Annual Report & Accounts
Year Ended 31 March 2025

Brickability
GROUP PLC

Brickability at a Glance

- **Solid performance set against a continuing backdrop of macroeconomic and geopolitical challenges.**
- **Full-year impact of the two strategic acquisitions completed in prior year helping deliver on our strategy of revenue and earnings diversification.**
- **Continued focus on delivering stakeholder value in a safe and sustainable manner.**

Brickability Group PLC is a leading distributor and provider of specialist products and services to the UK construction industry. The business comprises four divisions: Bricks and Building Materials, Importing, Distribution and Contracting. With an agile, de-centralised, capital-light business model, supported by a strong balance sheet, Brickability leverages the skills of its people company-wide to effectively service the complex and evolving needs of the construction industry.

Founded in 1985, the Group has grown organically through product diversification and geographic expansion, as well as through the acquisition of specialist businesses that support its long-term strategy for growth. Today, the Group encompasses a diverse portfolio of market-leading brands and a dedicated team of over 800 skilled professionals, led by a management team with deep-rooted knowledge and experience in the UK and European construction industries.

The Group is committed to building better communities throughout the supply chain and supporting the delivery of sustainable developments that enhance the built environment for future generations, while delivering continuous value for shareholders.

Brickability Key Facts

Four Core Divisions

Bricks and Building Materials
13 businesses and brands operating from 40 sites

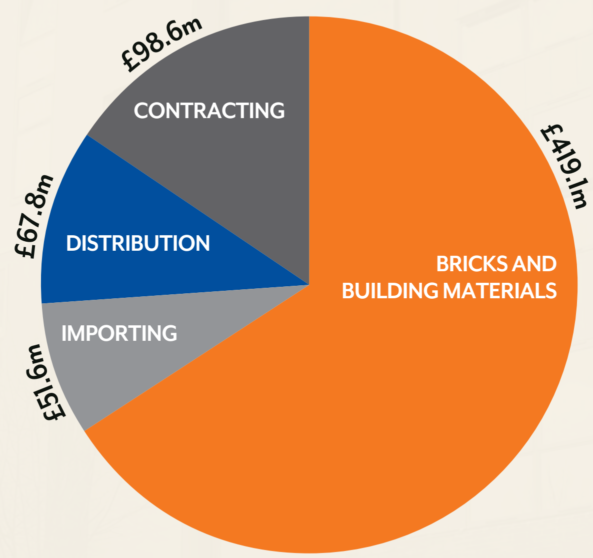
Importing
6 businesses and brands operating from 10 sites

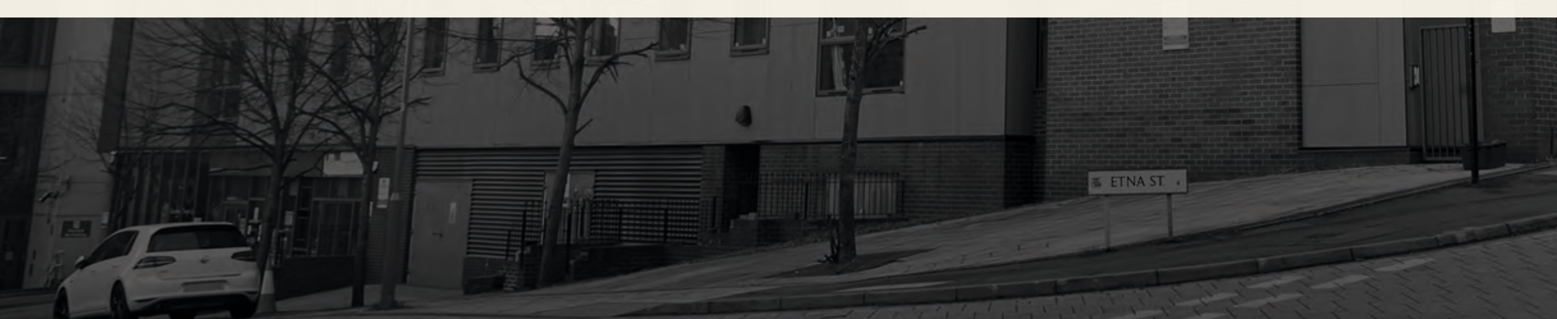
Distribution
8 businesses and brands operating from 10 sites

Contracting
7 businesses operating from 6 sites

The Group currently employs in excess of 800 skilled and experienced personnel.

External Revenue by Operating Division





Highlights

Revenue
£637.1m
(2024: £594.1m)

Gross Profit
£121.7m, 19.1%
(2024: £105.8m, 17.8%)

Adjusted EBITDA*
£50.1m
(2024: £44.9m)

Net debt**
£56.6m
(2024: £56.5m)

Profit before Tax
£11.7m
(2024 £21.4m)

Adjusted Profit Before Tax***
£37.8m
(2024 £35.3m)

EPS
2.04p
(2024: 5.06p)

Adjusted EPS****
8.59p
(2024: 8.66p)

* Adjusted EBITDA is defined as earnings before interest, tax, depreciation, amortisation and other items.
** Net debt is defined as bank borrowings less cash balances at bank.
*** Statutory profit before tax excluding other items.
**** Adjusted EPS is calculated by dividing the adjusted profit for the year by the weighted average number of ordinary shares in issue.

The Group's Alternative Performance Measures are defined in note 3.22.

Contents

Chairman's Statement

JOHN RICHARDS, CHAIRMAN

Overview

We are pleased to report solid financial results for the 12 months ended 31 March 2025 (the "Period"), which have been delivered against the background of a slower than previously anticipated recovery in private and public housebuilding and a subdued repair, maintenance and improvement (RMI) market. Brickability's increased revenue, gross margin, and Adjusted EBITDA reflect the success of our diversification strategy in building a resilient, broad-based group offering specialist construction products and related specialist advisory support for end markets, with strong underlying drivers and high growth potential.

Revenue of £637.1 million for the Period increased by £43.0 million, 7.2%, on the prior year (2024: £594.1 million) with a like-for-like increase of 0.7%. Adjusted EBITDA of £50.1 million increased by £5.2 million on the prior year (2024: £44.9 million). In addition, Group cash generation from operations increased to £41.5 million in the Period and, whilst year-end net debt of £56.6 million remained at a similar level to the prior year as the Group paid out a total of £15.5 million in consideration relating to acquisitions, leverage reduced slightly from both the half year and the prior year to 1.13x. Further details regarding the cash flow and net debt movements are outlined in the Chief Financial Officer's Review.

The Contracting division continued to benefit from the UK's regulatory focus on building safety, prompting the urgent remediation of unsafe cladding in commercial and residential property. With a strong multi-year order book and pipeline, the high-margin acquisitions of Topek and TSL during the prior year, which specialise in the consultancy, sourcing and installation of the materials for cladding remediation works, highlight Brickability's ability to acquire value-enhancing businesses.

The Group's Distribution division experienced weaker activity in the housebuilding sector during the Period, but there was a particularly strong performance from the division's renewable energy business, Upowa, which experienced sales near doubling in the Period. Demand for Upowa's products, including solar panels, battery storage and renewable heating, has been underpinned by mandatory UK energy efficiency requirements covering all new housing starts.

The Group's Bricks and Building Materials and Importing divisions delivered revenue results broadly in line with the prior year. After the decline in revenue experienced in the previous financial year, predominantly as a result of the lower levels of demand for bricks in the construction sector, the results provide an indication that the levels of activity and demand are gradually improving.

In addition to the diversification of Group revenues, each of the Topek, TSL and Upowa business units have positively contributed to enhancing Group margin during the Period. Whilst there remain downward cost pressures across the market, the contributions from these businesses provide the Board with confidence in achieving double-digit Adjusted EBITDA margins in the medium term. Whilst this aspiration will not be delivered in a straight line in the coming periods, with revenue mix in any one financial year contributing to the blended Group margin, the delivery of this target will further differentiate Brickability from more traditional construction products distribution and merchanting businesses.

As we know, people are at the heart of our business. Our teams' product knowledge and technical support allow us to advise on large, complex projects and source products for complete building exteriors where Brickability has an established reputation as the go-to source for value-add expertise within the sector.

Recent announcements from housebuilders confirm that substantial landbanks are available and ready for development, both in greenfield sites for new housing developments and existing brownfield sites in urban locations and, fundamentally, the need for new homes in the UK remains strong. The Group is well-positioned to benefit from an increase in demand given its significant operational gearing. The current Government is prioritising the unlocking of UK construction to fulfil its 1.5 million homes target through initiatives including local planning reforms and first-time buyer support and whilst it is well documented that this process is slower than expected, it is on the right trajectory.

Growth Strategy

As mentioned above, the performance of our Topek and TSL fire safety and cladding remediation sourcing and installation businesses has driven a significant proportion of growth this year as they make their first full year of contribution.

Since IPO, the Group has completed 14 acquisitions. Strategic acquisitions remain a core component of the Group's growth strategy. We actively seek businesses that complement our existing services, either by expanding our UK geographic footprint or by providing access to adjacent markets that benefit our customers. We prioritise companies with strong leadership, healthy profit margins, and a clear strategic alignment, whilst also maintaining a disciplined approach to acquisition price. Given the current economic climate, we are highly selective on acquisitions and decided to walk away from a number of negotiations during the Period.

As Chairman, I take great pride in watching our individual businesses build their reputations within the market as highly professional outfits across our four divisions. Under the executive leadership of Frank Hanna, the business is also making good progress in streamlining systems and processes at a Group level. As we align our teams and build out our infrastructure, including IT systems, we will create greater efficiencies which will not only provide an improved customer service with increased cross-selling, but also support the evolution into a more mature business capable of significant future growth.

Environmental, Social and Governance (ESG)

Brickability is committed to sustainable business practices and reducing our environmental impact whilst working closely with suppliers to ensure that they share our commitment to sustainability. The Group is pleased with progress made towards its goal to be carbon net zero in Scope 1 and 2 operations of sales businesses by 2030 and has further developed its data collation processes in the Period, in its approach to reporting Scope 3 emissions in the future.

We continue to transition towards our target of 100% renewable energy in owned premises, with 34% of all electricity supply meters across the Group on green tariffs. We have also begun a transition to green gas. The proportion of our electric vehicles in our car fleet continues to grow, to 63% up from 57% last year. EV chargers are in place across many of our sites.

We're proud to report that since its launch in FY22, our Brickability Group Foundation has now donated over £0.5 million to a variety of projects reflecting our ongoing commitment to supporting people, communities and the environment.

Further information can be found in Brickability's FY25 ESG Report in the Annual Report and Accounts.

Board and People

Investing in talent development is at our core across Brickability Group. Our graduate programmes and apprenticeship schemes offer our future employees the opportunity to start, develop and finesse their product knowledge and customer relationships, both of which are vital skills for ensuring future growth.

A significant part of Brickability's differentiation in the market comes through the technical expertise and quality of our staff, and therefore our people are at the heart of everything we do. I'd like to take this opportunity to thank all of them for their unwavering commitment throughout a tough cycle, as we pull together and leverage the experience of our divisional leaders and the hard work of every team member across the Group, to continue on our growth trajectory. As Brickability evolves, supporting and investing in our people is a priority to ensure that we can embed the strong culture found within our individual businesses, and at a Group level.

I would like to thank Frank Hanna who, having now completed his first year as CEO, has gained a rigorous understanding of our business and is developing the roadmap to build Brickability into the materially larger business that we are confident it can be. Post Period end, we have been delighted to welcome Katie Long to the Board as an independent Non-Executive Director. Her depth of experience will contribute greatly to the Group.

Our thanks also to Non-Executive Director Clive Norman, who has been with the Group since its IPO in 2019 and will not seek re-election at the next AGM, as announced in December 2024. His insights have been invaluable in laying strong foundations for the future.

Dividends

The Group paid an interim dividend of 1.12 pence per share (2024: 1.07 pence) on 20 February 2025, which reflected the performance of the business and the Board's confidence in the longer-term outlook.

The solid performance of the Group enables the Board to recommend the payment of a final dividend for the year ended 31 March 2025 of 2.39 pence per share (2024: 2.28 pence). Subject to shareholder approval at the Annual General Meeting, the final dividend will be paid on 26 September 2025, with a record date of 5 September 2025 and an ex-dividend date of 4 September 2025.

John Richards
Chairman

14 July 2025

Chief Executive Officer's Review

FRANK HANNA, CHIEF EXECUTIVE OFFICER

Introduction

Having joined Brickability as CEO in April 2024, and having now completed my first year in office, I would like to begin by thanking all the Group's staff for their energy, enthusiasm and determination to add value for the Group and its customers over the past 12 months.

As well as being a specialist building materials group with strong operating brands, Brickability is a people business. Our teams are specialists in their respective fields and, having joined the Group with high expectations, I continue to be impressed by the passion, entrepreneurialism and culture of customer-focus across the Group.

Brickability has a pivotal role in our industry. Situated between building product manufacturers and construction industry customers, we provide sourcing, procurement and advisory expertise in an industry with increasingly complex and demanding regulatory, planning and sustainability requirements.

In addition to the strength of our people and our customer-focused culture, our emphasis on the building 'envelope' and our asset-light business model without the requirement for a major network of distribution centres, are core Brickability strengths.

Following the conclusion of my review and analysis of the business since joining as CEO, a business change programme of identified improvements in processes, management and governance aimed at driving efficiency and creating new opportunities for order intake through greater cross-selling has commenced. Overall, the Group will remain, as it is now, a group of well-established and highly recognisable brands, but initiatives focused on the Group's administrative support processes and IT systems will enable the Group's businesses to be supported by an improved, and more efficient, infrastructure.

As described by the Chairman, inorganic growth remains a tenet of the Brickability growth strategy, and we continue to screen our sector and evaluate potential acquisition opportunities. The Group's most recent acquisitions of TSL in January 2024 and Topek in October 2023 continue to perform strongly. Both acquisitions, in the counter-cyclical high-growth area of cladding remediation, underline the strategic benefits of diversification.

This diversification has contributed to the Group's resilience during a period of slow new housing starts and has contributed positively during the Period to the Group's margin profile.

Our four divisions are:

- **Bricks and Building Materials** – incorporates the sale of superior quality building materials to all sectors of the construction industry including national house builders, developers, contractors, general builders and retail to members of the public;
- **Importing** – primarily responsible for strategic importing of building products, the majority of which are on an exclusive basis to the UK market, to complement traditional and contemporary architecture;
- **Distribution** – focuses on the sale and distribution of a wide range of products, including windows, doors, radiators and associated parts and accessories; and
- **Contracting** – provides cladding, fire remediation, flooring and roofing installation services within the residential construction sector and commercial sector.

Full details of our divisions and each of our businesses can be found at https://brickabilitygroupplc.com.

Bricks and Building Materials Division

66% (2024: 71%) of Group External Revenue

Despite the ongoing challenges in the construction market, divisional external revenue was resilient at £419.1 million for the year ended 31 March 2025, down £2.3 million on the prior year (2024: £421.4 million), a decrease of 0.5% on an actual and like-for-like* basis, and reflecting a strong pickup in the second half of the financial year. Excluding timber, the external revenue decline was 2.9%. Adjusted EBITDA margins** across products fell 81 basis points mainly as a result of exposure to brick sales with an average selling price 7.2% lower than last year. This delivered Adjusted EBITDA of £21.7 million for the year ended 31 March 2025, down £3.6 million on the prior year (2024: £25.3 million). At the start of the financial year, E.T. Clay Products transferred from Importing into the Bricks and Building Materials Division, which is also reflected in prior year financial results. This reflects that the company's trading activities are better aligned to this division.

Total brick market volumes increased by 8.3% over the financial year, with a higher increase on UK supplied bricks versus imported. The Bricks and Building Materials division volumes increased by 5.2% in the financial year, with volume increases slightly ahead of the market in the second half.

Taylor Maxwell, the supplier of timber products, bricks and cladding, saw brick volumes increase ahead of the market at 15.3%, as a result of growth in social housing-led construction, which saw a slower decline in starts than private during the financial year. Aside from Taylor Maxwell, brick volumes in our other divisional businesses have experienced a small volume decline of 1.7% over the Period as demand has not been as resilient in their core private housing and merchant sectors.

Timber revenue was 5.6% higher over the year driven by additional volume rather than average selling price. Growth has been a result of higher sales of imported timber from the Group's UK stock sites into merchants and buying groups. Cladding sales in both Taylor Maxwell and SBS Cladding were 1.8% lower than in the prior period mainly due to challenges with project delays, in part due to the Building Safety Act 2022.

As previously mentioned, the Group is giving greater attention to IT and processes and the efficiencies it can deliver from the Brickability platform. This includes a technology-driven transformation across the Bricks and Building Materials division, with progress made through the initial planning and analysis phases to date.

Importing Division

8% (2024: 9%) of Group External Revenue

External revenue of £51.6 million for the year ended 31 March 2025 was down £1.3 million on the prior year (2024: £52.9 million) on an actual and like-for-like basis. Adjusted EBITDA at £5.7 million for the year ended 31 March 2025 was down £1.4 million on the prior year (2024: £7.1 million).

Whilst trading conditions were challenging throughout the year, performance improved in the second half and brick volume growth of 16.3% exceeded the imported brick market of 12.3%. Roof tile revenue grew by 4.8% over the year.

It remains our expectation that the performance of the division will improve through FY26, as brick demand increases alongside the capacity constraints of UK manufacture.

Distribution Division

11% (2024: 10%) of Group External Revenue

External revenue of £67.8 million for the year ended 31 March 2025 was up £6.2 million on the prior year (2024: £61.6 million), on an actual and like-for-like basis. Adjusted EBITDA at £8.0 million for the year ended 31 March 2025 was up £0.4 million on the prior year (2024: £7.6 million).

Revenue grew in the year by a near doubling of revenue from our solar business, Upowa. In addition to the significant growth in solar panel installations, the division continues to expand its sales of other energy-efficient solutions such as electric radiators, hot water heat pump cylinders, and underfloor heating.

However, the weaker activity in the housing market has impacted sales in almost all of the other businesses in the division, which resulted in the Adjusted EBITDA margin being marginally down on the prior year.

*Like-for-like revenue is a measure of performance, adjusted for the impact of acquisitions. Results for the current period are compared to the prior period assuming acquired businesses have been in place for an equivalent length of time.

**Adjusted EBITDA margin is Adjusted EBITDA as a percentage of revenue.

Contracting Division

15% (2024: 10%) of Group External Revenue

External revenue of £98.6 million for the year ended 31 March 2025 was up £40.4 million on the prior year (2024: £58.2 million) with a like-for-like revenue increase of 2.0%. Adjusted EBITDA at £21.7 million for the year ended 31 March 2025 was up £11.6 million on the prior year (2024: £10.1 million).

The strong growth in the year reflects the full year contribution from the significant acquisitions of Topek and TSL made in the prior financial year. Aligned to the Group's diversification strategy, their performance reflects the growth in the cladding and fire remediation sector, with the margin of the division increasing with their full year activity. Furthermore, the division also experienced a strong final quarter where a number of projects within its specialist cladding and fire remediation businesses were delivered ahead of schedule and prior to the end of the Period.

As anticipated in the prior year, the unfavourable economic conditions that have impacted house builders have been felt in the division this year. Margins in the supply and fit section of the division have been impacted, reflecting a more competitive marketplace, whilst material price inflation has been largely subdued.

The Adjusted EBITDA margin of the division increased 465 basis points on a reported basis reflecting the margin accretion driven by the acquisitions.

Continental Tile Joint Venture

As noted in the September 2024 AGM statement, the Board decided against issuing a further loan to its German tile manufacturing joint venture during the year, allowing the Group to focus on other investment opportunities and capital allocation priorities, which are expected to generate better returns for shareholders. The joint venture entered administration in August 2024. Whilst various options for the sale of the business and its assets are being evaluated by its administrators, the Group has recognised an impairment for the full value of its loans to the joint venture of £5.3 million, which has been treated as a non-cash one-off exceptional item. Further details are noted within notes 14 and 24 of the financial statements.

Outlook

The Group delivered a solid performance in the Period, with recent acquisitions contributing to the Group's diversification and resilience, enabling profit upgrades during the second half. The new financial year has started well, with the Group delivering year-on-year organic growth, and trading in line with management expectations.

The anticipated further reductions in UK interest rates have yet to materialise, which continues to impact the pace of recovery in housing starts and the RMI market. Furthermore, the significant delays being experienced by the Building Safety Regulator in their approval process is affecting the phasing of some of our fire remediation projects in the Contracting division.

Despite these external factors, we continue to hold firm confidence in the underlying structural demand within the UK housing market, which remains a significant long-term driver for Brickability. This is supported by the continued positive momentum in our order books across the Group, despite the broader economic landscape continuing to present challenges.

The Board remains confident in delivering further progress in the financial year ahead. Our product mix and leading market positions ensure that Brickability is strongly positioned for the short, medium, and long term. In addition, we continue to evaluate potential earnings accretive acquisitions.

Frank Hanna
Chief Executive Officer

14 July 2025

Business Model

"Our vision is to be the UK's leading specialist supplier of products to house builders and contractors."

Strategy

Our strategy is one of growth, through 4 main areas:

ORGANIC GROWTH

We continue to grow organically through leveraging enhanced, long-term relationships and delivering exceptional customer service to both trade and retail customers.

GEOGRAPHICAL EXPANSION

We continue to grow through extending our geographical footprint through further investment in both people and premises.

ACQUISITIONS

We continue to grow through carefully thought-through acquisitions, that enhance the range of our existing portfolio.

DIVERSIFICATION

Through our acquisitive nature, we look to diversify our portfolio of products and services to strengthen our offering to our customer base and to ensure we provide the complete offering to both trade and retail customers.

ROUTES TO MARKET

Strong regional sales network

The Group has 68 UK locations serving local, regional and national customers.

Established brands

The Group has developed or acquired businesses that have built local, regional or national brand strength while being part of a business with strong buying power.

National agreement with local delivery

The Group has central agreements with larger customers which are delivered by the regional businesses.

OUR STRENGTHS

Our People

- Specialised regional sales teams providing national coverage through 68 locations across the UK.
- Technical expertise and knowledge across a diverse product portfolio.
- Specialist knowledge of market and products supported by technical expertise.
- Highly experienced management team with proven track record.

Our Offering

- Our scale provides buying power and access to high-quality products and supplies in UK and abroad.
- Strong customer relationships through providing exceptional customer service.
- Ability to deliver exceptional customer service.
- Ability to cross-sell to customers, utilising our diverse product portfolio.

Our Experience

- Many established long-term customer relationships.
- Excellent specialist knowledge across product portfolio and within the industry.
- Strong track record in identifying, acquiring and integrating acquisitions to further strengthen the Group.
- Competitively sourcing and supplying products to our customers.

HOW WE CREATE VALUE FOR OUR STAKEHOLDERS?

For shareholders

Developing a robust Group through acquisition and organic development. Strong financial record with a progressive dividend policy.

For customers

Through our long-standing relationships, we are able to effectively source and supply products that continually meet customer needs; these products are priced competitively and are delivered on time.

For suppliers

We work collaboratively with our suppliers ensuring they are paid on time, and we also respect our commitments to them on the distribution of products, prices and volumes.

For employees and local communities

The Group has over 800 employees to whom we provide employment opportunities along with long-term career development.

The Brickability Group Foundation supports charities local to our business locations.

For the environment

Doing our part to protect the environment by becoming a more sustainable business, including educating and supporting our employees.

Our Divisions and Brands

BRICKS AND BUILDING MATERIALS

IMPORTING

DISTRIBUTION

CONTRACTING

Group Strategy and Delivery

The Group continues to follow its strategy for growth, which is based on four key areas: Organic Growth, Geographic Expansion, Acquisitions and Diversification.

	Achievements	Outlook	KPIs	Risks	Governance
ORGANIC GROWTH					
	Growth in two divisions with the other two broadly in line with prior year despite the ongoing uncertainty in the market.	· Continued cross-selling · Growth with existing customers · Access to new customers	· Revenue · Cost of sales · Gross profit · Adjusted EBITDA	· Economic environment · Extreme weather · Major event	The Divisional Managing Directors monitor performance and take any necessary action. Divisional performance is reported to the Board.
GEOGRAPHICAL EXPANSION					
	New locations have been added to the Group through expansion.	Further geographic expansion is planned with the existing product range.	· Revenue · Gross profit · Adjusted EBITDA at new locations	· Economic environment · Limited acquisitions	The Board reviews acquisition/ expansion plans.
ACQUISITIONS					
	Acquisition opportunities appraised, with a highly selective approach during the year.	Further acquisition opportunities reviewed to expand product offering and customer base.	· Revenue · Gross profit · Adjusted EBITDA	· Failure to integrate an acquisition · Retention of key talent	The Board reviews acquisition strategy and plans.
DIVERSIFICATION					
	The strategy of acquisitions expands the product portfolio, together with new product development across a number of existing businesses.	Further acquisitions and start-ups are planned.	· Revenue · Gross profit · Adjusted EBITDA · 5-year start-up plans	· Loss of a major supplier · Loss of key management	The Board reviews and approves acquisitions and start-ups with consideration given to the Group's existing portfolio.

Brickability GROUP PLC

The Complete Residential Offering

The Group has successfully combined individual specialist businesses and brands into one cohesive structure that continues to maximise revenue and growth.

Collectively we are stronger as a Group; we are focused on efficiency and service and providing a diverse product portfolio to both trade and retail customers.

1 BRICK SUPPLY & SERVICES

- Brickability
- Bricklink
- Brickmongers Wessex
- Brick Services
- CPG Building Supplies
- Crest Brick Slate & Tile
- E.T. Clay Products
- LBT Brick & Facades
- Matching Brick
- Modular Clay Products
- Taylor Maxwell & Co.
- The Bespoke Brick Co.

2 CLADDING

- Architectural Facades
- SBS Cladding
- Taylor Maxwell & Co.
- Topek
- TSL

3 EXTERNAL DOORS & WINDOWS

- Frazer Simpson

4 FLOORING SERVICES

- DSH Flooring

5 FLOOR & WALL TILES

- Forum Tiles

6 GRP PRODUCTS

- Frazer Simpson

7 GUTTERING & DRAINAGE

- UP Building Products

8 INTERNAL DOORS & WARDROBE SYSTEMS

- FSN Doors

9 RENEWABLE TECHNOLOGIES
Upowa

10 ROOFING CONTRACTING
Beacon Roofing
Crest Roofing
Excel Roofing
Leadcraft

11 ROOFING SUPPLIES
Crest Brick Slate & Tile
Roofing Distribution UK
Heritage Clay Tiles

12 STONE SUPPLY & SERVICES
Frazer Simpson
Vobster Architectural

13 TIMBER & LANDSCAPING
Alfiam Building Supplies
Brickmongers Wessex
Taylor Maxwell Timber
UP Building Products

14 TOWEL RAILS & RADIATORS
RadiatorsOnline.com
Radiator Valves UK
Towelrads

15 TRANSPORTATION
McCann Logistics

16 UNDERFLOOR HEATING
Towelrads

Brickability GROUP PLC

The Complete Commercial Offering

1 BALCONIES
Architectural Facades
Brickability
Bricklink
Brick Services
LBT Brick & Facades
SBS Cladding
Taylor Maxwell & Co.

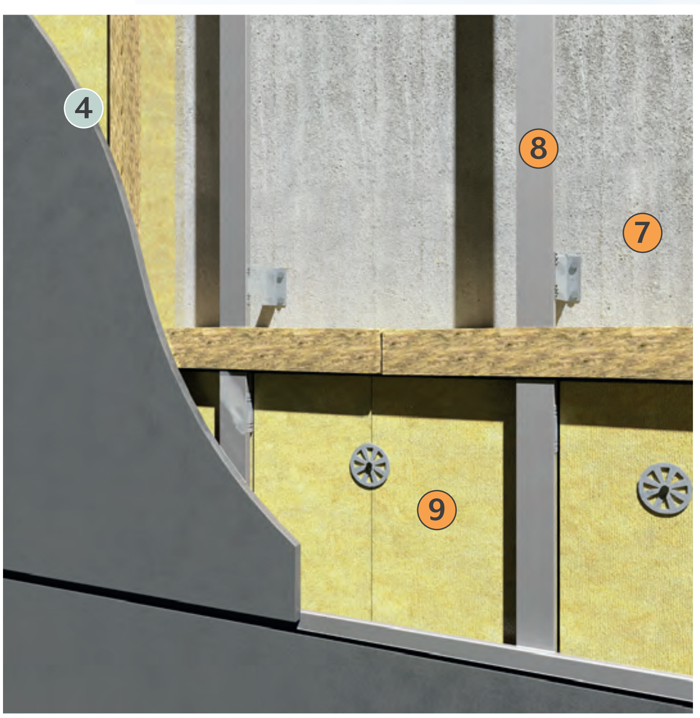
2 BRICK SUPPLY & SERVICES
Brickability
Bricklink
Brickmongers Wessex
Brick Services
CPG Building Supplies
Crest Brick Slate & Tile
E.T. Clay Products
LBT Brick & Facades
Matching Brick
Modular Clay Products
Taylor Maxwell & Co.
The Bespoke Brick Co.

3 CLADDING
Architectural Facades
LBT Brick & Facades
SBS Cladding
Taylor Maxwell & Co.
Topek
TSL

4 CLADDING INSTALLATION & REMEDIATION
Topek
TSL

5 CURTAIN WALLING
Architectural Facades
Topek
TSL

6 EXTERNAL WINDOWS/GLAZING
Frazer Simpson
Topek
TSL



7 FIRE BREAKS
SBS Cladding

8 FRAMING SYSTEMS
Architectural Facades
SBS Cladding
Taylor Maxwell & Co.

9 INSULATION
Alfiam Building Supplies
Brickmongers Wessex
SBS Cladding

10 ROOFING
Topek
TSL

11 STONE SUPPLY & SERVICES
Frazer Simpson
Vobster Architectural

12 TOWEL RAILS & RADIATORS
RadiatorsOnline.com
Radiator Valves UK
Towelrads

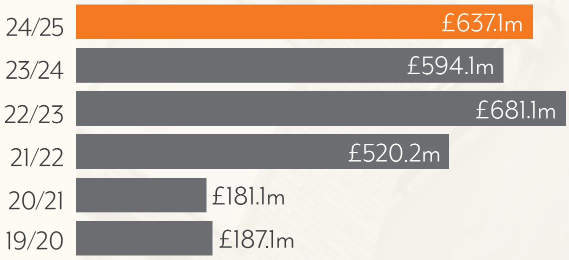
Key Performance Indicators

The presented figures illustrate a number of the Key Performance Indicators that the Group reviews on a regular basis and by which overall business performance is measured.

REVENUE

£637.1m

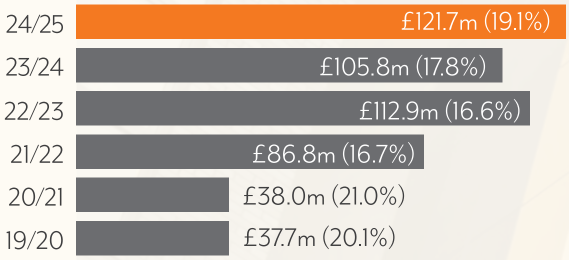
Revenue growth is a key driver of profit growth.



GROSS PROFIT

£121.7m

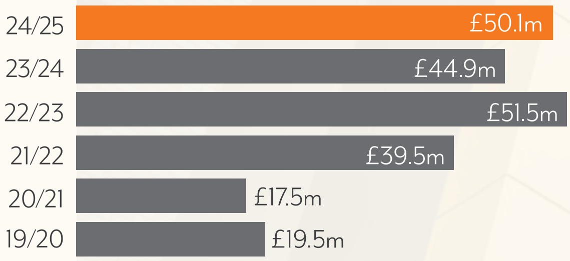
Gross Profit percentage acts as a crosscheck against revenue growth to ensure new sales maintain margin.



ADJUSTED EBITDA

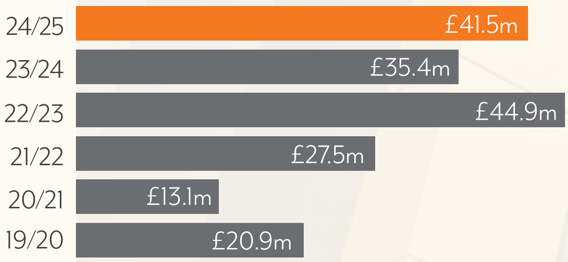
£50.1m

Earnings before interest, tax, depreciation, amortisation and other items.



CASH GENERATED FROM OPERATIONS

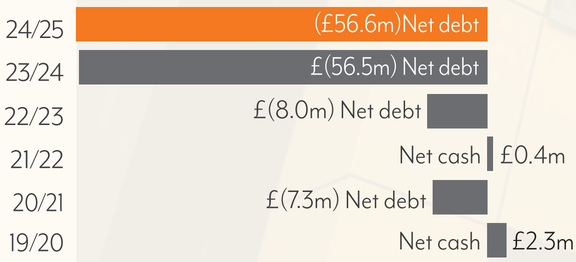
£41.5m



NET (DEBT)/CASH

(£56.6m)

The net (debt)/cash position after deducting the amount of bank debt from cash held.



DIVIDEND

3.51p

Annual dividend per share

Case Study: Student Accommodation

TSL was appointed as principal contractor for this façade refurbishment project on a live student accommodation building in central London.

The initial scope was fire remediation of the existing render and aluminium cladding system, which also lacked fire breaks and cavity barriers. The project aimed to not only rectify these regulatory issues but to also enhance the aesthetic appeal of this dated building.

This transformation involved replacing the existing system with terracotta tiles, Equitone cladding, Sotech aluminium cladding, and Ecomin 300 render. Structural issues discovered during the process necessitated changes to the existing system, including modifications to accommodate deflection and expansion, adjusting headtracks and adding studs to address spacing discrepancies.

Despite an overall extension of four months to accommodate these structural issues, through smart planning, additional resources, and night work during non-peak times, we completed the west and south elevations in time for student check-in and successfully met the revised project deadline.

Our exceptional planning and coordination, combined with innovative solutions such as gantry-level scaffolding for storage, were pivotal in managing the project's complex logistical challenges. Throughout we maintained effective communication with stakeholders, including a resident's board with two-weekly updates, to ensure transparency and facilitate project success.

The resounding success of this project is a testament to TSL's expertise in addressing complex challenges while delivering high-quality outcomes. Despite encountering unexpected obstacles, our solution focussed, and innovative approach ensured the successful completion of the project, meeting regulatory requirements and exceeding client expectations.

This project was shortlisted in the category 'Best refurbishment project' at the 2024 Facades Awards.

Risk Management

MANAGING RISK IN ORDER TO DELIVER OUR STRATEGY

The Group is exposed to a number of risks in its businesses and the markets it serves.

The Board considers the risks to the business and the adequacy of internal controls with regard to the risks that are identified at every scheduled Board meeting. The detailed review of risks is undertaken by the Audit & Risk Committee, who present their findings to the Board. The Board formally reviews and updates the risk register of the business at least annually. Where appropriate, specific updates and reports are circulated to Board members in between such meetings.

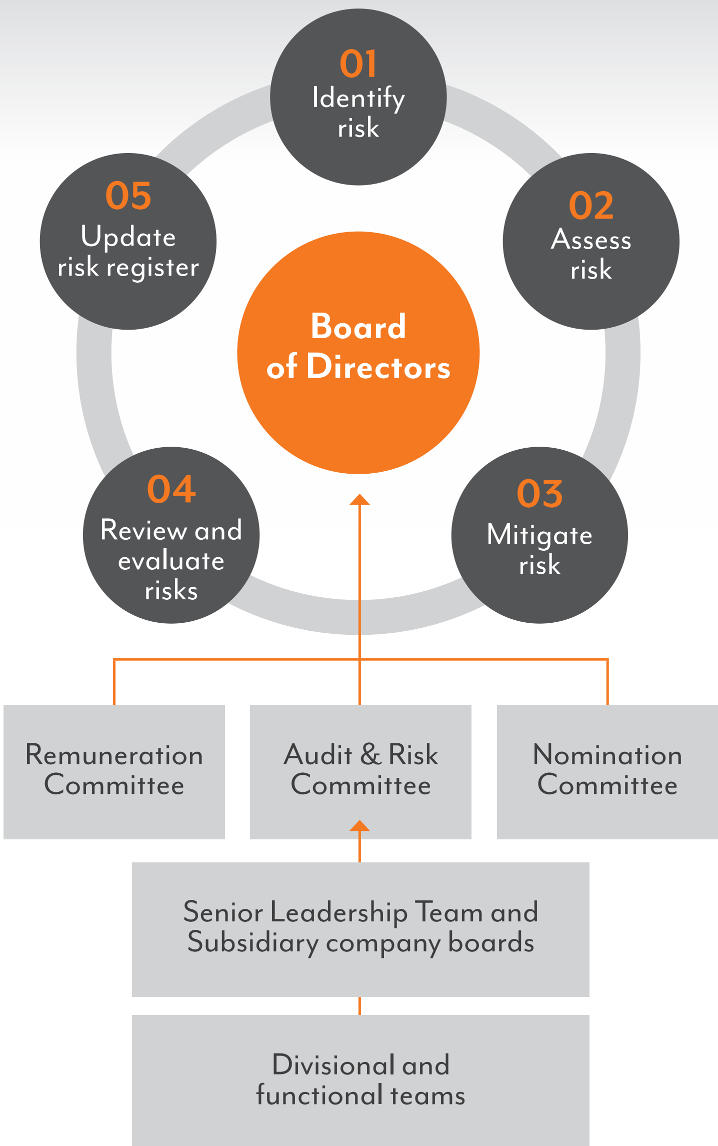
RISK MANAGEMENT STRUCTURE

01 IDENTIFY RISK

The Board has overall responsibility for monitoring the Group's systems of internal control, for identification of risks and for taking appropriate action to prevent, mitigate or manage those risks. The Board continually assesses and reviews the business and operating environment to identify any new risks to be managed.

02 ASSESS RISK

A detailed schedule of risks is considered by the Audit & Risk Committee at least twice a year under the following categories: Competitors, Economic environment, Financial Risk, People, and Suppliers. These risks are graded against the criteria of likelihood and potential impact in order to identify the key risks impacting the Group, see pages 18 to 19.



03

MITIGATE RISK

The Board seeks to ensure that the Group's activities do not expose it to significant risk. The Group's aim is to diversify sufficiently to ensure it is not exposed to risk of concentration in product, market or channel.

04

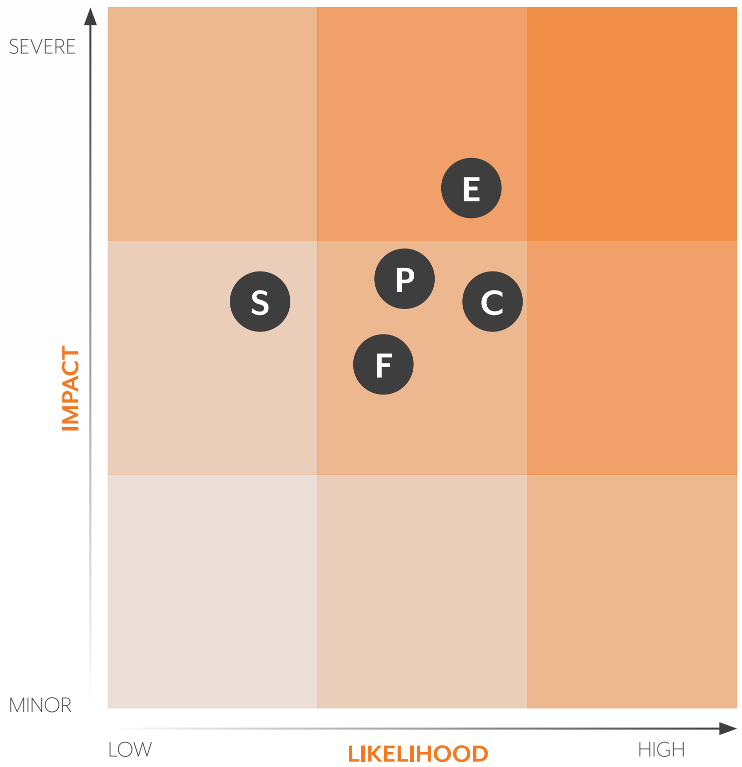
REVIEW AND EVALUATE RISKS

The Board and Group Senior Leadership Team, which is a group of key managers drawn from the organisation responsible for the day-to-day operations of the Group, are all responsible for reviewing and evaluating risk. The Group Senior Leadership Team meet at least quarterly to review ongoing trading performance, discuss budgets and forecasts and consider new risks associated with ongoing trading. Feedback from these meetings regarding changes to existing risks or the emergence of new risks is then provided to the Board.

05

UPDATE RISK REGISTER

The risk register is considered for update annually at the scheduled Board meetings and is updated as appropriate.



RISK HEAT MAP

The risk heat map summarises the potential impact of a range of risks and uncertainties identified by the management team. They are logged on the 'Risk Matrix' and reported on and reviewed regularly.

C Competitors

This includes:

- Margin management.
- Environmental and social responsibility.

E Economic environment

This includes:

- Recession.
- Government action and policy.
- Adverse inflationary environment.
- Extreme weather events.
- Product supply shortages.
- Customer relations.
- Geopolitical uncertainty.

F Financial risk

This includes:

- Margin management.
- Failure to integrate key acquisitions.
- Working capital constraints.
- Cyber and information security.

P People

This includes:

- Retention of talent.
- Failure to integrate key acquisitions.

S Suppliers

This includes:

- Loss of key trading partner.
- Modern methods of construction.

Principal Risks and Uncertainties

The 'risk matrix' is maintained on a rolling basis by our Chief Financial Officer and is the subject of regular review by the Group's Senior Leadership Team, with each senior manager responsible for underlying operating Group companies reporting into the operating Board's review. The Group's Senior Leadership Team meets regularly, with meetings attended by both Executive Directors and chaired by the Chief Executive Officer. As part of these meetings, the Senior Leadership Team meets to review ongoing trading, budgets and forecasts and consider new and ongoing risks and uncertainties to the Group's operating businesses. Where appropriate additional, separate analyses or follow-up is undertaken of particular risks and issues identified.

Principal risks and uncertainties facing the Group are set out below, with changes to prior year as indicated:

- Increased
- Remains the same
- Decreased
- New Risk

Risk	Change	Key controls	Ongoing action
C E F **Economic environment** Ongoing challenging geopolitical and macroeconomic conditions, including uncertainty around inflationary pressures and high interest rates, continue to pose risks, including slower payments and customer insolvency. The impact of higher interest rates and the increased cost of living have had a knock-on effect to demand for new build housing and construction materials. The ongoing volatility could have a negative impact on the Group's results and ability to increase its market share.		We monitor our core markets closely and maintain close relationships with our principal customers, suppliers, and manufacturers. Our key customers within the housebuilding market are financially robust but we monitor credit risk and debtors continuously. The Group's supply lines have remained resilient but are monitored closely and our risk mitigation plans are regularly reviewed. Working capital is monitored daily, with robust and active debtor control. Budgets and financial performance against KPIs are regularly reviewed.	Where opportunity presents itself, we will continue to prudently expand our geographical presence and the diversity of our business in order to better serve our clients and minimise risk. Our ongoing strategy of developing through acquisitions and organic growth maintains a high level of buying power within both the UK and EU markets, ensuring the Group can source sufficient products competitively to meet demand.
P **Talent retention & succession planning** The success of the Group depends to a significant degree upon our senior management team. Failure to attract and retain individuals with the right skills, drive and capability may impact our ability to meet performance expectations. We also focus on ensuring that we plan through the development of our people and recruitment of talented, experienced individuals.		The recruitment and training of talent from within are actively promoted, when appropriate, with a focus on internal succession management. Where outside recruitment is needed, focus is on talent, industry experience and the reputation of individuals. We also endeavour to ensure that talent acquired through acquisitions is retained. We continue to review our remuneration policies to facilitate the recruitment and retention of talent at the highest calibre, in addition to maintaining entrepreneurial drive through the use of responsible incentives.	The Group has employee incentive schemes in place and continues to review the key aspects of its incentive arrangements and rewarding of staff.
C F **Margin management** Prices may not remain at levels that are both competitive and achieve adequate margins. There is a risk that not all inflationary price increases can be passed on, resulting in lower margins. Rebate income may also not be adequately monitored and accounted for. Both or either may adversely impact financial performance.		We regularly review and monitor margins and pricing within the market by customer, supplier and product. Where possible we seek to secure fixed pricing over a longer period with key trading partners so as to maintain pricing continuity. We regularly review and audit our rebate debtors and income. Monthly performance is reviewed against rebate reports from suppliers and internal rebate assumptions are closely monitored. Volume arrangements with UK manufacturers are carefully maintained. Arrangements with key trading partners, including rebates and relationships with other key trading partners are an important consideration when reviewing potential acquisitions.	We continue to monitor and improve the accuracy of ordering, scheduling and forecasting. Core relationships are maintained with key trading partners and, where possible, we seek to agree to prices on an annual basis. We also seek to diversify the products and services offered by the Group, to mitigate the impact of margin pressures in specific areas.

	Risk	Change	Key controls	Ongoing action
E	**Government action and policy** UK Government policy has a significant influence on the construction sector. Changes in policies could be broad across the macroeconomic spectrum, including rates of taxation and interest rates, as well as more specific policies targeted at growing the rate of construction of new properties in the UK, for example changing planning application rules and scrapping national housebuilding targets.	↑	We attend industry events, are members of relevant trade bodies and associations and closely monitor Government policy changes that would impact the construction sector.	The Group remains confident in the long-term growth opportunity of the construction of new properties in the UK. The Group invests in line with its overall strategy. This investment continues despite potential uncertainty over Government action and policy.
E, S	**Maintaining customer relationships & market reputation** The loss of a key customer or supplier could impact business performance.	↔	Relationships with key trading partners are valued and kept under continuous review. We monitor our markets and ensure that all key trading partners remain up to date with our unique selling propositions. The impact of potential acquisitions on our key trading relationships is carefully assessed as part of our due diligence process.	The development of new trading partners and the maintenance of sustainable long-term relations with our existing partners are key performance metrics for senior managers.
S	**Modern Methods of Construction (MMC)** MMC, or the factory construction of modular units for subsequent on-site assembly, has increased and attracted significant investment from several market participants.	↔	We continue to monitor the scale and use of MMC and the approach of Local Authority planners to their use and how members of the Group might be affected were their products, for example roof coverings, to fall into the factory build stage of such units.	We seek to ensure that the Group has close relationships with builders using MMC.
E	**Extreme weather** Extreme weather events, whether in the form of excessive rain, which causes flooding, or snow, can have a material impact on customers construction sites and adversely affect demand for goods and services.	↔	The Group's geographical diversity across the UK reduces the impact of extreme regional weather events.	We continue to seek to increase our geographical reach through strategic acquisitions and organic growth.
P	**Failure to integrate key acquisitions** Given the Group's acquisitive nature, there is a risk that the Group fails to integrate an acquisition, overpays or does not realise the full anticipated benefits from an acquisition, which could have an adverse impact on performance.	↓	The Group completes both financial and legal due diligence, prior to an acquisition, to mitigate this risk. The Group Senior Leadership Team executives also meet with the senior management of the company being acquired to ensure they will fit in with the Group. Following acquisition, the Group ensures compliance with its systems and reporting, while also undertaking regular business and performance reviews.	We continue to monitor existing acquisitions and maintain the due diligence discipline. Group policies and practices also undergo continuous review, to work towards a group wide approach as quickly as possible.
F	**Cyber & Information security** There is a constant risk of criminal cyber attacks on the Brickability businesses from both online sources (e.g. phishing attacks) and via social engineering. These attacks have the potential to cause significant business disruption and impact.	↑	Implementation of best practice around information security management combined with 24x7 cyber threat detection combined with disaster recovery and critical IT incident response planning to protect the business operations.	The Group has a programme of continual improvement to information security and cyber security with ongoing systems patching and penetration testing. This is combined with ongoing staff awareness training.
E	**Sustainability & Climate Change** The move towards a lower carbon economy in the UK is resulting in increasing regulation and requirements for companies in respect of environmental and social reporting and practices. These regulations could come with increased costs that may not be able to be passed on to the customer. Should these expectations and requirements not be met the Company's reputation and ability to do business could be impacted.	↑	Ongoing updates to legislation and social expectations are discussed at regular senior management and board meetings to ensure the Group is aware of any key changes. The Group has employed sustainability professionals to identify and help the Group implement initiatives to become more climate conscious. This incorporates an educational programme for our people as well as data collection and reporting.	We monitor the impact that the Group's operations have on the environment and its stakeholders to ensure compliance with all appropriate regulations. We also carry out checks on suppliers to ensure that they are also maintaining the high standards expected.

Chief Financial Officer's Review

£637.1m

Revenue increase of 7.2% to £637.1 million, with like-for-like increase of 0.7%.

£121.7m

Gross Profit increase of 15.0% to £121.7 million.

£50.1m

Adjusted EBITDA increased by 11.6% to £50.1 million.

£37.8m

Adjusted Profit Before Tax increased by 7.1% to £37.8 million.

The Chairman's Statement and the Chief Executive Officer's Review provide an analysis of the key factors contributing to our financial results for the year ended 31 March 2025.

The financial results for the year reflect the full year contribution of the two significant acquisitions made in the prior year, the continued growth of Upowa and a resilient performance from the rest of the business against a backdrop of continued macroeconomic uncertainty.

Overall business performance is shown in our Key Performance Indicators on page 14.

Revenue

Revenue totalled £637.1 million for the year ended 31 March 2025. This represented an increase of 7.2% compared to the previous year (2024: £594.1 million). Group like-for-like revenue increase was 0.7%, versus a decline of 17.9% in 2024.

Total Division Revenue	2025 £m	2024 £m	% Change	% Change like-for-like
Bricks and Building Materials	426.1	427.7	(0.4)	–
Importing	69.9	70.3	(0.6)	–
Distribution	68.8	62.7	9.7	–
Contracting	98.6	58.2	69.4	2.0
Group eliminations	(26.3)	(24.8)	6.0	–
Total	**637.1**	**594.1**	**7.2**	**0.7**

Gross Profit

Gross profit for the year increased to £121.7 million from £105.8 million. Gross profit margin has increased notably by 130 basis points to 19.1%. This is driven by the full-year impact in the financial year of the two acquisitions made in the prior financial year.

Statutory and Adjusted profit before tax, and Adjusted EBITDA

Statutory profit before tax of £11.7 million (2024: £21.4 million) after other items of £26.1 million (2024: £13.9 million), which are not considered to be part of the Group's underlying operations. These are analysed as follows:

	2025 £'000	2024 £'000
Statutory profit before tax	**11,709**	**21,444**
Acquisition costs	-	828
Refinancing costs	-	111
Business change project costs	538	295
Earn-out consideration classified as remuneration under IFRS 3	435	4,944
Share-based payment expense	1,341	1,456
Amortisation of acquired intangible assets	13,440	10,233
Unwinding of discount on contingent consideration	3,681	2,418
Share of post-tax loss/(profit) of equity accounted associates	7	(71)
Impairment of investment in associates	137	-
Impairment of investment in joint ventures	5,318	-
Fair value losses/(gains) on contingent consideration	1,194	(6,352)
Total other items before tax	**26,091**	**13,862**
Adjusted profit before tax	**37,800**	**35,306**
Depreciation and amortisation	6,740	5,672
Finance income	(348)	(584)
Finance expenses	5,956	4,538
Adjusted EBITDA	**50,148**	**44,932**

Adjusted EBITDA is defined as earnings before interest, tax, depreciation, amortisation and other items.

Adjusted EBITDA increased by 11.6% to £50.1 million (2024: £44.9 million) for the year ended 31 March 2025. Detailed segmental analysis is per note 6 of the financial statements. The continued impact of the subdued economic activity in the new building housing market was reflected in two of the divisions experiencing marginal like-for-like revenue decline in the financial year, with Distribution growing through increased activity in the renewables sector and broadly in line with the prior financial year and growth in Contracting through the full year of the acquisitions of Topek and TSL.

Earn-out consideration classified as remuneration relates to Modular Clay Products (2024: Modular Clay Products and Taylor Maxwell). Business change project costs relate to the commencement of implementing a new Group IT architecture. Fair value movements on contingent consideration result in a loss of £1.2 million (2024: gain of £6.4 million). This mainly relates to the movements in consideration for TSL and Topek.

Taxation

The statutory charge for taxation was £5.2 million (2024: £6.1 million), an effective rate of taxation (Tax expense divided by Profit Before Tax) of 44.4% (2024: 28.4%). The effective rate for the year is higher than the statutory rate of corporation tax of 25%, mainly due to the movement on changes in deferred and contingent consideration, along with the effect of non-deductible expenses from a tax perspective. A breakdown is provided in note 15 to the financial statements.

Earnings Per Share

Basic EPS for the year was 2.04 pence (2024: 5.06 pence), a decrease of 59.7%. The Group also reported an adjusted basic EPS, which adjusts for the impact of the other items analysed in the table above. Adjusted basic EPS for the year was 8.59 pence (2024: 8.66 pence) per share, a decrease of 0.8%.

Dividends

Following a strong underlying trading performance for the financial year and in recognition of the strength of the balance sheet at the year-end, the Board is recommending a final dividend of 2.39 pence per share, bringing the full-year dividend to 3.51 pence per share.

Subject to approval by shareholders, the final dividend will be paid on 26 September 2025, with a record date of 5 September 2025 and an ex-dividend date of 4 September 2025.

Balance Sheet

Inventories at £36.3 million (2024: £29.8 million) increased by £6.5 million due to the increased trading activity seen in the second half of the Period, leading into the FY26 financial year. The increase in 'trade and other receivables', and 'trade and other payables' on the balance sheet were in line with expectations, with the net cashflow impact reflecting similar working capital movements to prior year.

Cash Flow and Net Debt

Operating cash flows before movements in working capital increased to £48.6 million from £38.5 million in 2024. Cash generated from operations increased to £41.5 million from £35.4 million.

At 31 March 2025, the Group had net debt (borrowings less cash) of £56.6 million, which compares to net debt of £56.5 million at the prior year-end. The main components of the cash outflows are: additional investment in property, plant and equipment of £4.3 million (2024: £6.1 million), the proceeds from the sale of property, plant and equipment £3.1 million (2024: £0.2 million), tax paid of £9.1 million (2024: £8.6 million), loans to the joint venture of £0.2 million (2024: £2.1 million), and the payment of deferred consideration, in relation to prior year acquisitions, of £9.3 million (2024: £5.2 million) with initial payments for subsidiaries net of cash acquired of £nil million (2024: £42.8 million). Dividends of £10.9 million (2024: £9.9 million) were also paid in the year. We continue to expect that the Brickability Group will remain a business that is cash generative.

Bank Facilities

The Group refinanced in October 2023 to a £100 million RCF on a club basis with HSBC and Barclays for an initial term of 3 years, with an option to extend for another year and then a further option to extend for a further year. The level of the facility reduces over its initial term to £80 million. As at the year end, the RCF facility had reduced to £93.5 million and the Group had utilised £61.0 million of the facility.

Post Balance Sheet Events

On 3 April 2025, the Group sold its interest in Apex Brickcutters for consideration of £0.2 million. On 29 May 2025, the Group completed the sale of a freehold property for consideration of £2.2 million. Further details are outlined in notes 41 and 43 of the financial statements.

Going Concern

The Directors are confident, having made appropriate enquiries, that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details concerning the assessment of going concern are outlined within the Going Concern and Outlook section of the Annual Report and Accounts on page 22.

Mike Gant
Chief Financial Officer

14 July 2025

Going Concern and Outlook

The period covered by the Going Concern review is the period to 30 September 2026.

After reviewing the Group's forecasts and risk register and making other enquiries, the Board has concluded that for the period of review, there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The key uncertainty faced by the Group is the demand for its products and how these are impacted by economic factors.

Forecast scenarios have been prepared to compare several outcomes where there is a significant and prolonged drop in demand in the industry. For each scenario, cash flow and covenant compliance forecasts have been prepared.

In the base case scenario, the Directors expect year on year revenue growth and to comfortably remain within the Group's current facility limits, with sufficient headroom when forecasting future covenant compliance.

If a sustained reduction in revenue compared with the year-ended 31 March 2025 were to occur for 18 months from the reporting date, then mitigating actions would likely need to commence to avoid lack of liquidity in September 2026 based on existing facilities. More significant reductions could also impact covenant compliance. For example, a drop in revenue of 9%, would require forecast overheads to be cut by 10% to avoid a breach in covenants and remain within currently available facilities. The overhead cuts modelled in this scenario reflect reductions to discretionary expenditure.

Having considered the scenarios modelled and the ability of the Group to reduce discretionary cash outflows, the Directors are satisfied that the Group has sufficient resources to continue to operate for a period of not less than 12 months from the date of this report and until at least 30 September 2026. Additionally, in line with its expected timetable, the Company has commenced its refinancing process and has already received support and pricing from its two existing banks in this regard. The scenario in which the Group or Company will have a lack of liquidity is considered remote. Accordingly, the consolidated financial information has been prepared on a going concern basis.

Case Study: Burridge Gardens Phase 2, London

Burridge Gardens is a multi-phase regeneration scheme designed to provide new high-quality residential and commercial space, along with outdoor landscaped areas to Battersea, an up-and-coming area in south west London.

Phase 2 has recently been completed with a total of 198 affordable new homes, a community centre, new office space for site owner Peabody and large landscaped outdoor spaces for the local public.

Taylor Maxwell worked closely with Hawkins\Brown architects and main contractor Sisk, to select the variety of facing bricks, brick specials and cast stone used on the development. The materials were supplied to sub-contractor City Brickwork, who installed the product on all the buildings constructed in Phase 2.

Since its completion, Burridge Gardens has been recognised for its outstanding architectural design, winning the 'Best Community Living' award at the 2024 British Homes Awards and shortlisted at both, the Housing Design Awards and the 2023 Brick Development Association (BDA) Brick Awards (Large Housing Development category).

Concept

The design of Burridge Gardens draws inspiration from the estate's original 1930s architecture, whilst addressing the shortcomings of the old homes, which no longer upheld modern living standards. The outdated properties were plagued by damp, small rooms and inconvenient layouts, and the inward-facing, high-walled design of the estate had contributed to antisocial behaviour. In contrast, the new homes are designed to offer larger, more energy-efficient spaces with private balconies or gardens.

One of the central ideas behind the design was fostering greater integration with the wider community. The removal of the perimeter wall and the creation of new routes through the estate encourages more openness and inclusivity. In this phase, the architects designed three buildings with distinct identities, expressed through variations in brickwork and a mix of Edwardian and contemporary architectural styles. This design approach reflects the character of the surrounding historic streets with modern features.

Two of the buildings frame a large public square that includes a new community centre, whilst a pedestrian avenue connects Wandsworth Common and Clapham Junction. The buildings are made from a mix of red, yellow and blue facing bricks, adding to the sense of individuality and making wayfinding easier for residents.

When selecting the facing bricks, the Taylor Maxwell team worked closely with Sisk to create a proposal that met the architects' aesthetic requirements and budget constraints. After a discussion with the contractors and Hawkins\Brown, the facing bricks, brick specials and cast stone were selected alongside paving for the outdoor spaces to complement the new buildings. The special-shaped bricks were used in all three blocks to create unique details related to the history of the site. Working in partnership with the brick manufacturer, two wonderful artists designed the bespoke brick specials that symbolize the 'present' of the site, continuing the artistic themes introduced in Phase 1. The beautiful brick sculptures were then combined with the standard facing bricks used across the buildings to create striking facades. The central block, housing the community centre and homes for elderly people, features an intricate seven metre brick relief sculpture, 'Espalier', which symbolises community growth and unity.

Completion

Taking its name from the previous site owner, William Burridge, Phase 2 of the St John's Hill regeneration was successfully completed in 2023. The site has delivered 198 affordable homes including extra care, shared ownership, social rent housing, a community centre and public spaces that have transformed the estate into a modern and connected neighbourhood. The project showcases how thoughtful design, collaboration and attention to detail can create a vibrant, sustainable community that addresses the needs of both existing and new residents.

Section 172(1) Statement

Section 172(1) of the Companies Act 2006 ("S172") requires the Directors of Brickability to act in good faith and in the way that they consider to be most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have regard to the interests of other stakeholders. The Directors should also consider the desirability of maintaining high standards of business conduct and the likely long-term consequences of their decisions.

In the table below, we set out our key stakeholder groups and how we engage with each of them. Each type of engagement is designed to foster effective and mutually beneficial relationships so that we continue to work effectively with our stakeholders.

Stakeholder Group	How We Engage
SHAREHOLDERS	
The Company is in regular contact with its shareholders and listens to them when they express concerns and takes action to rectify those concerns.	The Chairman and Executive Directors hold investor roadshows twice a year based around the half and full-year results. Feedback from investors is received at this time, as well as during the year. In addition, the Chairman and Executive Directors meet with investors on an ad hoc basis including site visits where investors are able to meet local management.
EMPLOYEES	
As at 31 March 2025, we employ over 800 people in the Group, across four divisions in 68 locations across the UK.	Our employees bring a broad range of experience, expertise and perspective to Brickability that contributes to the delivery of our strategic objectives. The Board recognises that employees are the cornerstone of the business. For details on how we engage with our employees, please see page 27 of the Environment, Social and Governance report.
SUPPLIERS	
The Group recognises and actively develops its relationships with its suppliers and works closely with them to ensure that the relationships are productive for all parties.	Our supply chain includes professional services providers, product suppliers, engineering & electrical suppliers and energy suppliers. The Group expects its suppliers to adhere to business principles consistent with the Group's own. Suppliers are expected to adopt and implement acceptable health and safety, environmental, product quality, labour, human rights, social and legal standards. Conformance to these standards is assessed by on-site supplier visits on a regular basis. The Group's policy is to pay suppliers in line with its standard terms except where alternative arrangements have been agreed in advance with individual suppliers. The Group does not follow any external procurement or payment code.
CUSTOMERS	
The Group is committed to putting its customers at the heart of everything it does by providing high-quality products and service. All employees are expected to behave respectfully and honestly in all their dealings with customers and the general public.	The Group has good relationships with its customers, with regular meetings and conversations. The Group works with its customers to provide sustainable products in order to help customers to meet their ESG targets, including balconies and home car chargers as standard.
COMMUNITIES	
The Group is committed to making a positive impact to communities.	The charities we support reflect the passions of our own employees and their families, ensuring that our Foundation is led with heart and integrity and aligned with our values every step of the way. Please see the Environment, Social and Governance section of the Company's website, www.brickabilitygroupplc.com, for further information on how we engage with the communities in which we work.

Environmental, Social and Governance (ESG)

Acting Responsibly Today and for Tomorrow

Shaping how we work now, creating lasting impact for the future.

As a leading supplier of building materials to contractors, developers, merchants and builders across the UK, Brickability Group recognises the role it has to play in addressing environmental challenges and driving positive change.

Our approach is rooted in our guiding principle - '**Acting Responsibly Today and for Tomorrow**' - which reflects our dual focus: ensuring immediate operational responsibility while creating lasting value for our stakeholders. This principle and our ESG strategy, 'Together for the Future,' is underpinned by our four strategic pillars: **Planet**, **People**, **Partners**, and **Governance**.

PLANET
be Carbon Net Zero in our own Operations by 2030*

PEOPLE:
by empowering people to be the best that they can be

PARTNERS:
to be one of the most trusted partners for suppliers and customers

Through our commitment to acting responsibly today and for tomorrow, we continue to integrate sustainability into every part of our business, which will help to drive resilience, relevance, and have a positive impact for the future.

Our ESG Strategy in Action

Planet (Environmental)

To meet the challenge of climate and ecological change, we strive to do business in a way that reduces our environmental impact and supports a sustainable future. We are focused on improving our own operations, working with our supply chain to drive progress, and supporting our customers in achieving their sustainability goals.

Decarbonisation

Our goal is to be carbon net zero in our Scope 1 and 2 operations of our sales businesses by 2030.

This is the third consecutive year we've completed a full carbon measurement of our Scope 1 and 2 emissions, building on our retrospective 2019 baseline.

This year, we've engaged technical consultants for assured accuracy, to provide verified data and build on the solid foundation of our previous measurement system. This enhances data reliability, improves operational visibility, and aligns with evolving reporting standards.

Our total reported emissions decreased to 4,083.1 tCO_2e, driven by the continued adoption of electric vehicles. While Scope 2 emissions rose due to increased electricity use, this was offset by a reduction in Scope 1 emissions. Our total energy use for the year was 16.56 million kWh, and our carbon intensity decreased to 6.41 tCO_2e per £1 million of revenue (11% reduction), reflecting a shift in energy use across the Group — particularly the move to electric vehicles — alongside continued revenue growth.

We remain focused on improving our reporting, progressing our decarbonisation strategy, and integrating acquisitions quickly into our ESG framework.

Carbon Dioxide Equivalent (CO_2e) Tonnes*	2025	2024
Total Energy usage KwH	16,563,856	13,546,442
Scope 1	3,699.4	4,041.8
Scope 2	383.7	253.0
Total Scope 1 & 2	4,083.1	4,294.8
Intensity Tonnes of CO_2 from scope 1 and 2 sources per £m of Revenue	**6.41**	**7.23**

* Brickability Group, including our sales businesses, our haulage company McCann Logistics and our small manufacturing units. It does not include emissions from our part-operational joint venture Schermbeker in Germany. Data is from 1 January - 31 December. Conversion factors taken from Department for Energy Security and Net Zero, Greenhouse gas reporting: conversion factors 2024.

Carbon Reduction

We continue to take targeted actions to reduce our carbon footprint across operations, transport and energy use. This year, we have expanded electric vehicle adoption, replacing forklifts with EV models. Green Driver training is underway, with half of McCann's HGV drivers now trained in fuel-efficient driving techniques. U Plastics and Upowa have both opened new regional hubs to improve efficiency and reduce carbon. We continue to work on our target of 100% renewable electricity in owned premises.

This year, 34% of all electricity supply meters across the Group are on green tariffs, including those managed directly and via our third-party provider. Our car fleet is now 62% electric, up from 57% last year. EV chargers are in place across many of our sites.

Net Zero Supply Chain (Scope 3 Emissions)

Achieving a net-zero supply chain is a growing priority for Brickability Group, reflecting the increasing expectations of both our customers and investors. This year, we've strengthened our approach to Scope 3 emissions, recognising the need to understand our full impact across the value chain and to align our work with emerging regulations, including the Future Homes Standard. To meet customers' needs, we are improving our Scope 3 measurement, you can read more about this in our Partners Section.

Energy Use

Following our ESOS assessment last year, we identified opportunities to reduce energy use across our buildings by 10% to 20%. As part of our action plan, we are introducing a Group-wide energy policy and providing staff training to encourage energy-saving behaviours. We are trialling telematics systems, including Verizon Connect in our Upowa fleet, supporting a broader goal of reducing fuel consumption and emissions across the Group fleet.

Resource Use and Management

We will effectively manage and reduce our resource use.

This year, we have continued to focus on improving transparency around resource use and waste management, supporting our goals of zero avoidable waste and zero waste to landfill. We have started reducing packaging waste across the Group, with some businesses already reviewing materials at every level, right down to labelling.

At Towelrads, this has led to the removal of plastic outer packaging from Pisa Rails and a switch to a smaller, more sustainable label. Cardboard and plastic waste continue to be baled and sold back to local recyclers.

Restoring Balance

We will give back to the planet and contribute to biodiversity.

This year saw the planting of the 10,000 trees for schools and communities, which we had supported through the Woodland Trust. We also marked the second year of our 'Inspiring Future Green Leaders' programme with Earth Trust, helping children from disadvantaged communities connect with nature and green spaces.

People

We are on a journey to create a culture of inclusion, diversity and equality where differences are welcomed, celebrated, and everyone is supported to reach their potential.

This year, we've focused on embedding systems introduced last year and rolling out new ones to strengthen consistency and connection across the Group. We've built on these foundations with a focus on health and safety, wellbeing and young people, working to create a culture where every employee feels valued and supported.

Health and Safety

Health and Safety (H&S) remains a top priority, reflecting our commitment to continuous improvement. The rollout of the Access Workspace system has strengthened our safety culture, streamlined processes, and positioned the SHEQ (Safety, Health, Environment, and Quality) team as a key support function.

We've begun implementing ISO accreditation across the Group, covering ISO 9001 (Quality), ISO 14001 (Environment), and ISO 45001 (Health and Safety).

Wellbeing

Since launching our employee assistance programme, Care First, last year, employees have actively used its confidential support services, including 24/7 counselling, practical advice and wellbeing resources. This has provided support for issues ranging from mental health and stress, to navigating life changes like menopause.

Our enhanced sickness scheme has supported employees through long-term health conditions, providing financial security beyond statutory requirements. This allows them to focus on recovery without the stress of financial pressures.

Following success at Taylor Maxwell, we're rolling out an annual leave purchase scheme to help employees manage work-life balance. As part of our wellbeing strategy, we're also developing on-site gyms at our Bracknell HQ and new Upowa building.

Diversity and Inclusion

Brickability is committed to building a fair, inclusive workplace where everyone can thrive. We're standardising working hours to support equity and work-life balance, aligning with the Real Living Wage. We're seeing encouraging progress in gender and ethnic diversity among younger recruits—momentum we're committed to building on as we attract more diverse talent.

Learning, Development, and Early Careers

We made strong progress rolling out our online learning system to support employee-led development and provide training on diversity, health and safety, modern slavery and regulatory compliance, including sexual harassment.

We're proud to see young talent thriving across the Group—from our first Sales Foundations apprentices now working as Sales Executives, to new cohorts at Taylor Maxwell and Upowa's growing trainee programme in solar, roofing, and electrics. Apprentices like Derrell Stephens at Towelrads are proof of the impact.

"My journey through the Level 4 Sales Executive Apprenticeship has been a challenging yet rewarding experience. I've grown so much, both professionally and personally. I've gained invaluable skills, deepened my understanding of sales industry, and prepared for the next steps in my career. I've been promoted to Area Sales Manager and I'm excited to apply everything I've learned and continue contributing to the success of Towelrads."

Partners

Partnership working is at the heart of Brickability's success.

We aim to be a trusted ESG partner, supporting customers in meeting their sustainability ambitions while working with suppliers to drive improvements across the supply chain.

Low-Carbon Products and Partnerships (Products and Services)

We continue to expand our range of low-carbon products, supporting customers in meeting new building regulations and reducing emissions across developments. Towelrads has introduced renewable heating solutions, including heat pump cylinders and electric space heaters, helping transition away from gas boilers in line with Part L, Part O and the Future Homes Standard.

In renewable energy, Upowa is scaling its solar PV, battery storage and EV charging solutions, supporting net-zero developments. It is also working with Octopus Energy to deliver 'Zero Bills' homes, integrating renewables into new-build.

Across the Group, we are strengthening our product offering to serve entire developments, maximising efficiencies and reducing both operational and embodied carbon. On several sites, we now provide a full materials package —including bricks, solar panels, fitted and supplied roof tiles, heating, windows, doors, car chargers and carpets — helping customers achieve sustainability goals while simplifying procurement.

Driving Carbon Reduction Across the Supply Chain (Responsible Procurement)

As a distributor, we play a key role in improving the carbon performance of construction materials. This year, we have engaged with suppliers to ensure our customers have access to the latest, lower-carbon products, including Wienerberger's Eco Brick and bricks from Ibstock's Atlas Factory, with 50% less carbon along with those from its Pathfinder Range of certified carbon-neutral bricks.

To improve transparency, our supplier partners are introducing factory-specific Environmental Product Declarations (EPDs), moving beyond reliance on outdated industry-wide figures.

Proactive Action on Carbon and Future Homes (Partnerships & Collaboration)

Carbon measurement and reduction remain top priorities across the construction sector. To support our customers and anticipate regulatory changes, we joined the Future Homes Hub, engaging with industry leaders on the Future Homes Standard.

We have begun a Scope 3 measurement trial in our Topek business, and planned out a Scope 3 emissions trial in Taylor Maxwell, measuring the full supply chain carbon impact. These findings will shape the rollout of our new IT system, which will eventually integrate Scope 3 measurement across our businesses, providing a more consistent and transparent approach.

Giving Back

Another fantastic year for the Brickability Group Foundation, reflecting our continued commitment to supporting people, communities, and the environment.

We're proud to have donated £144k to good causes (2024: £230k) through a mix of grants, sponsorship, and employee-led fundraising efforts.

Our focus is on making a meaningful long-term impact through strategic funding partnerships while inspiring our employees to get involved and give back. It's more than just donations — it's about creating lasting change where it matters most.

Our Strategic Projects

This year marks the second year of our two three-year strategic funding partnerships, supporting environmental education with Earth Trust and community sports initiatives with Sports Connect. Through Sports Connect, we continue to fund projects that use sport to support justice-involved youth, vulnerable adults, and those experiencing domestic abuse or parental challenges, helping to create positive opportunities for those facing significant life challenges.

Our Employees Making a Difference

The Brickability Foundation empowers employees to support causes close to their hearts by amplifying their fundraising through matched donations. In FY25, **17 employees raised £38k**, with the Foundation contributing **an additional £29k** (2024: £26k), bringing the total donated to charities across the UK to **£67k (2024: £52k)**. To ensure the fund remains accessible and inclusive, a **£3,000 matching cap per employee** was introduced this year.

From marathon running and endurance challenges to cake sales and community events, our people continue to demonstrate their commitment to giving back. Just a few examples.

- Chloe Geddon (Taylor Maxwell) ran a marathon, raising £4,215 for Nottingham Hospitals Charity, supporting the ward where her young nephew is receiving cancer treatment.
- The Topek team completed the 96-mile West Highland Way walk, raising £8,370 for the Lighthouse Charity.
- Steve Dalton (Brickability Ltd) took on a gruelling 200-mile Welsh mountain ultra-run, climbing 30,000 feet in just 120 hours, raising £1,325 for Tenovus Cancer Care.
- Lee Beckford (FSN Doors) cycled the Vätternrundan, a 315km ride around Lake Vättern in Sweden, in memory of his best friend Matt Seymour, raising £2,785 for Thames Hospice.

CASE STUDY: EARTH TRUST

Inspiring Future Green Leaders: Empowering Schools to Champion the Environment

Since 2023, Brickability Group Foundation has partnered with Earth Trust to deliver Inspiring Future Green Leaders, a programme that equips young people with the knowledge and confidence to take action for the environment.

Through this initiative, over 400 children from nine schools in Reading, Berkshire have taken part in hands-on outdoor learning experiences at Earth Trust, engaging with nature in ways they may never have before. As one pupil from Thameside Primary School shared, "My favourite bit was trying the fresh apples with my friends and meeting Charlotte the huge spider!"

But the programme's impact extends far beyond a single visit. With Earth Trust's support, schools have designed and implemented eco projects in their own grounds, creating lasting learning spaces that will continue to benefit future pupils.

By embedding environmental education into schools and inspiring both teachers and students to take action, Brickability's support is reaching over 700 children, helping to create a new generation of environmental leaders.

THE BIG SPORT BALLOT: EMPOWERING YOUNG PEOPLE THROUGH SPORT

This year, we launched a new initiative aimed at empowering young people, supporting communities, and enabling even more of our employees to make a meaningful impact — something we're incredibly proud of.

Through the Brickability Group Foundation's Big Sport Ballot, we invited employees to nominate grassroots sports clubs that their children, young relatives or local communities were part of, or that they personally supported. The response was overwhelming, with heartfelt nominations highlighting the impact of these clubs. Originally launched with a £20,000 fund, the enthusiasm of our employees inspired the Trustees to double the budget, ensuring that every nominated club – 80 in total – received £500 to support their youth sports programmes.

This funding has had a real impact on local teams, helping clubs purchase essential equipment, provide winter kit, fund training sessions and even create unforgettable experiences for young players. Just a few of the sports covered included football, netball, climbing, gymnastics, athletics, martial arts and rugby.

These disclosures are made to meet the requirements of the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022.

Governance

We recognise that good governance is not only crucial for our performance and relationship with shareholders, but it is also important for society and the environment.

Task Force on Climate-Related Financial Disclosures (TCFD)

1. Governance

a) Describe the Board's oversight of climate-related risks and opportunities.

The Board of Brickability Group PLC holds the ultimate responsibility for governance, risk management, and ESG oversight, including the identification, mitigation, and strategic response to climate-related risks and opportunities.

This oversight is being enhanced in preparation for the transition to the ISSB (International Sustainability Standards Board) reporting requirements in 2025, aligning with mandatory disclosures and investor expectations. ISSB will replace our current TCFD disclosures, requiring enhanced financial integration of climate risks and opportunities, which we are preparing for through strengthened governance, reporting, and training processes.

In 2024, we established a Group ESG Committee; Board-level engagement has been strengthened through improved reporting structures and training sessions delivered on climate risks, market developments, and sector-specific issues identified by our divisional directors and MDs.

Responsibilities and Skills Related to Climate Change and ESG:

- **Board:** The Board integrates ESG and climate considerations into corporate governance, strategy development, and risk management. It ensures ESG risks and opportunities are embedded into financial planning and commercial decision-making.
- **CEO:** The CEO leads the integration of climate strategy into company operations, aligning it with both regulatory requirements and customer expectations. The CEO will also ensure strategic alignment with ISSB and Future Homes Standard developments.
- **ESG Committee:** The ESG Committee provides strategic support to the ESG Lead; reviews climate related-risk and opportunity and helps align ESG oversight with business strategy and Board governance. It will also support ISSB preparedness.
- **Divisional Directors:** Responsible for embedding ESG and climate-related strategies within their respective divisions to ensure alignment with corporate objectives. They ensure compliance with environmental regulations, that climate-related data is accurately reported, supply chain risks are monitored, and new market opportunities are evaluated.
- **ESG Lead:** Reports directly to the CEO and provides quarterly updates. The ESG Lead is responsible for ensuring compliance with climate-related reporting obligations, leading on the transition to ISSB disclosures, and helping businesses respond to customer and market ESG expectations. This includes Scope 3 measurement, regulatory alignment, and identifying commercial opportunities linked to sustainability.
- **Group Business MDs and Business Units:** Drive ESG data collection, supplier and customer engagement at the business unit level. They are key to executing our decarbonisation measurement and emissions reduction strategy.

We are enhancing climate-related governance by:

- Aligning Board and executive oversight with ISSB climate disclosure standards.
- Strengthening internal processes for climate risk and opportunity assessment and commercial integration.
- Embedding training and awareness across all governance levels.

Priorities for 2025: Enhancing Board Oversight of Climate-Related Matters

Priority	Actions for 2025
ESG Governance Committee	Expand mandate to include ISSB compliance and integrate it fully into risk management structures by Q2 2025.
Governance and Management Structure Review	Formalise alignment with ISSB standards, integrating financial and ESG risk into Board processes.
Board Training	Ensure all Board members receive ISSB and climate risk training semi-annually.
Climate Risk Reporting	Improve how we track climate risks across the year, ensuring relevant risks are captured and addressed efficiently without increasing reporting burden.
Customer and Regulatory Alignment	Ensure our approach to regulatory changes is commercially practical and aligned with both compliance requirements and customer expectations.

b) Describe management's role in assessing and managing climate-related risks and opportunities.

Management ensures ESG and climate strategies are embedded across finance, operations, and procurement, focusing on compliance, commercial opportunities, and customer expectations.

Key Responsibilities:

- Executing ESG initiatives at operational and commercial levels.
- Ensuring compliance with evolving regulations and customer expectations.
- Engaging stakeholders, including customers, investors, and suppliers, to align with sustainability priorities.

Priorities	Actions for 2025
Customer and Supply Chain Engagement	Equip management with training to engage customers and suppliers on ESG topics year-round. This includes understanding supply chain sustainability, climate-related language, and how to support customer needs while identifying business opportunities.
Enhanced Climate Data Reporting	Upgrade our ESG reporting framework to ensure compliance with ISSB disclosure requirements.
Management Training	Develop a specialised climate governance training program for divisional directors and MDs by Q3 2025.

2. Strategy

a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.

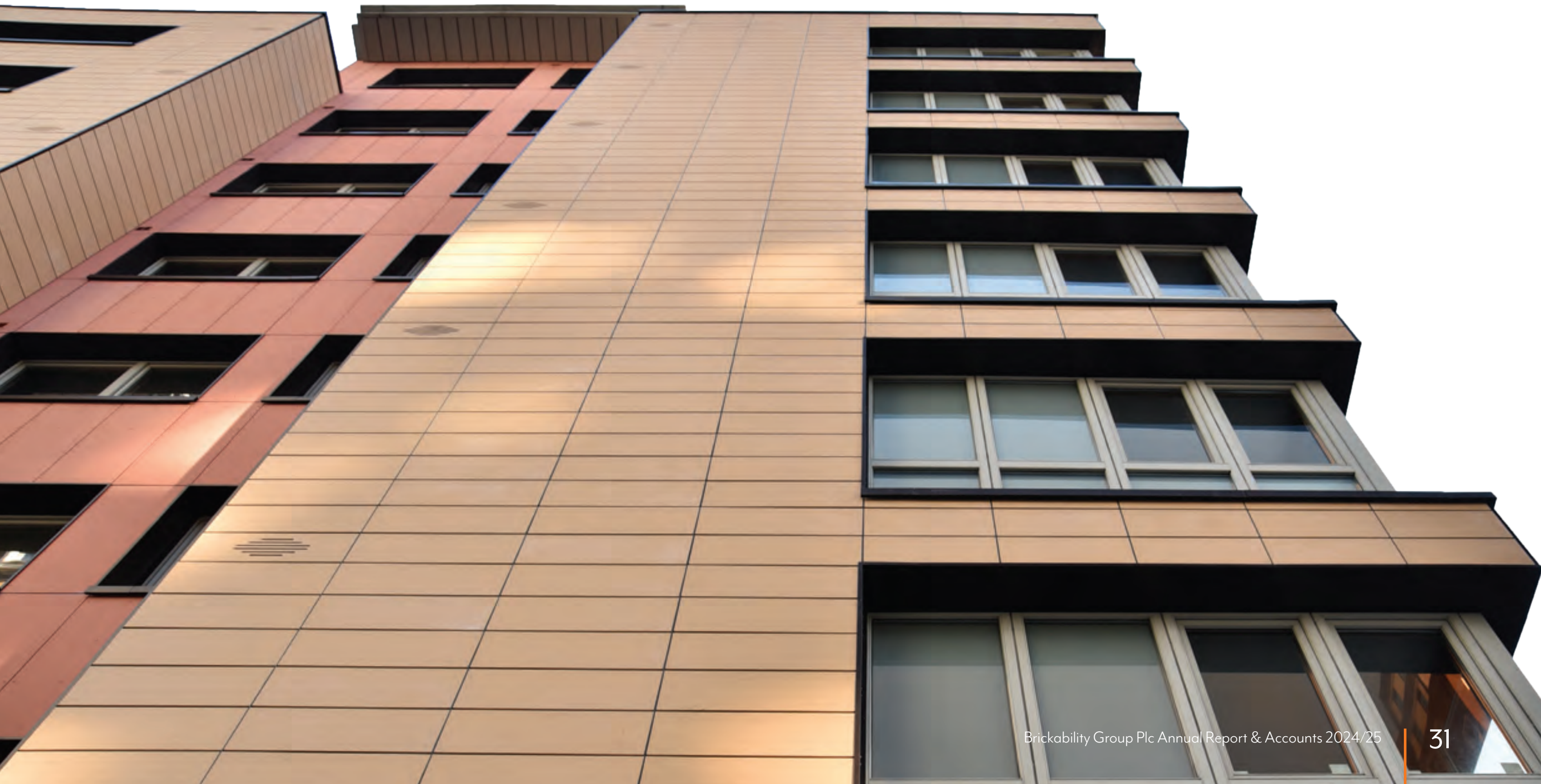
Strategy: Navigating Climate-Related Risks and Seizing Opportunities
Brickability recognises that the construction market is shaped not only by economic factors but also by regulatory and political responses to climate change. As a key supplier in the industry, our strategy is designed to address both climate-related risks and opportunities by strengthening our product portfolio, supplier partnerships, and market position.

In the short term (0-5 years to 2030), our focus remains on advocating for the sustainability benefits of clay bricks, particularly their longevity and role in a circular economy.

We are actively talking to our brick suppliers about low-carbon production methods and alternative formats, ensuring we are maximising our position as supplier of choice and responding to customer requests. Alongside this, we are expanding our low-carbon product portfolio, particularly in energy solutions such as solar panels, EV infrastructure, and heating/cooling systems. As regulation shifts, including the Future Homes Standard, we will work with our customers to support compliance while maintaining supply chain resilience against climate variability and market disruptions.

Looking to the medium term (2031-2040), we anticipate a growing emphasis on carbon performance and supply chain transparency. We will continue advocating for the lifecycle benefits of clay bricks, ensuring their durability is recognised within whole-life carbon assessments. Our strategy also includes deepening engagement with suppliers to drive innovation in low-carbon construction materials while scaling our own sustainable product range. We are monitoring signs of market trends such as modular construction, alternative materials, and large-scale retrofit solutions and will assess how to adapt accordingly. Our engagement with regulators and customers will ensure we remain at the forefront of these developments.

In the long term (2041-2050), we expect net-zero policies and whole-life carbon assessments to be embedded across the industry. We will align product strategy, supply chains, and operations with this transition. Working closely with manufacturers and policymakers, we will contribute to shaping the future of sustainable building materials. As the regulatory and market landscape continues to evolve, we are committed to remaining a trusted supplier and strategic partner for our customers, ensuring our portfolio meets the sustainability standards of the future.



b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.

Risk & Opportunity	Time frame	Description	Potential Financial Impacts	Mitigation
Risk	Short/ Medium	Potential carbon taxation impacting operational costs and compliance requirements. Transition – Policy & Legal	Higher compliance costs; risk of carbon pricing increasing material costs.	Monitor regulatory developments, engage in industry lobbying, and ensure accurate carbon reporting.
Risk & Opportunity	Short	Increased pressure to provide transparent Scope 3 carbon data to customers, plus possible legislation coming. Transition – Policy & Legal	Possible impact if not mitigated by better carbon assessment. Competitive differentiation in market.	Strengthen Scope 3 carbon measurement and reporting processes (partnership excellence). Lobby for better assessment of carbon in building (lifetime assessment). Develop new product lines.
Risk	Short/ Medium	Uncertainty around Future Homes Standard & other regulations: Shifts in product demand; hard to predict (including solar/heat pumps etc). Transition – Policy & Legal	May create revenue opportunities but also harder to forecast. Risk of over/under investment.	Stay engaged with policy bodies, maintain flexibility in product sourcing, and work with customers and industry as to anticipate likely changes.
Risk	Short/ Medium	Shifts in product design (larger) and sustainability requirements (packaging) are driving cost and logistics challenges. China's solar panel production has kept prices low, but supply constraints and policy changes could raise costs.	Rising logistics costs, with risk of product damage. Potential solar panel price increases and higher freight costs from China.	Optimise transportation efficiency through logistics planning. Monitor global supply chain shifts and diversify sourcing.
Opportunity	Short/ Medium/ Long	Opportunities in the annual UK retrofit market. Transition – Market	More potential in an expanding market, risk of underutilisation if we don't position ourselves effectively.	TSL and Topek already active. Investigate potential to provide retrofit products and services and position Brickability as a key supplier in this market. Requires strategic positioning.
Risk & Opportunity	Medium/ Long	Circular economy and waste reduction expectations: Market demand for sustainable packaging, recyclability, and material lifecycle tracking. Transition – Market	New customer expectations requiring adjustments in packaging and supply chain.	Explore sustainable alternatives and increase collaboration with supply chain partners.
Risk	Short/ Medium	Extreme weather events affecting production and logistics (clay brick/timber). Also delays in supply and fitting (safety). Physical – Acute & Chronic	Lack of product; increased production costs and potential delivery and fitting disruptions.	Enhance supply chain resilience through multi-location sourcing.
Risk	Short/ Medium	Products need to be more robust due to weather impact and evolving engineering requirements. Warranties may be insufficient.	Higher product and warranty costs to meet new standards. Risk of supply chain disruption if existing products don't comply.	Work closely with suppliers to ensure compliance, source weather-resilient materials, and stay ahead of engineering regulation changes. Assess warranty exposure.
Risk	Short/ Medium/ Long	Unknown future geopolitical situation with the new Trump administration, potential global trade disruptions, and shifting energy market dynamics. Uncertainty on future of ESG.	Potential for increased tariffs, supply chain restrictions, or shifting trade policies.	Maintain ESG strategy flexibility, continue customer engagement to track sentiment shifts, and ensure our sustainability positioning aligns with both regulatory and market expectations.

c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

This year, we have continued to assess the resilience of our strategy against different climate pathways, considering both regulatory and market responses alongside physical climate risks.

Scenario	Regulatory Changes	Market Shifts	Physical Impacts
2°C or Lower	Stringent carbon reduction requirements.	Increased demand for circular economy and low-carbon products.	Moderate, managed through proactive adaptation.
4°C	Late or abrupt regulatory responses.	High volatility in market demand.	Severe, frequent weather events disrupting operations.

2°C or Lower Scenario: This scenario assumes successful global efforts to limit warming, with stringent carbon reduction policies and a significant shift towards sustainable materials. Stricter regulations on embodied carbon and sustainability reporting would require businesses to demonstrate transparency and measurable carbon reductions across supply chains. Market demand would favour low-carbon and circular economy solutions, accelerating the transition to alternative materials and product innovation.

Strategic Adaptation: Brickability is well positioned for this transition. Clay bricks provide a durable, low-maintenance, and long-lasting building material, offering whole-life carbon benefits that many alternatives lack. Their centuries-long lifespan and reusability make them a sustainable choice in a circular economy. Alongside this, we are expanding our portfolio of low-carbon products, including renewable energy solutions, insulation, and energy-efficient building materials, to meet evolving regulatory and customer expectations. Brickability continues to work with manufacturers to develop lower-carbon production methods while ensuring supply chain resilience as policies shift towards stricter environmental requirements.

4°C Scenario: A failure to meet global climate targets would result in higher physical risks, unpredictable regulations, and volatile markets. Regulatory action could be delayed, but when implemented, it may be abrupt and disruptive, forcing businesses to adapt quickly. Market uncertainty would increase, with demand fluctuating as businesses react to sudden compliance requirements. Supply chains would also face more frequent disruptions from extreme weather events, impacting production and logistics.

Strategic Adaptation: Brickability's strategy remains adaptable in this scenario, ensuring its supply chain can respond to regulatory and market shifts while maintaining operational resilience. The Group's focus on logistics planning, supplier diversification, and business continuity measures is designed to mitigate potential risks and sustain long-term stability.

Resilience and Flexibility: We continue to build our understanding of climate-related impacts within our strategic planning process, ensuring we remain responsive to regulatory and market developments. Ongoing monitoring of environmental policy and industry trends allows us to adapt our approach as required. By strengthening engagement with stakeholders, supporting product innovation, and working with suppliers to improve sustainability across our portfolio, we aim to enhance our resilience and maintain a commercially focused response to evolving climate challenges.

3. Risk Management

a) Describe the organisation's processes for identifying and assessing climate-related risks.

Brickability Group continues to refine its approach to integrating climate-related risks within its broader risk management framework. This process considers both immediate and long-term risks, such as regulatory changes and physical climate impacts, ensuring they are assessed for their potential financial and operational implications.

Risk Identification and Assessment Process:

Identification	Assessment	Integration	Oversight and Reporting
The ESG Lead works closely with directors and key stakeholders to conduct environmental scanning, identifying both physical and transitional climate risks that could impact the business.	Climate-related risks are evaluated based on financial materiality, operational impact, and potential strategic implications for the Group. Reviewed with the ESG Committee.	Identified risks are embedded into the Group's wider risk management framework, ensuring a consistent and structured approach to climate risk management.	Risk review by the Board is now more frequent, ensuring risk is considered in key decision-making processes at the highest level.

Future Plans:

In 2025, we will further develop our ongoing materiality assessment process, ensuring that climate risks are continually monitored and prioritised.

We will continue to enhance the integration of climate-related risks within Board committees, ensuring governance remains robust as disclosure expectations evolve.

b) Describe the organisation's processes for managing climate-related risks.

Brickability continues to develop its approach to managing climate risks, ensuring they are assessed within commercial and regulatory priorities. The Group's ESG Strategy, Together for the Future, remains central to this, supporting operational improvements and reinforcing the long-term durability and whole-life carbon benefits of clay bricks. Alongside this, we are expanding our low-carbon product portfolio to align with market demand.

Risks are prioritised based on their potential impact on sales, with an increasing focus on regulatory developments and changing customer expectations. As climate risk assessment and governance processes evolve, our management approach will continue to adapt to ensure a commercially focused response.

c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.

Brickability continues to integrate climate risk considerations into its wider risk framework, ensuring they are assessed alongside other strategic business risks. Engagement with the Board and senior leadership has increased, strengthening governance and oversight of climate-related risks.

The Group monitors potential climate-related impacts, including extreme weather and supply chain disruptions, as part of its broader resilience planning. Risk management processes will continue to develop in line with regulatory requirements, investor expectations, and best practices in corporate governance, ensuring climate-related risks are considered proactively and commercially in strategic decision-making.

4. Metrics and Targets

a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.

See table below (4c).

b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.

Our Scope 1 and 2 emissions are recorded on page 26. In response to growing customer demand for carbon data, we have expanded Scope 3 reporting, focusing mainly on product and freight emissions. Scope 3 trials are informing the development of our IT system, to be rolled out over the next 18–24 months, aiming to provide integrated Scope 3 measurement. This aligns with our goal of being a brilliant supplier, ensuring we remain the supplier of choice in a market where accurate carbon data is increasingly critical to customers.

c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.

Category	Metric Description	Target	Progress	Linked Climate Risk/ Opportunity
GHG Emissions Scope 1 and 2	Absolute tonnes of CO2 equivalent and per £ of revenue (Scope 1 and 2).	Achieve net-zero carbon emissions in sales operations by 2030 and across the supply chain by 2050.	Carbon intensity reduced to 6.41 tCO_2e per £1m turnover in 2025, down from 7.23 in 2024	Transition risks due to regulatory changes requiring lower emissions and customer expectations.
Renewable Energy Usage	Proportion of energy derived from renewable sources.	All owned sites to be powered by renewable energy by 2030.	34% now on green tariffs.	Mitigates transition risks by decreasing dependency on non-renewable energy sources.
		75% of leased sites to be powered by renewable energy by 2030.	Current status to be assessed to determine how many are already on green tariffs.	
Energy Efficiency	Energy consumption per unit of output.	Improve energy efficiency by 15% by 2030.	ESOS Action plan submitted to EA. Rollout April 25.	Addresses regulatory and market risks related to energy consumption and carbon pricing.
Water Usage	M^3 of water used across all sites.	No metric- water usage is low.	Continued resource awareness training as part of ESOS action plan.	Physical risk management.
Waste Management	% avoidable waste. % waste to landfill.	Zero avoidable waste. Zero waste to landfill.	Progress continues on waste assessment in each business to set KPIs.	Opportunity to improve environmental stewardship. Regulatory risks waste management practices.
Scope 3 Emissions	Total Scope 3 emissions.	Net Zero Carbon by 2050.	Scope 3 measurement enhanced. Scope 3 measurement trials now confirmed.	Possible regulatory requirements for full scope reporting in the future. Customer expectations of improved data. Stakeholder Management.

The Strategic Report on pages IFC to 34 was reviewed and approved by the Board on 14 July 2025.

Frank Hanna
Chief Executive Officer

Corporate Governance

Board of Directors

The Board oversees the growth, strategic development and governance of the Group. It is formed from representatives of various stakeholders and brings together both investment and operational expertise.

JOHN RICHARDS
Non-Executive Chairman

John joined the building materials industry after serving a graduate traineeship with the Delta Engineering Group. He served at Ibstock Brick for 31 years as Sales and Marketing Director, Director and General Manager and as Managing Director of several of the group's subsidiaries.

John also serves as Chairman of JR and M Investments, a supplier of finance to contractors, and is a Director of Birmingham Moseley Rugby Club.

John joined the Board on 6 March 2018 as Chairman.

Committee membership:

N

FRANK HANNA
Chief Executive Officer

Frank took up his position as Chief Executive Officer of Brickability Group PLC on 15 April 2024.

He has over 35 years of experience in the brick industry.

Frank previously spent over 14 years at Michelmersh Brick Holdings plc, of which he served as joint Chief Executive for 8 years, where he oversaw the significant growth of the business through a series of strategic acquisitions.

Frank joined Freshfield Lane Brickworks ("FLB") in 1991 before it was acquired by Michelmersh in 2010. He was appointed to the Board of FLB in 1996 as Sales & Technical Director before becoming a shareholder in 2000. Before that, Frank was at Lesser D&B and Hanson Brick Ltd.

He is highly regarded in the brick industry, having previously chaired both the Brick Federation and the Promotional Working Party within the Brick Development Association. He has also served as a main Board member of the Brick Development Association.

MIKE GANT
Chief Financial Officer

Mike is a Chartered Management Accountant with an MBA from Nottingham Business School who joined the Board in 2021. Prior to joining, he served as Group CFO at Walker Greenbank plc.

Mike is a highly experienced CFO and brings a breadth of financial, strategic and M&A experience to the Group from his previous roles at Bass plc, Marstons plc, Geest plc, Constellation Brands Inc, Britvic plc and Walker Greenbank plc.

Mike joined the Board on 30 April 2021.

CLIVE NORMAN
Non-Executive Director

Clive has over 30 years' experience in the radiator import and service business throughout both Europe and the UK.

As the former Vice-President of Delonghi Heating and CEO of Ferroli, a commercial producer of boilers, radiators, towel rails and air conditioning, he oversaw sales growth to substantial numbers.

Clive joined the Board on 6 March 2018 and retires from it at the 2025 AGM.

Committee membership:

N

Committee Key:

- Committee Chair
- A Audit & Risk Committee Member
- N Nomination Committee Member
- R Remuneration Committee Member

DAVID SIMPSON

Independent Non-Executive Director

David, an Accountant by profession, has significant experience in the housebuilding sector, having worked with luxury home developer, Millgate, for over 17 years, including as Managing Director for nine years.

He was appointed to the Executive Committee Board of Countryside Properties plc from 2014 to 2018, following its merger with Millgate.

David joined the Board on 3 July 2019.

Committee membership:

A N R

SUSAN MCERLAIN

Independent Non-Executive Director

Susan had an executive career spanning 35 years, advising listed companies and other organisations across many sectors, most notably in the industrial sector. She founded, grew and sold Square Mile Communications Limited, a successful communications and investor relations business. More recently, Susan acted as a Corporate Affairs Director for FTSE 250 company Ultra Electronics plc until 2019.

Susan has been a Non-Executive Director since 2020. She joined the Board of AIM listed company Dewhurst Group plc in 2021 and is currently a member of both its Audit and Remuneration Committees.

Susan joined the Board on 9 May 2022.

Committee membership:

A N R

SHARON DALY

Independent Non-Executive Director

Sharon has more than 25 years' experience, predominantly in sales and marketing, international expansion and business development roles within the Healthcare sector.

Sharon co-founded the Venture Life Group and, in 2014, was part of the management team that completed its IPO onto AIM, part of the London Stock Exchange. Sharon was the Chief Commercial Officer and Board Director during her 13-year tenure; she retired from the Board in August 2023.

On 1 January 2024, Sharon was appointed as an Independent Non-Executive Director of Warpaint London plc, and on 5 July 2024, Sharon was appointed as an Independent Non-Executive Director of Gear4music (Holdings) plc.

She qualified from Lancaster University in 1996 with a BSc degree in Marketing and gained her MBA (with distinction) in 2005.

Sharon joined the Board on 6 September 2022.

Committee membership:

A N R

KATIE LONG

Independent Non-Executive Director

Katie has over 15 years' experience working within a UK listed company environment supporting organisations with the execution of their M&A growth strategies, as well as being an AIM-listed director and CFO with responsibility for financial reporting, risk management, and the design and implementation of corporate governance structures.

In 2012 Katie co-founded Tessera Investment Management, a strategic advisory firm where she remains a Director, and prior to this, was an Investment Manager at Marwyn Capital between 2008 and 2012 where she led and managed a number of listed equity investments. Katie started her career at EY and qualified as a chartered accountant in 2002. She is a member of the Chartered Accountants Australia and New Zealand, and the ICAEW. Katie is also a Non-Executive Director of a VC-backed technology company and a member of its remuneration committee.

Katie joined the Board on 1 May 2025. Katie was appointed as a member to each of the Board Committees on 9 July 2025.

Committee membership:

A N R

Group Senior Leadership Team

FRANK HANNA
Chief Executive Officer

See bio in previous section.

MIKE GANT
Chief Financial Officer

See bio in previous section.

PAUL HAMILTON
Managing Director of the Distribution Division

Paul has over 20 years' experience in the heating and building supplier market. He joined the Towelrads business in 2004 and became a shareholder and Director in 2008. Paul has overseen the growth of the Towelrads business from sales of less than £1 million to over £25 million a year. He led a management buyout of the Towelrads business in 2016 and was a founder of DSH Flooring.

KENNY HIRST-SEWELL
Group Managing Director of the Taylor Maxwell Group within the Bricks and Building Materials Division

Kenny began his career in the construction industry in 2011, gaining a wealth of experience in the sourcing, specification and supply of brick and masonry materials.

Joining Taylor Maxwell as a Senior Sales Executive in 2016, Kenny has quickly progressed through to Regional Business Manager, Sales Director, Managing Director of Taylor Maxwell & Co Ltd, and more recently, Group Managing Director of the Taylor Maxwell Group (which includes TM Timber) in November 2024.

RICHARD COSGROVE
Managing Director within the Bricks and Building Materials and Importing Divisions

Richard's career in the construction industry began in 2006 working for a brick specialist Builders' Merchant, developing his skills and experience in both merchant and specification sales in brick, masonry products and cladding systems. In 2016 Richard joined specialist brick importer The Bespoke Brick Company as Sales Director, then latterly became Commercial Director.

Post acquisition of The Bespoke Brick Company, Richard was endorsed to become Group Sales Director for the Brick Division in 2022 before being promoted to Managing Director in 2024 and his role expanded to cover the Importing Division following the retirement of Andy Wilson.

The Senior Leadership Team is responsible for the day-to-day operations of the Group. The members are drawn from key managers within individual Group businesses.

DOUGLAS BRYCE

Managing Director of the Contracting Division

Douglas has over 24 years' experience in Façade, Roofing and Renewable markets, having joined the industry from high school in 2000. He first gained experience in Curtain Walling at Systems Aluminium Ltd, a subsidiary of Group Topek Holdings, before moving into its Roofing and Façade business Topek Limited, later purchasing the Group from its founder in 2012.

During his 11 years of co-ownership with partner Chris McCrory, Topek became the market leader in its sector continuing to diversify successfully and create solutions for its clients. A specialist FM provider, TEAM Ltd, was formed in 2017 and sold by Douglas in 2021. In 2023 Group Topek Holdings was purchased by Brickability and Douglas is delighted to continue his custodianship as Managing Director.

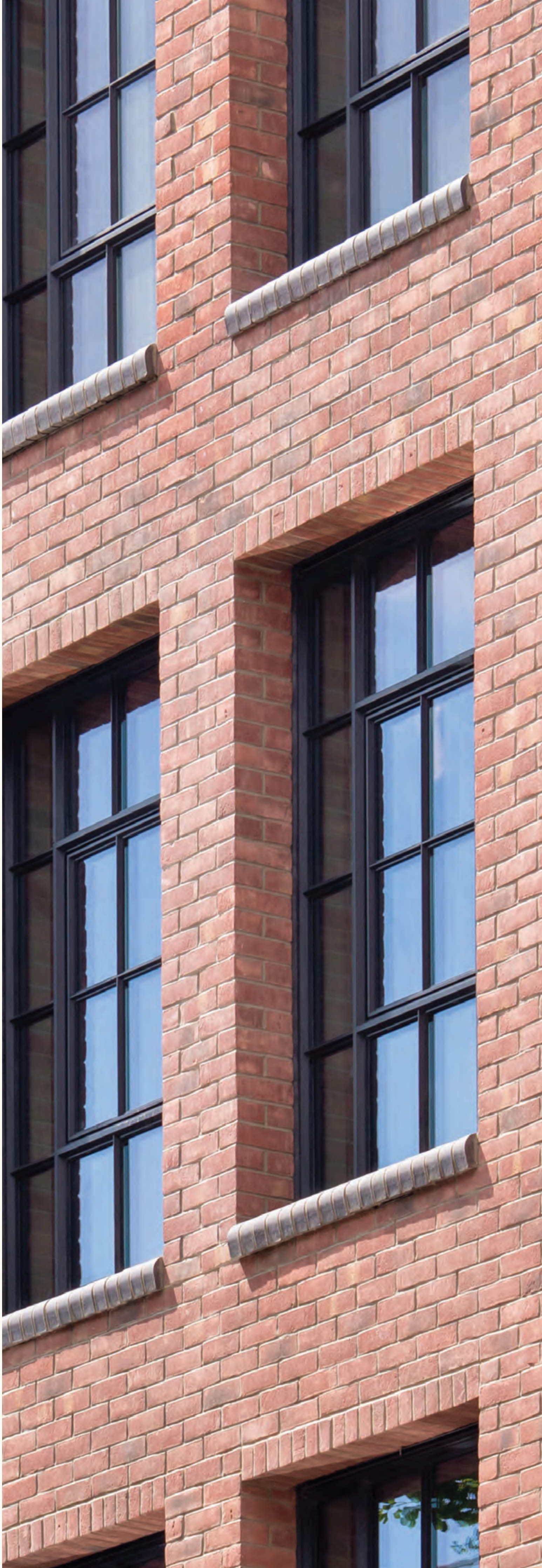
Corporate Governance Statement

As Chairman of the Company, I have pleasure in presenting the Corporate Governance Statement for the financial year ended 31 March 2025.

The QCA Corporate Governance Code 2023 ("QCA Code")

The Board is collectively responsible to the shareholders of the Company for the effective oversight and long-term success of the Company. The Board believes that sound governance is fundamental to this and has followed the QCA Corporate Governance Code since its admission to AIM.

However, the Board recognises that corporate governance is not a static process and that there is a need to ensure that policies and practices are kept under review to ensure that the Company meets the required standards, and that this area develops in line with the growth and overall strategic plans for the Group. The Board considers that the policies, procedures and relevant systems which have been implemented to date have given us a firm foundation for our governance structure.



The new QCA Code which was introduced in November 2023 and which became effective for the Company to report against in this financial year is split into three sections and ten principles. How the Company has complied with the QCA Code is set out in the table below:

Principles of the QCA Code	How the Company has complied
Deliver Growth	
1. Establish a purpose, strategy and business model which promotes long-term value for shareholders. **2.** Promote a corporate culture that is based on ethical values and behaviours. **3.** Seek to understand and meet shareholder needs and expectations. **4.** Take into account wider stakeholder and social and environmental responsibilities, and their implications for long-term success. **5.** Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation.	The Board has collective responsibility for setting the strategic aims and objectives of the Group. Our strategy is articulated on page 9 and on our website. The Company operates an open and inclusive culture and this is reflected in the way that the Board conducts itself. In the course of implementing our strategic aims, the Board takes into account expectations of the Company's shareholders by meeting with them on a regular basis. How we engage with our key stakeholder groups is stated on page 24. The Company's website has an ESG page which gives further details. This can be found at www.brickabilitygroupplc.com/esg. The Board also has responsibility for the Group's internal control and risk management systems. The Board reviews the risks faced and ensures the mitigation strategies in place are the most effective and appropriate to the Group's operations. Further detail on risk management is included in the Principal Risks and Uncertainties section on pages 18 to 19.
Maintain a dynamic management framework	
6. Establish and maintain the Board as a well-functioning, balanced team led by the Chairman. **7.** Maintain appropriate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills and capabilities. **8.** Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement. **9.** Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture	As Chairman, I regularly consider the operation of the Board as a whole and the performance of the Directors individually. The Directors have the necessary up-to-date experience, skills and capabilities required for the Board and to oversee the management of the Company. All appointments to the Board are on merit, but with due consideration to the need for diversity on the Board. Such appointments are made to complement the existing balance of skills and experience on the Board. An internal evaluation of the Board is normally undertaken each year and the feedback shared with the Board. This year, the Board focused on implementing the actions agreed from the previous year's performance review. Due to a number of planned Board changes, a formal evaluation was not carried out in 2024/25. The Board anticipates a full evaluation (internally or by an external expert) will be carried out in the next financial year and reported on in the 2026 Annual Report. The Company has been including a remuneration report in its Annual Reports since listing on AIM. The remuneration policy has been included within that report for shareholders to review. The Company is currently reviewing the policy and will put it to a shareholder vote at the 2026 Annual General Meeting.
Build trust	
10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.	The Board will continue to monitor its application of the QCA Code and revise its governance framework as appropriate as the Group evolves. The Board recognises the importance of maintaining regular dialogue with institutional (both existing and potential) and retail shareholders to ensure that the Group's strategy is communicated and to understand the expectations of our shareholders.

Composition and independence of the Board

During the financial year the Board consisted of seven Directors: the Non-Executive Chairman, two Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors.

Details of each Director's experience and background are given in their biographies on pages 36 to 37. Their skills and experience are relevant and cover areas including building materials, financial management and control, corporate governance, legal, mergers and acquisitions, communications and marketing.

Appointments to the Board and re-election

The Board has delegated the tasks of reviewing Board composition, searching for appropriate candidates and making any Board or Committee appointment recommendations to the Nomination Committee. Further details on the role of the Nomination Committee may be found on page 45.

All Directors will offer themselves for annual re-election at the AGM, in accordance with best practice in corporate governance, with the exception of Clive Norman who will be stepping down as a Director after the conclusion of the AGM. The Board considers all Directors to be effective and committed to their roles.

Post the financial year-end, Katie Long was appointed as an Independent Non-Executive Director on 1 May 2025. Katie brings additional finance experience to the Board through her previous roles where she was responsible for financial reporting and risk management. Katie is a member of the Chartered Accountants Australia and New Zealand and the ICAEW. Katie started her career at EY. Katie will stand for election at the AGM and her biography can be found on page 37.

How the Board works

The Board has overall responsibility for the Company's purpose, strategy, business model, performance, capital structure, approval of key contracts and major capital investment plans, the framework for risk management and internal controls, governance matters and engagement with shareholders and other key stakeholders.

The Board remains committed to understanding the needs of our shareholders and the wider stakeholders and it always considers how the Board's decisions impact them in the longer term. In the Section 172(1) Statement on page 24 we explain who the key stakeholders are and how the Directors engage with them. The Board's full responsibilities are set out in a formal schedule of matters reserved for its decision.

Board meetings

The Board has an established schedule of meetings throughout the year, with additional meetings convened when required. Directors also have a monthly call to discuss a variety of issues between formal meetings. The Board addresses several recurring items at each Board meeting, including operational and financial performance updates and acquisitions. The Directors maintain a dialogue between Board meetings on a variety of matters.

The table below sets out the attendance record of individual Directors at the scheduled Board meetings held during the financial year:

Director	Board Meetings
John Richards	6/6
Frank Hanna	6/6
Mike Gant	6/6
Clive Norman	6/6
David Simpson	5/6
Susan McErlain	6/6
Sharon Daly	6/6

Division of responsibilities

The Chairman and Chief Executive Officer have separate, clearly defined roles. The Chairman leads the Board and is responsible for its overall effectiveness in directing the Company, and the Chief Executive Officer is responsible for implementing the Group's strategy and for its operational performance. The Executive Directors are full-time employees of the Company and have entered into service agreements with the Company.

Non-Executive Directors

Each of the Non-Executive Directors has entered into a letter of appointment with the Company, which set out the duties of the Director and commitment expected. They are expected to commit at least 20 days per annum to their role and are specifically tasked with:

- bringing independent judgement to bear on issues put to the Board;
- applying their knowledge and experience in considering matters such as strategy, company performance, use of resources and standards of conduct; and
- ensuring high standards of financial probity and corporate governance.

How the Board operates

The Board is responsible for:

- developing Group strategy, business planning, budgeting and risk management;
- monitoring performance against budget and other agreed objectives;
- setting the Group's values and standards, including policies on employment, health and safety, environment and ethics;
- relationships with shareholders and other major stakeholders;
- appointment of key advisers to the Company;
- determining the financial and corporate structure of the Group (including financing and dividend policy);
- major investment and divestment decisions, including acquisitions, and approving material contracts; and
- Group compliance with relevant laws and regulations.

The Board retains control of certain key decisions through the schedule of matters reserved for the Board. It has delegated other matters, responsibilities and authorities to its Board Committees, details of which are stated later in this report. Anything falling outside of the schedule of matters reserved or the Committees Terms of Reference falls within the responsibility and authority of the Chief Executive Officer, including all executive management matters.

An agenda and accompanying detailed papers, covering key business and governance issues are circulated to the Board in advance of each Board meeting. At each meeting, the Board reviews comprehensive financial and trading information produced by the management team and considers the trends in the Company's business and its performance against strategic objectives and plans.

All Directors are expected to attend each meeting of the Board and any Committees of which they are members, and to devote sufficient time to the Company's affairs to fulfil their duties as Directors. Where Directors are unable to attend a meeting, they are encouraged to submit any comments to be considered at the meeting to the Chairman in advance to ensure that their views are recorded and taken into account during the meeting.

Directors are encouraged to question and voice any concerns they may have on any topic put to the Board for debate. The Board is supported in its work by Board Committees, which are responsible for a variety of tasks delegated by the Board. There is also a Senior Leadership Team composed of the Chief Executive Officer, Chief Financial Officer and those members of the senior management team whose responsibilities are to implement the decisions of the Board and review the key business objectives and status of projects.

The main activities of the Board during the year

There are a number of standing and routine items included for review on each Board agenda. These include operational reports, financial reports, governance and investor relations updates. In addition, key areas put to the Board for consideration and review included:

- approval of annual and half-year reports and financial statements;
- consideration and approval of dividends;
- review and approval of budget;
- review against and implementation of strategy;
- approval to exit the Group's German tile manufacturing joint venture;
- approval to establish an Employee Benefit Trust;
- review of IT strategy;
- review of Nominated Adviser and Broker; and
- appointment of independent Non-Executive Director.

Board Committees

The Board delegates certain responsibilities to its three main Committees, so that it can operate efficiently and give an appropriate level of attention and consideration to relevant matters. The Company has an Audit & Risk Committee, a Remuneration Committee, and a Nomination Committee, all of which operate within a scope and remit defined by specific terms of reference determined by the Board. Details of the operation of the Board Committees are set out in their respective reports. All of the Board Committees are authorised to obtain, at the Company's expense, professional advice on any matter within their Terms of Reference and to have access to sufficient resources in order to carry out their duties. The Company also has a Disclosure Committee which meets as and when required.

Board and Committee Performance Reviews

I consider the operation of the Board and the performance of the Directors on an ongoing basis as part of my duties and will bring any areas of improvement I consider are needed to the attention of the Board. This year, I felt it was important to focus on implementing the actions that arose from the previous performance reviews. Due to a number of planned Board changes as part of a Board composition review, the Board felt it would be more appropriate to carry out a full evaluation of the Board and Committee performance in the next financial year, once the Board composition was stable. The results of the next review will be reported in the 2026 Annual Report. The Board intends to continue to carry out Board performance reviews on an annual basis.

External advisors

During the financial year, the Board sought advice on various matters from both its Nominated Advisers, Peel Hunt LLP and Cavendish Capital Markets Limited, plus other advisers, as appropriate. The Board also sought remuneration advice from h2glenfern during the financial year. The Board also received advice and services from Prism Cosec Limited, the Company Secretary.

Development, information and support

Directors keep their skillset up to date with a combination of attendance at industry events, individual reading and study, and experience gained from other Board roles. The Company Secretary ensures the Board is aware of any applicable regulatory and governance changes and developments and updates the Board as and when relevant. Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense. Directors also have direct access to the Company Secretary. The Company Secretary supports the Chairman in ensuring that the Board receives the information and support it needs to carry out its roles.

Conflicts of interest

Under the Company's Articles, the Directors may authorise any actual or potential conflict of interest a Director may have and may impose any conditions on the Director that are felt to be appropriate. Directors are not able to vote in respect of any contract, arrangement or transaction in which they have a material interest and they are not counted in the quorum. A process is in place to identify any of the Directors' potential or actual conflicts of interest.

Accountability

The Company has in place a system of internal financial controls commensurate with its current size and activities, which is designed to ensure that the possibility of misstatement or loss is kept to a minimum. These procedures include the preparation of management accounts, forecast variance analysis and other ad-hoc reports. There are clearly defined authority limits throughout the Group, including matters reserved specifically for the Board.

Risk management and internal control

Risks throughout the Group are considered and reviewed on a regular basis. Risks are identified and mitigating actions put into place as appropriate. Principal risks identified are set out in the Strategic report on pages 18 to 19. Internal control and risk management procedures can only provide reasonable and not absolute assurance against material misstatement. The internal control procedures were in place throughout the financial year and up to the date of approval of this report.

Financial and business reporting

The Board seeks to present a fair, balanced and understandable assessment of the Group's position and prospects in all half-year, final and any other ad-hoc reports, and other information as may be required from time to time. The Board receives a number of reports, including those from the Audit & Risk Committee, to enable it to monitor and clearly understand the Group's financial position.

Annual General Meeting (AGM)

This year's AGM will be held on Tuesday 16 September 2025. The Notice of Annual General Meeting is available on the Company's website at www.brickabilitygroupplc.com. Separate resolutions are provided on each issue so that they can be given proper consideration, and all shareholders are encouraged to submit their votes.

John Richards
Chairman

14 July 2025

Report of the Nomination Committee

Committee Chair

John Richards

Other Members

Sharon Daly, Susan McErlain, Clive Norman, David Simpson

Meetings and attendance

The Committee meets as and when required with the Chief Executive Officer invited to attend meetings as and when appropriate. There were two Nomination Committee meetings held during the financial year. The following table sets out individual attendance by members:

Member	Meetings attended
John Richards, Chairman	2/2
Clive Norman[1]	1/2
David Simpson[1]	0/2
Sharon Daly	2/2
Susan McErlain	2/2

[1] When unable to attend meetings due to a diary clash, Committee members are briefed beforehand and provide their comments to the Chairman so that all views are considered. David Simpson was involved in the recruitment of the new Non-Executive Director, meeting prospective candidates and provided feedback to the rest of the Committee members accordingly.

All members of the Committee are Non-Executive Directors of the Company.

As Chairman of the Nomination Committee ("the Committee") I am pleased to present the report of the Committee for the financial year ended 31 March 2025.

Duties

The Duties of the Committee are set out in the Terms of Reference which are available for inspection on the Company's website at www.brickabilitygroupplc.com. The terms of reference are subject to an annual review by the Committee.

As well as considering succession planning for the Board, the Committee also considers succession planning for senior executive positions. The Committee considers gender and diversity, amongst other factors, when reviewing potential candidates for Board and other senior management positions and determining their suitability for such positions.

Search for a new Independent Non-Executive Director

In addition to reviewing the progress of changes to the senior management team implemented by the new CEO, the Committee undertook a search for a new independent non-executive director.

This was as a result of Clive Norman stating his intention to not stand for re-election as a Director at the September 2025 Annual General Meeting. The opportunity was taken to recruit a new director with additional financial experience to bolster the Board's skill set and to provide optionality for future succession planning.

Utilising the comprehensive network of potential non-executive directors known by the Company's broker and by the Company's own directors, a number of potential candidates were identified. These were shortlisted to two candidates who then met with each member of the Board individually. Subsequently, each Board member provided their views and impressions to the Committee.

After due discussion, the Committee considered that Katie Long was the preferred candidate and made the recommendation to the Board for her appointment. I am pleased to announce that Katie was appointed as an Independent Non-Executive Director to the Board on 1 May 2025. Katie's biography can be found on page 37 and I have welcomed Katie to the Board in my Chairman's statement on page 3.

When Clive steps down as a director in September 2025, I am pleased to say that our gender balance on the Board will be a male to female ratio of 4 to 3 (43%) respectively. The Board has benefited greatly from the skills, insights and perspectives that everyone brings to the Board's discussions.

By order of the Board

John Richards
Chairman of the Nomination Committee

14 July 2025

Report of the Audit & Risk Committee

Committee Chair

David Simpson

Other Members

Susan McErlain

Sharon Daly

Committee Members, Independence and Meeting Attendance

The Committee was composed of three Non-Executive Directors during the year, all of whom are considered independent by the Board within the meaning of the QCA Code. David Simpson is considered to be the financial expert on the Committee.

There were four Audit & Risk Committee meetings held during the financial year. The following table sets out individual attendance by members:

Member	Meetings attended
David Simpson, Chair	4/4
Susan McErlain	4/4
Sharon Daly	4/4

As Chair of the Audit & Risk Committee ("the Committee"), I am pleased to present the report of the Committee for the financial year ended 31 March 2025.

Duties Undertaken During the Year

The Duties of the Committee are set out in the Terms of Reference which are available for inspection on the Company's website at www.brickabilitygroupplc.com. The terms of reference are subject to an annual review by the Committee. Specifically, the Committee performed the following duties during the financial year:

Duties	How performed during the year
Financial Reporting	
The Committee must monitor the integrity of the financial statements of the Group.	The Committee reviewed the interim and full-year financial statements, together with the full-year Annual Report, recommending their approval to the Board. The Committee reviewed and approved the Going Concern statement.
The Committee shall review all significant financial reporting issues and all judgements which they contain.	The Committee reviewed the key audit matters raised by the external auditor, together with the key judgements raised by the management team. These were discussed in depth by the Committee, together with management and BDO. The Committee agreed that the audit matters and significant adjustments were appropriate.
Risk Management and Internal Controls	
The Committee determines and reviews the Group's risk profile, including the nature and extent of significant risks that the Group is willing to take in achieving its strategic objectives.	The risk management report, together with the principal risks and uncertainties can be found on pages 18 to 19.
The Committee shall keep under review the scope, adequacy and effectiveness of the Group's internal financial controls, internal control and risk management systems.	The Committee reviewed the Group's internal financial controls on behalf of the Board to ensure that they were still appropriate. For FY25, the Board as a whole undertook more reviews of the risk management systems to ensure that all directors had the opportunity to understand the progress being made in this area. The Group does not have an internal audit department. The Committee keeps this under review but at present believes that the need for such a department is not yet warranted.
Whistleblowing and Anti-Bribery	
The Committee shall review the scope, adequacy and effectiveness of the Group's arrangements for its employees and, if appropriate, contractors to raise concerns about possible wrongdoing in financial reporting or other matters.	The Group has in place a whistleblowing policy, which sets out the formal process by which an employee of the Group may, in confidence, raise concerns about possible improprieties in financial reporting or other matters. No concerns were raised during the year.
The Committee shall review the Group's systems and controls for the prevention of bribery and corruption and receive reports of non-compliance.	The Group has in place an anti-bribery and corruption policy which sets out a zero-tolerance position and provides information and guidance to those working for the Group on how to recognise and deal with bribery and corruption matters. The Committee relies upon assurances from senior management in satisfying itself that the current policy is operating effectively. The Committee is satisfied that the policy in place has been operating effectively during the year.

Other matters reviewed during the year:

- Management's Going Concern review
- Review of the external auditor's effectiveness
- FRC Audit Quality Review and Supervision Report on BDO

Significant Account Estimates and Judgements Considered by the Committee

The Committee reviews accounting papers prepared by management that provide details of significant financial reporting issues, together with reports from the external Auditor prepared in conjunction with the half and full-year results.

The key judgements and estimates considered by the Audit and Risk Committee in respect of the financial year ended 31 March 2025 are set out in the following table:

Key judgement and estimate identified	How it was dealt with
Other items	
Other items are disclosed separately in the financial statements where management consider it necessary to aid with understanding the performance of the Group. Other items presented in the Consolidated Statement of Profit or Loss and Other Comprehensive Income are outlined in note 14 and defined in note 3.22.	Judgement is required in determining which items are deemed to be significant in nature and/or not in relation to the Group's underlying trading operations and thus included within other items. Other items are considered and discussed regularly by the Group finance team. The Committee reviewed the other items and rationale for their inclusion as well as noting feedback on their inclusion from the Group's external Auditor. Following review, the Committee concurred with management's approach and categorisation of other items.
Contract accounting	
Revenue on long-term construction contracts is measured using an output method under IFRS 15 by reference to approved customer surveyor valuations.	Contracts are regularly reviewed on an individual basis, with each phase of a project undergoing an evaluation for potential risks which may impact contract variations and the subsequent revenue recognised or costs accrued. Judgement is required in identifying the performance obligations within each contract, assessing progress towards satisfaction of those performance obligations and determining the associated transaction price. Significant review of the contract accounting processes was undertaken following the acquisitions in the year ended 31 March 2024. The Committee discussed and reviewed the findings with the Group finance team and concluded that appropriate controls were in place to ensure that the judgements applied were reasonable.
Provisions	
Provisions are included in the accounts in respect of defect and warranty provisions within the Contracting division.	Defect provisions are based on claims brought to the Company by the customer and the knowledge that future claims may arise for a warranted period after sale. Management judgement is necessary to estimate these provisions due to their: (1) knowledge of the industry and historical outcome of past claims; and (2) ability to estimate the cost of rectification work. The Committee reviewed papers prepared by management outlining the key judgements and concurred with management's approach.
Fair value of contingent consideration	
Contingent consideration is recognised for those acquisitions where future consideration may be payable depending on certain results being met, such as meeting an EBITDA target.	The amount payable is calculated based on the terms of the contract and future forecast results. Judgement is therefore required in order to prepare appropriate forecasts, based on management's knowledge of the market and industry, for the assessment of how much consideration may be payable. The Committee reviewed papers prepared by management outlining the key judgements, methodology and input assumptions used to determine the fair value, including growth rates applied to future cash flows and discount rates. Following review and discussion, and obtaining further explanation as required, the Committee concurred with management's conclusions.
Future cash flows	
Forecast cash flows underpin several key areas within the financial statements, including the Group's impairment reviews and contingent consideration calculations (see above). Goodwill is not amortised but instead reviewed for impairment annually.	Where indicators of impairment exist, such as an economic downturn, the potential impairment of other non-financial assets, such as intangibles and investments, is also considered. Key assumptions included within the impairment reviews are forecast revenues, Adjusted EBITDA, cash flows and discount rates. Annual budgets are reviewed and approved by the Board. The Committee reviewed papers prepared by management outlining the impairment model methodology and input assumptions, including future cash flows and discount rates. Following review and discussion, the Committee concurred with management's conclusions.

External Auditor

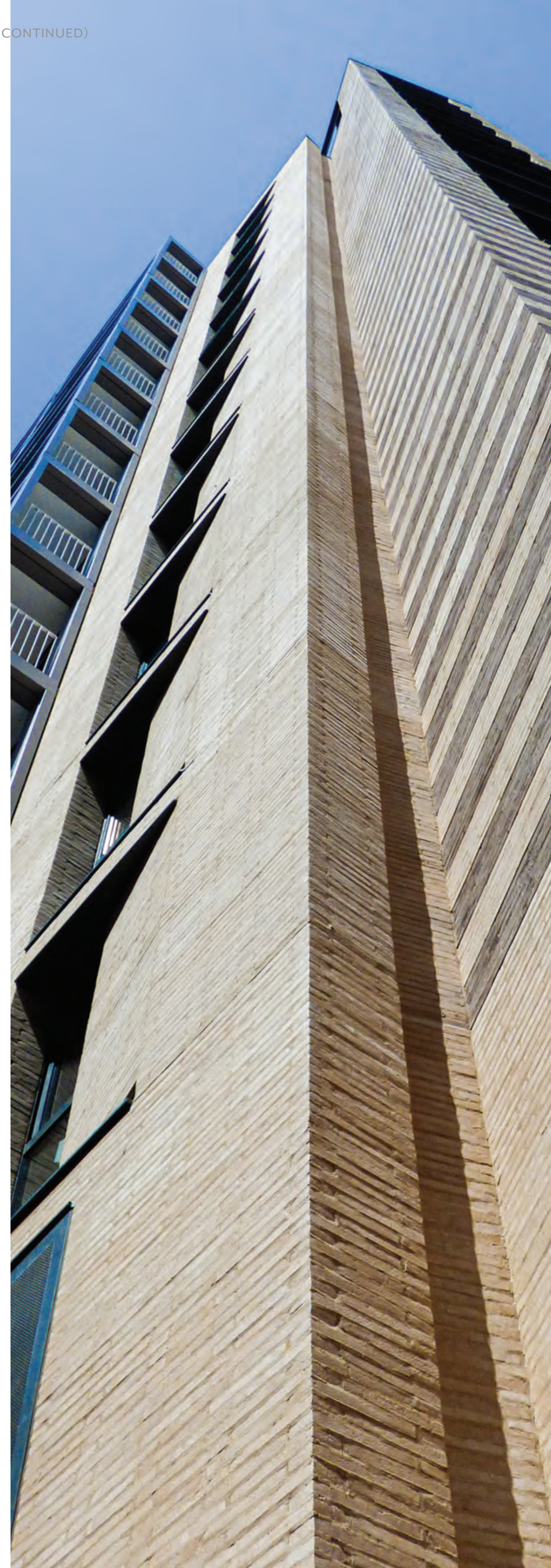
The Audit & Risk Committee owns the relationship with the external Auditor, BDO LLP, to ensure that Auditor independence and objectivity is maintained. As part of its review, the Committee monitors the provision of non-audit services by the external Auditor. The breakdown of fees between audit and non-audit services is provided on page 86 in note 9 to the financial statements. The non-audit fees for the year were £7,000 (2024: £20,000), which was in relation to a review of a bank covenant report.

Both management and the Committee Chair liaise with the Audit Partner throughout the year to ensure that if there are areas of significant risk, or other matters of audit relevance, they are regularly communicated. The external Auditor prepares a plan for its audit of the financial statements. The audit plan sets out the scope of the audit, areas to be targeted and the audit timetable. The plan is reviewed by the Committee. Following the audit, the Auditor presents their findings to Audit & Risk Committee for discussion. No major areas of concern were highlighted by the Auditor during the year.

Having reviewed the Auditor's independence and performance to date, the Committee has recommended to the Board that BDO LLP be re-appointed as the Group's Auditor and a resolution to this effect will be proposed at the forthcoming Annual General Meeting.

David Simpson
Chairman of the Audit & Risk Committee

14 July 2025



Report of the Remuneration Committee

Committee Chair

Sharon Daly

Other Members

David Simpson

Susan McErlain

Committee Members, Independence and Attendance

The Committee was composed of three Non-Executive Directors during the year, all of whom are considered independent by the Board within the meaning of the QCA Code.

There were three physical Remuneration Committee meetings held during the financial year. The following table sets out individual attendance by members. The CEO also attended the meetings as requested:

Member	Meetings attended
Sharon Daly, Chair	3/3
David Simpson	3/3
Susan McErlain	3/3

In addition to the physical meetings, there was regular email correspondence between the Committee Chair and members discussing matters and written resolutions approving decisions as and when required during the year.

As Chair of the Remuneration Committee ("the Committee"), I am pleased to present the report of the Committee for the financial year ended 31 March 2025.

Duties

The Duties of the Committee are set out in the Terms of Reference, which are available for inspection on the Company's website at www.brickabilitygroupplc.com. The Terms of Reference are subject to an annual review by the Committee.

Specifically, the Committee performs the following duties for the Company:

Duties	How they performed during the year
Remuneration	
The Committee shall be responsible for setting the remuneration policy of the Company and reviewing the ongoing appropriateness and relevance of the policy.	The Committee, together with h2glenfern Remuneration Advisory, its external consultant, reviewed and updated the remuneration policy to ensure that it met the needs of the Company, as well as comply with best practice. The new policy is summarised at the end of this report.
The Committee shall determine the total individual remuneration package for each Executive Director.	The Committee reviewed and approved the bonus payments for the financial year for each Executive Director. Details of the bonus payments can be found in the Executive Directors Remuneration table. The Committee also approved salary increases for the financial year. When considering the bonus payments and salary increases, the Committee considered the performance of the Group during the year, whether the payment would be in the best interest of all stakeholders within the Group and the Group wide remuneration of all employees. The Committee also reviewed in depth the bonus plan for the following financial year and the proposed key performance indicators.
The Group operates two share incentive plans: a Company Share Option Plan (CSOP) and a Long-Term Incentive Plan (LTIP). The Committee is responsible for whether awards will be made under the share incentive plans and, if so, the overall amount of such awards and, where appropriate, the performance targets to be used.	Details of awards made under both the LTIP and CSOP are shown on pages 51 to 52. The Committee has kept the plans and their use, including the terms and conditions attaching to any grants, under review. Awards may be made under both plans on an annual basis, subject to any limitations set by HMRC for the CSOP. Awards under the LTIP, made in June 2021 and October 2021, vested in 2024 and details of these can be found on page 51. Details of the remuneration for the Executive Directors can be found on page 50.

ANNUAL REMUNERATION REPORT

The information on pages 50 to 53 form the Remuneration Report.

Executive Directors' Remuneration (audited)

Each individual Executive Director's total remuneration paid over the year is summarised below.

Executive Director	Base Salary[1] £'000	Taxable Benefits[2] £'000	Bonus[3] £'000	Pension Contributions[4] £'000	Gain on exercise of share options £'000	Total Remuneration 2025 £'000	Total Remuneration 2024 £'000
Alan Simpson	21	-	15	-	-	36	823
Frank Hanna	440	23	579	33	-	1,075	-
Mike Gant	343	15	435	26	250	1,069	587

1 Alan Simpson resigned as a director on 15 April 2024 and Frank Hanna was appointed as a director on the same date. Alan Simpson received a consultancy fee of £720,000 during the year for work done on the Company's behalf.

2 Taxable benefits comprise of private medical insurance benefits and car allowance payments.

3 Bonus is calculated on the prevailing salary as at 31 March 2025. Alan Simpson's bonus has been pro-rated to reflect the period of directorship.

4 Members of the Group operate several defined contribution pension schemes. In addition, there is an auto-enrolment Group-wide defined contribution pension scheme. Under these schemes, contributions are based upon base salary with a contribution of 5% per employee and 3% by the employer. In certain cases, the employer's proportion (or cash in lieu where applicable) rise to 7.5% or 10%. Neither Mr Hanna nor Mr Gant received a pension contribution during the financial year. Mr Hanna and Mr Gant receive a cash allowance equal to 7.5% of base salary in lieu of pension contributions.

Salary

The salary of the Chief Executive Officer and Chief Financial Officer were both increased by 3%, effective 1 October 2024. This increase was consistent with the company-wide pay increase at 1 October 2024.

Annual Bonus

An annual bonus plan is in place, which recognises the emphasis on rewarding key Group employees with competitive performance related remuneration.

For the Executive Directors, a maximum of 125% of base salary can be paid with 60% linked to performance against Adjusted EBITDA and external targets and 40% operational KPIs, the latter of which involved business improvements and the strategic development of the Group. Based on the aforementioned performance criteria of the Company during the year, the Committee was satisfied that both elements of the Bonus had been met. The Adjusted EBITDA and external target for the Group had been met, despite the continuing headwinds being felt in the macroeconomic environment. Furthermore, business improvements and strategic development had been advanced, which included IT systems and processes, business composition within the Group as well as strategy and risk. Accordingly, 125% of base salary was payable as a bonus to both the Chief Executive Officer and the Chief Financial Officer.

Non-Executive Directors' Remuneration (audited)

Each individual Non-Executive Director's total remuneration paid over the year is summarised below.

Executive Director	Salary £'000	Taxable Benefits £'000	Bonus £'000	Pension Contributions £'000	Total Remuneration 2025 £'000	Total Remuneration 2024 £'000
John Richards	127	-	-	-	127	125
Clive Norman	54	-	-	-	54	54
David Simpson	60	-	-	-	60	59
Susan McErlain	54	-	-	-	54	54
Sharon Daly	60	-	-	-	60	59

Directors' Interests in Shares (audited)

The beneficial interests of Directors', and persons connected with them, as at 31 March 2025 in the ordinary shares of the Company (excluding share options) were as follows:

	Held at 31 March 2024	Acquired in the year	Sold in the year	Held at 31 March 2025
Mike Gant	-	385,160	185,052	200,108
Frank Hanna	-	-	-	-
John Richards	4,147,685	-	-	4,147,685
Clive Norman	3,807,096	-	800,000	3,007,096
David Simpson	151,500	-	-	151,500
Susan McErlain	40,630	15,822	-	56,452
Sharon Daly	32,797	-	-	32,797

[1] There is no minimum shareholding requirement for the Executive Directors.

On 14 June and 22 October 2024, Mike Gant exercised options under the Long-term incentive plan over a total of 385,160 shares. 185,052 shares were sold in total to cover personal tax liabilities and other costs arising on the exercise.

LONG-TERM INCENTIVE PLAN (LTIP)

As disclosed in the 2024 Annual Report, 50% of the June 2021 LTIP awards vested on 4 June 2024. 50% of the October 2021 LTIP awards also vested on 21 October 2024. Mike Gant exercised 115,521 shares (including 8,378 dividend equivalent shares) on 22 October 2024 and sold 55,545 shares to cover costs, in respect of these awards.

The tables below detail the LTIP awards granted to the Executive Directors during the year, together with those which were unvested at 31 March 2025.

	MAXIMUM AWARD					SHARES VESTING		
	Award and Vesting date	Number of options awarded	% of salary	Face value at grant £'000	Market price used for grant[1] (pence)	Threshold	Maximum	End of Performance Period
Mike Gant	27/10/22 – 31/03/25	440,379	100	325	74	25%	100%	31/03/25

[1] The weighted average share price calculated over the 10 working days prior to 27 October 2022.

Performance Conditions

50% Adjusted EBITDA and 50% Total Shareholder Return. Vesting will occur on a straight-line basis on achieving 18% (equivalent to 6% annually) to 30% (equivalent to 10% annually) of the relevant performance condition over the performance period. There is no vesting if the relevant target is not met, but 25% vesting if the initial 18% hurdle is met with a proportionate additional vesting up to 100% at the 30% threshold being met.

The end of the performance period was 31 March 2025. Of the two performance conditions for this award, the TSR condition was not met as the required growth in share price was not achieved. Accordingly, 50% of this award will lapse.

	MAXIMUM AWARD					SHARES VESTING		
	Award and Vesting date	Number of options awarded	% of salary	Face value at grant £'000	Market price used for grant[1] (pence)	Threshold	Maximum	End of Performance Period
Mike Gant	24/01/24 – 24/01/27	658,970	100	338	51.3	25%	100%	31/03/26

[1] The volume weighted average share price calculated over three months prior to 23 January 2024.

Performance Conditions

50% Adjusted EBITDA and 50% Total Shareholder Return. Vesting will occur on a straight-line basis on achieving 18% (equivalent to 6% annually) to 30% (equivalent to 10% annually) of the relevant performance condition over the performance period. There is no vesting if the relevant target is not met, but 25% vesting if the initial 18% hurdle is met with a proportionate additional vesting up to 100% at the 30% threshold being met.

	MAXIMUM AWARD					SHARES VESTING		
	Award and Vesting date	Number of options awarded	% of salary	Face value at grant £'000	Market price used for grant[1] (pence)	Threshold	Maximum	End of Performance Period
Mike Gant	25/09/24 – 25/09/27	520,000	100%	338	65	25%	100%	31/03/27
Frank Hanna	25/09/24 – 25/09/27	865,385	125%	563	65	25%	100%	31/03/27

1 Share price on grant date of 25 September 2024.

Performance Conditions

50% Adjusted EBITDA and 50% Total Shareholder Return. Vesting will occur on a straight-line basis on achieving 18% (equivalent to 6% annually) to 30% (equivalent to 10% annually) of the relevant performance condition over the performance period. There is no vesting if the relevant target is not met, but a 25% vesting if the initial 18% hurdle is met with a proportionate additional vesting up to 100% at the 30% threshold being met.

In addition, in September 2024, a further amount of 3,203,116 LTIP options were awarded to members of the senior management team and other Group employees. See note 39 on pages 118 to 119 for further details.

Holding Period

The LTIP options are exercisable at a nominal purchase price of £0.01 per share and, subject to sufficient shares being sold to meet the purchase price and any tax liabilities, the balance of shares must be held for a further period of two years by Executive Directors and members of the senior management team.

Dividend Equivalent Shares

Prior to the LTIPs awarded in 2024, the LTIP options are eligible for dividend equivalent shares during the vesting period. Including, and post the 2024 award, the LTIPs will no longer be eligible for dividend equivalent shares. However, the Committee does reserve its judgment to amend this.

Malus & Clawback

All awards made under the LTIP are subject to malus & clawback within five years from the grant date in the following circumstances:

(a) if any of the audited financial results for the Company are materially misstated; or

(b) if the Company, any Group Company and/or a relevant business unit has suffered serious reputational damage as a result of the relevant Participant's misconduct or otherwise; or

(c) there has been serious misconduct on the part of the relevant Participant; or

(d) such other circumstances as the Committee determines.

COMPANY SHARE OPTION PLAN (CSOP)

The CSOP is a plan under which selected employees (including Executive Directors) may be granted rights to acquire ordinary shares in the form of tax favoured options or non-tax favoured options with a market value exercise price. Under the current policy all employees below the Senior Leadership Team are eligible to participate in the CSOP. An award of up to £60,000 of tax favoured options can be made to each participant in total. There are no tax liabilities on the exercise of tax favoured options subject to the exercise price being paid. Options can be exercised between the third and tenth anniversary of the date of award.

No awards were made under the CSOP during the financial year. The table below shows the outstanding options under previous CSOP awards:

Date of Award	Vesting Date	Exercise Price (pence)	Number of Shares at 31/03/24	Forfeited	Lapsed	Exercised	Balance at 31/03/25
02/08/19	02/08/22	41	1,192,483	(3,318)	-	(152,428)	1,036,737
21/10/21	21/10/24	105	161,856	(6,666)	-	-	155,190
27/03/24	27/03/27	105	190,490	-	-	-	190,490

Establishment of an Employee Benefit Trust

During the year, the Company established an Employee Benefit Trust ("EBT") which will be managed by Equiniti Trust (Jersey) Limited. The EBT will act independently of the Group and will be funded by way of a loan from the Company. The EBT is currently making market purchases of ordinary shares in the Company limited to £50,000 by market value per calendar month until March 2026. The ordinary shares acquired will be applied towards the satisfaction of future exercises of vested options and awards granted pursuant to the Company's share incentive schemes. Details of the shares held by the EBT can be found in note 37 on pages 116 to 117.

Service Agreements and Letters of Appointment of the Board

The Executive Directors who served during the financial year each have a service agreement with the Company as follows:

Executive Director	Date of service agreement	Notice period
Mike Gant	1 April 2021	12 months
Frank Hanna*	15 April 2024	12 months

* Frank Hanna was appointed as a director and Chief Executive Officer on 15 April 2024, following the resignation of Alan Simpson on the same date.

Each Non-Executive Director has specific terms of engagement, which are terminable on not less than three months' notice by either party, including the Chairman, unless waived by the Board.

AGM

An advisory resolution to approve our 2024 Remuneration Report was put to shareholders at our AGM in September 2024 and was supported by 99.99% of votes cast. A resolution to approve this Remuneration Report will be put to an advisory resolution at our 2025 AGM and an advisory vote on the Remuneration Policy will be put to the 2026 AGM.

External Remuneration Adviser

The Committee has access to external advice, as required. The remuneration adviser to the Committee is h2glenfern Remuneration Advisory, who is a member of the UK Remuneration Consultants Group and as such, voluntarily adheres to its code of conduct.

h2glenfern has provided advice and support around the following key areas:

- advising on best practice for bonus plans;
- advising on the LTIP and CSOP plans and levels and frequency of awards under those plans; and
- informing the Committee on market practice and governance issues.

The total fees paid to h2glenfern Remuneration Advisory in relation to advice to the Committee in the year were £3,930, (2024: £2,950).

The Committee considers the advice that it receives from h2glenfern Remuneration Advisory to be independent.

By order of the Board

Sharon Daly
Chair of the Remuneration Committee

14 July 2025

Remuneration Policy

The Remuneration Policy in force during the financial year is as stated below.

Purpose and link to strategy	Operation	Maximum potential value	Performance conditions
Base Salary Competitive fixed salary that attracts and retains key individuals, reflecting the Company's current scale and growth ambitions. Reflects likely shareholder views and set in context of peer data. Appropriate differentials reflecting seniority.	Paid in cash. Salaries will be reviewed annually in line with the financial year. Any changes are effective in October.	Base salaries are set at an appropriate level, based on comparable sized business and reflecting personal and company performance.	Not applicable.
Pension and benefits Supports recruitment and retention of high calibre Executive Directors.	Policy is to provide a contribution to a defined contribution scheme at a proportion of base salary.	The Chief Executive Officer and Chief Financial Officer are eligible to receive a cash allowance of 7.5% of salary in lieu of pension contribution. Car allowance, private medical insurance, death in service insurance and reimbursements for reasonable business expenses. Other benefits may be offered in line with market practice if is considered appropriate to do so.	Not applicable.
Annual Bonus Supports a performance-based culture linking pay to performance. Attractive and effective structured annual cash bonus that supports recruitment and retention. Aligns with business performance over the near term.	Annual bonus is based on targets determined at the start of each year. It is paid in cash following completion of the audit.	The maximum amount is 125% for Executive Directors.	The Remuneration Committee sets demanding internal financial and non-financial targets each year, as well as using a combination of in-market Broker targets and internal budgets for the year in question. The choice and weighting of targets may be varied each year. Currently, 60% is based on internal and external targets, and 40% is based on operational key performance indicators (KPIs) notified to the Director and agreed with the CEO and Remuneration Committee.
LTIPs Supports recruitment and retention and aligns remuneration and business performance and shareholder interests over the long-term. There is an effective balance between earnings and share price.	LTIP awards are granted annually as performance share awards with a nominal value exercise price, which normally vest after three years subject to meeting objective three-year performance targets. Grants are subject to standard leave provisions and malus and clawback provisions. Awards to Executive Directors are subject to a two-year post vesting holding period.	200% of salary.	The LTIP award each year is based on demanding targets set by the Remuneration Committee, which currently include 50% Broker's in-market EBITDA and 50% TSR. For awards granted since October 2021, 25% vest at 18% absolute growth over 3 years, full vest at 30% growth. LTIP awards for Executive Directors are subject to an additional 2 year holding period. .
Chairman and NED fees Supports the appointment of high calibre NEDs.	Base fee plus reasonable expenses.	Base fees for NEDs are set with reference to market rates. Additional fees are paid for additional responsibilities, e.g. committee chair.	Not applicable.

Report of the Directors

The Directors have pleasure in presenting their Annual Report together with the audited financial statements of the Company for the year ended 31 March 2025.

The following information is provided in other sections as noted below and is incorporated by reference into this report:

Information	Reported
Strategic Report	Pages IFC to 34
ESG Report inc SECR	Pages 25 to 34
Corporate Governance Report	Pages 40 to 44
Statement of Directors' Responsibilities	Page 57
Directors Remuneration Report	Pages 49 to 54
Going Concern Statement	Page 22
Future development and events occurring after the balance sheet date	Details can be found in the Strategic Report on pages IFC to 34

The Company is a public limited company, registered in England and Wales, with registered number 11123804 and is listed on the AIM segment of the London Stock Exchange. The Company has been permanently domiciled in the UK since incorporation and is the ultimate parent company of the Brickability group of companies. Details of the companies in the Brickability Group are included in note 21 to the audited financial statements on pages 96 to 98.

Review of the Business

The Strategic Report on pages IFC to 34 provides an operating and financial review of the business and the Group's trading for the year ended 31 March 2025 as well as risk management.

Dividends

The Directors recommend a final dividend for the year of 2.39 pence per share payable on 26 September 2025 (2024: 2.28 pence). An interim dividend of 1.12 pence per share was paid on 20 February 2025 (2024: 1.07 pence).

Directors

Biographical details of the Directors currently serving on the Board and their dates of appointment along with details of their membership of Board Committees, are set out on pages 36 to 37.

The Directors who served during the year are as follows:

Executive Directors	Non-Executive Directors
Frank Hanna	John Richards
Mike Gant	Clive Norman
	David Simpson
	Susan McErlain
	Sharon Daly

Alan Simpson resigned as a director and Chief Executive Officer on 15 April 2024 with Frank Hanna being appointed as a director and Chief Executive Officer on the same date. Katie Long was appointed as an independent non-executive director on 1 May 2025.

Directors' remuneration, share options, long-term executive plans, pension contributions, benefits and interests are set out in the Directors' remuneration report on pages 50 to 52.

In accordance with our commitment to good corporate governance practice that is relevant to our business, the Board has voluntarily adopted the policy that all continuing Directors will stand for re-election on an annual basis in line with best practice recommendations.

The Company's articles of association allow the indemnification of Directors out of the assets of the Company to the extent permitted by law. These indemnities came into force on 29 August 2019 and remain in force as at the date of this Annual Report and Accounts. The Company maintains liability insurance for its Directors and Officers.

Share Capital and Substantial Shareholders

Full details of the issued share capital of the Company are set out in note 37 to the Financial Statements on pages 116 to 117. At 30 June 2025, the latest practicable date prior to the approval of this report, the Company had been notified of the following interests amounting to 3% or more of the voting rights attaching to the Company's issued share capital:

19.61%
63,168,689
Octopus Investments Nominees Limited

9.78%
31,519,816
Liontrust Asset Management

7.23%
23,278,000
Alan Simpson

5.30%
17,094,017
Dexter Copeland

4.97%
16,007,298
Paul Hamilton

4.72%
15,204,002
Otus Capital Management

3.14%
10,123,500
The Estate of Arnold van Huet

Significant Agreements (Change of Control)

The Company is required to disclose any significant agreements that take effect, alter or terminate on a change of control of the Company following a takeover bid.

The Company has committed debt facilities all of which are directly or indirectly subject to change of control provisions.

In the event of a takeover or other change of control outstanding awards under the Group share plans will become exercisable.

Financial Risk Management

Information in respect of the financial risk management of the Group, is contained on page 106 in note 31 on borrowings and on pages 113 to 116 in note 36 on financial instruments of the Financial Statements.

Related Party Transactions

Any related party transactions required to be disclosed under the AIM rules are disclosed on pages 121 to 122 in note 42 to the Financial Statements.

Disclosure of Information to the Auditor

The Directors in office on 14 July 2025 have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. Each of the Directors have confirmed that they have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Auditor

BDO LLP has indicated its willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

Annual General Meeting (AGM)

The AGM will be held on Tuesday 16 September 2025 at 12.00p.m. at Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB. The 2025 Notice of AGM will be available on the Company's website, www.brickabilitygroupplc.com.

This Directors' report was approved by the Board of Directors on 14 July 2025.

By Order of the Board

Prism Cosec Limited
Company Secretary

14 July 2025

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards. The Directors have elected to prepare the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework, and applicable law).

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 and profit or loss of the Group and 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 estimates that are reasonable and prudent;
- for the Group financial statements state whether they have been prepared in accordance with UK-adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- for the Parent Company financial statements, 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 a going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the 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 ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with the legislation in the UK governing the preparation and dissemination of financial statements, which may differ from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and parent Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and parent Company's auditors are aware of that information.

This Responsibility Statement was approved by the Board on 14 July 2025 and is signed on its behalf by:

Frank Hanna
Chief Executive Officer

Mike Gant
Chief Financial Officer

14 July 2025

Independent Auditor's Report to the members of Brickability Group PLC

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2025 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Brickability Group PLC (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2025 which comprise the Consolidated Statement of Profit or Loss and Other Comprehensive Income, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of material accounting policy information.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

We remain 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 FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included the following:

- We obtained the going concern assessment, approved by the Directors, including detailed cash flow forecasts with stressed scenarios covering the period to 30 September 2026 and checked their arithmetic accuracy.
- We assessed the relevance and reliability of the underlying data used to make the assessment, and whether assumptions and changes to assumptions from prior years were appropriate.
- We have carried out an assessment of the current year actuals against the original forecast, to assess management's ability to forecast. In addition, we performed a comparison of the actuals post year end, up to the date of sign off, to the forecast during the going concern period to consider differences and to determine whether there would be any impact on the going concern conclusion.
- We obtained evidence of the available facilities that the Group has access to during the period to 30 September 2026 and confirmed that the relevant financial covenants were being modelled.
- We assessed the reverse stress testing and challenged the Directors' modelling of the quantification of the revenue shortfall required for either covenants to be breached or available cash facilities to be fully utilised in the period to 30 September 2026. We evaluated of the ability of the Group to reduce overhead and how that interacted with modelled scenarios.
- We considered the reasonableness of the Directors' assumptions with regard to the likelihood of their stressed scenarios by reference to available market data, post year end results, and other listed company Regulatory News Service announcements in 2025, as well as the extent and timing of discretionary forecast cash outflows.
- We reviewed the adequacy of disclosures in Note 2 to the financial statements regarding going concern against the requirements of the accounting standards and consistency of the disclosure against the forecast and reverse stress test assessment that the Directors have considered in performing their going concern assessment.

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

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

Overview

Key Audit Matters ('KAMs')		**2025**	**2024**
	KAM 1 – Revenue recognition – Cladding Construction contracts	✔	✔
	KAM 2 – Carrying value of goodwill for certain CGUs	✔	✔
	KAM 3 – IFRS 3, Business Combinations, and Acquisition Accounting in respect of Group Topek Holdings Limited and TSL Assets Limited	–	✔
	KAM 1 – we previously assessed this Key Audit Matter to include direct sales cut-off, however based on the results of our work from prior years and our current year risk assessment, the Key Audit Matter relates only to Cladding Construction contract revenue recognition in the current year. KAM 2 – has been refined in the current year to focus on goodwill in certain CGUs, rather than intangibles generally. KAM 3 – as the Acquisition Accounting took place in the prior year, and there were no acquisitions this year, this is no longer considered to be a Key Audit Matter.		
Materiality	Group financial statements as a whole £1.49m (2024: £1.48m) based on 5% (2024: 5%) of a three year average of Profit before taxation and before acquisition costs, amortisation of intangibles, fair value changes in contingent consideration and, in 2025, the provision for the German joint venture hereafter referred to as 'Profit before taxation and certain specified items'.		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, the applicable financial reporting framework and the Group's system of internal control. On the basis of this, we identified and assessed the risks of material misstatement of the Group financial statements including with respect to the consolidation process. We then applied professional judgement to focus our audit procedures on the areas that posed the greatest risks to the group financial statements. We continually assessed risks throughout our audit, revising the risks where necessary, with the aim of reducing the group risk of material misstatement to an acceptable level, in order to provide a basis for our opinion.

Components in scope

The Group comprised 59 United Kingdom legal entities, all of which are included in these consolidated financial statements. 34 of these are trading entities across the Group's Four Core Divisions and Brands as outlined on page 8 of the Annual Report and Accounts and the remaining 25 are non-trading or holding entities.

The Group's control environment is disaggregated as different IT systems, processes, controls and finance teams are used across the legal entities, however where there is some commonality in the control environment we used this to aggregate legal entities and determine components accordingly.

Our rationale for determining the components in scope was based upon a detailed risk assessment, understanding the control environment, consideration of the size of the component and other qualitative factors. We also incorporated an element of unpredictability when determining the components in scope by comparing against the prior year Group audit scope.

For components in scope, we used a combination of risk assessment procedures and further audit procedures to obtain sufficient appropriate evidence. These further audit procedures included:

- procedures on the entire financial information of the component, including performing substantive procedures; and
- procedures on one or more classes of transactions, account balances or disclosures.

Procedures performed at the component level

We performed procedures to respond to group risks of material misstatement at the component level that included the following.

Component	Legal entities	Group Audit Scope
A	Brickability Group PLC	Statutory audit and procedures on the entire financial information of the component
B	Brick Services Limited Brick-ability Ltd. Brick-Link Limited The Matching Brick Company Limited	Audit procedures on the entire financial information of the component
C	Taylor Maxwell & Co Limited Taylor Maxwell Timber Limited SBS Cladding Ltd	Audit procedures on the entire financial information of the component
D	Brickability Enterprise Investments Limited Brickability Enterprises Holdings Limited Brickability UK Holdings Limited Taylor Maxwell Group (2017) Limited Taylor Maxwell Holdings Limited	Procedures on one or more classes of transactions, account balances or disclosures

Component	Legal entities	Group Audit Scope
E	Crest Roofing Limited DSH Flooring Limited Excel Roofing Services Limited	Procedures on one or more classes of transactions, account balances or disclosures
F	Topek Limited	
G	Topek Southern Limited	
H	Crest Brick Slate & Tile Limited Roofing Distribution UK Limited	
I	Towelrads.com Limited	
J	UPOWA Ltd. (formerly HBS NE Limited)	
K	E.T. Clay Products Limited Heritage Clay Tiles Limited	
L	All other components	Risk assessed procedures

Changes from the prior year

As a result of the International Standard on Auditing (UK) 600 (Revised), there have been a number of changes in our Group audit scope from the prior year.

In the current year, components comprise aggregations of legal entities whereas in the prior year components were determined to be individual legal entities. In the current year our Group audit scope comprises work across 11 components/23 subsidiaries (A – K as detailed above) supplemented by risk assessment procedures for all other components as noted in the table above compared with 22 components/22 legal entities in the prior year.

The Group audit was executed by a single integrated team supported by specialists and subject matter experts, as noted elsewhere in this report.

Procedures performed centrally

We considered there to be a high degree of centralisation of financial reporting in relation to Right of use assets and Lease liabilities, Intangible assets including Goodwill, Loans and borrowings, Cash and cash equivalents and Current and deferred taxation. We therefore designed and performed procedures centrally in these areas. In addition our inventory observation approach was centrally designed and implemented.

Climate change

Our work on the assessment of potential impacts of climate-related risks on the Group's operations and financial statements included:

- Enquiries and challenge of management to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report;
- Our own qualitative risk assessment taking into consideration the sector in which the Group operates and how climate change affects this particular sector; and
- Review of the minutes of Board and Audit Committee meetings and other papers related to climate change and performed a risk assessment as to how the impact of the Group's commitment as set out the Environmental, Social and Governance Report may affect the financial statements and our audit.

We challenged the extent to which climate-related considerations have been reflected, where appropriate, in the Directors' going concern assessment and in management's judgements and estimates in relation to the valuation of contingent consideration and impairment of assets.

We also assessed the consistency of management's disclosures included as Other Information with the financial statements and with our knowledge obtained from the audit.

Based on our risk assessment procedures, we did not identify there to be any Key Audit Matters materially impacted by climate-related risks.

Key Audit Matters

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

Key audit matter		How the scope of our audit addressed the Key audit matter
Revenue recognition – Cladding Construction contracts See note 3.4 to the financial statements for the Directors' disclosures of the related revenue recognition accounting policies. See note 5 to the financial statements for the detailed disclosure for revenue.	Revenue in the Contracting division arising from Cladding Construction Services in Topek Limited and Topek Southern Limited (TSL), is recognised over time using an output method, as defined by IFRS 15. The output is measured by reference to approved customer surveyor valuations. Judgement is therefore required to estimate the overall expected costs of a project and the expected margin, which may fluctuate during the course of a contract. As there is a degree of judgement and estimation uncertainty, we have determined that the accuracy of revenue recognition in relation to ongoing Cladding Construction contracts is a Key Audit Matter.	**Accounting policies and Walkthrough** We assessed the appropriateness of the Group's revenue recognition approach for Cladding Construction revenue against the requirements of the applicable accounting standards. We performed site visits and met with one of the customer's surveyors and the Group's project manager to understand the process of reporting on the contract in progress and the assessment of the surveyor of the work completed to date that form part of the certified amounts recognised as revenue. **Risk assessment** We made enquiries of project managers and Directors to understand the nature of the projects, the status of regulatory approval, how projects were progressing against their scope and the impact on expected delivery schedule and changes in project scope. Our enquiries also included discussions around revenue recognised to date. **Revenue recognition** We assessed the appropriateness of the revenue recognised for a sample of contracts by: • Comparing the revenue recognised to date against certification reported by the customers' quantity surveyors; • Recalculating revenue recognised in the period and comparing these against amounts in the contract and change orders; • Performing a subsequent period review of work in progress and post year end certification issued by the customers' surveyors to determine whether any contradictory evidence exists surrounding revenue recognised as at the year end; • Recalculated the associated accrued revenue/deferred revenue associated to the project by comparing the revenue recognised to date with the amounts invoiced to the customer. **Key observations:** Based on the procedures performed, we consider Cladding Construction revenue to be appropriate for the year ended 31 March 2025. We did not identify any material misstatements in relation to Cladding Construction revenue recognition.
Carrying value of goodwill for certain CGUs See notes 3.16 and 20 to the financial statements for the Directors' disclosure of the accounting policies and disclosure related to impairments.	As a consequence of the Group's growth through acquisition, the carrying amount of goodwill is £126m. The carrying amounts of the Group's goodwill are assessed annually for impairment based. Where the recoverable amount for an individual cash generating unit ('CGU') is lower than the carrying value, an impairment loss is recognised. The recoverable amount is based on discounted cash flow projections. Estimating and discounting the cash flow projections requires significant judgement and there is a risk that the year end amounts assigned to goodwill are materially overstated. This risk has been heightened by uncertainty over future trading prospects and cash flows caused by macro-economic factors affecting the Construction industry including higher interest rates which may lead to an impairment charge that has not been recognised by management.	We evaluated management's methodology, including their identification of CGUs, and assumptions used in their impairment assessment. We gained an understanding of the composition of management's future cash flow forecasts, and the process undertaken to prepare them. We checked the consistency of future forecasts with those used in our going concern assessment. We compared the current year actuals against the original forecast, to assess management's ability to forecast accurately. We confirmed the cash flows were consistent with the Board-approved budgets. For all cash generating units ('CGUs'), we scrutinised the Directors' assessment of the degree to which the key assumptions, including revenue growth and discount rates would need to fluctuate before an impairment was triggered. This included testing sensitivities to ensure sufficient headroom existed for each CGU. We checked the mathematical integrity of the model. We performed a risk assessment and identified six CGUs that were deemed to be of a more heightened risk of potential impairment. We assessed the reasonableness of the key assumptions, in particular revenue growth rates, against supporting information such as historical results, and industry published forecasts and trends. With the support of our internal valuations experts we critically assessed the discount rate applied by the Directors. We challenged the level of disclosure in respect of the effect of reasonably possible changes in assumptions. **Key observations:** Based on our procedures performed we consider management's judgements and estimates and the disclosure thereof to be appropriate.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent company financial statements	
	2025 £	2024 £	2025 £	2024 £
Materiality	1,490,000	1,480,000	1,415,000	962,000
Basis for determining materiality	5% of a three year average of Profit before taxation and certain specified items.		Capped at 95% of Group materiality.	65% of Group materiality.
Rationale for the benchmark applied	The Directors' market announcements focus on revenue, and adjusted EBITDA as they look to demonstrate underlying earnings, adjusting for one-off items (whether gains or losses) and exclude certain non-cash items. We considered that Profit before taxation and certain specified items is therefore a key performance measure to the stakeholders of the Group and therefore an appropriate benchmark. In deriving the specified items, we do not adjust for any items which we consider reasonably represent part of the underlying cost of doing business, but as the Group is acquisitive, with large intangible asset balances; we believe the Group's performance is reasonably reflected when adjusted for the specified items. Whilst market conditions for housebuilding and construction have continued to be challenging, a number of peer companies report signs of improved outlook from what might be considered the bottom of the market. For that reason, we average over a 3-year period to remove short term volatility.		Capped at 95% of Group materiality (2024: 65% of Group materiality) as the Parent company is primarily an investment holding company and does not trade.	
Performance materiality	1,117,000	1,036,000	991,000	673,000
Basis for determining performance materiality	75% (2024: 70%) of Group materiality.		70% (2024: 70%) of Parent Company materiality.	
Rationale for the percentage applied for performance materiality	We set performance materiality taking into account our assessment of the control environment, the areas of estimation within the financial statements and the history of misstatements.			

Component performance materiality

For the purposes of our Group audit opinion, we set performance materiality for each component of the Group, apart from the Parent Company whose materiality and performance materiality are set out above, based on a percentage of between 25% and 90% (2024: 41% and 69%) of Group performance materiality dependent on a number of factors including the relative size, control environment and our assessment of the risk of material misstatement of those components. Component performance materiality ranged from £279,250 to £1,005,300 (2024: £548,800 to £867,300).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £50,000 (2024: £50,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document entitled 'Annual Report and Accounts for the year ended 31 March 2025' other than the financial statements and our auditor's report thereon. 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.

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	**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 Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.
Matters on which we are required to report by exception	**We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:** • adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or • the Parent Company financial statements are not in agreement with the accounting records and returns; or • certain disclosures of Directors' remuneration specified by law are not made; or • we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Statement of Directors' responsibilities, 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.

Extent to which the audit was 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:

Non-compliance with laws and regulations
Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with management, the Audit Committee and those charged with governance; and
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations.

we considered the significant laws and regulations to be the Companies Act 2006, the applicable accounting frameworks, UK corporation tax legislation and AIM Listing Rules.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be the UK VAT legislation, UK employment tax, the Building Safety Regulations in respect of Cladding Construction contracts and health & safety legislation.

Our procedures in respect of the above included:

- Review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management, the Audit Committee and those charged with governance regarding known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - o Detecting and responding to the risks of fraud; and
  - o Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Discussions amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls, specifically inappropriate journal entries, and bias in accounting estimates and the presentation of 'Other items'.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met defined risk criteria, by agreeing to supporting documentation and testing a random sample of journals within the residual population;
- Assessing significant estimates made by management for bias including the valuation of deferred and contingent consideration, discount rates and estimates under forecast future cashflows;
- Assessing the competence, objectivity and independence of management's experts; and
- Challenging and corroborating management's presentation of 'Other items' assessing year-on-year consistency, market practice and the FRC's guidance.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

Use of our report

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Paul Etherington
(Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

Reading, UK

14 July 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Financial Statements

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2025

	Note	2025 Adjusted £'000	2025 Other (note 14) £'000	2025 Total £'000	2024 Adjusted £'000	2024 Other (note 14) £'000	2024 Total £'000
Revenue	5	**637,056**	-	**637,056**	594,076	-	594,076
Cost of sales		**(515,370)**	-	**(515,370)**	(488,240)	-	(488,240)
Gross profit		**121,686**	-	**121,686**	105,836	-	105,836
Other operating income	7	**267**	-	**267**	1,197	-	1,197
Administrative expenses		**(76,453)**	**(15,754)**	**(92,207)**	(66,130)	(17,867)	(83,997)
Comprising:							
Depreciation and amortisation		**(6,740)**	**(13,440)**	**(20,180)**	(5,672)	(10,233)	(15,905)
Other administrative expenses		**(69,713)**	**(2,314)**	**(72,027)**	(60,458)	(7,634)	(68,092)
Impairment losses on financial assets	8	**(2,092)**	**(5,455)**	**(7,547)**	(1,643)	-	(1,643)
Finance income	11	**348**	-	**348**	584	-	584
Finance expense	12	**(5,956)**	**(3,681)**	**(9,637)**	(4,538)	(2,418)	(6,956)
Share of post-tax (loss)/profit of equity accounted associates	23	-	**(7)**	**(7)**	-	71	71
Fair value (losses)/gains	13	-	**(1,194)**	**(1,194)**	-	6,352	6,352
Profit/(loss) before tax	8	**37,800**	**(26,091)**	**11,709**	35,306	(13,862)	21,444
Tax (expense)/credit	15	**(10,266)**	**5,071**	**(5,195)**	(8,993)	2,913	(6,080)
Profit/(loss) for the year		**27,534**	**(21,020)**	**6,514**	26,313	(10,949)	15,364
Other comprehensive income							
Items that will not be reclassified to profit or loss:							
Remeasurements of defined benefit pension schemes	35	-	-	-	-	(16)	(16)
Deferred tax on remeasurement of defined benefit pension schemes	34	-	-	-	-	4	4
Other comprehensive loss for the year		-	-	-	-	(12)	(12)
Total comprehensive income/(loss)		**27,534**	**(21,020)**	**6,514**	26,313	(10,961)	15,352
Profit/(loss) for the year attributable to:							
Equity holders of the parent		**27,553**	**(21,020)**	**6,533**	26,316	(10,949)	15,367
Non-controlling interests		**(19)**	-	**(19)**	(3)	-	(3)
		27,534	**(21,020)**	**6,514**	26,313	(10,949)	15,364
Total comprehensive income/(loss) attributable to:							
Equity holders of the parent		**27,553**	**(21,020)**	**6,533**	26,316	(10,961)	15,355
Non-controlling interests		**(19)**	-	**(19)**	(3)	-	(3)
		27,534	**(21,020)**	**6,514**	26,313	(10,961)	15,352
Earnings per share							
Basic earnings per share	17			**2.04 p**			5.06 p
Diluted earnings per share	17			**2.00 p**			4.96 p
Adjusted basic earnings per share	17	**8.59 p**			8.66 p		
Adjusted diluted earnings per share	17	**8.45 p**			8.49 p		

All results relate to continuing operations.

Consolidated Balance Sheet

As at 31 March 2025

	Note	2025 £'000	2024* £'000
Non-current assets			
Property, plant and equipment	18	**26,575**	26,859
Right of use assets	32	**21,528**	21,483
Intangible assets	20	**212,607**	226,405
Investments in equity accounted associates	23	**-**	335
Investments in equity accounted joint ventures	24	**-**	-
Investments in financial assets	25	**-**	-
Trade and other receivables	27	**1,995**	7,123
Total non-current assets		**262,705**	282,205
Current assets			
Inventories	26	**36,251**	29,842
Trade and other receivables	27	**118,788**	112,804
Contract assets	28	**6,282**	6,532
Employee benefit assets	35	**-**	390
Current tax assets		**2,594**	1,865
Cash and cash equivalents	29	**23,106**	15,581
		187,021	167,014
Assets classified as held for sale	41	**2,336**	2,555
Total current assets		**189,357**	169,569
Total assets		**452,062**	451,774
Current liabilities			
Trade and other payables	30	**(126,599)**	(117,533)
Loans and borrowings	31	**(18,732)**	(8,620)
Lease liabilities	32	**(4,110)**	(3,907)
Total current liabilities		**(149,441)**	(130,060)
Non-current liabilities			
Trade and other payables	30	**(13,914)**	(24,078)
Loans and borrowings	31	**(60,644)**	(62,911)
Lease liabilities	32	**(15,414)**	(15,137)
Provisions	33	**(2,192)**	(2,904)
Deferred tax liabilities	34	**(21,721)**	(24,806)
Total non-current liabilities		**(113,885)**	(129,836)
Total liabilities		**(263,326)**	(259,896)
Net assets		**188,736**	191,878

The Consolidated Balance Sheet continues on the following page.

Consolidated Balance Sheet (continued)

As at 31 March 2025

	Note	2025 £'000	2024* £'000
Equity			
Called up share capital	37	**3,217**	3,195
Share premium account	38	**102,969**	102,908
Capital redemption reserve	38	**2**	2
Share-based payment reserve	38	**6,079**	4,864
Own share reserve	37	**(50)**	-
Merger reserve	38	**20,548**	20,548
Retained earnings	38	**55,971**	60,495
Equity attributable to owners of the Company		**188,736**	192,012
Non-controlling interests		**-**	(134)
Total equity		**188,736**	191,878

* See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

These financial statements were approved by the Board of Directors and authorised for issue on 14 July 2025. They are signed on behalf of the Board by:

Frank Hanna
Director

Mike Gant
Director

Company registration number: 11123804

Company Balance Sheet
As at 31 March 2025

	Note	2025 £'000	2024* £'000
Non-current assets			
Right of use assets	32	**2,518**	2,521
Investment property	19	**8,928**	6,201
Investment in subsidiaries	21	**106,976**	106,061
Deferred tax assets	34	**32**	530
Trade and other receivables	27	**199,041**	200,958
Total non-current assets		**317,495**	316,271
Current assets			
Trade and other receivables	27	**1,841**	5,521
Cash and cash equivalents	29	**6,658**	-
Total current assets		**8,499**	5,521
Total assets		**325,994**	321,792
Current liabilities			
Trade and other payables	30	**(87,837)**	(82,220)
Loans and borrowings	31	**-**	(4,175)
Total current liabilities		**(87,837)**	(86,395)
Non-current liabilities			
Trade and other payables	30	**(9,421)**	(13,590)
Loans and borrowings	31	**(60,644)**	(62,911)
Total non-current liabilities		**(70,065)**	(76,501)
Total liabilities		**(157,902)**	(162,896)
Net assets		**168,092**	158,896
Equity			
Called up share capital	37	**3,217**	3,195
Share premium account	38	**102,969**	102,908
Capital redemption reserve	38	**2**	2
Share-based payment reserve	38	**5,784**	4,568
Own share reserve	37	**(50)**	-
Merger reserve	38	**25,809**	25,809
Retained earnings	38	**30,361**	22,414
Total equity		**168,092**	158,896

* See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

The profit after tax of the Company for the financial year was £18,851,000 (2024: profit of £14,180,000).

These financial statements were approved by the Board of Directors and authorised for issue on 14 July 2025. They are signed on behalf of the Board by:

Frank Hanna
Director

Mike Gant
Director

Company registration number: 11123804

Consolidated Statement of Changes in Equity

For the year ended 31 March 2025

	Note	Share capital £'000	Share premium account £'000	Capital redemption £'000	Share-based payments £'000	Own share reserve £'000	Merger reserve £'000	Retained earnings £'000	Total attributable to equity holders of the parent £'000	Non-controlling interest £'000	Total £'000
At 1 April 2023		3,003	102,847	2	3,509	-	11,146	55,002	175,509	(131)	175,378
Profit or (loss) for the year		-	-	-	-	-	-	15,367	15,367	(3)	15,364
Other comprehensive loss for the year		-	-	-	-	-	-	(12)	(12)	-	(12)
Total comprehensive income/(loss) for the year		-	-	-	-	-	-	15,355	15,355	(3)	15,352
Dividends paid	16	-	-	-	-	-	-	(9,862)	(9,862)	-	(9,862)
Issue of consideration shares	37	171	-	-	-	-	9,402	-	9,573	-	9,573
Issue of shares on exercise of share options	37	21	61	-	-	-	-	-	82	-	82
Equity settled share-based payments		-	-	-	1,336	-	-	-	1,336	-	1,336
Deferred tax on share-based payment transactions		-	-	-	(79)	-	-	-	(79)	-	(79)
Current tax on share-based payment transactions		-	-	-	98	-	-	-	98	-	98
Total contributions by and distributions to owners		192	61	-	1,355	-	9,402	(9,862)	1,148	-	1,148
At 31 March 2024		3,195	102,908	2	4,864	-	20,548	60,495	192,012	(134)	191,878
Profit or (loss) for the year		-	-	-	-	-	-	6,533	6,533	(19)	6,514
Total comprehensive income/(loss) for the year		-	-	-	-	-	-	6,533	6,533	(19)	6,514
Dividends paid	16	-	-	-	-	-	-	(10,904)	(10,904)	-	(10,904)
Own shares acquired in the year	37	-	-	-	-	(50)	-	-	(50)	-	(50)
Issue of shares on exercise of share options	37	22	61	-	-	-	-	-	83	-	83
Equity settled share-based payments		-	-	-	1,223	-	-	-	1,223	-	1,223
Deferred tax on share-based payment transactions		-	-	-	(76)	-	-	-	(76)	-	(76)
Current tax on share-based payment transactions		-	-	-	68	-	-	-	68	-	68
Increase in ownership of non-controlling interest		-	-	-	-	-	-	(153)	(153)	153	-
Total contributions by and distributions to owners		22	61	-	1,215	(50)	-	(11,057)	(9,809)	153	(9,656)
At 31 March 2025		**3,217**	**102,969**	**2**	**6,079**	**(50)**	**20,548**	**55,971**	**188,736**	**-**	**188,736**

Company Statement of Changes in Equity

For the year ended 31 March 2025

	Note	Share capital £'000	Share premium account £'000	Capital redemption £'000	Share-based payments £'000	Own share reserve £'000	Merger reserve £'000	Retained earnings £'000	Total £'000
At 1 April 2023		3,003	102,847	2	3,191	-	16,407	18,096	143,546
Profit for the year		-	-	-	-	-		14,180	14,180
Total comprehensive income for the year		-	-	-	-	-	-	14,180	14,180
Dividends paid	16	-	-	-	-	-	-	(9,862)	(9,862)
Issue of consideration shares	37	171	-	-	-	-	9,402	-	9,573
Issue of shares on exercise of share options	37	21	61	-	-	-	-	-	82
Equity settled share-based payments		-	-	-	1,336	-	-	-	1,336
Deferred tax on share-based payment transactions		-	-	-	(12)	-	-	-	(12)
Share issue costs		-	-	-	53	-	-	-	53
Total contributions by and distributions to owners		192	61	-	1,377	-	9,402	(9,862)	1,170
At 31 March 2024		3,195	102,908	2	4,568	-	25,809	22,414	158,896
Profit for the year		-	-	-	-	-	-	18,851	18,851
Total comprehensive income for the year		-	-	-	-	-	-	18,851	18,851
Dividends paid	16	-	-	-	-	-	-	(10,904)	(10,904)
Own shares acquired in the year	37	-	-	-	-	(50)	-	-	(50)
Issue of shares on exercise of share options	37	22	61	-	-	-	-	-	83
Equity settled share-based payments		-	-	-	1,223	-	-	-	1,223
Deferred tax on share-based payment transactions		-	-	-	(23)	-	-	-	(23)
Current tax on share-based payment transactions		-	-	-	16	-	-	-	16
Total contributions by and distributions to owners		22	61	-	1,216	(50)	-	(10,904)	(9,655)
At 31 March 2025		**3,217**	**102,969**	**2**	**5,784**	**(50)**	**25,809**	**30,361**	**168,092**

Consolidated Statement of Cash Flows

For the year ended 31 March 2025

	Note	2025 £'000	2024 £'000
Operating activities			
Profit for the year		**6,514**	15,364
Adjustments for:			
Depreciation of property, plant and equipment	18	**1,745**	1,736
Depreciation of right of use assets	32	**4,565**	3,901
Amortisation of intangible assets	20	**13,870**	10,268
Impairment of property, plant and equipment	18	**433**	-
Gain on disposal of property, plant and equipment and right of use assets	8	**(220)**	(131)
Foreign exchange gains		**(164)**	(64)
Share-based payment expense	39	**1,193**	1,292
Other operating income	7	**79**	(1,066)
Share of post-tax loss/(profit) in equity accounted associates	23	**7**	(71)
Impairment of investment in associates	23	**137**	-
Impairment of loan to joint venture	24	**5,318**	-
Fair value changes in contingent consideration	13	**1,194**	(6,352)
Movements in provisions	33	**(712)**	8
Finance income	11	**(348)**	(584)
Finance expense	12	**9,637**	6,956
Acquisition and refinance costs	14	**-**	939
Tax expense	15	**5,195**	6,080
Pension charge in excess of contributions paid	35	**149**	267
Operating cash flows before movements in working capital		**48,592**	38,543
Changes in working capital:			
(Increase)/decrease in inventories		**(6,410)**	3,323
(Increase)/decrease in trade and other receivables		**(5,679)**	14,404
Increase/(decrease) in trade and other payables		**4,801**	(20,861)
Decrease in employee benefits		**241**	-
Cash generated from operations		**41,545**	35,409
Payment of acquisition expenses		**-**	(828)
Interest received		**277**	557
Tax paid		**(9,095)**	(8,581)
Net cash from operating activities		**32,727**	26,557
Investing activities			
Purchase of property, plant and equipment	18	**(4,266)**	(6,144)
Proceeds from sale of property, plant and equipment		**3,071**	193
Purchase of right of use assets	32	**(23)**	(38)
Proceeds from sale of right of use assets		**34**	-
Purchase of intangible assets	20	**(72)**	(325)
Acquisition of subsidiaries, net of cash acquired	22	**-**	(42,787)
Loan to joint venture	27	**(191)**	(2,056)
Proceeds from sale of other investments	25	**-**	188
Dividends received from associates	23	**45**	60
Net cash used in investing activities		**(1,402)**	(50,909)

The Consolidated Statement of Cash Flows continues on the following page.

	Note	2025 £'000	2024 £'000
Financing activities			
Equity dividends paid	16	**(10,904)**	(9,862)
Proceeds from issue of ordinary shares net of share issue costs		**83**	82
Own shares acquired	37	**(50)**	-
Payment of financing costs		**-**	(111)
Proceeds from bank borrowings		**207,500**	262,500
Repayment of bank borrowings		**(210,000)**	(216,351)
Repayment of lease liabilities	40	**(4,216)**	(3,623)
Payment of deferred and contingent consideration	40	**(9,304)**	(5,240)
Interest paid		**(7,168)**	(4,304)
Payment of transaction costs relating to loans and borrowings		**-**	(700)
Net cash flows (used in)/from financing activities		**(34,059)**	22,391
Net decrease in cash and cash equivalents		**(2,734)**	(1,961)
Cash and cash equivalents at beginning of year		**6,961**	9,021
Effect of changes in foreign exchange rates		**147**	(99)
Cash and cash equivalents at end of year	40	**4,374**	6,961

The notes on pages 74 to 122 form an integral part of these Financial Statements.

Notes to the Financial Statements
Year ended 31 March 2025

1. General information
Brickability Group PLC is a public company, limited by shares, incorporated in England and Wales. The address of the registered office is shown on the IBC. The nature of the Group's operations and its principal activities are set out in the Strategic Report on pages IFC to 34.

2. Basis of preparation
The consolidated financial statements have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006.

The Company, as the ultimate parent of the Group, has elected to prepare its individual financial statements in accordance with FRS 101 Reduced Disclosure Framework. The Company's individual financial statements are presented within these Group financial statements. The Company has adopted the following disclosure exemptions:

i. the requirements of IFRS 7 Financial Instruments: Disclosures;

ii. the requirement to present a cash flow statement under IAS 7 Statement of Cash Flows;

iii. the requirement to disclose key management personnel compensation; and

iv. the requirement to disclose related party transactions with wholly owned members of the Group.

The financial statements are presented in pounds sterling, which is the functional currency of the Company and Group. Amounts are rounded to the nearest thousand, unless otherwise stated.

The financial statements are prepared on the historical cost basis, with the exception of certain financial assets and liabilities which are stated at fair value.

Going Concern
The period covered by the Going Concern review is the period to 30 September 2026. After reviewing the Group's forecasts and risk register and making other enquiries, the Board has concluded that for the period of review, there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The key uncertainty faced by the Group is the demand for its products and how these are impacted by economic factors.

Forecast scenarios have been prepared to compare several outcomes where there is a significant and prolonged drop in demand in the industry. For each scenario, cash flow and covenant compliance forecasts have been prepared.

In the base case scenario, the Directors expect year on year revenue growth and to comfortably remain within the Group's current facility limits, with sufficient headroom when forecasting future covenant compliance.

If a sustained reduction in revenue compared with the year-ended 31 March 2025 were to occur for 18 months from the reporting date, then mitigating actions would likely need to commence to avoid lack of liquidity in September 2026 based on existing facilities. More significant reductions could also impact covenant compliance. For example, a drop in revenue of 9%, would require forecast overheads to be cut by 10% to avoid a breach in covenants and remain within currently available facilities. The overhead cuts modelled in this scenario reflect reductions to discretionary expenditure.

Having considered the scenarios modelled and the ability of the Group to reduce discretionary cash outflows, the Directors are satisfied that the Group has sufficient resources to continue to operate for a period of not less than 12 months from the date of this report and until at least 30 September 2026. Additionally, in line with its expected timetable, the Company has commenced its refinancing process and has already received support and pricing from its two existing banks in this regard. The scenario in which the Group or Company will have a lack of liquidity is considered remote. Accordingly, the consolidated financial information has been prepared on a going concern basis.

New standards, interpretations and amendments effective from 1 January 2024
The following standards and amendments became effective for the current financial year:

- IFRS 16 Leases (Amendment – Liability in a sale and leaseback);
- IAS 1 Presentation of Financial Statements (Amendments – Classification of liabilities as current or non-current, material accounting policy information and non-current liabilities with covenants); and
- IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures (Amendment – Supplier Finance Arrangements).

The amendments above did not have a material impact on the amounts recognised in the current year or in prior periods.

New standards, interpretations and amendments not yet effective
Certain new standards and amendments have been issued by the IASB and will be effective in future accounting periods. The standards and amendments that are not yet effective and have not been adopted early by the Group include:

Amendments effective from 1 January 2025:

- IAS 21 The Effects of Changes in Foreign Exchange Rates (Amendment – Lack of exchangeability).

Amendments effective from 1 January 2026:

- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures (Amendment – Classification and Measurement of Financial Instruments); and
- IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures (Amendment – Contracts Referencing Nature-dependent Electricity).

Amendments effective from 1 January 2027:

- IFRS 18 Presentation and Disclosures in Financial Statements; and
- IFRS 19 Subsidiaries without Public Accountability: Disclosures.

The amendments effective from 1 January 2025 and 1 January 2026 are not expected to have any significant impact on the amounts recognised in future periods.

IFRS 18 will replace IAS 1. Whilst IFRS 18 is not expected to have a material impact on the recognition and measurement of items within the Group's financial statements, it will have a significant impact on the presentation and disclosure of certain items. The new IFRS 18 standard introduces the requirement to:

- present specified categories and defined subtotals in the Statement of Profit or Loss;
- provide disclosures on management-defined performance measures (MPMs) in the Notes to the Financial Statements; and
- improve the aggregation/disaggregation and labelling of information.

IFRS 19 is not expected to be applied for the purposes of the Group's consolidated financial statements.

3. Accounting policies

The accounting policies which follow set out those policies which were applied in preparing the financial statements for the year ended 31 March 2025.

3.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of Brickability Group PLC and its subsidiary undertakings. Control is achieved when the Group:

- has power over the investee;
- is exposed or has rights to variable returns from its involvement with the investee; and
- has the ability to use its power to affect those variable returns.

The results of subsidiaries acquired or disposed of during the year are included from or to the date that control passes.

Intra-group transactions and balances are eliminated fully on consolidation and the consolidated financial statements reflect external transactions only. Subsidiaries' accounting policies are amended where necessary to ensure consistency with the policies adopted by the Group.

The Company has applied the exemption under section 408 of the Companies Act 2006 and not presented its individual income statement.

3.2 Investments

Non-current asset investments by the Company in subsidiaries, associates and joint ventures are initially recorded at cost and subsequently stated at cost less any accumulated provision for impairment.

3.3 Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent from those sharing the control.

Investments in associates and joint ventures are accounted for using the equity method of accounting. Under the equity method, investments are initially recognised at cost and subsequently adjusted to reflect changes in the Group's share of profit or loss and other comprehensive income of the associate or joint venture since the acquisition date.

Where a Group company transacts with an associate or joint venture of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant entity.

Dividends received from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

3.4 Revenue

Recognition

Revenue is recognised when the Group has satisfied its performance obligations to the customer. Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and Value Added Tax.

The Group generates revenue primarily through the following activities:

- the sale of superior quality building materials to all sectors of the construction industry including national house builders, developers, contractors, general builders and retail to members of the public;
- the transportation and distribution of building materials from Europe to the UK;
- the installation of roofs, flooring and solar panels, primarily within the residential sector;
- the supply of cladding construction services, within both the residential and commercial sector; and
- the sale of high-performance joinery materials and the distribution of radiators and associated parts and accessories.

The Group considers itself to be the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer; the Group is primarily responsible for fulfilling its promise to provide the goods or services and for those goods or services meeting customer specifications, it assumes the inventory risk prior to delivery to the customer and it has complete discretion in setting its prices for the required goods or services.

Sale and distribution of building materials

The Group generates revenue from the sale of goods through its Bricks and Building Materials, Importing and Distribution divisions. Revenue from the sale of goods is recognised when control of the goods has transferred to the buyer. This is usually when the goods are delivered to the customer.

There is limited judgement required in identifying the point at which the service is complete or control passes as, once physical delivery has taken place, the Group no longer has possession of the goods, does not retain the significant risks and rewards of those goods and has an unconditional right to consideration. A receivable is therefore recognised on delivery and payment expected according to the specific credit terms agreed with each customer.

Transportation of goods

Revenue from the provision of transportation and distribution services is recognised over time, by reference to the stage of completion of the Group's performance obligations, as the customer simultaneously receives and consumes the benefits from the delivery service provided. The revenue is recognised in the consolidated profit or loss in the period in which the services are rendered. Revenue from the transportation of goods is recognised within the Group's Importing division.

Installation services

Revenue from contracts for the provision of services, in respect of roof, floor and solar panel installations is recognised over time by reference to the stage of completion. Revenue in relation to floor and solar panel installation is included within revenue from the rendering of services within the Distribution division. Revenue in relation to roof installations is recognised within the Contracting division.

Installation jobs in progress are reviewed and invoiced at the end of each month to reflect the value of work carried out in the period. This is considered an appropriate measure of the progress towards complete satisfaction of the Group's performance obligations and reflects the Group's right to consideration for services performed to date. Payment is due throughout the duration of the contract, based on the amounts invoiced and according to the credit terms agreed.

3. Accounting policies (continued)

3.4 Revenue (continued)

Cladding construction services
Revenue generated from cladding construction contracts is recognised over time by reference to the stage of completion, within the Contracting division. Contract assets are recognised in respect of cladding construction services completed during the period. An application for payment is raised for the value of work done and subject to approval by a third-party surveyor. Once the value of work is approved, the Group becomes entitled to consideration for the work performed to date. At this point, the amount recognised within contract assets is invoiced to the customer and reclassified to trade receivables.

The period between the recognition of revenue within contract assets and receipt of payment from the customer is not expected to exceed one year. As such, there is not considered to be a significant financing component in construction contracts with customers.

Customer retentions
For installation and construction contracts, an amount will typically be withheld by the customer as a retention, in respect of installation and construction contracts. The purpose of the retentions are to ensure that the Group carries out its performance obligations to a satisfactory standard. The Group considers it has an unconditional right to payment of retentions, with only the passage of time required before the consideration is due. As such, retentions are included within non-current and current trade receivables depending on the timing of when the retention falls due. Whilst some retentions may be due after one year, given their purpose, the Group does not consider there to be a significant financing component.

Determining the transaction price and allocating amounts to performance obligations

The majority of the Group's revenue is derived from fixed price contracts with stand-alone selling prices. There is therefore no judgement involved in allocating the contract price to the goods or services provided.

Changes in the scope of work for construction contracts may lead to variations in the consideration due from the customer. Revenue in respect of contract variations is recognised only when it is highly probable to be agreed by the customer and that the Group will collect the additional consideration.

Certain roofing products and services provided by the Group are subject to warranty, requiring the Group to rectify defects during the warranty period should those goods and services not comply with agreed-upon specifications. Such warranties cannot be purchased separately and are therefore accounted for in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets. Further details are disclosed in notes 3.19 and 33.

Practical exemptions
The Group has applied the practical expedients within IFRS 15 in respect of the following:

- not accounting for significant financing components where the time difference between receiving consideration and transferring control of the goods or services to its customers is one year or less; and
- expensing the incremental costs of obtaining a contract when the amortisation period of the asset otherwise recognised is one year or less.

Customer rebates
The Group offers customer rebates in respect of volume discounts. These customer rebates give rise to variable consideration. Where the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring its goods to the customer. The Group applies the most likely amount method to estimate the variable consideration in the contract.

Where the Group has rebate agreements with its customers, rebates payable are deducted from revenue in the period that the associated revenue is recognised. The value of rebates payable is based on the terms of the individual contracts in place, to the extent that it is highly probable that the variable consideration estimated will not result in a significant reversal in the amount of cumulative revenue recognised when the uncertainty associated with the variable contract is subsequently resolved.

3.5 Supplier rebates

The Group receives volume rebates from its suppliers. Amounts receivable are recognised as a reduction to cost of sales in the period in which the associated purchase is recorded. The Group estimates the amount receivable based on the terms of the agreements in place, to the extent that it is probable that the rebates will be received and the amounts can be reliably estimated.

3.6 Foreign currencies

The individual financial statements of each Group company are prepared in the currency of the primary economic environment in which it operates (its functional currency). The results and financial position of each Group company are expressed in pounds sterling, which is also the functional currency of the Company and the presentation currency for the consolidated financial statements.

Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate on the dates of the transactions. Monetary assets and liabilities, that are denominated in foreign currencies, are retranslated at the exchange rates ruling at the reporting date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the year.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction and not retranslated at the reporting date. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate at the date at which the fair value is determined.

3.7 Group pension schemes

Defined contribution schemes
Payments to defined contribution retirement benefit schemes are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

3.8 Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the period that the related service is rendered and in which the benefit is earned.

Liabilities in respect of short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

3.9 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax
Current tax is the expected tax payable or recoverable based on taxable profit for the year and any adjustment to tax payable in respect of prior years. Current tax is calculated using tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. It is accounted for using the liability method.

Deferred tax assets and liabilities are recognised where the carrying value of an asset or liability in the Consolidated Balance Sheet differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and joint arrangements where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are also re-assessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable Group company or different taxable Group companies which intend either to settle current tax assets and liabilities 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 assets or liabilities are expected to be recovered or settled.

Tax on other items
Where alternative performance measures are presented, the tax impact of 'other items' outlined in note 14 is considered and also included within 'other items' in order to match the relevant tax charge or credit with the associated income or expense.

3.10 Property, plant and equipment

Property, plant and equipment is initially recorded at cost and subsequently stated at cost less any accumulated depreciation and impairment losses.

Depreciation is charged so as to write off the cost or valuation of an asset, less its residual value, over the estimated useful life of that asset, using the straight-line or reducing balance method, as follows:

Freehold property	2% – 25% per annum
Leasehold property	Over the term of the lease
Plant and machinery	20% to 33% per annum
Fixtures, fittings and equipment	10% to 33% per annum
Motor vehicles	10% to 25% per annum

Freehold land is not depreciated.

3.11 Leases

The Group assesses, at the inception of a contract, whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed when the Group has both the right to direct the identified asset's use and to obtain substantially all the economic benefits from that use.

For contracts that both convey a right to the Group to use an identified asset and require services to be provided to the Group by the lessor, the Group has elected not to separate non-lease components and thus account for the entire contract as a lease.

Lessee accounting
All leases are accounted for by recognising a right of use asset and a lease liability except for:

- leases of low value assets; and
- leases with a term of 12 months or less.

Lease payments for short-term (those with a term of 12 months or less) and low value asset leases are recognised as an expense, in profit or loss, on a straight-line basis over the lease term.

Right of use assets
At the lease commencement date, right of use assets are measured at the amount of the corresponding lease liability, less any lease incentives received, plus the following:

- lease payments made at or before the lease commencement date;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually obliged to dismantle, remove or restore the leased asset or site on which the leased asset is located.

Right of use assets are presented as a separate line in the Consolidated Balance Sheet.

Right of use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right of use assets are depreciated, on a straight-line basis, over the shorter period of the lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset, or the cost reflects that the Group expects to exercise a purchase option, the related right of use asset is depreciated over the useful life of the asset.

3. Accounting policies (continued)

3.11 Leases (continued)

Lease liabilities

At the lease commencement date, lease liabilities are measured at the present value of the lease payments due to the lessor over the lease term, discounted at the rate implicit in the lease, where this can be readily determined. Where the rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability include:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of any purchase option, if it is reasonably certain to be exercised by the Group; and
- any penalties payable for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as an expense, in profit or loss, in the period to which they relate.

Lease liabilities are presented as a separate line in the Consolidated Balance Sheet.

Lease liabilities are subsequently increased to reflect interest charged on the lease liability, using the effective interest method, and reduced for lease payments made.

Lease liabilities are remeasured if there is a modification (and the lease modification is not accounted for as a separate lease), a change in the lease term, a change in the lease payments due to changes in an index or rate, a change in the expected payment under a guaranteed residual value or a change in the assessment to exercise a purchase option.

In the event of a lease modification, change in lease term or change in the assessment of a purchase option, the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

In the event of a change in the lease payments, the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate, unless the lease payment change is due to a change in a floating interest rate, in which case a revised discount rate is used.

When a lease liability is remeasured, a corresponding adjustment is made to the carrying value of the right of use asset, with the revised asset value being depreciated over the remaining lease term.

Lessor accounting

The Group enters into lease agreements as a lessor in respect of sub-leasing some of its leasehold property. Where the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as an operating lease by reference to the right of use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the underlying asset and recognised on a straight-line basis over the lease term.

3.12 Investment property

The Group does not hold any investment property.

Investment properties held by the Company are all leased to subsidiaries within the Group. The Company recognises its investment property at cost and subsequently measures it using the cost model, with the carrying value stated at cost less any accumulated depreciation and impairment losses.

Depreciation is charged so as to write off the cost of the asset over the estimated useful life of that asset on a straight-line basis as follows:

Investment property	2% per annum

Land is not depreciated.

3.13 Intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired as part of a business combination is their fair value at the acquisition date. Intangible assets are subsequently stated at cost less any accumulated amortisation and impairment losses.

Amortisation is charged so as to write off the cost of the asset, less its residual value, over the estimated useful life of that asset, using the straight-line or reducing balance method, as follows:

Brands	7% – 12% per annum
Customer and supplier relationships	7% – 25% per annum
Other intangibles	33% per annum

Other intangibles relate to software and product development costs.

If there is an indication that there has been a change in the useful life or residual value of an intangible asset, the amortisation charge is revised prospectively to reflect the new estimates.

3.14 Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development costs are only recognised as an intangible asset if, and only if, the Group can demonstrate all of the following:

- the technical feasibility to complete the development so that the asset will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

3.15 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or the proportionate share of the acquiree's identifiable net assets. Acquisition related costs are expensed as incurred and included in profit or loss.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Contingent consideration is recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as a liability that is a financial instrument, and within the scope of IFRS 9 Financial Instruments, is measured at fair value at the reporting date with changes in fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income in accordance with IFRS 9.

In accordance with interpretation guidance of IFRS 3, where amounts payable based on future performance are deemed to effectively be contingent on continued employment due to 'good leaver' clauses within the purchase agreements, the amounts payable are recognised as remuneration in profit or loss in the period in which the further amounts payable are earned.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in these circumstances is remeasured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

3.16 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the recoverable amount of the asset. The recoverable amount is the higher of the value in use and the fair value less costs of disposal.

The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is estimated for the smallest group of assets to which it belongs and for which there are separately identifiable cash flows (its cash generating unit (CGU)).

When the carrying value of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised as an expense in profit or loss, except to the extent that they reverse gains previously recognised in other comprehensive income, in which case the impairment loss is also recognised in other comprehensive income up to the amount of any previous gain.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For assets, excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the recoverable amount of the asset or CGU. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised recoverable amount but only to the extent that the carrying value does not exceed the carrying amount that would have been determined, net of amortisation or depreciation, had no impairment loss been recognised for the asset in prior years. The reversal of an impairment loss is recognised in profit or loss.

Goodwill is not amortised but is reviewed for impairment at least annually. CGUs, to which goodwill has been allocated, are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying value, an impairment loss is recognised. It is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset of the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

3.17 Inventories

Inventories are stated at the lower of average cost and net realisable value. Cost comprises direct materials and costs that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and sale.

3. Accounting policies (continued)

3.18 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognised in the Consolidated Balance Sheet when the Group becomes party to the contractual provisions of the instrument.

Financial assets

Financial assets, on initial recognition, are classified as those to be subsequently measured at amortised cost or those to be subsequently measured at fair value (either through profit or loss or through other comprehensive income). The classification depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Financial assets held at amortised cost comprise trade and other receivables and cash and cash equivalents in the Balance Sheet. They are assets held for the collection of contractual cash flows where those cash flows represent solely payments of the principal and interest.

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less.

They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition. They are subsequently stated at amortised cost, using the effective interest rate method, less provision for impairment.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9, using lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables that are reported net, such provisions are recorded in a separate provision account with the loss being recognised within profit or loss. The gross carrying amount of a financial asset is reduced when the Group has no reasonable expectation of recovering the financial asset in its entirety or a portion thereof.

Assets measured at fair value through profit or loss are subsequently remeasured at fair value, with gains and losses being recognised in profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

For investments in equity instruments that are not held for trading and fall within the scope of IFRS 9, the Group may (on an instrument-by-instrument basis) irrevocably elect to present subsequent changes in fair value within other comprehensive income. Where this election is made, there is no subsequent re-classification of fair value gains and losses to profit or loss following derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Group's right to receive payment is established.

Financial liabilities

Financial liabilities, on initial recognition, are classified as those to be subsequently measured at amortised cost or those to be subsequently measured at fair value through profit or loss.

All financial liabilities are initially recognised at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities measured at amortised cost include trade and other payables and loans and other borrowings, including bank overdrafts. These are subsequently stated at amortised cost, using the effective interest rate method. The interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Financial liabilities measured at fair value are subsequently remeasured at fair value, with gains and losses recognised in profit or loss.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Fair value measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, based on the degree to which the fair value is observable, as follows:

- level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Details of significant unobservable inputs used in determining fair values within level 3 are disclosed in note 36.

3.19 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to transfer economic benefits to settle that obligation and a reliable estimate can be made of the amount of the obligation. Provisions are recognised as a liability in the Balance Sheet with a corresponding expense recognised in profit or loss.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. When the effect of the time value of money is material, provisions are discounted using a pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the receivable can be measured reliably.

Warranties

The Group provides for the expected cost of warranty obligations for defects that existed at the time of sale, as required by law. Provision is based on historical experience and management's best estimate of the amount required to settle the Group's obligation. Further details are outlined in note 33.

Dilapidations
The Group provides for the expected cost of restoring its operating premises to their original state in accordance with its lease terms. Provision is based on management's best estimate of the work and cost involved in completing this restoration. The cost is recognised as part of the right of use asset and is depreciated over the remaining term of the lease.

3.20 Share-based payments

Equity-settled share option schemes and long-term incentive plans are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Market conditions are taken into account when estimating the fair value. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 39.

The fair value, determined at the grant date of the equity-settled share-based payments, is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The probability of market conditions being met are not subsequently adjusted for. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity reserves.

3.21 Statement of cash flows

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the Consolidated Balance Sheet.

Deferred and contingent consideration arrangements contain an implicit financing element. As such, the Group's policy is to include the payment of deferred and contingent consideration within cash flows from financing activities.

Cash flows in respect of the payment of lease liabilities are also included within cash flows from financing activities.

Payments in respect of short-term or low value leases that are not included within the measurement of the lease liabilities are presented within cash flows from operating activities.

The Group's finance expenses include interest payable and commitment fees on the unutilised portion of the Group's finance facility. Interest payable on loans and borrowings is therefore considered to be in connection with obtaining financial resources and is presented within cash flows from financing activities.

Interest on loans and borrowings, lease liabilities and deferred and contingent consideration is presented on a separate line in financing activities, within the statement of cash flows.

3.22 Alternative performance measures

Alternative performance measures (APMs) are disclosed within the 2025 Annual Report and Accounts where management believes it is helpful to do so to provide further understanding of the financial performance of the Group.

Underlying results are used in the day-to-day management of the Group. They represent statutory measures adjusted for items which may reduce comparability year on year. Adjusted EBITDA is primarily used when providing guidance to the Group's investors, which is in line with similar companies and expectations within the market.

The provision of alternative performance measures is intended to provide additional information to users of the financial statements to assist with their understanding of the Group's trading performance. They are not intended to be used as a replacement for IFRS measures nor are they considered superior to the IFRS measures. As adjusted results exclude certain costs, particularly in connection with business combinations, but include associated net revenues, adjusted measures may present a materially different result to the statutory measures.

Adjusted Profit
Adjusted profit is defined as statutory profit adjusted for other items that management does not consider to relate to its underlying trading operations or for which separate disclosure would assist in understanding the Group's performance in the period. Further details are provided in note 14.

Other items
Other items are defined as items that management consider to be non-underlying or which may reduce comparability year on year and separate presentation may aid with understanding the performance of the Group during the year.

Adjusted EBITDA
Adjusted EBITDA is the primary non-statutory measure used by the Group. This is represented by earnings before interest, tax, depreciation, amortisation and other items. Such other items include acquisition and share-based payment related expenses, including fair value gains/losses on the remeasurement of contingent consideration and contingent consideration accounted for as remuneration, as outlined in note 14. A reconciliation between Adjusted EBITDA and statutory profit before tax is included in note 6.

Adjusted basic and diluted EPS
Adjusted basic EPS is defined as the adjusted profit after tax divided by the weighted average number of shares outstanding during the year.

Adjusted diluted EPS is defined as the adjusted profit after tax divided by the weighted average number of shares outstanding during the year plus the weighted average number of shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Adjusted basic and diluted EPS are outlined in note 17.

Net debt/cash
Net debt is defined as bank borrowings (excluding the impact of arrangement fees) less cash and cash equivalents. Net cash arises when the cash and cash equivalents exceed bank borrowings and is defined as cash and cash equivalents less bank borrowings. Net debt/net cash does not include lease liabilities.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 3, 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 year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

4. Critical accounting judgements and key sources of estimation uncertainty (continued)

Critical judgements in applying the Group's accounting policies

The following are the critical judgements that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Other items

Other items are disclosed separately in the financial statements where management consider it necessary to aid with understanding the performance of the Group during the year. Other items presented within the Consolidated Statement of Profit of Loss and Other Comprehensive Income are outlined in note 14. Judgement is required in determining which items are deemed to be significant in nature and/or not in relation to the Group's underlying trading operations and thus included within other items.

Contract accounting

Revenue on construction contracts is measured using an output method, by reference to approved customer surveyor valuations. Judgement is required in identifying the performance obligations within each contract, assessing progress towards satisfaction of those performance obligations and determining the associated transaction price. There will be a greater level of judgement at the start of a project, particularly at the pricing stage prior to a full assessment of the building being carried out. As a project progresses, the outcome will become more certain.

Contracts are regularly reviewed on an individual basis, with each phase of a project undergoing an evaluation for potential risks which may impact contract variations and the subsequent revenue recognised or costs accrued.

Provisions

Provisions are a key area of the financial statements and are subject to both judgement and estimation uncertainty. Defect provisions are recognised for the potential rectification cost or claims made in respect of products and services sold under warranty. Provision is based on the potential claims that could be made in relation to the products and services supplied. This requires judgement as to whether a claim would likely give rise to a provision based on the Group's knowledge of its products, services and customers. The provision would then need to be estimated based on management's assessment of the likely work and cost required to rectify any defect. This estimate is subjective and based on management's knowledge of the products, services and past customer experience (see note 33).

Key sources of estimation uncertainty

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

Fair value measurement of financial instruments

When fair values cannot be measured based on quoted prices in an active market, the fair value is measured using valuation techniques, including the discounted cash flow model. Inputs into this model are taken from observable markets where possible but a degree of judgement is required where this is not possible. Expert valuers are engaged by the Group where appropriate.

Contingent consideration, resulting from business combinations, is valued at fair value at the acquisition date as part of the business combination. When contingent consideration meets the definition of a financial liability, it is subsequently remeasured to fair value at each reporting date. The fair value is determined using discounted cash flows. The key estimates are therefore the probability of the performance target being met and the discount rate used.

Contingent consideration is discounted at a rate based on the cost of debt or acquired company's WACC. Where forecast cash flows are adjusted to take into account the probability of the contingent consideration being payable, a lower discount rate is used with the residual risk effectively being the time value of money. Where forecast cash flows are less certain, a higher discount rate based on the WACC is used, with the greater risk incorporated into the discount rate. The WACC rate is calculated from the perspective of a market participant, including an additional risk premium where significant growth is forecast and/or the earn-out period is longer than the Group's usual three-year period.

Further details are disclosed in note 36.

Future cash flows

Forecast cash flows underpin a number of key areas within the financial statements, including the Group's impairment reviews and assessment of the fair value of contingent consideration. Management prepares forecasts based on their knowledge of the business and markets within which the Group operates. However, forecasts by nature are inherently uncertain, particularly when market and economic conditions are more challenging. Further details regarding the impairment reviews and changes in contingent consideration are disclosed in notes 20 and 22 respectively.

Climate change

The Group's key climate change related risks and opportunities are outlined on pages 32 to 33. The Group has assessed the potential impact of both the transitional and physical climate change risks during the preparation of these financial statements, with the primary considerations as follows:

- the useful economic lives and residual values of property, plant and equipment;
- the useful economic lives and residual values of intangible assets;
- the future use of right of use assets;
- the forecast cash flows used in management's assessment of impairment, going concern and the fair value of contingent consideration; and
- the realisable value of inventories.

Climate-related legislation and policies set by the Government, which may impact the industry, continue to be developed. One area of legislation that has progressed recently is the Future Homes Standard. Within this, the introduction of Part L and Part S renewable energy legislation is linked to climate change, with the updated building regulations designed to improve the energy efficiency and reduce the carbon footprint of new build homes. Part O concerning heating has also been a focus, as the Group has introduced renewable heating solutions to help transition away from gas boilers.

Specifically, this legislation primarily affects the Group's distribution division. The future cashflows used for the assessment of impairment of the HHG and Upowa CGUs, and also the Upowa contingent consideration liability, takes into account the expected growth and benefits arising from the implementation and development of this legislation. Further details are outlined in notes 20 and 22.

Aside from the above, climate change is not considered to have a material effect on the carrying value of assets and liabilities at 31 March 2025 or on the other accounting judgements and estimates applied in the financial statements. The potential impact of climate change on the financial statements will continue to be reviewed in future periods as further climate-related risks develop.

5. Revenue

An analysis of the Group's revenue, by type, is as follows:	2025 £'000	2024 £'000
Sale of goods	**511,512**	518,485
Rendering of services	**125,544**	75,591
	637,056	594,076

An analysis of the Group's revenue, by geographic location, is as follows:	2025 £'000	2024 £'000
UK	**634,372**	591,709
Europe	**2,684**	2,367
	637,056	594,076

The Group's revenue is derived from contracts with customers for the transfer of goods at a point in time and the provision of services over time.

Revenue in relation to the sale of goods comprises amounts receivable from the sale of building and joinery materials. Revenue in connection with the rendering of services relates to amounts receivable from the provision of construction services, installation services and the transportation and distribution of building materials. Revenue by segment is included in note 6. Trade receivables are disclosed in note 27.

Included within other payables is an amount of £1,392,000 (2024: £1,454,000) in relation to contract liabilities in respect of amounts paid in advance of goods being transferred to the customer. Due to the nature of the business and short turnaround between orders being placed and goods being delivered, liabilities at the reporting date are recognised within revenue in the following year.

Included within accruals and deferred income is an amount of £5,958,000 (2024: £5,522,000) in relation to customer rebates payable at the year-end.

6. Segmental analysis

For management purposes, the Group is organised into segments based on its products and services. The Group's four distinct business divisions are set out below:

- Bricks and Building Materials - incorporates the sale of superior quality building materials to all sectors of the construction industry including national house builders, developers, contractors, general builders and retail to members of the public;
- Importing - primarily responsible for strategic importing of building products, the majority of which are on an exclusive basis to the UK market, to complement traditional and contemporary architecture;
- Distribution - focuses on the sale and distribution of a wide range of products, including windows, doors, radiators and associated parts and accessories; and
- Contracting - provides cladding, fire remediation, flooring and roofing installation services within the residential construction sector and commercial sector.

The Group's segments are strategic business units that offer different products and services. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The Group considers the CODM to be the senior management team, including the Board of Directors, as described on pages 38 to 39, who are responsible for allocating resources and assessing performance of the operating segments.

The accounting policies of the reportable segments are the same as the Group's accounting policies as described in note 3. Segment performance is evaluated based on Adjusted EBITDA, without allocation of depreciation and amortisation, finance expenses and finance income, certain impairment losses, fair value movements or the share of results of associates and joint ventures. This is the measure reported to the Board for the purpose of resource allocation and assessment of segment performance.

During the year, the Group changed the segment within which the results of E. T. Clay Products Limited are reported. From 1 April 2024, the results have been reported within the Bricks and Building Materials division rather than the importing division as management believes this better reflects the nature of the business. The segmental analysis for the prior year has therefore been re-presented for comparison purposes.

The Group's revenue is primarily generated in the United Kingdom. An analysis by geographic location is included within note 5. Of the revenue generated in Europe, £886,000 (2024: £939,000) is included within revenue from the sale of goods within the Bricks and Building Materials segment. The balance of £1,799,000 (2024: £1,428,000) is included within revenue from the rendering of services within the Importing segment. All of the revenue generated in Other geographic locations is included within revenue from the sale of goods within the Bricks and Building Materials segment.

Revenue from the sale of goods and rendering of services is analysed by segment below. Revenue from the rendering of services within the Importing segment relates to the provision of transportation and distribution services. Revenue from the rendering of services within the Distribution segment relates to solar panel installation services.

No individual customer accounts for more than 10% of the Group's total revenue.

6. Segmental analysis (continued)

	Year ended 31 March 2025					
	Bricks and Building Materials £'000	Importing £'000	Distribution £'000	Contracting £'000	Unallocated & Group Eliminations £'000	Consolidated £'000
Revenue from sale of goods	419,111	42,265	50,136	-	-	511,512
Revenue from rendering of services	-	9,335	17,647	98,562	-	125,544
Total external revenue	419,111	51,600	67,783	98,562	-	637,056
Total internal revenue	7,006	18,298	962	31	(26,297)	-
Total revenue	426,117	69,898	68,745	98,593	(26,297)	637,056
Adjusted EBITDA	21,717	5,720	7,962	21,655	(6,906)	50,148
Depreciation and amortisation					(20,180)	(20,180)
Business change project costs					(538)	(538)
Earn-out consideration classified as remuneration under IFRS 3					(435)	(435)
Share-based payment expense					(1,341)	(1,341)
Impairment of investment in associates					(137)	(137)
Impairment of loan to joint venture					(5,318)	(5,318)
Finance income					348	348
Finance expense					(9,637)	(9,637)
Share of results of associates					(7)	(7)
Fair value gains and losses					(1,194)	(1,194)
Group profit before tax	21,717	5,720	7,962	21,655	(45,345)	11,709

	Year ended 31 March 2024 (re-presented)					
	Bricks and Building Materials £'000	Importing £'000	Distribution £'000	Contracting £'000	Unallocated & Group Eliminations £'000	Consolidated £'000
Revenue from sale of goods	421,396	44,676	52,413	-	-	518,485
Revenue from rendering of services	-	8,191	9,230	58,170	-	75,591
Total external revenue	421,396	52,867	61,643	58,170	-	594,076
Total internal revenue	6,273	17,487	1,072	3	(24,835)	-
Total revenue	427,669	70,354	62,715	58,173	(24,835)	594,076
Adjusted EBITDA	25,259	7,058	7,567	10,070	(5,022)	44,932
Depreciation and amortisation					(15,905)	(15,905)
Acquisition and re-financing costs					(939)	(939)
Business change project costs					(295)	(295)
Earn-out consideration classified as remuneration under IFRS 3					(4,944)	(4,944)
Share-based payment expense					(1,456)	(1,456)
Finance income					584	584
Finance expense					(6,956)	(6,956)
Share of results of associates					71	71
Fair value gains and losses					6,352	6,352
Group profit before tax	25,259	7,058	7,567	10,070	(28,510)	21,444

For the purposes of monitoring segment performance and allocating resources between segments, the CODM monitors the total non-current and current assets attributable to each segment. All assets are allocated to reportable segments with the exception of those used primarily for corporate purposes (central), investments in associates, joint ventures and financial assets and deferred tax assets. Goodwill has been allocated to reportable segments as detailed in note 20. No other assets are used jointly by reportable segments. All liabilities are allocated to reportable segments with the exception of those used primarily for corporate purposes (central), bank borrowings and deferred tax liabilities.

Right of use assets, in respect of trailers, with a carrying value of £1,864,000 (2024: £2,024,000), are either held in the United Kingdom or Europe at the year-end, depending on the timing and location of goods being transported. All other non-current assets are solely held within the United Kingdom.

	Year ended 31 March 2025					
	Bricks and Building Materials £'000	Importing £'000	Distribution £'000	Contracting £'000	Central £'000	Consolidated £'000
Non-current segment assets	77,747	16,708	49,683	107,067	11,500	262,705
Current segment assets	108,164	18,052	29,433	26,621	7,087	189,357
Total segment assets	185,911	34,760	79,116	133,688	18,587	452,062
Unallocated assets:						
Investment in associates						-
Investment in joint ventures						-
Group assets						452,062
Total segment liabilities	(93,663)	(12,701)	(21,345)	(34,860)	(18,392)	(180,961)
Loans and borrowings (excluding leases and overdrafts)						(60,644)
Deferred tax liabilities						(21,721)
Group liabilities						(263,326)
Non-current asset additions						
Property, plant and equipment	605	95	330	439	2,797	4,266
Right of use assets	3,097	725	751	325	-	4,898
Intangible assets	-	-	72	-	-	72
Total non-current asset additions	3,702	820	1,153	764	2,797	9,236

	Year ended 31 March 2024 (re-presented)					
	Bricks and Building Materials £'000	Importing £'000	Distribution £'000	Contracting* £'000	Central £'000	Consolidated* £'000
Non-current segment assets	80,409	17,318	56,045	114,092	14,006	281,870
Current segment assets	95,026	16,646	27,776	28,050	2,071	169,569
Total segment assets	175,435	33,964	83,821	142,142	16,077	451,439
Unallocated assets:						
Investment in associates						335
Investment in joint ventures						-
Group assets						451,774
Total segment liabilities	(81,830)	(15,105)	(18,551)	(10,094)	(46,599)	(172,179)
Loans and borrowings (excluding leases and overdrafts)						(62,911)
Deferred tax liabilities						(24,806)
Group liabilities						(259,896)
Non-current asset additions						
Property, plant and equipment	297	91	1,240	203	4,313	6,144
Right of use assets	1,595	380	4,143	251	63	6,432
Intangible assets	-	-	325	-	-	325
Total non-current asset additions	1,892	471	5,708	454	4,376	12,901

*See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

7. Other operating income

	2025 £'000	2024 £'000
Rental income	**120**	120
Other	**147**	1,077
	267	1,197

Included within other income is a charge of £79,000 (2024: income of £1,066,000) in respect of R&D income under the RDEC scheme.

8. Profit before tax

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

	2025 £'000	2024 £'000
Amortisation of intangible assets	**13,870**	10,268
Depreciation of property, plant and equipment	**1,745**	1,736
Depreciation of right of use assets	**4,565**	3,901
Gain on disposal of property, plant and equipment and right of use assets	**(220)**	(131)
Impairment of property, plant and equipment (note 18)	**433**	-
Impairment of investment in associates (note 23)	**137**	-
Impairment of trade receivables (note 27)	**1,659**	1,643
Impairment of loan to joint venture (note 24)	**5,318**	-
Cost of inventories recognised as an expense	**463,969**	469,583
Customer rebates	**8,633**	6,415
Supplier rebates	**(8,348)**	(9,246)
Subcontractor costs	**28,106**	16,770
Net foreign exchange losses	**180**	244

9. Auditor's remuneration

During the year, the Group incurred the following costs for services provided by the Company's Auditor:

	2025 £'000	2024 £'000
Fees payable for audit services:		
Audit of the company and group annual financial statements	**1,426**	1,260
Additional fees payable for the prior year audit	**90**	-
Total audit related fees	**1,516**	1,260
Fees payable for other services:		
Other assurance services	**7**	20
Total non-audit fees	**7**	20
Total auditor's remuneration	**1,523**	1,280

10. Staff numbers and costs

The average number of persons employed by the Company during the year was nil (2024: nil).

The average number of persons employed by the Group during the year, including the Directors, amounted to:

	2025 Number	2024 Number
Production staff	**74**	70
Distribution staff	**144**	132
Administrative staff	**280**	265
Management staff	**75**	78
Sales staff	**248**	268
	821	813

	2025 £'000	2024 £'000
Staff costs:		
Wages and salaries	**42,831**	36,670
Social security costs	**4,754**	3,876
Other pension costs (note 35)	**1,837**	1,540
Share-based payments expense including NI (note 39)	**1,341**	1,456
	50,763	43,542

	2025 £'000	2024 £'000
Directors' emoluments:		
Remuneration	**2,285**	1,761
Gains on the exercise of share options	**250**	-
	2,535	1,761

Remuneration of the highest paid director (in respect of qualifying services) was:

	2025 £'000	2024 £'000
Remuneration	**1,075**	823
	1,075	823

No directors accrue benefits under company pension plans.

Full details of directors' remuneration are included within the Report of the Remuneration Committee on pages 49 to 54.

11. Finance income

	2025 £'000	2024 £'000
Interest on cash and cash equivalents	**103**	164
Other interest receivable	**245**	420
	348	584

12. Finance expense

	2025 £'000	2024 £'000
Interest on bank loans and overdrafts	**4,789**	3,615
Interest on lease liabilities	**1,132**	898
Unwinding of discount on deferred and contingent consideration	**3,681**	2,418
Other interest payable	**35**	25
	9,637	6,956

13. Fair value gains and losses

	2025 £'000	2024 £'000
(Loss)/gain on re-measurement of contingent consideration (notes 22 & 36)	**(1,194)**	6,352
	(1,194)	6,352

14. Other items

In order to assist with the understanding of the Group's performance, certain business combination related items that are significant in nature and items that management do not consider to be directly reflective of the Group's underlying performance in the period are presented separately, on the face of the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

This includes certain cash and non-cash items which are charged or recognised throughout the year regardless of trading performance. For the purpose of assessing performance on a comparable basis year on year, management therefore considers both statutory and adjusted profit measures, with these adjusted measures presented separately in order to provide additional useful information about the Group's performance to users of the accounts. Other items that are excluded from adjusted profit measures are as follows:

	2025 £'000	2024 £'000
Amortisation of acquired intangible assets (note 20)	**(13,440)**	(10,233)
Total depreciation and amortisation	**(13,440)**	(10,233)
Acquisition costs	**-**	(828)
Refinancing costs	**-**	(111)
Business change project costs	**(538)**	(295)
Earn-out consideration classified as remuneration under IFRS 3	**(435)**	(4,944)
Share-based payment expense (including employer NI)	**(1,341)**	(1,456)
Total other administrative expenses	**(2,314)**	(7,634)
Impairment of investment in equity accounted associates (note 23)	**(137)**	-
Impairment of loan to joint venture (note 24)	**(5,318)**	-
Total impairment losses on financial assets	**(5,455)**	-
Unwinding of discount on contingent consideration (note 12)	**(3,681)**	(2,418)
Total finance expense	**(3,681)**	(2,418)
Share of post-tax (loss)/profit of equity accounted associates (note 23)	**(7)**	71
(Loss)/gain on re-measurement of contingent consideration (notes 22 & 36)	**(1,194)**	6,352
Total fair value (losses)/gains (note 13)	**(1,194)**	6,352
Total other items before tax	**(26,091)**	(13,862)
Tax on other items (note 15)	**5,071**	2,913
Total other items after tax	**(21,020)**	(10,949)
Total other comprehensive loss	**-**	(12)
Total other items in total comprehensive income	**(21,020)**	(10,961)

Impact of business combinations

Following a business combination, intangible assets in respect of brands, customer relationships and supplier relationships are recognised as part of the fair value assessment of net assets acquired. Amortisation on these acquired intangibles is excluded from adjusted profit as the recognition of these intangibles is not comparable with the recognition of other internally generated assets. Its exclusion enables performance to be assessed on a like for like basis regardless of whether growth is organic or through acquisition and whether acquired intangibles have been fully amortised.

Acquisition costs associated with business combinations can fluctuate from year to year depending on the size and number of acquisitions. Legal and professional fees for acquisitions are also generally considered to be greater than those incurred during the course of regular trading. These are therefore excluded from adjusted results for improved comparability.

Any gains recognised on acquisition, subsequent changes in the fair value of contingent consideration and the related finance expense in connection with discounting deferred and contingent consideration can also make a comparison of trading performance on a like for like basis more difficult. These gains/losses and expenses are therefore also excluded from adjusted results, with the inclusion within other items consistent with the presentation of other acquisition related costs.

Fair value (losses)/gains include a loss of £1,194,000 (2024: gain of £6,352,000) in respect of changes in contingent consideration expected to be payable. A reconciliation of the movement in the year, including details of the reasons for the change in the year is outlined in note 22.

Acquisition costs comprise of £nil (2024: £541,000), in relation to stamp duty, plus a further £nil (2024: £287,000) in respect of legal and professional fees. £nil (2024: £828,000) was directly associated with the acquisitions in the year.

To facilitate the acquisitions during the prior year, the Group refinanced and agreed an increase in its available banking facilities. The refinancing costs directly associated with this were therefore considered to be connected with the acquisition.

The agreement to purchase Modular Clay Products includes earn-out consideration, payable if certain performance-based targets are met over the three-years following acquisition. The share purchase agreement also includes a 'bad leaver' clause, under which the earn-out consideration payment to such a leaver is forfeited. The clause was included with the intention of protecting the value of the business over the first few years following acquisition. However, as a result of the earn-out consideration effectively being contingent on the continued employment or 'good leaver' status of the individual, the amount payable has been treated as remuneration in accordance with current IFRS interpretation guidance of IFRS 3. As such, the amount payable is considered to be business combination related and not reflective of a typical remuneration cost that would usually be incurred within the underlying trade of the Group. The prior year also included amounts payable to the former owners of Taylor Maxwell Group (2017) Limited subject to an equivalent clause.

Business change project costs

During the prior year, the Group commenced a business change project which incorporates the upgrade of the Group's IT systems and infrastructure and the re-organisation of businesses within the Group.

The overall project is expected to be completed over the next few financial years and cumulative costs of £833,000 (2024: £295,000), specifically associated with the project, have been recognised to date. The initial anticipated total project costs are under review and may vary, depending on the options selected, once the implementation plan is finalised. The project set up and installation costs are over and above the Group's annual system upgrade and maintenance costs and thus these costs have been included within 'other items' in order to assist with the understanding of the Group's performance in the year.

Share-based payments

The share-based payment expense represents the share-based payment charge for the year, including associated accrued employer taxes. A portion of the share options issued are subject to performance criteria, including both market and non-market conditions. Changes in market conditions after the grant date are not reflected in the share-based payment expense recognised. The accounting charge is therefore not considered to be directly linked to the Group's trading operations in the year and thus separate disclosure is deemed appropriate to assist with the understanding of the Group's performance in the year.

Equity accounted associate

The Group is not directly involved in the day-to-day operations of its associate and thus considers it appropriate to separate its share of this entity's results from the Group's adjusted results.

In March 2025, the Group entered negotiations to sell its share of the associate, which was expected to be completed via a company purchase of own shares shortly after the year-end. As such, the carrying value of the investment was re-classified as an asset held for sale at the year-end and an impairment of £137,000 was recognised (see note 41). This impairment has also been recognised within 'other items', consistent with the presentation of the Group's share of post-tax profits or losses from that associate.

Joint venture

During the year, the Group's joint venture in Germany entered administration and full provision was made against the loan balance due from it (see note 24). The impairment of the loan to the joint venture is considered to be one-off in nature and in excess of the Group's typical level of impairment recognised from its ongoing operations. Accordingly, the impairment has been presented within 'other items' to aid comparability with the prior period.

Tax

The tax credit arising on the other items is presented on the same basis as the cost to which it relates. The tax impact attributable to each other item is outlined in note 15.

Other comprehensive income

The other comprehensive loss in the prior year relates to the remeasurement of the now bought-out defined benefit pension scheme and associated deferred tax movement. The Group completed a buy-out process to transfer all defined benefit pension liabilities to an insurer (see note 35). As such, the final scheme-related remeasurement and deferred tax movements were not considered to be part of the Group's underlying operations and have been reported separately from the Group's adjusted results.

15. Tax on profit

The major components of the income tax expense are:

	2025 £'000	2024 £'000
Current tax		
UK current tax expense	**8,648**	9,406
Adjustments in respect of prior periods	**(292)**	(115)
Total current tax	**8,356**	9,291
Deferred tax		
Origination and reversal of temporary differences	**(3,161)**	(3,211)
Total tax on profit	**5,195**	6,080

Reconciliation of tax expense

The standard rate of corporation tax in the UK is 25% (2024: 25%). The charge for the year can be reconciled, to the standard rate applied to the profit before tax, as follows:

	2025 £'000	2024 £'000
Profit on ordinary activities before taxation	**11,709**	21,444
Tax on profit on ordinary activities at standard rate	**2,927**	5,361
Adjustments to current tax charge in respect of prior periods	**(292)**	(115)
Adjustments to deferred tax charge in respect of prior periods	**503**	(229)
Effect of expenses not deductible for tax purposes	**438**	357
Effect of changes in deferred and contingent consideration	**1,219**	(971)
Effect of remuneration under IFRS 3 not deductible for tax purposes	**109**	1,236
Effect of capital allowances and depreciation	**222**	97
Effect of utilisation of tax losses	**-**	4
Effect of share options	**88**	137
Effect of RDEC	**(19)**	203
Tax on profit	**5,195**	6,080

The tax impact of the 'other' items outlined in note 14 and within the Consolidated Statement of Profit or Loss and Other Comprehensive Income is as follows:

	2025		2024	
	Other item £'000	Tax impact £'000	Other item £'000	Tax impact £'000
Amortisation of acquired intangible assets	**(13,440)**	**3,360**	(10,233)	2,558
Acquisition costs	**-**	**-**	(828)	26
Refinancing costs	**-**	**-**	(111)	39
Business change project costs	**(538)**	**134**	(295)	74
Earn-out consideration classified as remuneration under IFRS 3	**(435)**	**-**	(4,944)	-
Share-based payment expense (including employer NI)	**(1,341)**	**247**	(1,456)	216
Impairment of investment in equity accounted associates	**(137)**	**-**	-	-
Impairment of loan to joint venture	**(5,318)**	**1,330**	-	-
Unwinding of discount on contingent consideration	**(3,681)**	**-**	(2,418)	-
Share of post-tax (loss)/profit of equity accounted associates	**(7)**	**-**	71	-
(Loss)/gain on re-measurement of contingent consideration	**(1,194)**	**-**	6,352	-
Total other items	**(26,091)**	**5,071**	(13,862)	2,913
Other comprehensive (loss)/income				
Remeasurements of defined benefit pension scheme	**-**	**-**	(16)	4
Total other items in other comprehensive (loss)/income	**-**	**-**	(16)	4

In addition to the amount charged to profit or loss and other comprehensive income, the following amounts relating to tax have been recognised directly in equity:

	2025 £'000	2024 £'000
Current tax		
Excess tax deductions related to share-based payments on exercised options	**68**	98
Deferred tax		
Change in estimated excess tax deductions related to share-based payments	**(76)**	(79)
Total tax recognised directly in equity	**(8)**	19

16. Dividends

	2025 £'000	2024 £'000
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 31 March 2024 of 2.28p per share (2024: for the year ended 31 March 2023 of 2.15p per share)	**7,309**	6,456
Interim dividend for the year ended 31 March 2025 of 1.12p per share (2024: for the year ended 31 March 2024 of 1.07p per share)	**3,595**	3,406
Total dividends paid in the year	**10,904**	9,862

The Directors recommend that a final dividend for 2025 of 2.39p (2024: 2.28p) per ordinary share be paid.

The final dividend will be paid, subject to shareholders' approval at the Annual General Meeting, to shareholders on the register at the close of business on 4 September 2025. This dividend has not been included as a liability in these financial statements.

17. Earnings per share

Earnings per share (EPS) is calculated by dividing the profit for the year, attributable to ordinary equity holders of the parent, by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit for the year, attributable to ordinary equity holders, by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The calculation of basic and diluted earnings per share is based on the following data:

	2025			2024		
	Earnings £'000	**Weighted average number of shares**	**Earnings per share (p)**	Earnings £'000	Weighted average number of shares	Earnings per share (p)
Basic earnings per share	**6,533**	**320,623,575**	**2.04**	15,367	303,814,191	5.06
Effect of dilutive securities:						
Employee share options	**-**	**5,315,007**	**-**	-	6,157,200	-
Diluted earnings per share	**6,533**	**325,938,582**	**2.00**	15,367	309,971,391	4.96

Adjusted earnings per share and adjusted diluted earnings per share based on the adjusted profit attributable to the equity holders of the parent, as shown in the Adjusted column of the Consolidated Statement of Profit or Loss and Other Comprehensive Income. Details of the Other items after tax, forming the difference between the statutory earnings above and adjusted earnings below, are outlined in note 14 of the financial statements.

17. Earnings per share (continued)

	2025			2024		
	Earnings £'000	Weighted average number of shares	Earnings per share (p)	Earnings £'000	Weighted average number of shares	Earnings per share (p)
Adjusted basic earnings per share	**27,553**	**320,623,575**	**8.59**	26,316	303,814,191	8.66
Effect of dilutive securities:						
Employee share options	**-**	**5,315,007**	**-**	-	6,157,200	-
Adjusted diluted earnings per share	**27,553**	**325,938,582**	**8.45**	26,316	309,971,391	8.49

18. Property, plant and equipment

Group	Land and buildings £'000	Plant and machinery £'000	Fixtures, fittings and equipment £'000	Motor vehicles £'000	Total £'000
Cost					
At 1 April 2023	22,910	1,763	1,822	2,425	28,920
Additions	5,418	130	402	194	6,144
Acquisition through business combinations	-	47	232	94	373
Reclassified to assets held for sale	(2,734)	-	(13)	-	(2,747)
Disposals	-	-	(9)	(345)	(354)
At 31 March 2024	25,594	1,940	2,434	2,368	32,336
Additions	3,219	306	409	332	4,266
Transfers	-	33	(33)	-	-
Transferred from right of use assets	-	6	-	237	243
Reclassified to assets held for sale	(2,637)	-	(74)	-	(2,711)
Disposals	(236)	(72)	(97)	(200)	(605)
At 31 March 2025	**25,940**	**2,213**	**2,639**	**2,737**	**33,529**
Depreciation					
At 1 April 2023	1,607	792	808	930	4,137
Charge for the year	656	250	371	459	1,736
Reclassified to assets held for sale	(188)	-	(4)	-	(192)
On disposals	-	-	(8)	(196)	(204)
At 31 March 2024	2,075	1,042	1,167	1,193	5,477
Charge for the year	626	250	455	414	1,745
Transfers	-	2	(2)	-	-
Transferred from right of use assets	-	6	-	147	153
Impairment	374	-	59	-	433
Reclassified to assets held for sale	(447)	-	(74)	-	(521)
On disposals	(60)	(38)	(86)	(149)	(333)
At 31 March 2025	**2,568**	**1,262**	**1,519**	**1,605**	**6,954**
Net book value					
At 31 March 2025	**23,372**	**951**	**1,120**	**1,132**	**26,575**
At 31 March 2024	23,519	898	1,267	1,175	26,859

Included within land and buildings is freehold land amounting to £3,855,000 (2024: £2,777,000) which is not depreciated.

Property, plant and equipment with a carrying value of £24,525,000 (2024: £27,503,000) is pledged as security against the Group's banking facilities.

19. Investment property

Company	Investment property £'000
Cost	
At 1 April 2023	2,051
Additions	4,314
At 31 March 2024	6,365
Additions	2,797
At 31 March 2025	**9,162**
Depreciation	
At 1 April 2023	28
Charge for the year	136
At 31 March 2024	164
Charge for the year	70
At 31 March 2025	**234**
Net book value	
At 31 March 2025	**8,928**
At 31 March 2024	6,201

The Company's investment properties are all used by its subsidiaries. The Group therefore has no investment property, with the properties included within Property, Plant and Equipment within the consolidated financial statements.

The Company recognises its investment properties at cost.

Rental income of £593,000 (2024: £377,000) is included within the individual company's profit for the year. The Company did not incur any direct operating expenses in respect of the properties during the year.

At both 31 March 2025 and 31 March 2024, there were no restrictions on the realisability of investment property or the remittance of income and proceeds of disposal. There are also no contractual obligations to purchase, construct or develop investment property.

The fair value of the properties at 31 March 2025 was considered to be £8,928,000 (2024: £6,201,000).

The fair value is based on management's assessment. Given all properties were recently acquired on market terms, the Directors consider that the fair value of the properties at 31 March 2025 is not materially different to their carrying value.

20. Intangible assets

	Brands £'000	Customer & supplier relationships £'000	Other intangibles £'000	Goodwill* £'000	Total* £'000
Cost or valuation					
At 1 April 2023	25,221	70,785	970	79,788	176,764
Additions	-	-	325	-	325
Acquisition through business combinations*	3,910	34,098	-	45,916	83,924
At 31 March 2024*	29,131	104,883	1,295	125,704	261,013
Additions	-	-	72	-	72
At 31 March 2025	**29,131**	**104,883**	**1,367**	**125,704**	**261,085**

20. Intangible assets (continued)

	Brands £'000	Customer & supplier relationships £'000	Other intangibles £'000	Goodwill* £'000	Total* £'000
Amortisation and impairment					
At 1 April 2023	5,563	18,631	114	32	24,340
Charge for the year	2,173	8,060	35	-	10,268
At 31 March 2024	7,736	26,691	149	32	34,608
Charge for the year	2,593	10,847	430	-	13,870
At 31 March 2025	**10,329**	**37,538**	**579**	**32**	**48,478**
Net book value					
At 31 March 2025	**18,802**	**67,345**	**788**	**125,672**	**212,607**
At 31 March 2024	21,395	78,192	1,146	125,672	226,405

*See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

The Company has no intangible assets.

Goodwill is reviewed annually for impairment. The economic climate and market conditions continued to be challenging during the year and since the year-end. Notwithstanding slight decreases from August 2024, interest rates remained high throughout the financial year. Inflation generally rose during the year and has increased further since the year-end. This could give rise to an indication of potential impairment as outlined within the key sources of estimation uncertainty in note 4 of the financial statements. As such, impairment reviews have also been carried out in respect of other intangible assets and other non-financial assets, including property, plant and equipment and right of use assets.

The carrying amount of goodwill and impairment losses by segment are as follows:

	Bricks and Building Materials £'000	Importing £'000	Distribution £'000	Contracting* £'000	Total* £'000
At 1 April 2023**	27,933	8,350	23,431	20,042	79,756
Recognised on acquisitions*	579	-	-	45,337	45,916
At 31 March 2024*/**	28,512	8,350	23,431	65,379	125,672
Recognised on acquisitions	-	-	-	-	-
At 31 March 2025	**28,512**	**8,350**	**23,431**	**65,379**	**125,672**

*See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

**See note 6 regarding re-presentation due to transfer of E. T. Clay Products Limited from Importing to Bricks and Building Materials.

Impairment losses regarding goodwill are included within the depreciation and amortisation expense in the Statement of Profit or Loss and Other Comprehensive Income.

The carrying amount of goodwill is allocated to CGUs as follows:

	2025 £'000	2024* £'000
Brick-ability trading group	**13,062**	12,845
PVH trading group	**16,399**	16,399
HHG trading group	**12,809**	12,809
Taylor Maxwell trading group	**12,016**	12,016
Group Topek*	**24,866**	24,866
TSL Assets	**20,470**	20,470
Other CGUs	**26,050**	26,267
Total	**125,672**	125,672

*See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

The goodwill allocated to the Brick-ability trading group, PVH trading group, HHG trading group, Taylor Maxwell trading group, Group Topek and TSL Assets CGUs is considered significant in comparison with the Group's total carrying amount of goodwill. CGUs within the Other CGU category each represent between 0.01% and 6.79% (2024: 0.01% and 6.79%) of the total goodwill and relate to the business operations of entities acquired during previous years. CGUs representing 10% or more of the total goodwill are considered to be significant to the Group.

Goodwill in respect of Brickmongers (Wessex) Limited, a company acquired in July 2019, has been allocated to the Brick-ability trading group CGU in the year. It was previously included within Other CGUs in the table above. As the trading operations has become more integrated with the operations of the Brick-ability trading group, this is now considered the smallest group of assets that generate largely independent cash flows.

The recoverable amount is the higher of fair value less costs of disposal (FVLCD) and value in use (VIU). The Group estimates the recoverable amount of each significant CGU, using a VIU model by projecting cash flows for the next three to five years together with a terminal value using a long-term growth rate. The key assumptions underpinning the recoverable amounts of the CGUs tested for impairment are forecast revenues and EBITDA, upon which the forecast cash flows are based, the long-term growth rates and the discount rates applied to the forecast cash flows.

Revenue and EBITDA forecast in the impairment models are based on management's past experience and future expectations of performance. The projections also consider the ongoing uncertainty in the market, with assumptions for future trade supported by actual trends or past experience in conjunction with market data (including that released by ONS) that forecast a recovery in market conditions. The long-term growth rate and discount rate applied for each CGU is as follows:

	Growth rate		Pre-tax discount rate	
	2025 %	2024 %	**2025 %**	2024 %
Brick-ability trading group	**2.0**	2.0	**14.2**	15.3
PVH trading group	**2.0**	2.0	**18.0**	17.3
HHG trading group	**2.0**	2.0	**13.6**	15.2
Taylor Maxwell trading group	**2.0**	2.0	**13.7**	15.2
Group Topek	**2.0**	2.0	**17.8**	16.9
TSL Assets	**2.0**	2.0	**17.6**	17.0
Other CGUs	**2.0**	2.0	**13.2 - 22.2**	15.8 - 22.9

The long-term growth rates used to extrapolate the cash flow projections beyond the initial three-year period do not exceed the average long-term growth rates for the relevant markets. The pre-tax discount rates applied are derived from the CGU's post-tax weighted average cost of capital (WACC), by reference to comparable quoted company data, which range from 10.5% to 16.8% (2024: 11.7% to 17.8%). Inputs into the calculation of the discount rates reflect the risks associated with the CGU's size and industry within which it operates. A growth risk factor of 2% (2024: 5%) has also been incorporated into the discount rate for Upowa given there being a significant level of growth anticipated during the forecast period, due to changes in renewable energy legislation. Risk-free rates included within the discount rate calculations are obtained from observable market rates.

Sensitivity

The total recoverable amount in respect of goodwill arising on consolidation, other intangibles and other non-financial assets, as assessed by management using the above assumptions, is greater than the carrying amount. No impairment loss has therefore been recorded, in either the current or previous year.

The projections used in the impairment reviews have also been sensitised. Management considers it not reasonably possible for the assumptions to change so significantly as to eliminate the excess level of headroom for any of the significant CGUs, with EBITDA required to fall to between 28.5% and 85.8% (2024: 34.09% and 64.53%) of forecasted results or the discount rate required to increase by between 1.5% and 33.0% (2024: 6.56% and 22.44%) in order for there to be an impairment.

The 'Other CGUs' category represents 13 less significant components of the Group, with the aggregate recoverable amount exceeding the carrying value of the CGUs' assets by £25,798,000. Within Other CGUs, there are some CGUs that are more sensitive to reasonably possible changes in assumptions. Forecast revenue growth is the most significant assumption over the forecast period. If only 75% of the forecast growth were to materialise, there would be an aggregate decrease in the Other CGUs' VIU of £14,921,000 and 4 CGUs would require an impairment totalling £1,461,000.

21. Subsidiaries

Company

Shares in group undertakings	2025 £'000	2024* £'000
Cost and carrying value		
At 1 April	**106,061**	58,720
Additions	**915**	47,341
At 31 March	**106,976**	106,061

*See note 22 for remeasurement details regarding the 2024 acquisition of TSL.

An addition of £915,000 (2024: £970,000) was recognised in the year in respect of the Company issuing share options to employees of its subsidiaries, which are the receiving entities of the associated employee services.

At the reporting date, the Company had the following subsidiary undertakings, all of which are included in these consolidated financial statements:

Subsidiary	Country of operation and incorporation	Class of share held	Proportion of shares held 2025	Proportion of shares held 2024
Brickability Enterprises Holding Limited(9) (20)	England and Wales	Ordinary	100%	100%
Brickability Enterprises Investments Limited(9) (20)	England and Wales	Ordinary	100%	100%
Brickability UK Holdings Limited(1) (20)	England and Wales	Ordinary	100%	100%
Brick-ability Ltd.(2) (20)	England and Wales	Ordinary	100%	100%
Brick Services Limited(2) (21)	England and Wales	Ordinary	100%	100%
The Matching Brick Company Limited(2) (20)	England and Wales	Ordinary	100%	100%
Brick-Link Limited(2) (20)	England and Wales	Ordinary	100%	100%
Plansure Building Products Limited(2) (20)	England and Wales	Ordinary	100%	100%
P V H Holdings Limited(1) (22)	England and Wales	Ordinary	100%	100%
Crest Brick Slate & Tile Limited(3) (22)	England and Wales	Ordinary	100%	100%
Crest Roofing Limited(3) (22)	England and Wales	Ordinary	100%	100%
Crown Roofing (Centres) Limited(5) (22)	England and Wales	Ordinary	100%	100%
Excel Roofing Services Limited(5) (22)	England and Wales	Ordinary	100%	100%
Hamilton Heating Group Limited(1) (23)	England and Wales	Ordinary	100%	100%
Towelrads.com Limited(6) (23)	England and Wales	Ordinary	100%	100%
Radiatorsonline.com Ltd(6) (23)	England and Wales	Ordinary	100%	100%
Frazer Simpson Limited(1) (23)	England and Wales	Ordinary	100%	100%
FSN Doors Limited(1) (23)	England and Wales	Ordinary	100%	100%
DSH Flooring Limited(6) (23)	England and Wales	Ordinary	100%	100%
CPG Building Supplies Limited(1) (20)	England and Wales	Ordinary	100%	100%
The Bespoke Brick Company Limited(1) (20)	England and Wales	Ordinary	100%	100%
The Brick Slip Business Limited(1) (20)	England and Wales	Ordinary	100%	100%
Brickmongers (Wessex) Ltd(2) (20)	England and Wales	Ordinary	100%	100%
LBT Brick & Facades Limited(2) (20)	England and Wales	Ordinary	100%	100%
Roofing Distribution UK Limited*(4) (22)	England and Wales	Ordinary	100%	100%
U Plastics Limited(1) (20)	England and Wales	Ordinary	100%	100%
McCann Logistics Ltd(3) (22)	England and Wales	Ordinary	100%	100%
Forum Tiles Limited(8) (23)	England and Wales	Ordinary	100%	75%
Taylor Maxwell Group (2017) Limited(9) (24)	England and Wales	Ordinary	100%	100%
Taylor Maxwell Group Limited(10) (24)	England and Wales	Ordinary	100%	100%
Taylor Maxwell Holdings Limited(11) (24)	England and Wales	Ordinary	100%	100%
Taylor, Maxwell & Co Limited(12) (24)	England and Wales	Ordinary	100%	100%

Subsidiary	Country of operation and incorporation	Class of share held	Proportion of shares held 2025	Proportion of shares held 2024
Taylor Maxwell Timber Limited[(13) (24)]	England and Wales	Ordinary	100%	100%
The Vobster Cast Stone Company Limited[(12) (24)]	England and Wales	Ordinary	100%	100%
SBS Cladding Ltd[(13) (24)]	England and Wales	Ordinary	100%	100%
Pacific Lumber Services (UK) Limited[(14) (24)]	England and Wales	Ordinary	-	100%
Timber Marketing Corporation Limited[(14) (24)]	England and Wales	Ordinary	-	100%
Taymax Independent Plywood Limited[(14) (24)]	England and Wales	Ordinary	-	100%
Michael Douglas & Co Limited[(12) (24)]	England and Wales	Ordinary	-	100%
Taylor Maxwell Timber Consolidated Limited[(12) (24)]	England and Wales	Ordinary	-	100%
Proctor & Lavender Brick Distributors Limited[(13) (24)]	England and Wales	Ordinary	-	100%
Taylor Maxwell Hardwoods Limited[(12) (24)]	England and Wales	Ordinary	-	100%
Taylor Maxwell (International) Limited[(14) (24)]	England and Wales	Ordinary	-	100%
Taymax Forest Products Limited[(14) (24)]	England and Wales	Ordinary	-	100%
Added Value Timber Products Limited[(14) (24)]	England and Wales	Ordinary	-	100%
Leadcraft Limited[(15) (20)]	England and Wales	Ordinary	100%	100%
Rangeley Holdings Limited[(1) (20)]	England and Wales	Ordinary	100%	100%
Upowa Ltd[**(1) (23)]	England and Wales	Ordinary	100%	100%
Whiffen Holdings Limited[(1) (20)]	England and Wales	Ordinary	100%	100%
Beacon Roofing Limited[(16) (20)]	England and Wales	Ordinary	100%	100%
Modular Clay Products Ltd[(1) (20)]	England and Wales	Ordinary	100%	100%
E. T. Clay Products Limited[(1) (20)]	England and Wales	Ordinary	100%	100%
Heritage Clay Tiles Limited[(1) (20)]	England and Wales	Ordinary	100%	100%
Precision Façade Systems Ltd[(17) (24)]	England and Wales	Ordinary	100%	100%
Group Topek Holdings Limited[(1) (25)]	Scotland	Ordinary	100%	100%
Topek Limited[(18) (25)]	Scotland	Ordinary	100%	100%
TSL Assets Limited[(26)]	England and Wales	Ordinary	100%	100%
Topek Southern Limited[(19) (25)]	Scotland	Ordinary	100%	100%

* The company changed its name from McCann Roofing Products Limited to Roofing Distribution UK Limited, with effect from 2 April 2024.

** The company changed its name from HBS NE Limited to Upowa Ltd, with effect from 26 November 2024.

(1) Wholly owned by Brickability Enterprises Investments Limited.
(2) Wholly owned by Brickability UK Holdings Limited.
(3) Wholly owned by P V H Holdings Limited.
(4) Wholly owned by Crest Brick Slate & Tile Limited.
(5) Wholly owned by Crest Roofing Limited.
(6) Wholly owned by Hamilton Heating Group Limited.
(7) Wholly owned by Towelrads.com Limited.
(8) Wholly owned by Towelrads.com Limited (75% owned in the prior year).
(9) Wholly owned by Brickability Group PLC.
(10) Wholly owned by Taylor Maxwell Group (2017) Limited.
(11) Wholly owned by Taylor Maxwell Group Limited.
(12) Wholly owned by Taylor Maxwell Holdings Limited.
(13) Wholly owned by Taylor, Maxwell & Co Limited.
(14) Wholly owned by Taylor Maxwell Timber Limited.
(15) Wholly owned by Rangeley Holdings Limited.
(16) Wholly owned by Whiffen Holdings Limited.
(17) Wholly owned by SBS Cladding Limited.
(18) Wholly owned by Group Topek Holdings Limited.
(19) Wholly owned by TSL Assets Limited.
(20) Registered office: South Road, Bridgend Industrial Estate, Bridgend, Wales CF31 3XG
(21) Registered office: Wellington House, Wellington Road, Dunston, Gateshead, England NE11 9JL
(22) Registered office: Howdenshire Way, Knedlington Road, Howden, Goole, East Yorkshire, United Kingdom DN14 7HZ
(23) Registered office: Queensgate House, Cookham Road, Bracknell, England RG12 1RB
(24) Registered office: Taylor Maxwell House, The Promenade, Clifton, Bristol BS8 3NW
(25) Registered office: Suite 3 Unit 1, 15 Cambuslang Road, Glasgow, Scotland G32 8NB
(26) Registered office: Birch House, Parklands Business Park, Forest Road, Denmead, Hants, England PO7 6XP

21. Subsidiaries (continued)

Forum Tiles Limited was incorporated in January 2021, with the Group owning 75% of the issued share capital. The non-controlling interest is not material to the Group and thus no further disclosure is included in respect of the profit or loss allocated to non-controlling interests. The Group acquired the remaining 25% in November 2024 and thus there is no non-controlling interest at the year-end.

The companies for which the Group no longer holds an interest at 31 March 2025 were all dissolved on 11 March 2025.

By virtue of section 479A of the Companies Act 2006, the following subsidiaries are exempt from the requirements relating to the audit of individual accounts, with the ultimate parent company, Brickability Group PLC, providing a guarantee for these companies under section 479C:

Subsidiary	Company number
Brickability Enterprises Holding Limited	10332050
Brickability Enterprises Investments Limited	10332505
Brickability UK Holdings Limited	07805178
Brick-ability Ltd.	01972562
Brick Services Limited	03719911
The Matching Brick Company Limited	02530773
Brick-Link Limited	02245364
Plansure Building Products Limited	06016447
P V H Holdings Limited	02484708
Crest Brick Slate & Tile Limited	03633185
Crest Roofing Limited	02487387
Crown Roofing (Centres) Limited	02828966
Excel Roofing Services Limited	03595977
Hamilton Heating Group Limited	09921801
Towelrads.com Limited	04906064
Radiatorsonline.com Ltd	10757797
Frazer Simpson Limited	06838234
FSN Doors Limited	07304174
DSH Flooring Limited	08209834
CPG Building Supplies Limited	02937329
The Bespoke Brick Company Limited	08723889
The Brick Slip Business Limited	09707800
Brickmongers (Wessex) Ltd	06944174
LBT Brick & Facades Limited	02545642

Subsidiary	Company number
Roofing Distribution UK Limited	08732318
U Plastics Limited	05110347
McCann Logistics Ltd	01403830
Forum Tiles Limited	13134891
Taylor Maxwell Group (2017) Limited	10596770
Taylor Maxwell Group Limited	05726000
Taylor Maxwell Holdings Limited	01913316
Taylor, Maxwell & Co Limited	00476749
Taylor Maxwell Timber Limited	01295681
The Vobster Cast Stone Company Limited	00843928
SBS Cladding Ltd	07607128
Leadcraft Limited	03839874
Rangeley Holdings Limited	10476725
Upowa Ltd*	13451727
Whiffen Holdings Limited	07804032
Beacon Roofing Limited	02830038
Modular Clay Products Ltd	06471686
E. T. Clay Products Limited	03373142
Heritage Clay Tiles Limited	05044301
Precision Façade Systems Ltd	11505956
Group Topek Holdings Limited	SC417306
Topek Limited	SC076272
TSL Assets Limited	11461759
Topek Southern Limited	SC361395

* Formerly named HBS NE Limited.

The Directors believe that the likelihood of the guarantee being called upon is remote, based on the above subsidiaries either being intermediate parents within the Group, with primarily just Group debt balances, or considered low risk.

22. Business combinations

Business combinations completed in prior periods

Group Topek Holdings Limited and Topek Limited ("Topek") and TSL Assets Limited and Topek Southern Limited ("TSL")

The Group acquired 100% of the share capital and voting rights in Topek and TSL on 10 October 2023 and 19 January 2024 respectively. Since the reporting of the Group results to 31 March 2024, further information has been identified in respect of tax receivables that have been recovered and are subsequently payable to the former shareholders under the SPA. As the additional information was identified during the measurement period following acquisition, and relates to an obligation that existed at the acquisition date, an adjustment has been made retrospectively.

The results for the year ended 31 March 2024 have therefore been restated to reflect the additional consideration payable to the sellers. The overall impact has been an increase to goodwill at 31 March 2024 of £677,000, an increase in current income tax assets of £58,000, and a corresponding increase of £735,000 in the deferred consideration liability within current trade and other payables. There has been no impact on the reported profits for the year ended 31 March 2024.

For the Company, there has been an increase in the investment cost of £58,000, with a corresponding increase in the deferred consideration liability within trade and other payables at 31 March 2024.

A prior period restatement would usually require the presentation of a third balance sheet at 1 April 2023. However, as the restatement of the previously stated fair values would have no impact on the balance sheet at that date, it is not considered that this would provide additional useful information. As such a third consolidated balance sheet has not been included within these financial statements.

Contingent consideration

The Group entered into contingent consideration arrangements during the purchase of several subsidiaries in previous years. Final amounts payable under these agreements are all subject to future performance and the acquired business achieving pre-determined Adjusted EBITDA targets, over the three years following acquisition, with the exception of Upowa Ltd which is over five years.

The fair value of all contingent consideration is based on a discounting cash flow model, applying a discount rate of between 4.1% and 23.6%, based on the acquired company's WACC, to the expected future cash flows.

Summarised below are the fair values of the contingent consideration at both acquisition and reporting date, the potential undiscounted amount payable and the discount rates applied within the discounting cash flow models, for each acquisition where contingent consideration arrangements remain in place.

Company acquired	Discount rate	Fair value at acquisition £'000	**Fair value at reporting date 2025 £'000**	**Undiscounted amount payable 2025 £'000**	Fair value at reporting date 2024 £'000	Undiscounted amount payable 2024 £'000
Taylor Maxwell Group (2017) Limited	4.1%	-	**241**	**241**	293	293
SBS Cladding Limited	4.1%	1,845	**-**	**-**	797	800
Leadcraft Limited	7.4%	722	**-**	**-**	922	961
Upowa Ltd*	23.6%	10,069	**1,918**	**2,206**	1,417	2,333
Beacon Roofing Limited	13.0%	1,365	**606**	**644**	1,578	1,757
E. T. Clay Products Limited	16.0%	1,043	**-**	**-**	-	-
Heritage Clay Tiles Limited	20.0%	82	**-**	**-**	-	-
Group Topek Holdings Limited	12.5%	12,134	**8,458**	**9,948**	12,870	16,200
TSL Assets Limited	12.9%	12,319	**14,941**	**17,145**	12,571	16,450
Total		39,579	**26,164**	**30,184**	30,448	38,794

*Formerly named HBS NE Limited

In respect of prior period acquisitions, the potential undiscounted amount payable in respect of Group Topek Holdings Limited ranges from £nil to £17,700,000, while the potential undiscounted amount payable in respect of TSL Assets Limited ranges from £nil to £20,700,000.

The potential undiscounted amount payable in respect of E. T. Clay Products Limited and Heritage Clay Tiles Limited ranges from £nil to £3,480,000 (2024: £nil to £3,480,000) It is not possible to determine a range of outcomes for other acquisitions as the arrangements do not contain a maximum payable.

22. Business combinations (continued)

Contingent consideration (continued)

Changes in the range of outcomes are due to amounts paid or payable being determined during the year as milestones within the performance period are met.

The acquisition of Modular Clay Products Ltd is also subject to further amounts payable depending on future performance over the three years following acquisition in May 2022, which are recognised as remuneration due to a 'good leaver' clause within the share purchase agreement. It is not possible to determine a range for these future payments as the agreement does not contain a maximum payable. A charge of £435,000 (2024: £611,000) has been recognised in the year in respect of this earn-out consideration, presented within other administrative expenses (note 14).

Changes in amounts recognised in respect of contingent consideration can be reconciled as follows:

Company acquired	Fair value at 31 March 2024 £'000	Finance expense (note 12) £'000	Fair value loss/(gain) (note 13) £'000	Settlement £'000	Fair value at 31 March 2025 £'000
SBS Cladding Limited	797	3	-	(800)	-
Upowa Ltd	1,417	332	169	-	1,918
Beacon Roofing Limited	1,578	137	(4)	(1,105)	606
Group Topek Holdings Limited	12,870	1,548	318	(6,278)	8,458
TSL Assets Limited	12,571	1,628	742	-	14,941
Other business combinations	1,215	33	(31)	(976)	241
Total	**30,448**	**3,681**	**1,194**	**(9,159)**	**26,164**

Fair value gains and losses in the year reflect changes in performance and/or anticipated profits compared to those originally forecast at the end of the prior year or on acquisition.

A sensitivity in respect of the inputs into the discounted cash flow model, determining the contingent consideration, is outlined in note 36.

23. Associates

At the reporting date, the Group had the following associated undertaking, which is included in the consolidated financial statements using the equity method:

Associate	Country of operation and incorporation	Class of share held	Proportion of shares held
Apex Brickcutters Limited	England and Wales	Ordinary	50%

Interest in associates	2025 £'000	2024 £'000
At 1 April	**335**	324
Dividends received from associates	**(45)**	(60)
Share of (loss)/profit	**(7)**	71
Impairment of investments (note 14)	**(137)**	-
Reclassified to assets held for sale	**(146)**	-
At 31 March	**-**	335

Aggregate information of associates that are not individually material	2025 £'000	2024 £'000
Group's share of (loss)/profit from continuing operations	**(7)**	71
Group's share of total comprehensive (loss)/income	**(7)**	71

Investments in associates are not attributed to the Group's reportable segments. An impairment loss of £137,000 (2024: £nil) has been recognised in the year regarding the investment in Apex Brickcutters Limited (see note 41).

24. Joint Ventures

At the reporting date, the Group had the following joint venture, which is included in the consolidated financial statements using the equity method:

Joint Venture	Country of operation and incorporation	Class of share held	Proportion of shares held
Schermbecker Building Products GmbH	Germany	Ordinary	50%

The Group owned 50% of the share capital in Schermbecker Building Products GmbH, a tile manufacturer in Germany. The joint venture's performance was below that initially expected due to ongoing delays in becoming fully operational as a result of increased gas prices in Europe, delays in obtaining necessary plant and equipment to facilitate tile production and continued economic volatility resulting in lower demand.

The joint venture company generated a loss during the year. In accordance with IAS 28, the Group has not recognised its share of the loss that exceeds the carrying value of its investment. A reconciliation outlining the total share of losses not recognised is included below.

The Group granted loans to the joint venture, in the current and previous reporting periods, amounting to a total of €6,225,000. The loans were granted under two facility agreements, with the first loan of €3,450,000 repayable by 30 September 2027 and carrying interest, payable monthly, at a rate of 3% above the Bank of England base rate. The second loan of €2,775,000 was repayable by 30 September 2026 and carried interest, payable monthly, at a rate of 3% above the Bank of England base rate. Both loans were secured on the assets of the joint venture.

On 13 August 2024 the board of directors of the joint venture determined that it was unable to fund its operations, and administrators were appointed to the company.

An assessment has therefore been made for the recoverable amount of the loan balance, notwithstanding security in place, concluding full provision of the loan balance to be appropriate due to the ongoing uncertainty in the administration process. The position will continue to be assessed. An impairment loss of £5,318,000 was recognised in the year.

Summarised financial information in relation to the joint venture is presented below:	**31-Jul-24 £'000**	2024 £'000
Current assets	**1,942**	2,014
Non-current assets	**3,015**	3,040
Current liabilities	**6,850**	1,376
Non-current liabilities	**5,247**	5,138
Included in the above amounts are:		
Cash and cash equivalents	**274**	234
Current financial liabilities (excluding trade and other payables and provisions)	**71**	36
Non-current financial liabilities (excluding trade and other payables and provisions)	**5,247**	5,138
Net liabilities (100%)	**(1,893)**	(1,460)
Group share of net liabilities (50%)	**(946)**	(730)
Period ended	**31-Jul-24**	31-Mar-24
Revenue	**1,745**	5,104
Loss from continuing operations	**(460)**	(1,187)
Total comprehensive loss	**(460)**	(1,187)
Group share of total comprehensive loss (50%)	**(230)**	(594)
Included in the above amounts are:		
Depreciation and amortisation	**60**	192
Interest income	**-**	-
Interest expense	**147**	382
Income tax expense	**-**	-

24. Joint Ventures (continued)

Reconciliation between above summarised financial information and the carrying amount of investments in equity accounted joint ventures	**31-Jul-24 £'000**	2024 £'000
Net liabilities of joint venture	**(1,893)**	(1,460)
Group's share of net liabilities	**(946)**	(730)
Group's share of loss not recognised	**952**	722
Cumulative effect of foreign exchange translation	**(6)**	8
Carrying amount of investment in joint venture	**-**	-

The summarised financial information for the joint venture is for the period to 31 July 2024 as this is the latest complete information available to the Group upon the joint venture entering administration. Information provided by the administrators in October 2024 indicated a current estimated total asset value of €2,243,000 on a going concern basis compared to an estimated value of €889,000 on a liquidation basis. Total liabilities were estimated to be €8,245,000 on an ongoing basis compared to €8,745,000 on a liquidation basis, of which €6,351,000 is due to the Group. The administration process of attempting to find a buyer and determining whether the business operations can continue or whether assets will be liquidated is ongoing.

25. Investments in financial assets

Investments in equity instruments at fair value through other comprehensive income	**2025 £'000**	2024 £'000
Non-current		
At 1 April	**-**	188
Disposals	**-**	(188)
At 31 March	**-**	-

At the year-end, the Group held an investment of nil% (2024: nil%) in Lendwell Holdings Limited. On 8 June 2023, the Group sold its share in Lendwell Holdings Limited to the majority shareholder for consideration of £188,000. The proceeds equated to the carrying value of the investment and thus there was no gain or loss on the sale of the investment.

The equity investments were not held for trading and thus the Group made an irrevocable election to classify the equity instruments at fair value through other comprehensive income as it is considered more appropriate for this nature of investment.

26. Inventories

	Group		**Company**	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Goods for resale	**36,251**	29,842	**-**	-

Inventories are stated after a provision of £566,000 (2024: £466,000).

27. Trade and other receivables

	Group		Company	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Current				
Trade receivables	**110,877**	102,284	**-**	-
Less allowance for expected credit loss	**(2,372)**	(1,992)	**-**	-
	108,505	100,292	**-**	-
Amounts owed by group undertakings	**-**	-	**1,820**	5,029
Prepayments and accrued income	**6,550**	6,550	**20**	19
Other receivables	**3,733**	5,962	**1**	473
	118,788	112,804	**1,841**	5,521
Non-current				
Trade receivables	**1,995**	1,949	**-**	-
Loan to joint venture (note 24)	**-**	5,174	**-**	-
Amounts owed by group undertakings	**-**	-	**199,041**	200,958
	1,995	7,123	**199,041**	200,958
	120,783	119,927	**200,882**	206,479

Included within prepayments and accrued income for the Group is an amount of £2,493,000 (2024: £1,735,000) in relation to supplier rebates receivable at the year-end.

Amounts owed to the Company by group undertakings are unsecured, repayable on demand and interest free. In accordance with IAS 1, whilst strictly repayable on demand, amounts owed by group undertakings are classified as current or non-current according to when the amounts are expected to be settled.

The Company has performed an ECL review in accordance with IFRS 9 on the amounts due from group undertakings, with an ECL of £nil (2024: nil) recognised. There was not considered to have been a significant increase in credit risk between initial recognition of the loans and the reporting date and thus 12-month expected credit losses were assessed under the general approach.

Non-current trade receivables for the Group relate to retentions payable after one year, in connection with contracting and installation services.

Trade receivables are non-interest bearing. The allowance for credit losses has been determined by reference to past default experience and a review of specific customers' debts at the year-end. The Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. Trade receivables are written off when there is no reasonable expectation of recovering the amounts due, for example when a customer has entered liquidation.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments that have similar credit risk and loss patterns, for example by customer type, size or credit rating. The concentration of credit risk is limited due to the customer base being large and unrelated.

The provision matrix is initially based on the Group's historical observed default rates over the previous 2 years. The Group will then adjust the historical loss rate to take into account forward-looking information, for example when forecast economic conditions, such as gross domestic product or unemployment rates, are expected to deteriorate. At each reporting date, the historical default rates are updated and forward-looking estimates re-assessed.

The increase in the Group's ECL rate reflects the previous downturn in the market with ongoing economic volatility, following an increase in inflation and interest rates, which have a subsequent impact on mortgages and the construction and housebuilding sectors. The forward-looking estimates applied have considered the ongoing impact of economic challenges and the potential future risk of loss, also taking into account any known cases of default that have occurred since the 2-year period on which the historical rate is initially calculated.

The Group maintains credit insurance for its main customer accounts within the Bricks and Building Materials division, which mitigates some of this risk. Details of the Group's credit exposure are included in note 36.

27. Trade and other receivables (continued)

Set out below is the risk profile of trade receivables and contract assets based on the Group's provision matrix. Any reasonable change in rates applied would not result in a material adjustment to the expected credit loss recognised.

31-Mar-25	Trade Receivables Days past due Current £'000	< 30 days £'000	30-60 days £'000	61-90 days £'000	>91 days £'000	Total £'000
Expected credit loss rate	**0.45%**	**0.66%**	**2.56%**	**3.25%**	**19.51%**	
Gross carrying amount	**62,841**	**35,774**	**4,601**	**923**	**8,733**	**112,872**
Expected credit loss	**285**	**235**	**118**	**30**	**1,704**	**2,372**

31-Mar-24	Trade Receivables Days past due Current £'000	< 30 days £'000	30-60 days £'000	61-90 days £'000	>91 days £'000	Total £'000
Expected credit loss rate	0.18%	0.28%	3.03%	2.86%	14.94%	
Gross carrying amount	55,229	31,656	5,278	1,329	10,741	104,233
Expected credit loss	101	88	160	38	1,605	1,992

Movement in the allowance for expected credit losses	2025 £'000	2024 £'000
Balance at the beginning of the year	**1,992**	1,699
Increase in loss allowance arising from acquisitions	**-**	8
Impairment losses recognised	**1,659**	1,643
Amounts written off as uncollectible	**(1,279)**	(1,358)
	2,372	1,992

28. Contract assets

	2025 £'000	2024 £'000
At 1 April	**6,532**	-
Acquisition through business combinations	**-**	3,236
Transfers from contract assets recognised at the beginning of the period to receivables	**(6,532)**	(2,760)
Performance obligations satisfied in the year yet to be transferred to receivables	**6,282**	6,056
At 31 March	**6,282**	6,532
The ageing of contract assets at the year end was:		
Due within one year	**6,282**	6,532
Due after one year	**-**	-
At 31 March	**6,282**	6,532

The Group expects £nil (2024: £3,808,000) to be recognised as revenue in the next financial year in respect of contracts that had an original expected duration of more than one year and that were in progress at the year-end.

The Company does not have any contract assets.

29. Cash and cash equivalents

	Group		Company	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Cash and cash equivalents	**23,106**	15,581	**6,658**	-

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less. The carrying amount of these assets approximates to their fair value.

30. Trade and other payables

	Group		Company	
	2025 £'000	2024* £'000	**2025 £'000**	2024* £'000
Current				
Trade payables	**77,393**	70,236	**-**	-
Amounts owed to group undertakings	**-**	-	**79,901**	76,577
Accruals and deferred income	**22,972**	21,623	**691**	798
Other taxation and social security	**7,275**	7,617	**1,200**	32
Deferred and contingent consideration	**12,835**	9,365	**5,822**	216
Other payables	**6,124**	8,692	**223**	4,597
	126,599	117,533	**87,837**	82,220
Non-current				
Accruals and deferred income	**168**	153	**60**	38
Deferred and contingent consideration	**13,746**	23,034	**9,361**	13,552
Other payables	**-**	891	**-**	-
	13,914	24,078	**9,421**	13,590
	140,513	141,611	**97,258**	95,810

*See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

Trade payables are non-interest bearing and principally comprise amounts outstanding for trade purchases and ongoing costs. The Group's policy is to pay all payables within its pre-agreed credit terms, which, for the majority of suppliers, is a period of 30 days. The Directors consider that the carrying amount of trade payables approximates to their fair value.

Other payables due within one year include amounts received in advance from customers (see note 5) and earn-out consideration payable as remuneration under IFRS 3 of £1,246,000 (2024: £4,729,000).

Amounts owed by the Company to group undertakings are unsecured, repayable on demand and interest free.

31. Loans and borrowings

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Current				
Overdrafts	**18,732**	8,620	**-**	4,175
	18,732	8,620	**-**	4,175
Non-current				
Bank loans	**60,644**	62,911	**60,644**	62,911
	60,644	62,911	**60,644**	62,911
Total loans and borrowings	**79,376**	71,531	**60,644**	67,086

The Directors consider that the carrying amount of loans and borrowings approximates to their fair value. Non-current bank loans comprise a principal loan value of £61,000,000 (2024: £63,500,000) less arrangement fees of £356,000 (2024: £589,000), which are amortised over the term of the loan.

In the prior year, the Group refinanced with the revolving credit facility increased to an initial £100,000,000 which reduces to £80,000,000 over the initial term of the facility. As at the year end, the RCF facility had reduced to £93,500,000. The facility initially runs for 3 years from October 2023 with two extension options, each of one year.

The revolving facility bears interest at a variable rate based on the SONIA. At the reporting date, interest was charged at a rate of 2.40% (2024: 2.15%) above the adjusted SONIA interest rate benchmark.

The Group has a notional pool agreement, whereby certain cash balances within the Group are entitled to be offset, providing the overall overdrawn balance does not exceed the £5,000,000 facility limit. The Company's overdraft balance at the year-end is a result of the timing of cash transfers within the Group and funds being transferred from the Group's central facility.

The bank loans are secured by a fixed charge over the Group's properties and floating charges over the remaining assets of the Group, including all property, investments and assets of the Company's subsidiary undertakings. A guarantee has also been provided by certain trading subsidiaries.

32. Leases

Group as lessee

Right of use assets

	Land and buildings £'000	Plant and vehicles £'000	Equipment £'000	Total £'000
Cost				
At 1 April 2023	16,228	7,365	283	23,876
Additions	4,322	2,110	-	6,432
Acquisition through business combinations	869	483	9	1,361
Depreciation on disposals	(1,777)	(223)	(26)	(2,026)
At 31 March 2024	19,642	9,735	266	29,643
Additions	3,395	1,485	18	4,898
Transferred to property, plant and equipment	-	(237)	(6)	(243)
Disposals	(401)	(1,366)	(168)	(1,935)
At 31 March 2025	**22,636**	**9,617**	**110**	**32,363**

	Land and buildings £'000	Plant and vehicles £'000	Equipment £'000	Total £'000
Depreciation				
At 1 April 2023	3,141	2,030	152	5,323
Charge for the year	1,723	2,132	46	3,901
Depreciation on disposals	(820)	(218)	(26)	(1,064)
At 31 March 2024	4,044	3,944	172	8,160
Charge for the year	2,113	2,413	39	4,565
Transferred to property, plant and equipment	-	(147)	(6)	(153)
Depreciation on disposals	(294)	(1,289)	(154)	(1,737)
At 31 March 2025	**5,863**	**4,921**	**51**	**10,835**
Carrying value				
At 31 March 2025	**16,773**	**4,696**	**59**	**21,528**
At 31 March 2024	15,598	5,791	94	21,483

Lease liabilities

	Land and buildings £'000	Plant and vehicles £'000	Equipment £'000	Total £'000
At 1 April 2023	10,661	5,392	139	16,192
Additions	4,073	2,072	-	6,145
Acquisition through business combinations	869	483	9	1,361
Interest expense	540	347	11	898
Lease payments	(2,007)	(2,457)	(57)	(4,521)
Foreign exchange losses	-	(63)	-	(63)
Disposals	(963)	(5)	-	(968)
At 31 March 2024	13,173	5,769	102	19,044
Additions	3,394	1,463	18	4,875
Interest expense	800	320	12	1,132
Lease payments	(2,718)	(2,529)	(67)	(5,314)
Foreign exchange losses	-	(39)	-	(39)
Disposals	(107)	(67)	-	(174)
At 31 March 2025	**14,542**	**4,917**	**65**	**19,524**

Maturity analysis

	2025 £'000	2024 £'000
Due within 1 year	**4,110**	3,907
Due between 1 and 5 years	**8,675**	8,679
Due after 5 years	**6,739**	6,458
	19,524	19,044

The undiscounted maturity analysis in respect of lease payments is disclosed in note 36.

Included within administration expenses in the Consolidated Statement of Profit or Loss and Other Comprehensive Income is an amount of £155,000 (2024: £195,000) in respect of short-term leases and an amount of £16,000 (2024: £16,000) in respect of low value asset leases.

The lease liabilities are secured over the assets to which they relate. The Group is not permitted to pledge these assets as security for any other borrowings or to sell them to another entity.

32. Leases (continued)

Company as lessee

Right of use assets

	Land and buildings £'000
Cost	
At 1 April 2023	2,525
At 31 March 2024	2,525
At 31 March 2025	**2,525**
Depreciation	
At 1 April 2023	2
Charge for the year	2
At 31 March 2024	4
Charge for the year	3
At 31 March 2025	**7**
Carrying value	
At 31 March 2025	**2,518**
At 31 March 2024	2,521

The Company's right of use asset comprises a long leasehold property for which a negligible fee is payable annually, if requested. It is not expected that any lease payments will be made in respect of the long leasehold property and thus there is no lease liability associated with the right of use asset.

Group as lessor

The Group does not have significant leasing activities acting as a lessor. Operating leases, in which the Group is the lessor relate to the sub-let of part of its freehold and leasehold property.

Rental income on operating leases recognised in the Statement of Profit or Loss and Other Comprehensive Income is as follows:

	2025 £'000	2024 £'000
Rental income	**120**	120

Future minimum rentals receivable under non-cancellable operating leases at the reporting date are as follows:

Maturity analysis

	2025 £'000	2024 £'000
Due within 1 year	**87**	105
Due between 1 and 5 years	**23**	104
	110	209

The Company did not have any non-cancellable operating lease arrangements in place at the reporting date, with rent charged to subsidiaries during the year on a rolling basis.

33. Provisions

Group

	Defect provisions £'000	Dilapidation provisions £'000	Total £'000
At 1 April 2023	1,168	1,196	2,364
Additions	508	279	787
Arising through business combinations	364	-	364
Utilised in the year	(94)	(317)	(411)
Unused amounts reversed	(118)	(82)	(200)
At 31 March 2024	1,828	1,076	2,904
Additions	423	-	423
Utilised in the year	(309)	(41)	(350)
Unused amounts reversed	(785)	-	(785)
At 31 March 2025	**1,157**	**1,035**	**2,192**

The Company does not have any provisions.

Defect provisions
A 10-year warranty is offered in connection with the provision of services within the Contracting division. These warranties are offered in the normal course of business and are in line with industry standards. Provision is therefore recognised for expected defect claims on goods and services sold during the last 10 years. The provision is based on the estimated cost to rectify potential claims as a proportion of sales, applied to sales in the previous 10 years. The rectification cost is based on management's best estimate of the Group's liability under the warranties granted, based on past experience. The main uncertainty relates to estimating the value and number of claims expected to be made.

Management consider their estimate on a case-by-case basis, following a specific review of jobs carried out during the year. This is considered to be the most appropriate method for determining the provision due to the individual nature of the materials used in construction, the size and geography of the site and other external factors. The cost and number of historical claims forms the basis of the estimated costs that could potentially arise from future claims over the 10-year warranty period. The cost of any warranty claim is charged against the associated provision as those costs become payable. Due to the long-term nature of the liabilities and uncertainty surrounding the potential timing of the claims, the provision is inherently subjective. The potential impact of discounting is considered immaterial.

Dilapidation provisions
Provision is recognised for expected repairs on the Group's operating premises. Leasehold dilapidations relate to the estimated cost of returning a leasehold property to its original state at the end of the lease in accordance with the lease terms. The cost is recognised as part of the right of use asset and is depreciated over the remaining term of the lease. The main uncertainty relates to estimating the cost that will be incurred at the end of the lease.

34. Deferred tax

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period:

Group	Accelerated tax depreciation £'000	Acquired intangibles £'000	Other temporary differences £'000	Total £'000
At 1 April 2023	(628)	(17,953)	337	(18,244)
(Charged)/credited to profit or loss	(114)	2,558	767	3,211
Credited to other comprehensive income	-	-	4	4
Charged directly to equity	-	-	(79)	(79)
Acquired through business combinations	(196)	(9,502)	-	(9,698)
At 31 March 2024	(938)	(24,897)	1,029	(24,806)
(Charged)/credited to profit or loss	(85)	3,360	(114)	3,161
Charged directly to equity	-	-	(76)	(76)
At 31 March 2025	**(1,023)**	**(21,537)**	**839**	**(21,721)**

34. Deferred tax (continued)

Included within Other temporary differences is a net deferred tax asset of £119,000 (2024: £44,000), comprising deferred tax liabilities of £4,252,000 (2024: £4,447,000), in relation to right of use assets, and deferred tax assets of £4,371,000 (2024: £4,491,000), in relation to lease liabilities.

The Group has a legally enforceable right to set off its current tax assets and liabilities and intends to settle on a net basis. All of the Group's deferred tax assets and liabilities relate to tax within the UK. Accordingly, the Group has offset its deferred tax assets and liabilities within the Consolidated Balance Sheet.

Company	Accelerated tax depreciation £'000	Other temporary differences £'000	Total £'000
At 1 April 2023	-	359	359
(Charged)/credited to profit or loss	(14)	197	183
Charged directly to equity	-	(12)	(12)
At 31 March 2024	(14)	544	530
Charged to profit or loss	(165)	(310)	(475)
Charged directly to equity	-	(23)	(23)
At 31 March 2025	**(179)**	**211**	**32**

Deferred tax assets and liabilities are presented in the Consolidated Balance Sheet and Company Balance Sheet as follows:

	Group		Company	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Deferred tax assets	**-**	-	**32**	530
Deferred tax liabilities	**(21,721)**	(24,806)	**-**	-
	(21,721)	(24,806)	**32**	530

At the reporting date, the Group had no unused tax losses (2024: £nil), available for offset against future profits, where deferred tax assets have not been recognised.

35. Pensions

Defined contribution plans

The total expense recognised in profit or loss in relation to contributions payable under defined contribution pension plans is £1,837,000 (2024: £1,540,000).

At the reporting date, contributions of £253,000 (2024: £272,000) due in respect of the reporting period had not yet been paid over to the pension provider.

Defined benefit plan

When the Group acquired Taylor Maxwell Group (2017) Limited on 30 June 2021, the net assets acquired included the Taylor Maxwell Group Limited Pension and Assurance Scheme. The Group commenced a buy-out process shortly afterwards and this process was completed on 1 August 2023, with the Scheme's liabilities transferred fully to the insurance company and the policy converted to individual policies in members' names.

The surplus recognised at 31 March 2024 reflected a cash balance that, after the settlement of final costs, was transferred to the Group during the year.

A full actuarial valuation was carried out as at 1 August 2023, the date the Scheme's liabilities were transferred to an insurer, based on scheme membership data as at 1 October 2022 by a qualified independent actuary. Scheme invested assets were stated at their current bid price at 31 March 2024.

The principal assumptions used for the purposes of the actuarial valuations on settlement were as follows:

	2025	2024*
Discount rate	-	5.30%
Inflation rate (CPI)	-	3.10%
Pension increases (Post 1988 GMP)	-	2.60%
Pension increases (Post 1997 pension)	-	3.10%
Longevity at retirement age for current pensioners		
Male	-	22.1 years
Female	-	24.5 years
Longevity at retirement age for future pensioners		
Male	-	23.5 years
Female	-	25.9 years

* As at 1 August 2023, when all scheme assets were transferred to an insurer.

Amounts recognised in profit or loss in respect of the defined benefit plan are as follows:

	2025 £'000	2024 £'000
Service cost - administrative cost	-	224
Service cost - including current and past service costs, and settlements	**149**	43
Net interest income	-	(27)
Included in profit or loss	**149**	240

The service cost has been included in profit or loss within administrative expenses and the net interest income within other interest receivable (note 11). The remeasurement of the net defined benefit asset is included in other comprehensive income.

Amounts recognised in other comprehensive income, in respect of the defined benefit plan, are as follows:

	2025 £'000	2024 £'000
Re-measurement (gain)/loss arising from:		
Financial assumptions	-	(279)
Experience assumptions	-	(19)
Return on assets, excluding interest income	-	314
Included in other comprehensive loss	-	16

35. Pensions (continued)

Defined benefit plan (continued)

Reconciliation of defined benefit obligation and fair value of scheme assets

	Defined benefit obligation £'000	Fair value of scheme assets £'000	Net defined scheme asset £'000
At 1 April 2023	(7,252)	7,898	646
Interest cost	(117)	144	27
Net re-measurement gains - financial	279	-	279
Net re-measurement losses - experience	19	-	19
Return on assets, excluding interest income	-	(314)	(314)
Benefits paid	449	(449)	-
Scheme administrative cost	-	(224)	(224)
Settlements	6,622	(6,665)	(43)
At 31 March 2024	-	390	390
Scheme administrative cost	-	(149)	(149)
Settlements	-	(241)	(241)
At 31 March 2025	**-**	**-**	**-**

Disaggregation of defined benefit scheme assets

The fair value of the scheme assets is analysed as follows:

	2025 £'000	2024 £'000
Cash fund and net current assets	**-**	390
Insured annuities	**-**	-
Fair value of scheme assets	**-**	390

The scheme assets do not include any of the Group's own financial instruments or any property occupied by the Group. The surplus balance in the prior year reflected the cash held in the pension scheme which was transferred to the Group during the year.

Risks

Following completion of the buy-out process in the prior year, the Group is no longer exposed to the risks of the scheme.

36. Financial instruments

The Group has the following financial assets and liabilities:

Financial assets	2025 £'000	2024* £'000
Financial assets measured at amortised cost		
Cash and cash equivalents (note 29)	**23,106**	15,581
Trade and other receivables (note 27)	**114,233**	113,377
Contract assets (note 28)	**6,282**	6,532
Total financial assets	**143,621**	135,490

Financial liabilities	2025 £'000	2024 £'000
Financial liabilities measured at amortised cost		
Trade and other payables (note 30)	**107,074**	103,546
Loans and borrowings (note 31)	**79,376**	71,531
Lease liabilities (note 32)	**19,524**	19,044
	205,974	194,121
Financial liabilities measured at fair value through profit or loss		
Contingent consideration	**26,164**	30,448
	26,164	30,448
Total financial liabilities	**232,138**	224,569

* See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

Fair values

Financial instruments not measured at fair value include cash and cash equivalents, trade and other receivables, trade and other payables, loans and borrowings, deferred consideration and lease liabilities.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables and trade and other payables approximates their fair value.

For details of the fair value of loans and borrowings, refer to note 31.

The significant unobservable inputs used in the fair value measurements categorised within level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis at 31 March 2025 and 31 March 2024 are shown below:

Financial instrument	Valuation technique	Significant Unobservable inputs	Range/ estimate	Sensitivity of the input to fair value
Contingent Consideration in a business combination (note 22)	Present value of future cash flows	Assumed probability-Adjusted EBITDA of acquired entities.	**2025:** £664,000 – £19,301,000 **2024:** £293,000 – £27,500,000	The higher the Adjusted EBITDA, the higher the fair value. If forecast EBITDA was 10% higher, while all other variables remained constant, the fair value of the overall contingent consideration liability would increase by £2,843,000. A 10% decrease in EBITDA would result in a decrease in the liability of £2,505,000. (2024: increase of £2,424,000 and decrease of £3,430,000)
		Discount rate	**2025:** 13.0% - 23.6% **2024:** 4.1% - 23.6%	The higher the discount rate, the lower the fair value. If the discount rate applied was 2% higher, while all other variables remained constant, the fair value of the overall contingent consideration liability would decrease by £506,000. A 2% decrease in the rate would result in an increase in the liability of £530,000. (2024: decrease of £982,000 and increase of £1,042,000)

36. Financial instruments (continued)

Reconciliation of level 3 fair value measurements of financial instruments

	Contingent consideration £'000
At 1 April 2023	(14,093)
Additions through business combinations	(24,453)
Finance expense charged to profit or loss	(2,410)
Settlement	4,156
Fair value gains recognised in profit or loss	6,352
At 31 March 2024	(30,448)
Finance expense charged to profit or loss	(3,681)
Settlement	9,159
Fair value losses recognised in profit or loss	(1,194)
At 31 March 2025	**(26,164)**

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including cash flow, interest rate and currency risk), investment risk, liquidity risk and credit risk. Risk management is carried out by the Directors. The Group finances its operations through a mixture of debt finance, cash and liquid resources and various items such as trade receivables and payables which arise directly from the Group's operations.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows associated with an instrument will fluctuate due to changes in market interest rates. Interest bearing assets, including cash and cash equivalents, are considered to the short-term liquid assets. It is the Group's policy to settle trade payables within the credit terms allowed and thus the Group does not incur interest on overdue balances. The Group's exposure to interest rate risk is therefore primarily in respect of its long-term floating rate borrowings.

The Group has the facility to offset cash and cash equivalents against its bank borrowings in order to minimise its interest charge.

Interest rate sensitivity analysis

The following table demonstrates the impact on the Group's profit before tax and equity based on the sensitivity of a reasonably possible change in interest rates on the Group's floating rate borrowings, with all other variables held constant. The analysis is prepared assuming the liability outstanding at the reporting date was outstanding for the whole year.

	2025		2024	
	Change in rate	**Effect on profit before tax £'000**	Change in rate	Effect on profit before tax £'000
Sterling	**+1.0%**	**(610)**	+1.0%	(635)
	-1.0%	**610**	-1.0%	635

The change in interest rate is based on the observable market environment.

Foreign currency risk

The Group undertakes transactions denominated in foreign currencies and thus there is the risk of exposure to changes in foreign currency exchange rates. The Group enters into forward foreign exchange contracts in order to manage fluctuations in exchange rates. The fair value of any contracts in place over the reporting date is not material.

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

	Assets		Liabilities	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Euro	**795**	1,280	**6,244**	5,783
USD	**383**	496	**6**	-
Total	**1,178**	1,776	**6,250**	5,783

Foreign currency sensitivity analysis
The Group is mainly exposed to the Euro currency.

The following table demonstrates the Group's sensitivity to a reasonably possible change in the Euro and USD exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities, including non-designated foreign currency derivatives.

	2025		2024	
	Change in rate	**Effect on profit and equity before tax £'000**	Change in rate	Effect on profit and equity before tax £'000
Euro	**10%**	**642**	10%	409
	-10%	**(426)**	-10%	(500)
USD	**10%**	**(79)**	10%	(37)
	-10%	**96**	-10%	45

The change in exchange rate is based on management's assessment of the reasonably possible change in foreign exchange rates.

Liquidity risk
The Group manages liquidity risk by maintaining sufficient cash balances and reserves and by ensuring it has adequate banking and borrowing facilities available. Management reviews cash flow forecasts on a regular basis to determine whether the Group has sufficient cash reserves to meet future working capital requirements and to take advantage of business opportunities.

Liquidity and inherent risk tables
The following tables detail the Group's remaining contractual maturity for its financial liabilities, based on the undiscounted cash flows.

31-Mar-25	**< 1 year £'000**	**1 – 5 years £'000**	**> 5 years £'000**	**Total £'000**
Non-derivative financial liabilities				
Trade and other payables	**120,010**	**17,249**	**-**	**137,259**
Lease liabilities	**4,535**	**10,442**	**8,714**	**23,691**
Loans and borrowings	**18,732**	**68,007**	**-**	**86,739**
Total financial liabilities	**143,277**	**95,698**	**8,714**	**247,689**

31-Mar-24*	< 1 year £'000	1 – 5 years £'000	> 5 years £'000	Total £'000
Non-derivative financial liabilities				
Trade and other payables	109,211	33,127	-	142,338
Lease liabilities	4,788	11,064	8,415	24,267
Loans and borrowings	8,620	75,961	-	84,581
Total financial liabilities	122,619	120,152	8,415	251,186

* See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

36. Financial instruments (continued)

Capital risk management

The capital structure of the Group consists of cash and cash equivalents, debt and equity. Equity comprises share capital, share premium, retained earnings and the merger reserve which is equal to the amount shown as 'Equity' in the Balance Sheet. Total debt comprises loans and borrowings and lease liabilities.

The Group's objectives when maintaining capital are to:

- safeguard the Group's ability to remain a going concern so that it can continue to pursue its growth plans;
- provide a reasonable expectation of future returns to shareholders; and
- maintain adequate financial flexibility to preserve its ability to meet financial obligations, both current and long-term.

The Group is not subject to any externally imposed capital requirements.

The Board reviews the capital structure annually, considering the cost of capital and the risks associated with each class of capital.

The Group's gearing ratio at the reporting date is as follows:

	2025 £'000	2024 £'000
Debt	**98,900**	90,575
Cash and cash equivalents	**(23,106)**	(15,581)
Net total debt	**75,794**	74,994
Equity	**188,736**	191,878
Net debt to equity ratio	**40%**	39%

Total debt is defined as short and long-term loans and borrowings and lease liabilities, as detailed in notes 31 and 32. Equity includes all capital and reserves.

Credit risk and impairment

Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in a financial loss to the Group. In order to minimise the risk, the Group endeavours to only deal with companies which are demonstrably creditworthy. This, together with the aggregate financial exposure, is continuously monitored. Credit approval processes are in place for new customers and regular reviews of credit limits carried out. Credit insurance is also taken out where appropriate. Policies in place primarily cover customers within the Bricks and Building Materials segment.

The maximum exposure to credit risk is the carrying value of the Group's financial assets, including trade and other receivables and cash and cash equivalents. The Group does not consider that there is any concentration of risk within either trade or other receivables. The age of receivables is analysed and evaluated on a regular basis for potential credit losses, considering historic, current and forward-looking information. Details regarding the credit risk exposure on trade receivables are outlined in note 27.

Credit risk on cash and cash equivalents is considered to be very low as the counterparties are all substantial banks with high credit ratings.

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

37. Share capital

	Group and Company			
	2025		2024	
	Number	£'000	Number	£'000
Issued and fully paid - Ordinary shares of £0.01 each				
At 1 April	**319,500,229**	**3,195**	300,286,567	3,003
Issued during the year	**2,245,494**	**22**	19,213,662	192
At 31 March	**321,745,723**	**3,217**	319,500,229	3,195

During the year, a total of 2,245,494 (2024: 2,119,645) ordinary shares of £0.01 each were issued upon the exercising of share options, for consideration of £83,000 (2024: £82,000).

In the prior year, 17,094,017 ordinary shares of £0.01 were issued as consideration equating to £10,000,000 for the acquisition of TSL Assets Limited. The fair value of the consideration at the acquisition date of 19 January 2024 was £9,573,000, with the fair value difference of £427,000 recognised within the merger reserve (note 38).

Any profits distributed shall be applied *pari passu* amongst the holders of the ordinary shares. In the event of liquidation, the surplus assets shall be applied *pari passu* amongst the holders of the ordinary shares.

The Company has share option schemes under which options have been granted to certain employees to acquire ordinary shares. Further details are included in note 39.

Own shares

During the year, the Group and Company established an Employee Benefit Trust (EBT) to facilitate the satisfaction of future exercises of vested options and awards granted pursuant to the Company's share incentive schemes.

The number of shares held by the EBT at the year-end is as follows:

	Group and Company			
	2025		2024	
	Number	£'000	Number	£'000
At 1 April	-	-	-	-
Acquired in the year	**78,526**	**50**	-	-
At 31 March	**78,526**	**50**	-	-

38. Reserves

The share capital reserve represents the nominal value received for shares issued.

The share premium reserve represents the amount received, for shares issued, in excess of the nominal value, less transaction costs.

The capital redemption reserve represents the par value of shares purchased back by the Company and subsequently cancelled.

The share-based payment reserve represents the value of equity settled share-based payments provided to employees, including key management personnel, as part of their remuneration. See note 39.

The own share reserve represents the cost of shares purchased in the market and held by the Brickability Group PLC Employee Benefit Trust to satisfy options under the Group's share option plans. See note 39.

The retained earnings reserve represents the total of all current and prior period retained profits and losses.

The merger reserve in the Consolidated Balance Sheet includes £1,245,000 in respect of a difference between the carrying value of assets and liabilities acquired and the value of consideration transferred in a historical group re-organisation. £9,901,000 is included in respect of merger relief applied when shares were issued at a premium in exchange for obtaining the shareholding of Taylor Maxwell Group (2017) Limited. £9,402,000 is also included in respect of merger relief for the shares issued at a premium during the prior year in exchange for obtaining the shareholding in TSL Assets Limited.

Within the Company Balance Sheet, the merger reserve represents merger relief arising on historical acquisitions following a share for share exchange and the issue of shares as consideration, as noted above for the Group.

39. Share-based payments

Equity settled share option plans

The Company operates a Company Share Option Plan (CSOP) and Long-term Incentive Plan (LTIP) for certain employees, including senior management and Directors.

Company Share Option Plan (CSOP)

Options are exercisable at a price equal to the market value per ordinary share at the grant date. Options have a vesting period of three years and a contractual life of ten years. Options are forfeited if the employee leaves employment before the options vest, unless considered a 'good leaver'.

Details of the CSOP share options outstanding during the year are as follows:

	2025		2024	
	Number of share options	Weighted average exercise price £	Number of share options	Weighted average exercise price £
Outstanding at 1 April	**1,544,829**	**0.56**	1,710,729	0.54
Granted during the year	-	-	190,490	1.05
Forfeited during the year	**(9,984)**	**0.84**	(3,318)	0.41
Exercised during the year	**(152,428)**	**0.41**	(153,734)	0.41
Lapsed during the year	-	-	(199,338)	1.02
Outstanding at 31 March	**1,382,417**	**0.57**	1,544,829	0.56
Exercisable at 31 March	**1,191,927**	**0.41**	1,192,483	0.41

The options outstanding at the reporting date have an exercise price ranging between £0.41 and £1.05. The options have a remaining weighted average contractual life of 5.23 years (2024: 6.14 years).

The aggregate of the estimated fair value of options granted in the year was £nil (2024: £17,000). The fair value of awards granted in the prior year was determined using a Black-Scholes model. The inputs to this model were as follows:

	2025	2024
Weighted average share price	-	£0.61
Weighted average exercise price	-	£1.05
Expected volatility	-	33.82%
Option life	-	10 years
Risk free interest rate	-	4%

Long Term Investment Plan (LTIP)

Options granted under the LTIP scheme are exercisable at the nominal price of £0.01. Some are subject to performance based vesting conditions dependent on total shareholder return (TSR) and Adjusted EBITDA, with the award split equally between the two performance conditions. Vesting occurs on a straight-line basis on achieving 18% (equivalent to 6% per annum) to 30% (equivalent to 10% annually) of the relevant performance condition over the performance period. There is no vesting if the relevant target is not met but a 50% or 25% vesting if the initial 18% hurdle is met with a proportionate additional vesting of up to 100% at the 30% threshold being met. Some awards granted in the current and prior year are only subject to service-related vesting conditions and not TSR and EBITDA performance criteria.

LTIP awards granted in prior years also carry an entitlement to dividend equivalents, by reference to the dividends that would have been paid on vested shares between the grant and vesting date. Dividend equivalents are settled by way of additional shares at the time of exercise.

Options are forfeited if the employee leaves employment before the options vest, unless considered a 'good leaver'.

Details of the share options outstanding during the year are as follows:

	2025		2024	
	Number of share options	**Weighted average exercise price £**	Number of share options	Weighted average exercise price £
Outstanding at 1 April	**11,732,576**	**0.01**	10,757,629	0.01
Granted during the year	**4,680,955**	**0.01**	4,717,291	0.01
Forfeited during the year	**(435,188)**	**0.01**	(845,112)	0.01
Exercised during the year	**(2,093,066)**	**0.01**	(1,965,912)	0.01
Lapsed during the year	**(233,671)**	**0.01**	(931,320)	0.01
Outstanding at 31 March	**13,651,606**	**0.01**	11,732,576	0.01
Exercisable at 31 March	**1,334,960**	**0.01**	2,170,580	0.01

The options outstanding at the reporting date have an exercise price of £0.01 and a remaining weighted average contractual life of 8.44 years (2024: 8.55 years).

Options were granted under the LTIP scheme on 25 September 2024. Those issued to senior management ('Management options') are subject to a two-year holding period in addition to the performance criteria outlined above. Awards to other staff do not have performance based vesting conditions but do require that the employee remains employed with the Group for a period of three years. The aggregate of the estimated fair value of the options granted during the year is £2,000,000 (2024: £1,899,000). For options granted during the year, the fair value in connection with the TSR awards was determined using a Monte Carlo model. The fair value of the EBITDA awards and service only awards was determined using a Black-Scholes model. The weighted average inputs to these models are as follows:

	2025	2024
Weighted average share price	**£0.65**	£0.61
Weighted average exercise price	**£0.01**	£0.01
Expected volatility	**28.5%**	28.1%
Option life	**10 years**	10 years
Expected dividend yield	**3.6%**	3.5%
Risk free interest rate	**3.7%**	4.1%
Adjustment for holding period	**13%**	10%

40. Notes to the statement of cash flows

Cash and cash equivalents

Cash and cash equivalents within the Consolidated Statement of Cash Flows comprise:

	2025 £'000	2024 £'000
Cash and bank balances (note 29)	**23,106**	15,581
Bank overdrafts (note 31)	**(18,732)**	(8,620)
Cash and cash equivalents	**4,374**	6,961

Changes in liabilities arising from financing activities

The table below outlines the changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes.

			Non-cash changes				
	1 April 2024 £'000	**Financing cash flows(1) £'000**	**New leases £'000**	**Acquisition of subsidiaries £'000**	**Changes in fair value £'000**	**Other changes(2) £'000**	**31 March 2025 £'000**
Bank borrowings (note 31)	**62,911**	**(2,500)**	**-**	**-**	**-**	**233**	**60,644**
Lease liabilities (note 32)	**19,044**	**(4,216)**	**4,875**	**-**	**-**	**(179)**	**19,524**
Deferred and contingent consideration (note 30)	**32,399**	**(9,304)**	**-**	**-**	**1,194**	**2,292**	**26,581**
Total liabilities from financing activities	**114,354**	**(16,020)**	**4,875**	**-**	**1,194**	**2,346**	**106,749**

			Non-cash changes				
	1 April 2023 £'000	Financing cash flows(1) £'000	New leases £'000	Acquisition of subsidiaries* £'000	Changes in fair value £'000	Other changes(2) £'000	31 March 2024* £'000
Bank borrowings (note 31)	16,800	45,449	-	351	-	311	62,911
Lease liabilities (note 32)	16,192	(3,623)	6,145	1,361	-	(1,031)	19,044
Deferred and contingent consideration (note 30)*	16,408	(5,240)	-	25,346	(6,352)	2,237	32,399
Total liabilities from financing activities*	49,400	36,586	6,145	27,058	(6,352)	1,517	114,354

* See note 22 for remeasurement details regarding the 2024 acquisition fair values under IFRS 3.

(1) The cash flows make up the net amount of proceeds and repayments of loans and borrowings in the cash flow statement.

(2) Other changes include interest and fee accruals, foreign currency movements and right of use lease remeasurements.

41. Assets classified as held for sale

	2025 £'000	2024 £'000
Property, plant and equipment	**2,190**	2,555
Investment in equity accounted associates	**146**	-
Total assets held for sale	**2,336**	2,555

During the year, the Board announced its intention to close the Group's Sutton Coldfield branch with a view to saving fixed costs associated with the branch whilst servicing the customer base from other existing branches, thus maximising profitability and reducing sales overlap with nearby geographical regions.

On 31 May 2024, the Group had committed to selling the property, initiated the process to find a buyer and the sale was expected to be completed within 12 months. The Group had also ceased trading from the branch. Accordingly, the property and associated property, plant and equipment assets were considered to be available for immediate sale and thus reclassified as assets held for sale within the Consolidated Balance Sheet.

During the year, an impairment loss of £433,000 was recognised in impairment losses on financial assets in respect of this property and associated property, plant and equipment assets. The fair value of the asset at the year-end was deemed to be £2,190,000, based on an offer received of £2,200,000, less estimated selling costs of £10,000.

The sale was completed in May 2025 for consideration of £2,200,000.

In March 2025, the Group entered into negotiations to sell its 50% share of its investment in an associate, Apex Brickcutters Limited. At the year end, the Group had committed to selling its shareholding, initiated the process to find a buyer and the sale was expected to be completed within 12 months. Accordingly, the investment was considered to be available for immediate sale and reclassified as an asset held for sale within the Consolidated Balance Sheet.

During the year, an impairment loss of £137,000 was recognised in impairment losses on financial assets in respect of the investment in associate. The fair value of the asset at the year-end was deemed to be £146,000, based on an offer accepted of £150,000, less estimated selling costs of £4,000.

The sale was completed in April 2025 for consideration of £150,000.

42. Related party transactions

Group

In accordance with IAS 24 and AIM Rule 19, the Group has undertaken the following transactions with related parties:

Transactions and balances between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Key management personnel

	2025 £'000	2024 £'000
Key management personnel compensation		
Short-term employee benefits	**5,799**	4,373
Post-employment benefits	**78**	102
Share-based payment expense	**681**	693
	6,558	5,168

Key management personnel consists of members of the Board of Directors and the Group's Senior Leadership Team during the year. Details of the directors' remuneration, including share options awarded to directors under the Group's long-term incentive plan, are outlined in the Report of the Remuneration Committee on pages 49 to 54.

During the year, the Group made sales amounting to £4,000 (2024: £3,000) to members of key management. A balance of £nil (2024: £nil) was included within trade receivables at the reporting date, in respect of these sales.

42. Related party transactions (continued)

Group (continued)

Other related parties

Included within trade and other receivables/payables are the following amounts due from/to other related parties, at the reporting date:

	Amounts owed by related parties		Amounts owed to related parties	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Associates (note 23)	**2**	-	**40**	75
Joint ventures (note 24)	**-**	5,174	**-**	26
Other related parties	**12**	127	**-**	-
	14	5,301	**40**	101

Transactions undertaken between the Group and its related parties during the year were as follows:

	Sales to related parties		Purchases from related parties	
	2025 £'000	2024 £'000	**2025 £'000**	2024 £'000
Associates (note 23)	**24**	-	**426**	579
Joint ventures (note 24)	**-**	-	**259**	242
Other related parties	**200**	412	**764**	574
	224	412	**1,449**	1,395

Other related parties comprise of entities owned by directors or key management. Sales related to building materials. Purchases from associates and joint ventures related to bricks and tiles. Purchases from other related parties related to rent payable.

Right of use assets in respect of properties leased from other related parties had a carrying value of £4,690,000 (2024: £5,353,000), while associated lease liabilities of £4,819,000 (2024: £5,066,000) are included at the year end.

Included within the right of use carrying value of properties leased from other related parties is a total of £4,505,000 (2024: £5,248,000) in relation to properties leased from Queensgate Bracknell Limited, a company co-owned and controlled by a director who resigned during the year, Alan Simpson, and a member of key management, Paul Hamilton. The associated lease liabilities amounted to £4,624,000 (2024: £4,951,000). Rent of £764,000 (2024: £498,000) was paid to Queensgate Bracknell Limited during the year.

Company

In accordance with the exemption under FRS 101, transactions and balances with wholly owned Group members and key management personnel are not disclosed.

43. Post balance sheet events

In April 2025, the Group completed the sale of its investment in associate for consideration of £150,000 (see note 41).

In May 2025, the Group completed the sale of a property for consideration of £2,200,000 (see note 41).

Company Information

Board of Directors

Chairman

John Richards

Chief Executive Officer

Frank Hanna

Chief Financial Officer

Mike Gant

Non-Executive Directors

Clive Norman
David Simpson
Susan McErlain
Sharon Daly
Katie Long

Company Secretary

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FINANCIAL CALENDAR

Annual General Meeting	16 September 2025
Interim Report	November 2025

Dividends

Final announced	July 2025
Paid	September 2025
Interim announced	November 2025
Paid	February 2026

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