

Aerospace & Industrial | Laboratory | Metal Melt Quality



Porvair is well positioned to play its part in the drive towards a sustainable future. We aim to develop our businesses for the benefit of all our stakeholders.

In this report

Strategic report 01 to 51

- 01 Summary Group performance in 2023
- 02 Group overview
- 04 Consistent strategy, resilience and growth
- 06 Chair's statement
- 08 Chief Executive's report
- 10 Divisional performance
- 16 Finance Director's review
- 20 Key performance indicators
- 22 Principal risks and uncertainties
- 26 Viability and going concern
- 28 ESG report
- 48 Section 172 Statement

Governance 52 to 82

- 52 Board of Directors
- 54 Chair's introduction to governance
- 56 Directors' report
- 59 Corporate governance
- 62 Report of the Nomination Committee
- 63 Report of the Audit Committee
- 65 Remuneration report

Financial statements 83 to 137

Group accounts

- 83 Independent Auditor's report to the members of Porvair plc
- 89 Consolidated income statement
- 89 Consolidated statement of comprehensive income
- 90 Consolidated balance sheet
- 91 Consolidated cash flow statement
- 91 Reconciliation of net cash flow to movement in net cash/(debt)
- 92 Consolidated statement of changes in equity
- 93 Notes to the consolidated financial statements

Porvair plc Parent Company accounts

- 128 Parent Company – Balance sheet
- 129 Parent Company – Profit for the financial year
- 129 Parent Company – Statement of changes in equity
- 130 Parent Company – Notes to the financial statements

Other information 138 to 140

- 138 Shareholder information
- 139 Financial calendar 2024
- 140 Contact details and advisers

Reporting suite of documents



**Annual
Report
2023**



**ESG
Report
2023**

Find out more about Porvair and its latest financial information, results, presentations, reports and shareholder services or view and download pdf versions of the 2023 Annual Report and ESG Report:

www.porvair.com



Strategic Purpose and ESG Commitment

Porvair's strategic purpose is to develop specialist filtration, laboratory and environmental technology businesses both organically and by acquisition for the benefit of all stakeholders. Principal measures of success at Porvair, on which management incentives are based, are consistent earnings per share growth, and improvement in selected ESG metrics.



AEROSPACE & INDUSTRIAL



LABORATORY



METAL MELT QUALITY

Summary Group performance in 2023

Financial summary

Revenue (£m)

£176.0m

↑
+2%

| | |
|------|---------|
| 2022 | £172.6m |
| 2023 | £176.0m |

Profit before tax (£m)

£20.1m

↑
+7%

| | |
|------|--------|
| 2022 | £18.7m |
| 2023 | £20.1m |

Adjusted basic earnings per share* (pence)

37.2p

↑
+12%

| | |
|------|-------|
| 2022 | 33.2p |
| 2023 | 37.2p |

Operating profit (£m)

£21.2m

↑
+7%

| | |
|------|--------|
| 2022 | £19.8m |
| 2023 | £21.2m |

Adjusted profit before tax* (£m)

£21.4m

↑
+10%

| | |
|------|--------|
| 2022 | £19.4m |
| 2023 | £21.4m |

Net cash (£m)

£14.1m

| | |
|------|--------|
| 2022 | £18.3m |
| 2023 | £14.1m |

Adjusted operating profit* (£m)

£22.6m

↑
+10%

| | |
|------|--------|
| 2022 | £20.5m |
| 2023 | £22.6m |

Basic earnings per share (pence)

34.8p

↑
+8%

| | |
|------|-------|
| 2022 | 32.1p |
| 2023 | 34.8p |

Total dividend (pence per share)

6.0p

| | |
|------|------|
| 2022 | 5.7p |
| 2023 | 6.0p |

* See notes 2, 3 and 8 for definitions and reconciliations.

Group highlights

- Record operating profit and earnings per share.
- Demand in aerospace and petrochemical markets recovered strongly.
- Ratiolab, EFC and certain business and assets of HRW acquired.
- Productivity investments driving margins.

ESG performance

- Improved our Employee Engagement activities and our Voluntary Quit Rate metric.
- Continued to reduce our carbon intensity.
- Good health and safety performance and low accident rate.

CAGR* track record

The Group's record for growth, cash generation and investment is:

| | 5 years CAGR* | 10 years CAGR* | 15 years CAGR* |
|--|------------------|-------------------|-------------------|
| Revenue growth | 6% | 8% | 8% |
| Earnings per share growth | 10% | 11% | 11% |
| Adjusted earnings per share growth | 10% | 11% | 12% |
| | £m | £m | £m |
| Cash from operations | 95.5 | 163.9 | 207.6 |
| Investment in acquisitions and capital expenditure | 50.1 | 92.6 | 106.6 |

*Compound annual growth rate.

Porvair's strategy and purpose have remained consistent for 19 years, a period that now encompasses two recessions and a pandemic. This longer-term growth record gives the Board confidence in the Group's capabilities and is the basis for capital allocation and planning decisions.

→ **Chief Executive's report** on pages: 8 to 15.

Group overview

Porvair is a specialist filtration, laboratory and environmental technology group.

Many of the products developed by Porvair are used to the benefit of the environment and wider society and our operations can make an important contribution to a cleaner and safer world.

The Group has three operating divisions

AEROSPACE & INDUSTRIAL DIVISION

What we do

The Aerospace & Industrial division designs and manufactures a broad range of specialist filtration equipment for aerospace, energy, and industrial applications. It has operations in the UK, US, the Netherlands, Belgium and India and its sales are global.



Main operating companies

- Porvair Filtration Group
- Royal Dahlman
- European Filter Corporation ("EFC")

LABORATORY DIVISION

What we do

The Laboratory division designs and manufactures instruments and consumables for use in environmental and bioscience laboratories with a particular focus on water analysis instruments, diagnostics and sample preparation equipment. It has operations in the UK, US, Germany, Hungary, the Netherlands and China and its sales are global.



Main operating companies

- Seal Analytical
- Porvair Sciences
- Finneran
- Kbiosystems
- Ratiolab

METAL MELT QUALITY DIVISION

What we do

The Metal Melt Quality division designs and manufactures porous ceramic filters for the filtration of molten metals. It is the world leader in the filtration of cast house aluminium and superalloys. It has operations in the US and China and its sales are global.

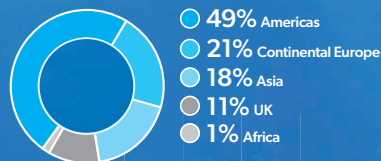


Main operating companies

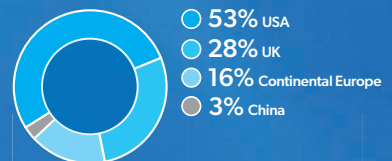
- Selee Corporation
- Selee China

Our Group operations and global presence

Revenue by customer location



Revenue by manufacturing location



We have operating plants in the UK, US, Germany, Hungary, the Netherlands, Belgium, India and China.

Our global manufacturing footprint allows us to be flexible and resilient, and deliver innovative solutions to customers in all geographies.



We focus on markets which have robust demand drivers; product regulation or accreditation requirements; and need specialist design and engineering skills.



AEROSPACE | MARKET

Specialism

The Group is a leading specialist in the design and manufacture of filtration components and assemblies for the aerospace industry. Our components are designed specifically for particular airframes and are specified on most of the world's commercial airframes.

The Group provides a wide range of aerospace filters but has strong positions in:

- Fuel tank inerting.
- Coolant systems for aircraft control systems.
- Fuel line and hydraulic filters.



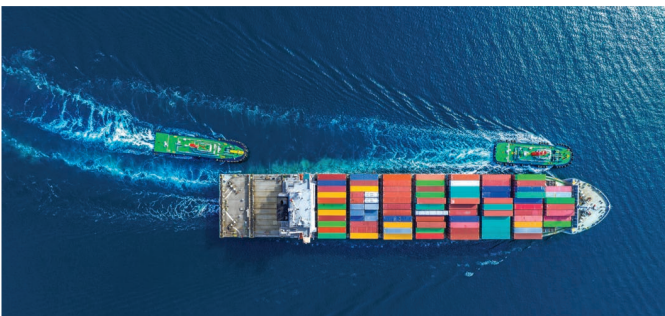
LABORATORY | MARKET

Specialism

The Group designs and manufactures a range of equipment for use in laboratories. Seal Analytical is a global leader in the manufacture of laboratory based instruments and robotics for clean water analysis. Porvair Sciences produces a broad range of microplates, filters, tubing, pipette tips, and associated consumables used in diagnostics, sample preparation and chromatography applications.

The Group has expertise in:

- Clean water analysis.
- Laboratory robotics.
- Sample preparation, filtration, and separation.
- The filtration of genetic material.
- Chromatography consumables.



INDUSTRIAL | MARKET

Specialism

The Group provides filtration solutions for energy and industrial process applications. Our filters are to be found in many of the harshest industrial environments.

The Group has expertise in:

- Hot gas and gasification filtration.
- Pulse jet filtration systems.
- Nuclear containment filtration.
- FCC slurry oil filtration.
- Microelectronics manufacturing filtration.



METAL MELT QUALITY | MARKET

Specialism

The Group's Metal Melt Quality division specialises in the design and manufacture of ceramic filters for molten metal. The Group provides patent protected filters for: the aluminium cast house industry; the filtration of gray and ductile iron; and the filtration of superalloys used in the manufacture of turbine blades.

The Group has expertise in:

- The global market for cast house aluminium filters, particularly high magnesium alloys.
- The North American market for gray and ductile iron filters, mainly used in the manufacture of engine blocks and gearbox housings.
- Bespoke 3D printed ceramic filters used in the global market for aerospace and industrial gas turbine exotic alloy turbine blades.

Consistent strategy, resilience and growth

We have a consistent strategy and business model with a long track record of growth, cash generation and investment.

We focus on markets with long-term growth potential.

We focus on three operating segments: Aerospace & Industrial; Laboratory; and Metal Melt Quality. All have clear long-term growth drivers; We operate in attractive niche markets and, where we can, maintain barriers to entry through our specialist design and engineering skills, patent protection and quality accreditation.

Well positioned to benefit from global trends

- Tightening environmental regulation.
- Growth in analytical science.
- The need for clean water.
- The development of carbon-efficient transportation.
- The replacement of plastic and steel by aluminium.
- The drive for manufacturing process quality and efficiency.

➔ **Divisional performance** on pages: 10 to 15.

We look for applications where product use is mandated and replacement demand is regular.

Our products typically reduce emissions or protect complex downstream systems and, as a result, are replaced regularly. A high proportion of our annual revenue is from repeat orders.

Repeat orders

- Aviation filters are replaced as part of regular maintenance checks.
- Metal melt filters are replaced after each use.
- Sample preparation filters used in analytical sciences are replaced after each use.

Strong relationships

- We have close long-term relationships with customers, suppliers and other stakeholders, centred on trust and collaboration.
- Our people deliver our success and a diverse and inclusive culture supports performance and growth.

We make new product development a core business activity.

Through a focus on new product development, we aim to generate growth rates in excess of the market. Where possible, we build intellectual property around our product developments.

Robust intellectual property

- Most individual filtration products and technical laboratory consumables require process qualification.
- All aviation filters have design accreditation.

Key global growth trends offer opportunities for Povair



• Tightening environmental regulation



• Growth in analytical science



• The need for clean water



• The development of carbon-efficient transportation



• The replacement of plastic and steel by aluminium



• The drive for manufacturing process quality and efficiency

Increasing demand for our products and solutions is driven by established global growth trends, strong customer relationships, technical excellence and the move towards a sustainable future.

We establish geographic presence where end-markets require.

Our geographic presence follows the markets we serve. In the last twelve months: 49% of revenue was in the Americas; 18% in Asia; 21% in Continental Europe; 11% in the UK; and 1% in Africa. The Group has plants in the UK, US, Germany, Hungary, the Netherlands, Belgium, India and China. In the last twelve months: 53% of revenue was manufactured in the US; 28% in the UK; 16% in Continental Europe; and 3% in China.

Geography

- Most aviation engineering is carried out in the US and EU, with China and Brazil also active.
- Water cleanliness regulation is growing throughout the world.
- Most higher grades of aluminium are smelted in the US, Middle East and China.

Regional dynamics in 2023

16%

In 2023, 16% (2022: 13%) of Group manufacturing revenue is manufactured in Continental Europe, an increase reflecting the acquisition of Ratiolab in July 2023.

We invest in both organic and acquired growth.

We aim to meet dividend and investment needs from free cash flow and modest borrowing facilities. In recent years we have expanded manufacturing capacity in the UK, Germany, US, India and China and made several acquisitions expanding our footprint into the Netherlands, Belgium and Hungary. All investments are subject to a hurdle rate analysis based on strategic and financial priorities.

Key developments

- Over the last five years the Group has delivered £95.5 million in cash from operations and invested £50.1 million in capital expenditure and acquisitions.
- In 2023 the Group generated £24.1 million in cash from operations and invested £18.7 million in capital expenditure and acquisitions.

Cash generated from operations

£24.1m

Capital expenditure and acquisitions

£18.7m

We are a responsible and sustainable business.

From clean water analysis to lightweight sustainable metals; from reducing marine pollution to filtration in energy and industrial process; Porvair's capabilities help to address key environmental challenges for our customers.

ESG is at the heart of who we are and what we do

Porvair contributes to a sustainable future through the products we make; the way we operate; and how we engage with our employees.

Carbon intensity reduction

23%

Having reduced our carbon intensity by 22% between 2020 and 2022, we set a target to reduce our carbon intensity by a further 10% between 2022 and 2025. In 2023 we reduced our intensity by a further 1%.

Gender diversity

33%

We are committed to developing a diverse and inclusive workplace. 33% of the Group's permanent workforce are female.

Engagement and decision-making

s172

Open, regular and transparent engagement with stakeholders is integral to decision-making and to the way we do business and ensures we continue to operate in a balanced and responsible way.

➔ **ESG report** on pages: 28 to 47.

Chair's statement

A year of record profit.



The Group's fundamental demand drivers have not changed. It is these trends that drive the Group's consistent longer-term trading record and enables the Board to look ahead with confidence.

John Nicholas, Chair

Net cash

£14.1m

Net cash was £14.1 million (2022: £18.3 million) after investing £18.7 million (2022: £5.9 million) in capital expenditure and acquisitions.

Dividend

6.0p

The dividend increased to 6.0 pence per share (2022: 5.7 pence).

Progressive dividend policy

4.0p

The Board re-affirms its progressive dividend policy and recommends a final dividend of 4.0 pence per share.

Introduction

Porvair's strategic purpose is the development of specialist filtration, laboratory and environmental technology businesses for the benefit of all stakeholders. Principal measures of success include consistent earnings growth and selected ESG metrics as set out in the Group's ESG report on pages 28 to 47.

The Group is positioned to benefit from global trends: tightening environmental regulation; growth in analytical science; the need for clean water; the development of carbon-efficient transportation; the replacement of plastic and steel by aluminium; and the drive for manufacturing process quality and efficiency.

2023 was another year of record profits for the Group and another year when these have been achieved despite variable trading patterns across markets served. Porvair's devolved management structure is helpful in such trading conditions, enabling key commercial decisions to be made close to the customer.

Our long-term growth record, 8% p.a. revenue growth and 12% p.a. adjusted earnings per share growth over a 15 year period, gives the Board confidence in the Group's capabilities and is the basis for capital allocation and planning decisions.

Results

Revenue in the year to 30 November 2023 was 2% higher at £176.0 million (2022: £172.6 million). Operating profit was 7% higher at £21.2 million (2022: £19.8 million) and adjusted operating profit was 10% higher at £22.6 million (2022: £20.5 million). Basic earnings per share were 34.8 pence (2022: 32.1 pence) and adjusted earnings per share were 37.2 pence (2022: 33.2 pence). At 30 November 2023 the Group had net cash of £14.1 million (2022: £18.3 million) after investing £18.7 million (2022: £5.9 million) in capital expenditure and acquisitions.

Key Board decisions

The principal decisions taken by the Board in 2023 were those of a strategic nature that are significant to any of our key stakeholder groups. In 2023 these were: decisions to acquire three businesses, Ratiolab, European Filter Corporation, and certain business and assets of HRW to expand the capabilities of the Aerospace & Industrial division and the Laboratory division; the decision to pay the interim dividend and recommend the final dividend for 2023; and approval of the Porvair strategic plan for 2024 to 2027. These are described in full on page 50.

Trading outlook

After a record 2023, the Board is optimistic for 2024 and beyond. There is much to look forward to as the year unfolds: opportunities afforded by acquisitions; strong order books in aerospace and petrochemical; demand recovery in Laboratory; and new products in Seal Analytical and elsewhere. In the first half of 2024 these should offset near-term headwinds of adverse foreign exchange and de-stocking in US industrial consumables, which seems to have a few more months to run. The Group's fundamental demand drivers have not changed. Porvair remains well positioned to take advantage of tightening environmental regulation; the growth of analytical science; the need for clean water; the development of carbon-efficient transportation; the replacement of plastic and steel by aluminium; and the drive for manufacturing process quality and efficiency. It is these trends that drive the Group's consistent longer-term trading record and enables the Board to look ahead with confidence.

Strong ESG performance continues to support the move towards a sustainable future.

Dividends

The Board re-affirms its progressive dividend policy and recommends a final dividend of 4.0 pence per share, at a value of £1.8 million (2022: 3.8 pence per share, at a value of £1.7 million). The full year dividend increases by 5.3% to 6.0 pence per share, a value of £2.8 million (2022: 5.7 pence per share, a value of £2.6 million). The Company had £45.5 million (2022: £36.5 million) of distributable reserves at 30 November 2023.

Board changes

The Board comprises a Chair, two Executive Directors, and three other Independent Non-Executive Directors. Ami Sharma joined the Board on 1 January 2023 and became Chair of the Audit Committee following Jasi Halai's resignation on 31 January 2023. On 26 June 2023 Sarah Vawda joined the Board. On page 52 the Group discloses the ethnic diversity of its Directors and Executive management for the first time.

Staff

In a year of inconsistent trading, it is our staff that are the most crucial. 2023 was not straightforward with de-stocking and falling lead times complicating manufacturing operations. The staff across our 22 facilities have coped well and the Board salutes their resourcefulness and perseverance. Porvair believes in devolving management autonomy as far as possible, and our management teams are remunerated in part by how well they execute the Employee Engagement framework set out by the Board. The Board is very grateful for the hard work, enthusiasm and dedication of all our staff.

Governance

The Board sets high standards for its corporate governance. The Group has a clear purpose and demonstrates strong ethical behaviour within a framework of transparent and robust governance. It has in place monitoring systems to ensure that standards are upheld throughout the Group. The Board complied with all aspects of the 2018 UK Corporate Governance code throughout the year ended 30 November 2023.

In 2023, Employee Engagement processes were refined throughout the Group with the benefit of several years of tracking employee satisfaction and measuring the Voluntary Quit Rate. Improvements in Employee Engagement now form part of all general managers' incentive schemes.

Stakeholder engagement

Open, regular and transparent engagement with all our stakeholders is fundamental to the way we do business and ensures we operate in a balanced and responsible way. I would like to thank all our stakeholders for their continued support for the Group.

John Nicholas, Chair
2 February 2024

Stakeholders and Sustainability

We believe that strong ESG performance can be a source of competitive advantage. Our ESG framework helps us to set targets and commitments, drive progress, and enhance transparency.

Strong and effective governance and ethical practice are an essential underpinning of all our operations.

The Board actively engages with our shareholders, employees and wider stakeholder groups when making decisions, and considers the impact of Group activities on the community, environment and its reputation.

The Board is responsible and accountable for the delivery of our strategy and ensuring we sustain our ESG commitments over the long-term for the benefit of all our stakeholders.



→ **Governance** on pages: 46 and 59 to 61.
Stakeholder engagement on page:47.

Chief Executive's report

Porvair benefits from underlying growth trends that have not changed in 2023.



Our devolved management structure is helpful in variable trading conditions.

Ben Stocks, Chief Executive

Revenue

£176.0m

Revenue up 2% to £176.0 million (2022: £172.6 million).

Investment in acquisitions and capital expenditure

£18.7m

£18.7 million (2022: £5.9 million) invested in acquisitions and capital expenditure.

Operating review

2023 was another year of record profits for the Group and another year when these have been achieved, despite variable trading patterns across markets served.

Demand in aerospace and petrochemical markets recovered strongly from post-pandemic lows. Water quality demand remained steady. Order books for industrial and laboratory consumables started the year strongly but declined from the second quarter as customers unwound inventory positions built up in 2022 and early 2023. By the end of the year, manufacturing lead times had mostly returned to more normal levels.

The Group navigated these inconsistent conditions satisfactorily. Productivity investments made in prior years helped support margins, as did careful management of input costs and pricing. As a result, while reported revenues were up 2%, adjusted operating profit was up 10%, a level of earnings growth consistent with the Group's five, ten and fifteen year performance. Strong cash generation meant that the year finished with £14.1 million of net cash on the balance sheet after spending around £24 million on acquisitions, capital expenditure, dividends and pension costs.

Porvair's devolved management structure is helpful in such trading conditions, enabling key commercial decisions to be made close to the customer. Annual objectives for general managers were again to deliver earnings growth, cash generation and selected ESG metrics. Details of our ESG programme are in our ESG report on pages 28 to 47.

While trading patterns across the Group in 2023 were variable, a degree of inconsistency is not unusual. It is rare that all parts of the Group perform as planned. We serve a range of markets in different parts of the world and trading can be affected by both local and global events. However, Porvair benefits from underlying growth trends that have not changed in 2023: tightening environmental regulation; the growth of analytical science; the need for clean water; the development of carbon-efficient transportation; the replacement of plastic and steel by aluminium; and the drive for manufacturing process quality and efficiency.

Financial results

| | 2023 £m | 2022 £m | Growth % |
|--|------------|------------|-------------|
| Revenue | 176.0 | 172.6 | 2 |
| Operating profit | 21.2 | 19.8 | 7 |
| Adjusted operating profit* | 22.6 | 20.5 | 10 |
| Profit before tax | 20.1 | 18.7 | 7 |
| Adjusted profit before tax* | 21.4 | 19.4 | 10 |
| | Pence | Pence | |
| Earnings per share | 34.8 | 32.1 | 8 |
| Adjusted earnings per share* | 37.2 | 33.2 | 12 |
| | £m | £m | |
| Cash generated from operations | 24.1 | 22.8 | |
| Net cash (excluding lease liabilities) | 14.1 | 18.3 | |

*See notes 2, 3 and 8 for definitions and reconciliations.

Revenue increased by 2% to £176.0 million. Profit before tax increased by 7%. Adjusted profit before tax grew by 10% and adjusted earnings per share by 12%.

Focused strategy driving consistent growth and margin expansion.

Strategy and purpose

Porvair's strategy and purpose have remained consistent for 19 years, a period that now encompasses two recessions and a pandemic. The Group's record for growth, cash generation and investment is:

| | 5 years CAGR* | 10 years CAGR* | 15 years CAGR* |
|--|------------------|-------------------|-------------------|
| Revenue growth | 6% | 8% | 8% |
| Earnings per share growth | 10% | 11% | 11% |
| Adjusted earnings per share growth | 10% | 11% | 12% |
| | £m | £m | £m |
| Cash from operations | 95.5 | 163.9 | 207.6 |
| Investment in acquisitions and capital expenditure | 50.1 | 92.6 | 106.6 |

*Compound annual growth rate.

This longer-term growth record gives the Board confidence in the Group's capabilities and is the basis for capital allocation and planning decisions.

Strategic statement and business model

Porvair's strategic purpose is the development of specialist filtration, laboratory and environmental technology businesses for the benefit of all stakeholders. Principal measures of success include consistent earnings growth and selected ESG metrics as set out in the Group's ESG report.

The Group is positioned to benefit from global trends: tightening environmental regulation; growth in analytical science; the need for clean water; the development of carbon-efficient transportation; the replacement of plastic and steel by aluminium; and the drive for manufacturing process quality and efficiency.

Porvair businesses have certain key characteristics in common:

- specialist design, engineering or commercial skills are required;
- product use and replacement is mandated by regulation, quality accreditation or a maintenance cycle; and
- products are typically designed into a system that will have a long life-cycle and must perform to a given specification.

Orders are won by offering the best technical solutions or commercial service at an acceptable cost. Technical expertise is necessary in all markets served. New products are often adaptations of existing designs with attributes validated in our own test and measurement laboratories. Experience in specific markets and applications is valuable in building customer confidence. Domain knowledge is important, as is deciding where to direct resources.

This leads the Group to:

1. Focus on markets with long-term growth potential;
2. Look for applications where product use is mandated and replacement demand is regular;
3. Make new product development a core business activity;
4. Establish geographic presence where end-markets require; and
5. Invest in both organic and acquired growth.

Environmental, Social and Governance ("ESG")

The Board understands that responsible business development is essential for creating long-term value for stakeholders. Most of the products made by Porvair are used to the benefit of the environment. Our water analysis

equipment measures contamination levels in water. Industrial filters are typically needed to reduce emissions or improve efficiency. Aerospace filters improve safety and reliability. Nuclear filters confine fissile materials. Metal Melt Quality filters reduce waste and help improve the strength to weight ratio of metal components.

A full ESG report is published within this Annual Report, setting out:

- Porvair's ESG management framework, goals and TCFD reporting;
- how climate change and a Net Zero carbon future might affect markets served by the Group;
- ESG metrics and results; and
- how the Group has acted for the benefit of its stakeholders in 2023.

Our strategic priorities

We maintain a conservative balance sheet and focus on strong cash generation, to provide the resources to deliver on our strategic priorities for long-term growth.



- Place an emphasis on skills development, talent and training in a devolved management structure.



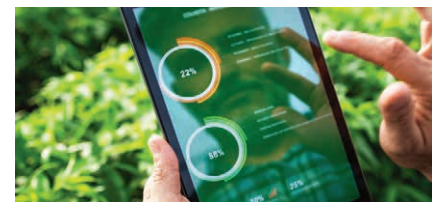
- Support new product development.



- Allocate capital to higher growth segments; efficiency enhancements; and capacity increases.



- Acquire suitable bolt-on assets as appropriate.



- Meet our ESG targets.

Chief Executive's report continued

AEROSPACE & INDUSTRIAL

Divisional performance

The Aerospace & Industrial division designs and manufactures a wide range of specialist filtration products, demand for which is driven by customers seeking better engineered, cleaner, safer or more efficient operations.

Principal markets

- Aerospace
- General Industrial
- Energy
- Petrochemical



Stronger demand is supporting aerospace recovery and growth

+95.7%

With the demand for air travel returning, passenger traffic continues to recover, demonstrating the vital role air travel plays in connecting people and driving international trade. Global air traffic reached 95.7% of pre-Covid levels in August 2023, with revenue passenger kilometres (RPK) increasing by 28.4% when compared to August 2022.

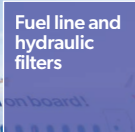
Source: IATA



Fuel tank inerting



Aircraft control coolant systems



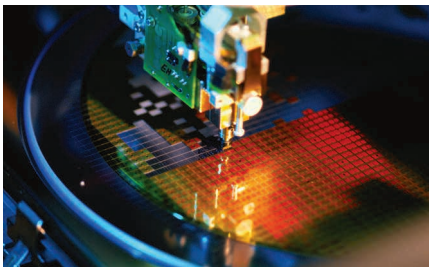
Fuel line and hydraulic filters

Custom engineered solutions

The fuel tank inerting filters used on most Boeing and Airbus passenger aircraft continue to be upgraded and improved. Component parts have been redesigned to improve performance and ensure reliability in the supply chain. A new 3 stage filter assembly has been qualified for the Airbus single Aisle XLR programme which is scheduled for EASA certification in 2024.

Strong performance at Royal Dahlman

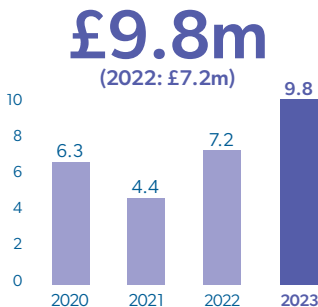
Dahlman's engineering project design and delivery business, our UK based filter candle making capability and our engineering operations in India, combined in 2023 to win several FCC slurry oil systems in the Indian market.



Performance summary

- Adjusted operating profit up 36%
- Aerospace and petrochemical revenue up 20%
- Adjusted operating margins 14.5%
- Business and assets of HRW acquired
- EFC acquired in December 2023

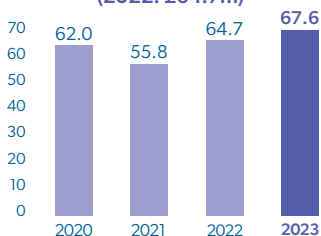
Adjusted operating profit* (£m)



*See notes 2 and 3 for definitions and reconciliations.

Revenue (£m)

£67.6m
(2022: £64.7m)



Financial performance 2023

| | 2023 £m | 2022 £m | Growth % |
|----------------------------|------------|------------|-------------|
| Revenue | 67.6 | 64.7 | 4 |
| Operating profit | 9.3 | 6.8 | 37 |
| Adjusted operating profit* | 9.8 | 7.2 | 36 |

*See notes 2 and 3 for definitions and reconciliations.

Performance in 2023

The Aerospace & Industrial division designs and manufactures a wide range of specialist filtration products, demand for which is driven by customers seeking better engineered, cleaner, safer or more efficient operations. Differentiation is achieved through design engineering; the development of intellectual property; quality accreditations; and customer service.

Revenue in the year grew by 4%. Aerospace and petrochemical markets were up around 20%, offsetting the de-stocking effects in wider industrial markets. Tightening emissions regulations in the petrochemical market led to strong project demand, notably in India. Passenger air miles returned to pre-pandemic levels. Adjusted operating profits rose 36%. Adjusted operating margins increased to 14.5% (2022: 11.1%), the result of better manufacturing efficiencies from stronger aerospace demand; close management of margins; productivity investments made in prior years; and the partial resolution of contractual obligations from prior years.

One acquisition was made during the year and one in December 2023. Our microelectronic filtration facility in Boise expanded its manufacturing capability with the acquisition of certain business and assets of HRW Inc. Integration has gone well and the larger entity was better able to navigate a difficult year for semi-conductor volumes. This has always been a volatile market and is expected to recover in 2024. We completed the acquisition of the European Filter Corporation ("EFC") in the first trading week of the new financial year. EFC has expertise in the manufacture of mist elimination filters which are used in the production of industrial feedstocks. It also has well established industrial filtration sales channels in north east Europe and we expect to find opportunities for both cross sales and cross manufacture.



Investment in capacity and enhanced production capabilities is improving operational efficiency and driving margins.

Chief Executive's report continued

LABORATORY

Divisional performance

The Laboratory division designs and manufactures instruments and consumables for use in environmental and bioscience laboratories, with a particular focus on water analysis instruments, diagnostics and sample preparation equipment.

Principal markets

- Environmental laboratories
- Sample preparation
- Chromatography
- Instruments and consumables

Innovation and consistent new product development for environmental laboratories

Building on the success of the AQ700 high throughput discrete analyser launched in 2022, Seal has developed a semi-volatile sample preparation robot on the same platform, for use by the same large environmental laboratories.

AQ700
automation

Robotic
samplers

Modular
AA500



Tightening regulation and the need for clean water drives increasing demand

+40%

The market for clean water and environmental testing is growing throughout the world as more of the world's population seeks access to clean water and environmental regulations tighten. Global freshwater demand is predicted to exceed supply by 40% by 2030.

Source: UN



Acquisition – Ratiolab adds European manufacturing and distribution capabilities

Ratiolab brings manufacturing capabilities and strong European distribution to the Group. The Laboratory division now has a broad product offering for chromatography, sample preparation and environmental laboratories in Europe and the US.



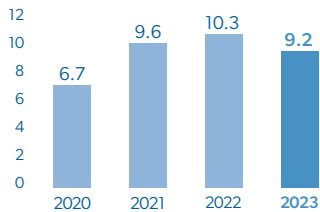
Ratiolab manufactures, fills and packs pipette tips using a fully automated injection moulding press and robotic handling system.

Performance summary

- Revenue down 4%
- Adjusted operating profit down 11%
- Strong year for Seal Analytical
- Ratiolab acquired

Adjusted operating profit* (£m)

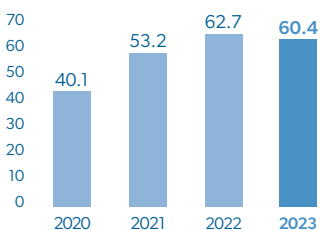
£9.2m
(2022: £10.3m)



*See notes 2 and 3 for definitions and reconciliations.

Revenue (£m)

£60.4m
(2022: £62.7m)



Financial performance 2023

| | 2023 £m | 2022 £m | Growth % |
|----------------------------|------------|------------|-------------|
| Revenue | 60.4 | 62.7 | (4) |
| Operating profit | 8.8 | 10.0 | (12) |
| Adjusted operating profit* | 9.2 | 10.3 | (11) |

*See notes 2 and 3 for definitions and reconciliations.

Performance in 2023

The Laboratory division has two operating businesses: Povair Sciences (including Finneran, Kbiosystems and from July 2023, Ratiolab) and Seal Analytical.

- Povair Sciences manufactures laboratory filters, small instruments and associated consumables, for which demand is driven by sample preparation in analytical laboratories. Differentiation is achieved through proprietary manufacturing capabilities, control of filtration media, and customer service.
- Seal Analytical supplies instruments and consumables to environmental laboratories, for which demand is driven by water quality regulations. Differentiation is achieved through consistent new product development focused on improving detection limits, and improving laboratory automation.

As with the wider Group, the Laboratory division experienced some inconsistency in demand in 2023. Reported revenues fell 4% and adjusted operating profits by 11%. Within this, Seal Analytical had another strong year, showing both sales and profit growth; but

Povair Sciences, which mainly manufactures laboratory consumables, suffered from significant market de-stocking. Across the laboratory supply industry, inventory levels – artificially high through the supply disruptions of 2022 – rebalanced. As a result, lead times fell through the year: at Finneran for example, a 14-16 week lead time at the start of 2023 had returned to 2-4 weeks by November 2023 – a more usual level. These changing order patterns affected profits but were offset to a degree by careful cost management. Staff numbers in Povair Sciences were reduced by 8% through the year. Adjusted operating margins across the division were 15.2% (2022: 16.4%). The Board does not see any change in the fundamental growth drivers in these markets. Indeed, Seal Analytical's success in 2023 was buoyed by new products specifically designed to address laboratory consolidation and automation; high sample throughput; and more accurate detection limits.

In July, the Group acquired Ratiolab which makes and sells a range of laboratory consumables. Based in Germany and Hungary, Ratiolab offers complementary products and new routes to market. It also adds European manufacturing and tool making expertise. We expect to find benefits in both cross manufacturing and cross selling. Integration is well underway and we should see the benefits of the acquisition in 2024.

Chief Executive's report continued

METAL MELT QUALITY

Divisional performance

The Metal Melt Quality division designs and manufactures porous ceramic filters for the filtration of molten metals. It is the world leader in the filtration of cast house aluminium and superalloys.

Principal markets

- Global Aluminium
- US Foundry
- Superalloys



Global demand for aluminium driven by its lightweight and recyclability

6% p.a.

Aluminium demand, replacing steel and plastics, is expected to grow by 6% p.a. up to 2030 from electric vehicle growth, the switch to aluminium food and beverage packaging, growth in consumer electronics and the drive to lighter weight aerospace components.

45 kg per vehicle

The aluminium content of cars and light trucks is expected to increase by 45kg per vehicle between 2020 and 2030.

98% recycled

98% of recycled aluminium cans are recycled again compared with 60% for glass and 20% for plastic bottles.

Sources: European Aluminium, VISION 2050; ESOMAR, Vantage Market Research; and alucycle.international-aluminium.org



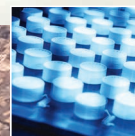
Strong and differentiated filtration to meet unique filtration challenges

High magnesium alloys and lithium alloys of aluminium increase the strength to weight ratio of the metal, vital for lightweight applications such as aerospace and electric vehicle components. Povair CS-X™ and CS-T™ are the world leading products in the technically difficult filtration of these alloys.

Ceramic foam filters

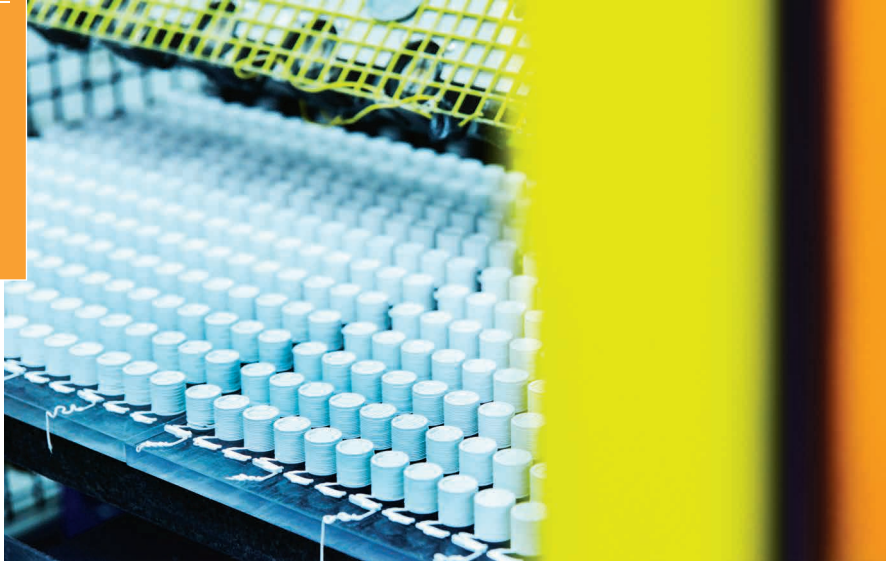
Lattice® filters

Matrix® filters



Metallurgical expertise and product innovation

The Povair metallurgical lab drives improvements in our customers operations through innovation of new products and molten metal application troubleshooting in cast house facilities.

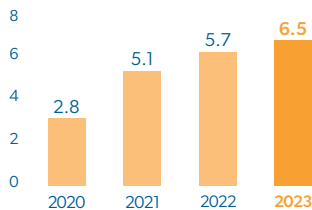


Performance summary

- Revenue at record levels up 6%
- Adjusted operating profit up 14%

Adjusted operating profit* (£m)

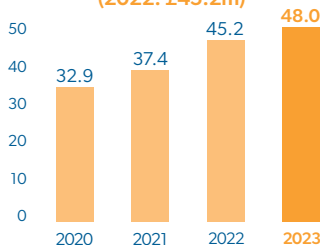
£6.5m
 (2022: £5.7m)



*See notes 2 and 3 for definitions and reconciliations.

Revenue (£m)

£48.0m
 (2022: £45.2m)



Financial performance 2023

| | 2023 £m | 2022 £m | Growth % |
|----------------------------|------------|------------|-------------|
| Revenue | 48.0 | 45.2 | 6 |
| Operating profit | 6.5 | 5.7 | 14 |
| Adjusted operating profit* | 6.5 | 5.7 | 14 |

*See notes 2 and 3 for definitions and reconciliations.

Performance in 2023

The Metal Melt Quality division manufactures filters for molten aluminium, ductile iron and nickel-cobalt alloys. It has a well-differentiated product range based on patented products and extensive experience in melt quality assessment.

2023 was a record year with revenue up 6% at an adjusted operating margin of 13.5% (2022: 12.6%). Demand was robust in the first half with all three plants running extra shifts for several months. The Chinese satellite plant had a profitable and cash-generative year. Some de-stocking became apparent in the second half, notably in general industrial filters, and lead times fell. Demand for aerospace related filtration continues to grow and the underlying position of the aluminium market is promising. The division benefitted in 2023 from re-shoring of aluminium production back to the US; growing demand for can stock as beverage packaging moves away from plastic; and the increased proportion of aluminium in electric vehicles.



Matrix® is an additive manufacturing process for making engineered structures in high temperature molten metal filtration.



Finance Director's review



A strong balance sheet, together with margin improvement, has underpinned our financial performance.

James Mills, Group Finance Director

Adjusted operating profit*

£22.6m

Adjusted operating profit* up 10% to £22.6 million (2022: £20.5 million).

*See notes 2 and 3 for definitions and reconciliations.

Cash generated from operations

£24.1m

Cash generated from operations was £24.1 million (2022: £22.8 million).

Group results

| | 2023 £m | 2022 £m | Growth % |
|-------------------|------------|------------|-------------|
| Revenue | 176.0 | 172.6 | 2 |
| Operating profit | 21.2 | 19.8 | 7 |
| Profit before tax | 20.1 | 18.7 | 7 |
| Profit after tax | 16.0 | 14.7 | 9 |

Revenue was 2% higher on a reported currency basis and 1% higher at constant currency (see note 2). Operating profit was £21.2 million (2022: £19.8 million) and profit before tax was £20.1 million (2022: £18.7 million). Profit after tax was £16.0 million (2022: £14.7 million). An operating review, together with a review of divisional performance, is included in the Chief Executive's report above.

Alternative performance measures – profit

| | 2023 £m | 2022 £m | Growth % |
|----------------------------|------------|------------|-------------|
| Adjusted operating profit | 22.6 | 20.5 | 10 |
| Adjusted profit before tax | 21.4 | 19.4 | 10 |
| Adjusted profit after tax | 17.1 | 15.3 | 12 |

The Group presents alternative performance measures to enable a better understanding of its trading performance (see note 2). Adjusted operating profit and adjusted profit before tax exclude items that are considered significant and where treatment as an adjusting item provides a more consistent assessment of the Group's trading performance. Adjusting items of £1.3 million (2022: £0.7 million) comprise £0.9 million (2022: £0.7 million) for the amortisation of acquired intangible assets and £0.4 million (2022: £nil) for costs incurred in relation to the acquisition of certain business and assets from HRW Inc.; the 100% share capital of Ratiolab, which completed in July 2023; and the 100% share capital of EFC, which completed in December 2023. Details of these adjusting items are included within note 2.

Impact of exchange rate movements on performance

The international nature of the Group's business means that relative movements in exchange rates can affect reported performance. The rates used for translating the results of overseas operations were:

| | 2023 | 2022 |
|---|----------|----------|
| Average rate for translating the results: | | |
| US \$ denominated operations | \$1.24:£ | \$1.25:£ |
| Euro denominated operations | €1.15:£ | €1.18:£ |
| Closing rate for translating the balance sheet: | | |
| US \$ denominated operations | \$1.27:£ | \$1.19:£ |
| Euro denominated operations | €1.16:£ | €1.16:£ |

During the year, the Group sold US\$28.5 million (2022: US\$25.0 million) at a net rate of US\$1.21:£1 (2022: US\$1.29:£1) and purchased €4.6 million (2022: sold €2.6 million) at a net rate of €1.15:£1 (2022: €1.19:£1). At 30 November 2023, the Group had US\$10.0 million (2022: US\$13.0 million) and €nil (2022: €0.4 million) of outstanding forward foreign exchange contracts; hedge accounting has not been applied to these contracts.

Finance costs

Net finance costs comprise interest on borrowings; lease liabilities; the Group's retirement benefit obligations; together with the cost of unwinding discounts on provisions and other payables. The Group also incurred undrawn commitment fees on the Group's banking facilities, though these fees were more than offset by interest income from deposits. Net finance costs in the year remained relatively flat at £1.2 million (2022: £1.1 million). Interest cover from operating profit was 18 times (2022: 18 times). Interest cover from operating profit for bank finance costs only was 65 times (2022: 57 times).

Tax

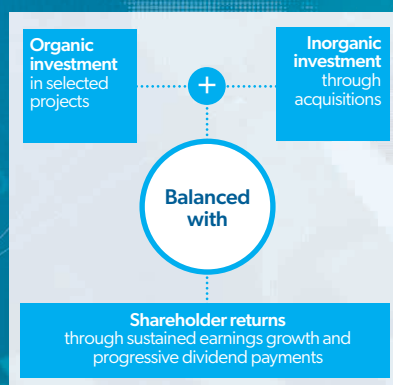
The total Group tax charge for the year was £4.1 million (2022: £4.0 million), including the tax effect of the adjusting items set out in note 2. The adjusted tax charge was £4.3 million (2022: £4.2 million), with the effective rate of income tax on adjusted profit before tax at 20% (2022: 21%). The enacted increase in UK Corporation Tax from 19% to 25% effective April 2023 resulted in a blended rate of 23% being initially applied on UK profits within this financial year.

The Group has current tax provisions of £0.6 million (2022: £0.3 million), which includes £1.1 million (2022: £1.1 million) for uncertainties relating to the interpretation of tax legislation in the Group's operating territories, offset by payments on account and amounts recoverable for overpayments of tax.

The Group carries a deferred tax asset of £0.4 million (2022: £1.0 million) and a deferred tax liability of £3.6 million (2022: £2.8 million). The deferred tax asset relates principally to the retirement benefit obligations and share-based payments. The deferred tax liability relates to accelerated capital allowances, acquired intangible assets arising on consolidation and other timing differences.

A resilient business model and strong cash generation

We have a resilient, cash-generative business model and disciplined capital allocation framework that balances investment in the business and returns to shareholders in support of our strategy to achieve consistent growth.



£95.5m

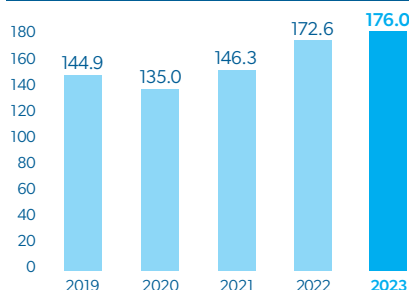
Cash from operations in the last five years.

£18.7m

Capital expenditure and acquisitions in 2023.

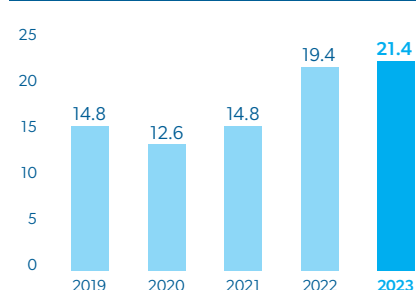
Turnover (£m)

£176.0m



Adjusted profit before tax* (£m)

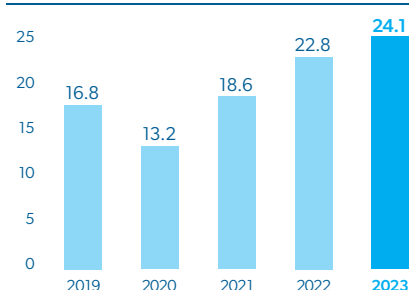
£21.4m



*See notes 2 and 3 for definitions and reconciliations.

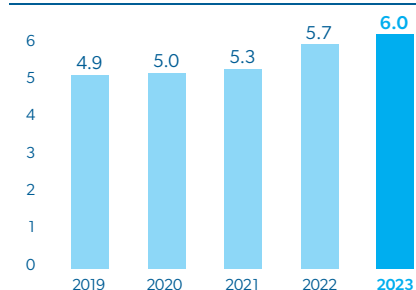
Cash generated from operations (£m)

£24.1m



Dividend (pence per share)

6.0p



Finance Director's review continued

Total equity and distributable reserves

Total equity at 30 November 2023 was £140.4 million (2022: £131.1 million), an increase of 7% over the prior year. The net increase in total equity includes profit after tax of £16.0 million (2022: £14.7 million), a net of tax actuarial gain of £0.2 million (2022: £1.3 million), together with a £4.6 million exchange loss (2022: £7.8 million gain) on the retranslation of foreign subsidiaries.

The Company had £45.5 million (2022: £36.5 million) of distributable reserves at 30 November 2023. The Company's distributable reserves increased in the year from dividends received from Group companies, and decreased in the year from head office costs and dividends paid to shareholders.



Cash flow, cash and net debt

The table below summarises the key elements of the cash flow for the year:

| | 2023 £m | 2022 £m |
|--|------------|------------|
| Operating cash flow before working capital | 29.1 | 26.9 |
| Working capital movement | (2.8) | (2.7) |
| Post-employment benefits (net cash movement) | (2.2) | (1.4) |
| Cash generated from operations | 24.1 | 22.8 |
| Interest | (0.3) | (0.4) |
| Tax | (3.0) | (4.1) |
| Capital expenditure | (4.8) | (4.9) |
| | 16.0 | 13.4 |
| Acquisitions | (13.9) | (1.0) |
| Share issue proceeds | 0.1 | 0.5 |
| Purchase of Employee Benefit Trust shares | (0.7) | (0.7) |
| Increase in borrowings | 9.8 | - |
| Decrease in borrowings | (9.8) | (5.0) |
| Dividends | (2.7) | (2.5) |
| Repayment of lease liabilities | (2.6) | (2.5) |
| (Decrease)/increase in cash | (3.8) | 2.2 |

| | 2023 £m | 2022 £m |
|--|------------|------------|
| Net cash/(debt) reconciliation | | |
| Net cash/(debt) at 1 December | 6.8 | (2.0) |
| (Decrease)/increase in cash | (3.8) | 2.2 |
| Net movement in borrowings | - | 5.0 |
| (Increase)/decrease in lease liabilities | (2.1) | 1.2 |
| Exchange | (0.2) | 0.4 |
| Net cash at 30 November | 0.7 | 6.8 |
| Net cash | 14.1 | 18.3 |
| Lease liabilities | (13.4) | (11.5) |
| Net cash at 30 November | 0.7 | 6.8 |

Generating free cash flow is central to the Group's business model. Cash generated from operations was £24.1 million (2022: £22.8 million), with net working capital increasing by £2.8 million (2022: £2.7 million). The Group started the year with net cash (excluding lease liabilities) of £18.3 million and finished the year with £14.1 million, having invested £18.7 million (2022: £5.9 million) in capital expenditure and acquisitions.

Bank borrowings at 30 November 2023 were £nil (2022: £nil). As at 30 November 2023, the Group had €27.8 million/£24.0 million (2022: €27.7 million/£23.9 million) of unused credit facilities and an unutilised £2.5 million (2022: £2.5 million) net overdraft facility.

Capital expenditure

Capital expenditure on property, plant and equipment was £4.8 million (2022: £4.9 million), as the Group continued with investment in capital projects with a particular emphasis on automation, productivity and capacity.

Acquisitions

On 3 March 2023, the Group acquired certain business and assets from HRW Inc. Total consideration was £0.9 million, of which £0.2 million is deferred.

On 14 July 2023, the Group completed its acquisition of 100% of the share capital of Ratiolab GmbH and Ratiolab Kft. ("Ratiolab") on a cash free, debt free basis and subject to an agreed level of working capital. Consideration was £8.1 million with acquired net debt of £4.0 million being settled on or shortly after acquisition.

Further details of the acquisitions made in the year are disclosed in note 25.

On 25 February 2021, the Group acquired 100% of the share capital of Kbiosystems. Contingent consideration paid in the year ended 30 November 2023 was £1.1 million (2022: £1.0 million). No further contingent consideration is payable for Kbiosystems.

Events after the reporting date

Following the year-end, on 4 December 2023, the Group acquired 100% of the share capital of European Filter Corporation NV ("EFC") on a cash free, debt free basis and subject to an agreed level of working capital. Initial consideration was £10.3 million. Further details are disclosed in note 26.

Provisions and contingent liabilities

The Group has £3.6 million (2022: £4.0 million) of provisions for dilapidations and performance warranties. £1.5 million of warranty provisions have been created for sales made in the year, whilst £1.6 million of warranty provisions have been released in the year, following the latest estimate of the expected costs to be incurred.

The Group has US\$nil (2022: US\$1.0 million) and €3.0 million (2022: €1.0 million) of unexpired advanced payment and performance bonds issued in the ordinary course of business. The advanced payment bonds are expected to expire no later than October 2024 and the performance bonds no later than July 2027.

Retirement benefit obligations

Retirement benefit obligations measured in accordance with IAS 19 – *Employee Benefits* were £7.7 million (2022: £9.8 million). The Group supports its defined benefit pension scheme in the UK (“the Plan”), which is closed to new entrants, and provides access to defined contribution schemes for its other employees. The Plan’s liabilities decreased in the year to £30.8 million (2022: £34.1 million). The Plan’s assets also decreased in the year to £23.3 million (2022: £24.5 million). Following a change in financial assumptions, including an increase in the discount rate, a net of tax actuarial gain of £0.2 million (2022: gain of £1.3 million) was recognised within the statement of comprehensive income. Cash contributions paid to the Plan were £2.6 million (2022: £2.1 million), which included a deficit recovery payment of £2.1 million (2022: £1.6 million).

Finance and treasury policy

The treasury function at Povair is managed centrally, under Board supervision. It seeks to limit the Group’s trading exposure to currency movements. The Group does not hedge against the impact of exchange rate movements on the translation of profits and losses of overseas operations. The Group finances its operations through share capital, retained profits and, when required, bank debt. It has adequate facilities to finance its current operations and capital plans for the foreseeable future.

James Mills
 Group Finance Director
 2 February 2024



Organic investment and acquisitions

£18.7m

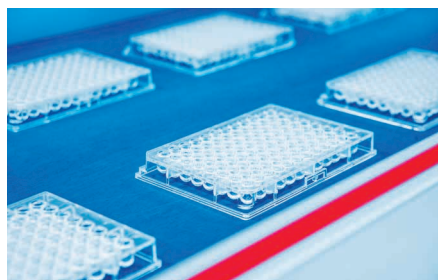
In considering its long-term development, the Board will allocate capital and resources according to strategic priorities.

These include:

- investments in research and development, sales and marketing;
- capital expenditures to boost organic growth and production capabilities; and
- acquisitions to increase product ranges, technical expertise or routes to market.

The Group seeks to balance the short-term costs of these investments with their likely future benefit.

The Board made three acquisition decisions in 2023 in support of its stated strategy of developing specialist filtration, laboratory and environmental technology businesses. It acquired certain business and assets from HRW in March 2023 as a bolt-on to the industrial filtration unit in Boise, ID; Ratiolab in July 2023 to expand the footprint of the Laboratory division; and EFC, a Belgian manufacturer and distributor for the Aerospace & Industrial division, that completed in December 2023.



→ **Principal risks and uncertainties** on pages: 22 to 25.
Viability and going concern on pages: 26 and 27.
s172 statement on pages: 48 to 50.
ESG report on pages: 28 to 47.

Key performance indicators

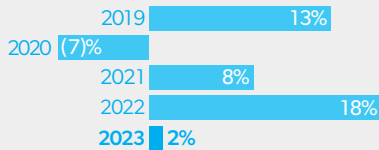
FINANCIAL KPIS

REVENUE GROWTH

1 2 3 4 5

Performance

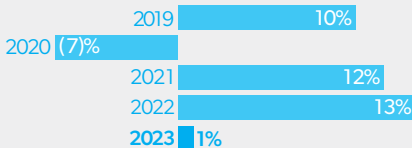
2%



REVENUE GROWTH AT CONSTANT CURRENCY

Performance

1%



Definition

Revenue growth captures our year-on-year performance in the main tenets of our business model: meeting customer requirements; developing new products; expanding geographically; and making acquisitions.

Constant currency revenue growth presents a measure of growth from the divisions in local functional currency.

Performance in 2023

The performance of the Group is explained in full in the Chief Executive's report and the Finance Director's review.

At constant currency, revenue growth within Aerospace & Industrial was 4% (2022: 13%), Laboratory a 4% reduction (2022: 14% growth), and Metal Melt Quality 6% growth (2022: 11%).

Alignment to strategic objective

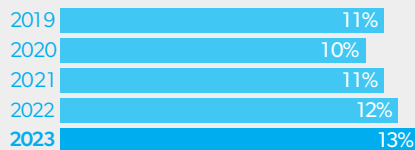
- 1 Focus on markets where we see long-term growth potential.
- 2 Look for applications where product use is mandated and replacement demand is regular.
- 3 Make new product development a core business activity.
- 4 Establish geographic presence where end-markets require.
- 5 Invest in both organic and acquired growth.

ADJUSTED OPERATING MARGIN

1 2 3

Performance

13%



Definition

Operating margins, excluding adjusting items (see note 2), demonstrate the Group's ability to turn revenue into profits.

Performance in 2023

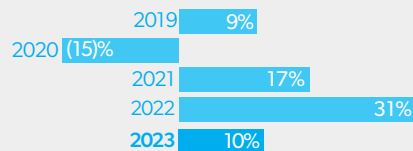
The Group adjusted operating margin increased to 12.8% (2022: 11.9%). Within the divisions, adjusted operating margins were 14.5% in Aerospace & Industrial (2022: 11.1%), 15.2% in Laboratory (2022: 16.4%), and 13.5% in Metal Melt Quality (2022: 12.6%).

ADJUSTED PROFIT BEFORE TAX (PBT) GROWTH

1 2 3

Performance

10%



Definition

Adjusted PBT growth, which excludes adjusting items (see note 2), measures profit growth before corporation tax.

Performance in 2023

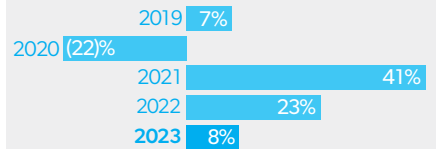
The performance is described in full in the Chief Executive's report and the Finance Director's review. Revenue growth of 2% has delivered 10% growth at an adjusted PBT level. Productivity investments made in prior years helped support margins, as did careful management of input costs and pricing.

BASIC EARNINGS PER SHARE (EPS) GROWTH

1 2 3

Performance

8%



Definition

Basic EPS growth gives a measure of the Group's ability to deliver consistent earnings growth for its shareholders.

Performance in 2023

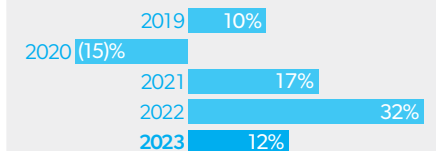
Basic EPS growth reflects the growth in PBT (as described in the Adjusted profit before tax growth metric), with a 21% effective rate of corporation tax (2022: 21%).

ADJUSTED BASIC EARNINGS PER SHARE (EPS) GROWTH

1 2 3

Performance

12%



Definition

Adjusted basic EPS growth, which excludes adjusting items (see note 2), gives a measure of the Group's ability to deliver consistent earnings growth for its shareholders.

Performance in 2023

Adjusted basic EPS has grown ahead of adjusted PBT, with a 20% effective rate of corporation tax (2022: 21%).

- **Strategy and business model** on pages: 2 to 5 and 8 and 9.
Principal risks and uncertainties on pages: 22 to 25.
Remuneration report on pages: 65 to 82.
ESG report on pages: 28 to 47.

Remuneration & Risk

Variable remuneration of the Executive Directors is based on adjusted EPS growth, cash generation from operations and other non-financial metrics including ESG performance. Senior management variable remuneration is based on cash generation from operations, non-financial metrics including ESG performance and longer-term operating profit. Further details on remuneration policies and the metrics used to determine them are set out in the Remuneration report.

We recognise that the management of risk has a key role to play in the achievement of our strategy and KPIs.

Non-financial KPIs

Non-financial KPIs seek to measure the performance of important aspects of the business that cannot be measured through financial reporting. The Group reports on:

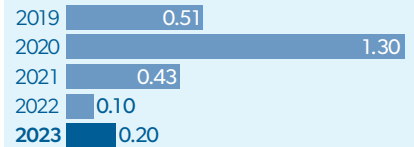
- The Voluntary Quit Rate of employees;
- Lost Time Accidents; and
- Greenhouse Gas Intensity.

NON-FINANCIAL KPIs

LOST TIME ACCIDENTS PER 100 EMPLOYEES

Performance

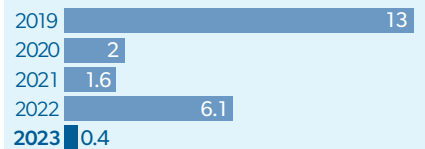
0.20



DAYS LOST TO ACCIDENTS PER 100 EMPLOYEES

Performance

0.4



Definition

Lost time accidents and days lost per 100 employees gives a measure of the frequency and severity of accidents in our plants.

Performance in 2023

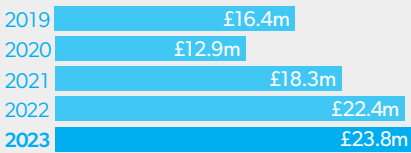
There were only 2 lost time accidents in 2023 resulting in 2 days off each.

CASH GENERATED FROM OPERATIONS LESS NET INTEREST

① ② ③

Performance

£23.8m



Definition

Cash generated from operations less net interest gives a measure of the cash generating capabilities of underlying operations.

Performance in 2023

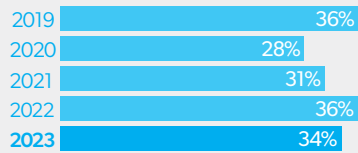
The Group's cash performance was strong driven by a continued focus on working capital management.

ADJUSTED POST TAX RETURN ON OPERATING CAPITAL

① ② ③

Performance

34%



Definition

Adjusted post tax return on operating capital employed gives a measure of financial return from invested capital in the business, excluding goodwill arising on acquisitions, the Group's retirement benefit obligations (net of deferred tax) and net cash.

Performance in 2023

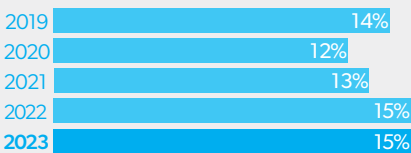
The Group's adjusted return on operating capital of 34% (2022: 36%) reduced on prior year, with the capital invested in acquisitions contributing for a part year only (see note 2 for definitions).

ADJUSTED POST TAX RETURN ON CAPITAL EMPLOYED

① ② ③

Performance

15%



Definition

Adjusted post tax return on capital employed gives a measure of financial return from all invested capital in the business, excluding net cash. A return higher than the Group's weighted average cost of capital is satisfactory.

Performance in 2023

The Group's adjusted return on capital employed of 15% (2022: 15%) remained flat on prior year, with the capital invested in acquisitions contributing for a part year only (see note 2 for definitions).

VOLUNTARY QUIT RATE

Definition

The Voluntary Quit Rate measures the number of resignations per plant as a percentage of the average number of employees in each plant. The Board uses this metric on a plant by plant basis, in conjunction with staff surveys as part of its assessment of employee satisfaction.

Performance in 2023

The median plant Voluntary Quit Rate remains in line with the prior year but the Voluntary Quit Rate has fallen indicating that the plants with the highest quit rates in the prior year have improved this year. Improved Employee Engagement processes are having an impact on staff retention particularly on the plants with the highest staff turnover.

9.0%

The Group Voluntary Quit Rate was 9.0% (2022: 12.2%).

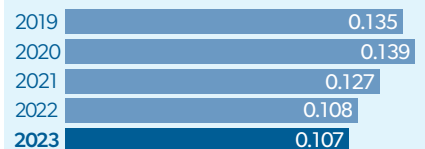
6.9%

The median plant had a Voluntary Quit Rate of 6.9% (2022: 7.1%).

GREENHOUSE GAS TOTAL INTENSITY RATIO

Performance

0.107



Definition

The total intensity ratio is measured in kilogrammes of CO₂ per pound Sterling of revenue.

Performance in 2023

Greenhouse gas emissions were 1% higher in 2023, but revenue was 2% higher resulting in a 1% reduction in the intensity ratio.

Alignment to strategic objective

- 1 Focus on markets where we see long-term growth potential.
- 2 Look for applications where product use is mandated and replacement demand is regular.
- 3 Make new product development a core business activity.
- 4 Establish geographic presence where end-markets require.
- 5 Invest in both organic and acquired growth.

Change in level of risk:

- ↔ No change to risk
- ↘ Risk exposure reduced
- ↗ Risk exposure increased

EMERGING RISKS

ER 1 – PANDEMIC RISK

The Board is mindful of the potential for further pandemics and Covid-19 continues to affect staff and suppliers periodically.

Mitigation

The Board is tolerant of health risks and sees them as inevitable in a global manufacturing business. The Group’s end-markets and operations are diverse, meaning the effects of exogenous shocks such as Covid-19 are often different in different parts of the Group, varying in both timing and degree. The Group complies with all national and local directives in pandemic response, adjusting output, operating disciplines and supply lines according to need.

1 2 3 4 5 **Change** ↔

ER 2 – REGULATION RISK – TARIFFS

Changes to trade terms can affect Group competitiveness.

Mitigation

The Board is tolerant of most trade and tariff risks and particularly monitors UK/US; UK/EU; and UK/US/China trade relations. The Board is intolerant of trading risk in parts of the world where standards of legal and commercial protection are inconsistent. The Group may amend how and where it manufactures or sells goods to minimise tariff impacts or avoid trade barriers.

1 2 3 4 5 **Change** ↔

ER 3 – ENVIRONMENTAL AND CLIMATE-RELATED RISK

Climate-related events, including extreme weather, and a disorderly transition to a low-carbon economy, have the potential to adversely impact the Group’s operations and financial well-being.

Mitigation

The Board accepts that all Group sites face certain risks from climate-related events (see also Risk E – Facilities, below), noting that Group sites are not located in high risk areas for fires and floods. The Board is averse to manufacturing processes that carry medium to high pollution risk. Management monitors relevant regulations to ensure environmental compliance in its operations, for all of which the Board has set targets for reducing carbon intensity.

The Group has set out its latest review of how a move to Net-Zero might affect Group markets and operations in its latest ESG report, where both risks and opportunities are outlined.

1 2 3 4 5 **Change** ↔

ER 4 – SUPPLY CHAIN DISRUPTION; INPUT, COST AND PRODUCTION RISK

The Group seeks stable and reliable supply chains, production processes and commercial environments. Any of these, from time to time, may deteriorate or fluctuate, as a result of global events.

Mitigation

The Board is tolerant of such risks and recognises that they are a normal part of operating internationally. It observes that the end-markets served by the Group are normally more stable than volatile. Specific mitigations to reduce volatility further include dual sourcing of key inputs, buffer stock of key supplies; long-term supply contracts for key inputs and/or customers; and regular preventative maintenance of equipment. The Group seeks to pass-on cost increases wherever goods inflation cannot be avoided.

1 2 3 4 5 **Change** ↔

Principal risks and uncertainties continued

REVENUE RISKS

A – EXISTING MARKET RISK

The Group serves a range of specialist filtration, laboratory and environmental technology markets, all of which may suffer economic downturn or instability.

Mitigation

The Board is tolerant of such risks and accepts that business cycle fluctuations are inevitable. The spread of Group activities has enabled the Group overall to perform creditably in recent downturns. Many of the Group's products are consumable and are essential to the safe operation of customers' systems and processes, so whilst volumes can be impacted by changes in economic circumstances, sustained fluctuations for other reasons are rare.

1 2

Change ⇌

B – NEW PRODUCTS AND MARKETS RISK

The Group aims to grow through new product development, expansion into new territories, and acquisitions, all of which can create new risks.

Mitigation

The Board sees such risks as inevitable in a growing international business and seeks to manage and mitigate through the strategy review process together with a careful assessment of investments, all of which are subject to internal hurdle rates, technical assessments and levels of approval.

1 2 3

Change ⇌

C – LARGE CONTRACTS RISK

The Group on occasion supplies filtration equipment to large industrial installations. The frequency and scale of orders can materially affect the results of the Group.

The Group has several long-term supply agreements for filters and agreements with key distributors for certain of its products.

Mitigation

The Board is averse to risks associated with orders that are of disproportionate scale to the rest of the business or the operation in which they sit. Large order approval is a 'Matter Reserved for the Board' which will assess risk on a case-by-case basis. Such commercial deals have close senior management involvement.

The Board seeks to maintain a relatively low customer or supplier concentration in any given operation.

1 2

Change ⇌

D – COMPETITIVE RISK

The Group operates in competitive global markets.

Mitigation

The Board recognises that the Group's future depends on its continued competitiveness and is tolerant of risks associated with maintaining competitiveness. The Group seeks to build its competitive advantage through technical differentiation, product quality and customer service, all of which are reviewed regularly by management and in reports to the Board.

1 2

Change ⇌

MANUFACTURING AND OPERATIONAL RISKS

E – FACILITIES AND IT RISK

The Group has 22 operating plants, the largest facility generating between 20% and 25% of the Group's revenue.

The Group relies on IT systems for all its record maintenance and is dependent upon good bandwidth connections between its sites.

Mitigation

The Board accepts that all businesses carry a small risk of catastrophic failure due to fire, flood or similar. A periodic group-wide fire risk assessment is carried out, the latest in 2022. The Group maintains insurance of its equipment and facilities and carries business interruption insurance to cover loss of profits. In addition, the Group has ISO 9001 and other industry specific quality control systems which reduce the risk that a disaster will occur.

The Group has resilient and distributed IT systems and invests in new servers, software and bandwidth to improve the resilience of its systems. It has comprehensive IT disaster recovery plans, which are periodically tested.

1 2

Change ⇌

F – CYBER-ATTACK RISK

The nature and scale of cyber risk is changing and increasing in all businesses. Greater system dependence and more sophisticated attacks increase the businesses' vulnerability.

Mitigation

The Board sees this as a growing risk that requires investment and vigilance to mitigate. The Group's systems have been tested against actual cyber-attacks with, to date, only minimal consequences. The Group has distributed systems such that a virus or cyber-attack should be contained within one operation. Periodic cyber risk reviews are carried out, the most recent in 2022/23, and best practice is shared across the divisions.

1 2

Change ↗

FINANCIAL RISKS

G – FINANCING AND LIQUIDITY RISK

The Group uses borrowings to finance its operations.

Mitigation

The Board is tolerant of financial and liquidity risk, seeking sufficient financial headroom for expansion and investment. The Board has indicated it is tolerant of a maximum level of debt up to 1.5-2.0 times EBITDA, beyond which it would be averse to further risk. The Board notes that the Group has had low or no net bank debt over the last five years.

1 2 3

Change ⇄

H – FOREIGN CURRENCY, INTEREST RATE, CREDIT RISK

As an international business, the Group is subject to risk in its use of currency (both transactional and translational), interest rates and credit.

Mitigation

The Board is tolerant of such risks provided risk levels remain proportionate to overall Group performance.

Foreign exchange risk

The Group is mainly exposed to GB£/US\$ fluctuation. The UK operations generate US dollar and Euro revenue, for which exposure is managed through forward currency contracts and periodic sales of US dollars and Euros. The Group does not apply hedge accounting to these transactions.

Interest rate cash flow risk

The Group has minimal interest-bearing liabilities. In view of the low levels of Group borrowing, the Group does not have any interest rate hedging instruments.

Credit risk

The Group applies appropriate credit checks on potential customers before sales are made. Debtor finance is very rarely used. The Group monitors the level of deposits held with overseas banks and financial institutions and repatriates cash as part of its treasury management.

5

Change ⇄

Alignment to strategic objective

- 1 Focus on markets where we see long-term growth potential.
- 2 Look for applications where product use is mandated and replacement demand is regular.
- 3 Make new product development a core business activity.
- 4 Establish geographic presence where end-markets require.
- 5 Invest in both organic and acquired growth.

Change in level of risk:

- ⇄ No change to risk
- ↘ Risk exposure reduced
- ↗ Risk exposure increased

Viability and going concern

Selection of Viability period

The Group has significant revenue streams of bespoke consumable parts that, as a result of either quality accreditation or regulatory requirements, are expected to continue for many years. However, the Board considers that a review of the Group's plans over a three year period is reasonable because:

- the Group's planning processes extend over three years and provide the Board with a reasonable timeframe over which developments can be foreseen with a degree of certainty;
- its specific investment plans can be reasonably foreseen and will be implemented within the period covered;
- there is a reasonable expectation that changes to current market trends can be anticipated over the period; and
- to the extent that the Group has long-term supply contracts with its key customers, these usually have three year renewal periods.

Integration with the Group strategy and business model

The Group's strategy is set out on pages 2 to 5 and 8 and 9. The aspects of the strategy that have the most impact on the viability of the business are:

- **the characteristics of specialist filtration, laboratory and environmental technology businesses.** Generally, the products the Group designs and manufactures are mandated by regulation, quality accreditation or a maintenance cycle. Our products are generally protecting much more costly or complex downstream systems. Products are often designed for specific applications, which typically have long life cycles, and have regular replacement cycles. These characteristics provide the business with a degree of repeatability of orders and a reasonable level of revenue security;
- **our ability to apply our expertise to a range of attractive niche markets.** Our customers require filtration and emission control products that perform to a given specification. Our filtration expertise is applicable across all our markets. We win business by applying that expertise to offer the best technical solution at an acceptable cost to a particular application; and
- **our approach to investment and growth.** We aim to meet our dividend and investment needs from free cash flow and modest borrowing. We aim for a mix of organic and acquisition growth funded from our own resources. Over the medium-term the Group has demonstrated an ability to generate free cash flow and integrate modest acquisitions.

The Group has an annual Strategic Planning process, which includes a strategic plan, a detailed budget for 2024 and financial projections covering a three year period. The strategic planning process is integrated with the risk management and reporting processes, designed to produce consolidated and operating unit level business objectives, risk management plans and operating budgets.

The plans are reviewed each year by the Board as part of its strategy review process. Once approved by the Board, the plans are adopted throughout the operations and provide the basis for strategic decision-making and objective setting. Progress towards these objectives and financial performance compared with plans are monitored by the Board throughout the year.

In undertaking its strategic review in 2023, the Board considered the prospects of the Group over the one and three year periods to 30 November 2024 and 2026, respectively. The one year planning period normally has a greater level of certainty and is, therefore, used to set detailed budgetary targets throughout the Group – it is also used by the Remuneration Committee to set targets for annual incentives. The three year period provides less certainty of outcome, but sets out the medium-term objectives of the Group and the investment plans and financial targets associated with those objectives. It is also used by the Remuneration Committee for setting the performance targets for the long-term incentive plans.

Scenarios

The Group has considered the principal risks outlined on pages 22 to 25, together with the potential impact of those risks which might pose the greatest threat to the business model, future performance and liquidity over the assessment period.

Climate-related scenarios

In assessing principal risks over the assessment period, the Group has also considered climate-related scenarios including taking into account a possible 2°C rise in global temperature. Demand for filtration solutions is expected to remain whatever the impact of climate change and management does not consider any of its plants' operations to be at risk from changes in the climate. However, reducing demand for the Group's US foundry activities has been identified as a climate-related risk, given the Automotive sector's move towards Net Zero with more renewable propulsion methods and the consequent reduction in demand for internal combustion engine components and castings. As described below, this reduction would not significantly impact the viability of the Group over the assessment period. The Group does not expect any other significant impacts on its ability to operate as a result of climate-related changes.

Stress tests

The three year viability period has been stress tested with the following severe but plausible combined downside scenarios:

- a global event impacting Aerospace revenues, such that demand in FY2024 and FY2025 reduces to the FY2021 run rate, being the year following the Covid-19 outbreak (principal risks: Pandemic risk; supply chain disruption; input, cost and production);
- a 25% decline in US foundry revenue as the Automotive sector accelerates its Net Zero activities (principal risk: Environmental and climate-related);
- demand reduction for Laboratory and Industrial consumables, such that planned revenues reduce by 25% in all three years (principal risk: Existing market);
- an eighteen month forced shutdown of the Group's largest production line requiring lengthy remedial work over FY2024 and FY2025 (principal risk: Facilities and IT); and
- an economic downturn impacting Metal Melt Quality, with certain product lines suffering a 25% revenue reduction throughout the three year period (principal risk: Existing market).

The stress tests incorporate those mitigating actions and cost-saving measures which are within the Group's control. The results of the stress tests demonstrated that, based on the balance sheet position at 30 November 2023, the Group would be able to withstand the impact, should all these scenarios arise together over the three year assessment period.

Viability assessment

On the basis of this and other matters considered by the Board during the year, the Board has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three year period assessed. In doing so, it is recognised that such future assessments are subject to a level of uncertainty that increases with time and, therefore, future outcomes cannot be guaranteed or predicted with certainty.

Going concern assessment

The Directors have made appropriate enquiries and reviewed the current financial position, including all the information presented in its strategic review of the business and the forecast covering the twelve months from the date of this report ("the going concern assessment period") and have considered foreseeable downsides, stress tests and scenarios as outlined above. The Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the going concern assessment period. Accordingly, they continue to adopt the going concern basis in preparing these accounts.

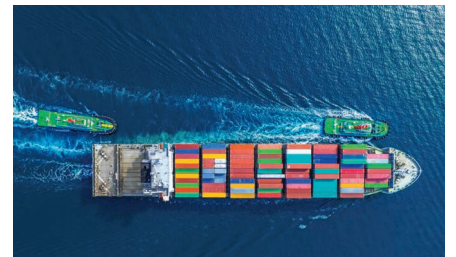
ESG report

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Porvair is well positioned to play its part in the drive towards a sustainable future. We aim to develop our businesses for the benefit of all our stakeholders.

Porvair contributes to a sustainable future through the products we make; the way we operate; and how we engage with our employees.

Information included in this report covers our activities in 2023 both at Group level and within each of our operations.



AN ESG FRAMEWORK TO CREATE SHARED VALUE

Strong ESG performance is essential to deliver on our strategic purpose and create value for each of our stakeholders. We organise our ESG commitments using a framework that we updated in 2022. This helps us to set targets, drive progress, and enhance transparency through our reporting and disclosures.

The metrics we use to measure our performance

ESG metrics

- Carbon intensity.
- Lost time accidents.
- Employee Engagement.
- Senior staff gender balance.
- Employee voluntary quit rate.

Our approach to ESG reporting

ESG is at the heart of who we are and what we do. Principal measures of success at Porvair, on which management incentives are based, are consistent earnings per share growth, and improvement in selected ESG metrics.

Many of the products developed by Porvair are used to benefit the environment and wider society. We also recognise that our own operations can make an important contribution to a cleaner and safer world. Our aim is to act responsibly and with integrity wherever we operate.

Measuring and reporting our environmental, social and governance performance is key to understanding the impact of our operations; driving continuous improvement; and maintaining a transparent dialogue with our stakeholders.

The Group supports the UK Government goal of reducing greenhouse gas emissions to Net Zero by 2050 and we report climate disclosures aligned with the Task Force on Climate-related Financial Disclosures (“TCFD”) as required.

Our approach to ESG will continue to evolve to meet future challenges and opportunities and we remain committed to improving performance; taking into account both the needs of the business and the expectations of our stakeholders.

Ben Stocks, Group Chief Executive

What ESG means at Porvair

ENVIRONMENTAL

The Group has followed an environmental technology strategy since 2004. Porvair products are used to curtail emissions, cut waste, reduce pollution or improve process efficiency. Over the last 15 years the Group has delivered compound annual growth of 11% in earnings and 8% in revenues. As the company grows and evolves, climate change, and its impact on the environment, is at the heart of our strategic thinking – as shown on pages 30 to 36.

Just as we seek to help customers reduce their environmental footprint, so we strive to do the same in Porvair. As we show on pages 37 to 39, in our own operations, we are reducing our carbon intensity, resource usage and waste streams to make incremental reductions in environmental impact.

Carbon intensity reduction

23%

Having reduced our carbon intensity by 22% between 2020 and 2022, we set a target to reduce our carbon intensity by a further 10% between 2022 and 2025. In 2023 we reduced our intensity by 1%.

SOCIAL

Our people deliver our success and a diverse and inclusive culture supports performance and growth. Wherever the Group operates, we are committed to creating shared value by engaging with local communities, investing in local supply chains and employing local people.

One of the lessons learned through the pandemic was how critical employee and community involvement is for our 22 operating plants. In recent years we have concentrated on getting better at this, introducing employee surveys and KPIs covering health and safety, gender diversity and employee satisfaction as shown on pages 40 to 45. Senior staff bonuses in 2023 were linked to Employee Engagement improvement.

Gender diversity

33%

We are committed to developing a diverse and inclusive workplace. 33% of the Group’s permanent workforce are female.

GOVERNANCE

Strong and effective governance is fundamental to building a resilient and successful organisation. Robust policies, standards and management systems guide our operations to address risks and opportunities and enable us to measure our performance and commitments.

Transparent and robust governance, safe and responsible operations, continuous improvement and innovation are key to delivering our strategy.

As a UK public company, we understand and conform to all regulatory, governance and fiduciary guidelines and listen closely to feedback from stakeholders. Our governance framework is set out on pages 32, 46, 54, 55, and 59 to 61. Environmental risks arising from climate change are addressed in the review of principal risks on page 23 and in the Viability report on pages 26 and 27.

Engagement and decision-making

s172

Open, regular and transparent engagement with stakeholders is integral to decision-making and to the way we do business and ensures we continue to operate in a balanced and responsible way.

Contributing to UN Sustainable Development Goals (“SDGs”)

The following 10 goals are where we believe we can make the most meaningful contribution.



ESG report continued

ENVIRONMENTAL

From clean water analysis to lightweight sustainable metals; from reducing marine pollution to filtration in energy and industrial process; Porvair's capabilities help to address key environmental challenges for our customers.

Porvair businesses support many critical industries by providing products and solutions that meet increasing demands for safety, efficiency and environmental benefit. Most Porvair products contribute to a cleaner world by reducing emissions, improving process efficiencies or identifying pollutants.

We recognise our responsibility to the wider community in which we operate, managing our impact as well as understanding emerging environmental trends that may have an impact on our business, our customers and wider stakeholders over time.

In our own operations, we are reducing our carbon intensity, resource usage and waste streams to make incremental reductions in environmental impact.

IN THIS SECTION

TCFD REPORTING

Aligning our reporting to TCFD recommendations informs our key stakeholders of the climate-related issues that may impact Porvair. Using this format enables us to explain our process for responding to these challenges in a purposeful and comparable context.

TOWARDS NET ZERO CLEAN ENERGY TRANSITION CHALLENGES AND OPPORTUNITIES

How climate change responses influence our strategic planning and decision-making.



CARBON: REDUCE REPLACE REMOVE

The Group has a Reduce, Replace, Remove framework for managing its carbon intensity goals.



CARBON EMISSIONS, RESOURCE USAGE AND WASTE STREAMS

The Group provides data on Greenhouse Gas Emissions, Water and Waste. The Group reports its 'Scope 1 and 2' emissions in tonnes of carbon dioxide. Scope 1 covers direct emissions that emanate directly from Group operations. This is principally natural gas burned in manufacturing and fuel used in company-owned vehicles. Scope 2 covers indirect emissions, those generated by key suppliers, principally electricity.

MEASURING PERFORMANCE IN 2023

Carbon Intensity Ratio

The Group aims to reduce its total carbon intensity ratio over time and exceeded its original goal to reduce carbon intensity by 10% between 2020 and 2025. Its new target is to achieve a further 10% reduction between 2022 and 2025.

GHG emissions (total gross emissions)

18,874 (tCO₂)

73% of carbon emissions arise in the Metal Melt Quality division.

Carbon intensity

0.107 (kCO₂ / £)

Carbon intensity is 1% lower than 2022 and 23% lower than 2020.

Reducing our carbon intensity since 2010

52% reduction

The Group has monitored its carbon intensity ratio since 2010 and in that time the intensity ratio has dropped by 52% from 0.224 to 0.107.

Products and solutions to meet evolving global needs

We work in close partnership with our customers to solve their increasingly complex challenges and engineer products and services to enable a sustainable future.

Tightening environmental regulations

Governments, regulatory authorities and businesses are mandating tighter standards of environmental cleanliness; product performance; testing regimes; and product quality. For filtration experts this is a growth opportunity.

Povair's filtration and environmental technology expertise, and focus on research and development, help our customers meet safety and regulatory requirements.



WATER ANALYSIS

The Group's water analysis equipment ensures drinking water is fit for consumption and waste water is not contaminated.

NUCLEAR FILTERS

The Group's nuclear filters prevent emissions of fissile material.

METAL MELT QUALITY PRODUCTS

The Group's Metal Melt Quality products remove contamination, cut waste and help to improve the strength to weight ratio of metal components.

PETROCHEMICAL FILTRATION

The Group offers filtration solutions to oil refineries to reduce refinery waste and to improve the quality of bunker fuel for ships.

INDUSTRIAL FILTERS

The Group's industrial filters contain and reduce emissions.

MARITIME WATER ANALYSIS

The Group's maritime water analysis equipment monitors small changes in the oceans' chemical composition.

AEROSPACE FILTRATION

Many of the Group's filters provide protection from contamination for aerospace systems and processes, which helps improve quality and longevity and reduces waste.

WASTE REDUCTION

Many of the Group's filters are cleanable and reusable and can replace single use disposable filters, reducing waste in customers filtration systems.

We have operating plants in the UK, US, Germany, Hungary, Belgium, the Netherlands, India and China.

ESG report continued

ENVIRONMENTAL | Social | Governance



TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES



• Governance
Disclose the governance around climate-related risks and opportunities.

• Strategy
Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning, where such information is material.

• Risk management
Disclose how the organisation identifies, assesses and manages climate-related risks.

• Metrics and targets
Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities, where such information is material.

Task Force on Climate-related Financial Disclosures ("TCFD")

The Financial Stability Board's TCFD recommendations encourage clear disclosure of governance, strategy, risk management, metrics, and targets in relation to our climate-related risks and opportunities, enabling transparent disclosure on how we are taking action on climate change.

The Group adopted TCFD recommendations in 2022 and has also applied the Companies (Strategic Report) (Climate-related Financial Disclosures) Regulations 2022.

Aligning our reporting to the TCFD recommendations informs our key stakeholders of the climate-related issues that may impact the Group. Using this format enables us to explain our process for responding to these challenges in a purposeful and comparable context.

We have based our disclosures on the TCFD 'Guidance for all sectors'. The table below sets out where you can find information on how we have applied each of the recommendations of the TCFD, and where we have not adopted the TCFD recommendations in full, we have explained the reasons. We understand that what is important to our shareholders evolves over time and we will continue to assess our approach to ensure we remain relevant in what we measure and disclose.

| Recommendations and disclosure summary | Porvair's alignment and cross-referencing | |
|--|---|---|
| <p>a. Describe the board's oversight of climate-related risks and opportunities.</p> <p>b. Describe management's role in assessing and managing climate-related risks and opportunities.</p> | <p>The Board has direct responsibility and accountability for the assessment and management of all risks and opportunities, including climate change. It has not delegated ESG matters to a separate Committee. The Group Chief Executive has executive responsibility for delivering the Group's ESG strategy. ESG matters (including climate-related risks and opportunities) are included in all weekly and quarterly divisional reviews with senior management. Senior management incentives include progress on ESG performance, including climate change. We have processes in place to ensure our employees and other stakeholders are aware of our focus in this area.</p> | <p>▶ Page 46 and 59 to 61</p> |
| <p>a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long-term.</p> <p>b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.</p> <p>c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.</p> | <p>We have assessed climate-related risks and the impact on our strategy and markets, including those described on page 35. As a specialist filtration and environmental technology business, we have a part to play in easing the transition to lower emissions. We are well placed to support our customers with their own sustainability undertakings. We will further accelerate the reduction of our emissions by anticipating and taking advantage of opportunities presented by emerging technology and process innovations. There are limited issues faced by our operations as a direct result of changes in climate. Our focus is on finding solutions for our customers' challenges, which arise over time and on an uncertain timescale.</p> <p>We considered a 2°C scenario and have disclosed our findings, including a reduction in iron foundry revenue, in the Viability report on a qualitative not quantitative basis.</p> | <p>▶ Pages 33 to 36</p> <p>▶ Pages 26 and 27</p> |
| <p>a. Describe the organisation's processes for identifying and assessing climate-related risks.</p> <p>b. Describe the organisation's processes for managing climate-related risks.</p> <p>c. Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.</p> | <p>Climate change issues are integrated into our Group risk management and planning processes. Climate-related risks are addressed as an emerging risk to the business in the Group's review of principal risks. The Group identifies, assesses and manages climate-related and Net Zero risks and opportunities as part of its regular risk assessment process. Strategic risks are discussed at an annual Board strategy review. Investment priorities are set accordingly. Capital investment options are assessed for their carbon impact.</p> | <p>▶ Page 23</p> |
| <p>a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.</p> <p>b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks.</p> <p>c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.</p> | <p>The Group's key target was to cut our Scope 1 and Scope 2 carbon intensity ratio by 10% between 2020 and 2025 as a first step towards reaching Net Zero emissions across our direct operations by no later than 2050. It achieved this in 2022 and set a new target of a further 10% reduction between 2022 and 2025.</p> <p>Porvair manufactures thousands of different products and components each year, which are included in a wide range of customers' products and processes. We have looked at including a Scope 3 measure into our targets but cannot see a reliable way of reporting Scope 3 emissions for the time being.</p> <p>The Group includes achievement of specific division-related ESG targets, including climate change, as a metric in all its senior management annual bonus schemes.</p> <p>The Group monitors its water usage and seeks to reduce usage in each of its plants.</p> <p>Our banking fee arrangements include a margin benefit for reducing our greenhouse gas emissions and operating more safely.</p> | <p>▶ Pages 38 and 39</p> <p>▶ Page 39</p> <p>▶ Page 38</p> <p>▶ Note 18</p> |

TOWARDS NET ZERO CLEAN ENERGY TRANSITION CHALLENGES AND OPPORTUNITIES

How climate change responses influence our strategic planning and decision-making.



The Group has followed an environmental technology strategy since 2004. As the company grows and evolves, climate change, and its impact on the environment, is at the heart of our strategic thinking and actions.

We focus on four key markets

Increasing demand for our products and solutions is driven by established global growth trends, strong customer relationships, technical excellence and the move towards a sustainable future.

Aerospace

Industrial

Laboratory

Metal Melt Quality

Background

As industries and governments embrace Net Zero and Absolute Zero goals there will be both challenges and opportunities for industry. This report examines how climate change and the global response to it might affect the markets served by Porvair and identifies where the Group might be either adversely or positively affected.

While our environmental technology strategy has not changed since 2004, the Group itself has evolved significantly. Back then, Group revenues were evenly split between what is now the Metal Melt Quality division and what we then called the Microfiltration division, which principally served aerospace and industrial customers. New product investments were made in what we believed at the time to be the environmental technologies of the future.

Initially, we tried to pick winners: in fuel cell bipolar plates; advanced battery separators; clean-coal filters; computer cooling components

and diesel exhaust traps. By 2007 it was becoming clear that, for a business of Porvair's size, picking winners was not going to work. We had some successes, but we also had too many failures and projects were taking too long.

Since 2007, rather than trying to pick winning products, we have sought to identify market trends and position the Group to benefit from them. Working with customers on smaller-scale product developments and seeking to acquire complementary technologies as needed has brought more consistent returns on investment and delivered better environmental outcomes. Looking ahead, we will continue this approach as our markets react to environmental regulation and much greater societal pressure for climate-related change.

In thinking about positioning the Group, we use a planning framework as set out overleaf, and allocate capital accordingly.



ESG report continued

ENVIRONMENTAL | Social | Governance

Strategic Planning Framework

For the remainder of the 2020's and into the 2030's, we make the following assumptions:

- Aircraft and airports will be engineered to run more cleanly and efficiently. Synthetic aviation fuel will increasingly replace fossil fuels and will act as an interim fuel while electric and hydrogen sources of energy are developed. Work published in the UK by both the Jet Zero Council and the Aerospace Technology Institute is helpful in identifying likely technology pathways (Source: Aerospace Technology Institute publication 2022/2023).
- Internal combustion engines will increasingly be replaced by electric power. Battery, hydrogen combustion, and fuel cells will all be used as motive power sources where practical.
- Hydrogen infrastructure will grow as green hydrogen develops. Electrolysers, fuel cells and H₂ combustion engines will be supported by new applications around storage tanks, pipelines, pumps, filters and seals. There is a good deal of literature in this area, much of it well summarised by The Carbon Trust and the EU Clean Hydrogen Alliance.



Case study

Testing low carbon aviation technologies

For airlines to meet their ambitions to achieve Net Zero carbon emissions by 2050, they need to phase out the use of fossil fuels. Green Hydrogen and Sustainable Aviation Fuel ("SAF") are potential solutions the global aviation sector is planning to use to achieve that ambition. Povair filters are used in on-board SAF systems.

As a specialist filtration and environmental technology business, we have a part to play in easing the transition to lower emissions.

- Oil extraction will diminish, as will oil-based plastics and greenhouse gas contributing derivatives like methane. Carbon Capture and Storage technologies will develop in support of Blue Hydrogen. Hydrogen will grow as an industrial feedstock. As electricity and electrolyser usage grows, demand for critical minerals, including noble metals, rare earth elements, graphite, nickel and copper, will expand. Work by the International Energy Agency ("IEA") and others discuss these and related themes.
- Electricity generation will move decisively to solar, supported by wind, hydrogen and modular nuclear power.
- The International Renewable Energy Agency posits that energy transformation will lead to geopolitical change. Petro-states will see declining incomes while regions where solar power is viable will grow quickly and experience inward investment from power-hungry industries such as aluminium and data processing.
- All forms of recycling will become increasingly regulated. Recycled materials will adopt carbon labelling. More easily recyclable materials will benefit – notably aluminium, which in line with the Aluminium Sustainability Initiative, will increasingly be smelted using renewable energy (Source: CRU, others).
- Plastics and chemical manufacture will move to low carbon feedstocks, chemical or biochemical transformations and renewable utilities. This, as the Energy Transitions Commission and others show, will require new industrial feedstock processes capable of much lower emissions.
- Agribusinesses will transform: fossil-based inputs will diminish through regulation and price; competition from digital chemistry and biology products will increase (e.g. meat, flour and fish from bacteria); and moves to re-wild agricultural land will accelerate. Similar pressures will transform global fishing (Source: Deloitte).
- Manufacturers will seek to eliminate the direct use of fossil fuels and will invest in technologies to boost labour and carbon productivity and make more efficient use of electrical power and water.
- Gas pipelines will be replaced by hydrogen, which will be transported by sea – either compressed or converted to ammonia. Sea freight, albeit with much tighter emission and ballast regulations, will remain critical; although the costs, complexity and carbon load of international transport will encourage shorter supply chains for manufactured goods.
- Investment in biosciences will be driven by a growing demand for clean technologies and digital products.

Airbus ZEROe demonstrator: Towards the world's first hydrogen-powered aircraft

- A380 multimodal test platform with its capacity to store large hydrogen tanks.
- 4 liquid hydrogen tanks stored in a caudal position
- Hydrogen combustion engine located along the rear fuselage.
- Liquid hydrogen distribution system



Green Hydrogen

Airbus launched their ZEROe demonstrator with the aim to test hydrogen combustion propulsion technology on an A380 multimodal platform. Three concept hybrid-hydrogen aircraft have been designed to enable the exploration of a variety of configurations and hydrogen technologies that will shape the development of future zero emission aircraft. They are powered by hydrogen combustion through modified gas turbine engines.



Source: Airbus ZEROe concept aircraft powered using liquid hydrogen. Image courtesy of AIRBUS S.A.S. 2021 – All rights reserved

Porvair products that directly and indirectly reduce emissions, facilitate recycling, prolong operating life or cut process waste, will grow. These are the activities in which Group investment (capital, product development and skills) will be focused.

Investment in life sciences will be driven by population growth and population ageing. Investment in bio-sciences will be driven by biotechnology development and synthetic biology growth. Both will be helped by AI-directed molecule design, robotic synthesis and quantum simulation. Smaller, less expensive and more accurate analytical instruments will speed up research and boost laboratory automation.

- Emissions standards across industry will tighten.
- ‘Dematerialisation’ trends will lead to more selective business travel and a greater propensity for home working. Globalisation will nonetheless continue, and with it the drive to travel for tourism and to maintain family and friendship ties.

How this framework might affect Porvair’s markets

Challenges. Some of our activities will decline under these planning assumptions. Our approach is to manage this decline, find alternative revenue streams, and approve only maintenance capital expenditure. Such activities include:

- Internal combustion engine components. Around 3.5% of Group revenues are associated with internal combustion engines, both auto and agricultural. These applications, including filters for engine blocks and gearbox housings, air intake ports and silencers will decline as electric vehicle usage grows. Expectations for growth of EVs by 2030 range from around 12% of the global car fleet (Source: IEA) to 47% (Source: McKinsey).
- Plastics and chemicals. Filters used in fossil-based olefins, aromatics and polymers account for around 5% of Group sales, and are likely to decline. Where they are replaced by similar materials made from bio-feedstocks, a new category of process filtration will emerge, with similar levels of filtration required.
- The outlook for aviation, around 15% of Group sales, is mixed. Demand for air travel is expected to grow with a larger middle-class global population driving demand through tourism and family ties, but the industry’s carbon footprint will remain a problem. The industry will transition with growth expected at around 6% per annum between 2023 and 2042 (Source: Boeing). There will still be opportunities in the transition:

The role of aluminium in the electric vehicle (EV) industry

- Battery pack enclosures
- Body construction
- Charging infrastructure

Aluminium demand for batteries and enclosures
1.9m tonnes per year by 2030

According to BNEF, aluminium demand for batteries (including battery enclosures) will reach approximately 1.9 million tonnes per year by 2030.

Source: BloombergNEF (BNEF)

Case study

Lightweight, sustainable materials

Aluminium is an essential material in the EV market, playing a vital role in battery technology, body construction, infrastructure and driving sustainability. As the demand for sustainable and efficient EVs continues to increase, the use of aluminium in their production will only become more critical. EVs require lightweight materials to

maximise efficiency and range. Aluminium meets these requirements by providing strength and durability while minimising weight. One of the most significant advantages of using aluminium in EVs is that it’s a highly recyclable material. This recyclability feature allows automakers to reduce their carbon footprint and help to conserve natural resources.

synthetic aviation fuel will still need specialist filtration; electrical systems will require dust and air filters; batteries, electrical motors and computer systems will all require efficiently filtered coolant architecture.

Opportunities. Porvair products that directly and indirectly reduce emissions, facilitate recycling, prolong operating life or cut process waste, will grow. These are the activities in which Group investment (capital, product development and skills) will be focused:

- All industrial emission regulations will tighten. Process efficiency improvements will require cleaner working environments and higher purity raw materials. Both will drive investment in more efficient equipment and more specialist filtration. Around 15% of Group sales are derived from this kind of general industrial filtration.
- Tighter regulation will also drive growth in test and measurement capabilities. Water quality standards (16% of Group sales) will rise as the developing world brings its standards towards those in place in the EU, US and China. Analytical instrumentation use will

increase as laboratory equipment gets smaller and less expensive. This in turn will drive the need for sample preparation (10% of Group sales) and associated automation (5% of Group sales).

- Aluminium filtration (10% of Group sales) is expected to grow as the lightweight and fully recyclable properties of the metal become more valuable. Kilos of aluminium per auto vehicle will rise with EVs using aluminium for energy density, crash, and thermal management purposes. Can-stock production will increase as beverage cans grow at the expense of plastics. Higher-grade aluminium requires better filtration. New aluminium cast house capacity will be built where renewable energy sources, mostly solar, are plentiful. The need for shorter supply chains will encourage newer, more efficient aluminium processing capacity in the western hemisphere.

ESG report continued

Positioning Porvair to address climate-related trends is core to our thinking and decision-making.

ENVIRONMENTAL | Social | Governance



Case study

Highly productive manufacturing and automation

Ratiolab, one of our acquisitions in 2023, brings a Hungarian highly productive manufacturing operation to the Laboratory division. Its new plant has fully robot controlled injection moulding machines that produce, fill and pack laboratory consumables.

- Laboratory consumables (10% of Group sales) will increasingly be recycled or re-used where possible. Both plastics and glass have carbon implications in their manufacture, and the Group has capabilities in both materials. Plastics emit more carbon per tonne in manufacture than glass but are less breakable and easier to manufacture. In some clinical applications, the need for cleanliness and chemically inert surfaces will be paramount and virgin materials made in clean-room environments will be needed. However, the capability to wash, dry and test consumables for cleanliness will increasingly be welcomed in many laboratory situations.

Summary

This planning framework, and the opportunities and challenges it suggests, are at the heart of the Board's annual strategic review and inform all strategic decisions. Positioning Porvair to contribute to evolving transformation and climate-related trends is core to our thinking and decision-making.



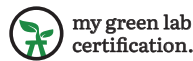
Science and technology are key to a sustainable future in everything from tackling disease to developing clean energy technologies.



Case study

The growing need for sustainable laboratory consumables

The development laboratory in the Laboratory division's Wrexham plant has been awarded a Green Level certification for its outstanding work in reducing its environmental impact.



Laboratories – in universities, research institutes, hospitals and companies – are essential to research, analysis and teaching. They often bring together several disciplines and involve different configurations and scales of wet, dry and computational facilities.

Laboratory buildings, processes and equipment, by their nature, can be resource and energy intensive. Safely carrying out high-quality research can require temperature control, ventilation or high sterility. The sourcing, manufacture and disposal of specialised laboratory consumables and instruments all have an environmental footprint. Transitioning to a sustainable laboratory not only helps reduce carbon footprint but also lowers operational costs.



The Group has a 'Reduce, Replace, Remove' framework for managing its carbon goals.

Carbon intensity and climate-related business process improvement

REDUCE

We aim to reduce our carbon (and other) emissions by amending processes or adopting better abatement technologies.

Actions include:

- LED lighting in all plants.
- Switching from hydraulic to servo-assisted power packs.
- Switching waste disposal from landfill to recycling.
- As production equipment comes to the end of its life and is replaced, new equipment purchasing decisions are based in part on energy efficiency.
- Our Caribou plant is installing a closed loop chiller system to cool its furnaces, which will significantly reduce the Group's water consumption.

Case study



Ceramic and glass manufacturing

The Group's largest use of fossil fuels is in its ovens and furnaces used in ceramic and glass manufacture. Oil and gas fired boilers for heating are the next biggest source. The Group actively assesses alternative technologies for both these processes.

33%

Over the next two years, our glass ovens will be replaced with ovens that are 33% more fuel efficient.

REPLACE

We aim to replace fossil fuels, where feasible, with greener forms of energy.

Actions include:

- Upgrading our glass furnaces to equipment which is 33% more fuel efficient.
- Installing one automated sintering furnace in Caribou to replace three older and less efficient furnaces.
- Replacing air compressors with variable frequency compressors in our main Metal Melt Quality plant, which has reduced electricity consumption in the plant by 10%.
- Solar panel installations on Freehold plants in the UK and one Leasehold plant in the Netherlands. We are working with the landlords of our other leased properties to consider installing solar panels on those. US installations are also being considered.

- Microwave or RF dryers can be used for some processes; and more efficient burners, refractories and control systems are specified in maintenance cycles.
- Where electricity can be reliably sourced from renewable sources, it is used.

REMOVE

We aim to remove more carbon-intense raw materials and practices from our operations.

Actions include:

- The Group's two largest fossil fuel related raw material categories are foam and organic binders in metal melt filters and various plastics for moulded labware and sintered plastic filters.
- The Group has developed a foam-free molten metal filter that is increasingly used by customers, albeit for relatively small applications.
- Removing foam from larger aluminium filters has been a long-held goal, but the technical challenges are substantial. The use of foam in this application also has to be assessed in the wider context: the growth in aluminium can-stock demand driven by the replacement of plastic packaging.

- The Group regularly assesses the volume of technical plastics used in laboratory filtration. Where technical characteristics such as cleanliness or inertness are needed, investments are directed at recycling off-cuts; reducing scrap and energy used; and re-designing to lower product weight.
- The Group has also started to market processes capable of cleaning and re-using microplates. This comes with several technical challenges around effective washing and validation of cleanliness, but in some circumstances the systems work well and the plastics savings are considerable.

ESG report continued

ENVIRONMENTAL | Social | Governance

Greenhouse gas emissions

The Group has implemented the UK Government's guidance on measuring and reporting greenhouse gas emissions, in line with DEFRA guidelines, using conversion units published by the Carbon Trust. The Group reports 'Scope 1 and 2' emissions in tonnes of carbon dioxide. Scope 1 covers direct emissions that emanate directly from Group operations. This is principally natural gas burned in manufacturing and fuel used in company owned vehicles. Scope 2 covers indirect emissions, those generated by key suppliers, principally electricity.

The Group used 76.1 million (2022: 74.1 million) kWh of energy in the year. 6.0 million (2022: 6.7 million) kWh was used in the UK.

Gross emissions of 18,874tCO₂ (2022: 18,660 tCO₂) are 1% higher than the prior year, all accounted for by the acquisitions in the year.

The Metal Melt Quality division accounts for 73% (2022: 71%) of Group emissions. Its emissions increased by 4% in line with the increase in revenue.

The Laboratory division's emissions reduced by 2%. The acquisition of Ratiolab accounted for 7% of the emissions. The like for like operations reduced their gross emissions by 9%, largely as a result of lower production in 2023.

The Aerospace & Industrial division's emissions reduced by 9% compared with a 7% increase in revenue. The benefits of investment in new and more productive equipment has helped to reduce emissions.

The Metal Melt Quality division runs gas powered furnaces to fire its ceramic filters. The gas to run these furnaces is the largest component of the Group's emissions. Electricity provides heat, light and power for the Group's premises and other plant and equipment. The plant and equipment is mainly light manufacturing equipment but does include some high pressure presses and electric furnaces.

Group CO₂ emissions were highest in 2018 at 20.7 ktCO₂ and are 10% lower in 2023 at 18.9 ktCO₂. In that five year period, Group revenue has increased by 37%.

2010 is used as a base year and 'kilogrammes of CO₂ emission per pound sterling of revenue' as a measure of intensity. The intensity ratio in 2023 was 52% lower than 2010. The Group set a target in 2020 to reduce its total intensity ratio by 10% between 2020 and 2025. In 2022, its intensity ratio was 22% lower than 2020 and the Board has set a further target to reduce carbon intensity by 10% from the 2022 base by 2025. 2023 intensity reduced by 1%.

Energy Saving Opportunity Scheme ("ESOS")

The UK Government established ESOS to implement Article 8 (4-6) of the EU Energy Efficiency Directive (2012/27/EU). ESOS is the mandatory energy assessment scheme for larger organisations in the UK meeting the qualification criteria. The Environment Agency ("EA") is the UK scheme administrator.

Porvair has completed two full EA audits. Porvair is required to carry out further ESOS assessments every 4 years. Reports by the auditors will incorporate recommendations identifying opportunities for cost saving energy measures.

REACH

The first significant impacts of REACH (the European Union regulation concerning the Registration, Evaluation, Authorisation & restriction of Chemicals) have had an impact on some Porvair processes.

Trichloroethylene and chromium trioxide appear on the ECHA Annex XIV list of products that have been banned unless specifically authorised for use. To replace chromium trioxide, used in Alocrom 1200, Porvair Filtration Group's Segensworth plant designs new products using a replacement treatment (SURTEC). For existing products, it has joined an aerospace group which has special dispensation to continue to use Alocrom 1200 on existing products. Air and manual handling procedures for the use of Alocrom 1200 have been significantly improved.

The Metal Melt Quality division keeps under review its use of boric acid, which is a substance named in the Candidate List of the REACH regulations, to ensure that it meets its REACH reporting obligations on filters shipped into the EU.

Waste

The Board monitors waste disposal and recycling volumes. The Board uses categories of waste set out in ISO 14001: 2015, Environmental Management Systems, to categorise its solid and liquid waste. The Board expects that a focus on the treatment of waste will lead to reductions in waste and an increase in recycling.

Water

The Group's operations are not large users of water. Total Group consumption of water in 2023 was 55 million litres (2022: 55 million litres). 50% (2022: 52%) of the Group's water usage occurs in the Aerospace & Industrial division, where the sintering furnaces use significant amounts of water in their cooling systems. Installation of a closed loop chiller system to cool our US based sintering furnaces began in 2023 and should commission in 2024.

Once installed and operational this should significantly reduce the Aerospace & Industrial division's water usage. 42% (2022: 41%) of the usage arises in the Metal Melt Quality division, where water is a key component of the ceramic slurry used to make ceramic filters. The Metal Melt Quality division uses water recovery systems and waste water filtration to minimise its usage and to return only clean water to the waste water system.



Case study

Reducing resource usage and waste streams

All of our management teams are incentivised to implement sound ESG initiatives. In addition to reducing our carbon emissions, we look to make less use of landfill. Some of our waste lends itself to recycling and some to composting. We aim to reduce our use of water by using closed loop systems where we can. Installation of a closed loop chiller system to cool our US based sintering furnaces began in 2023 and should commission in 2024. Once installed and operational this should significantly reduce the Aerospace & Industrial division's water usage.

Total Group water consumption

55 million litres

Total Group consumption of water in 2023 was 55 million litres (2022: 55 million litres).

Water usage

50%

50% of the Group's water usage occurs in the Aerospace & Industrial division.

Waste management

ISO 14001: 2015

The Board uses categories of waste set out in ISO 14001: 2015, Environmental Management Systems, to categorise its solid and liquid waste.

WATER

Water is a vital resource and essential to every ecosystem and imperative to a sustainable future. Our water strategy is focused on exploring efficiency improvement opportunities to optimise water usage across our operations. We also contribute to the availability of clean water through products our customers use to improve water quality and treat wastewater.

CARBON INTENSITY

The Group met its target set in 2020 to cut its Scope 1 and Scope 2 carbon intensity ratio by 10% by 2025 in 2022. We have re-set the target to reduce carbon intensity by a further 10% between 2022 and 2025.

The Group does not set an absolute greenhouse gas emission target. We expect demand for our products to grow and we therefore believe carbon intensity is a better measure than absolute emissions.

Case study

Reducing energy consumption

Reducing energy consumption is an important criterion in every capital investment and as equipment is replaced, particularly in the Metal Melt Quality division, we look to replace old equipment with alternative technologies with a lower carbon footprint.

In 2021, the Metal Melt Quality division carried out a review of equipment in its largest plant that could be upgraded to lower its carbon footprint. A key recommendation from that survey was to replace the air compressors with variable frequency drive compressors. These were installed in August 2023 and since then the plant's electricity consumption has reduced by 10%.

Energy consumption by geography (Geographical breakdown tCO₂)



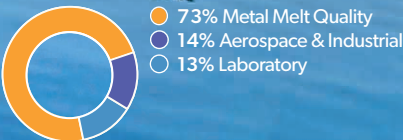
Total for year ended 30 November 2023

Total gross emissions

18,874 (tCO₂)

Total CO₂ gross emissions increased by 1% to 18,874 tonnes in 2023.

Energy consumption by division (Energy consumption %)



Total for year ended 30 November 2023

Metal Melt Quality division energy consumption

73%

73% of the Group's emissions arise from the Metal Melt Quality division.

Carbon & Emissions data

Greenhouse gas (GHG) emissions*

| | Year ended 30 November 2023 tCO ₂ | Year ended 30 November 2022 tCO ₂ | Year ended 30 November 2010 tCO ₂ |
|---|--|--|--|
| Scope 1 – Direct GHG Emissions | | | |
| Gas | 10,978 | 10,536 | 8,571 |
| Owned vehicles | 488 | 468 | 368 |
| Total Scope 1 gross emissions | 11,466 | 11,004 | 8,939 |
| Scope 2 – Indirect GHG Emissions | | | |
| Electricity | 7,408 | 7,656 | 5,204 |
| Total Scope 2 gross emissions | 7,408 | 7,656 | 5,204 |
| Total gross emissions | 18,874 | 18,660 | 14,143 |
| | kCO ₂ /£ | kCO ₂ /£ | kCO ₂ /£ |
| Scope 1 intensity ratio | 0.065 | 0.064 | 0.142 |
| Scope 2 intensity ratio | 0.042 | 0.044 | 0.082 |
| Total intensity ratio | 0.107 | 0.108 | 0.224 |

Geographical breakdown (tonnes of CO₂)

| | Year ended 30 November 2023 | | | Year ended 30 November 2022 | | | Year ended 30 November 2010 | | |
|--------------|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
| | Scope 1 tCO ₂ | Scope 2 tCO ₂ | Total tCO ₂ | Scope 1 tCO ₂ | Scope 2 tCO ₂ | Total tCO ₂ | Scope 1 tCO ₂ | Scope 2 tCO ₂ | Total tCO ₂ |
| UK | 432 | 2,005 | 2,437 | 497 | 2,197 | 2,694 | 479 | 1,497 | 1,976 |
| US | 9,554 | 4,613 | 14,167 | 9,460 | 5,003 | 14,463 | 8,350 | 3,639 | 11,989 |
| ROW | 1,480 | 790 | 2,270 | 1,047 | 456 | 1,503 | 110 | 68 | 178 |
| Total | 11,466 | 7,408 | 18,874 | 11,004 | 7,656 | 18,660 | 8,939 | 5,204 | 14,143 |

SCOPE 1

Direct emissions

Scope 1 covers direct emissions from owned or controlled sources.

- We pursue energy efficiency and emissions reduction opportunities.
- We explore electrified solutions to reduce natural gas and fuel combustion.

SCOPE 2 & SCOPE 3

Indirect emissions and Supply chain

Scope 2 covers indirect emissions from the generation of purchased electricity, steam, heating and cooling consumed by the reporting company. Scope 3 includes all other indirect emissions that occur in a company's value chain.

- Povair manufactures thousands of different products and components each year, which are included in a wide range of customers' products and processes. We have looked at including a Scope 3 measure into our targets but cannot see a reliable way of capturing Scope 3 emissions for the time being. This will be kept under review pending wider industry initiatives to better capture Scope 3 emissions.

*Greenhouse gas emissions are categorised into three groups or 'Scopes' by the most widely-used international accounting tool, the Greenhouse Gas ("GHG") Protocol.

ESG report continued

SOCIAL

People are critical to the successful delivery of our strategy and our staff are pre-eminent stakeholders in the business. Wherever the Group operates, we are committed to creating shared value by engaging with local communities, investing in local supply chains and employing local people.

We aim to attract and retain the very best people by creating an environment for colleagues based on respect, personal growth, skills development, reward and recognition.

In 2023, we have continued to develop our Employee Engagement activities, gaining valuable feedback on how we perform and how we might do better.

IN THIS SECTION



OUR PEOPLE



CUSTOMERS & SUPPLY CHAINS



HEALTH, SAFETY & WELLBEING



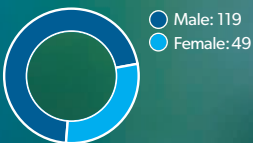
COMMUNITIES

MEASURING PERFORMANCE IN 2023

Workforce diversity

We are committed to developing a diverse and inclusive workplace and to making progress in this area.

Senior staff gender diversity



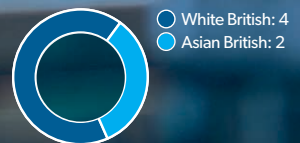
Employee gender diversity



Board gender diversity



Board ethnic diversity



Senior staff and Directors

29%

29% (2022: 28%) of the Group's senior staff and Directors are female.

Total staff

33%

33% (2022: 30%) of the Group's permanent workforce are female.

Total number in the workforce

976 (2022: 959)

The total Group permanent workforce as at 30 November 2023.



A diverse and inclusive culture supports performance and growth.

Capabilities and skills

Porvair provides employment in a wide range of disciplines associated with the design and manufacture of specialist filtration, laboratory and environmental technologies.

Diversity, equity and inclusion

It is the Group's policy to recruit, train, promote and treat all personnel on grounds solely based on individual ability and performance. These principles are applied regardless of gender, sexual orientation, religion, age, nationality or ethnic origin. The staff employed in each plant are generally representative of the ethnic diversity and backgrounds of the local population surrounding the plant.

Applications for employment by disabled persons are always considered in full, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion opportunities for a disabled person should, as far as possible, be identical to that of all other employees.

The Board and Senior Executives' gender and ethnic diversity are disclosed in the Report of the Nomination Committee on page 62. 33% (2022: 30%) of the Group's workforce is female. In 2023 the number of female permanent employees increased by 30 and the number of male employees reduced by 13.

Employee turnover

The Board uses a Voluntary Quit Rate metric that measures the voluntary resignations each year as a percentage of the average workforce in each plant. The metric is used in conjunction with staff surveys to provide an indication of employee satisfaction in each plant. The Group Voluntary Quit Rate in 2023 was 9.0% (2022: 12.2%). The Voluntary Quit Rate of the median plant was 6.9% (2022: 7.1%).

Greater focus on the wellbeing of employees has had a beneficial impact on the Group Voluntary Quit Rate in the year.

Training and development

Training and development programmes are important both for our employees to fulfill their potential and to help our business achieve its goals. Much of our training uses the experience found within our own operations.

Our training programmes mainly concern:

- Technical skills and knowledge transfer;
- Sponsorship for tertiary education qualifications;
- Team leadership;
- Training apprentices;
- Health & Safety; and
- Quality.

MEASURING PERFORMANCE IN 2023

Voluntary Quit Rate

The Voluntary Quit Rate measures the number of resignations per plant as a percentage of the average number of employees in each plant. The Board uses this metric on a plant by plant basis in conjunction with staff surveys as part of its assessment of employee satisfaction.

Performance in 2023

The median plant Voluntary Quit Rate remains in line with the prior year but the Voluntary Quit Rate has fallen indicating that the plants with the highest quit rates in the prior year have improved this year. Improved Employee Engagement processes are having an impact on staff retention particularly at the plants with the highest staff turnover.

9.0%

The Group Voluntary Quit Rate was 9.0% (2022: 12.2%).

6.9%

The median plant had a Voluntary Quit Rate of 6.9% (2022: 7.1%).



Case study

Skills development and training

In 2023, the Aerospace & Industrial division began using an online training tool in the US to conduct annual compliance training. The next step is to build engineering and manufacturing modules specified by our own managers. In the coming year we plan to roll out the system to our UK staff.

ESG report continued

Environmental | **SOCIAL** | Governance

Board's Employee Engagement system

The Board seeks to maintain good channels of communication with all staff. The Board considers it important that the views and concerns of staff are heard; that the objectives of each business are understood; and that standards of behaviour are shared by all. Clear two-way communication is important. The Board reviews every staff survey and all comments arising along with other staff suggestions. While almost all issues raised are resolved at a local level, Board members make sure they understand the views and concerns of all staff members. Sally Martin, the Group's Senior Non-Executive Director, is the designated Director responsible for Employee Engagement.

The system works as follows:

- Monthly reports are given to the Board from each plant on the employee consultations and staff communications. Reports include all the enquiries that have been made by employees and comments on how they have been resolved.
- At least annually all plants undertake a confidential all-staff survey with 17 standard questions plus any other questions relevant locally. The results of these surveys and any issues raised are presented to the Board.
- Following each report to the Board, the designated Non-Executive Director engages with the employees in each plant to feed back the Board's views on the information reported.

Employee Engagement: additional aspects

- Annual employee surveys are reviewed with staff, who know that results are seen at Group Board level.
- Suggestion boxes allow comment and feedback – anonymous if necessary – to be fed through to management. Staff know that all suggestions posted are reported to the Board.
- All sites hold all-staff 'town hall' meetings monthly or quarterly (depending on the number of staff on the site). Staff concerns may be raised at these meetings, and any issues raised through employee surveys or suggestion boxes are addressed at these meetings. These meetings cover matters of concern to all employees including:
 - Health & Safety matters;
 - Financial and operational metrics of the plant and the Group;
 - Significant plant or HR developments;
 - Staff questions and answers including responses to questions raised previously, or comments on previous questions from the Board;
 - Long service and other awards; and
 - Local community interaction.
- Workers' Council meetings. Some EU sites have workers' councils. The proceedings and issues they raise are reported to the Board.
- All senior management annual bonuses had an Employee Engagement metric.

Review of Employee Engagement effectiveness

The Board has raised the profile of Employee Engagement at the Board and at each plant over the last two years. It considers the Employee Engagement system to be working well: workforce views are fairly reflected;

communication is two-way; Board discussion and decision-making are influenced by the reports received; and participation by all staff is encouraged.

The Employee Engagement incentives included in the General Managers' bonus arrangements and the two-way feedback, between Sally Martin, the designated Non-Executive Director, and the General Managers has improved Employee Engagement. There is much more social, training and team-building activity being undertaken.

The Group maintains a small head office and devolves authority to the individual plant General Managers. This leads to different sites doing Employee Engagement differently depending on local issues; staff expectations; site scale; and culture.

In our best plants we are very active in Employee Engagement. All include two-way communication; town hall meetings; mechanisms for suggestions and ideas to be heard; employee voice meetings and many social, training and community outreach events. Some of the smaller plants are also good, their smaller scale mean that Employee Engagement can be done with less formality and more personal input from the General Managers. There is still work to be done in one or two plants to demonstrate that they are on top of staff concerns, particularly where they are dealing with a higher proportion of hourly workers; a dual language shopfloor; and/or a competitive local labour market making for a less stable workforce.



Case study

Town hall meetings

All plants hold town hall meetings monthly or quarterly. As far as possible these are encouraged to be two-way communications. The picture here shows a town hall meeting underway at the Metal Melt Quality division's plant in Hendersonville, US. In this plant town hall meetings are held monthly and are repeated during the day to enable employees on different shifts to participate.

Safety in the workplace is an important responsibility to protect employees and drive our business success.

HEALTH, SAFETY & WELLBEING

Ensuring a safe and secure working environment and supporting employee wellbeing

The Group recognises its responsibilities for the health and safety of its employees and to the communities in which the Group operates. By prioritising health and safety, and reducing accidents and injuries, staff benefit from safer working environments and the Group benefits from settled and more secure employees. Discretionary health and safety benefits for employees include the availability of gyms and onsite nursing and counselling staff at certain operations. The Group's monthly Board reporting includes a review of reportable accidents.

Health and safety responsibility is delegated to senior managers within each business. These officers perform regular reviews and inspect the conditions in which the Group's employees work. In 2023, the Metal Melt Quality division engaged a Health & Safety consultant to look into its processes and advise on ways to reduce its accident rate. The lower number of OSHA ("Occupational Health and Safety Administration") reportable accidents in 2023 shows the progress that the plant has made in improving its employee safety.

The Group's insurers and insurance brokers carry out a rolling programme of reviews of the Group's operations as part of their risk assessments, and the recommendations of the consultants are generally implemented in full.

Progress against our objectives in 2023

In 2023, there were two lost time accidents resulting in four days of lost time. Both were minor manual handling accidents, one in the Metal Melt Quality division and one in the Aerospace & Industrial division. There were no lost time accidents in the Laboratory division. Improvements in days lost this year result from a continued focus on safe operations in all our plants. We continue to focus on providing safe working conditions for our employees and to seek improvements to reduce accident risk.

Case study

Carolina Star and OSHA 10 training

Our plant in Hendersonville has qualified as a Rising Star company in North Carolina. The Star program recognises safety excellence and allows participants to share best practice. Participation exempts the plant from random OSHA inspections.

OSHA 10-hour training provides our staff in the Metal Melt Quality' division's US plants with basic health and safety information. It is part of the OSHA Outreach Training Program, which explains serious workplace hazards, workers' rights, employer responsibilities and how to file an OSHA complaint. In 2023 we trained 36 employees and will have all staff trained by the end of 2024.

MEASURING PERFORMANCE IN 2023

Lost time accidents (per 100 employees)

Keeping our employees safe is an important responsibility. Our ongoing focus is to create a safe working environment, and embedding rigorous safety processes and procedures is essential.

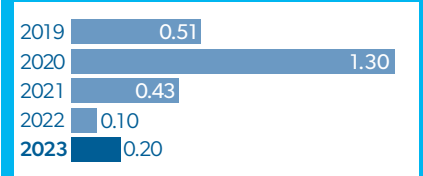
In 2023, there were two lost time accidents resulting in four days of lost time. Both were minor manual handling accidents, one in the Metal Melt Quality division and one in the Aerospace & Industrial division. There were no accidents in the Laboratory division. Improvements in days lost this year result from a continued focus on safe operations in all our plants.

Performance in 2023

4
4 days were lost to accidents as a result of two accidents.

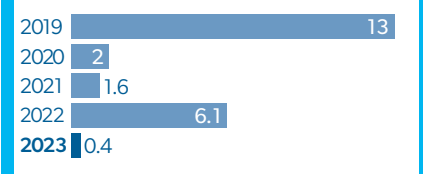
Lost time accidents (per 100 employees)

0.20



Days lost to accidents (per 100 employees)

0.4



ESG report continued

Environmental | **SOCIAL** | Governance

Working with customers

The Group's products are generally bespoke for specific customers and often have a very long product lifecycle. This naturally requires the Group to build close relationships with its customers.

A high percentage of the Group's annual revenue comes from repeat business from existing customers. Most new product introductions are developed with existing customers. When new customers are gained it is often after a long development period over which a close relationship has developed, and a long-term relationship is expected. Particularly in the aerospace and energy sectors, the Group builds relationships with the immediate customer for the product and also with the ultimate end user or manufacturer, who is often the party that certifies the product. For example, the airframe manufacturer will be an important stakeholder but the customer will usually be a sub-assembly manufacturer.

Responsible and resilient supply chains

Developing mutually beneficial and long-term relationships with our suppliers and building resilience, quality and efficiency across our supply chain is a fundamental contributor to our customer offer and long-term sustainability.

The Group has an extensive network of suppliers and subcontractors, many of whom are critical to the manufacture of specific parts. The Group has a stable supplier base. It seeks to increase this base by extending the number of suppliers only where there are perceived to be risks of under capacity or resilience in its existing supply chain. Suppliers are generally only removed from the approved list for persistent quality or delivery failures.

Wherever possible, the Group seeks local suppliers to fulfil its requirements. The Group selects its suppliers carefully. As part of building a long-term relationship with its critical suppliers, the Group works closely with them to ensure that the quality and delivery standards required by the Group are achieved.



Meeting evolving customer needs and exceeding their expectations' with product innovations, quality, efficiency and service and the way we conduct our business, is a fundamental part of our operating model and our values.



Case study



Seal Analytical customer focus

Seal Analytical's highly qualified chemists use a fully equipped demonstration laboratory to train customers remotely, reducing the time and expense of a site visit. Through the use of a suite of broadcast equipment, Seal's chemists can be "virtually" in the customer's laboratory, using the same Seal instruments and software as the customer. This makes installations, training and troubleshooting faster and more accessible.

We aim to contribute positively to our local communities and society.



Seal Analytical, Mequon Wisconsin, US

Seal Analytical has a particular focus on water charities based locally to its plant in Mequon US. Teams from the plant have helped clean a local river through the Milwaukee Riverkeeper Adopt a River Program and have volunteered at the Mequon Nature Preserve to help remove invasive species to encourage native trees and plants.

Porvair and the local community

We aim to contribute positively to our local communities and society. Our products and services support critical global industries and our operations around the world play a role in local economies through job creation; procurement; operating responsibly and ethically; and engaging directly. The management of each operation is aware of its role within its local communities. They seek to recruit locally and retain a skilled local workforce and are encouraged to build relationships with local community organisations. The workforce composition generally mirrors the diversity of the local population.

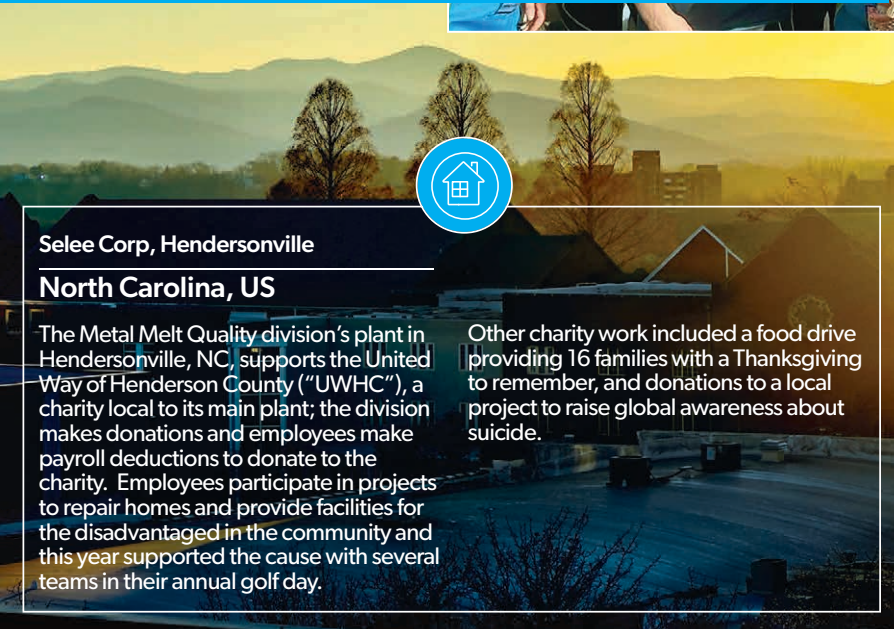
The Aerospace & Industrial division has contributed to local charities based close to its UK plant to support disadvantaged local people and communities. In the US, it has played an active role in encouraging school children to consider careers in engineering,

by providing sponsorship to a robot building challenge and contributing to Chamber of Commerce careers days for senior high school children. The division is a significant employer in the Caribou area and one of the few businesses in the area to be expanding its workforce. It maintains close relations with the local authorities. It has been the beneficiary of local funding designed to promote employment and has joined programmes to promote local businesses and services in the area.

The Laboratory division has contributed to a number of charities in support of local children. Employees also participated in events and made donations to charities supporting cancer relief. Seal Analytical has a particular focus on water charities based locally to its plant in Mequon, US. The Metal Melt Quality division in the US has an active programme of support for local charities.



Local investment and support helps us to build strong relationships in the communities where we operate, and contributes to local sustainable development.



Selee Corp, Hendersonville North Carolina, US

The Metal Melt Quality division's plant in Hendersonville, NC, supports the United Way of Henderson County ("UWHC"), a charity local to its main plant; the division makes donations and employees make payroll deductions to donate to the charity. Employees participate in projects to repair homes and provide facilities for the disadvantaged in the community and this year supported the cause with several teams in their annual golf day.

Other charity work included a food drive providing 16 families with a Thanksgiving to remember, and donations to a local project to raise global awareness about suicide.



ESG report continued

Strong governance and ethical practice are essential to Porvair.

GOVERNANCE

Strong governance is fundamental to building a resilient and successful organisation. Robust policies, standards and management systems guide our operations to address risks and opportunities and enable us to measure our performance and commitments over time.

We believe that strong ESG performance can be a source of competitive advantage. Transparent and robust governance, safe and responsible operations, continuous improvement and innovation are key to delivering our strategy.

Non-Financial and Sustainability Reporting requirements

We will continue to comply with the Non-Financial and Sustainability Reporting requirements contained in Section 414CB of the 2006 Companies Act.

Section 172(1) Reporting

Porvair is required to provide information on how the Directors have performed their duty under Section 172 of the Companies Act 2006 to promote the success of Porvair, including how the interests of Porvair's key stakeholders have been taken into account by the Directors.

TCFD Reporting

Aligning our reporting to the TCFD recommendations informs our key stakeholders of the climate-related issues that may impact Porvair.

ESG governance and oversight

The Board is collectively responsible and accountable for the delivery of our strategy and ensuring we sustain our ESG commitments and balance the interests of all our stakeholders over the long-term.

The Board is committed to maintaining high standards of corporate governance and ensuring values and behaviours are consistent across the business. The Board expects steady and continuous improvement in the Group's governance procedures.

The Board as a whole has significant ESG and Climate Change related experience. The Board takes direct responsibility for developing and implementing ESG policies and procedures for the whole Group. The Group CEO is the member of the Board responsible for delivery of the Group's ESG compliance.

The 2018 UK Corporate Governance code applied to the Group from 1 December 2019. The Board complied with all aspects of the Code throughout the year ended 30 November 2023.

More details of the Group's approach to corporate governance are given in the Group's Report and Accounts section on Corporate Governance on pages 59 to 61.

Risk management

Risk management and review forms a core part of each divisional quarterly review, with risk assessments and actions arising discussed with each management team. Implementation of mitigation procedures is monitored through quarterly reviews and the internal audit process. The outputs from these reviews are fed through in regular Board reports where key issues are discussed. Further details are given on pages 22 to 25 and 60 and 61.

Anti-bribery and corruption policy

The Group prohibits all forms of bribery and corruption within its business and complies with the requirements of all applicable laws designed to combat bribery and corruption. The Group requires all employees, agents, intermediaries and consultants to conduct themselves in accordance with the Group's anti-bribery and corruption policy. The Group conducts periodic compliance reviews and professional training for staff who have contact with customers and suppliers.

Modern Slavery

The Group has zero tolerance of slavery and human trafficking in all their different forms in any part of its business and in its supply chain. This approach reflects a commitment to act ethically and responsibly in all business relationships and to ensure that slavery and human trafficking are not present in any part of its business or in its supply chain.

A copy of the Group's policy on Modern Slavery is available on the Group's website at www.porvair.com.

Human rights

The Group supports and is committed to upholding the UN Guiding Principles on Business and Human Rights, and the core labour standards set out by the International Labour Organisation.

The Group is aware of its requirements to respect human rights in all jurisdictions in which it operates. It pays particular attention to its responsibilities in its operations in China and India. The Group has nothing further to disclose.

Gender Pay Gap

The Porvair Filtration Group, the Group's principal UK employer, discloses its Gender Pay Gap information on its website – www.porvaifiltration.com.

Effective engagement with stakeholders and transparent reporting promotes the success of the Group. Our corporate governance framework aims to sustain stakeholder value over the long-term.



CUSTOMERS

- We seek to build long-term stable relationships with our customers.
- Our products are usually bespoke for specific customers and are designed and tested in partnership with those customers.
- Our products often have long lifecycles and our customers provide us with stable revenues.
- Through research and development, we seek to offer customers regular upgrades and improvements to the products we offer.
- We operate according to strict anti-bribery and corruption policies.

EMPLOYEES

- We provide a broad range of roles in design, manufacture, sales and administration.
- We have both formal and informal communication processes.
- We recruit, train and develop staff solely on the basis of ability.
- Our employees generally reflect the ethnic diversity of the local population close to each plant.
- We operate in accordance with local laws and customs, and with due regard for human rights.
- We meet local living wage requirements.

SHAREHOLDERS

- We seek to provide shareholders with informative and comprehensive communications.
- We seek to publish results promptly, usually within 10 weeks for year end results and 5 weeks for interim results.
- The Executive Board members meet regularly with our key investors to discuss Group performance and to hear their views.
- Board members make themselves available to meet with shareholders and potential investors when requested.

SUPPLIERS

- The Group has a stable supplier base and seeks to build long-term relationships.
- The Group seeks local suppliers to fulfil its requirements.
- Many of our suppliers are critical to the manufacture of specific parts.
- The Group works closely with its suppliers to ensure quality and delivery standards.
- We operate according to strict anti-bribery and corruption policies.

COMMUNITIES & THE ENVIRONMENT

- Our staff profiles mirror the diversity of the local communities around each plant.
- We seek to use local suppliers where possible.
- The local environment is important to us and we take care to keep our waste to a minimum.
- Our employees are active in their local communities and contribute time and money to local charities.

STAKEHOLDERS AND SECTION 172 STATEMENT

Understanding the needs and priorities of our key stakeholders and building strong and positive relationships is critical to our success. Stakeholder engagement takes place across the Group, operationally by our divisional teams, Group management and by the Board.

→ How the Board considers stakeholder interests in the **s172 Statement** on pages: 48 to 50.

Section 172 Statement

This s172 Statement focuses on matters of strategic importance to the Group. It sets out the Board’s approach to decision-making; its stakeholder engagement; and key decisions taken in 2023.

STAKEHOLDER ENGAGEMENT AND DECISION-MAKING

s172(1) Reporting

The Companies (Miscellaneous Reporting) Regulations 2018 (“2018 MRR”) require Directors to explain how they considered the interests of key stakeholders and the broader matters set out in Section 172(1) (A) to (F) of the Companies Act 2006 (“s172”) when performing their duty to promote the success of the Company under s172. This includes considering the interests of other stakeholders which will have an impact on the long-term success of the Company. This s172 Statement reviews the principal decisions made by the Board of Directors and how the Directors have engaged with stakeholders.







This s172 Statement focuses on matters of strategic importance to the Group, and the level of information disclosed is consistent with the size and the complexity of the business.

General confirmation of Directors’ duties

The Board has a framework for determining the matters within its remit and has approved Terms of Reference for the matters delegated to its committees. Certain financial and strategic thresholds have been determined to identify matters requiring Board consideration and approval and delegated authorities are set out in the Group’s reporting and accounting manual.

When making decisions, each Director ensures that they act in the way they consider, in good faith, would most likely promote the Company’s success for the benefit of all of its stakeholders.

Key to s172 considerations

-  (A) – The likely consequences of any decision in the long-term.
-  (B) – The interests of the company’s employees.
-  (C) – The need to foster the company’s business relationships with suppliers, customers and others.
-  (D) – The impact of the company’s operations on the community and the environment.
-  (E) – The desirability of the company maintaining a reputation for high standards of business conduct.
-  (F) – The need to act fairly as between members of the company.

The Board’s approach to decision-making



s172(1) (A) – The likely consequences of any decision in the long-term

The Directors consider the long-term consequences of their decisions with reference to their understanding of the business and the markets in which it operates.

- Povair aims to develop specialist filtration, laboratory, and environmental technologies for the benefit of all stakeholders.
- The Board reviews its strategy each year, which drives a medium-term review of the likely outlook for the Group as described in the Group’s viability assessment (See pages 26 and 27).
- In considering its long-term development, the Board will allocate capital and resources according to strategic priorities. These include:
 - investments in research and development, sales and marketing, and production capabilities;
 - capital expenditures to boost organic growth; and
 - acquisition investments to increase technical expertise or routes to market.

The Group seeks to balance the short-term costs of these investments with their likely future benefit.

s172(1) (E) – The desirability of the company maintaining a reputation for high standards of business conduct

- All of the Group’s operations maintain ISO9001 quality standards as a minimum, with certain plants conforming to quality standards specific to their market (e.g. Aerospace).
- The Board monitors compliance with local laws and standards and has policies on modern slavery, anti-bribery and corruption, and human rights.
- Remuneration arrangements for senior management are tied to Group corporate and social responsibility standards which specify four areas of focus: business integrity and ethics; people; HSE performance; and relationships and community impact.

The Board's approach to stakeholder engagement



s172(1) (B) – The interests of the company's employees

Employees are fundamental to our business. Success depends on attracting, retaining and motivating employees by providing:

- Fair pay and benefits;
- Training and development opportunities;
- A workplace environment with a high regard for health and safety procedures;
- A broad range of roles in engineering, manufacture, sales and administration;
- Formal and informal communication processes; and
- Staff development solely on the basis of ability.

Our employees reflect the ethnic diversity of the local population close to each plant.

We operate in accordance with local laws and customs and with due regard for human rights.

The Directors recognise that our pensioners, though no longer employees, also remain important stakeholders.

More information on this can be found within our report on Employee Engagement (See pages 40 to 45).

In their decision-making, the Directors are careful to properly consider the interests of all stakeholders.

s172(1) (C) – The need to foster the company's business relationships with suppliers, customers and others

Delivering our strategy requires mutually beneficial relationships with suppliers, customers and regulatory bodies. The Board expects all such relations to be conducted appropriately and in conformity with Group policies.

Relationships with customers

- Because of the nature of its products, the Group typically has long customer relationships.
- Most new product introductions are developed with existing customers as a means of deepening the relationship with a valued client.
- Senior management will engage personally with all key commercial contacts to ensure good communications.
- The Group rarely makes significant changes to its terms and conditions, valuing stability in its commercial relationships.

Relationships with suppliers

- The Group typically has long relationships with its suppliers.
- The Board considers supplier resilience as a critical strategic risk and reviews key supply arrangements in its risk management process.
- The Group works closely with its suppliers to ensure that quality and delivery standards are met.
- Senior management engage personally with all key commercial contacts to ensure good communications.
- The Group rarely makes significant changes to its terms and conditions, valuing stability in its commercial relationships.

Relationship with Group operating companies

- The Board has overall responsibility for the control and management of Group strategy and performance.
- The Group believes in giving management teams autonomy such that most decisions can be made close to the stakeholders affected. Only when it is more efficient are activities managed centrally.
- The Board has established a framework of controls encompassing procedures applicable to all businesses that are subject to executive review.

Relationship with regulatory bodies

The Board encourages its operations to engage constructively with regulatory bodies and to maintain regulatory approvals through the relevant audit processes.

s172(1) (D) – The impact of the company's operations on the community and the environment

- The development of safe and responsible operations is fundamental to the Group's purpose.
- The Board regularly reviews reports on the Group's impact on the environment.
- The Board regularly reviews reports on the Group's community involvement projects.
- All Group operations draw staff, ancillary services and supplies from the local economies wherever practical.
- The Board monitors key environmental metrics including carbon intensity; waste and landfill; and use of water.

s172(1) (F) – The need to act fairly as between members of the company

- The Board maintains a regular dialogue with its members through meetings with investors, its AGM, and comments received in relation to its regulatory releases and publications.
- The Board publishes results promptly, usually within 10 weeks for year end results and 5 weeks for interim results.
- The Board provides briefings to analysts and media outlets, who in turn provide an independent perspective on the Company for the benefit of their clients and readers.
- The Board uses judgement and analysis of information gained through this information exchange to act fairly as between the Company's members.
- The Board seeks to provide shareholders with informative and comprehensive communications.
- The Executive Board members meet regularly with our key investors to discuss Group performance and to hear their views.
- Board members make themselves available to meet with shareholders and potential investors when requested.

Section 172 Statement continued

Principal decisions taken by the Board in 2023

DEFINITION OF PRINCIPAL DECISIONS

We define principal decisions taken by the Board as those decisions in 2023 that were of a strategic nature and that are significant to any of our key stakeholder groups. As outlined in the FRC Guidance on the Strategic report, we include decisions related to capital allocation, dividend policy and strategy.

1. Decisions to acquire Ratiolab, EFC and certain business and assets of HRW.

Decisions taken in January, July and November 2023

The outcome

The Board made three acquisition decisions in 2023 in support of its stated strategy of developing specialist filtration, laboratory and environmental technology businesses. It acquired certain business and assets of HRW in March 2023 as a bolt-on to the industrial filtration unit in Boise, ID; Ratiolab in July 2023 to expand the footprint of the Laboratory division; and EFC, a bolt-on for the Aerospace & Industrial division, that completed on 4 December 2023.

How stakeholders were considered

All three deals expand the capabilities and capacity of the divisions in which they sit, and in so doing strengthen the career prospects and continued employment for both existing Porvair staff and those members of staff joining the Group through acquisition. The same is true of the customers and suppliers of the acquired businesses who will benefit from association with a larger Group that offers a stronger financial base. Synergies in production and distribution will, over time, benefit wider Group stakeholders including shareholders. The acquisitions were funded from the Group's cash resources, leaving funds available to resource the pension fund and to continue to deliver a progressive dividend for shareholders.



2. Decisions to pay the interim dividend and recommend the final dividend for 2023.

Decisions taken in June 2023 and February 2024

The outcome

Prior to finalising the Group's interim and final accounts the Board considered whether it was appropriate to raise the interim and final dividend. The Board concluded that the interim dividend should be raised by 0.1 pence to 2.0 pence and recommended that the final dividend should be increased by 5.3% from 3.8 pence to 4.0 pence.

How stakeholders were considered

The Board has a stated policy of paying a progressive dividend. The Board concluded that the dividend was sufficiently well covered; that there were adequate distributable reserves; and the Group had access to sufficient finance. Staff, customers, suppliers and the future investment opportunities for the business were considered to be unaffected by the decision to pay the dividend and shareholders received the income from the Group that they would have expected.



3. Approval of Porvair's strategic plan for 2024 to 2027.

Decision taken in November 2023

The decision

The Board conducts a strategic review each year which considers the strategic direction of the Group and its immediate and medium-term priorities. Four year plans are considered.

How stakeholders were considered

The Group's strategic framework specifically considers the benefits to all stakeholders. Particular emphasis is given to shareholders, staff and pensioners.



NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT



This section of the Strategic report constitutes the non-financial and sustainability information statement of Porvair plc, produced to comply with sections 414CA and 414CB of the Companies Act. The information listed in the below table is incorporated by cross reference.

| Reporting requirement | Policies and standards which govern our approach | Additional information and cross-referencing |
|--|--|---|
| Stakeholders | <ul style="list-style-type: none"> Summary statement | <ul style="list-style-type: none"> s172 (1) Statement and Stakeholder Engagement on pages: 48 to 50 ESG report on pages: 28 to 47 |
| Environmental matters | <ul style="list-style-type: none"> Environmental performance Taskforce on Climate-related Financial Disclosures ("TCFD") | <ul style="list-style-type: none"> ESG report on pages: 30 to 39 TCFD report on page: 32 |
| Employees | <ul style="list-style-type: none"> Employee Engagement Whistleblowing policy Health & Safety policy Diversity policy Training and development | <ul style="list-style-type: none"> s172 (1) Statement and Stakeholder Engagement on pages: 48 to 50 ESG report on pages: 40 to 46 Governance report on pages: 59 to 61 |
| Respect for human rights | <ul style="list-style-type: none"> Modern Slavery Act statement Human rights | <ul style="list-style-type: none"> ESG report on page: 46 |
| Social matters | <ul style="list-style-type: none"> Porvair in the community Relationship with customers and suppliers | <ul style="list-style-type: none"> s172 (1) Statement and Stakeholder Engagement on pages: 48 to 50 ESG report on pages: 44 and 45 |
| Anti-bribery and corruption | <ul style="list-style-type: none"> Anti-bribery and corruption policy | <ul style="list-style-type: none"> ESG report on page: 46 |
| Description of principal risks and impact on business activity | <ul style="list-style-type: none"> Risk assessment | <ul style="list-style-type: none"> Principal risks and uncertainties on pages: 22 to 25 |
| Description of the business model | <ul style="list-style-type: none"> How it links to strategy and delivers value to stakeholders | <ul style="list-style-type: none"> Consistent strategy on pages: 2 to 5 Chief Executive's report on pages: 8 to 15 |
| Non-financial key performance indicators | <ul style="list-style-type: none"> Relevant key performance indicators | <ul style="list-style-type: none"> Key Performance Indicators on page: 21 ESG report on pages: 38 to 43 |

The policies mentioned above form part of the Group's policies, which act as the strategic link between our Purpose and how we manage our day-to-day business. During the year, the Board determined that the policies remain appropriate and support its long-term sustainable success.

This Strategic report was approved by the Board.

By order of the Board

Chris Tyler
 Company Secretary
 2 February 2024

Board of Directors

The Board is collectively responsible for the long-term success of Povair and the delivery of sustainable stakeholder value.



John Nicholas

Independent Non-Executive Chair



Appointed to the Board in October 2017, he became Chair in April 2018.

External appointments:

John was Non-Executive Chair of Diploma PLC until January 2022. He was previously Senior Non-Executive Director of Mondi plc, Rotork plc and Ceres Power Holdings plc and Chair of the Audit Committee of Hunting plc. He was Group Finance Director of Tate & Lyle plc from 2006 to 2008 and, prior to that, Group Finance Director of Kiddle plc from its demerger from Williams plc in 2000 until its acquisition by United Technologies in 2005. John was a member of the UK Financial Reporting Review Panel for six years until April 2015.

Relevant experience:

John is an experienced Non-Executive Director with broad experience in manufacturing and service industries. John brings strong leadership skills and provides an effective commitment to the Board. John holds an MBA from Kingston University and is a Chartered Certified Accountant.

Committee membership:

Chair of the Nomination Committee and member of the Remuneration Committee.



Ben Stocks

Group Chief Executive

Appointed to the Board in February 1998.

Previous career and external appointments:

Ben was previously Managing Director of the Speciality Packaging Division of Carnauld Metal Box. He is Senior Independent Non-Executive Director of the Aerospace Technology Institute and Chair of its Remuneration Committee.

Relevant experience:

Ben has been Group Chief Executive since joining the Board in 1998. He leads the Group's management and has been instrumental in delivering the Group's consistent strategy and growth. Over his career with the Group, he has acquired considerable domain knowledge and extensive filtration market knowledge. He has an MBA from INSEAD.

Committee membership:

None.



James Mills

Group Finance Director

Appointed to the Board in April 2021.

Previous career:

James was previously a divisional Finance Director for Ricardo plc. Prior to Ricardo, he was responsible for group reporting at G4S plc.

Relevant experience:

James brings significant expertise and relevant experience in strategic financial management for engineering led businesses. He is a Chartered Accountant, who qualified with KPMG.

Committee membership:

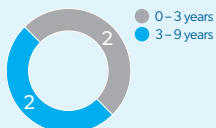
None.

Composition of the Board

Executive and Non-Executive Directors



Non-Executive Tenure



Key to Board Committee Membership

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee
- Blue background denotes Committee Chair

Board changes during FY23 and the year to date:

- Ami Sharma was appointed to the Board as an Independent Non-Executive Director on 1 January 2023. He became Chair of the Audit Committee on 1 February 2023.
- Jasi Halai resigned from the Board on 31 January 2023.
- Sarah Vawda was appointed to the Board as an Independent Non-Executive Director on 26 June 2023.

Further information on the appointments and Board succession planning activities can be found on pages 56 and 62.

Board diversity

It is the Board's policy to maintain a small Board of five or six Directors with a minimum of two male and two female Directors. Following the resignation of Jasi Halai on 31 January 2023, the Board was not compliant with this policy until the appointment of Sarah Vawda on 26 June 2023.

The Board diversity throughout the year was:

| | Gender | | Ethnicity | |
|----------------------------|--------|--------|------------------------------|--------------------|
| | Male | Female | White British or other White | Asia/Asian British |
| 1 Dec 2022 to 31 Dec 2022 | 60% | 40% | 4 | 1 |
| 1 Jan 2023 to 31 Jan 2023 | 67% | 33% | 4 | 2 |
| 1 Feb 2023 to 25 Jun 2023 | 80% | 20% | 4 | 1 |
| 26 Jun 2023 to 30 Nov 2023 | 67% | 33% | 4 | 2 |



Sally Martin A N R

Senior Independent Non-Executive Director

Appointed to the Board in October 2016.

External appointments:

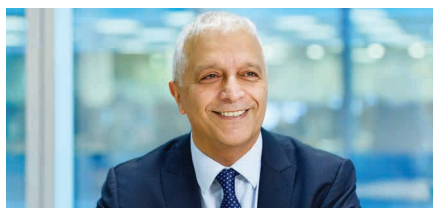
Sally is independent non-executive director of Sandfire Resources Limited, a company listed on the Australian Securities Exchange. She was, until 2021, Supply and Trading Operations Manager for Europe & Africa in the Shell International Trading and Shipping Company Limited.

Relevant experience:

In a thirty year career with Shell, Sally built a strong track record in strategy; M&A; international business development; and engineering and operations. She brings a particular focus on safety management, large project delivery and managing large and dispersed teams. Her extensive team management skills make her ideally suited to lead our Employee Engagement processes and chair the Group's Remuneration Committee. She is a member of the Australian Institute of Company Directors.

Committee membership:

Chair of the Remuneration Committee and member of the Audit and Nomination Committees. Designated Board member for Employee Engagement.



Ami Sharma A N R

Independent Non-Executive Director

Appointed to the Board in January 2023.

External appointments:

Ami is currently Group Chief Financial Officer and Company Secretary of SDI Group plc, an AIM listed manufacturing group. He was Group CFO at FTSE 250 listed Ultra Electronics Holdings plc, an international aerospace and defence group, from 2016 to 2019. He was CFO of Gibbs and Dandy plc from 2005 to 2009. Ami has, in the past, held senior finance roles at Senior plc and Saint Gobain Building Distribution and was an audit manager with KPMG.

Relevant experience:

Ami has over 30 years' experience in public and private companies with particular focus on international manufacturing, high growth businesses, corporate transactions, driving operational improvements and raising finance. This track record makes him ideally suited to Chair the Audit Committee. He is a Chartered Accountant.

Committee membership:

Chair of the Audit Committee and member of the Remuneration and Nomination Committees.



Sarah Vawda A N R

Independent Non-Executive Director

Appointed to the Board in June 2023.

External appointments:

Sarah is the Senior Independent Non-Executive Director and Chair of the Audit Committee of Access Intelligence plc, an AIM listed reputation management, marketing and communications, software as a service business; Non-Executive Director of Hamlet Protein A/S, a private equity backed Danish specialty protein business; and Non-Executive Director and Chair of the Remuneration and Nomination Committees of Noveltech Private Feeds Ltd (India), a private equity backed Indian animal nutrition business.

She has previously held senior executive roles within global multinational companies including PowerGen plc, Corus Group plc, Christian Salvesen plc, Provimi SA and Johnson Matthey plc and several other Non-Executive and Trustee roles.

Relevant experience:

Sarah brings a wealth of experience in corporate development, strategy, M&A, finance and business transformation gained within public, private equity and entrepreneurial companies in diverse industries including energy, metals, chemicals, logistics and manufacturing. She has a particular focus on change management, complex transactions, strategic reviews, diversity and leading large multi-disciplinary teams to deliver success. She is a Chartered Accountant.

Committee membership:

Member of the Audit, Remuneration and Nomination Committees.

Chair's introduction to governance

The Board provides effective and strategic leadership to the Group within a framework of robust corporate governance.

Dear shareholder

The Board is committed to maintaining high standards of corporate governance and ensuring values and behaviours are consistent across the business. The Board expects steady and continuous improvement in the Group's governance procedures.

In the Governance section of this report, the Board sets out the information, policies and procedures adopted by the Group to ensure compliance with the relevant governance codes and financial law. The Governance section includes the Directors' Report, the Corporate Governance Report, the Report of the Nomination Committee, the Report of the Audit Committee and the Remuneration Report and Remuneration Policy.

The Board

The Board consists of four Non-Executive Directors and two Executive Directors. The Board provides strategic leadership and guidance with the aim of allowing the Executive team to develop the business profitably within the framework of risk management and compliance.

The Board has established three Committees to advise the Board:

- The Audit Committee advises the Board on matters relating to internal controls and financial reporting of the Group.
- The Remuneration Committee determines and recommends the framework and policy for the remuneration of the Executive Directors.
- The Nomination Committee provides a process and procedure for the appointment of new Directors.

The Nomination Committee and the Remuneration Committee comprise all of the Non-Executive Directors. As Chair of the Group, I do not sit on the Audit Committee.

I confirm that, following performance evaluation of each Non-Executive Director, their performance continues to be effective with appropriate commitment to the role.

Compliance with the Code

The Board complied with all aspects of the 2018 UK Corporate Governance Code throughout the year ended 30 November 2023.

Developments in 2023

Ami Sharma was appointed as an Independent Non-Executive Director with effect from 1 January 2023. Jasi Halai resigned from the Board on 31 January 2023 at which point Ami became Chair of the Audit Committee. Sarah Vawda was appointed as an Independent Non-Executive Director with effect from 26 June 2023.

At the AGM on 14 April 2024 the Board will be requesting shareholders approve:

- A new Remuneration policy for the next three years. No structural changes are proposed but the Remuneration Committee is concerned that the current approach of providing fixed pay levels which are below market median requires it to propose an increase in the annual bonus policy maximum from 100% of salary to 125% (although there is no intention to increase the opportunity for FY2024).
- New rules for the Group's Save As You Earn scheme. The rules approved in 2014 have now expired and new rules on substantially the same terms will be proposed for a further 10 years term.

The Group made progress in three specific areas of Governance in 2023:

- The Board was strengthened from five to six Directors.
- The Group discloses the ethnic diversity of its Directors and Executive management for the first time.
- Employee Engagement processes were refined throughout the Group with the benefit of several years of tracking employee satisfaction and measuring the Voluntary Quit Rate. Improvements in Employee Engagement now form part of all general managers' incentive schemes.

John Nicholas, Chair

2 February 2024

Transparent reporting

Povair has a clear purpose; integral to delivering it is being a socially responsible company that demonstrates strong ethical behaviour within a framework of transparent and robust governance.

Section 172 Statement

In line with the reporting requirements of the 2018 UK Corporate Governance Code, our stakeholder engagement section describes how our stakeholders, and the matters set out in Section 172 of the Companies Act 2006, have been considered in Board discussions and decision-making. The Board actively engages with our shareholders, employees and wider stakeholder groups when making decisions, and considers the impact of Group activities on the community, environment and its reputation.

Compliance with the UK Corporate Governance Code 2018

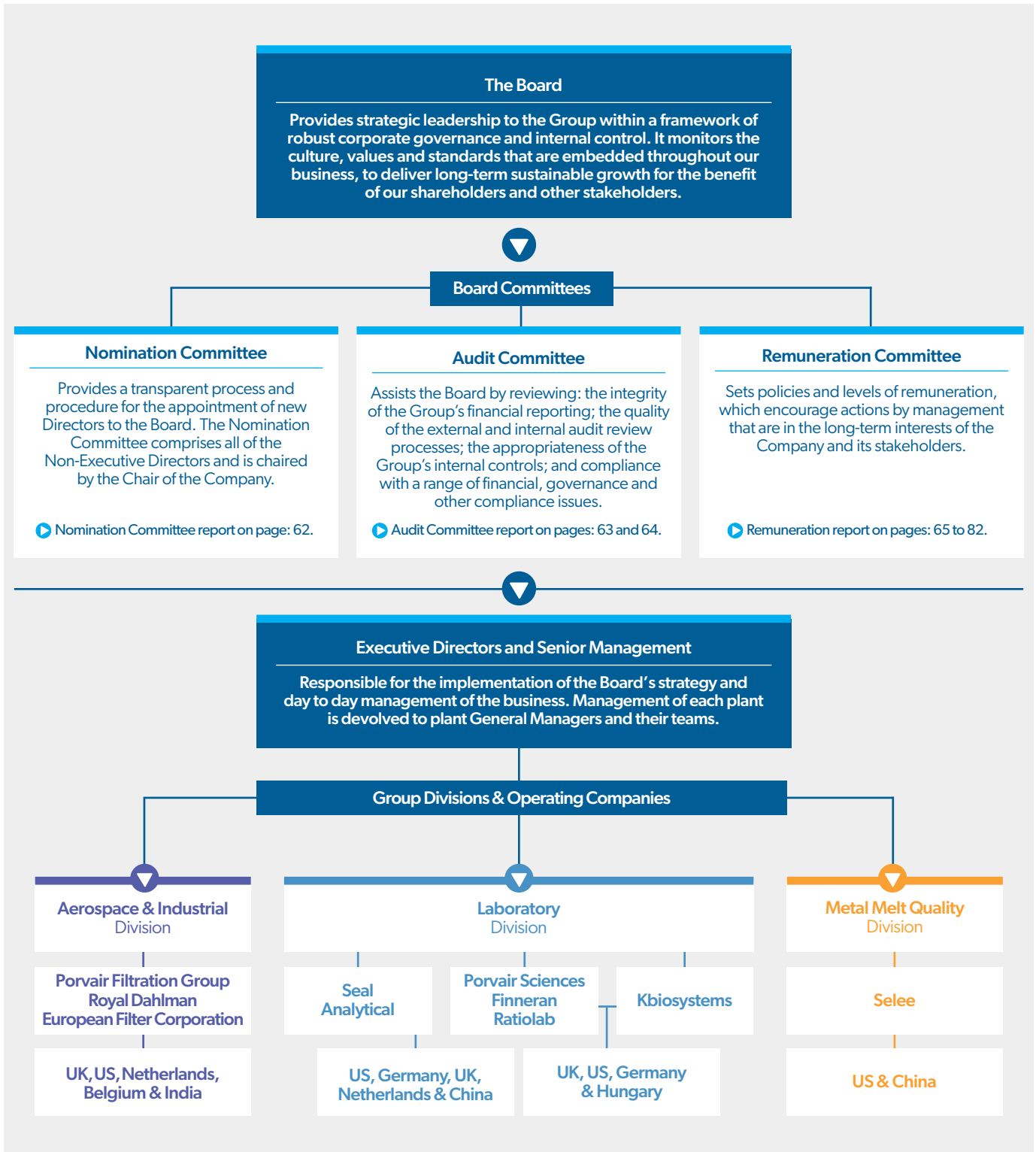
The principles set out in the UK Corporate Governance Code 2018 (the "Code") emphasise the value of good corporate governance for long-term sustainable success. The Board applied the principles and complied with all provisions of the Code throughout the year ended 30 November 2023.

Further details on how we have applied the principles set out in the Code can be found as follows:

- ▶ Section 1: Board leadership and Company purpose on page: 59.
- ▶ Section 2: Division of responsibilities on page: 59.
- ▶ Section 3: Composition, succession and evaluation on pages: 60, 61 and 62.
- ▶ Section 4: Audit, risk and internal control on pages: 60, 61, 63 and 64.
- ▶ Section 5: Remuneration on pages: 65 to 82.

Porvair’s governance structure

Good governance continues to provide the framework for effective delivery of our strategy. The Board is committed to maintaining very high standards of corporate governance and ensuring values and behaviours are consistent across the business. The Board provides strategic leadership and guidance with the aim of allowing the Executive team to develop the business profitably within the framework of risk management and compliance.



Directors' report

The Directors are pleased to present their Annual Report and the audited accounts of the Group for the year ended 30 November 2023.

The Company

Povair plc is a public limited company incorporated in England and Wales and domiciled in the UK, with a listing on the London Stock Exchange under the symbol PRV. The address of its registered office is 7 Regis Place, Bergen Way, King's Lynn, Norfolk, PE30 2JN.

Business review

The business review is covered in the Strategic report. The Group's purpose, strategy, objectives, key performance indicators, likely future developments, and risks and uncertainties are discussed throughout the report.

Dividends

An interim dividend of 2.0 pence per share (2022: 1.9 pence per share) was paid on 23 August 2023. The Directors recommend the payment of a final dividend of 4.0 pence per share (2022: 3.8 pence per share) on 5 June 2024 to shareholders on the register on 3 May 2024; the ex-dividend date is 2 May 2024. This makes a total dividend for the year of 6.0 pence per share (2022: 5.7 pence per share).

Directors and their interests

The names and biographical details of the Directors are set out on pages 52 and 53. Ami Sharma joined the Board on 1 January 2023, Jasi Halai resigned from the Board on 31 January 2023, Sarah Vawda joined the Board on 26 June 2023, all other Directors served throughout the year. In accordance with best practice, it is the Board's policy that all Directors, who continue to serve, should offer themselves for re-election each year.

The appointment and replacement of Directors is governed by the Articles, the Companies Act 2006, the UK Corporate Governance Code and related regulation and legislation applying to UK listed companies. The Articles require there to be a minimum of three Directors (and permit a maximum of 15) and provide that the business of the Company shall be managed by the Board of Directors, which may exercise all powers of the Company. The Board of Directors may make such arrangements as they see fit to delegate those powers, except that the Board retains specific authority over the matters reserved for the Board, which are summarised in the Role of the Board section in the Corporate governance report on page 59.

The Executive Directors have service contracts that include a rolling 12 month notice period. The Non-Executive Directors have letters of appointment that include a rolling three month notice period unless they are not re-elected at the Annual General Meeting, in which case, the Non-Executive Director will resign immediately.

During the year, and up to the date of this report, the Group maintained insurance providing liability cover for its Directors.

Details of all the beneficial and non-beneficial interests of the Directors in the shares of the Company, share options and service contracts are set out in the Remuneration report on pages 69 to 71. None of the Directors had a material interest in any contract of significance in relation to the Company or its subsidiaries during the year.

There are no agreements between the Company and its Directors or employees that provide for compensation for loss of office or employment in the event of a takeover of the Company. No additional matters under LR9.8.4 have been identified, which require disclosure.

The Company has in place procedures to deal with conflicts of interest. The Company follows the guidance on conflicts of interest issued by the Association of General Counsel and Company Secretaries of the FTSE. See page 60 for more details.

Research and development

The Group continues to undertake a research and development programme with the objective of identifying and developing new materials and products which have the potential to contribute to the growth of the Group. During the year, £4.0 million (2022: £3.5 million) of development expenditure was written off to the income statement and no development expenditure (2022: £nil) was capitalised.

Greenhouse gas emissions

The disclosure of the Group's greenhouse gas emissions is given in the ESG report on pages 38 and 39, which forms part of this report and is incorporated into it by cross reference.

Share capital

The Company has one class of ordinary share capital which carries no right to fixed income. All of the Company's shares in issue are fully paid and each share carries the right to vote at general meetings of the Company. During the year, the Company issued 34,217 (2022: 123,896) shares to satisfy the exercise of SAYE share options.

The Group uses an Employee Benefit Trust ("EBT") to purchase shares in the Company to satisfy entitlements under the Group's Long Term Share Plan. The EBT has waived its rights to dividends. During the year, the Group purchased 120,000 ordinary shares of 2 pence each (2022: 120,000) for a total consideration of £745,000 (2022: £749,000). During the year, the EBT did not issue any ordinary shares (2022: nil) to satisfy the exercise of Long Term Share Plan share options. The cost of the shares held by the EBT is deducted from retained earnings. The EBT is financed by a repayable-on-demand loan from the Group of £4,527,000 (2022: £3,782,000). As at 30 November 2023, the EBT held a total of 495,700 ordinary shares of 2 pence each (2022: 375,700) at a cost of £2,982,000 (2022: £2,237,000) and a market value of £2,904,802 (2022: £2,051,322).

Further details of the share capital of the Company are given in note 22 to the financial statements.

There are no specific restrictions on the size of a holding in the Company nor on the transfer of shares, which are both governed by the provisions of the Articles and prevailing regulations and legislation governing UK listed companies. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on voting rights. No person has special rights of control over the Company's share capital.

Each year the Board seeks shareholder approval to renew the Board's authority to allot relevant securities and to purchase its own shares.

Contracts

The Company is party to a number of agreements that take effect, alter or terminate upon a change of control of the Company, such as commercial contracts, banking agreements, property lease arrangements and employee share plans.

Section 172 of the Companies Act 2006 disclosure

Details of the Board's compliance with the requirements of Section 172 of the Companies Act 2006 are given on pages 48 to 50.

Non-financial and sustainability information statement

Non-financial and sustainability information required by s414CB of the Companies Act 2006 can be found by using the references given on page 51 of the Strategic report.

Substantial shareholders

As at 2 February 2024, the Company has been notified of the following substantial shareholdings comprising 3% or more of the issued share capital of the Company.

| | Ordinary shares (number) | Percentage (%) |
|---------------------------------|--------------------------|----------------|
| GGG SpA | 7,729,427 | 16.67 |
| Long Path Partners | 3,905,167 | 8.42 |
| Liontrust Asset Management | 3,265,732 | 7.04 |
| Blackrock Investment Management | 2,909,904 | 6.28 |
| Impax Asset Management | 2,626,448 | 5.67 |
| Financiere de L'Echiquier | 2,020,023 | 3.59 |
| Vanderbilt Gilead SMA | 1,445,768 | 3.12 |
| Royal London Asset Management | 1,401,095 | 3.02 |

Corporate governance

The Company's statement on corporate governance can be found in the Corporate governance report on pages 59 to 61 of these financial statements. The Corporate governance report forms part of this Directors' report and is incorporated into it by cross reference.

Employment policies and engagement

The Group's employment policies and Employee Engagement activities are described in the ESG report on pages 40 to 45, which forms part of this report and is incorporated into it by cross reference.

Relationships with customers, suppliers and local communities

The Group's relationships with customers, suppliers and interaction with the local community are described on pages 44 and 45, which forms part of this report and is incorporated by cross reference.

Financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of price risk, foreign exchange risk, credit risk, liquidity risk and interest rate cash flow risk. The Group has in place risk management procedures that seek to limit the adverse effects on the financial performance of the Group of these financial risks.

Given the size of the Group, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies set by the Board of Directors are implemented by the Company's finance department, which has a policy and procedures manual that sets out specific guidelines to manage interest rate risk and credit risk, and circumstances where it would be appropriate to use financial instruments to manage these.

Further details on the specific risks related to financial management and their mitigation are given on pages 25 and 61.

Acquisitions

On 3 March 2023, The Group, through its subsidiary Povair Filtration Group Inc., acquired certain business and assets of HRW Inc., a small engineering operation based in Nampa, Idaho. HRW is a key supplier to the Povair Filtration Group's microelectronics filtration facility in Idaho. The total consideration was £868,000.

On 14 July 2023, the Group, through its subsidiary Povair Holdings B.V., acquired 100% of the issued share capital of two companies, Ratiolab GmbH and Ratiolab Kft. (together "Ratiolab"). Ratiolab manufactures laboratory consumables in a plant close to Budapest and sells a wide range of laboratory consumables in Europe and the Middle East from a distribution centre near Frankfurt. The total net cash consideration was £8,108,000.

Post balance sheet events

On 4 December 2023, the Group, through its subsidiary Povair Holdings B.V., acquired 100% of the issued share capital of European Filter Corporation NV. ("EFC"). EFC, a filtration business based in Lummen, Belgium, has expertise in the manufacture of mist elimination filters used in the production of industrial feedstocks and well established industrial filtration sales channels in north east Europe. The total consideration was £10,321,000.

Going concern

The Directors statement on going concern is incorporated in its review of viability and going concern on pages 26 and 27.

Annual General Meeting

The Annual General Meeting of the Company is to be held on Tuesday 16 April 2024. The notice for this meeting and proxy forms will be sent to shareholders separately.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report and the Directors' Report, the Directors' Remuneration Report 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 the 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) including Financial Reporting Standard 101, Reduced Disclosure Framework ("FRS 101").

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.

Directors' report continued

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 accounting 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 applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Company financial statements; 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's 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 also 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.

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

The Directors consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

Each of the Directors, whose names and functions are listed on pages 52 and 53, confirms that, to the best of their knowledge:

- 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
- the Strategic report and the Directors' report include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that it faces.

Directors' responsibility for provision of information to the Auditor

So far as each Director is aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Independent Auditor

RSM UK Audit LLP has indicated its willingness to continue in office as the Company's Auditor. A resolution concerning its appointment will be put to the Annual General Meeting.

By order of the Board

Chris Tyler
Company Secretary
2 February 2024

Corporate governance

Compliance

The Company has adopted the principles of good governance set out in the 2018 UK Corporate Governance Code. This section describes how the Board has applied those principles. The Directors are of the opinion that the Company has complied with the provisions of the UK Corporate Governance Code (which is publicly available at www.frc.org) throughout the year.

LEADERSHIP AND COMPANY PURPOSE

Company Purpose

The Board has defined the Company's purpose as "Porvair aims to develop specialist filtration, laboratory and environmental technologies for the benefit of all stakeholders." Measures of success include consistent earnings per share growth and improvement in selected ESG metrics. Details of how the corporate purpose has been embedded in the operations and the metrics used to measure success are given in the Strategic report on pages 1 to 51. Details of the Board's approach to investing in and rewarding the workforce are given in the ESG report on pages 28 to 47.

Role of the Board

The Group is directed and controlled by the Board. It provides strategic leadership and support with the aim of developing the business profitably, whilst assessing and managing the associated risks. The Board ensures that the financial management, controls and resources are in place to enable the business to meet its objectives. The Directors take collective responsibility for the Group's performance.

The Board has a formal schedule for reviewing the Group's operating performance and has other specific responsibilities reserved to it, which include:

- Approval of the published financial results and dividends;
- Appointments to the Board and other Board committees;
- Approval of the strategic direction of the business;
- Approval of the Group's approach to climate-related activities;
- Approval of contracts outside the normal course of business;
- Approval of expenditure over certain limits;
- Approval for acquisitions and disposals;
- Approval of treasury policy and significant new financing; and
- Approval of the funding policies of the defined benefit pension scheme.

The Chair is responsible for leadership of the Board. The responsibilities of the Chair and Senior Independent Non-Executive Director are set out clearly in a written document approved by the Board, available from the Company Secretary on request.

The Executive Directors manage the day-to-day operations of the business, under the leadership of the Chief Executive, within the framework set out by the Board. Outside the formal schedule of Board meetings, the Chair and Non-Executive Directors make themselves available for consultation with the Executive team as necessary.

All Directors have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that Board procedures are complied with. The Company Secretary is responsible for advising the Board, through the Chair, on all governance matters.

The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The Board has a schedule of six pre-arranged meetings during the year. In addition, other meetings are arranged to deal with specific issues or transactions, as required. There was full attendance by Directors at all pre-arranged Board meetings.

Takeover Directive

Disclosures relating to the Takeover Directive are included in the Directors' report (under "Share capital") on page 56.

DIVISION OF RESPONSIBILITIES

Board of Directors

The Board consists of six Directors; two Executive Directors and four Non-Executive Directors, including the Chair. The Board is chaired by John Nicholas. Ben Stocks is the Group Chief Executive, James Mills is the Group Finance Director. Sally Martin, John Nicholas, Ami Sharma and Sarah Vawda are Independent Non-Executive Directors. Sally Martin is the Senior Independent Non-Executive Director.

The Directors' appointment and removal is a matter for the Board as a whole. The Senior Non-Executive Director is available for consultation with shareholders through the Company Secretary, by written submission.

The Executive Directors and the Chair meet with the Company's major shareholders and other potential investors on a regular basis and have reported to the Board on those meetings. The Chair of the Remuneration Committee consulted with major shareholders in the year in connection with the terms of the revised Remuneration policy.

The Board considers the independence of each Non-Executive Director and assesses relationships and circumstances likely to affect each Director's judgement. The Board considers each Non-Executive Director to be independent of management.

All of the Directors offer themselves for re-election at each Annual General Meeting.

On joining the Board, a new Director receives appropriate induction including meeting with other Directors, visiting the Group's principal operations and meeting with senior management and the Group's principal advisers.

The Board has put in place a procedure by which any Director may take independent professional advice at the expense of the Company in furtherance of their duties as a Director of the Company.

The Company maintains Directors' and Officers' liability insurance.

Corporate governance continued

COMPOSITION, SUCCESSION, EVALUATION AND REMUNERATION

Board Committees

The Board has set formal terms of reference for each of its committees setting out the composition, scope of work and reporting requirements for each Committee.

Nomination Committee

The Board has established a Nomination Committee to provide a transparent process and procedure for considering succession and the appointment of new Directors to the Board.

The Report of the Nomination Committee on page 62 includes details of the Nomination Committee's remit, composition, attendance, approach to diversity and scope of work in the year.

The Nomination Committee's full terms of reference are available on the Group's website, www.porvair.com.

Audit Committee

The Board has established an Audit Committee to review and advise the Board on matters relating to the internal controls and financial reporting of the Group.

The Report of the Audit Committee on pages 63 and 64 includes details of the Audit Committee's remit, composition, attendance, scope of work in the year and related judgements. A discussion of the Group's internal controls and its approach to internal audit is given in the Audit risk and internal control section on this page.

The Audit Committee's full terms of reference are available on the Group's website, www.porvair.com.

Remuneration Committee

The Board has established a Remuneration Committee to review and advise the Board on matters relating to the Executive Directors' remuneration.

The Remuneration report on pages 65 to 82 includes details on remuneration policy, practices and the remuneration of the Directors.

The Remuneration Committee's full terms of reference are available on the Group's website, www.porvair.com.

Evaluation

The Board undertakes a rigorous self assessment review each year to consider its own performance. The procedures include individual interviews by the Chair with each Director, review of an assessment form and discussion of the findings at a Board meeting. The Senior Independent Non-Executive Director maintains regular contact with the other Independent Non-Executive Directors and the Executive Directors, sufficient to monitor the performance of the Chair. The Chair, in consultation with the Executive Directors, monitors the performance of the Non-Executive Directors.

The Chair has conducted interviews and assessments with each Director and the performance of the Executive Directors has been considered in detail by the Remuneration Committee without the Executive Directors present. The Chair considers that, following the application of the Board's formal performance evaluation programme, each Director's performance continues to be effective and each Director has demonstrated commitment to their role.

Conflicts of interest

The Board has an annual process for disclosing any conflicts of interest with Directors mandated to update the Board with any changes throughout the year. There were no disclosed conflicts of interest in the year (2022: none).

AUDIT, RISK AND INTERNAL CONTROL

Internal control

The Board has overall responsibility for ensuring that the Group maintains a system of internal controls and for reviewing its effectiveness. The system is not designed to eliminate the risk that the Group's objectives will not be achieved but to ensure that there is an ongoing process for identifying, evaluating and managing the significant risks. As with any such system, it can only provide reasonable, but not absolute, assurance against material misstatement or loss. The Board has reviewed the effectiveness of the process regularly throughout the year. The Group's key procedures are as follows:

Control environment – Group management and Board controls – each operating division has its own management group which meets regularly to monitor operational matters. Each operating division is responsible for establishing its own system of internal controls and for ensuring compliance with those controls. The Divisional Director of each operating division reports to the Group Chief Executive, and clearly defined lines of responsibility have been established within this organisational structure. The senior finance executive in each operation has a dual responsibility to report within their operation to the Divisional Director and to the Group Finance Director.

The Executive Directors, meet online weekly with the divisional senior management as a group to discuss operating performance and the near-term outlook. There is also a formal programme of quarterly reviews with each division's senior management team.

These formal reviews, conducted either in person or on-line, cover:

- Health and safety;
- Operational performance;
- Risk reviews, including climate-related risks;
- Employee Engagement activities; and
- Investment decisions, including atmospheric carbon dioxide reduction activities.

The Executive Directors visit all operations regularly to perform reviews.

Control environment – Operational controls – in addition to the Group internal control systems, each business follows control procedures set out by regulators and customer requirements.

These include:

- ISO 9001 systems and controls;
- OSHA health and safety reviews;
- Quality control procedures and inspections;
- Insurance provider reviews;
- Export ITAR compliance controls;
- Customer site and product reviews;
- Aerospace/nuclear compliance and traceability;
- AS9100 compliance audits;
- EPA compliance audits; and
- GLP/FDA compliance.

Risk management – operating division management has clear responsibility for the identification of risks facing each operation, and for establishing procedures to investigate and monitor such risks. A review of each operation’s risk management is included in the normal cycle of Executive Directors’ reviews of the divisions. The Board reviews a group register of risks and mitigations on a regular basis as part of its normal Board reporting. The Board also commissions independent reviews of the key risks facing the Group as appropriate. Full details of the Group’s risk management processes are given in the section on Principal risks and uncertainties on pages 22 to 25.

Information and control systems – the Group’s systems provide management with regular and reliable management information. Information systems are specific to each reporting entity and separate from other entities’ systems. Common Group processes are used for management reporting and consolidation. The Group has a comprehensive process of annual budgets, target setting, and detailed monthly reporting.

The annual budget of each operation is reviewed in detail by the Executive Directors. The consolidated Group budget is approved by the Board as part of its normal responsibilities.

Each operation produces full monthly management accounts comprising an income statement, cash flow statement, balance sheet, comparisons with prior year and the budget, and a forecast for the full year. The Executive management team review the performance with the operations’ management.

Monthly management accounts are consolidated at Group level. The Board receives copies of the monthly management accounts and reviews the performance of the Group in detail at each Board meeting.

Monitoring system – the Board has established a framework of controls encompassing procedures applicable to all businesses that are subject to executive review.

The Group operates a self assessment process so that the operating businesses can quantify the extent of their compliance with control objectives. Each separate accounting entity completes an annual self assessment questionnaire which highlights areas where control improvements could be made. The results of these control questionnaires are reviewed with senior management and new controls are implemented as necessary.

The Group operates an internal audit cycle consisting of peer reviews conducted by the Group’s financial controllers or other suitably experienced employees or by external professional services firms. The scope of the reviews each year is agreed in advance with the Audit Committee and the formal reports on each review are considered by the Audit Committee.

The Group Finance Director conducts monthly reviews with the senior finance executive of each business, focused on controls and governance, together with commercial and operational matters.

The Audit Committee considers that the Group’s internal audit arrangements provide an acceptable level of review, appropriate for the size of the business.

Consolidation process – full management accounts for each entity in the Group are consolidated each month and review and analysis is carried out on those results. These consolidated accounts form the basis of reports that are provided to Board members every month. Statutory consolidated results are prepared at each half year and full year which are reconciled with the consolidated management accounts.

Whistleblowing policy – the Group has a formal whistleblowing procedure which gives employees the opportunity to escalate their concerns for investigation, ultimately to the Senior Non-Executive Director. There were no matters arising in 2023 that were treated as whistleblowing incidents (2022: none).

The Audit Committee and the Board have reviewed the effectiveness of the Group’s internal controls for the period from 1 December 2022 up to the date of approval of this Annual Report and Accounts and have addressed issues as they have been identified.

Chris Tyler
Company Secretary
2 February 2024

Report of the Nomination Committee

Governance

The Company's Nomination Committee provides a transparent process and procedure for the appointment of new Directors to the Board. The Nomination Committee comprises all of the Non-Executive Directors and is chaired by the Chair of the Company. The Nomination Committee's responsibilities include:

- Identifying and nominating candidates to fill Board vacancies;
- Evaluating the balance of skills, diversity, knowledge and experience on the Board and the leadership needs of the organisation; and
- Succession planning.

The balance of skills, diversity, knowledge and experience, the leadership of the organisation and succession planning are considered by the Board as a whole at least annually.

Succession planning

The Committee monitors the length of service and the skills and experience of the Non-Executive Directors to assist in succession planning. Succession plans for the Executive Directors are routinely discussed between them and the Chair. The Committee is confident that the Board has the necessary skills and experience to contribute to the Group's strategic direction and expects to continue to strengthen the Non-Executive Directors' knowledge and experience of the Group's operations in the coming year.

Succession plans for the Group's 30 most senior executives, taking into account gender and ethnic diversity, are considered by the Committee at least once a year to identify likely succession requirements and to ensure that development plans are in place to prepare those managers expected to be able to fill more senior positions as they arise.

Board recruitment process

An external search consultancy is appointed to advise on each appointment to the Board and seek suitable candidates. In the case of Executive Directors, the Committee seeks to include candidates, if appropriate, from the existing employees. Candidates from an initial list are interviewed by the Chair and Chief Executive. Following selection by the Chair and Chief Executive, shortlisted candidates (generally no more than three) are then interviewed by the other Directors. Once a suitable candidate has been identified, the Chair of the Committee recommends to the Board that the Company make a formal offer of employment to the candidate.

2023 activities

The Nomination Committee met twice during the period to appoint a new Non-Executive Director and to consider the Group's leadership development, succession planning and gender diversity, and was fully attended by all members. The Board takes into account gender and racial diversity when considering appointments to the Board. The Board considers that the current composition of the Board has an appropriate balance of gender and racial diversity.

Following the resignation of Jasi Halai on 31 January 2023, the Committee, with the help of a search consultancy, Independent Search Partnership, which is independent and has no connection with either the Company or its Directors, conducted a search for a new female Non-Executive Director. The Committee recommended to the Board that Sarah Vawda be appointed from a shortlist of candidates.

All Directors are required to submit themselves for re-election every year at the Annual General Meeting.

Boardroom diversity

Recruitment of Board candidates is conducted, and appointments made, on merit and suitability against objective selection criteria with consideration of, amongst other things, the benefits of diversity on the Board, including gender and ethnicity. Further details are disclosed below and on page 52.

The tables below set out the gender and ethnic diversity of the Board and executive management as at 30 November 2023 as disclosed to the Company by each individual concerned:

Gender diversity

| As at 30 November 2023 | Number of Board members | Percentage of the Board | Number of senior positions on the Board (CEO, CFO, SID and Chair) | Number in executive management | Percentage of executive management |
|------------------------|-------------------------|-------------------------|---|--------------------------------|------------------------------------|
| Men | 4 | 67% | 3 | 6 | 86% |
| Women | 2 | 33% | 1 | 1 | 14% |
| Total | 6 | 100% | 4 | 7 | 100% |

Ethnic diversity

| As at 30 November 2023 | Number of Board members | Percentage of the Board | Number of senior positions on the Board (CEO, CFO, SID and Chair) | Number in executive management | Percentage of executive management |
|------------------------------|-------------------------|-------------------------|---|--------------------------------|------------------------------------|
| White British or other White | 4 | 67% | 4 | 7 | 100% |
| Asia/Asian British | 2 | 33% | – | – | – |
| Total | 6 | 100% | 4 | 7 | 100% |

The Board is compliant with the requirements of the FCA guidance set out in listing rule LR9.8.6(9) except that the Board currently has less than 40% women.

This arises because the Committee sees benefits in having only a small number of Board Directors, currently there are six. It expects to have either five or six Directors. The Board's policy is to have at least two female and two male Directors. During the recruitment period following Jasi Halai's resignation on 31 January 2023 and the appointment of Sarah Vawda on 26 June 2023 the Board was not compliant with its policy.

John Nicholas
Chair of the Nomination Committee

2 February 2024

Report of the Audit Committee

Statement by the Chair of the Audit Committee

The Committee's role is to assist the Board by reviewing: the integrity of the Group's financial reporting; the quality of the external and internal audit processes; the appropriateness of the Group's internal controls; and compliance with a range of financial, governance and other compliance matters.

The Committee has put a particular emphasis in the year on:

- visiting various operating businesses around the Group;
- ensuring that internal controls are maintained throughout the Group;
- reviewing the overall financial control framework; and
- monitoring, through regular update meetings, the scope and delivery of the External Auditor's work, in particular the hybrid mix of visits to physical locations and an online audit approach.

Ami Sharma
 Chair of the Audit Committee
 2 February 2024

Report of the Audit Committee

The Audit Committee has an agreed timetable of meetings with agendas. Representatives of the Group's External Auditor, RSM UK Audit LLP ("RSM"), attend meetings by invitation. Other employees of the Company may be invited to attend meetings as and when required.

The Audit Committee comprised all the Independent Non-Executive Directors of the Company, with the exception of the Chair of the Group. Ami Sharma was appointed to the Committee on 1 January 2023 and became Chair of the Audit Committee on 31 January 2023, following Jasi Halai's resignation. The Board has designated Ami Sharma as the member of the Committee with recent and relevant financial experience. Sarah Vawda, appointed on 26 June 2023, and Sally Martin are the other members of the Committee. All members of the Committee are deemed to have the necessary ability and experience to understand the financial statements. The Committee as a whole has competence relevant to the sector in which the Group operates.

The Audit Committee met three times during the year. There was full attendance by the members. Two of those meetings were held prior to the Board meetings to approve the announcement of the Group's interim and full year announcements. At those meetings, the Committee considered the financial reporting judgements made by management. Its deliberations were informed by accounting papers and financial reports prepared by management and reports prepared by the Group's External Auditor. The third meeting focused on the work that RSM planned to undertake in conducting their annual audit.

The particular area of focus for the Committee in reviewing the judgements underlying the financial statements this year has been those in relation to major contracts. The Group is party to several major gasification projects accounted for over time as long-term contracts which were entered into in previous years and other contracts entered into in the year ended 30 November 2023. These contracts contain warranties. Management has assessed the likelihood of economic outflows in relation to these warranties and has made provisions based on its best estimates of the probable economic outflows.

Management has recognised provisions of £3.6 million as at 30 November 2023. £3.2 million relates to warranties on contracts, of which £1.3 million relates to a single customer. The Committee recognises the high degree of judgement and estimation involved in determining these provisions. It has reviewed the basis for the provisions set out by management and has challenged management on the likelihood of the related risks arising. The Committee concurred with the accounting and presentation of these provisions.

The Committee also reviewed papers prepared by management specifically relating to:

- the carrying value of goodwill and intangible assets;
- the acquisition accounting for Ratiolab;
- the accounting for the Group's defined benefit pension scheme;
- contract judgements, including provisions; and
- going concern and viability.

Meetings between the Committee Chair, the External Auditor and the Group Finance Director in advance of the scheduled meetings provided an early review of the judgements and assumptions included in each paper and enabled the Chair of the Committee to direct additional work as required. The Committee was able to further challenge management and assess the External Auditor's work in the January 2024 Audit Committee meeting, such that the Committee was able to satisfy itself that the External Auditor had demonstrated professional scepticism and challenged management's assumptions and judgements. The Committee was able to satisfy itself that the assumptions and judgements included in the papers prepared by management were reasonable and appropriate.

The Committee also reported to the Board that it considered that, taken as a whole, the 2023 Annual Report was fair, balanced and understandable and included the necessary information to assess the performance, business model and strategy of the Group.

In addition to its work reviewing the Group's financial statements, the Committee has:

- reviewed announcements relating to the Group's financial performance and reviewed significant financial reporting judgements contained therein, in particular the information contained in the Group's interim report;
- monitored the Group's internal financial controls and the Group's internal control and risk management systems and ensured that these are properly reviewed by the Group's management in line with the procedures set out on pages 60 and 61;
- reviewed the scope of the internal audit work done in assessing the operating companies' internal controls and procedures. The internal audit work is generally undertaken through a system of peer reviews by the Group's finance function. The Committee considers the Group to be too small to justify a dedicated internal audit function;
- agreed the scope, remuneration and terms of engagement of the External Auditor; specifically the Committee sought to ensure that the audit covered the Group as a whole and included tests and procedures on the smaller entities that might otherwise have been considered immaterial for review;
- considered the requirement for statutory audits of smaller entities as part of the audit planning process;

Report of the Audit Committee continued

- monitored the External Auditor's effectiveness, independence and objectivity. The Committee carefully monitored the review, undertaken by RSM, of the interim financial information for the six months ended 31 May 2023 and the work carried out by RSM in relation to their audit of the Group and Company accounts for the year ended 30 November 2023. The Committee is satisfied with the quality and independence of their work;
 - considered the robustness of the audit process; the quality and timeliness of its delivery; the quality of the External Auditor's staff and reporting; and its value for money. In making its assessment, the Committee made use of a professionally prepared checklist to guide its assessment; discussed the audit delivery with management; and met with the audit partner at each Audit Committee meeting in the year;
 - assessed the extent to which the External Auditor challenged the judgements made by management. The Committee, management and the External Auditor consider the key areas of judgement within the accounts well in advance of the year-end audit. These areas of judgement are included for specific focus in the audit plan. The Committee is presented with papers from the management on the key areas of judgement in the accounts. The judgements contained within these papers are assessed by the External Auditor in their reporting to the Committee. Outside the formal meetings, the Chair of the Committee meets with the audit partner ahead of each Committee meeting to obtain a detailed understanding of the audit work that has been undertaken;
 - reviewed arrangements by which staff of the Group may raise concerns about possible improprieties in matters of financial reporting or other matters;
 - considered its own effectiveness by means of a professionally prepared checklist and made recommendations to the Board for improvements where necessary; and
 - reported to the Board on how it has discharged its responsibilities.
- extended audit work that is authorised by the Audit Committee performed on financial information and/or financial controls where this work is integrated with the audit work and is performed on the same principal terms and conditions;
 - reports required by competent authorities/regulators supervising the Group where the authority/regulator has either specified the External Auditor or identified to the Group that the External Auditor would be an appropriate choice of service provider; and
 - audit or other services provided as External Auditor or Reporting Accountant, that an objective, reasonable and informed third-party would conclude the understanding of the Group obtained by the External Auditor is relevant to the service and the nature of the service provided would not compromise independence.

All non-audit services in excess of £20,000 provided by the External Auditor must be approved by the Committee.

The fees paid to the External Auditor for audit services, audit related services and other non-audit services are set out in note 4 of the consolidated financial statements. The only non-audit service provided by the External Auditor was a review of the Group's interim financial information. RSM has not provided any other services to the Group in the year.

The Audit Committee is authorised to engage the services of external advisers, as it deems necessary, at the Company's expense in order to carry out its function.

Tenure of the Auditor

RSM was initially appointed on 15 September 2020 following a competitive tender process. A competitive re-tender was undertaken in 2023 and RSM were re-appointed in 2023. Graham Ricketts has been the audit partner since the appointment of RSM.

The Audit Committee has set a policy which is intended to maintain the independence and objectivity of the Company's External Auditor when acting as External Auditor of the Group accounts. The policy governs the provision of audit and non-audit services provided by the External Auditor and limits the fees and scope of the services that may be performed by the Group's External Auditor. In summary, the External Auditor is limited to non-audit fees of no more than 70% of the average fees agreed for the audit in the prior three years and may only undertake:

- reporting required by law or regulation to be provided by the External Auditor;
- reviews of the interim financial information;
- reporting on regulatory returns;
- reporting on government grants;
- reporting on internal financial controls when required by law or regulation;

Remuneration report

Annual Statement by the Chair of the Remuneration Committee (“the Committee”)

On behalf of the Board, I am pleased to present our Remuneration report for 2023. In line with the UK Government reporting regulations on Directors’ pay, introduced in October 2013, and the 2018 UK Corporate Governance Code, this report has been split into three sections:

- a statement by the Chair of the Committee;
- an annual report on remuneration – that discloses how the current remuneration policy has been implemented during the year ended 30 November 2023 and includes a summary of the plans in place for 2024; and
- a Remuneration Policy statement – that sets out the components of the Company’s proposed remuneration policy, which, if approved at the AGM, will be in place for three years from 16 April 2024.

At the AGM on 16 April 2024 we will seek your support for the annual report on remuneration, in the form of an advisory vote, for the revised Remuneration Policy, which will be subject to a binding resolution, and for a new set of rules for the Group’s Save As You Earn scheme.

We would like to thank shareholders for their support of the 2022 Remuneration report. At the AGM on 18 April 2023, the advisory vote on the 2022 Remuneration report received almost 97% of the votes in favour of the resolution.

The Committee’s objectives

The Committee’s remit is to set policies and levels of remuneration to encourage actions by management that are in the long-term interests of the Company and its shareholders. The Committee met twice during the year. The meetings were fully attended by the Committee members.

The Committee aims to provide remuneration packages that:

- are competitive, but not excessive;
- are designed to attract, retain and motivate managers of high quality to deliver growth for the business;
- are aligned with shareholders’ interests;
- include an element of the potential reward linked to personal performance; and
- encourage the Executive Directors to accumulate shares in the Company.

Revised Remuneration Policy

The Committee’s view, supported by external consultants and following consultation with the Group’s major shareholders, is that the 2021 policy operated well and that no major change is necessary in 2024. The Committee noted that an external benchmarking exercise showed that executive director pay levels remain below those in companies of similar scale and spread. If the Group’s long-term growth record continues, these pay differentials are likely to increase, and the Committee is seeking shareholder approval to increase flexibility around variable pay as a consequence. The proposal is to increase the annual bonus maximum from 100% of base salary to the sector group median level of 125% of base salary. The LTSP policy maximum would remain at its current level of 150% of base salary which is already in line with market.

I should stress that the Committee has not yet decided whether, assuming an increase in annual bonus maxima is approved by shareholders, it will actually use the increased headroom. This change is mainly about adding flexibility for the 2024 to 2027 period and ensuring target and maximum remuneration levels remain competitive. In all events the performance conditions will remain stretching.

No other changes to the 2021 policy are proposed.

Review of Executive Directors’ base salaries

As referred to in the Revised Remuneration Policy paragraph above, the Committee and its advisors compared the levels of salary, annual bonus and LTSP awards at Porvair to remuneration levels at a group of companies of similar size, ownership structure and sector. In addition, the Committee considered pay levels at a “market cap group” containing FTSE SmallCap companies of similar market cap.

Ben Stocks’ base salary is currently 16% below the sector group median. This position has arisen because over his tenure Ben has received salary increases in line with those awarded to the Porvair UK workforce while the Group has grown. With Ben’s agreement, the Committee is not minded to change this.

On appointment in April 2021, in line with the 2021 remuneration policy, James Mills’ base salary was set significantly below market levels, and was fixed for 19 months. Since that time, UK CPI has increased by 20% and while James Mills received a 4% base salary uplift at the end of 2022, his current salary remains positioned around 27% below the sector group median. Since his appointment, James Mills has performed strongly and developed in role. Following consultation with the Group’s major shareholders, we have increased James Mills’ base salary by 13% from 1 December 2023. This results in a base salary set around 17% below the sector median, which is a similar position to that of Ben Stocks.

Corporate Governance Code

Our remuneration principles are underpinned by compliance with corporate governance guidelines and specifically with Provision 40 and Section 41 disclosures of the 2018 UK Corporate Governance Code. How we have applied these principles is demonstrated in the Remuneration report on pages 65 to 82.

Clarity:

Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.

Simplicity:

Remuneration structures should avoid complexity, and their rationale and operation should be easy to understand.

Risk:

Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arrive from target-based incentive plans, are identified and mitigated.

Predictability:

The range of possible values of rewards and any limits or discretion should be identified and explained at the time of approving the policy.

Proportionality:

The link between individual awards, the delivery of strategy and the long-term performance of the company should be clear.

Alignment to culture:

Incentive schemes should drive behaviours consistent with company purpose, values and strategy.

Remuneration report continued

Annual bonus awards and vesting of Long Term Share Plan

Porvair's corporate purpose, as stated on pages 3 to 5 and 9 is to develop specialist filtration, laboratory and environmental technologies for the benefit of all stakeholders. Success of the strategy is measured by consistent earnings per share growth, and improvement in selected ESG metrics. The annual bonus is based on cash generated from operations as well as achievement of strategic objectives including ESG metrics. Growth in earnings per share is rewarded through the long-term incentive awards.

• 2023 bonus and LTSP vesting

In the past year, the cash generation of the Group was better than planned. The Committee approved a 62.7% of salary reward for the financial component of the annual bonus, being 90% of the maximum award. Progress was also made towards the agreed strategic objectives. The Committee decided that a 25.3% of salary award would be made for achievement of these objectives, representing 84% of the maximum in relation to this component of the annual bonus.

In 2020, the Committee set a target for the long-term incentive award, granted in January 2021, of adjusted earnings per share of 32.9 pence in the year ended 30 November 2023 to achieve 100% vesting. 20% of the award would vest if the Group achieved adjusted earnings per share of 24.3 pence in FY2023. A sliding scale would operate if the adjusted earnings per share is between 24.3 pence and 32.9 pence. Adjusted earnings per share in the year ended 30 November 2023 was 37.2 pence, and accordingly, 100% of the granted options vested.

• 2024 targets and grants

For 2024 the Committee has decided that the potential bonus award should continue to be a maximum of 100% of salary with 70% available for achievement of financial objectives and 30% for progress on strategic objectives. Stretching targets have been set to achieve the maximum payout.

The Committee has decided that it should award the Executive Directors with LTSP 2018 options with a face value of 150% of salary that may vest based on the earnings per share in the year ending 30 November 2026. Vesting in full will require the Group to achieve adjusted earnings per share of at least 56.6 pence, requiring 15% compound annual growth over the three year period.

Revised Save As You Earn ("SAYE") scheme

The SAYE scheme rules approved in 2014 have now expired and new rules on substantially the same terms will be proposed at the AGM for a further 10 year term.

Sally Martin

Chair of the Remuneration Committee

2 February 2024

ANNUAL REPORT ON REMUNERATION

This report complies with the UK Corporate Governance Code published in July 2018 (the “UK Corporate Governance Code”) and other relevant regulation, including the remuneration reporting regulations (The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013) (the “Remuneration Regulations”). It sets out the Group’s remuneration policy and details of Directors’ remuneration. A resolution to approve this report will be proposed at the Annual General Meeting in April 2024.

The Committee

The Committee recommends to the Board the framework, or broad policy, for the remuneration and long-term incentive arrangements of the Company’s Executive Directors and Chair. The Committee also has an advisory role in relation to major changes in employee benefit structures throughout the Company and the Group. The Committee uses external published benchmark data to guide its deliberations. The remuneration of the Non-Executive Directors is set by the Executive Directors.

The members of the Committee are drawn solely from the independent Non-Executive Directors. The Committee currently comprises all of the independent Non-Executive Directors of the Company. Ami Sharma and Sarah Vawda joined the Committee on 1 January 2023 and 26 June 2023 respectively, and Jasi Halai resigned from the Committee on 31 January 2023. To be quorate at least two members of the Committee must attend.

Sally Martin is the Chair of the Committee. The Group Chief Executive may be invited to attend and speak at meetings of the Committee but does not participate in any matter which impacts upon his own remuneration arrangements. The Committee met twice during the year. The meetings were fully attended by all of its members.

INFORMATION REQUIRED TO BE AUDITED

Summary of Executive Directors’ remuneration packages

The Executive Directors’ remuneration packages consist of: a base salary; a discretionary annual cash bonus earned for the achievement of financial and non-financial objectives; the grant of share options and long-term incentives with three year financial performance targets; the provision of pension benefits, or a cash allowance in lieu of pension benefits; and other benefits. The terms of their service contracts are disclosed in the Directors’ report on page 56.

Executive Directors’ remuneration

The following table shows the total remuneration of the Executive Directors for the year:

| | Basic salary and fees £'000 | Taxable benefits £'000 | Pension £'000 | Fixed Total 2023 £'000 | Annual bonus £'000 | Long-term incentives £'000 | Other £'000 | Variable Total 2023 £'000 | Total 2023 £'000 |
|----------------------------|--------------------------------|---------------------------|------------------|------------------------------|-----------------------|-------------------------------|----------------|---------------------------------|------------------------|
| <i>Executive Directors</i> | | | | | | | | | |
| J A Mills | 203 | 14 | 14 | 231 | 178 | 267 | 7 | 452 | 683 |
| B D W Stocks | 346 | 36 | 82 | 464 | 305 | 534 | – | 839 | 1,303 |
| | Basic salary and fees £'000 | Taxable benefits £'000 | Pension £'000 | Fixed Total 2022 £'000 | Annual bonus £'000 | Long-term incentives £'000 | Other £'000 | Variable Total 2022 £'000 | Total 2022 £'000 |
| <i>Executive Directors</i> | | | | | | | | | |
| J A Mills | 195 | 14 | 14 | 223 | 185 | – | – | 185 | 408 |
| B D W Stocks | 333 | 29 | 20 | 382 | 316 | 264 | – | 580 | 962 |

In 2023 the Executive Directors incurred PAYE tax and national insurance contributions amounting to £484,000 (2022: £445,000).

Ben Stocks’ basic salary will be increased from 1 December 2023 by 4% (2022: 4%). This is in line with the increase for other UK based staff. Following shareholder consultation, James Mills’ basic salary will be increased by 13% (2022: 4%) recognising that his salary since recruitment has been significantly below market levels.

Benefits

Benefits for the Executive Directors comprised: a cash allowance in lieu of a company car; medical insurance and wellness benefits; life assurance; and permanent health insurance. Life assurance benefits covering a lump sum of eight times salary on death in service were provided for Ben Stocks and four times salary on death in service were provided to James Mills through Registered Life Schemes. The Executive Directors are covered by the Group’s permanent health insurance scheme.

Pension entitlements

The Porvair plc Pension and Death Benefit Plan (“the Plan”) is a contributory defined benefit scheme for UK employees, which is now closed to new entrants. UK employees not in the plan participate in a defined contribution scheme. Pension benefits from the Plan were subject to the HMRC earnings cap and the Group has continued to maintain an earnings cap since the HMRC limits were removed in April 2006.

Remuneration report continued

Pension benefits, up to the capped limit of £164,400 of salary until 31 March 2023 and £181,200 thereafter, were provided in the period for Ben Stocks by the Plan. Ben Stocks is entitled to pension benefits from the Plan on the same basis as all other members. The employee and employer contributions increased from 10% and 17% to 11% and 18.8% of basic salary respectively from 1 August 2022. The Plan has a normal retirement age of 65. Only basic salary is pensionable. Ben Stocks was aged 61 on 30 November 2023. In the event that he retires early he may, at the discretion of the Trustees of the Plan, apply to draw a reduced pension. There is no actuarial benefit to the individual to retiring early.

Ben Stocks also received 12% additional salary on the difference between his full salary and the capped limit in lieu of pension benefits from 1 December 2021 until 1 December 2022, when the additional salary reduced to 7%. This additional salary is not included in calculations for annual bonus or LTSP awards. James Mills receives a 7% of basic salary contribution towards a pension scheme. A 7% basic salary contribution towards a pension scheme is in line with the benefit to UK employees in the defined contribution scheme.

Annual bonus

Bonus payments to Executive Directors are made at the discretion of the Committee for achievement of Group financial performance targets and strategic objectives. In 2023, awards were capped at 100% of base salary. Up to 70% related to achievement of financial performance targets and up to 30% related to achievement of strategic objectives. Bonuses are not pensionable but may be paid directly into the Executive Directors' pension schemes if requested.

The table below shows the targets set for 2023:

| Target | Target at operating plan level | Target for maximum payout | % salary awarded for operating plan achievement | % salary awarded for maximum achievement | Achieved | % of salary awarded |
|--|--------------------------------|---------------------------|---|--|-----------|---------------------|
| Adjusted operating cash flow | £20.27m | £23.27m | 25% | 70% | £22.79m | 62.7% |
| Strategic: For revenue growth initiatives; margin improvement; and progress on ESG metrics | N/A | N/A | N/A | 30% | see below | 25.3% |

The adjusted operating cash flow can be reconciled to the cash generated from operations. It is based on the management accounts for the year, which differ from the reported financial statements only because they are translated at constant exchange rates. This ensures that the cash flows in foreign subsidiaries are based on the same exchange rates as the target. It is a measure that reflects Group profitability and control of working capital.

In the past year, the cash generation of the Group was better than planned. The Committee approved a 62.7% of salary reward for the financial component of the annual bonus, being 90% of the maximum award.

The Committee noted, in relation to the strategic objectives: progress was made in positioning the Group for future growth, notwithstanding limited revenue growth achieved in the year; demonstrable improvements in profitability, as a result of the sharp focus on margins; continued excellent work on improving Employee Engagement including improvements in survey feedback; and some limited progress on reducing carbon intensity. The Committee concluded that a 25.3% of salary bonus should be paid, to reflect the progress made in the year. This represents 84% of the maximum bonus achievable for strategic objectives.

For 2024 annual bonus awards will be capped at 100% of base salary. Up to 70% may be paid on achievement of financial performance targets based on adjusted operating cash flow, and up to 30% on achievement of strategic objectives. The targets for adjusted operating cash flow, which are commercially sensitive, are set by the Committee before the start of the financial year. Achievement of plan will be rewarded with a 25% of salary award, with sliding scales operating between zero bonus for performance more than 10% below plan and 70% of salary rewarded for performance 15% above plan. Strategic targets will be based on the achievement of revenue and profitability growth initiatives; progress on achieving ESG metrics including reducing carbon intensity; and delivery of leadership development initiatives. The Committee considers these targets to be consistent with the Group's strategy and purpose.

Vesting of Long Term Share Plan

2022 vesting

Options granted in 2020 under LTSP 2018 scheme can only be exercised in full if the Committee is satisfied that in the financial year ended 30 November 2022 ("FY2022") the Group achieved adjusted earnings per share of at least 33.7 pence. 30% of the award vests if the Group achieved adjusted earnings per share of 29.2 pence in FY2022. A sliding scale operates if adjusted earnings per share are between 29.2 pence and 33.7 pence. No shares vest if the adjusted earnings per share in FY2022 are below 29.2 pence. Based on an adjusted earnings per share of 33.2 pence achieved in FY2022, 92% of the options granted vested.

2023 vesting

Options granted in 2021 under the LTSP 2018 scheme can only be exercised in full if the Committee is satisfied that in the financial year ended 30 November 2023 ("FY2023") the Group achieved adjusted earnings per share of at least 32.9 pence. 20% of the award will vest if the Group has achieved adjusted earnings per share of 24.3 pence in FY2023. A sliding scale will operate if adjusted earnings per share are between 24.3 pence and 32.9 pence. No shares vest if the adjusted earnings per share in FY2023 are below 24.3 pence. Based on an adjusted earnings per share of 37.2 pence achieved in FY2023, 100% of the options granted will vest.

These options are subject to an additional two year holding period after the end of the vesting period. After the vesting period, before the end of the two year holding period, the option holder may exercise the option but may only sell sufficient shares to settle the option price and the income tax payable.

Share options and long-term incentive plan shares

Awards of share options and long-term incentive plan shares are at the discretion of the Committee.

The Company operates a discretionary share option plan, which was updated by a resolution put to the AGM on 17 April 2018. The scheme provides nominally priced options or share awards with a ten year life, subject to vesting conditions after three years based on performance conditions set by the Committee. The LTSP 2018 includes:

- provision to allow the Committee to make normal awards up to 150% of salary per annum to an Executive;
- a cap of 250% of base salary, at the discretion of the Committee, to be used in exceptional circumstances;
- malus provisions;
- clawback provisions at the discretion of the Committee; and
- a required holding period of up to two years after the end of the vesting period.

The Company also periodically offers invitations to all UK permanent employees to join Save As You Earn ("SAYE") schemes. Currently there are three year and five year schemes running following invitations in October 2019, February 2021 and June 2023. A revised scheme on substantially the same terms as the scheme approved by shareholders in 2014 will be put to shareholders for approval at the Annual General Meeting on 16 April 2024.

The maximum number of shares that may be issued under the Company's option schemes may not exceed 10% of the Company's issued share capital in any 10 year period.

The market price of the Company's ordinary shares as at 30 November 2023 was 586 pence per share (2022: 546 pence per share). The range of market prices during the year was between 508 pence and 698 pence.

Directors' holdings in shares and share options

In awarding long-term incentive shares to the Executive Directors, the Committee encourages the Executive Directors to build up a holding of shares in the Company. The Committee requires the Executive Directors to build up a shareholding through the retention of long-term incentive awards equal to twice base salary within five years of joining. Ben Stocks has exceeded this guideline since April 2013 and James Mills has until April 2026 to achieve the target.

The beneficial interests at 30 November 2023 and 30 November 2022 of the Directors and their connected persons in the ordinary shares of the Company are shown below. There have been no changes in those interests up to the date of this report.

| | 2023 | | 2022 | |
|--------------------------------|--------------------------|------------------------|--------------------------|------------------------|
| | Ordinary shares (number) | Share options (number) | Ordinary shares (number) | Share options (number) |
| <i>Executive Directors</i> | | | | |
| J A Mills | 11,790 | 153,256 | 8,487 | 90,350 |
| B D W Stocks | 532,442 | 315,205 | 528,022 | 217,730 |
| <i>Non-Executive Directors</i> | | | | |
| J H Halai | N/A | N/A | 2,933 | – |
| S J Martin | – | – | – | – |
| J E Nicholas | 7,500 | – | 7,500 | – |
| A Sharma | – | – | N/A | N/A |
| S B Vawda | – | – | N/A | N/A |

Remuneration report continued

Details of the share options held by the Executive Directors at the end of the year, which have been granted under Porvair Share Option Schemes, are as follows:

| | As at 30 November 2022 (number) | Granted in the year (number) | Lapsed in the year (number) | Exercised in the year (number) | At 30 November 2023 (number) | Exercise price | Grant date | Exercisable from | Expiry date |
|---------------------|--|------------------------------------|-----------------------------------|--------------------------------------|---------------------------------------|-------------------|------------|---------------------|-------------|
| B D W Stocks | | | | | | | | | |
| Vested | | | | | | | | | |
| 2018 | 49,680 | - | - | - | 49,680 | 2p | 07/02/2020 | 07/02/2023 | 07/02/2030 |
| 2018 | 92,600 | - | - | - | 92,600 | 2p | 02/02/2021 | 02/02/2024 | 02/02/2031 |
| Unvested | | | | | | | | | |
| 2018 | 75,450 | - | - | - | 75,450 | 2p | 02/02/2022 | 02/02/2025 | 02/02/2032 |
| 2018 | - | 97,475 | - | - | 97,475 | 2p | 02/02/2023 | 02/02/2026 | 02/02/2033 |
| | 217,730 | 97,475 | - | - | 315,205 | | | | |
| J A Mills | | | | | | | | | |
| Vested | | | | | | | | | |
| 2018 | 46,200 | - | - | - | 46,200 | 2p | 21/04/2021 | 21/04/2024 | 21/04/2031 |
| Unvested | | | | | | | | | |
| SAYE | - | 5,836 | - | - | 5,836 | 514p | 01/06/2023 | 01/06/2028 | 01/12/2028 |
| 2018 | 44,150 | - | - | - | 44,150 | 2p | 02/02/2022 | 02/02/2025 | 02/02/2032 |
| 2018 | - | 57,070 | - | - | 57,070 | 2p | 02/02/2023 | 02/02/2026 | 02/02/2033 |
| | 90,350 | 62,906 | - | - | 153,256 | | | | |

Scheme interests awarded during the financial year

The table below sets out the options granted during 2022 and 2023:

| | Date of grant | Scheme | Number | Exercise price | Share price used to value grant | Face value of grant £'000 |
|--------------|-----------------|--------|--------|-------------------|---------------------------------------|---------------------------------|
| B D W Stocks | 2 February 2022 | 2018 | 75,450 | 2p | 662p | 499 |
| | 2 February 2023 | 2018 | 97,475 | 2p | 533p | 520 |
| J A Mills | 2 February 2022 | 2018 | 44,150 | 2p | 662p | 292 |
| | 2 February 2023 | 2018 | 57,070 | 2p | 533p | 304 |
| | 1 June 2023 | SAYE | 5,836 | 514p | 642p | 37 |

For performance over the three year period to 30 November 2026, the Committee has decided that Ben Stocks will be awarded 92,900 2 pence options and James Mills will be awarded 59,400 2 pence options under the LTSP 2018 scheme immediately after the announcement of the Group's results. The share price used to value the grant was 579 pence per share.

The Long Term Share Plan shares to be granted are calculated to equal 150% of a year's salary for each Executive Director based on the average share price over the final quarter of the preceding financial year and the Executive Director's salary at 1 December 2023. Future awards will be calculated on the same basis. The Long Term Share Plan shares are options issued at the nominal value of the Company's ordinary shares of 2 pence.

Performance conditions of the unvested share options

Options granted in 2022 under the LTSP 2018 scheme can only be exercised in full if the Committee is satisfied that in the financial year ending 30 November 2024 ("FY2024") the Group has achieved adjusted earnings per share of at least 38.3 pence. 20% of the award will vest if the Group has achieved adjusted earnings per share of 28.3 pence in FY2024. A sliding scale will operate if adjusted earnings per share are between 28.3 pence and 38.3 pence. No shares vest if the adjusted earnings per share in FY2024 are below 28.3 pence.

Options granted in 2023 under the LTSP 2018 scheme can only be exercised in full if the Committee is satisfied that in the financial year ending 30 November 2025 ("FY2025") the Group has achieved adjusted earnings per share of at least 50.5 pence. 20% of the award will vest if the Group has achieved adjusted earnings per share of 37.3 pence in FY2025. A sliding scale will operate if adjusted earnings per share are between 37.3 pence and 50.5 pence. No shares vest if the adjusted earnings per share in FY2025 are below 37.3 pence.

The Committee intends to grant options after announcement of the Group results under the LTSP 2018 scheme, which can only be exercised in full if the Committee is satisfied that in the financial year ending 30 November 2026 ("FY2026") the Group has achieved adjusted earnings per share of at least 56.6 pence. 25% of the award will vest if the Group has achieved adjusted earnings per share of 41.8 pence in FY2026. A sliding scale will operate if adjusted earnings per share are between 41.8 pence and 56.6 pence. No shares vest if the adjusted earnings per share in FY2026 are below 41.8 pence.

These unvested options are subject to an additional two year holding period after the end of the vesting period. After the vesting period, before the end of the two year holding period, the option holder may exercise the option but may only sell sufficient shares to settle the option price and the income tax payable.

The options granted under the 2014 SAYE scheme were issued at a 20% discount to the market price at the date of grant. These options have no performance conditions.

The Company funds the Employee Benefit Trust, approved at the 2015 AGM, to settle incentive share awards. At 30 November 2023, the Trust held 495,700 shares (2022: 375,700 shares).

The Executive Directors did not exercise any share options or sell any shares in 2023.

The table below sets out the options exercised during 2022:

| | Date of exercise | Scheme | Number | Exercise price | Share price on date of exercise |
|--------------|------------------|--------|--------|----------------|---------------------------------|
| B D W Stocks | 29 November 2022 | SAYE | 7,537 | 398p | 568p |

The Executive Directors' total gain on the exercise of share options in 2022 was £12,813 before deduction of taxes. On exercise, Ben Stocks retained these shares.

Non-Executive Directors

The terms of appointment of the Non-Executive Directors are disclosed in the Directors' report on page 56. The table below gives the salary and fees of the Non-Executive Directors:

| | Basic salary and fees £'000 |
|---|--------------------------------|
| 2023 | |
| J H Halai (resigned on 31 January 2023) | 8 |
| S J Martin | 50 |
| J E Nicholas | 111 |
| A Sharma (appointed on 1 January 2023) | 45 |
| S B Vawda (appointed on 26 June 2023) | 19 |
| | 233 |
| 2022 | |
| J H Halai | 43 |
| S J Martin | 43 |
| J E Nicholas | 100 |
| | 186 |

From 1 July 2022, the Group introduced additional remuneration of £7,500 per annum for Non-Executive Directors, for chairing a Board Committee.

Payments to former Directors

Chris Tyler resigned from the Board on 20 April 2021. He retained his role as Group Company Secretary and moved to a part time contract on 1 June 2021. He receives salary and benefits in line with other Group senior managers for this role and retains the options under the LTSP 2018 scheme granted to him prior to 20 April 2021. No other payments (2022: £nil) were made during the year ended 30 November 2023 to any other former Directors of the Company or any other Group company.

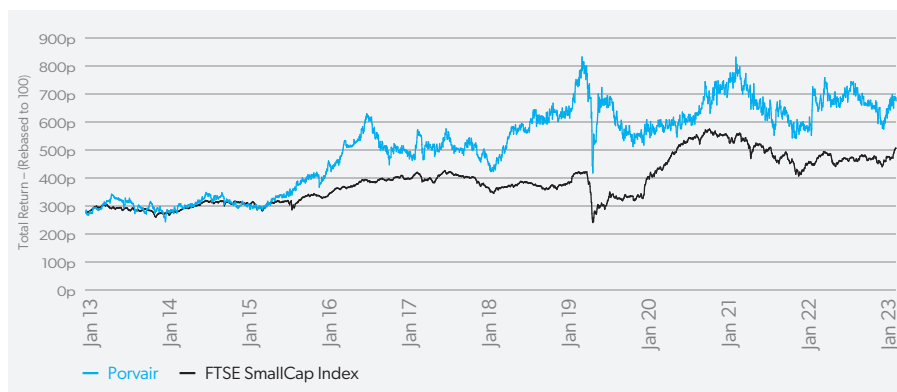
Remuneration report continued

INFORMATION NOT REQUIRED TO BE AUDITED

Performance graph and table

The following graph charts total shareholder return against the FTSE SmallCap Index for the last 10 years. Given the size and nature of the Group, the FTSE SmallCap Index is considered to be the logical comparator index.

10 year total shareholder return



The table below shows the total remuneration for the Chief Executive Officer and the percentages of the maximum awards of performance related pay received over the past ten years:

| Year | CEO | Single figure total remuneration £'000 | Annual variable element % of max | Long-term incentives % of max |
|------|------------|---|-------------------------------------|----------------------------------|
| 2023 | Ben Stocks | 1,303 | 88% | 100% |
| 2022 | Ben Stocks | 962 | 95% | 92% |
| 2021 | Ben Stocks | 665 | 90% | 0% |
| 2020 | Ben Stocks | 429 | 0% | 0% |
| 2019 | Ben Stocks | 996 | 57% | 100% |
| 2018 | Ben Stocks | 1,078 | 83% | 100% |
| 2017 | Ben Stocks | 1,029 | 87% | 88% |
| 2016 | Ben Stocks | 991 | 90% | 95% |
| 2015 | Ben Stocks | 1,151 | 97% | 100% |
| 2014 | Ben Stocks | 1,298 | 100% | 100% |

The table below shows the percentage change in remuneration of the Executive Directors and the Group's UK employees as a whole between 2022 and 2023.

| | Percentage increase/(decrease) in remuneration in 2023 compared with 2022 | | |
|----------------------------|---|------------------------|--------------|
| | Chief Executive Officer | Group Finance Director | UK employees |
| Salary and fees | 4% | 4% | 6% |
| Taxable benefits | 22% | 1% | 16% |
| Annual bonuses | (4)% | (4)% | 24% |
| Single figure remuneration | 35% | 67% | 7% |

The UK employees are considered a suitable comparator Group because the Chief Executive Officer and Group Finance Director are UK based and subject to the same macro-economic conditions as other UK employees.

The table below shows the ratio between the consolidated single total figure of remuneration of the Group Chief Executive and the lower, median and upper quartile pay of our UK employees. We have used the remuneration of the permanent full time UK employees who have been employed throughout the year ended 30 November 2023 as the comparator Group. We have used Option A as we consider it to be the most accurate method of comparison.

| Year | Method | 25th percentile | 50th percentile | 75th percentile |
|------------------------------------|----------|------------------------|------------------------|------------------------|
| 2020/2021 | Option A | 27 | 21 | 16 |
| 2021/2022 | Option A | 36 | 28 | 21 |
| 2022/2023 | Option A | 46 | 39 | 29 |
| Year ended 30 November 2023 | | 25th percentile | 50th percentile | 75th percentile |
| Salary | | £27,240 | £32,448 | £43,107 |
| Total remuneration | | £28,455 | £33,613 | £44,965 |

The ratios are higher in the current year because 92,600 of the Chief Executive's Long Term Share Plan shares vested in the year ended 30 November 2023 (2022: 49,680) and the Chief Executives' pension entitlement is expressed as an increase in the capital value of his benefit accruing in the year, whereas employees in the same scheme are included at the employers' contribution rate. The Chief Executive has a larger proportion of his total pay based on variable elements linked to performance than other UK employees.

The Committee has considered the wider workforce alignment of total reward with the Executive Directors. Alignment of salary percentage increases, subject to the 2023 adjustment to James Mills' salary, and the reduction in pension contribution rates to align with the workforce are recent examples of the Committee's work in this area.

Relative importance of spend on pay

As required by the Remuneration Regulations, the table below compares total staff remuneration with the amounts paid in dividends to shareholders.

| | 2022 £'000 | 2023 £'000 | Difference £'000 |
|--------------------|---------------|---------------|---------------------|
| Total spend on pay | 57,799 | 58,663 | 864 |
| Dividends paid | 2,478 | 2,664 | 186 |

Statement of voting at the Annual General Meeting

A resolution to approve the Report of the Remuneration Committee included in the 2022 Report and Accounts was passed by the shareholders at the AGM on 18 April 2023. 97% of votes were cast in favour of the resolution. 3% of votes were cast against the resolution and 1,186,981 votes were withheld.

A resolution to approve the Report of the Remuneration Committee included in the 2021 Report and Accounts was passed by the shareholders at the AGM on 14 April 2022. 99% of votes were cast in favour of the resolution. 1% of votes were cast against the resolution and 632,928 votes were withheld.

A resolution to approve the Remuneration Policy included in the 2020 Report and Accounts was passed by the shareholders at the AGM on 20 April 2021. 97% of votes were cast in favour of the resolution. 3% of votes were cast against the resolution and 947,611 votes were withheld.

Advisers to the Committee

During the year, the Committee has reviewed published surveys of the remuneration of directors of similar sized companies. Independent advice on remuneration was taken in preparation of the revised remuneration policy. Alvarez & Marsal continued as the Remuneration Committee's independent advisers. The fee was £17,500.

The Committee received input into its decision-making from reports prepared by the Executive Directors, none of whom were present at any time when their own remuneration was being considered.

Comparator group

There is not a well matched comparator group for the Group as there are no other similar UK quoted filtration and environmental technology businesses. The selected comparator Group contains similar sized UK quoted industrial manufacturing businesses. The comparator companies are reviewed by the Committee as part of the Remuneration Policy review every three years. The last review took place in 2023 in preparation for the 2024 Directors' Remuneration Policy renewal.

The Committee uses data from these companies only as a guide to the competitiveness of the overall remuneration packages. We do not seek to position our remuneration at any defined point against the benchmarks or set targets that use relative performance.

Comparator Group

| | | | |
|-----------------|----------|-------------|----------------|
| Avon Protection | Dialight | Severfields | TT Electronics |
| Carclo | Luceco | Treatt | Xaar |
| Castings | Ricardo | Trifast | Zotefoams |

The Committee retains the right to alter the comparator group as it sees fit in order to ensure it remains an appropriate and relevant benchmark.

Remuneration Policy

The Remuneration Policy, set out on pages 74 to 82, is subject to a vote by shareholders at the Annual General Meeting on 16 April 2024. The Remuneration Policy, if approved, is expected to remain in force until the AGM in 2027.

On behalf of the Board

Sally Martin

Chair of the Remuneration Committee

2 February 2024

Remuneration report continued

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

Introduction

The Group's policy is to provide remuneration packages for its senior executives that reflect their contribution to the business, the performance of the Group, and the need to attract and retain executives of the highest quality.

The Remuneration Committee ("the Committee") seeks to provide straightforward and easily understood remuneration packages, which align the interest of the Directors with those of shareholders. The Committee seeks to set remuneration guidelines that incentivise management to deliver on the Group's long-term strategy and short-term goals with an appropriate mix of fixed and variable pay.

The Committee aims to provide remuneration packages that:

- are competitive, but not excessive;
- are designed to attract, retain and motivate managers of high quality;
- are aligned with shareholders' interests;
- include an element of the potential reward linked to personal performance; and
- encourage the Executive Directors to accumulate shares in the Company.

The policy set out below will be presented for approval by shareholders at the Annual General Meeting on 16 April 2024, effective immediately thereafter, and will remain in force until the Annual General Meeting in 2027.

Changes from the previous policy

The Committee believes that the previous remuneration policy has served the Group and its shareholders well and, given that it is well aligned with current best practice, does not believe that any structural changes are required. However, the Committee is concerned that by providing fixed pay levels which are below market median requires it to reconsider the maximum bonus opportunity to ensure that the Group can continue with this approach, whilst providing a suitably high variable opportunity.

Therefore, the historic annual bonus policy maximum of 100% of salary is to be increased to 125% (although there is no intention to increase the opportunity for FY2024). No change is being made to the maximum opportunity for LTSP awards, which remains at 150% of salary.

This change, together with some minor wording changes, are reflected in the new policy set out overleaf.

The policy

In this forward-looking section the Group's remuneration policies and potential future outcomes for each Executive Director and the Group's policy for rewarding Non-Executive Directors are described.

These policies and the individual elements of the reward package are reviewed each year to ensure that they remain in line with good practice and support the delivery of the Group's strategy.

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

The table below summarises the main components of the proposed remuneration package for Executive Directors:

Variable remuneration components

| Remuneration component | How the component operates | Maximum payouts |
|--|---|--|
| <p>Base salary</p> <p>Purpose:</p> <ul style="list-style-type: none"> To attract and retain executives of high quality. | <p>Initial salaries on joining or appointment to the role are set by reference to:</p> <ul style="list-style-type: none"> The level of skill and experience of the individual. The scope of responsibilities required in the role. Market comparators for similar roles in similar sized quoted businesses. <p>Salaries are reviewed annually and fixed for a year. The rate of increase is influenced by:</p> <ul style="list-style-type: none"> The annual increase given to other UK employees. The current rate of UK CPI inflation. Market comparators for similar roles in similar sized quoted businesses. | <p>Current salary levels are disclosed in the Remuneration report. Salary increases will normally be in line with those awarded in the UK operations of the Group. Increases above this level may be made in specific situations, such as progression and development in the role; material changes to the business; or changes to the remit or responsibilities of the executive.</p> |
| <p>Pensions</p> <p>Purpose:</p> <ul style="list-style-type: none"> To provide a competitive package for Executive Directors. | <ul style="list-style-type: none"> The Executive Directors are provided with a defined contribution scheme with contributions in line with the other UK staff or, if they choose, a cash contribution of the equivalent percentage of salary in lieu of pension benefits. Ben Stocks is a member of the closed Porvair Pension Plan and his benefits up to a capped limit of salary are provided by the Plan. Above the limit he receives a cash contribution in lieu of pension benefits. | <p>The level of contribution currently provided to the Executive Directors is in line with that offered to other UK staff which is currently at 7%.</p> <p>Executive Director pension contributions will be adjusted in line with any adjustments to the pension contribution rate for UK staff.</p> <p>The Committee may change the Directors' pension arrangements in response to new legislation or regulations provided that any changes do not materially increase the cost to the Company.</p> |
| <p>Benefits</p> <p>Purpose:</p> <ul style="list-style-type: none"> To provide a competitive package for Executive Directors. | <p>Benefits comprise:</p> <ul style="list-style-type: none"> A company car or allowance, including car insurance. Medical insurance and health benefits. Life insurance/spouse's pension. Permanent health insurance. Certain professional and membership fees. Relocation allowances. | <p>The Committee reserves the power to deliver benefits which, in aggregate, have a cost of up to 25% of base salary.</p> <p>The Committee may exceed this limit in exceptional circumstances, including (but not limited to) where there are changes in the underlying benefits provided; changes to benefit providers; and changes in individual circumstances (such as health status or location).</p> |

Performance conditions

No performance measures apply to the fixed elements of remuneration; however the performance of the Group and the individual are taken into account in determining annual pay and benefit awards.

Remuneration report continued

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

Variable remuneration components continued

| Remuneration component | How the component operates | Maximum payouts |
|--|--|--|
| <p>Annual bonus</p> <p>Purpose:</p> <ul style="list-style-type: none"> To encourage and reward actions consistent with the near-term (annual) priorities of the Group. | <p>Executive Directors are eligible to participate in an annual bonus scheme. Participation in each annual scheme and the objectives set are entirely at the discretion of the Committee. The Committee administers the scheme, which is governed by terms set out in the minutes of the Committee's meetings. The performance targets for the year are set following the Group's annual strategy review and their delivery is assessed after the Group's financial year end. The final determination of awards is based on the Group's audited financial statements. The principal elements of the scheme are:</p> <ul style="list-style-type: none"> The Committee determines the maximum potential annual award at the start of each financial year. An element of the annual bonus is based on the financial performance of the Group in the year and an element is based on the delivery of strategic objectives, which may be financial or non-financial. The annual bonus is not pensionable. The bonus is paid after confirmation of the Group's annual results. The payment for achievement of the threshold financial performance target is no greater than 25% of salary. The bonus is normally paid in cash. However, the Deferred Share Bonus Plan will require deferral of 25% of any bonus payable to the Executive Directors if both of the following apply: <ol style="list-style-type: none"> If the shareholding requirement has not been met; and If the annual bonus maximum has been set above 75% of base salary. Bonus deferral may also be operated under the Deferred Share Bonus Plan in other circumstances in agreement with the Executive Directors. | <p>The Committee determines, at the start of each year, the maximum amount that the Executives may earn under the annual bonus scheme. The maximum that the Executives can earn in annual bonuses in each year is disclosed in the Remuneration report. The Committee may not offer an annual bonus scheme with the potential to earn more than 125% of base salary.</p> |

Performance conditions

At the start of each financial year, the Committee sets performance targets based on Group financial operating expectations and strategic objectives designed to reward the Executives for delivering near-term priorities of the Group. At the same time, the Committee determines the ratio of awards between each element of the bonus.

Performance targets, set with reference to the Group's annual operating plan and strategic priorities for the year, are disclosed in the Remuneration report. The Group's annual operating performance targets, which typically relate to adjusted annual operating profit, annual operating cash flow, or similar annual operating metrics, are measured on a sliding scale with the maximum payout reserved for significant outperformance compared to plan. The strategic targets are typically based on specific identified objectives critical to the delivery of the Group's annual or three-year operating plans and ESG targets; their achievement is based on the judgement of the Committee.

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

Variable remuneration components continued

| Remuneration component | How the component operates | Maximum payouts |
|---|--|--|
| <p>Long term share plan and share options</p> <p>Purpose:</p> <ul style="list-style-type: none"> To motivate and incentivise Executive Directors to deliver sustained performance over the longer-term in line with shareholder interests. | <p>Awards under the LTSP are generally made in the form of 2 pence options but may also be made as direct awards of shares under the LTSP 2018. The scheme is operated by the Committee under the specific scheme rules. Each year the Committee determines:</p> <ul style="list-style-type: none"> The period of time over which performance will be judged, which may not be shorter than three years under the scheme rules. That there will be a holding period of up to two years following the end of the performance period, such that the period from the date of grant to the first time that awards may be realised will be five years. The number of shares to be awarded as options and to whom. The performance criteria. The level of vesting for threshold performance, which cannot exceed 30% of the shares under award. <p>Vested awards may be settled by the issue of new shares or from shares held by an Employee Benefit Trust ("EBT").</p> <p>Shares awarded under the LTSP 2018 are subject to malus and clawback provisions as described below.</p> <p>For options issued under the LTSP 2018, after the vesting period but before the end of the holding period, the Executive may exercise the options and sell only sufficient shares to settle the option price and tax liability arising on the exercise. The remaining shares must be held until the end of the holding period.</p> <p>For shares awarded under the LTSP 2018, the Executive may sell sufficient shares on vesting to settle any tax liability arising but must hold the remainder until the end of the holding period.</p> <p>Shares or options that vest are eligible for dividend equivalent payments for the period from award to the end of the holding period at the discretion of the Committee.</p> | <p>The Committee determines, at the start of each year, the amount of option or award shares that the Executives will be granted in the year. This amount is disclosed in the Remuneration report each year. The Committee may offer awards up to 150% of base salary in any one year, based on the average share price of the Group over the final quarter of the preceding financial year.</p> |

Performance conditions

The scheme rules require the Remuneration Committee to set performance criteria for the vesting of each LTSP award. The Committee aims to set stretching vesting criteria based on achievement of financial goals set out in the Group's annually updated three-year strategic plan. It seeks to set criteria that are simple to manage and understand and which are, if applied consistently, aligned over the longer-term with the delivery of value to shareholders. The Committee discloses in the Remuneration report the performance criteria for each unvested award including those awards to be made in the coming year.

There is generally a minimum metric below which there is no vesting and a maximum metric which earns 100% of the award. A sliding scale of vesting operates between the minimum and maximum.

The Remuneration Committee has adopted stretching EPS growth as the performance criteria for the LTSP as it believes that this provides a reliably measurable target in line with the Group's medium and long-term objectives. As part of its annual awards process, the Committee considers each year whether this basis remains appropriate. Each year the Remuneration report discloses the prospective awards and performance conditions that will apply. The Committee has discretion to adopt alternative performance metrics should it conclude that alternative targets better align the Executive performance with the long-term delivery of value to shareholders.

Remuneration report continued

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

Variable remuneration components continued

| Remuneration component | How the component operates | Maximum payouts |
|--|--|---|
| <p>Save as you earn scheme</p> <p>Purpose:</p> <ul style="list-style-type: none"> To encourage and incentivise regular saving for all UK employees. To allow UK employees to benefit from tax efficient HMRC approved gains from any growth in the Group's share price. To encourage ownership of the Group's shares. | <p>UK employees are entitled to subscribe for options under the Group's three and five year Save As You Earn Schemes. The scheme is governed by the rules set out in the Povair plc SAYE Share Options Plans 2014 and 2024.</p> <p>The Group offers new SAYE schemes to coincide with the maturity of previous SAYE schemes.</p> <p>The scheme rules allow the options to be issued at up to a 20% discount to the prevailing market price, which is determined at the time the offer is made to employees, generally approximately two months before the start of the scheme.</p> <p>At the end of the savings period, provided the employee has maintained the monthly savings plan, the option shares vest and the employee has the choice of a return of the cash saved in the building society account or to use the savings to acquire the option shares. The options must be exercised within six months of the date of vesting.</p> <p>Vested awards may be settled by the issue of new shares or, for issues made after the 2015 Annual General Meeting, from shares held by an Employee Benefit Trust ("EBT").</p> <p>Non-Executive Directors may not join the scheme.</p> | <p>SAYE schemes allow a maximum of £500 per month to be saved. The Group offers three and five year saving schemes. The number of shares under option is determined by the amount saved in an authorised building society account plus interest over the vesting period divided by the option price determined at the date of subscription to the scheme.</p> |
| <p>Performance conditions</p> <p>The scheme has no performance conditions.</p> | | |

Shareholding requirement

The Committee has set a target for Executive Directors to hold the equivalent of at least the value of two year's base salary in Povair shares within five years of joining the Board.

A post-employment shareholding requirement is also in place and will apply to all shares vesting from incentive awards granted after the adoption of this policy. In the first year post-employment, executive directors will normally be required to hold the lower of their applicable shareholding on leaving employment or 200% of their final base salary. In the second year post-employment they will normally be required to hold the lower of their applicable shareholding on leaving employment or 100% of final base salary.

External appointments

Executive Directors are able to undertake one Non-Executive Directorship outside the Company with the consent of the Board. Any fees received may be retained by the Director.

Discretions

The Committee retains certain discretions over the management and operation of the variable elements of the Executive Directors' remuneration. The annual bonus scheme is discretionary and therefore the Committee retains full authority to vary its terms and its payouts in each financial year. Its powers are limited by the maxima set out in this policy and by the limits it sets for the Executives within the Committee minutes. The limits for each annual bonus are published in advance in the Remuneration report.

The long-term share plans are governed by the scheme rules approved by shareholders. The rules of the scheme allow for the fair operation of the scheme through discretions delegated to the Committee. Under these discretions the Committee may:

- waive the requirement for the employee to pay the employer's National Insurance;
- grant options with a shorter life than 10 years;
- award the option holder with additional shares equivalent to the dividends that the option holder would have earned if the shares had been held throughout the option period;
- increase the number of shares that can be exercised by a good leaver or the personal representatives of an employee dying in service, which would normally be based on the proportion of the performance period that has elapsed prior to their cessation of employment, having due regard for the likelihood that the performance conditions will be met;

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

- allow an employee leaving for reasons other than as a good leaver to be able to exercise their options after the date that they have given notice to leave employment;
- amend the performance conditions if an event has occurred such that the performance of the Company should be measured by a fairer measure affording a more effective incentive to the employee;
- in determining whether a performance condition has been met, make such adjustments as they consider necessary to take account of underlying performance;
- determine whether performance conditions have been met in the event of a corporate event such as change of control or demerger;
- in the event of a change of control, in exceptional circumstances, permit more award shares or options to become vested than would be calculated by the proportion of the performance period that has elapsed;
- in the event of a rights issue or capitalisation issue, make such adjustments as it considers appropriate to the number of shares under option; and/or
- make minor amendments to the plan to improve its administration, reflect changes in legislation, or to maintain favourable tax treatment for the participants or the Company.

Long Term Share Plan – Performance adjustment (malus)

The Committee may, at its absolute discretion, require an Executive Director to forfeit all or a proportion of the unvested award shares and/or all or a proportion of the vested award shares in respect of which the option award has not otherwise been settled, in the exceptional circumstances of corporate failure, reputational damage, misconduct or misstatement by the Executive Director (or for which the Executive Director is determined, in the Committee's absolute discretion, to be solely or jointly accountable). The terms of any forfeiture shall be determined by the Committee.

Long Term Share Plan – Forfeiture of vested awards (clawback)

At the award date, the Committee determines whether an award should be granted subject to clawback. If it is decided that the award should be subject to clawback then in the exceptional circumstances of corporate failure, reputational damage, misconduct or misstatement by the Executive Director (or for which the Executive Director is determined, in the Committee's absolute discretion, to be solely or jointly accountable), which had it been known at the time of vesting would have caused the Committee to take a different decision regarding the vesting of the award shares, the Committee may, in its absolute discretion, take any or all of the following steps in respect of the vested award shares:

- reduce the number of unvested award shares to which the Executive Director is entitled under any other award and/or proportion of the vested award shares in respect of which the Executive Director has not exercised an option award (or in respect of which the option award has not otherwise been settled);
- require the Executive Director to transfer any vested award shares back to the Company, or to such other person or persons as the Company shall nominate, for nil consideration;
- reduce the amount of any further awards to be granted to the Executive Director;
- reduce the amount of any cash bonus or shares payable to the Executive Director under any other plan operated by the Company; and/or
- require the Executive Director to pay to the Company or any Group company an amount equal to the amount of any or all of the proceeds the Executive Director realised on the disposal of any of the shares acquired pursuant to the award.

When enforcing the clawback terms, the Committee shall take into account:

- the amount (if any) paid by the Executive Director to acquire any shares in relation to the award;
- the amount of tax and national insurance contributions actually paid or still to be paid by the Executive Director in relation to the award or the sale of any of the shares acquired in relation to the award (after taking account of any relief available); and
- the number of shares subject to the award that would have vested (if any) had the misconduct or misstatement been known by the Remuneration Committee at the time.

If the Committee wishes to exercise its right to enforce clawback in respect of any award (or part of an award) in accordance with its powers, it shall communicate the clawback terms to the Executive Director in writing on or around the time that the misconduct or misstatement is discovered.

Clawback ceases to apply to any award (or part of an award) after three years from the date on which the award shares became vested award shares.

Remuneration report continued

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

Annual Bonus – Malus and Clawback

The annual bonus is discretionary and therefore the Committee retains full authority to vary its terms each year within the framework set out in this policy. In the exceptional circumstances of corporate failure, reputational damage, misconduct or misstatement by the Executive Director, the Committee may take any, or all, of the following steps:

- Cancel or reduce the bonus earned by the Executive Director in the year in which the misconduct or misstatement comes to light.
- Reduce the amount of awards in future years.
- Require the Executive Director to repay bonuses and deferred bonuses relating to the financial years affected by the misconduct or misstatement.

When enforcing any clawback of bonus the Committee will take into account amounts of tax and national insurance paid, or still to be paid in relation to previously awarded bonuses, which cannot be recovered.

Estimate of the total future potential remuneration

The charts below set out estimates of the potential remuneration for each of the Executive Directors based on their remuneration packages for the year ending 30 November 2024, using the LTSP awards to be made in 2024 to calculate the variable element of pay. The assumptions included in each scenario are described below:

Fixed

- Consists of base salary, pension and benefits.
- Base salary is the current salary.
- Benefits are assumed to be in line with those received in 2023.
- Pensions are assumed to be in line with current practice.

For performance in line with both the annual and three-year operating plan and assuming no share price increase, based on:

- Annual bonus of 35% of salary.
- Long term share plan ("LTSP") award of 25% of maximum.

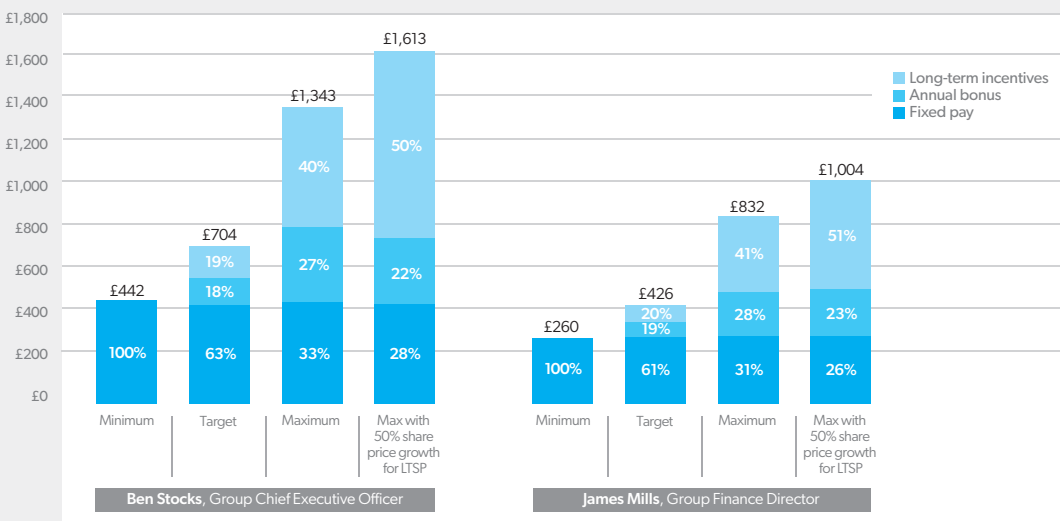
For performance significantly above both the annual and three-year operating plan and assuming no share price increase, the maximum award is based on:

- Annual bonus of 100% of salary.
- LTSP award of 150% of salary.

For the maximum award assuming a 50% increase in the share price the calculation is based on:

- Annual bonus for 125% of salary.
- LTSP award of 150% of salary.

Remuneration (£000s)



Remuneration Policy to be presented to and approved at the Group's 2024 AGM

Policy on Non-Executive Directors

The Non-Executive Directors receive letters of appointment with a maximum notice of three months. They are subject to annual re-election, in common with the Executive Directors, in accordance with the best practice set out in the UK Corporate Governance Code. In the event that a Non-Executive Director fails to be re-elected at the Annual General Meeting, they are required to resign with immediate effect. The remuneration policy for Non-Executive Directors is set out below.

| Remuneration component | How the component operates | Maximum payout |
|------------------------|--|--|
| Fees | <p>Cash fees normally paid on a monthly basis.</p> <p>Fees are reviewed annually.</p> <p>Non-Executive Directors receive a fixed annual fee, which reflects their time commitment to the business and comparatives from similar sized quoted companies, plus expenses reimbursement.</p> <p>Non-Executives are not eligible for any bonus or incentive or pension schemes.</p> <p>Additional fees are paid for chairing a committee of the Board but no additional fee is paid for acting as Senior Non-Executive Director. The Board reserves the right to introduce this in appropriate circumstances.</p> | <p>There is no prescribed maximum individual fee or fee increase, but fees are subject to the cap set out in the Articles of Association which may be revised from time to time but only with shareholder approval.</p> <p>Current fee levels are set out below for information.</p> |

The current scale of remuneration is:

| | £'000 |
|---|-------|
| Chair | 106 |
| Base fee for other Non-Executive Directors | 44 |
| Additional fee for chairing a Board Committee | 7.5 |

Engagement with shareholders

The Committee considers shareholder feedback received during the AGM and any other shareholder meetings as part of its annual review of its remuneration. The Chair of the Remuneration Committee is available, on request, to discuss issues of remuneration with shareholders of the Group.

Where the Remuneration Committee proposes to make material changes to the remuneration policy or the way that it is implemented or to introduce a new long-term incentive plan, the Committee seeks the views of major shareholders prior to seeking, where required, general shareholder approval at a general meeting.

Consultations were held with a number of major shareholders prior to the 2024 AGM to explain the terms of the proposed remuneration policy, positive feedback was received from all respondents.

Relationship with employees' pay

All employees receive a salary, pension and benefit package with levels of salary commensurate with their responsibilities. Executives throughout the Group participate in various bonus schemes designed to reward good performance in their operations.

The Committee takes into account proposed or agreed changes to employees' pay and conditions as part of its review of the remuneration of Executive Directors. Except in exceptional circumstances, this results in the percentage annual pay increases awarded to Executive Directors being broadly in line with the percentage increases applied to other UK employees.

The Committee maintains an overview of the remuneration policies throughout the Group. It seeks to ensure that employees are paid a market rate for their particular roles and that there is consistency in targets set where performance related pay might be awarded. Employees are not consulted in the process of setting the policy for Executive Directors' remuneration.

Recruitment of Directors

In the event that the Company appoints a new director, in determining appropriate remuneration arrangements, the Committee will take into consideration all relevant factors (including but not limited to quantum, the type of remuneration being offered and the candidate's background) to ensure that arrangements are in the best interests of both the Company and its shareholders without paying more than is necessary to recruit a director of the required calibre. The Committee will align the remuneration package offered with the remuneration policy outlined in the policy table on pages 75 to 78.

Depending on an individual's prior experience, the Committee may set salary below market norms, with the intention that it is realigned over time, typically two to three years, subject to performance in the role. In this situation, the Committee is permitted to exceed the "normal" rate of annual salary increase set out in the policy table on page 75.

Remuneration report continued

Remuneration Policy to be presented to and approved at the Group's 2024 AGM

In the year of appointment, the Committee may offer additional remuneration arrangements that it considers appropriate and necessary to recruit and retain the individual. The Committee may authorise:

- awards to 'buy-out' remuneration arrangements forfeited on leaving a previous employer. In such circumstances any arrangement will only compensate for remuneration foregone. The Committee will take account of relevant factors including any performance conditions attached to these awards, the form in which they were granted (e.g. cash or shares) and the time over which they would have vested. Any 'buy-out' of long-term incentives on joining or initial incentives would normally be made under the LTSP 2018, and therefore subject to the rules of that scheme, but may be made outside of the LTSP 2018 using exemptions permitted under the Listing Rules;
- an award made under the LTSP 2018 in the first financial year of service which would be limited to a maximum of 250% of basic salary on joining, subject to suitably stretching performance criteria and a minimum vesting period of three years. An award in excess of the normal annual limit would only be made in exceptional circumstances; and
- other payments in relation to relocation expenses and other incidental expenses as appropriate.

For internal promotions, the Committee reserves the right to satisfy pre-existing executive incentive awards and other obligations which may be in place at the time of appointment.

Service contracts and policy in respect of payments for loss of office

The Executive Directors have rolling contracts with the Company which can be terminated by either party giving twelve months' notice. This is considered to be an appropriate balance between flexibility and commitment by both parties.

Executive Directors' employment contracts provide for the Executive to receive salary; private medical insurance; use of a company car; and participate in the Group's annual bonus, share option plans and pension scheme.

Payments for loss of office are determined by the Committee based on the contractual entitlements of the Director concerned under service contracts and the terms of the Porvair plc LTSP 2018 and Porvair plc SAYE share option plans 2014 and 2024.

Service contracts do not provide explicitly for termination payments or damages but the Company may make payments in lieu of notice. For this purpose, pay in lieu of notice would normally consist of base salary and other relevant emoluments for the relevant notice period but would always exclude any bonus or incentive payments. In addition, the Company has discretion in certain circumstances to pay certain fees relating to the termination; for example, fees for legal advice received by the Executive Director and fees for outplacement services. The Company may pay any statutory entitlements or settle or compromise claims in connection with a termination of employment where considered in the best interests of the Company.

Annual bonus payments are normally only payable to Executives that are in employment and not in a notice period at the date when the bonuses are approved by the Committee. However, an annual bonus may be payable with respect to the proportion of a financial year served, although it would be pro-rated for time and paid at the normal payment date. Any deferred share element could be paid in cash. Any outstanding deferred bonus may be released or paid in cash subject to the terms of the relevant plan rules.

The LTSP and SAYE plans have normal good leaver and bad leaver provisions which determine the extent to which options and awards may be vested and exercised in the event of the Executive leaving the Group. The schemes also include provisions to determine the extent that options may be exercised or award shares received in the event of a change in control of the Group.

For good leavers under the LTSP, awards will usually vest at the normal vesting date, subject to the satisfaction of any performance conditions and will be reduced pro-rata in accordance with the plan rules. However, the Remuneration Committee has discretion to allow awards to vest at an earlier date and discretion to disapply the normal pro-rata reduction.

When making decisions regarding the treatment of remuneration at the date of termination, the particular circumstances of the Executive Director's loss of office will be taken into account by the Committee to determine the extent to which mitigation of payments should apply; LTSP and SAYE options can be vested and exercised; and the extent to which payments under the discretionary annual bonus plan would be paid.

Independent Auditor's report to the members of Porvair plc

Opinion

We have audited the financial statements of Porvair plc (the 'parent company') and its subsidiaries (the 'Group') for the year ended 30 November 2023, which comprise the Consolidated income statement, Consolidated statement of comprehensive income, Consolidated balance sheet, Consolidated cash flow statement, Consolidated statement of changes in equity, Parent company balance sheet, Parent 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 FRS 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 November 2023 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 | <p>Group</p> <ul style="list-style-type: none"> • Warranty provisions <p>Parent Company</p> <ul style="list-style-type: none"> • None |
| Materiality | <p>Group</p> <ul style="list-style-type: none"> • Overall materiality: £1,000,000 (2022: £936,000) • Performance materiality: £750,000 (2022: £702,000) <p>Parent Company</p> <ul style="list-style-type: none"> • Overall materiality: £200,000 (2022: £331,500) • Performance materiality: £150,000 (2022: £248,000) |
| Scope | <p>Our full scope and specific audit procedures covered 94% of revenue, 89% of total assets and 95% of profit before tax.</p> |

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.

Independent Auditor's report to the members of Porvair plc continued

Warranty provisions

| | |
|--|---|
| Key audit matter description | <p>The Group is party to a number of long-term contracts in respect of major projects, including gasification projects entered into in previous years and other contracts, which commenced in previous years and in the year ended 30 November 2023.</p> <p>A number of these contracts contain warranties and management have assessed the likelihood of economic outflows in relation to these contracts and, where considered probable, have made provisions based on their best estimates of the probable economic outflows.</p> <p>In making these provisions, management are required to exercise a high degree of judgement and estimation and as a result of the level of judgement and estimation involved, the valuation of provisions has been identified as a potential fraud risk.</p> <p>Management have recognised provisions of £3.6 million as at 30 November 2023, £3.2 million of which relates to warranties and £1.3 million relates to a single customer.</p> <p>Due to the high degree of judgement and estimation involved, as well as the quantum of the provisions and the potential risk of fraud, these provisions are considered to be a key audit matter.</p> |
| How the matter was addressed in the audit | <p>Our response to the risk included:</p> <ul style="list-style-type: none"> • Understanding management's warranty provisioning process and evaluating the appropriateness of the accounting policy; • Reading and challenging management's papers in respect of significant provisions and assessing the recognition of provisions in the context of IAS 37; • Discussion of the latest position with management, including discussion where necessary with individuals in the operational teams directly responsible for the contract in the components in which the provisions are made; • Audit of the inputs to the calculations to supporting evidence and checking the arithmetic accuracy of the calculations; • Challenging management on the appropriateness of the judgements and estimates made; and • Auditing the presentation and disclosures in the financial statements. |
| Key observations | <p>Based on the results of the audit procedures outlined above, we consider management's assessment of the existence and valuation of provisions for warranties to be reasonable.</p> <p>Disclosure of the estimates and judgements made by management in respect of the provisions and the changes in the provisions since the previous year is included in Note 1 (Key sources of estimation uncertainty) and in Note 21 of the consolidated financial statements.</p> |

No key audit matters have been identified in respect of the parent company financial statements.

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 | £1,000,000 (2022: £936,000) | £200,000 (2022: £331,500) |
| Basis for determining overall materiality | 5% (2022: 5%) of profit before tax | 0.2% (2022: 0.4%) of net assets |
| Rationale for benchmark applied | Profit before tax is considered to be the most appropriate benchmark as it is a key performance metric for the users of the consolidated financial statements. | Net assets is considered to be the most appropriate benchmark for the parent company as it is primarily a holding company. |
| Performance materiality | £750,000 (2022: £702,000) | £150,000 (2022: £248,000) |
| Basis for determining performance materiality | 75% of overall materiality | 75% of overall materiality |
| Reporting of misstatements to the Audit Committee | Misstatements in excess of £50,000 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds. | Misstatements in excess of £10,000 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds. |

An overview of the scope of our audit

Porvair plc is a multi-national group operating across the UK, Europe, the US, and Asia. Its key operations are located in the UK and the US, with its headquarters in the UK. During the year ended 30 November 2023 the Group consisted of 20 components, located in the following countries:

- UK
- USA
- The Netherlands
- Germany
- Hungary
- China
- India

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level.

Based on our assessment of the Group, we focused our Group audit scope primarily on Group businesses in the UK and the significant operations in the US. Four components were subject to a full scope audit performed by the Group auditor.

In addition, six other components were subject to targeted audit procedures on certain account balances, where the extent of our testing was based on our assessment of the risks of material misstatement and of the materiality of the Group's operations at those businesses. This category included one component that was assessed as significant based on risk with targeted procedures performed on that risk and other significant balances, and five non-significant components with targeted audit procedures performed on significant balances including revenue, receivables and inventory. Our audit work for each component was executed at levels of materiality applicable to each individual component, which were not higher than Group materiality.

The table below shows the coverage of the Group achieved by components.

| | Number of components | Revenue | Total assets | Profit before tax |
|---------------------------------|----------------------|-------------|--------------|-------------------|
| Full scope audit | 4 | 47% | 64% | 57% |
| Targeted audit procedures | 6 | 47% | 25% | 38% |
| Reduced scope review procedures | 10 | 6% | 11% | 5% |
| Total | 20 | 100% | 100% | 100% |

Further specific audit procedures over the Group consolidation and areas of significant judgement including impairment of goodwill, business combinations, share based payments, defined benefit pension liability, leases and taxation were performed.

The Group audit team performed all audit procedures and no component auditors were used.

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:

- Obtaining and assessing management's assessment of going concern for the going concern assessment period.
- Obtaining an understanding of management's going concern model and how the impacts of inflation and climate risk have been reflected in the model.
- Checking the mathematical accuracy of management's forecasts.
- Assessing and challenging assumptions in management's forecasts.
- Assessing the reliability of management's forecasting, including comparison of historic forecasts to actual results and comparison of current forecasts to post year-end results.
- Corroborating cash balances and banking facilities at the reporting date and re-calculating compliance with banking covenants.
- Assessing the stress-testing completed by management and completing further stress-testing on cashflow forecasts.
- Assessing the completeness and accuracy of the disclosures made in the financial statements in respect of going concern.

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's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Independent Auditor's report to the members of Porvair plc continued

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 those reports have been prepared in accordance with applicable legal requirements;
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements; and
- information about the company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

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; or
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 of the FCA Rules.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- a corporate governance statement has not been prepared by the parent company.

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the 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;
- Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why the period is appropriate;
- Director's statement on whether it has a reasonable expectation that the Group will be able to continue in operation and meets its liabilities;
- Directors' statement on fair, balanced and understandable;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems; and
- Section describing the work of the audit committee.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the Group and parent company operate 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.

The most significant laws and regulations were determined as follows:

| Legislation/ Regulation | Additional audit procedures performed by the Group audit engagement team included: |
|---|--|
| IFRS, FRS 101, Companies Act 2006 and Listing Rules | <ul style="list-style-type: none"> • Review of the financial statement disclosures and testing to supporting documentation. • Completion of disclosure checklists to identify areas of non-compliance. |
| Tax compliance regulations | <ul style="list-style-type: none"> • Inspection of advice received from internal/external tax advisors. • Inspection of correspondence with local tax authorities. • Consideration of whether any matter identified during the audit required reporting to an appropriate authority outside the entity. |
| Health and safety legislation | <ul style="list-style-type: none"> • Inquiry of management and where appropriate, those charged with governance and inspection of legal and regulatory correspondence, if any. |

Independent Auditor's report to the members of Porvair plc continued

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

| Risk | Audit procedures performed by the audit engagement team: |
|---|--|
| Project revenue recognition and cut-off and completeness in relation to revenue from sale of goods | <p>For project revenue procedures included:</p> <ul style="list-style-type: none"> • Evaluating the application of IFRS 15 to contracts, including the identification of performance obligations and whether revenue is recognised over time or at a point in time. • Assessing and challenging the assumptions and estimates used in recognition of revenue on projects where revenue is recognised over time. <p>For revenue from sale of goods procedures included:</p> <ul style="list-style-type: none"> • Investigating transactions posted to nominal ledger codes outside of the normal revenue cycle as identified using a data analytic tool. • Testing cut-off, including checking shipping terms and obtaining evidence from third parties of delivery/collection to confirm that the sale has been recognised in the correct period. • Testing the completeness of revenue by obtaining and testing the GDN listing for any instances where a corresponding sales invoice did not exist. |
| Warranty provisions | Audit procedures performed on provisions are outlined in the Key Audit Matter section of this audit report. |
| Management override of controls | <ul style="list-style-type: none"> • Testing the appropriateness of journal entries and other adjustments. • Assessing whether the judgements made in making accounting estimates are indicative of a potential bias. • 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 on 15 September 2020 to audit the financial statements for the year ending 30 November 2020 and subsequent financial periods.

The period of total uninterrupted consecutive appointments is 4 years, covering the years ended 30 November 2020 to 30 November 2023.

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.

In due course, as required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements will form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

Graham Ricketts (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants

25 Farringdon Street
London EC4A 4AB

2 February 2024

Consolidated income statement

| For the year ended 30 November | Note | 2023 £'000 | 2022 £'000 |
|---|------|---------------|---------------|
| Continuing operations | | | |
| Revenue | 2,3 | 176,013 | 172,575 |
| Cost of sales | | (113,719) | (113,597) |
| Gross profit | | 62,294 | 58,978 |
| Distribution costs | | (2,569) | (2,759) |
| Administrative expenses | | (38,485) | (36,409) |
| Adjusted operating profit | 2,3 | 22,571 | 20,498 |
| Adjustments: | | | |
| Amortisation of acquired intangible assets | 2 | (872) | (688) |
| Other acquisition-related costs | 2 | (459) | – |
| Operating profit | 2,3 | 21,240 | 19,810 |
| Finance income | | 126 | – |
| Finance costs | 6 | (1,276) | (1,072) |
| Profit before tax | 3,4 | 20,090 | 18,738 |
| Adjusted income tax expense | | (4,324) | (4,169) |
| Adjustments: | | | |
| Tax effect of adjustments to operating profit | 2 | 204 | 145 |
| Income tax expense | 7 | (4,120) | (4,024) |
| Profit for the year | | 15,970 | 14,714 |
| Earnings per share (basic) | 8 | 34.8p | 32.1p |
| Earnings per share (diluted) | 8 | 34.8p | 32.0p |
| Adjusted earnings per share (basic) | 8 | 37.2p | 33.2p |
| Adjusted earnings per share (diluted) | 8 | 37.2p | 33.2p |

Consolidated statement of comprehensive income

| For the year ended 30 November | 2023 £'000 | 2022 £'000 |
|---|----------------|---------------|
| Profit for the year | 15,970 | 14,714 |
| Other comprehensive (loss)/income | | |
| Items that will not be reclassified to profit or loss: | | |
| Actuarial gain in defined benefit pension plans net of tax | 227 | 1,257 |
| Items that may be subsequently reclassified to profit or loss: | | |
| Exchange (loss)/gain on translation of foreign subsidiaries | (4,628) | 7,796 |
| Total other comprehensive (loss)/income for the year | (4,401) | 9,053 |
| Total comprehensive income for the year | 11,569 | 23,767 |

Consolidated balance sheet

Company registered number 01661935

| As at 30 November | Note | 2023 £'000 | 2022 £'000 |
|--|------|-----------------|---------------|
| Non-current assets | | | |
| Property, plant and equipment | 10 | 28,329 | 24,311 |
| Right-of-use assets | 11 | 12,136 | 10,144 |
| Goodwill and other intangible assets | 12 | 82,949 | 77,900 |
| Deferred tax asset | 19 | 401 | 1,046 |
| | | 123,815 | 113,401 |
| Current assets | | | |
| Inventories | 14 | 31,898 | 30,973 |
| Trade and other receivables | 15 | 23,268 | 24,471 |
| Derivative financial instruments | 13 | 250 | 554 |
| Cash and cash equivalents | 16 | 16,839 | 18,297 |
| | | 72,255 | 74,295 |
| Current liabilities | | | |
| Trade and other payables | 17 | (23,827) | (27,881) |
| Bank overdrafts | 16 | (2,787) | – |
| Current tax liabilities | | (594) | (309) |
| Lease liabilities | 11 | (2,057) | (2,156) |
| Derivative financial instruments | 13 | – | (319) |
| Provisions | 21 | (3,243) | (3,692) |
| | | (32,508) | (34,357) |
| Net current assets | | 39,747 | 39,938 |
| Non-current liabilities | | | |
| Borrowings | 18 | – | – |
| Deferred tax liability | 19 | (3,583) | (2,811) |
| Retirement benefit obligations | 20 | (7,713) | (9,816) |
| Other payables | | (123) | – |
| Lease liabilities | 11 | (11,342) | (9,316) |
| Provisions | 21 | (363) | (328) |
| | | (23,124) | (22,271) |
| Net assets | | 140,438 | 131,068 |
| Capital and reserves | | | |
| Share capital | 22 | 927 | 927 |
| Share premium account | 22 | 37,778 | 37,626 |
| Cumulative translation reserve | | 10,825 | 15,453 |
| Retained earnings | | 90,908 | 77,062 |
| Equity attributable to owners of the parent | | 140,438 | 131,068 |

The financial statements on pages 89 to 127 were approved by the Board of Directors on 2 February 2024 and were signed on its behalf by:

B D W Stocks

J A Mills

Consolidated cash flow statement

| For the year ended 30 November | Note | 2023 £'000 | 2022 £'000 |
|---|------|-----------------|-----------------|
| Cash flows from operating activities | | | |
| Cash generated from operations | 24 | 24,079 | 22,798 |
| Interest paid | | (452) | (403) |
| Tax paid | | (3,027) | (4,118) |
| Net cash generated from operating activities | | 20,600 | 18,277 |
| Cash flows from investing activities | | | |
| Interest received | | 122 | – |
| Acquisition of subsidiaries | 25 | (9,957) | (1,000) |
| Settlement of debt acquired on acquisition | 25 | (3,955) | – |
| Purchase of property, plant and equipment | 10 | (4,702) | (4,826) |
| Purchase of intangible assets | 12 | (107) | (61) |
| Proceeds from sale of property, plant and equipment | | – | 17 |
| Net cash used in investing activities | | (18,599) | (5,870) |
| Cash flows from financing activities | | | |
| Proceeds from issue of ordinary shares | 22 | 152 | 551 |
| Purchase of Employee Benefit Trust shares | | (745) | (749) |
| Proceeds of loans and borrowings | | 9,818 | – |
| Repayments of loans and borrowings | | (9,818) | (4,986) |
| Dividends paid to shareholders | 9 | (2,664) | (2,478) |
| Repayments of lease liabilities | 11 | (2,551) | (2,503) |
| Net cash used in financing activities | | (5,808) | (10,165) |
| Net (decrease)/increase in cash and cash equivalents | | (3,807) | 2,242 |
| Effects of exchange rate changes | | (438) | 613 |
| | | (4,245) | 2,855 |
| Cash and cash equivalents at 1 December | | 18,297 | 15,442 |
| Cash and cash equivalents at 30 November | 16 | 14,052 | 18,297 |

Reconciliation of net cash flow to movement in net cash/(debt)

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Net cash/(debt) at 1 December | 6,825 | (2,006) |
| (Decrease)/increase in cash and cash equivalents | (3,807) | 2,242 |
| Net movement in borrowings | – | 4,986 |
| Net debt acquired in the year | (3,955) | – |
| Settlement of debt acquired on acquisition | 3,955 | – |
| (Increase)/decrease in lease liabilities | (2,168) | 1,194 |
| Effects of exchange rate changes | (197) | 409 |
| Net cash at 30 November | 653 | 6,825 |
| Net cash and bank debt | 14,052 | 18,297 |
| Lease liabilities | (13,399) | (11,472) |
| Net cash at 30 November | 653 | 6,825 |

Consolidated statement of changes in equity

| For the year ended 30 November | Note | Share capital £'000 | Share premium account £'000 | Cumulative translation reserve £'000 | Retained earnings £'000 | Total equity £'000 |
|---|------|------------------------|-----------------------------------|---|-------------------------------|--------------------------|
| At 1 December 2021 | | 924 | 37,078 | 7,657 | 63,287 | 108,946 |
| Profit for the year | | – | – | – | 14,714 | 14,714 |
| Other comprehensive income | | – | – | 7,796 | 1,257 | 9,053 |
| Total comprehensive income for the year | | – | – | 7,796 | 15,971 | 23,767 |
| Purchase of own shares (held in trust) | | – | – | – | (749) | (749) |
| Issue of ordinary share capital | 22 | 3 | 548 | – | – | 551 |
| Share-based payments (net of tax) | | – | – | – | 1,031 | 1,031 |
| Dividends paid | 9 | – | – | – | (2,478) | (2,478) |
| At 30 November 2022 | | 927 | 37,626 | 15,453 | 77,062 | 131,068 |
| Profit for the year | | – | – | – | 15,970 | 15,970 |
| Other comprehensive (loss)/income | | – | – | (4,628) | 227 | (4,401) |
| Total comprehensive (loss)/income for the year | | – | – | (4,628) | 16,197 | 11,569 |
| Purchase of own shares (held in trust) | | – | – | – | (745) | (745) |
| Issue of ordinary share capital | 22 | – | 152 | – | – | 152 |
| Share-based payments (net of tax) | | – | – | – | 1,058 | 1,058 |
| Dividends paid | 9 | – | – | – | (2,664) | (2,664) |
| At 30 November 2023 | | 927 | 37,778 | 10,825 | 90,908 | 140,438 |

Notes to the consolidated financial statements

1 Summary of significant accounting policies

Porvair plc is a public company limited by shares incorporated in the UK under the Companies Act 2006 and listed on the London Stock Exchange. The Company is registered in England and Wales and its registered office is 7 Regis Place, Bergen Way, King's Lynn, PE30 2JN.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. These statements are presented in UK Pounds Sterling, with all values rounded to the nearest 1,000 except where otherwise indicated.

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with The Companies Act 2006 and UK-adopted International Accounting Standards. The Company has elected to prepare its entity accounts in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP"), including Financial Reporting Standard 101 – *Reduced Disclosure Framework* (FRS101), and these are presented on pages 128 to 137. The financial statements have been prepared on a going concern basis and under the historical cost convention as modified by the recognition of certain financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

Basis of consolidation

The Group applies the acquisition method to account for business combinations. The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 30 November each year. Control is achieved when the Group 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. On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the fair value of consideration over the fair value of identifiable net assets acquired is recognised as goodwill. Acquisition-related costs are expensed as incurred. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date on which control is transferred to the Group and are deconsolidated from the date on which control ceases. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of contingent consideration are recognised in profit or loss. All intra-group transactions, balances, income and expenditures are eliminated on consolidation.

Going concern

The Directors have made appropriate enquiries and reviewed the current financial position, including all the information presented in its strategic review of the business and the forecast covering the twelve months from the date of this report ("the going concern assessment period") and have considered foreseeable downsides, stress tests and scenarios. The Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the going concern assessment period. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further detail is contained in the viability statement and going concern disclosure included in the Strategic report on pages 26 and 27.

Accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Significant judgements in applying the Group's accounting policies

In the course of preparing the financial statements, certain judgements may be made when applying the Group's accounting policies, other than those involving estimations, which may have a significant, rather than critical, effect on the amounts recognised in the financial statements. These are as follows:

- Revenue recognition

Judgement can be required when determining the performance obligations within a customer contract; whether or not a product is bespoke; and whether an enforceable right to payment for work completed to date includes a reasonable profit margin. These judgements may impact the timing and quantum of revenue recognised.

- Recognition of warranty provisions on project filtration systems

Judgement can be required when assessing whether future economic outflows are probable or possible, in relation to past events. These judgements may inform whether or not a provision is recognised.

- Research and development costs

Judgement can be required when assessing whether expenditure in the period on research and development activity meets all of the necessary criteria to support the recognition as an intangible asset. Key judgements can include an assessment of technical feasibility and the probability that the research and development expenditure will generate future economic benefits. Management make judgements across the project portfolio and have concluded that no expenditure in 2023 meets all of the necessary IAS 38 criteria.

Notes to the consolidated financial statements continued

1 Summary of significant accounting policies continued

(b) Key sources of estimation uncertainty

Estimates and assumptions are made in particular with regard to: goodwill and intangible asset valuations (cash flows and discount rate); impairment testing; the fair value of contingent consideration on acquisition; establishing uniform depreciation and amortisation periods for the Group; assumptions used in the calculation of share-based payments; allocating fixed and variable production overheads to inventories; parameters for measuring pension and other provisions; the uncertainties relating to the interpretation of tax legislation; and the likelihood that tax assets can be realised.

Climate change has been considered within the going concern cash flow projections, impairment reviews and viability assessments. The impact of climate change is not currently deemed to have a significant impact on these assessments and is therefore not deemed to be a key source of estimation uncertainty. The impact of climate change will continue to be monitored over the coming years.

The key assumptions concerning the future, and other key sources of estimation uncertainty at 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, are discussed below:

- Retirement benefit obligation

The Group operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The pension scheme is financed through a separate trust fund and is closed to new entrants. The present value of the obligations of this scheme is subject to financial assumptions, and management obtains external actuarial guidance on this. Sensitivities in the principal assumptions on valuing the Plan's defined benefit obligation at 30 November 2023 have been calculated and are given in note 20.

- Provisions for project filtration systems

The Group holds warranty provisions in relation to certain project filtration contracts. Note 21 outlines management's best estimate of the amount of any potential loss arising from rectification and claims arising on those contracts. Progress on commercial discussions and the performance of the filtration equipment installed, together with the passage of time, all help to inform the estimates and judgements taken at the year-end with regards to the quantum and timing of economic outflows. The total warranty provision at 30 November 2023 of £3.6 million is not concentrated in one balance. As an indication of sensitivity, if actual outcomes are 10% different in total to the estimates and assumptions made, this would result in a charge or gain of £360,000 within the Consolidated income statement.

- Estimation of LTSP share option charge

The long-term share plan share options ("LTSPs") have vesting conditions, as outlined in the Remuneration report, which can result in the vesting of between 0% to 100% of each LTSP grant. One element of the share-based payment charge calculation of these LTSPs relies on management's best estimate forecast of the performance of the Group. As an example, if the success rate of the unvested share options were increased/decreased by 10% then the share option charge would be approximately £50,000 higher/lower.

Revenue

The Group's revenue streams are from the sale of goods and the provision of services to customers served by the Aerospace & Industrial, Laboratory and Metal Melt Quality divisions. Revenue is recognised in a manner that depicts the transfer of promised products or services to the customer for an amount that reflects the consideration expected in exchange for those goods or services.

A customer contract is deemed to exist when the Group is in possession of documentation to provide products or services on agreed terms and conditions which can be invoiced against and paid for by the customer.

Sales of goods and services are distinct and accounted for as separate performance obligations if they are separately identifiable in the contract and the customer can benefit from them, either on their own or together with other readily available resources.

Where multiple distinct performance obligations are identified within a contract, the total transaction price is allocated to each in proportion to their relative stand-alone selling prices. Stand-alone selling prices are typically estimated based on expected costs plus contract margin.

For each distinct performance obligation, the Group determines whether they are satisfied over time or at a point in time. Revenue is recognised over time if any of the following apply:

- The Group is creating a bespoke item which does not have an alternative use and the entity has an enforceable right to payment for work completed to date, including a reasonable profit margin.
- The customer controls the asset being created or enhanced during the manufacturing process.
- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Judgement can be involved when determining performance obligations; whether or not a product is bespoke; and whether an enforceable right to payment for work completed to date includes a reasonable profit margin.

For certain engineering contracts within the Aerospace & Industrial division, multiple distinct performance obligations may exist whereby allocated revenue is recognised over time for each on an input basis as the work progresses, with progress measured by reference to actual costs incurred as a proportion of total expected costs.

Revenue is also recognised over time for certain service and maintenance contracts within the Laboratory division. For these contracts, the performance obligations are deemed to be satisfied evenly over the contractual term and revenue is recognised evenly over time as the client simultaneously receives and consumes the benefits provided by the Group.

For the majority of goods sold by the Aerospace & Industrial, Laboratory and Metal Melt Quality divisions, revenue does not meet the criteria to be recognised over time and is instead recognised at the point in time when the Group has satisfied its performance obligations and control of the goods has passed to the customer, which is typically on delivery or collection.

Revenue recognised includes estimates for any variable consideration and excludes sales taxes. Revenue is not, however, reduced for bad debts nor any performance related warranties, both of which are accounted for as cost provisions.

1 Summary of significant accounting policies continued

Leasing

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, being the initial amount of the lease liability adjusted for any lease payments made at or before commencement date. Lease liabilities are recorded at the present value of lease payments. Leases are discounted at the incremental borrowing rate, being the rate that the relevant entity would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Right-of-use assets are depreciated on a straight-line basis over the lease term, or useful life if shorter. Lease payments relating to low value assets or to short-term leases are recognised as an expense on a straight-line basis over the lease term. Short-term leases are those with 12 months or less duration. Low value assets are those below a cost of £4,000.

Foreign currencies

The consolidated financial statements are presented in UK Pounds Sterling, which is the Company's functional and presentation currency. The Group determines the functional currency of each entity based on the primary economic environment in which the entity operates and items included in the financial statements of each entity are measured using that functional currency.

On consolidation, the assets and liabilities of the Group's overseas operations, borrowings and other currency instruments are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are classified as other comprehensive income and transferred to the Group's translation reserve. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Borrowing costs

All borrowing costs are recognised in the income statement in the period in which they are incurred, with the exception of borrowing costs incurred on the arrangement of new facilities which are capitalised and subsequently recognised in the income statement over the period of the borrowings, using the effective interest rate method.

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur. They are recognised in the consolidated statement of comprehensive income. The retirement benefit obligation in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets.

Taxation

The tax expense represents the sum of the current tax and deferred tax. Current tax is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates which have been enacted. Tax provisions are based on management's interpretation of country specific tax laws and the likelihood of any tax risks. Management uses professional firms, in-house knowledge and previous experience when calculating tax and assessing these risks. Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all, or part, of the asset to be recovered. Deferred tax is calculated at the tax rates which have been enacted or substantively enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is recognised in the income statement, except when it relates to items recognised directly in other comprehensive income or directly in equity. In this case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Notes to the consolidated financial statements continued

1 Summary of significant accounting policies continued

Property, plant and equipment

Property, plant and equipment for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at their cost less any subsequent accumulated depreciation and impairment losses. Cost comprises the purchase price plus costs directly incurred in bringing the assets into use.

Depreciation for these assets commences when the assets are ready for their intended use. Depreciation is charged so as to write assets down to their residual value, other than assets under construction, over their estimated useful lives, using the straight line method, on the following bases:

| | |
|-----------------------------------|-------------|
| Buildings | 2.0 – 2.5% |
| Plant, machinery and equipment | 7.0 – 33.0% |
| Freehold land is not depreciated. | |

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in the income statement. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of consideration over the Group's interest in the fair value of identifiable assets and liabilities and contingent liabilities of a subsidiary at the date of acquisition. The cost of acquisition includes the fair value of deferred and contingent consideration. Goodwill is recognised as an asset at cost less accumulated impairment losses and is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate potential impairment. Any impairment is recognised immediately in the income statement and is not subsequently reversed. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units that is expected to benefit from the synergies of the combination. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Acquisition-related intangible assets

Intangible assets acquired in a business combination that are either separable or arising from contractual rights are recognised at fair value at the date of acquisition. Such intangible assets include customer contracts and relationships, together with patents, trademarks and know-how. The fair value of acquisition-related intangible assets is determined by use of the appropriate valuation techniques and is subsequently amortised on a straight line basis over the estimated useful lives, which range between 3 – 15 years.

Internally generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's product development expenditure is recognised only if all of the following criteria are demonstrable:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use the intangible asset or to sell it;
- The way in which the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

Internally generated intangible assets are stated at cost and held at cost less accumulated amortisation and impairment losses, and are recognised as an expense on a straight line basis over their estimated useful lives. Useful life is determined with reference to estimated product life in the industry in which the expenditure has been incurred. Useful life of the Group's development expenditure is currently between 3 and 10 years. Amortisation of development expenditure commences when development has been completed to management satisfaction and the related project is ready for its intended use. Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Software

Software costs are classified as intangible fixed assets and measured initially at purchase cost. Amortisation is charged on a straight line basis over their estimated useful lives of 3 – 5 years.

Impairment of property, plant and equipment, right-of-use assets and intangible assets

The Group reviews annually the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately. When an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit (other than goodwill) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash generating unit in prior years. A reversal of an impairment loss is recognised in the income statement immediately.

1 Summary of significant accounting policies continued

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is assigned using either the first-in-first out or weighted average cost formula. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Where necessary, provision is made for obsolete, slow moving and defective inventories.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

(a) Trade and other receivables

Trade and other receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost, less provision for impairment. Trade receivables are assessed for impairment using the IFRS 9 – *Financial Instruments* simplified approach to the expected credit loss (ECL) model, which applies a default rate that increases as the unpaid receivable ages. The impairment assessment considers both past experience and future expectations of credit losses. In order to assess the ECL over the lifetime of the asset, a provision matrix is used to inform a group-wide default rate, which is adjusted for current and expected future economic conditions. Trade receivables are provided in full and subsequently written off when there is no reasonable expectation of recovery. Indicators that there may be no reasonable expectation of recovery include evidence that the customer has entered administration or liquidation proceedings, or the persistent failure of a customer to enter into or adhere to a repayment plan.

(b) Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

(c) Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest method and are added to the carrying amount of the instrument, to the extent that they are not settled in the period in which they arise.

(d) Trade and other payables

Trade and other payables are not interest bearing and are initially recognised at fair value and subsequently held at amortised cost.

(e) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments in the form of forward foreign exchange contracts to hedge its foreign currency exposure. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and subsequent changes in the fair value of foreign currency derivatives are recognised immediately in the consolidated income statement. The Group does not currently apply hedge accounting. The Group recognises all forward foreign exchange contracts on the balance sheet at fair value using external market data.

Equity instruments

Ordinary shares are classified as equity. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Where any Group company purchases the Company's equity share capital ("treasury shares"), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

Provisions

A provision is recognised when there is a present (legal or constructive) obligation as a result of a past event, and it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions have been made for future dilapidation costs on leased property and for warranties on shipped goods sales, and warranty costs on relevant sale contracts. These provisions are the Directors' best estimates as the actual costs and timing of future cash flows are dependent on future events. Any difference between expectations and the actual future liability will be accounted for in the period when such determination is made. Where the impact of discounting is material, the Group discounts at its weighted average cost of capital, unless some other rate is more appropriate in the circumstances.

Share-based payments

The Group issues equity settled, share-based payments to certain employees. Equity settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled, share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. The corresponding entry is recognised in equity. Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Adjusting items

When items of income or expense are material and they are relevant to an understanding of the Group's financial performance, they are disclosed separately within the financial statements. Such adjusting items include material costs or reversals arising from acquisitions or disposals of businesses, including acquisition costs, creation or reversal of provisions related to changes in estimates for contingent consideration on acquisition, amortisation of acquired intangible assets, and other one-off items that may arise.

Notes to the consolidated financial statements continued

1 Summary of significant accounting policies continued

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity). An operating segment's operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments are aggregated into reporting segments where they share similar economic characteristics as a result of the nature of the products sold or the services provided, the production processes used to manufacture the products, the type of customer for the products and services, and the methods used to distribute the products or provide the services.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

Cumulative translation reserve

The cumulative translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations that are not integral to the operations of the Company itself. On disposal of a foreign operation, the cumulative translation reserve is recycled and included within the profit or loss on disposal.

New standards and amendments

(a) Standards and amendments effective for the first time in the year ended 30 November 2023:

The following amendments to existing standards were effective for the first time for the financial year ended 30 November 2023:

- Amendments to IFRS 3 – *Updating a Reference to the Conceptual Framework*
- Amendments to IAS 16 – *Property, Plant and Equipment: Proceeds before Intended Use*
- Amendments to IAS 37 – *Onerous Contracts – Cost of Fulfilling a Contract*

These amendments have not had a material effect on the Group's financial statements.

(b) Standards and amendments effective for the first time in the year ending 30 November 2024 which have not been early adopted:

The following new standards and amendments to existing standards are effective for the first time for the year ending 30 November 2024:

- IFRS 17 – *Insurance Contracts*
- Amendments to IFRS 17 – *Initial Application of IFRS 17 & IAS 8 – Comparative Information*
- Amendments to IAS 1 and IFRS Practice Statement 2 – *Disclosure of Accounting Policies*
- Amendments to IAS 8 – *Definition of Accounting Estimates*
- Amendments to IAS 12 – *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to IAS 12 – *International Tax Reform – Pillar Two Model Rules*

The Group does not anticipate that the adoption of these standards and amendments will have a material effect on its financial statements.

(c) Standards and amendments effective in future subject to UK and EU endorsement:

- IFRS S1 – *General requirements for disclosure of sustainability-related financial information*
- IFRS S2 – *Climate-related disclosures*

The Group does not anticipate that the adoption of these standards and amendments will have a material effect on its financial statements.

2 Alternative performance measures

Alternative performance measures are used by the Directors and management to monitor business performance internally and exclude certain cash and non-cash items which they believe are not reflective of the normal course of business of the Group. The Directors believe that disclosing such non-IFRS measures enables a reader to isolate and evaluate the impact of such items on results and allows for a fuller understanding of performance from year to year. Alternative performance measures may not be directly comparable with other similarly titled measures used by other companies.

| Alternative revenue measures | 2023 £'000 | 2022 £'000 | Growth % |
|--|-------------------|-------------------|-------------|
| Aerospace & Industrial | | | |
| Revenue at constant currency Exchange | 64,418 3,218 | 61,864 2,861 | 4 |
| Revenue as reported | 67,636 | 64,725 | 4 |
| Laboratory | | | |
| Underlying revenue Acquisition | 53,574 2,799 | 59,376 – | (10) |
| Revenue at constant currency Exchange | 56,373 4,013 | 59,376 3,308 | (5) |
| Revenue as reported | 60,386 | 62,684 | (4) |
| Metal Melt Quality | | | |
| Revenue at constant currency Exchange | 42,329 5,662 | 40,236 4,930 | 5 |
| Revenue as reported | 47,991 | 45,166 | 6 |
| Group | | | |
| Underlying revenue Acquisition | 160,321 2,799 | 161,476 – | (1) |
| Revenue at constant currency Exchange | 163,120 12,893 | 161,476 11,099 | 1 |
| Revenue as reported | 176,013 | 172,575 | 2 |

Revenue at constant currency is derived from translating overseas subsidiaries results at budgeted fixed exchange rates. In 2023 and 2022, the rates used were US\$1.40:£1 and €1.20:£1, compared with reported rates of US\$1.24:£1 (2022: US\$1.25:£1) and €1.15:£1 (2022: €1.18:£1).

Underlying revenue is revenue at constant currency adjusted for the impact of acquisitions made in the current and prior year.

The acquisition line relates to the revenue in relation to the acquisition of Ratiolab, which was acquired in July 2023.

Alternative profit measures

A reconciliation of the Group's adjusted performance measures to the reported IFRS measures is presented below:

| | 2023 | | | 2022 | | |
|----------------------------|-------------------|----------------------|-------------------|-------------------|----------------------|-------------------|
| | Adjusted £'000 | Adjustments £'000 | Reported £'000 | Adjusted £'000 | Adjustments £'000 | Reported £'000 |
| Operating profit | 22,571 | (1,331) | 21,240 | 20,498 | (688) | 19,810 |
| Finance income | 126 | – | 126 | – | – | – |
| Finance costs | (1,276) | – | (1,276) | (1,072) | – | (1,072) |
| Profit before tax | 21,421 | (1,331) | 20,090 | 19,426 | (688) | 18,738 |
| Income tax expense | (4,324) | 204 | (4,120) | (4,169) | 145 | (4,024) |
| Profit for the year | 17,097 | (1,127) | 15,970 | 15,257 | (543) | 14,714 |

Notes to the consolidated financial statements continued

2 Alternative performance measures continued

| | 2023 £'000 | 2022 £'000 |
|--|----------------|---------------|
| An analysis of adjusting items is given below: | | |
| Affecting operating profit: | | |
| <i>Amortisation of acquired intangible assets</i> | (872) | (688) |
| <i>Other acquisition-related costs</i> | (459) | – |
| | (1,331) | (688) |
| Affecting tax: | | |
| <i>Tax effect of adjustments to operating profit</i> | 204 | 145 |
| Total adjusting items | (1,127) | (543) |

Adjusted operating profit excludes:

- the amortisation of intangible assets arising on acquisition of businesses of £0.9 million (2022: £0.7 million); and
- other acquisition-related costs of £0.4 million (2022: £nil) incurred in relation to the acquisition of certain business and assets from HRW; the 100% share capital of Ratiolab; and the 100% share capital of EFC, which completed post year-end on 4 December 2023 (see notes 25 and 26).

Return on capital employed

The Group uses two return measures to assess the return it makes on its investments:

- return on capital employed of 15% (2022: 15%) is the tax adjusted operating profit as a percentage of the average capital employed. Capital employed is the average of the opening and closing Group net assets less the average of the opening and closing net cash (excluding lease liabilities); and
- return on operating capital employed of 34% (2022: 36%) is calculated on the same basis except that the capital employed is adjusted to remove the average of the opening and closing goodwill and the opening and closing net of tax retirement benefit obligations to give a measure of the operating capital.

3 Segment information

The chief operating decision maker has been identified as the Board of Directors. The Board of Directors has instructed the Group's internal reporting to be based around differences in products and services, in order to assess performance and allocate resources. The key profit measure used to assess the performance of each reportable segment is adjusted operating profit/(loss). Management has determined the operating segments based on this reporting.

At 30 November 2023, the Group is organised on a worldwide basis into three operating segments:

- (1) Aerospace & Industrial – principally serving the aviation, and energy and industrial markets;
- (2) Laboratory – principally serving the bioscience and environmental laboratory instrument and consumables market; and
- (3) Metal Melt Quality – principally serving the global aluminium, North American Free Trade Agreement (“NAFTA”) iron foundry and superalloys markets.

Other Group operations' costs, assets and liabilities are included in the “Central” division. Central costs mainly comprise Group corporate costs, including new business development costs, some research and development costs and general financial costs. Central assets and liabilities mainly comprise Group retirement benefit obligations, tax assets and liabilities, cash and borrowings.

3 Segment information continued

The segment results for the year ended 30 November 2023 are as follows:

| 30 November 2023 | Note | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Central £'000 | Group £'000 |
|---|------|---------------------------------|---------------------|-----------------------------|------------------|----------------|
| Total segment revenue | | 67,661 | 62,106 | 47,991 | – | 177,758 |
| Inter-segment revenue | | (25) | (1,720) | – | – | (1,745) |
| Revenue | | 67,636 | 60,386 | 47,991 | – | 176,013 |
| Adjusted operating profit/(loss) | | 9,780 | 9,215 | 6,547 | (2,971) | 22,571 |
| Adjustments: | | | | | | |
| <i>Amortisation of acquired intangible assets</i> | 2 | (446) | (426) | – | – | (872) |
| <i>Other acquisition-related costs</i> | 2 | (23) | – | – | (436) | (459) |
| Operating profit/(loss) | | 9,311 | 8,789 | 6,547 | (3,407) | 21,240 |
| Finance income | | – | – | – | 126 | 126 |
| Finance costs | 6 | – | – | – | (1,276) | (1,276) |
| Profit/(loss) before tax | | 9,311 | 8,789 | 6,547 | (4,557) | 20,090 |

The segment results for the year ended 30 November 2022 are as follows:

| 30 November 2022 | Note | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Central £'000 | Group £'000 |
|---|------|---------------------------------|---------------------|-----------------------------|------------------|----------------|
| Total segment revenue | | 64,864 | 64,453 | 45,166 | – | 174,483 |
| Inter-segment revenue | | (139) | (1,769) | – | – | (1,908) |
| Revenue | | 64,725 | 62,684 | 45,166 | – | 172,575 |
| Adjusted operating profit/(loss) | | 7,200 | 10,321 | 5,701 | (2,724) | 20,498 |
| Adjustments: | | | | | | |
| <i>Amortisation of acquired intangible assets</i> | 2 | (382) | (306) | – | – | (688) |
| Operating profit/(loss) | | 6,818 | 10,015 | 5,701 | (2,724) | 19,810 |
| Finance costs | 6 | – | – | – | (1,072) | (1,072) |
| Profit/(loss) before tax | | 6,818 | 10,015 | 5,701 | (3,796) | 18,738 |

Notes to the consolidated financial statements continued

3 Segment information continued

Other segment items included in the income statement are as follows:

| 30 November 2023 | Note | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Central £'000 | Group £'000 |
|--|------|---------------------------------|---------------------|--------------------------------|------------------|----------------|
| Depreciation – property, plant and equipment | 10 | 1,500 | 1,293 | 688 | 9 | 3,490 |
| Impairment – property, plant and equipment | 10 | – | 38 | – | – | 38 |
| Amortisation – intangible assets | 12 | 631 | 433 | 29 | – | 1,093 |
| Depreciation – right-of-use assets | 11 | 1,170 | 775 | 240 | 47 | 2,232 |
| | | 3,301 | 2,539 | 957 | 56 | 6,853 |

| 30 November 2022 | Note | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Central £'000 | Group £'000 |
|--|------|---------------------------------|---------------------|--------------------------------|------------------|----------------|
| Depreciation – property, plant and equipment | 10 | 1,320 | 1,029 | 543 | 7 | 2,899 |
| Impairment – property, plant and equipment | 10 | 186 | – | – | – | 186 |
| Amortisation – intangible assets | 12 | 465 | 452 | 29 | – | 946 |
| Depreciation – right-of-use assets | 11 | 1,245 | 659 | 262 | 46 | 2,212 |
| Impairment – right-of-use assets | 11 | 14 | – | – | – | 14 |
| | | 3,230 | 2,140 | 834 | 53 | 6,257 |

The segment assets and liabilities at 30 November 2023 are as follows:

| 30 November 2023 | Note | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Central £'000 | Group £'000 |
|--------------------------------|------|---------------------------------|---------------------|--------------------------------|------------------|-----------------|
| Segmental assets | | 67,456 | 74,835 | 34,470 | 2,470 | 179,231 |
| Cash and cash equivalents | 16 | – | – | – | 16,839 | 16,839 |
| Total assets | | 67,456 | 74,835 | 34,470 | 19,309 | 196,070 |
| Segmental liabilities | | (18,709) | (13,533) | (6,301) | (6,589) | (45,132) |
| Retirement benefit obligations | 20 | – | – | – | (7,713) | (7,713) |
| Bank overdrafts | 16 | – | – | – | (2,787) | (2,787) |
| Total liabilities | | (18,709) | (13,533) | (6,301) | (17,089) | (55,632) |

The segment assets and liabilities at 30 November 2022 are as follows:

| 30 November 2022 | Note | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Central £'000 | Group £'000 |
|--------------------------------|------|---------------------------------|---------------------|--------------------------------|------------------|-----------------|
| Segmental assets | | 68,033 | 63,324 | 36,063 | 1,979 | 169,399 |
| Cash and cash equivalents | 16 | – | – | – | 18,297 | 18,297 |
| Total assets | | 68,033 | 63,324 | 36,063 | 20,276 | 187,696 |
| Segmental liabilities | | (21,640) | (13,168) | (6,893) | (5,111) | (46,812) |
| Retirement benefit obligations | 20 | – | – | – | (9,816) | (9,816) |
| Total liabilities | | (21,640) | (13,168) | (6,893) | (14,927) | (56,628) |

3 Segment information continued

Geographical analysis

| Revenue | 2023 | | 2022 | |
|--------------------------|-------------------------|--------------------|-------------------------|--------------------|
| | By destination £'000 | By origin £'000 | By destination £'000 | By origin £'000 |
| United Kingdom | 18,588 | 48,291 | 17,715 | 50,018 |
| Continental Europe | 36,707 | 28,863 | 35,898 | 21,695 |
| United States of America | 80,479 | 93,609 | 80,537 | 96,370 |
| Other NAFTA | 4,298 | – | 3,592 | – |
| South America | 2,567 | – | 2,409 | – |
| Asia | 31,925 | 5,250 | 30,785 | 4,492 |
| Africa | 1,449 | – | 1,639 | – |
| | 176,013 | 176,013 | 172,575 | 172,575 |

Total revenue comprises revenue recognised at a point in time of £173.5 million (2022: £170.3 million), revenue recognised over time of £2.4 million (2022: £2.2 million) and royalties of £0.1 million (2022: £0.1 million). No customer accounts for greater than 10% of revenue in 2023 or 2022.

| Non-current assets | 2023 £'000 | 2022 £'000 |
|--------------------------------|----------------|---------------|
| United Kingdom | 35,565 | 33,411 |
| Continental Europe | 27,381 | 15,609 |
| Americas | 60,405 | 63,287 |
| Asia | 63 | 48 |
| Unallocated deferred tax asset | 401 | 1,046 |
| | 123,815 | 113,401 |

| Capital expenditure, including right-of-use assets | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| United Kingdom | 3,484 | 2,419 |
| Continental Europe | 1,831 | 533 |
| Americas | 2,532 | 3,102 |
| Asia | 64 | 66 |
| | 7,911 | 6,120 |

4 Profit before income tax

The following items have been included in arriving at profit before income tax:

| | Note | 2023 £'000 | 2022 £'000 |
|--|------|---------------|---------------|
| Staff costs | 5 | 59,438 | 57,799 |
| Inventories – cost of inventories recognised as an expense (included in cost of sales) | | 63,478 | 61,332 |
| Net realised foreign exchange (gains)/losses | | (291) | 417 |
| Depreciation on property, plant and equipment – owned | 10 | 3,490 | 2,899 |
| Depreciation on right-of-use assets | 11 | 2,232 | 2,212 |
| Impairment charge on property, plant and equipment – owned | 10 | 38 | 186 |
| Amortisation of intangible assets | 12 | 1,093 | 946 |
| (Gain)/loss on disposal of assets | | (2) | 14 |
| Lease rentals payable: | | | |
| – Plant and machinery | | 54 | 38 |
| – Property | | 13 | 50 |
| Repairs and maintenance on property, plant and equipment | | 2,683 | 2,432 |
| Trade receivables impairment | | (3) | 278 |
| Research and development expenditure | | 3,969 | 3,460 |

Notes to the consolidated financial statements continued

4 Profit before income tax continued

The total remuneration of the Group's Auditor, RSM UK Audit LLP, for services provided to the Group is analysed below:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Fees payable to the Company's Auditor and its associates for audit of parent company and consolidated financial statements | 170 | 100 |
| Interim review | 35 | 25 |
| Fees payable to the Company's Auditor and its associates for other services: – the audit of Company's subsidiaries | 273 | 180 |
| | 478 | 305 |

5 Employee benefit expense

The average monthly number of staff, including Executive Directors, employed during the year is detailed below:

| | 2023 Average number | 2022 Average number |
|------------------------|---------------------------|---------------------------|
| Number | | |
| Aerospace & Industrial | 395 | 425 |
| Laboratory | 419 | 354 |
| Metal Melt Quality | 187 | 181 |
| Central | 8 | 8 |
| | 1,009 | 968 |

| | 2023 £'000 | 2022 £'000 |
|-----------------------|---------------|---------------|
| Staff costs | | |
| Wages and salaries | 47,290 | 46,483 |
| Social security costs | 7,769 | 7,329 |
| Other pension costs | 3,331 | 2,930 |
| Share-based payments | 1,048 | 1,057 |
| | 59,438 | 57,799 |

Detailed disclosures of Directors' emoluments and interests in share options are shown in the Remuneration Report on pages 65 to 82.

The key management comprise the Directors of Porvair plc and their remuneration is disclosed in note 30.

6 Finance costs

| | Note | 2023 £'000 | 2022 £'000 |
|--|------|---------------|---------------|
| Interest payable on bank loans and overdrafts | | 453 | 376 |
| Interest payable on lease liabilities | 11 | 368 | 349 |
| Unwinding of discount on provisions and contingent consideration | | 90 | 166 |
| Pension scheme finance expense | 20 | 365 | 181 |
| | | 1,276 | 1,072 |

7 Income tax expense

| | Note | 2023 £'000 | 2022 £'000 |
|--|------|---------------|---------------|
| Current tax | | | |
| UK Corporation tax | | 794 | 955 |
| Adjustment in respect of prior periods – UK | | (173) | (277) |
| Overseas tax | | 2,979 | 2,623 |
| Adjustment in respect of prior periods – overseas | | 180 | 86 |
| | | 3,780 | 3,387 |
| Deferred tax | | | |
| Origination and reversal of temporary differences – UK | | 433 | 217 |
| Origination and reversal of temporary differences – overseas | | (129) | (21) |
| Adjustment in respect of prior periods – UK | | 121 | 225 |
| Adjustment in respect of prior periods – overseas | | (2) | (140) |
| Effect of change in deferred tax rates | | (83) | 356 |
| | 19 | 340 | 637 |
| | | 4,120 | 4,024 |

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the UK tax rate applicable to profits of the consolidated companies as follows:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Profit before tax | 20,090 | 18,738 |
| Tax at the UK Corporation tax rate of 23% (2022: 19%) | 4,621 | 3,560 |
| Current tax adjustments in respect of prior periods | 7 | (191) |
| Deferred tax adjustments in respect of prior periods | 119 | 85 |
| Deferred tax on share-based payments within the income statement | 10 | 45 |
| Tax effect of income not subject to tax | (488) | (283) |
| Tax effect of expenses not deductible in determining taxable profit | 181 | 209 |
| Effect of change in deferred tax rates | (83) | 356 |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | (247) | 243 |
| Tax charge | 4,120 | 4,024 |

In addition to the amount charged to the income statement, the following tax was (credited)/charged direct to equity/comprehensive income:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Deferred tax on share-based payments (direct to equity) | (22) | 26 |
| Deferred tax on actuarial gains on the pension fund (direct to comprehensive income) | 63 | 397 |
| Current tax on share-based payments (direct to equity) | 2 | (9) |
| | 43 | 414 |

The Group earns its profits in the UK and overseas. The Finance Act 2021, substantively enacted in the year to 30 November 2021, announced that the UK corporation tax rate will increase to 25% with effect from 1 April 2023. This has resulted in a blended rate of 23% being applied on the profits in 2023 (2022: 19%). Deferred taxes in the UK have been measured at the corporation tax rate expected to apply to the reversal of the timing difference.

The current tax provision includes £1.1 million (2022: £1.1 million) for uncertainties relating to the interpretation of tax legislation in the Group's operating territories.

Notes to the consolidated financial statements continued

8 Earnings per share (EPS)

| As reported | 2023 | | | 2022 | | |
|---|-------------------|--|--------------------|-------------------|--|--------------------|
| | Earnings £'000 | Weighted average number of shares | Per share Pence | Earnings £'000 | Weighted average number of shares | Per share Pence |
| Profit for the year – attributable to owners of the parent | 15,970 | | | 14,714 | | |
| Shares in issue | | 46,351,723 | | | 46,211,979 | |
| Shares owned by the Employee Benefit Trust | | (439,447) | | | (319,288) | |
| Basic EPS | 15,970 | 45,912,276 | 34.8 | 14,714 | 45,892,691 | 32.1 |
| Dilutive share options outstanding | – | 26,112 | – | – | 18,598 | (0.1) |
| Diluted EPS | 15,970 | 45,938,388 | 34.8 | 14,714 | 45,911,289 | 32.0 |

In addition to the above, the Group also calculates an EPS based on adjusted profit as the Board believes this to be a better measure to judge the progress of the Group, as discussed in note 2.

The following table reconciles the Group's profit to adjusted profit used in the numerator in calculating adjusted EPS:

| Adjusted | Note | 2023 | | | 2022 | | |
|---|------|-------------------|--|--------------------|-------------------|--|--------------------|
| | | Earnings £'000 | Weighted average number of shares | Per share Pence | Earnings £'000 | Weighted average number of shares | Per share Pence |
| Profit for the year – attributable to owners of the parent | | 15,970 | | | 14,714 | | |
| Adjusting items | 2 | 1,127 | | | 543 | | |
| Adjusted profit – attributable to owners of the parent | | 17,097 | | | 15,257 | | |
| Adjusted Basic EPS | | 17,097 | 45,912,276 | 37.2 | 15,257 | 45,892,691 | 33.2 |
| Adjusted Diluted EPS | | 17,097 | 45,938,388 | 37.2 | 15,257 | 45,911,289 | 33.2 |

9 Dividends per share

| | 2023 | | 2022 | |
|--|--------------------|--------------|--------------------|-------|
| | Per share Pence | £'000 | Per share Pence | £'000 |
| Final dividend paid – in respect of prior year | 3.8 | 1,745 | 3.5 | 1,606 |
| Interim dividend paid – in respect of current year | 2.0 | 919 | 1.9 | 872 |
| | 5.8 | 2,664 | 5.4 | 2,478 |

The Directors recommend the payment of a final dividend of 4.0 pence per share (2022: 3.8 pence per share) to be paid on 5 June 2024 to shareholders on the register on 3 May 2024; the ex-dividend date is 2 May 2024. This makes a total dividend for the year of 6.0 pence per share (2022: 5.7 pence per share).

10 Property, plant and equipment

| | Land and buildings £'000 | Assets in course of construction £'000 | Plant, machinery and equipment £'000 | Total £'000 |
|---|-----------------------------|---|---|-----------------|
| Cost | | | | |
| At 1 December 2021 | 13,088 | 699 | 43,778 | 57,565 |
| Reclassification | 14 | (1,307) | 1,293 | – |
| Additions | 17 | 3,034 | 1,775 | 4,826 |
| Disposals | – | – | (1,666) | (1,666) |
| Exchange | 901 | 91 | 2,271 | 3,263 |
| At 30 November 2022 | 14,020 | 2,517 | 47,451 | 63,988 |
| Accumulated depreciation | | | | |
| At 1 December 2021 | (4,320) | – | (32,010) | (36,330) |
| Charge for year | (383) | – | (2,516) | (2,899) |
| Impairment charge | – | – | (186) | (186) |
| Disposals | – | – | 1,649 | 1,649 |
| Exchange | (300) | – | (1,611) | (1,911) |
| At 30 November 2022 | (5,003) | – | (34,674) | (39,677) |
| Net book value at 30 November 2022 | 9,017 | 2,517 | 12,777 | 24,311 |

| | Land and buildings £'000 | Assets in course of construction £'000 | Plant, machinery and equipment £'000 | Total £'000 |
|---|-----------------------------|---|---|-----------------|
| Cost | | | | |
| At 1 December 2022 | 14,020 | 2,517 | 47,451 | 63,988 |
| Reclassification | 76 | (4,139) | 4,063 | – |
| Additions | 104 | 2,263 | 2,335 | 4,702 |
| Acquisitions | 1,857 | 316 | 1,585 | 3,758 |
| Disposals | (1) | – | (1,419) | (1,420) |
| Exchange | (568) | (74) | (1,578) | (2,220) |
| At 30 November 2023 | 15,488 | 883 | 52,437 | 68,808 |
| Accumulated depreciation | | | | |
| At 1 December 2022 | (5,003) | – | (34,674) | (39,677) |
| Charge for year | (443) | – | (3,047) | (3,490) |
| Impairment charge | – | – | (38) | (38) |
| Disposals | 1 | – | 1,329 | 1,330 |
| Exchange | 216 | – | 1,180 | 1,396 |
| At 30 November 2023 | (5,229) | – | (35,250) | (40,479) |
| Net book value at 30 November 2023 | 10,259 | 883 | 17,187 | 28,329 |

The impairment charge disclosed above relates to the decommissioning of machinery within the Laboratory division, which was no longer in use. £38,000 for impairment was charged to cost of sales in the Consolidated income statement in the year.

Notes to the consolidated financial statements continued

11 Leases – Right-of-use assets and lease liabilities

Right-of-use assets

The movement in right-of-use assets is set out below:

| | Land and buildings £'000 | Plant, machinery and equipment £'000 | Total £'000 |
|------------------------------------|-----------------------------|---|----------------|
| Cost | | | |
| At 1 December 2021 | 14,437 | 797 | 15,234 |
| New leases | 1,151 | 99 | 1,250 |
| Exit from leases | (657) | (95) | (752) |
| Reclassifications | (1) | 1 | – |
| Exchange | 555 | 27 | 582 |
| At 30 November 2022 | 15,485 | 829 | 16,314 |
| Accumulated depreciation | | | |
| At 1 December 2021 | (3,896) | (324) | (4,220) |
| Charge for year | (1,967) | (245) | (2,212) |
| Impairment charge | – | (14) | (14) |
| Exit from leases | 419 | 43 | 462 |
| Exchange | (165) | (21) | (186) |
| At 30 November 2022 | (5,609) | (561) | (6,170) |
| Net book value at 30 November 2022 | 9,876 | 268 | 10,144 |

| | Land and buildings £'000 | Plant, machinery and equipment £'000 | Total £'000 |
|---|-----------------------------|---|----------------|
| Cost | | | |
| At 1 December 2022 | 15,485 | 829 | 16,314 |
| New leases | 2,753 | 349 | 3,102 |
| Acquisitions | 1,827 | 31 | 1,858 |
| Exit from leases | (1,381) | (222) | (1,603) |
| Exchange | (340) | (17) | (357) |
| At 30 November 2023 | 18,344 | 970 | 19,314 |
| Accumulated depreciation | | | |
| At 1 December 2022 | (5,609) | (561) | (6,170) |
| Charge for year | (2,060) | (172) | (2,232) |
| Exit from leases | 882 | 204 | 1,086 |
| Exchange | 124 | 14 | 138 |
| At 30 November 2023 | (6,663) | (515) | (7,178) |
| Net book value at 30 November 2023 | 11,681 | 455 | 12,136 |

11 Leases – Right-of-use assets and lease liabilities continued

Lease liabilities

The movement in lease liabilities is set out below:

| | 2023 £'000 | 2022 £'000 |
|--------------------------------------|-----------------|-----------------|
| At 1 December | (11,472) | (12,231) |
| New leases | (3,102) | (1,250) |
| Acquisitions | (1,858) | – |
| Exit from leases | 609 | 290 |
| Lease repayments | 2,551 | 2,503 |
| Interest on lease liabilities | (368) | (349) |
| Exchange | 241 | (435) |
| Net book value at 30 November | (13,399) | (11,472) |

Analysed as:

| | 2023 £'000 | 2022 £'000 |
|---------------------------|-----------------|-----------------|
| Repayable within one year | (2,057) | (2,156) |
| Repayable after one year | (11,342) | (9,316) |
| | (13,399) | (11,472) |

Lease liabilities mature as follows:

| | 2023 £'000 | 2022 £'000 |
|--|-----------------|-----------------|
| Minimum lease liabilities falling due | | |
| Within one year – land and buildings | (2,295) | (2,303) |
| Within one year – property, plant and equipment | (152) | (164) |
| Total within one year | (2,447) | (2,467) |
| Between one and five years – land and buildings | (7,159) | (5,637) |
| Between one and five years – property, plant and equipment | (354) | (140) |
| Total between one and five years | (7,513) | (5,777) |
| Greater than five years – land and buildings | (5,098) | (4,502) |
| Greater than five years – property, plant and equipment | – | – |
| Total greater than five years | (5,098) | (4,502) |
| Total commitment | (15,058) | (12,746) |
| Less: finance charges included above | 1,659 | 1,274 |
| Net present value of lease liabilities | (13,399) | (11,472) |

The total cash outflow for finance and operating leases in the year amounts to £2.7 million (2022: £2.6 million).

The Group enters into leases for offices, industrial units, and machinery. The remaining lease terms range from a few months to 11 years (2022: few months to 12 years). Many of the leases have break options and/or extension options to provide operational flexibility. Management assesses the lease term at inception based on the facts and circumstances applicable to each asset, including the period over which the investment appraisal was initially considered.

The main leases entered into during the year were for premises within the UK and the Netherlands both with 10 year terms.

Notes to the consolidated financial statements continued

12 Goodwill and other intangible assets

| | Goodwill £'000 | Development expenditure capitalised £'000 | Software capitalised £'000 | Trademarks, know-how and other intangibles £'000 | Total £'000 |
|--|-------------------|--|----------------------------------|--|----------------|
| Net book amount at 30 November 2021 | 67,846 | 33 | 617 | 5,607 | 74,103 |
| Additions | – | – | 61 | – | 61 |
| Amortisation charges | – | (35) | (209) | (702) | (946) |
| Exchange | 4,486 | 4 | 29 | 163 | 4,682 |
| Net book amount at 30 November 2022 | 72,332 | 2 | 498 | 5,068 | 77,900 |
| At 30 November 2022 | | | | | |
| Cost | 91,050 | 927 | 1,848 | 9,211 | 103,036 |
| Accumulated amortisation and impairment | (18,718) | (925) | (1,350) | (4,143) | (25,136) |
| Net book amount | 72,332 | 2 | 498 | 5,068 | 77,900 |
| Net book amount at 30 November 2022 | 72,332 | 2 | 498 | 5,068 | 77,900 |
| Additions | – | – | 107 | – | 107 |
| Acquisitions | 5,425 | – | 43 | 3,240 | 8,708 |
| Amortisation charges | – | (1) | (196) | (896) | (1,093) |
| Exchange | (2,589) | (1) | (6) | (77) | (2,673) |
| Net book amount at 30 November 2023 | 75,168 | – | 446 | 7,335 | 82,949 |
| At 30 November 2023 | | | | | |
| Cost | 93,841 | 908 | 1,899 | 12,207 | 108,855 |
| Accumulated amortisation and impairment | (18,673) | (908) | (1,453) | (4,872) | (25,906) |
| Net book amount | 75,168 | – | 446 | 7,335 | 82,949 |

Internally generated intangible assets arising from the Group's product development are recognised only if all conditions are met as described in the Summary of significant accounting policies (note 1).

Amortisation of £1.1 million (2022: £0.9 million) is included in 'cost of sales' in the income statement.

Intangible assets are comprised of development expenditure, software and trademarks, know-how and other intangibles. Within these balances individually material balances relate to:

- Customer list of Keystone – £0.9 million (2022: £1.2 million) – with a remaining amortisation period of 4 years.
- Customer list of the Royal Dahlman Group – £0.8 million (2022: £0.8 million) – with a remaining amortisation period of 10 years.
- Customer relationships of Kbiosystems – £1.6 million (2022: £1.8 million) – with a remaining amortisation period of 7 years.
- Customer relationships of Ratiolab – £2.1 million (2022: £nil) – with a remaining amortisation period of 15 years.

12 Goodwill and other intangible assets continued

Impairment tests for goodwill

Goodwill is allocated to the Group's cash generating units (CGUs).

A segment level summary of the goodwill allocation is presented below.

| | 2023 | | | | 2022 | | | |
|-----------------------------|---------------------------------|---------------------|--------------------------------|----------------|---------------------------------|---------------------|--------------------------------|----------------|
| | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Total £'000 | Aerospace & Industrial £'000 | Laboratory £'000 | Metal Melt Quality £'000 | Total £'000 |
| Net book amount of goodwill | 21,166 | 34,626 | 19,376 | 75,168 | 21,624 | 30,077 | 20,631 | 72,332 |

The recoverable amount of the goodwill is based on value-in-use calculations. The calculations use cash flow projections based on financial budgets approved by management covering a three-year period. Pre-tax cash flows beyond the three-year period are extrapolated using the estimated growth rates stated below.

Key assumptions used for value-in-use calculations in 2023:

| | Aerospace & Industrial | | | Laboratory | | | Metal Melt Quality |
|-----------------------|------------------------|-------|-----------------------|------------|-------|-----------------------|-----------------------|
| | US | UK | Continental Europe | US | UK | Continental Europe | US |
| Budgeted gross margin | 31% | 27% | 27% | 30% | 37% | 37% | 28% |
| Long-term growth rate | 4.3% | 3.5% | 3.6% | 4.3% | 3.5% | 2.9% | 4.3% |
| Pre-tax discount rate | 13.5% | 15.1% | 11.9% | 11.7% | 12.9% | 10.2% | 13.5% |

Key assumptions used for value-in-use calculations in 2022:

| | Aerospace & Industrial | | | Laboratory | | | Metal Melt Quality |
|-----------------------|------------------------|-------|-----------------------|------------|-------|-----------------------|-----------------------|
| | US | UK | Continental Europe | US | UK | Continental Europe | US |
| Budgeted gross margin | 31% | 22% | 24% | 28% | 37% | 36% | 23% |
| Long-term growth rate | 3.9% | 3.5% | 3.4% | 3.9% | 3.5% | 3.5% | 3.9% |
| Pre-tax discount rate | 11.9% | 12.5% | 10.2% | 12.5% | 13.3% | 10.8% | 11.9% |

These assumptions have been used for the analysis of each operation within the operating segment. Management determined budgeted gross margins based on past performance and its expectations for the development in its markets. The average long-term growth rates used are consistent with past experience and market expectations. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates, and expected changes to selling prices and direct costs.

The Group has conducted a sensitivity analysis on the impairment test of each CGU's carrying value by comparing to the CGU's value in use. The sensitivity analysis shows that the most sensitive CGU (to which goodwill with a carrying value of £3.1 million is allocated) is sensitive to a change in the discount rate. With all other variables being equal, the headroom would be eliminated if the discount rate were to increase 2.6% to 15.5%. Based on the results of the current year impairment review, no impairment charges have been recognised by the Group in the year ended 30 November 2023 (2022: £nil).

13 Derivative financial instruments

| | 2023 | | 2022 | |
|--|-----------------|----------------------|-----------------|----------------------|
| | Assets £'000 | Liabilities £'000 | Assets £'000 | Liabilities £'000 |
| Forward foreign exchange contracts – current | 250 | – | 554 | (319) |

The gain recognised in the income statement in the year for non-hedged derivatives amounted to £15,000 (2022: £255,000).

The notional principal amounts of the outstanding forward foreign exchange contracts at 30 November 2023 are US\$10.0 million (2022: US\$13.0 million) and €nil (2022: €0.4 million).

Notes to the consolidated financial statements continued

14 Inventories

| | 2023 £'000 | 2022 £'000 |
|------------------|---------------|---------------|
| Raw materials | 9,897 | 9,737 |
| Work in progress | 10,390 | 10,806 |
| Finished goods | 11,611 | 10,430 |
| | 31,898 | 30,973 |

The Group has recognised a charge in the income statement of £0.8 million (2022: £0.9 million) for the write-down of its inventories during the year ended 30 November 2023. The Group has utilised provisions of £0.2 million (2022: £0.4 million) during the year ended 30 November 2023.

15 Trade and other receivables

| | 2023 £'000 | 2022 £'000 |
|--------------------------------|---------------|---------------|
| Current | | |
| Trade receivables | 21,306 | 23,803 |
| Less: provision for impairment | (1,443) | (1,444) |
| Trade receivables – net | 19,863 | 22,359 |
| Other debtors | 1,263 | 773 |
| Prepayments | 2,142 | 1,339 |
| | 23,268 | 24,471 |

There is no difference between the fair value of trade and other receivables and their carrying value.

Included within 'Other debtors' is VAT receivable of £0.7 million (2022: £0.6 million).

Credit risk in relation to trade receivables

The Group has a diverse customer base both geographically and in the number of industries in which it operates. There is credit risk associated with a decline in a particular industry or geographic region. To offset this risk, the Group has implemented policies that require appropriate credit checks to be performed on significant potential customers before sales are made. Customer orders are checked against pre-set criteria before acceptance and credit control procedures are applied. Letters of credit and payments in advance are obtained from customers as appropriate.

Trade and other receivables are non-interest bearing and generally on terms between 30 to 90 days. The Group does not hold any collateral or other credit enhancements over its trade receivables, nor does it have a legal right to offset against any amounts owed to the counterparty, so was exposed to credit risk in respect of the net trade receivables balance of £19.9 million (2022: £22.4 million).

Trade receivables are assessed for impairment as described in note 1. On that basis, the loss allowance as at 30 November 2023 was determined as follows for trade receivables:

| | 2023 | | | 2022 | | |
|------------------------------|----------------------|-----------------------------------|-------------------|----------------------|-----------------------------------|-------------------|
| | Not yet due £'000 | Past due not impaired £'000 | Impaired £'000 | Not yet due £'000 | Past due not impaired £'000 | Impaired £'000 |
| Trade receivables (current): | | | | | | |
| Not yet due | 16,449 | – | – | 18,469 | – | – |
| 0–30 days | – | 2,605 | – | – | 3,264 | – |
| 31–60 days | – | 445 | 130 | – | 344 | 88 |
| 61–90 days | – | 320 | 231 | – | 108 | 88 |
| 91–180 days | – | 44 | 95 | – | 174 | 271 |
| > 180 days | – | – | 987 | – | – | 997 |
| Total | 16,449 | 3,414 | 1,443 | 18,469 | 3,890 | 1,444 |

15 Trade and other receivables continued

Movements in the Group provision for impairment of trade receivables are as follows:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| At 1 December | 1,444 | 1,113 |
| Provision for receivables impairment | (3) | 612 |
| Acquisitions | 49 | – |
| Receivables written off during the year as uncollectable | – | (334) |
| Exchange | (47) | 53 |
| At 30 November | 1,443 | 1,444 |

Foreign exchange risk in relation to trade receivables is disclosed in note 27.

16 Cash and cash equivalents

| | 2023 £'000 | 2022 £'000 |
|--------------------------|---------------|---------------|
| Cash at bank and in hand | 16,839 | 18,297 |
| Bank overdraft | (2,787) | – |
| | 14,052 | 18,297 |

The credit risk associated with cash and cash equivalents is mitigated by holding funds with banks with high credit ratings from AA- to A as assigned by international credit rating agencies.

Included within bank overdrafts is £2.8 million (2022: £nil) representing non-interest bearing balances on cash pooling arrangements in the Group.

Cash and cash equivalents held in the UK is subject to a Composite Account System, which is a banking offset arrangement that allows the set-off of overdraft balances with retained cash for interest calculation purposes.

Overdraft limits within the Composite Account System are £13 million gross, of which £2.8 million is utilised (2022: £nil). The Group held no bank overdrafts, excluding balances on cash pooling arrangements.

The Group's cash balances are denominated in the following currencies:

| | 2023 £'000 | 2022 £'000 |
|----------------|---------------|---------------|
| Pound Sterling | 4,091 | 7,043 |
| US dollar | 5,304 | 8,156 |
| Euro | 4,124 | 2,508 |
| Other | 533 | 590 |
| | 14,052 | 18,297 |

17 Trade and other payables

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Amounts falling due within one year: | | |
| Trade payables | 8,628 | 10,707 |
| Taxation and social security | 790 | 707 |
| Other payables | 1,390 | 2,451 |
| Accruals and contract liabilities | 13,019 | 14,016 |
| | 23,827 | 27,881 |

Included within 'Accruals and contract liabilities' are contract liabilities of £3.3 million (2022: £3.1 million).

Included within 'Other payables' is contingent consideration of £nil (2022: £0.9 million) in relation to Kbiosystems. The remaining balance within 'Other payables' is primarily employee-related liabilities.

Notes to the consolidated financial statements continued

18 Borrowings

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Secured multi-currency revolving credit facility | – | – |

In May 2021, the Group agreed a €28 million (£24 million) four year secured revolving credit facility, with an option to extend by one year, plus a €17 million (£15 million) accordion facility, with Barclays Bank plc and Citibank N.A., London Branch. The financial covenants require the Group to maintain interest cover of 3.5 times and net debt to be less than 2.5 times EBITDA. The Group also has a £2.5 million overdraft facility provided by Barclays Bank plc. The multi-currency facility is secured by fixed and floating charges against certain items of the Group's assets in the UK and wider Europe.

The loans are shown net of issue costs of £0.2 million (2022: £0.3 million), which are being amortised over the life of the loan arrangements.

At 30 November 2023, the Group had €27.8 million/£24.0 million (2022: €27.7 million/£23.9 million) of unused credit facility and an unutilised net £2.5 million (2022: £2.5 million) overdraft facility.

19 Deferred tax

The movement of deferred tax assets and (liabilities) during the year is as follows:

| | Accelerated capital allowances £'000 | Other short term timing differences £'000 | Intangibles £'000 | Share-based payments £'000 | Retirement obligations £'000 | Total £'000 |
|--|---|--|----------------------|----------------------------------|------------------------------------|----------------|
| At 1 December 2021 | (4,015) | 1,099 | (841) | 194 | 2,959 | (604) |
| Credited/(charged) to income statement | 382 | 208 | (1,128) | 138 | (237) | (637) |
| Charged to equity | – | – | – | (26) | – | (26) |
| Charged to comprehensive income | – | – | – | – | (397) | (397) |
| Exchange | (114) | 104 | (91) | – | – | (101) |
| At 30 November 2022 | (3,747) | 1,411 | (2,060) | 306 | 2,325 | (1,765) |
| Acquisitions | – | – | (883) | – | – | (883) |
| Credited/(charged) to income statement | (573) | 363 | 47 | 191 | (368) | (340) |
| Credited to equity | – | – | – | 22 | – | 22 |
| Charged to comprehensive income | – | – | – | – | (63) | (63) |
| Exchange | (180) | 118 | (91) | – | – | (153) |
| At 30 November 2023 | (4,500) | 1,892 | (2,987) | 519 | 1,894 | (3,182) |

The net deferred tax liability of £3.2 million (2022: £1.8 million) comprises £2.3 million deferred tax liabilities (2022: £2.4 million) of Group entities based in the US, £1.3 million deferred tax liabilities (2022: £0.4 million) of Group entities based in Continental Europe, and £0.4 million deferred tax assets (2022: £1.0 million) of Group entities based in the UK.

At the balance sheet date, the Group has unused tax losses of £6.6 million (2022: £6.8 million) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses (2022: £nil).

20 Retirement benefit obligations

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Defined benefit plan | 7,576 | 9,641 |
| Additional defined benefit obligations | 137 | 175 |
| | 7,713 | 9,816 |

(a) Defined contribution schemes

For its US employees, the Group operates a defined contribution pension plan ("the Pension Plan") covering all eligible full-time employees. The Group contributes 3% of each participant's base salary each year to the Pension Plan. In 2023, this amounted to £0.7 million (2022: £0.6 million). In 2023, the Group also made payments of £0.7 million (2022: £0.6 million) to designated US 401k schemes on behalf of its employees. In the UK, after the closure of the defined benefit plan to new members, the Group introduced a stakeholder plan to be offered to all new employees. Total employer contributions in the UK paid to defined contribution schemes were £1.4 million (2022: £1.1 million).

(b) Defined benefit plan

The Group operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The pension scheme is a final salary scheme and is financed through a separate trust fund administered by Trustees with an independent Chairman. The Plan was closed to new entrants in October 2001. The defined benefit scheme exposes the Group to actuarial risks, such as longevity risk, inflation risk, interest rate risk and market (investment) risk. The Group is not exposed to any unusual, entity specific or scheme specific risks.

Formal valuations of the Plan by a professionally qualified actuary are carried out at least every three years using the projected unit method. Under this method, the current service cost will increase in relation to the salaries of the members in future years as those members approach retirement. The latest available full actuarial valuation was at 31 March 2021.

20 Retirement benefit obligations continued

The principal actuarial assumptions adopted in the 2021 valuation were:

2021 valuation
assumptions %

| | |
|---------------------------------|------|
| Past service investment return: | |
| Pre-retirement discount rate | 2.85 |
| Post-retirement discount rate | 1.50 |
| Salary increases | 3.10 |

A full triennial actuarial valuation of the assets and liabilities of The Plan was completed, based on data at 31 March 2021. The actuarial value of the assets on the funding basis was sufficient to cover 72% of the benefits that had accrued to members after allowing for expected increases in pensionable remuneration. The funding deficit amounted to £13.8 million at 31 March 2021. As a result of the review, the Group and the Trustees agreed for employer contributions to be 18.8% of salary. A £264,000 annual cash contribution towards the running costs of the scheme was also agreed, increasing by 3.5% per annum. The Group also committed to increase annual contributions in respect of the past service deficit from £1.6 million per annum to £2.1 million per annum, commencing December 2022. The funding shortfall is expected to be eliminated by December 2028. The next full actuarial valuation of the scheme will be based on the pension scheme's position at 31 March 2024 and is expected to be completed before June 2025.

The pension charge for the year was £0.4 million (2022: £0.6 million) and the funding via employer contributions was £2.6 million (2022: £2.1 million). The Group expects to make contributions of £2.6 million to the Plan in the next financial year.

The valuation of the deficit in the balance sheet is based on the most recent actuarial valuation of the Plan as updated by a qualified actuary to take account of the market value of the assets and the present value of the liabilities of the Plan at 30 November 2023.

Balance sheet

The financial assumptions used to calculate Plan liabilities under IAS 19 were:

| | 2023 | 2022 |
|--|----------------|----------------|
| Valuation method | Projected Unit | Projected Unit |
| Discount rate | 5.2% | 4.3% |
| RPI inflation rate | 3.2% | 3.2% |
| CPI inflation rate | 2.8% | 2.7% |
| General salary increases | 3.0% | 3.0% |
| Rate of increase of pensions in payment: | | |
| – pre 6 April 1997 | 0.0% | 0.0% |
| – post 5 April 1997 to pre 6 April 2005 | 2.7% | 2.6% |
| – post 5 April 2005 | 1.9% | 1.8% |
| Rate of increase for deferred pensioners | 2.8% | 2.7% |

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in the industry. The SAPS base mortality tables have been used, with a 122% multiplier allowing for future improvements of 1.25% per annum (2022: 1.25% per annum). These assumptions translate into an average life expectancy in years for a pensioner retiring at age 65:

| | 2023 Years | 2022 Years |
|--|---------------|---------------|
| Retiring at the end of the reporting period: | | |
| – Male | 19.3 | 19.7 |
| – Female | 21.5 | 21.9 |
| Retiring 15 years after the end of the reporting period: | | |
| – Male | 20.0 | 20.5 |
| – Female | 22.5 | 23.0 |

The Plan's membership numbers as at the year end are as follows:

| | 2023 Number of members | 2022 Number of members |
|-----------|------------------------------|------------------------------|
| Active | 27 | 27 |
| Deferred | 187 | 202 |
| Pensioner | 277 | 274 |
| | 491 | 503 |

Notes to the consolidated financial statements continued

20 Retirement benefit obligations continued

Sensitivities have been calculated by valuing the Plan's defined benefit obligation at 30 November 2023 using the same methodology, with relevant changes to the assumptions. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

| | Impact on defined benefit obligation | | |
|-----------------|--------------------------------------|------------------------|------------------------|
| | Change in assumption | Increase in assumption | Decrease in assumption |
| Discount rate | 0.1% | Decrease of 1.2% | Increase of 1.2% |
| Inflation rate | 0.1% | Increase of 0.5% | Decrease of 0.5% |
| Life expectancy | 1 year | Increase of 3.5% | Decrease of 3.3% |

The assets in the Plan are:

| | Value at 30 November 2023 £'000 | Value at 30 November 2022 £'000 |
|---|--|--|
| Equities | 3,953 | 4,171 |
| Bonds | 2,356 | 2,448 |
| Gilts | 1,744 | 3,311 |
| Liability driven investment | 7,744 | 7,348 |
| Infrastructure | 4,330 | 3,974 |
| Other | 3,146 | 3,217 |
| Fair value of Plan assets | 23,273 | 24,469 |
| Present value of unfunded obligations | (30,849) | (34,110) |
| Deficit in the Plan (excluding deferred tax) | (7,576) | (9,641) |

The assets listed above are stated at their quoted market price in an active market. Investment performance and asset class designation are regularly reviewed by the Plan's trustees.

The analysis of movement in the deficit in the Plan for the year is as follows:

| | 2023 £'000 | 2022 £'000 |
|-------------------------------|----------------|----------------|
| Deficit at 1 December | (9,641) | (12,602) |
| Contributions paid | 2,605 | 2,111 |
| Current service cost | (128) | (232) |
| Administration expense | (300) | (324) |
| Other finance expense | (365) | (181) |
| Actuarial gain | 253 | 1,587 |
| Deficit at 30 November | (7,576) | (9,641) |

The change in the present value of the Plan assets during the year is as follows:

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Plan assets at 1 December | 24,469 | 36,971 |
| Benefit payments | (1,733) | (1,801) |
| Company contributions | 2,605 | 2,111 |
| Administration expense | (300) | (324) |
| Member contributions | 120 | 110 |
| Interest income on Plan assets | 1,067 | 574 |
| Loss on Plan assets (excluding interest income) | (2,955) | (13,172) |
| Plan assets at 30 November | 23,273 | 24,469 |

The change in the present value of the Plan liabilities during the year is as follows:

| | 2023 £'000 | 2022 £'000 |
|---|-----------------|-----------------|
| Plan liabilities at 1 December | (34,110) | (49,573) |
| Current service cost | (128) | (232) |
| Interest cost | (1,432) | (755) |
| Member contributions | (120) | (110) |
| Benefits paid | 1,733 | 1,801 |
| Gain on change in financial and demographic assumptions | 3,208 | 14,759 |
| Plan liabilities at 30 November | (30,849) | (34,110) |

20 Retirement benefit obligations continued

The Plan liabilities by participant member status are as follows:

| | 2023 £'000 | 2022 £'000 |
|--|-----------------|-----------------|
| Active | (6,760) | (7,314) |
| Deferred | (12,187) | (13,414) |
| Pensioner | (11,902) | (13,382) |
| Plan liabilities at 30 November | (30,849) | (34,110) |

The weighted average duration of the Plan scheme liabilities at the end of the reporting period is 12 years (2022: 13 years).

The movements in the Plan during the year are as follows:

| | 2023 £'000 | 2022 £'000 |
|---|----------------|----------------|
| Income statement | | |
| Analysis of amounts chargeable to operating profit: | | |
| Current service cost | (128) | (232) |
| Administration expense | (300) | (324) |
| Amount chargeable to operating profit | (428) | (556) |
| Analysis of amounts (charged)/credited to other finance income and costs: | | |
| Interest on Plan liabilities | (1,432) | (755) |
| Expected return on Plan assets | 1,067 | 574 |
| Net amount charged to other finance income and costs | (365) | (181) |
| Total chargeable to the income statement before deduction of tax | (793) | (737) |
| Other items | | |
| Analysis of amounts recognised in the consolidated statement of comprehensive income: | | |
| Actual loss on assets in excess of expected return | (2,955) | (13,172) |
| Gain on change in financial and demographic assumptions | 3,208 | 14,759 |
| Total actuarial gain recognised in the consolidated statement of comprehensive income | 253 | 1,587 |
| Cumulative actuarial loss recognised in the consolidated statement of comprehensive income | (7,573) | (7,826) |

21 Provisions

| | Dilapidations £'000 | Warranty £'000 | Total £'000 |
|-------------------------------|------------------------|-------------------|----------------|
| At 1 December 2022 | 328 | 3,692 | 4,020 |
| Additional charge in the year | – | 1,486 | 1,486 |
| Utilisation of provision | – | (294) | (294) |
| Release of provision | – | (1,622) | (1,622) |
| Unwinding of discount | 35 | – | 35 |
| Exchange | – | (19) | (19) |
| At 30 November 2023 | 363 | 3,243 | 3,606 |

Provisions arise from potential claims on major contracts, sale warranties, and discounted dilapidations for leased property. Matters that could affect the timing, quantum and extent to which provisions are utilised or released, include the impact of any remedial work, claims against outstanding performance bonds, and the demonstrated life of the filtration equipment installed. The outflow of economic benefits in relation to warranty provisions is expected to be within one year, whilst the outflow on dilapidations is expected to be greater than one year.

| | 2023 £'000 | 2022 £'000 |
|--------------------------------------|---------------|---------------|
| Analysis of total provisions | | |
| Current | 3,243 | 3,692 |
| Non-current | 363 | 328 |
| Net book value at 30 November | 3,606 | 4,020 |

Notes to the consolidated financial statements continued

22 Share capital and share premium account

| | Number of shares | Share capital £'000 | Share premium account £'000 | Total £'000 |
|--|-------------------|------------------------|-----------------------------------|----------------|
| At 1 December 2021 | 46,201,685 | 924 | 37,078 | 38,002 |
| Issue of shares on exercise of share options | 123,896 | 3 | 548 | 551 |
| At 30 November 2022 | 46,325,581 | 927 | 37,626 | 38,553 |
| At 1 December 2022 | 46,325,581 | 927 | 37,626 | 38,553 |
| Issue of shares on exercise of share options | 34,217 | – | 152 | 152 |
| At 30 November 2023 | 46,359,798 | 927 | 37,778 | 38,705 |

The Company has one class of ordinary shares which carry no right to fixed income. All of the Company's shares in issue are fully paid and each share carries the right to vote at general meetings.

In 2023, 34,217 (2022: 123,896) ordinary shares of 2 pence each were issued on the exercise of Save As You Earn share options for cash consideration of £0.2 million (2022: £0.6 million).

The Group uses an Employee Benefit Trust ("EBT") to purchase shares in the Company to satisfy entitlements, granted since the Company's AGM in 2015, under the Group's Long Term Share Plan. The EBT has waived its rights to dividends. During the year, the Group purchased 120,000 ordinary shares of 2 pence each (2022: 120,000) for a total consideration of £0.7 million (2022: £0.7 million). During the year the EBT did not issue any ordinary shares (2022: nil) to satisfy the exercise of Long Term Share Plan share options. The cost of the shares held by the EBT is deducted from retained earnings. The EBT is financed by a repayable-on-demand loan from the Group of £4.5 million (2022: £3.8 million). As at 30 November 2023, the EBT held a total of 495,700 ordinary shares of 2 pence each (2022: 375,700) at a cost of £3.0 million (2022: £2.2 million) and a market value of £2.9 million (2022: £2.1 million).

23 Share options and share-based payments

Share options are granted to Executive Directors and to selected employees. Details of the share options awarded to the Executive Directors, including exercise price and performance conditions, are disclosed in the Remuneration report on pages 65 to 82.

These equity settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled, share-based payments is expensed to the income statement on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. The corresponding entry is recognised in equity.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Details of the outstanding share options are:

| Scheme | Year of grant | Exercise period | Subscription price (pence) | 2023 Number of shares | 2022 Number of shares |
|----------------------------------|---------------|-----------------|----------------------------|--------------------------|--------------------------|
| 2014 5yr Save As You Earn Scheme | 2017 | 2022 - 2023 | 398.00 | – | 12,209 |
| 2014 3yr Save As You Earn Scheme | 2019 | 2022 - 2023 | 470.00 | – | 24,075 |
| 2014 5yr Save As You Earn Scheme | 2019 | 2024 - 2025 | 470.00 | 20,422 | 20,422 |
| 2018 Long Term Share Plan | 2020 | 2023 - 2030 | 2.00 | 84,640 | 92,000 |
| 2014 3yr Save As You Earn Scheme | 2021 | 2024 | 460.00 | 120,151 | 124,140 |
| 2014 5yr Save As You Earn Scheme | 2021 | 2026 | 460.00 | 32,993 | 32,993 |
| 2018 Long Term Share Plan | 2021 | 2024 - 2031 | 2.00 | 203,800 | 203,800 |
| 2018 Long Term Share Plan | 2022 | 2025 - 2032 | 2.00 | 119,600 | 119,600 |
| 2014 3yr Save As You Earn Scheme | 2023 | 2026 | 514.00 | 124,911 | – |
| 2014 5yr Save As You Earn Scheme | 2023 | 2028 | 514.00 | 58,317 | – |
| 2018 Long Term Share Plan | 2023 | 2026 - 2033 | 2.00 | 154,545 | – |
| At 30 November | | | | 919,379 | 629,239 |

The outstanding share options have a weighted average contractual life of 1.5 years (2022: 1.5 years).

23 Share options and share-based payments continued

Movements in share options during the year were:

| | 2023 Weighted average exercise price (pence) | 2022 Weighted average exercise price (pence) | 2023 Number of shares | 2022 Number of shares |
|--|--|--|-----------------------------|-----------------------------|
| At 1 December | 157.15 | 249.97 | 629,239 | 655,773 |
| Options granted | 279.74 | 2.00 | 337,773 | 119,600 |
| Options forfeited | 182.41 | 461.29 | (12,069) | (22,238) |
| Options exercised | 444.90 | 443.89 | (35,564) | (123,896) |
| At 30 November | 190.73 | 157.15 | 919,379 | 629,239 |
| Options exercisable at 30 November | 2.00 | 445.77 | 84,640 | 36,284 |
| Options not exercisable at 30 November | 209.86 | 139.49 | 834,739 | 592,955 |
| Total | 190.73 | 157.15 | 919,379 | 629,239 |

Options granted during the year were:

| | Year of grant | Scheme | Exercise price (pence) | 2023 Number of shares | 2022 Number of shares |
|--------------|------------------|-----------|------------------------------|-----------------------------|-----------------------------|
| | 2022 | 2018 LTSP | 2.00 | – | 119,600 |
| | 2023 | 3yr SAYE | 514.00 | 124,911 | – |
| | 2023 | 5yr SAYE | 514.00 | 58,317 | – |
| | 2023 | 2018 LTSP | 2.00 | 154,545 | – |
| Total | | | | 337,773 | 119,600 |

Options forfeited during the year were:

| | Year of grant | Scheme | Exercise price (pence) | 2023 Number of shares | 2022 Number of shares |
|--------------|------------------|-----------|------------------------------|-----------------------------|-----------------------------|
| | 2017 | 5yr SAYE | 398.00 | – | 25 |
| | 2020 | 2018 LTSP | 2.00 | 7,360 | – |
| | 2019 | 3yr SAYE | 470.00 | 2,067 | 1,715 |
| | 2019 | 5yr SAYE | 470.00 | – | – |
| | 2021 | 3yr SAYE | 460.00 | 2,642 | 18,542 |
| | 2021 | 5yr SAYE | 460.00 | – | 1,956 |
| Total | | | | 12,069 | 22,238 |

Options exercised during the year were:

| | Year of grant | Scheme | Exercise price (pence) | 2023 Number of shares | 2022 Number of shares |
|--------------|------------------|----------|------------------------------|-----------------------------|-----------------------------|
| | 2017 | 5yr SAYE | 398.00 | 12,209 | 44,441 |
| | 2019 | 3yr SAYE | 470.00 | 22,008 | 79,455 |
| | 2021 | 3yr SAYE | 460.00 | 1,347 | – |
| Total | | | | 35,564 | 123,896 |

For options exercised in the year, the weighted average share price at the date of exercise was 636 pence (2022: 518 pence).

Notes to the consolidated financial statements continued

23 Share options and share-based payments continued

A summary of the outstanding share option fair value assumptions is given below:

| Grant date | 01/10/19 SAYE 2014 5 year | 07/02/20 Porvair 2018 LTSP | 02/02/21 Porvair 2018 LTSP | 24/04/21 Porvair 2018 LTSP | 01/06/21 SAYE 2014 3 year | 01/06/21 SAYE 2014 5 year | 04/02/22 Porvair 2018 LTSP | 01/06/23 SAYE 2014 3 year | 01/06/23 SAYE 2014 5 year | 02/02/23 Porvair 2018 LTSP |
|---------------------------|---------------------------------|----------------------------------|----------------------------------|----------------------------------|---------------------------------|---------------------------------|----------------------------------|---------------------------------|---------------------------------|----------------------------------|
| Share price at grant date | 586.00p | 770.00p | 540.00p | 552.00p | 570.00p | 570.00p | 676.00p | 650.00p | 650.00p | 640.00p |
| Exercise price | 470.00p | 2.00p | 2.00p | 2.00p | 460.00p | 460.00p | 2.00p | 514.00p | 514.00p | 2.00p |
| Shares under option | 20,422 | 84,640 | 157,600 | 46,200 | 120,151 | 32,993 | 119,600 | 124,911 | 58,317 | 154,545 |
| Vesting period (years) | 5 | 3 | 3 | 3 | 3 | 5 | 3 | 3 | 5 | 3 |
| Expected volatility | 36% | 37% | 45% | 46% | 46% | 42% | 47% | 52% | 47% | 46% |
| Expected life (years) | 5 | 3 | 3 | 3 | 3 | 5 | 3 | 3 | 5 | 3 |
| Risk free rate | 1.50% | 1.50% | 1.50% | 1.50% | 1.50% | 1.50% | 1.50% | 1.50% | 1.50% | 1.50% |
| Dividend yield | 0.80% | 0.64% | 0.93% | 0.91% | 0.88% | 0.88% | 0.72% | 0.89% | 0.89% | 0.77% |
| Fair value per option (£) | 2.28535 | 7.53527 | 5.23294 | 5.35290 | 2.18112 | 2.38850 | 6.59547 | 2.72508 | 2.97161 | 6.23556 |

The expected volatility is based on historic share price movements. The Directors anticipate it is possible the performance criteria in relation to certain share options may not be met.

Share-based payments

| | 2023 £'000 | 2022 £'000 |
|---------------------|---------------|---------------|
| Charge for the year | 1,048 | 1,057 |

24 Cash generated from operations

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Operating profit | 21,240 | 19,810 |
| Adjustments for: | | |
| – Fair value movement of derivatives through profit and loss | (15) | (255) |
| – Share-based payments | 1,048 | 1,057 |
| – Depreciation of property, plant and equipment and amortisation of intangibles | 4,583 | 3,845 |
| – Depreciation of right-of-use assets | 2,232 | 2,212 |
| – Impairment of property, plant, equipment | 38 | 186 |
| – (Gain)/loss on disposal of assets | (2) | 14 |
| Operating cash flows before movement in working capital | 29,124 | 26,869 |
| – Increase in inventories | (430) | (4,919) |
| – Decrease/(increase) in trade and other receivables | 973 | (2,044) |
| – (Decrease)/increase in trade and other payables | (3,019) | 5,032 |
| – Decrease in provisions | (392) | (783) |
| Increase in working capital | (2,868) | (2,714) |
| Post-employment benefits (net cash movement) | (2,177) | (1,357) |
| Cash generated from operations | 24,079 | 22,798 |

25 Acquisitions

(a) HRW Inc. business and assets

On 3 March 2023, the Group acquired certain business and assets from HRW Inc., a small engineering operation based in Nampa, Idaho, and key supplier to the Group's microelectronics filtration facility in Idaho. The acquisition expands machining and product design skills to that location.

The total maximum consideration is £0.9 million, consisting of initial and deferred consideration. In the period since acquisition, the business contributed £0.1 million of adjusted operating profit to the Group results. Had the acquisition been consolidated from 1 December 2022, the income statement would show adjusted operating profit of £22.7 million.

The following table sets out the purchase consideration, together with the fair value of assets acquired and liabilities assumed:

| | Total £'000 |
|---|----------------|
| Initial cash consideration | 668 |
| Deferred cash consideration | 200 |
| Total purchase consideration | 868 |
| Fair value of net assets acquired (below) | (679) |

Goodwill

189

| | Fair value £'000 |
|---|---------------------|
| Fair value of identifiable assets acquired and liabilities assumed: | |
| Technology and know-how (included within intangible assets) | 343 |
| Property, plant and equipment (including right-of-use assets) | 538 |
| Inventory | 37 |
| Trade and other payables (including lease liabilities) | (239) |

Fair value of net assets acquired

679

A valuation of the identifiable intangible assets has been carried out in the period. Acquired intangible assets comprise technology and know-how of £0.3 million.

The goodwill is attributable to non-contractual relationships, the synergies between the business acquired and the operations of the Group, and the potential to develop the technologies acquired. None of these meet the criteria for recognition of intangible assets separable from goodwill. The goodwill recognised is attributable to the Aerospace & Industrial division and is expected to be deductible for income tax purposes.

(b) Ratiolab share capital

On 4 May 2023, the Group announced that it would acquire, subject to Hungarian regulatory approval, 100% of the issued share capital of two businesses, Ratiolab GmbH and Ratiolab Kft. (together "Ratiolab"). Following receipt of Hungarian regulatory approval, the Group completed the acquisition on 14 July 2023.

Ratiolab GmbH, located outside Frankfurt, sells a wide range of laboratory consumables in Europe and the Middle East. Ratiolab Kft., located close to Budapest, manufactures laboratory consumables in an 8,000m² facility, the freehold of which is included with the acquisition. Ratiolab joins the Group's Laboratory division, offering a complementary product range and adding European manufacturing capabilities, injection moulding expertise, and routes to market.

The acquisition completed on a cash free, debt free basis and subject to an agreed level of working capital. Total cash consideration of £8.1 million was paid in the year with acquired net debt of £4.0 million being settled on or shortly after acquisition.

In the period since acquisition, Ratiolab contributed £2.8 million of revenue and £0.2 million of adjusted operating profit to the Group results. Had the acquisition been consolidated from 1 December 2022, the income statement would show revenue of £181.7 million and adjusted operating profit of £22.8 million.

The following table sets out the consideration paid, together with the provisional fair value of assets acquired and liabilities assumed:

| | Total £'000 |
|---|----------------|
| Cash consideration | 8,108 |
| Provisional fair value of net assets acquired (below) | (2,872) |
| Goodwill | 5,236 |

Notes to the consolidated financial statements continued

25 Acquisitions continued

| Provisional fair value of identifiable assets acquired and liabilities assumed: | Fair value £'000 |
|--|---------------------|
| Property, plant and equipment (including right-of-use assets) | 5,123 |
| Trademark, customer order book and relationships (included within intangible assets) | 2,897 |
| Inventory | 1,405 |
| Trade and other receivables | 650 |
| Net debt | (3,955) |
| Deferred tax liability | (869) |
| Lease liabilities | (1,609) |
| Trade and other payables | (770) |
| Provisional fair value of net assets acquired | 2,872 |

An independent valuation of the identifiable intangible assets has been carried out in the period. Acquired intangible assets comprise trademarks of £0.6 million, a customer order book of £0.1 million and customer relationships of £2.2 million.

The goodwill is attributable to non-contractual relationships, the synergies between the business acquired and the operations of the Group, and the potential to develop the technologies acquired. None of these meet the criteria for recognition of intangible assets separable from goodwill. The goodwill recognised is attributable to the Laboratory division and is not expected to be deductible for income tax purposes.

The fair value of trade and other receivables of £0.7 million includes net trade receivables of £0.6 million, all of which is expected to be collectible.

These provisional fair values may be adjusted in future in accordance with IFRS 3 – *Business Combinations*.

(c) Deferred and contingent consideration from acquisitions

A summary of deferred and contingent consideration on acquisitions:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| At 1 December | 945 | 1,810 |
| Deferred consideration | 200 | – |
| Cash paid in year | (1,028) | (1,000) |
| Unwind of discount | 55 | 135 |
| Exchange | (11) | – |
| At 30 November | 161 | 945 |
| | 2023 £'000 | 2022 £'000 |
| Included within other payables: | | |
| – Contingent consideration – current | – | 945 |
| – Deferred consideration – current | 38 | – |
| – Deferred consideration – non-current | 123 | – |
| | 161 | 945 |

26 Events after the reporting date

Following the year-end, on 4 December 2023, the Group acquired 100% of the share capital of European Filter Corporation NV (“EFC”), a filtration business based in Lummen, Belgium. EFC has expertise in the manufacture of mist elimination filters used in the production of industrial feedstocks and well established industrial filtration sales channels in north east Europe. EFC joins the Group’s Aerospace & Industrial division, bringing complementary products and engineering as well as strengthening European routes to market.

The acquisition is on a cash free, debt free basis and subject to an agreed level of working capital. The provisional value of net assets acquired includes property, plant and equipment; inventory; trade and other receivables; and trade and other payables. The initial cash consideration of £10.3 million was paid after the year-end in December 2023. In accordance with the sale and purchase agreement, completion accounts are not required until after the date of approval of these financial statements. Adjustments have not yet been made to the net assets acquired to reflect their fair values, including the recognition of acquired intangible assets separable from goodwill.

The provisional value of initial consideration and provisional fair value of net assets acquired will be determined in future in accordance with IFRS 3 – *Business Combinations* and the sale and purchase agreement.

27 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate cash flow risk), credit risk and liquidity risk. The Group's overall risk management programme is disclosed on pages 22 to 25 of the Strategic report, page 57 of the Directors' report and page 60 and 61 of the Corporate Governance report. The Group uses derivative financial instruments to hedge certain risk exposures.

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily in respect of the US dollar and the Euro. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

(i) US dollar

The Group has investments in its US based subsidiaries denominated in US dollars. The Group does not hedge against the impact of exchange rate movements on the retranslation of profits and losses of overseas operations.

The UK operations generate significant US dollar revenue and forward contracts are used to reduce the impact of movements in the US dollar exchange rate.

The Group has the following outstanding US dollar forward contracts:

| | 2023 US\$'000 | 2022 US\$'000 |
|-------------------------------|------------------|------------------|
| Outstanding forward contracts | 10,000 | 13,000 |

The Group has the following current assets and liabilities denominated in US dollars:

| | 2023 US\$'000 | 2022 US\$'000 |
|---------------------------|------------------|------------------|
| Trade receivables | 15,546 | 17,048 |
| Cash balances | 6,715 | 9,713 |
| Other current assets | 15,255 | 15,356 |
| Trade payables | (5,017) | (5,694) |
| Other current liabilities | (8,381) | (11,128) |
| | 24,118 | 25,295 |

The US dollar weakened by 6% over the year to 30 November 2023 (2022: strengthened by over 10%) compared to Sterling. For illustrative purposes, if the US dollar exchange rate were to move by 10% against Sterling, the Group would make the following gains/(losses):

| | 2023 £'000 | 2022 £'000 |
|-----------------------|---------------|---------------|
| US dollar strengthens | 2,116 | 2,360 |
| US dollar weakens | (1,733) | (1,931) |

(ii) Euro

The Group has investments in its European based subsidiaries denominated in Euros. The Group does not hedge against the impact of exchange rate movements on the retranslation of profits and losses of overseas operations.

The UK operations generate Euro revenues and forward contracts are used to reduce the impact of Euro exchange rate movements.

The Group has the following outstanding Euro forward contracts:

| | 2023 €'000 | 2022 €'000 |
|-------------------------------|---------------|---------------|
| Outstanding forward contracts | - | 400 |

The Group has the following current assets and liabilities denominated in Euros:

| | 2023 €'000 | 2022 €'000 |
|---------------------------|---------------|---------------|
| Trade receivables | 5,054 | 4,891 |
| Cash balances | 4,785 | 2,904 |
| Other current assets | 15,318 | 2,820 |
| Trade payables | (2,314) | (3,212) |
| Other current liabilities | (15,114) | (5,588) |
| | 7,729 | 1,815 |

Notes to the consolidated financial statements continued

27 Financial risk management continued

The Euro weakened by under 1% over the year to 30 November 2023 (2022: strengthened by 2%) compared to Sterling. For illustrative purposes, if the Euro exchange rate were to move by 10% against Sterling, the Group would make the following gains/(losses):

| | 2023 £'000 | 2022 £'000 |
|------------------|---------------|---------------|
| Euro strengthens | 740 | 175 |
| Euro weakens | (606) | (143) |

Cash flow interest rate risk

The Group is exposed to cash flow risk. For illustrative purposes, if interest rates had been 0.5% higher/lower on borrowings throughout the year with all other variables held constant, the post tax profit for the year would have been £15,000 (2022: £21,000) lower/higher, respectively.

Credit risk

Credit risk is disclosed in notes 15 and 16.

Liquidity risk

Banking facilities, including a maturity profile, are disclosed in note 18. Interest is payable based on the length of the revolving facilities, typically between 1 and 3 months and on a quarterly basis for the term loan. The Group is required to meet banking covenants on a quarterly basis. Whilst the Group has sufficient cash reserves and expects future trading to enable it to meet its cash flow obligations, should trading performance prevent it from doing so then the lender has recourse over the Group's assets. Cash and cash equivalents held in the UK is subject to a Composite Account System, which is a banking offset arrangement that allows the set-off of overdraft balances with retained cash.

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis to the extent that their contractual maturities are essential for an understanding of the timing of cash flows. The amounts disclosed are the contractual undiscounted cash flows.

| | Less than 1 year £'000 | Between 1 and 2 years £'000 | Between 2 and 5 years £'000 | Greater than 5 years £'000 | Carrying amount liabilities £'000 |
|----------------------------|------------------------------|-----------------------------------|-----------------------------------|----------------------------------|--|
| Lease liabilities | 2,447 | 2,447 | 5,066 | 5,098 | 13,399 |
| Trade and other payables | 20,495 | – | – | – | 20,495 |
| At 30 November 2023 | 22,942 | 2,447 | 5,066 | 5,098 | 33,894 |

| | Less than 1 year £'000 | Between 1 and 2 years £'000 | Between 2 and 5 years £'000 | Greater than 5 years £'000 | Carrying amount liabilities £'000 |
|----------------------------|------------------------------|-----------------------------------|-----------------------------------|----------------------------------|--|
| Lease liabilities | 2,467 | 2,467 | 3,310 | 4,503 | 11,472 |
| Derivatives | 319 | – | – | – | 319 |
| Trade and other payables | 24,884 | – | – | – | 26,582 |
| At 30 November 2022 | 27,670 | 2,467 | 3,310 | 4,503 | 38,373 |

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Quoted prices in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

| | Level 1 £'000 | Level 2 £'000 | Level 3 £'000 | Total £'000 |
|---|------------------|------------------|------------------|----------------|
| Financial liabilities at fair value through profit or loss: | | | | |
| – Trading derivatives | – | – | – | – |
| At 30 November 2023 | – | – | – | – |
| Financial assets at fair value through profit or loss: | | | | |
| – Trading derivatives | – | (319) | – | (319) |
| – Contingent consideration | – | – | (945) | (945) |
| At 30 November 2022 | – | (319) | (945) | (1,264) |

27 Financial risk management continued

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. There have been no movements between levels in the year.

The tables below analyse financial instruments by category:

| | 2023 | | | | 2022 | | | |
|---|---|---|--|----------------|---|---|--|----------------|
| | Other financial assets at amortised cost £'000 | Financial assets at fair value through profit and loss £'000 | Financial assets at fair value through comprehensive income £'000 | Total £'000 | Other financial assets at amortised cost £'000 | Financial assets at fair value through profit and loss £'000 | Financial assets at fair value through comprehensive income £'000 | Total £'000 |
| Assets as per the balance sheet | | | | | | | | |
| Foreign exchange contracts | – | 250 | – | 250 | – | 554 | – | 554 |
| Trade and other receivables excluding prepayments | 21,126 | – | – | 21,126 | 23,132 | – | – | 23,132 |
| Cash and cash equivalents | 16,839 | – | – | 16,839 | 18,297 | – | – | 18,297 |
| At 30 November | 37,965 | 250 | – | 38,215 | 41,429 | 554 | – | 41,983 |

Financial assets at fair value through profit and loss are categorised as level 2 instruments.

| | 2023 | | | | 2022 | | | |
|--|--|--|---|-----------------|--|--|---|-----------------|
| | Other financial liabilities at amortised cost £'000 | Financial liabilities at fair value through profit and loss £'000 | Financial liabilities at fair value through comprehensive income £'000 | Total £'000 | Other financial liabilities at amortised cost £'000 | Financial liabilities at fair value through profit and loss £'000 | Financial liabilities at fair value through comprehensive income £'000 | Total £'000 |
| Liabilities as per the balance sheet | | | | | | | | |
| Borrowings | – | – | – | – | – | – | – | – |
| Foreign exchange contracts | – | – | – | – | – | (319) | – | (319) |
| Trade and other payables excluding non-financial liabilities | (20,495) | – | – | (20,495) | (24,884) | – | – | (24,884) |
| Bank overdrafts | (2,787) | – | – | (2,787) | – | – | – | – |
| At 30 November | (23,282) | – | – | (23,282) | (24,884) | (319) | – | (25,203) |

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short term nature. The fair values of the Group's other financial instruments are not materially different to the book value recorded within these accounts.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

The Group's objectives when managing capital are to safeguard the Group's ability to operate as a going concern in order to provide returns to shareholders, benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net cash or net debt (excluding lease liabilities) divided by total capital. Net cash or net debt is calculated as total borrowings as shown in the Consolidated balance sheet less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the Consolidated balance sheet. The gearing ratio at 30 November 2023 was not applicable because the Group had a net cash position (2022: not applicable).

The Group's borrowings are subject to certain covenant restrictions imposed by the banks. These covenants have been fully complied with during the year ended 30 November 2023. The multi-currency facility is secured by fixed and floating charges against certain of the Group's assets in the UK and wider Europe.

Notes to the consolidated financial statements continued

28 Contingent liabilities

At 30 November 2023, the Group had the following advanced payment and performance bonds issued to customers in the ordinary course of business:

| | US\$'000 | €'000 |
|----------------------------|----------|--------------|
| Advanced payment bonds | – | 2,514 |
| Performance bonds | – | 499 |
| At 30 November 2023 | – | 3,013 |
| | US\$'000 | €'000 |
| Advanced payment bonds | – | 657 |
| Performance bonds | 956 | 353 |
| At 30 November 2022 | 956 | 1,010 |

The advanced payment and performance bonds are expected to expire no later than October 2024 and July 2027 respectively.

29 Commitments

Capital and other financial commitments

Contracts placed for future capital expenditure on property, plant and equipment not provided in the financial statements at 30 November 2023 were £1.3 million (2022: £2.5 million).

30 Key management compensation and related party transactions

The Board of Directors, including the Non-Executive Directors, are classified as key management. Their remuneration is shown in the Remuneration report. Their aggregate emoluments are disclosed in the table below.

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Salaries and other short term employee benefits | 1,315 | 1,259 |
| Post-employment benefits | 96 | 34 |
| Share-based payments | 745 | 852 |
| | 2,156 | 2,145 |

Dividends paid to the Board of Directors, including the Non-Executive Directors, during the year was £32,000 (2022: £29,000).

There were no other related party transactions in the years ended 30 November 2023 and 30 November 2022.

31 Subsidiary undertakings

The Group's ultimate parent company is Porvair plc which is incorporated in England.

Details of the Group's subsidiary undertakings at 30 November 2023 are as follows:

| Subsidiary name | Subsidiary registered address | Activity | Country of incorporation and operation | % holding in ordinary shares |
|---|--|----------|--|------------------------------|
| <i>Held directly:</i> | | | | |
| Porvair Corporation | 700 Shepherd Street, Hendersonville, NC 28792, USA | Holding | USA | 100% |
| Porvair Filtration India Private Limited | 401 Centrum IT Park, Thane MH 400604, India | Trading | India | 64% |
| Porvair Filtration Limited* | 7 Regis Place, Bergen Way, King's Lynn, UK | Holding | England | 100% |
| Porvair Holdings B.V. | Nordezee 8, 3144DB Maassluis | Holding | Netherlands | 100% |
| Porvair Selee Filtration Technology (Hubei) Company Limited | Square Industrial Park, Xiaogan 432000, China | Trading | China | 100% |
| Seal Analytical Limited* | 7 Regis Place, Bergen Way, King's Lynn, UK | Trading | England | 100% |
| Seal Analytical Shanghai Company Limited | 128 Xiangyin Road, Shanghai 200433, China | Trading | China | 100% |
| Kbiosystems Limited* | 7 Regis Place, Bergen Way, King's Lynn, UK | Trading | England | 100% |
| <i>Held indirectly:</i> | | | | |
| Dahlman Industrial Group B.V. | PO Box 438, 3140 AK, Maassluis, Netherlands | Holding | Netherlands | 100% |
| Dahlman Filter Services B.V. | PO Box 438, 3140 AK, Maassluis, Netherlands | Trading | Netherlands | 100% |
| Dahlman Filter Services GmbH | Boxgraben 38, 52064 Aachen, Nord Rhein-Westphalia, Germany | Trading | Germany | 100% |
| J G Finneran Associates, Inc. | 3600 Reilly Court, Vineland, NJ 08360, USA | Trading | USA | 100% |
| Microfiltrex Limited | 7 Regis Place, Bergen Way, King's Lynn, UK | Dormant | England | 100% |
| Platex, Plaat- en Constructiewerken B.V. | PO Box 438, 3140 AK, Maassluis, Netherlands | Dormant | Netherlands | 100% |
| Porvair Filtration Group Inc. | 301 Business Lane, Ashland, VA 23005, USA | Trading | USA | 100% |
| Porvair Filtration Group Limited | 7 Regis Place, Bergen Way, King's Lynn, UK | Trading | England | 100% |
| Porvair Sciences Limited | 7 Regis Place, Bergen Way, King's Lynn, UK | Trading | England | 100% |
| Pulse Instrumentation GmbH | Werkstrasse 5, 22844 Norderstedt, Germany | Trading | Germany | 100% |
| Rohasys B.V. | Provinciënbaan 4, 5121 DL Rijen, Netherlands | Trading | Netherlands | 100% |
| Seal Analytical GmbH | Werkstrasse 5, 22844 Norderstedt, Germany | Trading | Germany | 100% |
| Seal Analytical Inc. | 6501 W. Donges Bay Road, Mequon, WI 53092, USA | Trading | USA | 100% |
| Selee Corporation | 700 Shepherd Street, Hendersonville, NC 28792, USA | Trading | USA | 100% |
| Technisch Bureau Dahlman B.V. | PO Box 438, 3140 AK, Maassluis, Netherlands | Trading | Netherlands | 100% |
| Ratiolab GmbH | Am Siebenstein 12, 63303 Dreieich, Germany | Trading | Germany | 100% |
| Ratiolab Hungary Kft. | 2111 Szada, Ipari Park út, Budapest, Hungary | Trading | Hungary | 100% |

*Porvair Filtration Limited (03115555), Seal Analytical Limited (04008521) and Kbiosystems Limited (02389004) have taken the audit exemption under S479A Companies Act 2006.

Parent Company – Balance sheet

Company registered number 01661935

| As at 30 November | Note | 2023 £'000 | Restated 2022 £'000 |
|--|------|----------------|---------------------------|
| Non-current assets | | | |
| Property, plant and equipment | 4 | 15 | 11 |
| Right-of-use assets | 5 | 12 | 59 |
| Investments | 6 | 71,257 | 62,987 |
| Deferred tax asset | 12 | 2,330 | 2,672 |
| Amounts receivable from Group undertakings | 7 | 17,955 | 18,513 |
| | | 91,569 | 84,242 |
| Current assets | | | |
| Amounts receivable from Group undertakings | 7 | 4,735 | 1,825 |
| Other receivables | 8 | 79 | 68 |
| Income tax receivable | | 42 | 277 |
| Derivative financial instruments | 13 | 227 | 554 |
| Cash and cash equivalents | 9 | 66 | 692 |
| | | 5,149 | 3,416 |
| Current liabilities | | | |
| Trade and other payables | 10 | (2,127) | (2,645) |
| Lease liabilities | 5 | (9) | (46) |
| Overdraft and borrowings | 11 | (2,787) | – |
| Derivative financial instruments | 13 | – | (223) |
| | | (4,923) | (2,914) |
| | | 226 | 502 |
| Net current assets | | | |
| Non-current liabilities | | | |
| Lease liabilities | 5 | – | (11) |
| Retirement benefit obligations | 14 | (7,576) | (9,641) |
| | | (7,576) | (9,652) |
| | | 84,219 | 75,092 |
| Net assets | | | |
| Capital and reserves | | | |
| Share capital | 15 | 927 | 927 |
| Share premium account | | 37,778 | 37,626 |
| Retained earnings | | 45,514 | 36,539 |
| | | 84,219 | 75,092 |
| Total equity | | | |

The financial statements on pages 128 to 137 were approved by the Board of Directors on 2 February 2024 and were signed on its behalf by:

B D W Stocks

J A Mills

Parent Company – Profit for the financial year

As permitted by Section 408 of the Companies Act 2006, no income statement is presented for the parent company. The profit for the financial year is £11.1 million (2022: £9.7 million).

Parent Company – Statement of changes in equity

| | Note | Share capital £'000 | Share premium account £'000 | Retained earnings £'000 | Total equity £'000 |
|--|------|------------------------|-----------------------------------|-------------------------------|--------------------------|
| At 1 December 2021 | | 924 | 37,078 | 27,794 | 65,796 |
| Profit for the year | | – | – | 9,726 | 9,726 |
| Other comprehensive income: | | | | | |
| Actuarial gain in defined benefit pension plans (net of tax) | | – | – | 1,189 | 1,189 |
| Total comprehensive income for the year | | – | – | 10,915 | 10,915 |
| Share-based payments charge | | – | – | 1,057 | 1,057 |
| Purchase of own shares (held in trust) | | – | – | (749) | (749) |
| Issue of ordinary share capital | 15 | 3 | 548 | – | 551 |
| Dividends paid | | – | – | (2,478) | (2,478) |
| At 30 November 2022 | | 927 | 37,626 | 36,539 | 75,092 |
| Profit for the year | | – | – | 11,136 | 11,136 |
| Other comprehensive income: | | | | | |
| Actuarial gain in defined benefit pension plans (net of tax) | | – | – | 190 | 190 |
| Total comprehensive income for the year | | – | – | 11,326 | 11,326 |
| Share-based payments charge (net of tax) | | – | – | 1,058 | 1,058 |
| Purchase of own shares (held in trust) | | – | – | (745) | (745) |
| Issue of ordinary share capital | 15 | – | 152 | – | 152 |
| Dividends paid | | – | – | (2,664) | (2,664) |
| At 30 November 2023 | | 927 | 37,778 | 45,514 | 84,219 |

Parent Company – Notes to the financial statements

1 Summary of significant accounting policies

Basis of accounting

The Company financial statements are presented as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under Financial Reporting Standard (“FRS”) 100 - *Application of Financial Reporting Requirements* issued by the Financial Reporting Council. Accordingly, the financial statements have been prepared in accordance with FRS 101 – *Reduced Disclosure Framework* as issued by the Financial Reporting Council.

The financial statements have been prepared on a going concern basis and under the historical cost convention as modified by the recognition of certain financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

The following exemptions from the requirements of International Financial Reporting Standards (“IFRS”) have been applied in the preparation of these financial statements, in accordance with FRS101 – *Reduced Disclosure Framework*:

- Paragraphs 45(b) and 46 to 52 of IFRS 2 – *Share-based Payment* (details of the number and weighted average exercise prices of share options, and how the fair value of goods or services received was determined).
- IFRS 7 – *Financial Instruments: Disclosures*.
- Paragraphs 91 to 99 of IFRS 13 – *Fair Value Measurement* (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- Paragraph 38 of IAS 1 – *Presentation of Financial Statements* comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1 – *Presentation of Financial Statements*;
 - (ii) paragraph 73(e) of IAS 16 – *Property, Plant and Equipment*;
 - (iii) paragraph 118(e) of IAS 38 – *Intangible Assets* (reconciliations between the carrying amount at the beginning and end of the period).
- The following paragraphs of IAS 1 – *Presentation of Financial Statements*:
 - (i) paragraph 16 (statement of compliance with all IFRS);
 - (ii) paragraph 38A (requirement for minimum of two primary statements, including cash flow statements);
 - (iii) paragraph 38B-D (additional comparative information);
 - (iv) paragraph 40A (retrospective restatement);
 - (v) paragraph 111 (cash flow statement information); and
 - (vi) paragraph 134-136 (capital management disclosures).
- IAS 7 – *Statement of Cash Flows*.
- Paragraph 30 and 31 of IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors* (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24 – *Related Party Disclosures* (key management compensation).
- The requirements in IAS 24 – *Related Party Disclosures* to disclose related party transactions entered into between two or more members of a group.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS101 – *Reduced Disclosure Framework* requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Critical judgements in applying the Company’s accounting policies

In the course of preparing the financial statements, no judgements have been made in the process of applying the Company’s accounting policies, other than those involving estimations, that have had a significant effect on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

Material estimates and assumptions are made in particular with regard to: establishing uniform depreciation periods for the Company; assumptions used in the calculation of share-based payments; parameters for measuring pension and other provisions; and the likelihood that tax assets can be realised. The key assumptions concerning the future, and other key sources of estimation uncertainty at 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, are discussed below:

- Retirement benefit obligation

The Company operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the “Plan”), covering a number of employees in the UK. The pension scheme is financed through a separate trust fund and is closed to new entrants. The present value of the obligations of this scheme is subject to financial assumptions, and management obtains external actuarial guidance on this. Sensitivities in the principal assumptions on valuing the Plan’s defined benefit obligation at 30 November 2023 have been calculated and are given in note 20 of the Group financial statements.

1 Summary of significant accounting policies continued

- Estimation of LTSP share option charge

The long term share plan share options ("LTSPs") have vesting conditions, as outlined in the Remuneration report, which can result in the vesting of between 0% to 100% of each LTSP grant. One element of the share-based payment charge calculation of these LTSPs relies on management's best estimate forecast of the performance of the Group. As an example, if the success rate of the unvested share options were increased/decreased by 10% then the share option charge would be £50,000 higher/lower.

Property, plant and equipment

Plant, machinery and equipment is capitalised at cost and is depreciated by equal annual amounts over their estimated useful lives. Annual depreciation rates are between 10% and 33.33% straight line.

Fixed asset investments

Investments held as fixed assets are stated at cost less provision for impairment.

Interest income

Interest income is accrued on a straight line basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividends

Dividends received from subsidiaries are recognised when received. Dividends paid to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

Impairment of assets

Assets are regularly reviewed to confirm their carrying values and in addition if there is indication of impairment. The company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. Where the expected realisable value is lower than the book value, the excess of book value is charged to the income statement during the year. A provision for the impairment of amounts receivable from group undertakings is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Patents and trademarks

All expenditure on the registration, renewal and maintenance of patents and trademarks is expensed as incurred.

Foreign exchange

Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at the rates of exchange ruling at the end of the financial year.

Foreign exchange differences are taken to the income statement in the year in which they arise.

Taxation

Current tax is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that are relevant to the period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates which have been enacted or substantively enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is recognised in the income statement, except when it relates to items recognised directly to other comprehensive income or directly to equity. In this case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Pensions

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur.

The retirement benefit obligation in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

(a) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

Parent Company – Notes to the financial statements continued

1 Summary of significant accounting policies continued

(b) Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest method and are added to the carrying amount of the instrument, to the extent that they are not settled in the period in which they arise.

(c) Trade and other payables

Trade and other payables are not interest bearing and are initially recognised at fair value and subsequently held at amortised cost.

(d) Lease liabilities

Lease liabilities are recorded at the present value of lease payments. Leases are discounted at the Company's incremental borrowing rate, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Right-of-use assets are depreciated on a straight line basis over the lease term, or useful life if shorter.

Lease payments relating to low value assets or to short term leases are recognised as an expense on a straight line basis over the lease term. Short term leases are those with 12 months or less duration. Low value assets are those below a cost of £4,000.

(e) Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments in the form of forward foreign exchange contracts to hedge its foreign currency exposure. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and subsequent changes in the fair value of foreign currency derivatives are recognised immediately in the income statement. The Company recognises all forward foreign exchange contracts on the balance sheet at fair value using external market data.

Share-based payments

Where the Company has granted rights over its equity instruments to the employees of subsidiary companies, there is a corresponding increase recognised in the investment in subsidiary undertakings in those years.

The Company issues equity settled, share-based payments to certain employees. Equity settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled, share-based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of shares that will eventually vest. The corresponding entry is recognised in equity.

At each balance sheet date, the Company revises its estimates of the number of share options that are expected to vest. It recognises the impact of the revisions to original estimates, if any, in the income statement or, if relating to a subsidiary undertaking in investment in subsidiary undertakings, with a corresponding adjustment to equity.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Equity instruments

Ordinary shares are classified as equity. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Where the Company purchases its equity share capital ("treasury shares"), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

Retained earnings

The retained earnings account represents the distributable reserves of the Company.

2 Profit before income tax

During the year, the Company obtained the following services from the Company's Auditor, RSM UK Audit LLP:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Fees payable to the Company's Auditor for audit of parent company financial statements | 30 | 28 |
| | 30 | 28 |

3 Employees and Directors

The staff cost, including Executive Directors, for the year is shown below:

| | 2023 £'000 | 2022 £'000 |
|-----------------------|---------------|---------------|
| Staff costs | | |
| Wages and salaries | 2,123 | 1,943 |
| Social security costs | 314 | 260 |
| Other pension costs | 117 | 111 |
| Share-based payments | 884 | 777 |
| | 3,438 | 3,091 |

The average monthly number of staff, including Directors, employed during the year is as below:

| | 2023 Average Number | 2022 Average Number |
|----------------|---------------------------|---------------------------|
| Administration | 11 | 11 |
| | 11 | 11 |

The number of directors to whom retirement benefits are accruing under a defined contribution pension scheme is 1 (2022: 1). The number of directors to whom retirement benefits are accruing under a defined benefit pension scheme is 1 (2022: 1).

Detailed disclosures of Directors' individual remuneration and share options are given in the Remuneration report on pages 65 to 82, and in note 30 of the Group financial statements.

4 Property, plant and equipment

| | Plant, machinery and equipment £'000 |
|---------------------------------|---|
| Cost | |
| At 1 December 2022 | 185 |
| Additions | 13 |
| Disposals | (33) |
| At 30 November 2023 | 165 |
| Accumulated depreciation | |
| At 1 December 2022 | (174) |
| Charge for year | (9) |
| Disposals | 33 |
| At 30 November 2023 | (150) |
| Net book value | |
| At 30 November 2023 | 15 |
| At 30 November 2022 | 11 |

The Company did not have any capital commitments at 30 November 2023 or 30 November 2022.

Parent Company – Notes to the financial statements continued

5 Leases – Right-of-use assets and lease liabilities

Right-of-use assets

The movement in right-of-use assets is set out below:

| | Leasehold buildings £'000 | Plant, machinery and equipment £'000 | Total £'000 |
|---------------------------------|---------------------------------|---|----------------|
| Cost | | | |
| At 1 December 2022 | 193 | 5 | 198 |
| At 30 November 2023 | 193 | 5 | 198 |
| Accumulated depreciation | | | |
| At 1 December 2022 | (135) | (4) | (139) |
| Charge for year | (47) | – | (47) |
| At 30 November 2023 | (182) | (4) | (186) |
| Net book value | | | |
| At 30 November 2023 | 11 | 1 | 12 |
| At 30 November 2022 | 58 | 1 | 59 |

Lease liabilities

The movement in the lease liability is set out below:

| | 2023 £'000 | 2022 £'000 |
|---------------------------------|---------------|---------------|
| At 1 December | 57 | 104 |
| Repayments of lease liabilities | (49) | (49) |
| Interest on lease liabilities | 1 | 2 |
| At 30 November | 9 | 57 |

Lease liabilities mature as follows:

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Minimum lease liabilities falling due | | |
| Within one year – land and buildings | 9 | 48 |
| Within one year – property, plant and equipment | 1 | 1 |
| Total within one year | 10 | 49 |
| Between one and five years – land and buildings | – | 9 |
| Between one and five years – property, plant and equipment | – | 1 |
| Total between one and five years | – | 10 |
| Total commitment | 10 | 59 |
| Less: finance charges included above | (1) | (2) |
| Net present value of lease liabilities at 30 November | 9 | 57 |
| Current | 9 | 46 |
| Non-current | – | 11 |
| Total at 30 November | 9 | 57 |

6 Fixed asset investments

Investments in subsidiary undertakings

| | 2023 £'000 | 2022 £'000 |
|--|---------------|---------------|
| Cost | | |
| At 1 December | 62,987 | 62,707 |
| Additions in the year | 8,108 | – |
| Disposed in the year | (1) | – |
| Capital contributions arising from share-based payments charge | 163 | 280 |
| At 30 November | 71,257 | 62,987 |
| Net book value | | |
| At 30 November | 71,257 | 62,987 |
| At 1 December | 62,987 | 62,707 |

The capital contributions arising from the share-based payment charge represent the Company granting rights over its equity instruments to the employees of subsidiary undertakings. This results in a corresponding increase in investments in subsidiary undertakings.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

Details of the Company's subsidiary undertakings are given in note 31 of the Group financial statements.

7 Amounts receivable from Group undertakings

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Loans to subsidiary undertakings – Non-current assets | 17,955 | 18,513 |
| Loans to subsidiary undertakings – Current assets | 4,727 | 1,817 |
| Other amounts receivable from Group undertakings | 8 | 8 |
| | 22,690 | 20,338 |

Amounts owed by group undertakings are unsecured. Intercompany interest is charged at a commercial rate.

8 Other receivables

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Amounts falling due within one year: | | |
| Prepayments | 79 | 68 |
| | 79 | 68 |

9 Cash and cash equivalents

| | 2023 £'000 | 2022 £'000 |
|--------------------------|---------------|---------------|
| Cash at bank and in hand | 66 | 692 |

Parent Company – Notes to the financial statements continued

10 Trade and other payables

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Amounts falling due within one year: | | |
| Trade creditors | 19 | 33 |
| Taxation and social security | 140 | 150 |
| Other payables | – | 945 |
| Accruals and deferred income | 1,968 | 1,517 |
| | 2,127 | 2,645 |

Other payables relates to contingent consideration on acquisitions.

11 Overdraft and borrowings

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Bank overdraft offset against cash balances in other Group companies under a Group banking offset arrangement | 2,787 | – |
| Secured multi-currency revolving credit facility | – | – |
| | 2,787 | – |

Bank and other loans of the Company are repayable as follows:

| | 2023 £'000 | 2022 £'000 |
|-------------------|---------------|---------------|
| Within one year | 2,787 | – |
| Two to five years | – | – |
| | 2,787 | – |

In May 2021, the Company agreed a €28 million (£24 million) four year secured revolving credit facility, with an option to extend by one year, plus a €17 million (£15 million) accordion facility, with Barclays Bank plc and Citibank N.A., London Branch.

At 30 November 2023, the Company had €27.8 million/£24.0 million (2022: €27.7 million/£23.9 million) of unused credit facility and an unutilised net £2.5 million (2022: £2.5 million) overdraft facility.

The multi-currency facility is secured by fixed and floating charges against the assets of the Company and its subsidiaries.

Included within bank overdrafts is £2.8 million (2022: £nil) representing non-interest bearing balances on cash pooling arrangements in the Group.

Cash and cash equivalents held in the UK is subject to a Composite Account System, which is a banking offset arrangement that allows the set-off of overdraft balances with retained cash for interest calculation purposes.

Overdraft limits within the Composite Account System are £13 million gross of which £2.8 million is utilised (2022: £nil). The Company held no bank overdrafts excluding balances on cash pooling arrangements.

12 Deferred tax asset

The movement of deferred tax assets during the year is as follows:

| | Accelerated capital allowances £'000 | Other short term timing differences £'000 | Share- based payments £'000 | Retirement obligations £'000 | Total £'000 |
|---|---|---|--------------------------------------|------------------------------------|----------------|
| At 1 December 2021 | 1 | 4 | 818 | 2,959 | 3,782 |
| Charged to the income statement | (1) | 59 | (557) | (182) | (681) |
| Credited to equity in respect of share options | – | – | 22 | – | 22 |
| Charged to comprehensive income in respect of pension liabilities | – | – | – | (451) | (451) |
| At 30 November 2022 | – | 63 | 283 | 2,326 | 2,672 |
| Charged to the income statement | (2) | (59) | 147 | (374) | (288) |
| Credited to equity in respect of share options | – | – | 5 | – | 5 |
| Charged to comprehensive income in respect of pension liabilities | – | – | – | (59) | (59) |
| At 30 November 2023 | (2) | 4 | 435 | 1,893 | 2,330 |

There were no unrecognised deferred tax amounts at 30 November 2023 (2022: £nil).

13 Derivative financial instruments

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Forward foreign exchange contract assets and liabilities | | |
| Forward foreign exchange contracts – current assets | 227 | 554 |
| Forward foreign exchange contracts – current liabilities | – | (223) |
| | 227 | 331 |

14 Retirement benefit obligations

| | 2023 £'000 | 2022 £'000 |
|--------------------------------|---------------|---------------|
| Defined benefit scheme deficit | 7,576 | 9,641 |

The Company operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The pension scheme is financed through a separate trust fund administered by Trustees with an independent Chairman. The Plan was closed to new entrants in October 2001. Further details of the retirement benefit obligations are disclosed in note 20 of the Group financial statements.

The Company operates a defined contribution pension scheme for a certain number of its employees. As at 30 November 2023, £5,000 (2022: £5,000) in relation to this pension scheme was outstanding to be paid.

15 Called up share capital

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Allotted and fully paid: | | |
| 46,359,798 ordinary shares of 2 pence each (2022: 46,325,581) | 927 | 927 |

Details of shares issued and share options are disclosed in notes 22 and 23 of the Group financial statements, respectively.

16 Share-based payments

Details of share options of the Company and the share-based payments charge during the year are given in note 23 of the Group financial statements.

17 Dividends

Details of dividends paid in the year and final dividends recommended to be paid after the year end are disclosed in note 9 of the Group financial statements.

18 Contingent liabilities

The Company has no contingent liabilities at 30 November 2023 (2022: none).

19 Restatement

The Company has reviewed the intercompany balances receivable from its subsidiary undertakings and has reclassified amounts to non-current assets which are not expected to be recalled or received by the Company within the next twelve months.

The restatement has not impacted the net assets of the Company, opening retained earnings or its profit for the year. In accordance with FRS 101 – *Reduced Disclosure Framework*, the Company has also taken the election under IAS 1 40A-D in not presenting a third balance sheet.

The change in presentation has no impact on the results of the Group nor its financial position. Earnings per share for the Group is not impacted by this restatement.

| | As previously reported 2022 £'000 | Adjustment £'000 | Restated 2022 £'000 |
|--|--|---------------------|---------------------------|
| Non-current assets | | | |
| Amounts receivable from Group undertakings | – | 18,513 | 18,513 |
| Current assets | | | |
| Amounts receivable from Group undertakings | 20,338 | (18,513) | 1,825 |
| | 20,338 | – | 20,338 |

Shareholder information


Registrar services

Our shareholder register is managed and administered by Link Group. Link Group should be able to help you with most questions you have in relation to your holding in Porvair plc shares.

Link can be contacted at:

 **Link Group**
Central Square
29 Wellington Street
Leeds LS1 4DL

 www.linkgroup.eu

 Telephone: 0371 664 0300 if calling from the United Kingdom, or +44 (0) 371 664 0300 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00–17:30, Monday to Friday excluding public holidays in England and Wales.

 Email: shareholderenquiries@linkgroup.co.uk.

In addition, Link offers a range of other services to shareholders including a share dealing service and a share portal to manage your holdings.

Share dealing service

A share dealing service is available to existing shareholders to buy or sell the Company's shares via Link Share Dealing Services. Online and telephone dealing facilities provide an easy to access and simple to use service.

For further information on this service, or to buy or sell shares, please contact:

 www.linksharedeal.com – online dealing

 0371 664 0445 – telephone dealing (from outside the UK: +44 (0) 371 664 0445).

 Email: info@linksharedeal.com

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell their shares. Shareholders in any doubt as to what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

Financial calendar

Financial Calendar 2024

| | |
|------------------|-------------------------------------|
| 30 November 2023 | Financial year end 2023 |
| 5 February 2024 | Full year 2023 results announcement |
| 16 April 2024 | AGM |
| 2 May 2024 | Ex-dividend date |
| 3 May 2024 | Record date for dividend |
| 31 May 2024 | Half year 2024 period end |
| 5 June 2024 | Payment date for dividend |
| 1 July 2024 | Half year 2024 results announcement |
| 18 July 2024 | Ex-dividend date |
| 19 July 2024 | Record date for dividend |
| 21 August 2024 | Payment date for dividend |
| 30 November 2024 | Financial year end 2024 |
| 10 February 2025 | Full year 2024 results announcement |

Contact details and advisers

Company Secretary and registered office

Chris Tyler
Povair plc
7 Regis Place
Bergen Way
King's Lynn
Norfolk PE30 2JN

Telephone: +44 (0)1553 765500
www.povair.com

Company registration number

01661935

Independent Auditor

RSM UK Audit LLP
25 Farringdon Street
London EC4A 4AB

Principal bankers

Barclays Bank plc
Barclays Commercial Bank
PO Box 885
Mortlock House
Station Road
Histon
Cambridge CB24 9DE

Citibank, N.A.
London branch
Citigroup Centre
33 Canada Square
London E14 5LB

Registrars and transfer office

Link Group
Central Square
29 Wellington Street
Leeds LS1 4DL

Solicitors

Travers Smith LLP
10 Snow Hill
London EC1A 2AL

Stockbrokers

Peel Hunt LLP
7th Floor
100 Liverpool Street
London EC2M 2AT

Forward-looking statement

This Annual Report contains forward-looking statements with respect to the financial condition, operations and performance of the Group. By their nature, these statements involve uncertainty since future events and circumstances can cause results and developments to differ materially from those anticipated. The forward-looking statements reflect knowledge and information available at the date of preparation of this Annual Report and the Company undertakes no obligation to update these forward-looking statements. Nothing in this Annual Report should be construed as a profit forecast.



Consultancy, Design and Production by Bexon Woodhouse

Printed by Pureprint, a CarbonNeutral® Company certified to ISO 14001 environmental management system. 100% of all dry waste associated with this production has been recycled. This publication is printed on Splendorgel, an FSC® certified paper produced from mixed sourced material and manufactured at a mill that has ISO 14001 environmental standard accreditation.



porvair

Porvair plc
7 Regis Place
Bergen Way
King's Lynn
Norfolk PE30 2JN

Tel: +44 (0)1553 765500

www.porvair.com

