Slingsby

Established 1893

Annual Report & Audited Financial Statements

For the year ended 31st December 2024

www.slingsby.com

M. L. Morris – Group Chief Executive

A.J. Kitchingman – Chairman

Over 130 years serving and supplying the workplace.

We do:
Manufacture and distribute over 45,000 high quality products covering everything you need for the workplace from handling and lifting and premises equipment to retail and office supplies, including many new ideas to help keep your business running smoothly.

Our Commitment:
Providing our customers with an extensive product range, outstanding service and efficient delivery.

Directors and Advisors

Directors
A.J. Kitchingman
Chairman

M. L. Morris
Group Chief Executive

Company Secretary
M. L. Morris

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Slingsby

Annual Report and Audited Financial Statements - 2024

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Statement by the Chairman

Board Composition

Following my appointment as independent non-executive Chairman on 12 September 2023 and the retirement of Dominic Slingsby, the Board comprises myself and Morgan Morris. The Board believes that it would benefit from the appointment of another independent non-executive Director and will continue to look for suitable candidates.

Formal Sale Process

On 11 February 2025 the Company commenced a Formal Sale Process following a review of various strategic options available to the Group and having determined that it would be appropriate to investigate the sale of the Company, the Board decided to undertake a "Formal Sale Process" (as referred to in Note 2 on Rule 2.6 of the Takeover Code).

On 1 April 2025 the Company announced the conclusion of the Formal Sale Process having not received a proposal that would lead to an offer for the Company.

Results

In the Chairman's statement accompanying the Report for the half year ended 30 June 2024 I reported an unaudited operating profit before tax and exceptional items of £0.1m (2023: £0.3m) and sales that were 6% lower than the same period in the prior year at £10.8m (2023: £11.5m). Included in those results was an exceptional cost of £0.2m relating to the payment for loss of office for Dominic Slingsby and £0.14m of interest costs relating to the defined benefit pension scheme, resulting in a loss before tax in the six months to 30 June 2024 of £0.25m (2023: profit of £0.13m).

On 15 October 2024, the Group issued a trading update following an 11% decline in sales in the three months to 30 September 2024 compared to the same period in 2023. The directors considered that the lower level of sales was due to fewer sales of seasonal products, and customers reducing or deferring spending following cost increases caused by factors such as the increase in the minimum wage and uncertainty around the impact of future tax and regulatory changes leading up to the Budget announcement made in October 2024.

This reduction in sales resulted in an unaudited loss before tax for the nine months to the end of September 2024 of £0.53m (after the costs associated with the payment for loss of office for Dominic Slingsby of £0.2m and interest costs of £0.20m relating to the Company's defined benefit pension scheme). The unaudited profit before tax for the nine months to 30 September 2023 was £0.27m.

The full year operating loss before exceptional items was £0.12m (2023: operating profit of £0.63m) on sales 8% lower than prior year of £20.8m (2023: £22.6m). Gross margin declined from 35.9% to 34.6% due to cost price increases and a change in sales mix. Exceptional costs of £0.38m (2023: £nil) have been recognised in the year and further information can be found below. These exceptional costs, together with interest relating to the defined benefit pension scheme of £0.27m (2023: £0.29m), led to a loss before taxation for the 2024 full year of £0.77m (2023: profit of £0.36m).

The Directors use adjusted profit measures in addition to the statutory performance measures to assess performance of the Group.

Group earnings before exceptional items, interest, tax, depreciation and amortisation ("EBITDA") in the year ended 31 December 2024 were £0.34m (2023: £1.02m). A reconciliation of EBITDA is shown below.

The Group had net debt (after overdraft and invoice finance balances included in trade and other payables) as at 31 December 2024 of £0.55m (2023: net cash of £0.21m). The decrease in cash of £0.76m was due to lower EBITDA, the cash outflow relating to the exceptional items of £0.24m, capital expenditure (which includes certain assets acquired as part of a trade and asset purchase) of £0.42m, and pension scheme deficit reduction payments of £0.16m.

Exceptional Items

The Group has incurred costs of £0.38m (2023: £nil) within the year which the Board have classified as exceptional items within the financial statements.

£0.2m of exceptional costs relate to the payment for the loss of office to Dominic Slingsby following his retirement from the Board in March 2024. The Board believe this to be an exceptional item due to its size and non-recurring nature.

£0.18m of exceptional costs relate to a bonus paid to Morgan Morris. Under powers governing the issue of shares granted at the last Annual General Meeting, the Company issued 52,500 shares to Morgan Morris which he paid for from the proceeds of a bonus of £157,500. Under the terms of the of the bonus payment, Morgan Morris had to use the proceeds of the bonus payment (£157,500) to pay for the shares issued in the Company. The Board have accounted for this re-payment to the Company as an increase in the share premium (reflecting the amount paid for the shares in excess of their nominal value of 25p. The total cost to the Company was £0.18m inclusive of employer's national insurance contributions. The Board believes this to be an exceptional item due to its size and non-recurring nature.

Reconciliation of Adjusted Profit Measures to the Financial Statements

Throughout the financial statements, the Board have used different metrics to explain the performance of the business. A reconciliation has been provided below to the financial statements.

Operating (loss)/profit before exceptional items is calculated by:	2024 £'000	2023 £'000
Operating (loss)/profit	**(501)**	630
Payment for loss of office for Dominic Slingsby	**(199)**	-
Bonus payment to Morgan Morris	**(179)**	-
Operating (loss)/profit before exceptional items	**(123)**	630
Net (debt)/cash is calculated by:		
Cash and cash equivalents	**2,366**	2,449
Invoice finance facility	**(755)**	**-**
Overdraft balances	**(2,164)**	(2,244)
Net (debt)/cash	**(553)**	205
EBITDA before exceptional items is calculated by:		
Operating (loss)/profit	**(501)**	630
Exceptional items	**378**	-
Depreciation of tangible assets	**293**	264
Amortisation of intangible asset	**173**	126
EBITDA before exceptional items	**343**	1,020

Acquisition

On 1 October 2024, the Group acquired the trade and certain assets of A&B Industrial Services (North East) Limited ("ABIS"). Established over 45 years ago, ABIS sells a similar product range to the Group and complements a part of the business which the Group acquired with Stakrak in April 2023.

Dividend

As part of the agreement reached with the Trustee of the defined benefit pension scheme, the Board is unable to declare a final dividend for the year ended 31 December 2024 (2023: £nil).

Pension Scheme

On 26 March 2024, the Company announced that it had agreed a new Schedule of Contributions and Recovery Plan with the Trustee, which replaced the previous Scheme funding obligations. The new agreement, provided for a new phasing of deficit reduction contributions, which represented a short-to medium term total cash saving to the Group over the years 2024, 2025 and 2026 of approximately £390,000 when compared to the previous arrangement.

The Company paid £0.16m (2023: £0.40m) in deficit reduction contributions during 2024 which included an additional payment of £14,000 under the agreement with the Trustee to share cash generated in excess of £150,000. The Company also continues to contribute £0.16m (2023: £0.16m) towards the scheme's running costs. In 2024 the Group recognised an expense of £52,000 in its income statement representing costs relating to 2023 incurred by the Scheme above the £160,000 costs cap. These costs were reimbursed to the Company by the Scheme in 2024 and have been recognised in the Group's income statement in line with IAS19 at the time of the cash outflow to the Scheme.

At 31 December 2024, the pension scheme deficit was £5.78m (2023: £5.77m). The pension position remained comparable as a fall in scheme assets was offset by lower scheme liabilities due mainly to an increase in the discount rate.

Recent Trading

Group sales in the two months ended 28th February 2025 against the same period in the prior year fell by 7%. The decline in sales despite lower overhead costs, led to an unaudited operating profit of £0.05m compared to an unaudited operating profit of £0.09m in the equivalent period in 2024. Unaudited profit before tax in the two months ended 28th February 2025 was £1,000 (2024: £51,000).

Net debt at 28 February 2025 was £0.26m (2024: net cash of £0.23m) compared to net debt at 31 December 2024 of £0.55m.

The market remains competitive, and the Board is cautious regarding the outlook. There remains uncertainty in the economy due to the risk of a recession in the UK and inflationary pressures in employment and other costs. These pressures could result in a fall in demand for the Group's products.

Future Developments

The Group continues to invest in its digital market presence and a new e-commerce platform for the Slingsby business launched during October 2024. A new website for ESE Direct Limited ("ESE") is scheduled to go live at the end of Q2 2025. The Board believes that deploying e-commerce initiatives with our customers will produce efficiencies as well as growth opportunities.

The Group remains on the lookout for appropriate acquisitions.

The Group continues to build upon its strengths in omni-channel selling by enhancing its e-commerce offerings and sales teams. The Group has various initiatives underway to grow sales within both its existing core markets and certain geographies where it considers it could compete with incumbents.

Finally, I would like to thank our staff across the Group for their efforts in 2024. This year has represented one of significant change and challenge for the Group and the hard work of our employees is much appreciated.

A.J. Kitchingman

Non-Executive Chairman,
4 April 2025

Strategic Report

Business overview

The Group's principal activity comprises the merchanting and distribution of a highly diversified range of industrial and commercial equipment primarily consisting of incidental purchasing supplies. The range spanning approximately 45,000 products includes the following sectors: handling and lifting, wheels and castors, ladders and steps, storage and shelving, office, safety and security, workwear, cleaning and hygiene, mailroom and packaging, workshop and maintenance, waste and recycling, premises, lockers and cloakroom, signs and labels, and flooring and matting.

The sector is highly fragmented consisting of a small number of directly comparable distance selling organisations and an increasingly large number of specialist distributors. Our customer base is similarly diverse and consequently demand is reflective of the current market conditions and the confidence level of businesses.

Sales increased by 5% in 2023 due partly to price increases and from the acquisition of the trade and certain assets of Stakrak Limited on 1 April 2023. Sales declined by 8% in 2024. The directors consider that the lower level of sales is due to customers reducing or deferring spending following cost increases caused by factors such as the increase in the minimum wage and uncertainty around the impact of future tax and regulatory changes, as well as lower sales of seasonal products.

On 1 October 2024, the Group acquired the trade and certain assets of ABIS. Established over 45 years ago, ABIS sells a similar product range to the Group and complements a part of the business which the Group acquired as part of the trade and asset acquisition of Stakrak in 2023.

There remains significant uncertainty in the economy due to the risk of recession in the UK. Cost increases from the uplifts in the National Minimum Wage and Employer's National Insurance contributions together with other regulatory changes could impact demand and lead to credit related issues should companies, including potentially the Group's customers, become insolvent. The impact of inflation in the Group's cost of products, employment, and overhead costs could also lead to a fall in demand as these cost increases will result in increased selling prices. Partly due to cost price increases (but also due to changes in sales mix across the Group's various channels), gross margin decreased from 35.9% to 34.6%. These factors led to a Group operating loss before exceptional items of £0.12m and a pre-tax loss of £0.77m (after exceptional costs of £0.38m and net interest relating to the defined benefit pension scheme of £0.27m).

The Group had net assets at 31 December 2024 of £3.92m (2023: £4.25m) and net debt (after overdraft and invoice finance balances included in trade and other payables) of £0.55m (2023: net cash £0.21m). The decline in net assets is mainly due to the loss incurred during the year. The movement from net cash to net debt of £0.76m was after capital expenditure and the costs of the acquisition of certain assets of the ABIS business which together totalled £0.42m, the cash outflow relating to exceptional items of £0.24m (net of the amount paid by Morgan Morris in respect of the related share issue) and pension scheme deficit reduction payments of £0.16m.

The Group continues to build upon its strengths in omni-channel selling by enhancing its e-commerce offerings and sales teams. The acquisition of ESE Direct Limited ("ESE") in 2015 diversified the Group into different customer segments with an alternative service proposition and pricing strategy. The Board believes that deploying e-commerce initiatives with our customers will produce efficiencies as well as growth opportunities. During October 2024, we launched a new e-commerce platform for the Slingsby business and began work on a new website for ESE which is scheduled for launch in Q2 2025.

Our focus is not only on providing value, choice and quality but moreover to differentiate ourselves by providing excellent knowledge and service in an ever-changing regulatory environment. The main ways in which we do this are through our experienced personnel, our broad-based product offering where we ensure we offer a choice of options and price points and through our web-based knowledge centre. Next day delivery is offered on a substantial proportion of our lines to further augment our service levels.

We continue to generate synergies following the acquisition of ESE, and integration into Slingsby of Stakrak and ABIS from areas such as product sourcing, marketing and e-commerce.

The Directors believe that the Group's strong core brand values of quality, reliability, product range and service excellence remain as true today as they have done over the past 132 years of trading, and this is recognised by the number of repeat and long-standing customers. We believe that the focus on value, depth of product offer and service is what differentiates our business.

Key Performance Indicators and Business Performance

	2024	2023
Sales (decline)/growth	**(8.3%)**	5.0%
Return on capital employed	**(19.6%)**	8.4%
Return on sales	**(3.7%)**	1.6%
Gross profit margin	**34.6%**	35.9%

Notes:

Return on capital employed is calculated as (loss)/profit before taxation over the total equity at the year end. This has declined due to the loss before tax.

Return on sales is calculated as (loss)/profit before taxation over revenue. This has declined due to the loss before tax. More information can be found as part of the Chairman's Statement.

A review of the business is included in the results section of the Statement by the Chairman on pages 4-5 and forms part of the Strategic Report.

Principal risks

The Directors recognise that there are a number of risks that may affect the performance of the business as described below. These risks and uncertainties are subjected to regular review and, where appropriate, processes are established to minimise the level of exposure.

People

The principal asset of the Group is the commitment and skill of its people. The retention of these people is therefore key to the success of the business. The Group has in place incentive schemes which are related to its results, and which allow all employees to participate in the success of the Group as a whole.

Economic and market cycles and volatility

The Group's operating performance is influenced by the economic conditions of the regions in which it operates, principally the UK. The continued uncertain economic environment could result in a general reduction in business activity, credit losses and a consequent loss of income for the Group. The risk of recession in the UK, inflationary pressures from increases in the minimum wage and business taxes, together with regulatory changes, creates considerable uncertainty.

The Group regularly reviews its trading performance and the short-term outlook such that the Board can take any mitigating actions deemed necessary to address the impact of market cycles and volatility.

Funding and liquidity risk

The main risk arising from the Group's financial instruments is liquidity risk and ensuring that the Group has sufficient bank facilities available to meet all short-term cash requirements for the foreseeable future. The Group purchases a significant amount of its products from overseas suppliers in foreign currencies and uses forward foreign currency contracts. The Group's borrowings are on rates of interest which move with the Bank of England base rate and so the cost of these facilities would increase should interest rates rise. The Board keeps these risks under regular review and prepares profit and loss account and cashflow forecasts as appropriate.

Regulatory

The Group has to comply with all relevant regulatory requirements and the risk is that the Group may not comply with the relevant requirements. The Group remains compliant with all relevant regulatory requirements and monitors changes in laws, regulations and standards relating to employment, safety, environment and quality, to enable us to adapt our policies and procedures accordingly. This ensures we continue to meet customer requirements, minimise business impact and control costs, whilst observing our legal and social responsibilities.

Approvals

The Group is committed to continuous improvement in both Quality and Environmental Management, we remain UKAS (UK Accreditation Service) accredited to the international standards ISO 9001:2015 and ISO 14001:2015 respectively. The risk is that the Group may fail to comply with the accredited standards. In order to mitigate the risk, management review their compliance with relevant accreditations.

Pensions

The Group has an obligation to fund its defined benefit pension scheme (the "Scheme") and this creates an exposure to interest rates, inflation, investment return and the longevity of the plan members. The risk is that the Group will not be able to fulfil its responsibilities to the Scheme. The Group eliminated these risks for future service by the closure of the Scheme to future accrual from 31 March 2009; however, the funding of the past service liabilities remains and has the potential to create significant movements in the Group's profits before tax, cash flow and balance sheet.

The Group was scheduled to pay £418,000 in deficit reduction contributions in 2024 but in March 2024 the Group agreed a revised schedule of contributions with the Trustee as part of the triennial scheme valuation as of 1 January 2023. The schedule of contributions outlined that the Company will pay £150,000 in 2024, £350,000 in 2025, £400,000 in 2026 and £450,000 in 2027. Contributions will then rise each year thereafter by 3%. Actual deficit reduction payments made during 2024 were £164,000 due to an additional payment of £14,000 relating to the Group's cash generation in 2023. The next triennial review is at 1 January 2026 and could result in a change to future contributions following agreement between the Company and the Trustee. The Group will also continue to contribute up to £160,000 each year towards the Scheme's running costs. In 2024, total pension scheme costs were £212,000. The additional £52,000, whilst reimbursed to the Company by the pension scheme, is reflected in overheads in the Group's Consolidated Income Statement. The Scheme will also receive 50% of any net cashflow generated by the Group over £150,000 however, no amounts are payable in respect of the year ended 31 December 2024.

As a condition of the above arrangement, the Group has committed not to pay any dividends in respect of the 2024 financial year and thereafter is restricted as to the quantum of distributions to shareholders to an amount not greater than £60,000 plus 50% of its net cashflow over £150,000. The Group is obliged to consult with the Scheme's Trustee regarding certain other matters but is not obliged to change its approach as a result.

Health and Safety and Environmental Sustainability

The Group is subject to relevant regulations on the above and there is a risk that the Group may not comply with the relevant requirements. We meet our statutory and regulatory environmental obligations, through membership of our local Eco-Network and appropriate compliance schemes. The Group's initiatives in optimising our carbon footprint not only benefit the environment but also reduce our costs.

In addition to statutory and regulatory compliance, the Group takes pride in its environmental initiatives which have been recognised through continued compliance with the ISO14001 Environmental Management Standard.

Statement by the Directors in Performance of their Statutory Duties in Accordance with S172(1) Companies Act 2006

The Board of directors of H C Slingsby PLC consider both individually and together, that they have acted in the way they consider in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in S172 (1)(a) to (f) of Companies Act 2006). These matters are the likely consequences of any decision in the long term, the interests of the Company's workforce, the desirability of the Company maintaining a reputation for high standards of business conduct, the need to foster the Company's business relationships with suppliers, customers and others, the impact of the Company's operations on the community and the environment and the need to act fairly, as between members of the Company.

The Board considers its stakeholders to be its shareholders, employees, customers, suppliers/creditors and the environment. The way that the Company considers and discharges its obligations in respect of S172 Companies Act 2006 in respect of its stakeholders can be found below, in the Corporate Governance section of this annual report (pages 11-15) and above.

The Group culture is focussed upon achieving success in the long term, working in a manner that benefits all our stakeholders. The directors ensure that the Group's business strategy, governance framework, management information flows and stakeholder engagement processes, reflect the long-term impact of decisions they make.

The directors discharge their duties by

- ensuring that they have the relevant experience and competence to perform such duties and obligations under applicable law and regulation and if appropriate undertaking training
- having processes to ensure the provision of timely management information to the Board from key areas of the business
- agenda planning for Board and committee meetings to provide sufficient time for the consideration and discussion of key matters.

The Board promotes high standards of business conduct recognising the desirability of maintaining the Group's reputation. This is communicated to the Group's employees. The Board and all employees expect to be judged by and be held accountable for their actions. The Group has an internal control framework that identifies risk factors which are regularly monitored and reviewed.

The Board considers which course of action best enables delivery of our strategy for the long term, taking into consideration the impact on stakeholders. In doing so, the directors act fairly as between the Group's members.

On 11 February 2025 the Directors decided that the Company commence a Formal Sale Process. The Board believes that this could be in the best interests of each of the stakeholder groups. Whilst the Formal Sales Process has now ended, the Board will consider alternative options in the future to ensure that the interests of each stakeholder group are considered.

Stakeholder Engagement

Shareholders

The major interests in the Company's shares are set out in the Directors' Report. Key metrics for our shareholders are the share price, earnings per share and the level of dividends paid. Through the publication of our half and full year financial reports and announcements we inform shareholders regarding the status of their Company.

Further shareholder engagement includes the AGM and discussions with investors when questions are asked.

Employees

The Board believes that the Group's success is reliant on the commitment of our employees and the directors consider the implications of decisions made on them. We pride ourselves on our friendly and safe working environment. Employee feedback is sought through formal review processes and via the head of each department. Training is provided where necessary.

Customers and suppliers

The Board recognises that the Group depends on its customers and its supply chain. Customer feedback is sought through the use of a third party operated review service as well as encouraged through other communication channels.

We regularly engage with suppliers through visits to their facilities, holding presentations and training meetings between suppliers and Group employees on our sites and via a formal appraisal system.

Community and environment

The Group recognises its obligation to minimise its impact on the environment and the need to consider its impact on the communities in the areas in which it operates. This is achieved by complying with the ISO14001 environmental quality standard and support of certain environmentally and community focussed organisations such as sponsorship of the Yorkshire and Norfolk Wildlife Trusts.

More information on how the Company considers and discharges its obligations in respect of S172 Companies Act 2006 in respect of its stakeholders can be found in the Corporate Governance section of this annual report (pages 11-15) and in respect of the environment at the relevant section above.

By order of the Board

M. L. Morris
Company Secretary
4 April 2025

Report of the Directors

The Directors are pleased to present their annual report and audited consolidated financial statements for the year ended 31 December 2024.

H C Slingsby plc is a public limited company (limited by shares) with its ordinary shares traded on the AIM market of the London Stock Exchange. It is incorporated and domiciled in the United Kingdom with its registered office at Otley Road Baildon, West Yorkshire BD17 7LW.The company is registered in England and Wales with a registered number of 452716.

Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements are as follows:

D. S Slingsby (resigned 11 March 2024)

M. L. Morris

A. J. Kitchingman

Dividends

The Directors do not propose a dividend in respect of the 2024 financial year (2023: £nil).

Directors' Interests

The beneficial interests of the directors and their immediate families in the shares of the Company are:

	Number of ordinary shares of 25p each	
	31 December 2024	31 December 2023
A.J. Kitchingman	**1,000**	1,000
D. S. Slingsby	**-**	51,167
M.L. Morris	**157,989**	105,489

The holding of D. S. Slingsby is included in substantial interests below. None of the directors had any beneficial interest in any contract of significance to which the company was a party, other than their employment contracts, subsisting during the year.

The holding of D. S. Slingsby in 2023 excludes a non-beneficial interest of 64,000 ordinary shares.

Going Concern

The directors have prepared trading and cash flow forecasts for the Group for the period to 31 December 2026, which include the pension scheme contributions as agreed. These forecasts indicate that the Group will be able to operate within its current banking facilities and meet its liabilities as they fall due. The Board's conclusion in this regard is strengthened by the availability of financing to the Group under its banking facilities.

The overdraft element of the Group's banking facilities has been renewed at the level of £0.5m. Whilst the Company's overdraft at 31 December 2024 was £2.16m, the Group has a mechanism whereby it can consolidate cash holdings to ensure that it stays within the agreed overdraft facility. On this basis, the Group had a positive cash balance of £0.2m at 31 December 2024 (2023: £0.2m). The Directors consider this to be adequate given the other financing options particularly the Group's £2m invoice discounting facility.

The financial statements have therefore been prepared on a going concern basis which assumes the Group will continue in operation for the foreseeable future, as a minimum for a period of at least 12 months from the date of approval of the financial statements.

However, there remains significant uncertainty in the economy due to the risk of recession in the UK. Cost increases from the uplifts in the National Minimum Wage and Employer's National Insurance contributions together with other regulatory changes could impact demand and lead to credit related issues should companies become insolvent. The impact of inflation in the Group's cost of products, employment, and overhead costs could also lead to a fall in demand as these cost increases will result in increased selling prices. The impact could be from a significant fall in demand, from customer credit losses (bad debts) or from late customer payments. These would restrict the Group's ability to generate operating cashflow. The directors have plans in place to mitigate these impacts should the need arise.

The Directors have performed sensitivities on the forecast to reflect what they consider to be severe but plausible scenarios. These sensitivities showed that the Group could continue in operation for the foreseeable future, as a minimum for a period of at least 12 months from the date of approval of the financial statements.

Substantial Interests

So far as the directors are aware these were the following substantial interests, other than those included in directors' interests, in the shares of the Company at 3 April 2025:

	Number of ordinary Shares of 25p each	Percentage Holding
M. Chadwick*	276,130	25.0%
C. J. Slingsby & R. G. Slingsby	69,955	6.4%
D. S Slingsby & F. Slingsby	67,236	6.1%
J. S. Slingsby Grandchildrens' Trust	64,000	5.8%
J. Crowther Jones & Mr. T. E. Jones	54,866	4.9%
J. H. Ridley	54,302	4.9%
H. Padfield	51,167	4.6%
A.R. Morris	41,400	3.8%
P.S. Allen & J. Allen	37,690	3.4%

* Registered in the name of Davycrest and Goodbody Nominees

Financial Instruments

The Group's financial instruments comprise cash, banking facilities, forward foreign exchange contracts and various items such as trade receivables and trade payables that arise directly from its operations. The main purpose of these financial instruments is to finance the Group's operations.

Financial risk management disclosures are included in note 22 to the accounts.

Indemnification of Directors

The Company confirms that qualifying third party indemnity insurance cover has been affected in respect of directors' and officers' liability to protect "insured persons" in respect of liabilities devolving on them for wrongful acts arising in the normal conduct of the business. This was in place throughout the last financial year and remains in force.

Audit Information

So far as each of the Directors is aware, there is no relevant information that has not been disclosed to the Company's auditors and each of the directors believes that all steps have been taken that ought to have been taken to make themselves aware of any relevant audit information and to establish that the Company's auditors have been made aware of that information.

Independent Auditors

A resolution to reappoint RSM UK Audit LLP as the Company's auditors and authorising the directors to fix their remuneration will be proposed at the Annual General Meeting.

Corporate Governance

The Company's statement on corporate governance is included in the Corporate Governance report on page 11-15 of the annual report.

Matters covered in the Strategic Report

The directors have chosen in accordance with the Companies Act 2006 S414C(11) to set out in the Company's Strategic Report information required by Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 Sch7 to be contained in the Directors' Report. Matters in relation to future developments, principal risks and uncertainties, and the stakeholder engagement statement have instead been considered in the Strategic report due to their significance and relevance to the underlying strategy of the Group.

Post Balance Sheet Event

On 11 February 2025 the Company commenced a Formal Sale Process following a review of various strategic options available to the Group and having determined that it would be appropriate to investigate the sale of the Company and decided to commence a "Formal Sale Process" (as referred to in Note 2 on Rule 2.6 of the Takeover Code).

On 1 April 2025 the Company announced the conclusion of the Formal Sale Process having not received a proposal that would lead to an offer for the Company.

By order of the Board

M. L. Morris

Company Secretary
4 April 2025

Corporate Governance

H C Slingsby plc is committed to high standards of corporate governance and has adopted the Corporate Governance Code ("the QCA Code") published by the Quoted Companies Alliance in April 2018, a full version of which is available at http://www.theqca.com. The Board explains below the extent of compliance with the QCA Code.

The Board and Committee Meetings

The Board meets on a formal basis regularly and during 2024 there were six formal board meetings. All Directors who were in office at the time attended all six board meetings held during the year. There is a Schedule of Matters specifically reserved for the Board's decision, which can be seen at www.slingsby.com; Investor Relations. There is also an established procedure for all Directors to take independent professional advice, if necessary, at the Company's expense. Additionally, all Directors have access to the advice and services of the Company Secretary and the Company maintains Directors' and officers' liability insurance. As a Director and Company Secretary, M. L. Morris seeks appropriate external advice should the need arise.

The Board comprises the following:

Andrew J. Kitchingman -
Non-Executive Chairman

Andrew Kitchingman joined the HC Slingsby plc board on 12 September 2023 as Non-Executive Chairman. He is Chairman of the Company's Remuneration and Audit Committees. Andrew is Chairman of Mpac Group plc, a non-executive Director of Andrews Sykes Group plc and Chair of the British Board of Agrément. He is a Fellow of the Institute of Chartered Accountants in England and Wales and formerly worked in corporate finance for a number of firms, including KPMG, Hill Samuel, Albert E Sharp, Brewin Dolphin and WH Ireland.

Andrew Kitchingman's service agreement specifies a rolling one month notice period.

Morgan L. Morris –
Group Chief Executive, Finance Director and Company Secretary

Morgan joined the Board as Interim Finance Director in February 2015 becoming Group Chief Executive in May 2018. Previously Morgan was Finance and Commercial Director for a speciality chemicals manufacturer and prior to that held the position of Corporate Recovery Director for Ernst & Young, as well as a range of Pan-European roles for Arthur Andersen. Morgan holds a Business Finance & Economics degree, is FCA qualified and is a licensed insolvency practitioner. He is a member of the Audit and Remuneration Committees.

Morgan Morris' service agreement specifies a rolling six month notice period.

The Board are mindful of the need to keep skills and experience up to date which is done through a combination of courses, continuing professional development through professional bodies, reading and on the job experience.

All directors are expected to devote such time as is necessary for the proper performance of their duties. Directors are expected to prioritise and attend Board meetings and Committee meetings of which they are members and any additional meetings wherever possible. After taking into consideration the availability and time commitment demanded of individual members, the Chairman was satisfied that the members of the Board were able to devote sufficient time and resource to perform their roles for the Group.

The Directors have continued their search for suitable independent non-executive Directors to bring more balance to the composition of the Board.

Audit Committee

The Audit Committee meets as required but at least twice a year. In addition to reviewing the Annual and Interim Reports prior to their release, it keeps the scope, cost effectiveness, independence and objectivity of the external auditors under review. This includes monitoring the level of non-audit fees. The external auditors attend its meetings as required.

There were two Audit Committee meetings during 2024 attended by Andrew Kitchingman and Morgan Morris.

During the year to 31 December 2024, the audit committee met to review the Interim Report, the Annual Report, to consider the suitability and monitor the internal control processes and to review the financial procedures of the Company. The audit committee reviews the findings of the external auditors and reviews accounting policies and material accounting judgements. The independence and effectiveness of the external auditor is reviewed annually, and the audit committee meets at least once per financial year with the auditors

to discuss their independence and objectivity, the Annual Report, any audit issues arising, internal control processes, auditor appointment and fee levels and other appropriate matters.

RSM UK Audit LLP have been the Group's auditor since the year ended 31 December 2016. The reappointment of the auditor is considered at the Annual General Meeting.

Remuneration Committee

The Remuneration Committee is responsible for determination of the remuneration and remuneration policy for the Group's executive directors and senior executives setting the scale and structure of such remuneration. Directors' service agreements and notice periods are reviewed with due regards to the interests of shareholders.

There was one meeting of the Remuneration Committee during 2024 which was attended by Andrew Kitchingman and Morgan Morris.

The Remuneration Committee considered and approved the amounts in the paragraph concerning exceptional items at note 3.

During the year to 31 December 2024, the remuneration committee provided a formal review of the remuneration of the Executive Director and senior employees and makes recommendations to the Board on individual remuneration packages. This includes the award of non-contractual performance related bonuses and other incentives. Remuneration packages are designed to reward, motivate, retain and recruit individuals. Bonuses are only paid in recognition of performance.

Relations with Shareholders

The Company is ready, where practicable, to enter into a dialogue with institutional and other shareholders based on the mutual understanding of objectives. The Board also uses the Annual General Meeting ("AGM") to communicate with private investors. The Directors are available to answer questions raised by shareholders at the AGM. The level of proxies lodged on each AGM resolution and the numbers for, against and withheld for each resolution are declared by the Chairman after the resolution has been dealt with on a show of hands.

Internal Controls

The Board acknowledges that it is responsible for the Group's system of Internal Control and for reviewing its effectiveness.

Reflecting the size of the Group, a key control procedure is the close day-to-day supervision of the business by the Chief Executive Officer, supported by the senior management with responsibility for key operations.

The Chief Executive Officer is involved in the budget setting process, constantly monitoring key performance indicators such as those highlighted in the business review and reviewing the management accounts on a monthly basis, noting and investigating major variances. In line with the Schedule of Matters reserves for the Board, certain matters require approval by the Board as a whole. This includes all significant capital expenditure decisions, corporate and capital structure and communications to shareholders.

The Board adopted the Quoted Companies Alliance Corporate Governance Code in 2018. The Board's views on the extent of compliance with the ten principles that comprise the QCA Code, together with an explanation of any areas of non-compliance are set out below:

Principle	Extent of current compliance	Commentary	Further disclosure(s)
Establish a strategy and business model which promote long term value for shareholders	Compliant	The relevant information concerning the Group's business model and strategy can be found in the Strategic Report within the 2024 Annual Report. Key risks and mitigating actions are detailed in the Principal Risks section of the Strategic Report within the 2024 Annual Report.	Strategic Report section of the 2024 Annual Report
Seek to understand and meet shareholder needs and expectations	Compliant	The Company's contact details are displayed on its website allowing shareholders to contact the Company if they so wish. The Company holds an Annual General Meeting to which all members are invited and during which, time is set aside to allow questions from attending members to any board member. As the Company is small, it does not have a dedicated investor relations department and so the Chairman and CEO are responsible for shareholder liaison and reviewing all communications received from members and determining the most appropriate response. The Directors believe that these methods of shareholder engagement are sufficient to support the Company's aims in meeting their needs and expectations.	www.slingsby.com; Investor Relations, AGM notices, Relations with Shareholders section above.
Take into account wider stakeholder and social responsibilities and their implications for long term success	Compliant	Directors and employees adopt a broad view during decision making to take meaningful account of the impact of the business on all key stakeholder groups. The Board recognises that the Group's long term success is reliant on the efforts of its employees, customers and suppliers and through maintaining relationships with its regulators. Feedback from employees, customer groups, suppliers and others is actively encouraged. Customer feedback is obtained from a third party operated review system. Employees have reviews with their line manager and are encouraged to provide feedback. Employees are also encouraged to express any concerns to the Board or the Human Resources Manager. All feedback is reviewed by the Board and acted upon accordingly. However, no material changes to the Company's working processes were required over the year to 31 December 2024, or more recently, as a result of stakeholder feedback received by the Company.	www.slingsby.com; Investor Relations, Corporate Governance

Principle	**Extent of current compliance**	**Commentary**	**Further disclosure(s)**
Embed effective risk management, considering both opportunities and threats, throughout the organisation	Compliant	The Group operates a system of internal controls designed (to the extent considered appropriate) to safeguard Group assets and protect the business from identified risks, including risk to reputation. As well as tight oversight exercised by the executive directors, and appropriate trained and qualified staff, the Board engages appropriate consultants to assist in identifying and managing risk. The Board obtains assurance that risk management processes and related control systems in place are effective via a review of the Group's internal risk register at Board meetings. The Board assess the register for any potential emerging risks and ensures appropriate controls are in place to mitigate against such risks should they arise.	Principal Risks section of the Strategic Report within the 2024 Annual Report
Maintain the board as a well-functioning, balanced team led by the chair	Partially compliant	The Board currently comprises one Executive Director and an Independent Non-Executive Chairman who receive high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight. The Board's current composition, given that the Board only has one independent non-executive director, represents a departure from the recommendation in the QCA Code which states that a board should have at least two independent non-executive directors. The Board has been seeking the appointment of Non-Executive Directors for some time, although historically the Company's very significant pension deficit and the highly publicised issues facing directors of public companies with a deficit on its pension fund, previously deterred candidates from accepting such a role. As stated in the 2024 Annual Report, it was the Board's intention to appoint at least one independent Non-Executive Director at the earliest opportunity. The Board intends to appoint an additional independent Non-Executive Director in due course. The Corporate Governance section of the Annual report details the number of meetings of the Board (and any committees) during the 2024 year, together with the attendance record of each director. Also described is the time commitment required from directors over 2024.	Statement by the Chairman, Board and Committee meetings section of the Corporate Governance report within the 2024 Annual Report
Ensure that between them the directors have the necessary up-to date experience, skills and capabilities	Compliant	The Board is satisfied that the current composition provides the required degree of skills, experience, diversity and capabilities appropriate to the needs of the business. Steps are taken to challenge the status quo, and encourage proper consideration of any dissenting opinion. Board composition and succession planning are subject to review taking account of the potential future needs of the business. The Board has taken external advice on the decision to enter into and the conduct of the Formal Sale Process and regarding the normal course of business as an AIM quoted company. Advice is also taken as appropriate regarding the Company's defined benefit pension scheme. The Directors rely on the Company's advisory team to keep their skills up to date and through attending market updates and other seminars provided by the advisory team, the London Stock Exchange and other intermediaries.	Board and Committee meetings section of the Corporate Governance report within the 2024 Annual Report

Corporate Governance (continued)

Principle	Extent of current compliance	Commentary	Further disclosure(s)
Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	Partially compliant	Given its size and composition and the difficulties in obtaining Directors' and Officers' insurance cover in respect of claims relating to its pension scheme, which had deterred previously suitable independent non-executive director candidates, in 2024 and previously Board evaluation has not been carried out as part of a formal process, although self-evaluation by all Board members, and feedback on the conduct and content of board meetings and the audit and remuneration committees was actively encouraged. Succession planning for the Board and other senior management appointments is considered as part of the above evaluation process, although the Directors believe that the Company has planned sufficiently for its succession planning needs in the medium-term. This process is generally unchanged from the recent previous years. Aside from the identified need for the appointment of independent non-executive directors, so as to seek to satisfy the recommendation in the QCA Code that a board should have at least two independent non-executive directors, during the year ended 31 December 2024, the Board's informal assessment did not find any shortcoming in Board or committee effectiveness and did not lead to any material recommendations for any changes. The Board intends that a more structured performance review system will exist in the future.	None.
Promote a corporate culture that is based on ethical values and behaviours	Compliant	The Board promotes high ethical and moral standards. The Board and all employees expect to be judged by, and accountable for their actions. The employment handbook contains relevant information. It is the Board's view that the Company's corporate culture is consistent with its objectives, strategy and business model. A large part of the Company's activities is centred upon what needs to be an open and respectful dialogue with employees, customers and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Board has adopted an employment handbook which provides a framework for ethical decision-making and actions across the Group. The employment handbook reiterates the Group's commitment to integrity and fair dealing in its business affairs and its duty of care to all employees, contractors and stakeholders. The Board are prepared to take appropriate action against unethical behaviour, violation of company policies or misconduct. The Board are also informed of any material enquiries from employees through site managers and when necessary the Chief Executive Officer is available to employees on a direct enquiry basis. The Company is committed to providing a safe environment for its staff and all other parties for which the Company has a legal or moral responsibility in this area.	www.slingsby.com; Investors Relations, Corporate Governance

Principle	Extent of current compliance	Commentary	Further disclosure(s)
Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	Non-compliant	Given the current size and scale of the Company's current operations and its Board, the Company does not publish the full terms of reference of these committees. The audit committee comprises Morgan Morris and Andrew Kitchingman who is chair. The remuneration committee comprises Morgan Morris and Andrew Kitchingman who is chair. Morgan Morris and Andrew Kitchingman recuse themselves from committee meetings as regards their own remuneration. The Company does not have a nomination committee, as the need for appointments and decisions regarding Director appointments are considered by the Board as a whole. The Board currently comprises one Executive Director and an independent non-executive chairman. The Board is therefore currently non-compliant with the recommendation in the QCA Code that a board should have at least two independent non-executive directors. The Company is seeking appropriate further non executive director candidates to join the Board, as part of its planned evolution of its governance framework and its committees. The roles of Chairman and Chief Executive are separated. The Chief Executive is responsible for the operating performance of the Company and its subsidiaries, whilst the Chairman is responsible for the running of the Board. Details of the Schedule of Matters specifically reserved for the Board's decision can be found at www.slingsby.com; Investor Relations.	Board and Committee meetings section of the Corporate Governance report within the 2024 Annual Report
Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders	Compliant	The Board attaches great importance to providing shareholders with clear and transparent information on the Group's activities and strategy. Details of all shareholder communications are provided on the Company's website, including historical annual reports and governance related material together with notices of all general meetings for the last five years. From 2019 the Company discloses outcomes of all general meeting votes. Where a significant proportion of votes (e.g. 20% of independent votes) have been cast against a resolution at any general meeting, the Board will post this on the Company's website and will include, on a timely basis, an explanation of what actions it intends to take to understand the reasons behind that vote result, and, where appropriate, any different action it has taken, or will take, as a result of the vote. The Company lists contact details on its website and on all announcements released via RNS, should shareholders wish to communicate with the Board. The Company's Remuneration Committee does not produce a public report on its work over the year, although details in relation to the Remuneration Committee can be found in the Corporate Governance report within the 2024 Annual Report and below and details of the directors' remuneration can be found in note 5 of the 2024 Annual Report. The Company's Audit Committee does not produce a public report on its work over the year, as any key findings are instead considered by the Board. Details of the 'key audit matters', as determined by the Company's auditor, RSM UK Audit LLP, can be found in the Independent Auditors' Report to the Members of H C Slingsby plc in the 2024 Annual Report. The outcomes of historical AGMs and GMs can be viewed on the company website as well as RNS announcements made by the Company.	www.slingsby.com; Investor Relations and Board and Committee meetings section of the Corporate Governance report within the 2024 Annual Report

On behalf of the Board

Andrew J. Kitchingman

Non-Executive Chairman
4 April 2025

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare group and company financial statements for each financial year. The directors have elected under company law and are required by the AIM Rules of the London Stock Exchange to prepare group financial statements in accordance with UK adopted international accounting standards and have elected under company law to prepare the company financial statements in accordance with UK adopted international accounting standards and applicable law.

The group and company financial statements are required by law and UK adopted international accounting standards to present fairly the financial position of the group and the company and the financial performance of the group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group for that period.

In preparing each of the group and company financial statements, the directors are required to:

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

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

c. state whether they have been prepared in accordance with UK adopted international accounting standards;

d. 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 comply with the requirements of 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 corporate and financial information included on the H C Slingsby plc website.

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

By order of the Board

M. L. Morris

Company Secretary
4 April 2025

Independent Auditors' Report to the Members of H C Slingsby plc

Opinion

We have audited the financial statements of H C Slingsby plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated Income Statement, the Statement of Consolidated Comprehensive Income, the Statement of Consolidated and Company Changes in Shareholders' Equity, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Cash Flow Statement, the Company Cash Flow Statement, the Note to the Cash Flow Statements and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted International Accounting Standards and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards;
- the Parent Company financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards and as applied in accordance with the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Summary of our audit approach

Key audit matters	**Group and parent company** • Inventory Valuation / Obsolescence Provision
Materiality	**Group** • Overall materiality: £58,500 (2023: £84,000) • Performance materiality: £43,800 (2023: £63,000) **Parent Company** • Overall materiality: £34,000 (2023: £56,000) • Performance materiality: £25,500 (2023: £42,000)
Scope	Our audit procedures covered 100% of revenue, total assets and of profit before tax.

Key audit matters

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

Independent Auditors' Report to the Members of H C Slingsby plc (continued)

Inventory Obsolescence Provision	
Key audit matter description	At 31 December 2024, the Group and Parent Company balance sheet records inventory of £2,672k (2023: £2,643k). This amount is net of an inventory provision of £927k (2023: £891k). Further details on the inventory provision can be found in Note 1 and Note 17. Given the type of industry which the Group operates within, inventory items can be seasonal or change with current trends. We consider a significant risk exists in respect of the inventory obsolescence provision based on the ability to sell inventory based on the aforementioned factors and have therefore determined that the inventory obsolescence provision is a key audit matter. Management applies a mechanical approach to the level of provisioning applied based on the ageing of inventory. Management also applies an additional non-mechanical provision to 'top-up' the total inventory provision to a provision which is deemed reflective of the Group's ability to generate profit from the sale of inventory items in the future. As described in Note 1 to the financial statements, management considered the nature and condition of inventory, its age, as well as applying assumptions around anticipated saleability of finished goods and future usage of raw materials. As such, the inventory provisioning process involves significant elements of judgement and estimates primarily in relation to the percentage of provision applied to different categories of aged inventory and assumptions around anticipated saleability.
How the matter was addressed in the audit	We addressed the matter by: • Assessing the appropriateness of management's inventory provision calculations including testing the accuracy of data used and the mathematical accuracy of the provisioning model; • Discussing the basis of both the mechanical and 'top-up' provision to understand the rationale, key supporting information and any changes in the calculation method from the prior year; • Assessing the accuracy of the prior year provision by considering information from the current year to determine if the provision was reasonable; • Performing sensitivity analysis on the key inputs to the model/workings based on detailed inventory reporting obtained from management; • Using data analytic tools to assess the sale of inventory in both the year and post year end to assess if inventory had been sold at below cost in the periods assessed; • Reviewing the level of sales of inventory product lines over a three-year period to ascertain the last sale date of inventory and review any inventory items which had not been sold within the assessed period; • Developing an auditor's point estimate, considering historical and current experiences seen by the Group and expected future trends; and • Reviewing the disclosures within the financial statements for compliance with the financial reporting framework.

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	£58,500 (2023: £84,000)	£34,000 (2023 £56,000)
Basis for determining overall materiality	7.1% of a 3-year averaged profit before interest, depreciation, amortisation, exceptional costs and other restructuring costs.	7.0% of a 3-year averaged profit before interest, depreciation, amortisation and exceptional costs.
Rationale for benchmark applied	The adjusted measure has been selected on the basis that it is of the most relevance to the users of the financial statements and excludes the impact of one-off exceptional and other restructuring costs.	The adjusted measure has been selected on the basis that it is of the most relevance to the users of the financial statements and excludes the impact of exceptional costs.
Performance materiality	£43,800 (2023: 63,000)	£25,500 (2023: £42,000)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £2,920 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £1,700 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

A specific performance materiality was applied to accruals balances for the Group and Parent Company which was set at approximately 50% of performance materiality being £21,500 and £12,500 respectively. This was a targeted response in relation to findings we identified in the previous year's audit.

An overview of the scope of our audit

The Group consists of 2 components, both of which are based in the UK.

The coverage achieved by our audit procedures was:

	Number of components	Revenue	Total assets	Profit before tax
Full scope audit	2	100%	100%	100%
Specific audit procedures	-	-	-	-
Total	**2**	**100%**	**100%**	**100%**

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 reviewing and evaluating management's latest forecasts and plans, considering the appropriateness and sensitivity of the key assumptions, and reviewing the key terms of borrowing facilities. This included reviewing downside scenarios which take account of lower than forecast sales or a reduction in the current level of facilities available. These forecasts are prepared in respect of the period to 31 December 2026. At 31 December 2024, the Group had cash and cash equivalent balances of £2,366k (2023: £2,449k) and cash and cash equivalent balances net of overdrafts and invoice financing liabilities totalling £553k liability (2023: £205k asset).

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.

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

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 15, 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 framework that the Group and Parent Company operate in and how the Group and Parent Company are complying with the legal and regulatory framework;
- enquired 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 audit engagement team included:
IFRS/UK-adopted IAS and Companies Act 2006	• Review of the financial statement disclosures and testing to supporting documentation; • Completion of disclosure checklists to identify areas of non-compliance.
Tax compliance regulations	• Inspection of advice received from external tax advisors where available; • Inspection of correspondence with local tax authorities where available; • Consideration of whether any matter identified during the audit required reporting to an appropriate authority outside the entity.

We have identified no indirect laws and regulations which we believe would have a material impact on the financial statements.

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

Risk	Audit procedures performed by the audit engagement team:
Revenue recognition – Cut Off	• Documenting and reconfirming our understanding of the processes, systems and controls in place relating to the revenue transaction cycle; • Considering the appropriateness of the revenue recognition accounting policy in the context of our understanding of the business and re-evaluated whether the revenue recognition policy is consistently applied to revenue transactions around the financial year end; and • Performing substantive revenue cut off testing on transactions around the year end to test whether revenue has been recorded in the correct period based on the recognition criteria under IFRS 15.
Management override of controls	• Testing the appropriateness of journal entries and other adjustments on risk-based criteria and comparing the identified entries to supporting documentation; • Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and • Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

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.

Andrew Allchin FCA
(Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants, Central Square, Fifth Floor,
29 Wellington Street, Leeds LS1 4DL
4 April 2025

Consolidated Income Statement

For the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Revenue	2	**20,773**	22,642
Cost of sales		**(13,587)**	(14,511)
Gross profit		**7,186**	8,131
Distribution costs		**(4,756)**	(5,078)
Administrative expenses		**(2,931)**	(2,423)
Operating (loss)/profit before exceptional items		**(123)**	630
Exceptional items	3	**(378)**	-
Operating (loss)/profit	6	**(501)**	630
Finance income	7	**10**	12
Finance costs	8	**(278)**	(285)
(Loss)/profit before taxation and exceptional items		**(391)**	357
Exceptional items	3	**(378)**	-
(Loss)/profit before taxation		**(769)**	357
Taxation	9	**168**	(124)
(Loss)/profit for the year attributable to owners of the parent		**(601)**	233
Basic and diluted weighted average (loss)/earnings per share	10	**(56.8p)**	22.2p

All (losses)/profits of the Group arise from continuing operations.

Statement of Consolidated Comprehensive Income

For the year ended 31 December 2024

	Note	**2024**	2023
		£'000	£'000
(Loss) / profit for the year		**(601)**	233
Items that will not be reclassified to profit or loss:			
Remeasurements of post-employment benefit obligations	23	**153**	(408)
Movement in deferred tax relating to retirement benefit obligation	16	**(39)**	102
Other comprehensive (expense)/income		**114**	(306)
Total comprehensive expense for the year attributable to equity shareholders		**(487)**	(73)

All total comprehensive (expense)/income of the Group arise from continuing operations.

Statement of Consolidated and Company Changes in Shareholders' Equity

For the year ended 31 December 2024

	Share capital	Share premium	Retained earnings	Total equity
Group	£'000	£'000	£'000	£'000
1 January 2023	**262**	**24**	**4,033**	**4,319**
Profit for the year	-	-	233	233
Other comprehensive expense for the year	-	-	(306)	(306)
Total comprehensive expense for the year	-	-	(73)	(73)
1 January 2024	**262**	**24**	**3,960**	**4,246**
Loss for the year	-	-	(601)	(601)
Other comprehensive income for the year	-	-	114	114
Total comprehensive expense for the year	-	-	(487)	(487)
Issue of shares	14	144	-	158
31 December 2024	**276**	**168**	**3,473**	**3,917**

	Share capital	Share premium	Retained earnings	Total equity
Company	£'000	£'000	£'000	£'000
1 January 2023	**262**	**24**	**2,377**	**2,663**
Profit for the year	-	-	22	22
Other comprehensive expense for the year	-	-	(306)	(306)
Total comprehensive expense for the year	-	-	(284)	(284)
1 January 2024	**262**	**24**	**2,093**	**2,379**
Loss for the year	-	-	(653)	(653)
Other comprehensive income for the year	-	-	114	114
Total comprehensive expense for the year	-	-	(539)	(539)
Issue of shares	14	144	-	158
31 December 2024	**276**	**168**	**1,554**	**1,998**

Consolidated Balance Sheet

As at 31 December 2024

	Note	2024	2023
		£'000	£'000
Assets			
Non-current assets			
Property, plant and equipment	13	**5,270**	5,355
Other intangible assets	14	**323**	293
Goodwill	14	**700**	700
Deferred tax asset	16	**896**	1,443
		7,189	7,791
Current assets			
Inventories	17	**2,672**	2,643
Trade and other receivables	18	**2,936**	2,961
Derivative financial asset	20	**19**	-
Cash and cash equivalents		**2,366**	2,449
		7,993	8,053
Liabilities			
Current liabilities			
Trade and other payables	19	**(5,396)**	(5,043)
Derivative financial liability	20	**-**	(2)
Lease obligations	21	**(22)**	(21)
		(5,418)	(5,066)
Net current assets		**2,575**	2,987
Non-current liabilities			
Lease obligations	21	**(70)**	(92)
Retirement benefit obligation	24	**(5,777)**	(5,772)
Deferred tax liabilities	16	**-**	(668)
Net assets		**3,917**	4,246
Capital and reserves			
Share capital	25	**276**	262
Share Premium	25	**168**	24
Retained earnings	25	**3,473**	3,960
Total equity		**3,917**	4,246

The financial statements on pages 22 to 54 were approved by the Board of Directors on 4 April 2025 and were signed on its behalf by:

M. L. Morris
Director

H C Slingsby plc
Registered Number: 00452716

Company Balance Sheet

As at 31 December 2024

	Note	2024 £'000	2023 £'000
Assets			
Non-current assets			
Property, plant and equipment	13	**5,179**	5,241
Intangible assets	14	**268**	168
Investment in subsidiaries	15	**1,517**	1,517
Deferred tax asset	16	**905**	1,443
		7,869	8,369
Current assets			
Inventories	17	**2,672**	2,643
Trade and other receivables	18	**2,487**	2,602
Derivative financial asset	20	**19**	-
Cash and cash equivalents		**197**	180
		5,375	5,425
Liabilities			
Current liabilities			
Trade and other payables	19	**(5,469)**	(5,000)
Derivative financial liability	20	**-**	(2)
		(5,469)	(5,002)
Net current (liabilities)/assets		**(94)**	423
Non-current liabilities			
Retirement benefit obligation	24	**(5,777)**	(5,772)
Deferred tax liabilities	16	**-**	(641)
Net assets		**1,998**	2,379
Capital and reserves			
Share capital	25	**276**	262
Share premium	25	**168**	24
Retained earnings	25	**1,554**	2,093
Total equity		**1,998**	2,379

As permitted by Section 408 of the Companies Act 2006, the company has not published its own income statement. The loss of the Company for the financial year was £653,000 (2023: profit of £22,000).

The financial statements on pages 22 to 54 were approved by the Board of Directors on 4 April 2025 and were signed on its behalf by:

M. L. Morris
Director

H C Slingsby plc
Registered Number: 00452716

Consolidated Cash Flow Statement

For the year ended 31 December 2024

	Note	2024	2023
		£'000	£'000
Cash flows from operating activities			
Cash (used in) / generated from operations		**(475)**	656
Interest paid		**(2)**	(1)
UK corporation tax paid		**(83)**	(114)
Cash (used in) / generated from operating activities		**(560)**	541
Cash flows from investing activities			
Interest received		**10**	12
Purchase of property, plant and equipment		**(262)**	(201)
Proceeds from sales of property, plant and equipment		**77**	23
Purchase of intangible assets		**(155)**	(170)
Net cash used in investing activities		**(330)**	(336)
Cash flows from financing activities			
Proceeds from share issue		**158**	-
Capital element of lease payments	21	**(26)**	(26)
Increase in invoice financing		**755**	-
(Decrease)/increase in overdraft		**(80)**	27
Net cash generated from financing activities		**807**	1
Net (decrease)/increase in cash and cash equivalents		**(83)**	206
Opening cash and cash equivalents		**2,449**	2,243
Closing cash and cash equivalents		**2,366**	2,449

Cash and cash equivalents included above is the gross value and does not include amounts due in relation to the bank overdraft and invoice finance facilities of £2.92m (2023: £2.24m) in the values presented above.

Company Cash Flow Statement

For the year ended 31 December 2024

	Note	2024	2023
		£'000	£'000
Cash (used in) / generated from operations			
Interest paid		**(540)**	293
UK corporation tax paid		**(2)**	(1)
Cash (used in) / generated from operating activities		**-**	(30)
Cash flows from investing activities		**(542)**	262
Interest received			
Purchase of property, plant and equipment		**10**	12
Proceeds from sales of property, plant and equipment		**(261)**	(197)
Purchase of intangible assets		**77**	23
Net cash used in investing activities		**(100)**	(170)
Cash flows from financing activities		**(274)**	(332)
Cash flows from financing activities			
Proceeds from share issue		**158**	-
Increase in invoice financing		**755**	-
(Decrease)/increase in overdraft		**(80)**	27
Net cash generated from financing activities		**833**	27
Net increase/(decrease) in cash and cash equivalents		**17**	(43)
Opening cash and cash equivalents		**180**	223
Closing cash and cash equivalents		**197**	180

Cash and cash equivalents included above is the gross value and does not include amounts due in relation to the bank overdraft and invoice finance facilities of £2.92m (2023: £2.24m) in the values presented above.

Note to the Cash Flow Statements

For the year ended 31 December 2024

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Cash generated from operating activities				
(Loss)/profit before tax	**(769)**	357	**(803)**	76
Net finance costs	**268**	273	**263**	266
Depreciation and amortisation	**466**	390	**317**	260
Defined benefit pension scheme contributions paid	**(165)**	(405)	**(165)**	(405)
Amounts reimbursed from pension scheme	**52**	-	**52**	-
Profit on sale of property, plant and equipment	**(23)**	(23)	**(23)**	(23)
(Increase)/decrease in inventories	**(29)**	40	**(29)**	40
Decrease/(increase) in trade and other receivables	**25**	1	**116**	(107)
(Decrease)/increase in trade and other payables	**(279)**	21	**(247)**	184
(Increase)/decrease in derivative financial instruments	**(21)**	2	**(21)**	2
Cash (used in)/generated from operating activities	**(475)**	656	**(540)**	293

The exceptional items as disclosed in the Income Statement have been fully paid during 2024 and therefore the cash used in operating activities includes these amounts in full.

Notes to the Accounts

1. Accounting Policies

Basis of Preparation

H C Slingsby plc is a public limited company (limited by shares) with its ordinary shares traded on the AIM market of the London Stock Exchange. It is incorporated and domiciled in the United Kingdom with its registered office at Otley Road Baildon, West Yorkshire BD17 7LW.The company is registered in England and Wales with a registered number of 452716.

The Group's principal activity comprises the merchanting and distribution of a highly diversified range of industrial and commercial equipment, primarily consisting of incidental purchasing supplies.

The financial accounts are prepared in Sterling, which is the functional currency of the group. Monetary amounts in these statements are rounded to the nearest £'000.

The principal accounting policies adopted in the preparation of these financial statements, which have been applied consistently to all years presented, are set out below.

The financial statements have been prepared in accordance with UK adopted international accounting standards. The financial statements are prepared under the historical cost convention on a going concern basis, except for derivative financial instruments which are measured at fair value through profit or loss.

Going concern

The directors have prepared trading and cash flow forecasts for the Group for the period to 31 December 2026, which include the pension scheme contributions as agreed. These forecasts indicate that the Group will be able to operate within its banking facilities and meet its liabilities as they fall due. The Board's conclusion in this regard is strengthened by the availability of financing to the Group under its banking facilities.

The overdraft element of the Group's banking facilities has been renewed at the level of £0.5m. Whilst the Company's overdraft at 31 December 2024 was £2.16m, the Group has a mechanism whereby it can consolidate cash holdings to ensure that it stays within the agreed overdraft facility. On this basis, the Group had a positive cash balance of £0.2m at 31 December 2024 (2023: £0.2m). The Directors consider this to be adequate given the other financing options particularly the Group's £2m invoice discounting facility.

The financial statements have therefore been prepared on a going concern basis which assumes the Group will continue in operation for the foreseeable future, as a minimum for a period of at least 12 months from the date of approval of the financial statements.

However, there remains significant uncertainty in the economy due to the risk of recession in the UK. Cost increases from the uplifts in the National Minimum Wage and Employer's National Insurance contributions together with other regulatory changes could impact demand and lead to credit related issues should companies become insolvent. The impact of inflation in the Group's cost of products, employment, and overhead costs could also lead to a fall in demand as these cost increases will result in increased selling prices. The impact could be from a significant fall in demand, from customer credit losses (bad debts) or from late customer payments. These would restrict the Group's ability to generate operating cashflow. The directors have plans in place to mitigate these impacts should the need arise.

New accounting standards and interpretations

The Group and Company financial statements have been prepared in accordance with UK Adopted International Accounting Standards effective as at 31 December 2024.

Where applicable, the following amendments to accounting standards were adopted by the Group on the effective date during the current year, but have not had any material impact on the amounts reported in these financial statements. The Group has applied these standards in the preparation of the financial statements and has not adopted any new or amended standards early.

- Amendments to IFRS 16 – Lease liability in a sale and leaseback
- Amendments to IAS 1 – Classification of liabilities as current or non-current
- Amendments to IAS 7 and IFRS 7 – Supplier finance arrangements

Standards issued but not yet effective

Any new or amended Accounting Standards or interpretations that are not yet mandatory (and in some cases, had not yet been endorsed by the UK Endorsement Board) have not been early adopted by the Group for the year ended 31 December 2024. They are as follows:

- Amendments to IAS 21 – Lack of exchangeability
- Amendments to IFRS 9 and IFRS 7 - Amendments to the classification and measurement of financial instruments
- Amendments to IFRS 1 - First time adoption of IFRS
- Amendments to IFRS 7 - Financial instruments disclosures
- Amendments to IFRS 9 - Financial instruments
- Amendments to IFRS 10 – Consolidated financial statements
- Amendments to IAS 7 – Statement of cash flows

- Amendments to IFRS 9 and IFRS 7 – Contracts referencing nature dependent electricity
- IFRS 18 – Presentation and Disclosure in Financial Statements
- IFRS 19 – Subsidiaries without Public Accountability
- Amendments to IFRS 10 and IAS 28 – Sale or contribution of assets between an investor and its associate or joint venture

The Directors do not expect that the adoption of these Standards or Interpretations in future periods will have a material impact on the financial statements of the Company or the Group.

Basis of Consolidation

The financial statements of the Group consolidate the financial statements of H C Slingsby plc and its subsidiaries up to 31 December 2024 using the acquisition method of accounting. Subsidiaries are entities over which the Group has the power to govern the financial and operating policies and is exposed to, or has rights to, variable returns. The results of subsidiary undertakings acquired during a financial period are included from the date on which control is transferred to the group. Intra-Group sales, Intra-Group balances and Intra-Group profits are eliminated fully on consolidation, and consistent accounting policies have been adopted across the Group.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values for the assets transferred and the liabilities incurred to the former owners of the acquired entity. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition related costs are expensed as incurred. Where the Group makes a purchase of trade and assets, such assets are capitalised as tangible and intangible assets as appropriate.

Accounting Estimates and Judgements

The preparation of these financial statements requires management to make estimates and judgements that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue during the reporting year. Actual results could materially differ from these estimates.

The estimates and judgements made in the process of applying the Group's accounting policies that have the most significant effect on the amount recognised in the financial statements and the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Estimates and judgements with significant effect on the financial statements:

- **Impairment of goodwill and intangible assets.** The Directors review whether goodwill is impaired on an annual basis which requires an estimation of the value in use of the cash generating units to which the goodwill, and any intangible assets, are allocated. This involves estimation of future cash flows and choosing a suitable discount rate (see note 14 for further disclosure). As disclosed in note 14, the results for the year ended 31 December 2024 include an impairment charge of £nil (2023: £nil).
- **Actuarial assumptions used in the calculation of the defined benefit pension scheme liability.** Measurement of the defined benefit pension obligations requires estimation of future changes in salaries and inflation, as well as mortality rates, and the selection of a suitable discount rate. Defined benefit pension obligations at the reporting date were valued at £5.78m (2023: £5.77m). See note 24 for further information.
- **Allowances against the valuation of inventories.** Inventories are stated at the lower of cost and net realisable value. When estimating the net realisable value of inventories, management considers the nature and condition of inventory, its age, as well as applying assumptions around anticipated saleability of finished goods and future usage of raw materials. The inventory provision at the reporting date amounted to £927,000 (2023: £891,000) (see note 17 for the net carrying amount of inventories and details of the provisions made).
- **Deferred tax estimation.** Recognition of deferred tax assets and liabilities involves making a series of assumptions. As far as deferred tax assets are concerned, their realisation ultimately depends upon taxable profits being available in the future. Deferred tax assets are recognised only when it is probable that taxable profits will be available against which the deferred tax asset can be utilised and it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the directors making judgements within their overall tax-planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability. At 31 December 2024 the group has recognised deferred tax assets of £1,584,000 (2023: £1,443,000) and deferred tax liabilities of £688,000 (2023: £668,000). See note 16 for disclosure of the group's deferred tax assets and liabilities.
- **Measurement of lease liabilities.** In determining the lease term management have to make key judgements to assess whether they are reasonably certain to exercise, or not to exercise, options to extend or terminate a lease. This assessment is made at the start of the lease and is re-assessed if significant events or changes in circumstances occur that are within the lessee's control. The Company has one lease with an end date of 16 March 2029 and a break clause 17 March 2026. Management have considered it reasonably certain it will not exercise the break clause on the basis of the use of the lease in the continuing operations of the Company.

Revenue and Recognition of Income

Revenue and Recognition of Income

Revenue comprises the fair value of the consideration received or receivable from the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the group.

Revenue from the sale of goods is recognised when the goods are dispatched to the customer. Revenue relating to contract work is recognised as contract activity progresses and the right to consideration is earned. Contract revenue relates to the design, supply and installation of storage systems/equipment, partitioning and mezzanine floors. Contracts are usually less than six months in length and, therefore, the level of accrued and deferred income (presented in prepayments and accruals respectively) is immaterial to the financial statements and has not been separately disclosed. The Group sells additional service and maintenance on some of the products it sells. Revenue in relation to this is recognised on the completion of such service being provided. Such tasks are completed in a matter of days, resulting in no accrued or deferred income at the year end.

Consideration is given to returns made post year end and an adjustment to revenue is recorded to reflect the reduction in sales.

Contracts with customers for the supply and installation of goods are typically fixed price based on agreed amounts and invoiced on completion to the customer in line with the standard terms and conditions of the group. Typically, the Group's standard payment terms are 30 days from date of invoice but certain customers have longer agreed terms.

Employee Benefits

The Group operates a defined benefit and a defined contribution pension scheme for its employees.

Defined benefit scheme: The pension liability recognised in the balance sheet in respect of the defined benefit scheme is the present value of the defined benefit obligation at the balance sheet date less the fair value of the scheme assets. The defined benefit obligation is calculated tri-annually by independent actuaries using the projected unit credit method and this valuation is updated at each balance sheet date. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that have terms to maturity approximating to the terms of the related pension liability.

Past service costs and settlement gains are recognised immediately in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in full in the statement of comprehensive income in the period in which they arise.

Defined contribution scheme: contributions payable are charged to the income statement in the accounting year in which they are incurred. The group has no further payment obligations once the contributions have been paid to this scheme.

Leases

On commencement of a contract which gives the Group the right to use assets for a period of time in exchange for consideration, the Group recognises a right-of-use asset and a lease liability unless the lease qualifies as a 'short-term' lease (term is twelve months or less with no option to purchase the lease asset) or a 'low-value' lease (where the underlying asset is £4,000 or less when new).

The lease liability is initially measured at the present value of the lease payments during the lease term discounted using the interest rate implicit in the lease, or the incremental borrowing rate if the interest rate implicit in the lease cannot be readily determined. The lease term is the non-cancellable period of the lease plus extension periods that the Group is reasonably certain to exercise and termination periods that the Group is reasonably certain not to exercise. Lease payments include fixed payments, less any lease incentives receivable, variable lease payments dependant on an index or a rate and any residual value guarantees.

The lease liability is subsequently increased for a constant periodic rate of interest on the remaining balance of the lease liability and reduced for lease payments. Interest on the lease liability is recognised in the income statement. Variable lease payments not included in the measurement of the lease liability as they are not dependent on an index or rate, are recognised in profit or loss in the period in which the event or condition that triggers those payments occurs.

Foreign Currency

Items included in the financial statements of each of the Group entities are measured using the currency of the primary economic environment which the entity operates (the functional currency which is GBP). The consolidated financial statements are presented in GBP which is the Group's presentational currency.

Foreign currency transactions are translated using exchange rates prevailing at the date of the transactions or, where forward currency contracts have been taken out, at contractual rates. Monetary assets and liabilities are translated at exchange rates ruling at the end of each financial year. Gains and losses on retranslation are recognised in the income statement.

Property, Plant and Equipment

Property, plant and equipment is stated at cost net of accumulated depreciation and any provision for impairment. Cost comprises purchase cost together with any incidental costs of acquisition. Depreciation is provided to write off the cost less the estimated residual value of the property, plant and equipment by equal instalments over their estimated useful economic lives. The asset's residual values and useful economic lives are reviewed, and adjusted as appropriate, at each balance sheet date. The following rates are applied:

Freehold buildings	–	2% per annum
Short leasehold property	–	10% per annum

Plant and equipment and fixtures and fittings	–	10% – 20% per annum
Motor vehicles	–	25% per annum
Computer equipment	–	33% per annum

Freehold land is not depreciated.

A right-of-use asset is recognised at commencement of the lease and initially measured at the amount of the lease liability, plus any incremental costs of obtaining the lease and any lease payments made at or before the leased asset is available for use by the Group.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses. Right-of-use assets are depreciated on a straight-line basis over the earlier of the lease term or the useful economic life of the asset.

Intangible Assets

Intangible assets are stated at cost less accumulated amortisation. They are recognised if it is probable that there will be future economic benefits attributable to the asset, the cost of the asset can be measured reliably, the asset is separately identifiable and there is control over the use of the asset. The assets are amortised over the period which the Group expects to benefit from these assets. A provision is made for any impairment in value if applicable.

Intangible assets purchased through an acquisition are measured at fair value at inception. This relates to the brand and domain names and customer lists acquired through the purchase of ESE Direct Limited.

IT software costs are amortised on a straight-line basis at a rate of 33% per annum.

Brand and domain names and customer lists are amortised on a straight-line basis at 5% to 33% per annum.

Goodwill

Goodwill arising on acquisitions comprises the excess of the fair value of the consideration for investments in subsidiary undertakings over the fair value of the net identifiable assets acquired at the date of the acquisition. Goodwill arising on acquisitions is included in intangible assets.

Goodwill is not amortised but is tested annually for impairment and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. Each of those cash-generating units represents the lowest level within the group at which the associated level of goodwill is monitored for management purposes and are not larger than the operating segments determined in accordance with IFRS8 "Operating Segments".

Impairment of non-financial assets

Assets not subject to amortisation are tested annually for impairment. Assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets, other than goodwill that suffered an impairment, are reviewed for possible reversal of the impairment at each reporting date.

Investments in subsidiaries

Investments are stated at cost, less provision for impairment where necessary. Impairment is considered within the Impairment of non-financial assets section.

Deferred taxation

Deferred taxation is recognised, using the full liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. Deferred taxation is determined using tax rates (and laws) that have been enacted, or substantively enacted, by the balance sheet date, and are expected to apply when the related deferred taxation asset is realised or deferred taxation liability is settled.

Deferred taxation assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

Exceptional items

The Group's income statement separately identifies exceptional items. Such items are those that, in the Directors' judgement, are one-off in nature or non-operating and need to be disclosed separately by virtue of their size or incidence. In determining whether an item should be disclosed as an exceptional item, the Directors consider quantitative as well as qualitative factors such as the frequency, predictability of occurrence and significance. Disclosing exceptional items separately provides additional understanding of the performance of the Group.

Inventories

Inventories which include raw materials and work in progress, finished goods and goods for resale are stated at the lower of cost and net realisable value. Raw materials are valued on a first in-first out basis. The cost of work in progress and finished goods includes an appropriate proportion of production overheads.

Net realisable value is based on estimated selling price less additional costs to completion or disposal. Allowance is made for obsolete, defective and slow-moving items based on annual usage and age.

Financial assets other than derivatives

The Group classifies its financial assets as subsequently measured at amortised cost under IFRS 9 if they meet both of the following criteria:

- Hold to collect business model test. The asset is held within a business model whose objective is to hold the financial asset in order to collect contractual cash flows; and
- Solely payments of principal and interest (SPPI) contractual cash flow characteristics test. The contractual terms of the financial asset give rise to cash flows that are SPPI on the principal amount outstanding on a specified date.

Financial assets include trade receivables, amounts due from subsidiaries and cash and cash equivalents.

Trade and Other Receivables

Trade and other receivables that do not contain a significant financing component are initially recognised at fair value and subsequently held at amortised cost less provision for impairment.

An expected credit loss model broadens the information that the Group is required to consider when determining its expectations of impairment. Under this model, expectations of future events must be taken into account and this could result in the earlier recognition of impairments.

Trade Catalogues

Expenditure relating to the production and distribution of the main catalogue and supplementary mailings is written off in the financial statements in the year when the catalogue is produced.

Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and excludes amounts in respect of the overdraft.

Financial liabilities

Financial liabilities are classified as either financial liabilities at amortised cost or financial liabilities at fair value through profit or loss. Financial liabilities include trade and other payables, derivative financial instruments and bank borrowings.

Trade and other payables

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

Borrowings (including bank overdraft and invoice financing facilities)

Borrowings are recognised at fair value and subsequently measured at amortised cost using the effective interest method. Borrowings relate to the overdraft and invoice finance facilities which are presented in trade and other payables. Overdraft balances are presented gross from cash balances as the Directors believe this best reflects the financing of the Group's activities.

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date a contract is entered into and are subsequently re-measured at their fair value at each balance sheet date. The resulting gain or loss is recognised directly in the income statement. The Group does not apply hedge accounting in respect of its financial instruments, nor does it trade in any financial instruments.

Share capital

Ordinary shares are classified as equity. Amounts received in excess of the nominal value of share capital are included in share premium. Incremental costs directly attributable to the issue of new shares are shown in share premium as a deduction, net of tax, from the proceeds.

Dividends

Final dividends proposed by the board are recognised in the financial statements when they have been approved by shareholders. Interim dividends are recognised when they are paid.

Current taxation

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items that are not taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted.

Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The tax expense for the year comprises current and deferred tax that is recognised in the income statement, except that it relates to items recognised in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity respectively.

2. Segmental Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer.

The Group only has one business segment, which is its principal activity, being the merchanting and distribution of industrial and commercial equipment. All the Group's revenue, profits/(losses), assets and liabilities are wholly attributable to that business segment. Sales made by the Group are to customers in the UK and Ireland with an insignificant proportion made to customers in the rest of the world.

3. Exceptional items

	2024	2023
	£'000	£'000
Payment for loss of office for Dominic Slingsby	199	-
Bonus issued to Morgan Morris	179	-
	378	-

The Group has incurred costs of £0.38m (2023: £nil) within the year which the Board have classified as exceptional items within the financial statements.

£0.2m of exceptional costs relate to the payment for the loss of office to Dominic Slingsby following his retirement from the Board in March 2024. The Board believe this to be an exceptional item due to its size and non-recurring nature.

£0.18m of exceptional costs relate to a bonus paid to Morgan Morris. Under powers governing the issue of shares granted at the last Annual General Meeting, the Company issued 52,500 shares to Morgan Morris which he paid for from the proceeds of a bonus of £157,500. Under the terms of the of the bonus payment, Morgan Morris had to use the proceeds of the bonus payment (£157,500) to pay for the shares issued in the Company. The Board have accounted for this re-payment to the Company as an increase in the share premium (reflecting the amount paid for the shares in excess of their nominal value of 25p. The total cost to the Company was £0.18m inclusive of employer's national insurance contributions. The Board believes this to be an exceptional item due to its size and non-recurring nature.

4. Employee Information

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Staff costs				
Wages and salaries	3,609	3,339	3,105	2,834
Social security costs	369	305	321	259
Defined contribution pension scheme and life assurance costs	104	99	90	84
	4,082	3,743	3,516	3,177

The above includes items disclosed as exceptional costs in note 3.

The average monthly number of persons, including directors, employed during the year was:

	Group		Company	
	2024	2023	2024	2023
	Number	Number	Number	Number
Selling and distribution	92	92	76	75
Administration	16	18	15	16
	108	110	91	91

Items in relation to pension costs reported anywhere other than operating costs are excluded from this disclosure.

5. Directors’ Remuneration (including pension contributions)

	2024	2023
	£’000	£’000
Dominic Slingsby (resigned 11 March 2024)	**221**	113
Morgan Morris	**307**	131
Andrew Kitchingman	**30**	10
	558	254
Highest paid Director:		
Aggregate emoluments	**303**	128
Employer contributions into defined contribution pension scheme	**4**	3

Morgan Morris accrued benefits under a defined contribution pension scheme amounting to £3,729 (2023: £3,343). Dominic Slingsby and Andrew Kitchingman accrued no such benefits in 2024 or 2023.

During the year ended 31 December 2024, Dominic Slingsby received a payment of £180,000 (being a payment of £120,000 in relation to his 12 month notice period and a further payment of £60,000) in respect of loss of office and non-cash benefits (principally in relation to the keeping of a Company car) of a value of £15,500. These amounts (excluding the non-cash benefits) together with the associated Employer’s National Insurance Contribution has been classified as an exceptional item and is included in the total remuneration disclosed above.

During the year ended 31 December 2024, Morgan Morris received a payment of £157,500 in respect of a bonus which was used to purchase 52,500 new shares in the Group at the cost of £3 per share. This amount together with the associated Employer’s National Insurance Contribution has been classified as an exceptional item and is included in the total remuneration disclosed above.

Included in the remuneration figures above are non-cash benefits which have been provided to the Directors. Morgan Morris received benefits of £3,408 (2023: £3,419) and Domnic Slingsby received benefits of £23,296 (2023: £12,780). Included within Dominic Slingsby’s benefits of £23,296 is £15,500 in relation to keeping his company car on leaving the Company. Andrew Kitchingman received no non-cash benefits.

The directors did not receive any other emoluments, compensation or cash or non-cash benefits (2023: £nil).

The Company does not have a share option or other long term incentive plan.

6. Operating (loss)/profit

Operating (loss)/profit is stated after charging/(crediting):

	2024	2023
	£’000	£’000
Profit on disposal of property, plant and equipment	**(23)**	(23)
Depreciation on property, plant and equipment	**293**	264
Amortisation of intangible assets	**173**	126
Grant released	**-**	(30)
Foreign exchange (gains)/losses on operating activities	**(17)**	17
Services provided by the company’s auditors		
Fees payable to the company’s auditors for the audit of parent company and consolidated financial statements	**55**	52
Fees payable to the company’s auditors for other services:		
Other audit services pursuant to legislation:		
The audit of Company’s subsidiaries pursuant to legislation	**10**	10
Total fees payable to the Company’s auditors	**65**	62

7. Finance Income

	2024	2023
	£'000	£'000
Bank interest receivable	**10**	12

8. Finance Costs

	2024	2023
	£'000	£'000
Interest payable on bank borrowings	**2**	-
Interest payable on lease liabilities	**5**	8
Net retirement benefit obligation finance costs (note 24)	**271**	277
	278	285

9. Taxation

	2024	2023
	£'000	£'000
Current tax		
UK corporation tax:		
– current year	**-**	91
– prior year adjustment	**(8)**	11
	(8)	102
Deferred tax:		
UK deferred tax:		
– origination and reversal of temporary differences	**(160)**	19
– adjustments due to change of tax rate	**-**	3
	(160)	22
Total taxation charge	**(168)**	124

Factors affecting the tax charge for the year:
The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the Group as follows:

	2024	2023
	£'000	£'000
(Loss)/profit before taxation	**(769)**	357
Tax at the UK corporation tax rate of 25% (2023: 23.52%)	**(192)**	84
Depreciation and amortisation on assets not qualifying for tax allowance	**29**	-
Expenses not deductible for tax purposes	**(6)**	4
Effects of changes in tax rates	**-**	3
Adjustments to tax in respect of prior years		
– current year	**(8)**	11
– deferred tax	**9**	22
Tax (credit)/charge for the year	**(168)**	124

The Group (losses)/profits for this accounting period are taxed at an effective rate of 25% (2023: 23.52%). Deferred tax assets and liabilities are measured at a rate of 25% (2023: 25%) as at 31 December 2024.

In addition to the amounts charged to the income statement, £39k (2023: £102k credited) has been charged directly to other comprehensive income in relation to actuarial differences on the retirement benefit liability.

10. (Loss) Earnings Per Share

Basic earnings per share is based upon a loss of £601,000 (2023: profit of £233,000) and on 1,058,918 (2023: 1,050,000) weighted average ordinary shares in issue during the year.

There is no difference between basic earnings per share and diluted earnings per share for both years as there are no potentially dilutive shares in issue.

11. (Loss)/Profit for the Financial Year

As permitted by Section 408 of the Companies Act 2006, the Company has not published its own income statement. The loss for the year was £653,000 (2023: profit £22,000) and a total comprehensive expense of £539,000 (2023: £284,000).

12. Dividends

	2024	2023
	£'000	£'000
Interim dividend paid for the financial year of 0.0p (2023: 0.0p)	**-**	-
Final dividend paid for the financial year of 0.0p (2023: 0.0p)	**-**	-
	-	-

13. Property, Plant and Equipment

Group	Short Leasehold Property	Freehold land and buildings	Equipment	Right-of-use assets	Total
Cost	£'000	£'000	£'000	£'000	£'000
1 January 2023	38	6,671	2,492	135	9,336
Additions	–	–	201	–	201
Disposals	(17)	–	(78)	-	(95)
1 January 2024	21	6,671	2,615	135	9,442
Additions	–	–	262	-	262
Disposals	-	–	(156)	-	(156)
31 December 2024	**21**	**6,671**	**2,721**	**135**	**9,548**
Accumulated depreciation and impairment					
1 January 2023	36	1,758	2,122	2	3,918
Charge for the year	2	105	134	23	264
Disposals	(17)	–	(78)	-	(95)
1 January 2024	21	1,863	2,178	25	4,087
Charge for the year	-	106	165	22	293
Disposals	-	–	(102)	-	(102)
31 December 2024	**21**	**1,969**	**2,241**	**47**	**4,278**
Net book value					
At 31 December 2024	**-**	**4,702**	**480**	**88**	**5,270**
At 31 December 2023	-	4,808	437	110	5,355
At 31 December 2022	2	4,913	370	133	5,418

H C Slingsby plc Retirement Benefits Scheme holds a charge over the Company's freehold land and buildings. HSBC Bank plc holds charges over all of the assets and undertakings of the Group and a fixed charge over the freehold land and buildings.

In November 2021, the Board instructed a firm of professional surveyors to carry out a valuation of the freehold land and buildings at Baildon which reported a fair value of £5.46m.

The carrying amount and depreciation of right-of-use assets all relate to property leases.

Depreciation is charged to administrative expenses in the Income Statement.

Included in freehold land and buildings is £1,390,000 (2023: £1,390,000) of land which is not depreciated.

Notes to the Accounts (continued)

13. Property, Plant and Equipment (continued)

Company	Freehold land and buildings	Equipment	Total
Cost	£'000	£'000	£'000
1 January 2023	6,671	2,234	8,905
Additions	-	197	197
Disposals	–	(57)	(57)
1 January 2024	6,671	2,374	9,045
Additions	–	261	261
Disposals	–	(156)	(156)
31 December 2024	**6,671**	**2,479**	**9,150**
Accumulated depreciation and impairment			
1 January 2023	1,758	1,869	3,627
Charge for the year	105	129	234
Disposals	–	(57)	(57)
1 January 2024	1,863	1,941	3,804
Charge for the year	106	163	269
Disposals	–	(102)	(102)
31 December 2024	**1,969**	**2,002**	**3,971**
Net book value			
At 31 December 2024	**4,702**	**477**	**5,179**
At 31 December 2023	4,808	433	5,241
At 31 December 2022	4,913	365	5,278

Depreciation is charged to administrative expenses in the Income Statement.

Included in freehold land and buildings is £1,390,000 (2023: £1,390,000) of land which is not depreciated.

14. Intangible Assets

	Group	Group			Company
	Goodwill	Brand and Domain Names and Customer Lists	IT Software and Trademarks	TOTAL	IT Software
	£'000	£'000	£'000	£'000	£'000
Cost					
1 January 2023	2,409	1,000	924	1,924	885
Additions	-	-	170	170	170
1 January 2024	2,409	1,000	1,094	2,094	1,055
Additions	-	-	203	203	148
31 December 2024	**2,409**	**1,000**	**1,297**	**2,297**	**1,203**
Accumulated amortisation and impairment					
1 January 2023	1,709	775	900	1,675	861
Charge for the year	-	100	26	126	26
1 January 2024	1,709	875	926	1,801	887
Charge for the year	-	125	48	173	48
31 December 2024	**1,709**	**1,000**	**974**	**1,974**	**935**
Net book value					
At 31 December 2024	**700**	**-**	**323**	**323**	**268**
At 31 December 2023	700	125	168	293	168
At 31 December 2022	700	225	24	249	24

Amortisation is charged to administrative expenses in the Income Statement.

Included in Group IT software and trademarks is £55,000 (2023: £nil) of assets which are under construction and are not being amortised.

Goodwill monitoring

Goodwill, which relates entirely to the acquisition of ESE Direct Limited in 2015, is monitored by management at the Cash Generating Unit ("CGU") level. A CGU is considered to be an individual company. The Group tests CGUs containing goodwill for impairment on at least an annual basis by comparing the carrying amount of the CGU with its recoverable value, being the higher of value in use or the fair value less costs to sell. Value in use is estimated based on expected future cash flows discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money. An impairment charge arises where the carrying value exceeds the recoverble value.

During 2018, an impairment charge of £675,000 was recognised as an exceptional non-cash item followed by a further non-cash impairment during 2019 of £1,034,000 such that goodwill relating to the ESE acquisition is £700,000.

The carrying amount of the ESE Direct Limited CGU has been tested for impairment using a discounted cash flow model based on the following set of assumptions which have not changed from those used in the prior year other than where shown below:

- Most recent budgets /forecasts for the next 5 years
- Extrapolation of expected future cash flows using a terminal growth rate of 2%
- Sales decrease of 3% in 2025, followed by an increase of 5% in 2026 and then 2% growth over the period based on forecast performance
- Capital expenditure of £30,000 in 2025 and then £5,000 thereafter per annum based on forecasts.
- Gross margins projected based on recent trends

14. Intangible Assets (continued)

- Pre-tax discount rate of 17.75% (2023: 20%). The discount rate was decreased to relfect the decrease in interest rates.

The Directors performed sensitivity analysis on assumptions concerning sales growth assuming no growth over the period. There were no other changes to the sensitivity analysis other than the movement in sales growth with all those assumptions above being included within the sensitivity analysis. On this sensitised basis, there was sufficient headroom for the Director's to consider that there was no impairment charge required.

15. Investment in Subsidiaries

On 27 March 2015 the Company acquired 100% of the issued share capital of ESE Direct Limited. The cost of investment was £4m. During 2018 an impairment provision of £1.4m was recorded followed by a further impairment of £1.1m in 2019 such that the net book value of the investment was £1.52m. This investment represents the whole of the amount shown in the Company's balance sheet.

The Directors have considered the investment value for impairment at the year end using the same assumptions as set out in the Goodwill Monitoring section at note 14. Having performed this review, the Directors consider that there was no impairment charge required. It has also been considered if the reversal of the previous impairment was required, of which it has been determined that the book value of £1.52m remains appropriate in the Company's balance sheet.

The Company directly owns 100% of the issued share capital of the following subsidiary undertakings, registered in England and Wales at 1 Otley Road, Baildon, Shipley BD17 7LW.

Company	**Principal Activity**
ESE Direct Limited	Distribution of Industrial and Commercial Equipment
Eastern Storage Limited	Dormant
ESE Projects Limited	Dormant
Eastern Storage Equipment Limited	Dormant
Slingsby Trading Post Limited	Dormant
Slingsby Manufacturing Limited	Dormant
Slingsby Metro Equipment Limited	Dormant

16. Deferred Tax

The Group and Company has recognised a deferred tax asset which primarily relates to the defined benefit pension scheme. The asset has been recognised as it will be realised through the settlement of the pension liability. The remaining deferred tax elements are included in the deferred tax asset value (2023: presented as a deferred tax liability).

Movements in deferred tax assets/(liabilities) are as follows:

	Pension liability	Tax losses	Accelerated capital allowances	Intangible assets	TOTAL
	£'000	£'000	£'000	£'000	£'000
Group					
1 January 2023	1,373	13	(634)	(56)	696
(Charged)/credited to income statement	(32)	1	(15)	23	(23)
Credited to other comprehensive income	102	–	-	-	102
1 January 2024	1,443	14	(649)	(33)	775
Credited/(charged) to income statement	40	126	(39)	33	160
(Charged)/credited to other comprehensive income	(39)	–	-	-	(39)
31 December 2024	**1,444**	**140**	**(688)**	**-**	**896**

	Pension liability	Tax losses	Accelerated capital allowances	TOTAL
	£'000	£'000	£'000	£'000
Company				
1 January 2023	1,373	13	(640)	746
(Charged)/credited to income statement	(32)	-	(14)	(46)
Credited to other comprehensive income	102	–	-	102
1 January 2024	1,443	13	(654)	802
Credited/(charged) to income statement	39	126	(24)	141
(Charged)/credited to other comprehensive income	(38)	–	-	(38)
31 December 2024	**1,444**	**139**	**(678)**	**905**

17. Inventories

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Raw materials and work in progress	**269**	272	**269**	272
Finished goods and goods for resale	**2,403**	2,371	**2,403**	2,371
	2,672	2,643	**2,672**	2,643

Inventories are presented net of provisions for write-downs, based on management's estimate of net realisable value. The amount charged to the income statement in respect of write-downs of inventories was £199,000 (2023: £187,000). The cost of inventories recognised as an expense and included in the Group's cost of sales was £13,206,000 (2023: £14,194,000) and £10,026,000 (2023: £10,485,000) for the Company. The provision for obsolete inventory at the year-end for the Group and Company is £927,000 (2023: £891,000).

18. Trade and Other Receivables

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Trade receivables	**2,570**	2,565	**2,075**	2,114
Receivables from subsidiary	**–**	–	**90**	125
Prepayments	**366**	396	**322**	363
	2,936	2,961	**2,487**	2,602

Trade and other receivables are non-interest bearing. There is no material difference between the carrying amount and the fair value of trade and other receivables.

Trade receivables are presented net of lifetime expected credit loss allowances. The ageing profile is used by management in reviewing receivables and the group applies the IFRS 9 simplified approach to measuring expected credit losses. The expected loss rates are based on the group's historical credit losses experienced and these rates are then adjusted for current and forward looking information on macroeconomic factors affecting the group's customers. Movements on the group and company provisions for impairment of trade receivables are:

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
At 1 January 2024	**12**	18	**7**	18
Expected credit loss	**8**	24	**6**	9
Unused provision reversed	**(1)**	(1)	**(1)**	(1)
Receivables written off	**(16)**	(29)	**(9)**	(19)
At 31 December 2024	**3**	12	**3**	7

Receivables due from subsidiary are trade related and have been settled in full post the year end.

The carrying amounts of the Group's and Company's receivables are denominated in the following currencies:

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Pound sterling	**2,457**	2,433	**2,051**	2,107
Euro	**114**	132	**114**	132
	2,571	2,565	**2,165**	2,239

19. Trade and Other Payables

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Trade payables	**1,639**	1,744	**1,289**	1,340
Payables to subsidiaries	**-**	-	**608**	608
Corporation tax payable	**-**	91	**-**	8
Other taxation and social security payable	**370**	399	**302**	327
Other payables	**55**	6	**51**	3
Accruals and deferred income	**413**	559	**300**	470
Invoice financing	**755**	-	**755**	-
Overdraft	**2,164**	2,244	**2,164**	2,244
	5,396	5,043	**5,469**	5,000

Trade and other payables are non-interest bearing. There is no material difference between the carrying amount and the fair value of trade and other payables.

Group and Company borrowings include debt financing, overdraft and leases. The debtor financing and overdraft amounting to £2,919,000 (2023: £2,244,000) is repayable within one year.

The Group's debtor finance and overdraft facilities (provided by HSBC Bank plc) carry interest rates of 2.1% and 3% above the prevailing Bank of England Base Rate respectively. HSBC Bank plc holds charges over all of the assets and undertakings of the Group and a fixed charge over the freehold land and buildings. The overdraft element of the Group's banking facilities expires on the 30 April 2025, is repayable on demand and has been renewed at a level of £0.5m. The directors consider this to be adequate given the Group's other available financing. The debtor finance facility remains unaffected. The debtor finance facility is a total of £2m (subject to suitable debt being available).

20. Derivative Financial Instruments

	Group and Company			
	Assets		Liabilities	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Forward foreign currency contracts and options	**19**	-	**-**	2

Gains and losses on the carrying value of forward foreign currency contract assets and liabilities are recognised in the income statement. The forward foreign currency contracts existing at the year-end mature in 2025. They have been valued using year end market data.

21. Leases and financial commitments

The maturity of the lease obligations is set out below:

	Group		Company	
	2024	2023	**2024**	2023
Lease obligations	**£'000**	£'000	**£'000**	£'000
Current lease liabilities	**22**	21	**-**	-
Non-current lease liabilities	**70**	92	**-**	-
At 31 December 2024	**92**	113	**-**	-

	Group		Company	
	2024	2023	**2024**	2023
Maturity analysis of leases	**£'000**	£'000	**£'000**	£'000
Less than 6 months	**13**	13	**-**	-
6 months to 1 year	**13**	13	**-**	-
1 year to 2 years	**26**	26	**-**	-
2 years to 6 years	**50**	76	**-**	-
	102	128	**-**	-

The Group agreed a new lease commencing on 16 March 2023 and expiring on 16 March 2029 with a break clause at 17 March 2026.The total cash outflow for leases during the year was £26,000 (2023 - £26,000).

The total lease liability at 31 December 2024 is £92,504 which has been recognised as a right of use asset under note 13. £21,965 is included in creditors due within one year and £70,539 is included in creditors due after more than one year.

Depreciation of £22,494 has been charged in relation to the right of use asset within 2024 and recognised as an administrative expense. Interest payable on the lease of £5,081 has been recognised as a finance cost.

The Company has a commitment by way of a guarantee issued to HMRC in respect of the deferment of import duty and VAT in the sum of £40,000 (2023 - £40,000).

22. Financial risk management

In the normal course of business, the Group and Company is exposed to certain financial risks, principally foreign exchange risk, interest rate risk, liquidity risk and credit risk.

The principal financial instruments used by the Group from which financial risk arises are as follows:

	Group		Company	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Financial assets				
Trade receivables (note 18)	**2,571**	2,565	**2,075**	2,114
Receivables from subsidiary (note 18)	**-**	-	**90**	125
Forward foreign currency contracts and options (note 20)	**19**	-	**19**	-
Cash and cash equivalents	**2,366**	2,449	**197**	180
	4,956	5,014	**2,381**	2,419

	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Financial liabilities				
Debt financing and overdraft (note 19)	**2,919**	2,244	**2,919**	2,244
Payable to subsidiary (note 19)	**-**	-	**608**	608
Trade payables (note 19)	**1,639**	1,744	**1,289**	1,340
Accruals and deferred income (note 19)	**413**	559	**300**	470
Other payables (note 19)	**55**	6	**51**	3
Lease obligations (note 21)	**92**	113	**-**	-
Forward foreign currency contracts and options (note 20)	**-**	2	**-**	2
	5,118	4,668	**5,167**	4,667

Foreign Exchange Risk

The Group is exposed to foreign exchange risk from purchasing a portion of its supplies and by making a portion of its sales in foreign currencies. The Company enters into forward foreign currency contracts to manage its exposure to currency fluctuations that arise on purchase contracts denominated in foreign currencies. The Group made a foreign exchange gain of £17,000 in 2024 (2023 - £17,000 loss).

The carrying value of the group's foreign currency denominated financial assets and monetary liabilities at the reporting date are as follows:

	Assets		Liabilities	
	2024	2023	**2024**	2023
	£'000	£'000	**£'000**	£'000
Euros	**230**	305	1	1
Dollars	**95**	3	-	3

Interest Rate Risk

The Group's and Company's exposure to interest rate risk arises on its debtor finance and overdraft facilities as well as in respect of the defined benefit pension scheme. These are based on floating rates of interest. Accordingly, should interest rates continue to increase, the Group and Company's interest cost would rise. The Group does not use interest rate hedges. The interest rates applicable to the group's debtor finance and overdraft facilities are disclosed in note 19.

Notes to the Accounts (continued)

22. Financial risk management (continued)

Liquidity Risk

In the normal course of business the Group and Company is exposed to liquidity risk. The group's objective is to ensure that sufficient resources are available to fund short term working capital and longer term strategic requirements. This is achieved through ensuring that the group has sufficient cash and borrowing facilities in place. Further details relating to the nature and maturity of the group's borrowing facilities are included in note 19.

Credit Risk

Credit risk principally arises on cash deposits and trade receivables. The credit risk arising on cash deposits is limited because the counterparties are financial institutions with high credit ratings assigned by international credit rating agencies. The credit risk arising on trade receivables is spread over large numbers of customers and is further described in note 18 above. There are no significant concentrations of credit risk.

The maximum exposure of the group at the end of the reporting period is the carrying value of financial assets totalling £4,956,000 (2023: £5,014,000).

23. Capital Risk Management

The capital structure of the Group consists of cash, equity, debtor finance and overdraft. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain the capital structure the Group may adjust the amount of dividends paid to shareholders. This situation is monitored using budgets and by calculation of a gearing ratio (debtor financing and overdraft less cash/net assets). At 31 December 2024, the gearing ratio was 14% (2023:0%).

24. Pension Commitments

Group and Company Retirement Benefit Obligations

At 31 December 2024 H C Slingsby plc ("the Company") operated pension schemes for the benefit of its employees. The schemes are provided through both defined benefit and defined contribution arrangements. This disclosure is concerned only with the defined benefit arrangement, the H C Slingsby plc Retirement Benefits Scheme ("the Scheme"). The liability associated with the Scheme is material to the Company.

The Company's objective is for the Scheme to target 100% funding on a basis that should ensure that benefits can be paid as they fall due.

Any shortfall in the assets directly held by the Scheme, relative to its funding target, will be financed over a period that ensures the contributions are reasonably affordable to the Company. The expected contribution to the Scheme over the 2025 fiscal year is £350,000. The defined benefit scheme was closed to new entrants in 2006 and to future accrual in 2009.

Nature of Scheme

The Scheme targets a pension paid throughout life. The amount of pension depends on how long employees are active members of the scheme and their salary when they leave the scheme (a "final salary" plan). The pension receives inflation-linked increases in the years before retirement. Once in payment, pensions either do not increase or increase in line with inflation or a fixed rate. The Scheme was closed to future accrual in 2009.

The Scheme is governed by a sole corporate Trustee that has control over its operation, funding and investment strategy. The Trustee will consult with the Company on certain matters.

Funding the liabilities

UK legislation requires the Trustee to carry out valuations at least every three years and to target full funding against a basis that prudently reflects the Scheme's risk exposure. The most recent valuation was carried out as at 1 January 2023 and a shortfall of £7.2m against the Trustee's funding objective was identified. Differences between the shortfall in the actuarial valuation and the IAS 19 valuation presented within this report are due to differences within the valuation method. The Company has agreed to pay contributions of £150,000 in 2024, £350,000 in 2025, £400,000 in 2026 and £450,000 in 2027. Thereafter, contributions increase by 3% per annum to remove the shortfall over 20 years. Due to the Group's cash generation an additional payment of £14,500 was paid in respect of 2023 during 2024.

The weighted average duration of the defined benefit obligation is 14 years.

In addition to the assets and liabilities which are stated below, the scheme has insured pensioner policies which have not been included within the valuation in these financial statements. This is because the quantum of these policies is not deemed significant against the overall liability.

Investment strategy

Approximately 37% (2023: 43%) of the Scheme's assets are held in equity type assets, and 58% (2023: 55%) are held in long term fixed interest and inflation linked securities. The balance of 5% (2023: 2%) was held as cash.

The Scheme's liabilities are calculated using a discount rate set with reference to corporate bond yields; if Scheme assets underperform this yield, this will increase the deficit. The Scheme holds a significant proportion of equities, which are expected to outperform corporate bonds in the long term while providing volatility and risk in the short term. As the Scheme matures, the expectation is that the Trustee would reduce the level of investment risk by investing more in assets that better match the liabilities. In essence this would see a gradual sale of equities and the purchase of gilts and corporate bonds. The company is of the view that, due to the long term nature of the Scheme's liabilities, it is appropriate to continue with a degree of equity investment so as to manage the Scheme's long term liabilities efficiently.

The Trustee has derived its investment strategy, in consultation with the company, so as to reflect the Scheme's long term liabilities. At the current time approximately 58% of the Scheme's assets are invested in long term fixed interest and inflation linked securities of a duration that broadly matches the duration of benefit payments. The balance is invested in a diversified portfolio of global equity type assets. The Scheme's investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

It should be noted that the Trustee has sole responsibility for setting the investment strategy for the Scheme, albeit the Company is consulted over any change to investment strategy. The processes used to manage risks within the Scheme have not changed from previous periods.

Other risks

Actions taken by the local regulator, or changes to legislation, could result in stronger local funding standards, which could materially affect the Company's cash flow.

There is a risk that changes in the assumptions for discount rate, price inflation or life expectancy could result in an increase in the deficit in the Scheme. Other assumptions used to value the defined benefit obligation are also uncertain, although their effect is less material.

Winding up

Although currently there are no plans to do so, with the Company's approval, the Trustee could choose to wind up the Scheme in which case the benefits would have to be bought out with an insurance company. The cost of buying-out benefits would be significantly more than the defined benefit obligation calculated in accordance with IAS 19 (revised).

The measurement of the Company's net defined benefit liability is particularly sensitive to changes in certain key assumptions, which are:

Discount rate This has been selected following actuarial advice received, taking into account the duration of the liabilities. An increase or decrease in the discount rate of 0.5% would result in a decrease or increase of approximately £0.8m in the present value of the defined benefit obligation.

Inflation The methodology used to derive the assumption adopted is consistent with discount rate methodology. An increase or decrease in the inflation rate of 0.25% would result in an increase or decrease of approximately £0.3m in the present value of the defined benefit obligation.

Mortality rates The mortality assumptions adopted are based on actuarial advice received and reflect the most recent information as appropriate. The assumptions used indicate that the future life expectancy of a male (female) pensioner reaching age 65 in 2024 would be 20.0 (22.7) years and the future life expectancy from age 65 for a male (female) non-pensioner member currently aged 45 of 21.3 (24.2) years.

The increase or decrease in the present value of the defined benefit obligation due to a member living one year longer, or one year less, would be approximately £0.4m.

The methods used to carry out the sensitivity analyses presented above for the material assumptions are the same as those the Company has used previously. The calculations alter the relevant assumption by the amount specified, whilst assuming that all other variables remained the same. This approach is not necessarily realistic, since some assumptions are related: for example, if the scenario is to show the effect if inflation is higher than expected, it might be reasonable to expect that nominal yields on corporate bonds will increase also. However, it enables the reader to isolate one effect from another.

The Company's policy is to recognise actuarial gains and losses immediately in full each year. A full actuarial valuation was carried out as at 1 January 2023 by a qualified independent actuary.

Notes to the Accounts (continued)

24. Pension Commitments (continued)

Reconciliation of the present value of the defined benefit obligation

	2024	2023
	£'000	£'000
Present value of defined benefit obligation at beginning of year	**15,056**	14,735
Interest cost	**698**	726
Effect of changes in financial assumptions	**(1,108)**	322
Benefits paid	**(716)**	(727)
Present value of defined benefit obligation at end of year	**13,930**	15,056

Reconciliation of fair value of scheme assets

	2024	2023
	£'000	£'000
Fair value of scheme assets at start of year	**9,284**	9,243
Interest income	**427**	449
Return on scheme assets	**(955)**	(86)
Contributions by the Company	**165**	405
Benefits paid	**(716)**	(727)
Administration costs	**(52)**	-
Fair value of scheme assets at end of year	**8,153**	9,284

Administration costs are met directly by the Company up to a cap of £160,000. The £52,000 included above reflects amounts paid by the Scheme to the Company in 2024 in respect of costs in excess of the cap incurred in 2023. This amount has been recognised as an expense in the Company's income statement in the year, in line with IAS19 at the time when the Scheme recognised the cash outflow.

Amounts to be recognised in the balance sheet

	2024	2023
	£'000	£'000
Present value of funded obligation	**13,930**	15,056
Fair value of scheme assets	**(8,153)**	(9,284)
Net liability in balance sheet	**5,777**	5,772

Amounts to be recognised in the income statement

	2024	2023
	£'000	£'000
Interest on obligation	**698**	726
Interest income on scheme assets	**(427)**	(449)
Administration cost	**52**	-
Total expense	**323**	277

In addition to the £52,000 above (2023: £nil), administration costs are met by the company directly and are recognised as administration expenses.

Total amount recognised in the statement of comprehensive income (SOCI)

	2024	2023
	£'000	£'000
Actuarial (gain)/loss	**(153)**	408
Actuarial (gain)/loss recognised in (SOCI)	**(153)**	408

	2024	20223
	£'000	£'000
Pension cost		
Defined benefit scheme net interest charge and administration cost	**323**	277
Defined contribution scheme	**85**	81
	408	358

Scheme assets

	2024	2024	2023	2023
	%	**£'000**	%	£'000
Cash	**5**	**434**	2	225
Equities	**37**	**3,022**	43	4,007
Gilts and bonds	**58**	**4,697**	55	5,053
Total scheme assets	**100**	**8,153**	100	9,285
Expected rate of return on scheme assets		**5.50%**		4.75%

At 31 December 2024 the scheme assets were invested in a diversified portfolio that consisted primarily of equity and debt securities. The fair value of the scheme assets as a percentage of total scheme assets and target allocations is set out above. There are no Company related investments included in the fair value of assets included above.

Notes to the Accounts (continued)

24. Pension Commitments (continued)

Principal actuarial assumptions at the Balance Sheet date:

The assumptions as at the reporting date are used to determine the present value of the benefit obligation at that date. The key financial assumptions are set out below:

	2024	2023
Discount rate	**5.50%**	4.75%
Long term rate of return on assets	**5.50%**	4.75%
RPI Inflation	**3.10%**	3.00%
CPI Inflation	**2.80%**	2.55%
Pension increases:		
Non-Executive pension accrued before 1 January 1992 (0% fixed)	**0.00%**	0.00%
Non-Executive pension accrued after 1 January 1992 (RPI max 5%)	**3.00%**	3.00%
Executive pension accrued before 1 January 1992 (4% fixed)	**4.00%**	4.00%
Executive pension accrued after 1 January 1992 (RPI min 4%, 5% max)	**4.20%**	4.20%
Pre and post retirement mortality		
Retiring today:		
Males	**85.0**	85.1
Females	**87.7**	87.7
Retiring in 20 years:		
Males	**86.3**	87.4
Females	**89.2**	89.2
Cash commutation	25% of pension at age 65 at a rate of 15.0:1	25% of pension at age 65 at a rate of 15.0:1

Mortality Assumption; Base mortality table

– Males – S3PMA All table (appropriate to the members' years of birth)

– Females – S3PFA middle table (appropriate to the members' years of birth)

A scaling factor of 120% for males and 109% for females has been applied to the notes under the standard tables. An allowance for future improvements has been made in line with the CMI 2023 Core Regulations assuming a long term annual note of improvement in mortality rates of 1.25% for men and women.

Defined Contribution Scheme

The Company commenced the operation of a defined contribution scheme on 1 October 2006. Contributions payable by the Company to the defined contribution scheme of £71,000 (2023: £66,000) have been charged to operating profit. ESE Direct Limited also provided a defined contribution scheme in respect of certain employees. Contributions payable to that scheme of £14,000 (2023: £15,000) have been charged to operating profit.

At 31 December 2024, unpaid pension contributions to the Slingsby scheme were £15,370 (2023: £14,209). The respective amount for the ESE scheme was £4,031 (2022: £2,774).

25. Share Capital and Reserves

Share Capital	2024 Number	2024 £'000	2023 Number	2023 £'000
Allotted, called up and fully paid				
Ordinary shares of 25p	**1,102,500**	**276**	1,050,000	262

The Company has one class of Ordinary shares which carry no right to fixed income. Each carries a right to vote at general meetings of the Company. 52,500 shares were issued during the year. More information can be found at note 5.

Reserves

The Share Premium reserve represents consideration paid in excess of the nominal value of shares allotted, net of the costs of issue.

Retained earnings represents all current and prior period retained profits and other comprehensive income.

26. Related Party Transactions

Key Management

Key management personnel comprises the Group's Directors who served during the year. Their remuneration (net of employer's national insurance costs) is set out in note 5. The total cost including employer's national insurance costs in respect of Dominic Slingsby would be £244,000 (2023: £126,000) which includes £nil (2023: £nil) of pension contributions, in respect of Morgan Morris £347,000 (2023: £147,000) which includes £3,729 (2023: £3,343) of pension contributions and of Andrew Kitchingman would be £33,000 (2023: £11,000) which includes £nil (2023: £nil) of pension contributions.

In relation to the retirement of Dominic Slingsby in March 2024, in addition to payment in relation to his 12 month notice period, the Company agreed with Dominic Slingsby that he shall receive a payment of £60,000 and non-cash benefits (principally in relation to the keeping of a Company car) of a value of £15,500 from the Company under an employment settlement agreement.

In October 2024, the Company awarded a discretionary bonus of £157,500 to Morgan Morris for his previous and continued service to the Company, which he used to purchase 52,500 new ordinary shares of 25 pence each in the Company at a price of 300 pence per share, being the closing current mid-market share price on 29 October 2024.

The Group's Executive Directors made purchases from the Group during the year. Morgan Morris made purchases of £2,844 (2023: £1,106) and Dominic Slingsby made purchases of £nil (2023: £349). All transactions were made under the Group's usual terms of sale.

Other Related Party Transactions

There were no other related party transactions to disclose.

The company has taken advantage of the exemption not to disclose transactions with Group companies.

27. Movement in liabilities arising from financing activities

Group	At 1 January 2024	Cashflow	**At 31 December 2024**
	£'000	£'000	**£'000**
Bank overdraft (note 18)	(2,244)	80	**(2,164)**
Invoice financing (note 18)	-	(755)	**(755)**
Lease obligations (note 20)	(113)	21	**(92)**
Cash and cash equivalents	2,449	(83)	**2,366**
Net (debt)/cash	92	(737)	**(645)**

Company	At 1 January 2024	Cashflow	**At 31 December 2024**
	£'000	£'000	**£'000**
Bank overdraft (note 18)	(2,244)	80	**(2,164)**
Invoice financing (note 18)	-	(755)	**(755)**
Cash and cash equivalents	180	17	**197**
Net debt	(2,064)	(658)	**(2,722)**

28. Post Balance Sheet Event

On 11 February 2025 the Company commenced a Formal Sale Process following a review of various strategic options available to the Group and having determined that it would be appropriate to investigate the sale of the Company and decided to commence a "Formal Sale Process" (as referred to in Note 2 on Rule 2.6 of the Takeover Code).

On 1 April 2025 the Company announced the conclusion of the Formal Sale Process having not received a proposal that would lead to an offer for the Company.

Five Year Summary

	2024	2023	2022	2021	2020
	£'000	£'000	£'000	£'000	£'000
Income Statement					
Turnover	**20,773**	22,642	21,564	19,824	21,806
Gross profit	**7,186**	8,131	7,456	6,645	7,612
Operating (loss)/profit before exceptional item	**(123)**	630	627	410	1,263
Exceptional items	**(378)**	-	-	530	-
(Loss)/profit before tax	**(769)**	357	485	822	1,109
(Loss)/profit for the financial year	**(601)**	233	380	567	946
(Loss)/earnings per share – basic and diluted	**(56.8p)**	22.2p	36.2p	54.0p	92.3p
Dividend Per Ordinary Share:					
– Interim	**0.0p**	0.0p	0.0p	0.0p	0.0p
– Final	**0.0p**	0.0p	0.0p	0.0p	0.0p
Cash Flow Statement					
Cash (used in)/generated from operating activities	**(560)**	541	(76)	182	1,540
Balance Sheet					
Net current assets	**2,575**	2,987	2,861	2,475	2,142
Net assets	**3,917**	4,246	4,319	2,263	1,208
Pension deficit (net of deferred tax asset)	**(4,333)**	(4,329)	(4,119)	(5,953)	(6,622)
Net (debt)/cash excluding leases	**(553)**	205	26	346	275
Cash and cash equivalents	**2,366**	2,449	2,243	1,999	1,781

Notice of Annual General Meeting

Notice is given that the seventy seventh Annual General Meeting of H C Slingsby plc ("**the Company**") will be held at HC Slingsby plc, Otley Road, Baildon, Shipley, West Yorkshire BD17 7LW on 23 May 2025 at 10am to consider and, if thought fit, pass the resolutions as set out below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 to 9 as special resolutions.

Ordinary resolutions:

1. To receive the Company's annual accounts for the financial year ended 31 December 2024 together with the Directors' reports and auditor's report on those accounts.
2. To re-elect as a Director, Andrew Kitchingman who retires from the Board in accordance with the Company's articles of association.
3. To re-elect as a Director, Morgan Morris who retires from the Board in accordance with the Company's articles of association.
4. To reappoint RSM UK Audit LLP as auditors of the Company to hold office until the end of the next annual general meeting at which accounts are laid before the Company.
5. To authorise the Directors of the Company to determine the remuneration of the auditors.
6. In substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, to authorise the Directors of the Company pursuant to section 551 of the Companies Act 2006 ("Act") to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act):

   (a) up to an aggregate nominal amount of £91,875; and

   (b) comprising equity securities up to a nominal amount of £183,750 (including within such limit any equity securities issued under paragraph (a) above) in connection with an offer by way of a rights issue, open offer or otherwise:

   (i) to holders of ordinary shares of 25 pence each in the capital of the Company ("Ordinary Shares") in proportion (as nearly as may be practicable) to their existing holdings; and

   (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

   and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any matter.

   The authority granted by this resolution shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date falling 15 months from the date of the passing of this resolution, save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

Special resolutions:

7 Subject to the passing of resolution 6, to authorise the Directors to allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority given by resolution 6 and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Act, in either case as if section 561(1) of the Act did not apply to such allotment provided that such authority shall be limited:

   (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 6, by way of a rights and other pre-emptive issues):

   (i) to the holders of the Ordinary Shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares;

   (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

   and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may otherwise consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

   (b) in the case of the authority granted under paragraph (a) of resolution 6 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(2)(b) of the Act, to the allotment (otherwise than pursuant to paragraph (a) of this resolution 7) of equity securities up to an aggregate nominal value equal to £27,562;

provided that such power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date falling 15 months from the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

8. Subject to the passing of resolutions 6 and 7, and in addition to any authority granted under resolution 7 to authorise the Directors to allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority given by resolution 6 and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Act, in either case as if section 561(1) of the Act did not apply to such allotment provided that such authority shall be:

    (a) limited to the allotment of equity securities up to an aggregate nominal amount of £27,562; and

    (b) used only for the purpose of financing (or refinance if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice

    provided that such power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date falling 15 months from the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

9. To authorise the Company generally and unconditionally to make one or more market purchases (within the meaning of 693(4) of the Act) on the London Stock Exchange plc (the "London Stock Exchange") of Ordinary Shares provided that:

    (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 110,250 (representing approximately 10 per cent. of the Company's issued share capital as at 17 April 2025);

    (b) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 25 pence per share;

    (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is not more than the higher of: (i) 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures (as applicable and as amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019/310);

    (d) unless previously revoked or varied, the authority hereby conferred shall expire 15 months after the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution; and

    (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Registered Office

HC Slingsby plc
Otley Road
Baildon
Shipley
BD17 7LW

Registered in England and Wales No.00452716

By order of the Board

M.L. Morris

Company Secretary
22 April 2025

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at close of business on 21 May 2025 (or, if the meeting is adjourned, as at close of business on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

   A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

   A proxy may only be appointed in accordance with the procedures set out in note 3 below.

3. You can vote either:

   - via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: https://uk.investorcentre.mpms.mufg.com/;

     Download on the App Store

     GET IT ON Google Play

   - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10 am on 21 May 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

   - You may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets, by email at shareholderenquiries@cm.mpms.mufg.com or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

   In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10 am on 21 May 2025.

   Completion of the form of proxy or appointment or a proxy through CREST or Proxymity will not prevent a member from attending and voting in person. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

   Any member or his proxy attending the General Meeting has the right to ask any question at the Annual General Meeting relating to the business of the Annual General Meeting.

4. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

6. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10 am on 21 May 2025. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Un-certificated Securities Regulations 2001.

Corporate representatives

8. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Joint holders

9. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

Total voting rights

10. As at 17 April 2025 (being the latest practicable date prior to publication of this Notice of Annual General Meeting (the "Latest Practicable Date"), the Company's issued share capital consists of 1,102,500 Ordinary Shares of 25 pence each, carrying one vote each. No Ordinary Shares are held by the Company in treasury. Therefore, the total voting rights in the Company as at 17 April 2025 are 1,102,500.

Explanatory Notes to Resolutions 6, 7, 8 and 9

Resolution 6 – Authority to Allot Shares

Paragraph (a) of this resolution would give the Directors the authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £91,875 (representing 367,500 Ordinary Shares). This amount represents approximately 33.3% of the issued Ordinary Share capital of the Company as at the 'Latest Practicable Date'.

Shareholders are reminded of the latest Investment Association Share Capital Management Guidelines published in February 2023 ("IA Guidelines"), which update the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues, in respect of the authority to allot a further (one third) of the issued share capital of the Company. Accordingly, in line with the IA Guidelines, the Board is seeking this authority in order to provide flexibility to the Company.

Paragraph (b) of this resolution would give the Board authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares in connection with an offer by way of rights issue, open offer or otherwise to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings, up to an aggregate nominal amount of £183,750 (representing 735,000 Ordinary Shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately 66.7% of the issued ordinary share capital of the Company as at the Latest Practicable Date.

The authority and power pursuant to resolution 6 will expire on the later of 15 months from the date it is passed or the conclusion of the Company's next Annual General Meeting.

The Board will continue to seek to renew these authorities at each Annual General Meeting in accordance with current best practice. The Board has no present intention to exercise these authorities.

Resolutions 7 and 8 – Disapplication of Pre-emption Rights

These resolutions would give the Board the authority to allot Ordinary Shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The purpose of resolution 6 is to give the Directors the authority to allot equity securities for cash otherwise than to existing shareholders pro rata to their holdings. Apart from offers or invitations in proportion to the respective number of shares held, this authority would be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £27,563 (representing 110,250 Ordinary Shares). This aggregate nominal amount represents 10% of the issued Ordinary Share capital of the Company as at the Latest Practicable Date and could be used for any purpose. This disapplication authority is in line with institutional shareholder guidance, and in particular, with the Pre-Emption Group's Statement of Principles (the "Principles") revised in November 2022.

The Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased so that the non-pre-emptive issue of shares represents:

(I) no more than 10% of the Company's issued share capital, whether or not in connection with an acquisition or specified capital investment and

(II) no more than an additional 10% of the Company's issued share capital, provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

Resolution 8 gives the Directors the additional authority, as described in (ii) above, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in proportion to their existing shareholdings. The disapplication of pre-emption rights in respect of a further 10% of the Company's issued share capital, in addition to the authority proposed to be granted pursuant to resolution 7 reflects institutional shareholder guidance and the Principles. This authority would be limited to the allotment of equity securities for cash up to an additional aggregate nominal amount of £27,563 (representing 110,250 Ordinary Shares). This aggregate nominal amount represents 10% of the issued Ordinary Share capital of the Company at the Latest Practicable Date and could only be used for an acquisition or specified capital investment (within the meaning of the Principles).

The authority and power pursuant to resolutions 7 and 8 will expire on the latter of 15 months from the date the relevant resolution is passed or the conclusion of the Company's next Annual General Meeting. Resolutions 7 and 8 revoke and replace all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

The Board has no present intention to exercise these authorities.

Resolution 9 — General authority for the Company to purchase its own Ordinary Shares

Shareholders will be asked to provide the general authority for the Company to make market purchases on the London Stock Exchange of its Ordinary Shares, subject to certain limitations set out below.

The Board has no immediate plans for the Company to make purchases of its Ordinary Shares if the proposed new general authority becomes effective but would like to be able to act quickly if circumstances arise in which they consider such purchases by the Company of its Ordinary Shares to be desirable. Accordingly, it is proposed that the Board be given a new general authority to purchase the Company's Ordinary Shares on the terms contained in resolution 9 in the Notice of Annual General Meeting.

The proposed new general authority will be limited, by the terms of resolution 9 in the Notice of Annual General Meeting, to purchases of up to 110,250 Ordinary Shares, representing approximately 10 per cent. of the current issued share capital of the Company. The minimum price per Ordinary Share payable by the Company (exclusive of expenses) will be 25p. The maximum to be paid on the exercise of such new general authority (exclusive of expenses) will be an amount not exceeding the higher of (i) 5 per cent. above the average of the middle-market quotation for Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of each purchase, and (ii) the price stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures (being the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out) (as applicable and as amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019/310).

The Board will only exercise the new general authority to purchase Ordinary Shares if it considers that such purchases of Ordinary Shares can be expected to result in an increase in earnings per share after such purchases and are in the best interests of shareholders generally. The Directors would also consider carefully the extent of the Company's borrowings and its general financial position. Any such purchase of Ordinary Shares will be financed out of profits available for distribution. The actual cash required to fund any buy-backs of Ordinary Shares pursuant to the new general authority will be met from existing cash resources and/or borrowing facilities. Shareholders should note that any shares purchased by the

Company will be cancelled and not made available for reissue. The number of shares in issue will accordingly be reduced.

The maximum number of Ordinary Shares and the permitted price range are stated for the purpose of compliance with statutory and London Stock Exchange requirements in seeking the authority. This should not be taken as any representation of the number of Ordinary Shares (if any) which the Company might purchase, nor the terms upon which the Company would intend to make any such purchases, nor does it imply any opinion on the part of the Directors as to the market or other value of the Company's shares. In seeking this general authority, the Board is not indicating any commitment to buy back Ordinary Shares. Shareholders should not, therefore, assume that any purchases will take place.

In addition, the requirements of the London Stock Exchange prevent the Company from purchasing its own shares during the period of two months before the announcement of its half-year or full-year results (or, if shorter, the period from the end of the Company's relevant financial period up to and including the time of the relevant announcement), or at any other time when the directors are in a possession of unpublished price sensitive information in relation to the Company's shares.

The general authority set out in resolution 9 in the Notice of Annual General Meeting will expire fifteen months' after the resolution is passed or, if earlier, on the date of the next annual general meeting of the Company. However, in order to maintain the Board's flexibility of action, it is envisaged that this general authority may be renewed annually at annual general meetings of the Company.

Details of Ordinary Shares purchased pursuant to the new general authority will be notified to the London Stock Exchange by 7.30 a.m. on the business day following the date of dealing and to the registrar of companies within 28 days of the date of purchase. Details will also be included in the Company's report and financial statements in respect of the financial year in which any such purchases take place.

Notes

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