GOODWIN PLC

IVY HOUSE FOUNDRY, HANLEY, STOKE-ON-TRENT

DIRECTORS REPORT AND ACCOUNTS

30th APRIL 2024

INDEX

FINANCIAL HIGHLIGHTS

GOODWIN PLC

www.goodwin.co.uk

Registered in England and Wales, Number 305907
Established 1883

Directors:

T. J. W. Goodwin *(Chairman)*	M. S. Goodwin *(Managing Director) Mechanical Engineering Division*	S. R. Goodwin *(Managing Director) Refractory Engineering Division*
N. Brown	B. R. E. Goodwin	J. E. Kelly *(Non-Executive Director)*

Secretary and registered office:
Mrs. J. L. Martin, L.L.B., A.C.I.S.
Ivy House Foundry, Hanley,
Stoke-on-Trent, ST1 3NR

Registrar and share transfer office:
Computershare Investor Services PLC,
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZZ

Auditor:
RSM UK Audit LLP,
Festival Way, Festival Park, Stoke-on-Trent, ST1 5BB

NOTICE IS HEREBY GIVEN that the EIGHTY-NINTH ANNUAL GENERAL MEETING of the Company will be held at 10.30am on Wednesday, 2nd October, 2024 at Crewe Hall, Weston Road, Crewe, Cheshire CW1 6UZ for the purpose of considering and, if thought fit, passing the following resolutions which are proposed as ordinary resolutions.

1. To receive the Directors' Reports and the audited financial statements for the year ended 30th April, 2024.
2. To approve the payment of the proposed ordinary dividend on the ordinary shares.
3. To re-elect Mr. N. Brown as a Director.
4. To-re-elect Mrs. J. E. Kelly as a Non-Executive Director.
5. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 30th April, 2024, as stated on pages 33 to 37 of the Directors' Report.
6. To re-appoint RSM UK Audit LLP as auditor and to authorise the Directors to determine their remuneration.

By Order of the Board

J. L. Martin
Secretary

Registered Office:
Ivy House Foundry,
Hanley, Stoke-on-Trent
6th August, 2024

NOTES TO NOTICE OF ANNUAL GENERAL MEETING:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.

2. To be valid any proxy form or other instrument appointing a proxy must be received by post, by scanned copy sent to proxies@goodwingroup.com or (during normal business hours only) by hand at Ivy House Foundry, Hanley, Stoke-on-Trent, ST1 3NR no later than 10.30am on 30th September, 2024.

3. The return of a completed proxy form or other such instrument will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

4. Any person, to whom this notice is sent, who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 10.30am on 30th September, 2024 (or, in the event of any adjournment, 10.30am on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

7. As at 5th August, 2024 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 7,509,600 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 5th August, 2024 are 7,509,600.

8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by The Chartered Governance Institute on proxies and corporate representatives (www.cgi.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

10. None of the Directors has a service contract with the Company.

11. If approved by shareholders at the Annual General Meeting on 2nd October, 2024, the ordinary dividends of 133 pence per share will be payable in equal instalments of 66.5 pence per share on 4th October, 2024 and on or around 11th April, 2025 to shareholders on the register on 13th September, 2024 and on or around 21st March, 2025 respectively.

GOODWIN PLC

CHAIRMAN'S STATEMENT

The "Trading" pre-tax profit for the Group for the twelve month period ended 30th April, 2024, was £24.1 million *(2023: £18.9 million)* an increase of 27% on revenue of £191 million *(2023: £186 million)*. As has been the case since 2022, the "Trading" pre-tax profit excludes the movement of the mark to market valuation of our interest rate swap. The interest rate swap continues to benefit the Group as it locked in a very preferential borrowing rate of less than 1% up to 2031 on the Group's first £30 million of debt. Currently, as of the date of writing this report, the Group's cumulative future orders stand at £264 million *(August 2023: £271 million)*.

The Directors propose an increased dividend of 133 pence *(2023: 115 pence)* per share.

The Group has delivered a strong performance both financially and operationally, enabling completion of investments for future long-term growth, as well as increasing shareholders returns in the year. The continued increase in the performance of the Group in the financial year just ended is a result of the hard work and strategy to break into new markets coming to fruition. The profits have again taken a step forward as a direct result of the strategic investments that have been made over the last decade, and particularly the supply of mission-critical, high integrity components to the nuclear waste storage industry and key components for the naval propulsion and hull construction markets from the Mechanical Engineering Division. During the year the Group has, within its traditional markets, which include the supply of valves and submersible pumps for the Mechanical Engineering Division, performed better than the previous year and the Refractory Engineering Division has continued its development of the customer base for the supply of the investment casting powders and ancillary products to the jewellery casting market.

Mechanical Engineering Division

I am pleased to report that the Mechanical Engineering Division has had a progressive year, driven by an increase in activity levels of better quality contracts that have been won in the last few years. The Division's profitability for the year ended 30th April, 2024 has increased by 55% delivering a pre-tax profit of £18.9 million *(2023: £12.2 million)*.

The increase in the volume of improved margin work has been achieved due to our highly trained and skilled workforce, complimented by the annual addition of new apprentices, giving rise to increased manufacturing capacity. Furthermore, working a three-shift system across many of its operations has enabled the Division to progressively continue to ramp up activity levels so we can satisfactorily process the order book that for many customers are multi-year programmes. It is satisfying to note that even with this improvement in divisional activity, there remains room for further growth across all companies, especially as the integration and alignment with our key customers continues to develop and evolve.

The majority of the Division's forward order book relates to advanced solutions for the nuclear waste storage industry and key components for the naval propulsion and hull construction sector. From the discussions that the sales teams of both Goodwin International and Goodwin Steel Castings have had with their key customers, it is expected that there will be more orders for the same components in the coming years. Furthermore, a significant proportion of this workload consists of repeat orders for components where we have already overcome many of the manufacturing uncertainties, allowing us to realise future production efficiency gains on these repeat components.

Easat Radar Systems now has a forward order book that should see it return to profitability this coming year. The pipeline of opportunities continues to grow, with the level of engagement with customers getting stronger as they recognise what Easat is capable of delivering. Taking a keen interest in what is on the horizon for Easat, I have attended meetings to satisfy myself we have the right contingent planning in place to deliver multiple

CHAIRMAN'S STATEMENT *(continued)*

simultaneous opportunities that are likely to transpire in due course. We cannot influence customer timings, but can only reiterate that the Board continues to have confidence in Easat to deliver the respectable results it is capable of in the near future.

The last major element of capital expenditure for the Group was Duvelco – for the initial polyimide manufacturing facility, which is currently at the final stages of commissioning. With full production expected to occur in the near future, Duvelco is actively having commercial discussions with established distributors and end users. In addition to selling the polyimide resin powder, the Group is in the process of making additional investments within its German based subsidiary, Noreva, to directly manufacture the polyimide resin into pressed parts that are already commonly purchased in the high-performance polyimide market.

Refractory Engineering Division

The Refractory Engineering Division has continued to move forwards its profitability, achieving £13.5 million for the year ended 30th April, 2024, compared to £12.8 million in 2023, which represents a 21.3% pre-tax profit margin *(2023: 20.7%)*. The strengthening of Sterling over the last twelve months, against the overseas subsidiaries' currencies, has reduced the reportable profits and suppressed the true growth performance of the Division. There has also been a market normalisation of reduced consumer spending post-COVID, but the Division continues to display a strong performance.

Within the year, we have increased production capacity at Ultratec, our southern Chinese investment powder manufacturing facility, to accommodate the growing local customer demand. During the year, a restructuring and reorganisation operation was carried out in relation to our companies in Thailand, resulting in operational cost savings of approximately half a million pounds per annum post-completion.

Additionally, we are scheduled to be fully operational this year in the new Indian investment powder manufacturing facility. This 76,000 square feet facility, built over the past two years, will provide much-needed increased capacity to service current market requirements and support significant market growth in India over the next five to ten years. Much of the growth in sales of products to the jewellery casting markets in India is underpinned by domestic consumption, driven by the ever-increasing levels of expendable income available to the population as the country rapidly develops.

Sales of AVD fire extinguishers and extinguishing agents continue to grow, and we are excited about the future of this product line. We have commenced production of specialist lithium fire blankets within our India operations. These blankets, made from vermiculite dispersion-coated e-glass fabrics, have significantly better thermal resistance properties than competitors' products available in the market. The renovation of the newly acquired and equipped 50,000 square feet facility in the UK is now complete. It accommodates our larger in-house vermiculite dispersion plant, which produces the material that AVD is made from, as well as the AVD fire extinguisher manufacturing and filling plant. We are awaiting certification from BSI for the fire extinguisher production line and estimate we will begin filling and selling in-house produced extinguishers in the second half of this financial year.

At Hoben International, we have gained planning approval for a 4.3 MW solar array field adjacent to our manufacturing plant. However, despite being assured by the District Network Operator prior to submitting the planning application that the local transformer and switch had adequate capacity, we have now been told that we cannot have a connection. While frustrated by this outcome, we are committed to finding a solution as soon as possible and will continue to fight for our cause.

CHAIRMAN'S STATEMENT *(continued)*

Cashflow

As of 30th April, 2024, the Group's net debt has reduced to £42.9 million from the net debt position reported at 31st October, 2023, when it stood at £54.6 million, which corresponds to a gearing ratio of 35.1%, down from 47.8% six months earlier.

The Group has demonstrated strong cash generation capabilities, reducing the net debt position while still incurring £16.42 million of capital expenditures throughout the year and returning £17.5 million to shareholders, including a successful £8.9 million tender offer in May, 2023. Moving forward, the cash generation throughout the Group companies remains robust. One of the factors during the year that has contributed to the strong cash flows, is management's focus to negotiate and obtain multiple milestone payments on the longer-term contracts allowing us to increase production levels without having to utilise our banking facilities to fund the work in progress.

Furthermore, over the last three years, due to the increased capital expenditure in the UK, the UK companies have obtained a significant cashflow benefit from the first year capital allowance and super deduction schemes that were in place in the UK. The net effect of these favourable tax provisions has resulted in the UK companies deferring £8.1 million of UK corporation tax that would have been payable. Further details can be found within note 9.

The Board's focus for the future remains on improving cash flows and managing working capital efficiently as business activities increase.

Other than capital expenditure that is fully funded by customers and is cash flow neutral, for the next three to four years the Board's focus is on operational efficiency and obtaining output from the substantial capital investments that have already been made on new product production lines and increases in manufacturing capacity rather than embark on additional capital expenditure.

It is for this reason that moving forward the Group's non-customer funded annual capital expenditure will likely be only about one third of what it has averaged over the past three years. This policy along with the substantial workload should result in continued significant cash generation and the continuation of the dividend policy. Post year-end, the Group has renewed one of its Revolving Credit Facilities, that was due to expire, for a four year term.

Over the past decade, the Group has achieved an average dividend growth rate of over 15% per year, returning more than £60 million to shareholders and with the market capitalisation of the Company in the year having risen to £512 million at 30th April, 2024 which is an increase of £221 million over the financial year, the Total Shareholders Return including the dividends paid over the last 20 years is 4,632% (versus FTSE 100: 282%). See page 33 for full details. Furthermore, as at the time of writing, the market capitalisation of the Group has continued to rise, leading to Goodwin PLC's inclusion in the FTSE 250 index.

We would like to take the opportunity of thanking all our employees, managers and Directors both in the UK and overseas for working so hard to achieve the latest improved trading results, as well as the long-term performance of the Group to date.

T. J. W. Goodwin
Chairman

6th August, 2024

Alternative performance measures mentioned above are defined on page 105.

GOODWIN PLC

SUMMARY OF CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 30th April, 2024

	Note	2024* £'000	2023* £'000
CONTINUING OPERATIONS			
Revenue	3, 4	**191,258**	185,742
Cost of sales		**(113,371)**	(116,973)
GROSS PROFIT *		**77,887**	68,769
Distribution expenses		**(9,618)**	(9,623)
Administrative expenses		**(41,374)**	(38,833)
OPERATING PROFIT		**26,895**	20,313
Finance costs (net)	8	**(2,870)**	(1,438)
Share of profit of associate company	15	**69**	65
TRADING PROFIT		**24,094**	18,940
Additional year on year unrealised gain on 10 year interest rate swap derivative		**113**	3,189
PROFIT BEFORE TAXATION	6	**24,207**	22,129
Tax on profit	9	**(6,491)**	(5,616)
PROFIT AFTER TAXATION		**17,716**	16,513
ATTRIBUTABLE TO:			
Equity holders of the parent		**16,902**	15,904
Non-controlling interests		**814**	609
PROFIT FOR THE YEAR		**17,716**	16,513
BASIC AND DILUTED EARNINGS PER ORDINARY SHARE (in pence)	10	**224.53p**	206.81p

* The Board has taken the decision to present the statutory reporting of gross profit to allocate costs, which align more appropriately with the Group's operational structure and to ensure that the end user of the statutory accounts can review the financial performance of the Group on the same basis as the Board. For further details please refer to the "Business Diversity and Performance" section on page 9, and note 5 on page 66.

The full financial statements and accompanying notes are on pages 49 to 106.

OBJECTIVES, STRATEGY AND BUSINESS MODEL

The Group's main **OBJECTIVE** and **PURPOSE** is to have a sustainable long-term engineering based business with good potential for profitable growth while providing a fair return to our shareholders.

The Board's **VALUES** of engineering excellence, quality, efficiency, reliability, competitive price and delivery contribute to the delivery of its strategy.

The Board's **STRATEGY** to achieve this is:

- to supply a range of technically advanced products to growth markets in the Mechanical Engineering and Refractory Engineering segments in which we have built up a global reputation for engineering excellence, quality, efficiency, reliability, competitive price and delivery;
- to manufacture advanced technical products profitably, efficiently and economically;
- to maintain an ongoing programme of investment in plant, facilities, sales and marketing, research and development with a view to increasing efficiency, reducing costs, increasing performance, delivering better products for our customers, expanding our global customer base and keeping us at the forefront of technology within our markets, whilst at all times taking appropriate steps to ensure the health and safety of our employees and customers;
- to control our working capital and investment programme to ensure a safe level of gearing;
- to maintain a strong capital base to retain investor, customer, creditor and market confidence and so help sustain future development of the business;
- to support a local presence and a local workforce in order to stay close to our customers;
- to invest in training and development of skills for the Group's future;
- engineering activity and investment into the reduction of CO_2 emissions where it is commercially viable taking into account the long-term effects of CBAM (Carbon Border Adjustment Mechanism);
- to manage the environmental and social impacts of our business to support its long-term sustainability.

BUSINESS MODEL

The Group's focus is on manufacturing within two sectors, Mechanical Engineering and Refractory Engineering, and through this division of our manufacturing activities, our overseas business facilities and our global sales and marketing activities, the Group benefits from market diversity. Further details of our business and products are shown on our website www.goodwin.co.uk.

Mechanical Engineering

The Group specialises in supplying precision engineered solutions and industrial goods into critical applications, generally on a project basis, more often than not involving the complementary skill set of other group companies to deliver the requirement. The projects normally involve international procurement, high integrity castings, forgings or wrought high alloy steels, carbon fibre composite structures, precision CNC machining, complex welding and fabrication, and other operations as are required. In addition to specialist projects, the Group manufactures and sells a wide range of dual plate check valves, axial nozzle check valves and axial piston control and isolation valves. These solutions and products typically form part of large construction projects, including the construction of naval propulsion and hull components, nuclear waste storage components, liquefied natural gas (LNG), gas, oil, petrochemical, mining, and water markets.

We generate value by creating leading edge technology designs and manufacturing processes, globally sourcing the best quality raw material at good prices, manufacturing in highly efficient facilities using up to date technology to provide very reliable high performance products to the required specification, at competitive prices and with timely deliveries.

The Group through its foundry, Goodwin Steel Castings Limited, has the capability to pour high performance alloy castings up to 35 tonnes net in weight, radiograph and also finish CNC machine and fabricate them at the foundry's sister company, Goodwin International Limited. This capability is targeting the naval defence industry and nuclear decommissioning, the oil and gas industry, as well as large, global projects requiring high integrity machined castings.

OBJECTIVES, STRATEGY AND BUSINESS MODEL *(continued)*

Goodwin International Limited, the largest company in the Mechanical Engineering Division, not only designs and manufactures dual plate check valves, axial nozzle check valves and axial piston control and isolation valves but also undertakes specialised CNC machining and fabrication work for nuclear decommissioning projects. Goodwin International Limited also has a division that is focused on manufacturing / machining high precision, high integrity components for naval marine vessels. Noreva GmbH also designs, manufactures and sells axial nozzle check valves and is building a facility to CNC press polyimide components from Duvelco resin. Both Goodwin International Limited and Noreva GmbH purchase the majority of their sand mould castings from Goodwin Steel Castings Limited for their ranges of check valves and this vertical integration gives rise to competitive benefits, increased efficiencies and timely deliveries.

At Goodwin Pumps India Private Limited we manufacture a superior range of submersible slurry pumps for end users in India, Brazil, Australia, Canada, Peru and Africa. Easat Radar Systems Limited and its subsidiary, Easat Finland Oy, design and build bespoke high-performance radar surveillance systems for the global market of major defence contractors, civil aviation authorities and coastal border security agencies. We create value on these by innovative design, assembly and testing in our own facilities using bought in or engineered in-house components.

Duvelco, the newest company within the Mechanical Engineering Division, is a specialist polyimide manufacturer, that will manufacture and sell polyimide resins into an established market that can then be moulded into parts and shapes for the high temperature and critical applications, for which very few polymers can be used.

Refractory Engineering

Within the Refractory Engineering Division, Goodwin Refractory Services Limited (GRS) generates value primarily from designing, manufacturing and selling investment casting powders, injection moulding rubbers and waxes to the jewellery casting industry. GRS also manufactures and sells these products to the tyre mould and aerospace industries. The Refractory Engineering Division has five other investment powder manufacturing and sales companies located in China, India and Thailand which sell the casting powders, waxes and moulding rubbers directly and through distributors to the jewellery casting industry and also directly to tyre mould and aerospace industries.

These companies are vertically integrated with another of our UK companies, Hoben International Limited (Hoben), which manufactures cristobalite, which it sells to the six casting powder manufacturing companies as well as producing ground silica that also goes into casting powders and other UK uses of silica. Hoben also manufactures different grades of perlite, and a patented range of biodegradable bags, known as Soluform, for use inside traditional hessian / jute bags for the placement of concrete and other materials in or around rivers.

Dupré Minerals Limited (Dupré), a refractory company, focuses on producing exfoliated vermiculite that is used in insulation, brake linings and fire protection products, including technical textiles that can withstand exposure to high temperatures. Dupré also sells consumable refractories to the shell moulding precision casting industry. Dupré has designed, patented and sells a range of fire extinguishers and an extinguishing agent for lithium-ion battery fires that utilises a vermiculite dispersion as the fire extinguishing agent.

OBJECTIVES, STRATEGY AND BUSINESS MODEL *(continued)*

BUSINESS DIVERSITY AND PERFORMANCE

"Trading" pre-tax profit for the Group for the year ended 30th April, 2024 have increased 27% versus the prior year.

The Mechanical Engineering Division has been the driving force behind the increase, with its divisional operating profits increasing by 55%. The Group's foundry, Goodwin Steel Castings, and the machine shop, Goodwin International, have both delivered improved results, both in terms of activity and margins. The Division's improved results were further supported by the submersible pump company in Brazil contributing similarly respectable profits in the year.

The Refractory Engineering Division delivered a consistent level of operating profits, up 5% year on year, the proportional split of operating profits for the year has swung back in favour of the Mechanical Engineering Division, as was expected. This 60:40 split is expected to remain, moving forward, subject to the speed that both sides bring online their respective growth products.

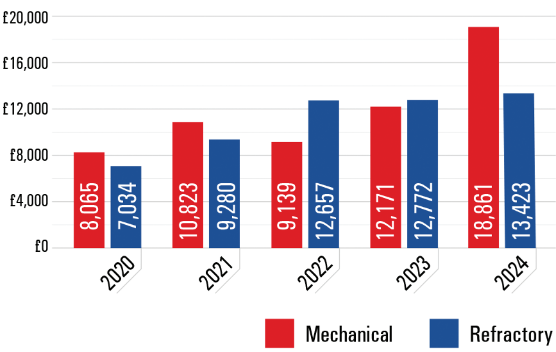
Gross profit

The Board and management of the Group use gross profit as one of the key metrics to manage the performance of the Group. The Board has taken the decision to present the statutory reporting of gross profit to allocate costs, which align more appropriately with the Group's operational structure and how it is calculated within the Group's management accounts, to ensure that the end user of the statutory accounts can review the financial performance of the Group on the same basis as the Board. Historically, the calculation of cost of sales within the statutory annual report included many items that we deem internally as overheads. As a result of this change the gross profit within the Group profit and loss account has been amended along with the gross profit %. These changes can be seen on the next page within the Key Performance Indicators table, where the changes have been reflected within all of the years shown.

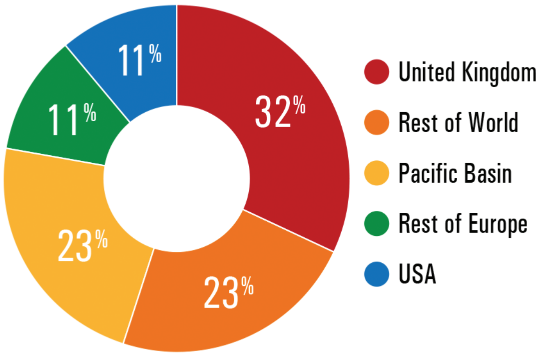
Diversification

The Group supplies a wide range of industries and markets from 18 manufacturing locations in the UK, Finland, Germany, South Africa, India, Thailand, China, Australia and Brazil. During the year the geographical split of the Group's revenue continues to be well spread. Whilst the United Kingdom is our largest individual location, it is worth highlighting that the segmental analysis, on page 64, is based on the geographical location of where our direct customers are registered, which at times may not truly reflect the location of where the products are being utilised. For instance, different countries will come to the prime contractors based in the United Kingdom to procure components for ships that are being supplied to other countries, and our supply into these programmes will continue to be shown within the United Kingdom segment.

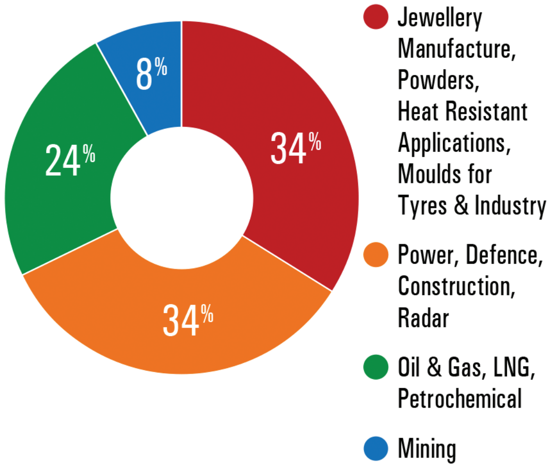
Divisional Split of Operating Profits (£'000)



External Revenue: Geographical Segmental Analysis



End-User Market Sectors: £191m Revenue



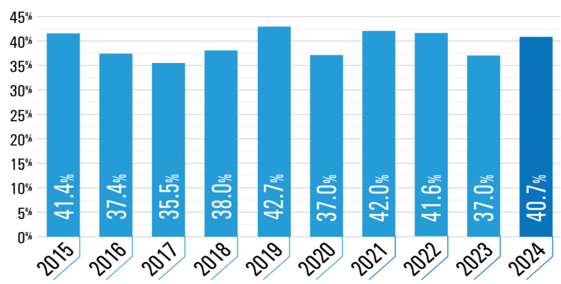
OBJECTIVES, STRATEGY AND BUSINESS MODEL *(continued)*

KEY PERFORMANCE INDICATORS

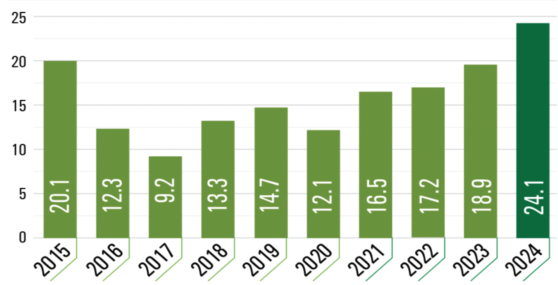
The key performance indicators for the business are listed below:

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
Gross profit as a % of turnover *	41.4	37.4	35.5	38.0	42.7	37.0	42.0	41.6	37.0	40.7
Trading profit (£ millions)	20.1	12.3	9.2	13.3	14.7	12.1	16.5	17.2	18.9	24.1
Gearing % (excluding deferred consideration)	12%	26%	31%	11%	20%	18%	15%	26%	26%	35%
Sales per employee per year (£'000)	112	105	114	120	117	121	116	130	162	156
Dividends proposed (in £ millions)	3.0	3.0	3.0	6.0	6.9	6.0	7.9	8.3	8.6	10.0
Emissions Intensity (CO2e / £1m Revenue	510	529	471	334	372	313	242	241	141	121

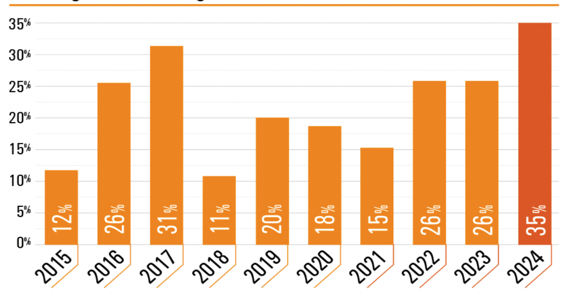
Gross Profit as a % of Turnover



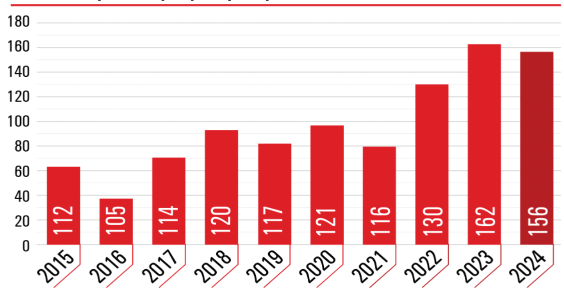
Trading profit (£ million)



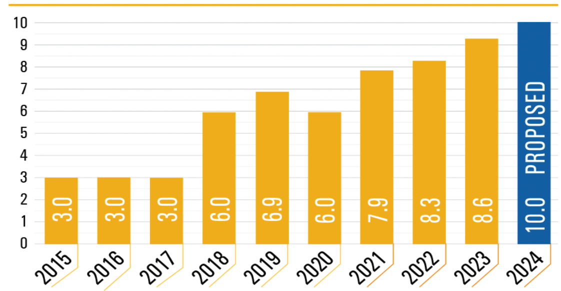
Gearing % (excluding deferred consideration)



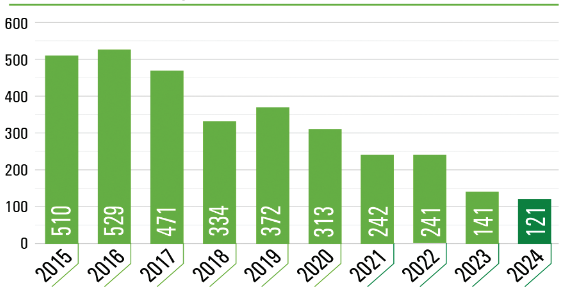
Revenue per employee per year (£'000)



Dividends (£ million)



Emissions Intensity (CO2e / £1m revenue)



The alternative performance measures referred to above are defined on page 105. The alternative performance measures are important to management and the readers of the Annual Report in assessing the Group's performance and benchmarking it within its respective industries.

* The gross profit percentages from 2015 to 2023 have been updated. Further details are included on page 9.

OBJECTIVES, STRATEGY AND BUSINESS MODEL *(continued)*

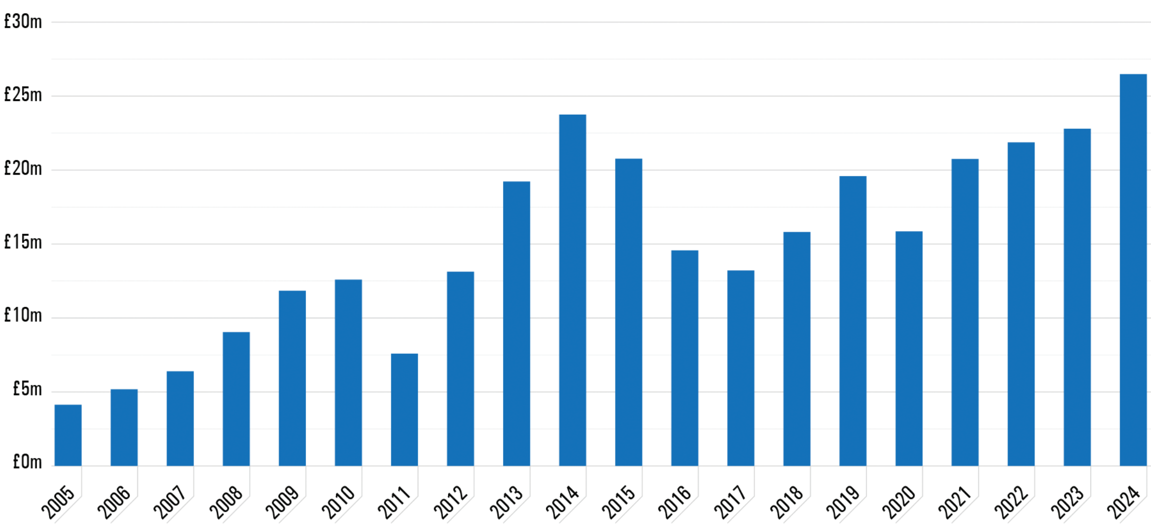
DIVIDEND AND CAPITAL EXPENDITURE POLICY

The Board proposes to pay a dividend of 133 pence per share, up 16% on the previous year *(2023: 115p)*. The proposed dividend has been calculated using the Group's profit after taxation figure, plus depreciation and amortisation for the year ending 30th April, 2024, after having excluded the non-cash mark to market unrealised gain relating to the ten year interest rate swap.

During the year the Group has generated a significant quantum of cash in the second half of the year to finish the year with a gearing ratio of 35.1% *(31st October, 2023 47.8%)*. In the year a total of £17.5 million has been returned to its shareholders comprising a successful share buyback in May 2023, where the aggregate number of 180,000 ordinary shares were repurchased by the company at a tender price of £48 per share, and with the last dividend of 115p per share.

Similar to last year, the Board proposes to continue to smooth the Group's cash flow by splitting the payment of the proposed ordinary dividends of 133 pence per share into equal instalments of 66.5 pence per share on 4th October, 2024 and on or around 11th April, 2025 to shareholders on the register on 13th September, 2024 and on or around 21st March, 2025 respectively.

Group Annual Post Tax Profit + Depreciation + Amortisation*



*Further details are included in the Alternative Performance Measures on page 105.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's operations expose it to a variety of risks and uncertainties. The Directors confirm that they continue to carry out a robust assessment of the principal risks the Company faced, including those that would threaten its business model, future performance, solvency or liquidity.

Market risk: The Group provides a range of products and services, and there is a risk that the demand for these products and services will vary from time to time because of competitor action or economic cycles or international trade friction or even wars. As shown in note 3 to the financial statements, the Group operates across a range of geographical regions, and its turnover is split across the UK, Europe, USA, the Pacific Basin and the Rest of the World.

Operating in many territories helps spread market risk. Similarly, the Group operates in both Mechanical Engineering and Refractory Engineering sectors, mitigating the impact of a downturn in any one product area as has been seen in recent financial years.

The potential risk of the loss of any key customer is limited as no single customer accounts for more than 10% of annual turnover.

As described in the Business Model, the Group generates significant sales from naval propulsion marine applications and ship hull components as well as from valves it supplies to LNG, oil, chemical and water markets. The Mechanical Engineering Division also sells submersible pumps that are supplied to the mining industries and radar systems that are used for coastal surveillance and air traffic control applications. The Refractory Engineering Division sells vermiculite and perlite to the insulating and fire prevention industry and our investment casting powder companies indirectly sell to the jewellery consumer market through the supply of investment casting moulding powders, waxes, silicone and natural rubber.

Technical risk: The Group develops and launches new products as part of its strategy to enhance the long-term value of the Group. Such development projects carry business risks, including reputational risk, abortive expenditure and potential customer claims which may have a material impact on the Group. The potential risk here is seen as manageable given the Group is developing products in areas in which it is knowledgeable and new products are tested as far as possible prior to their release into the market. The risk of product obsolescence is countered by research and development investment into new products.

Product failure / contractual risk: The risks that the Group supplies products that fail or are not manufactured to specification are risks that all manufacturing companies are exposed to but we try to minimise these risks through the use of highly skilled personnel operating within robust quality control system environments, using third party accreditations where appropriate. With regard to the risk of failure in relation to new products coming on line, the additional risks here are minimised at the research and development stage, where prototype testing and the deployment of a robust closed loop product performance quality control system provides feedback to the design department for the products we manufacture and sell. The risk of not meeting safety expectations, or causing significant adverse impacts to customers or the environment, is countered by the combination of the controls mentioned within this section and the purchase of product liability insurance.

Supply chain and equipment risk: Failure of a major supplier or an essential item of equipment presents a constant risk of disruption to the manufacturing in progress, especially during times of high inflation or increased shipping times and costs. Where reasonably possible, management mitigates and controls the risk with the use of dual sourcing, continual maintenance programmes, and by carrying adequate levels of stocks and spares to reduce any disruption.

Health and safety: The Group's operations involve the typical health and safety hazards inherent in manufacturing and business operations. The Group is subject to numerous laws and regulations relating to health and safety around the world. Hazards are managed by carrying out risk assessments and introducing appropriate controls, as well as attending safety training courses.

Acquisitions: The Group's growth plan over recent years has included a number of acquisitions. There is the risk that these, or future acquisitions, fail to provide the planned value. This risk is mitigated through financial and technical due diligence during the acquisition process and the Group's inherent knowledge of the markets they operate in.

Financial risk: The principal financial risks faced by the Group are changes in market prices (interest rates, foreign exchange rates and commodity prices). As reported elsewhere within these financial statements, the Company, on 2nd July, 2021 signed a contract to mitigate the impact of interest rate risk by taking out an interest rate swap derivative fixing £30 million of notional debt at less than 1% versus the variable SONIA rate for a period of ten years, commencing 1st September, 2021. Detailed information on the financial risk management objectives and policies is set out in note 28 to the financial statements. The Group has in place risk management policies that seek to limit the adverse effects on the financial performance of the Group by using various instruments and techniques, including credit insurance, stage payments, forward foreign exchange contracts, secured and unsecured credit lines. Prior to the expiry date of the Revolving Credit Facilities, the Board reviews the current and future requirements of the Group and arranges suitable replacement facilities prior to the current facility expiring. Post year-end, the Group has renewed one of its Revolving Credit Facilities, that was due to expire, for a four year term.

PRINCIPAL RISKS AND UNCERTAINTIES *(continued)*

Regulatory compliance: The Group's operations are subject to a wide range of laws and regulations. Both within Goodwin PLC and its subsidiaries, the Directors and Senior Managers within the companies make best endeavours to ensure we comply with the relevant laws and regulations. The Group ensures that high ethical standards and values are adopted, specifically with regards to sanctions, anti-corruption, anti-bribery and human rights. During the year, the Group has carried out additional sanctions training and continued to refine and update its internal policies to reflect the associated risks.

IT security: The Group performs regular and remote off-site backups of its IT systems, from time to time engaging external companies to test and report any weaknesses and deficiencies found to enable solutions to be put in place to mitigate and minimise the risk of an IT security breach.

Energy and Climate Change: The Group is actively developing and implementing its carbon neutral plan, which helps mitigate the risk of the Group being exposed to the long-term effects of global warming and more specifically the upcoming Carbon Border Adjustment Mechanism (CBAM) taxes that will likely ramp up over the next ten years, in addition to significant increases in the cost of power that are a result of the fragile global energy system. The Group's methods of mitigation include fixed price energy contracts, incorporating price escalation clauses into the longer term contracts and ultimately reducing the need to purchase energy from the national grid by installing renewable solutions like low cost solar panels. To date the Group has installed 5.7MW of solar panels worldwide and despite the Distribution Network Operator in the UK restricting future installations, planning has been obtained to install a further 5.3 MW of solar panels. Additional information on the Group's climate related risks and opportunities can be found within the Environmental section, on page 16.

CORPORATE SOCIAL RESPONSIBILITY

The Board as a whole is responsible for decisions relating to the long-term success of the Company and the way in which their duties have been discharged during the year in terms of the strategic, operational and risk management decisions and these can be found within the Strategic Report on pages 7 to 13.

As set out below and in line with Section 172 of the Companies Act 2006, through engagement the interests and views of the Group's employees and other stakeholders are considered by the Board within its decision-making process as well as the impact they have on the environment, our reputation and the surrounding communities. Unless otherwise stated, the principal decision made in the year, impacting its stakeholders, other than routine decisions that are made on a year-on-year basis as part of running the business, such as setting the base increase in salaries, were a successful tender to buy back 180,000 of ordinary shares at the tender price of £48 per share and increasing the Group's charitable donations to support the local community in the local Stoke-on-Trent area. The Board also made the decision to proceed with obtaining planning for two solar array installations, with a combined power output of 5.3 MW, and, to plant over 500,000 trees as part of its carbon offset scheme. Local authority planning permission has now been obtained for all three of these projects.

Non-Financial and Sustainability Information Statement

As per the latest disclosure requirement, under the Companies Regulations 2022, disclosures on Climate related financial disclosures, Company's employees, community issues, social matters, human rights and anti-corruption and bribery can be found on pages 14 to 21 of the Annual Report.

Employees

Health and Safety: The Group acknowledges that many of its manufacturing processes and some materials that it handles and sells are hazardous and that providing a safe environment for people at all of our facilities is an unconditional priority for all of those charged with governance, in addition to each member of the workforce. In the year, as operations change, the Group has managed the continually evolving risks that are inherent in manufacturing businesses by ensuring risk assessments are carried out by all departments as soon as an operational change is envisaged. Such assessments enable the introduction of the appropriate controls to help ensure that the workforce is protected from foreseeable hazards. Furthermore, awareness and training to continually reduce risk and improve safety is a mind-set that is reinforced on a daily basis through the Group's global "Safety Spectrum" programme.

Employee consultation: The Group takes seriously its responsibilities to employees and, as a policy, provides employees systematically with information on matters of concern to them. It is also the policy of the Group to consult where appropriate, on an annual basis, with employees or their representatives so that their views may be taken into account in making decisions likely to affect their interests. The Board considers the most effective form of engagement and involvement of its employees for its size and complexity is by way of informal daily discussions between the employees, the Senior Management and Board members who walk the floor, and the Company encourages its employees through its salary and bonus arrangements. Engagement in the year is further supported through workforce representative meetings, local working groups, team meetings, training, and an honest and open culture.

Employment of disabled persons: The policy of the Group is to offer the same opportunity, including training, development and promotion, to disabled people, and those who become disabled, as to all others in respect of recruitment and career advancement, provided their disability does not prevent them from carrying out the duties required of them in accordance with the requirements of the Equality Act 2010.

Diversity Policy: The Group is committed to promoting diversity of gender, social and ethnic backgrounds and personal strengths, in addition to ensuring that everyone has the same opportunities for employment and promotion based on ability, qualifications and suitability for the work in question. The Group invests in training and development of skills for the Group's future and has a long-term aim that the composition of our workforce should reflect that of the community it serves. The Group continues to strive to improve the balance of diversity by reviewing gender reporting and promoting diversity through training and development, recruitment, our business culture and the Board's Strategy. Whilst the senior independent directorship is held by Jennifer Kelly, following the assessment that was carried out on 30th April, 2024, the Board does not comply fully with the latest listing requirements that have come into effect, which require 40% of the Board to be female and for at least one Board member to be from an ethnic minority background. Whilst we fully acknowledge the necessity and benefits of a diversified leadership, we are unable to currently meet these specific targets due to the Board consisting of primarily executive Directors because of its size and complexity, as set out on page 22. This coupled with the fact that the appointments of the Board are made with the utmost consideration for the individual's qualifications, experience, and ability to contribute to the strategic direction of the Company, we have found ourselves at present, based on these criteria, unable to make the necessary adjustments without compromising the integrity and efficiency of our Board. Nonetheless, we are continually examining ways of meeting these requirements over the long-term by continuing to promote diversity at all levels of the Company, whilst also maintaining the Board's dynamism and the required level of experience, ability and qualifications. The latest development is that, before the end of the calendar year 2024, the Board expects to have appointed one additional Non-Executive Director to the Board, who will also sit on the Audit Committee along with Jennifer Kelly and the Group Chairman, thereby putting the Group in line with Audit Committee composition requirements, as set out within The Listing Rules.

CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Diversity Policy: *(continued)*

The following tables set out the breakdown of our average number of employees and Board members by gender and age:

Breakdown by gender

Year ended 30th April, 2024	Main Board and Company Secretary	Senior Management	Employees	Total
Number of female employees	2	12	203	217
Number of male employees	5	65	938	1,008
Total number of employees	**7**	**77**	**1,141**	**1,225**
% of female employees	29%	16%	18%	18%
% of male employees	71%	84%	82%	82%

Breakdown by age

Year ended 30th April, 2024	Main Board and Company Secretary	Senior Management	Employees	Total
Number of employees aged 16-21	-	-	100	100
Number of employees aged 22-40	3	10	527	540
Number of employees aged 41-65	3	61	492	556
Number of employees aged over 65	1	6	22	29
Total employees	**7**	**77**	**1,141**	**1,225**
% aged 16-21	-	-	9%	8%
% aged 22-40	43%	13%	46%	45%
% aged 41-65	43%	79%	43%	45%
% aged over 65	14%	8%	2%	2%

Suppliers, Customers and Regulatory Authorities

The Board considers market trends regularly and reviews their likely long-term implications. Our business relationships and procedures are developed over time and are regularly reviewed to ensure as a Group we conduct business responsibly and sustainably. The Board, through its legal and compliance teams, continually monitors changes in legislation and is committed to complying with all legal and regulatory requirements. Additionally, it acquires a first-hand understanding of its business relationships and compliance through regular dialogue and site visits where appropriate. Engagement is ensured from the initial tender processes to embedded sales and engineering project meetings and reinforced by an open-door culture, whilst actively seeking feedback.

The five Executive Directors of the Board are actively involved with the day to day business and management of the subsidiaries thereby allowing a good understanding of key members of the supply chain and also ensuring a fair purchase culture.

Maintaining High Standards of Business Conduct

Ethics and Sustainability: We are committed to conducting business responsibly and ethically. We endeavour to ensure that our staff, suppliers and business partners adopt the same or similar high ethical standards and values. This applies, but is not limited to human rights, modern slavery, anti-bribery and corruption and is all enhanced by an anonymous whistle-blowing system, which is rountinely reviewed and independently investigated if required.

Shareholders: Shareholder engagement occurs through the Annual Report, regulatory disclosures, our website, site visits and the Annual General Meeting, coupled by supplementary RNS announcements made during the course of the year. Throughout the year, the Chairman, on behalf of the Group, maintains an active dialogue with its shareholders, in order to understand their views on governance and performance against the strategy, as well as providing its investors, including institutional investors, an opportunity to ask questions, discuss the performance of the Group and make suggestions. Further engagement is obtained through shareholder site visits, which are hosted directly by the Chairman and the other members of the main Board. The Board aims to accommodate such requests as and when they are appropriate to do so. The Group's Directors and Non-Executive Director are also available before and after the Annual General Meeting to discuss any matters shareholders might wish to raise. Such regular first-hand engagement with shareholders enables the Chairman to provide the Board with updates so the views of shareholders are taken into consideration.

The Company has one class of ordinary shares, which have the same rights as regards voting, distributions and on liquidation. Management are also significant shareholders in the Company, holding approximately 54.0% *(2023: 52.74%)* of the register. In accordance with LR6.5, there is a controlling shareholder agreement in place.

CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Maintaining High Standards of Business Conduct *(continued)*

Shareholders *(continued)*

Executive directors M.S. Goodwin, S.R. Goodwin, B.R.E. Goodwin and T.J.W. Goodwin are party to the controlling shareholders agreement, as well as Audit Committee members, J.W. Goodwin and R.S. Goodwin. On this basis the Board feels that the Executive Director's vision is fully aligned with shareholders.

Communities: During the year the Group has continued to communicate to all employees our culture of responsibility and support for local communities where possible. The Board encourages its sites to support their local communities through charitable activities and initiatives to support the local area within which they operate. Engagement occurs through dialogue with the local councils and charities.

Donations: The Group made no political donations during the year *(2023: £nil)*. Donations by the Group for charitable purposes amounted to £119,600 *(2023: £91,000)*. The majority of these were made to local communities within the Group's operating environments.

Environment – Task Force on Climate-related Financial Disclosures (TCFD)

The following report includes the climate-related financial disclosures that are consistent with the eleven TCFD recommendations. Climate change is a core challenge for the Group, as we transition and work towards becoming a carbon neutral Group, whereby the carbon emitted from our activities is reduced and/or balanced by absorbing carbon emissions. As an engineering Group, that includes a heavy goods steel foundry and high temperature refractory processing business, the consumption of energy is an integral feature in the manufacture of the complex products that are manufactured by the business. Over the past few years the Group has been actively developing and implementing our carbon neutral plan and following a group wide assessment, we have set a target of becoming carbon neutral by 2035.

The initiative consists of five mechanisms to achieve our carbon neutral target:

Initiative Mechanism	Description	Achievements to date	Future Plans
Reduce Consumption (Scope 1 & 2 emissions)	Taking engineering steps to reduce our consumption of gas and electricity in our companies by investing in more efficient plant and / or changing our working practices.	Modifications range from electric company cars, lighting, automatic switching off programming, base load monitoring and replacement of heavy duty fans, use of inverters that offer a greater power efficiency with speed control. Compared to the energy usage prior to the above modifications, a reduction in excess of 10% in electricity has been achieved. Furthermore, changes within our working practices specifically within the foundry have enabled our overall Scope 1 and 2 emissions during the year to fall a further 11% despite Goodwin Steel Castings activity increasing by 36%.	Ongoing monitoring, review of plant and modifications to our manufacturing processes to reduce our overall energy usage, CO_2 emissions and waste.
Renewables	Utilisation of self-generated power through the use of solar panels and wind turbines.	To date, 5.7 MW of solar panels have been installed around the Group, which as previously reported has reduced our electricity purchased from the grid by approximately 25% versus when we did not have any solar panels. The Group has also recently received planning permission to install a 5.3 MW of solar panels at its site in Brassington and Hanley, which will reduce the number of kwh currently being purchased by a further 18% once the Distribution Network Operator (DNO) provides connectivity.	Over the short to medium term, now that planning has been obtained from the local planning authority, including Brassington, a further 5.3 MW of solar power is planned and ready to be installed but is now pending permissions from the Distribution Network Operator. Installation of two wind turbines at Hoben International has been investigated and is currently subject to confirmation of the Government's onshore wind policy.
Hydrogen	Finding and investing in a hydrogen generation power plant solution that can replace the natural gas utilised in our more energy intensive processing activities.	Following extensive research with the use of a wind and solar powered electrolysis machine, hydrogen was identified as a carbon free alternative for our continuous gas burning process. A bespoke first in class solution was designed but following two unsuccessful grant applications the project is on hold due to it not being commercially viable without the support of Government.	Continue to seek alternatives to operating a 1580 degree Celsius process without the use of natural gas and / or obtain Government support for a green hydrogen plant.

CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Environment – Task Force on Climate-related Financial Disclosures (TCFD) *(continued)*

Initiative Mechanism	Description	Achievements to date	Future Plans
Offsetting	Investing in land suitable for planting trees to offset the CO_2 that is generated from activities that cannot be removed by the above three mechanisms.	With the knowledge that the Group would not be able to naturally reduce its carbon footprint to zero, it has purchased a 1,180 acre site in Wales and has now obtained planning permission to plant over 500,000 trees that will generate in the region of 120,000 tonnes of CO_2 offset credits over the next 55 years. This will offset more than 100% of our steel foundry's gas consumption, the largest gas consumer within the Mechanical Engineering Division of the Group.	We are pragmatically working on obtaining the best pricing for the planting of the trees. Stage 1 planting will commence at the next appropriate planting window. It is expected that the entire scheme will be planted within the next two to three years.
3rd Party Emissions (Scope 3 emissions)	Take strategic steps to reduce Scope 3 emissions that are produced not by the Company itself but by those indirectly responsible within its value chain.	The Group has developed a draft Scope 3 emissions plan and with the help of a third party the Group has started to quantify its Scope 3 emissions throughout the Corporate Value Chain for 2 of its major subsidiaries. A hybrid approach has been employed, using primary data if it was available and if not, secondary data was sourced from averaged data sets or financial modelling using approved Scope 3 evaluator software.	The Group endeavours to complete a comprehensive assessment of our Scope 3 emissions for the entire Group, enabling it to then analyse and set specific Scope 3 medium term KPIs to reduce them in the coming years.

Over the past five years, the Group has managed to reduce its overall Scope 1 and 2 emissions by 48%, even though over the same time period the Group's activity levels in terms of revenue has increased by 50%. This achievement is highlighted through the Intensity Ratio that the Board uses as its key environmental KPI to measure its performance within this area. Since April 2019 the Intensity Ratio has reduced by 67% from 372 tonnes per £1 million to 121 tonnes per £1 million of revenue.

The reason why we are only taking a fifty-five year view on the offsetting produced by the woodland project, despite the fact that it will generate credits for one hundred years, is that by 2079 all electricity, used by the Group, will be generated by green methods and all hydro carbon needed for very high temperature processing applications is expected to have been converted to hydrogen, which will be generated using green electricity.

CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Environment – Task Force on Climate-related Financial Disclosures (TCFD) *(continued)*

Governance

The Board has overall accountability for the management of all climate change related risks and opportunities, as well as being responsible for the day to day implementation, monitoring and management of our climate goals. Climate-related risk is considered by the Board as a standalone agenda item and accordingly receives regular updates on its environmental assessments, commitments and performance from the respective individuals around the Group that have been tasked with a climate-related job to carry out. The updates are obtained as and when matters and opportunities arise, at which point they are then relayed on to the rest of the Board. The Group's Audit Committee supports the Board in ensuring climate-related issues are integrated into the Group's activities and risk management processes, in addition to reviewing and recommending policy proposals to the Board.

Risk Management

Climate change related matters are monitored by the Board and Audit Committee to ensure that they are embedded in our risk management and planning process, in addition to our long-term strategic decision-making. Initially, climate-related risks are identified through a combination of engagement, industry benchmarking, and analysis of regulatory and environmental trends. This involves gathering insights from various sources, including scientific research, policy developments, and input from key stakeholders. Once identified, these risks are evaluated based on their potential financial and operational impacts using a materiality assessment.

Furthermore, the Board is directly able to determine which risks and opportunities could have a material impact on the Group, as well as how to prioritise them, by having a flat management structure and taking a hands-on approach so that they are actively immersed within all aspects of the business and each subsidiary.

It is the opinion of the Board that, with the Group's activities on green projects, climate change will have no significant effect on the Group's financials, including:

1. Contract profitability. Whilst there will be fewer contracts for the oil and gas markets, we have already substituted a significant proportion of these contracts with new naval propulsion and hull component supply and nuclear waste storage component activity. Whilst cost increases can be expected, the Group has the ability to pass these costs on to the customers through the use of short validity periods on quotes as well as building in escalation clauses within its longer term contracts. The fact that it is Group policy to manufacture and sell products with high technology and high gross margins assists in insulating the Group from high energy costs.
2. Going Concern of any Group company, as bank facilities will continue to be available and with the Group's strong cash generation, it has the ability to reduce its debts at a faster rate, should it so wish.
3. Cash flow, generating our own green electricity is a much lower cost than buying electricity from the grid and our investments are self-financing and will ultimately save the Group significant money over the life of those assets and projects.
4. Carrying value and useful economic life of the Group's plant and equipment, investment and intangibles.

Had we still been heavily dependent on oil and gas project contracts and had done nothing on green power investments the stated situation above would be different.

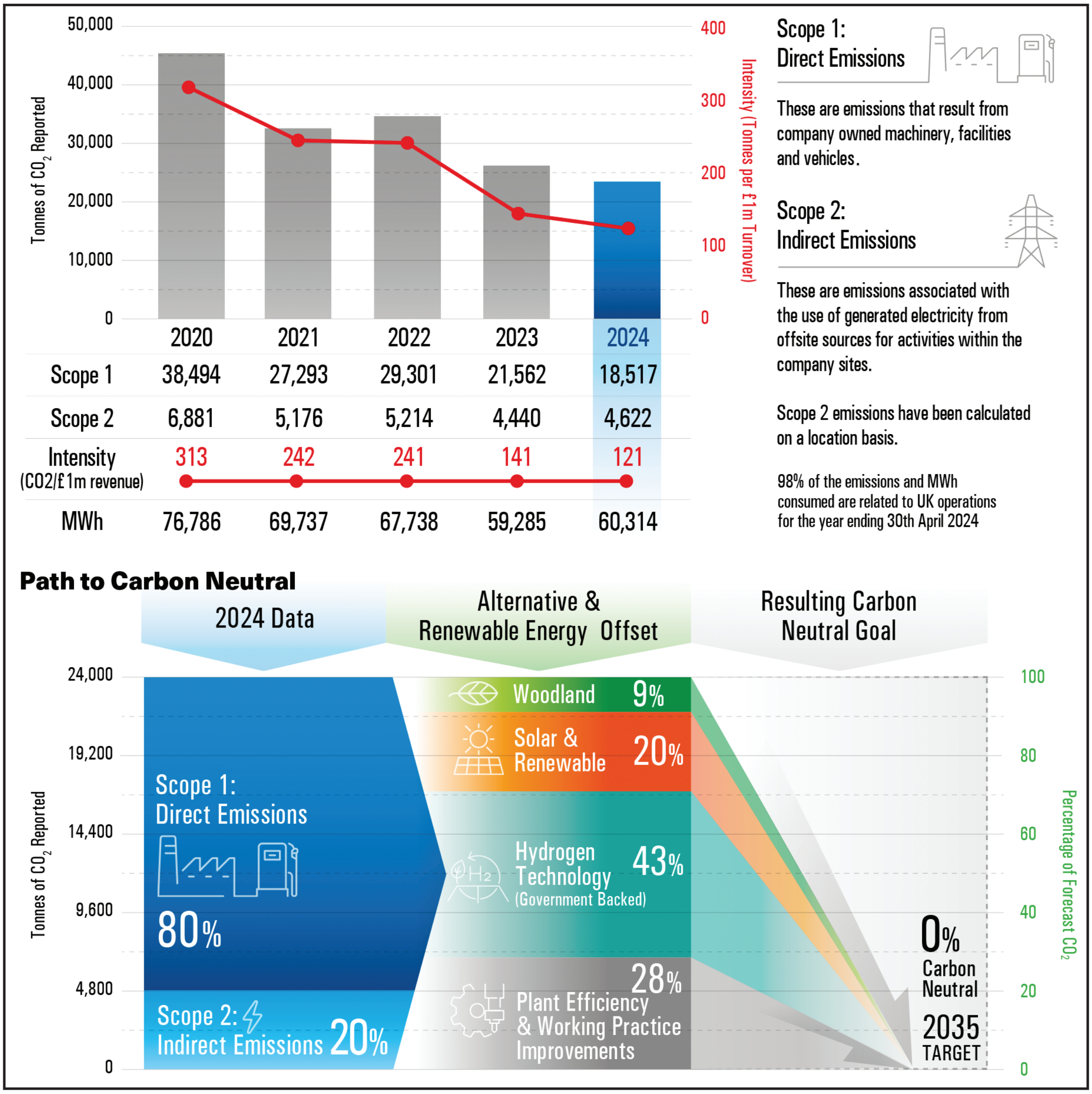
CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Environment – Task Force on Climate-related Financial Disclosures (TCFD) *(continued)*

Metrics and Targets

Due to the diversification of our products and markets and for the type of energy intensive company it is, the Board has determined that the total of Scope 1 and Scope 2 emissions versus alternatives is the most appropriate metric to use to assess climate-related risks and opportunities in line with its strategy and risk management process. The Group's key performance business metric is tonnes of CO2 emitted per £1 million pounds of turnover of the Group. See below for a graphical disclosure of our historic emissions, achieved reduction and forecast target of being carbon neutral by 2035.

Scope 1 and 2 Emissions Data



Carbon Neutral target, whilst possible, is heavily dependent on our gas usage and the Government providing support to industry to bridge the cost gap that will enable companies to invest in alternatives such as green hydrogen. Until this occurs, the Group will not be able to reach its carbon neutral target as incurring the full cost that would be involved would be unviable and not possible.

We calculate our GHG emissions using the GHG Protocol Corporate Accounting and Reporting Standard (revised edition).

CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Environment – Task Force on Climate-related Financial Disclosures (TCFD) *(continued)*

Strategy

In line with the Task Force on Climate-related Financial Disclosures (TCFD) reporting requirements and in conjunction with our detailed assessment that has been carried out against the TCFD guidance, the following table sets out the impact of the short, medium and long-term risks and opportunities that the Group has identified in relation to climate change.

TCFD Category		**Potential Impact**			Financial Magnitude	Business Resilience / Readiness
		Description	Scenario **	Time Frame*		
Policy & Legal	Pricing of GHG emissions	**Risk:** Direct requirement to pay carbon taxes per tonne emitted.	<2°C	Short to Medium	High but reducing with carbon neutral activity	Ongoing - woodland offset programme & reduction activities. Mitigated under these scenarios by the likely support from Gov. of Green Hydrogen technology.
	Higher environmental standards	**Risk:** Increasing building, operation and transport standards leading to increased investment into equipment and higher supply chain and material costs.	<2°C	Short	Medium	Manage
Technology Shifts	Electrification – growth in EV transport	**Opportunity:** Increased sales of AVD for use on lithium ion battery fires.	<2°C	Short to Medium	High	Monitor
	Substitution of technology	**Opportunity:** Transition high temperature gas powered manufacturing processes onto a green alternative.	<2°C	Medium	Medium	Monitor
End Demand	Transition away from fossil fuels	**Risk:** Reduced gross margin from sales of valves to the oil and gas industry.	>3°C	Medium	Medium	Manage – O&G exposure continues to fall as the Group focuses on alternative markets. Exposure has reduced from 60% to 24% over last 10 years.
			<2°C	Medium	Medium	
	Increased cost of raw materials	**Risk:** Impact on the availability and pricing of key raw materials due to transitional and physical risks.	<2°C	Medium	Low	Manage
Reputational	Cost of Capital	**Risk:** Access to the financial industry and credit becomes tied to high levels of sustainability performance.	>3°C	Medium	High	Balance and Reduce Initiative
			<2°C	Long	Low	
	Employee Risk	**Risk:** Attracting the highest levels of talent could be difficult due to increasing concerns of working for a carbon neutral company.	>3°C	Long	Low	Balance and Reduce Initiative
			<2°C	Long	Low	
Physical	Natural / Extreme Climate Events	**Risk:** Damage to physical assets and loss of revenue.	>3°C	Medium	High	Geographical diversification Insurance Business Continuity plans
			<2°C	Long	Low	
		Opportunity: Increased demand for submersible pumps for disaster relief	>3°C	Medium	Low	
			<2°C	Long	Low	Monitor

CORPORATE SOCIAL RESPONSIBILITY *(continued)*

Environment – Task Force on Climate-related Financial Disclosures (TCFD) *(continued)*

Strategy *(continued)*

** Short < 5 years   Medium – up to 2035   Long – 2035-2050*

**** **Polarisation scenario (>3ºC)**

Our Polarisation Scenario sees a world where climate action is delayed by the polarisation of climate action. This delay results in a world where physical climate change risks are the greatest across our two scenarios.

Paris Alignment Scenario (2-3ºC)

This scenario sees a market and society-led rapid transition to a lower carbon future through global Government commitments to the Paris Agreement. This would result in increased regulation of climate action and a reduction of the physical impacts of climate change compared with our Polarisation scenario.

For assessing the two scenarios and the impact of climate change on our business, we have completed in-house assessments. The inputs included reviews of our product groups and our manufacturing sites. It was carried out by the Board and senior management as well as having input from third party specialists as and when it has been required. The source of the scenarios utilised has been a combination of publicly available ones that have been developed by policy groups, which we have then adapted to be Company specific. For further details on the business resilience and the measures being taken to increase the Group's resilience to the identified climate change risks, see pages 16 to 17. The measures include reducing consumption of power through process modifications, utilisation of renewables and hydrogen, carbon offsetting via a woodland project and working with our value chain.

FORWARD-LOOKING STATEMENTS

The Group Strategic Report contains forward-looking type statements and information based on current expectations, and assumptions and forecasts made by the Group. These expectations and assumptions are subject to various known and unknown risks, uncertainties and other factors, which could lead to substantial differences between the actual future results, financial performance and the estimates and historical results given in this report. Many of these factors are outside the Group's control. The Group accepts no liability to publicly revise or update these forward-looking statements or adjust them for future events or developments, whether as a result of new information, future events or otherwise, except to the extent legally required.

The Group Strategic Report was approved by the Board on 6th August, 2024 and is signed on its behalf by:

T. J. W. Goodwin
Director

M. S. Goodwin
Director

S. R. Goodwin
Director

REPORT OF THE DIRECTORS

The Director's have pleasure in presenting their reports and audited financial statements for the year ended 30th April, 2024.

The Directors' have presented their Group Strategic Report on pages 3 to 21. The Group Strategic Report is intended to be an analysis of the development and performance of Goodwin PLC and contains a description of the principal risks and uncertainties facing the Group and an indication of likely future developments and the required statements under Statutory Instrument 2008/410 Schedule 7 of the Companies Act 2006. The Chairman's Statement is part of the Group Strategic Report of the Directors for the year and provides the financial review, including some of the key performance indicators and future trends of the business. Also included in the Group Strategic Report for the year are the Group's Objectives, Strategy and Business Model on page 7, Principal Risks and Uncertainties on pages 12 and 13, and the Corporate Social Responsibility Report on pages 14 to 21.

The Board considers that the Chairman's Statement, the Group Strategic Report, the Directors' Reports and the Financial Statements, taken as a whole, in their opinion, are fair, balanced and understandable and that they provide the information considered appropriate for shareholders to assess the Group's position and performance during the financial year and at the year end, and to assess the business model and strategy.

Proposed ordinary dividends

The Directors' recommend that an ordinary dividend of 133 pence per share *(2023: 115p)* be paid in equal instalments of 66.5 pence per share on 4th October, 2024 and on or around 11th April, 2025 to shareholders on the register on 13th September, 2024 and on or around 21st March, 2025 respectively. The ordinary dividend is subject to the approval of the shareholders at the Annual General Meeting on 2nd October, 2024.

See comments on page 11 regarding the Dividend Policy.

Directors

The Directors of the Company who have served during the year are set out below.

M. S. Goodwin *(Mechanical Divisional Managing Director)*
S. R. Goodwin *(Refractory Divisional Managing Director)*
T. J. W. Goodwin *(Chairman)*
B. R. E. Goodwin
N. Brown
J. E. Kelly *(Non-Executive Director)*

The Chairman and the Divisional Managing Directors do not retire by rotation.

No Director has a service agreement with the Company, nor any direct beneficial interest in the share capital of any subsidiary undertaking. The Chairman does not have any other significant external appointments.

Shareholdings

The Company has been notified that as at 2nd August, 2024, the following had an interest in 3% or more of the issued share capital of the Company:

M. S. Goodwin, S. R. Goodwin, T.J.W. Goodwin and B. R. E. Goodwin 3,755,161 shares (50.0%). These shares are registered in the name of J. M. Securities (No. 3) Limited. J. H. Ridley 500,709 shares (6.67%) and Rulegale Nominees Limited (JAMSCLT) 355,990 shares (4.74%).

In line with LR 9.2.2AD R (1), relating to Controlling Shareholders, the Company confirms that a written and legally binding agreement is in place, and has complied with the independence provisions set out in LR 6.5.4 R. The Company confirms that, as far as it is aware, the controlling shareholders have complied with the agreement.

Share capital

The Company's issued share capital comprises a single class of share capital which is divided into ordinary shares of 10p each. Information concerning the issued share capital in the Company is set out in note 26 to the financial statements on page 81 and 82.

The Company announced on 5th May, 2023 that it was proceeding with a Tender offer to tender up to 180,000 of its 10p ordinary shares at the tender price of £48 per ordinary share. The tender offer was subsequently approved at a General Meeting that was held on 30th May, 2023 and the following day the offer ended. The offer was oversubscribed by 229% and, of the total number of Ordinary Shares validly tendered, all 180,000 Ordinary Shares have been purchased by the Company and on 7th June, 2023 were cancelled off the register. The total cost of Ordinary Shares purchased was £8.87 million. The resulting number of shares as at 6th August, 2024 is 7,509,600.

All of the Company's shares are ranked equally and the rights and obligations attaching to the Company's shares are set out in the Company's Articles of Association, copies of which can be obtained from Companies House in England and Wales or by writing to the Company Secretary. The Directors of the Company do not have any on-going powers in relation to the purchase of its own shares and there are no restrictions on the voting rights of shares and there are no restrictions in their transfer other than:

- certain restrictions as may from time to time be imposed by laws and regulations (for example, insider trading laws); and
- pursuant to the Market Abuse Regulation whereby Directors of the Company require approval to deal in the

REPORT OF THE DIRECTORS *(continued)*

Share capital *(continued)*

Company's shares.

Additionally, the Company is not aware of any agreements between shareholders of the Company that may result in restrictions on the transfer of ordinary shares or voting rights.

Research and development

A key priority of the Group is to invest in research and development so as to ensure new products, techniques and efficiencies are continually contributing to the performance of the Group. For the year ended 30th April, 2024 the research and development primarily focused on further developing the products that are already manufactured and sold by the various subsidiaries. Within Goodwin Steel Castings, the team has been working on material and process advancements to yield improved mechanical and metallurgical properties in support of our customers' requirements. Dupré has been successfully developing its range of fire extinguishers for lithium-ion battery fires so that they are not only compliant with the KIWA test standard, which is one of the early certification schemes that exists for lithium-ion battery fires, but that the products' superior technical advantages are accentuated within varying extinguisher arrangements that can apply. Duvelco, alongside of the commissioning of the production plant, has been developing additional chemical formulations of polyimide to the PMDA/4'4-ODA chemistry already developed.

Change in control

The Group's committed loan facilities include a change of control clause, which states that a change of control of the parent Company will be classed as an event of default and would enable the providers at their discretion to withdraw the facilities.

Stakeholders relations

All shareholders are encouraged to participate in the Company's Annual General Meeting. No shareholder meetings have been called to discuss any business other than ordinary business at the Annual General Meeting.

The Board complies with the recommendations of the UK Corporate Governance Code that the notice of the Annual General Meeting and related papers should be sent to shareholders at least twenty working days before the meeting.

The Directors attend the Annual General Meeting. The Chairman and other members of the Board and the Chair of the Audit Committee and Audit Committee members will be available to answer questions at the forthcoming Annual General Meeting. In addition, proxy votes will be counted and the results announced after any vote on a show of hands.

The Chairman ensures that the views of shareholders are communicated to the Board as a whole, ensuring that Directors develop an understanding of the views of shareholders. Any individual requests for information from shareholders are dealt with by the Chairman, and where any such requests are subject to restraint in that where any disclosure would give rise to share price sensitive information, then the requests would be declined, or referred to the Board for release to all shareholders through the Stock Exchange RNS.

Engagement with the Group's suppliers, customers and other stakeholders can be found within the Strategic Report on pages 14 to 16.

Going concern

The Directors, after having reviewed the Group forecasts and possible challenges that may occur over the short to medium term, are confident that the Group has adequate resources to continue to operate for at least twelve months from the date that these financial statements are approved and have continued to adopt the going concern principle in preparing these financial statements.

As at 30th April, 2024, the Group's gearing ratio stood at 35.1% *(2023: 26.3%)* against a substantial shareholders' net worth of £122 million *(2023: £125 million)*. The retained reserves of the Group put it in a strong position to deal with any material unforeseen adverse issues that may occur and have an impact on the Group's operations.

As part of the going concern process, the Group forecasts are stress tested by being subject to a number of severe but conceivable financial challenges to ensure that the Group finances remain robust throughout the period being tested. The stress test model begins with the Group forecasts, that have been consolidated from the individual forecasts generated by the Directors of each of the subsidiaries and reflects their specific knowledge of their business and the markets, within which they operate, to ensure that the forecasts that they produce reflect the market conditions, the business strategy and expected outlook. Each of these subsidiary level forecasts is then reviewed, challenged and approved by the relevant Divisional Managing Director, who is immersed in each of these businesses knows and understands each of their markets. As the Group is so diverse, with two divisions in different sectors and multiple products within each division, several stress test events are used to reduce the pre-tax profit forecasts by reducing revenues and consequently the pre-tax profit. Due to the diversity, it is feasible that one or two events could take place, but it is highly improbable that all the stress test events would occur at the same time. The stress tests implemented reduced revenues and consequently pre-tax profits, which for these stress tests implemented reduced pre-tax profit by a combined amount of 44%, without reducing the discretionary capital expenditure programme, maintaining overheads at their current expected levels, maintaining the dividend policy and utilising the finance facilities at the same amounts that will be in place twelve months from the signing of these accounts. The results of the stress test modelling did not highlight any going concern issues, breaches of covenants or requirements for any further financing facilities in addition to those currently in place at year end. Post year end, the Group has renewed one of its Revolving Credit Facilities,

REPORT OF THE DIRECTORS *(continued)*

Going concern *(continued)*

that was due to expire, for a four-year term.

Whilst our carrying values of trade debtors and contract assets are significant, we see little risk here in terms of recovery due to the quality of the customers that the Group contracts with. Where possible, we credit insure the majority of our trade debtors and our pre-credit risk (work in progress), and for significant contracts where credit insurance is not available we ensure, where possible, that those contracts are backed by letters of credit or cash positive milestone payments.

As discussed elsewhere within these accounts, the Mechanical Engineering order book remains high and the Refractory Engineering segment continues to be buoyant.

The Directors are confident that the Group and Company will have sufficient funds to continue to meet their liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Viability Statement

In accordance with provision 31 of the UK Corporate Governance Code the Directors have assessed the Group's viability over a three year period to 30th April, 2027.

While the Board has no reason to believe that the Group will not be viable over a longer period, the Board believes that a three year review period is prudent, and provides the readers of the report with a degree of confidence of the longer viability of the Group.

In addition to the going concern review process, the Board has considered the impact of several possible adverse events over an extended period (two more years, taking the total review period to 30th April, 2027), where it has predicted a severe reduction in the pre-tax profit forecasts for each year. These extended possible adverse event scenarios, using the same logic as outlined in the stress model within the going concern review section, have been modelled by reducing revenues each year that consequently reduce pre-tax profits by a combined amount of 44% each year from the base case forecast. The Board did see that the extended stress testing modelling would require lower capital expenditure than under non stress test circumstances in the second and third years, but they did not foresee any reductions in either the Group overheads or the dividend policy, which both could be reduced to offset an extended downturn in pre-tax profits, if required. The results of the stress testing showed that the Group did not breach any of its banking covenants and has sufficient financing facilities in place to deal with these extended adverse events and, given that the majority of the capital expenditure policy is discretionary, the amounts included could be reduced further and that the overheads and dividend policy could be reviewed and changed accordingly. Further resilience is obtained by the diversification of the Group, as explained in more detail within the Going Concern commentary.

The workload within the Mechanical Engineering Division remains high and this is underpinning the performance in the short to medium term. The Refractory Engineering Division remains buoyant in its core traditional sectors as well as having additional newer products, that are gaining traction with their market sectors. The Directors are therefore able to confirm that they have a reasonably confident expectation that the Group will be able to continue in its operations and remain financially viable over this extended period to 30th April, 2027.

Corporate governance statement

The Company's Corporate Governance Statement is set out on pages 25 to 27 and forms part of the Directors' Report.

Financial Risk Management

The Group has in place risk management policies that seek to limit the adverse effects on the financial performance of the Group by using various instruments and techniques, further details can be found within note 28 on page 83.

Subsequent events

After the balance sheet date an ordinary dividend of 133p per qualifying ordinary share was proposed by the Directors *(2023: Ordinary dividend of 115p)*.

After the year end, the Group has renewed a £10 million revolving credit facility, that was due to expire in September 2024, on a four-year term, as a prudent policy to ensure that guaranteed facilities and the appropriate level of headroom is available to the Group.

Auditor

In accordance with Section 489 of the Companies Act 2006 and the recommendation of the Board of Directors, a resolution is to be proposed at the Annual General Meeting for the re-appointment of RSM UK Audit LLP as auditor of the Company.

Approved by the Board of Directors and signed on its behalf by:

T. J. W. Goodwin 6th August, 2024

Chairman

CORPORATE GOVERNANCE REPORT

Introduction

Governance is led by the Group Chair and Board and are collectively responsible for setting the Company's strategy to deliver long-term value to shareholders and the wider stakeholders. The Board sets the Group's culture and values, the Board is responsible for the stewardship of the Company's business to the shareholders and wider stakeholders.

The Board comprises five Executive Directors and an independent Non-Executive Director (NED); the Audit Committee comprises the Non-Executive Director, who is the Audit Committee Chair, and three other members, the previous Chairman, the previous Managing Director and the previous Company Secretary, all of whom had held their previous positions for twenty-seven years and so have very substantial knowledge and experience of the diversified Group's people, product ranges and the very diversified overseas customers and markets in which the Group operates. The Board and the Audit Committee fulfil the roles required for effective corporate governance and the Board considers that it has the right governance in place to execute its strategy to achieve its objectives.

By the end of this calendar year, it is planned to reconfigure the Audit Committee by appointing a further Non-Executive Director, who will join the Group Chairman and the existing Non-Executive Director on the Audit Committee, such that the majority of its members are independent, which will allow the Group to comply with The Listing Rules as interpreted and mandated by the Financial Conduct Authority (FCA).

The Board has always felt that it should be recognised that what may be appropriate for the larger company may not necessarily be so for the smaller company, a point raised previously in the Cadbury Code of Best Practice. Whilst conscious of its non-compliance with certain aspects of the Code as detailed below, we do not believe that at this stage in the Group's development and circumstances it is appropriate to change its own operational or governance structure with the sole objective of achieving compliance with the revised Code given that the Board's current corporate governance strategy has been accepted by a large majority of its shareholders. The Group's governance structure, as set out below, is a structured system of rules and practices that shapes how the Company operates, whilst also remaining dynamic, in addition to providing the Board the necessary oversight to review its progress against its strategic plan.

For the past nine years the Company has had one Non-Executive Director who is also the Chair of the Audit Committee, which has three other members as described above. This is not in full compliance with the Code, but for a smaller company, due to the limits of time, availability and cost, the Board considered that this is an optimum compromise that is beneficial to shareholders and the Group's long-term interests. Moving forward, a second Non-Executive Director is expected to be appointed by the end of the calendar year. The specialised recruiter, Norman Broadbent, has been engaged to identify the right candidate for the role. For specific independent expertise the Board engages independent consultants.

Compliance statement under the UK Corporate Governance Code 2018

The Company is required to report on compliance throughout the year. In relation to all of the provisions except those mentioned below, the Company complied throughout the year.

As noted in the introduction above, the Group does not comply with aspects of the Code's requirements under provisions 11 and 13 and provision 12 in terms of having a Senior Independent Director. The Group does not have a Remuneration Committee or a Nominations Committee as required under provisions 17, 23, 24, 32, 33, 36, 40 and 41. Contrary to provision 36, the Company does not have a formal policy for post-employment shareholding requirements as it does not have any unvested or un-exercised vested share options in existence.

The roles of the Chairman in running the Board and the Managing Directors in running the Group's businesses are well understood. It is not considered necessary to have written job descriptions which is contrary to provision 14. In the best interests of the Company it has been concluded that an independent Chairman is not necessary when considered with the Company's investor profile, thereby the Company does not comply with provision 9 of the Code.

The Chairman and Managing Directors do not retire by rotation, which is contrary to provision 18 of the Code and as required by provision 7, the Board has a conflicts of interest policy which includes a procedure for disclosure and review of any potential conflicts and, if appropriate, approval by the Board. The shareholding of the Executive Directors is not considered a conflict in interests due to their contribution to the long-term sustainable success of the Group being aligned with its other shareholders. For reasons as set out on the following pages within the Corporate Governance Report the Company is not compliant with provisions 13, 22 and 29.

The Code is available to view on the website of the Financial Reporting Council at www.frc.org.uk

The Board

During the year, the Board met formally ten times, and details of attendees at these meetings are set out below:

M. S. Goodwin … … … … …	10 out of 10 attended
S. R. Goodwin … … … … …	10 out of 10 attended
T. J. W. Goodwin … … … … …	10 out of 10 attended
B. R. E. Goodwin … … … … …	10 out of 10 attended
N. Brown … … … … … …	10 out of 10 attended
J. E. Kelly … … … … … …	9 out of 10 attended

The Chairman and Managing Directors do not retire by rotation. With this exception, all Directors retire at the first Annual General Meeting after their initial appointment and then by rotation at least every three years, which is contrary to provision 18 of the Code.

CORPORATE GOVERNANCE REPORT *(continued)*

The Board) *(continued)*

The Board retains full responsibility for the direction and control of the Group and continually monitors and assesses the culture to ensure that it is aligned with the Group's purpose, values and strategy. With the culture of the Group being well established there have not been any specific actions taken in the year other than continuing to lead by example and encouraging open communication, transparency and respect. Whilst there is no formal schedule of matters reserved for the Board, all acquisitions and disposals of assets, investments and material capital-related projects are, as a matter of course, specifically reserved for Board decision, but referred to the Audit Committee for comment.

The Board meets regularly to discuss corporate strategy; to formulate and monitor the progress of business plans for all subsidiaries and to identify, evaluate and manage the business risks faced. The management philosophy of the Group is to operate its subsidiaries on an autonomous basis, subject to overall supervision and evaluation by the Board, with formally defined areas of responsibility and delegation of authority. The Group has formal lines of reporting in place with subsidiary management meeting with the Board on a regular basis. Regular informal meetings are also held to enable all members of the Board to discuss relevant issues with local management and staff at the business units. This is in addition to the flat structure in place and the hands-on approach of the Directors, which is how the Board continually assesses emerging risks. Following the identification of an emerging risk the Board dynamically sets out a plan and typically appoints an individual with the necessary skill set, whether they be internal or external, to either manage or mitigate the risk.

The Audit Committee

The Audit Committee is made up of the following: J.E. Kelly (Chair), J.W. Goodwin, R.S. Goodwin and P. Ashley and the Audit Committee reports to the Board. The Audit Committee has met formally eight times since the issue of the Annual Report for the year ended 30th April, 2023, with all members attending each meeting. The responsibility of the Audit Committee is explained in the Audit Committee Report on pages 28 to 30. The Audit Committee takes into account the Company's corporate Mission Statement, Objectives and Strategy, and reviews investor correspondence and comments, regulatory changes, current issues and market trends. The Audit Committee uses expert opinion where considered appropriate.

As noted earlier on, it is planned to reconfigure the Audit Committee by the end of the calendar year by appointing a further NED, who will join the Group Chairman and the existing Non-Executive Director on the Audit Committee, such that the majority of its members are independent, which will allow the Group to comply with The Listing Rules as interpreted and mandated by the FCA.

Board evaluation

The Divisional Managing Directors, Chairman and Audit Committee address the development, composition, diversity and training needs of the Board as a whole. An evaluation of the effectiveness and performance of the Board and the Directors of subsidiaries has been carried out by the Managing Directors, Chairman and Audit Committee, by way of personal discussions and individual performance evaluation. As the Managing Directors and the Chairman are executive Directors, which in addition to there not being defined performance obligations that individuals are assessed against, the Group does not comply with provision 13 of the UK Corporate Governance Code. Furthermore, as the Chair does not individually assess and or act on the results of the evaluation, the Group does not comply with provision 22. The Board recognises the importance of its composition and diversity and remains committed to suitable corporate governance and believes that a wide range of knowledge, skills and experience are among the essential drivers to long-term success. We continue to evaluate the composition of the Board and recognise the value that non-executives typically offer, by ensuring that the Board is acting in the best interests of the Company. The Board considers the value offered in this circumstance is significantly less as the Executive Directors, who form part of the controlling concert party, are, in essence, custodians of the business, resulting in their interests being the long-term growth and success of the business. Furthermore, the Board would lose its dynamic management of the business that over the history of the Group has enabled it to vastly outperform the FTSE 100 and FTSE 250, see page 33 for details. Additionally, when consideration is also given to the recommended tenure of NEDs, the benefit of NEDs is initially limited by the fact that it takes a significant amount of time to understand the vastly diverse and extremely technical products that the Group supplies. It is for this reason that J.E. Kelly is being proposed to be re-elected as a Non-Executive Director. Despite the role having been held since 2015, the Board does not consider her independence to be impaired as she has never been an employee of the Company, does not have and has not had any material links or relationships with the Company, does not own or represent any shareholding in the Company.

The structure of the Board and its Audit Committee brings balance, astute guidance and deep understanding of the business at both operational and Board level.

All Directors have reasonable access to the Company Secretary and to independent professional advice at the Company's expense.

External audit

The external auditor is appointed annually at the Annual General Meeting. The Board, following review and recommendations received from the Audit Committee, considers the appointment of the auditor, and assesses on an annual basis the qualification, expertise, cost and objectivity of the external auditor. The auditor's independence is safeguarded by the Group following its policy and procedure on non-audit services. The policy recognises that certain material or highly sensitive non-audit services may not be carried out by the external auditor, such as valuations or advisory services. In addition to the auditor having their own policies and checks, the Audit

CORPORATE GOVERNANCE REPORT *(continued)*

External audit *(continued)*

Committee monitors the level of non-audit services provided to the Group by the external auditor to ensure that their independence is not compromised.

The effectiveness of the external audit is assessed annually, following completion of the audit. Following discussions with all parties involved in the audit on an operational level, the Board discusses on the efficiency and performance of the overall audit. This is then discussed with the Audit Committee, which evaluates the effectiveness of the audit process. Any suggested improvements in audit processes from the prior year are reported back to the Board and the auditor partner so that they can be taken into account when planning the audit for the following year.

Disclosure of information to auditor

The Directors who held office at the date of approval of this Corporate Governance Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Internal control and risk management

The Board has overall responsibility for the Group's systems of internal controls and risk management which are designed to manage rather than eliminate risk and provide reasonable reassurance against material misstatement or loss.

The Board has primary responsibility for controlling: operational risks; financial risks including funding and capital spend; compliance risks; and political risks. The Audit Committee has been delegated responsibility for reviewing corporate reporting, financial risk management and to regularly review the effectiveness of the Group's internal controls together with consideration of any reports from the external auditor. The Audit Committee Report is on pages 28 to 30. Except as noted within this Corporate Governance Report, the Board confirms that the internal control systems comply with the UK Corporate Governance Code.

The Group's main systems of internal controls include regular visits and discussions between Board Directors and subsidiary management, in-house General Counsel, health and safety committee and the Group Internal Auditor, on all aspects of the business including financial reporting, risk reporting and compliance reporting. In addition, there is Board representation with Goodwin PLC Directors on the boards of the subsidiaries. Any concerns are reported to the members of the Audit Committee and to the Board. The Group maintains a risk register, has business continuity programmes and has insurance programmes that are all regularly reviewed. These procedures have been in place throughout the year and are ongoing to endeavour to ensure accordance with the FRC publication 'Risk Management, Internal Control and Related Financial and Business Reporting'. The Board considers that the close involvement of Board Directors in all areas of the day to day operations of the Group's business, including considering reports from management and discussions with senior personnel throughout the Group, represents the most effective control over its financial and business risks system, by providing an ongoing process for identifying, evaluating and managing the principal risks faced by the Group. In particular, authority is limited to Board Directors in key risk areas such as treasury management, capital expenditure and other investment decisions. The internal controls in relation to financial reporting include separation of functions, planning and performance reporting. Financial targets are set annually and are monitored on a monthly basis at an individual and at a consolidated level through the use of reports that typically include income statement and balance sheet data, in addition to key indicators relevant to each business or division.

The close involvement of the Board in the day to day operations of the business ensures that the Board has the financial and non-financial controls under constant review and so it is not currently considered that formal Board reviews of these controls would provide any additional benefit in terms of the effectiveness of the Group's internal control systems. This is contrary to provision 29 of the UK Corporate Governance Code.

The Board recognises the importance of an effective internal audit function to assist with the management and review of internal controls and business risk. The Group's internal auditor continues to make good progress reviewing internal controls, procedures and accounting systems, though it remains planned that the activity of the Group internal auditor is expanded, going forward, by the addition of an experienced assistant. As a consequence of Covid-19, many more Group directors, management accountants and employees became much more proficient in using Zoom. This has, to some extent, improved the level of coverage but it is a fact of life that the best results of internal audit are achieved by site visits. The Board of Directors and Senior Management will continue to have close involvement on a day to day operational basis and the scope and results of internal audit work to be performed will be kept under review in the coming year.

The Board considers that certain functions are best carried out by independent external bodies with specific expertise, who then report to the Board directly or through the Audit Committee.

The Board confirms that it has not been advised of any material failures or weaknesses in the Group's internal control systems.

Approved by the Board of Directors and signed on its behalf by:

T. J. W. Goodwin
Chairman

6th August, 2024

AUDIT COMMITTEE REPORT

The key role of the Audit Committee is to provide confidence in the integrity of the Group's financial risk management, internal financial controls and corporate reporting. The Audit Committee, as empowered by the Group's Board of Directors, has responsibility for:

1. Reviewing and checking the Group's full year and half year Accounts and the Annual Report, as presented to the Audit Committee.
2. Reviewing the Group's financial and non-financial internal controls and risk management systems and commenting on whether they are relevant and effective.
3. Making recommendations to the Group's Board of Directors on the appointment and remuneration of the Group's external auditor; ensuring independence and objectivity of the auditor; the effectiveness of the audit process; that the Group receives value for money from the audit and that no non-audit services are carried out by the auditor.
4. Reviewing the scope of work for the internal audit function and the resultant reports.
5. Reviewing significant accounting estimates and judgements relating to the financial statements with the external auditor and members of the Board, and providing advice on whether the Annual Report and accounts as a whole are fair, balanced and understandable.

The Audit Committee reports to the Board on how it has discharged its responsibilities.

The Audit Committee discharges each of its above responsibilities as follows:

1. Examining the integrity of the Group's Annual Report and half year Interim Report:

The Chair of the Audit Committee is an independent Non-Executive Director. The other members of the committee either are persons with experience in the Group's typical products and / or markets or have vast historical knowledge of the business and activities of the Group. This, together with their regular involvement in reviewing the Group's financial performance and accounts, provides sufficient recent financial experience. Regular meetings are held between members of the Audit Committee, Directors of Goodwin PLC and its subsidiaries, General Managers and Senior Management of the UK subsidiaries. Members of the Audit Committee are involved in regular discussions with the Directors, General Managers and Senior Management of each subsidiary where the positions taken on subjective financial matters are discussed. Each overseas subsidiary is normally visited at least once during the year by a member of the Audit Committee, and / or by a Main Board Director, for meetings with the General Managers and Senior Management with reports sent back to the Audit Committee. Any areas where the Audit Committee feels that the positions taken within any particular subsidiary are either inappropriate or merit further review are discussed with the Board of Directors of Goodwin PLC.

For the half year Interim Report, the Audit Committee reviews the financial and non-financial content, including the Chairman's Statement, and reviews the financial statements and qualitative notes of the financial statements, to help ensure that they are balanced, relevant, appropriately compliant with relevant accounting standards/legislation, and are consistent and complete. The Audit Committee discusses with the Board of Directors their views as to whether the half year Interim Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's half year performance. The figures in the half year Interim Report are not audited, but the external auditor is given sight of these before publication.

For the full year Annual Report, the Audit Committee reviews the financial and non-financial content of the Group Strategic Report, including the Chairman's Statement; the Corporate Governance Report; the Directors' Report; the Directors' Remuneration Policy and Report; and reviews the financial statements and the qualitative notes to the financial statements to examine whether the content is fair, balanced, relevant, understandable, appropriately compliant with relevant accounting standards / legislation and consistent and complete. The Audit Committee has discussed the full year Annual Report and their views with the Group external auditor. The Audit Committee confirmed to the Board that in its opinion the proposed Annual Report for the year ended 30th April, 2024 appropriately represents the Group's trading position and, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's full year performance, its position at the year end, and its objectives, strategy and business model.

2. Helping to ensure the Group carries effective and relevant financial and non-financial internal controls and financial risk management systems:

To assess the effectiveness of systems for internal financial controls, financial reporting and financial risk management, the Audit Committee reviews reports from Main Board Directors on the Group's subsidiaries; reviews reports from the Group Chief Accountant; reviews reports from General Managers of the Group's subsidiaries; reviews quarterly financial reports; reviews reports from internal and external audit; requests and reviews reports from independent external consultants; and reviews the Group's risk register, business continuity programmes and levels of insurance, legal and health and safety reports.

2024 Audit Committee Risk Programme

The terms of reference for the Audit Committee and how it discharges its duties have been presented to the Board and ratified.

AUDIT COMMITTEE REPORT *(continued)*

2. Helping to ensure the Group carries effective and relevant financial and non-financial internal controls and financial risk management systems: *(continued)*

Risk Management

A framework exists to mentor each subsidiary in enhancing their risk analysis and controls. This framework continues to be followed by Directors and General Managers, and, when appropriate, the Audit Committee reviews the status.

All subsidiaries in the Group are included in the risk analysis.

Our internal Group General Counsel monitors legal risks and provides legal and compliance training as required.

Market risk

No customer accounts for more than 10% of the annual Group turnover. The country and sector dependency for the year is shown by the charts on page 9.

Technical risk

The performance of new products issued to market always has a degree of risk until a multi-year track record has been attained. This statement relates to all Group companies in both the Mechanical and Refractory Engineering Divisions.

Product failure / contract risk

This has been reviewed and is unchanged from that previously stated.

Financial risk

This has been reviewed and is as stated in previous years with the perceived increased volatility in exchange rates and the possibility of high foreign exchange hedging costs for forward long-term contracts.

The Board, with the support of the Audit Committee, has reviewed the accounting treatment of the ten year interest rate hedge that was taken to protect the Group against the interest rate increases that have occurred to date.

The Audit Committee has in conjunction with the Board reviewed the Group's guaranteed banking facilities in terms of quantum and tenure.

Regulatory compliance

The Audit Committee continues to monitor regulatory compliance, training and competency.

Human Resources

The age profile of senior managers and perceived skill gaps within each Group company continue to be reviewed by the Audit Committee. Focus has been to ensure that the Group continues to increase its accounting capacity.

Information Technology

During the year the Audit Committee continued to monitor the risks posed affecting information security and the steps taken to minimise these.

Whistle-blowing Procedures

The Group has a whistle-blowing policy in place whereby employees can report any suspected misconduct or concerns, either anonymously on a dedicated telephone line, or to the Chairman, the Company Secretary or the Chair of the Audit Committee. Such calls are investigated and are reported to the Audit Committee. The Audit Committee has confirmed to the Board that the Group's whistle-blowing policy and procedures are appropriate.

The Audit Committee has confirmed its view to the Board that in its opinion, the Group carries relevant internal controls and risk management systems appropriate to minimise the perceived risks of the Group's business.

3. The Group's external auditor

Following the last audit tender process RSM UK Audit LLP ("RSM") was appointed as the Group's Auditor at the Company's AGM in October 2020. Following shareholder approval at the Annual General Meeting in September 2023, RSM was re-appointed as the Group's Auditor for the year ended 30th April, 2024. Due to the Group's annual Audit fee increasing very substantially since we appointed RSM four years ago, this year we put the Audit out for tender to three other companies with the aspiration of obtaining more reasonable Audit fees. There are a limited number of Audit companies that are suitable for auditing PLCs and we, unfortunately obtained little or no reduction (when taking into account the cost of changing and initiating a new Auditor) in what we were being quoted by RSM for year ending 30th April, 2025. Accordingly, shareholders are being asked to vote on the re-appointment of RSM at the AGM in October 2024. In line with regulation, the audit will be put out to tender at least every ten years. Subject to not bringing the tender forward, the Group will be required to re-tender the audit in financial year 2034.

In addition to the auditor having their own policies and checks, to preserve objectivity and independence, the Audit Committee has a policy that restricts the external auditor from carrying out any non-audit services

AUDIT COMMITTEE REPORT *(continued)*

3. The Group's external auditor *(continued)*

during the year. Throughout the year, the Audit Committee monitors the level of non-audit services provided by RSM to the Group and confirms that RSM did not provide any non-audit services to the Group during the year. The Company has, for many years now, used a different accountancy practice to that of the statutory auditor for its UK tax services. To further assess both objectivity and independence, the Audit Committee also takes into consideration any relationships between the Group and the audit firm, the audit fee as a proportion of the overall fee income of the audit firm and whether the Group has employed any former members of the external audit team.

The Audit Committee has met formally with the Group's external auditor, RSM, to discuss the full year Annual Report, and has met with and discussed matters with them as part of the audit process during the current financial year being reported on. No material concerns were raised during these meetings or discussions.

The Audit Committee appraises the auditor's effectiveness on an annual basis, through regular engagement with RSM during the audit process, in addition to taking into account:

- feedback from directors, senior managers and the Group Chief Accountant;
- the quality and scope of all key external auditor plans and reports;
- the delivery and performance against this plan;
- the behaviour, qualifications and performance of their audit team;
- RSM's understanding of the Group's business and industry sector.

The Audit Committee was satisfied with the external auditor's independence of the audit process.

The Audit Committee has recommended to the Board to propose a Resolution to confirm the re-appointment of RSM UK Audit LLP, as the external auditor, at the Annual General Meeting on 2nd October, 2024.

4. Internal Audit

The scope of internal audit has been set by the Audit Committee and the results reviewed.

The internal audit function operates a random rotation policy which prioritises based on materiality and endeavours to cover all Group subsidiaries at least once within a three-year cycle either via the Group Internal Auditor or by the respective Group Managing Directors or members of the Audit Committee. Travel to overseas subsidiaries has now commenced though remote desk-top internal audits of our overseas subsidiaries also continue. However, the larger profit-earning overseas subsidiaries, Noreva, Gold Star Powders India, and Goodwin Pumps India have been subject to full statutory audit by RSM Germany and India respectively.

5. Accounting estimates and judgements relating to the Financial Statements

The Audit Committee again reviewed what it considered to be the accounting estimates and judgement areas within the Group Annual Report for the year ended 30th April, 2024 as detailed in note 2 to the Financial Statements and including:

- Revenue recognition in relation to contracts recognised over time;
- Duvelco viability;
- The application of hedge accounting (IFRS 9).

The Audit Committee also took account of the findings of RSM in relation to their external audit work for the year.

J. E. Kelly — 6th August, 2024

Chair of the Audit Committee

DIRECTORS' REMUNERATION POLICY AND REPORT

This report includes the Group's Remuneration Policy for Directors and sets out the Annual Directors' Remuneration Report.

Group's Remuneration Policy for Directors

The Group's policy in respect of Directors' remuneration is to provide individual packages which are determined having due regard to the Group's current and projected profitability, the employee's specific areas of responsibility and performance, their related knowledge and experience in the Group's specific fields of operation, the external labour market and their personal circumstances whereby a package to remunerate and motivate the individual so as to best serve the Group is set. The policy is designed to be simple and naturally aligned with the performance of the Group and its overall strategic objective of growing the long-term profitability of the Group in a sustainable manner whilst delivering a fair return to its shareholders. Consideration is given to the financial and non-financial performance of the individual and how they have performed on delivering against each of the Group's strategy points, and the Group's culture, purpose and values.

Individual salaries are also indirectly linked up and down to the time allocated and perceived effort by the Director to the Group's business. Many Directors, as indeed employees, put in hours of work way beyond what could be requested and such personal devotion to duty by a Director is rewarded without formulae. All Board members have access to independent advice when they considered it appropriate. In forming its policy, consideration has been given to the UK Corporate Governance Code best practice provisions on remuneration policy, service contracts and compensation and has considered the remuneration levels of Directors of comparative companies.

The remuneration policy for other employees is broadly based on principles consistent with the policy for Directors. Salary reviews take into account Group performance as well as subsidiary performance, local pay and market conditions.

Directors are paid based on their level of activity within the Group, their knowledge and experience of the Group's activities or similar, the performance of the Group versus market opportunity whilst also considering the Director's personal circumstances and the salary needed to ensure continuity of employment. This in itself may result in decreases or increases in a Director's salary within any year as illustrated in the matrix below.

Element of Pay	Purpose and Link to Strategy	Operation	Maximum	Performance Targets	Changes for 2023 / 2024
Salary	Reflects the Directors' level of activity and achievement within the Group, their knowledge and experience of the Company's activities or similar, the performance of the Group versus market opportunity, whilst also considering the salary needed to ensure continuity of employment.	Reviewed annually at the anniversary of the previous salary adjustment for the individual Director.	Generally in line with inflation and the wage / salary increase awarded to employees, but this is not rigid.	The Group's performance, good or bad, may result in the salary being changed.	Directors set the base increase in salaries. For the period May 2023 to April 2024 the weighted average increase was generally 6.1%.
Pensions	All Executive Directors are entitled to have 3% added to their gross remuneration which, by nature of salary sacrifice, is put into a pension scheme where they have direct dealings with the selected investment fund provider.	Monthly payments	Currently 3% of gross remuneration	N/A	No changes.
Other benefits	Fully expensed car or cash alternative, health insurance or other services.	N/A	N/A	N/A	See details of the Directors' emoluments on page 35.

Whilst being aware of the requirements to show in graph form the breakdown of base pay, bonus pay, pension and long-term benefits, the Group is unable to comply with this requirement as Directors are not paid in accordance with any specific performance criteria or KPIs.

We believe the above meets the requirement of Schedule 8, Companies Act 2006, regarding the changes in 2023 / 2024. The Policy and Report is signed by the Chairman and the Managing Directors.

DIRECTORS' REMUNERATION POLICY AND REPORT *(continued)*

Group's Remuneration Policy for Directors *(continued)*

In any company there are specific individual circumstances that on occasions will merit special treatment in a given year for a Director either to keep or look after the person, indeed no different than we may do for an employee. However, bearing in mind the performance of the Company over the past twenty years and more and that the Directors' salaries are anything but excessive versus the norm of other PLCs, this is the Board's policy.

Total shareholder return (TSR) – unaudited

As is required by The Listing Rules, we show in graph form both the salary of the Managing Director (CEO equivalent) of Goodwin PLC and the TSR over the past ten years. We, however, do not list out the salary of the Financial Director of Goodwin PLC versus the TSR as in Goodwin PLC we have a Group Chief Accountant who carries out 75% of the duties of a Financial Director, but we do not have what would generally be known as a Financial Director. This is for the reason that certain decisions that outsiders might consider are the sole responsibility of the Financial Director are not. In Goodwin PLC it is a team effort and such decisions are made not only by the Group Chief Accountant but also by the Managing Directors and the Chairman.

Approval of the Company's Directors' Remuneration Policy

The Company put the Remuneration Policy to the vote at the Annual General Meeting on 5th October, 2022, when it was passed by 99.94% of those who voted. The Company will be putting the Remuneration Policy to the vote again in 2025, which is three years from the last vote, as is required by the Listing Rules.

For confidentiality and flexibility reasons, the Board policy is not to disclose exit / termination payments to Directors but the policy is to remain within the law, to fairly compensate good leavers and minimise payments to bad leavers. In the last ten years, the Company has managed to avoid paying any termination payments to bad leavers. It is, however, Board policy to limit termination payments to a maximum of 100% of gross annual salary and should such an amount be exceeded, then it will be reported in the Annual Report giving the reason why.

The Company takes seriously its responsibility for ensuring a fair deal between employees, shareholders, customers and the local community and maintaining an appropriate balance.

The Company does not use or pay any external advisers or consultants for remuneration or incentive policy. Shareholder engagement is by nature of the Annual Report, the Annual General Meeting and the votes therein.

DIRECTORS REMUNERATION POLICY AND REPORT *(continued)*

Annual Directors' Remuneration Report

This report is submitted in accordance with the Directors' Remuneration Report Regulations.

Consideration by the Directors of matters relating to Directors' remuneration

The Company's Remuneration Policy for Directors, including remuneration of its non-executive, is set by the Board as a whole and is described in pages 31 to 32 therein. The Policy has been followed in the financial year to 30th April, 2024 and will be followed in the next financial year.

The Board of Directors are also the key management personnel as defined in IAS 24.

Service contracts

None of the Directors has a service contract. A Director may resign at any time by notice in writing to the Board. There are no set minimum notice periods but all Directors other than the Chairman and Managing Directors are subject to retirement by rotation and as employees also have notice periods in accordance with law. No compensation as of right is payable to Directors on leaving office.

Relative importance of spend on pay

The table below shows shareholder distributions and total employee expenditure, and the percentage change in both:

	2024	2023	
	£'000	£'000	%
Ordinary dividends proposed in respect of the year (£'000) … … … …	**9,988**	8,636	(15.7)
Total employee costs (£'000) … … … … … … … … …	**59,396**	50,075	18.6
Average employee numbers … … … … … … … … …	**1,225**	1,144	(7.1)

Total payroll costs, excluding the Managing Directors' salaries, have increased by 18.7%. The majority of this increase relates primarily to the increased activity levels and overtime paid within the individual factories. Also within the 18.7%, other than the weighted average base increase of 6.1%, there is an amount for individuals taking on increasing levels of responsibility and attaining higher skill sets.

Approval of the Company's Annual Directors' Remuneration Report

An ordinary resolution for the approval of the Annual Directors' Remuneration Report will be put to shareholders at the forthcoming Annual General Meeting. The Annual Directors' Remuneration Report presented in the accounts to 30th April, 2023 was put to the shareholders at last year's Annual General Meeting on 29th September, 2023. The Annual Directors' Remuneration Report was accepted with 99.96% of proxy votes cast in favour.

Total shareholder return (TSR) – unaudited

The following graphs compare the Group's total shareholder return over the ten and twenty years ended 30th April, 2024 with various FTSE indices. The graphs also show the change in the earnings of the previous Managing Director for the periods up to 30th April, 2019.

From 30th April 2019, the base earnings figure in the graphs is the amount earned by each Managing Director.

	2020 £'000	**2021 £'000**	**2022 £'000**	**2023 £'000**	**2024 £'000**
Managing Directors' base earnings	**310**	**355**	**374**	**406**	**435**

For reference the TSR of Goodwin PLC versus the FTSE 100 and the FTSE 350 is shown below for not only the last five but also the last ten years and the last twenty years.

	Goodwin	**FTSE 100**	**FTSE 350**
TSR for last 5 Years … … …	154%	32%	30%
TSR for last 10 Years … … …	114%	76%	75%
TSR for last 20 Years … … …	4,632%	282%	302%

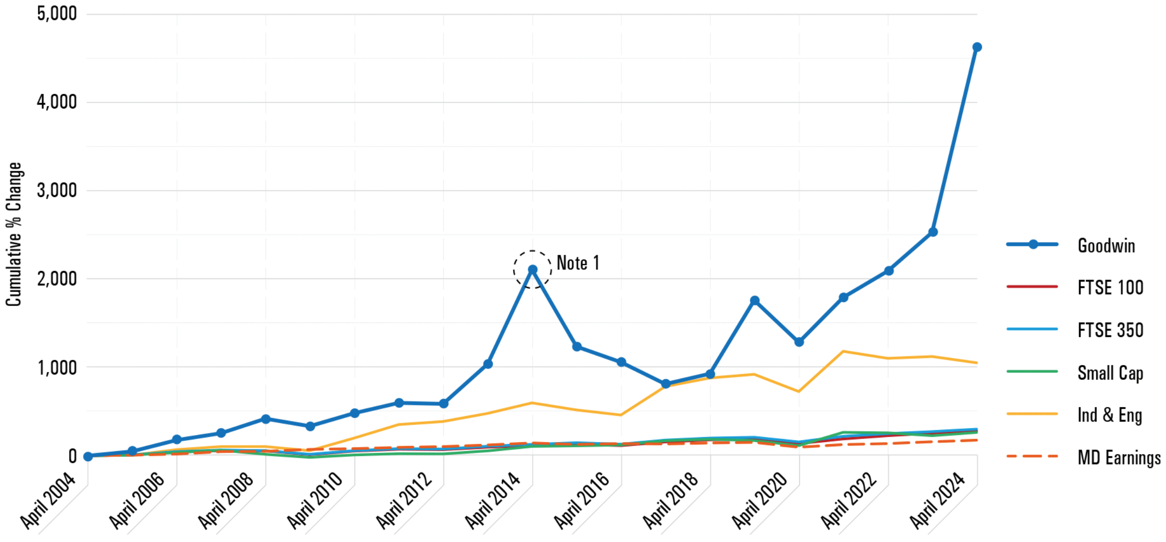
The following graphs have not been audited.

DIRECTORS REMUNERATION POLICY AND REPORT *(continued)*

Annual Directors' Remuneration Report *(continued)*

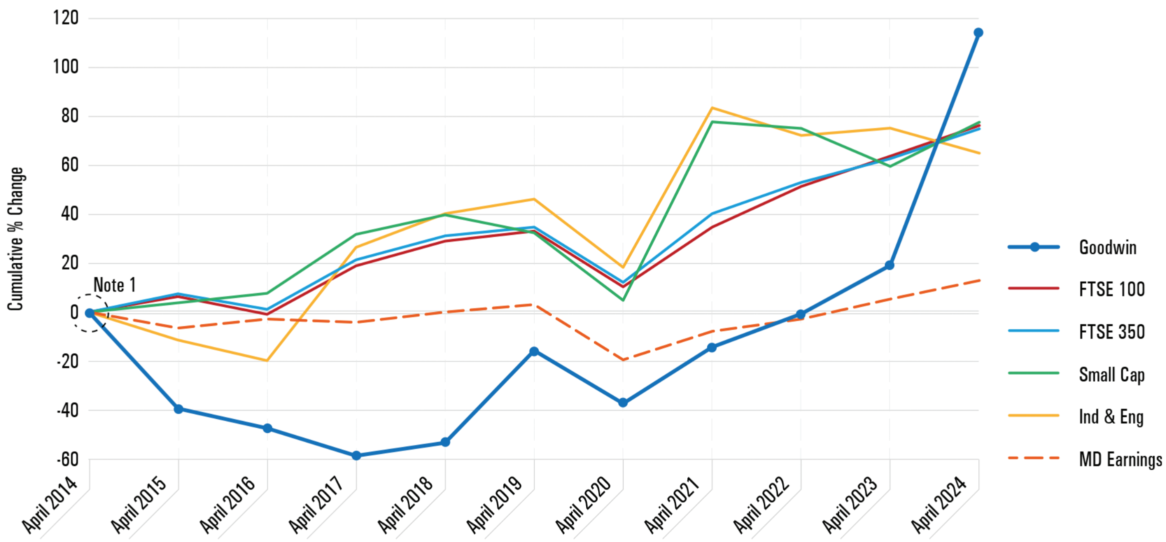
Total Shareholder Return (TSR)
20 Years ended 30th April 2024

The increase in the Goodwin PLC share price since 2004 plus dividends re-invested would mean that £1.00 invested in 2004 by 30th April, 2024 would be worth £47.32.



Total Shareholder Return (TSR)
10 Years ended 30th April 2024

The increase in the share price since 2014 plus dividends re-invested would mean that £1.00 invested in 2014 would at 30th April, 2024 be worth £2.14.



Note 1: The 2014 peak within the 20-year TSR chart above was due to the increased profitability of the Group *(2014 PBT: £24.1 million)* and the share price moving from £25 to £41 per share in that current year.

Consequently, the 10-year TSR chart is substantially impacted by the TSR data point starting at a record high, due to the share price as at 30th April, 2014 being at £41 per share. The Total Shareholders Return for individuals having invested six months before or after the 30th April, 2014 would have received a markedly higher overall TSR over the same period.

DIRECTORS REMUNERATION POLICY AND REPORT *(continued)*

Annual Directors' Remuneration Report *(continued)*

The auditor is required to report on the following information contained in this section of the Annual Directors' Remuneration Report.

Directors' interests in the share capital of the Company as well as ex Directors – audited

The interests of the Directors in the share capital of the Company at the beginning and end of the financial year were as follows:

	Number of 10p ordinary shares 30th April 2024	30th April 2023
Beneficial		
M. S. Goodwin	**54,535**	69,054
S. R. Goodwin	**57,344**	78,786
T. J . W. Goodwin...	**98,589**	118,926
B. R. E. Goodwin	**33,428**	54,536
N. Brown	**445**	445
J. W. Goodwin*	**39,167**	52,041
R. S. Goodwin*	**14,716**	19,057
J. W. Goodwin* and R. S. Goodwin* **	**-**	3,646,045
M. S. Goodwin, S. R. Goodwin, T. J. W. Goodwin and B. R. E. Goodwin**...	**3,755,161**	-
Non-beneficial		
J. W. Goodwin* and E. M. Goodwin	**14,166**	14,166

* J. W. Goodwin and R. S. Goodwin are Audit Committee members and ex-Directors of the Company.

** Held via J.M. Securities (No. 3) Limited.

Between the end of the financial year and the signing of these accounts, S. R. Goodwin purchased 2,289 shares, T. J. W. Goodwin purchased 2,829 shares and B. R. E. Goodwin purchased 2,186 shares.

Details of individual emoluments and compensation – audited

Single Total Figure Table (Year ended 30th April, 2024)	**Salary £'000**	**Benefits in kind £'000**	**Non-Exec Director's fees £'000**	**Pension contrib-utions £'000**	**Total £'000**
M. S. Goodwin	**430**	**5**	-	-	**435**
S. R. Goodwin	**430**	**5**	-	-	**435**
T. J. W. Goodwin	**301**	**5**	-	**8**	**314**
B. R. E. Goodwin	**308**	**5**	-	**8**	**321**
N. Brown	**198**	**12**	-	**6**	**216**
J. E. Kelly	**-**	**-**	**83**	**-**	**83**
Total	**1,667**	**32**	**83**	**22**	**1,804**

Single Total Figure Table (Year ended 30th April, 2023)	Salary £'000	Benefits in kind £'000	Non-Exec Director's fees £'000	Pension contrib-utions £'000	Total £'000
M. S. Goodwin	399	5	-	2	406
S. R. Goodwin	399	5	-	2	406
T. J. W. Goodwin	280	5	-	8	293
J. Connolly *(retired on 31st March, 2023)*	238	1	-	7	246
B. R. E. Goodwin	256	5	-	8	269
N. Brown	184	11	-	6	201
J. E. Kelly	-	-	78	-	78
Total	1,756	32	78	33	1,899

Benefits in kind consist of the provision of a fully expensed car, a cash alternative scheme, healthcare insurance or other services.

The employer's national insurance costs relating to the Directors' remuneration amounted to £227,000 *(2023: £250,000)*.

DIRECTORS REMUNERATION POLICY AND REPORT *(continued)*

Annual Directors' Remuneration Report *(continued)*

Pay Comparison – audited

In accordance with the remuneration regulations, we are including in the report a table comparing the annual change of each Director's pay with that of the average employee's pay. This is required over a rolling five year period, but as the requirements came into effect for financial years ending 2021, the table below will only show the comparison from 30th April, 2020.

Annual Percentage Change of Average Remuneration of each Director	**2023 / 2024 %**	2022 / 2023 %	2021 / 2022 %	2020 / 2021 %
M. S. Goodwin	**7.7**	8.5 **	5	15 *
S. R. Goodwin	**7.7**	8.5 **	5	15 *
T. J. W. Goodwin	**7.5**	8.5	5	32 *
J. Connolly *(retired 31st March, 2023)*	-	-	-	16
B. R. E. Goodwin	**19.7**	10.4	10	42
N. Brown *(appointed 11th December, 2020)*	**7.2**	10	N/A	N/A
J. E. Kelly	**7.2**	8.5	6	9
UK weighted average base increase awarded to employees	**6.1**	8.5	-	-

Any increases greater than the UK average employee percentage change are a reflection of the further development of individual Directors' in the areas of their new responsibilities.

** The above increases are in relation to the appointment of M. S. Goodwin, S. R. Goodwin and T. J. W. Goodwin as Mechanical Divisional Managing Director, Refractory Divisional Managing Director and Group Chairman respectively.*

*** The percentage for M.S. Goodwin and S.R. Goodwin is higher due to the changes in their pension contributions which affects these figures.*

In 2024, the percentage for T. J. W. Goodwin and B. R. E. Goodwin is higher than it would have been due to the changes in their pension contributions which affects these figures.

Average 'mean pay' % increase of the UK Workforce

As required to be disclosed by the remuneration regulations, the average 'mean pay' of the UK workforce has increased by 11.9%, which takes into account salary, overtime worked (for shop-floor workers), bonuses and benefits in kind and is based on all individuals employed by Goodwin PLC and its UK subsidiaries. The increase is a factor of the pay increases awarded in the year, as well as the business needing to employ individuals with a greater and wider skillset as the Group takes on more technical work.

	2023 / 2024 %	2022 / 2023 %	2021 / 2022 %	2020 / 2021 %
UK workforce average 'mean pay' % increase	**11.9**	9.6	5	3

Pay Ratio of Managing Directors

In accordance with the Pay Ratio Regulations we are disclosing the comparison of our Managing Directors' pay with that of our average UK employees. It is appropriate that the Managing Directors' pay was used in the comparison as we do not have what is generally known as a Chief Executive Officer.

For the year ended 30th April, 2024 the pay for both the Managing Directors in the Single Total Pay Figure table is the same. If the figures are different in any subsequent year, the higher of the two figures will be used in the pay ratio comparison section.

The tables below show our Managing Directors' pay ratio at the 25th, median and 75th percentile of our UK employees as at 30th April, 2024:

Financial Year	**Method**	**25th percentile pay ratio**	**Median pay ratio**	**75th percentile pay ratio**
2024 FTSE 350		-	57:1	-
2024 ratios	Option A	14:1	10:1	7:1
2023 ratios	Option A	14:1	11:1	8:1
2022 ratios	Option A	14:1	11:1	8:1
2021 ratios	Option A	14:1	11:1	8:1
2020 ratios	Option A	12:1	10:1	7:1

DIRECTORS REMUNERATION POLICY AND REPORT *(continued)*

Annual Directors' Remuneration Report *(continued)*

Pay Ratio of Managing Directors *(continued)*

Financial Year	Managing Directors £'000	25th percentile pay £'000	Median pay £'000	75th percentile pay £'000
2024 Total Pay	435	32	42	59
2023 Total Pay	406	29	38	52
2022 Total Pay	374	27	34	48
2021 Total Pay	355	26	33	45
2020 Total Pay	333	26	33	45

The 2024 pay ratio for the Managing Directors remains similar to the previous 5 years and significantly below the average pay ratio for other companies in the FTSE 350.

Furthermore, there are currently no intentions to align the pay ratio of the Group's Managing Directors with the FTSE 350 average.

Notes:

1. *Total pay has been calculated for each employee and, where applicable, prorated to calculate full-time equivalent pay. It includes payments that are taxable plus any employer pension contributions.*
2. *We offer competitive and fair rates of pay for all our UK employees taking into account personal circumstances.*
3. *We have opted for Option A of the pay ratio regulations as this is the preferred option under the regulations and also provides the most accurate data.*
4. *The above figures are based on the total pay as at 30th April, 2024.*

Total pension entitlements – unaudited

In line with the Government's requirements the Group administers a pension scheme for all UK employees including Executive Directors. Under this Auto Enrolment Pension arrangement each Executve Director is entitled to have an amount of 3% of gross remuneration paid into a pension scheme where they have direct dealings with the selected investment fund provider. The employee also contributes a minimum of 4% of remuneration to their fund. The pension contributions are to defined contribution pension schemes which are independent of the Company.

The Company has no obligations to make any payments in relation to pensions when a Director leaves service by nature of removal from office, resignation or retirement.

The Annual Directors' Remuneration Report was approved by the Board on 6th August, 2024 and is signed on its behalf by:

T. J. W. Goodwin
Director

M. S. Goodwin
Director

S. R. Goodwin
Director

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Strategic Report and the Report of the Directors', the Directors' Remuneration Report, the separate Corporate Governance Statement and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors have elected under company law and are required under the Listing Rules of the Financial Conduct Authority to prepare Group financial statements in accordance with UK-adopted International Accounting Standards. The Directors have elected under company law to prepare the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The Group financial statements are required by law and UK-adopted International Accounting Standards to present fairly the financial position and performance of the Group; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing each of the Group and Company financial statements, the Directors are required to:

a. select suitable accounting policies and then apply them consistently;

b. make judgements and estimates that are reasonable and prudent;

c. for the Group financial statements, state whether they have been prepared in accordance with UK-adopted International Accounting Standards;

d. for the Company financial statements, state whether they have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and

e. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

Directors' statement pursuant to the Disclosure and Transparency Rules

Each of the Directors, whose names are listed on page 22, confirm that to the best of each person's knowledge:

a. the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation taken as a whole; and

b. the Strategic Report contained in the Annual Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Goodwin PLC website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

T. J. W. Goodwin	M. S. Goodwin	S. R. Goodwin
Director	*Director*	*Director*

6th August, 2024

INDEPENDENT AUDITOR'S REPORT to the members of Goodwin PLC

Opinion

We have audited the financial statements of Goodwin PLC (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 30 April 2024 which comprise the Consolidated Statement of Profit or Loss, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Balance Sheet, Consolidated Statement of Cash Flows, Company Balance Sheet, Company Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 30 April 2024 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 United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Summary of our audit approach

Key audit matters	**Group** • Revenue recognition – revenue recognised over time • Carrying value of the Duvelco cash generating unit (CGU) • Hedge accounting – foreign exchange **Parent Company** • No key audit matters noted
Materiality	**Group** • Overall materiality: £1,050,000 (2023: £778,000) • Performance materiality: £787,500 (2023: £583,000) **Parent Company** • Overall materiality: £3,130,000 (2023: £2,910,000) • Performance materiality: £2,347,500 (2023: 2,182,500)
Scope	Our audit procedures covered 80% of revenue, 87% of total assets and 82% of absolute profit before tax.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group and parent Company financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the Group and parent Company financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition – Revenue recognised over time

Key audit matter description	Refer to accounting policies in note 1, accounting estimates and judgements in note 2 and note 4. Revenue underpins the key measures of performance of the Group. As a profit-oriented business, we considered the risk of fraud in the recognition of revenue. We identified that there was a heightened risk of misstatement around the year end through inappropriate application of the Group's revenue recognition policies and revenue transactions being recognised in the wrong period. The Group has contracts with customers under which revenue is recognised over time. Revenue recognised in the year on these contracts amounted to £96,819,000. Estimates are made by management based on work completed for each contract and costs to complete. Revenue is recognised with an associated adjustment made to cost of sales to adjust the level of profits recognised on the contract to be in line with the percentage stage of completion. Associated contract assets, liabilities and work in progress are recognised where applicable on these contracts. There is a risk that revenue could be misstated through: • inappropriate application of the Group's revenue recognition policies; • the high level of estimation uncertainty in recognising revenue on over time contracts which remain open at year end; or • modifications in contractual arrangements, such as variations and settlements of claims.
How the matter was addressed in the audit	We assessed whether revenue was recognised in line with the Group's revenue recognition policies and IFRS 15 'Revenue from contracts with customers'. We undertook tests of details on contracts that have been completed in the year and those open at the year end. We considered management's estimates of the stage of completion for open contracts at the period end, substantively testing supporting schedules, including verification of contractual terms. We challenged operational management and project engineers via discussions on the key assumptions, variances identified and reviewed historical budgeting accuracy. For all contracts selected we tested the associated contract assets and contract liabilities. We checked the associated adjustments to revenue were appropriate for the period through our contract testing procedures. We reviewed the disclosures associated with revenue recognition.

Key observations	In concluding our audit, we identified misstatements in excess of the trivial threshold relating to revenue contracts. Where misstatements were identified, we reported these to those charged with governance. The unadjusted misstatements relating to revenue contracts were below overall materiality. These adjustments, if corrected would serve to increase reported profit for the period.

Carrying value of the Duvelco cash generating unit (CGU)

Key audit matter description	Refer to accounting policies in note 1, accounting estimates and judgements in note 2 and note 16. The Group has various intangible assets including goodwill, brand names, intellectual property, manufacturing rights, software and licences and development costs. These assets form part of the Group's cash generating units (CGUs). The Group has incurred significant expenditure on development and capital expenditure within the Duvelco business which forms one of the Group's CGUs. The combined carrying value of intangible development costs and property plant and equipment at 30 April 2024 for this CGU is £18.5 million. Amounts are capitalised if criteria are met in accordance with IAS 38 'Intangible assets' and IAS 16 'Property, plant and equipment'. The viability of and market for new products is not guaranteed. The Group is confident of the success of the product and its impact in the various markets where there are known applications. There remain a number of risks which result in uncertainty, these include: • On commissioning the production facility may not work as expected which results in delays and further costs. There is also a risk that the production facility is not capable of producing the quality of polymer required; • Penetration of the markets expected proves more challenging than expected which results in delays in revenue generation or compromise on margins expected until Duvelco is fully established. Judgement is required in considering these risks and appropriate disclosures should be made in the financial statements.
How the matter was addressed in the audit	We assessed the appropriateness of capitalisation of development costs and capital expenditure in Duvelco and the resulting carrying value as a risk due to the impact on reported earnings. We challenged the judgements made in assessing whether the IAS 38 and IAS16 criteria for capitalisation had been met. In considering the viability of Duvelco we have understood and assessed the process by which the Group has concluded on: the ability of the production facility to deliver as expected; and reviewed the market analysis and the actions taken to penetrate the key market sectors. We obtained management's impairment model for the Duvelco CGU and undertook audit procedures included below, we: • Assessed compliance with the requirements of IAS 36 'Impairment of assets'; • Analysed the structure and integrity of the model and the mathematical accuracy; • Challenged the main forecasting assumptions used which included expected revenues (amounts and timing), margin and the discount rate;

	• Performed sensitivity analysis in assessing the risks of impairment; • Corroborated assumptions through discussions with operational and technical management; • Obtained market information and data to consider the potential market sectors applicable to the product; and • Reviewed the disclosures in the financial statements. We considered the amortisation accounting policy for each category of intangible asset.
Key observations	Based on our procedures, we concluded that the capitalisation and carrying values in the financial statements were appropriate. The associated disclosures are acceptable.

Hedge accounting – foreign exchange

Key audit matter description	Refer to accounting policies in note 1, and the financial risk management disclosure in note 28c. The Group continues to use foreign exchange hedging contracts to manage the risk of volatility in exchange rates for future foreign currency cashflows. The Group applies hedge accounting in the financial statements. The recognition of the financial instruments in the financial statements and the applicability of hedge accounting is determined by the requirements of IFRS 9. In previous years we identified a number of areas where the application of IFRS 9 could be improved where the impact has not been material. There have been no changes in the treatment of hedge accounting in the period; however, due to the change in timing of revenue in respect of a number of contracts, there is an increased risk of material misstatement arising from the incorrect application of the hedge accounting requirements of IFRS 9.
How the matter was addressed in the audit	To address the risk, we utilised a specialist to perform the following procedures, we: • Obtained an understanding of the hedge accounting process and relevant controls; • Examined management's workings in respect of the hedged derivative financial instruments and the deemed effectiveness of such hedging instruments; • Tested, on a sample basis, the hedge documentation in place for the hedged derivative contracts; • Challenged management's judgements relating to the highly probable forecast transaction criteria for a sample of hedging instruments and that these were reasonable at inception, at the period end and that these assumptions were consistent with management's other forecasts; • Tested management's closing hedge calculations, including the assessment of the cost of hedging; • Challenged the cut-off relating to the recycling of balances from the hedging reserve to the relevant line item of the financial statements; • Quantified the impact of correcting entries, most notably for matured instruments which were not recycled at the end of the year, where the impact of timing differences between sales invoicing and revenue recognition on over time contracts are not recognised in accordance with IFRS 9; and • Reviewed the classification and disclosures in the financial statements against IFRS 7.
Key observations	In concluding our audit, we identified misstatements in excess of the trivial threshold relating to hedge accounting. Where misstatements were

	identified, we reported both factual and judgmental items to those charged with governance. The factual unadjusted misstatements relating to hedge accounting were below overall materiality. These adjustments, if corrected, would serve to decrease reported profit for the period.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
Overall materiality	£1,050,000 (2023: £778,000)	£3,130,000 (2023: £2,910,000)
Basis for determining overall materiality	4.9% of two year average adjusted profit before tax. Profit before tax has been adjusted for material non-recurring items.	1.6% of total assets as a standalone entity. As a component of the group audit, which excludes items which eliminate on consolidation, the parent company materiality is restricted to £690,000 (2023: £430,000).
Rationale for benchmark applied	Profit before tax is considered the key benchmark of the Group. We have normalised this over a two year period to reflect the fact that some revenue contracts span multiple periods.	Total assets is considered the key benchmark of the parent Company as the entity relies on its investments as a non-revenue generating entity.
Performance materiality	£787,500 (2023: £583,000)	£2,347,500 (2023: £2,182,500)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £52,500 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £34,500 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

The Group consists of 33 components, located in the following countries:

- United Kingdom
- Germany
- China
- South Korea

– India	- Brazil
– South Africa	- Australia
– Thailand	- Finland

The coverage achieved by our audit procedures was:

	Number of components	Revenue	Total assets	Absolute Profit before tax
Full scope audit	10	80%	87%	82%
Total	**10**	**80%**	**87%**	**82%**

Analytical procedures at Group level and testing of intercompany eliminations were performed for the remaining 23 components.

Of the above, full scope audits for three components were undertaken by component auditors.

The impact of climate change on the audit

In planning our audit, we considered the potential impact of the possible risks arising from climate change on the Group's and the Company's financial statements and obtained an understanding of how management identifies and responds to climate-related risks. Further information on management's risk assessment, progress and commitments is provided in the Group's climate-related risk disclosures on pages 16 to 18 of the Annual Report.

We performed risk assessment procedures including making enquiries of management, reading board minutes and applying our knowledge of the Group and the Company and the sector within which it operates, to assess the potential impact on the financial statements.

Taking account of the nature of the business, the extent of the headroom in impairment testing, and useful economic lives of tangible/intangible assets to changing regulation, weather patterns or business activities, we have not assessed climate-related risk to be significant to our audit. There was also no impact on our key audit matters.

In accordance with our obligations with regards to other information, we have read the Group's climate-related risk disclosures on pages 16 to 18 of the Annual Report and in doing so have considered whether those disclosures are materially inconsistent with the financial statements or our knowledge obtained during the course of the audit, or otherwise appear to be materially misstated.

We have not been engaged to provide assurance over the accuracy of the climate-related risk disclosures set out on pages 16 to 18 of the Annual Report.

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's and parent Company's ability to continue to adopt the going concern basis of accounting included:

- Review of management's approved Board paper which set out the going concern basis, key forecasting assumptions, sensitivities and conclusion;
- Obtaining copies of management's forecasts and sensitivity analysis for the Group and checking the mathematical accuracy of the forecasts;
- Understanding and reviewing the results of the annual budget review process, including submissions from the UK and overseas businesses which are approved by the board;
- Comparing the forecasts to historical trading results and the key assumptions for expected growth, margin improvement and capital expenditure plans;

- Undertaking our own stress test to consider circumstances under which headroom would be eroded;
- Verifying the committed funding available to the Group and parent Company for the forecast period and the headroom this provided to the Group and parent Company.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group’s or the parent Company’s ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the entity 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.

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, 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 their 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 parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review by The Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 23;
- Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 24;
- Director's 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 page 24;
- Directors' statement on fair, balanced and understandable set out on page 22;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 12;
- Section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on page 27; and,
- Section describing the work of the Audit Committee set out on page 28.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 38, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors' are responsible for assessing the Group's and the parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors' either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the Group audit engagement team and component auditors:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the Group and parent Company operates in and how the Group and parent Company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud, as defined in ISA 250B: having obtained an understanding of the effectiveness of the control environment.

All relevant laws and regulations identified at a Group level and areas susceptible to fraud that could have a material effect on the financial statements were communicated to component auditors. Any instances of non-compliance with laws and regulations identified and communicated by a component auditor were considered in our audit approach.

The most significant laws and regulations were determined as follows:

Legislation / Regulation	Additional audit procedures performed by the Group audit engagement team and component auditors included:
IFRS / FRS101 and Companies Act 2006 / Listing Rules	Review of the financial statement disclosures and testing to supporting documentation; Review of correspondence with regulators and action taken by the Group as a result of this correspondence. Completion of disclosure checklists to identify areas of non-compliance.
Tax compliance regulations	Input from a tax specialist was obtained regarding the Group's transfer pricing arrangement. Consideration of whether any matter identified during the audit required reporting to an appropriate authority outside the entity.
Manufacturing and operational regulations	ISAs limit the required audit procedures to identify non-compliance with these laws and regulations to inquiry of management and where appropriate, those charged with governance (as noted above) and inspection of legal and regulatory correspondence, if any. We have completed these procedures which included discussions with the Group's legal counsel.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
Revenue recognition – over time sales	See the key audit matters section of this report for work performed over this risk. We also performed testing on: Transactions posted to nominal ledger codes outside of the normal revenue cycle were identified using a data analytic tool and investigated.
Revenue recognition – point in time sales	Transactions posted to nominal ledger codes outside of the normal revenue cycle were identified using a data analytic tool and investigated. Revenues at the period end were tested to identify revenue recognised in the incorrect period.
Management override of controls	Testing the appropriateness of journal entries and other adjustments; Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

Other matters which we are required to address

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors' on 19 March 2021 to audit the financial statements for the year ending 30 April 2021 and subsequent financial periods.

The period of total uninterrupted consecutive appointments is four years, covering the years ending 30 April 2021 to 30 April 2024.

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 our audit.

Our audit opinion is consistent with the additional report to the Audit Committee in accordance with ISAs (UK).

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.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rules (DTR), these financial statements forms part of the Annual Financial Report prepared in Extensible Hypertext Markup Language (XHTML) format and filed on the National Storage Mechanism of the UK FCA. This auditor's report provides no assurance over whether the annual financial report has been prepared in XHTML format.

Ian Wall (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Festival Way, Festival Park, Stoke-on-Trent, ST1 5BB.
6th August, 2024

GOODWIN PLC

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 30th April, 2024

	Note	2024* £'000	2023* £'000
CONTINUING OPERATIONS			
Revenue	3, 4	**191,258**	185,742
Cost of sales		**(113,371)**	(116,973)
GROSS PROFIT*		**77,887**	68,769
Selling and distribution costs		**(9,618)**	(9,623)
Administrative expenses		**(41,374)**	(38,833)
OPERATING PROFIT		**26,895**	20,313
Finance costs (net)	8	**(2,870)**	(1,438)
Share of profit of associate company	15	**69**	65
PROFIT BEFORE TAXATION AND MOVEMENT IN FAIR VALUE OF INTEREST RATE SWAP**		**24,094**	18,940
Additonal year-on-year unrealised gain on 10 year interest rate swap derivative		**113**	3,189
PROFIT BEFORE TAXATION	6	**24,207**	22,129
Tax on profit	9	**(6,491)**	(5,616)
PROFIT AFTER TAXATION		**17,716**	16,513
ATTRIBUTABLE TO:			
Equity holders of the parent		**16,902**	15,904
Non-controlling interests		**814**	609
PROFIT FOR THE YEAR		**17,716**	16,513
BASIC AND DILUTED EARNINGS PER ORDINARY SHARE (in pence)	10	**224.53p**	206.81p

* The Board has taken the decision to present the statutory reporting of gross profit to allocate costs, which align more appropriately with the Group's operational structure and how it is calculated within the Group's management accounts to ensure that the end user of the statutory accounts can review the financial performance of the Group on the same basis as the Board. For further details please refer to the "Business Diversity and Performance" section on page 9, and note 5 on page 66.

** The Chairman's Statement refers to trading profit, which is the profit before taxation less the further positive movement in fair value of interest rate swap as trading profit.

The notes on pages 55 to 105 form part of these financial statements.

GOODWIN PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30th April, 2024

	2024	2023
	£'000	£'000
PROFIT FOR THE YEAR	**17,716**	16,513
OTHER COMPREHENSIVE (EXPENSE) / INCOME		
ITEMS THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS:		
Foreign exchange translation differences	**(1,935)**	(1,412)
Cash flow hedges – effective portion of changes in fair value	**(936)**	3,741
Cash flow hedges – ineffectiveness transferred to profit or loss	**433**	518
Cash flow hedges – amounts transferred to profit or loss	**(438)**	1,308
Cash flow hedges – deferred tax (charge) / credit	**85**	(1,290)
Cost of hedging – changes in fair value	**558**	(1,447)
Cost of hedging – ineffectiveness transferred to profit or loss	**28**	(76)
Cost of hedging – amounts transferred to profit or loss	**144**	33
Cost of hedging – deferred tax (charge) / credit	**(184)**	371
OTHER COMPREHENSIVE (EXPENSE) / INCOME FOR THE YEAR, NET OF INCOME TAX	**(2,245)**	1,746
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**15,471**	18,259
ATTRIBUTABLE TO:		
Equity holders of the parent	**15,039**	17,726
Non-controlling interests	**432**	533
	15,471	18,259

The notes on pages 55 to 105 form part of these financial statements.

GOODWIN PLC

CONSOLIDATED BALANCE SHEET
at 30th April, 2024

	Note	2024 £'000	2023 £'000
NON-CURRENT ASSETS			
Property, plant and equipment	12	**105,337**	101,243
Right-of-use assets	13	**11,744**	6,763
Investment in associate	15	**828**	964
Intangible assets	16	**25,900**	25,448
Derivative financial assets	17	**5,716**	5,932
		149,525	140,350
CURRENT ASSETS			
Inventories	18	**46,809**	47,955
Contract assets	4	**22,027**	16,257
Trade and other receivables	19	**31,894**	34,589
Corporation tax receivable		**1,288**	1,337
Derivative financial assets	17	**2,007**	2,684
Cash and cash equivalents	20	**30,678**	19,661
		134,703	122,483
TOTAL ASSETS		**284,228**	262,833
CURRENT LIABILITIES			
Borrowings	21	**14,027**	6,729
Contract liabilities*	4	**14,856**	32,747
Trade and other payables	22	**30,830**	31,765
Derivative financial liabilities	23	**251**	2,383
Liabilities for current tax		**859**	921
Provisions for liabilities and charges	24	**231**	266
		61,054	74,811
NON-CURRENT LIABILITIES			
Borrowings	21	**61,906**	47,256
Contract liabilities	4	**19,268**	-
Derivative financial liabilities	23	**277**	-
Provisions for liabilities and charges	24	**274**	246
Deferred tax liabilities	25	**14,799**	11,363
		96,524	58,865
TOTAL LIABILITIES		**157,578**	133,676
NET ASSETS		**126,650**	129,157
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT			
Share capital	26	**751**	769
Translation reserve	26	**(2,391)**	(849)
Share-based payments reserve	26	**-**	5,244
Cash flow hedge reserve	26	**633**	1,504
Cost of hedging reserve	26	**(426)**	(976)
Retained earnings		**123,714**	119,055
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		**122,281**	124,747
NON-CONTROLLING INTERESTS	14	**4,369**	4,410
TOTAL EQUITY		**126,650**	129,157

* Contract liabilities are predominantly advance payments from customers.

These financial statements were approved by the Board of Directors on 6th August, 2024, and signed on its behalf by:

T. J. W. Goodwin, *Director*
M. S. Goodwin, *Director*
S. R. Goodwin, *Director*

Company Registration Number: 305907

The notes on pages 55 to 105 form part of these financial statements.

GOODWIN PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30th April, 2024

	Share capital £'000	Trans-lation reserve £'000	Share-based payment reserve £'000	Cash flow hedge reserve £'000	Cost of hedging reserve £'000	Retained earnings £'000	Total attributable to equity holders of the parent £'000	Non-controlling interests £'000	Total equity £'000
YEAR ENDED 30TH APRIL, 2024									
Balance at 1st May, 2023 ...	**769**	**(849)**	**5,244**	**1,504**	**(976)**	**119,055**	**124,747**	**4,410**	**129,157**
Total comprehensive income:									
Profit for the year	-	-	-	-	-	16,902	16,902	814	17,716
Other comprehensive income:									
Foreign exchange translation differences	-	(1,542)	-	-	-	-	(1,542)	(393)	(1,935)
Effective portion of changes in fair value	-	-	-	(948)	560	-	(388)	10	(378)
Ineffectiveness transferred to profit or loss...	-	-	-	432	28	-	460	1	461
Amounts reclassified to profit or loss...	-	-	-	(438)	144	-	(294)	-	(294)
Deferred tax (charge) / credit	-	-	-	83	(182)	-	(99)	-	(99)
Other comprehensive income / (expense) for the year	**-**	**(1,542)**	**-**	**(871)**	**550**	**-**	**(1,863)**	**(382)**	**(2,245)**
TOTAL COMPREHENSIVE INCOME / (EXPENSE) FOR THE YEAR	**-**	**(1,542)**	**-**	**(871)**	**550**	**16,902**	**15,039**	**432**	**15,471**
Transfers between reserves*	-	-	(5,244)	-	-	5,244	-	-	-
Transactions with owners:									
Buy back of shares	(18)	-	-	-	-	(8,851)	(8,869)	-	(8,869)
Dividends paid	-	-	-	-	-	(8,636)	(8,636)	(473)	(9,109)
BALANCE AT 30TH APRIL, 2024	**751**	**(2,391)**	**-**	**633**	**(426)**	**123,714**	**122,281**	**4,369**	**126,650**

* The balance on the share-based payment reserve has been transferred to retained earnings as all previous share options have vested.

The notes on pages 55 to 105 form part of these financial statements.

GOODWIN PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

for the year ended 30th April, 2023

	Share capital £'000	Trans-lation reserve £'000	Share-based payment reserve £'000	Cash flow hedge reserve £'000	Cost of hedging reserve £'000	Retained earnings £'000	Total attributable to equity holders of the parent £'000	Non-controlling interests £'000	Total equity £'000
YEAR ENDED 30TH APRIL, 2023									
Balance at 1st May, 2022 ...	**769**	**463**	**5,244**	**(2,746)**	**140**	**111,440**	**115,310**	**4,433**	**119,743**
Total comprehensive income:									
Profit for the year	-	-	-	-	-	15,904	15,904	609	16,513
Other comprehensive income:									
Foreign exchange translation differences	-	(1,312)	-	-	-	-	(1,312)	(100)	(1,412)
Effective portion of changes in fair value	-	-	-	3,741	(1,447)	-	2,294	-	2,294
Ineffectiveness transferred to profit or loss	-	-	-	518	(76)	-	442	-	442
Amounts reclassified to profit or loss	-	-	-	1,274	40		1,314	27	1,341
Deferred tax (charge) / credit	-	-	-	(1,283)	367	-	(916)	(3)	(919)
Other comprehensive income / (expense) for the year	**-**	**(1,312)**	**-**	**4,250**	**(1,116)**	**-**	**1,822**	**(76)**	**1,746**
TOTAL COMPREHENSIVE INCOME / (EXPENSE) FOR THE YEAR	**-**	**(1,312)**	**-**	**4,250**	**(1,116)**	**15,904**	**17,726**	**533**	**18,259**
Transactions with owners:									
Dividends paid	-	-	-	-	-	(8,289)	(8,289)	(556)	(8,845)
BALANCE AT 30TH APRIL, 2023	**769**	**(849)**	**5,244**	**1,504**	**(976)**	**119,055**	**124,747**	**4,410**	**129,157**

The notes on pages 55 to 105 form part of these financial statements.

GOODWIN PLC

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30th April, 2024

	Note	2024 £'000	2023 £'000
CASH FLOW FROM OPERATING ACTIVITIES			
Profit from continuing operations after tax		**17,716**	16,513
Adjustments for:			
Depreciation of property, plant and equipment		**6,607**	6,272
Depreciation of right-of-use assets		**1,497**	1,198
Amortisation and impairment of intangible assets		**1,341**	1,257
Finance costs (net)		**2,870**	1,438
Currency (gains) / losses		**(1,025)**	1,213
Loss / (profit) on sale of property, plant and equipment		**(29)**	134
Unrealised gain on 10 year interest rate swap derivative		**(113)**	(3,189)
Share of profit of associate company		**(69)**	(65)
UK tax incentive credit on research and development		**(660)**	(610)
Tax expense		**6,491**	5,616
OPERATING CASH FLOW BEFORE CHANGES IN WORKING CAPITAL AND PROVISIONS		**34,626**	29,777
Decrease / (increase) in inventories		**437**	(8,377)
Increase in contract assets		**(5,849)**	(3,804)
Decrease / (increase) in trade and other receivables		**2,357**	(5,304)
Increase in contract liabilities		**1,388**	17,954
Increase in trade and other payables		**370**	4,072
CASH GENERATED FROM OPERATIONS		**33,329**	34,318
Interest received*		**1,399**	556
Interest paid*		**(5,022)**	(2,496)
Corporation tax paid		**(2,587)**	(3,251)
NET CASH INFLOW FROM OPERATING ACTIVITIES		**27,119**	29,127
CASH FLOW FROM INVESTING ACTIVITIES			
Proceeds from sale of property, plant and equipment		**392**	218
Acquisition of property, plant and equipment		**(15,363)**	(18,871)
Acquisition of intangible assets		**(582)**	(675)
Development expenditure capitalised		**(1,456)**	(1,196)
Dividend from associate company		**131**	-
NET CASH OUTFLOW FROM INVESTING ACTIVITIES		**(16,878)**	(20,524)
CASH FLOWS FROM FINANCING ACTIVITIES			
Buy back of shares		**(8,869)**	-
Payment of capital element of lease liabilities		**(2,910)**	(1,874)
Dividends paid		**(8,636)**	(8,289)
Dividends paid to non-controlling interests		**(473)**	(556)
Proceeds from new loans		**23,098**	11,500
Repayment of loans		**(1,152)**	(1,181)
Change in bank overdrafts		**(71)**	119
NET CASH OUTFLOW FROM FINANCING ACTIVITIES		**987**	(281)
NET INCREASE IN CASH AND CASH EQUIVALENTS		**11,228**	8,322
Cash and cash equivalents at beginning of year		**19,661**	11,651
Effect of exchange rate fluctuations on cash held		**(211)**	(312)
CASH AND CASH EQUIVALENTS AT END OF YEAR	*20*	**30,678**	19,661

* The prior year comparitives have been increased by £481,000 due to the interest received from the interest rate swap in the current year being £1,269,000, as shown in note 8.

The notes on pages 55 to 105 form part of these financial statements.

1. Accounting policies

Goodwin PLC (the "Company") is incorporated in England and Wales.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group") and equity account the Group's interest in associates. The parent Company financial statements present information about the Company as a separate entity and not about its Group.

The Group's financial statements have been prepared in accordance with UK Company Law and UK adopted International Accounting Standards (IAS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under UK adopted IFRS.

The Company has elected to prepare its financial statements in accordance with Financial Reporting Standard (FRS) 101 issued in the UK. These are presented on pages 92 to 104.

The accounting policies set out below have been applied consistently to all periods presented in these Group financial statements.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a possible significant risk of material adjustment in the next year are discussed in note 2.

Going concern

The Directors, after having reviewed the Group forecasts and possible challenges that may occur over short to medium term, are confident that the Group has adequate resources to continue to operate for at least twelve months from the date that these financial statements are approved and have continued to adopt the going concern principle in preparing the financial statements.

As at 30th April 2024, the Group's gearing ratio stood at 35.1% *(2023: 26.3%)* against a substantial shareholders' net worth of £122 million *(2023: £125 million)*. The retained reserves of the Group put it in a strong position to deal with any material unforeseen adverse issues that may occur and have an impact on the Group's operations.

As part of the going concern process, the Group forecasts are stress tested by being subject to a number of severe but conceivable financial challenges to ensure that the Group finances remain robust throughout the period being tested. The stress test model begins with the Group forecasts, that have been consolidated from the individual forecasts generated by the Directors of each of the subsidiaries and reflects their specific knowledge of their business and the markets within which they operate, to ensure that the forecasts that they produce reflect the market conditions, the business strategy and expected outlook. Each of these subsidiary level forecasts is then reviewed, challenged and approved by the relevant Divisional Managing Director, who is immersed in each of these businesses and knows and understands each of their markets. As the Group is so diverse, with two divisions in different sectors and multiple different products within each division, several stress test events are used to reduce the pre-tax profit forecasts by reducing revenues and consequently the pre-tax profit. Due to the diversity of the Group, it is feasible that one or two events could take place, but it is highly improbable that all the stress test events would occur at the same time. The stress tests implemented reduced revenues and consequently pre-tax profits, which for these stress tests implemented reduced pre-tax profit by a combined amount of 44%, without reducing the discretionary capital expenditure programme, maintaining overheads at their current expected levels, maintaining the dividend policy and utilising the finance facilities at the same amounts that will be in place twelve months from the signing of these accounts. The results of the stress test modelling did not highlight any going concern issues, breaches of covenants or requirements for any further financing facilities in addition to those currently in place at the year end. Post year end, the Group has renewed one of its Revolving Credit Facilities, that was due to expire, for a four-year term.

Whilst our carrying values of trade debtors and contract assets are significant, we see little risk here in terms of recovery due to the quality of the customers that the Group contracts with. Where possible, we credit insure the majority of our trade debtors and our pre-credit risk (work in progress), and for significant contracts where credit insurance is not available we ensure, where possible, that those contracts are backed by letters of credit or cash positive milestone payments.

As discussed elsewhere within these accounts, the Mechanical Engineering order book remains high and the Refractory Engineering segment continues to be buoyant.

The Directors are confident that the Group and Company will have sufficient funds to continue to meet their liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Measurement convention

The financial statements are rounded to the nearest thousand pounds. The financial statements are based on the historical cost basis except where the measurement of balances at fair value is required as below.

Basis of consolidation

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

1. Accounting policies *(continued)*

Basis of consolidation *(continued)*

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20 and 50 percent of the voting power of another entity. Associates are accounted for using the equity method and are initially recognised at cost. The Group's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Group's share of the total recognised income and expense and equity movements of equity accounted investees, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an equity accounted investee, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an investee.

Foreign currency

The functional and presentational currency of the Group is Pound Sterling (£). Where foreign currency transactions are hedged, the transactions are recorded at their hedged rate. All other transactions in foreign currencies are translated into the respective functional currencies of the Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Foreign exchange movements associated with hedged transactions are recognised in the cash flow hedge reserve, whilst non-hedged foreign exchange differences arising on translation are recognised in the statement of profit or loss within operating profit.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to Sterling at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the period where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from the translation of foreign operations are taken directly to the translation reserve. They are released into the statement of profit or loss upon disposal of the foreign operation.

New IFRS standards and interpretations adopted during 2023 / 2024

The IASB and IFRIC issued the following amendments:

- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies – (effective for periods commencing on or after 1st January 2023).
- Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors 'Definition of Accounting Estimates' – (effective for periods commencing on or after 1st January 2023).
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction – (effective for periods commencing on or after 1st January 2023).
- Amendments to IAS 12 Income Taxes: International Tax Reform - Pillar Two Model Rules (effective for periods commencing on or after 1st January 2023).

The implementation of these amendments has not had a material impact on the Group's financial statements.

New IFRS standards and interpretations not adopted

Amendments to existing standards or new standards and interpretations that have been issued but are not yet effective and have not been adopted by the Group are listed below:

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Classification of Liabilities as Current or Non-current – Deferral of Effective Date – (effective for periods commencing on or after 1st January 2024).
- Amendments to IAS 1 Presentation of Financial Statements: Non-current liabilities with covenants – (effective for periods commencing on or after 1st January 2024).

The Group does not expect that any standards, amendments or interpretations issued by the IASB, but not yet effective, will have a material impact on the financial statements once adopted.

Revenue

Revenue is recognised when a customer obtains control of the goods or services i.e. upon the satisfaction of a performance obligation. Judgement is required to determine the timing of the transfer of control, and whether it is at a point in time or over time. Where a contract contains several performance obligations then the contract is unbundled and each performance obligation is dealt with separately.

Standard inventory product lines and consumables

Typically applies to the sale of slurry pumps within the Mechanical Engineering Division and to the whole of the Group's Refractory Engineering Division. The revenue here relates to standard products manufactured for sale. The performance obligation is satisfied and revenue recognised at the point when customers obtain

1. Accounting policies *(continued)*

Revenue *(continued)*

control of the goods in accordance with the International Commercial (INCO) terms agreed. There are also bill and hold arrangements, where control passes to the customer once the customer confirms that the job has been completed, but where the goods are yet to be collected and remain at the Company premises.

Minimum period contracts for the provision of goods and services

Predominantly the supply of broadband and related services under minimum term contracts. Performance obligations are satisfied over time and revenue is recognised equally over the term of the contract.

Engineered bespoke products – performance obligations satisfied over time

Typically applies to the Group's Mechanical Engineering Division and covers sales orders which are customer bespoke, and have a cancel for convenience clause. This clause then permits the Group subsidiary to claim profit as the project progresses over time to completion and if the customer were to trigger the cancel for convenience clause within the contract, claim profit from the customer to that point in time. In such cases, the performance obligations are treated as satisfied over time (i.e. as the contract progresses) and revenue is taken based on the percentage completion of the contract by the creation of a contract asset. Work in progress is eliminated and replaced by a contract asset. Measuring progress requires judgement as to the stage of completion of each job, and the production of forecasts of costs to complete, which contain allowances for technical risks and inherent uncertainties. The input method is considered to be the most appropriate, because costs are the significant indicator of the job performance and expected contract profitability. Using the input method, costs to date are factual and based on job cost records. As jobs progress through the factories, the cost estimate sheets, generated at order placement, are adjusted for known time-based or commodity-based variances. The cost estimate sheets are the source for the calculation of the total estimated costs on a job. At both senior and middle management level, there is a high level of continuity and expertise to interrogate the costings and so arrive at an appropriate assessment of the total costs on a job, and to then determine the percentage of completion for each contract. The contracts within the Group do not include variable consideration.

Contract modifications

Where the Group has modifications or variations to a contract, then these are included in the contract calculations only when there is a high probability that they are certain to occur, which the Group considers to be when there is a signed agreement in place.

Engineered bespoke products – performance obligations satisfied at a point in time

Typically applies to the Group's Mechanical Engineering segment and covers sales orders which are customer bespoke, but permit the Group subsidiary to claim profit only on completion of the project or only the costs incurred to date in the event the customer triggers the cancel for convenience clause within the contract. In such cases, the performance obligation is deemed to be met and revenue taken as order lines are shipped in accordance with the relevant shipping terms or via a bill and hold arrangement, whereby control passes to the customer, once the customer confirms that the job has been completed, but where the goods are yet to be collected, and remain at the Company premises.

Where the contract period is less that one year, the incremental costs of winning a contract are recognised as an expense as they are incurred.

Contract assets / contract liabilities

Contract assets represent the Group's rights to consideration for work completed but not invoiced at the reporting date for bespoke product contracts where, as part of the contract terms, there is a termination for convenience clause which, if invoked, allows the Group company to charge for profit earned to date. Contract assets are transferred to receivables when the rights to consideration become unconditional, which is generally when the Group invoices the customer. Where payments are received in advance and exceed the costs incurred in constructing the asset together with forecast margin earned, the balances are disclosed as contract liabilities.

Employment costs

Pension costs

The Group contributes to a defined contribution pension scheme for UK employees under an Auto Enrolment Pension arrangement as required by Government legislation. The assets of the scheme are held in independently administered funds. Group pension costs are charged to the statement of profit or loss in the year for which contributions are payable.

Contributions to the schemes are made on a monthly basis and at the end of the financial year there were one month's contributions outstanding, which were paid in the following month.

Termination costs

Employee termination costs are expended in the profit and loss figures in a year as soon as the expense is known and is certain.

Share-based payment transactions

Share-based payments arrangements, in which the Group receives goods or services as consideration for its own equity instruments, are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Group.

1. Accounting policies *(continued)*

Employments costs *(continued)*

The grant date fair value of share-based payment awards granted to employees is recognised as an expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards is measured using an option valuation model, taking into account the terms and conditions upon which the awards were granted.

Financial income and costs

Financial expenses comprise interest payable (together with the amortisation of any facility arrangement fees) and interest on lease liabilities using the effective interest method. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use are capitalised as part of the cost of that asset. Interest income and interest payable is recognised in the statement of profit or loss as it accrues.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Financial instruments

Measurement

Trade and other receivables, which do not contain a significant financing component, are measured, initially, at the transaction price. All other financial assets and liabilities are measured at fair value, on initial recognition.

Non-derivative financial assets are measured subsequently at amortised cost if the objective is to hold them to collect contractual cash flows and their contractual terms include cash flows on specified dates, which are payments of principal and interest.

Impairment

The Group has elected to measure loss allowances for trade receivables and contract assets at an amount equal to lifetime expected credit losses (ECLs). Specific impairments are made when there is a known impairment need against trade receivables and contract assets. When estimating ECLs, the Group assesses reasonable, relevant and supportable information, which does not require undue cost or effort to produce. This includes quantitative and qualitative information and analysis, incorporating historical experience, informed credit assessments and forward-looking information. Loss allowances are deducted from the gross carrying amount of the assets. Where material, impairment losses related to trade and other receivables, including contract assets, are disclosed separately in the statement of profit or loss.

Principal non-derivative financial assets

Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are recognised initially at the amount of consideration that is unconditional. Trade receivables are held with the intention of collecting the contractual cash flows and are measured subsequently, therefore, at amortised cost.

Other financial assets

Other financial assets principally comprise short-term balances, which include sales taxes repayable to the Group. After being recognised initially at fair value, other receivables are measured, subsequently, at amortised cost. The carrying amount of other receivables is considered to be a reasonable approximation of their fair value.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, together with cash deposits with an original maturity of three months or less.

1. Accounting policies *(continued)*

Financial instruments *(continued)*

Principal non-derivative financial liabilities

Bank borrowings

Interest-bearing bank loans and overdrafts are measured initially at their fair value less attributable transaction costs. They are carried, subsequently, at amortised cost and finance charges are recognised in the statement of profit or loss over the contract term, using an effective rate of interest.

Trade and other payables

Trade and other payables are recognised initially at fair value, and are subsequently reported at amortised cost.

Derivative financial assets and liabilities

Derivative financial assets and liabilities are recognised at fair value. The fair value of forward foreign exchange contracts is equal to the present value of the difference between the contractual forward price and the current forward price for the residual maturity of the contract adjusted for counterparty credit risk. The recognition of the gain or loss on re-measuring to fair value those forward foreign exchange contracts, which are used for hedging, is outlined below; for other forward exchange contracts and the interest rate swap derivative, the gain or loss is recognised in the profit or loss.

Fair value derivation

IFRS 7 requires that the classification of financial instruments at fair value be determined by reference to the source of inputs used to derive the fair value. This classification uses the following three-level hierarchy:

Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 — inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of derivative financial assets and liabilities is derived using level 2 inputs. As at the year-end, the Group held currency derivatives and an interest rate swap derivative. For the currency derivatives, the valuations are based on the period end currency rates, as adjusted for the forward points to maturity, the time value of money and the banks' assessed credit risk and margin. For the interest rate swap derivative, the valuation is arrived at by comparing the forward interest curve as at 30th April, 2024 out to maturity against our fixed swap rate. The result is then discounted for the time value of money and adjusted for credit risk and margin.

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve. Our hedge relationships are aligned with our risk management objectives and strategy, resulting in a more qualitative and forward-looking approach in ensuring hedge effectiveness. These hedging arrangements have been entered into to mitigate foreign currency exchange risk arising from certain highly probable sales and purchases transactions denominated in foreign currencies.

For cash flow hedges, the associated cumulative gain or loss on the relevant derivative financial instrument is removed from equity and recognised in the statement of profit or loss in the same period or periods during which the hedged forecast transaction affects the statement of profit or loss. Any identified ineffective portion of the hedge is recognised immediately in the statement of profit or loss. Until 30th April, 2023, only the change in spot rate was designated as the hedging instrument, with the change in fair value relating to forward points being reported separately as deferred costs of hedging within other comprehensive income as permitted by IFRS 9. From 1st May, 2023, the full value of the change in fair value is designated as the hedging instrument and taken to the cash flow hedge reserve.

Where a derivative financial instrument is not hedge accounted, all changes in fair value are recognised immediately in profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the Group revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the cash flow hedge transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the statement of profit or loss immediately, within administration expenses.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

1. **Accounting policies** *(continued)*

Property, plant and equipment *(continued)*

Depreciation is charged to the statement of profit or loss over the estimated useful lives of each part of an item of property, plant and equipment on the following bases:

- Freehold land … … … … Nil
- Freehold buildings … … … … 25 – 50 years on reducing balance or cost
- Leasehold property … … … over period of lease
- Plant and machinery … … … 4 – 20 years on reducing balance or cost
- Motor vehicles … … … … 4 – 7 years on reducing balance or cost
- Tooling … … … … … over estimated production life
- Other equipment … … … … 4 – 7 years on reducing balance or cost
- Assets in the course of construction … Nil

Before being brought into use, assets are assessed individually to determine which is the most appropriate depreciation method. At present, most assets are being depreciated on a reducing balance basis.

Leases

Definition of a lease

A contract is a lease or contains a lease if it transfers the right to use an identified asset over the contract term, in exchange for payment. In determining whether a contract gives the Group the right to use an asset, the Group assesses whether:

- the contract involves the use of an identified asset;
- the Group has the right to obtain substantially all of the economic benefit of using the asset; and
- the Group has the right to direct the use of the asset by deciding how the asset is employed.

Lease term

The lease term is the non-cancellable period of a lease, and options to extend the lease or terminate it, where it is probable that the Group will exercise the available options. At the start of a lease, the Group makes a judgement about whether it is reasonably certain to exercise the options, and reassesses this judgement at every reporting period. Contracts, where the original lease term has expired, with assets continuing to be leased on a short-term rolling basis of a few months, are treated as short-term leases.

Lease balances

A right-of-use asset and a lease liability are calculated at the beginning of a lease. The right-of-use asset is measured initially at cost, being the opening lease liability, adjusted for any lease payments made by the start of the lease, adjusted for any initial direct costs, which have been incurred.

The lease liability is measured initially at the present value of the lease payments, which are outstanding at the start date, discounted at either the rate implicit in the lease or the Group’s incremental borrowing rate. With the exception of leases containing an option to purchase, the Group uses its incremental borrowing rate as the discount rate. Lease liabilities are measured at amortised cost, using the effective rate, and adjusted as required for any subsequent change to the lease terms.

The right-of-use asset is depreciated on a straight-line basis over the lease term, or from the start date of the lease to the end of the useful life of the right-of-use asset as appropriate. The method of calculating the estimated useful lives of the right-of-use assets and testing for impairment is the same as that for property, plant and equipment.

Recognition exemptions

Payments for short-term leases, lasting twelve months or less, without a purchase option continue to be reported as an operating expense on a straight-line basis over the term of the lease.

The cost of leasing low-value items will continue to be reported as an operating expense over the life of the lease.

Lease portfolios

The Group has leases for the following types of assets:

Land and buildings – the Group leases a number of factory buildings, warehouses and office buildings.

Plant and equipment – a number of significant items of plant, such as CNC machines and furnaces, have been leased under contracts with an option to buy the asset at the end of the lease term. The Group also leases motor vehicles. For motor vehicles the Group has applied the practical expedient in paragraph 15 of IFRS 16, whereby non-lease components have not been separated from lease components, such that lease costs and service costs are treated as a single lease component.

Printers and photocopiers – the Group has applied the recognition exemption for low-value assets to these leases.

Government grants

Government grants relating to income are recognised in the statement of profit or loss.

Government grants relating to assets are recognised in the balance sheet as a deduction in the carrying amount of the asset. Depreciation is charged on the value of the asset less the associated grant.

1. Accounting policies *(continued)*

Intangible assets and goodwill

All business combinations are accounted for by applying the purchase method. Goodwill is recognised as the difference between the consideration transferred and the fair value of identifiable assets, liabilities and contingent liabilities assumed in a business combination. Identifiable intangibles are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment.

Negative goodwill arising on an acquisition is recognised immediately in the statement of profit or loss.

Goodwill or negative goodwill resulting from increasing the percentage ownership of an existing subsidiary is reported as an equity transaction with owners.

Expenditure on research activities is recognised in the statement of profit or loss as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the statement of profit or loss as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to the statement of profit or loss on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

• Capitalised development costs	Minimum expected order unit intake or minimum product life
• Manufacturing rights	6 - 15 years
• Brand names and intellectual property	3 - 20 years
• Customer lists	2 - 10 years
• Distribution rights	25 years
• Software and licences	3 - 5 years
• Non-compete agreements	15 years

Impairment of intangibles

The carrying amounts of the Group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Recoverable amount is the greater of an asset's or cash-generating unit's (CGU) fair value less costs to sell or value in use.

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the statement of profit or loss.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed.

In respect of other assets, an impairment loss is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset of CGU's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in, first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Provisions

General provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

1. Accounting policies *(continued)*

Provisons *(continued)*

Warranty provisions

The Group carries a warranty provision where applicable. The warranties are committed at contract placement stage and typically, where given to a customer, the warranty has a duration of between 1 and 3 years. At the expiry of the warranty period, to the extent not utilised, the warranty provision is then released back into the statement of profit or loss. The warranties are generally passive in nature confirming that the goods comply with contractual specifications and given the incidence of product failure is low, the warranties have no tangible customer value.

2. Accounting estimates and judgements

The Group makes judgements and estimates in applying the Group's accounting policies, to prepare the financial statements.

Key estimates and judgements

IFRS 15 Revenue Recognition

The Directors consider that a key estimate, which may have a material impact on the financial statements, is in relation to IFRS 15 and, in particular, where we are required to account on a revenue over time basis on some of our mechanical engineering work in progress contracts. When reviewing the terms of contracts with customers, judgement is required to assess the number of performance obligations within the contracts and when to recognise contract provisions.

For contracts where revenue is recognised over time, there is a need to estimate the costs to complete on these contracts. The costs to complete estimates can be complex, as they need to consider several variable factors such as the impact of delays, cost overruns and also any variations to contract. Once complete, these estimates then drive the amount of revenue recognised. The estimates are prepared and reviewed by management with suitable experience and qualifications, and who endeavour to ensure the revenue mandated to be recognised prior to the completion of the contract is not under or overstated, based on possible technical risks and inherent uncertainties.

Whilst cost to complete estimates are based on management's best knowledge at the time, it is clear, due to the very nature of an estimate that the eventual outcomes may differ due to unforeseen events. However, the advanced stage of completion of a number of contracts reduces the risk of unforeseen events arising, and given that the initial position taken on material contracts at the balance sheet date is revisited as part of the post balance sheet review process prior to the financial statements being signed off, we would conclude that the risk of a material impact on the financial statements arising from changes in estimates here is low. If the costs to complete contracts, that had not been completed as at the year end, were 1% higher than estimated at the year-end, for which this increase in costs could not be passed on to the customer, then the impact to the current year's revenue would be a reduction of £420,000.

Where there are claims which are subject to commercial negotiation, these are recognised only when there is a high level of certainty, which the Group considers this to be when there is a signed agreement in place. Consideration is given to the requirements of IFRS 15 in determining the appropriate accounting for the claim settlements which takes into account the nature of the settlement and whether it relates to a point in time or over time revenue contract.

Determination of the basis for the amortisation / impairment of intangible assets

The Group carries different classes of intangible assets on its balance sheet, which include goodwill, manufacturing rights, brand names and development costs. Capitalised intangible costs are amortised on a straight-line basis, which commences when the Group is expected to benefit from cash inflows. A key estimate is required in determining the useful economic life over which each asset is to be amortised, with current timeframes ranging from fifteen to twenty-five years. In arriving at the appropriate timeframe for amortisation, there are essentially two key estimates, namely the product life cycle and the amount of profit generated from the expected income streams. In terms of sensitivity, then, in regard to the intangible assets other than goodwill, if we were to assume assets with estimated useful lives of fifteen years or more were reduced by one third, then the pre tax profit and loss impact on the current year reported figures would be to reduce profits by £471,000 *(2023: £488,000)*. In accordance with IAS 38, the basis on which goodwill / intangible assets are impaired / amortised is assessed annually. Sensitivity as regards goodwill is considered within note 16 to these financial statements.

Duvelco viability

The Company has invested circa £18.5 million in the area of high-performance polyimide resins. The Company will commence a period of testing and commissioning of the plant in Q2 and Q3 of financial year 2025 before any commercial activity takes place. The judgement of the Board is that the market potential here is significant and that future profitability is expected to be strong. Accordingly, the Directors do not see a need to impair our investment in this area.

Apart from above, the Group does not have any key assumptions concerning the future, or other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. Accounting estimates and judgements *(continued)*

Other estimates and judgements

Other than as reported above, the Directors do not consider there to be any other key estimates or judgements in preparing the financial statements. The estimates and judgements outlined below formed the main areas of focus for the Directors throughout the year.

Inventory provisions

The Group's Directors in conjunction with senior management in the subsidiaries regularly review the recoverability of their stated raw material and work in progress balances, paying particular attention to net realisable value and stock obsolescence issues. The estimates are in relation to costs to complete and the expected level of future sales orders for slow moving stocks. Where it is judged that a provision is deemed necessary, the appropriate adjustments are made in the relevant subsidiary's books at the time a shortfall is identified.

Trade receivable provisions

Whilst trade debtors are insured wherever possible, the Directors are able to exercise judgement in relation to non-credit insured contracts as set out in note 28 (a). The Group Directors, in conjunction with the subsidiary credit controllers, closely monitor the adherence to payment terms across all accounts (whether insured or not) and make provision for any losses that are likely to materialise. There is a requirement under IFRS 9 to consider the statistical likelihood of a bad debt based off previous experience. Historically, the Group's bad debt write offs have been negligible and the Group results are not impacted by this requirement for a statistically based provision.

3. Segmental information

Products and services from which reportable segments derive their revenues

For reporting to the chief operating decision maker, the Board of Directors', and as outlined in the Business Model section of the Strategic Report on page 7, the Group is organised into two reportable operating segments according to the different products and services provided by the Mechanical Engineering and Refractory Engineering Divisions. Segment assets and liabilities include items directly attributable to segments as well as group centre balances which can be allocated on a reasonable basis. Associates are included in Refractory Engineering. In accordance with the requirements of IFRS 8, information regarding the Group's operating segments is reported below.

There are no other reportable segments apart from those identified.

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Mechanical Engineering £'000	**Refractory Engineering £'000**	**Total £'000**	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
Revenue						
Total revenue … …	**156,944**	**75,859**	**232,803**	147,538	80,340	227,878
Intra-segment revenue	**(28,912)**	**(12,633)**	**(41,545)**	(23,771)	(18,365)	(42,136)
External revenue …	**128,032**	**63,226**	**191,258**	123,767	61,975	185,742
Profit						
Segment operating profit … … …	**18,861**	**13,423**	**32,284**	12,171	12,772	24,943
Share of profit of associate company …	**-**	**69**	**69**	-	65	65
Segment profit before taxation	**18,861**	**13,492**	**32,353**	12,171	12,837	25,008
Group centre costs …			**(5,389)**			(4,630)
Finance costs (net) …			**(2,870)**			(1,438)
Profit before taxation and movement in fair value of interest rate swap			**24,094**			18,940
Percentage of segment profit before tax	**58%**	**42%**	**100%**	49%	51%	100%

3. Segmental information *(continued)*

Products and services from which reportable segments derive their revenues *(continued)*

	Year ended 30th April, 2024				Year ended 30th April, 2023			
	Group Centre £'000	**Mechanical Engineering £'000**	**Refractory Engineering £'000**	**Total £'000**	Group Centre £'000	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
Net assets								
Total assets	**17,338**	**192,608**	**74,282**	**284,228**	18,644	175,023	69,166	262,833
Total liabilities	**(511)**	**(118,132)**	**(38,935)**	**(157,578)**	(2,821)	(103,234)	(27,621)	(133,676)
Total	**16,827**	**74,476**	**35,347**	**126,650**	15,823	71,789	41,545	129,157

For the purposes of monitoring segment performance and allocating resources between segments, the Group's Board of Directors monitors the tangible and financial assets attributable to each segment. All assets and liabilities are allocated to reportable segments with the exception of some of those held by the parent Company, Goodwin PLC.

	Year ended 30th April, 2024				Year ended 30th April, 2023			
	Group Centre £'000	**Mechanical Engineering £'000**	**Refractory Engineering £'000**	**Total £'000**	Group Centre £'000	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
Segmental capital expenditure								
Property, plant and equipment	**736**	**10,102**	**5,583**	**16,421**	630	15,623	4,928	21,181
Right-of-use assets	**180**	**934**	**634**	**1,748**	220	1,233	66	1,519
Intangible assets	**372**	**1,209**	**456**	**2,037**	11	508	1,305	1,824
Total	**1,288**	**12,245**	**6,673**	**20,206**	861	17,364	6,299	24,524
Segmental depreciation, amortisation and impairment								
Depreciation	**1,181**	**4,978**	**1,945**	**8,104**	1,070	4,872	1,528	7,470
Amortisation and impairment	**85**	**446**	**810**	**1,341**	64	446	747	1,257
Total	**1,266**	**5,424**	**2,755**	**9,445**	1,134	5,318	2,275	8,727

Geographical segments

The Group operates in the following principal locations. In presenting the information on geographical segments, revenue is based on the location of its customers and assets on the location of the assets.

	Year ended 30th April, 2024				Year ended 30th April, 2023			
	Revenue £'000	**Net assets £'000**	**Non-current assets £'000**	**Capital expendi-ture £'000**	Revenue £'000	Net assets £'000	Non-current assets £'000	Capital expendi-ture £'000
UK	**61,595**	**78,978**	**117,376**	**14,887**	55,867	82,669	114,235	21,533
Rest of Europe	**21,522**	**6,884**	**5,132**	**1,532**	28,367	10,636	4,224	790
USA	**21,480**	-	-	-	19,854	-	-	-
Pacific Basin	**42,903**	**17,374**	**7,009**	**692**	34,725	15,982	7,029	330
Rest of World	**43,728**	**23,414**	**14,292**	**3,095**	46,929	19,870	8,930	1,871
Total	**191,258**	**126,650**	**143,809**	**20,206**	185,742	129,157	134,418	24,524

4. Revenue

The following tables provide an analysis of revenue by geographical market and by product line.

Geographical market

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Mechanical Engineering £'000	**Refractory Engineering £'000**	**Total £'000**	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
UK	**45,870**	**15,725**	**61,595**	41,112	14,755	55,867
Rest of Europe	**13,460**	**8,092**	**21,522**	21,269	7,098	28,367
USA	**20,571**	**909**	**21,480**	19,141	713	19,854
Pacific Basin	**19,503**	**23,400**	**42,903**	12,253	22,472	34,725
Rest of World	**28,628**	**15,100**	**43,728**	29,992	16,937	46,929
Total	**128,032**	**63,226**	**191,258**	123,767	61,975	185,742

Product lines

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Mechanical Engineering £'000	**Refractory Engineering £'000**	**Total £'000**	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
Standard products and consumables	**13,833**	**63,226**	**77,059**	13,767	61,975	75,742
Bespoke products – point in time	**17,380**	-	**17,380**	30,002	-	30,002
Point in time revenue	**31,213**	**63,226**	**94,439**	43,769	61,975	105,744
Minimum period contracts	**5,767**	-	**5,767**	4,335	-	4,335
Bespoke products – over time	**91,052**	-	**91,052**	75,663	-	75,663
Over time revenue	**96,819**	-	**96,819**	79,998	-	79,998
Total revenue	**128,032**	**63,226**	**191,258**	123,767	61,975	185,742

The following table presents information about receivables, work in progress, contract assets and liabilities from contracts with customers.

	2024 £'000	2023 £'000
Trade receivables due within one year (note 19) … … … … … …	**26,364**	28,094
Work in progress (note 18) … … … … … … … … … …	**14,240**	13,001
Contract assets … … … … … … … … … … …	**22,027**	16,257
Contract liabilities … … … … … … … … … … …	**(14,856)**	(32,747)
Contract liabilities due after more than one year … … … … … …	**(19,268)**	-
	28,507	24,605

In simple terms, where a performance obligation may be satisfied and recognised in the profit and loss over time, a contract asset arises when an entity has done work for a customer that has been recognised as revenue to date but has not yet issued an invoice or received payment for that work. Similarly a contract liability arises when an entity has invoiced the customer or received payment from them but has not yet done the work and the invoices and/or payments exceed the revenue recognised to date.

For performance obligations that are satisfied and recognised at a point in time, typically defined by the INCO terms of the contract, the net position of the work done less amounts invoiced or paid by the customer before the obligation is satisfied is shown within work in progress.

The Mechanical Engineering segment of the Group contains large non-seasonal contracts, and therefore significant variations are to be expected year on year in the trade receivable, contract assets, work in progress and contract liabilities balances. These large high value contracts arrive at various points during the year and factors such as percentage complete and the level of milestone payments received to date influence the positions shown at each year end.

In the early of stages of a contract, there are often significant contract liabilities due to milestone payments received from customers. As contracts progress, work in progress and contract asset balances increase and contract liabilities decrease.

4. Revenue *(continued)*

Product lines *(continued)*

	2024 £'000	2023 £'000
Revenue recognised in the year, which was included in the contract liability balance at the beginning of the period … … … … … … … …	**13,328**	7,711
Revenue recognised from performance obligations, which were satisfied (or partially satisfied) in previous periods * … … … … … … …	**936**	5,259

** These figures relate to contract modifications, which are recognised only when there is a high level of certainty.*

The Group reviewed the contract assets at year end and for all contracts did not have to make any impairment provision *(2023: none)*.

Incremental costs of obtaining contracts lasting less than one year, are recognised as an expense, when incurred, in accordance with the practical expedient in IFRS 15, paragraph 94.

The Group's revenue is not significantly impacted by seasonal or cyclical events. The potential risk of the loss of any key customer is limited as no single customer accounts for more than 10% of annual revenue *(2023: none)*.

Performance obligations

A performance obligation is the value of work still to complete on a contract.

The aggregate amount of the transaction price allocated to the performance obligations for longer-term contracts, which are unsatisfied (or partially unsatisfied) as at the end of the reporting period is shown below.

	2024 £'000	2023 £'000
Performance obligations due to be satisfied within one year … … … …	**48,932**	42,316
Performance obligations due to be satisfied between 2-3 years … … … …	**91,239**	59,575
Performance obligations due to be satisfied between 4-5 years … … … …	**20,596**	33,494
Performance obligations due to be satisfied after more than 5 years … … …	**2,743**	10,644
	163,510	146,029

The Group has applied the practical expedient in IFRS 15, paragraph 121, and has not disclosed the remaining performance obligations for contracts which have an original expected duration of one year or less.

5. Expense classification

The Board has taken the decision to present the statutory reporting of gross profit to allocate costs, which align more appropriately with the Group's operational structure and how it is calculated within the Group's management accounts to ensure that the end user of the statutory accounts can review the financial performance of the Group on the same basis as the Board.

	Year ended 30th April, 2023		
	Original presentation £'000	**Adjustment / Reclassification £'000**	**Current presentation £'000**
Statement of profit or loss			
Cost of sales … … … … … … …	139,521	(22,548)	116,973
Selling and distribution costs … … … …	3,741	5,882	9,623
Administrative expenses … … … … …	22,167	16,666	38,833
Total costs	**165,429**	**-**	**165,429**
Payroll costs (note 7)			
Cost of sales … … … … … … …	36,783	(15,079)	21,704
Selling and distribution costs … … … …	-	4,069	4,069
Administrative expenses … … … … …	13,292	11,010	24,302
Total payroll costs	50,075	-	50,075
Right-of-use depreciation charge (note 13)			
Cost of sales … … … … … … …	731	(85)	646
Administrative expenses … … … … …	467	85	552
Total right-of-use depreciation charge	1,198	-	1,198

6. Expenses and auditor's remuneration

The following are included in profit before taxation:

Charged / (credited) to the statement of profit or loss	**2024 £'000**	2023 £'000
Depreciation:		
Owned assets	**6,607**	6,272
Right-of-use assets	**1,497**	1,198
Amortisation and impairment of intangible assets	**1,341**	1,257
(Profit) / loss on sale of other tangible fixed assets	**(29)**	134
Research expenditure	**2,598**	3,783
Impairment / (reversal) of trade receivables charged to the statement of profit or loss	**60**	(237)
Realised currency losses / (gains)	**1,153**	(678)
Unrealised currency (gains) / losses	**(567)**	615
Fair value movement on unhedged currency contracts	**2**	156
Hedge reserve ineffectiveness (gains) / losses	**(461)**	442
Fees receivable by the auditor and the auditor's associates in respect of:		
Audit of these financial statements	**88**	80
Audit of the financial statements of subsidiaries	**369**	344
Expenses relating to short-term property leases	**140**	300
Expenses relating to short-term plant and equipment leases	**197**	188
Expenses relating to leases of low-value assets	**17**	11
Government grants received	**(24)**	(331)

The fair value movement on unhedged currency contracts and ineffectiveness are reported within administrative expenses.

7. Staff numbers and costs

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	2024 Number	2023 Number
Subsidiary employees	**1,169**	1,093
Goodwin PLC Company employees	**56**	51
	1,225	1,144

The aggregate payroll costs of these persons were as follows:	**2024 £'000**	2023 £'000
Wages and salaries	**52,699**	44,125
Social security costs	**5,037**	4,489
Other pension costs	**1,660**	1,461
	59,396	50,075

Payroll costs are reported as follows:	**2024 £'000**	2023 £'000
Cost of sales	**27,211**	21,704
Selling and distribution costs	**4,434**	4,069
Administrative expenses	**27,751**	24,302
	59,396	50,075

The prior year figures have been updated and reflect the current classification of costs. Refer to note 5 for details.

Details of the Directors' remuneration can be found within the Directors' Remuneration Report on pages 35 to 37. The emoluments of the highest paid Director were £435,000 *(2023: £406,000)*. The number of Directors, who were members of a defined contribution pension scheme on 30th April, 2024 was 1 *(2023: 3)*.

8. Finance costs (net)

	2024 **£'000**	2023 £'000
Income from interest rate swap	**1,269**	481
Other interest income	**145**	93
Interest income	**1,414**	574
Interest expense on lease liabilities	**693**	266
Interest expense on bank loans and overdrafts	**4,310**	2,237
Capitalised interest on assets in the course of construction	**(719)**	(491)
Interest expense	**4,284**	2,012
Finance costs (net)	**2,870**	1,438

Due to the increase in the interest rate swap in the current year, the comparative figures have been updated to show the income from the interest rate swap separately.

The average interest rate used to calculate capitalised interest was 5.02% *(2023: 3.13%)*. This takes into account the benefit of the interest rate swap.

9. Taxation

Recognised in profit or loss	**2024** **£'000**	2023 £'000
Current tax expense		
Current year	**3,207**	2,678
Under-provision in prior years	**70**	191
	3,277	2,869
Deferred tax expense		
Origination and reversal of temporary differences – current year (see below)	**3,460**	1,926
Origination and reversal of temporary differences – current year rate differences	**-**	596
Origination and reversal of temporary differences – (over) / under-provision in prior years	**(246)**	225
	3,214	2,747
Total tax expense	**6,491**	5,616

UK corporation tax

The tax charge on the face of the P and L is the tax applicable to the profits of each Group company calculated at its country tax rate. The UK taxation system has provisions within it that allow for 100%, and in previous recent tax years, up to 130% first year capital allowances on certain assets purchased during the year. Due to the high capital expenditure within the UK element of the Group over the last few years, the Group has been able to utilise these first year allowances and the Super Deduction tax scheme within the UK Group taxation computations. This has resulted in a lower amount of taxation actually being paid in the UK for both financial year 2024 and financial year 2023 and a significant deferred tax charge of 50% of the calculated tax, which will not be paid until sometime in the future.

Origination and reversal of temporary differences – current year

The majority of the deferred tax expense shown above comes from the difference between the accounting treatment and the tax treatment of plant and equipment expenditure. Under the current UK tax regime, most of the plant and equipment expenditure is 100% offset against the profits in the year of expenditure and so produces a very low amount of taxation payable. In future years, the tax benefit, gained from these first year allowances, reverses over time as future profits are taxed without further offset from this historical capital expenditure.

9. Taxation *(continued)*

Reconciliation of effective tax rate

	2024	2023
	£'000	£'000
Profit before taxation	**24,207**	22,129
Tax using the UK corporation tax rate of 25.00% *(2023: 19.49%)*	**6,052**	4,313
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:		
Impact of super-deduction on property, plant and equipment additions	**-**	(337)
Non-taxable income	**(11)**	(17)
Non-deductible expenses	**325**	59
Other permanent timing differences	**(14)**	(20)
(Over) / under-provision in prior years	**(176)**	416
Losses not recognised	**163**	160
Rate differences	**-**	596
Withholding tax unrelieved	**389**	261
Difference in overseas tax rates	**(227)**	199
Effect of equity accounting for associate	**(10)**	(14)
Total tax expense	**6,491**	5,616

Where subsidiary companies have incurred losses in the year, which are unlikely to be relieved against future profits in the next twelve months, deferred tax assets are not recognised.

Withholding tax unrelieved represents withholding tax deducted on dividends and royalties from overseas subsidiaries and associates.

Recognised in other comprehensive income

	2024	2023
	£'000	£'000
Deferred tax charge on the cash flow hedge and cost of hedging reserve	**(99)**	(919)

10. Earnings per share

	Number of ordinary shares	
	2024	2023
Ordinary shares in issue		
Opening shares in issue	**7,689,600**	7,689,600
Shares bought back in the year (note 26)	**(180,000)**	-
Total ordinary shares	**7,509,600**	7,689,600

	2024	2023
	£'000	£'000
Relevant post-tax profits attributable to ordinary shareholders	**16,902**	15,904
Weighted average number of ordinary shares in issue	**7,527,797**	7,509,600

	2024	2023
	pence	pence
Basic and diluted earnings per share	**224.53**	206.81

11. Dividends

	2024	2023
	£'000	£'000
Paid ordinary dividends during the year in respect of prior years 115p *(2023: 107.80p)* per qualifying ordinary share	**8,636**	8,289

After the balance sheet date an ordinary dividend of 133 pence per qualifying ordinary share was proposed by the Directors *(2023: Ordinary dividend of 115 pence)*.

The proposed current year ordinary dividend of £9,988,000 has not been provided for within these financial statements *(2023: Proposed ordinary dividend of £8,636,000 was not provided for within the comparative figures)*.

12. Property, plant and equipment

	Land and buildings £'000	Plant and machinery £'000	Other equipment £'000	Assets in course of construction £'000	Total £'000
Cost					
Balance at 1st May, 2022	52,204	84,993	6,771	9,865	153,833
Additions	633	3,692	364	16,492	21,181
Reclassification	-	3,612	37	(3,649)	-
Transfer to / from ROU*	-	(336)	191	-	(145)
Disposals	-	(1,935)	(719)	-	(2,654)
Exchange adjustment	(461)	(228)	(68)	(71)	(828)
Balance at 30th April, 2023	**52,376**	**89,798**	**6,576**	**22,637**	**171,387**
Depreciation					
Balance at 1st May, 2022	10,710	50,472	5,057	-	66,239
Charged in year	1,437	4,335	500	-	6,272
Transfer to / from ROU*	-	14	94	-	108
Disposals	(3)	(1,699)	(600)	-	(2,302)
Exchange adjustment	(82)	(45)	(46)	-	(173)
Balance at 30th April, 2023	**12,062**	**53,077**	**5,005**	**-**	**70,144**
Net book value					
As at 1st May, 2022	41,494	34,521	1,714	9,865	87,594
As at 30th April, 2023	**40,314**	**36,721**	**1,571**	**22,637**	**101,243**
Cost					
Balance at 1st May, 2023	52,376	89,798	6,576	22,637	171,387
Additions	3,476	2,884	489	9,572	16,421
Reclassification – others	4,881	7,511	-	(12,392)	-
Transfer to ROU*	-	(4,723)	-	-	(4,723)
Disposals	(382)	(400)	(498)	(110)	1,390
Exchange adjustment	(398)	(221)	(95)	(75)	(789)
Balance at 30th April, 2024	**59,953**	**94,849**	**6,472**	**19,632**	**180,906**
Depreciation					
Balance at 1st May, 2023	12,062	53,077	5,005	-	70,144
Charged in year	1,605	4,468	534	-	6,607
Transfer to ROU*	-	80	-	-	80
Disposals	(258)	(304)	(465)	-	(1,027)
Exchange adjustment	(122)	(44)	(69)	-	(235)
Balance at 30th April, 2024	**13,287**	**57,277**	**5,005**	**-**	**75,569**
Net book value					
At 30th April, 2024	**46,666**	**37,572**	**1,467**	**19,632**	**105,337**

* Assets are transferred from the right-of-use assets category on the settlement of a lease purchase agreement and payment of the option to purchase fee.

Additions

During the year the Group expended £16.42 million on property, plant and equipment. The major items purchased during the year were the continued investment in the plant for Duvelco, the India refractory building, finalisation of the Goodwin Steel Casting projects and purchasing a property for Dupré's dispersion production.

Other equipment

Other equipment comprises motor vehicles, IT hardware and office equipment.

Assets in course of construction

	2024 £'000	2023 £'000
Land and buildings	**2,757**	4,280
Plant and machinery	**16,875**	18,357
	19,632	22,637

12. Property, plant and equipment *(continued)*

Depreciation

Depreciation is reported as follows:

	2024 **£'000**	2023 £'000
Cost of sales	**6,383**	6,068
Administrative expenses	**224**	204
	6,607	6,272

Security

The net book value of assets pledged as security for borrowings (note 21) is:

	2024 **£'000**	2023 £'000
Land and buildings	**7,271**	7,460
Plant and machinery	**4,537**	10,069
	11,808	17,529

13. Right-of-use assets

	Land and buildings £'000	**Plant and machinery £'000**	**Other equipment £'000**	**Total £'000**
Cost				
Balance at 1st May, 2022	2,761	3,883	1,842	8,486
Additions	6	1,316	197	1,519
Transfer to property, plant and equipment	-	336	(191)	145
Disposals	(79)	(107)	(24)	(210)
Exchange adjustment	(42)	24	5	(13)
Balance at 30th April, 2023	**2,646**	**5,452**	**1,829**	**9,927**
Depreciation				
Balance at 1st May, 2022	1,134	570	591	2,295
Charged in year	480	289	429	1,198
Reclassification	-	(14)	(94)	(108)
Disposals	(79)	(107)	(24)	(210)
Exchange adjustment	(24)	10	3	(11)
Balance at 30th April, 2023	**1,511**	**748**	**905**	**3,164**
Net book value				
As at 1st May, 2022	1,627	3,313	1,251	6,191
As at 30th April, 2023	**1,135**	**4,704**	**924**	**6,763**
Cost				
Balance at 1st May, 2023	2,646	5,452	1,829	9,927
Additions	1,418	150	180	1,748
Transfer from property, plant and equipment	-	4,723	-	4,723
Disposals	(1,078)	-	-	(1,078)
Exchange adjustment	(52)	(13)	(5)	(70)
Balance at 30th April, 2024	**2,934**	**10,312**	**2,004**	**15,250**
Depreciation				
Balance at 1st May, 2023	1,511	748	905	3,164
Charged in year	615	457	425	1,497
Transfer to property, plant and equipment	-	(80)	-	(80)
Disposals	(1,035)	-	-	(1,035)
Exchange adjustment	(32)	(6)	(2)	(40)
Balance at 30th April, 2024	**1,059**	**1,119**	**1,328**	**3,506**
Net book value				
At 30th April, 2024	**1,875**	**9,193**	**676**	**11,744**

13. Right-of-use assets *(continued)*

Depreciation

Depreciation is reported as follows:

	2024	2023
	£'000	£'000
Cost of sales	**882**	646
Administrative expenses	**615**	552
	1,497	1,198

The prior year numbers have been updated to reflect the change in expense classification, as explained in note 5.

14. Investments in subsidiaries

The Group has the following principal subsidiaries. Non-principal subsidiaries are listed in note 33:

Company name	**Registered address***	**Country of Incorporation**	**Class of shares held**	**% held**
Subsidiaries:				
Mechanical Engineering:				
Goodwin Steel Castings Limited	1	England and Wales	Ordinary	**100**
Goodwin International Limited	1	England and Wales	Ordinary	**100**
Easat Radar Systems Limited	1	England and Wales	Ordinary	**77**
Easat Radar Systems Limited	1	England and Wales	Preference	**100**
Goodwin Korea Company Limited	3	South Korea	Ordinary	**95**
Goodwin Pumps India Private Limited	4	India	Ordinary	**100**
Goodwin Shanghai Company Limited	5	China	Ordinary	**100**
Noreva GmbH	6	Germany	Ordinary	**100**
Goodwin Indústria e Comércio de Bombas Submersas Ltda	7	Brazil	Ordinary	**100**
Internet Central Limited	1	England and Wales	Ordinary	**100**
Goodwin Submersible Pumps Australia Pty. Limited	8	Australia	Ordinary	**100**
Metal Proving Services Limited	1	England and Wales	Ordinary	**100**
Easat Finland Oy *(previous name – NRPL Oy)*	9	Finland	Ordinary	**77**
Goodwin Submersible Pumps Africa Pty. Limited	14	South Africa	Ordinary	**100**
Duvelco Limited	1	England and Wales	Ordinary	**100**
Refractory Engineering:				
Goodwin Refractory Services Limited	1	England and Wales	Ordinary	**100**
Dupré Minerals Limited	1	England and Wales	Ordinary	**100**
Hoben International Limited	2	England and Wales	Ordinary	**100**
Goodwin Refractory Services India Private Limited**	4	India	Ordinary	**100**
Siam Casting Powders Limited	10	Thailand	Ordinary	**61.5**
Ultratec Jewelry Supplies Limited	11	China	Ordinary	**75.5**
SRS (Qingdao) Casting Materials Company Limited	12	China	Ordinary	**75.5**
Jewelry Plaster Limited	13	Thailand	Ordinary	**61.5**

*The registered address for each company can be found in note 35.

**During the year, Gold Star Powders India Private Limited was merged with Goodwin Refractory Services India Private Limited.

All of the above companies are included as part of the consolidated accounts. All the companies are involved in mechanical or refractory engineering, with the exception of Internet Central Limited, which is an internet service provider.

Non-controlling interests (NCI)

The following subsidiaries each have non-controlling interests:

Company name	**Registered address***	**Country of Incorporation**	**Class of shares held**	**% held**
Subsidiaries:				
Mechanical Engineering:				
Easat Radar Systems Limited	1	England and Wales	Ordinary	**23**
Goodwin Korea Company Limited	3	South Korea	Ordinary	**5**
Easat Finland Oy *(previous name – NRPL Oy)*	9	Finland	Ordinary	**23**
Refractory Engineering:				
Goodwin Refractory Services (Thailand) Limited	10	Thailand	Ordinary	**38.5**
Jewelry Plaster Limited	13	Thailand	Ordinary	**38.5**
Jewelry Wax Limited	13	Thailand	Ordinary	**38.5**
Siam Casting Powders Limited	10	Thailand	Ordinary	**38.5**
GRS Silicone Company Limited	16	China	Ordinary	**24.5**
SRS (Qingdao) Casting Materials Company Limited	12	China	Ordinary	**24.5**
Shenzhen King-Top Modern Hi-Tech Company Limited	15	China	Ordinary	**24.5**
Ultratec Jewelry Supplies Limited	11	China	Ordinary	**24.5**
Ying Tai (UK) Limited	1	England and Wales	Ordinary	**24.5**

*The registered address for each company can be found in note 35.

14. Investments in subsidiaries *(continued)*

Non-controlling interests (NCI) *(continued)*

The Board considers a material company to be one that has either 10% of the EBITDA (earnings before interest, tax, depreciation and amortisation) or 10% of the net assets of the Group. As such, the Board does not consider any of its subsidiary companies, which have non-controlling interests, to be material. The financial information on all subsidiaries with non-controlling interests has been aggregated, analysing the data by segment, as the entities in each segment have similar characteristics and risk profiles, to provide additional information on these companies.

Non-controlling interests (NCI) – movements in reserves by segment

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Mechanical Engineering £'000	**Refractory Engineering £'000**	**Total £'000**	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
Profit / (loss) allocated to non-controlling interests	**(226)**	**1,040**	**814**	(264)	873	609
Dividends paid to non-controlling interests ...	**-**	**(473)**	**(473)**	-	(556)	(556)
Accumulated reserves held by non-controlling interests	**(1,168)**	**5,537**	**4,369**	(927)	5,337	4,410

The summarised financial information below represents the amounts in the financial statements of the subsidiaries, before any intercompany eliminations, and does not reflect the Group's share of those amounts.

	Mechanical Engineering £'000	**Refractory Engineering £'000**	**Total £'000**	Mechanical Engineering £'000	Refractory Engineering £'000	Total £'000
Non-current assets ...	**5,000**	**11,083**	**16,083**	2,125	11,148	13,273
Current assets	**8,026**	**16,790**	**24,816**	9,026	16,882	25,908
Current liabilities ...	**(4,531)**	**(5,889)**	**(10,420)**	(13,019)	(6,587)	(19,606)
Non-current liabilities	**(8,416)**	**(183)**	**(8,599)**	(1,104)	(110)	(1,214)
Total net assets of companies with non-controlling interests	**79**	**21,801**	**21,880**	(2,972)	21,333	18,361
Revenue of companies with non-controlling interests	**10,160**	**25,129**	**35,289**	19,692	24,814	44,506
Profit / (loss) for the year of companies with non-controlling interests	**(1,062)**	**3,327**	**2,265**	(1,191)	3,481	2,290
Total comprehensive income of companies with non-controlling interests	**(1,175)**	**4,429**	**3,254**	(1,240)	3,922	2,682
Net cash flow from operating activities ...	**(3,684)**	**4,337**	**653**	(212)	2,357	2,145
Net cash flow from investing activities ...	**(319)**	**(846)**	**(1,165)**	(8)	(255)	(263)
Net cash flow from financing activities ...	**4,014**	**(2,052)**	**1,962**	(23)	(3,059)	(3,082)

15. Investment in associate

The Group's share of profit after tax in its immaterial associate for the year ended 30th April, 2024 was £69,000 *(2023: £65,000)*.

Summary financial information of the Group's share of its associate company is as follows:

	2024 £'000	2023 £'000
Balance at 1st May ...	**964**	896
Profit before tax ...	**79**	79
Tax ...	**(10)**	(14)
Dividends ...	**(131)**	-
Exchange adjustment ...	**(74)**	3
Balance at 30th April ...	**828**	964
Assets ...	**844**	974
Liabilities ...	**(16)**	(10)
	828	964

16. Intangible assets

	Goodwill £'000	Brand names and intellectual property £'000	Manufact-uring rights £'000	Software and Licences £'000	Develop-ment costs £'000	Total £'000
Cost						
Balance at 1st May, 2022	10,010	9,662	4,899	1,500	11,326	37,397
Additions	-	525	56	47	1,196	1,824
Disposals	-	-	-	(121)	-	(121)
Exchange adjustment ...	61	3	-	18	-	82
Balance at 30th April, 2023	**10,071**	**10,190**	**4,955**	**1,444**	**12,522**	**39,182**
Amortisation and impairment						
Balance at 1st May, 2022	339	6,834	2,294	1,195	1,918	12,580
Amortisation for the year	-	280	316	139	522	1,257
Disposals	-	-	-	(120)	-	(120)
Exchange adjustment ...	-	-	-	17	-	17
Balance at 30th April, 2023	**339**	**7,114**	**2,610**	**1,231**	**2,440**	**13,734**
Net book value						
As at 1st May, 2022 ...	9,671	2,828	2,605	305	9,408	24,817
As at 30th April, 2023 ...	9,732	3,076	2,345	213	10,082	25,448
Cost						
Balance at 1st May, 2023	10,071	10,190	4,955	1,444	12,522	39,182
Additions	-	28	-	553	1,456	2,037
Disposals	-	-	(17)	(48)	-	(65)
Exchange adjustment ...	(183)	(61)	(19)	(20)	3	(280)
Balance at 30th April, 2024	**9,888**	**10,157**	**4,919**	**1,929**	**13,981**	**40,874**
Amortisation and impairment						
Balance at 1st May, 2023	339	7,114	2,610	1,231	2,440	13,734
Amortisation for the year	-	304	306	139	592	1,341
Disposals	-	-	(17)	(48)	-	(65)
Exchange adjustment	-	(18)	(2)	(16)	-	(36)
Balance at 30th April, 2024	**339**	**7,400**	**2,897**	**1,306**	**3,032**	**14,974**
Net book value						
At 30th April, 2024 ...	**9,549**	**2,757**	**2,022**	**623**	**10,949**	**25,900**

Customer lists are included within brand names and intellectual property or within manufacturing rights, depending on the nature of the acquisition; non-compete agreements are disclosed within manufacturing rights. During the year, the Group added to its portfolio of intangible assets.

Amortisation and impairment charges are reported in cost of sales in the statement of profit or loss.

Impairment testing for cash-generating units containing intangible assets

The Group tests intangible assets annually for impairment or more frequently if there are indications that an intangible asset might be impaired. For the purpose of impairment testing, an intangible asset is allocated to the relevant subsidiary (cash generating unit ("CGU")), which is the lowest level within the Group at which the intangible asset is monitored for internal management purposes.

16. Intangible assets *(continued)*

Impairment testing for cash-generating units containing intangible assets *(continued)*

	2024				2023			
	Property plant and equipment £'000	**Goodwill £'000**	**Other intangible assets (excluding software) £'000**	**Total £'000**	Property plant and equipment £'000	Goodwill £'000	Other intangible assets (excluding software) £'000	Total £'000
Mechanical Engineering								
Duvelco	**15,902**	**-**	**2,578**	**18,480**	12,156	-	1,837	13,993
Noreva	**4,642**	**4,490**	**-**	**9,132**	4,172	4,623	-	8,795
Easat Group	**341**	**1,193**	**3,125**	**4,659**	395	1,228	3,050	4,673
Other	**-**	**-**	**2,952**	**2,952**	-	-	3,102	3,102
Refractory Engineering								
Goodwin Refractory Services Holdings Ltd	**3,429**	**3,346**	**-**	**6,775**	3,993	3,346	23	7,362
Perlite and vermiculite	**710**	**-**	**1,568**	**2,278**	828	-	1,801	2,629
Castaldo	**154**	**-**	**2,144**	**2,298**	217	-	1,739	1,956
Other	**-**	**520**	**3,361**	**3,881**	-	535	3,951	4,486
Total	**25,178**	**9,549**	**15,728**	**50,455**	21,761	9,732	15,503	46,996

An impairment test is a comparison of the carrying value of the assets of a CGU to their recoverable amount, based on a value-in-use calculation. The recoverable amount is the greater of value-in-use and fair value less costs of disposal. Where the recoverable amount is less than the carrying value, an impairment results. During the year, each CGU containing an intangible asset was separately assessed and tested for impairment.

As part of testing intangible assets for impairment, detailed forecasts of operating cash flows for the next five years are used, which are based on budgets and plans approved by the Board. The forecasts represent the best estimate of future performance of the CGU based on past performance and expectations for the market development of the CGU.

A number of key assumptions are used as part of impairment testing. These key assumptions, such as the CGU's position within its relevant market; its ability to generate profitable orders within that market; expected growth rates both in the market and geographically, are made by management who also take into account past experience and knowledge of forecast future performance together with other relevant external sources of information.

The projections use various growth rates, such as increases in revenue and / or increases in gross margin, whichever is relevant to that CGU, consistent with the profit forecasts of the CGU for the next five years. The growth rates are identified by experienced managers within that CGU, who have significant experience and knowledge of that CGU and its market place. In the current and previous financial year, a zero growth rate has been assumed for any terminal values, in line with the conservative approach of the Group. The forecasts are then discounted at an appropriate pre-tax weighted average cost of capital rate considering the perceived levels of risk for that CGU. Further sensitivity tests are then performed reducing the discounted cash flows by 10%, which the Group sees as being an appropriate reduction due to the prudent forecasts that it has already used within the testing, and also increasing the discount rate by a range of up to 10% to confirm there is no need to consider further a need for impairment.

The table below shows the range of rates used in the impairment testing.

	2024 £'000 %	2023 £'000 %
Mechanical Engineering		
Growth rates … … … … … … … … … … …	**0-10**	0-8
Pre-tax weighted average cost of capital … … … … … … …	**10-11**	11-13
Refractory Engineering		
Growth rates … … … … … … … … … … …	**0-7**	0-6
Pre-tax weighted average cost of capital … … … … … … …	**10-11**	12

Strategic investments in new and high growth CGUs are excluded from the growth rates above as the percentage growth from nil is not meaningful. This predominantly relates to Duvelco, in which the Group has invested £18.5 million, for new products where the Group is forecasting the revenues to increase significantly. The growth being forecasted for this CGU is significantly higher than for the other more established CGUs, whereby including them in the table would distort the growth forecast reported for the established CGUs. This growth expectation is described as a key judgement in note 2. We have reviewed the forecasted revenues of these sensitive CGUs and then stressed the revenues by reducing them to less than

16. Intangible assets *(continued)*

Impairment testing for cash-generating units containing intangible assets *(continued)*

50% of the expected forecasted revenues and can confirm that at these dramatically reduced revenue levels none of the three intangible assets would need to be impaired.

The estimates and assumptions made in connection with the impairment testing could differ from future actual results of operations and cash flows. A reasonably likely variation in the assumptions, as disclosed, would not give rise to an impairment. However, future events could cause the Group to conclude that impairment indicators exist and that the asset values associated with a given operation have become impaired.

Duvelco

The Company has invested circa £18.5 million in the area of high-performance polyimide resins. The Company will commence a period of testing and commissioning of the plant in Q2 and Q3 of the financial year 2024 before any commercial activity takes place. The judgement of the Board is that the market potential here is significant and that future profitability is expected to be strong. Accordingly, the Directors' do not see a need to impair our investment in this area.

17. Derivative financial assets

	Note	**2024 £'000**	2023 £'000
Due within one year			
Interest rate swap		**1,228**	1,127
Derivative assets designated as cash flow hedging instruments*		**743**	1,489
Derivative assets not designated as cash flow hedging instruments*		**36**	68
		2,007	2,684
Due after more than one year			
Interest rate swap	*28 (d)*	**4,814**	4,802
Derivative assets designated as cash flow hedging instruments	*28 (d)*	**902**	1,130
		5,716	5,932
Total			
Interest rate swap		**6,042**	5,929
Derivative assets designated as cash flow hedging instruments		**1,645**	2,619
Derivative assets not designated in a cash flow relationship		**36**	68
		7,723	8,616

	2024	2023
Maturity date – interest rate swap	**August 2031**	August 2031
Maturity date – derivative assets	**May 2024 to April 2027**	May 2023 to April 2027

* The prior year comparatives for the analysis between hedged and non-hedged derivatives have been updated, as outlined below.

	Year ended 30th April, 2023		
	Original presentation £'000	**Reclassification £'000**	**Closing presentation £'000**
Due within one year			
Derivative assets designated as cash flow hedging instruments	1,429	60	1,489
Derivative assets not designated as cash flow hedging instruments	128	(60)	68
	1,557	–	**1,557**

18. Inventories

	2024 £'000	2023 £'000
Net balances		
Raw materials and consumables	**21,840**	23,101
Work in progress	**14,240**	13,001
Finished goods	**10,729**	11,853
	46,809	47,955
Provisions held		
Raw materials and consumables	**(533)**	(814)
Work in progress	**(1,320)**	(1,283)
Finished goods	**(555)**	(495)
	(2,408)	(2,592)
Inventory impaired during the year	**(881)**	(1,099)
Release of inventory impairment	**-**	885

19. Trade and other receivables

Balances due within one year	2024 £'000	2023 £'000
Trade receivables	**26,364**	28,094
Other financial assets	**1,443**	1,663
Advance payments to suppliers	**423**	857
Prepayments and other non-financial assets	**3,473**	3,918
Deferred tax asset (see note 25)	**191**	57
	31,894	34,589
Financial assets	**27,807**	29,757
Non-financial assets	**4,087**	4,832
	31,894	34,589

20. Cash and cash equivalents

	2024 £'000	2023 £'000
Cash in hand	**72**	99
Bank balances	**30,606**	19,562
	30,678	19,661
Bank overdraftss	**(48)**	(119)
Net cash and cash equivalents	**30,630**	19,542

21. Borrowings

Information is provided below about the contractual terms of the Group's lease liabilities, bank loans and borrowings. The bank loans repayable by instalment are secured against a property in Germany together with furnaces and land in the UK (see note 12). For more information about the Group's exposure to interest rate and foreign currency risk, see note 28.

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Non-current liabilities £'000	**Current liabilities £'000**	**Total liabilities £'000**	Non-current liabilities £'000	Current liabilities £'000	Total liabilities £'000
Bank overdrafts	-	**48**	**48**	-	119	119
Bank loans - repayable by instalments	**5,966**	**1,106**	**7,072**	6,985	1,154	8,139
Bank loans - revolving	**49,000**	**10,000**	**59,000**	36,000	3,500	39,500
Lease liabilities	**6,940**	**2,873**	**9,813**	4,271	1,956	6,227
	61,906	**14,027**	**75,933**	47,256	6,729	53,985

The current revolving loan facility has been re-financed after the year end.

21. Borrowings *(continued)*

Reconciliation of liabilities arising from financing activities

	Bank overdrafts used for cash management £'000	Bank loans - repayable by instalments £'000	Bank loans - revolving £'000	Other loans £'000	Lease liabilities £'000	Total £'000
Opening balance at 1st May, 2022	-	9,064	28,000	202	5,874	43,140
Non-cash movements	-	-	-	-	2,242	2,242
Change in bank overdrafts	119	-	-	-	-	119
Cash flows - proceeds from new flows ...	-	-	11,500	-	-	11,500
Cash flows - repayment of borrowings	-	(979)	-	(202)	(1,874)	(3,055)
Foreign exchange movement	-	54	-	-	(15)	39
Closing balance 30th April, 2023	**119**	**8,139**	**39,500**	**–**	**6,227**	**53,985**
Opening balance at 1st May, 2023	119	8,139	39,500	-	6,227	53,985
Conversion of loan to lease	-	-	(3,500)	-	3,500	-
Non-cash movements	-	-	-	-	3,040	3,040
Change in bank overdrafts	(71)	-	-	-	-	(71)
Cash flows - proceeds from new loans ...	-	98	23,000	-	-	23,098
Cash flows - repayment of borrowings	-	(1,152)	-	-	(2,910)	(4,062)
Foreign exchange movement	-	(13)	-	-	(44)	(57)
Closing balance 30th April, 2024	**48**	**7,072**	**59,000**	**-**	**9,813**	**75,933**

During the current year and previous year, additional leases have been taken out to fund ongoing projects.

Contractual undiscounted cash flows

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Minimum loan payments £'000	**Interest £'000**	**Principal £'000**	Minimum loan payments £'000	Interest £'000	Principal £'000
Bank loans - repayable by instalments						
Less than one year ...	**1,471**	**365**	**1,106**	1,514	360	1,154
Between two and three years	**2,427**	**592**	**1,835**	2,739	599	2,140
Between four and five years	**1,072**	**484**	**588**	1,449	463	986
More than five years ...	**4,968**	**1,425**	**3,543**	5,347	1,488	3,859
	9,938	**2,866**	**7,072**	11,049	2,910	8,139
Lease liabilities						
Less than one year ...	**3,430**	**557**	**2,873**	2,231	275	1,956
Between two and three years	**5,296**	**572**	**4,724**	3,160	289	2,871
Between four and five years	**1,777**	**111**	**1,666**	1,182	44	1,138
More than five years ...	**598**	**48**	**550**	268	6	262
	11,101	**1,288**	**9,813**	6,841	614	6,227

22. Trade and other payables

	2024 £'000	2023 £'000
Trade payables	**20,432**	22,400
Other financial liabilities	**2,144**	988
Other taxation and social security	**3,092**	1,776
Accrued expenses	**4,904**	6,062
Advance payments from customers	**258**	539
	30,830	31,765
Financial liabilities	**30,572**	31,226
Non-financial liabilities	**258**	539
	30,830	31,765

The prior year figure for financial liabilities has been updated to include accrued expenses.

23. Derivative financial liabilities

	Note	2024 £'000	2023 £'000
Due within one year			
Derivative liabilities designated as cash flow hedging instruments*	*28 (d)*	**247**	2,352
Derivative liabilities not designated as cash flow hedging instruments*	*28 (d)*	**4**	31
		251	2,383
Due after more than one year			
Derivative liabilities designated as cash flow hedging instruments	*28 (d)*	**277**	-
		277	-
Total			
Derivative liabilities designated as cash flow hedging instruments		**524**	2,352
Derivative liabilities not designated as cash flow hedging instruments		**4**	31
		528	2,383

	2024	2023
Maturity date	**May 2024 - April 2029**	May 2023 April 2024

* The prior year comparatives for the analysis between the hedged and non-hedged derivatives have been updated, as outlined below.

	Year ended 30th April, 2023 Original presentation £'000	Reclassification £'000	Closing presentation £'000
Due within one year			
Derivative liabilities designated as cash flow hedging instruments *	1,773	579	2,352
Derivative liabilities not designated as cash flow hedging instruments *	610	(579)	31
	2,383	-	2,383

24. Provisions

	2024 £'000	2023 £'000
Balance at 1st May	**512**	456
Increase in provision	**172**	249
Release of provision	**(164)**	(216)
Exchange adjustment	**(15)**	23
Balance at 30th April	**505**	512
Warranty due within one year	**231**	266
Warranty due after one year	**274**	246
Balance at 30th April	**505**	512

Provisions include warranties for products sold which generally cover a period of between 1 and 3 years.

25. Deferred tax assets and liabilities

Deferred tax balances are attributable to the following:

	Year ended 30th April, 2024			Year ended 30th April, 2023		
	Assets £'000	**Liabilities £'000**	**Net £'000**	Assets £'000	Liabilities £'000	Net £'000
Property, plant and equipment	**67**	**(12,738)**	**(12,671)**	67	(10,159)	(10,092)
Intangible assets	**-**	**(2,043)**	**(2,043)**	-	(2,021)	(2,021)
Derivative financial instruments	**34**	**(329)**	**(295)**	65	(144)	(79)
Tax losses	**23**	**-**	**23**	350	-	350
Other temporary differences	**688**	**(310)**	**378**	684	(148)	536
	812	**(15,420)**	**(14,608)**	1,166	(12,472)	(11,306)

Deferred tax balances are reported in the balance sheet as follows:

	2024 £'000	2023 £'000
Deferred tax asset (see note 19)	**191**	57
Deferred tax liability	**(14,799)**	(11,363)
	(14,608)	(11,306)

25. Deferred tax assets and liabilities *(continued)*

	Property, plant and equipment £'000	Intangible assets £'000	Derivative financial instruments £'000	Tax losses £'000	Other temporary differences £'000	Total £'000
Balance at 1st May, 2022	(8,281)	(2,186)	12	2,496	308	(7,651)
Recognised in profit and loss	(1,832)	165	828	(2,146)	283	(2,747)
Recognised in other comprehensive income	-	-	(919)	-	-	(919)
Exchange adjustment	21	-	-	-	10	11
Balance at 30th April, 2023	**(10,092)**	**(2,021)**	**(79)**	**350**	**536**	**(11,306)**
Balance at 1st May, 2023	(10,092)	(2,021)	(79)	350	536	(11,306)
Recognised in profit and loss	(2,584)	(22)	(117)	(327)	(164)	(3,214)
Recognised in other comprehensive income	-	-	(99)	-	-	(99)
Exchange adjustment	5	-	-	-	6	11
Balance at 30th April, 2024	**(12,671)**	**(2,043)**	**(295)**	**23**	**378**	**(14,608)**

Deferred tax assets not recognised on losses

	2024 £'000	2023 £'000
Gross tax losses	**3,062**	2,348
Deferred tax assets not recognised	**681**	521

The Group has not recognised a deferred tax asset against taxable losses incurred by some of its subsidiaries. Typically, these are subsidiaries, which are still in their formative years and, whilst profitability and the associated recoverability of tax losses is expected in the long-term, it is deemed prudent to not recognise a deferred tax asset at this stage, as a result of the uncertainty.

26. Capital and reserves

Share capital

Authorised, allotted, called up and fully paid:

	2024 £'000	2023 £'000
7,689,600 *(2023: 7,689,600)* ordinary shares of 10p each	**769**	769
Buy back of 180,000 ordinary shares of 10p each...	**(18)**	-
	751	769

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The Company announced on 5th May, 2023 that it was proceeding with a Tender offer to tender up to 180,000 of its ordinary shares at the tender price of £48 per ordinary share. The tender offer was subsequently approved at a General Meeting that was held on 30th May, 2023 and the following day the offer ended. The offer was oversubscribed by 229% and, of the total number of Ordinary Shares validly tendered, all 180,000 Ordinary Shares have been purchased by the Company, and on 7th June, 2023 were cancelled off the register. The total cost of Ordinary Shares purchased was £8.87 million.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

26. Capital and reserves *(continued)*

Share-based payments reserve

The share-based payments reserve is a non-cash-impacting provision, as required by IFRS 2, relating to the Equity Long Term Incentive Plan (LTIP), which vested at 1st May, 2019. As all share options have now been exercised and the Company has no follow-on LTIP incentive plans in place or proposed, the balance on the reserve has been transferred to retained earnings in the current year.

Cash flow hedge reserve and cost of hedging reserve

	Note	2024 £'000	2023 £'000
Derivative assets designated as cash flow hedging instruments	17	**1,645**	2,619
Derivative liabilities designated as cash flow hedging instruments	23	**(524)**	(2,352)
Net value of derivatives designated in cash flow hedging instruments		**1,121**	267
Ineffectiveness		**58**	519
Gross balances in the hedging reserves for continuing hedges		**1,179**	786
Matured derivative contracts		**(676)**	(72)
Deferred tax balance recognised in other comprehensive income		**(295)**	(196)
		208	518
Cash flow hedge reserve			
Attributable to equity holders of the parent		**633**	1,504
Attributable to non-controlling interests		**1**	(12)
		634	1,492
Cost of hedging reserve			
Attributable to equity holders of the parent		**(426)**	(976)
Attributable to non-controlling interests		**-**	2
		(426)	(974)
Total		**208**	518

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedge instruments related to hedged transactions that have not yet occurred. The cost of hedging reserve relates to the associated costs attaching to the cash flow hedge reserve, such as counterparty risk and forward point adjustments.

The matured derivative contracts carried forward as part of the hedge reserve are those where the hedge was still effective at maturity but the underlying transactions had not occurred.

Hedge effectiveness is tested using the hypothetical derivative method, whereby changes in the fair value of the hedging instrument are compared with changes in the fair value of the hedged forecast sales and purchases.

Hedge ineffectiveness arises due to:

- differences in the timing of the cash flows of the forecast sales and purchases occurring and the hedging instruments maturing;
- changes in the forecast values for the cash flows of hedged items and hedging instruments; and
- the effect of the counterparties' credit risk on the fair value of the foreign currency forward contracts.

The change in value used to calculate hedge ineffectiveness is shown below:

	2024 £'000	2023 £'000
Highly probable forecast sales	**(1,195)**	(7)
Highly probable forecast purchases	**16**	(245)
Derivative forward exchange contracts	**1,121**	(267)
	(58)	(519)

27. Capital management

The Group's main objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders. The Board maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Operations are funded through various shareholders' funds, bank debt, leases and, where appropriate, deferred consideration on acquisitions. The capital structure of the Group reflects the judgement of the Board as to the appropriate balance of funding required. At 30th April, 2024, the capital used was £165.2 million *(2023: £157.6 million)* as shown in the following table:

27. Capital management *(continued)*

	2024 £'000	2023 £'000
Cash and cash equivalents	**(30,678)**	(19,661)
Total lease liabilities	**9,813**	6,227
Bank overdrafts	**48**	119
Bank loans - repayable by instalments	**7,072**	8,139
Bank loans - rolling credit facilities	**59,000**	39,500
Net debt in accordance with IFRS 16	**45,255**	34,324
Operating lease debt (former IAS 17 definition)	**(2,324)**	(1,502)
Relevant net debt for KPI purposes	**42,931**	32,822
Total equity attributable to equity holders of the parent	**122,281**	124,747
Capital	**165,212**	157,569

The Group aims to maintain a strong credit rating and headroom whilst optimising return to shareholders through an appropriate balance of debt and equity funding. At 30th April, 2024 net debt was £42.9 million *(2023: £32.8 million)*. The gearing ratio is 35.1% *(2023: 26.3%)*.

The Group manages its capital structure and makes adjustments to it with regard to the risks inherent in the business and in light of changes to economic conditions.

Working capital is managed in order to generate maximum conversion of profits into cash and cash equivalents. Dividends are based on current year profits, thereby maintaining equity.

The policy for debt is to ensure a smooth debt maturity profile with the objective of ensuring continuity of funding. The repayment profile for the debt is shown in note 28 (b).

There were no changes in the Group's approach to capital management during the year, although next year it is planned to reduce the net debt to reduce bank interest costs.

28. Financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of changes in market prices (interest rates, foreign exchange rates and commodity prices), credit risk and liquidity. The Group has in place risk management policies that seek to limit the adverse effects on the financial performance of the Group by using various instruments and techniques.

Risk management policies have been set by the Board and applied by the Group.

a) Credit risk

The Group's financial assets are cash and cash equivalents; trade and other receivables; contract assets; derivative financial assets; the carrying amounts of which represent the Group's maximum exposure to credit risk in relation to financial assets.

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

The Group's credit risk is primarily attributable to its trade receivables and is managed through the following processes:

i) The majority of orders accepted by Group companies are backed by credit insurance;

ii) Some orders are accepted with no credit insurance but with letters of credit;

iii) Some orders are accepted with no credit insurance and no letter of credit but with an internal analysis of the customer's size, creditworthiness, historic profitability and payment record;

iv) A few orders (less than 10%), with a material value, are taken at risk following review by at least two Board members;

v) Major orders are normally accompanied by stage payments which go towards mitigating our credit risk.

Whilst the theoretical credit risk would be the actual balances themselves as reported within the table below, this assumes that the credit insurance company is also a credit risk for the invoiced trade debtors and contract assets underwritten by them. Our insurer enjoys a strong credit rating with the likes of Moody's, S&P and Fitch. As a result, and after having looked back on the Group's track record of negligible impairment losses on these type of assets over the last ten years, the Directors are of the opinion that there is no cost / benefit in performing an ECL type loss analysis and so impairment provisions are based on known issues rather than a statistical estimate.

28. Financial risk management *(continued)*

(b) Credit risk *(continued)*

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Note	Carrying amount 2024 £'000	2023 £'000
Contract assets	4	**22,027**	16,257
Trade and other financial assets – due within one year	19	**27,807**	29,757
Cash at bank and cash equivalents	20	**30,678**	19,661
Derivative financial assets – due after more than one year	17	**5,716**	5,932
Derivative financial assets – due within one year	17	**2,007**	2,684

Hypothetical Credit Risk Exposure – assuming no credit insurance

At the reporting date, the maximum exposure to credit risk for trade receivables, before taking into account credit insurance, by geographic region was:

	Carrying amount 2024 £'000	2023 £'000
UK	**6,193**	7,663
Rest of Europe	**2,914**	4,799
USA	**3,441**	3,267
Pacific Basin	**6,836**	6,315
Rest of World	**6,980**	6,050
	26,364	28,094

The ageing of trade receivables and impairments at the reporting date was:

	2024 Net £'000	2024 Gross £'000	2024 Impairment provision £'000	2023 Net £'000	2023 Gross £'000	2023 Impairment provision £'000
Not past due	**18,781**	**18,781**	**-**	18,666	18,666	-
Past due 1-30 days	**3,846**	**3,846**	**-**	4,940	4,942	(2)
Past due 31-90 days	**2,361**	**2,379**	**(18)**	2,409	2,440	(31)
Past due more than 90 days	**1,376**	**1,636**	**(260)**	2,079	2,288	(209)
	26,364	**26,642**	**(278)**	28,094	28,336	(242)

Management believes that there are no significant credit risks remaining with the above net receivables and that the credit quality of customers is good, based on a review of past payment history and the current financial status of the customers. Included in trade receivables are retentions which are job specific and have varying due dates depending on the complexity of the job. These are included in the not past due category. The Group has not renegotiated the terms of any trade receivables and has not pledged any trade receivables as security.

The Directors estimate that the fair value of the Group's trade and other receivables is approximate to their carrying values.

An analysis of the provision for impairment of receivables is as follows:

	2024 £'000	2023 £'000
Opening balance at 1st May	**242**	700
Increase in provision	**79**	74
Release of provision	**(34)**	(362)
Provision utilised during the year	**-**	(164)
Exchange adjustment	**(9)**	(6)
Closing balance at 30th April	**278**	242

b) 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, as far as possible, 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.

At the year end the Group had the following unutilised bank facilities in respect of which all conditions precedent had been met:

28. Financial risk management *(continued)*

(b) Liquidity risk *(continued)*

	2024 £'000	2023 £'000
Uncommitted	**6,002**	6,050
Committed	**10,500**	33,500
Total unutilised bank facilities	**16,502**	39,550

The Group's principal borrowing facilities are provided by three banks in the form of borrowings and short-term overdraft facilities. The quantum of borrowing facilities available to the Group is reviewed regularly in light of current working capital requirements and the need for capital investment for the long-term future for the Group.

After the year-end, the Group has renewed a £10 million revolving credit facility that was due to expire in September 2024 on a four year term, as a prudent policy to ensure that guaranteed facilities and the appropriate level of headroom is available to the Group.

Maturity analysis

The table below analyses the Group's financial liabilities into maturity groupings based on the period outstanding at the balance sheet date up to the contractual maturity date. All figures are contracted gross cash flows that have not been discounted. The comparative figures for trade and other financial liabilities have been amended. See note 22 for details.

	Within 1 year £'000	**2-3 years £'000**	**4-5 years £'000**	**5+ years £'000**	**Total contractual cash flows £'000**	**Carrying amount £'000**
Contractual maturities of non-derivative financial liabilities 2023						
Bank overdrafts	119	-	-	-	119	119
Bank loans - repayable by instalments	1,514	2,739	1,449	5,347	11,049	8,139
Bank loans - revolving	3,500	10,000	26,000	-	39,500	39,500
Lease liabilities	2,231	3,160	1,182	268	6,841	6,227
Trade and other financial liabilities	31,226	-	-	-	31,226	31,226
Total derivatives	**38,590**	**15,899**	**28,631**	**5,615**	**88,735**	**85,211**
Derivatives forward exchange contracts						
(Inflow)	(40,946)	(67)	-	-	(41,013)	-
Outflow	42,379	74	-	-	42,453	2,383
Total derivatives	**1,433**	**7**	**-**	**-**	**1,440**	**2,383**

	Within 1 year £'000	**2-3 years £'000**	**4-5 years £'000**	**5+ years £'000**	**Total contractual cash flows £'000**	**Carrying amount £'000**
Contractual maturities of non-derivative financial liabilities 2024						
Bank overdrafts	48	-	-	-	48	48
Bank loans - repayable by instalments	1,471	2,445	1,073	4,968	9,957	7,072
Bank loans - revolving	10,000	21,000	28,000	-	59,000	59,000
Lease liabilities	3,430	5,296	1,777	598	11,101	9,813
Trade and other financial liabilities	30,572	-	-	-	30,572	30,572
Total derivatives	**45,521**	**28,741**	**30,850**	**5,566**	**110,678**	**106,505**
Derivatives forward exchange contracts						
(Inflow)	(30,870)	(22,291)	(4,091)	-	(57,252)	-
Outflow	31,087	22,433	4,197	-	57,717	528
Total derivatives	**217**	**142**	**106**	**-**	**465**	**528**

28. Financial risk management *(continued)*

Foreign exchange risk *(continued)*

Bank loans repayable by instalments include a loan of £1.2 million with the final payment due in the year ended 30th April, 2039, and a loan of £4 million with the final payment due in the year ended 30th April, 2042.

c) Market risk

Foreign exchange risk

The Group is subject to fluctuations in exchange rates on its net investments overseas and transactional monetary assets and liabilities not denominated in the operating (or "functional") currency of the operating unit involved.

The Group is exposed to fluctuations in several currencies which give rise to the net currency gains and losses recognised in the statement of profit or loss.

In respect of other monetary assets and liabilities held in currencies, the Group ensures that the net exposure is eliminated through the use of forward exchange contracts or spot transactions at the time the contractual commitment is in place.

Currency derivatives

The Group utilises currency derivatives to hedge future highly probable transactions. There is an economic relationship between the hedged items and the hedging instrument as the notional amount and maturity dates of the hedging instrument match the expected values and timing of the highly probable sales and purchases. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the currency derivatives is the same as the currency risk of the highly probable sales and purchases.

Forecast transactions

The Group classifies its forward exchange contracts hedging forecast transactions as cash flow hedges and states them at fair value.

Recognised assets and liabilities

Changes in the fair value of forward exchange contracts that economically hedge monetary assets and liabilities in foreign currencies and for which no hedge accounting is applied are recognised in the statement of profit or loss. Both the changes in fair value of the forward contracts and the foreign exchange gains and losses relating to the monetary items are recognised as part of administrative expenses.

28. Financial risk management *(continued)*

c) Market risk *(continued)*

Currency profile of financial assets and liabilities:

The non-derivative foreign currency balances have been translated into Sterling using the reporting date spot rates below.

	2024				2023			
	US Dollar £'000	**Euro £'000**	**Other £'000**	**Total £'000**	US Dollar £'000	Euro £'000	Other £'000	Total £'000
Non-derivatives								
Trade and other receivables	**7,682**	**1,534**	**32**	**9,248**	7,615	2,807	77	10,499
Cash and cash equivalents	**1,585**	**15**	**38**	**1,638**	1,195	3,508	350	5,053
Trade and other payables	**(217)**	**(78)**	**(78)**	**(373)**	(823)	(808)	(72)	(1,703)
Total non-derivatives	**9,050**	**1,471**	**(8)**	**10,513**	7,987	5,507	355	13,849
Derivatives fair value								
Forward exchange contracts - assets	**1,650**	**30**	**-**	**1,680**	2,304	58	325	2,687
Forward exchange contracts - liabilities	**(380)**	**(58)**	**(90)**	**(528)**	(2,289)	(94)	-	(2,383)
	1,270	**(28)**	**(90)**	**1,152**	15	(36)	325	304
Derivatives nominal value								
Forward exchange contracts - assets	**78,187**	**22,099**	**111**	**100,397**	101,350	9,299	4,807	115,456
Forward exchange contracts - liabilities	**42,709**	**10,865**	**3,677**	**57,251**	33,207	7,805	-	41,012
Total gross contractual cash flows	**120,896**	**32,964**	**3,788**	**157,648**	134,557	17,104	4,807	156,468

The following significant exchange rates applied during the year, for reporting purposes:

Exchange rates	**2024**		2023	
	Average exchange rate	**Reporting date spot rate**	Average exchange rate	Reporting spot rate
US Dollar (USD) … … … …	**1.2577**	**1.2520**	1.2016	1.2566
Euro (EUR) … … … … …	**1.1615**	**1.1710**	1.1520	1.1390

Hypothetical Sensitivity analysis

Despite this sensitivity analysis, which is required to be calculated by the accounting standards, not reflecting the true exposure of the Group, the Group has calculated the following sensitivities based on available data from the financial derivatives known as forward contracts that it has in place at the year-end and utilises to hedge its exposure to the principal foreign currencies in which the Group operates. As foreign exchange rates and interest rates continue to fluctuate significantly, the Board considers it most appropriate to provide the hypothetical sensitivities for a 1% change, because these figures can be extrapolated proportionately to obtain an estimate of the impact of larger movements. The Group's exposure to foreign currency movements for all other foreign currencies is not considered material.

28. Financial risk management *(continued)*

Hypothetical Sensitivity analysis *(continued)*

	2024		2023	
	Effect on equity £'000	**Effect on profit before tax £'000**	Effect on equity £'000	Effect on profit before tax £'000
GBP strengthens by 1% against USD	**(843)**	**(244)**	845	428
GBP strengthens by 1% against EUR	**(199)**	**(22)**	67	53
GBP weakens by 1% against USD	**861**	**249**	(845)	(428)
GBP weakens by 1% against EUR	**203**	**22**	(67)	(53)

d) Interest rate risk

The Group is subject to fluctuations in interest rates on its borrowings and surplus cash. The Group is aware of the financial products available to hedge against adverse movements in interest rates. Formal reviews are undertaken to determine whether such instruments are appropriate for the Group.

Interest rate swaps

In July 2021, the Company signed a contract to mitigate the impact of interest rate risk by taking out an interest rate swap derivative fixing £30 million of notional debt at less than 1% versus the variable inter-bank lending rate (SONIA) for a period of 10 years, from 1st September, 2021 to 31st August, 2031. Hedge accounting is not applied for this instrument and all movements in fair value are recognised in profit or loss.

The table below shows the Group's financial assets and liabilities split by those bearing fixed and floating rates and those that are non interest-bearing.

	2024				2023			
	Fixed rate £'000	**Floating rate £'000**	**Non-interest-bearing £'000**	**Total £'000**	Fixed rate £'000	Floating rate £'000	Non-interest-bearing £'000	Total £'000
Cash and cash equivalents	**-**	**30,678**	**-**	**30,678**	-	19,661	-	19,661
Contract assets	**-**	**-**	**22,027**	**22,027**	-	-	16,257	16,257
Trade and financial assets	**-**	**-**	**27,807**	**27,807**	-	-	29,757	29,757
Derivative assets	**-**	**-**	**7,723**	**7,723**	-	-	8,616	8,616
Contract liabilities*	**-**	**-**	**(34,124)**	**(34,124)**	-	-	(32,747)	(32,747)
Trade and other financial liabilities	**-**	**-**	**(30,572)**	**(30,572)**	-	-	(31,226)	(31,226)
Derivative liabilities	**-**	**-**	**(528)**	**(528)**	-	-	(2,383)	(2,383)
Bank overdrafts	**-**	**(48)**	**-**	**(48)**	-	(119)	-	(119)
Bank loans - repayable by instalments	**(3,058)**	**(4,014)**	**-**	**(7,072)**	(3,920)	(4,219)	-	(8,139)
Bank loans - revolving	**-**	**(59,000)**	**-**	**(59,000)**	-	(39,500)	-	(39,500)
Lease liabilities	**(2,558)**	**(7,255)**	**-**	**(9,813)**	(1,880)	(4,347)	-	(6,227)
	(5,616)	**(39,639)**	**7,667**	**(52,922)**	(5,800)	(28,524)	(11,726)	(46,050)

*The contract liabilities are predominantly advance payments from customers.

The fixed interest rates for bank loans repayable by instalments are 1.96% to 3.15%. Floating interest rates for bank loans are calculated as SONIA or UK base rate, with bank margins of less than 2.1%.

Sensitivity analysis

A 1% decrease in interest rates would increase profit before tax by £295,527 *(2023: £200,000)*.

29. Total financial assets and liabilities

IFRS 7 requires that the classification of financial instruments at fair value be determined by reference to the source of inputs used to derive the fair value. This classification uses the following three-level hierarchy:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The table below sets out the Group's accounting classification of financial assets and liabilities and their fair values at 30th April, 2024 and 30th April, 2023.

		Year ended 30th April, 2024		Year ended 30th April, 2023	
	Level	**Carrying amount £'000**	**Fair value £'000**	Carrying amount £'000	Fair value £'000
Financial assets					
Amortised cost					
Cash and cash equivalents ...	Other	**30,678**	**30,678**	19,661	19,661
Contract assets	Other	**22,027**	**22,027**	16,257	16,257
Trade receivables	Other	**26,364**	**26,364**	28,094	28,094
Other financial assets	Other	**1,443**	**1,443**	1,663	1,663
Fair value through profit and loss					
Derivative financial assets* ...	Level 2	**36**	**36**	68	68
Interest rate swap	Level 2	**6,042**	**6,042**	5,929	5,929
Fair value – hedging instrument					
Derivative financial assets* ...	Level 2	**1,645**	**1,645**	2,619	2,619
Total financial assets ...		**88,235**	**88,235**	74,291	74,291
Financial liabilities					
Amortised cost					
Contract liabilities	Other	**34,124**	**34,124**	32,747	32,747
Trade payables	Other	**20,432**	**20,432**	22,400	22,400
Other financial liabilities ...	Other	**5,236**	**5,236**	2,764	2,764
Lease liabilities	Other	**9,813**	**11,101**	6,227	6,841
Bank overdrafts	Other	**48**	**48**	119	119
Bank loans - repayable by instalments ...	Other	**7,072**	**9,938**	8,139	11,049
Bank loans - rolling credit facilities	Other	**59,000**	**59,000**	39,500	39,500
Fair value through profit and loss					
Derivative financial liabilities*...	Level 2	**4**	**4**	31	31
Fair value – hedging instrument					
Derivative financial liabilities*...	Level 2	**524**	**524**	2,352	2,352
Total financial liabilities ...		**136,253**	**140,407**	114,279	117,803

* The prior year comparatives for the analysis between hedged and unhedged derivatives have been updated, as outlined in note 17 and note 23.

Derivative financial instruments not designated as cash flow hedging instruments are measured at fair value through profit and loss.

The fair value of the short-term cash and cash equivalents, trade and other receivables, contract assets, trade and other financial liabilities, contract liabilities, fixed and floating rate borrowings is the same as carrying value.

30. Capital commitments

Contracted capital commitments at 30th April, 2024 for which no provision has been made in these financial statements were £2,265,096 *(2023: £4,576,000)*.

31. Guarantees and contingencies

The table below sets out the number and value of unexpired bank guarantee bonds as at 30th April, 2024 and 30th April, 2023. These guarantee bonds are required as part of the terms and conditions within our Mechanical Engineering contracts.

	2024 £'000	2023 £'000
154 guarantee and bonds contracts *(2023: 146)* … … … … …	**8,668**	9,180

32. Subsequent events

After the balance sheet date an ordinary dividend of 133 pence per qualifying ordinary share was proposed by the Directors *(2023: Ordinary dividend of 115 pence)*.

The current year proposed ordinary dividend of £9,988,000 has not been provided for within these financial statements *(2023: Proposed ordinary dividend of £8,636,000 was not provided for within the comparative figures)*.

After the year end the Group has renewed a £10 million revolving credit facility, that was due to expire in September 2024, on a four year term, as a prudent policy to ensure that guaranteed facilities and the appropriate level of headroom is available to the Group.

33. Non-principal subsidiaries and associates

Company name	**Registered address***	**Country of Incorporation**	**Class of shares held**	**% held**
Non-principal Subsidiaries:				
Mechanical Engineering:				
Easat Radar Systems India Private Limited … …	4	India	Ordinary	100
Goodwin Submersible Pumps West Africa Limited …	17	Ghana	Ordinary	100
Refractory Engineering:				
Gold Star Brasil Industria E Comercio de Materials Para Fundicao Ltda … … … … … … …	7	Brazil	Ordinary	100
Jewelry Wax Limited … … … … … …	13	Thailand	Ordinary	61.5
GRS Silicone Company Limited … … … … …	16	China	Ordinary	75
Shenzhen King-Top Modern Hi-Tech Company Limited	15	China	Ordinary	75
AVD Fire Limited (company number 14933398) … …	1	England and Wales	Ordinary	100
Non-principal holding companies:				
Goodwin Refractory Services Holdings Limited… …	1	England and Wales	Ordinary	100
Goodwin Refractory Services Thailand Limited… …	10	Thailand	Ordinary	61.5
Ying Tai (UK) Limited … … … … … …	1	England and Wales	Ordinary	75
Non-principal Associates:				
Tet Goodwin Property Company Limited … … …	10	Thailand	Ordinary	49
Dormant companies:				
Gold Star Powders Limited … … … … … …	1	England and Wales	Ordinary	100
Net Central Limited … … … … … … …	1	England and Wales	Ordinary	100
Sandersfire International Limited … … … …	1	England and Wales	Ordinary	100
Soluform Limited … … … … … … …	1	England and Wales	Ordinary	100
Specialist Refractory Services Limited … … …	1	England and Wales	Ordinary	100

*The registered address for each company can be found in note 35.

All of the above companies are included as part of the consolidated accounts. The trading companies are all involved in mechanical or refractory engineering.

34. Related parties

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not reported in this note. Year end balances and transactions during the year with the Group's associate company, Tet Goodwin Property Company Limited, are shown below.

	2024 £'000	2023 £'000
Rental cost … … … … … … … … … … …	**290**	318

35. Registered offices of subsidiaries and associates

The registered offices of the companies listed in notes 14 and 33 are listed below.

1. Ivy House Foundry, Hanley, Stoke-on-Trent ST1 3NR
2. Brassington, Nr. Matlock, Derbyshire DE4 4HF
3. 13-1, Jungbong-daero, 396 Beon-Gil, Seo-gu, Incheon, South Korea
4. No 39/1-5, Old Mahabalipuram Road, Kalavakkam, Thiruporur Chengalpattu District – 603110, India
5. Suite C, F1, Building #14, Xiya Road No.11, Waigaoqiao Free Trade Zone, 200131, Shanghai, China
6. Hocksteiner Weg 56, D - 41189 Mönchengladbach, Germany
7. Rua das Margaridas s/n, No. 70, Barrio Terra Preta - Mairipora – SP, CEP 07662-025, São Paulo, Brazil
8. Confidential Tax and Business Services, Level 1, 449 Gympie Road, Kedron Qld 4031, Australia
9. Koivupuistontie 34, 01510 Vantaa, Finland
10. 99/9 Moo5 Khlong Yong, Bhudhamontol, Nakhonpathom, 73170 Thailand
11. No.73, Jiao Xin Road, Lanhe Town, Nansha District, Guangzhou City, 511480, China
12. 400 metres North from Nan Zhai Committee, Xifuzhen Street, Chengyang District, Qingdao City, 266106, China
13. 311/4-5, Mu 10, Khlong Maduea Sub-district, Krathum Baen District, Samut Sakhon Province, Thailand
14. Unit 1 Bridgeway Business Park, Cnr Sam Green Road and Pinnacle Close, Tunney Extension 9, Germiston, Gauteng, 1401, South Africa
15. No.2-1, Shanzixia Road, Dakang Community, Yuanshan Street, Longgang District, Shenzhen City, Guangdong, China
16. 101,102 or No5, 165 Minsheng Road, Lanhe Town, Nansha District, Guangzhou, China
17. 11, NII Ablade Kotey Avenue, East Legon, Accra, Ghana

GOODWIN PLC

COMPANY BALANCE SHEET
at 30th April, 2024

	Note	2024 £'000	2023 £'000
NON-CURRENT ASSETS			
Property, plant and equipment	C4	**37,621**	42,946
Investment properties	C4	**36,791**	30,547
Right-of-use assets	C4	**9,345**	4,817
Investments	C5	**29,832**	25,822
Intangible assets	C6	**15,398**	16,108
Derivative financial assets	28, C7	**4,837**	4,802
Group receivables	C8	**40,703**	31,756
		174,527	156,798
CURRENT ASSETS			
Other receivables	C8	**1,006**	938
Derivative assets	28, C7	**1,517**	1,127
Cash at bank and in hand		**21,616**	12,962
		24,139	15,027
TOTAL ASSETS		**198,666**	171,825
CURRENT LIABILITIES			
Borrowings	C9	**13,305**	6,053
Trade and other payables	C10	**22,968**	19,743
		36,273	25,796
NON-CURRENT LIABILITIES			
Borrowings	C9	**59,106**	45,074
Accruals and deferred income		**883**	780
Deferred tax liabilities	C11	**11,006**	8,300
		70,995	54,154
TOTAL LIABILITIES		**107,268**	79,950
NET ASSETS		**91,398**	91,875
EQUITY			
Called up share capital	C12	**751**	769
Share-based payments reserve		**-**	5,244
Cash flow hedge reserve		**315**	-
Cost of hedging reserve		**(72)**	-
Profit and loss account		**90,404**	85,862
TOTAL EQUITY		**91,398**	91,875
Profit after tax for the year		**16,785**	11,569

These financial statements were approved by the Board of Directors on 6th August, 2024 and signed on its behalf by:

T. J. W. Goodwin
Director

M. S. Goodwin
Director

S. R. Goodwin
Director

Company Registration Number: 305907

The notes on pages 95 to 104 form part of these financial statements.

GOODWIN PLC

COMPANY STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30th April, 2024

	2024 £'000	2023 £'000
PROFIT FOR YEAR	**16,785**	11,569
OTHER COMPREHENSIVE INCOME / (EXPENSE) ITEMS THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS:		
Cash flow hedges - effective portion of changes in fair value	**416**	-
Cash flow hedges - ineffectiveness transferred to profit or loss	**(16)**	-
Cash flow hedges - amounts transferred to profit or loss	**20**	-
Cash flow hedges - deferred tax charge	**(105)**	-
Cost of hedging - changes in fair value	**(100)**	-
Cost of hedging - ineffectiveness transferred to profit or loss	**4**	-
Cost of hedging - deferred tax credit	**24**	-
OTHER COMPREHENSIVE EXPENSE FOR THE YEAR, NET OF INCOME TAX	**243**	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**17,028**	11,569

The notes on pages 95 to 104 form part of these financial statements.

GOODWIN PLC

COMPANY STATEMENT OF CHANGES IN EQUITY

at 30th April, 2024

	Share capital £'000	Share-based payments reserve £'000	Cash flow hedge reserve £'000	Cost of hedging reserve £'000	Retained earnings £'000	Total equity £'000
YEAR ENDED 30TH APRIL, 2024						
Balance at 1st May, 2023 ...	**769**	**5,244**	**-**	**-**	**85,862**	**91,875**
Profit for the year	-	-	-	-	16,785	16,785
Effective portion of changes in fair value	-	-	416	(100)	-	316
Ineffectiveness transferred to profit or loss	-	-	(16)	4	-	(12)
Amounts reclassified to profit or loss	-	-	20	-	-	20
Deferred tax (charge) / credit ...	-	-	(105)	24	-	(81)
Other comprehensive income / (expense) for the year	-	-	315	(72)	-	243
TOTAL COMPREHENSIVE INCOME / FOR THE YEAR	**-**	**-**	**315**	**(72)**	**16,785**	**17,028**
Transfers between reserves *...	-	(5,244)	-	-	5,244	-
Transactions with owners						
Buy back of shares	(18)	-	-	-	(8,851)	(8,869)
Dividends paid	-	-	-	-	(8,636)	(8,636)
BALANCE AT 30TH APRIL, 2024	**751**	**-**	**315**	**(72)**	**90,404**	**91,398**
YEAR ENDED 30TH APRIL, 2023						
Balance at 1st May, 2022 ...	769	5,244	-	-	82,582	88,595
Profit for the year	-	-	-	-	11,569	11,569
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	-	-	11,569	11,569
Transactions with owners						
Dividends paid	-	-	-	-	(8,289)	(8,289)
BALANCE AT 30TH APRIL, 2023	**769**	**5,244**	**-**	**-**	**85,862**	**91,875**

* The balance on the share-based payment reserve has been transferred to retained earnings as all previous share options have vested.

The notes on pages 95 to 104 form part of these financial statements.

C1 Accounting policies

Principal accounting policies

These financial statements present information about the Company as an individual undertaking and not about its Group. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

Basis of accounting

Goodwin PLC (the "Company") is a Company incorporated and domiciled in England and Wales.

These financial statements have been prepared in accordance with International Accounting Standards as adopted by the UK and in conformity with the requirements of the Companies Act 2006.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Company is exempt under S408 (3) Companies Act 2006 from the requirement to present its own profit and loss account.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- Disclosures in respect of transactions with wholly-owned subsidiaries;
- Disclosures in respect of capital management and
- The effects of new but not yet effective IFRSs.

As the consolidated financial statements of Goodwin PLC include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

Judgements made by the Directors, in the application of these accounting policies, that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2 of the Group financial statements.

Measurement convention

The financial statements have been prepared under the historical cost accounting rules except where the measurement of balances at fair value is required as below.

Investments in subsidiary undertakings

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less amounts written off for impairment.

Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the statement of profit or loss within operating profit.

Financial instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company has become a party to the contractual provisions of the instrument. The principal financial assets and liabilities of the Company are as follows:

Principal non-derivative financial assets

Other receivables

Other receivables principally comprise short-term sales taxes repayable to the Company and receivables from Group undertakings. After being recognised initially at fair value, other receivables are measured, subsequently, at amortised cost. The carrying amount of other receivables is considered to be a reasonable approximation of their fair value. A provision for expected credit losses (ECL) is not seen as necessary given that the counterparties here are Group undertakings. The Company is privy to both the accounts and future prospects of its subsidiary and associate companies. Accordingly, impairment provisions are raised where the carrying value of a subsidiary company / associated company cannot be fully supported.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand including cash deposits with an original maturity of three months or less.

Equity instruments

Equity instruments are stated at par value, with the par value of ordinary shares being reported as share capital.

C1 Accounting policies *(continued)*

Principal non-derivative financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements into which the Company has entered.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded initially at their fair value less attributable transaction costs. They are subsequently carried at their amortised cost and finance charges are recognised in the statement of profit or loss over the term of the instrument using an effective rate of interest.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently at amortised cost using the effective interest method where material.

Derivative assets and liabilities

Derivative financial assets and liabilities are recognised at fair value. The fair value of forward foreign exchange contracts is equal to the present value of the difference between the contractual forward price and the current forward price for the residual maturity of the contract adjusted for counterparty credit risk. The recognition of the gain or loss on re-measuring to fair value those forward foreign exchange contracts, which are used for hedging, is outlined below; for other forward foreign exchange contracts and the interest rate swap derivative, the gain or loss is recognised in the profit or loss.

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserves. Our hedge relationships are aligned with our risk management objectives and strategy, resulting in a more qualitative and forward-looking approach in ensuring hedge effectiveness. These hedging arrangements have been entered into to mitigate foreign currency exchange risk arising from certain highly probable sales and purchase transactions denominated in foreign currencies.

For cash flow hedges, the associated cumulative gain or loss on the relevant derivative financial instrument is removed from equity and recognised in the statement of profit or loss in the same period or periods during which the hedged forecast transaction affects the statement of profit or loss. Any identified ineffective portion of the hedge is recognised immediately in the statement of profit or loss. The full value of the change in fair value is designated as the hedging instrument and taken to the cash flow hedge reserve.

Where a derivative financial instrument is not hedge accounted, all changes in fair value are recognised immediately in profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the Company revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the cash flow hedge transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the statement of profit or loss immediately, within administrative expenses.

Intangible fixed assets and amortisation

Manufacturing rights, brand names and customer lists purchased by the Company are amortised to nil by equal annual instalments over their estimated useful lives. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Company has sufficient resources to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads.

Amortisation rates are as follows:

Manufacturing rights … … … …	11 - 15 years
Brand names … … … … …	20 years
Software and licences … … …	3 - 5 years
Intellectual property rights … … …	15 - 20 years
Non-compete agreements … … …	2 - 15 years
Capitalised development costs … …	Minimum expected order unit intake or minimum product life

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the statement of profit or loss over the estimated useful lives of each part of an item of property, plant and equipment on the following bases:

Freehold land … … … … …	Nil
Freehold buildings … … … …	25 -50 years on reducing balance or cost
Plant and machinery … … … …	4 -20 years on reducing balance or cost
Motor vehicles … … … … …	4 -7 years on reducing balance or cost
Tooling … … … … …	Over estimated production life
Other equipment … … … …	4 - 7 years on reducing balance or cost

C1 Accounting policies *(continued)*

Property, plant and equipment *(continued)*

Assets in the course of construction are not depreciated.

Before being brought into use, assets are assessed individually to determine which is the most appropriate depreciation method. At present, most assets are being depreciated on a reducing balance basis.

Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are stated at cost less accumulated depreciation.

Depreciation is charged to the statement of profit or loss on a straight-line basis or reducing balance basis over the estimated useful lives of investment properties which is typically 25 years.

Government grants

Government grants relating to income are recognised in the statement of profit or loss.

Unamortised government grants relating to property, plant and equipment are recognised in the balance sheet as deferred income. Amortisation of such grants is credited to profit and loss in accordance with the useful lives of the assets to which they relate.

Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Leases

Definition of a lease

A contract is a lease or contains a lease if it transfers the right to use an identified asset over the contract term, in exchange for payment. In determining whether a contract gives the Company the right to use an asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefit of using the asset; and
- the Company has the right to direct the use of the asset by deciding how the asset is employed.

Lease term

The lease term is the non-cancellable period of a lease, and options to extend the lease or terminate it, where it is probable that the Company will exercise the available options. At the start of a lease, the Company makes a judgement about whether it is reasonably certain to exercise the options, and reassesses this judgement at every reporting period. Contracts, where the original lease term has expired, with assets continuing to be leased on a short-term rolling basis of a few months, are treated as short-term leases.

Lease balances

A right-of-use asset and a lease liability are calculated at the beginning of a lease. The right-of-use asset is measured initially at cost, being the opening lease liability, adjusted for any lease payments made by the start of the lease, adjusted for any initial direct costs, which have been incurred.

The lease liability is measured initially at the present value of the lease payments, which are outstanding at the start date, discounted at either the rate implicit in the lease or the Company's incremental borrowing rate. With the exception of leases containing an option to purchase, the Company uses its incremental borrowing rate as the discount rate. Lease liabilities are measured at amortised cost, using the effective rate, and adjusted as required for any subsequent change to the lease terms.

The right-of-use asset is depreciated on a straight-line basis over the lease term, or from the start date of the lease to the end of the useful life of the right-of-use asset as appropriate. The method of calculating the estimated useful lives of the right-of-use assets and testing for impairment is the same as that for property, plant and equipment.

Recognition exemptions

Payments for short-term leases, lasting twelve months or less, without a purchase option, are reported an as operating expense on a straight-line basis over the term of the lease.

The cost of leasing low-value items is reported as an operating expense over the life of the lease.

Finance costs (net)

Finance costs comprise interest payable and interest on finance leases using the effective interest method, together with the amortisation of any facility arrangement fees. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset, which takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset.

Interest income and interest payable is recognised in the statement of profit or loss as it accrues.

Pension costs

The Company contributes to a defined contribution pension scheme for employees under an Auto Enrolment Pension arrangement as required by Government legislation. The assets of the scheme are held

C1 Accounting policies *(continued)*

Pension costs *(continued)*

in independently administered funds. Company pension costs are charged to the statement of profit or loss in the year for which contributions are payable.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Interest swap derivative

The mark to market value of the Company's interest rate swap derivative is treated as not being hedged with the movement on the mark to market valuation being taken through the profit and loss account.

C2 Auditor's remuneration

Included in the profit / (loss) before taxation are the following:

	2024 **£'000**	2023 £'000
Fees receivable by the auditor and the auditor's associates in respect of:		
Audit of these financial statements … … … … … … …	**88**	80

Amounts paid to the Company's auditor in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis (see note 6 of the Group financial statements).

C3 Staff numbers and costs

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees	
	2024	2023
Administration staff … … … … … … … … … …	**56**	51

	2024 **£'000**	2023 £'000
The aggregate payroll costs of these persons were as follows:		
Wages and salaries … … … … … … … … … …	**6,451**	4,951
Social security costs … … … … … … … … … …	**615**	616
Other pension costs … … … … … … … … … …	**104**	99
	7,170	5,666

Details of the Directors' remuneration can be found within the Directors' Remuneration Report on page 35. The emoluments of the highest paid Director were £435,000 *(2023: £406,000)*. The number of Directors who were members of a defined contribution pension scheme was 1 *(2023: 3)*.

C4 Tangible fixed assets

	Investment properties	Property, Plant and Equipment				
		Land and buildings	Plant and machinery	Other equipment *	Assets in course of construction	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Cost						
Balance at 1st May, 2023	39,378	1,244	42,464	2,017	21,198	66,923
Additions	2,829	-	436	248	6,292	6,976
Reclassification	4,693	-	5,630	-	(10,323)	(4,693)
Transfer to ROU** ...	-	-	(4,878)	-	(355)	(5,233)
Disposals	-	-	-	(169)	-	(169)
Intercompany transfers	-	-	-	-	(281)	(281)
Balance at 30th April, 2024	**46,900**	**1,244**	**43,652**	**2,096**	**16,531**	**63,523**
Depreciation						
Balance at 1st May, 2023	8,831	724	21,709	1,544	-	23,977
Charged in the year ...	1,278	20	2,094	140	-	2,254
Transfer to ROU** ...	-	-	(166)	-	-	(166)
Disposals	-	-	-	(163)	-	(163)
Balance at 30th April, 2024	**10,109**	**744**	**23,637**	**1,521**	**-**	**25,902**
Net book value						
At 30th April, 2023 ...	30,547	520	20,755	473	21,198	42,946
At 30th April, 2024	**36,791**	**500**	**20,015**	**575**	**16,531**	**37,621**

* Other equipment comprises motor vehicles, IT hardware and office equipment.

** This is a transfer to the right-of-use assets category, relating to ongoing investment in Green Projects.

Security

The net book value of assets pledged as security for borrowings (note C9) is:

	2024	2023
	£'000	£'000
Investment property	**4,407**	4,500
Plant and machinery	**4,537**	4,800
	8,944	9,300

The Company's investment properties have been valued, using the cost model, and depreciated over their estimated useful lives – typically 25 years. In the opinion of the Directors, the fair value of the investment properties as at 30th April, 2024 was estimated to be in the range of £45-55 million, compared with the net book value of £37 million.

Investment property income and operating expenses

The Company rents investment properties to its UK subsidiaries. There are no formal agreements in place and for this reason, it is not possible to disclose a maturity analysis of lease payments.

	2024	2023
	£'000	£'000
Property income	**1,561**	1,503
Operating expenses	**(814)**	(819)

C4 Tangible fixed assets *(continued)*

Right-of-use assets

	Plant and machinery £'000	Other equipment £'000	Total £'000
Cost			
Balance at 1st May, 2023	4,309	1,764	6,073
Additions	-	178	178
Transfer from property, plant and equipment... ...	5,233	-	5,233
Balance at 30th April, 2024	**9,542**	**1,942**	**11,484**
Depreciation			
Balance at 1st May, 2023	377	879	1,256
Charged in the year	292	425	717
Transfer from property, plant and equipment... ...	166	-	166
Balance at 30th April, 2024	**835**	**1,304**	**2,139**
Net book value			
At 30th April, 2023	3,932	885	4,817
At 30th April, 2024	**8,707**	**638**	**9,345**

C5 Fixed asset investments

	Shares in associated undertakings £'000	Shares in Group undertakings £'000	Total £'000
Cost			
Balance at 1st May, 2023	237	31,498	31,735
Additions	-	4,010	4,010
Transfers	126	(126)	-
Balance at 30th April, 2024	**363**	**35,382**	**35,745**
Impairment			
Balance at 1st May, 2023	-	5,913	5,913
Balance at 30th April, 2024	-	**5,913**	**5,913**
Net book value			
At 30th April, 2023	237	25,585	25,822
At 30th April, 2024	**363**	**29,469**	**29,832**

A list of principal subsidiaries and associates is given in note 14 and a list of non-principal subsidiaries and associates is given in note 33 of the Group financial statements.

During the year, Easat Radar Systems Limited issued preference shares of £4 million to its parent company, Goodwin PLC.

AVD Fire Limited, a 100% owned UK trading subsidiary, is exempt from the requirement to have an audit and to file audited financial statements by virtue of Section 479A of the Companies Act 2006. In adopting the exemption, Goodwin PLC has provided a guarantee to this subsidiary in accordance with Section 479C of the Companies Act 2006.

C6 Intangible assets

	Brand names and intellectual property £'000	Manu-facturing rights £'000	Software and Licences £'000	Develop-ment costs £'000	Total £'000
Cost					
Balance at 1st May, 2023	8,568	1,672	410	11,429	22,079
Additions	28	-	374	-	402
Intercompany transfers	(413)	-	-	464	51
Disposals	-	-	(48)	-	(48)
Balance at 30th April, 2024	**8,183**	**1,672**	**736**	**11,893**	**22,484**
Amortisation					
Balance at 1st May, 2023	2,251	1,188	301	2,231	5,971
Amortisation for the year	380	56	85	642	1,163
Disposals	-	-	(48)	-	(48)
Balance at 30th April, 2024	**2,631**	**1,244**	**338**	**2,873**	**7,086**
Net book value					
At 30th April, 2023	6,317	484	109	9,198	16,108
At 30th April, 2024	**5,552**	**428**	**398**	**9,020**	**15,398**

Note 16 in the Group financial statements includes details of the Company's significant intangible assets.

C7 Derivative assets

	2024 £'000	2023 £'000
Due after more than one year		
Interest rate swap	**4,814**	4,802
Derivative assets designated as cash flow hedging instruments	**23**	-
	4,837	4,802
Due within one year		
Interest rate swap	**1,230**	1,127
Derivative assets designated as cash flow hedging instruments	**287**	-
	1,517	1,127

The Group utilises interest rate swap derivatives to hedge against future movements in floating interest rates against the Group's floating rate debt. Hedge accounting is not applied for these instruments and all movements in fair value are recognised in profit or loss. Further details are contained in note 28 of the Group financial statements.

C8 Other receivables

	2024 £'000	2023 £'000
Due after more than one year		
Interest-bearing		
Amounts owed by Group undertakings – repayable on demand * … …	**604**	-
Amounts owed by Group undertakings – repayable within five years … …	**205**	8,495
Non interest-bearing		
Amounts owed by Group undertakings – repayable on demand * … …	**1,224**	-
Amounts owed by Group undertakings – repayable within five years … …	**38,670**	23,261
	40,703	31,756
Due within one year		
Other debtors … … … … … … … … … … …	**7**	166
Prepayments and accrued income … … … … … … …	**759**	653
Corporation tax receivable… … … … … … … … …	**240**	119
	1,006	938

* Amounts owed by Group undertakings are considered to be repayable within five years, as the Company supports the working capital requirements of the Group undertakings and repayment is required by the Company only when there are excess funds within each specific Group undertaking.

C9 Borrowings

This note provides information about the contractual terms of the Company's interest-bearing bank loans and borrowings. For more information about the Group's exposure to interest rate risk, see note 28 (d) of the Group financial statements.

	2024			2023		
	Non-current liabilities £'000	**Current liabilities £'000**	**Total borrowings £'000**	Non-current liabilities £'000	Current liabilities £'000	Total borrowings £'000
Bank overdrafts … … …	**-**	**-**	**-**	-	119	119
Bank loans repayable by instalments … … …	**4,995**	**1,005**	**6,000**	5,906	1,026	6,932
Bank loans - rolling credit facilities … … …	**49,000**	**10,000**	**59,000**	36,000	3,500	39,500
Other loans … … …	**-**	**-**	**-**	-	-	-
Lease liabilities … … …	**5,111**	**2,300**	**7,411**	3,168	1,408	4,576
	59,106	**13,305**	**72,411**	45,074	6,053	51,127

Lease liabilities

Lease liabilities are payable as follows:

	2024			2023		
	Minimum lease payments £'000	**Interest £'000**	**Principal £'000**	Minimum lease payments £'000	Interest £'000	Principal £'000
Less than one year … …	**2,774**	**474**	**2,300**	1,644	236	1,408
Between two and three years … … …	**4,363**	**467**	**3,896**	2,551	251	2,300
Between four and five years … … …	**1,268**	**53**	**1,215**	897	29	868
	8,405	**994**	**7,411**	5,092	516	4,576

C9 Borrowings *(continued)*

Bank loan repayable by instalments

The loans are secured against three furnaces and land (see note C4). Bank loans are repayable as follows:

	2024			2023		
	Minimum loan payments £'000	**Interest £'000**	**Principal £'000**	Minimum loan payments £'000	Interest £'000	Principal £'000
Less than one year	**1,348**	**343**	**1,005**	1,362	336	1,026
Between two and three years	**2,233**	**557**	**1,676**	2,527	559	1,968
Between four and five years	**906**	**456**	**450**	1,275	431	844
More than five years	**4,230**	**1,361**	**2,869**	4,503	1,409	3,094
	8,717	**2,717**	**6,000**	9,667	2,735	6,932

C10 Trade and other payables

	2024 £'000	2023 £'000
Trade payables	**507**	852
Amounts owed to Group undertakings – interest-bearing...	**311**	5,200
Amounts owed to Group undertakings – non interest-bearing	**20,073**	12,622
Other taxation and social security	**788**	365
Other creditors	**-**	12
Accruals and deferred income	**1,289**	692
	22,968	19,743

C11 Provisions for deferred tax

	Property, plant and equipment £'000	**Tax losses £'000**	**Derivatives £'000**	**Total £'000**
Balance at 1st May, 2023	8,650	(350)	-	8,300
Recognised in profit or loss	2,298	327	-	2,625
Recognised in other comprehensive income	-	-	81	81
Balance at 30th April, 2024	**10,948**	**(23)**	**81**	**11,006**

C12 Called up share capital

	2024 £'000	2023 £'000
Authorised, allotted, called up and fully paid:		
Balance at 1st May, 7,689,000 *(2023: 7,689,600 ordinary shares of 10p each)* ...	**769**	769
Buy back of 180,000 ordinary shares of 10p each...	**(18)**	-
Balance at 30th April	**751**	769

Details of the share buy back are contained in note 26 of the Group financial statements.

C13 Related party balances and transactions

The Company has applied the exemptions available under FRS 101 in respect of the disclosure of transactions with wholly-owned subsidiary companies. The Company has transacted with Easat Radar Systems Limited, Goodwin Korea Company Limited, Jewelry Plaster Limited, Easat Finland Oy, Siam Casting Powers Limited, Ultratec Jewelry Supplies Limited and Ying Tai (UK) Limited which are not wholly-owned subsidiaries.

C13 Related party balances and transactions *(continued)*

	2024 £'000	2023 £'000
Related party balances		
Interest-bearing balances		
Amounts owed by Group undertakings – repayable within five years	**-**	7,998
Non interest-bearing balances		
Amounts owed by Group undertakings – repayable within five years	**6,955**	735
Non interest-bearing payable balances		
Amounts owed by Group undertakings – repayable on demand	**-**	(149)
Related party transactions		
Dividend income	**1,248**	773
Interest income	**31**	237
Management fee income	**289**	536
Rental income	**119**	141
Royalty income	**162**	164
Sale of tangible and intangible assets	**674**	-
Interest expense	**97**	-
Purchase of intangible assets	**149**	-

Compensation of key management personnel

Key management personnel are defined in the Directors' Remuneration Report on page 35, and their remuneration is disclosed on page 35 of the Group financial statements.

C14 Commitments

Contracted capital commitments at 30th April, 2024 for which no provision has been made in these financial statements were £259,135 *(2023: £1,510,000)*.

C15 Subsequent events

After the balance sheet date, ordinary dividends were declared of £9,988,000, which have not been provided for within these financial statements.

C16 Dividends

	2024 £'000	2023 £'000
Paid ordinary dividends during the year in respect of prior years 115p *(2023: 107.08p)* per qualifying ordinary share	**8,636**	8,289

After the balance sheet date an ordinary dividend of 133 pence per qualifying ordinary share was proposed by the Directors *(2023: Ordinary dividend of 115 pence)*.

The proposed current year ordinary dividend of £9,988,000 has not been provided for within these financial statements *(2023: Proposed ordinary dividend of £8,636,000 was not provided for)*.

C17 Accounting estimates and judgements

The material accounting estimates and judgements for the Company follow that of the Group which have been considered in note 2 of the Group financial statements.

Alternative performance measures

Measure	Method of calculation / reference	Page No.	2024	2023
Gross profit (£'000)	Consolidated statement of profit or loss	*49*	**77,887**	68,769
Revenue (£'000)	Consolidated statement of profit or loss	*49*	**191,258**	185,742
Gross profit as percentage of revenue (%) *	Gross profit / revenue		**40.7%**	37.0%
Profit before tax (£'000)	Consolidated statement of profit or loss	*49*	**24,207**	22,129
Unrealised gain on 10 year interest rate swap derivative	Consolidated statement of profit or loss	*49*	**(113)**	(3,189)
Trading profit (£,000)			**24,094**	18,940
Operating profit (£'000)	Consolidated statement of profit or loss	*49*	**26,895**	20,313
Capital employed (£'000)	Note 27	*82*	**165,212**	157,569
Return on capital employed (%)	Operating profit / capital employed		**16.3%**	12.9%
Net debt (£'000)	Note 27	*82*	**42,931**	32,822
Net assets attributable to equity holders of the parent (£'000)	Consolidated balance sheet	*51*	**122,281**	124,747
Gearing (%)	Net debt / equity, as above		**35.1%**	26.3%
Net profit attributable to equity holders of the parent (£'000)	Consolidated statement of profit or loss	*49*	**16,902**	15,904
Net assets attributable to equity holders of the parent (£'000)	Consolidated balance sheet	*51*	**122,281**	124,747
Return on investment (%)	Net profit / net assets		**13.8%**	12.7%
Revenue (£'000)	Consolidated statement of profit or loss	*49*	**191,258**	185,742
Average number of employees	Note 7	*67*	**1,225**	1,144
Revenue per employee (£,000)	Group revenue / average employees		**156,129**	162,362
Annual post tax profit (£'000)	Consolidated statement of profit or loss	*49*	**17,716**	16,513
Interest rate SWAP mark to market net of tax @ 25% *(2023: 19.49%)* (£'000)	Consolidated statement of profit or loss	*49*	**(85)**	(2,576)
Deferred tax rate difference (£'000)	Note 9	*68*	**-**	596
Depreciation owned assets (£'000)	Note 6	*67*	**6,607**	6,272
Depreciation right-of-use assets (£'000)	Note 6	*67*	**1,497**	1,198
Amortisation and impairment (£'000)	Note 6	*67*	**1,341**	1,257
Exclude operating lease depreciation (£'000)			**(723)**	(538)
Annual post tax profit + depreciation + amortisation			**26,353**	22,722

* The gross profit for the previous year has been updated, as outlined in note 5.

Continuing operations	2020 £'000	2021 £'000	2022 £'000	2023 £'000	**2024 £'000**
Revenue...	144,512	131,231	144,108	185,742	**191,258**
Trading profit	12,115	16,514	17,201	18,940	**24,094**
Profit before taxation	12,115	16,514	19,941	22,129	**24,207**
Tax on profit	(3,775)	(3,508)	(6,321)	(5,616)	**(6,491)**
Profit after taxation	8,340	13,006	13,620	16,513	**17,716**
Basic earnings per ordinary share (in pence)... ...	107.93p	167.82p	169.14p	206.81p	**224.53p**
Diluted earnings per ordinary share (in pence) ...	103.31p	164.23p	169.14p	206.81p	**224.53p**
Total equity	109,602	118,028	119,743	129,157	**126,650**

Trading profit is defined as profit before tax, less the impact of the interest rate swap valuation. The calculation is reported in the Alternative Performance Measures on page 105.