able to help you with most questions you have in relation to your holding in Genuit Group plc shares.

MUFG Corporate Markets can be contacted at:  
 MUFG Corporate Markets  
 Central Square  
 29 Wellington Street  
 Leeds  
 LS1 4DL

[www.mpms.mufg.com](http://www.mpms.mufg.com)

Shareholder helpline for information relating to your shares call:  
 +44 (0) 371 664 0300

Website helpline for information on using this website call:  
 +44 (0) 371 664 0391

Calls to 0371 are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate.

We are open between 09:00–17:30, Monday to Friday excluding public holidays in England and Wales.

**e-mail:** [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com)

In addition, MUFG Corporate Markets offers a range of other services to shareholders including a share dealing service and a share portal to manage your holdings.

### Share dealing service

A share dealing service is available to existing shareholders to buy or sell the Company's shares via MUFG Corporate Markets.

Online and telephone dealing facilities provide an easy to access and simple to use service.

For further information on this service, or to buy or sell shares, please go to [sharedeal.cm.mpms.mufg.com](http://sharedeal.cm.mpms.mufg.com) for online dealing, call +44 (0) 371 664 0445 for telephone dealing, or email [info.uk@cm.mpms.mufg.com](mailto:info.uk@cm.mpms.mufg.com).

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell their shares. Shareholders in any doubt as to what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

### Electronic communications

The Company is committed to reducing its environmental impact, and continually improving environmental performance is an integral part of its strategy. We therefore encourage shareholders to consider receiving their communications from the Company electronically. This will enable you to receive such communications more quickly and securely, whilst supporting our sustainability commitment by communicating in a more environmentally friendly and cost-effective manner. Registration for electronic communications is available via the Investor Centre app, at <https://uk.investorcentre.mpms.mufg.com/>, or by contacting MUFG Corporate Markets as detailed above.

### Dividends

As previously notified, the Company no longer pays dividends by cheque, so it is important that shareholders complete a dividend mandate, otherwise there will be a delay in payment of dividends until such time as bank account details are provided. To register your bank account details, download the Investor Centre app or visit <https://uk.investorcentre.mpms.mufg.com/>, or contact MUFG Corporate Markets as detailed above. Details of the historic dividend payments made by the Company are set out below for information.

	2025	2024	2023	2022	2021
Interim	<b>4.2p</b>	4.1p	4.1p	4.1p	4.0p
Final	<b>8.7p</b>	8.4p	8.3p	8.2p	8.2p
Total	<b>12.9p</b>	12.5p	12.4p	12.3p	12.2p



## Principal Group businesses

### UK

#### **Polypipe Building Products**

Broomhouse Lane  
Edlington  
Doncaster  
South Yorkshire  
DN12 1ES

Neale Road  
Doncaster  
South Yorkshire  
DN2 4PG

#### **Polypipe Ulster**

Dromore Road  
Lurgan  
Co. Armagh  
BT66 7HL

#### **Polypipe Civils and Green Urbanisation**

Charnwood Business Park  
North Road  
Loughborough  
LE11 1LE

Holmes Way  
Horncastle  
LN9 6JW

#### **Polypipe Building Services**

New Hythe Business Park  
College Road  
Aylesford  
Kent  
ME20 7PJ

#### **Nuaire**

Western Industrial Estate  
Caerphilly  
CF83 1NA

Unit 5  
Pantglas Industrial Estate  
Bedwas  
CF83 8DR

#### **Monodraught**

Halifax House  
Coronation Road  
Cressex Industrial Estate  
High Wycombe  
HP12 3SE

Unit 10 The M40 Industrial Centre  
Blenheim Road  
High Wycombe  
HP12 3RS

#### **Manthorpe Building Products**

Brittain Drive  
Codnor Gate Business Park  
Ripley  
DE5 3ND

#### **Nu-Heat & Omnie**

Heathpark House  
Devonshire Road  
Heathpark Industrial Estate  
Honiton  
Devon  
EX14 1SD

The Otter Building  
Exeter Business Park  
Grenadier Road  
Exeter  
EX1 3LH

#### **Adey Innovation**

Unit 2  
Indurent Park  
Haresfield  
Stonehouse  
Gloucestershire  
GL10 3EZ

#### **Polydeck**

Unit 14  
Burnett Industrial Estate  
Cox's Green  
Wrington  
Bristol  
BS40 5QP

#### **Mason Pinder**

Coulman St  
Thorne  
Doncaster  
DN8 5JS

#### **Sky Garden**

Unit 3 Miller Court  
Severn Drive  
Tewkesbury  
GL20 8DN

#### **Salamander Pumped Shower Systems**

Unit C  
Colima Avenue  
Sunderland Enterprise Park  
Sunderland  
SR5 3XE

#### **Cistermiser & Keraflo**

Unit 1 and Part First Floor Unit 2  
Woodley Park Estate  
55-69 Reading Road  
Woodley  
RG5 3AN

#### **Talon Manufacturing**

Units 2, 3, 4, 5 Chieftain Close  
Gillingham Business Park  
Gillingham  
ME8 0PP

Unit 12 Neptune Business Estate  
Neptune Close  
Medway City Estate  
Rochester  
ME2 4LT

### Mainland Europe

#### **Polypipe Italia**

Localita Pianmercato 5C-D-H  
16044 Cicagna, Genova  
Italy

#### **Permavoid**

Kattenburgerstraat 5  
1018, JA  
Amsterdam  
The Netherlands

### Middle East

#### **Polypipe Middle East Water Technology LLC**

Arenco Tower  
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Dubai  
United Arab Emirates

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LS11 5AE

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LS1 4AP

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Sheffield

**J.P. Morgan**  
London

**NatWest**  
Leeds

**Santander**  
Leeds

**Allied Irish Bank**  
Dublin

#### **Registrar and transfer office**

MUFG Corporate Markets  
Central Square  
29 Wellington Street  
Leeds  
LS1 4DL

#### **Corporate brokers**

Deutsche Numis

J.P. Morgan Cazenove

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