# RIGBY

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ANNUAL REPORT 2024

RIGBY

# RIGBY GROUP PLC
# ANNUAL REPORT 2024

STRATEGIC REPORT



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# THE DIRECTORS PRESENT THEIR STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2024

# CHAIRMAN'S STATEMENT

RIGBY

'AS A BUSINESS, WE'RE NOT RISK AVERSE.
WE TAKE ON BIG PROJECTS FOR BIG CORPORATIONS
AND ACHIEVE BIG OUTCOMES.'

SIR PETER RIGBY, FOUNDER AND CHAIRMAN OF RIGBY GROUP (RG) PLC (THE GROUP)

NEXT YEAR MARKS 50 YEARS IN BUSINESS FOR RIGBY GROUP; A BUSINESS I FOUNDED IN 1975 AND HAVE GROWN INTO THE TECHNOLOGY LED £3.7BN TURNOVER GROUP THAT IT IS TODAY.

50 YEARS IS A LONG TIME. WE'VE SEEN HOW MUCH THE WORLD HAS CHANGED IN THE PAST FOUR YEARS ALONE AND THE PANDEMIC, SIGNIFICANT AS IT WAS, IS THE LATEST IN A LONG LINE OF GLOBAL EVENTS THAT HAVE RESHAPED THE FACE OF BUSINESS.

**Over the past five decades, we have witnessed everything from the very first microprocessor to the power of new technologies such as AI and machine learning.**

The secret to longevity is passion, reinvestment, embedding your values, and working with high-performing teams within a structure that enables quick and decisive decisions on long-term and short-term strategies.

These are the foundations on which our business is built, and while the fiscal year 2024 brought its challenges in some areas of the Group, the work we have done over the past 50 years – and in particular over the past 2-3 years – keeps us in a strong position with a clear strategy and vision for the future.

The impact on the global pandemic lives on, particularly for our Airports and Hotels divisions. Despite being held back in recent years, the executive teams have continued to deliver against their recovery plans and returned to growth.

In recent months we have made new investment in our core divisions – most notably in Technology, where we have continued to deliver against the £300m technology investment programme to accelerate growth over the next five years by actively targeting acquisitions and investments to expand our technology portfolio with new and innovative services.

Our performance across the Group is testament to a company that puts people at the heart of all we do, and continually reinvests in order to innovate and scale. We have continued to develop innovative new business initiatives and investment opportunities, and each of our core divisions continue to make strategic investments.

Today, the Group operates many different businesses in nine countries worldwide, with more than 9,000 people. We still see as much opportunity for growth and expansion today as we did when the Group was first established, and there are positive signs of tangible, long-term recovery and a return to optimism and growth for business leaders globally.

Investment is essential to a healthy future, and we remain firmly committed to investing in our business, our people and new technologies for strategic and sustainable growth as we look ahead to FY25.

The Group's core has always been technology innovation and we intend to focus future growth on these investments. Innovation is the lifeblood of our industry, and SCC has continued to drive innovation at every turn. From artificial intelligence and machine learning to blockchain and Internet of Things (IoT), we are leveraging emerging technologies to provide our customers with a competitive edge.

Our family-owned structure and values enable us to stay ahead of the curve. We have always been able to anticipate industry trends, adapt to changing needs, and deliver sustainable value to our customers and our people, who sit at the heart of our business.

The Group's established charity, The Rigby Foundation, continues to proactively support sustainable charitable initiatives through donations.

The SCC Academy, which opened in 2023 continues to support many young people who need help and support in developing their IT skills. The centre focuses on Essential Digital level 1,2 and 3 courses delivering internal training sessions and higher-level courses with Firebrand, and hosting events dedicated to promoting digital skills and lifelong learning in partnership with The Princes Trust and Young Adults Foundation Trust.

Looking ahead, SCC France will kick off its next financial year as an official sponsor of the Paris 2024 Olympic and Paralympic Games, the biggest ever sporting event to be hosted in France. Aside from sponsoring, SCC France has also won the contract to provide and service all the technology for the event, including procurement and supply of IT, audiovisual, print and mobile equipment, with a full recycling service in line with the digital responsibility and circular economy.

We will deploy more than 500 people from SCC France, with our sponsorship bringing employees, technology partners and customers together to celebrate the sponsorship, which is a high point in the history of our group.

We have made significant strides in developing ESG strategy, which will seek to enshrine these initiatives and many more within the heart of the company, ensuring that the values developed over almost fifty years remain in place for the next fifty.






'MY FAMILY AND MYSELF REMAIN COMMITTED TO THE RIGBY GROUP FOR THE LONG TERM – WITH TECHNOLOGY AT ITS HEART – AND MAINTAIN OUR CORE PRINCIPLES OF HARD WORK, ENTREPRENEURSHIP, GOOD GOVERNANCE AND PHILANTHROPY.'

SIR PETER RIGBY

We recognise the importance of sustainable business practices. We remain committed to minimising our environmental impact, promoting diversity and inclusion, and giving back to the communities in which we operate.

This year, we continued our focus on a number of initiatives aimed at reducing our carbon footprint, promoting ethical sourcing, and supporting local educational programs. By integrating sustainability into our business strategy, we are not only fulfilling our social responsibilities but also driving long-term value for all our stakeholders.

My family and myself remain committed to the Group for the long term – with technology at its heart – and maintain our core principles of hard work, entrepreneurship, good governance and philanthropy. It is an ethos I have been proud to foster throughout my business life and can assure you that this will not change as the company and its management continue to evolve.

Most of all, we will continue to value our people, their skills and the loyalty they have shown as part of our family business. None of our achievements would have been possible without our incredible team. I extend my heartfelt appreciation to our employees who are the reason for our continued success. Our commitment as a group will also remain true to the personal and professional development of our people, and the importance of enabling them to unleash their potential.

As we embark on a new fiscal year, we are optimistic about the future. We are seeing improved performance across the board in a number of our divisions. The omens for our business are overwhelmingly positive, and while wider complex geopolitical and economic issues remain and will no doubt present future challenges, that is something worth both celebrating and reflecting on.

For all these reasons, I am confident that whatever challenges the coming year brings, our strong business, culture and collective drive will continue to carry us through.

Peter Rigby

**Sir Peter Rigby**
Chairman

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# GROUP FINANCIAL OVERVIEW

2024 FINANCIAL HIGHLIGHTS

## GROUP TURNOVER

£3,686.8M
-5%
FY23 £3,893.8M

## GROUP OPERATING PROFIT

£44.4M
-24%
FY23 £58.3M

## GROUP NET ASSETS

£525.6M
+4%
FY23 £505.3M

## GROUP ADJUSTED PROFIT*

£70.0M
-64%
FY23 £195.2M

*Group adjusted profit represents operating profit adjusted for profit on disposal, depreciation, amortisation and acquisition costs. See page 27 for reconciliation of Adjusted profit to operating profit.

### SCC

TURNOVER

**£3,439.8M**
+5%
FY23 £3,287.3M

OPERATING PROFIT

**£37.2M**
-46%
FY23 £68.9M

### RIGBY GROUP TECHNOLOGY INVESTMENTS

TURNOVER

**£92.0M**
-17%
FY23 £110.3M

OPERATING LOSS

**-£5.8M**
+4%
FY23 -£5.6M

### AIRPORTS

TURNOVER

**£112.6M**
+20%
FY23 £94.0M

OPERATING PROFIT

**£16.2M**
+459%
FY23 £2.9M

### CENTRAL OPERATIONS

TURNOVER

**£21.7M**
-26%
FY23 £29.4M

OPERATING LOSS

**-£8.3M**
11%
FY23 -£7.5M

### HOTELS

TURNOVER

**£17.1M**
+2%
FY23 £16.7M

OPERATING LOSS

**-£2.9M**
-26%
FY23 -£2.3M

### REAL ESTATE

TURNOVER

**£3.7M**
16%
FY23 £3.2M

OPERATING PROFIT

**£8.0M**
371%
FY23 £1.7M

### DISCONTINUED OPERATIONS & GAINS ON DISPOSAL

TURNOVER

**£0.0M**
-100%
FY23 £353.0M

ADJUSTED OPERATING PROFIT

**£0.0M**
-100%
FY23 £104.9M

# CEO REPORT

RIGBY GROUP REMAINS ONE OF THE LARGEST AND MOST SUCCESSFUL PRIVATE COMPANIES IN THE UK.

JAMES RIGBY AND STEVE RIGBY: CO-CEOS OF THE RIGBY GROUP





WE ARE VERY PROUD TO BE IN THE TOP 10* WHOLLY OWNED FAMILY BUSINESSES IN THE UK AND PART OF THE 500 LARGEST FAMILY BUSINESSES GLOBALLY. WE ARE PLEASED TO PRESENT THE ANNUAL REPORT FOR OUR YEAR TO THE END OF MARCH 2024 A YEAR OF GROWTH IN OUR CORE BUSINESSES AND INVESTMENT IN THE FUTURE.

**Whilst headline Group Turnover slipped by 5% to £3.7bn following the disposal of our Cyber security business in the prior year, our core businesses grew by 5%.**

Group Operating Profit was £44.4m, 24% down on the previous year. There were no business disposals in the current year unlike in the prior.

Strong profitability from our French SCC operations and our Airports division, both of which experienced favourable market conditions and excellent strategy execution, balanced against the adverse technology market and economic conditions experienced in the UK where SCC was negatively impacted.

UK GDP growth of 0.1% in 2023 together with a 6% increase in the CPI measure of inflation significantly affected SCC UK's investment and growth plans for the year and against this backdrop management removed overheads to support profitability.

Profitability in the current year was not boosted by any asset disposal events, unlike in the prior year, so profitability came from our core technology focused trading operations.

As a diverse group delivering returns to shareholders through our core trading operations and from our agile investment growth and disposal strategies, investment and acquisition activity is key to our success as is the profit generated from disposals.

Although we made no disposals in the year, the Group remains acquisitive and reinvested £54.5m of the proceeds generated from the prior year disposals.

Our SCC division invested £36.9m in digital transformation solutions provider Nimble and in voice and collaborations provider Resonate, whilst in the Rigby Technology Investments division we made three acquisitions of Bamboo Technology Group, 4sight Communications and NGC Networks.

Within our trading businesses, we continue to invest in essential capital expenditure projects, £38.6m in the last financial year following £33.0m in the prior year.

Our 8,000 colleagues working across nine geographies remain the bedrock of our Group and we are grateful for their tireless efforts on our behalf. Thanks to their ongoing support our family company values of foresight, hard work and enabling others are upheld and remain embedded in each business.

We were delighted to publish during the year our first Group Sustainability Report, which sets out our sustainability goals under our Project Sequioa initiative and reflects our ongoing endeavours to achieve a harmonious balance between business success and societal and environmental wellbeing. We remain committed to our 2040 net zero target and are pleased by the energy shown within our divisional ESG programs, more details of which are shown in the ESG section of the report.

SCC's operations in France and Spain both enjoyed a much stronger year with 4% growth in France and 5% growth in Spain, both trading without the economic pressures experienced in the UK and with the end of the global supply chain pressures of recent years.

Total SCC Divisional Turnover of £3.4bn is a growth of 5%, whilst Operating Profit at £37.2m and Profit Before Tax of £42.4m remain the core drivers of Group profitability.

Our Airport division, Regional and City Airports, enjoyed a very good year. Despite the economic headwinds, consumer demand for international travel exceeded expectations, resulting in a very positive increase in traffic at our airports in Bournemouth, Norwich, and Exeter, total passenger numbers rising to 1.8m. Together with growth in commercial income, this resulted in our airports business growing 20% in the year with operating profits reaching £16.2m. Bournemouth Airports was the fastest recovering UK regional airport post the pandemic.

Our Technology Investment division, Rigby Technology Investments (RTI), allows us to exploit our expertise successfully buying and building technology companies, and to do so outside of SCC. Through a combination of capital and the talent we either buy into, or are able to provide into a business, we have an investment model able to accelerate growth and to create large, sustainable, and profitable businesses.

* source www.famcap.com

# FUTURE EXPECTATIONS

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CloudClevr, one of our three RTI investments, is a great example of our investment and growth model and is now set to be an important business for the Group. Our strategy is to acquire businesses which will augment CloudClevr's offering, buying into new technologies or into management teams. During the year this approach resulted in the completion of three key acquisitions with a fourth completing just after the year end.

Our Unified Communications distributor Nuvias UC had a challenging year amidst very difficult market conditions, reporting an operating loss of £3.9m on sales which were down by 28% to £79.3m. Losses included some exceptional charges and one-off costs incurred in restructuring actions, taken by the new management team.

We hold a 10% stake in European Digital Security Holdco Sarl the parent company of Infinigate, a €2.3bn EMEA-based cyber security distributor, which at c.€76m earnings before interest, taxes, depreciation and amortisation (EBITDA) is trading in line with the previous year.

Our real estate businesses linked to the airports continued to trade well with almost full occupancy, and in the year commissioned Aviation Business Park, a new a 39,000 sq.ft. facility. Whilst our residential real estate business Allect, saw a decline in revenue, this was predicted and was the direct result of a large non repeatable project being completed. Our Hotels business operates in the challenging UK hospitality sector and whilst revenues grew by 3%, rises in the national living wage, rising energy costs and UK economic pressures resulted in the division produced an operating loss of £2.9m.

Group Net Assets have grown by £20.4m to £525.6m a growth of 4% and our Cash net of Debt closed the year on £477.6m

## FUTURE EXPECTATIONS

As we enter the new financial year, we see improved economic conditions which will support improved profitability in our UK businesses. Inflation is now stable at 2% and our cost base is set to settle this year. Whilst the impact from a general election remains unclear, the IT industry expects to return to mid-single digit growth, which will benefit SCC UK and Nuvias UC. The impact of the French economy was largely unaffected in 2023 for SCC but with the French elections in 2024 we expect to see some fiscal tightening which may in turn impact SCC France.

Outside of the technology businesses, we expect to see improving performance in Airports and Hotels. As a group overall we predict revenues will exceed £4bn for the first time.

We are approaching a landmark year in 2025, with our 50th anniversary, we now operate with three generations of the Rigby family working in the group, yet despite our size we retain the values that have led so far to the success of the Group in its first half century, and we remain optimistic about the long-term prospects of the Group. Our financial strength, underpinned by a £0.5bn net asset position, provides great future potential for the fantastic businesses that we operate.

**James Rigby**
Co-CEO

**Steve Rigby**
Co-CEO

# OUR MISSION, VISION, VALUES

OUR MISSION IS TO CREATE A SUSTAINABLE, PROFITABLE, TECHNOLOGY-FOCUSED BUSINESS, WHICH DELIVERS LONG-TERM BENEFITS FOR ALL OUR STAKEHOLDERS, BY WORKING HARD AND GIVING BACK.

OUR VISION IS TO REMAIN A TOP 10 LARGEST UK FAMILY-OWNED, MULTI-GENERATIONAL, BUSINESS WITHOUT COMPROMISING ON OUR CORE VALUES.

OUR VALUES REFLECT THE FAMILY VALUES OF FORESIGHT, HARD WORK AND ENABLING OTHERS WHICH UNDERPINS THE GROUP'S SUCCESS.

## OUR STRATEGY

Rigby Group's strategy is to create sustainable long-term value for our stakeholders and make a lasting contribution to society. We strive to maximise performance and growth in every business across our diverse portfolio, including our key focus area as a technology business operator and investor. We achieve this by encouraging entrepreneurism, innovation, and adaptability throughout our 8,000 strong workforce, from our apprentices up to the Board room.

To achieve our ongoing goal for a long-term return on equity, each of our operating divisions has five-year profitability targets in place, reflecting their individual trading conditions and aligned with our "risk/reward/effort" policy, which informs every investment decision.

We focus our investment activities on opportunities to support our existing companies or as complementary businesses in sectors and technologies that we understand and for which we see a long-term future. We aim to maintain our track record for picking, buying, building and selling businesses well, supported by the Group's highly skilled M&A team, who also ensure any investments and divestments deliver optimum value to the Group.

ESG and the impact we have on others is a key priority, and at the heart of our family values. Our ESG initiative, "Project Sequoia", directed by the group's Head of Sustainability, will ensure our ESG goals and progress in this area are clearly articulated, and that this important work is coordinated and monitored across the Group.

We measure our performance against two key family indexes. In the Famcap 750 rankings we are currently ranked 9th in the UK and 207th globally in 100% owned family businesses operating across all sectors (source: Famcap750: https://www.famcap.com/the-worlds-750-biggest-family-businesses). Within the Ernst and Young family business index we currently rank within the top 12 in the UK and rank 406th globally in 2nd generation family-owned businesses operating across all sectors.

Source Ernst & Young:
https://familybusinessindex.com/





## "WE ARE DRIVING THE BUSINESS; THE BUSINESS ISN'T DRIVING US."

STEVE RIGBY, CO-CEO

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# BOARD OF DIRECTORS

TWENTY TWENTY FOUR





## SIR PETER RIGBY
## CHAIRMAN

**One of the UK's most respected and successful business leaders, Sir Peter Rigby is a serial entrepreneur.**

He launched the founding company for Rigby Group with his £2,000 of savings in 1975, growing it into one of the country's Top 10 largest privately owned business groups, with operations across SCC, Aviation, Hotel, Real Estate, and Technology Investment sectors, and a turnover approaching £3.7bn per annum.

In additional he has always taken an active role with time and resource given to his charitable foundations, The Rigby Foundation, and The Sir Peter Rigby Charitable Trust, each playing complementary economic and philanthropic roles in communities in which his companies operate.

In recent times Sir Peter has developed deep relationships with universities on behalf of the Group and Charitable enterprises. He serves as Honorary President Enterprise for the University of Liverpool, as an Honorary Industrial Professor for the University of Birmingham, and Chair of the Digital Futures Institute at Aston University. He also serves as an Honorary Group Captain in 601 (County of London) Squadron Royal Auxiliary Air Force.

In 2002 Sir Peter was knighted for his contribution to IT and business, while in 2021 he became the first British businessman ever to be awarded the Legion d'honneur.

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## JAMES RIGBY
### CO-CHIEF EXECUTIVE OFFICER

James joined the family business in 1994, following on from his degree in Business and French and is a fluent French speaker. Today, James is the Co-CEO of the Rigby Group and CEO of the SCC Group, the major division of the Rigby Group where he oversees its operations in France, UK, Spain, Romania, and Vietnam. Under James's leadership SCC has grown to be a significant Value-Added IT Reseller, provided employment and development to thousands of people, supported regional economies, and championed digital transformation for many organisations across the UK and Europe.

James' ethos centres around growing skills, investing in people and communities, and preserving the family values at the heart of the business. James also sits on the Board of Rigby Capital and is passionate about the social and environmental impact of the group. He chairs the Environmental and Social Governance Committee for the group looking after sustainability and environmental initiatives towards our net zero targets and was instrumental in bringing forward the target date for net zero by 2040.

James is a Trustee of both The Rigby Foundation and The Sir Peter Rigby Charitable Trust and of the United by Birmingham 2022 charity that works to ensure a positive legacy for the local community following the 2022 Birmingham Commonwealth Games. James also secured sponsorship of the Paris 2024 Olympic Games by the SCC France business.

## STEVE RIGBY
### CO-CHIEF EXECUTIVE OFFICER

Steve joined the family business in 1991. Today, he is Co-CEO of Rigby Group, responsible for leading strategy, finance, and investments in both the private and public markets. Steve heads up Rigby Technology Investments and sits on the board of SCC, as well as airports, commercial and residential real estate, and hotels. He is also a board member of CloudClevr, Infinigate, Nuvias UC, Resonate and Rigby Group.

Steve is a passionate advocate for UK businesses, championing long-term thinking and policies to ensure their success. He is a respected media commentator on business issues and holds roles outside of Rigby Group, including Chair of the UK's Private Business Commission, Board member of Family Business UK (FBUK), Patron of the Entrepreneurs Network, Member of the Wall Street Journal CEO Council, and Judge for EY Entrepreneur of the Year. Steve also recognises the importance of giving back through his significant philanthropic interests as Chair of the Rigby Foundation and as a long-term supporter of Place2Be, most recently as Chair of the charity's development board.

## PETER WHITFIELD
### CHIEF FINANCIAL OFFICER

Peter is the Rigby Group Chief Financial Officer and member of the Audit Risk and Remuneration, Public Markets Investment and Rigby Technology Investment committees. Peter joined the group in 2000 to lead the finance team in the group's UK technology distribution division.

With more than 20 years' experience with the group, Peter has developed a depth of knowledge and expertise in the group focused on the technology businesses. In 2013 Peter took responsibility for the Group's financial operations of SCC and in 2020 for the financial operations of the whole of the group. As CFO Peter is involved in all aspects of finance, is responsible for tax and is focussed on the improvement of governance across the group.

Prior to joining the group Peter developed his expertise in distribution and finance at Bridgestone Europe and Barclays Bank. Peter is a chartered accountant trained at KPMG Birmingham and is based in the West Midlands spending time with family and following his interest in nature and the environment.

## HW CAMPION (GEORGE CAMPION)
### NON-EXECUTIVE DIRECTOR

George Campion joined the Rigby Group Board in 2010 as a non-executive director after taking early retirement as a partner in Deloitte. He is Chairman of the Audit, Risk and Remuneration Committee and is central to the Environmental, Social and Governance policies within the Group.

Before joining the Rigby Group, George spent over 30 years at Arthur Andersen/Deloitte, holding several client facing and management roles including Senior Partner in Birmingham and partner in charge of the tax practices in Central and Eastern Europe, Middle East and Africa. Outside the company, from 2010 to 2018 he held the position of Midlands Chairman, Regional Advisory Board for Aon Limited. George is currently Chairman of a mid-size regional law firm based in Stratford-upon-Avon. George also actively runs his own long-established real estate investment business as well as being Chairman and major shareholder in a merchant services business based in Shropshire.

## JULIE MORTIMER
### COMPANY SECRETARY

Julie is Rigby Group's Director of Finance & Company Secretary with primary responsibility for central finance and assurance functions. FCA qualified having trained with PwC Julie gained extensive large corporate experience where she specialised in financial control and governance and technical accounting matters.

Julie joined the group in 2014 as financial controller for the Group's SCC EMEA division. In her current role Julie's key responsibilities include being a member of the Rigby Group Board, the Audit Risk and Remuneration Committee and the Rigby Capital Residual Risk Committee. Julie is also Company Secretary of the SCC EMEA Group and is responsible for co-ordinating the group's annual Enterprise Risk Management process.

# GOVERNANCE

## BOARD AND GOVERNANCE ACTIVITY

## WE BELIEVE THAT THE RIGHT WAY TO CONDUCT BUSINESS IS WITH INTEGRITY, TRANSPARENCY AND FAIRNESS.

Rigby Group is a family owned and managed business. The shareholders are directors of the Rigby Group as well as its divisional boards and several of its operating businesses. Shareholder representation is essential to secure a long-term view over the management of the business without the pressure of short-term goals and returns and ensures shareholders are fully informed.

The directors consider governance and the high standards of business conduct to be a priority for the Group and expect this to extend to our divisional boards, operational executive, and employees alike.

As shareholders and Joint Chief Executives for the Group James Rigby and Steven Rigby ensure that the Group is governed in line with the shareholders vision, its family values, and the professional rigour necessary to support the long-term objectives of the Group.

The Rigby Group board aims to meet ten times throughout the year and more frequently if needed. At these meetings the shareholders and directors are updated on the financial performance of the group, sales and commercial activities, tax and legal matters, updates on strategic matters and M&A activity. Key matters are discussed by the board and decisions are reached collectively.

During the year the Rigby Group Board met ten times with an average attendance of 83%.

The Rigby Group Board is supported by several committees.

### AUDIT RISK & REMUNERATION COMMITTEE (ARR)

The ARR is responsible for financial reporting, risk management and governance, internal and external audit. The committee also undertakes an annual review of executive remuneration across the group including benchmarking to provide independent guidance.

The ARR aims to meet quarterly and more frequently if required, and is chaired by non-executive director, George Campion. Members include James Rigby, CEO, Peter Whitfield, CFO, and Julie Mortimer, Rigby Group Director of Finance and Company Secretary. During the year five meetings were held with an average attendance of 85%.

### PUBLIC INVESTMENT COMMITTEE (PIC)

Funds not immediately required for working capital, organic or inorganic investment are invested in public market securities. The PIC oversees these investments monitoring performance and external investment advice whilst working to the terms of reference set by each investing division which reflect the division's risk, return and liquidity objectives. Guidance on these matters is provided to investing divisions by the PIC with attention given to counterparty risk, asset allocation and investment tenure. Meetings were held four times in the year and all members attended each time. An independent chair has been appointed in addition to representatives of the group, Steve Rigby (Rigby Group Co-CEO), Peter Whitfield (Rigby Group CFO), Edouard Carlone (Rigby Group Head of Mergers, Acquisitions and Family Office) and Paul Southall (Rigby Group Head of Sustainability).

### SUSTAINABILITY BOARDS

The Head of Sustainability chairs several ESG Committees established within each division to promote our ESG Strategy and objectives.

### EXECUTIVE BOARDS

Board meetings are held for all divisions with operating boards meeting monthly and supervisory boards for a wider internal stakeholder Group held quarterly. Specific topics such as residual values are managed through sub-committees.

Executive teams are reviewed and strengthened where appropriate to support growth and ensure that we have the necessary skills and expertise to take the business forward.

### DECISION MAKING

Key decisions taken by the directors during the year have considered the stakeholders and how they would be impacted both now and in the long term.





| KEY DECISIONS | STAKEHOLDERS IMPACTED | OUTCOMES AND HOW STAKEHOLDERS WERE CONSIDERED |
|---|---|---|
| **FINANCIAL & OPERATIONAL** | | |
| FY25 Business Plan Approved | Shareholders, Employees, Customers, Suppliers | The Board take into consideration factors such as the sustainability of the business for employees and customers, growth in key services, a sufficient return on investment for Shareholder and the long-term investment plan when setting the Financial Business Plan. These considerations will continue to shape future business plans. |
| Dividend Payments | Shareholders, Customers, Employees | Dividends to Group shareholders were considered taking into account pay-outs in prior years, the year's exceptional performance, cash availability and prospects for the future. |
| **STRATEGIC** | | |
| Approval of acquisitions in the SCC division | Shareholders, Customers, Suppliers, Employees | Approval was given for the acquisition of Nimble and Resonate in the SCC division. These new acquisitions extend the resource availability of the business and improve capability. |
| Approval to build the CloudClevr IT business within the Rigby Technology Investments Division | Shareholders, Customers, Suppliers, Employees | Approval was given for the acquisitions in the financial year of Total Holdings Limited (Bamboo); Networks Group (NGC), 4Sight and Twisted Fish IT Limited (the latter being completed just after the year end). Together these four businesses will combine into the group's CloudClevr solutions business. |

# SECTION 172 STATEMENT

## ENGAGING WITH OUR STAKEHOLDERS IS ESSENTIAL TO THE WAY WE MANAGE OUR GROUP AND A KEY ELEMENT OF OUR GOVERNANCE FRAMEWORK.

As a private, family-owned business, we have always been able to take a long-term view and our ethical approach comes from those family values which underpin our culture. Having ethical policies and respect for stakeholders and the wider community is an established principle for the Group. We recognise how important ethical behaviour is to our stakeholders as a key element of strong long-term relationships which deliver value.

All directors of the Group and of our divisions are central to stakeholder engagement and are expected to meet their obligations under the Companies Act and to use all reasonable skill, care and diligence in doing so. We support new and existing directors of Rigby Group and its subsidiaries by providing them with training and continuing support that covers their duties and obligations as directors.

Section 172 of the Companies Act 2006 requires directors to promote the success of the Group for the benefit of the members as a whole and in so doing to act fairly between members and to have regard to the interests of stakeholders.

Under Section 172, directors have other obligations to:

- consider the likely impact on stakeholders of decisions in the long term,
- consider interests of employees,
- foster relationships with suppliers and customers,
- consider the impact which the Company has on the wider community and the environment,
- recognise the desirability of maintaining high standards of business conduct.

Within this report we demonstrate how our directors have met their Section 172 obligations. We explain who our stakeholders are and summarise here how we have engaged with them, describing the main elements of our relationship, how we have considered what is important to them and how we have responded to address those needs in the way we have managed the Group.

### DELIVERING VALUE TO OUR STAKEHOLDERS

Economic value, represented by turnover, generated in the last year has grown by 4% to £3.7bn on a continuing basis with FY23 adjusted for the disposal of our Nuvias business. Of the value generated 86% (2023:84%) is consumed by operating costs paid to our suppliers and the remainder is distributed between shareholders, people and communities or retained in the business for future investment. The allocation to shareholders declined by 8% year on year reflecting lower dividends paid from a lower Adjusted Profit and the value retained in the business declined due to higher operating costs.

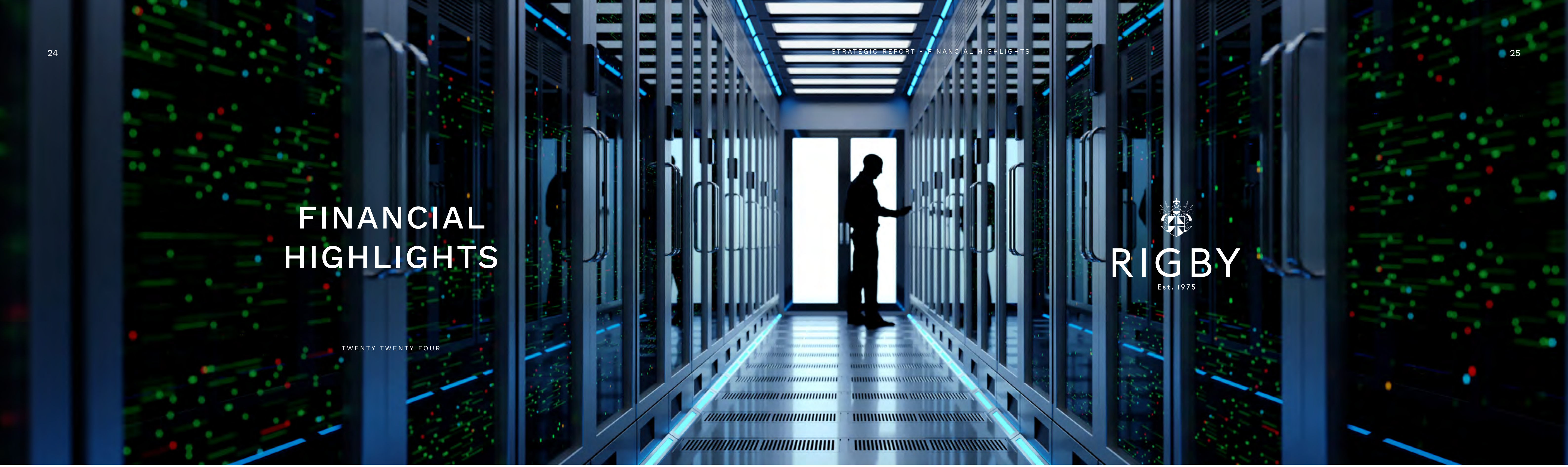
| £'000 | Growth | FY24 | FY23 CONTINUING |
|---|---|---|---|
| **Economic Value Generated** | 4% | **3,686,821** | **3,540,839** |
| **Shareholders** | -8% | 10,712 | 11,700 |
| **People** | 6% | 352,290 | 331,089 |
| **Communities** | 4% | 90,872 | 87,518 |
| **Operating Costs** | 8% | 3,170,232 | 2,937,141 |
| **Value Retained** | -64% | **62,715** | **173,391** |

People costs are wages and salaries excluding social security costs
Community includes Charity. Corporation Tax and Employment social security costs
Value retained is profit for the year adjusted for depreciation and amortisation
Operating costs are gross revenues less retained value and social spend reflected in the table

**Residual Economic Value Distributed***

- Shareholders
- People
- Communities

| SHAREHOLDERS | CUSTOMERS | SUPPLIERS & BANKERS | OUR PEOPLE | COMMUNITIES & ENVIRONMENT |
|---|---|---|---|---|
| **HOW WE ENGAGE** | | | | |
| Shareholder participation at Rigby Group Board and at divisional board meetings<br>Strong internal governance | Close Executive relationships<br>Regular Account reviews<br>Key account management<br>Customer feedback | Close Executive relationships<br>Strategic Relationship reviews<br>Clearly defined supplier engagement policy<br>Technical forums & collaboration | Updated Internal Intranet<br>Management Briefings<br>CEO communication channels | Well defined CSR and Environmental policies<br>Collaboration with local community charities<br>Close relationships with schools and universities |
| **WHAT'S IMPORTANT TO THEM** | | | | |
| Long Term Return<br>Dividend Flow<br>Cash Generation and Gearing<br>Financial Discipline<br>Ethical Behaviour, Respect for family values | Quality of Relevant Industry Expertise<br>Relevance of Services and Solutions<br>Service Levels<br>Technical relevance and Vision<br>Trusted Partnership<br>Ethical behaviour | Long Term Collaborative Partnership<br>Proactive Communication<br>Aligned Commercial Objectives<br>Technical Expertise<br>Ethical Behaviour | Continuity of fair employment<br>Opportunity for development<br>Diversity to enrich working practises<br>Equality and fairness<br>Working Environment<br>Participation<br>Environmental Practises | Ethical Behaviour<br>Actively supporting local communities<br>Environmental Awareness, Actions and Practices |
| **HOW WE RESPOND** | | | | |
| Long term strategic planning framework<br>Annual Budgeting and planning<br>Regular performance reporting<br>Dividend and Cash planning<br>Shareholder board representation | Senior Executive engagement<br>Focused Relationship Management<br>Maintaining technical expertise<br>Investment in new technology<br>Agility in our response to customer needs | Strategic Relationships with Senior Executives.<br>Sales Engagement Meetings<br>Supplier Code of Conduct<br>Skills training and investing to maintain accreditations<br>Dedicated relationship management | Clear Employment Policies<br>Active engagement programmes<br>Involvement in developing our values framework<br>Commitment to inclusive culture<br>Flexible employment packages<br>Access to skills and technology training | Appointed Rigby Group Head of Sustainability<br>Developing our sustainability policy<br>Employee volunteering days<br>Support for the Rigby Foundation and for local charities<br>Apprenticeship and graduate trainee programmes |



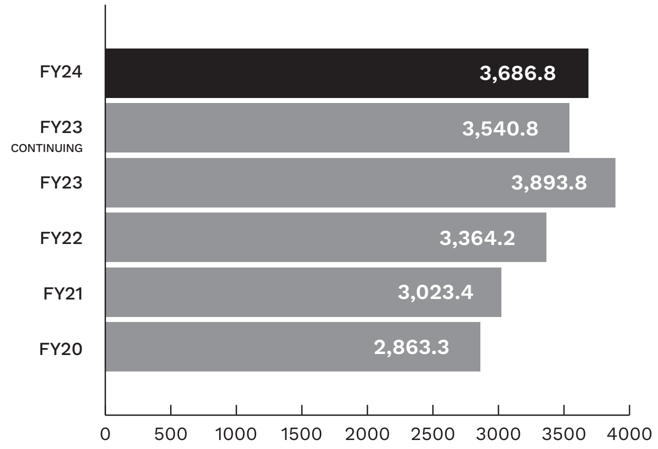

# FINANCIAL HIGHLIGHTS

TWENTY TWENTY FOUR

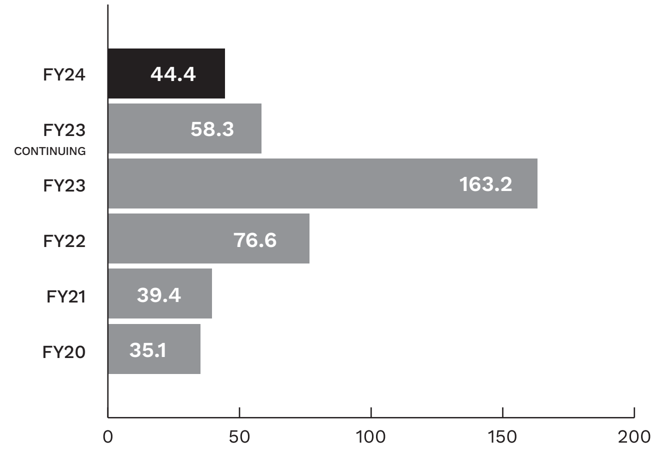
| | FY20 | FY21 | FY22 | FY23 | FY23 CONTINUING | FY24 | FY23 TO FY24 CONTINUING |
|---|---|---|---|---|---|---|---|
| TURNOVER £M | 2,863.3 | 3,023.4 | 3,364.2 | 3,893.8 | 3,540.8 | **3,686.8** | 4.1% |
| ADJUSTED OPERATING PROFIT £M | 35.2 | 39.4 | 76.6 | 163.2 | 58.3 | **44.4** | (23.8)% |
| PROFIT BEFORE TAX £M | 28.2 | 32.6 | 69.9 | 156.0 | 52.6 | **50.4** | (4.2)% |
| CASH GENERATED BY OPERATIONS PRE TAX £M | 134.0 | 126.9 | 107.2 | 128.8 | 121.3 | **46.0** | (62.0)% |
| NET ASSETS £M | 305.2 | 323.4 | 362.7 | 505.3 | 505.3 | **525.6** | 4.0% |
| EBITDA £M * | 66.0 | 67.8 | 104.3 | 192.6 | 84.7 | **70.0** | (17.4)% |

* EBITDA reconciliation is available on page 27.

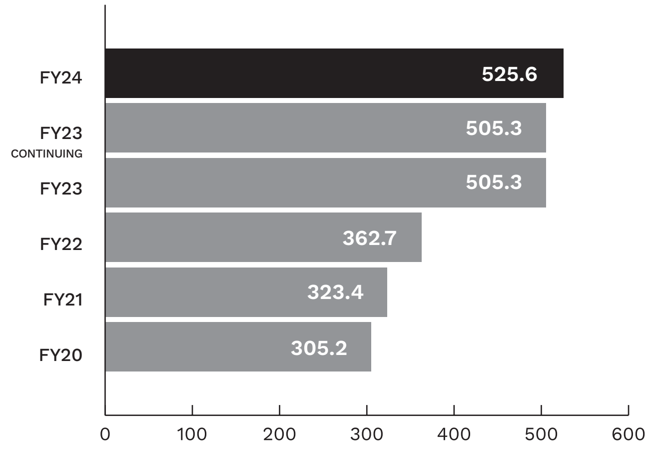
TURNOVER £M



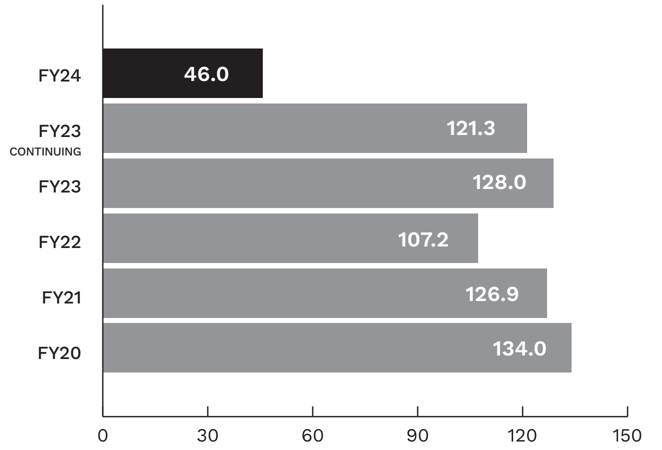

ADJUSTED OPERATING PROFIT £M




NET ASSETS £M




CASH GENERATED BY OPERATIONS PRE TAX £M



# CFO REPORT
# RIGBY GROUP FY24
# GROUP FINANCIAL REVIEW

PETER WHITFIELD, CHIEF FINANCIAL OFFICER

By comparison to the exceptional financial performance of the prior year, performance for the year under review was more muted with no significant disposal transactions and reduced cash generation. Acquisition activity continued in the year using cash generated from disposals in the prior year.

Headline group revenues of £3,686.8m declined by 5%. After excluding the £353.0m of revenues from the discontinued businesses sold in the prior year, underlying revenues were 4% higher. Growth was led by our SCC business in France. Turnover in all divisions increased except for that of the Rigby Technology Investments (RTI) division where our Unified Communications business, Nuvias, declined by 28%. Businesses acquired during the year did not make a material contribution to consolidated revenue or operating profits.

Adjusted Profit of £70.1m for the year compares to £195.2m in the prior year during which £104.9m arose on the disposal of the Cyber Security and Aviation divisions.

Group operating profitability was driven by SCC in France, which for a number of years has been our largest business in revenue and profitability. Performance in SCC in the UK was significantly impacted by the UK economic climate as anticipated in our last annual report. Pressures on the wider technology sector more generally together with inflation-based impact on demand have been the dominant headwinds over the last year, replacing the supply chain and global health factors of recent years.

The group is managed through six core divisions in the same way as in prior years - SCC, Airports, Hotels, Real Estate, Technology Investments and Central Operations.

SCC remains our core division central to the long-term future of the group. We made two further acquisitions during the year, and we also transferred our UK finance specialist Rigby Capital into the SCC UK division, bringing our executive teams closer together to leverage the financing options we provide to SCC's customers in the UK. The impact on turnover and profitability in the year was not material and the comparatives are adjusted to show Rigby Capital within the division in both periods.

Our Airport division is the UK's leading regional passenger and cargo group and for the year reported their best-ever performance, growing by 20%. At Bournemouth Airport, passenger numbers rose 21%, exceeding pre-pandemic numbers. Bournemouth is currently one of the fastest growing UK airports and is projecting further growth in passenger and cargo activity in the coming financial years.

Our Technology Investment division holds our investments in other technology businesses where our investment strategy differs to the core long term hold strategy of SCC. Nuvias Unified Communications is reported in this division together with CloudClevr, our converged IT and telecoms business. CloudClevr has a buy and build strategy and has made a number of acquisitions during and immediately following the end of the financial year.

Revenue in our Hotels division increased by 2% however economic conditions and confidence in the UK hospitality sector still weighed on the sector and on our division's profitability. Investing to maintain the quality of each of our Hotels is important to long term value and during the year we refurbished rooms and extended our physical footprint, enhancements which will have a positive impact in the coming years.

## PROFITABILITY

| EBITDA & Adjusted Profit Reconciliation | FY24 £m | FY23 £m | Growth |
|---|---|---|---|
| Operating Profit | 44.4 | 58.3 | -24% |
| Gain on Disposal | 0 | 104.9 | -100% |
| Adjusted Operating profit | 44.4 | 163.2 | -73% |
| Depreciation | 15.8 | 17.4 | -9% |
| Amortisation | 9.9 | 12.0 | -18% |
| EBITDA | 70.0 | 192.6 | -64% |
| Acquisition Costs | - | 2.6 | |
| Adjusted Profit | 70.0 | 195.2 | -64% |

Adjusted Operating Profit declined by 73% to £44.4m principally due to the £104.9m profit in the prior year arising on the disposals although Operating Profit also declined.

Operating profit for the group is largely generated in SCC which contributed £37.2m (2023: £68.9m) for the year, a decline of 46% reflecting lower UK profitability and the non-repeat of property gains in the prior year.

Turnover in SCC increased by 5% with growth in all countries.

Reselling of hardware and software in France, our largest business continued to grow, this year by 3%, with higher revenues from the public sector and our software practice and we maintained the exceptional profit performance of the prior year.

Economic uncertainty had a significant impact on the mix of SCC's UK business, reducing demand for key technologies and services and despite total revenue growing 4%, the country was not profitable, as operating profits declined 81%. SCC in the UK has however acquired the digital transformation services specialist Nimble, and the voice and collaborations provider Resonate, broadening its existing specialist capabilities.

By contrast in Spain, growth in product and services was strong with revenues 4.8% higher at €111m and delivering record profitability of €4.5m.

Airports grew again this year consolidating on the improved performance of recent years by increasing overall revenues 20% to £112.6m, following growth of 22% in the prior year. Operating profits rose to £16.2m (2023: £2.9m) a result of improved passenger and cargo trading and a result of higher investment property valuations.

Nuvias UC our distributor of unified communications ("UC") solutions experienced challenging market conditions in the UC hardware sector. Turnover fell back sharply by 28% to £79.3m, principally in the UK. Action was taken during the year to improve operational performance, reduce costs and to reshape the business with a new management team in place to take the business forward. One-off costs for making these changes combined with the weak trading environment resulting in an operating loss of £3.9m.

Revenue in the Hotels division was marginally higher +2%, though variable demand in the difficult UK hospitality sector and weak mix, resulted in a loss of £2.9m widening from the £2.3m reported for the prior year.

Revaluations of Investment Property generated operating gains of £9.2m (2023: Loss of £4.4m). Property across our airports was revalued 3.7% upwards improving operating profit in the Airports division by £3.3m. Landside property at Bournemouth managed in our Real Estate division was valued 13.9%, £5.7m higher (2023: Decrease of £0.4m). Commercial property values in the UK have recovered over the last year following declines in recent years and these valuation changes reflect the change in the market for this property class. Investment properties were revalued by expert external valuers as they were in the prior year, are always made on a cautious basis and follow prior years where values declined by 3% in 2023 and were flat in the year prior to that.

Very low void rates over the last few years have supported the profitability of the Real Estate division which generated £2.7m of operating profit consistent with £2.1m in the prior year. High development management fees in the prior year were not repeated but replaced with rentals from increased space. Including property revaluations, total operating profit reached £8.0m for the real estate division (2023: £1.7m).

## ADJUSTED PROFIT

Operating profit is reduced by non-cash charges and by the accounting treatment of some payments made on acquisition which under UK GAAP are charged to operating profit by virtue of a contractual linkage to employment. By excluding these charges, Adjusted Profit provides a more comparable and informative measure of relative performance which is complementary to operating profit and appropriate for understanding profit performance in an acquisitive group.

We use Adjusted Profit as a measure of profit performance adjusted for key non-cash charges arising from capital expenditure and employment related acquisition costs. This year Adjusted Profit was £70.0m (2023: £195.2m) declining 64% compared to the prior year, of which the key component was the profit on disposal of the Cyber Security division. Although the impact of payments made on acquisition charged to operating profit are not material in current the year, we will continue to report an Adjusted Profit measure until such time as the presentation no longer provides additional insight to users of these financial statements.

## ACQUISITIONS, DISPOSALS AND ORGANIC GROWTH

| **Acquiring Business Year to March 31 2024** | **Business Acquired** | **FY24 Revenue Actuals £m** |
|---|---|---|
| RTI: Cloudclevr | NGC | 6.9 |
| | 4Sight | 2.8 |
| | Bamboo | 3.0 |
| SCC UK | Nimble Delivery | 8.5 |
| | Resonate UCC | 0.8 |
| | | 22.0 |

The group completed 5 acquisitions in the year though their impact on group turnover and operating profits were modest. Turnover was increased by £22.0m and profit before taxation contribution of £2.2m. In the prior year we completed 2 acquisitions in our SCC division in the UK contributing £26.9m of turnover and £0.4m of profit before taxation.

There were no disposals in the current year unlike in the prior when there were two disposals most notably of our Cyber Security and Advanced Networking distributor Nuvias. As a result of the disposal of Nuvias, annualised turnover fell by £450m and operating profit reduced by £3.5m, however substantial cash reserves were made available to support future investments in trading business in the technology sector.

## NET INVESTMENT INCOME

Net investment income of £6.2m for the year compares to net finance costs of £7.0m in the prior year – an improvement of £13.2m.

Bank and other interest costs rose by £3.9m to £13.1m (2023 £9.2m).

As market rates have risen, so has the cost of debt. Whilst bank loans have been significantly hedged throughout the period, the cost of receivables financing grew materially by £2.1m to £3.4m.

Effective treasury management of centrally invested funds together with short term investment management within the operating businesses generated £12.0m of interest income up £10.0m on prior year and listed investments added £5.6m of investment income, up £4.2m on prior year.

## TAXATION

The group tax charge for the year was £15.2m (2023: £14.5m) on profit before taxation of £50.4m (2023: £156.0m), an effective tax rate of 30% (2023: 9%).

The effective tax rate was significantly lower in the prior year due to the non-taxable nature of profit arising on the disposal of businesses in that year.

The effective tax rate is in line with the 28% effective rate attributable to the prior year's continuing operations and is higher than the headline UK corporation tax rate of 25% primarily due to the impact of non-deductible expenses (8%), offset by income not taxable and other tax reliefs (-2%).

The Cash Tax Rate for continuing operations has decreased to 31% in the current year from 39%. The group's UK businesses have continued to benefit from the cash tax advantage of full expensing relief (previously super-deduction), but this benefit is partly offset by the carry forward of surplus UK tax losses, for which the cash tax benefit will be received in future, in year of loss utilisation.

Headline rates of corporate income tax in our two major trading territories, the UK and France are aligned at 25% reducing the impact which territorial split of our operating profits has on our effective rate of tax.

We have assessed the impact of "Pillar Two" corporate income tax legislation whereby minimum levels of taxation must be paid if businesses operate in tax regimes with low effective tax rates and have concluded that no significant exposure to additional tax payments is likely to arise.

Our Group Tax Policy is reviewed annually by the Audit Risk and Remuneration Committee and was approved in the year on behalf of the Board. The Group's financial results reflect the economic substance of the underlying commercial transactions and we do not make artificial adjustments to the profit or losses in order to benefit one tax jurisdiction over another. All of our transfer pricing is consistent with approved programmes.

We pay taxes within the countries in which we operate and have no appetite for tax motivated planning, creation of artificial tax structures or offshore activities which do not reflect the economic substance of our businesses.

Transfer Pricing policies are implemented throughout the group to ensure compliance with the base erosion and profit shifting requirements of the Organisation for Economic Co-operation and Development (OECD). There have been no changes to policies in the year or in the prior year.

## DIVIDENDS AND PROFIT RETAINED

Dividends of £10.7m were paid in the year to shareholders of Rigby Group (RG) plc in relation to the performance of the prior year and following the year end dividends of £6.85m were declared and paid in relation to the performance of the year ended 31st March 2024.

Dividend payments have been made in accordance with the Group dividend policy which restricts the combined payment of dividend, other shareholder remuneration and charitable donations to ensure adequate profit after tax is retained within in the Group and the Company. Net Assets in the Company at the balance sheet date stand at £268.2m. (2023: £263.1m).

## SEGMENTAL TURNOVER AND PROFITABILITY DRIVERS

SCC represents 93% (2023: 84%) of Group turnover and will be the core component of the group's turnover and profitability for the coming years, with new investment in the SCC EMEA c-suite made to drive improved operating models and strategic decision making, increased profitability and greater resilience over time. Airports and the Real Estate businesses continue to contribute to Adjusted Profit and operating profitability, have shown resilience to economic pressures over the last few years and are expected to continue to trade profitably in the future. Hotels are more likely to generate operating profits in the future when the UK economy lifts and as hospitality market fully recovers after the economic and health related disruptions of prior years. Nuvias UC having gone through a couple of years of adjustment and reshaping and having been affected by the difficult recent economic conditions for many technology companies, will start to recover profitability during the coming financial year.

Group Central operations are costs associated with activities which support the Group and cannot easily be allocated to divisions. Management charges are made to divisions for those services which can be allocated with the remainder representing central group costs and charitable donations to the Rigby Foundation. Allect, our £22m international design business is reported within our group central operations.

## NET ASSETS

Group Net Assets have grown by £20.4m to £525.6m a growth of 4%, after payment of £10.7m of dividends. Profit after tax of £35.1m did not fully translate into increased net assets mainly due to adverse currency movements of £2.3m and a £1.1m reversal of the pension liability reductions of the prior year.

Goodwill: The net book value of positive goodwill increased by £61.5m as new goodwill of £44.4m was created in SCC and £24.4m in RTI. In the prior year net book value declined marginally with £22.8m of new goodwill being created offset by the effect of disposals which removed £32.0m of the existing goodwill. We amortised £7.2m (2023: £9.3m) of the remaining brought forward goodwill and the balance of £94.9m of goodwill carried forward will attract a higher amortisation cost in the coming year. Negative goodwill in relation to our airports business now represents £1.7m which will unwind over the coming two years as we released £1m to profit in the year to March 2024.

## CASH FLOW AND WORKING CAPITAL

Operating profits adjusted for non-cash items of £61.3m (2023: £78.2m) declined by £16.9m, comparable with the decline in operating profit. Working capital movements were also negative by £15.6m a result of year end working capital swings which were £50.6m positive in the prior year but could not be maintained as pressures in the UK economy reduced trading and cash flows in the final months of the year. As the UK economy recovers, future year end cash and working capital positions should recover.

Total cash generated from operations was £46.0m compared to £128.8m in the prior year.

Of this cashflow generated, we used £15.5m (2023: £23.2m) to settle corporate taxes.

Capital expenditure in our operating business was £38.6m (2023: £33.4m) however we only generated £5.6m of cash from the disposal of assets unlike the £28.3m in the prior year.

Acquisitions during the year reduced cash by £54.8m (2023: £26.1m) and in the absence of any new cash from disposals within the year, we funded this investment with cash reserves which were boosted in the prior year when £91.9m was generated from disposals of assets (£28.3m) and businesses (£63.6m), of which only £26.1 m was used on acquisitions in that year and £78.9m was invested in current asset investments.

| | FY24 £m | FY23 £m |
|---|---|---|
| **Cash Generated from Operations** | **46.0** | **128.8** |
| Spent on Taxation | (15.5) | (23.2) |
| Capex Additions | (38.6) | (33.4) |
| Other Financing | (2.8) | (5.1) |
| | (10.9) | 67.1 |
| **Other Investing Cash Flows** | | |
| Cash Generated from Disposals | 5.6 | 91.9 |
| Acquisitions prior year | | (26.1) |
| **Funds cfwd for Acquisition** | | **65.8** |
| Acquisitions in the current year | (54.8) | |
| **Cash used for Financing** | | |
| Interest cost net of income | (2.6) | (10.7) |
| Dividends | (10.7) | (11.9) |
| Related Party Funding | (7.9) | 15.1 |
| | (21.2) | (7.5) |
| Investments made in Current Asset Investments | (0.2) | (78.9) |
| **Cash Flow in the year** | **(81.5)** | **46.5** |

## NET FINANCING COSTS

Net Financing Interest costs of £2.6m declined from £10.7m in the prior year.

Gross financing interest costs (excluding finance lease costs) were £13.1m (2023: £8.4m), an increase of £4.7m reflecting higher market interest rates and facility utilisation, offset by £12.0m (2023: £2.0m) of interest income generated from investing short term cash within trading businesses, cash resources held centrally and from public market investments. Finance lease costs declined in the year to £1.5m (2023 £5.7m) following the disposal of finance lease assets in the prior year.

Cash paid to Shareholders and related parties was £18.6m (2023: £3.2m net receipt).

Dividends paid to Rigby Group equity holders of £10.7m were lower than the £11.7m in the prior year and during the year repayment was made of £7.9m of the £15.1m of loans advanced by shareholders in the prior year. Loans from shareholders are kept separate from operating company funds.

Current Asset Investments:

In the prior year we invested £78.9m in public market investments. In the current year there were no further investments and we have not needed to use the funds already invested to support acquisitions, so those funds have remained fully invested throughout the year.

## CASH NET OF DEBT

| | FY24 £m | FY23 £m |
|---|---|---|
| Net Cash / (debt) at beginning of year | 544.0 | 396.6 |
| **Cash flows of the entity** | | |
| Cash flows from operating activities | 46.0 | 128.8 |
| Cash capital expenditure | (38.5) | (33.4) |
| Proceeds from sale of fixed assets | 5.6 | 28.4 |
| Tax paid | (15.5) | (23.2) |
| Interest received and paid | (1.1) | (5.0) |
| Dividends paid | (10.7) | (11.9) |
| Acquisition of subsidiaries (cash) | (54.8) | (26.1) |
| Acquisition of subsidiaries (debt) | (1.0) | (3.0) |
| Disposal of subsidiaries (cash) | - | 63.6 |
| Disposal of subsidiaries (debt) | - | 20.9 |
| Net movement on current asset investments | 5.6 | 0.5 |
| Proceeds from issue of shares to NCI | 1.3 | 3.5 |
| Other | - | - |
| Net (decrease) / increase in net cash/(debt) | (63.1) | 143.1 |
| Effects of foreign exchange rates | (3.3) | 4.3 |
| Net cash/(debt) at end of year | 477.6 | 544.0 |
| **Components of net cash/(debt)** | | |
| Cash at bank and in hand | 497.0 | 578.8 |
| Overdrafts | (2.9) | (1.4) |
| Current asset investments | 85.3 | 80.3 |
| Finance facilities | (6.8) | (7.9) |
| Bank loans and overdrafts | (74.0) | (76.7) |
| Related party loans | (25.1) | (31.7) |
| Finance leases and HP contracts | 4.1 | 2.6 |
| Net cash/(debt) at end of year | 477.6 | 544.0 |

Total Cash net of debt was £477.6m, a decline of £66.4m of which £81.8m is a reduction in cash, offset by £15.4m of lower debt. In the prior year Cash net of Debt increased by £143.1m helped by cash generated from disposals of £92m, of which £65.9m had not been reinvested until the current year when £54.5m was invested in acquisitions.

Current Asset Investments grew by £5.0m as returns matched expectations, and cash declined by £81.5m in the year, largely as result of the decline in working capital at the year end.

Related party loans have declined as shareholders have been repaid some of the funds held within the group.

## TREASURY MANAGEMENT

The Group has bank facilities in place within each division appropriate to their needs the majority of which are unchanged since the end of the previous year. Within SCC France there has been a €5m increase in facilities with rebalancing from overdraft to receivables financing and in RTI we have £2.6m of new facilities which came with acquired businesses and were maintained post-acquisition.

Airports have extended the term of their facilities with an amend and extend programme over the £44.6m of facilities completed in the year, as part of which a specific facility for radar replacement was not required as there were adequate cash reserves to meet the capital expenditure.

The Group has access to funds through cash and debt facilities. Banking facilities are held primarily in operating entities and set to meet the requirements of that business and are reviewed regularly. Facilities are denominated and drawn in those currencies required to support the operations of each business. Where transactions take place between currencies, forward contract hedging transactions are put in place. Interest rate hedges are also in place where term debt is material to the division. The Group's policy is not to undertake any speculative trading in financial instruments. The principal risks arising from the Group's financial instruments is interest rate risk our approach to which is explained in the Viability Statement. Group investments in current asset investments and of operational cash are managed or overseen by the Group's Public Investment Committee which operates a policy which maximises returns whilst favouring liquidity over absolute return.

| Cash Conversion | FY24 £m | FY23 £m |
|---|---|---|
| **Operating Profit** | 44.4 | 58.3 |
| Gain on Disposal | - | 104.9 |
| **Adjusted Operating Profit** | 44.4 | 163.2 |
| | - | |
| Depreciation Total | 15.8 | 17.4 |
| Amortisation Total | 9.9 | 12.0 |
| EBITDA | 70.0 | 192.6 |
| Acquisition Costs | - | 2.6 |
| **Adjusted Profit** | 70.0 | 195.2 |
| Cash Generated by Operations | 46.0 | 128.8 |
| Cash Used for Capital Expenditure | (38.5) | (33.4) |
| Free Cash from Operations | 7.5 | 95.4 |
| Cash From Business Disposals | - | 63.6 |
| Cash used for Acquisitions | (54.8) | (26.1) |
| Cash from Disposal of Fixed Assets | 5.6 | 28.4 |
| Total Free Cash | (41.7) | 161.3 |
| Conversion of Cash from operations | 66% | 66% |
| Free Cash Conversion from Operations | 11% | 49% |
| Total Free Cash Conversion | (60)% | 83% |
| **Two Year Average** | 45% | |

## CASH CONVERSION

The headline conversion rate of Adjusted Profit into cash was (60)% (2023: 83%).

Lower conversion compared to the prior year is in part due to the impact of the proceeds from disposals made in the prior year, part of which converted to cash within that year (proceeds net of acquisitions made in the prior year) but much of the remaining proceeds were then used for acquisition activity in the latest year, reducing the conversion rate when comparing Total Free Cash (net of disposals and acquisitions) to the Adjusted Profit generated within the later year.

Operations generated £46.0m of free cash at a conversion rate of 65%, comparable to the 66% generated in the prior year. After capital expenditure, free cash from operations was significantly lower than the prior year reflecting the lower profitability level but relatively stable long term capital expenditure programme.

Average cash conversion over the two-year period eliminates much of the impact of the timing differences between cash generated by disposals and reinvested in acquisition. Cash converted at 45% for the two years ended 31st March 2024.

## OUTLOOK

Whilst we see improved profitability in the coming year, continued economic uncertainty in the UK may weigh on our UK technology business. Having taken action to address our cost base and review our SCC operating model, the full impact of these changes will not be visible until the coming years. Opportunities exist to grow and integrate recently acquired businesses and where new M&A opportunities present value we will continue to pursue the long-term value they can generate.

Our organic investment programmes will be continued, to ensure that we remain relevant to our customers over the longer term.

Group cash and access to finance facilities remains strong and we continue to expect to generate cash in the coming year.

**Peter Whitfield FCA**
Chief Financial Officer






# CLIMATE RELATED FINANCIAL DISCLOSURES

CLIMATE RELATED FINANCIAL DISCLOSURE REGULATIONS (2022) HAVE BEEN INTRODUCED IN THE UK TO REPORT ON MATERIAL CLIMATE RELATED MATTERS AND THE IMPACT ON THE GROUP.

The following sections set out how climate change is addressed in the corporate governance activities across the group, the impact on strategy and how climate-related risks and opportunities are managed, and the performance targets and metrics that are applied in managing them.

## GOVERNANCE




The Rigby Group Board has delegated responsibility to the Audit, Risk and Remunerations (ARR) Committee for the monitoring and reporting of all enterprise risks, climate related or otherwise, which is managed as part of an annual cycle and reported to the RG Board each year.

The ARR (Audit Risk and Remuneration) Committee is responsible for overseeing the annual Enterprise Risk management process which considers all emerging risks and opportunities including climate change risks and opportunities. During the financial year ended 31st March 2024 the ARR explicitly requested that all divisions consider the environmental and climate change risks and opportunities impacting each of their businesses and report these within their enterprise risk submissions.

Each division has a nominated Enterprise Risk Officer (ERO) who co-ordinates the divisions submission of enterprise level risks and opportunities to the ARR annually.

The governance framework for the group in response to ESG matters continues to evolve. The Head of Sustainability is responsible for the Group's sustainability strategy. Divisional boards are responsible for identifying and mitigating risk for their division and for compliance with the group's annual risk reporting requirements.

Divisional operational boards are responsible for their divisional organisation structures to best meet the needs of the division including reporting up into the ARR and the Head of Sustainability on Risk and ESG matters. Some boards have established separate divisional ESG, Risk, and CSR Sub-Committees to report on these important matters to the divisional board, the ARR, and the Head of Sustainability.

Where appointed, the divisional ESG committees comprise senior employees and executives with specific interests in environmental matters and are responsible for ensuring climate related risks and opportunities are identified and managed. They are tasked within their business to ensure the:

- development and delivery of a coherent strategy including initiatives to meet carbon reduction targets.
- identification and assessment of climate related risks and opportunities.
- appropriate resources are allocated to mitigate climate related risks and to realise climate related opportunities.
- accurate and timely information to measure progress against our adopted climate related targets.

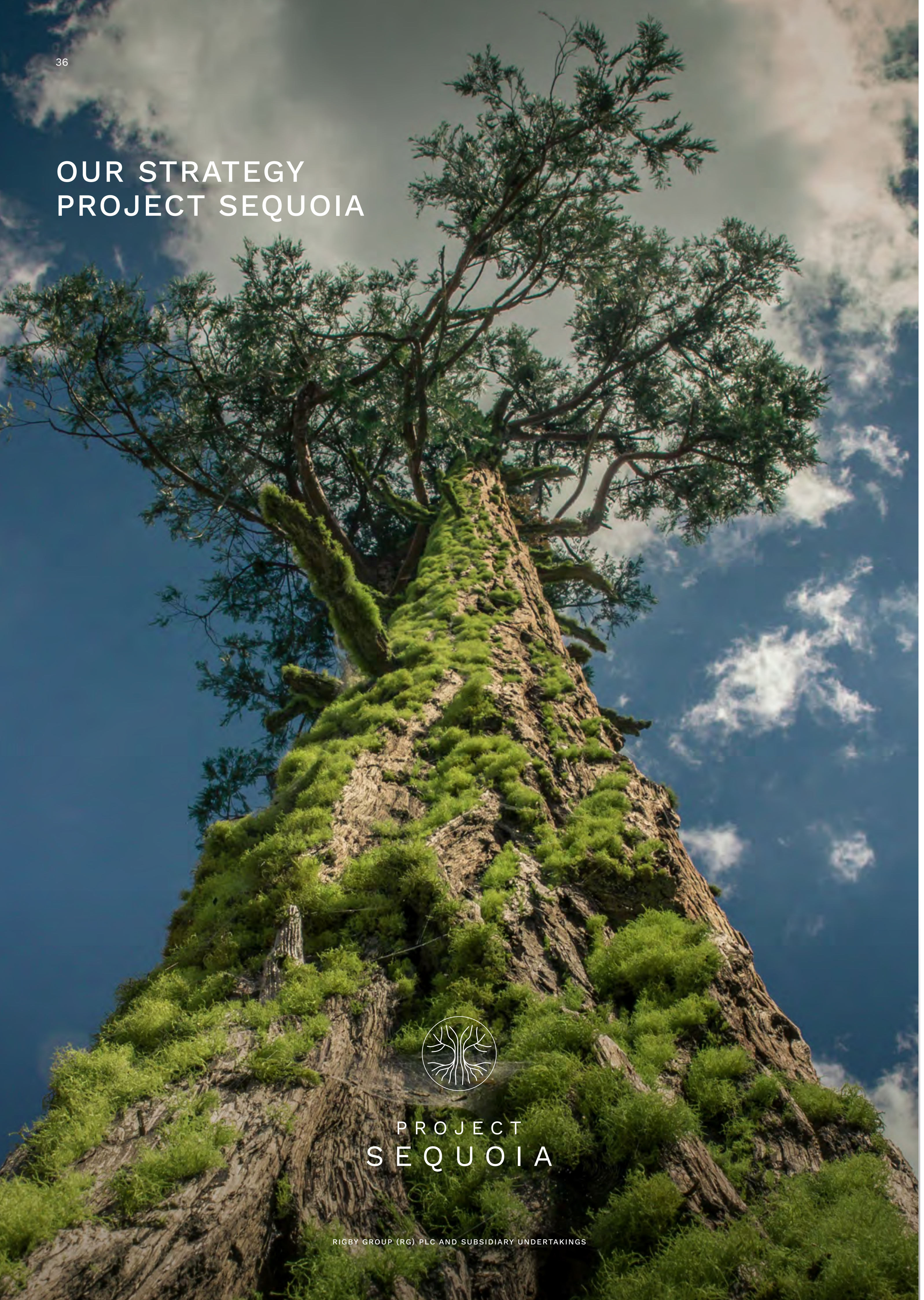
Our SCC division has a formal SCC EMEA ESG Board which meets quarterly to track progress against climate related strategic initiatives, monitor opportunities and capture emerging risks. SCC France also has its own ESG committee reporting into the SCC EMEA ESG Board. Hotels and Airports discuss ESG matters at the main divisional monthly Board Meetings.

Our Airports Division has a dedicated Sustainability Committee comprising Board members, senior management, and external experts. The Committee oversees the development, implementation, and monitoring of its sustainability strategy. It sets clear objectives, defines targets, and reviews progress towards achieving sustainability goals. The Committee also ensures that sustainability risks and opportunities are appropriately addressed, and resources are allocated for their effective management.

Topics that are considered by the ESG committees include, but are not restricted to, the following areas: Buildings and Infrastructure; Internal travel policy, net zero strategy, circular economy considerations, fleet policy and emissions tracking.

Each of our divisions is responsible for its own carbon footprint and to take reasonable steps to reduce this in line with the Rigby Group's overall target to be net zero by 2040.

# OUR STRATEGY PROJECT SEQUOIA








## PROJECT SEQUOIA

### END STATE

**Business model**

Transition to a business model that ensures our products and services meet sustainable needs today and tomorrow, creating and protecting long term value.

**Operating model**

Transition to an enterprise that ensures the organisation is able to meet the sustainable needs of the business model today and tomorrow

### STRATEGY

Cultivate longevity, growth and prosperity, while enriching the environment, society, and the lives of future generations — across all our divisions, through four pillars.

### PILLARS

**Planet**

Evolve our company by developing a detailed understanding of the current environmental impacts of our divisions and value chains, and partner with others to invest in solutions where we can have the greatest impact.

**People**

Enable people across all our divisions and value chains to thrive, through meaningful work and contribution, growth and development, and by creating a culture that champions diversity and collaboration.

**Prosperity**

Grow our business in a manner we can be proud of and have a positive impact on the wider community, measuring our accomplishments by the difference we make as much as by our financial success.

**Principles**

Continue to be a beacon of good governance for other family businesses, by combining the flexibility and principles of a private company with the standards and procedures expected of a listed company. Where necessary we have extended Group policies to include sustainability topics.

For a complex organisation like Rigby Group, achieving true sustainability is neither simple nor straightforward. Our size and commercial diversity bring a multitude of challenges, but we are committed to acting, listening, and learning to leave the world a better place than we found it.

To deliver our sustainability commitment, in 2023 we developed our sustainability strategy, named Project Sequoia. Our strategy aims to coordinate and amplify the Group's ongoing sustainability endeavours and reflects our commitment to meet societal and environmental responsibilities.

We undertook extensive interviews with management across the entire Group to establish a deep understanding of existing initiatives and material topics for each division. We identified the key sustainability stakeholders and established the maturity of our existing ESG initiatives. Through these sessions and several discovery workshops we understood what sustainability means for the Group.

Project Sequoia's objective is to cultivate longevity, growth and prosperity while enriching the environment, society, and the lives of future generations — across all our divisions, through four pillars: planet, people, prosperity, and principles. We have prioritised objectives under each pillar based on a detailed materiality and maturity assessment.

## PROJECT SEQUOIA

FOCUS AREAS

TARGETS

### PLANET

Energy and greenhouse gas (GHG) emissions

Resource circularity

Water and nature

**Ongoing:** Continue to reduce GHG emissions.

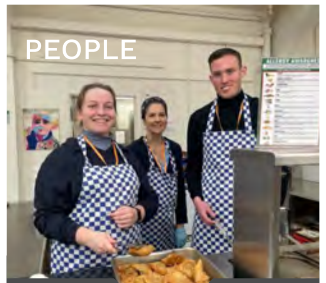
**2040**: Achieve net zero GHG emissions, a decade ahead of previous target.

**2024**: Set SBTi-validated emissions reduction targets for SCC.

**2024**: Improve CDP score for SCC.

**2024**: Attain and maintain Level 2 Airport Carbon Accreditation (ACA) for our airports.

**2024**: Maintain Green Tourism accreditation for our hotels.



### PEOPLE

Workforce and skills for the future

Diversity, equity and inclusion

Health and safety

**2024**: Gather better quality information and data across the Group to deliver a reporting and monitoring structure to track our diversity and inclusion progress.

**2024**: Align our people support processes across all divisions, including access to mental health support and learning and development opportunities.

**2024**: Further develop our successful apprenticeship strategy.

### PROSPERITY

Economic contribution

Social contribution

R&D and innovation

**2024**: Facilitate employees who wish to support local charities and good causes. 2024: Improve the utilisation of employee volunteering days.

**2024**: Finalise The Rigby Foundation's strategy ready for implementation in 2025.

**2024**: Increase the number of people in the community trained through the SCC Academy.

### PRINCIPLES

Purpose and governance

Risk and opportunity oversight

Ethical behaviour

**2024**: Implement and deliver the One Trust platform  across the Group to provide a single enterprise toolset for all  governance, risk and compliance commitments.

**2024**: Form and operate the Governance Board under updated terms of reference.

**2024**: Align our governance policies across the Group.

### CARBON EMISSIONS

Addressing the climate crisis means doing things differently. To accelerate our path towards net zero emissions by 2040, we have been making changes in our operations and supply chains and collaborating with stakeholders to curb our GHG emissions footprint and energy use. The Group has purchased 100% renewable, REGO-backed electricity since 2018 where we are responsible for the supply and have requested all our landlords do the same. We have undertaken a program of work to implement energy-saving measures, such as LED lighting, smart thermostats, and occupancy sensors. As we commission or refurbish properties, we are removing gas heating. Our Hotels have transitioned from gas stoves to induction pads, significantly reducing our energy consumption.

Improving data centre efficiency within our SCC division is a key driver of our path to sustainability and the implementation of the solar panels at the Birmingham data centre, resulted in a drop in CRAC unit power consumption from 210kW to 65kW. Our Airports division has approval for a 2.4MW photovoltaic (PV) farm at Bournemouth and a 400KW photovoltaic (PV) installation at Exeter Airport which will reduce energy imported from the grid (estimated to be 2.8GWh).

Our Airports division (RCA) actively participates in the internationally recognised Airport Carbon Accreditation Scheme. This program serves as a framework for measuring, managing, and reducing carbon emissions within the aviation sector. By adhering to this Scheme, we aim to continuously improve our environmental performance and contribute to the broader goal of a sustainable aviation industry.  RCA is also proud to be a member of the green aviation consortium 2ZERO, an industry- led initiative backed by government support. This consortium focuses on pioneering electric hybrid aircraft for regional routes, aiming to reduce carbon emissions and promote sustainable air travel. By participating in this consortium, RCA actively contributes to the development and adoption of innovative technologies that can transform the aviation industry towards a more sustainable future.

We make extensive use of remote meeting technology and offer a "Cycle to Work" scheme across many divisions. SCC is seeking to replace diesel and petrol vehicles at the end of a lease with an electric or hybrid model, and plan to have a fully electric or hybrid car fleet by 2030. RCA is also expanding the number of electric vehicles in the fleet, particularly in the ground support equipment category, to further reduce reliance on fossil fuels and decrease carbon emissions.

Where possible, Rigby Group sources and promotes products with lower environmental impacts. We communicate our priorities to our suppliers, for example to decrease the frequency of deliveries and SCC asks key suppliers to complete the CDP climate change assessment as a supply chain member. Our hotels prioritise local suppliers to curb supply chain emissions, enhance the freshness of our offerings, and promote local economic growth.

We are required to report on our scope 1 and scope 2 emissions – we also reported our scope 3 emissions for this year for all UK businesses in scope of the SECR requirements.

### RESOURCE CIRCULARITY

Our resource circularity strategy focuses on the principles of reduce, reuse, and recycle. We emphasise

Progress towards our carbon reduction target is shown in the table below: -

| | Year ended 31 March 2024 | Year ended 31 March 2023* |
|---|---|---|
| **Energy consumption used to calculate emissions (kWh)** | 47,227,970 | 47,495,105 |
| **Emissions from combustion of gas (tCO2e)** | 1,076 | 1,147 |
| **Emissions from combustion of fuel for transport purposes (tCO2e)** | 2,180 | 2,196 |
| **Emissions from business travel in rental cars or employee-owned vehicles where company is responsible for purchasing the fuel (tCO2e)** | 438 | 450 |
| **Emissions from purchased electricity** | 6,295 | 5,889 |
| **Total gross tCO2e** | 9,989 | 9,682 |
| **Intensity ratio: tCo2e/£100,000 turnover** | 0.81 | 0.74 |

**Methodology: GHG Protocol**

*prior year comparatives have been amended in line with latest information available

Gross tCO2e have increased 3% on prior year with the subsidiaries in scope of SECR (consisting of all UK based subsidiaries across all of the Group's divisions) having made emissions of 9,989 tCO2e, which equates to 0.81 tCO2e per £100,000 of revenue from those subsidiaries which has increased by 0.07 tCO2e per £100,000 of revenue on prior year. (2023: 9,682 and 0.74)

Rigby Group have set a target of 7,073 tCO2e by 2030, a reduction of 50% on the baseline, and 1,415 tCO2e by 2040 a reduction of 90% on the baseline.

these principles to our employees, suppliers, and partners. In our own operations, we seek to extend the lifespan of products and minimise waste across the Group. We buy recyclable products and equipment wherever possible and prioritise working with organisations who share our commitment to sustainability.

We are widely recognised for SCC's recycling services in both the UK and France, which we have expanded through investment in new IT refurbishing and recycling capabilities in Birmingham. This expansion reinforces our objective of creating a truly circular economy: we strive to prolong the lifespan of IT equipment and recover and reuse parts and materials when products reach the end of their life cycle and through monitoring, customer engagement and innovation, we aim to increase recycling and reuse practices across the Group.

Our SCC Recycle recycling facility in the UK sorts and processes waste electrical and electronic equipment (WEEE) for our businesses and customers into more than 20 waste streams for recycling and disposal. In FY24, SCC UK recycled 195,343 units (FY23 206,266 units) of IT equipment, of which 95,369 were remarketed and 99,974 units were disposed of. In France we recycled 285,000 units (FY23 332,066 units). SCC's Recycling, Environmental, and IT teams use our bespoke recycling system, Radius, to audit and track end-to-end processing of each  processed item.

SCC has partnered with a repackaging organisation that diverts plastic from landfills and supports local sustainability initiatives. SCC works with its waste supplier to embrace comprehensive recycling of glass, paper, cardboard, plastic, and food waste. They also introduced food waste bins, a water dispensing unit, and recycled milk cartons to reduce plastic waste. Across the SCC business operations, we are proactively eliminating the use of single-use plastics. Efforts in the UK have resulted in us being "zero-waste-to-landfill" since 2019.

In efforts to reduce waste our hotels are going paperless by transitioning solely to e-communications and have a recycling system for coffee pods, have introduced biodegradable menus and use canned water in place of single-use bottles. We also partner with like-minded suppliers to support circularity; for example, the Bovey Castle Hotel golf shop partnership with Rohnisch clothing, which uses recycled materials in the manufacture of their golf clothing range.

## WATER AND NATURE

Across our divisions, we are working to ensure responsible use of water and enable biodiversity to flourish. This initiative includes reducing our water use where possible, better measurement of water consumption, avoiding the use of harmful chemicals and waste, and encouraging wildlife to flourish at our sites.

Water use: While water is not integral to our business operations, we are installing water metering, flow control, water catchment systems and responsible water management practices throughout our properties, resulting in a significant reduction in our domestic water usage.

Improving water quality: SCC France conducted a study on its indirect impacts on biodiversity which identified the opportunity to implement "sludge traps," to collect rainwater from traffic lanes and car parks. By retaining hydrocarbons, the sludge trap enables SCC to release unpolluted water back into the natural environment.

Locally sourced food: Our Hotels are cultivating micro herbs and increasing polytunnel use, providing optimal conditions to grow a wider range of fruits and vegetables and extend the growing season and foraging training enables our hotel culinary team to responsibly gather wild edibles from the local environment.

Chemical reduction: In our Hotels we use organic fertilisers to prioritise the health of our soil and the well-being of the ecosystems that thrive within it. These natural fertilisers enrich the soil without using harmful chemicals, promoting long-term fertility, and contributing to the overall resilience of our land. Our approach to the use of chemicals in our cleaning regimes has also changed to maximise the use of natural cleaning products wherever possible.

Planting wildflowers: Wildflower areas in several of our hotels' grounds enhance visual appeal alongside providing crucial habitats for pollinators and contributing to biodiversity.

## RAISING AWARENESS

We encourage all of our staff across all our divisions to consider the impact on the environment of their daily activities through our internal communication platforms. In our Hotels division we introduced "green champion" volunteering in our hotels to accelerate our sustainability initiatives, and all new hotel employees are offered environmental awareness training as part of their induction.





# CLIMATE RISK ASSESSMENT

## WE ARE COMMITTED TO ADHERING TO RELEVANT LAWS, REGULATIONS, AND INDUSTRY STANDARDS. WE HAVE IMPLEMENTED A COMPREHENSIVE COMPLIANCE AND RISK MANAGEMENT FRAMEWORK TO IDENTIFY, ASSESS AND MITIGATE SUSTAINABILITY-RELATED RISKS.

Within our divisions regular risk assessments and audits are conducted to ensure compliance and identify emerging risks and opportunities. We encourage each of our divisions to actively collaborate with industry peers, participate in sustainability networks, and share best practices to enhance our sustainability performance.

During the year we have undertaken a review of physical risks across all operations using a diagnostic tool provided by Aon. The tool provides 4 climate scenarios under the following Shared Socioeconomic Pathways (SSP) with estimated increases in global temperatures by 2100 as follows: SSP 1 – within 1.5 degrees; SSP2- up to 2.0 degrees; SSP3 – up to 4 degrees; SSP 5 over 4 degrees. These scenarios have been overlayed with our physical locations, and we then assessed as to the likelihood of increases in chronic risks (drought, extreme heat, wildfires, rainfall and severe cold).

The Group's response to climate related matters focuses on transitional and physical risks and opportunities is detailed below. We assess risk over the short-term to 2030 as this coincides with our current strategic planning horizon, medium term to 2040 which represents the time horizon for the family second-generation management of the group and long term beyond 2040 looking at the potential impacts on our business, strategy, and financial planning.

| | RISK | DIVISION | TIMELINE | OPPORTUNITY | RESPONSE |
|---|---|---|---|---|---|
| TRANSITIONAL RISKS AND OPPORTUNITIES | Accelerated timelines to reduce emissions and changes to reporting requirements | All | Mid-Long | For the business to become more sustainable | We have a number of initiatives in place to work towards reducing carbon emissions including electrification of our vehicle fleets in both SCC and RCA. Investment in significant solar projects to generate cleaner power source at our airports and data centre operations. |
| TRANSITIONAL RISKS AND OPPORTUNITIES | Increase in supply chain, power and utility costs | Technology | Mid-Long | Reduced stocking levels improves working capital management.<br><br>Device as a service (DAAS) provides opportunities for customers to manage the cost of ownership | In the short term we work closely with the major vendors and the supply chain to manage the cost of goods sold which includes the move to direct shipping of goods from vendors to end customers.<br><br>Electrification of our commercial fleets.<br><br>Move to sustainable courier partnerships.<br><br>Solar investment projects completed in SCC UK, Exeter Airport and Bournemouth Airport will reduce reliance on main grid electricity purchases. |



| | RISK | DIVISION | TIMELINE | OPPORTUNITY | RESPONSE |
|---|---|---|---|---|---|
| TRANSITIONAL RISKS AND OPPORTUNITIES | Failure to plan for and adapt to baseline climate changes leading to inability to provide product and services to customers. | All | Mid-Long | Opportunity to provide sustainable Technology options to customers with more emphasis on lifetime ownership, recycling attributes for IT equipment. | ESG Boards held across the Group to consider Transitional Risks of Climate Change and drive targeted work on key topics.<br><br>ARR requested specific reporting through ERM process on environmental risks.<br><br>Expansion of SCC recycling activities in both UK and France. |
| TRANSITIONAL RISKS AND OPPORTUNITIES | Failure to adapt strategy to meet customer sustainability expectations. | All | Mid-Long | Opportunity to publish our first sustainability plans and increase the profile of the Rigby Group. | Project Sequoia is the group's plan to cultivate longevity, growth and prosperity while enriching the environment, society, and lives of future generations. |
| TRANSITIONAL RISKS AND OPPORTUNITIES | Failure to properly consider all risks and opportunities related to climate changes impacting the business | All | Mid-Long | Participation in industry groups and alliances promote the group's profile as a source for doing the right thing. | ARR requested active consideration of climate risks and opportunities in the FY24 enterprise risk management submissions and also commissioned a central review of physical locations against climate scenario predictions. |
| EXTREME WEATHER EVENTS | Extreme Heat: The SCC Data Centre operations will be impacted by increases in temperature and will require increased effort to ensure appropriate cooling is in place. | Technology | Mid-Long | Participation in industry groups and alliances promote the group's profile as a source for doing the right thing. | SCC is committed to continuous maintenance capital expenditure across the data centres to ensure appropriate efficient systems remain in place to keep our centres operational. |

Having considered both the risks and the opportunities of the possible impacts of climate change in the context of our group wide risk management process, and the resilience of our strategy and business model, the Directors are satisfied that there are no implications on the Group's going concern assessment.

Further risks are considered within the Risk Management section of this Annual Report.

# TARGETS

## IDENTIFYING APPROPRIATE ENVIRONMENTAL TARGETS AND ACCREDITATIONS PROVIDES A BASIS FOR STRUCTURED PROGRAMMES OF ACTIVITY ENABLING ENGAGEMENT OF OUR EMPLOYEES AND PARTNERSHIPS WITH OTHER ORGANISATIONS.

The specialist organisations which provide these accreditations bring, through their independence, a level of standard setting which becomes inherent within our own governance culture. Maintaining accreditations is an important way of communicating and fulfilling our climate related actions and obligations.

At Rigby Group we believe that doing what is ethically right gives our business the best foundation for our future success.

Our SCC division is committed to meet, or where possible exceed EN ISO 14001 and has a comprehensive Environmental Management System (EMS), which operates across all SCC sites, which is subject to an external audit to confirm compliance with this standard.

Identifying appropriate environmental targets and accreditations provides a basis for structured programmes of activity enabling engagement of our employees and partnerships with other organisations.

**External standards and frameworks**
Our sustainability actions and activities are aligned to the following global standards and frameworks.

Our contribution to the UN Sustainable Development Goals

| | |
|---|---|
| 3 GOOD HEALTH AND WELL-BEING | Ensure workplace safety and protection for our employees, support their physical and mental well-being |
| 4 QUALITY EDUCATION | Provide employees with access to learning opportunities and promote ongoing development |
| 5 GENDER EQUALITY | Work towards a balanced gender mix across the Group |
| 8 DECENT WORK AND ECONOMIC GROWTH | Promote inclusive and sustainable economic growth |
| 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE | Build resilient infrastructure and promote sustainable industrialisation whilst fostering innovation |
| 10 REDUCED INEQUALITIES | Ensure equal opportunity and address inequality |
| 11 SUSTAINABLE CITIES AND COMMUNITIES | Promote sustainable urbanisation |
| 12 RESPONSIBLE CONSUMPTION AND PRODUCTION | Source technology responsibly |
| 13 CLIMATE ACTION | Reduce the impact of our operations on the environment |
| 14 LIFE BELOW WATER | Reduce plastic use across all operations |
| 15 LIFE ON LAND | Promote use of sustainably grown food |
| 16 PEACE, JUSTICE AND STRONG INSTITUTIONS | Operate adhering to highest levels of ethical standards |

**ISO accreditations**
SCC's Environmental Management System is subject to external verification in compliance with EN ISO 14001 requirements, which we meet and, in some cases, exceed. In SCC we also hold ISO 26000:2010 Social Responsibility certification.





The journey to become more sustainable is not straightforward and SCC has aligned itself to external standards and frameworks in order to monitor progress and commitment to sustainability goals. These include the UN Sustainability Goals, Science Based Targets Initiative, CDP and Ecovadis

| | |
|---|---|
| SCIENCE BASED TARGETS DRIVING AMBITIOUS CORPORATE CLIMATE ACTION | SCC has submitted net zero targets to SBTi for validation. |
| CDP | SCC progressed to Level C in FY23 but have achieved a level D rating in FY24. Our ambition is to reacquire level C in 2025 and agree the 2026 plan to attain level B.<br><br>We are also supply chain members of CDP which allows us to monitor our partners commitments to climate action. |
| ecovadis | SCC France achieved platinum status in 2013 which they still maintain. SCC UK made its Ecovadis submission in FY24 for the first time and have been awarded Bronze status. We are now working on plan to attain Silver Certification |
| Green Tourism | All of our hotels have achieved Green Tourism certification. Green Tourism is a certification programme which recognises and promotes sustainable practices in the tourism industry. |

## CLIMATE RELATED RISK IMPACT ON FINANCIAL STATEMENTS

Our Group revenues may be impacted by the choices that our customers make. The demand for Technology product and services currently is not significantly impacted by climate related factors. There are signs of customer demand switching to more sustainable solutions, such as "as a service" subscription models, more focus on lifetime ownership and asset/ component recycling. These demands present revenue opportunities to SCC, and we are seeing a shift in revenue patterns which are becoming more annuity based. Our airports division has yet to see a significant reduction in demand for passenger travel or reduced cargo activity.

Energy consumption costs remains our most significant environmental impacting expenditure. Whilst the group has purchased electricity under green credentials for several years with a carbon offset programmes in 2023 the Group invested in a 737kW photovoltaic (PV) Solar installation in our SCC Data Centres. The initial cost for the SCC installation was funded by the energy supplier and will lead to higher energy costs in the medium term as we repay the cost of this investment. In 2024 the RG Board approved both a 2.4MW photovoltaic (PV) farm at Bournemouth on the airfield and a 400KW photovoltaic (PV) installation project at Exeter Airport. These renewable energy projects will reduce the Group's reliance on the main grid and help to secure lower future energy costs.

The investment by SCC in its new recycling centre in Birmingham has increased the Group's fixed asset base and we will incur higher depreciation charges in our profit and loss account as the plant is depreciated over its useful economic life.

With respect to financing costs, we do not have any green covenants in place on our finance facilities. Within our current balance sheet, we do not consider that there are any assets or liabilities that would be impacted by the climate risks that could impact our business energy costs.

# PROSPERITY AND GIVING BACK

AS A FAMILY BUSINESS, GIVING BACK AND PHILANTHROPY REMAINS VERY IMPORTANT TO US. WE BELIEVE THAT SUCCESS IN BUSINESS GOES HAND-IN-HAND WITH GIVING BACK TO SOCIETY AND COMMUNITIES.

Sir Peter and Patrica Rigby established the Rigby Foundation in 1992, and for over 30 years the Foundation has supported hundreds of local and national charities providing invaluable support to people and communities in need, from hospitals and hospices to educational, military and arts organisations.

As the 50th anniversary of the Rigby family business approaches in 2025, the family have reviewed their approach to charitable giving with the aim of consolidating and extending the scope of their activities by creating two independent charitable entities. Their original Foundation has now evolved to become The Sir Peter Rigby Charitable Trust and a new Charitable Incorporated Organization was created using The Rigby Foundation name. Although established by the family, both charitable entities manage their charitable activities independently from the Rigby Group.

## THE SIR PETER RIGBY CHARITABLE TRUST (SPRCT)

(CHARITY NUMBER 1209638)

The Sir Peter Rigby Charitable Trust

CHARITY NO. 1209638

The Sir Peter Rigby Charitable Trust is the main vehicle for Sir Peter Rigby to support his personal philanthropic endeavours. During the year the Trust's main activities focussed on charitable causes that address social inequality and disadvantaged communities. Donations included gifts to the Birmingham Women and Children's hospital, the South Warwickshire NHS Foundation Trust, the City of Birmingham Symphony Orchestra and United by 2022 (the Commonwealth Games Legacy), amongst others. Moving forward, the Trust will focus on funding charitable initiatives to encourage digital inclusion for all, and to promote business enterprise. During the year the Rigby Group supported the Trust pledging £1m in addition to £110,000 donated to cover running costs.

## THE RIGBY FOUNDATION

(CHARITY NUMBER 1207788)

RIGBY

FOUNDATION

CHARITY REGISTRATION NO 1207788

The Rigby Foundation will focus on supporting young people from disadvantaged backgrounds living in the West Midlands and funding programs to help people of all ages succeed in education and to have the best possible opportunity to secure meaningful and sustainable employment.

During the year the Rigby Group pledged £1m to the Foundation.





## SCC ACADEMY

SCC Academy

The SCC Academy operates under the direction and ownership of The Sir Peter Rigby Charitable Trust, independently but also in association with the Rigby Group's training activities. The Academy, which is sponsored by SCC and hosted on the SCC UK technology campus in Birmingham, partners with local community groups and organisations to give local communities access to structured training from entry level courses through to higher level technical qualifications, apprenticeships, and employment opportunities.

The SCC Academy is an employer-led training hub for the West Midlands community, specifically to support the digitally excluded, and those who have not benefited from access to digital skills provision.

Since its founding, the Academy has: Engaged over 500 students in essential digital skills training and events aimed at developing employability skills (through March 2023; Hosted two CV-writing workshops in collaboration with the King's Trust; Facilitated learning sessions and presentations with the Young Adults' Foundation Trust, the Department of Work and Pensions (DWP), and domestic violence charities; Provided qualifications to 18 people who completed a 12-week data analytics course leading each of them to interview for SCC roles; Provided 58 devices and hundreds of SIM cards to local community groups and charities through partnership with the Good Things Foundation.

## UNIVERSITY PARTNERSHIPS

Aston University

BIRMINGHAM UK

Aston University partnership

In March 2023, SCC formed a strategic partnership with Aston University, a renowned university focussed on science, technology and enterprise, through the new Aston Digital Futures Institute (ADFI). The aim of the ADFI is to drive high impact research in digital technologies and create innovative solutions that transform industries and improve business and lives. During the year SCC have provided industry expertise to Aston University's research programme in the areas of data analytics, cloud computing, cybersecurity and digital transformation.

"THROUGH PARTNERING WITH ASTON UNIVERSITY, WE WILL BE LED BY REAL-WORLD CHALLENGES AND OPPORTUNITIES TO DELIVER BETTER DIGITAL SOLUTIONS – WITH AN IMMEDIATE FOCUS ON HEALTHCARE, INDUSTRY 4.0 AND DELIVERING DIGITAL SKILLS IN PARTNERSHIP WITH THE SCC ACADEMY."

SIR PETER RIGBY, FOUNDER AND CHAIRMAN OF SCC AND RIGBY GROUP (RG) PLC

## 2024 PARIS OLYMPIC AND PARALYMPIC GAMES

SCC France last year announced its role as sponsor and partner of the Paris 2024 Olympic and Paralympic Games. SCC is to play a significant role in one of the most significant sporting events in France's history, managing the procurement and supply of IT, Audio-Visual, technology and mobile equipment as well as the associated delivery, installation and maintenance services.

To support the Olympic Committee's ambitions for digital responsibility and the circular economy, SCC France is ensuring that all the IT equipment is redistributed after the event, guaranteeing a second life for the devices.

## VOLUNTEERING TO SUPPORT OUR COMMUNITIES

Working with our employees we actively seek meaningful ways to make a positive impact in our communities by collaborating with local charities. Rigby Group and SCC UK employees are encouraged to use two paid volunteering days each year.

During the year, our colleagues provided support for some of the most vulnerable in our communities. SCC's senior leadership team donated food and time to support the local Sparkhill Foodbank, serving those struggling with food poverty in the Tyseley region of Birmingham.

SCC UK employees volunteered at SIFA Fireside, which supports homeless or vulnerable adults, while our SCC Academy in Romania offered refugees from Ukraine training programmes to re-skill and acquire new competencies. Our hotels collaborated with Forests of Hearts, a charity promoting "gardens for good" to enhance well-being, biodiversity in the Mendip hills.

## SUPPORTING CHARITIES

The Group works with many charities often with those supporting disadvantaged young people. We support The King's Trust to develop the confidence of 11-30 year-olds who are unemployed or at risk of school exclusion. SCC has donated refurbished laptops to disadvantaged students through the Birmingham Education Foundation, as well as offering laptops and data services to schools working together with Coventry Building Society. SCC France provides financial support and services to the e-Enfance/3018 Association, which educates young people about good digital practices and services to support young victims of digital violence.

Our Airport division remains a longstanding supporter of the local Devon and East Anglia Air Ambulance Trusts, which operate their life-saving services from our airport facilities. We waive their airport fees and donate in-kind to both trusts. In 2024, our total in-kind donation was £504,000 (2023 £557,000).

**Supporting people with disabilities and life limiting illnesses**

We believe in inclusion, equity and diversity and Rigby Group supported initiatives throughout the year to support individuals with disabilities, both within our organisation and in society at large. SCC France sponsored the creation of nearly 700 jobs for people with disabilities throughout France, as the first patron of the digital UNEA Consortium. Norwich Airport supported the Stepping Stones Project, a local charity for adults with learning disabilities, hosting tours for employment-seekers, while The Royal National Institute of Blind People provided specialist awareness sessions to help staff at Exeter Airport better assist passengers with sight loss and reduced mobility.

Across Rigby Group this year, our employees have supported those facing the most difficult situations. Airports worked to support Fly2Help by offering free respite flight experiences for children and adults living with life-limiting conditions, profound disabilities, severe illness, bereavement, or isolation. SCC UK is a partner of Molly Olly's Wishes, a charity that supports the emotional wellbeing of children with terminal or life-threatening illnesses and their families.





"AS THE MIDLANDS' BIGGEST PRIVATE EMPLOYER, WE HAVE CREATED MORE THAN 100,000 DIRECT AND INDIRECT JOBS IN THE REGION SINCE ARRIVING IN 1975. BY PROVIDING TRAINING AND TECHNOLOGY TO IMPROVE DIGITAL SKILLS AND EMPLOYABILITY AND GIVE YOUNG PEOPLE A GREAT GROUNDING IN THE WORLD OF IT, WE WILL CONTINUE ADDING TO THAT LEGACY FOR MANY YEARS TO COME."

JAMES RIGBY, CHIEF EXECUTIVE OF SCC EMEA

DIVISION: TECHNOLOGY

# SCC

FOLLOWING ON FROM TWO RECORD FINANCIAL YEARS FY24 HAS AGAIN DELIVERED A 5% GROWTH IN REVENUES FOR SCC, OUR CORNERSTONE IT SERVICES COMPANY, WHICH NOW EXCEED £3.4BN.

REVENUE £3,439.8M





## SCC

### REVENUE £3,439.8M | 5% GROWTH ON PRIOR YEAR
### OPERATING LOSS £37.2M | -46% GROWTH ON PRIOR YEAR

JAMES RIGBY, SCC EMEA CEO

**As a technology business we always have our eyes fixed on the future. We continue to invest in people to support our growing business and ensure we have a workforce skilled in the technologies that will best serve our changing customer needs.**

Gross profit performance has delivered a 4% growth over last year and we have seen stability in our gross profit margin % which, against the backdrop of a challenging European economic climate has been very encouraging.

Our overhead cost base was flattered in the previous year following the gain on the sale and leaseback of our French warehouse, but we have still seen a 11% increase in our underlying overhead base as we continue to invest for the future.

Our underlying operating profit of £37.2m compares to £58.1m in the previous year after adjusting for the gain on the warehouse disposal, a reduction of £10.8m, which was a result of the challenging trading conditions and weakness of the UK technology sector experienced by our UK business, particularly in the enterprise space.

Meanwhile, our French business showed growth year on year all driven by the strength of our distribution product business and public sector relationships.

In Spain SCC has delivered another record year with an operating profit of €4.5m and revenues of €111m. Rigby Capital, our payment solutions business, also performed strongly with an operating profit of £1.3m.

AI is widely billed as the most disruptive technology for decades and SCC stands very well placed to support those businesses and organisations who want to exploit the opportunities whilst also helping them mitigate the risks.

Digital transformation services are at the heart of our customer offering. To enhance our UK capabilities as part of our Digital Solutions and Service Provider (DSPP) strategy we made several targeted acquisitions during the year to complement our organic growth investments.

Key acquisitions included those of Nimble Delivery Solutions alongside our organic investments in cloud, cybersecurity and digital workspace.

Our acquisition of Resonate UCC, a Microsoft Teams specialist and leading global provider of cloud voice collaboration, further enhances our managed services offering to customers.

The integration of our previous acquisitions of Visavvi and Vohkus has been a priority for this current year and we are pleased with the contributions that both have made to the UK performance generating operating profits of over £4.0m combined.





## FY25 WILL SEE NEW CONFIDENCE FROM OUR CUSTOMERS AS THEY CONTINUE IN THEIR STRATEGIES TO MODERNISE AND DIGITISE THEIR ORGANISATIONS.

We have continued our major systems development programme with a further £6.8m invested during the year. These investments will improve our interaction with customers with more efficient and cost-effective processes from customer enquiry to order to cash and we have gone live with our new CRM systems, with finance systems following early in this new financial year.

As a family-owned company, we want to play our part to help our planet thrive for generations to come. We are committed to being a responsible business that puts our planet, people, prosperity, and principles at the heart of what we do to support our colleagues, customers, and communities.
In November we published our sustainability report which details how we brought forward our net zero target to 2040 and put a firm focus on offering products, services, and solutions that put sustainability front and centre.
It also provides information on how we aim to reduce our environmental impact to the lowest possible level, to invest in, and support, our people, and communities.

During the year in the UK we have completed our Ecovardis Bronze accreditation which builds on our Platinum status in SCC France, and we will continue to monitor our performance against our goals and industry standards.

I am very proud that SCC France is an official sponsor of the Paris 2024 Olympic and Paralympic Games. We will also provide, and service, all event technology and provide a full recycling service in line with our digital responsibility principles and to support the circular economy.
Our people continue to be the backbone to our success, and we have continued to work towards creating a culture across all our workspaces where everyone is treated with dignity and respect and where everyone can thrive.
I'd like to take this opportunity to thank them for their continued effort and commitment to our success.

### Looking forward

Whilst we knew that the FY24 fiscal would be challenging there are signs that FY25 will see new confidence from our customers as they continue in their strategies to modernise and digitise their organisations. As well as the macroeconomic backdrop showing signs of improvement, further demand drivers are expected in Workplace with the arrival of Windows 11 and where devices refreshed during Covid now need replacing. The continued adoption of AI is also driving demand for infrastructure and services amongst our clients, and we expect to benefit from this new wave of technology adoption.

JAMES RIGBY, SCC EMEA CEO

DIVISION: RTI

# RIGBY TECHNOLOGY INVESTMENTS

RTI WAS ESTABLISHED IN 2022, TO ENABLE THE GROUP TO BUILD ON ITS EXPERIENCE AS AN INVESTOR AND OPERATOR HELPING TECHNOLOGY BUSINESSES MAXIMISE THEIR GROWTH POTENTIAL.

REVENUE £92.0M

RIGBY TECHNOLOGY INVESTMENTS





## RIGBY TECHNOLOGY INVESTMENTS

REVENUE £92.0M | -17% ON PRIOR YEAR
OPERATING LOSS - 5.8M | 4% GROWTH ON PRIOR YEAR

STEVE HARRIS, CEO CLOUDCLEVR

**The division's main focus is as a capital investor in transformative technology businesses that are outside of SCC operations, with a vision to become the technology investor of choice in Europe for dynamic businesses with the appetite and potential for long-term growth. The small specialist team regularly act as business advisors as well as investors focused on creating enduring value for both new and established businesses.**

RTI has continued to make good progress in the year. It has three current investments in CloudClevr, Nuvias UC group and Infinigate and it continues to look for new investment opportunities. The market for good investment opportunities remains competitive. However, investment by RTI as a family-owned business with strong values, and experience successfully operating and growing technology businesses, resonates well with management teams and vendors alike and is a strong differentiator to private equity competition.

During the year, the team was strengthened by the appointment of a new Chair of its investment committee, John Hayhurst, who brings over 25 years of M&A experience and 19 years of private equity experience.

In addition to our investments in CloudClevr and Nuvias UC, our minority investment in Infinigate, a global distributor specialising in cybersecurity, secure networks and secure cloud solutions, remains a good vehicle for the group to maintain a foothold in this interesting sector.

CloudClevr

**CloudClevr, a converged cloud based managed services provider focused on the UK's communications and IT SMB sector has been very active in its buy and build strategy completing three strategic acquisitions in the year with a fourth concluding in April 2024. These acquisitions have created a group of scale with an annualised turnover of £38m which offers strong cross-sell potential amongst its customer base.**

In CloudClevr we have created a UK-based next generation managed services provider, capitalising on the growing convergence of Cloud, Communications, and IT. Our initial M&A activity has equipped us with a highly curated set of managed service capabilities with deep technical skills across all technology domains.

During the year we acquired three businesses, NGC Networks, 4Sight Communications and Bamboo Technology Group with a final acquisition of Twisted Fish IT which concluded in April 2024. We are now focused on growing and integrating these teams and businesses.

The business continues to invest in the development of its own IP with the Clevr360 software platform and successfully launching an initial release in February 2024. This platform consolidates and enhances data from leading cloud vendors all in one place providing business insights for customers, by delivering ROI improvements and a technology transformation roadmap.

STEVE HARRIS, CEO CLOUDCLEVR

## nuvias | UC

**Nuvias UC, a Unified Communications specialist distribution business faced a number of operational and market challenges during the year reflected in a dampened performance, but we are encouraged by the strength of the new management team and the strategic course of action being undertaken to deliver growth.**

Nuvias UC faced significant market headwinds this year, resulting in a 28% decline in revenue to £79.3m, primarily due to challenging conditions in the UC hardware sector, which declined 25%. This financial outcome is shaped by three key factors: a strategic correction of overheads following exponential growth during the pandemic; targeted restructuring to realign the business model to a new growth strategy; and necessary investments which led to several one-off costs.

Despite these challenges, the year marked significant organizational advancements under the leadership of a new executive team, including newly created COO and CCO roles, as well as the completion of the first full year for our CEO and CFO. A newly built finance function has also significantly enhanced financial efficiency across the company.

Transitioning to operational excellence from a place of operational stability has been a major focus. Achieving this has been supported by an integrated fulfilment partnership with Linney and a new Enterprise Resource Planning (ERP) system upgrade, which has streamlined automated ordering for our customers.

Our market analysis indicates that while the hardware sector faced a sharp 25% decline, the software and services segments are experiencing robust double-digit growth, with Unified Comms as a Service (UCaaS) and Contact Centre as a Service (CCaaS) growing by 14% CAGR and 18% CAGR respectively. These services, supported by platforms like Zoom, RingCentral, and Five9, continue to drive associated hardware and service sales. Software and services currently account for 43% of Nuvias UC Gross Profit.

As a result of our new strategy, we have retained our hardware backbone while significantly expanding into software and services. This is demonstrated by the creation of five new business units: Spaces, Telephony, UCaaS, CCaaS, and Services. A new vendor ecosystem, featuring specialist vendors for each strategic business unit, has been a key enabler in this transformation.

Geographically, European territories outside of the UK continue to account for 25% of our gross margin, with a strategic focus on software and services in key markets including Germany, Switzerland, France, and Benelux.

Maintaining a balanced customer profile across internet telephony service providers (ITSP's), Corporate value-added resellers (VAR's), Small and Medium sized Business IT, and the Audio-Visual market remains essential. Each segment represents significant opportunities for growth in our software and services offerings as well as in our core hardware offering where growth is more muted.

JOEL CHIMOINDES, CEO NUVIAS UC

JOEL CHIMOINDES, CEO NUVIAS UC





DIVISION: AIRPORTS

# AIRPORTS

OUR REGIONAL & CITY AIRPORTS DIVISION (RCA) DELIVERED ITS BEST YEAR YET, CAPITALISING ON ITS POSITION AS A LEADING PASSENGER AND CARGO GATEWAY IN THE UK REGIONS, WITH FULL YEAR REVENUES OF £113M REPRESENTING GROWTH OF 20% ON THE PRIOR YEAR.

REVENUE £112.6M






## AIRPORTS

### REVENUE £112.6M | 20% GROWTH ON PRIOR YEAR
### OPERATING PROFIT £16.2M | 459% ON PRIOR YEAR

ANDREW BELL
CEO OF REGIONAL & CITY AIRPORTS (RCA)

Operating profit performance of £16.2m, which increased by £13.3m from £2.9m in the prior year, reflects the group's success in rebuilding passenger numbers after the pandemic, growing cargo operations and maximising the value of its substantial aviation real estate portfolio.

At Bournemouth Airport, passenger numbers reached 967,000, 25% higher than the prior year and 20% higher than pre pandemic levels, making the airport one of the fastest growing in the UK since the pandemic. Further growth in passengers is expected in the year ahead with an additional based TUI aircraft, and in the longer term driven by a major new strategic partnership with Jet2 who will open their 12th UK base at the Airport in 2025. The Airport's focus on developing its cargo operation delivered very strong growth, with over 16,000 tonnes of air cargo handled in the year, compared to just 1,000 tonnes in the prior year.

At Exeter Airport, passenger numbers reached 435,000, 54% below pre pandemic levels, as the Airport continued to make progress consolidating its route network with new and existing carriers following the collapse of Flybe in 2020. Further growth is expected in the year ahead as these new operations mature, bolstered by a significant announcement just after the year end by TUI of a second based aircraft operating from the Airport in 2025.

At Norwich Airport, passenger numbers reached 353,000, 30% below pre pandemic levels. The Airport announced a new partnership with Ryanair in the year, with services starting in April 2024, providing a platform for significant passenger growth in the year ahead. The Airport's role as the gateway to the southern North Sea offshore energy industry continued to develop in the year, with the addition of a fourth based offshore helicopter operator.

XLR's jet centres traded strongly throughout the year, offering class leading services to clients ranging from private travellers, elite sports teams and the UK Government and military. A major extension to the Liverpool jet centre opened in the year, and after the year end a new partnership with the FBO operator at Norwich Airport introduced the XLR brand to a fifth UK location.

The Airports group published its first sustainability report in the year, highlighting the range and depth of ESG activity across the business. Airport Carbon Accreditation level 2 is expected to be achieved by Bournemouth, Exeter and Norwich Airports early in the new financial year. Solar PV projects are also expected to be delivered in the year ahead at Bournemouth and Exeter Airports. The Group's collaboration with Cranfield University, focussing on sustainable aviation, led to an exciting new project working with TUI focussing on decarbonising the aircraft turnaround process, with significant support from hydrogen powered equipment manufacturers and the CAA.

The Airports group expects year on year growth in passenger numbers and cargo volumes in the year ahead, driving improved financial performance. Alongside the growth in activity the group remains focussed on delivering a reliable and enjoyable service to its customers, to differentiate itself from its larger peers.

ANDREW BELL, CEO OF REGIONAL & CITY AIRPORTS (RCA)

DIVISION: REAL ESTATE

# COMMERCIAL

RRE IS THE GROUP'S REAL ESTATE BUSINESS WHOSE PRINCIPAL ACTIVITIES ARE PROPERTY INVESTMENT, MANAGEMENT, DESIGN, AND DEVELOPMENT.

REVENUE £3.7M

RIGBY
REAL ESTATE





## RIGBY REAL ESTATE

### REVENUE £3.7M | 16% GROWTH ON PRIOR YEAR
### OPERATING PROFIT £8.0M | UP 371% ON PRIOR YEAR

MIKE MURRAY
COMMERCIAL REAL ESTATE DIRECTOR

**FY24 has been an outstanding year for RRE, with rental income increasing by £511k (+16%), due to both active portfolio management and the development of Building 447 at Aviation Business Park, Bournemouth. Our latest industrial unit was let immediately upon completion at a new benchmark rent for the area.**

During the year we witnessed a more stable property market in the region in which we operate. This, compounded with our ability to create value through proactive portfolio management, enabled Operating Profit improvement of £6.3m on prior year, which was reflected through property valuation gains.

We have maintained focus on ESG with a comprehensive exercise of EPC improvement in our buildings, and we continue to engage with our occupiers on ESG matters.

We continued to progress strategic opportunities, the most notable being Greenpower Park, a unique public private joint venture agreement between Coventry Airport Ltd and Coventry City Council. Behind the joint venture sits an alliance of West Midlands industrial groups, local government and academia. The site is one of the largest investment opportunities in the centre of the UK. It is the only location in the UK which is part of an investment zone and has planning permission in place for a large-scale battery production facility with capacity for up to 60GWh per annum – enough to power 600,000 electric vehicles. This represents a game-changing initiative in the UK's pursuit of a network of Gigafactories and associated manufacturing supply chain. In the coming year RRE will continue to progress the Greenpower Park and identify and bring forward sustainable investment opportunities.

**Allect**

Allect, our international design business, brings together development management, architecture, interior design, construction, private client services and a creative division. The division trades under three internationally recognised brands: Rigby & Rigby, Helen Green Design and Lawson Robb.

A change in service mix this year, led to a 33% decline in revenue, but a 22% increase in profit after tax, due to a different mix of services and phasing of projects.

Allect continued its strong focus on ESG and was recently declared the winner of the Positive Luxury Interiors Business of the year category. This award recognises companies that innovate, prioritise and combine sustainability, creativity, quality and craftsmanship. The business has been certified as carbon neutral.

Looking forward, Allect will continue to deliver its current pipeline of exciting projects, whilst pursuing further opportunities and developing company agility so it can continue to react to changing market conditions and pivot between its broad service offerings.

MIKE MURRAY, COMMERCIAL REAL ESTATE DIRECTOR

DIVISION: HOTELS

# HOTELS

DURING 2023/24 OUR INDUSTRY WAS DEEPLY INFLUENCED BY A COMING TOGETHER OF ECONOMIC FACTORS SHAPING ITS AND OUR OWN PERFORMANCE AS WE NAVIGATED NUMEROUS HEADWINDS AND A COMBINATION OF DYNAMICS WITH SOME KEY ELEMENTS SIGNIFICANTLY IMPACTED OUR OPERATIONS, GROWTH POTENTIAL AND SUSTAINABILITY.

REVENUE £17.1M

EHC





## HOTELS

### REVENUE £17.1M | 2% GROWTH ON PRIOR YEAR
### OPERATING PROFIT - £2.9M | 26% ON PRIOR YEAR

MARK E. CHAMBERS – FIH MI
MANAGING DIRECTOR
EDEN HOTEL COLLECTION

Overall revenues across the collection grew just 2% year on year nonetheless this did not translate into increased profitability. Our spa and food & beverage business delivered positive trading of +13% and +5.5% respectively against the backdrop of flat occupancy levels and reduced sleeper ratios.

Consumer spending patterns and confidence levels clearly played a pivotal role in shaping the performance of the business. Amidst economic uncertainties, disposable incomes, and purchasing power influence individuals' decisions regarding leisure activities, dining out, and travel.

Rising prices of food, beverage and utilities, driven by factors such as increased demand and supply chain disruptions, combined with the unprecedented rises in the government mandated minimum wage, has elevated the operational costs for the business impacting margins and consequently we have faced many challenges in maintaining affordability for consumers while ensuring profitability.

In June 2023 following an extensive refurbishment programme we relaunched Bovey Castle's iconic Great Western Restaurant. In November 2023, we also transacted on the £1m purchase of Manor Court which consist of 15 self-catering units creating a staff village on our Bovey Castle estate to ease our recruitment challenges and provide an improved employee experience for our team. In February 2024 we also completed the Greenway Hotel and Spa public area refurbishment underpinning our position as one of the leading hotels in Cheltenham.

During 2023/24, all hotels received their AA Hotel Accreditation Inspections either retaining or improving their merit scores and importantly leading their regional competitor set.

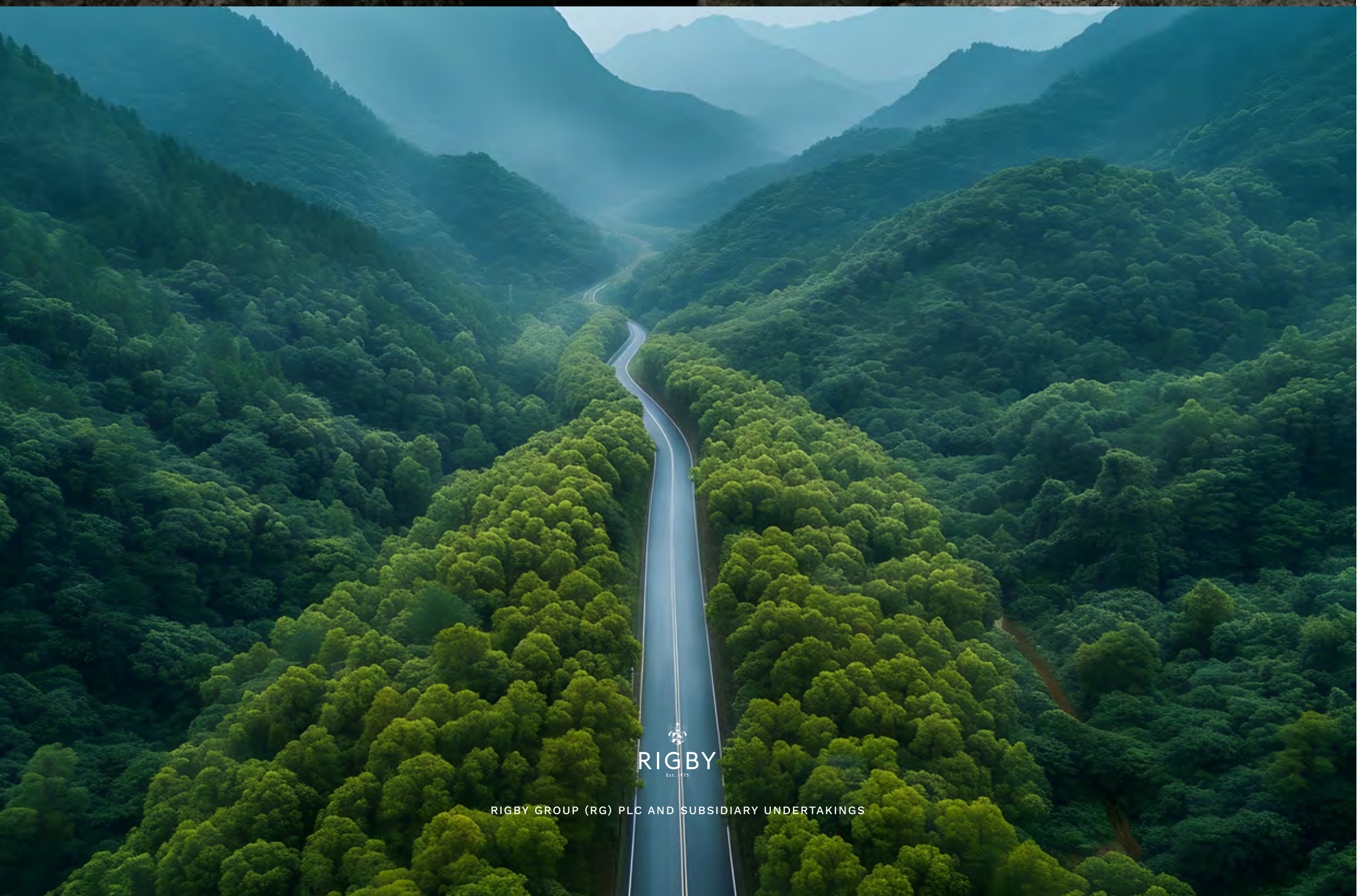
While the industry historically relies on a diverse workforce, we have seen that labour shortages and skills gaps have emerged as significant barriers to growth. Despite these challenges we have focussed hard on the employer brand and the employee experience to create stability, reduce turnover and improve retention. These efforts have been rewarded by our Top 30 ranking in the recent Best Places to Work Survey and our nomination in 3 categories of the Springboard Awards 2023, winning the Best Training Initiative.

We are ever more committed to environmentally friendly hospitality with a conscience approach under the wider Rigby Group strategy Project Sequoia which pledges to reach our Net Zero target by 2040.

Our strategy across 4 key pillars: People, Community, Planet and Future, is well established and we are committed to reducing our carbon emissions focussing on working with our teams, guests and our suppliers to improve our daily practices and procedures and fully embed environmental aspects into our day-to-day operations.

In recognition of our effort all of our hotels were awarded Green Tourism accreditation in 2023/24, an awards certification program which recognises tourism business that are actively working towards being more sustainable.

MARK E. CHAMBERS – FIH MI
MANAGING DIRECTOR, EDEN HOTEL COLLECTION






# RISK MANAGEMENT

## EFFECTIVE RISK MANAGEMENT IS KEY TO DELIVERING OUR STRATEGIC OBJECTIVES

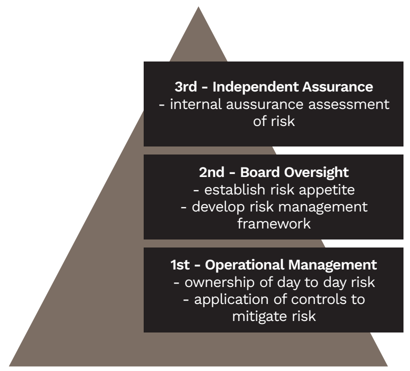
UNDER THE CURRENT REGULATORY REGIME, THE RIGBY GROUP IS NOT REQUIRED TO FOLLOW A FORMAL CORPORATE GOVERNANCE CODE. NEVERTHELESS, WE TAKE OUR OBLIGATIONS TO OUR STAKEHOLDERS SERIOUSLY AND WE SUPPORT INITIATIVES DESIGNED TO EXTEND GOOD CORPORATE CULTURE AND BEHAVIOUR. INTERNAL GOVERNANCE IS AN IMPORTANT ASPECT OF OUR RELATIONSHIP WITH OUR SHAREHOLDERS, AND WE KEEP UNDER REVIEW HOW WE CAN IMPROVE OUR GOVERNANCE PROCESSES.

### INTERNAL CONTROL & RISK MANAGEMENT

The board continues to adopt the conventional three lines of defence approach to risk management.

### OPERATIONAL MANAGEMENT

Operational Management accept primary responsibility for identifying and managing risks, with Board Oversight and Independent Assurance ensuring that Risk Management is effective.




### BOARD OVERSIGHT

The Board has overall responsibility for the maintaining and reviewing the Group's system of internal controls and ensuring that controls are robust and aligned to the appetite to risk when pursuing its strategic objectives.

The Audit Risk and Remuneration Committee (ARR) is chaired by the Group's non-executive director and has responsibility for co-ordinating the response of the overall group to risk. The committee's scope covers Financial Reporting, Internal Controls and Risk Management, Internal Audit, External Audit, and the Monitoring of Executive Remuneration.

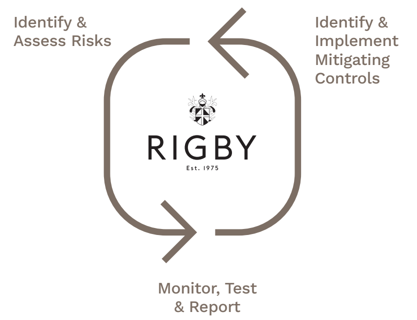
### INDEPENDENT ASSURANCE

The group has an internal assurance function that reports to the Rigby Group Director of Finance and undertakes assignments based on risk. This includes working closely with the ARR to identify areas of focus for internal audit assignments, reporting findings and ensuring recommendations are implemented.

### RISK MANAGEMENT FRAMEWORK

The management of risk is at the core of our internal control framework. The Rigby Group has a Risk Management Framework which defines how we identify, assess, and manage risks throughout the organisation, focusing on enterprise level risks which enables us to effectively manage the impact on our strategy.

Enterprise level risks are those which affect the long-term future of the business and are material in nature. There will be many operational risks of which some could become enterprise level if they represent a fundamental challenge to the future of the business. Every division has an Enterprise Risk Owner (ERO) who is the guardian of enterprise level risks. The ERO is responsible for co-ordinating the risk owners to ensure that the operational risks of the business are considered and reflected within the enterprise risk process.




The principal output for the ERO is the Divisional Risk Register which is reviewed twice a year by the ARR. The ARR is charged by the shareholders with managing the Rigby Group's Risk Management Process, in creating a Rigby Group Risk Register, ensuring that appropriate mitigations are in place and that the residual risks post mitigations align with the risk appetite of the shareholders.

## RISK METHODOLOGY

The Divisional Risk Register is completed on a standard group wide template which considers the requirements for tracking risk. A standard format is used so that the ARR can review the Group's risk on a consistent basis. The risk register includes the following:

- key enterprise risks – existing and future,
- the likelihood and impact of such risks on the business,
- the actions taken or to be taken in respect of such risks and who shall be accountable for managing and monitoring such risks, and
- any changes, mitigations, trends in respect of those risks.
- Framework for identifying risk

In compiling the risk register, general business risks, industry specific risks and company specific risks are considered. The board provides and maintains an Enterprise Risk Inventory to facilitate this process. The inventory consists of five categories, for which a further subset of risks is listed.

The Enterprise Risk Categories are as follows:

- Legal, Regulatory & Compliance
- Strategic
- Financial
- Process/Technology
- Human Capital

## METHODOLOGY FOR ASSESSING AND PRIORITISING RISK

Risks are assessed and quantified in terms of likelihood and potential impact, both before and after existing mitigating controls. These are then used to determine an overall mitigated risk rating which corresponds to a high, medium, or low risk level.

**Likelihood**: Likelihood of occurrence is ranked from 1 to 5 with 5 representing an occurring or certain risk, and 1 representing an unlikely risk.

**Impact**: Severity is ranked from 1 to 5 with 5 representing a critical risk, and 1 a negligible impact.

**Risk Rating and Risk Level**: The risk rating is calculated by multiplying the likelihood by the impact. The resulting score then corresponds to a risk level.

| RISK RATING | | LIKELIHOOD | | | | |
|---|---|---|---|---|---|---|
| | | 5 | 4 | 3 | 2 | 1 |
| IMPACT | 5 | 25 | 20 | 15 | 10 | 5 |
| | 4 | 20 | 16 | 12 | 8 | 4 |
| | 3 | 15 | 12 | 9 | 6 | 3 |
| | 2 | 10 | 8 | 6 | 4 | 2 |
| | 1 | 5 | 4 | 3 | 2 | 1 |

Risk Level ● High ● Medium ● Low

## MANAGEMENT OF RISK

Actions, next steps and learning points are considered and documented for each risk. The risk owner is responsible for maintaining these, which will then have oversight by the ERO, and the ARR. Environmental risks (both transitional and physical) are considered as part of the risk identification and management process. Transitional and physical risks are considered under the Enterprise Risk Categories of Financial, Legal, Regulatory & Compliance, Strategic Risks and Process/Technology Risks.





## PRINCIPAL RISKS AND MITIGATIONS

### FINANCIAL:
### BUSINESS ENVIRONMENT & MARKET CONDITIONS

| Risk Description | Risk Mitigation | Risk & Action Update | Risk Trend |
|---|---|---|---|
| Failure to identify or react to changes in market conditions resulting in increased costs, fall in demand, margin erosion and fair value losses on investment properties.<br><br>Changes in market conditions include the following:<br><br>- Changes in taxation / duties / insurance / interest rates or inflation,<br>- Impacts on currency,<br>- Costs and availability of raw materials,<br>- Trading terms,<br>- Conflict / political unrest,<br>- Economic downturn,<br>- Changes in building regulation and obsolescence. | Close observation of economic and market conditions including maintaining market watch for policy changes, and engagement with relevant bodies.<br><br>Proactive currency management, such as daily FX reviews and hedging.<br><br>Maintain competitive supplier sources (no sole-source).<br><br>Assessment of standard buyer behaviours and sentiments.<br><br>Regular monitoring and reporting of financial performance and forecasting.<br><br>Transparency with customers around purchase costs. Restrictions placed around issuing fixed sales prices.<br><br>Review of contracts to understand impact of RPI/CPI increases. Additional procurement controls as part of on-boarding process for new contracts.<br><br>ESG Boards held across the Group to consider Transitional Risks of Climate Change and drive targeted work on key topics. | The elevated levels of inflation and related economic headwinds of the last couple of years, have had a knock-on impact to the Group's performance in the year.<br><br>With inflation rates now starting to fall, and the expected impact of initiatives put in place, the risk has stabilised.<br><br>ARR requested specific reporting through ERM process on environmental risks. | ↑<br><br>**Risk Level**<br><br>High |

### PROCESS/TECHNOLOGY:
### INFRASTRUCTURE SECURITY

| Risk Description | Risk Mitigation | Risk & Action Update | Risk Trend |
|---|---|---|---|
| Loss of Data centre operations due to Cyber-attacks or a failure of physical or technical procedures resulting in interruption of services to customers and reputation damage.<br><br>Cyber-attack or other breach to our systems leading to a loss of customer, personal or business data.<br><br>Loss of service of internal systems disruption internal operations or customer experience. | Data protection & information security policies, procedures, training, and controls.<br><br>Industry standard network protection and data centre infrastructure, including backup facilities and ISO 27001 accreditation.<br><br>Security testing and investment programme to keep abreast of new threats and maintain protection.<br><br>Cyber Insurance.<br><br>External reviews by third party of Cyber Security has been undertaken with recommendations formulated into an action plan. | Action plans in relation to cyber security have made significant progress in year, resulting in stabilising of the risk.<br><br>Risk level is still considered to be high due to the ever-evolving nature of the threat. | →<br><br>**Risk Level**<br><br>High |

## PROCESS/TECHNOLOGY:
## INTERNAL SYSTEMS PRODUCTIVITY

| Risk Description | Risk Mitigation | Risk & Action Update | Risk Trend |
|---|---|---|---|
| Insufficient system maintenance resulting in loss of service and inability to deliver necessary information to manage the business.<br><br>Ageing systems are not updated or replaced comprising delivery, data quality and security.<br><br>Ineffective management of system migration projects.<br><br>Risk of loss of property value due to inadequate maintenance.<br><br>Risk of major asset failure due to lack of investment. | Automation of maintenance monitoring and scheduling with risk alert.<br><br>Active lifecycle asset management and decommissioning projects, including scheduled long term investment programmes.<br><br>Patch & update management.<br><br>Detailed system migration planning including documentation of processes, UAT testing, parallel runs, and backups.<br><br>Planned maintenance practices and support contracts, spares holding for essential parts. | Successful implementation of ERP in SCC Spain, with other divisions within the Group successfully making changes to key underlying systems.<br><br>SCC UK phased ERP changes on track.<br><br>ARR request for central review of physical locations against climate scenario predictions. | →<br><br>**Risk Level**<br><br>High |

## STRATEGIC:
## COMPETITION AND TECHNOLOGY CHANGE

| Risk Description | Risk Mitigation | Risk & Action Update | Risk Trend |
|---|---|---|---|
| Strategy not reviewed sufficiently frequently to keep up with industry change.<br><br>Decline in demand for our services or knowledge.<br><br>Failure to understand our customers and respond to changes in their requirements, including uncompetitive commercials (costs or risk appetite).<br><br>Ineffective Sales & Marketing resulting in limited or no market access.<br><br>Failure to adapt strategy to meet customer sustainability expectations. | Detailed strategic planning processes with executive focus and subsequent performance reporting.<br><br>Cost reviews and market benchmarking, including study of market penetration.<br><br>Understand "pivot points" of commercial outcomes and issues.<br><br>Increased investment in Corporate Development executives<br><br>Project Sequoia is the group's plan to cultivate longevity, growth and prosperity while enriching the environment, society, and lives of future generations. | Rapid technological advancements in the IT space have driven an increase in inherent risk.<br><br>Publication of the Group's first group-wide sustainability report.<br><br>From FY25, new SCC EMEA Strategic management team. | ↑<br><br>**Risk Level**<br><br>High |

## LEGAL, REGULATORY & COMPLIANCE:
## ENVIRONMENTAL RISKS, LICENCES & OTHER REGULATIONS

| Risk Description | Risk Mitigation | Risk & Action Update | Risk Trend |
|---|---|---|---|
| Risk that we are unprepared to meet our sustainability commitments resulting in lost opportunity, increased costs and damaged reputation.<br><br>Failed, missing, or lapsed licences or accreditations resulting in loss of business, damaged reputation, and fines.<br><br>Non-compliance with regulations or contracts resulting in loss of business, damaged reputation, and fines.<br><br>Breaches of environmental consents and licences.<br><br>Health & Safety breach.<br><br>Risk of failing to amend processes in line with new regulations. | ESG Boards held across the Group to consider Transitional Risks of Climate Change and drive targeted work on key topics.<br><br>Documented procedures, active monitoring & reporting of compliance requirements including regular audits, inspections, sampling, and maintenance.<br><br>Advice sought from specialist consultants.<br><br>Insurance cover.<br><br>Divisional management of Health and Safety with Health and Safety policies updated to reflect specific sector requirements.<br><br>Provision of relevant staff training.<br><br>Membership to relevant industry bodies to keep abreast of changes. | ARR requested specific reporting through ERM process on environmental risks. | →<br><br>**Risk Level**<br><br>Medium |

## FINANCIAL:
## LIQUIDITY MANAGEMENT

| Risk Description | Risk Mitigation | Risk & Action Update | Risk Trend |
|---|---|---|---|
| Insufficient cash resources to meet strategic objectives, bank covenants or other liabilities as they fall due. | Group maintains substantial cash reserves held at high credit-rated banks.<br><br>Debt within each division is ring-fenced, with borrowing and gearing levels across the Group's divisions are actively managed by the Group Treasury team, with close relations held with a range of lending institutions.<br><br>Covenants for borrowings are monitored by the Group treasury team with periodic reporting to the Group board, an increased focus on cash forecasting and working capital management. | Group cash position and relationships with the bank remains strong.<br><br>Cash reserves have been invested in money market and current asset investments to safeguard returns to the Group. | →<br><br>**Risk Level**<br><br>Low |

# VIABILITY STATEMENT

## THIS VIABILITY STATEMENT IS NOT PREPARED UNDER THE REQUIREMENTS OF THE UK CORPORATE GOVERNANCE CODE AND AS SUCH IT IS NOT SUBJECT TO THE ASSOCIATED AUDIT REQUIREMENTS.

It has been prepared to provide guidance to stakeholders in relation to the long-term viability of the Group.

The Board considers the Group's viability as part of its continuing programme of strategic planning, monitoring, and managing risk. Preparing this viability statement provides guidance to stakeholders in relation to the long- term viability of the Group. The Board have assessed the prospects of the Group over period longer than twelve months and has concluded that considering the diversity of the Group's operating divisions, the most relevant time horizon for this review is five years.

### STRATEGIC AND FINANCIAL PLANNING

The starting point in assessing the prospects of the Group is the rigorous annual business planning and quarterly reforecasting cycles across the Group which consider profit, cash flows and working capital performance. The output of these planning cycles together with key information from our strategic plans provides all the key assumptions which are most critical in assessing the viability of the Group. Where appropriate to each division's operations, reference is made through formal reviews to market data as a point of comparison for past and projected future performance,

Sensitivity analysis is performed by divisions and the group to ensure that financial projections are robust and reflect relevant future customer demand and market expectations. Contingency provisions are used by the Group to take account of market uncertainties and key assumptions which may be sensitive to change and for which additional prudence may be required.

### VIABILITY INDICATION FACTORS

The key factors considered when assessing viability of the Group are:

#### CURRENT PERFORMANCE

- Growth in operating profit and adequacy of cash
- Growth and focus on revenues and profits
- Customers diversified between markets and sectors
- Tight financial control
- Adequate banking facilities

#### STRATEGIC OBJECTIVES

- Focus on core activities and divestment of activities performing below expectation
- Selective acquisition and divestment policy focussed on expanding capabilities around our core business.
- Diversified Group structure
- Long term investment programmes

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#### KNOWLEDGE AND EXPERTISE

- Longevity of service of key executives
- Divisional expertise from experienced executive teams with market knowledge
- Long standing partnerships & relationships with our vendors and customers

#### RISKS AND MITIGATIONS

- Regular risk assessment with responsive mitigation actions
- Commercial and financial risks mitigated through strong internal controls
- Capacity of the Group to absorb additional profit and cash risks which are not forecasted
- Divisional liquidity independence

Cash and working capital requirements of the Group and its divisions are closely monitored and we work closely with all of our key banking partners to ensure that sufficient funds are available to support the operational requirements of each division alongside the Group's acquisition programme.

The disposal in the prior year of our Cyber Security and Advanced Networking business resulted in significant cash resources being available for the group which we have in part deployed in acquisitions during the current and the prior year and part invested in market securities, investments which we have not needed to liquidate to provide additional cash resources and remains fully invested.

### VIABILITY

The Group's strength continues to be derived from both its expertise within each division and its diversity across its divisions together with the pre-eminence of the Group's interests in the technology sector, which maintains a wide range of services across a diverse customer base with interests in both public and private sector organisations. This diversification has enabled the Group to maintain strong operating profitability over many years despite economic uncertainty and fluctuations in the economic cycle.

Our performance during the last financial year, has seen some of our divisions perform better than others. The overall performance for the group which, whilst below last year, gives us confidence in our ability to cope with the short-term challenges of the UK technology market.

Individual divisions are not dependent on other divisions for their long-term liquidity and viability and the Group is managed to ensure that the correct decisions are made for each division without reliance on others to provide support.

We have long term banking relationships with HSBC, National Westminster Bank, Lloyds Bank, UBS, J.P. Morgan and Société Générale. We continually work with our banking partners to develop facilities which meet the needs of the business and expect that these proactive relationships will continue to support us in the future in the way they have over the last financial year. We continue to review our facilities and will flex them where required to optimise liquidity.

Working capital is a focus for the Group, the good management of which supports cash generation over time. A sustainably strong balance sheet, supported by long term shareholder investment, provides additional confidence in the viability of the Group in the long term.

Based on the results of this analysis the directors expect that the Group will be able to continue in operation and meet its liabilities as they fall due over the five-year period of these assessments.

### GOING CONCERN

At 31 March 2024 the Group had net assets of £525.6m, net current assets of £201.9m, and has delivered growth in turnover and gross profit, The directors believe that the group and each of its divisions have sufficient flexibility in adverse circumstances to maintain adequate resources to continue in operational existence for the foreseeable future.

The Group is well placed to manage its business risks successfully and the Group's projections show that most of the divisions should continue to generate cash from operations. The Directors have taken due consideration of the impacts of sensitivities and uncertainties in the formation of their opinion regarding the future of the Group. The directors therefore continue to adopt the going concern basis of accounting in the preparation of these financial statements.

The Strategic Report has been approved by the Board of directors and signed on behalf of the board on 20 September 2024.

**Sir Peter Rigby**

# DIRECTORS' REPORT AND RESPONSIBILITY STATEMENT

## THE DIRECTORS PRESENT THEIR ANNUAL REPORT AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS TOGETHER WITH THE AUDITOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2024.

### STRATEGIC REPORT

A separate Strategic Report has been prepared in compliance with the Companies Act 2006 and includes information about the Group's operations and business model, financial performance throughout the year and its prospects for the future.

The Strategic Report sets out details of the Group's principal risks and how these are managed or mitigated within the risk management section of the Strategic Report.

The Section 172 statement within the Strategic Report provides information of how we interact with our key stakeholders including customers, suppliers, our employees and the wider community and environment. The Group recognises the importance of its environmental responsibilities in all the markets in which it operates. In all activities, working practices, and business relationships, we continuously work towards protecting, conserving and enhancing all aspects of the environment. Further details can be found in the Climate Related Financial Disclosure update of the Strategic Report.

The Group recognises the importance and value of its employees and of equality for all staff including disabled employees and this is further detailed with the Section 172 Statement section of the Strategic Report. We are determined to fulfil our responsibilities to our customers, employees, suppliers, communities, and the global environment. Our approach is supported by our family values.

The going concern of the Group is considered within the Viability Section of the Strategic Report and concludes that the directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

### PRINCIPAL ACTIVITIES

The principal activity of the company is to be a holding company for the business investments of the Rigby family. Details of these investments and the principal activities of the Group are provided in the Strategic Report. There have been no changes in the Group's principal activities during the year under review.

The subsidiary undertakings of the Group in the year are listed in the notes to the financial statements.

### RESULTS AND DIVIDENDS

The Group's activities resulted in a profit before tax of £50,361,000 (2023: 156,004,000). The Group profit for the year, attributable to equity shareholders, amounted to £37,052,000 (2023: £142,902,000).

As permitted by section 408 of the Companies Act 2006 no separate profit and loss account is presented in respect of the parent company.

Dividends declared in the year were £5,363,000 in respect of preferred ordinary shares, £612,000 in respect of A preference shares, £875,000 in respect of B preference and £3,862,000 in respect of the B ordinary shares. Total dividends of £10,712,000 (2023 £11,700,000).

Net assets of the Group have grown by £20,385,000 from £505,250,000 to £525,635,000 a growth of 4% in the year.

### ACQUISITIONS AND DISPOSALS

On 25 May 2023 CloudClevr Investments Limited acquired the entire share capital of NGC Networks Group Limited, which included subsidiary undertakings of NGC Networks Limited and NGC Networks Services Limited. Total consideration was £5.5m, and cash acquired was £791,000.

On 5 September 2023 CloudClevr Investments Limited acquired the entire share capital of IT services provider 4Sight Communications Limited. Total consideration was £5.8m and cash acquired was £2,623,000.

On 25 August 2023, SCC EMEA Ltd acquired 79.9% of the share capital of Nimble Delivery Limited, with a put and call option in place to acquire the remaining share capital by 2028. As the remaining share capital is expected to be acquired with near certainty the acquisition has been accounted for as if 100% owned. Total consideration was £36.9m, of which £6.3m was deferred and expected to be paid by July 2026. Cash balances acquired totalled £4,089,000.

On 10 January 2024, CloudClevr Investments Limited acquired the entire share capital of Total Holdings Limited and its subsidiaries ("Bamboo"). Total consideration was £14.4m, of which £2.0m was deferred and expected to be paid by January 2025, and cash acquired was £741,000.

On 19 February 2024 Specialist Computer Centres plc acquired the entire share capital of technology consultancy and services provider Resonate-UCC Holdings Limited (incorporated in the UK), which included subsidiary undertakings of Resonate Consultancy Ltd (incorporated in the UK), Resonate Services s.r.o. (incorporated in Slovakia), Resonate Benelux B.V. (incorporated in the Netherlands), Resonate-UCC Consultancy LLC (incorporated in the USA) and UCC Resonate India Private Limited (incorporated in India). Total consideration was £14.8m, of which £5.3m was deferred and expected to be paid by July 2026. Cash balances acquired totalled £748,000.

Further information on the impact of these acquisitions and disposals is provided in the notes to the financial statements.

### CHARITABLE DONATIONS AND POLITICAL CONTRIBUTIONS

During the year the Group donated £110,000 to The Sir Peter Rigby Charitable Trust to cover its operating expenses and pledged donations of £1.0m to both The Rigby Foundation and the Sir Peter Rigby Charitable Trust. In addition, Specialist Computer Centres plc sponsored the SCC Academy a charitable organisation which is owned and managed by the Sir Peter Rigby Charitable Trust at a cost of £85,000.

The group has a long history of supporting the communities directly touched by our businesses and believe that the building and maintaining relationships of trust in the community is vital to the sustainable future of our business. We choose local charity partners through which we can support diverse organisations supporting a range of people and their families. Charitable donations, excluding those made to the Sir Peter Rigby Charitable Trust, were made during the year totalling £646,000 (2023 £839,000)

Political contributions totalling £25,000 (2023: £25,000) were made during the year to the West Midlands Mayoral Campaign.

### BUSINESS ETHICS

We are committed to ensuring full compliance with legislation relating to bribery and corruption, including the Bribery Act 2010. Our corporate conduct is based on our commitment to acting professionally, fairly and with integrity. The Group has a number of fundamental principles and values which it believes are the foundation of sound and fair business practice and as such are important to uphold. We have a zero-tolerance position in relation to bribery, wherever and in whatever form that may be encountered. It is our policy to comply with all laws, rules and regulations governing bribery and corruption, in all the countries in which we operate. Our comprehensive policy is applicable to all staff and covers all areas of our operations including gifts and hospitality, events and sponsorships, the making of all types of payments to businesses, charities or of a political nature and in the operation of credit policies within our businesses.

As a responsible taxpayer, Rigby Group (RG) plc manages its tax affairs proactively to comply with its obligations in each of the territories in which it operates. Rigby Group (RG) plc is committed to maintaining open and honest relationships with all tax authorities. Rigby Group (RG) plc's UK tax policy can be found at www.rigbygroupplc.com.

### BRANCHES

Nuvias Unified Communications Limited has a branch in France and in the Netherlands. SCC France SAS has a branch in Germany.

### RESEARCH AND DEVELOPMENT EXPENDITURE

During the year we invested £1.2m (2023: £4.1m) in research and development activity, including capital expenditure, which is driven by the need to develop innovative solutions to meet our customers' needs.

### DIRECTORS AND DIRECTOR'S INDEMNITIES

The directors who served during the year and subsequently were as follows:
Sir Peter Rigby (Chairman)
P A Rigby
J P Rigby (Co CEO)
S P Rigby (Co CEO)
P N Whitfield (CFO)
H W Campion

Company Secretary
JA Mortimer

The company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

### DIRECTORS RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### POST BALANCE SHEET EVENTS

On 8 April 2024 the group declared an interim dividend of £6,850,000 in total to the shareholders.

On 5 April the group acquired the entire share capital of Twisted Fish IT Limited for consideration of £3.3m completing the final acquisition into the CloudClevr division.

### STATEMENT OF DISCLOSURE TO THE AUDITOR

Each of the directors at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware.
- the director has taken all steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

### AUDITOR

Deloitte LLP have expressed their willingness to continue in office as auditor of the company. A resolution to reappoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

Rigby Group (RG) plc is incorporated as a public limited company and is registered in England and Wales with the registration number 03437118.

Approved by the Board of Directors and signed on behalf of the Board.

20 September 2024

**Sir Peter Rigby**
Director





# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RIGBY GROUP (RG) PLC

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### OPINION

In our opinion the financial statements of Rigby Group (RG) PLC (the 'parent company') and its subsidiaries (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2024 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated profit and loss account;
- the consolidated statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 34.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and 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.

### RESPONSIBILITIES OF DIRECTORS

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

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

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

## EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the group's industry and its control environment, and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the group's business sector.

We obtained an understanding of the legal and regulatory frameworks that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included Employment Law, Environmental Regulations (including Streamlined Energy and Carbon Reporting), UK Civil Aviation Authority Regulations, Health & Safety and Building Regulations and The Data Protection Act 2018.

We discussed among the audit engagement team including significant component audit teams and relevant internal specialists such as tax, valuations, pensions and IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our procedures performed to address them are described below:

### VALUATION OF INVESTMENT PROPERTIES

We identified the greatest potential for fraud to be in the assumptions taken on the yield when determining the fair value of the investment property. In response to this risk, we obtained and documented an understanding of the relevant controls in the valuation process and in particular those around the determination of the yields applied across the portfolio. We have also engaged real estate valuation specialists in reviewing the key assumptions taken by the valuers and challenging these by benchmarking these to market evidence.

### REVENUE CUT-OFF IN THE SCC UK DIVISION

In relation to UK product revenue cut-off, there are a significant number of transactions that occur immediately prior to the year-end and management could record fictitious sales in order to meet performance expectations. With the increase in the volume of sales towards the end of the year, especially in the week immediately prior to 31 March, there is a risk that error in cutoff of recognition of product sales could result in a material error in revenue.

In order to assess that UK product revenue was recognised in the correct period, we performed the following procedures:

- Tested a sample of transactions in revenue over the final week in March and first week of April for accuracy, occurrence and cut-off of revenue by agreeing details of the sales to invoices, customer orders and evidence of delivery of the relevant product.

### REVENUE RECOGNITION BASED ON PERCENTAGE OF COMPLETION IN TECHNOLOGY FRANCE DIVISION

In relation to percentage of completion, each of these contracts varies in size and complexity and there are a number of contracts which span multiple financial years. The existence of long-term contacts result in a risk of a potential misstatement of revenues, costs and profits through management's assumptions used in generating the estimates of the remaining cost to complete the projects being inaccurate or inappropriate. In order to assess that revenue was recognised in the correct period, we performed the following procedures:

- sampled on-going contracts and traced these through to latest customer confirmations, sales invoices and cash receipts; and
- tested actual costs incurred, post-balance sheet performance and expectation of cost to complete prepared by management to assess actual stage of completion and appropriateness of estimated revenue.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### 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.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

### 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 Halls FCA**
(Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Birmingham, United Kingdom
20 September 2024





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# FINANCIAL STATEMENTS

## RIGBY GROUP (RG) PLC

CONSOLIDATED PROFIT AND LOSS ACCOUNT
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
CONSOLIDATED BALANCE SHEET
COMPANY BALANCE SHEET
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
COMPANY STATEMENT OF CHANGES IN EQUITY
CONSOLIDATED CASH FLOW STATEMENT
NOTES TO THE FINANCIAL STATEMENTS

# CONSOLIDATED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2024

| | Note | 2024 Continuing £'000 | 2023 Continuing £'000 | 2023 Discontinued £'000 | 2023 Total £'000 |
|---|---|---|---|---|---|
| **Turnover** | 3, 4 | 3,686,821 | 3,540,839 | 352,997 | 3,893,836 |
| Cost of sales | | (3,250,016) | (3,132,383) | (319,053) | (3,451,436) |
| Gross profit | | 436,805 | 408,456 | 33,944 | 442,400 |
| Other operating expenses | | (399,487) | (342,151) | (32,658) | (374,809) |
| Goodwill amortisation | 12 | (6,257) | (6,736) | (1,276) | (8,012) |
| Impairment of fixed assets | 13 | - | (76) | - | (76) |
| Loss arising on revaluation of investment property | 13 | - | (4,443) | - | (4,443) |
| Total operating expenses | | (405,744) | (353,406) | (33,934) | (387,340) |
| Gain arising on revaluation of investment property | 13 | 9,184 | - | - | - |
| Other operating income | | 4,113 | 3,207 | - | 3,207 |
| Total other operating income | | 13,297 | 3,207 | - | 3,207 |
| **Operating profit** | 6 | 44,358 | 58,257 | 10 | 58,267 |
| Gain on disposal of subsidiaries | | - | - | 104,907 | 104,907 |
| **Adjusted operating profit** | 6 | 44,358 | 58,257 | 104,917 | 163,174 |
| Share of joint ventures' and associates' operating loss | 14 | (224) | (150) | - | (150) |
| **Profit before finance charges** | | 44,134 | 58,107 | 104,917 | 163,024 |
| Finance charges (net) | 5 | 6,227 | (5,554) | (1,466) | (7,020) |
| **Profit before taxation** | | 50,361 | 52,553 | 103,451 | 156,004 |
| Tax on profit | 9 | (15,211) | (14,422) | (123) | (14,545) |
| **Profit after taxation** | | 35,150 | 38,131 | 103,328 | 141,459 |
| Profit for the period attributable to: | | | | | |
| Non-controlling interest | | (1,902) | | | (1,443) |
| Equity shareholders of the company | | 37,052 | | | 142,902 |
| | | 35,150 | | | 141,459 |





# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 MARCH 2024

| | Note | 2024 Total £'000 | 2023 Total £'000 |
|---|---|---|---|
| **Profit for the financial year** | | 35,150 | 141,459 |
| Currency translation difference on foreign currency net investments | | (2,294) | 5,589 |
| Cash flow hedge | | (558) | 299 |
| Re-measurement of net defined benefit liability | 28 | (1,099) | 2,969 |
| | | (3,951) | 8,857 |
| Tax relating to components of other comprehensive (expense) | | (102) | (729) |
| **Other comprehensive (expense) income** | | (4,053) | 8,128 |
| **Total comprehensive income** | | 31,097 | 149,587 |
| **Total comprehensive income for the period attributable to:** | | | |
| Non-controlling interest | | (1,912) | (1,416) |
| Equity shareholders of the company | | 33,009 | 151,003 |
| | | 31,097 | 149,587 |

# CONSOLIDATED BALANCE SHEET

YEAR ENDED 31 MARCH 2024

| | Note | 2024 £'000 | 2023 £'000 |
|---|---|---|---|
| **Fixed assets** | | | |
| Positive goodwill | 12 | 94,898 | 33,409 |
| Negative goodwill | 12 | (1,682) | (2,669) |
| Goodwill - net balance | 12 | 93,216 | 30,740 |
| Customer relationships and other intangibles | 12 | 50,869 | 41,200 |
| Intangible assets | 12 | 144,085 | 71,940 |
| Tangible assets | 13 | 312,751 | 298,676 |
| Fixed asset investments | 14 | 37,641 | 37,865 |
| | | 494,477 | 408,481 |
| **Current assets** | | | |
| Stocks | 15 | 45,432 | 62,920 |
| Debtors - Due within one year | 16 | 735,773 | 742,630 |
| - Due after more than one year | 16 | 21,635 | 20,511 |
| Current asset investments | 17 | 85,257 | 80,307 |
| Cash at bank and in hand | | 496,979 | 578,792 |
| | | 1,385,076 | 1,485,160 |
| **Creditors: amounts falling due within one year** | 18 | (1,183,196) | (1,265,550) |
| **Net current assets** | | 201,880 | 219,609 |
| **Total assets less current liabilities** | | 696,357 | 628,090 |
| **Creditors: amounts falling due after more than one year** | 19 | (102,430) | (75,849) |
| **Provisions for liabilities and charges** | 21 | (53,594) | (33,599) |
| **Net assets excluding pensions liability** | | 540,333 | 518,642 |
| **Net pension liability** | 28 | (14,698) | (13,392) |
| **Net assets** | | 525,635 | 505,250 |
| **Capital and reserves** | | | |
| Called up share capital | 24 | 16,750 | 16,750 |
| Share premium account | 24 | 11,369 | 11,369 |
| Capital redemption reserve | 24 | 512 | 512 |
| Other reserves | 24 | 3,117 | 3,117 |
| Profit and loss account | 24 | 486,913 | 465,416 |
| **Shareholders' funds** | | 518,661 | 497,164 |
| Non-controlling interests | | 6,974 | 8,086 |
| **Total capital employed** | | 525,635 | 505,250 |

The consolidated financial statements of Rigby Group (RG) plc, registered number 03437118, were approved by the Board of Directors and authorised for issue on 20 September 2024 and signed on its behalf by:

Peter Rigby

**Sir Peter Rigby,**
Director





# COMPANY BALANCE SHEET

YEAR ENDED 31 MARCH 2024

| | Note | 2024 £'000 | 2023 £'000 |
|---|---|---|---|
| **Fixed assets** | | | |
| Intangible assets | 12 | 143 | 101 |
| Tangible assets | 13 | 1,706 | 1,103 |
| Investments in subsidiaries | 14 | 69,279 | 75,668 |
| Trade investments | 14 | 34,974 | 34,974 |
| Debtors | 16 | 69,458 | 43,519 |
| | | 175,560 | 155,365 |
| **Current assets** | | | |
| Debtors - Due within one year | 16 | 3,425 | 21,915 |
| Due after more than one year | 16 | 64 | 512 |
| Current asset investments | 17 | 53,934 | 50,752 |
| Cash at bank and in hand | | 54,301 | 58,564 |
| | | 111,724 | 131,743 |
| **Creditors: amounts falling due within one year** | 18 | (19,051) | (22,858) |
| **Net current assets** | | 92,673 | 108,885 |
| **Total assets less current liabilities** | | 268,233 | 264,250 |
| **Creditors: amounts falling due after more than one year** | 19 | (66) | (16) |
| **Provisions for liabilities and charges** | 21 | - | (1,171) |
| **Net assets** | | 268,167 | 263,063 |
| **Capital and reserves** | | | |
| Called-up share capital | 24 | 16,750 | 16,750 |
| Share premium | 24 | 11,220 | 11,220 |
| Capital redemption reserve | 24 | 512 | 512 |
| Profit and loss account | 24 | 239,685 | 234,581 |
| **Shareholders' funds** | | 268,167 | 263,063 |

The profit for the year dealt with in the financial statements of the company was £15,816,000 (2023: £76,648,000). The Company paid a dividend during the year of £10,712,000 (2023: £11,700,000). As permitted by section 408 of the Companies Act 2006 no separate profit and loss account is presented in respect of the parent company.

The financial statements of Rigby Group (RG) plc, registered number 03437118, were approved by the Board of Directors and authorised for issue on 20 September 2024 and signed on its behalf by:

Peter Rigby

**Sir Peter Rigby,**
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 MARCH 2024

| | Called-up Share Capital £'000 | Share Premium Account £'000 | Capital Redemption Reserve £'000 | Retained Earnings £'000 | Other Reserves £'000 | Equity Attributable to the Owners of the Parent £'000 | Non-controlling Interest £'000 | Total Equity £'000 |
|---|---|---|---|---|---|---|---|---|
| **Balance as at 1 April 2022** | 16,750 | 11,369 | 512 | 330,530 | 3,117 | 362,278 | 442 | 362,720 |
| Profit for the financial year | - | - | - | 142,902 | - | 142,902 | (1,443) | 141,459 |
| Currency translation differences | - | - | - | 5,562 | - | 5,562 | 27 | 5,589 |
| Share-based payments | - | - | - | - | - | - | - | - |
| Cash flow hedge | - | - | - | 299 | - | 299 | - | 299 |
| Re-measurement of net defined benefit liability | - | - | - | 2,969 | - | 2,969 | - | 2,969 |
| Tax relating to items of other comprehensive income | - | - | - | (729) | - | (729) | - | (729) |
| **Total comprehensive income for the year** | - | - | - | 151,003 | - | 151,003 | (1,416) | 149,587 |
| Issue of shares to non-controlling interest | - | - | - | (4,417) | - | (4,417) | 9,217 | 4,800 |
| Dividends paid on non-controlling interest | - | - | - | - | - | - | (157) | (157) |
| Dividends paid on equity shares | - | - | - | (11,700) | - | (11,700) | - | (11,700) |
| **Balance as at 31 March 2023** | 16,750 | 11,369 | 512 | 465,416 | 3,117 | 497,164 | 8,086 | 505,250 |
| Profit for the financial year | - | - | - | 37,052 | - | 37,052 | (1,902) | 35,150 |
| Currency translation differences | - | - | - | (2,284) | - | (2,284) | (10) | (2,294) |
| Share-based payments | - | - | - | - | - | - | - | - |
| Cash flow hedge | - | - | - | (558) | - | (558) | - | (558) |
| Re-measurement of net defined benefit liability | - | - | - | (1,099) | - | (1,099) | - | (1,099) |
| Tax relating to items of other comprehensive income | - | - | - | (102) | - | (102) | - | (102) |
| **Total comprehensive income for the year** | - | - | - | 33,009 | - | 33,009 | (1,912) | 31,097 |
| Issue of shares to non-controlling interest | - | - | - | (800) | - | (800) | 800 | - |
| Dividends paid on equity shares | - | - | - | (10,712) | - | (10,712) | - | (10,712) |
| **Balance as at 31 March 2024** | 16,750 | 11,369 | 512 | 486,913 | 3,117 | 518,661 | 6,974 | 525,635 |

Information on the called-up share capital, share premium account, capital redemption reserve and retained earnings are contained in note 24.





# COMPANY STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 MARCH 2024

| | Called-up Share Capital £'000 | Share Premium Account £'000 | Capital Redemption Reserve £'000 | Retained Earnings £'000 | Total £'000 |
|---|---|---|---|---|---|
| **At 1 April 2022** | 16,750 | 11,220 | 512 | 169,633 | 198,115 |
| Total comprehensive income | - | - | - | 76,648 | 76,648 |
| Dividends paid on equity shares (note 10) | - | - | - | (11,700) | (11,700) |
| **At 31 March 2023** | 16,750 | 11,220 | 512 | 234,581 | 263,063 |
| Total comprehensive income | - | - | - | 15,816 | 15,816 |
| Dividends paid on equity shares (note 10) | - | - | - | (10,712) | (10,712) |
| **At 31 March 2024** | 16,750 | 11,220 | 512 | 239,685 | 268,167 |

Information on the called-up share capital, share premium account, capital redemption reserve and retained earnings is contained in note 24.

# CONSOLIDATED CASH FLOW STATEMENT

YEAR ENDED 31 MARCH 2024

| | Note | 2024 £'000 | 2023 £'000 |
|---|---|---|---|
| **Net cash inflow from operating activities** | 25 | 30,527 | 105,545 |
| **Cash flows from investing activities** | | | |
| Purchase of tangible fixed assets | | (26,801) | (22,545) |
| Purchase of intangible fixed assets | | (11,745) | (10,876) |
| Sale of tangible fixed assets | | 5,567 | 28,356 |
| Capital expenditure | | (32,979) | (5,065) |
| Sale of subsidiary undertakings | | - | 63,645 |
| Purchase of subsidiary undertakings | | (54,778) | (24,043) |
| Proceeds from issue of shares to non-controlling interest | | 1,275 | 3,500 |
| (Acquisitions) / disposals | | (53,503) | 43,102 |
| Amounts paid under finance lease receivable arrangements | | (701) | (748) |
| Amounts paid to related parties | | (79) | (3,945) |
| Repayment of loans advanced to related parties | | 620 | 1,309 |
| Interest received | | 11,982 | 3,405 |
| Interest and dividends received on current asset investments | | - | 565 |
| Net cash movement on current asset investments | | - | (79,450) |
| Fees paid on current asset investments | | (236) | (40) |
| Payment of deferred consideration on acquisitions | | - | (2,080) |
| **Net cash flows used in investing activities** | | (74,896) | (42,947) |
| **Cash flows from financing activities** | | | |
| Dividends paid to equity shareholders | | (10,712) | (11,700) |
| Dividends paid to minority shareholders | | - | (157) |
| Payments to shareholders | | (10,712) | (11,857) |
| Advances of bank and other loans | | 38,745 | 8,524 |
| Repayments of bank and other loans | | (43,310) | (14,453) |
| Loans advanced by related parties | | 8,128 | 17,048 |
| Repayment of loans from related parties | | (16,075) | (1,910) |
| Debt advances and repayments | | (12,512) | 9,209 |
| Capital element of finance lease rental payments | | (799) | (5,024) |
| Interest paid | | (13,102) | (8,434) |
| **Net cash flows used in financing activities** | | (37,125) | (16,106) |
| **Net (decrease) / increase in cash and cash equivalents** | | (81,494) | 46,492 |
| **Cash and cash equivalents at the beginning of the year** | | 577,366 | 528,694 |
| Effect of foreign exchange rate changes | | (1,751) | 2,180 |
| **Cash and cash equivalents at the end of the year** | | 494,121 | 577,366 |
| **Reconciliation to cash at bank and in hand:** | | | |
| Cash at bank and in hand | | 496,979 | 578,792 |
| Bank overdraft | | (2,858) | (1,426) |
| **Cash and cash equivalents at the end of the year** | | 494,121 | 577,366 |





# NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2024

**1. SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies in the Group are summarised below. They have all been applied consistently throughout the year and in the preceding year.

**1.1 GENERAL INFORMATION AND BASIS OF ACCOUNTING**

Rigby Group (RG) plc is a public company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The registered office is provided in the Company Information section of the annual report.
The principal activities of the company and its subsidiaries (the Group) and the nature of the Group's operations are set out in the Strategic Report.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.
The Group uses two non Generally Accepted Accounting Practice (non-gaap) financial measures in addition to those required under FRS102. The directors consider that the use of the measure "Adjusted Profit" assists in providing additional information and improves understanding of financial performance and improves understanding of performance between financial years. The directors consider that the use of the measure "Adjusted Operating profit" assists in excluding gains on disposal arising during the year from Operating profit, improving understanding of performance and improving understanding of performance between financial years.

The functional currency of Rigby Group (RG) plc is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates. The consolidated financial statements are also presented in pounds sterling. Foreign operations are included in accordance with the policies set out below.

Rigby Group (RG) plc meets the definition of a qualifying entity under FRS102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to share-based payments, financial instruments, related party transactions including with wholly owned subsidiaries, presentation of a cash flow statement and remuneration of key management personnel.

**1.2 BASIS OF CONSOLIDATION**

The Group's financial statements consolidate the financial statements of the Rigby Group (RG) plc and its subsidiary undertakings drawn up to 31 March each year.

The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Business combinations are accounted for under the purchase method. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group.

The financial statements of the company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits or losses have been fully eliminated.

The share of profit or loss of associate companies and jointly controlled entities is accounted for under the equity method.

**1.3 GOING CONCERN**

The Group's business activities, together with factors likely to affect its future developments, performance and position are set out within the Strategic Report and Directors' Report.

At 31 March 2024 the Group had net assets of £525.6m and has delivered growth in turnover, gross profit, profit after tax and net assets. The directors believe that management have sufficient flexibility in adverse circumstances to maintain adequate resources to continue in operational existence for the foreseeable future, which is a period of at least 12 months from the date of signing the financial statements. The Group is well placed to manage its business risks successfully and the Group's projections show that each of the divisions should continue to be cash generative. As covered in the viability section of this Strategic Report above the

Directors have taken due consideration of the impacts of sensitivities and uncertainties in the formation of their opinion regarding the future of the Group. The directors therefore continue to adopt the going concern basis of accounting in the preparation of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**1.4 INTANGIBLE ASSETS - GOODWILL**

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straightline basis over its useful economic life. In the opinion of the directors, the normal expected useful life will not exceed 20 years.

Provision is made for any impairment.

Negative goodwill arising on the acquisition of businesses, representing any deficit of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and is credited to the profit and loss account in the period in which the acquired non-monetary assets are recovered through depreciation or sale. Negative goodwill in excess of the fair values of the non-monetary assets acquired is credited to the profit and loss account in the periods expected to benefit.

**1.5 INTANGIBLE ASSETS – SOFTWARE COSTS**

Software costs are capitalised as intangible assets and amortised over the expected useful economic life on a straight-line basis. Typically, this period is between two to fifteen years. Provision is made for any impairment.

**1.6 INTANGIBLE ASSETS – OTHER**

**Research and development**
Research expenditure is written off as incurred. Software development expenditure is also written off as incurred except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases and provided they meet the criteria in accordance with Section 18 of the FRS 102, the identifiable expenditure is capitalised as an intangible asset. Amortisation is not provided on software development until the asset is complete and ready for its intended use. Once development activity is complete and ready for its intended use expenditure is reclassified as software and will be amortised in line with the above policy.

**Customer relationships, supplier relationships, trademarks, patents**
Separately acquired patents, trademarks and other intangibles are included at cost and amortised in equal annual instalments over their useful economic lives. Intangible assets acquired as part of a business combination, such as customer lists, customer relationships, vendor relationships and trademarks are measured at fair value at the acquisition date and amortised in equal annual instalments over its useful economic life. This period is between five and fifteen years. Provision is made for any impairment.

**1.7 TANGIBLE FIXED ASSETS**

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets that are in use, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

| | |
|---|---|
| **Hotels** | |
| Land | Not depreciated |
| Structural Buildings | 200 years |
| Ancillary Buildings | 50 years |
| **Runways** | |
| Bases | 50 to 100 years |
| Other Assets | 10 to 50 years |
| **Other Freehold Buildings** | 25 to 50 years |
| **Leasehold Land, Buildings and Improvements** | Lower of remaining lease period or 40 years |
| **Short Leasehold Improvements** | Lower of remaining lease period or 10 years |
| **Fixtures and fittings** | |
| Hotel fixtures and fittings | 5 to 10 years |
| Datacentres fixtures and fittings | 4 to 10 years |
| Other fixtures and fittings | 1 to 20 years |
| **Motor Vehicles** | 3 to 6 years |
| **Aircraft** | 20 years or on the basis of hours flown |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

Depreciation is not provided on assets in the course of construction until the asset is complete and ready for its intended use. An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

Investment Properties
Investment properties for which fair value can be measured reliably are measured at fair value annually with any change recognised in the profit and loss account.

**1.8 INVESTMENTS**

Fixed asset investments in subsidiaries in the Company's balance sheet are shown at cost less any provision for impairment.

In the Group financial statements investments in associates and jointly controlled entities are accounted for using the equity method.

**Investments in associates and joint ventures**
Investments in associates and jointly controlled entities are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the Group's share of associates' and jointly controlled entities' profits or losses and other comprehensive income. Goodwill arising on the acquisition of associates and joint ventures is accounted for in accordance with the policy set out above. Any unamortised balance of goodwill is included in the carrying value of the investment in associates and joint ventures.

**1.9 IMPAIRMENT OF ASSETS**

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

**Non-financial assets**
An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cashgenerating units (CGU) of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets (other than goodwill) of the CGU on a pro-rata basis and then to any goodwill allocated to that CGU.

**Financial assets**
For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**1.10 STOCKS**

Stocks held for resale are stated at the lower of cost and net realisable value. Cost comprises third party purchase cost net of attributable rebates and is calculated using the FIFO (first-in, first-out) method. No internal labour or overhead costs are included.

Provision is made for obsolete, slow moving or defective items where appropriate.

Maintenance spare part stocks are stated at purchase cost less a provision created to reflect age and the current levels of usage within the business. Where fully written down spares are used in a future period, a value may be attributed to them based on the then current replacement cost.

**1.11 SHARE BASED PAYMENTS**

Certain subsidiary undertakings of the Group issue equity-settled and cash-settled share-based payments to certain employees.

Equity-settled share-based payment transactions are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant through profit and loss. The fair value determined at the grant date of the equity-settled sharebased payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions.

Fair value is measured by the use of a valuation model considered to be most appropriate by the management.

A liability equal to the portion of the services received is recognised at and re-measured based on the current fair value determined at each balance sheet date for cash-settled share based payments, with any changes in fair value recognised in profit or loss.

The cost of awards to employees that take the form of shares or rights to shares are recognised over the period to which the employee's performance relates.

The cost is calculated as the difference between the fair value of the shares at the date of grant (or book value of the shares if already held by the company) and the amount of the consideration that the employees may be required to pay for the shares.

The period over which the charge is recognised is the shorter of the performance period of the options (if performance related) or the period from the date the option is granted to the date that the employee becomes unconditionally entitled to the shares.

**1.12 EMPLOYEE BENEFITS**

For defined benefit schemes the amounts charged to operating profit are the costs arising from employee services rendered during the period and the cost of plan introductions, benefit changes, settlements and curtailments. They are included as part of staff costs. The net interest cost on the net defined benefit liability is charged to profit or loss and included within finance costs.

Re-measurement comprising actuarial gains and losses and the return on scheme assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in other comprehensive income.

Assets held to fund pension schemes are held separately from those of the Group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit credit method.

The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and those actually paid are shown as either accruals or prepayments in the balance sheet.





NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**1.13 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments (such as short term deposits and money market funds) with original maturities of three months or less.

Bank overdrafts are shown within borrowings in current liabilities unless there is a legal right of offset in which case they are included in cash and cash equivalents.

**1.14 FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

(i) Financial assets and liabilities
All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Debt instruments which meet the conditions of being basic financial instruments as defined in FRS 102.11.9 are subsequently measured at amortised cost using the effective interest method.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Group transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Group, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(ii) Investments
Investments in non-convertible preference shares and non-puttable ordinary or preference shares (where shares are publicly traded or their fair value is reliably measurable) are measured at fair value through profit or loss. Where fair value cannot be measured reliably, investments are measured at cost less impairment.

In the company balance sheet, investments in subsidiaries and associates are measured at cost less impairment. For investments in subsidiaries acquired for consideration including the issue of shares qualifying for merger relief, cost is measured by reference to the nominal value of the shares issued plus fair value of other consideration. Any premium is ignored.

(iii) Equity instruments
Equity instruments issued by the company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

(iv) Hedge accounting
The Group designates certain derivatives as hedging instruments in cash flow hedges and fair value hedges.

At the inception of the hedge relationship, the entity documents the economic relationship between the hedging instrument and the hedged item, along with its risk management objectives and clear identification of the risk in the hedged item that is being hedged by the hedging instrument.

Furthermore, at the inception of the hedge the Group determines and documents causes for hedge ineffectiveness.

(v) Cash flow hedges
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends, except for the hedging of inventory purchases when the amount is reclassified from the hedging reserve and included in the cost of inventory at initial recognition.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any gain or loss accumulated in equity at that time is reclassified to profit or loss when the hedged item is recognised in profit or loss. When a forecast transaction is no longer expected to occur, any gain or loss that was recognised in other comprehensive income is reclassified immediately to profit or loss.

(vi) Derivative financial instruments
The Group holds foreign currency forward contracts in order to reduce exposure to foreign exchange risk. The Group holds interest rate swaps in order to reduce exposure to interest rate risk. The Group also holds derivative financial instruments for speculative purposes within current asset investments.

Forward contracts are initially recognised at fair value at the date the contract is entered into and are subsequently re-measured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately.

Interest rate swaps are initially recognised at fair value at the date the swap is entered into and are subsequently re-measured to their fair value at each reporting date. The Group applies hedge accounting to these arrangements and the gain or loss is recognised through other comprehensive income.

(vii) Fair value measurement
The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

**1.15 TAXATION**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**1.16 FOREIGN CURRENCY**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

The results and cash flows of operations whose functional currency is not pound sterling are translated at the average rates of exchange during the year and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets and on foreign currency borrowing to the extent that they hedge the group's investment in such operations, are reported in other comprehensive income (attributed to non-controlling interests as appropriate).

Other exchange differences are recognised in the profit and loss in the period in which they arise except for:
• Exchange differences arising on gains or losses on non-monetary items which are recognised in other comprehensive income; and
• In the case of the consolidated financial statements, exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reported under equity.

**1.17 LEASE ACCOUNTING**

The Group as lessee

Assets held under finance leases, hire purchase contracts and other similar arrangements, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets at the fair value of the leased asset (or, if lower, the present value of the minimum lease payments as determined at the inception of the lease) and are depreciated over the shorter of the lease terms and their useful lives. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis.

Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

The Group as lessor

(a) Finance leases

Lease contracts which transfer substantially all of the risks and rewards of ownership to the lessee are classified as finance leases.

Finance leases are accounted for on the basis of gross receivables less unearned income and provision for bad debts, and are included within debtors. Unearned income is allocated to future periods to give a constant periodic rate of return on the net investment.

(b) Operating leases

Lease contracts which do not transfer substantially all risk and rewards of the ownership to the lease are classified as operating leases and the equipment is recorded at cost in fixed assets. Depreciation is charged on a straight-line basis to bring the equipment to a net book value based on the estimated market value.

Rental income from such leases is recognised on a straight-line basis over the period of the contract. Rental costs represent the depreciation charge of the leased equipment.

**1.18 INTEREST INCOME**

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

**1.19 INVESTMENT INCOME**

Dividends are recognised when the shareholder's right to receive payment is established.

**1.20 REBATES AND MARKETING INCOME**

Vendor rebates, allowances and marketing income are recorded as a reduction to the cost of sales in the period in which the related goods and services are provided, or deducted from the cost of stock as appropriate in accordance with the underlying agreement with the vendor. Amounts received that require specific performance are recognised when the performance is satisfied, the amount is fixed and determinable and the collection is reasonably assured. Lump sum payments received in advance of performance are recognised over the period of the agreement.

**1.21 GOVERNMENT GRANTS**

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to performance or to assets. Grants relating to performance are recognised in income over the period in which the performance-related conditions are met. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income.

Government support provided to the Group in response to the Covid 19 pandemic are recognised as Other Operating Income.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**1.22 PROVISIONS**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

**1.23 TURNOVER**

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts, VAT and other sales related taxes. Revenue is recognised when persuasive evidence of an arrangement with a customer exists, delivery has occurred or all significant performance obligations have been completed, the price is fixed or determinable and the collection of the amount due is reasonably assured.

Income from service contracts is recognised on a straight-line basis over the period of the contract, or on a percentage completion basis based on contract deliverables and milestones as appropriate.

Rebates due to customers are accrued for in accordance with relevant contracts. Rebates reduce turnover and are held as other creditors until settlement is made.

Where a contract has only been partially completed at the balance sheet date Turnover represents the fair value of the service provided to date based on the stage of completion of the contract activity at the balance sheet date.

Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

Turnover relating to property sales is accounted for when there is an exchange of unconditional contracts, the significant risks and rewards in the property are considered to have been transferred to the buyer, and the collection of the amount due is reasonably assured.

Turnover in respect of transactions involving deferred payment terms is recognised at the present value of future cash flows receivable determined on the basis of constant periodic rate of return.

Rental income from investment property is recognised as turnover on a straight-line basis over the lease term. Lease incentives, such as rent-free periods and cash contributions to tenant fit out, are recognised on the same straight line basis.

**Construction contracts**
Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the balance sheet date. This is normally measured by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs, except where this would not be representative of the stage of completion.

Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable they will be recoverable. Contract costs are recognised as expenses in the period

in which they are incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

**2.1 CRITICAL JUDGEMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES**

There were no critical judgements made by the directors during the year in applying the Group's accounting policies.

**2.2 KEY SOURCES OF ESTIMATION OF UNCERTAINTY**

The key assumptions concerning the future, and other sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing material adjustment to the carrying value of the assets and liabilities within the next financial year, are discussed below.

**Valuation of investment properties**
The Group carries its investment property at fair value, with changes in fair value being recognised in the profit and loss account. There is a lack of comparable market data because of the nature of the properties. The valuation technique applies a discounted rental yield depending on the location and the quality of the property, tenant and lease. Therefore the determined fair value is most sensitive to the estimated yield.

At 31 March 2024, overall portfolio yields vary between 6.89% and 9.44% dependent on location. This overall rate is then amended for each property, tenant and lease as appropriate. An increase in yield of 0.5% across the whole portfolio would result in the balance sheet fair value reducing by £9.8m whereas a decrease in the yield of 0.5% would result in an increase in the fair value of £11.4m.

**Net defined benefit obligations**
Provisions for retirement obligations under defined benefit arrangements in the Group of £14.7m (2023: £13.4m) are calculated by reference to key actuarial assumptions concerning the workforce. These assumptions include staff turnover rates and employee retirement dates in the french subsidiaries of the SCC division, see note 28.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**3. TURNOVER**

| **Turnover by geographical destination:** | **2024 £'000** | **2023 £'000** |
|---|---|---|
| United Kingdom | 1,205,921 | 1,246,407 |
| Continental Europe | 2,455,989 | 2,622,826 |
| Rest of World | 24,911 | 24,603 |
| | 3,686,821 | 3,893,836 |

| **Turnover by geographical origin:** | **2024 £'000** | **2023 £'000** |
|---|---|---|
| United Kingdom | 1,230,250 | 1,314,594 |
| Continental Europe | 2,456,571 | 2,579,242 |
| | 3,686,821 | 3,893,836 |

| **An analysis of the group's turnover is as follows:** | **2024 £'000** | **2023 £'000** |
|---|---|---|
| Sale of goods | 3,035,818 | 3,301,017 |
| Rendering of services | 635,807 | 545,743 |
| Income from construction contracts | - | 32,760 |
| Rental income | 13,166 | 12,133 |
| Grants | 2,030 | 2,183 |
| | 3,686,821 | 3,893,836 |

The Group has the following primary sources of grant income:

In Romania, grants have been made in respect of job roles created and investment made in our global delivery centre. The grant income is recognised in the profit and loss account in accordance with the underlying costs incurred.

In France, our Altimance subsidiary has grant income in respect of job roles created in our regional delivery centre. The grant income is recognised in the profit and loss account in accordance with the underlying recruitment and employment costs incurred.

In the UK, the grant received represents amounts received in respect of our data centre operations and is being released to the profit and loss account over the useful economic life of those assets. There are no further conditions which need to be satisfied in respect of the grant received.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**4. DIVISIONAL PERFORMANCE**

An analysis of the Group's Turnover by division is as follows:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| SCC | 3,439,812 | 3,287,257 |
| Rigby Group Technology Investments | 91,914 | 110,289 |
| Airports | 112,609 | 94,099 |
| Central Operations | 21,700 | 29,362 |
| Hotels | 17,108 | 16,665 |
| Real Estate | 3,678 | 3,167 |
| Discontinued Operations & Gains on Disposal | - | 352,997 |
| | 3,686,821 | 3,893,836 |

An analysis of the Group's Adjusted Operating Profit by division is as follows:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| SCC | 37,249 | 68,942 |
| Rigby Group Technology Investments | (5,913) | (5,629) |
| Airports | 16,156 | 2,937 |
| Central Operations | (8,211) | (7,478) |
| Hotels | (2,935) | (2,257) |
| Real Estate | 8,012 | 1,742 |
| Discontinued Operations & Gains on Disposal | - | 104,917 |
| | 44,358 | 163,174 |

An analysis of the Group's Net Assets is as follows:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| SCC | 209,423 | 201,088 |
| Rigby Group Technology Investments | 17,752 | 24,520 |
| Airports | 74,256 | 64,886 |
| Central Operations | 198,089 | 189,705 |
| Hotels | 23,203 | 25,989 |
| Real Estate | 2,912 | (938) |
| | 525,635 | 505,250 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**5. FINANCE INCOME / (CHARGES) (NET)**

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Investment income | 17,583 | 3,445 |
| Less: Interest payable and similar charges | (13,102) | (9,192) |
| Other finance income / (costs) | 1,746 | (1,273) |
| | 6,227 | (7,020) |

| **Investment income** | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Income from current asset investments | | |
| Listed investments | 5,601 | 1,435 |
| Other interest receivable and similar income | | |
| Interest receivable from bank deposits | 9,799 | 1,446 |
| Interest receivable on loans to related parties | 129 | 15 |
| Other interest receivable | 2,054 | 549 |
| | 17,583 | 3,445 |

| **Interest payable and similar charges** | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Interest payable on bank loans and overdrafts | 6,171 | 4,603 |
| Interest payable on asset financing arrangements | 3,360 | 1,225 |
| Interest payable on loans from related parties | 2,247 | 1,400 |
| Finance leases and hire purchase contracts | 17 | 41 |
| Other interest payable | 1,307 | 1,923 |
| | 13,102 | 9,192 |

| **Other finance income / (costs)** | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Net exchange gain/(loss) on foreign currency borrowings and deposits | 2,070 | (826) |
| Unwinding of discounts on provisions | (552) | (90) |
| Fair value gains/(losses) on derivative instruments | 677 | (126) |
| Net interest on defined pension scheme (see note 28) | (449) | (231) |
| | 1,746 | (1,273) |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 6. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit before taxation is stated after charging / (crediting):

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Depreciation of tangible fixed assets (see note 13) | 15,795 | 17,353 |
| Impairment of tangible fixed assets (see note 13) | - | 76 |
| Amortisation of goodwill (see note 12) | 7,244 | 9,361 |
| Amortisation of negative goodwill (see note 12) | (987) | (1,349) |
| Amortisation of intangibles (see note 12) | 3,611 | 3,973 |
| Government grant income | (2,304) | (2,538) |
| Operating lease rentals | 21,566 | 17,988 |
| Foreign exchange gains | (2,758) | (7,087) |
| Profit on disposal of fixed assets | (329) | (15,155) |
| (Gain) / Loss on fair value movement of investment property (see note 13) | (9,184) | 4,443 |
| Gain on fair value movement of current asset investments (see note 5) | (5,601) | (1,435) |

Amortisation of intangible assets is included in operating expenses.

An analysis of auditor's remuneration is as follows:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Fees payable to the Company's auditor for the audit of the Company's annual financial statements | 288 | 223 |
| Fees payable to the Company's auditor and their associates for other services to the Group - the audit of the Company's subsidiaries pursuant to legislation | 1,594 | 1,181 |
| Total audit fees | 1,882 | 1,404 |
| Other services pursuant to legislation | | |
| - Other taxation advisory services | 636 | 234 |
| - Other services | - | 98 |
| Total non-audit fees | 636 | 332 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 7. STAFF COSTS

The average monthly number of employees (including executive directors) of the Group was:

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 Number | 2023 Number | 2024 Number | 2023 Number |
| Sales | 1,775 | 1,877 | - | - |
| Administration | 2,262 | 2,538 | 55 | 40 |
| Engineering and production | 3,855 | 3,316 | - | - |
| Warehouse and distribution | 285 | 282 | - | - |
| | 8,177 | 8,013 | 55 | 40 |

Their aggregate remuneration comprised:

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 £'000 | 2023 £'000 | 2024 £'000 | 2023 £'000 |
| Wages and salaries | 346,057 | 322,076 | 7,444 | 5,467 |
| Social security costs | 73,352 | 69,531 | 938 | 945 |
| Other pension costs (see note 28) | 5,616 | 5,825 | 222 | 192 |
| | 425,025 | 397,432 | 8,604 | 6,604 |

The remuneration above excludes redundancy payments of £5,501,000 (2023: £3,312,000).

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**8. DIRECTORS' REMUNERATION**

The remuneration of the directors was as follows:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Emoluments | 3,490 | 2,562 |
| Pension | 13 | 12 |

The number of directors for whom the Group made contributions to pension schemes was one (2023: one).

The Group considers the directors of the Company to be the key management personnel.

**Highest paid director**

The above amounts for remuneration include the following in respect of the highest paid director:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Emoluments | 1,057 | 1,057 |
| Pension | - | - |

The highest paid director has no share options.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**9. TAX ON PROFIT**

**The tax charge comprises:**

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| **Current tax** | | |
| UK corporation tax | 1,646 | 1,336 |
| Foreign tax | 13,995 | 19,915 |
| | 15,641 | 21,251 |
| Adjustments in respect of prior years | | |
| - UK corporation tax | (955) | 392 |
| - Foreign tax | 24 | (755) |
| **Total current tax** | 14,710 | 20,888 |
| **Deferred tax** | | |
| Origination and reversal of timing differences | (224) | (5,637) |
| Adjustments in respect of prior years | 725 | (172) |
| Effect of changes in tax rate | - | (534) |
| **Total deferred tax see note 21** | 501 | (6,343) |
| **Total tax on profit** | 15,211 | 14,545 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**9. TAX ON PROFIT (CONTINUED)**

The differences between the current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| **Profit on ordinary activities before tax** | 50,361 | 156,004 |
| Tax on group profit on ordinary activities at standard UK corporation tax rate of 25% (2023 - 19%) | 12,590 | 29,641 |
| Effects of: | | |
| Expenses not deductible for tax purposes | 4,204 | 4,731 |
| Income not taxable in determining taxable profit | (1,201) | (1,715) |
| Income not taxable in respect of gain on disposal | - | (19,925) |
| Movement on unrecognised deferred tax on losses | (27) | (1,097) |
| Movements in other deferred tax not recognised | 63 | (10) |
| Foreign tax charged at different rates than standard UK rate | (172) | 3,439 |
| Other taxes and tax reliefs | (29) | 459 |
| Adjustments to tax charge in respect of previous periods | (206) | (535) |
| Effects of tax rate changes | - | (534) |
| Property revaluations and indexation allowance | (28) | 91 |
| Movement of deferred tax on disposal of capital gains | 17 | - |
| **Group tax charge for period** | 15,211 | 14,545 |

The Group is within scope of the Pillar Two legislation which has been enacted or substantively enacted in certain jurisdictions the Group operates.

On 11 July 2023, the UK Finance (No. 2) Act 2023, enacted the Pillar Two income taxes legislation effective from 1 January 2024. The legislation will be effective for the Group's financial year beginning 1 April 2024. Under the legislation, Rigby Group (RG) plc may be required to pay top-up tax on profits of its subsidiaries that are taxed at an effective tax rate of less than 15 per cent.

The Group has performed an assessment of the Group's potential exposure to Pillar Two income taxes using data from the most recent tax filings, country-by-country reporting, and financial statements for the constituent entities in the Group. Based on the assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15%. In jurisdictions this is not the case, other transitional safe harbour reliefs would apply, such as the de minimis or the substance-based reliefs. Therefore, the Group does not expect a material exposure to Pillar Two top up taxes.

The Group will continue to assess the full impact of the Pillar Two income taxes on its future financial performance.

The standard rate of corporation tax in the UK is currently 25%. An increase to the main rate of corporation tax in the UK to 25% from April 2023 was substantively enacted on 24 May 2021.

Deferred tax at the balance sheet date has been measured using these enacted tax rates and reflected in these financial statements.

Deferred tax assets and liabilities of the foreign entities have been measured utilising the corresponding foreign standard rates of Corporation Tax substantively enacted at the balance sheet date.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**10. DIVIDENDS**

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| **Dividends declared and paid** | | |
| Interim dividend approved of £85 (2023: £85) per 'A' preference share for 7,200 shares | 612 | 612 |
| Interim dividend approved of £102 (2023: £102) per 'B' preference share for 8,576 shares | 875 | 875 |
| Interim dividend approved of £100 (2023: £100) per Preferred Ordinary share for 53,634 shares | 5,363 | 5,363 |
| Interim dividend approved of £0.23 (2023: £0.29) per 'B' ordinary share for 16,852,430 shares | 3,862 | 4,850 |
| | 10,712 | 11,700 |

**11. SHARE-BASED PAYMENTS**

**Cash-Settled**

There are no shares in issue under cash-settled employee share schemes.

**Equity-Settled**

The following subsidiaries have issued shares under equity-settled employee share schemes.

**Allect**

Allect Holdings Limited has issued shares to management amounting to 50% of the issued share capital. The shares attract a dividend which is declared and settled during the year. The dividend paid to management in the year was £300,000. The Group's liability at the balance sheet date is £nil (2023: £nil).

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**12. INTANGIBLE ASSETS**

| | Goodwill £'000 | Negative goodwill £'000 | Software £'000 | Customer relationships £'000 | Supplier relationships £'000 | Trade marks £'000 | Total £'000 |
|---|---|---|---|---|---|---|---|
| **Group** | | | | | | | |
| **Cost** | | | | | | | |
| At 1 April 2023 | 95,899 | (18,075) | 62,998 | 3,666 | - | 280 | 144,768 |
| Additions | - | - | 11,676 | - | - | - | 11,676 |
| Acquisition of subsidiary undertakings (see note 30) | 68,732 | - | 1,623 | - | - | - | 70,355 |
| Disposals | - | - | (317) | - | - | (280) | (597) |
| Exchange adjustments | (344) | - | (284) | - | - | - | (628) |
| At 31 March 2024 | 164,287 | (18,075) | 75,696 | 3,666 | - | - | 225,574 |
| **Amortisation** | | | | | | | |
| At 1 April 2023 | 62,490 | (15,406) | 23,082 | 2,382 | - | 280 | 72,828 |
| Charged / (released) during the year | 7,244 | (987) | 3,244 | 367 | - | - | 9,868 |
| Disposals | - | - | (324) | - | - | (280) | (604) |
| Exchange adjustments | (345) | - | (258) | - | - | - | (603) |
| At 31 March 2024 | 69,389 | (16,393) | 25,744 | 2,749 | - | - | 81,489 |
| **Net book value** | | | | | | | |
| At 31 March 2024 | 94,898 | (1,682) | 49,952 | 917 | - | - | 144,085 |
| At 31 March 2023 | 33,409 | (2,669) | 39,916 | 1,284 | - | - | 71,940 |

Goodwill of £68,732,000 has been recognised in the year for the acquisitions of NGC (£4,870,000), 4Sight (£4,720,000), Nimble (£31,807,000), Bamboo (£14,760,000) and Resonate (£12,383,000). In addition, there has been an adjustment to the goodwill on the acquisitions of Vohkus and Visavvi made in the prior year (£192,000). See note 30 for more details.

Included in intangibles is an amount of £27,683,000 relating to the development of the ERP system in Specialist Computer Centers Plc, which is considered material to the group. The new ERP system is not in use at the balance sheet date so has not yet commenced amortisation.

There are no other intangible assets that are individually material.





NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**12. INTANGIBLE ASSETS (CONTINUED)**

| Company | Software £'000 | Total £'000 |
|---|---|---|
| **Cost** | | |
| At 1 April 2023 | 898 | 898 |
| Additions | 112 | 112 |
| Disposals | (171) | (171) |
| **At 31 March 2024** | 839 | 839 |
| **Amortisation** | | |
| At 1 April 2023 | 797 | 797 |
| Charge for the year | 70 | 70 |
| Disposals | (171) | (171) |
| At 31 March 2024 | 696 | 696 |
| **Net book value** | | |
| At 31 March 2024 | 143 | 143 |
| At 31 March 2023 | 101 | 101 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**13. TANGIBLE ASSETS**

| | Land and Buildings | | | | | |
|---|---|---|---|---|---|---|
| | Investment Properties | | Freehold land and buildings | | | |
| **Group** | **Airport Properties £'000** | **Other £'000** | **Hotels £'000** | **Runways £'000** | **Other freehold £'000** | **Leasehold £'000** |
| **Cost or valuation** | | | | | | |
| At 1 April 2023 | 91,905 | 44,560 | 39,310 | 37,959 | 33,506 | 35,116 |
| Additions | - | 4,017 | - | 65 | 1,119 | 6,476 |
| Acquisition of subsidiary undertakings | - | - | - | - | - | - |
| Revaluations | 3,319 | 5,865 | - | - | - | - |
| Disposals | (3,200) | (2,300) | - | - | - | (215) |
| Transfers | - | - | 2,139 | - | - | - |
| Exchange adjustments | - | - | - | - | 3 | (184) |
| At 31 March 2024 | 92,024 | 52,142 | 41,449 | 38,024 | 34,628 | 41,193 |
| **Depreciation** | | | | | | |
| At 1 April 2023 | - | - | 6,033 | 14,141 | 5,376 | 14,339 |
| Charge for the year | - | - | 300 | 1,324 | 1,038 | 1,747 |
| Disposals | - | - | - | - | - | (156) |
| Transfers | - | - | - | - | - | 3 |
| Exchange adjustments | - | - | - | - | 5 | 3 |
| At 31 March 2024 | - | - | 6,333 | 15,465 | 6,419 | 15,936 |
| **Net book value** | | | | | | |
| At 31 March 2024 | 92,024 | 52,142 | 35,116 | 22,559 | 28,209 | 25,257 |
| At 31 March 2023 | 91,905 | 44,560 | 33,277 | 23,818 | 28,130 | 20,777 |

**Finance leased and hire purchase assets included above:**

| **Net book value** | | | | | | |
|---|---|---|---|---|---|---|
| At 31 March 2024 | - | - | - | - | - | - |
| At 31 March 2023 | - | - | - | - | - | - |

Hotel freehold land and buildings with a net book value of £17,906,000 (2023: £16,334,000) have been charged as security for loans of £6,652,000 (2023: £7,252,000) provided to the Group.

Investment properties with a net book value of £137,207,000 (2023: £129,547,000) have been charged as security for loans of £86,160,000 (2023: £83,294,000) provided to the Group.

Freehold land amounting to £20,353,000 (2023: £20,353,000) has not been depreciated.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**13. TANGIBLE ASSETS (CONTINUED)**

| **Group** | **Fixture and fittings £'000** | **Motor Vehicles £'000** | **Aircraft and helicopters £'000** | **Assets in the course of construction £'000** | **Total £'000** |
|---|---|---|---|---|---|
| **Cost or valuation** | | | | | |
| At 1 April 2023 | 150,104 | 1,604 | 2,120 | 6,421 | 442,605 |
| Additions | 5,801 | 114 | 74 | 9,061 | 26,727 |
| Acquisition of subsidiary undertakings | 361 | 7 | - | - | 368 |
| Revaluations | - | - | - | - | 9,184 |
| Disposals | (2,518) | (539) | - | - | (8,772) |
| Transfers | 1,905 | 38 | - | (4,105) | (23) |
| Exchange adjustments | (474) | (1) | - | (2) | (658) |
| At 31 March 2024 | 155,179 | 1,223 | 2,194 | 11,375 | 469,431 |
| **Depreciation** | | | | | |
| At 1 April 2023 | 101,829 | 694 | 1,517 | - | 143,929 |
| Charge for the year | 11,062 | 307 | 17 | - | 15,795 |
| Disposals | (2,275) | (257) | - | - | (2,688) |
| Transfers | (22) | (2) | - | - | (21) |
| Exchange adjustments | (342) | - | (1) | - | (335) |
| At 31 March 2024 | 110,252 | 742 | 1,533 | - | 156,680 |
| **Net book value** | | | | | |
| At 31 March 2024 | 44,927 | 481 | 661 | 11,375 | 312,751 |
| At 31 March 2023 | 48,275 | 910 | 603 | 6,421 | 298,676 |

**Finance leased and hire purchase assets included above:**

| **Net book value** | | | | | |
|---|---|---|---|---|---|
| At 31 March 2024 | 1,782 | 434 | - | - | 2,216 |
| At 31 March 2023 | 2,176 | 597 | - | - | 2,773 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**13. TANGIBLE ASSETS (CONTINUED)**

**Investment properties**

The Group has a number of properties which were held at fair value at 31 March 2024. The fair value of the group's investment property has been arrived at on the basis of a valuation carried out by an independent firm, CBRE, in accordance with the RICS Valuation – Global Standards (incorporating the International Valuation Standards) and the UK national supplement at the valuation date. The valuer, L Howells, is a member of the Royal Institute of Chartered Surveyors (membership number 0103292) and has recent experience in the location and class of the investment properties being valued. The valuer used a traditional investment capitalisation method and applied their opinion of an appropriate yield to the net income, having regard to comparable evidence within the market for guidance. The yield selection reflects specific market conditions at the valuation date, the covenant of tenants across the portfolio, the nature of properties, and the lease terms. In assessing fair value, assumptions have been made about the future rental income, expenditure and occupancy of each property. There are no restrictions on the realisability of investment property or the remittance of income and proceeds of disposal.

The historic cost of these properties held at fair value was £109,368,000 (2023: £111,192,000).

The operating profit is stated after charging (crediting):

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Rents receivable | 10,879 | 9,889 |
| Contingent rents recognised as income | 2,031 | 2,045 |
| Fair value gain / (loss) | 9,184 | (4,443) |

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Within one year | 9,218 | 8,187 |
| In the second to fifth years inclusive | 28,571 | 24,844 |
| After five years | 81,949 | 83,640 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**13. TANGIBLE ASSETS (CONTINUED)**

| Company | Leasehold £'000 | Fixtures and fittings £'000 | Motor Vehicles £'000 | Aircraft £'000 | Total £'000 |
|---|---|---|---|---|---|
| **Cost or valuation** | | | | | |
| At 1 April 2023 | 1,521 | 752 | 322 | - | 2,595 |
| Additions | - | 4 | 114 | 759 | 877 |
| Disposals | - | (332) | (96) | - | (428) |
| Transfers | - | - | - | - | - |
| At 31 March 2024 | 1,521 | 424 | 340 | 759 | 3,044 |
| **Depreciation** | | | | | |
| At 1 April 2023 | 687 | 641 | 164 | - | 1,492 |
| Charge for the year | 107 | 35 | 54 | 16 | 212 |
| Disposals | - | (337) | (29) | - | (366) |
| Transfers | - | - | - | - | - |
| At 31 March 2024 | 794 | 339 | 189 | 16 | 1,338 |
| **Net book value** | | | | | |
| At 31 March 2024 | 727 | 85 | 151 | 743 | 1,706 |
| At 31 March 2023 | 834 | 111 | 158 | - | 1,103 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 14. FIXED ASSET INVESTMENTS

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Trade investments | 34,974 | 34,974 | 34,974 | 34,974 |
| Joint ventures | 2,667 | 2,891 | - | - |
| Investments in subsidiary undertakings | - | - | 69,279 | 75,668 |
| | 37,641 | 37,865 | 104,253 | 110,642 |

| Trade investments | **Group and Company £'000** |
|---|---|
| **Cost and net book value** | |
| At 1 April 2023 | 34,974 |
| As at 31 March 2024 | 34,974 |

The Group and Company holds an investment in European Digital Security Holdco Sarl, the parent company of Infinigate.

| Joint ventures | **Group £'000** |
|---|---|
| **Cost or share of net assets** | |
| At 1 April 2023 | 2,891 |
| Share of retained losses for the year | (224) |
| As at 31 March 2024 | 2,667 |

The Group participates in one joint venture at 31 March 2024, the Arden Hotel Waterside LLP.

The Group's share of joint ventures is as follows:

| | **2024 £'000** | **2023 £'000** |
|---|---|---|
| Turnover | 1,308 | 1,214 |
| (Loss) before taxation | (224) | (150) |
| **Share of assets** | | |
| Fixed assets | 3,532 | 3,739 |
| Current assets | 22 | 72 |
| **Share of liabilities** | | |
| Liabilities due within one year | (345) | (273) |
| Liabilities due after more than one year | (542) | (647) |
| **Share of net assets** | 2,667 | 2,891 |





NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

| | Company | |
|---|---|---|
| | **2024 £'000** | **2023 £'000** |
| Ordinary and preferred ordinary shares in subsidiary undertakings | 69,279 | 75,668 |

| Ordinary and preferred ordinary shares in subsidiary undertakings | **Company £'000** |
|---|---|
| **Cost** | |
| At 1 April 2023 | 112,372 |
| As at 31 March 2024 | 112,372 |
| **Impairment** | |
| At 1 April 2023 | (36,704) |
| Impairment | (6,389) |
| As at 31 March 2024 | (43,093) |
| Net book value at 31 March 2024 | 69,279 |
| Net book value at 31 March 2023 | 75,668 |

Following a review the Company has impaired its investments in subsidiaries by £6,389,000
The investment in Eden Hotel Collection Limited has been impaired by £3,879,000 due to increased intercompany lending which combined with the carrying value of the investment exceeded the valuation of the investment.

The investment in Patriot Aerospace Limited has been impaired by £2,510,000 following the receipt of a dividend.

In accordance with sections 611, 612, 613 and 615 of the Companies Act 2006, the company has taken no account of any premium on shares issued during the years ended 31 March 2010, 2013 and 2017 and has recorded the cost of the investment at the nominal value of the shares issued.

A full list of subsidiaries and related undertakings can be found in note 32.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 15. STOCKS

| | Group | |
|---|---|---|
| | **2024 £'000** | **2023 £'000** |
| Goods held for resale | 29,530 | 49,100 |
| Maintenance stock and spares | 7,251 | 8,014 |
| Work in progress | 8,651 | 5,806 |
| | 45,432 | 62,920 |

There is no material difference between the balance sheet value of stocks and their replacement cost. The company has no stocks at either year end.

### 16. DEBTORS

Amounts falling due within one year:

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Trade debtors | 456,017 | 443,705 | 129 | 118 |
| Amounts owed by group undertakings | - | - | 772 | 20,069 |
| Amounts receivable under finance leases | 3,163 | 1,804 | - | - |
| Other debtors | 69,373 | 76,162 | 3 | - |
| VAT | 65,146 | 58,374 | 950 | - |
| Corporation tax | 4,252 | 5,588 | - | 128 |
| Prepayments and accrued income | 124,363 | 144,469 | 973 | 890 |
| Derivative financial assets (see note 23) | 502 | 12 | - | - |
| Amounts owed by related parties (see note 29) | 3,453 | 3,454 | - | - |
| Deferred taxation (see note 21) | 9,504 | 9,062 | 598 | 710 |
| | 735,773 | 742,630 | 3,425 | 21,915 |

Trade debtors include receivables which act as security for confidential invoice discounting facilities.

Amounts owed by group undertakings comprises trade receivables and short-term loans that are unsecured, incur interest at 0% to 6% and are expected to be settled within 12 months.

| Amounts included within Fixed Assets | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Amounts owed by group undertakings | - | - | 69,458 | 43,519 |
| | - | - | 69,458 | 43,519 |

Amount owed by group undertakings comprises trade receivables and short-term loans that are unsecured, incur interest ranging from 0% to 6%, have no fixed date of repayment and are repayable on demand.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 16. DEBTORS (CONTINUED)

Amounts falling due after more than one year:

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Trade debtors | 32 | 540 | - | - |
| Amounts receivable under finance leases | 2,506 | 2,506 | - | - |
| Amounts owed by related parties | - | 542 | - | 419 |
| Derivative financial assets (see note 23) | 1,449 | 3,276 | - | - |
| Deferred taxation (see note 21) | 16,007 | 11,467 | 59 | 93 |
| Other debtors | 1,641 | 2,180 | 5 | - |
| | 21,635 | 20,511 | 64 | 512 |

### 17. CURRENT ASSET INVESTMENTS

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Listed investments - at fair value | 85,257 | 80,307 | 53,934 | 50,752 |
| | 85,257 | 80,307 | 53,934 | 50,752 |

The fair value of listed investments, which are all traded in active markets, was determined with reference to the quoted market price at the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 18. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Obligations under finance leases and hire purchase contracts (see note 20) | 557 | 737 | 33 | - |
| Bank loans and overdrafts (see note 20) | 14,284 | 39,957 | - | - |
| Loans from related parties (see note 20 and note 29) | 8,578 | 15,675 | 8,578 | 15,675 |
| Trade creditors | 880,270 | 920,629 | 781 | 229 |
| Corporation tax | 1,102 | 4,103 | 720 | (281) |
| Amounts owed to group undertakings | - | - | 4,814 | 4,599 |
| Other taxation and social security | 52,205 | 62,501 | - | (765) |
| Other creditors | 94,502 | 98,725 | 580 | 259 |
| Government grants | 46 | 103 | - | - |
| Accruals and deferred income | 131,587 | 122,994 | 3,545 | 3,142 |
| Derivative financial instruments (see note 23) | 5 | 126 | - | - |
| Deferred consideration | 60 | - | - | - |
| | 1,183,196 | 1,265,550 | 19,051 | 22,858 |

Within amounts owed to group undertakings the Company has an outstanding loan of £4.4m (2023: £4.6m) with Imperial Park Bournemouth Limited which is subject to variable interest based on the rate of interest available on money market funds and is payable on demand.

### 19. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Obligations under finance leases and hire purchase contracts (see note 20) | 987 | 947 | 66 | 16 |
| Bank loans (see note 20) | 69,384 | 46,070 | - | - |
| Loans from related parties (see note 20 and note 29) | 20,000 | 20,000 | - | - |
| Trade creditors | 3,524 | 4,296 | - | - |
| Accruals and deferred income | 5,571 | 1,253 | - | - |
| Government grants | 2,964 | 3,283 | - | - |
| | 102,430 | 75,849 | 66 | 16 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 20. BORROWINGS

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Bank loans | 80,810 | 84,601 | - | - |
| Bank overdrafts | 2,858 | 1,426 | - | - |
| Loans from related parties | 28,578 | 35,675 | 8,578 | 15,675 |
| Obligations under finance leases and hire purchase contracts | 1,544 | 1,684 | 99 | 16 |
| | 113,790 | 123,386 | 8,677 | 15,691 |

Borrowings are repayable as follows:

| | Group 2024 £'000 | Group 2023 £'000 | Company 2024 £'000 | Company 2023 £'000 |
|---|---|---|---|---|
| In one year or less | 23,419 | 47,376 | 8,611 | 15,675 |
| In more than one year but no more than two years | 2,623 | 32,167 | 66 | 16 |
| In more than two years but no more than five years | 48,507 | 43,225 | - | - |
| After five years | 39,241 | 618 | - | - |
| | 113,790 | 123,386 | 8,677 | 15,691 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

## 20. BORROWINGS (CONTINUED)

The Group's divisions have a range of borrowing facilities in place that are adequate for their finance requirements. The value of the loan drawn against these facilities fluctuates during the year in line with working capital requirements.

The facilities are provided by the Group's core relationship banks and the agreements are entered into by subsidiary companies. Where applicable the facilities are secured on the assets within those businesses without recourse to the ultimate parent.

Further details on the loans from related parties are provided in note 29.

| Borrowing Class | Rate | Term End | Currency | Facility Value (Curr) £'000 | Facility Value (GBP) £'000 |
|---|---|---|---|---|---|
| Overdraft | BOE Base Rate +1.65% | Rolling | GBP | 20,000 | 20,000 |
| | BOE Base Rate +3.00% | Rolling | GBP | 30 | 30 |
| | BOE Base Rate +3.45% | Rolling | GBP | 300 | 300 |
| | 1M EURIBOR + 0.90% | Rolling | EUR | 8,000 | 6,833 |
| | 3M EURIBOR + 0.90% | Rolling | EUR | 3,000 | 2,562 |
| | 1M EURIBOR + 0.75% | Rolling | EUR | 8,000 | 6,833 |
| | 1M EURIBOR + 0.50% | Rolling | EUR | 9,000 | 7,687 |
| | 3M EURIBOR + 0.65% | Rolling | EUR | 5,000 | 4,270 |
| | 3M EURIBOR + 0.90% | Rolling | EUR | 500 | 427 |
| | 1M EURIBOR + 0.50% | Rolling | EUR | 300 | 256 |
| | BOE Base Rate +2.50% | Rolling | GBP | - | - |
| | BOE Base Rate +1.75% | Rolling | GBP | 400 | 400 |
| | BOE Base Rate +1.70% | Rolling | GBP | 4,000 | 4,000 |
| | BOE Base Rate +2.75% | Rolling | GBP | 200 | 200 |
| Non-Recourse Facility | BOE Base Rate +1.25% | Rolling | GBP | 80,000 | 80,000 |
| | 3M EURIBOR + 0.65% | Rolling | EUR | 140,000 | 119,574 |
| Recourse Facility | BOE Base Rate +2.50% | Rolling | GBP | 10,000 | 10,000 |
| | BOE Base Rate +1.90% | Rolling | GBP | 5,000 | 5,000 |
| Term Loan | 1.00% Fixed | 2030 | EUR | 300 | 256 |
| | SONIA +1.90% | 2024 | GBP | 8,500 | 8,500 |
| | SONIA +2.35% | 2026 | GBP | 42,844 | 42,844 |
| | 2.94% Fixed | 2027 | GBP | 785 | 785 |
| | SONIA +2.25% | 2027 | GBP | 21,000 | 21,000 |
| | SONIA + 2.25% | 2027 | GBP | 3,500 | 3,500 |
| | BOE Base Rate +2.75% | 2024 | GBP | 1,000 | 1,000 |
| | BOE Base Rate +2.89% | 2026 | GBP | 1,400 | 1,400 |
| Term Loan (Related Party) | 7.00% Fixed | 2027 | GBP | 25,000 | 25,000 |
| TOTAL FACILITIES | | | | | 372,657 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

## 21. PROVISIONS FOR LIABILITIES AND CHARGES

| | Group | | |
|---|---|---|---|
| | Deferred tax liability £'000 | Other £'000 | Total £'000 |
| At 1 April 2023 | 31,716 | 1,883 | 33,599 |
| Adjustment to profit and loss in respect of prior years | 2,224 | - | 2,224 |
| Adjustment to other comprehensive income in respect of prior years | 861 | - | 861 |
| Charge to profit and loss account | 3,415 | 770 | 4,185 |
| Credit to other comprehensive income | (622) | - | (622) |
| Exchange adjustments | 5 | - | 5 |
| Acquisition of subsidiary undertakings | 200 | 13,725 | 13,925 |
| Utilised | - | (583) | (583) |
| At 31 March 2024 | 37,799 | 15,795 | 53,594 |

Deferred consideration of £1,331,000 arose in the prior year on the acquisition of Vohkus Limited and is expected to be paid by 31 December 2024. Other provisions of £552,000 relating to termination costs associated with the closure of Specialist Computer Services Limited have been utilised during the year.

Deferred consideration of £13,725,000 was recognised in the year: £6,323,000 on acquisition of Nimble Delivery Limited which is expected to be paid by 31 July 2026, £5,323,000 on acquisition of Resonate-UCC Holdings Ltd and subsidiary undertakings which is expected to be paid by 31 July 2026 and £2,079,000 on acquisition of Total Holdings Limited and subsidiary undertakings which is expected to be settled by 31 January 2025.

The movement on deferred taxation assets are as follows:

| | Group | Company |
|---|---|---|
| | Deferred tax asset £'000 | Deferred tax asset £'000 |
| At 1 April 2023 | (20,529) | (803) |
| Adjustment in respect of prior years | (1,499) | (144) |
| Credit to profit and loss account | (3,639) | 207 |
| Credit to other comprehensive income | (135) | - |
| Movement arising from acquisition of a business | (3) | - |
| Transfer of trade | - | 83 |
| Exchange adjustments | 294 | - |
| At 31 March 2024 | (25,511) | (657) |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**21. PROVISIONS FOR LIABILITIES AND CHARGES (CONTINUED)**

Net deferred taxation liability / (asset) is recognised as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Fixed asset timing differences | 21,309 | 16,672 | (5) | (93) |
| Tax losses available | (16,788) | (8,255) | (34) | (190) |
| Other timing differences | (4,787) | (4,897) | (618) | (520) |
| Pension | (3,672) | (5,527) | - | - |
| Revaluations / fair value adjustments | 15,964 | 13,194 | - | - |
| Other | 262 | - | - | - |
| Undiscounted liability / (asset) for deferred taxation | 12,288 | 11,187 | (657) | (803) |

Tax losses of £12,362,000 (2023: £4,694,000) are expected to be utilised within one year and £4,426,000 (2023: £3,562,000) are expected to be utilised in more than one year.

The deferred tax assets and liabilities will reverse over the following periods:

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Within one year | (5,618) | (7,891) | (598) | (710) |
| After more than one year | 17,906 | 19,078 | (59) | (93) |
| Undiscounted liability (asset) for deferred taxation | 12,288 | 11,187 | (657) | (803) |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**21. PROVISION FOR LIABILITIES (CONTINUED)**

The net reversal of deferred tax assets and liabilities expected in the 12 months to 31 March 2025 is £5,618,000. This is expected to arise because depreciation is anticipated to be lower than available capital allowances or due to the reversal of short-term timing differences and utilisation of brought forward tax losses. Further reversals (or further increases in deferred tax balances) may arise as a result of revaluations of investment property or changes in the defined benefit pension provisions. As future deferred tax balances, if any, will be dependent on future changes in fair values of assets and liabilities, it is not possible to estimate any further future reversals.

The deferred tax asset not provided is made up as follows:

| **Group** | **2024 £'000** | **2023 £'000** |
|---|---|---|
| Fixed asset timing differences | - | (300) |
| Tax losses available | (215) | (1,347) |
| | (215) | (1,647) |

A deferred tax asset amounting to £324,000 (2023: £1,347,000) for trading losses has not been recognised because it is not sufficiently certain that there will be suitable taxable profits available in the relevant tax jurisdictions in the foreseeable future to utilise these tax losses.

A deferred tax asset amounting to £nil (2023: £300,000) for other timing differences has not been recognised because it is not sufficiently certain that there will be future taxable profits available in the relevant tax jurisdictions when these timing differences reverse.

There is no unprovided deferred tax in the company at 31 March 2024 (2023: £nil).

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

## 22. FINANCIAL INSTRUMENTS

The carrying values of the Group and Company's financial assets and liabilities are summarised by category below:

| | Group | |
|---|---|---|
| | **2024 £'000** | **2023 £'000** |
| **Financial asset** | | |
| Measured at fair value through profit and loss | | |
| - Current asset listed investments | 85,257 | 80,307 |
| Measured at undiscounted amount receivable | | |
| - Trade and other debtors | 600,192 | 589,358 |
| Measured at discounted amount receivable | | |
| - Long-term trade and other debtors | 1,673 | 5,718 |
| - Amounts receivable under finance leases | 5,669 | 4,310 |
| Measured at carrying value | | |
| - Cash and cash equivalents | 496,979 | 578,792 |
| | 1,189,770 | 1,258,485 |

| | **2024 £'000** | **2023 £'000** |
|---|---|---|
| **Financial liability** | | |
| Measured at fair value through profit and loss | | |
| - Derivative financial liabilities | (5) | (1,370) |
| Measured at amortised cost | | |
| - Loans payable | (109,388) | (120,276) |
| - Bank overdraft | (2,858) | (1,426) |
| - Long-term trade and other creditors | (6,488) | (7,579) |
| - Obligations under finance leases | (1,544) | (1,684) |
| Measured at undiscounted amount payable | | |
| - Trade and other creditors | (1,028,185) | (1,086,061) |
| | (1,148,468) | 1,218,396 |

The Group's income, expense, gains and losses in respect of financial instruments are summarised below:

| | **2024 £'000** | **2023 £'000** |
|---|---|---|
| **Interest Income and Expense** | | |
| Total interest income for financial assets at amortised cost | 9,866 | 1,553 |
| Total interest income for financial assets at discounted amount receivable | (87) | 51 |
| Total investment income for financial assets measured at fair value through profit and loss account | 5,601 | 1,590 |
| Total interest expense for financial liabilities at amortised cost | (15,138) | (10,529) |

**Fair value gains and losses**

| | | |
|---|---|---|
| On financial assets measured at fair value through profit or loss | 3,787 | 155 |
| On derivative financial liabilities designated in effective hedging relationships | 119 | (126) |

RIGBY





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

## 23. DERIVATIVE FINANCIAL INSTRUMENTS

| **Group** | **Due within one year** | | **Due after one year** | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| **Assets** | | | | |
| Forward foreign currency contracts | 11 | 12 | - | - |
| Interest rate swaps | 491 | - | 1,449 | 3,276 |
| | 502 | 12 | 1,449 | 3,276 |

| | **Due within one year** | | **Due after one year** | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| **Liabilities** | | | | |
| Forward foreign currency contracts | 5 | 126 | - | - |
| Interest rate swaps | - | - | - | - |
| | 5 | 126 | - | - |

Forward foreign currency contracts are valued using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

Interest rate swaps are valued at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.

**Interest rate swaps**

The following table details the notional principal amounts and remaining terms of interest rate swap contracts outstanding as at the reporting date.

| **Outstanding receive floating pay fixed contracts** | **Average contract fixed interest rate** | | **Notional principal value** | | **Fair value** | |
|---|---|---|---|---|---|---|
| | **2024 Rate** | **2023 Rate** | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Less than 1 year | 1.33% | - | 38,844 | - | 491 | - |
| 1-2 years | - | 1.34% | - | 35,419 | - | 1,562 |
| 2-5 years | 2.12% | 1.93% | 26,000 | 26,000 | 1,449 | 1,713 |
| | | | 64,844 | 61,419 | 1,940 | 3,275 |

The interest rate swaps settle on a quarterly basis. The floating rate on the interest rate swaps is term adjusted SONIA. The Group will settle the difference between the fixed and floating interest rate on a net basis.

All interest rate swap contracts exchanging floating rate interest amounts for fixed rate interest amounts are designated as cash flow hedges to reduce the Group's cash flow exposure resulting from variable interest rates on borrowings. The hedged cash flows are expected to occur and to affect profit or loss over the period to maturity of the interest rate swaps.

Net losses of £1,365,000 (2023: £1,543,000) were recognised in other comprehensive income. Gains of £558,000 were recognised in the profit and loss account in the year (2023: £nil). These gains arose due to a restructuring of debt in the Group which required interest swaps to be novated between subsidiaries and fair value gains previously recognised in other comprehenisve income to be realised in the profit and loss account.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

## 23. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

**Forward foreign currency contracts**

The following table details the forward foreign currency contracts outstanding as at the year-end:

| | Average contractual exchange rate | | Notional value | | Fair Value | |
|---|---|---|---|---|---|---|
| **Outstanding contracts** | **2024 Rate** | **2023 Rate** | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| **Buy US Dollar** | | | | | | |
| Less than 3 months | 1.263 | 1.210 | 13,149 | 4,658 | 2 | 125 |
| From 3 months to 1 year | 1.263 | 1.210 | 859 | 1,568 | (8) | (10) |
| | | | 14,008 | 6,226 | (6) | 115 |

The group has entered into contracts with suppliers to buy goods and services in US Dollars.

The group has entered into forward foreign currency contracts to hedge the exchange rate risk arising from these anticipated future transactions, which are considered by management as hedges of foreign exchange risk in highly probable forecast transactions. The hedged cash flows are expected to occur and to affect profit or loss within the next three financial years.

A net profit of £120,000 (2023: loss of £126,000) was recognised in the profit or loss account during the year on the recognition of fair values on the forward contracts.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

## 24. CALLED UP SHARE CAPITAL AND RESERVES

Share Capital

| Class | Voting Rights per Share | Dividend Rights per Share (i) | Dividend Rights Rank (i) | Capital Rights per Share (ii) | Capital Rights per Share (ii) | Number Issued and Fully Paid | Par Value £ | 2024 & 2023 £'000 |
|---|---|---|---|---|---|---|---|---|
| 'A' Preference | - | £85 | 1st | £1,000 | 1st | 7,200 | 1000.00 | 7,200 |
| 'B' Preference | - | £102 | 2nd | £1,000 | 2nd | 8,576 | 1000.00 | 8,576 |
| Preferred Ordinary | - | £100 | 3rd | £10 | 3rd | 53,634 | 3.40 | 182 |
| 'B' Ordinary | 1 | Remainder | 4th | Remainder | 4th | 16,852,430 | 0.047 | 792 |
| | | | | | | | | 16,750 |

(i) B Ordinary shares are entitled to any profits available for distribution after the satisfaction of the dividend rights of the A Preference, B Preference and Preferred Ordinary shares.
The dividend ranking is subject to the satisfaction of prior year shortfalls where applicable.

(ii) B Ordinary shares are entitled to a return of capital only after the satisfaction of the capital rights of the A Preference, B Preference and Preferred Ordinary shares.

All dividends are discretionary. No other classes of share capital have shares in issue at 31 March 2024.

| Share Premium and Other Reserves | Group 2024 £'000 | Group 2023 £'000 | Company 2024 £'000 | Company 2023 £'000 |
|---|---|---|---|---|
| Share Premium | 11,369 | 11,369 | 11,220 | 11,220 |
| Capital Redemption Reserve | 512 | 512 | 512 | 512 |
| Other Reserves | 3,117 | 3,117 | - | - |
| Profit and Loss Account | 486,913 | 465,416 | 239,685 | 234,581 |

Share premium of £11,220,000 arose in the Company during the year ended 31 March 2019 on the issue of a tranche of new B Ordinary shares as part of a capital restructuring. £149,000 arose on the merger of SCC UK Holdings Limited (then known as Specialist Computer Holdings (UK) plc) and Specialist Computers International Limited during the year ended 31 March 2004.

Capital redemption reserve of £512,000 arose in the Company during the year ended 31 March 2022 on the buyback of C and F Ordinary and A, B C, and D Deferred Ordinary shares as part of a capital restructuring.

Other reserves comprises of £3,289,000 which arose pursuant to sections 131 and 133 of the Companies Act 1985 on the acquisition of Prime Properties Developments Limited on 1 August 2003, less £172,000 which arose on the merger of SCC UK Holdings Limited (then known as Specialist Computer Holdings (UK) plc) and Specialist Computers International Limited during the year ended 31 March 2004.

During the year a subsidiary of the Group, Regional & City Airports Group Limited, has issued 300 C Ordinary shares to individuals. On a share sale that results in a change of control, the shares have rights to participate in the proceeds subject to a hurdle. The remaining proceeds are retained by the Group. The hurdle is set at a level such that the C Ordinary shares only receive proceeds when the remaining proceeds returned to the Group would exceed the carrying value of the investment.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

| 25. RECONCILIATION OF ADJUSTED OPERATING PROFIT TO OPERATING CASH FLOWS | 2024 £'000 | 2023 £'000 |
|---|---|---|
| **Adjusted operating profit** | 44,358 | 163,174 |
| Loss / (profit) on disposal of fixed assets | 271 | (15,155) |
| Depreciation | 15,795 | 17,353 |
| Impairment of tangible fixed assets | - | 76 |
| Gain on disposal of subsidiary | - | (104,871) |
| (Increase) / decrease in fair value of investment property | (9,184) | 4,443 |
| Amortisation of negative goodwill | (987) | (1,349) |
| Amortisation of positive goodwill | 7,244 | 9,361 |
| Amortisation of other intangible fixed assets | 3,611 | 3,973 |
| Share based payments | - | 1,007 |
| Other | 237 | 163 |
| Operating cashflow before movement in working capital | 61,345 | 78,175 |
| Decrease in stocks | 16,510 | 13,045 |
| Decrease / (increase) in debtors | 19,507 | (228,314) |
| (Decrease) / increase in creditors | (51,323) | 265,847 |
| | (15,306) | 50,578 |
| **Income tax paid** | (15,512) | (23,208) |
| **Net cash inflow from operating activities** | 30,527 | 105,545 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

| 26. NET CASH / (DEBT) RECONCILATION | 2024 £'000 | 2023 £'000 |
|---|---|---|
| **Net cash/(debt) at beginning of year** | 544,000 | 396,628 |
| **Cash flows** | | |
| Cash flows from operating activities | 46,040 | 128,754 |
| Cash capital expenditure | (38,546) | (33,407) |
| Proceeds from sale of fixed assets | 5,567 | 28,356 |
| Tax paid | (15,512) | (23,208) |
| Interest received and paid | (1,105) | (5,003) |
| Dividends paid | (10,712) | (11,858) |
| Acquisition of subsidiaries | (54,778) | (26,123) |
| Disposal of subsidiaries | - | 63,644 |
| Proceeds from issue of shares to non-controlling interest | 1,275 | 3,500 |
| **Debt and other movements** | | |
| Net movement on current asset investments | 5,601 | 550 |
| Acquisition of subsidiaries | (971) | (3,020) |
| Disposal of subsidiaries | - | 20,927 |
| Other | - | - |
| Net (decrease) / increase in net cash/(debt) | (63,141) | 143,112 |
| Effects of foreign exchange rates | (3,308) | 4,260 |
| Net cash/(debt) at end of year | 477,551 | 544,000 |

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| **Components of net cash/(debt)** | | |
| Cash at bank and in hand | 496,979 | 578,792 |
| Overdrafts | (2,858) | (1,426) |
| Current asset investments | 85,257 | 80,307 |
| Finance facilities | (6,786) | (7,864) |
| Bank loans and overdrafts | (74,024) | (76,737) |
| Related party loans | (25,142) | (31,697) |
| Finance leases and HP contracts | 4,125 | 2,625 |
| Net cash/(debt) at end of year | 477,551 | 544,000 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**27. FINANCIAL COMMITMENTS**

| | Group | | Company | |
|---|---|---|---|---|
| | **2024 £'000** | **2023 £'000** | **2024 £'000** | **2023 £'000** |
| Contracted for but not provided for - Capital expenditure | 5,668 | 8,224 | - | - |
| | 5,668 | 8,224 | - | - |

Total future minimum lease payments under non-cancellable operating leases are as follows:

| | Group 2024 | | Group 2023 | |
|---|---|---|---|---|
| | **Land and buildings £'000** | **Other £'000** | **Land and buildings £'000** | **Other £'000** |
| Leases repayable | | | | |
| - Within one year | 5,977 | 4,895 | 4,052 | 4,859 |
| - Between one and five years | 18,222 | 9,996 | 13,755 | 6,451 |
| - After five years | 60,675 | 3 | 52,177 | - |
| | 84,874 | 14,894 | 69,984 | 11,310 |

| | Company 2024 | | Company 2023 | |
|---|---|---|---|---|
| | **Land and buildings £'000** | **Other £'000** | **Land and buildings £'000** | **Other £'000** |
| Leases repayable | | | | |
| - Within one year | - | - | - | - |
| - Between one and five years | 600 | - | 600 | - |
| - After five years | - | - | - | - |
| | 600 | - | 600 | - |

A subsidiary of Rigby Group has the benefit of a lease with a profit share rent payable which is dependent upon the cumulative balance standing to the credit of the subsidiary's income statement. At present, any such future commitment cannot be quantified as to either timing or amount, although the profit share rental is capped at a maximum of £500,000 per annum in the first ten financial years and £750,000 per annum for years eleven to twenty-five. The obligation arising under the arrangement in the year ended 31 March 2024 is £nil (2023: £nil).





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**28. EMPLOYEE BENEFITS**

**Defined contribution schemes**

The Group makes contributions to defined contribution pension plans for which the pension cost charge for the year amounted to £4,709,000 (2023: £4,812,000).

**Defined benefit schemes**

The group has the following defined benefit post-employment benefits:

| | **2024 £'000** | **2023 £'000** |
|---|---|---|
| Exeter and Devon Airport Limited "EDAL" 1991 Pension Scheme | 10 | - |
| SCC France Retirement Indemnity Provision | 15,066 | 14,183 |
| SCC UK Defined Benefit Schemes | (378) | (791) |
| | 14,698 | 13,392 |

**Exeter and Devon Airport Limited "EDAL" 1991 Pension Scheme**

A subsidiary of Rigby Group operates the Exeter and Devon Airport Limited "EDAL" 1991 Pension Scheme. This is a separate trustee administered fund holding the pension scheme assets to meet long term pension liabilities. A full actuarial valuation has been carried out at 31 March 2022 and has been updated to 31 March 2024 by a qualified actuary, independent of the scheme's sponsoring employer. The major assumptions used by the actuary are shown below.

The most recent actuarial valuation showed a deficit of £1,049,000. The employer has agreed with the trustees that it will aim to eliminate the deficit over a period of 5 years from 1 April 2024 by paying monthly contributions of £16,444 to 30 June 2023, reducing to £5,333 from 1 July 2024, and subsequently increasing by 3% on 1 April each year until 31 March 2028. In addition, and in accordance with the actuarial valuation, the employer has agreed with the trustees that it will meet expenses of the scheme and levies to the Pension Protection Fund.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**28. EMPLOYEE BENEFITS (CONTINUED)**

Exeter and Devon Airport Limited "EDAL" 1991 Pension Scheme (continued)

| The key assumptions used in the valuation of this scheme as at 31 March were as follows: | 2024 % | 2023 % |
|---|---|---|
| Discount rate | 4.9 | 4.8 |
| Inflation (RPI) | 3.2 | 3.3 |
| Inflation (CPI) | 2.8 | 2.8 |
| Allowance for revaluation of deferred pensions | 2.50 - 2.80 | 2.50 - 2.80 |
| Allowance for pension in payment increases | 2.00 - 3.00 | 2.00 - 3.00 |
| Allowance for commutation of pension for cash at retirement | 80% | 80% |

of Post A Day (Commutation Factor: 13:1 Male at 65)

Mortality assumptions adopted at 31 March 2024 imply the following life expectancies:

| | 2024 Years | 2023 Years |
|---|---|---|
| Retiring today: | | |
| Males | 21.8 | 22.3 |
| Females | 24.0 | 24.4 |
| Retiring in 20 years: | | |
| Males | 23.1 | 23.6 |
| Females | 25.4 | 25.9 |

**SCC France Retirement Indemnity Provision**

Certain French subsidiaries have a legal obligation to pay a lump sum benefit to employees on retirement. The lump sum entitlement is dependent upon the length of service and final salary at retirement age.

Key assumptions used in the assessment of the liability at the balance sheet date are as follows:

| | 2024 % | 2023 % |
|---|---|---|
| Wage inflation | 1.6 | 1.5 |
| Discount rate | 3.5 | 3.7 |
| Staff turnover rates: | | |
| <34 years | 18.0 | 18.0 |
| 35 – 44 years | 9.5 | 9.5 |
| 45 – 54 years | 5.5 | 6.5 |
| >55 years | 1.0 | 1.2 |





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**28. EMPLOYEE BENEFITS (CONTINUED)**

**SCC UK Defined Benefit Schemes**

Specialist Computer Centres Plc is the employer under two defined benefit pensions scemes described below.

(i) the Specialist Computer Centres Section of the Railway Pension Scheme, a shared cost final salary pension scheme which is closed to new members. The scheme has no remaining active members and as such there will be no future contributions to the scheme made by the members or the employer. A formal actuarial valuation was undertaken as at 31 December 2019, an actuarial valuation on the scheme at 31 December 2022 is currently ongoing, the next valuation being due as at 31 December 2025.

(ii) the Specialist Computer Centres Section of the Federated Pension Plan, a shared final salary pension scheme which is closed to new members. The scheme has 3 active members (2023: 3 members) and the best estimate of the contributions payable by the Company for the next financial year is £31,000. A formal actuarial valuation was undertaken at 5 April 2022, the next valuation being due as at 5 April 2025.

For the purposes of these financial statements and in order to account for both schemes under the provisions of Section 28 of Financial Reporting Standard 102 (FRS 102), the Company has engaged external actuaries to undertake FRS 102 valuations of both schemes as at 31 March 2024 and 31 March 2023.

Key assumptions used in the assessment of the liability at the balance sheet date are as follows:

| | 2024 % | 2023 % |
|---|---|---|
| Inflation | 3.2 | 3.4 |
| Future pension increases | 2.9 | 3.0 |
| Discount rate | 4.9 | 4.8 |

**Mortality assumptions:**
The assumed average life expectancy of life in years for male and female members aged 65 years now and 65 in 20 years time is as follows:

| | 2024 | 2023 |
|---|---|---|
| Male currently aged 65 | 20.1 | 20.2 |
| Male currently aged 45 | 21.7 | 21.8 |
| Female currently aged 65 | 23.1 | 23.2 |
| Female currently aged 45 | 24.9 | 25.1 |

**Aggregated Employee Benefit Disclosures**

**Amounts recognised in total comprehensive income in respect of all defined benefit schemes are as follows:**

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Current service cost | 953 | 1,054 |
| Net Interest cost | 449 | 231 |
| Total recognised in profit and loss | 1,402 | 1,285 |
| Recognised in other comprehensive income | 1,099 | (2,969) |
| Total cost relating to defined benefit scheme | 2,501 | (1,684) |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 28. EMPLOYEE BENEFITS (CONTINUED)

**The amount included in the balance sheet arising from the Group's obligations in respect of its defined benefit schemes is as follows:**

| | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Present value of defined benefit obligations | 27,355 | 26,589 |
| Fair value of scheme assets | (12,657) | (13,336) |
| Deficit in the scheme to be recognised | 14,698 | 13,253 |
| Other adjustments | - | 139 |
| Net liability recognised in the balance sheet | 14,698 | 13,392 |

| **Movements in the present value of the defined benefit obligation were as follows:** | 2024 £'000 | 2023 £'000 |
|---|---|---|
| At 1 April | 26,589 | 32,123 |
| Service cost | 928 | 1,036 |
| Interest cost | 1,044 | 698 |
| Actuarial gains and losses | 298 | (6,654) |
| Contributions | 4 | 3 |
| Benefits paid | (1,071) | (1,256) |
| Exchange adjustments | (437) | 639 |
| At 31 March | 27,355 | 26,589 |

| **Movements in fair value of scheme assets were as follows:** | 2024 £'000 | 2023 £'000 |
|---|---|---|
| At 1 April | 13,336 | 16,739 |
| Actuarial gains and losses | (947) | (3,204) |
| Return on plan assets | 602 | 358 |
| Contributions | 137 | 224 |
| Administration costs | (25) | (234) |
| Benefits paid | (446) | (547) |
| At 31 March | 12,657 | 13,336 |

| **The allocation of the scheme assets (fair values) at the balance sheet date was as follows:** | 2024 £'000 | 2023 £'000 |
|---|---|---|
| Equities | 1,266 | 1,502 |
| Index linked bonds | 602 | 183 |
| Diversified growth funds | 4,457 | 1,535 |
| Government bonds | 2,099 | 2,500 |
| Cash and other | 4,233 | 7,799 |
| | 12,657 | 13,336 |

None of the fair values of the assets shown above include any direct investments in any Group company's financial instruments.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

### 29. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS 102 from disclosing transactions with its wholly-owned subsidiaries.

**Amounts payable to related parties**

At 31 March, loans advanced from related parties comprised of the following:

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 £'000 | 2023 £'000 | 2024 £'000 | 2023 £'000 |
| Loans from shareholders | 8,578 | 15,675 | 8,578 | 15,675 |
| Loans from related entities | 20,000 | 20,000 | - | - |
| | 28,578 | 35,675 | 8,578 | 15,675 |

The Group (and Company) has received loans from shareholders of £8,578,000 (2023: £15,675,000). The shareholders have advanced £8,128,000 (2023: £17,048,000) to the Group during the year and £16,075,000 (2023: £1,910,000) was repaid by the Group to the shareholders.

The loans from shareholders were subject to interest at 5% p.a. and interest of £853,000 (2023: £412,000) was accrued during the year. Interest of £3,000 (2023: £nil) was paid in the year. Interest of £850,000 (2023: £412,000) remains unpaid at the year end.

The Group has received a loan from a related company of £20,000,000 (2023: £20,000,000). The Group repaid £nil (2023: £nil) during the year. This loan is subject to interest at 7.0% p.a. and interest of £1,400,000 (2023: £1,400,000) was accrued and paid during the year.

**Amounts receivable from related parties**

At 31 March, amounts owed by related parties comprised of the following:

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 £'000 | 2023 £'000 | 2024 £'000 | 2023 £'000 |
| Loans advanced to shareholders | - | 419 | - | 419 |
| Loans advanced to related entities | 3,435 | 3,435 | - | - |
| Loans advanced to joint ventures and associates | 18 | 19 | - | - |
| Loans advanced to key management | - | 124 | - | - |
| | 3,453 | 3,997 | - | 419 |

The Group (and Company) has advanced loans to shareholders of £nil (2023: £419,000) which are subject to interest at 2.5% p.a. Interest of £nil (2023: £14,000) remains unpaid at 31 March 2024.

The Group has advanced a loan to The Rigby Pension Fund of £3,435,000 (2023: £3,435,000) which is subject to interest at 3.7% p.a.

The Group has advanced a loan to Recyclea SAS (a joint venture) of £18,000 (2023: £19,000) which is subject to interest.

The Group made loans to directors of subsidiary companies of £nil (2023: £124,000). Advances in the year were £nil (2023: £nil) and repayments in the year were £124,000 (2023: £33,000).

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**29. RELATED PARTY TRANSACTIONS (CONTINUED)**

**Transactions with subsidiaries that are not wholly-owned**

***Loans***

The Group has received a loan from Regional & City Airports Group Limited, a Group company which is not wholly-owned. The outstanding balance amounted to £795,000 as at 31 March 2024 (2023: £nil). The Group received an initial advance of £1,275,000, £500,000 has been repaid and interest charges of £20,000 have been charged on this loan during the year.

During the year, the Group had loans to subsidiaries in the Airports division that ceased to be wholly-owned due to an issue of shares. The total amount outstanding at 31 March 2024 was £nil (2023 £19,052,000). During the year repayments of £3,240,000 were made, interest of £450,000 was charged, interest of £127,000 was paid and £16,135,000 was novated to other subsidiaries.

The Group has an outstanding loan balance with Nuvias UC Holdings Limited, a Group company which is not wholly-owned. The outstanding balance amounted to £17,214,000 as at 31 March 2024 (2023: £15,891,000), and the Group has advanced £nil, £nil has been repaid and interest charges of £1,323,000 have been charged on this loan during the year.

The Group has an outstanding loan balance with Nuvias UC Limited, a Group company which is not wholly-owned. The outstanding balance amounted to £3,213,000 as at 31 March 2024 (2023: £3,026,000), and the Group has advanced £nil, £nil has been repaid and interest charges of £187,000 have been charged on this loan during the year.

The Group has an outstanding loan balance with CloudClevr Holdings Limited, a Group company which is not wholly-owned. The outstanding balance amounted to £23,454,000 as at 31 March 2024 (2023: £nil), and the Group has advanced £22,863,000, £450,000 has been repaid and interest charges of £1,041,000 have been charged on this loan during the year.

***Trading***

The Group has provided management services to subsidiaries of the Airports division that are not wholly owned. These totalled £495,000.

The Group has provided real estate advisory services to subsidiaries of the Airports division that are not wholly owned. These totalled £146,000. In addition, the Group has sold work in progress related to real estate development to subsidiaries of the Airports division that are not wholly-owned for £363,000.

Subsidiaries of the Airports division that are not wholly-owned have made payments under finance leases owed to the Group of £614,000.

The Group sold goods and services of £50,000 (2023: £50,000) to Arden Hotel Waterside LLP, a joint venture partnership whose interest is held by a Group company, Arden Hotel Investments Limited. The amount due to the group from Arden Hotel Waterside LLP is £118,000 at 31 March 2024 (2023: £118,000).

The Group sold goods and services of £nil (2023: £7,342,000) to Nuvias UC Limited, a Group company which is not wholly-owned.

The Group sold goods and services of £nil (2023: £5,318,000) to Alliance Technologies GmbH, a Group company which is not wholly-owned.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

***Other***

A subsidiary company that is not wholly-owned, Regional & City Airports Group Limited, has issued new shares to individuals who have control of the Group. The consideration paid was £1,275,000.

A subsidiary company that is not wholly-owned, Regional & City Airports Group Limited, has paid a dividend to the Group of £5,978,000.

***Transactions with other related parties***

In addition to the directors, the Group also employs four other related parties. These individuals were paid a combined remuneration of £245,000.

The Group sponsors The SCC Academy Limited and during the year paid £70,000 in sponsorship (2023: £70,000). the Group also provides premises from which the SCC Academy operates and during the year rent of £65,000 was charged by the Group (2023: £65,000)

The Group pledged donations to the Sir Peter Rigby Charitable Trust (formerly The Rigby Foundation) totalling £2,110,000 during the year.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**30. ACQUISITIONS**

**NGC**
On 25 May 2023 CloudClevr Investments Limited acquired the entire share capital of NGC Networks Group Limited, which included subsidiary undertakings of NGC Networks Limited and NGC Networks Services Limited. Total consideration was £5.5m, and cash acquired was £791,000.

In the year ended 31 March 2024 turnover of £6.9m and profit before tax of £204,000 was included in the consolidated profit and loss account since the date of acquisition.

**4Sight**
On 5 September 2023 CloudClevr Investments Limited acquired the entire share capital of IT services provider 4Sight Communications Limited. Total consideration was £5.8m and cash acquired was £2,623,000.

In the year ended 31 March 2024 turnover of £2.8m and profit before tax of £261,000 was included in the consolidated profit and loss account since the date of acquisition.

**Nimble**
On 25 August 2023, SCC EMEA Ltd acquired 79.9% of the share capital of Nimble Delivery Limited, with a put and call option in place to acquire the remaining share capital by 2028. As the remaining share capital is expected to be acquired with near certainty the acquisition has been accounted for as if 100% owned. Total consideration was £36.9m, of which £6.3m was deferred and expected to be paid by July 2026. Cash balances acquired totalled £4,089,000.

In the year ended 31 March 2024 turnover of £8.5m and profit before tax of £940,000 was included in the consolidated profit and loss account since the date of acquisition.

**Bamboo**
On 10 January 2024, CloudClevr Investments Limited acquired the entire share capital of Total Holdings Limited and its subsidiaries ("Bamboo"). Total consideration was £14.4m, of which £2.0m was deferred and expected to be paid by January 2025, and cash acquired was £741,000.

In the year ended 31 March 2024 turnover of £3.0m and profit before tax of £315,000 was included in the consolidated profit and loss account since the date of acquisition.

**Resonate**
On 19 February 2024 Specialist Computer Centres plc acquired the entire share capital of technology consultancy and services provider Resonate-UCC Holdings Limited (incorporated in the UK), which included subsidiary undertakings of Resonate Consultancy Ltd (incorporated in the UK), Resonate Services s.r.o. (incorporated in Slovakia), Resonate Benelux B.V. (incorporated in the Netherlands), Resonate-UCC Consultancy LLC (incorporated in the USA) and UCC Resonate India Private Limited (incorporated in India). Total consideration was £14.8m, of which £5.3m was deferred and expected to be paid by July 2026. Cash balances acquired totalled £748,000.

In the year ended 31 March 2024 turnover of £801,000 and a loss before tax of £109,000 was included in the consolidated profit and loss account since the date of acquisition.

**Visavvi**
During the year ended 31 March 2024, a repayment of £128,000 was received from the sellers following the finalisation of the acquisition, and in addition there were fair value adjustments to the opening balance made of £248,000 which resulted in an increase in goodwill of £120,000.

**Vohkus**
During the year ended 31 March 2024, fees paid were adjusted by £12,000, and fair value adjustments were made to the opening balance sheet of £64,000 which resulted in an increase to goodwill of £76,000.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**30. ACQUISITIONS (CONTINUED)**

The fair value of the assets and liabilities acquired in each acquisition are given in the table below.

| | NGC | 4Sight | Nimble | Bamboo | Resonate |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Intangible | - | - | - | 30 | 1,539 |
| Tangible | 20 | 6 | 226 | 68 | 28 |
| **Current assets** | | | | | |
| Stocks | 8 | - | - | 37 | - |
| Debtors | 766 | 629 | 2,669 | 3,606 | 1,641 |
| Cash at bank and in hand | 791 | 2,623 | 4,089 | 741 | 748 |
| **Total assets** | 1,585 | 3,258 | 6,984 | 4,482 | 3,956 |
| **Creditors** | | | | | |
| Bank loans / Financing | - | - | - | (971) | - |
| Trade Creditors | (368) | (287) | (175) | (1,136) | (193) |
| Accruals and deferred income | (178) | (917) | (1,605) | (1,170) | (1,326) |
| Other creditors | (24) | (168) | - | (1,286) | - |
| Provisions | - | (17) | (68) | (100) | (38) |
| Pensions | - | - | - | - | - |
| Taxation | - | (161) | (61) | (321) | - |
| **Total liabilities** | (570) | (1,550) | (1,909) | (4,984) | (1,557) |
| **Net assets** | 1,015 | 1,708 | 5,075 | (502) | 2,399 |
| Non controlling interest | (366) | (615) | - | 181 | - |
| Goodwill | 4,870 | 4,720 | 31,807 | 14,760 | 12,383 |
| | 5,519 | 5,813 | 36,882 | 14,439 | 14,782 |
| **Satisfied by** | | | | | |
| Cash consideration | 5,329 | 5,561 | 29,364 | 12,139 | 8,813 |
| Legal and other fees | 171 | 252 | 1,195 | 300 | 646 |
| Deferred consideration | 19 | - | 6,323 | 2,000 | 5,323 |
| | 5,519 | 5,813 | 36,882 | 14,439 | 14,782 |
| **Summary of cash impact** | | | | | |
| Cash consideration | 5,329 | 5,561 | 29,364 | 12,139 | 8,813 |
| Legal and other fees | 171 | 252 | 1,195 | 300 | 646 |
| Cash acquired | (791) | (2,623) | (4,089) | (741) | (748) |
| | 4,709 | 3,190 | 26,470 | 11,698 | 8,711 |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**31. CONTINGENT LIABILITIES**

The Company has entered into a contractual agreement to participate in a real estate investment fund. The Company has committed to make up to $10,000,000 available, to be called at the discretion of the fund and used to invest in the fund's portfolio. The timing and size of each drawdown of the commitment are uncertain but cannot exceed $10,000,000 and cannot be after the commitment period ends which will be no earlier than 31 March 2028. As at 31 March 2024 no drawdowns had been called by the fund.

**32. SUBSEQUENT EVENTS**

On 5th April 2024 CloudClevr IT Limited (formerly TechTeam Limited) acquired 100% of the share capital of Twisted Fish IT Limited. The consideration paid was £3,303,000.

On 26th April 2024 SCC France SAS disposed of its 55% shareholding of Recyclea SAS to a third party for a consideration of £3,843,000.

**33. CONTROLLING PARTY**

The Rigby Family control the Company as a result of being members of the group of trustees and the only beneficiaries of trusts which own 100% of the issued ordinary share capital and control 100% of the voting rights.





# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

YEAR ENDED 31 MARCH 2024

**34. SUBSIDIARIES AND RELATED UNDERTAKINGS**

The Company has direct and indirect investments in the ordinary share capital of the following subsidiaries and related undertakings:

| Subsidiary and associated undertakings | Address of the registered office | Principal activity | Percentage holding |
|---|---|---|---|
| **Technology** | | | |
| **SCC EMEA Limited** | James House, Warwick Road, Birmingham, B11 2LE United Kingdom | Holding company | 100% |
| **Specialist Computer Centres plc** | | Systems integration | 100% |
| **Specialist Computer Services Limited** | | Bureau services | 100% |
| **SCC AVS Limited** | | Audio visual services | 100% |
| **SCC UK Holdings Limited** | | Holding company | 100% |
| **SCC Overseas Holdings Limited** | | Holding company | 100% |
| **Oworx Limited** | | Dormant | 100% |
| **SCC (UK) Limited** | | Dormant | 100% |
| **Specialist Data Centre Services Limited** | | Dormant | 100% |
| **SCC Capital Limited** | | Dormant | 100% |
| **M2 Digital Limited** | | Dormant | 100% |
| **M2 Smile Limited** | | Dormant | 100% |
| **Sea Holdings Limited** | The Saville Group Ltd, Millfield Lane, Nether Poppleton, York, North Yorkshire, YO26 6PQ | Holding company | 100% |
| **Sea Holdings (UK) Limited** | Unit 5 Millfield Lane, Nether Poppleton, York, England, YO26 6PQ | Holding company | 100% |
| **Visavvi Limited** | | Audio visual services | 100% |
| **Quadra Concepts (UK) Limited** | | Audio visual services | 100% |
| **Quadra AV Furniture Limited** | | Dormant | 100% |
| **The Saville Group Limited** | | Dormant | 100% |
| **Saville Audio Visual Limited** | | Dormant | 100% |
| **Vohkus Limited** | Centurion House, Barnes Wallis Road, Fareham, Hampshire, England, PO15 5TT | Systems integration | 100% |
| **E-Plenish Limited** | | Systems integration | 100% |
| **Azure Factory Limited** | | Dormant | 100% |
| **Meggha Limited** | | Dormant | 100% |
| **Meggha Technologies SRL** | Cluj Business Campus, Strada Henri Barbusse, Cluj-Napoca, Romania | Support provider | 100% |
| **Meggha Private Limited** | 112 Robinson Road, Singapore | Marketing | 100% |
| **Meggha Technologies Private Limited** | Purva Premiere, Residency Road, Ward NO 76, Bengaluru (Bangalore) Urban, Karnataka, 560025 | Systems integration | 100% |
| **Meggha Technologic Services S.L** | Carrer Del Pallas 193, Barcelona, 08005, Espana | Systems integration | 100% |
| **Nimble Delivery Lmited** | Fountain Precinct 8th Floor, Balm Green, Sheffield, South Yorkshire, S1 2JA | Consultancy | 100% |
| **Resonate-UCC Holdings Limited** | James House, Warwick Road, Birmingham, B11 2LE United Kingdom | Systems integration | 100% |
| **Resonate Consultancy Limited** | | Systems integration | 100% |
| **Resonate Benelux BV** | Blaak 520, 3011TA Rotterdam, Netherlands | Systems integration | 100% |

## 34. SUBSIDIARIES AND RELATED UNDERTAKINGS (CONTINUED)

| Subsidiary and associated undertakings | Address of the registered office | Principal activity | Percentage holding |
|---|---|---|---|
| **Technology (Continued)** | | | |
| **Resonate SRO** | Štúrova 50, 040 01 Košice, Slovakia | Systems integration | 100% |
| **UCC Resonate India Private Limited** | NO 2/3 MES Road, Flexi, Tumkur Road, Yeswanthpura, Bangalore-560022, India | Systems integration | 100% |
| **Resonate-UCC Consultancy LLC** | 500 Delaware Ave, Ste 1 #1960, Wilmington, DE 1989, USA | Systems integration | 100% |
| **Altimance SAS** | 258 Avenue Roland, Moreno, Helios Batiment A, Parc de Rives Creatives, 59410, Anzin, France | Systems integration | 100% |
| **E-Altimance SAS** | | Systems integration | 100% |
| **Rigby Capital SAS** | 91 rue Salvador, Allende 92000, Nanterre, France | Systems integration | 100% |
| **Large Network Administration (LNA) SAS** | | Systems integration | 100% |
| **Rigby Group SAS** | 96 Rue des Trois Fontanot, 92000 Nanterre, France | Holding company | 100% |
| **SCC France SAS** | | Systems integration | 100% |
| **Recyclea SAS** | Rue Michel Faye, ZAC de Maupertuis, 03410 Domerat, France | IT recycling | 55% |
| **Flow Line Technologies SAS** | 575-655 Batiment D, 575 Alle Des Parcs 69800 Saint Priest, France | Systems integration | |
| **Specialist Computer Centres SL** | Calle Teide, 4 – Núcleo 2 – 1ª Planta 28703 San Sebastián de los Reyes Madrid, Spain | Systems integration | 100% |
| **Specialist Computer Services SL** | | Systems integration | 100% |
| **S.C. SCC Services Romania S.R.L.** | Soseaua Pacurari no.138, Building IDEO, Postal code 700544, Iasi, Romania | Systems integration | 100% |
| **Specialist Computer Centres Vietnam Company Limited** | 8th Floor, Mapletree Business Centre, Nguyen Van Linh Boulevard, District 7, Ho Chi Minh City, Vietnam | Systems integration | 100% |
| **Hotels** | | | |
| **Eden Hotel Collection Limited** | Mallory Court Hotel, Harbury Lane, Bishop Tachbrook, Leamington Spa, CV33 9QB, UK | Holding company | 100% |
| **Mallory Court Hotel Limited** | | Hotel operator | 100% |
| **Arden Hotel Investments Limited** | | Holding company | 100% |
| **EHC Estates Limited** | | Group services | 100% |
| **The Greenway Hotel & Spa Limited** | | Hotel operator | 100% |
| **Brockencote Hall Hotel Limited** | | Hotel operator | 100% |
| **Arden Hotel Waterside LLP** | 4 44 Waterside, Stratford-Upon-Avon, Warwickshire, CV37 6BA | Hotel operator | 50% |
| **Bovey Castle Property Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX | Hotel operator | 100% |





## 34. SUBSIDIARIES AND RELATED UNDERTAKINGS (CONTINUED)

| Subsidiary and associated undertakings | Address of the registered office | Principal activity | Percentage holding |
|---|---|---|---|
| **Airports** | | | |
| **Regional & City Airports Holdings Limited** | Airport House, Exeter Airport, Exeter, Devon, England, EX5 2BD | Holding company | 100% |
| **Regional & City Airports Group Limited** | | Holding company | 100% |
| **Regional & City Airports (Investments) Limited** | | Holding company | 100% |
| **Regional and City Airports Limited** | | Airport management | 100% |
| **Exeter and Devon Airport Limited** | | Airport operator | 100% |
| **ABP 1 Limited** | | Investment Property | 100% |
| **XLR Executive Jet Centres Limited** | | Airport management | 100% |
| **Coventry Airport Limited** | Rowley Road, Coventry, England, CV3 4FR | Airport operator | 100% |
| **Bournemouth International Airport Limited** | Bournemouth Airport, Parley Lane, Christchurch, Dorset, England, BH23 6SE | Airport operator | 100% |
| **Omniport Limited** | Norwich Airport, Terminal Building Amsterdam Way, Norwich, Norfolk, NR6 6JA | Holding company | 100% |
| **Omniport Norwich Limited** | | Holding company | 100% |
| **Norwich Airport Limited** | | Airport operator | 100% |
| **Real Estate** | | | |
| **Imperial Park Bournemouth Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | Investment property | 100% |
| **Ostrava Property Limited** | | Dormant | 100% |
| **Rigby Real Estate Limited** | | Property development | 100% |
| **Allect** | | | |
| **Allect Holdings Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | Holding company | 100% |
| **Allect Limited** | | Interior design and property services | 100% |
| **Lawson Robb Design Limited** | | Dormant | 100% |
| **Rigby & Rigby Limited** | | Dormant | 100% |
| **Helen Green Design Limited** | 29 Milner Street, London, SW3 2QD | Dormant | 100% |
| **Nuvias UC** | | | |
| **Nuvias UC Holdings Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | Holding company | 70% |
| **Nuvias UC Limited** | Suite 10, Brecon House, William Brown Close, Llantarnam Industrial Park, Cwmbran, Torfaen, NP44 3AB, UK | Specialist IT distributor | 70% |
| **Alliance Technologies GmbH** | Castillostraße 1, 61348 Bad Homburg vor der Höhe, Germany | Specialist IT distributor | 70% |
| **Rigby Capital** | | | |
| **Rigby Capital Holdings Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | Holding company | 100% |
| **Rigby Capital Limited** | | Leasing | 100% |

**34. SUBSIDIARIES AND RELATED UNDERTAKINGS (CONTINUED)**

| Subsidiary and associated undertakings | Address of the registered office | Principal activity | Percentage holding |
|---|---|---|---|
| **CloudClevr** | | | |
| **CloudClevr Holdings Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | Holding company | 64% |
| **CloudClevr Investments Limited** | | Investment company | 64% |
| **NGC Networks Group Limited** | 2 Navigation Court, Calder Park, Wakefield, West Yorkshire, United Kingdom, WF2 7BJ | Holding company | 64% |
| **NGC Networks Limited** | | Unified Communications | 64% |
| **NGC Networks Services Limited** | | Unified Communications | 64% |
| **4sight Communications Limited** | Chancery House Suite A, 7th Floor, Chancery House, St Nicholas Way, Sutton, United Kingdom, SM1 1JB | Unified Communications | 64% |
| **Total Holdings Limited** | 2nd Floor GC Campus, Princess Elizabeth Way, Cheltenham, England, GL51 7SJ | Unified Communications | 64% |
| **CloudClevr Limited (formerly Bamboo Technology Group Limited)** | | Unified Communications | 64% |
| **Total Network Convergence Limited** | | Unified Communications | 64% |
| **Total Telecommunications Limited** | | Unified Communications | 64% |
| **TechTeam Group Limited** | The Old Rectory, Main Road, Ombersley, United Kingdom, WR9 0EW | Unified Communications | 64% |
| **CloudClevr IT Limited (formerly TechTeam Limited)** | | Unified Communications | 64% |
| **Connectalk Limited** | | Unified Communications | 64% |
| **Central** | | | |
| **Rigby Group Technology Investments Limited** | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | Holding company | 100% |
| **Rigby Private Equity Limited** | | Holding company | 100% |
| **Nuvias Unified Communications Overseas Limited** | | Holding company | 100% |
| **33 Dover St Limited** | | Investment property | 100% |
| **Patriot Aerospace Limited** | | Holding company | 100% |
| **Patriot Aviation Limited** | | General aviation | 100% |

The Company directly owns 100% of SCC EMEA Limited, Patriot Aerospace Limited, Eden Hotel Collection Limited, Regional & City Airports Holdings Limited, 33 Dover St Limited, Rigby Real Estate Limited and Rigby Group Technology Investments Limited.

All companies are incorporated in the country in which the registered office is located.

**Information Regarding the Scope of Consolidation**

The above companies have been included in the scope of Rigby Group (RG) plc's consolidation. Rigby Group (RG) plc approved the resolutions to exempt the subsidiaries listed below from the requirements of the Companies Act 2006 related to the audit of individual accounts by virtue of article 479A (2) (a) of the said Act for the financial year ended 31 March 2024.

| Subsidiary and associated undertakings | Address of the registered office | Registered Company Number |
|---|---|---|
| Rigby Group Technology Investments Limited | Bridgeway House, Bridgeway, Stratford-Upon-Avon, Warwickshire, CV37 6YX, UK | 09347794 |
| Rigby Private Equity Limited | | 09422470 |
| Rigby Capital Holdings Limited | | 10645860 |





# COMPANY INFORMATION

YEAR ENDED 31 MARCH 2024

RIGBY
Est. 1975

**DIRECTORS**

Sir Peter Rigby
Ms PA Rigby
Mr JP Rigby
Mr SP Rigby
Mr HW Campion
Mr PN Whitfield

**COMPANY SECRETARY**

Ms JA Mortimer

**REGISTERED OFFICE**

Bridgeway House
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Stratford-upon-Avon
Warwickshire
CV37 6YX
United Kingdom

**AUDITOR**

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Statutory Auditor
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West Midlands
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United Kingdom

**SOLICITORS**

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**BANKERS**

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