

25 March 2025

Ashtead Technology Holdings plc
("Ashtead Technology" or the "Group")

Full-Year Results 2024

A year of significant progress; increased confidence in future growth prospects

Ashtead Technology Holdings plc (AIM: AT.), a leading provider of subsea technology solutions to the global offshore energy sector, is pleased to present its full-year results for the period ended 31 December 2024.

Financial Performance (£'m)

	2024	2023	% Movement
Revenue	168.0	110.5	52.1%
Adjusted EBITA ¹	50.3	36.2	38.9%
Adjusted EBITA %	29.9%	32.8%	(290bps)
Operating profit	42.8	31.2	37.1%
Profit before tax	36.1	27.5	31.1%
Adjusted basic earnings per share (pence) ²	45.0p	33.4p	34.7%
Basic earnings per share (pence)	35.9p	27.0p	32.9%
Return on Invested Capital (ROIC)	24.3%	27.6%	(330bps)
Proposed full year dividend	1.2p	1.1p	9.1%
Pro-forma leverage ³	1.6	1.0	0.6x

Full Year Highlights

- Strong revenue growth of 52% demonstrating continued momentum
 - Organic revenue growth of 14%
 - Inorganic revenue growth of 39%
 - FX impact of -1%
- Adjusted EBITA margin at 29.9%, reflecting increased diversification in our revenue mix following acquisitions
- Profit before tax of £36.1m, an increase of 31% on prior year
- Adjusted earnings per share increase of 35% demonstrating the compounding model
- Continued strong returns from organic and inorganic investment of capital with ROIC of 24%, significantly ahead of cost of capital
- Proforma net debt to Adjusted EBITDA leverage of 1.6x following the acquisitions of Seatronics and J2 Subsea with target of <1.3x by end 2025
- Recommended final dividend of 1.2p

Operational and Strategic Highlights

- Acquisitions of Seatronics and J2 Subsea completed in November 2024, the largest deal to date, expanding our equipment fleet and adding increased depth and scale to our international locations
 - Integration is well advanced and cost synergies are on track
- Strengthened footprint in key geographic locations including Norway and USA
- Broadened customer solutions through fleet investment, innovation and acquisition
- Further investment in strengthening our leadership team, continuing to build the foundations for future growth

Outlook

- Strong market fundamentals underpin the Group's growth strategy supported by record levels of multi-year customer backlogs
- Addressable market within our focussed end markets of Oil & Gas and Offshore Renewables are forecast to grow at 9% CAGR through to 2028⁴
- Continued confidence in delivering low double-digit organic revenue growth and EBITA margins in the high 20%'s over the medium term
- Significant opportunities for disciplined and strategic M&A, continuing to add strength and depth to our highly flexible, market appropriate business model
- Continue to monitor the potential impact of tariffs; while the position remains fast moving, we currently expect minimal impact
- The Board is encouraged by the Group's performance in Q1 2025 and our full year 2025 expectations remain unchanged
- The Board is assessing a potential move to the Main Market and will issue a further update following further consultation with the Company's advisors and largest shareholders

Allan Pirie, Chief Executive Officer commented:

"We are delighted with our performance in 2024, exceeding our financial and strategic objectives. The Group finished the year larger, stronger and more capable of delivering value to our customers. This is underpinned by the breadth of our offering and the flexibility of our international operating model. The integration of Seatronics and J2 Subsea, acquired in November, is at an advanced stage and the quality of what we have acquired has already exceeded our expectations.

"Reflecting on the strong financial performance in 2024, the record backlogs being reported by our customers and the strong growth fundamentals in our core markets, we are confident in our ongoing positive momentum. With opportunities for both continued organic growth and disciplined M&A activity, we believe that we can deliver further value creation for our shareholders moving forward."

Presentation

Allan Pirie, Chief Executive Officer and Ingrid Stewart, Chief Financial Officer, will host a presentation for investors and sell-side analysts at 8am today.

A live webcast of the presentation including Q&A will be available at <https://stream.brrmedia.co.uk/broadcast/67d2f913fb41d35c31be9662>. This will subsequently be made available to watch on demand at www.ashtead-technology.com/investors.

Please contact ashteadtechnology@vigoconsulting.com to attend the presentation in person.

For further information, please contact:

Ashtead Technology

(Via Vigo Consulting)

Allan Pirie, Chief Executive Officer

Ingrid Stewart, Chief Financial Officer

Colin Ross, Chief Strategy & Marketing Officer

Deutsche Numis (Nomad and Joint Broker)

Tel: +44 (0)20 7260 1000

Julian Cater

George Price

Kevin Cruickshank (QE)

Peel Hunt (Joint Broker)

Tel: +44 (0)20 7418 8900

Edward Allsopp

Charlotte Sutcliffe

Tom Graham

Vigo Consulting (Financial PR)

Tel: +44 (0)20 7390 0230

Patrick d'Ancona

ashteadtechnology@vigoconsulting.com

Finlay Thomson

Verity Snow

1 Adjusted EBITA is calculated as earnings before interest, tax, amortisation and items not considered part of underlying trading including foreign exchange gains and losses, is an Alternative Profit Measure used by management and is not an IFRS disclosure.

2 Adjusted Earnings per Share Tax is calculated as profit after tax for the financial year adjusted for amortisation and items not considered part of underlying trading including foreign exchange gains and losses, all adjusted for tax, divided by weighted average number of shares.

3 Leverage is calculated as Net Debt divided by Adjusted EBITDA. Adjusted EBITDA is calculated as earnings before interest, tax, depreciation, amortisation and items not considered part of underlying trading including foreign exchange gains and losses, is an Alternative Profit Measure used by management and is not an IFRS disclosure.

See Note 29 of the financial statements for calculations.

4 Rystad market data

5 Net debt includes external borrowings, finance leases and lease liabilities under IFRS 16 less cash. See note 19 of the financial statements

Notes to editors:

Ashtead Technology is a leading subsea equipment solutions provider to the global offshore energy sector. Ashtead Technology's specialist equipment, advanced-technologies and support services enable its customers to understand the subsea environment and manage offshore energy production infrastructure.

Ashtead Technology's offering is applicable across the lifecycle of offshore wind farms and offshore oil and gas infrastructure with over 85% of its equipment fungible across both markets.

Headquartered in the UK, Ashtead Technology operates globally, servicing customers from its facilities located in key offshore energy hubs.

To learn more, please visit www.ashtead-technology.com

The person responsible for arranging the release of this announcement on behalf of Ashtead Technology is Ingrid Stewart, CFO / Director.

CEO Statement

Delivering on our promises

2024 was another significant year for Ashtead Technology as we continued our exciting growth journey and exceeded our financial and strategic objectives. I am pleased to report that our revenue grew by 52% in the year to £168.0m (2023: £110.5m) through a mix of strong organic growth and the benefit of strategic acquisitions. Adjusted EBITA was delivered ahead of market forecasts and increased 39% in the year to £50.3m (2023: £36.2m), demonstrating our ability to grow the business while maintaining excellent margins.

The strategy we set out at IPO in 2021 remained core to our approach in 2024. We are focussed on deepening partnerships with our blue-chip customer base through a relentless focus on customer excellence, broadening our offering through impactful investment and consolidating a fragmented market through disciplined M&A.

Deepening customer partnerships

Building on our foundation of long-term strategic customer partnerships, we continued to strengthen our technology offering in 2025. The combination of recent acquisitions and capex deployment has increased our technology fleet to more than 30,000 assets, with solutions that span the entire life of an offshore asset. Ultimately, this allows us to deepen our customer partnerships by offering a one-stop-shop for subsea technology solutions.

The level of subject matter expertise within our business has strengthened our reputation and meant that our customers look to Ashtead Technology for value additive integrated solutions, far beyond the supply of equipment.

With a truly global footprint, we address customer demand across multiple regions and market sectors. In 2024, to better serve our international customer base, we increased our footprint in Norway, an attractive market and a key growth opportunity for the Group.

Strategic progress

In 2024 we delivered strong organic revenue growth of 14% and executed our largest acquisition to date, completing the purchase of Seatronics and J2 Subsea in November 2024. These acquisitions are a perfect fit for Ashtead Technology, strengthening our market leading position, broadening our international reach and adding valuable new service offerings to our portfolio. The integration of these businesses is well advanced and cost synergies are on track.

Following the acquisition of ACE Winches in November 2023, we added market leading lifting, pulling and deployment capabilities that significantly broadened our customer offering and addressable market. With strong momentum building for 2025 and beyond, we expect this acquisition to generate strong returns over the medium term.

To advance our growth strategy, 2024 was also a year where we continued to invest in building foundations for future growth. We strengthened our leadership team, invested in our people, improved our systems, enhanced our equipment fleet and expanded our banking facilities to underpin the ongoing momentum in

our business.

Investing in our workforce

In 2024 we completed several strategic moves to create a strong leadership team that will drive future success. We formed a new Executive Committee and made key appointments including a new Chief Operating Officer, Chief Strategy and Marketing Officer and Corporate Development Director. I am convinced that Ashtead Technology now has its strongest ever leadership team and I am confident that they will continue to add significant value to the business moving forward.

People are at the heart of our business. As we grow, we remain focussed on the safety, development and wellbeing of our workforce and creating an excellent place to work. With close to 650 employees worldwide, we have invested in the provision of ongoing personal development opportunities and enhanced employee engagement across the business. To aid recruitment, development and retention of a best-in-class workforce, we have strengthened our Human Resources team with a focus on recruitment, learning and development and HR systems.

Our market leading position and growth momentum has allowed us to attract an excellent pool of talented employees to the Group and retain expertise in a competitive market.

Investing in our business

We continued to effectively deploy capital, investing c.£30m of capex to expand and enhance our equipment fleet and improve our technology centres.

Through this deployment of capex and the acquisition of Seatronics and J2 Subsea, we further strengthened our integrated subsea technology solutions offering in 2024, combining subject matter expertise with our state-of-the-art equipment fleet which now totals more than 30,000 assets (2023: 23,000 assets). Ashtead Technology has the largest and broadest independent subsea equipment fleet in the industry, capable of supporting our customers' increasingly large and more complex offshore project requirements. We see further opportunities to make disciplined fleet investments, broadening our portfolio and driving innovation through a combination of spend with OEM's, in-house design and assembly and through exclusive strategic supplier partnerships.

Having broadened our service offering through acquisitions in recent years, we are currently localising our capabilities across our regional technology centres in the USA, Norway, Middle East and APAC, increasing the range of services we offer to our customers locally, while reducing mobilisation times and cost.

While we remain disciplined, we continue to see a good pipeline of opportunities for inorganic growth to further strengthen our operational footprint, offer a wider range of solutions to our customers and increase market share.

Well placed in growing markets

We operate in dynamic and growing global markets with a focus on offshore oil and gas and renewables. Oil and gas has seen increased momentum developing through 2024 and offshore renewables continues to grow significantly in key geographies like Europe and Asia Pacific where Ashtead Technology has a strong foothold. Rystad Energy forecasts growth across Ashtead Technology's addressable market of 9% CAGR through to 2028. With key customers continuing to build increasingly larger multi-year backlogs, we see a strong pipeline of revenue opportunities to underpin growth.

A key differentiator for Ashtead Technology is the flexibility of our model. The majority of our equipment is fungible across both end markets which we serve, creating an inherent resilience as the world transitions to greener energy supplies in certain parts of the globe, whilst doubling down on more traditional energy production in other regions. In addition, we support the full asset lifecycle in both markets from greenfield installation, through inspection, maintenance and repair and on to decommissioning, meaning we have an offering that can easily respond to changing market dynamics.

The international mobility of our offering also allows us to navigate geopolitical complexity without significant impact. Combining strong demand for oil and gas related activity in the US and South America with excellent renewables activity in Europe and APAC gives us a balanced and resilient portfolio that has limited exposure to areas of particular geopolitical uncertainty (e.g. US offshore renewables and North Sea Oil and Gas).

We continue to monitor the impact of tariffs across our business and whilst the position remains fast moving, we currently expect them to have minimal impact on our project profitability.

Looking forward

Our success in 2024 is a strong testament to the commitment and efforts of our world-class team, the depth of relationships we enjoy with our long-term customers and our focus on operational excellence.

Reflecting on the strong financial performance in 2024, the record backlogs being reported by our customers and the strong growth fundamentals in our core markets, we see opportunities for both continued organic growth and strategic M&A activity and are confident in our ongoing positive momentum.

Trading in the year to date is strong, with high activity levels supporting the Board's confidence of making further progress in 2025.

Allan Pirie
Chief Executive Officer

CFO Report

Another year of strong progress with robust financial performance

Ashtead Technology has delivered another robust financial performance through 2024, continuing to grow its revenue, operating profit and earnings through both organic and inorganic investment. The business has delivered ahead of expectations. Organic revenue growth was supplemented by inorganic growth from strategic acquisitions. Adjusted EBITA of £50.3m represents a robust margin of 29.9%, well within our guidance of high 20% margins set at the start of the year.

Revenue

Group revenue increased by 52% in 2024 to £168.0m as a result of continued growth from both organic and inorganic investment. All geographic operating segments achieved strong growth in the year as we continued on our strategy to grow our business globally. Growth was derived from both key-end markets with a 40% increase in revenues from offshore renewables and a 58% increase in oil and gas. Offshore renewables accounted for 28% of total revenue in 2024, a slight decrease in proportion of revenue from 2023 as a result of the acquired revenues from ACE Winches. Our strategy remains to acquire oil and gas focussed businesses that can be repositioned to support both traditional oil and gas, and offshore wind markets.

Our 52% revenue growth was driven by organic growth (14%) and M&A (39%), being the full year impact of ACE plus one-month trading from our most recent acquisitions, Seatronics and J2 Subsea, and a small headwind (-1%) from FX.

Gross profit

Gross profit for the year was £129.4m (2023: £86.3m) representing a gross margin of 76.9% (2023: 78.1%). Pricing remained firm across the business with the adjustment in gross margin due to an expanded revenue mix following acquisitions.

Administrative costs

Administrative costs of £88.7m represented 53% of revenue compared to 51% in 2023. Excluding adjusting items (covered below) and FX, the total administrative costs were £85.0m in 2024 compared to £52.2m in 2023. Of the £32.8m increase, £21.7m relates to administrative costs acquired through the acquisitions of ACE Winches, Seatronics and J2 Subsea and £2.4m relates to additional amortisation from acquired intangibles. Of the remaining £8.7m, £3.5m relates to additional depreciation as a result of organic investment in the equipment fleet for continued growth, and £4.7m relates to increased personnel cost. The balance includes general administration costs such as insurance, IT costs and audit and tax fees as associated with a high growth business.

On personnel, the increase of £4.7m (11%) on prior year proforma cost reflects our growing business. In addition to implementing salary increases for all employees of c.5%, we increased our headcount organically by c. 9%. Including the colleagues who joined us through the Seatronics and J2 Subsea acquisition, our headcount reached c.650 by year end.

Profitability

Our adjusted EBITA of £50.3m increased by 39% on the prior year's £36.2m. We have continued to deliver strong, resilient margins across our business through 2024 achieving an EBITA margin of 29.9%, well within the guidance provided alongside the 2023 results. The reduction from the prior year EBITA margin of 32.8% was a result of the increased diversity in revenue mix due to acquisitions. These acquisitions were undertaken to increase our service capability, a key element of our growth strategy which is designed to increase business resilience.

A reconciliation of our Adjusted EBITA calculation can be found in note 29 to the financial statements and is also summarised later in this report. The adjusting items include various one-off costs which, with regard to 2024, predominantly related to professional and other fees arising from the Seatronics and J2 Subsea acquisition (£2.6m). We have also incurred c. £0.3m of restructuring costs which relate to the liquidation of various non-trading entities in order to streamline our group structure and £0.4m of software development costs related to the ACE Winches integration.

Statutory profit before tax of £36.1m in 2024 compares to £27.5m in 2023, an increase of 31%.

The tax charge of £7.3m represents an effective tax rate of 20.2% (2023: 21.5%), lower than guidance. See note 8 of the financial statements for key differences from the UK standard rate.

We delivered growth in earnings per share, our statutory basic, diluted EPS was 35.4p (2023: 26.7p) representing growth of 33% on prior year. After adjusting for one-off costs, this increases to an Adjusted EPS 45.0p (2023: 33.4p), an increase of 35%. Please refer to note 9 of the financial statements.

Cash flow and balance sheet

Cash inflow from operations was £46.5m (2023: £48.8m). As guided last year, working capital at the end of December 2023 was significantly lower than expected (3.7% of revenue versus previous guidance of 10% of revenue) owing to strong cash collections and timing of capex creditors. Our net working capital at the end of December 2024 of £27.1m represents 16.1% of reported revenues as a result of the inclusion of the full Seatronics and J2 Subsea working capital balances at year end with only one-month of trading within reported revenues. Taking into account the full year revenue contribution from Seatronics and J2 Subsea, this reduces to 12.7%. Our focus through 2025 is to target low double-digit percentage of working capital to revenue.

The Group increased its investment in capital expenditure in the year to £29.4m (2023: £19.5m) to reflect the strong market runway ahead of us. The majority of this expenditure focussed on organic growth. As we do not invest in equipment fleet for resale and have no plans to sell assets once they reach end of life, our capital expenditure is classed as an investing activity rather than operational activity in our cash flow statement.

Cash spent on acquisitions of £67.1m included the payment for Seatronics and J2 Subsea with the balance relating to a final payment for ACE Winches following agreement of completion accounts. Both payments were funded in full through our RCF facility which we increased to £170m (from £100m) in October 2024 with

an additional £40m accordion facility. This increase also included the addition of RBS to our existing banking syndicate of ABN Amro, Citi, Clydesdale and HSBC. Acquisitions completed in the year resulted in an increase in both intangible assets (£21.1m of additions) and goodwill (£34.4m of additions).

Overall movement in cash was a positive inflow of £2.1m for the year (2023: £2.3m) with the cash balance at £12.2m at year end (2023: £10.8m).

Net debt increased from £61.7m to £128.4m as a result of the Seatronics and J2 Subsea acquisition being funded through the RCF. This represents leverage of 1.85x at year end (2023: 1.3x). On a proforma basis, taking into account the full year impact of Seatronics and J2 Subsea, leverage was 1.6x. Our focus through 2025 is to reduce our net debt position with a target of <1.3x by year end.

Capital Allocation

We are focussed on delivering strong returns on capital. We maintain strict discipline in our decision making, whether that be investing in our equipment fleet and people to support organic growth, or acquisitions. Our capital allocation priorities include both organic and inorganic investment and we have simple but strict criteria and will decline opportunities which do not hit our internal criteria. We are focussed on investments that will continue to achieve compound growth in our EPS.

At the same time, the Board recognises the importance of dividends both to the Company's shareholders and in maintaining capital discipline. In this regard, the Board has recommended a full and final dividend of 1.2 pence per share for the year ended 31 December 2024, an increase of 9%, which is payable on 29 May 2025 to shareholders based on an ex-dividend date of 1 May 2025 and record date of 2 May 2025.

Going concern

During 2024 the Group has continued to generate positive cash flow from operating activities with a cash and cash equivalents balance of £12.2m (2023: £10.8m). The Group has access to a multi-currency RCF and additional accordion facility. After an extension of existing banking facilities which completed on 8 October 2024, the RCF and accordion facility have total commitments of £170m and £40m respectively, both of which expire in April 2028. The accordion facility is subject to credit approval. As at 31 December 2024 the RCF had an undrawn balance of £30.6m on the £170m facility available at that time. Refer to Note 18 of the financial statements for details on the available facilities.

The Facility Agreement is subject to a leverage covenant of 3.0x and an interest cover covenant of 4:1, which are both to be tested on a quarterly basis. The Group has complied with all covenants from entering the Facility Agreement until the date of these financial statements.

The Group monitors its funding and liquidity position throughout the year to ensure it has sufficient funds to meet its ongoing cash requirements. Cash forecasts are produced based on a number of inputs such as estimated revenues, margins, overheads, collection and payment terms, capex requirements and the payment of interest and capital on its existing debt facilities. Consideration is also given to the availability of bank facilities. In preparing these forecasts, the Directors have considered the principal risks and uncertainties to which the business is exposed.

The Directors perform sensitivity analysis on the going concern assumption to determine whether plausible downside scenarios would have a material impact. Forecasts were flexed to incorporate a 5% downturn in forecast performance in the year ending 31 December 2025 and a 10% downturn in forecast performance in the year ending 31 December 2026. Under this downside scenario the peak funding requirement over the forecast period would leave £34.5m headroom in the available facilities with no threat to breach of covenants.

Taking account of reasonable changes in trading performance and bank facilities available, the application of severe but plausible downside scenarios to the forecasts, the cash forecasts prepared by management and reviewed by the Directors indicate that the Group is cash generative and has adequate financial resources to continue to trade for the foreseeable future and meet its obligations as they fall due.

Reconciliation of adjusted and reported IFRS results

The Group uses certain measures that it believes assist a reader of the Annual Report in understanding the business. These alternative performance measures (APMs) are not defined under IFRS and therefore may not be directly comparable with adjusted measures presented by other companies. The APMs are not intended to be a substitute for, or superior to, any IFRS measures of performance. However, they are considered by management to be important measures used in the business for assessing performance. The underlying measures may not be comparable across companies. The exclusion of one-off items may result in underlying measures being materially higher or lower than the statutory measures.

In establishing Adjusted EBITDA, Adjusted EBITA and Adjusted Profit After Tax (used for Adjusted EPS calculation), the Group has added back various adjusting items, deemed to be one-off in nature, which in 2024 predominantly relate to acquisitions completed during the period and/or one-off integration and/or restructuring costs which relate to the winding up and/or liquidation of non-trading entities within the Group. This did not involve the restructuring of any trade and assets in the business as to the extent these entities had traded previously, these trades, and associated costs, have been transferred to other entities within the Group. In addition, amortisation of intangible assets is adjusted for in some of the APMs as we are aware that certain analysts and investors treat this differently in their analysis and this therefore allows a consistency of approach. The definitions can be found in the definitions section of the Annual Report and reconciliation to GAAP metrics included in Note 29 of the financial statements.

Table A - Results reconciliation / Adjusted figures

Results reconciliation £'000	Adjusted	Amortisation	FX	Acquisition costs	Restructuring costs	Software costs	Other	Reported
Revenue	168,044	-	-	-	-	-	-	168,044
Gross profit	129,420	-	-	-	-	-	-	129,420
Administrative	(85,007)	-	271	2,610	316	405	00	(88,609)

Administrative expenses*	(6,007)	-	271	2,610	316	405	90	(66,023)
Other operating income	2,072	-	-	-	-	-	-	2,072
Operating profit	46,485	-	271	2,610	316	405	90	42,793
Depreciation	19,125	-	-	-	-	-	-	19,125
Amortisation	3,841	-	-	-	-	-	-	3,841
EBITDA	69,451	-	271	2,610	316	405	90	65,759
Depreciation	(19,125)	-	-	-	-	-	-	(19,125)
EBITA	50,326	-	271	2,610	316	405	90	46,634
Amortisation	-	3,841	-	-	-	-	-	(3,841)
Finance cost (net)	(6,730)	-	-	-	-	-	-	(6,730)
Profit before tax	43,596	3,841	271	2,610	316	405	90	36,063
Tax	(7,487)	-	-	-	(79)	(100)	(23)	(7,285)
Profit after tax	36,109	3,841	271	2,610	237	305	67	28,778

*includes impairment loss on trade receivables.

Ingrid Stewart
Chief Financial Officer

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2024

	Notes	2024 £000	2023 £000
Revenue	4	168,044	110,466
Cost of sales	5	(38,624)	(24,168)
Gross profit		129,420	86,298
Administrative expenses	5	(87,772)	(55,291)
Impairment loss on trade receivables	5	(927)	(501)
Other operating income	5	2,072	704
Operating profit	5	42,793	31,210
Finance income	7	193	283
Finance costs	7	(6,923)	(4,000)
Profit before taxation		36,063	27,493
Taxation charge	8	(7,285)	(5,914)
Profit for the financial year		28,778	21,579
Profit attributable to:			
Equity shareholders of the Company		28,778	21,579
Earnings per share			
Basic	9	35.9	27.0
Diluted	9	35.4	26.7

The below financial measures are Alternative Profit Measures used by management and are not an IFRS disclosure:

Adjusted EBITDA*	29	69,451	48,253
Adjusted EBITA**	29	50,326	36,224
Adjusted Profit Before Tax***	29	43,596	33,029
Adjusted Profit After Tax****	29	36,109	26,664

* Adjusted EBITDA is calculated as earnings before interest, tax, depreciation, amortisation, foreign exchange gains and losses, and items considered one-off in nature, is an Alternative Profit Measure metric used by management and is not an IFRS disclosure. See Note 29 to the financial statements for calculations.

** Adjusted EBITA is calculated as earnings before interest, tax, amortisation, foreign exchange gains and losses, and items considered one-off in nature, is an Alternative Profit Measure used by management and is not an IFRS disclosure. See Note 29 to the financial statements for calculations.

*** Adjusted Profit Before Tax is calculated as profit before tax for the financial year adjusted for amortisation, foreign exchange gains and losses, and items considered one-off in nature, is an Alternative Profit Measure used by management and is not an IFRS disclosure. See Note 29 to the financial statements for calculations.

**** Adjusted Profit After Tax is calculated as profit after tax for the financial year adjusted for amortisation, foreign exchange gains and losses, and items considered one-off in nature, all adjusted for tax, is an Alternative Profit Measure used by management and is not an IFRS disclosure. See Note 29 to the financial statements for calculations.

All results derive from continuing operations.

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	2024 £000	2023 £000
Profit for the year	28,778	21,579
Other comprehensive income/(loss):		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	375	(554)

Other comprehensive income/(loss) for the year, net of tax	375	(554)
Total comprehensive income	29,153	21,025

Total comprehensive income attributable to:		
Equity shareholders of the Company	29,153	21,025

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED BALANCE SHEET

At 31 December 2024

	Notes	2024 £000	2023 £000
Non-current assets			
Property, plant and equipment	11	87,325	68,707
Goodwill	12	112,183	77,739
Intangible assets	12	34,954	17,709
Right-of-use assets	20	2,627	2,584
Deferred tax asset	8	272	52
		237,361	166,791
Current assets			
Inventories	13	7,766	4,064
Trade and other receivables	14	52,975	32,015
Income tax recoverable	8	2,333	-
Cash and cash equivalents	15	12,168	10,824
		75,242	46,903
Assets classified as held for sale	16	1,000	-
Total assets		313,603	213,694
Current liabilities			
Trade and other payables	17	33,680	32,021
Income tax payable	8	1,273	2,207
Loans and borrowings	18	9	23
Lease liabilities	20	1,129	1,154
		36,091	35,405
Non-current liabilities			
Loans and borrowings	18	137,669	69,673
Lease liabilities	20	1,716	1,656
Deferred tax liability	8	10,356	9,018
Provisions for liabilities	21	443	356
		150,184	80,703
Total liabilities		186,275	116,108
Equity			
Share capital	24	4,016	3,997
Share premium	24	14,115	14,115
Merger reserve	24	9,435	9,435
Share based payment reserve	24	3,612	2,538
Foreign currency translation reserve	24	(290)	(665)
Retained earnings	24	96,440	68,166
Total equity		127,328	97,586
Total equity and liabilities		313,603	213,694

The accompanying notes are an integral part of these consolidated financial statements.

The financial statements of Ashtead Technology Holdings plc (registered number 13424040) for the year ended 31 December 2024 were approved and authorised for issue by the Board of Directors on 24 March 2025 and signed on its behalf by:

Allan Pirie
Chief Executive Officer
24 March 2025

Ingrid Stewart
Chief Financial Officer
24 March 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Share capital £000	Share premium £000	Merger reserve £000	Share based payment reserve £000	Foreign currency translation reserve £000	Retained earnings £000	Total £000
At 1 January 2023	3,979	14,115	9,435	827	(111)	46,691	74,936
Profit for the year	-	-	-	-	-	21,579	21,579
Other comprehensive loss	-	-	-	-	(554)	-	(554)
Total comprehensive income	-	-	-	-	(554)	21,579	21,025
Share based payment charge	-	-	-	1,711	-	-	1,711
Tax on share based payment charge	-	-	-	-	-	710	710
Issue of shares	18	-	-	-	-	(18)	-
Dividends paid	-	-	-	-	-	(796)	(796)

At 31 December 2023	3,997	14,115	9,435	2,538	(665)	68,166	97,586
Profit for the year	-	-	-	-	-	28,778	28,778
Other comprehensive income	-	-	-	-	375	-	375
Total comprehensive income	-	-	-	-	375	28,778	29,153
Share based payment charge	-	-	-	1,074	-	-	1,074
Tax on share based payment charge	-	-	-	-	-	398	398
Issue of shares	19	-	-	-	-	(19)	-
Dividends paid	-	-	-	-	-	(883)	(883)
At 31 December 2024	4,016	14,115	9,435	3,612	(290)	96,440	127,328

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2024

	Notes	2024 £000	2023 £000
Cash generated from operating activities			
Profit before taxation		36,063	27,493
Adjustments to reconcile profit before taxation to net cash from operating activities			
Finance income	7	(193)	(283)
Finance costs	7	6,923	4,000
Depreciation	11, 20	19,125	12,029
Amortisation	12	3,841	1,431
Gain on sale of property, plant and equipment	5	(2,072)	(704)
Share based payment charges	24	1,326	2,496
Provision for bad debts movement		779	514
Provision for liabilities movement	21	86	48
Cash generated before movement in working capital		65,878	47,024
Increase in inventories		(1,167)	(157)
Increase in trade and other receivables		(14,247)	(2,120)
(Decrease)/increase in trade and other payables		(3,947)	4,082
Cash inflow from operations		46,517	48,829
Interest paid		(6,380)	(3,064)
Tax paid		(10,020)	(6,717)
Net cash generated from operating activities		30,117	39,048
Cash flow used in investing activities			
Purchase of property, plant and equipment		(29,388)	(19,459)
Proceeds from customer loss/damage of assets held for rental		2,955	1,428
Acquisition of subsidiary undertakings net of cash acquired	28	(67,056)	(51,183)
Interest received		193	283
Net cash used in investing activities		(93,296)	(68,931)
Cash flow generated from financing activities			
Loans received	18	84,300	62,014
Transaction fees on loans received		(1,158)	(1,241)
Repayment of bank loans	18	(15,493)	(26,587)
Payment of lease liability	20	(1,428)	(1,199)
Payment of finance lease liability		(22)	(2)
Dividends paid	10	(883)	(796)
Net cash generated from financing activities		65,316	32,189
Net increase in cash and cash equivalents		2,137	2,306
Cash and cash equivalents at beginning of year		10,824	9,037
Net foreign exchange difference		(793)	(519)
Cash and cash equivalents at end of year		12,168	10,824

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. General information

1.1 Background

Ashtead Technology Holdings plc (the "Company") is a public limited company incorporated in the United Kingdom under the Companies Act 2006, whose shares are traded on AIM. The consolidated financial statements of the Company as at and for the year ended 31 December 2024 comprise the Company and its interest in subsidiaries (together referred to as the "Group"). The Company is domiciled in the United Kingdom and its registered address is 1 Gateshead Close, Sunderland Road, Sandy, Bedfordshire, SG19 1RS, United Kingdom.

1.2 Basis of preparation

These consolidated financial statements are for the year ended 31 December 2024 and have been prepared in accordance with UK-adopted International Accounting Standards.

These consolidated financial statements have been prepared under the historical cost convention.

The financial information does not constitute the Company's statutory accounts for the years ended 31 December

2024 or 31 December 2023 but is derived from those accounts. Statutory accounts for the year ended 31 December 2024 will be delivered to the Registrar of Companies in due course. The Auditor has reported on the 2024 accounts; his reports (i) were unqualified, (ii) did not include a reference to any matters to which the Auditor drew attention by way of emphasis without qualifying his report and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

Subsidiary audit exemption

Ashtead Technology Holdings plc (company registration number 13424040) has issued a parental company guarantee under s479C of the Companies Act 2006 dated 31 December 2024. As a result, for the year ended 31 December 2024, Seascan Limited (company registration number SC197038), Geoscan Group Limited (company registration number SC167153), J2 Subsea Limited (company registration number SC344830) and Seatronics Limited (company registration number SC124658) are all entitled to exemption from audit.

1.3 Presentational currency

The consolidated financial statements, unless otherwise stated, are presented in sterling, to the nearest thousand.

1.4 Going concern

The consolidated financial statements of the Group are prepared on a going concern basis. The Directors of the Group assert that the preparation of the consolidated financial statements on a going concern basis is appropriate, which is based upon a review of the future forecast performance of the Group for a two-year period ending 31 December 2026.

During 2024 the Group has continued to generate positive cash flow from operating activities with a cash and cash equivalents balance of £12,168,000 (2023: £10,824,000). The Group has access to a multi-currency RCF and additional accordion facility. After an extension of existing banking facilities which completed on 8 October 2024, the RCF and accordion facility have total commitments of £170,000,000 and £40,000,000 respectively, both of which expire in April 2028. The accordion facility is subject to credit approval. As at 31 December 2024 the RCF had an undrawn balance of £30,609,000 on the £170,000,000 facility available at that time. Refer to Note 18 for details on the available facilities.

The Facility Agreement is subject to a leverage covenant of 3.0x and an interest cover covenant of 4:1, which are both to be tested on a quarterly basis. The Group has complied with all covenants from entering the Facility Agreement until the date of these financial statements.

The Group monitors its funding and liquidity position throughout the year to ensure it has sufficient funds to meet its ongoing cash requirements. Cash forecasts are produced based on a number of inputs such as estimated revenues, margins, overheads, collection and payment terms, capex requirements and the payment of interest and capital on its existing debt facilities. Consideration is also given to the availability of bank facilities. In preparing these forecasts, the Directors have considered the principal risks and uncertainties to which the business is exposed.

The Directors perform sensitivity analysis on the going concern assumption to determine whether plausible downside scenarios would have a material impact. Forecasts were flexed to incorporate a 5% downturn in forecast performance in the year ending 31 December 2025 and a 10% downturn in forecast performance in the year ending 31 December 2026. Under this downside scenario the peak funding requirement over the forecast period would leave £34,551,000 headroom in the available facilities with no threat to breach of covenants.

Taking account of reasonable changes in trading performance and bank facilities available, the application of severe but plausible downside scenarios to the forecasts, the cash forecasts prepared by management and reviewed by the Directors indicate that the Group is cash generative and has adequate financial resources to continue to trade for the foreseeable future and meet its obligations as they fall due.

1.5 Basis of consolidation

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights and rights to variable returns of the subsidiaries. The acquisition date is the date on which control is transferred to the acquirer. The financial information of subsidiaries is included in the consolidated financial statements from the date that control commences until the date that control ceases. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

1.6 Business combinations

All business combinations are accounted for by applying the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are recognised in the income statement.

1.7 New and amended standards adopted by the Group

The following standards, amendments and interpretations became effective for the financial year beginning on 1 January 2024, however, the Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these.

- Amendment to IAS 1: Classification of Liabilities as Current or Non-current Liabilities
- Amendment to IAS 1: Non-current Liabilities with Covenants
- Amendment to IAS 7 and IFRS 7: Supplier Financing Arrangements
- Amendment to IFRS 16: Lease Liability in a Sale and Leaseback

Future standards, amendments and interpretations

The following standards, amendments and interpretations are effective subsequent to the year end, and have not been early adopted. The Directors do not expect that the adoption of the standards and amendments listed below will have

a material impact on the financial statements of the Group in future periods.

- IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information*
- IFRS S2 Climate-related Disclosures*
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange rates: Lack of Exchangeability**
- IFRS 18 Presentation and Disclosure in the Financial Statements****
- IFRS 19 Subsidiaries without Public Accountability: Disclosures****
- Amendments to SASB: Enhancements to their international applicability*
- Amendments to IFRS 9 and IFRS 7: Classification and measurement of financial instruments*
- Annual improvements to IFRS: Volume 11***
- Amendments to IFRS 9 and IFRS 7: Contracts Referencing Nature Dependent Electricity*

* Not yet endorsed by the UK as at the date of authorisation of the financial statements.

** Mandatory adoption date and effective date for the Group is 1 January 2025.

*** Mandatory adoption date and effective date for the Group is 1 January 2026.

**** Mandatory adoption date and effective date for the Group is 1 January 2027.

1.8 Statement of compliance

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in Note 2.

2. Summary of material accounting policies

2.1 Configuration or customisation costs in a cloud computing arrangement

The Group has a number of contracts for Software as a Service ("SaaS") Cloud Computing Arrangements. These contracts permit the Group to access vendor-hosted software and platform services over the term of the arrangement. The Group does not control the underlying assets in these arrangements and costs are expensed as incurred.

The Group also incurs implementation costs in respect of these contracts. Implementation costs are capitalised as intangible assets where costs meet the definition and recognition criteria of an intangible asset under IAS 38. Such costs typically relate to software coding which is capable of providing benefit to the Group on a standalone basis. Other implementation costs primarily relate to the configuration and customisation of the Cloud software solution and are assessed to determine whether the implementation activity relating to these costs is distinct from the Cloud Arrangement, in which case costs are expensed as the activity occurs. If the configuration and customisation costs relate to activity which is integral to the Cloud Arrangement such that the activity is received over the term of the Cloud Arrangement, costs are recognised as a prepayment and expensed over the term of the Cloud Arrangement.

2.2 Foreign currencies

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, sterling, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for each month where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the translation reserve, within equity. When a foreign operation is disposed of, such that control, joint control or significant influence (as the case may be) is lost, the entire accumulated amount in the foreign currency translation reserve is recycled to the income statement as part of the gain or loss on disposal.

2.3 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost comprises the purchase price or construction cost, which includes cost of materials, direct labour costs and other directly attributable costs, and any costs directly attributable to making the asset capable of operating as intended, in the intended location. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Leasehold improvements	- remaining lease term
Freehold property	- 25-50 years
Fixtures and fittings	- 4-5 years
Motor vehicles	- 4-5 years
Assets held for rental	- 4-15 years
Assets under construction	- not depreciated

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the income statement within other operating income.

Assets held for rental are held for rental until the end of their useful economic lives and are subsequently scrapped for minimal or no value. Disposals of assets held for rental primarily arise where customers lose or damage equipment beyond repair and compensation is invoiced under the terms of the rental contract. Assets held for rental are not subsequently held for sale as described in paragraph 68A of IAS 16. Where assets held for rental are derecognised, any gain or loss realised on disposal is not recognised as revenue in accordance with IFRS 15. Rather, in accordance with paragraph 68 of IAS 16, the profit realised is included within other operating income in the income statement.

In accordance with the circumstances described above, the cash flows for the purchase and disposal of assets held for rental are not considered to be in scope of the requirements in paragraph 14 of IAS 7. Accordingly, these cash flows are classified in investing activities in line with the normal requirements in paragraph 16 of IAS 7.

The cost of assets under construction are capitalised as work progresses. Once assets are complete and available for use they are transferred to the relevant asset category and depreciated from that date.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

An asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through continuing use, which is when the sale is highly probable, and it is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets. Assets classified as held for sale are measured at the lower of the carrying amount upon classification and the fair value less costs to sell. Assets classified as held for sale are presented separately from other assets and liabilities in the Consolidated Balance Sheet. Once assets are classified as held for sale, property, plant and equipment assets are no longer subject to depreciation.

2.4 Intangible assets and goodwill

Goodwill

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

Other intangible assets

Expenditure on internally generated goodwill and brands is recognised in the income statement as an expense as incurred.

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

Amortisation

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

Non-compete arrangements	- 3-5 years
Customer relationships	- 3-7 years
Trade names	- 2 years
Documented processes	- 10 years
Computer software	- 5 years

Non-compete arrangements, customer relationships, trade names and documented processes are intangible assets arising from business combinations. The fair value of the non-compete arrangements at the acquisition date has been determined using the 'with and without' method, an income approach which considers the difference between discounted future cash flow models, with and without the non-compete clause. The fair value of the customer relationships at the acquisition date has been determined using the multi-period excess earnings method. The fair value of trade names at the acquisition date has been determined using the royalty relief methodology. The fair value of documented processes has been identified and valued using a cost approach.

2.5 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the FIFO (first-in, first-out) method.

2.6 Impairment of non-financial assets excluding inventories, deferred tax assets and contract assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the reporting date.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to groups of cash-generating units ("CGUs") that are expected to benefit from the synergies of the combination. For the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. This is subject to an operating segment ceiling test.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.7 Employee benefits

Defined contribution plans

The Group pays contributions to selected employees' defined contribution pension plans. The amounts charged to the income statement in respect of pension costs are the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments on the balance sheet.

2.8 Revenue recognition

Revenue relates to the provision of services, rental of equipment and sale of equipment. Revenues arising from the rental of equipment are recognised in accordance with the requirements of IFRS 16: Leases. Revenues arising from all other revenue streams are recognised in accordance with the requirements of IFRS 15.

Revenue under IFRS 15

Revenue is recognised as performance obligations are satisfied when control of promised goods or services is transferred to the customer and is measured at the amount that reflects the consideration to which the Group

expects to be entitled in exchange for those goods or services.

For each performance obligation within a contract, the Group determines whether it recognises revenue:

- Wholly at a single point in time when the Group has completed its performance obligation; or
- Piecemeal over time during the period that control incrementally transfers to the customer while the good is being manufactured or the service is being performed.

The Group's activities that require revenue recognition at a point in time comprise:

- The sale of goods that are not specifically designed for use by one particular customer; and
- The manufacture of goods that are specifically designed for one particular customer but for which the Group does not have an enforceable right to payment for the work completed to date.

The events that trigger the recognition of revenue at a point in time are most commonly: (i) delivery of the product in accordance with the contractual terms; or (ii) when the product is made available to the customer for collection; or (iii) when the customer notifies the Group that they have accepted the product following a period of inspection. The Group utilises the customer acceptance approach when the contract with the customer contains a requirement for formal acceptance to be provided, that typically is required to be received before the customer is obliged to pay for the products.

In respect of revenue that is recognised over time, the Group uses an input method for measuring the progress towards completion of its performance obligations and consequently for measuring the amount of revenue that is recognised. Specifically, revenue is recognised in proportion to the total expected consideration that mirrors the costs incurred to date relative to the total expected costs to complete the performance obligation. This method is considered to be the most appropriate as the inclusion of all costs, being materials, labour and direct overheads, best reflects the activities required in performing the promise to the customer.

Revenue under IFRS 16

All contracts for leases of equipment entered into by the Group are classified as operating leases. The contracts for equipment rentals do not transfer substantially all of the risks and rewards incidental to ownership of the underlying asset to the customer.

The Group recognises lease payments received under operating leases as revenue on a straight-line basis over the lease term.

Where customers are billed in advance, deferred rental income is recognised, which represents the portion of billed revenue to be deferred to future periods. Where customers are billed in arrears for equipment rentals, accrued rental income is recognised, which represents unbilled revenues recognised in the period.

Performance obligations and timing of revenue recognition

Revenue derived from selling goods is recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. However, for export sales, control might also be transferred when delivered either to the port of departure or port of arrival, depending on the specific terms of the contract with a customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment and the customer obtains control of the goods being transferred.

2.9 Operating segments

The Group operates in the following four geographic regions, which have been determined as the Group's reportable segments. The operations of each geographic region are similar.

- Europe
- Americas
- Asia Pacific
- Middle East

The Chief Operating Decision Maker (CODM) is determined as the Group's Board of Directors. The Group's Board of Directors reviews the internal management reports of each geographic region monthly as part of the monthly management reporting. The operations within each of the above regional segments display similar economic characteristics. There are no reportable segments which have been aggregated for the purpose of the disclosure of segment information.

2.10 Taxation

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Current tax assets and current tax liabilities are offset only when:

- the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if:

- the Group has a legally enforceable right to set off current tax liabilities and assets; and
- the deferred tax liabilities and assets relate to income taxes levied by the same tax authority.

2.11 Leases

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, along with one or more other lease or non-lease components, the Group accounts for each lease component separately from the non-lease components. The Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone price and the aggregate stand-alone price of the non-lease components.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, to the extent that the right-of-use asset is reduced to nil, with any further adjustment required from the remeasurement being recorded in the income statement.

The Group presents right-of-use assets and lease liabilities as separate line items on the balance sheet.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for lease of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

Refer to the revenue accounting policy note for the Group's accounting policy under IFRS 16, as a lessor.

2.12 Financial instruments

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

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs).

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

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

Non-derivative financial liabilities, including loans and borrowings, and trade and other payables, are stated at amortised cost using the effective interest method.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings, trade payables, other payables, accruals and lease liabilities) is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings. For more information, refer to Note 18.

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

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

Fair value measurement

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

Impairment of financial assets

The Group recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

Loss allowances for trade receivables and accrued income are measured at an amount equal to the lifetime ECL. Trade receivables do not contain a significant financing component and typically have a short duration of less than 12 months. The Group prepares a provision matrix when measuring its ECLs. Trade receivables and accrued income are segmented on the basis of historic credit loss experience, based on geographic region. Historical loss experience is applied to trade receivables and accrued income, after being adjusted for:

- information about current economic conditions; and
- reasonable and supportable forecasts of future economic conditions.

Write-offs

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no realistic prospect of recovery.

2.13 Borrowing costs

Borrowing costs are capitalised and amortised over the term of the related debt. The amortisation of borrowing costs is recognised as finance expenditure in the consolidated income statement.

2.14 Share based payments

The Group has equity settled compensation plans. Equity settled share based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled share based payments is expensed over the vesting period, based on the Group's estimate of awards that will eventually vest. Fair value is measured by the use of the Black-Scholes and Monte Carlo option pricing models.

The cost is recognised in staff costs (Note 6), together with a corresponding increase in equity (share based payment reserve), over the period in which the service and the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

Employer's National Insurance contributions are treated as cash settled and included in accruals.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (further details are given in Note 9).

2.15 Critical estimates and judgements

In the application of the Group's accounting policies the Directors are required to make judgements that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Directors have not identified any critical judgements that have a significant effect on the amounts recognised in the consolidated financial statements, apart from those involving estimations (which are explained separately below).

2.16 Key sources of estimation uncertainty

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

Provision for bad debts

The Group applies IFRS 9 to measure the lifetime expected credit loss of trade receivables. The lifetime expected credit loss is based upon historic loss experience, which is then adjusted for information about current economic conditions and reasonable and supportable forecasts of future economic conditions. The Group applies judgement to the adjustments to the expected credit loss for information about current economic conditions and reasonable and supportable forecasts of future economic conditions, and it considers all relevant factors that impact future payment by customers. The expected credit loss on trade receivables at the reporting date is estimated on the basis of these underlying assumptions. The key assumption is the expected credit loss rate and if this was increased/decreased by 1% across all ageing categories, the provision for bad debts would increase/decrease by £519,000. Refer to Note 25(a) for the carrying value of trade receivables to which the expected credit loss model is applied.

Inventory provision

Inventory provision

The Group provides against the carrying value of inventories where it is anticipated that net realisable value ('NRV') will be below costs. The inventory provision is calculated based on the age of the inventory and the obsolescence of the inventory. The key estimate within the inventory provision relates to the percentage applied to the ageing categories of stock lines, which is derived from historic experience. The gross carrying value of inventory categorised as aged is £8,254,000, against which a provision of £4,127,000 has been recognised. A 10% increase/decrease of the provision percentage applied to all ageing categories would change the provision by £825,000. Inventory, including the value of the provision, has been detailed in Note 13.

2.17 Adjusting items

Adjusting items are significant items of income or expense included in revenue, profit from operations, net finance costs and/or taxation which individually or, if of a similar type, in aggregate, are considered either non-trading or one-off in nature and which, by treating as an adjusting item, are relevant to an understanding of the Group's underlying financial performance because of their size, nature or incidence. In identifying and quantifying adjusting items, the Group consistently applies a policy that defines criteria that are required to be met for an item to be classified as an adjusting item. These items are separately disclosed in the segmental analysis or in the notes to the accounts as appropriate.

The Group believes that these items are useful to users of the consolidated financial statements in helping to understand the underlying business performance and are used to derive the Group's principal Alternative Performance Measure of Adjusted EBITDA, Adjusted EBITA, Adjusted profit before tax and Adjusted earnings per share which are stated before the impact of adjusting items and which are reconciled to statutory measures in Note 29.

3. Segmental analysis

The CODM reviews revenue, gross profit and operating profit to evaluate segment performance and allocate resources to the overall business. The Group is organised and managed based on its segments, namely Europe, Americas, Asia Pacific and Middle East. These regions are the reportable and operating segments for the Group as they form the focus of the Group's internal reporting systems and are the basis used by the CODM for assessing performance and allocating resources.

For the year ended 31 December 2024

	Europe £000	Americas £000	Asia Pacific £000	Middle East £000	Head Office £000	Total £000
Total revenue	114,295	25,765	15,628	12,356	-	168,044
Cost of sales	(22,775)	(8,662)	(3,773)	(3,414)	-	(38,624)
Gross profit	91,520	17,103	11,855	8,942	-	129,420
Administrative expenses	(39,064)	(8,648)	(3,874)	(2,832)	(11,044)	(65,462)
Other operating income	1,089	403	324	256	-	2,072
Operating profit before depreciation, amortisation and foreign exchange gain/(loss)	53,545	8,858	8,305	6,366	(11,044)	66,030
Foreign exchange (loss)/gain	(432)	45	38	66	12	(271)
Depreciation	(14,108)	(2,384)	(1,419)	(1,074)	(140)	(19,125)
Amortisation	(3,805)	(18)	(12)	(6)	-	(3,841)
Operating profit	35,200	6,501	6,912	5,352	(11,172)	42,793
Finance income						193
Finance costs						(6,923)
Profit before taxation						36,063
Taxation charge						(7,285)
Profit for the financial year						28,778
Total assets	245,525	24,799	16,452	13,154	13,673	313,603
Total liabilities	28,673	5,143	3,942	1,919	146,598	186,275

For the year ended 31 December 2023

	Europe £000	Americas £000	Asia Pacific £000	Middle East £000	Head Office £000	Total £000
Total revenue	71,601	19,343	11,186	8,336	-	110,466
Cost of sales	(13,730)	(5,646)	(2,140)	(2,652)	-	(24,168)
Gross profit	57,871	13,697	9,046	5,684	-	86,298
Administrative expenses	(18,909)	(6,516)	(3,950)	(1,978)	(11,208)	(42,561)
Other operating income	374	53	208	69	-	704
Operating profit before depreciation, amortisation and foreign exchange gain/(loss)	39,336	7,234	5,304	3,775	(11,208)	44,441
Foreign exchange gain/(loss)	168	130	(164)	(173)	268	229
Depreciation	(7,790)	(2,123)	(1,088)	(897)	(131)	(12,029)
Amortisation	(1,431)	-	-	-	-	(1,431)
Operating profit	30,283	5,241	4,052	2,705	(11,071)	31,210
Finance income						283
Finance costs						(4,000)
Profit before taxation						27,493
Taxation charge						(5,914)
Profit for the financial year						21,579
Total assets	167,063	17,293	9,991	7,012	12,335	213,694
Total liabilities	30,051	5,966	2,413	1,853	75,825	116,108

Central administrative expenses represent expenditures which are not directly attributable to any single operating segment. The expenditure has not been allocated to individual operating segments, as this activity is managed

centrally.

The revenues generated by each geographic segment almost entirely comprise revenues generated in a single country. Revenues in the Europe, Americas, Asia Pacific and Middle East segments are almost entirely generated in the UK, USA, Singapore and UAE respectively. Revenues generated outside of these jurisdictions are not material to the Group. The basis for the allocation of revenues to individual countries is dependent upon the facility from which the equipment is provided.

No single customer or group of customers under common control account for 15% or more of Group revenue.

The carrying value of non-current assets, other than deferred tax assets, split by the country in which the assets are held is as follows:

	As at 31 December 2024 £000	As at 31 December 2023 £000
UK	204,805	141,745
USA	14,709	13,111
Singapore	10,589	7,665
UAE	6,986	4,218

4. Revenue

(a) Revenue streams

The Group's key revenue generating activity comprises equipment rental, sale of equipment and provision of related services (non-rental revenue). The revenue is attributable to the continuing activities of renting equipment, selling equipment or providing a service. All rental income is expected to be settled within 12 months.

	2024 £000	2023 £000
Rental income (Note 20)	131,169	90,985
Non-rental revenue	36,875	19,481
Total revenue	168,044	110,466

(b) Disaggregation of revenue from contracts with customers

Revenue from contracts with customers from sale of equipment and provision of related services is disaggregated by primary geographical market, major products and services and timing of revenue recognition.

Primary geographical markets	2024 £000	2023 £000
Europe	27,696	12,930
Americas	5,335	2,808
Asia Pacific	1,627	1,565
Middle East	2,217	2,178
Non-rental revenue	36,875	19,481

Major products and services and timing of revenue recognition of non-rental revenue:

	2024 £000	2023 £000
Sale of equipment, transferred at a point in time	17,114	8,343
Provision of related services, transferred over time	19,761	11,138
Non-rental revenue	36,875	19,481

5. Operating profit

This is stated after charging/(crediting):

	2024 £000	2023 £000
Cost of inventories recognised in cost of sales	8,512	6,757
Facilities costs	798	476
Depreciation on property, plant and equipment (Note 11)	17,850	10,939
Depreciation on right-of-use assets (Note 20)	1,275	1,090
Amortisation of intangible assets (Note 12)	3,841	1,431
Staff costs including share based payments (Note 6)	44,326	27,441
Transaction costs	2,610	2,292
Foreign exchange losses/(gains)	271	(229)
Lease rentals	475	254
Impairment loss on trade receivables	927	501
Impairment loss on inventories	542	118
Other operating income		
Gain on sale of property, plant and equipment*	2,072	704
Fees payable to the auditor for the audit of the financial statements:		
Total audit fees	496	358
Fees payable to the auditor and its associates for other services to the Group		
Review of interim financial statements	5	5
Review of CRRT letter	-	5

Total non-audit fees	5	10
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* The gain on sale of property, plant and equipment arises from compensation from third parties for items of property, plant and equipment that were lost, given up or damaged beyond repair by customers in both 2024 and 2023. The gross compensation proceeds are disclosed in the consolidated cash flow statement.

6. Staff costs

	2024 £000	2023 £000
Wages and salaries	37,794	22,625
Social security costs	4,118	2,369
Other pension costs (Note 23)	1,340	736
Share based payment expense	1,074	1,711
	44,326	27,441

The average number of employees during the year was as follows:

	No.	No.
Operations	355	186
Sales and administrative	205	132
	560	318

Directors' remuneration:

	2024 £000	2023 £000
Compensation to key management personnel		
Short-term employee benefits	1,574	1,410
Social security costs	667	185
Contributions of money purchase pension schemes	62	54
Share based payment expense	820	491
	3,123	2,140

The total value of assets received under LTIP during 2024 was £1,679,000 (2023: £752,000).

	2024 Number	2023 Number
Number of directors who:		
Are members of a money purchase pension scheme	2	2

Full details of the Directors' remuneration and interests are set out in the Directors' Remuneration Report on pages 56 to 61.

Highest paid director:

	2024 £000	2023 £000
Compensation to key management personnel		
Short-term employee benefits	772	695
Social security costs	402	99
Contributions of money purchase pension schemes	37	31
Share based payment expense	523	863
	1,734	1,688

The value of assets received under LTIP during 2024 was £1,044,000 (2023: £468,000).

7. Finance income and costs

	2024 £000	2023 £000
Finance income		
Bank interest receivable	193	283

	2024 £000	2023 £000
Finance costs		
Interest on bank loans (held at amortised cost)	6,275	3,069
Amortisation of deferred finance costs	445	805
Interest expense on lease liability (Note 20)	131	124
Other interest and charges	72	2
	6,923	4,000

8. Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2024 £000	2023 £000
Current tax:		
UK corporation tax on profit for the year	8,399	6,956
Adjustment in respect of previous periods	(903)	(216)
Foreign tax reliefs	-	(155)
Foreign tax	371	205
Exchange rate differences	(12)	-
Total current income tax	7,855	6,790

TOTAL CURRENT INCOME TAX	2024 £000	2023 £000
Deferred tax:		
Origination and reversal of temporary differences	(831)	(323)
Origination and reversal of temporary differences - prior periods	244	(533)
Effect of changes in tax rates	7	(20)
Exchange rate differences	10	-
Total deferred tax	(570)	(876)
Tax charge in the profit and loss account (Note 8(b))	7,285	5,914

(b) Factors affecting the current tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 25.0% (2023: 23.52%). The differences are explained below:

	2024 £000	2023 £000
Profit on ordinary activities before taxation	36,063	27,493
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25.0% (2023: 23.52%)	9,016	6,466
Effects of:		
Expenses not deductible for tax purposes	586	885
Income not taxable	(29)	(64)
Gains/rollover relief	44	50
Effects of overseas tax rates	(1,540)	(972)
Adjustments in respect of previous periods	(659)	(745)
Tax rate changes	7	(21)
Share options	49	124
Movement in deferred tax not recognised	(657)	(102)
Exchange rate difference	-	(97)
Withholding taxes/State taxes	468	390
Tax charge	7,285	5,914

(c) Income tax recoverable/(payable)

	2024 £000	2023 £000
Income tax recoverable	2,333	-
Income tax payable	(1,273)	(2,207)
Income tax recoverable/(payable)	1,060	(2,207)

(d) Unrecognised tax losses

The Group has tax losses which arose in the UK of £2,696,000 (2023: £5,026,000) that are available indefinitely for offset against future taxable profits of the Group companies in which the losses arose.

Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group and they have arisen in subsidiaries that are loss making.

(e) Deferred tax

Deferred tax included in the Group balance sheet is as follows:

	2024 £000	2023 £000
Fixed asset timing differences	(4,431)	(6,464)
Short-term timing differences	2,061	1,321
Tax losses	780	546
Intangible asset timing differences	(8,494)	(4,369)
Deferred tax liability	(10,084)	(8,966)
The recoverability of the deferred tax (liability)/asset is as follows:		
Current	-	-
Non-current	(10,084)	(8,966)
	(10,084)	(8,966)
Deferred tax is recognised on the balance sheet as follows:		
Non-current asset	272	52
Non-current liability	(10,356)	(9,018)
	(10,084)	(8,966)

Deferred tax included in the balance sheet and income statement for each type of temporary difference as at 31 December 2024, split by category:

	Opening £000	Prior year adjustment £000	Revised opening £000	Income statement £000	Credited to equity £000	Current year acquisition £000	Foreign exchange £000	Closing £000
Fixed asset timing differences	(6,464)	(212)	(6,676)	(148)	-	2,408	(15)	(4,431)
Short-term timing differences	1,321	(32)	1,289	(126)	(396)	1,296	(2)	2,061
Tax losses	546	-	546	230	-	-	4	780
Intangible asset timing differences	(4,369)	-	(4,369)	867	-	(4,991)	(1)	(8,494)
Total	(8,966)	(244)	(9,210)	823	(396)	(1,287)	(14)	(10,084)

Deferred tax included in the balance sheet and income statement for each type of temporary difference as at 31 December 2023, split by category:

	Opening £000	Prior year adjustment £000	Revised opening £000	Income statement £000	Credited to equity £000	Current year acquisition £000	Foreign exchange £000	Closing £000
Fixed asset timing differences	(2,088)	221	(1,867)	237	-	(4,897)	63	(6,464)
Short-term timing differences	376	(13)	363	198	690	67	3	1,321
Tax losses	1,071	-	1,071	(481)	-	-	(44)	546
Intangible asset timing differences	(1,421)	324	(1,097)	369	-	(3,640)	(1)	(4,369)
Total	(2,062)	532	(1,530)	323	690	(8,470)	21	(8,966)

9. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of Ordinary Shares in issue during the year.

Diluted earnings per share

For diluted earnings per share, the weighted average number of Ordinary Shares in issue is adjusted to assume conversion of all dilutive potential Ordinary Shares. The Group has dilutive potential ordinary shares arising from share options granted to employees under the share schemes as detailed in Note 23 of these financial statements.

Adjusted earnings per share

Earnings attributable to ordinary shareholders of the Group for the year, adjusted to remove the impact of adjusting items and the tax impact of these, divided by the weighted average number of Ordinary Shares outstanding during the period.

	Adjusted 2024	Statutory 2024	Adjusted 2023	Statutory 2023
Earnings attributable to equity shareholders of the Group:				
Profit for the year (£000)	36,109*	28,778	26,664*	21,579
Number of shares:				
Weighted average number of Ordinary Shares at year end	80,206,862	80,206,862	79,873,733	79,873,733
Add dilutive effect of share based payment plans	1,038,979	1,038,979	1,095,629	1,095,629
Weighted average number of Ordinary Shares for calculating diluted earnings per share at year end	81,245,841	81,245,841	80,969,362	80,969,362
Earnings per share attributable to equity holders of the Group - continuing operations:				
Basic earnings per share (pence)	45.0	35.9	33.4	27.0
Diluted earnings per share (pence)	44.4	35.4	32.9	26.7

* Refer to Note 29 for the reconciliation of Alternative Performance Measures.

10. Dividends

The Board is pleased to propose a final dividend of 1.2p per share, which, if approved at the Annual General Meeting to be held on 22 May 2025, will be paid on 29 May 2025 with a record date of 2 May 2025. The shares will become ex-dividend on 1 May 2025. No interim dividend was paid in 2024.

A final dividend for 2023 of 1.1p per share was paid on 3 June 2024 totalling £883,000. The 2023 final dividend was approved at the Annual General Meeting on 30 May 2024, with a record date of 3 May 2024. The shares became ex-dividend on 2 May 2024. No interim dividend was paid in 2023.

11. Property, plant and equipment

	Assets held for rental £000	Assets under construction £000	Leasehold improvements £000	Freehold property £000	Fixtures and fittings £000	Motor vehicles £000	Total £000
Cost:							
At 1 January 2023	129,073	-	2,365	197	4,531	339	136,505
Acquisitions	25,870	1,356	-	3,432	446	61	31,165
Fair value adjustment on acquisitions	(798)	(909)	-	(486)	365	(16)	(1,844)
Additions	19,137	59	42	-	386	-	19,624
Disposals	(10,712)	-	(196)	-	(205)	(9)	(11,122)
Foreign exchange movements	(1,908)	-	(31)	1	(56)	1	(1,993)
At 31 December 2023	160,662	506	2,180	3,144	5,467	376	172,335
Accumulated depreciation:							
At 1 January 2023	(98,956)	-	(1,829)	(76)	(3,597)	(235)	(104,693)
Charge for the year	(10,274)	-	(224)	(26)	(378)	(37)	(10,939)
Disposals	9,989	-	196	-	168	8	10,361
Foreign exchange movements	1,585	-	26	1	34	(3)	1,643
At 31 December 2023	(97,656)	-	(1,831)	(101)	(3,773)	(267)	(103,628)
Net book value:							
At 31 December 2023	63,006	506	349	3,043	1,694	109	68,707

Assets held under construction Leasehold Freehold Fixtures and fittings Motor vehicles

	Assets held for rental £000	under construction £000	Leasehold improvements £000	Freehold property £000	Fixtures and fittings £000	Motor vehicles £000	Total £000
Cost:							
At 1 January 2024	160,662	506	2,180	3,144	5,467	376	172,335
Acquisitions (Note 28)	7,327	-	34	-	49	-	7,410
Fair value adjustment on acquisitions (Note 28)	364	-	(15)	-	62	-	411
Additions	24,966	3,463	350	249	832	-	29,860
Transfer	1,063	(1,063)	-	-	-	-	-
Disposals	(5,893)	-	(541)	-	(517)	(95)	(7,046)
Reclass to assets classified for sale	(377)	-	-	-	-	-	(377)
Foreign exchange movements	28	-	(9)	115	(22)	(6)	106
At 31 December 2024	188,140	2,906	1,999	3,508	5,871	275	202,699

Accumulated depreciation:

At 1 January 2024	(97,656)	-	(1,831)	(101)	(3,773)	(267)	(103,628)
Charge for the year	(16,911)	-	(133)	(65)	(702)	(39)	(17,850)
Disposals	5,077	-	540	-	498	95	6,210
Foreign exchange movements	(53)	-	(18)	39	(67)	(7)	(106)
At 31 December 2024	(109,543)	-	(1,442)	(127)	(4,044)	(218)	(115,374)

Net book value:

At 31 December 2024	78,597	2,906	557	3,381	1,827	57	87,325
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The construction of rental assets with a total cost of £1,063,00 were completed in 2024 and transferred from Assets under construction to assets held for rental. The assets transferred relate to winches and other lifting equipment.

12. Goodwill and intangible assets

	Goodwill £000	Customer relationships £000	Trade name £000	Non-compete arrangements £000	Documented processes £000	Computer software £000	Total £000
Cost:							
At 1 January 2023	66,043	8,863	-	482	-	2,647	78,035
Acquisitions	11,900	8,503	544	4,134	1,377	-	26,458
Foreign exchange movements	(204)	-	-	-	-	-	(204)
At 31 December 2023	77,739	17,366	544	4,616	1,377	2,647	104,289

Amortisation:

At 1 January 2023	-	(4,548)	-	(215)	-	(2,647)	(7,410)
Charge for the year	-	(1,236)	(23)	(161)	(11)	-	(1,431)
Foreign exchange movements	-	-	-	-	-	-	-
At 31 December 2023	-	(5,784)	(23)	(376)	(11)	(2,647)	(8,841)

Net book value:

At 31 December 2023	77,739	11,582	521	4,240	1,366	-	95,448
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	Goodwill £000	Customer relationships £000	Trade name £000	Non-compete arrangements £000	Documented processes £000	Computer software £000	Total £000
Cost:							
At 1 January 2024	77,739	17,366	544	4,616	1,377	2,647	104,289
Acquisitions (Note 28)	34,426	21,086	-	-	-	-	55,512
Disposals	-	-	-	-	-	(2,634)	(2,634)
Foreign exchange movements	18	-	-	-	-	(5)	13
At 31 December 2024	112,183	38,452	544	4,616	1,377	8	157,180

Amortisation:

At 1 January 2024	-	(5,784)	(23)	(376)	(11)	(2,647)	(8,841)
Charge for the year	-	(2,514)	(272)	(918)	(137)	-	(3,841)
Disposals	-	-	-	-	-	2,634	2,634
Foreign exchange movements	-	-	-	-	-	5	5
At 31 December 2024	-	(8,298)	(295)	(1,294)	(148)	(8)	(10,043)

Net book value:

At 31 December 2024	112,183	30,154	249	3,322	1,229	-	147,137
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Goodwill has arisen on the acquisition of the following subsidiaries: Amazon Group Limited (the parent company of the existing Ashtead Technology Group at the time of acquisition, in April 2016), TES Survey Equipment Services LLC, Welaptega Marine Limited, Aqua-Tech Solutions LLC and its subsidiary Alpha Subsea LLC, Underwater Cutting Solutions Limited, WeSubsea AS and its subsidiary WeSubsea UK Limited, Hiretech Limited, Rathmay Limited and its subsidiaries Alfred Cheyne Engineering Limited, ACE Winches Inc, ACE Winches DMCC and ACE Winches Norge AS and Seascan Limited and J2 Subsea Limited and their subsidiaries Geoscan Group Limited, Seatronics Inc, Seatronics PTE Limited and Seatronics Limited, as well as the acquisition of the trade and assets of Forum Subsea Rentals, a division of Forum Energy Technologies (UK) Limited, Forum Energy Asia Pacific PTE Ltd and Forum US, Inc.

Impairment testing for CGUs containing goodwill

For the purpose of impairment testing, goodwill has been allocated to the Group's CGUs as follows. The groups of CGUs to which goodwill has been allocated are consistent with the Group's reporting segments.

CGUs to which goodwill has been allocated are consistent with the Group's operating segments.

	2024 £000	2023 £000
Europe	93,581	64,173
Americas	9,352	6,390
Asia Pacific	6,570	5,346
Middle East	2,680	1,830

An impairment test has been performed in respect of each of the groups of CGUs to which goodwill has been allocated on each reporting date.

For each of the operating segments to which goodwill has been allocated, the recoverable amount has been determined on the basis of a value in use calculation. In each case, the value in use was found to be greater than the carrying amount of the group of CGUs to which the goodwill has been allocated. Accordingly, no impairment to goodwill has been recognised. The value in use has been determined by discounting future cash flows forecast to be generated by the relevant regional segment.

A summary of the key assumptions on which management has based its cash flow projections at each reporting date is as follows:

	2024 £000	2023 £000
Europe:		
Pre-tax discount rate	12.7%	12.4%
Post-tax discount rate	12.3%	11.2%
Terminal value growth rate	2%	2%
Forecast period	2 years	2 years
Americas:		
Pre-tax discount rate	12.1%	11.8%
Post-tax discount rate	11.8%	10.6%
Terminal value growth rate	2%	2%
Forecast period	2 years	2 years
Asia Pacific:		
Pre-tax discount rate	12.0%	11.7%
Post-tax discount rate	11.8%	10.6%
Terminal value growth rate	2%	2%
Forecast period	2 years	2 years
Middle East:		
Pre-tax discount rate	12.3%	12.0%
Post-tax discount rate	12.2%	11.2%
Terminal value growth rate	2%	2%
Forecast period	2 years	2 years

Key assumptions used in value in use calculations

In determining the above key assumptions, management has considered past experience together with external sources of information where available (e.g. industry-wide growth forecasts).

The calculation is most sensitive to the following assumptions:

- Discount rates
- Growth rates used to extrapolate cash flows beyond the forecast period

The discount rate applied to each CGU represents a pre-tax rate that reflects the market assessment of the time value of money as at 31 December 2024. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC), adjusted for the regional risk premium. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre/post-tax discount rate.

Sensitivity analysis shows that a pre-tax/(post-tax) discount rate higher than 20.4% (18.5%) would be required to start to indicate impairment in Europe, with post-tax discount rates being higher than the following rates would start to indicate impairment in Americas: 68.9% (63.8%), APAC: 53.1% (50.0%) and Middle East: 50.8% (49.3%).

Growth rate estimates are based on published industry research.

Sensitivity analysis shows that a terminal value growth rate lower than -2.7% would be required to start to indicate impairment in Europe, with lower terminal value growth rates than the following rates would start to indicate impairment in Americas: -541.4%, APAC: -121.1% and Middle East -110.7%.

Sensitivity analysis has been performed in respect of the key assumptions above with no impairment identified from the sensitivities performed.

13. Inventories

	2024 £000	2023 £000
Raw materials and consumables	7,766	4,064

The raw materials and consumables balance is stated net of a provision of £4,127,000 (2023: £1,334,000).

The cost of inventories recognised as an expense and included in cost of sales during the year is disclosed in Note 5. The impairment loss recognised as an expense during the year is disclosed in Note 5.

14. Trade and other receivables

	2024 £000	2023 £000
Trade receivables (Note 25(a))	46,330	23,139

Prepayments	4,933	2,815
Contract assets	356	473
Accrued income	1,356	5,588
	52,975	32,015

The Directors consider that the carrying amount of trade receivables, contract assets and accrued income approximates to fair value.

Information about the Group's exposure to credit and market risks, and impairment losses for trade receivables, contract assets and accrued income is included in Note 25.

15. Cash and cash equivalents

	2024 £000	2023 £000
Cash at bank	12,148	10,818
Cash in hand	20	6
Cash and cash equivalents	12,168	10,824

Cash at bank earns interest at floating rates based on daily bank overnight deposit rates. The Directors consider that the carrying amount of cash and cash equivalents equates to fair value.

Foreign currency denominated balances within Group cash and cash equivalents amount to:

	2024 £000	2023 £000
US dollar denominated balances	3,137	2,399
Singapore dollar denominated balances	1,551	819
Canadian dollar denominated balances	66	121
AED denominated balances	240	117
Norwegian krone denominated balances	1,795	1,126
Euro denominated balances	236	138
	7,025	4,720

All other balances are denominated in sterling.

16. Assets classified as held for sale

	2024 £000	2023 £000
Current	623	-
Non-current	377	-
	1,000	-

At 31 December 2024, all assets classified as held for sale relate to the Europe CGU. The current assets classified as held for sale relates to inventory and the non-current assets classified as held for sale relates to assets held for rental within property, plant and equipment. Management assessed it was highly probable that the assets classified as held for sale would be sold and the sale of the assets completed on 31 January 2025.

17. Trade and other payables

	2024 £000	2023 £000
Trade payables	10,039	9,721
Accruals	23,641	22,300
	33,680	32,021

The Directors consider that the carrying amount of trade payables and accruals equates to fair value.

The Group's exposure to currency and liquidity risks is included in Note 25.

18. Loans and borrowing

	2024 £000	2023 £000
Current		
Bank loans (held at amortised cost)	-	-
Finance lease liability	9	23
	9	23
Non-current		
Bank loans (held at amortised cost)	137,669	69,665
Finance lease liability	-	8
	137,669	69,673

Until 8 October 2024 the bank loans comprised a revolving credit facility which carried interest at SONIA plus 2.25%. The lenders were ABN AMRO Bank N.V., Citibank N.A., Clydesdale Bank plc and HSBC Bank plc. The Facility Agreement was subject to a leverage covenant of 3.0x and an interest cover covenant of 4:1. The total commitments were £100,000,000 for the RCF and an additional £50,000,000 accordion facility. The accordion facility is subject to credit approval. A non-utilisation fee of 0.7875% was charged on the non-utilised element of the RCF facility. The revolving credit facility was fully repayable in April 2028.

Due to an extension of the bank loans on 8 October 2024, the revolving credit facility was increased from £100,000,000 to £170,000,000 and the accordion facility was decreased from £50,000,000 to £40,000,000, with no change to the repayment date. The accordion facility is subject to credit approval. The Royal Bank of Scotland plc joined ABN AMRO Bank N.V., Citibank N.A., Clydesdale Bank plc and HSBC Bank plc as lenders. There was no change to the interest rate, the non-utilisation rate or the covenants. Due to the lack of quantitative and qualitative differences in the facility before and after the extension, the facility has been treated as continuing, and the cash flow

does not include the repayment of the previous facility or the drawdown of the new facility as there were no cash flows associated with the extension of the facility.

At 31 December 2024 the bank loans comprise a revolving credit facility of £139,391,000 (2023: £70,675,000) which carried interest at SONIA plus 2.25%. The lenders are ABN AMRO Bank N.V., Citibank N.A., Clydesdale Bank plc, HSBC Bank plc and The Royal Bank of Scotland plc. The Facility Agreement is subject to a leverage covenant of 3.0x and an interest cover covenant of 4:1. The total commitments are £170,000,000 (2023: £100,000,000) for the RCF and an additional £40,000,000 (2023: £50,000,000) accordion facility. As at 31 December 2024 the RCF had an undrawn balance of £30,609,000 (2023: £29,325,000) and the £40,000,000 accordion facility was undrawn (2023: £50,000,000 undrawn). The accordion facility is subject to credit approval. A non-utilisation fee of 0.7875% is charged on the non-utilised element of the RCF facility. The revolving credit facility was fully repayable in April 2028.

Certain companies within the Group joined in cross guarantees with respect to bank loans totalling £139,391,000 (2023: £70,675,000) advanced to Ashtead Technology Limited and Ashtead Technology Offshore Inc. The lenders have a floating charge over the assets of certain entities within the Group.

At 31 December 2024 the finance lease liability of £9,000 (2023: £31,000) relates to the financing of certain IT equipment and carried interest at a fixed rate of 6.67%. The lender is Wesleyan Bank and will be repaid in full by May 2025.

Bank loans are repayable as follows:

	2024 £000	2023 £000
Within one year	-	-
Within one to two years	-	-
Within two to three years	-	-
Within three to four years	139,391	-
Within four to five years	-	70,675
	139,391	70,675
Deferred finance costs	(1,722)	(1,010)
	137,669	69,665

During the year drawdowns totalling £84,300,000 (2023: £62,014,000) and repayments totalling £15,493,000 (2023: £26,587,000) were made from/to the RCF.

Finance lease liability is repayable as follows:

	2024 £000	2023 £000
Within one year	9	23
Within one to two years	-	8
	9	31

The weighted average interest rates on floating rate instruments during the year was as follows:

	2024	2023
Weighted average interest rates	7.38%	8.11%

The Group's exposure to interest rate, foreign currency and liquidity risks is included in Note 25.

19. Financing liabilities reconciliation

	1 January 2023 £000	Cash flows £000	Acquisitions £000	Interest paid/ (received)* £000	Other non-cash changes* £000	Changes in exchange rates £000	31 December 2023 £000
Cash at bank and in hand	9,037	(7,759)	10,065	(283)	283	(519)	10,824
Bank loans	(34,865)	(34,186)	-	3,062	(3,867)	191	(69,665)
Lease liabilities	(2,856)	1,199	(220)	124	(1,070)	13	(2,810)
Finance lease liability	-	2	(33)	2	(2)	-	(31)
Net debt	(28,684)	(40,744)	9,812	2,905	(4,656)	(315)	(61,682)

* In the prior year the interest paid was shown inverted. In the 2024 annual report the signage has been changed with the resulting other non-cash changes now being (£3,867,000) from £2,257,000 in the prior year. No other figures have changed.

The non-cash movement relates to interest, the amortisation of deferred finance costs, accrual of finance costs on lease liability and addition of new leases during the year.

	1 January 2024 £000	Cash flows £000	Acquisitions £000	Interest paid/ (received) £000	Other non-cash changes £000	Changes in exchange rates £000	31 December 2024 £000
Cash at bank and in hand	10,824	(18)	2,156	(121)	121	(794)	12,168
Bank loans	(69,665)	(67,649)	-	6,308	(6,753)	90	(137,669)
Lease liabilities	(2,810)	1,428	(390)	131	(969)	(235)	(2,845)
Finance lease liability	(31)	22	-	-	-	-	(9)
Net debt	(61,682)	(66,217)	1,766	6,318	(7,601)	(939)	(128,355)

The non-cash movement relates to interest, the amortisation of deferred finance costs, accrual of finance costs on lease liability and the addition of new leases during the year.

20. Leases

Leases as lessee

The Group leases warehouses, offices and other facilities in different locations (UK, UAE, Singapore, Canada, USA, Norway). The lease terms range from 2 to 15 years with an option to renew available for some of the leases. The Group has elected not to recognise right-of-use assets and lease liabilities for leases that are short term and/or of low-value items. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Further information about leases is presented below:

a) Amounts recognised in the consolidated balance sheet

	Property leases £000
Right-of-use assets	
Balance at 1 January 2023	2,631
Additions to right-of-use assets	1,070
Depreciation charge for the year	(1,090)
Effects of movements in exchange rates	(27)
Balance at 31 December 2023	2,584
Additions to right-of-use assets	969
Acquisition of right-of-use assets	390
Depreciation charge for the year	(1,275)
Effects of movements in exchange rates	(41)
Balance at 31 December 2024	2,627

	Property leases 2024 £000	Property leases 2023 £000
Lease liabilities:		
Current	1,129	1,154
Non-current	1,716	1,656
Total lease liabilities	2,845	2,810

Refer to Note 25(b) for more information on maturity analysis of lease liabilities.

b) Amounts recognised in the income statement

	2024 £000	2023 £000
Depreciation charge	1,275	1,090
Interest expense on lease liability	131	124
Expenses relating to short-term leases	475	254
Total amount recognised in the income statement	1,881	1,468

c) Amounts recognised in the cash flow statement

	2024 £000	2023 £000
Total cash payments for leases	1,558	1,323

Leases as a lessor

The Group leases out equipment to its customers. The lease period is short term which ranges from weeks to multiple months. All leases are classified as operating leases from a lessor perspective, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the equipment.

The Group as a lessor recognises lease payments received from operating leases as income on a straight-line basis. Increases (or decreases) in rental payments over a period of time, other than variable lease payments, are reflected in the determination of the lease income, which is recognised on a straight-line basis (refer to Note 4).

Where leased equipment is lost, given up or damaged beyond repair by third-party customers, they are invoiced for compensation under the rental contract. The gross compensation proceeds are disclosed in the consolidated cash flow statement and the gain on sale of property, plant and equipment is disclosed in Note 5.

21. Provisions for liabilities

	Warranty provision £000	End of service benefits £000	Total £000
At 1 January 2023	-	117	117
Acquired with acquisition	195	-	195
Charge for the year	-	48	48
Paid during the year	-	-	-
Movement in foreign exchange	-	(4)	(4)
At 31 December 2023	195	161	356
Charge for the year	7	79	86
Paid during the year	-	-	-
Movement in foreign exchange	-	1	1
At 31 December 2024	202	241	443

Warranty provision

The provision relates to warranties provided to customers on certain manufactured products for 12-24 months. The cost of the warranties is accrued upon recognition of the sale of the product. The costs are estimated based on actual historical expenses incurred and on estimated future expenses related to current sales. Actual warranty costs are charged against the warranty provision.

End of service benefits

The provision relates to end of service benefits for certain employees. The actual amount payable is dependent on the

The provision relates to end of service benefits for certain employees. The actual amount payable is dependent on the length of service of the impacted employees when their employment ceases and their salary at that time. The provision is calculated on the impacted employees' length of service and salary at the balance sheet date

22. Capital commitments

	2024 £000	2023 £000
Capital expenditure contracted for but not provided	3,947	4,307

23. Employee benefits

Share based payments

The IPO LTIP awards were granted on 5 September 2022 and comprise three equal tranches, with the first tranche vested on the announcement of the annual results for the year ended 31 December 2022, the second tranche vested on the announcement of the annual results for the year ended 31 December 2023 and the third tranche vesting on the announcement of the annual results for the year ended 31 December 2024. Certain senior managers from various Group companies are eligible for nil cost share option awards with Ashtead Technology Holdings plc granting the awards. On exercise, the awards will be equity settled with Ordinary Shares in Ashtead Technology Holdings plc. The IPO LTIP share awards vesting is subject to the achievement of a target annual Adjusted EPS and participants remaining employed by the Group over the vesting period.

The outstanding number of awards at 31 December 2024 is 310,358 (2023: 1,011,329).

Share based payments	Tranche 1	Tranche 2	Tranche 3
Valuation model	Black-Scholes	Black-Scholes	Black-Scholes
Weighted average share price (pence)	260.5	260.5	260.5
Exercise price (pence)	0	0	0
Expected dividend yield	0.76%	0.81%	0.85%
Expected volatility	41.93%	41.93%	41.93%
Risk-free interest rate	2.79%	3.14%	3.04%
Expected term (years)	0.67	1.67	2.67
Weighted average fair value (pence)	259.2	257.0	254.7
Attrition	5%	5%	5%
Weighted average remaining contractual life (years)	7.67	7.67	7.67

The expected volatility has been calculated using the Group's historical market data history since IPO in 2021.

Share based payments	Number of shares	Weighted average exercise price (£)
Outstanding at beginning of the year	1,011,329	-
Granted	-	-
Exercised	(645,416)	£7.572
Forfeited	(55,555)	-
Outstanding at the end of the year	310,358	-
Exercisable at the end of the year	-	-

Share based payments expense recognised in the consolidated income statement for 31 December 2024 totals £564,000 (2023: £1,997,000), inclusive of employer's national insurance contributions of £158,000 (2023: £563,000).

2023 LTIP awards

The first 2023 LTIP awards were granted on 4 May 2023, with vesting on the announcement of the annual results for the year ended 31 December 2025. Certain senior managers from various Group companies are eligible for nil cost share option awards with Ashtead Technology Holdings plc granting the awards and on exercise, the awards will be equity settled with Ordinary Shares in Ashtead Technology Holdings plc. The share awards vesting is subject to the achievement of agreed Adjusted EPS, ROIC and Total Shareholder Return (TSR) targets and participants remaining employed by the Group over the vesting period. On 16 April 2024 new awards were granted under the 2023 LTIP scheme and will vest on the announcement of the annual results for the year ended 31 December 2026.

The outstanding number of awards at 31 December 2024 is 624,031 (2023: 438,622).

Share based payments	EPS	ROIC	TSR
Valuation model	Black-Scholes	Black-Scholes	Monte Carlo
Weighted average share price (pence)	379.0 / 687.0	379.0 / 687.0	379.0 / 687.0
Exercise price (pence)	0	0	0
Expected dividend yield	0.0%	0.0%	0.0%
Expected volatility	40.17% / 39.01%	40.17% / 39.01%	40.17% / 39.01%
Risk-free interest rate	3.71% / 4.31%	3.71% / 4.31%	3.71% / 4.31%
Expected term (years)	3.02 / 3.06	3.02 / 3.06	3.02 / 3.06
Weighted average fair value (pence)	379.0 / 687.0	379.0 / 687.0	298.0 / 544.0
Attrition	5%	5%	5%
Weighted average remaining contractual life (years)	8.34 / 9.29	8.34 / 9.29	8.34 / 9.29

The expected volatility has been calculated using the Group's historical market data history since IPO in 2021.

Share based payments	Number of shares	Weighted average exercise price (£)
Outstanding at beginning of the period	438,622	-
Granted	235,711	-
Exercised	-	-

Forfeited	(50,302)	–
Outstanding at the end of the period	624,031	–
Exercisable at the end of the period	–	–

Share based payments expense recognised in the consolidated income statement during the period was £760,000 (2023: £499,000), inclusive of employer's national insurance contributions of £92,000 (2023: £84,000).

Defined contribution scheme

The Group operates defined contribution retirement benefit schemes for all qualifying employees. The total expense charged to the income statement in the year ended 31 December 2024 was £1,340,000 (2023: £736,000). There was a balance outstanding of £267,000 in relation to pension liabilities at 31 December 2024 (2023: £171,000).

24. Share capital and reserves

The Group considers its capital to comprise its invested capital, called up share capital, merger reserve, retained earnings and foreign exchange translation reserve. Quantitative detail is shown in the consolidated statement of changes in equity. The Directors' objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholders and benefits for other stakeholders.

Called up share capital

Allotted, called up and fully paid	31 December 2024		31 December 2023	
	No.	£000	No.	£000
Ordinary Shares of £0.05 each	80,313,838	4,016	79,947,919	3,997

Ordinary Share capital represents the number of shares in issue at their nominal value. The holders of Ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

On 16 April 2024, the Company issued 365,919 (13 March 2023: 365,919) newly authorised shares at a subscription price of £0.05 (being nominal value) to the Employee Benefit Trust in anticipation of the vesting of the first tranche of IPO LTIP share options. The shares are held by the Employee Benefit Trust on the behalf of certain option holders and are non-voting until each of the option holders choose to exercise their options at which point they are transferred to the option holder and become voting shares. As of 31 December 2024, 0 shares (2023: 279,497) were held by the Company's Employee Benefit Trust.

Share premium

Share premium represents the amount over the par value which was received by the Group upon the sale of the Ordinary Shares.

Merger reserve

The merger reserve was created as a result of the share-for-share exchange under which Ashtead Technology Holdings plc became the parent undertaking prior to the IPO. Under merger accounting principles, the assets and liabilities of the subsidiaries were consolidated at book value in the Group financial statements and the consolidated reserves of the Group were adjusted to reflect the statutory share capital, share premium and other reserves of the Company as if it had always existed, with the difference presented as the merger reserve.

Share based payment reserve

The share based payment reserve is built up of charges in relation to equity settled share based payment arrangements which have been recognised within the consolidated income statement.

Foreign currency translation reserve

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, sterling, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for each month where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the translation reserve, within invested capital. When a foreign operation is disposed of, such that control, joint control or significant influence (as the case may be) is lost, the entire accumulated amount in the foreign currency translation reserve is recycled to the income statement as part of the gain or loss on disposal.

Retained earnings

The movement in retained earnings is as set out in the consolidated statement of changes in equity. Retained earnings represent cumulative profits or losses, net of dividends and other adjustments.

25. Financial instruments

Financial risk management

Risk management framework

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. The Group has no significant concentration of credit risk, with exposure spread over a large number of customers.

Cash and cash equivalents

The Group held cash and cash equivalents and other bank balances of £12,168,000 at 31 December 2024 (2023: £10,824,000). The cash and cash equivalents are held with the HSBC Bank plc, Bank of Montreal, The Royal Bank of Scotland plc and DNB.

The credit risk on liquid funds held with HSBC, Bank of Montreal, The Royal Bank of Scotland and DNB is considered

to be low. The long-term credit rating for HSBC is AA-/A+ per Fitch/Standard & Poor's. The long-term credit rating for Bank of Montreal is AA-/A+ per Fitch/Standard & Poor's. The long-term credit rating for The Royal Bank of Scotland is A+/A+ per Fitch/Standard & Poor's. The long-term credit rating for DNB is A+/AA- per Fitch/Standard & Poor's.

Trade receivables and accrued income

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from management.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on a credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and action is taken through an escalation process in relation to slow or non-payment of invoices. The Group has no significant concentration of credit risk, with exposure spread over a large number of customers.

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 with similar loss patterns (i.e. by geographical region, product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and are not subject to ongoing enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 14. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables and accrued income as low, as exposure is spread over a large number of customers.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision percentage is determined for each subsidiary independently.

	2024 £000	2023 £000
Trade receivables		
Current (not past due)	21,696	9,087
Past due 0-90 days	23,621	14,823
Past due 91-180 days	2,974	723
Past due 181-270 days	585	54
Past due 271-365 days	171	179
More than 365 days	2,827	2,012
	51,874	26,878

The following table details the risk profile of trade receivables based on Group's provision matrix:

Trade receivables - Days past due							
	Not past due £000	<90 £000	91-180 £000	181-270 £000	271-360 £000	>360 £000	Total £000
As at 31 December 2024							
Expected credit loss rate	0.5%	0.8%	2.9%	14.3%	23.5%	83.4%	5.5%
Estimated gross carrying amount at default	21,696	23,621	2,974	585	171	2,827	51,874
Lifetime ECL	118	177	86	84	40	2,357	2,862
Specific provision	696	693	421	302	115	455	2,682
	814	870	507	386	155	2,812	5,544

Trade receivables - Days past due							
	Not past due £000	<90 £000	91-180 £000	181-270 £000	271-360 £000	>360 £000	Total £000
As at 31 December 2023							
Expected credit loss rate	0.8%	0.8%	2.9%	23.4%	53.9%	84.2%	7.5%
Estimated gross carrying amount at default	9,087	14,823	723	54	179	2,012	26,878
Lifetime ECL	72	117	21	13	96	1,694	2,013
Specific provision	395	575	278	96	67	315	1,726
	467	692	299	109	163	2,009	3,739

Accrued income is current and is fully invoiced within a month of year end, once invoiced its original ageing is retained and provided for in line with the above matrix. Contract assets are current and are fully invoiced within 3 months of year end, once invoiced its original ageing is retained and provided for in line with the above matrix.

Movements in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

Movement in provision for doubtful debts	£000
Balance at 1 January 2023	(2,918)
Acquired with acquisition	(421)
Increase in allowance recognised in profit or loss during the year	(501)
Trade receivables written off during the year as uncollectible	101
At 31 December 2023	(3,739)
Acquired with acquisition	(875)
Increase in allowance recognised in profit or loss during the year	(927)
Trade receivables written back during the year when collected	(3)
At 31 December 2024	(5,544)

b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's objective when managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group utilises both long and short-term borrowing facilities.

Cash flow forecasting is performed centrally with rolling forecasts of the Group's liquidity requirements regularly monitored to ensure it has sufficient cash to meet operational needs. The Group's revenue model results in a strong level of cash conversion allowing it to service working capital requirements.

The Group has access to a multi-currency RCF facility which has total commitments of £170,000,000 at 31 December 2024 plus an accordion facility of £40,000,000. As at 31 December 2024 the RCF had an undrawn balance of £30,609,000 and the accordion facility had an undrawn balance of £40,000,000.

Maturities of financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities:

	Contractual cash flows					
	Carrying total £000	Total £000	Within one year £000	Between one to two years £000	Between two to five years £000	More than five years £000
As at 31 December 2023						
Non-derivative financial liabilities						
Bank loans	69,665	70,675	-	-	70,675	-
Trade and other payables	32,021	32,021	32,021	-	-	-
Lease liabilities	2,810	3,040	1,255	798	864	123
Finance lease liability	31	32	23	9	-	-
	104,527	105,768	33,299	807	71,539	123

	Contractual cash flows					
	Carrying total £000	Total £000	Within one year £000	Between one to two years £000	Between two to five years £000	More than five years £000
As at 31 December 2024						
Non-derivative financial liabilities						
Bank loans	137,669	139,391	-	-	139,391	-
Trade and other payables	33,680	33,680	33,680	-	-	-
Lease liabilities	2,845	3,134	1,259	753	1,026	96
Finance lease liability	9	9	9	-	-	-
	174,203	176,214	34,948	753	140,417	96

Based on the RCF balance and the interest rate prevailing at 31 December 2024, the outstanding balance would attract interest at £9,989,000 (2023: £5,519,000) per annum until repaid.

c) Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The Group's exposure to market risk is primarily related to currency risk and interest rate risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's activities expose it primarily to the financial risks of movements in foreign currency exchange rates. The Group monitors net currency exposures and hedges as necessary.

The individual Group entities do not have significant financial assets and liabilities denominated in currencies other than their functional currency (2023: insignificant) and immaterial impact from the sensitivity analysis, therefore disclosures regarding exposure to foreign currencies and sensitivity analysis have not been included.

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments and loans. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments and loans will fluctuate because of fluctuations in the interest rates.

The Group is exposed to interest rate movements on its external bank borrowing. Based on average loans and borrowings, an increase/(decrease) of 1.0% in effective interest rates would increase/(decrease) the interest charged to the income statement by £1,394,000 (2023: £707,000).

d) Capital risk management

The Group's objectives when managing capital (defined as net debt plus total equity) are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while optimising returns to shareholders through an appropriate balance of debt and equity funding. The Group manages its capital structure and makes adjustments to it with respect to changes in economic conditions and strategic objectives.

26. Related parties

Note 27 provides information about the entities included in the consolidated financial statements as well as the Group's structure, including details of the subsidiaries and the holding company.

Key managerial personnel

Allan Pirie
Ingrid Stewart
Bill Shannon
Tony Durrant
Thomas Thomsen
Jean Cahuzac (appointed 20 March 2024)
Kristin Færøvik (appointed 18 January 2025)

Details of the Directors' remuneration and interests are set out in the Remuneration Committee report on pages 56 to 61.

Directors' interests in the Ordinary Shares of the Group are included in the Directors' Report on page 63.

Entity with significant influence over the Group

There are no entities with significant influence over the Group.

27. Group structure

A full list of subsidiary undertakings of Ashtead Technology Holdings plc as defined by IFRS as at 31 December 2024 is disclosed below.

Name of the Group company	Country of incorporation	Equity interest at	
		2024	2023
BP INV2 Pledgeco Limited ¹	England & Wales	100%	100%
Ashtead US Pledgeco Inc ^{*4}	USA	100%	100%
Amazon Acquisitions Limited ^{*1}	England & Wales	100%	100%
Ashtead Technology (South East Asia) PTE Limited ^{*2}	Singapore	100%	100%
Ashtead Technology Limited ^{*3}	Scotland	100%	100%
TES Survey Equipment Services LLC ^{*5}	UAE	100%	100%
Ashtead Technology Offshore Inc ^{*4}	USA	100%	100%
Ashtead Technology (Canada) Limited ^{*6}	Canada	100%	100%
Underwater Cutting Solutions Ltd ^{*1}	England & Wales	-	100%
Rathmay Limited ^{*3}	Scotland	-	100%
Alfred Cheyne Engineering Limited ^{*3}	Scotland	100%	100%
ACE Winches Inc ^{*7}	USA	100%	100%
ACE Winches DMCC ^{*8}	UAE	-	100%
Ashtead Technology AS (formerly ACE Winches Norge AS) ^{*9}	Norway	100%	100%
Seascan Limited ^{*3}	Scotland	100%	-
J2 Subsea Limited ^{*3}	Scotland	100%	-
Geoscan Group Limited ^{*3}	Scotland	100%	-
Seatronics Limited ^{*3}	Scotland	100%	-
Seatronics Inc ^{*4}	USA	100%	-
Seatronics PTE Limited ^{*2}	Singapore	100%	-

* Shares held by a subsidiary undertaking.

1 The registered address of the subsidiary is 1 Gateshead Close, Sunderland Road, Sandy, Bedfordshire, SG19 1RS, United Kingdom.

2 The registered address of the subsidiary is 80 Raffles Place, #32-01 UOB Plaza 1, Singapore, 048624.

3 The registered address of the subsidiary is Ashtead House, Discovery Drive, Arncliffe Business Park, Westhill, AB32 6FG, United Kingdom.

4 The registered address of the subsidiary is 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808, USA.

5 The registered address of the subsidiary is Warehouse B301, Plot M29, ICAD III, Musaffah, Abu Dhabi, UAE.

6 The registered address of the subsidiary is 238 Brownlow Avenue, Unit 103, Dartmouth, Nova Scotia, B3B 1Y2, Canada.

7 The registered address of the subsidiary is 5151 San Felipe, Suite 800, Houston, Texas, 77056, USA.

8 The registered address of the subsidiary is Unit No 3303, Mazaya Business Avenue BB2, Jumeirah Lakes Towers, Dubai, UAE.

9 The registered address of the subsidiary is Møllevegen 12, Klepp Stasjon, 4353, Norway.

During 2024 the trade and assets of Underwater Cutting Solutions Ltd were hived up into Ashtead Technology Limited and Underwater Cutting Solutions Ltd was liquidated on 27 September 2024.

During 2024 the trade and assets of Rathmay Limited were hived up into Ashtead Technology UK Limited and Rathmay Limited was liquidated on 27 September 2024.

During 2024 the trade and assets of Ace Winches DMCC were hived up into Alfred Cheyne Engineering Limited and Ace Winches DMCC was liquidated on 25 September 2024.

On 26 November 2024, the Group acquired 100% of the issued share capital of Seascan Limited and J2 Subsea Limited and their subsidiaries Geoscan Group Limited, Seatronics Limited, Seatronics Inc and Seatronics PTE Limited (collectively "Seatronics"), companies whose primary activity is the provision of subsea equipment rental and solutions supporting the installation, inspection, maintenance, repair and decommissioning of infrastructure for the global offshore energy industry.

28. Business combinations

Acquisition of Seascan Limited and J2 Subsea Limited

On 26 November 2024, the Group acquired 100% of the issued share capital of Seascan Limited and J2 Subsea Limited and their subsidiaries Geoscan Group Limited, Seatronics Limited, Seatronics Inc and Seatronics PTE Limited (collectively "Seatronics"), companies whose primary activity is the provision of subsea equipment rental and solutions supporting the installation, inspection, maintenance, repair and decommissioning of infrastructure for the global offshore energy industry.

The acquisition has been accounted for under the acquisition method. The following tables sets out the book values of the separately identifiable assets and liabilities acquired and their fair value to the Group:

	Book value	Adjustments	Fair value to the Group
	£000	£000	£000
Property, plant and equipment	7,620	194	7,814
Intangible assets	-	21,086	21,086
Right of use assets	366	-	366
Inventories	5,083	(1,926)	3,157
Trade and other receivables	6,227	-	6,227
Cash	2,156	-	2,156
Total assets	21,452	19,354	40,806

Total assets	£1,452	19,354	40,800
Trade and other payables	6,458	-	6,458
Income tax payable	467	-	467
Lease liabilities	390	-	390
Deferred tax liability	(3,743)	5,112	1,369
Total liabilities	3,572	5,112	8,684
Net assets	17,880	14,242	32,122
Goodwill			34,426
			66,548

Satisfied by:

Cash* 66,548

Cash acquired (2,156)

Cash outflow on acquisition of subsidiary undertaking** 64,392

* Of the total cash consideration of £66,548,000, £65,315,000 was paid in 2024 and £1,233,000 is due to be paid in 2025.

** Of the cash outflow on acquisition of subsidiary undertaking of £64,392,000, £63,159,000 was paid in 2024 and £1,233,000 is due to be paid in 2025. During 2024, deferred consideration of £3,897,000 was paid in respect of prior year acquisitions and in addition to £63,159,000 paid in respect of Seatronics, corresponds to the cash outflow of £67,056,000 in the consolidated cash flow statement.

The Group incurred acquisition-related expenditure of £2,610,000 on legal fees and due diligence costs. These costs have been expensed to the consolidated income statement and included in 'Administrative expenses'.

In the year ended 31 December 2024, revenue of £3,463,000 and operating profit of £1,202,000 was included in the Consolidated Income Statement in respect of Seatronics. If the acquisition had occurred on 1 January 2024, management estimates that the consolidated revenue would have been £213,921,000 and the consolidated operating profit for the year would have been £54,516,000. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2024.

The fair value of the acquired assets and liabilities include amounts that are provisional. Management have assessed that an indemnified contingent liability inherited as part of the acquisition is not material to the Group and that the indemnity provided is legally binding.

The goodwill reflects the significant opportunity for future growth in integrating Seatronics, increasing rental equipment and solutions to both new and existing customers through utilising Seatronics' in-house technical knowledge, and increasing cross selling opportunities to our combined customer base. The wider synergies for the Group will be achieved by broadening the rental fleet, investing further in our people, and increasing our service offering which will broaden our customer relationships and increase customer retention.

29. Reconciliation of Alternative Performance Measures

Reconciliation of Adjusted EBITDA

For the year ended 31 December

	Notes	2024 £000	2023 £000
Adjusted EBITDA		69,451	48,253
Cost associated with M&A	28	(2,610)	(2,533)
Restructuring costs		(316)	(216)
Software development costs		(405)	(683)
Other exceptional costs		(90)	(380)
Operating profit before depreciation, amortisation and foreign exchange		66,030	44,441
Depreciation on property, plant and equipment	11	(17,850)	(10,939)
Depreciation on right-of-use asset	20	(1,275)	(1,090)
Operating profit before amortisation and foreign exchange		46,905	32,412
Amortisation of intangible assets	12	(3,841)	(1,431)
Foreign exchange (loss)/gain	5	(271)	229
Operating profit		42,793	31,210

Reconciliation of Adjusted EBITA

For the year ended 31 December

	Notes	2024 £000	2023 £000
Adjusted EBITA		50,326	36,224
Cost associated with M&A	28	(2,610)	(2,533)
Restructuring costs		(316)	(216)
Software development costs		(405)	(683)
Other exceptional costs		(90)	(380)
Amortisation of intangible assets	12	(3,841)	(1,431)
Foreign exchange (loss)/gain	5	(271)	229
Operating profit		42,793	31,210

Reconciliation of Adjusted Profit Before Tax

For the year ended 31 December

	Notes	2024 £000	2023 £000
Adjusted Profit Before Tax		43,596	33,029
Cost associated with M&A	28	(2,610)	(2,533)
Restructuring costs		(316)	(216)

Restructuring costs		(319)	(219)
Software development costs		(405)	(683)
Deferred finance cost write off		-	(522)
Other exceptional costs		(90)	(380)
Amortisation of intangible assets	12	(3,841)	(1,431)
Foreign exchange (loss)/gain	5	(271)	229
Profit before tax for the financial year		36,063	27,493

Reconciliation of Adjusted Profit After Tax For the year ended 31 December

	Notes	2024 £000	2023 £000
Adjusted Profit After Tax		36,109	26,664
Cost associated with M&A	28	(2,610)	(2,533)
Restructuring costs		(316)	(216)
Software development costs		(405)	(683)
Deferred finance cost write off		-	(522)
Other exceptional costs		(90)	(380)
Amortisation of intangible assets	12	(3,841)	(1,431)
Foreign exchange (loss)/gain	5	(271)	229
Tax impact of the adjustments above		202	451
Profit for the financial year		28,778	21,579

Adjusted Profit After Tax is used to calculate the Adjusted basic earnings per share and Adjusted diluted earnings per share in Note 9.

Throughout the annual report we use a range of financial and non-financial measures to assess our performance. A number of the financial measures including Adjusted EBITDA, Adjusted EBITA, Adjusted Profit Before Tax, Adjusted Profit After Tax and Adjusted EPS are not defined under IFRS, so they are considered alternative performance measures ("APMs").

Management uses these measures to monitor the Group's financial performance alongside IFRS measures because they help illustrate the underlying financial performance and position of the Group. We use these measures, which are common across the industry, for planning and reporting purposes. These measures are also used in discussions with the investment analyst community and credit rating agencies. Where relevant, the APMs exclude one-off items to aid comparability with prior year metrics. We have explained the purpose of each of these measures throughout the strategic report and included definitions on page 121. Management uses APMs as they measure business performance in a more consistent way.

These APMs should be considered in addition to, and not as a substitute for, or as superior to, measures of financial performance, financial position of cash flows reported in accordance with IFRS. APMs are not uniformly defined by all companies, including those in the Group's industry. The underlying measures may not be comparable across companies. The exclusion of one-off items may result in underlying measures being materially higher or lower than the statutory measures.

30. Subsequent events

On 4 February 2025, Amazon Acquisitions Limited was liquidated.

On 13 March 2025, the name of TES Survey Equipment Services LLC was changed to Ashtead Technology LLC.

COMPANY BALANCE SHEET

At 31 December 2024

	Notes	2024 £000	2023 £000
Non-current assets			
Investments	4	29,775	44,851
Deferred tax asset	5	-	29
Trade and other receivables	6	32,181	16,726
		61,956	61,606
Current assets			
Trade and other receivables	6	11	7
		11	7
Total assets		61,967	61,613
Current liabilities			
Trade and other payables	7	33	32
		33	32
Total liabilities		33	32
Equity			
Share capital	8	4,016	3,997
Share premium	8	14,115	14,115
Merger reserve	8	38,318	38,318
Share based payment reserve	8	3,612	2,538
Retained earnings	8	1,873	2,613
Total equity		61,934	61,581
Total equity and liabilities		61,967	61,613

The accompanying notes are an integral part of the Company financial statements.

As permitted by Section 408 of the Companies Act 2006, the profit and loss of the Company has not been presented in these financial statements. The profit for the year ended 31 December 2024 dealt with in the financial statements of the Company was £143,000 (2023: £2,152,000).

The financial statements were approved and authorised for issue by the Board of Directors of Ashtead Technology Holdings plc (registered number 13424040) on 24 March 2025 and were signed on its behalf by:

Allan Pirie
Chief Executive Officer
24 March 2025

Ingrid Stewart
Chief Financial Officer
24 March 2025

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Share capital £000	Share premium £000	Merger reserve £000	Share based payment reserve £000	Retained earnings £000	Total £000
At 1 January 2023	3,979	14,115	38,318	827	1,257	58,496
Profit for the year	-	-	-	-	2,152	2,152
Total comprehensive income	-	-	-	-	2,152	2,152
Share based payment charge	-	-	-	1,711	-	1,711
Issue of shares	18	-	-	-	-	18
Dividends paid	-	-	-	-	(796)	(796)
At 31 December 2023	3,997	14,115	38,318	2,538	2,613	61,581
Profit for the year	-	-	-	-	143	143
Total comprehensive income	-	-	-	-	143	143
Share based payment charge	-	-	-	1,074	-	1,074
Issue of shares	19	-	-	-	-	19
Dividends paid	-	-	-	-	(883)	(883)
At 31 December 2024	4,016	14,115	38,318	3,612	1,873	61,934

The accompanying notes are an integral part of the Company financial statements.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. Basis of preparation

Ashtead Technology Holdings plc ("the Company") is a public limited company incorporated in the United Kingdom under the Companies Act 2006, whose shares are traded on AIM. The financial statements of the Company as at and for the year ended 31 December 2024 are presented under the Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The prior year comparatives are for the year ended 31 December 2023. The Company is domiciled in the United Kingdom and its registered address is 1 Gateshead Close, Sunderland Road, Sandy, Bedfordshire, SG19 1RS, United Kingdom.

The Company's financial statements are prepared under FRS 101 and take the available exemptions from FRS 101 in conformity with Companies Act 2006 as noted below:

- a cash flow statement and related notes;
- comparative period reconciliations;
- disclosures in respect of transactions with wholly-owned subsidiaries;
- disclosures in respect of capital management;
- disclosures in respect of financial instruments;
- disclosures in respect of fair value measurement;
- the effects of new but not yet effective IFRSs; and
- disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements of the Group include equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the disclosures under IFRS 2 related to Group-settled share based payments.

The preparation of the financial statements requires the Directors to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities.

The Company financial statements have been prepared in sterling, which is the functional and presentational currency of the Company. All figures presented are rounded to the nearest thousand (£000), unless otherwise stated.

The Directors have used the going concern principle on the basis that the current profitable financial projections and facilities of the Company and the consolidated Group, of which the Company is the ultimate parent, will continue in operation for a period not less than 12 months from the date of this report.

Subsidiary audit exemption

Ashtead Technology Holdings plc (company registration number 13424040) has issued a parental company guarantee under s479C of the Companies Act 2006 dated 31 December 2024. As a result, for the year ended 31 December 2024, Seascan Limited (company registration number SC197038), Geoscan Group Limited (company registration number SC167153), J2 Subsea Limited (company registration number SC344830) and Seatronics Limited (company registration number SC124658) are all entitled to exemption from audit.

2. Accounting policies

Investments

Investments in subsidiaries are measured at cost less any provision for impairment. Annually, the Directors consider whether any events or circumstances have occurred that could indicate that the carrying amount of fixed asset investments may not be recoverable. If such circumstances do exist, a full impairment review is undertaken to establish whether the carrying amount exceeds the higher of net realisable value or value in use. If this is the case, an impairment charge is recorded to reduce the carrying value of the related investment.

The cost of investments in subsidiaries is determined by the historical cost of investments in the subsidiaries of the Group transferred from the previous owning entities, including transaction costs.

Trade and other receivables

Trade and other receivables are non-derivative financial assets that are primarily held in order to collect contractual cash flows and are measured at amortised cost, using the effective interest rate method, and stated net of allowances for credit losses.

Trade and other payables

Trade and other payables are non-derivative financial liabilities that are stated at amortised cost using the effective interest method and are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Share capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Taxation

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

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

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all evidence available, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried-forward tax losses and from which the future reversal of underlying temporary differences can be deducted.

Deferred tax is measured at the average rates that are expected to apply in the periods in which the temporary differences are expected to reverse based on the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Share based payments

The Group has equity settled compensation plans. Equity settled share based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled share based payments is expensed over the vesting period, based on the Group's estimate of awards that will eventually vest. Fair value is measured by the use of the Black-Scholes option pricing model.

In the Company financial statements, the cost is recognised in investments (Note 4), together with a corresponding increase in equity (share based payment reserve), over the period in which the service and the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The increase or decrease to investments for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

Critical estimates and judgements

The Directors do not consider there to be any critical estimates or any significant judgements in the carrying amounts of asset and liabilities of the Company.

3. Staff costs

The Company has no employees. Full details of the Directors' remuneration and interests are set out in the Directors' Remuneration Report on pages 56 to 61.

4. Investments

	2024 £000	2023 £000
Cost:		
At the beginning of the period	44,851	43,140
Additions	1,074	1,711
Disposals	(16,150)	-
At the end of the year	29,775	44,851

The disposal in 2024 relates to a group reorganisation, which resulted in the investment in Ashtead US Pledgeo Inc being transferred to BP INV2 Pledgeo Limited at book value and settled by an intercompany loan included in amounts owed by Group companies.

There were no indicators of impairment noted under IAS 36 and accordingly, no impairment charge has been recognised.

Subsidiary undertakings are disclosed within Note 27 of the consolidated financial statements.

5. Deferred tax asset

Deferred tax included in the Company balance sheet is as follows:

	2024 £000	2023 £000
Tax losses	-	29

6. Trade and other receivable

	2024 £000	2023 £000
Amounts owed by Group companies	32,091	16,607
Group relief	90	119
Prepayments	11	7
	32,192	16,733

Amounts owed by Group companies comprise intercompany balances with subsidiary companies within the Group. The amounts owed by Group companies bear no interest and are due on demand. IFRS 9 expected credit losses have been assessed as immaterial in relation to this balance. Amounts owed by Group companies are classified as non-current as the amounts are expected to be repaid after more than 12 months of the reporting period.

7. Trade and other payables

	2024 £000	2023 £000
Accruals	33	32

8. Share capital and reserves

Called up share capital

	31 December 2024		31 December 2023	
	No.	£000	No.	£000
Allotted called up and fully paid				
Ordinary Shares of £0.05 each	80,313,838	4,016	79,947,919	3,997

Ordinary Share capital represents the number of shares in issue at their nominal value. The holders of Ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

On 16 April 2024, the Company issued 365,919 (13 March 2023: 365,919) newly authorised shares at a subscription price of £0.05 (being nominal value) to the Employee Benefit Trust in anticipation of the vesting of the first tranche of IPO LTIP share options. The shares are held by the Employee Benefit Trust on the behalf of certain option holders and are non-voting until each of the option holders choose to exercise their options at which point they are transferred to the option holder and become voting shares. As of 31 December 2024, 0 shares (2023: 279,497) were held by the Company's Employee Benefit Trust.

Share premium

Share premium represents the amount over the par value which was received by the Company upon the sale of the Ordinary Shares.

Merger reserve

The merger reserve was created as a result of the share-for-share exchange under which Ashtead Technology Holdings plc became the parent undertaking prior to the IPO. The Company investment in subsidiary undertakings is the book value from predecessor shareholders in the Group, with the difference over the statutory share capital issued by the Company presented as the merger reserve. The Company has applied merger relief.

Share based payment reserve

The share based payment reserve is built up of charges in relation to equity settled share based payment arrangements which have been recognised within investments in subsidiaries in the Company's balance sheet.

Retained earnings

The movement in retained earnings is as set out in the Company's statement of changes in equity. Retained earnings represent cumulative profits or losses, net of dividends and other adjustments.

9. Subsequent events

On 4 February 2025, Amazon Acquisitions Limited was liquidated.

On 13 March 2025, the name of TES Survey Equipment Services LLC was changed to Ashtead Technology LLC.

COMPANY INFORMATION

Directors

W M F C Shannon
A W Pirie
I Stewart
A R C Durrant
T Hamborg-Thomsen
J Cahuzac (appointed 20 March 2024)
K Færøvik (appointed 18 January 2025)

Company Secretary

I Stewart

Auditor

BDO LLP
Statutory Auditor
2 Atlantic Square
31 York Street
Glasgow G2 8NJ

Bankers

ABN AMRO Bank N.V.
Gustav Mahlerlaan 10
1082 PP Amsterdam

Netherlands

Citibank N.A.
Citigroup Centre
33 Canada Square
Canary Wharf
London E14 5LB

Clydesdale Bank plc
1 Queen's Cross
Aberdeen AB15 4XJ

HSBC Bank plc
95-99 Union Street
Aberdeen AB11 6BD

The Royal Bank of Scotland plc
6th Floor
2 Marischal Square
Broad Street
Aberdeen AB10 1FY

Solicitors
White & Case LLP
5 Old Broad Street
London EC2N 1DW

Corporate brokers
Numis Securities Ltd
45 Gresham Street
London EC2V 7BF

Peel Hunt LLP
100 Liverpool Street
London EC2M 2AT

Registrar
Computershare Limited
The Pavilions
Bridgwater Road
Bristol BS13 8AE

Registered office
1 Gateshead Close
Sunderland Road
Sandy
Bedfordshire SG19 1RS

Registered number: 13424040

Website
www.ashtead-technology.com

Definitions

Adjusted EBITA	Operating profit adjusted to add back amortisation, foreign exchange movements and one-off items as described in Note 29 to the accounts
Adjusted EBITA margin	Adjusted EBITA divided by revenue
Adjusted EBITDA	Operating profit adjusted to add back depreciation, amortisation, foreign exchange movements and one-off items as described in Note 29 to the accounts
Adjusted EPS	Adjusted Profit after Tax divided by the weighted average number of Ordinary Shares
Adjusted Profit After Tax	Profit after tax adjusted to add back amortisation, foreign exchange movements and one-off items, including the tax impact thereof, as described in Note 29 to the accounts
Adjusted Profit Before Tax	Adjusted EBITA less finance cost (net)
Ashtead Technology	Ashtead Technology Holdings plc (the "Company") and all of its subsidiaries (also referred to as "Group")
CAGR	Compound annual growth rate
Interest cover	Adjusted EBITDA divided by Finance costs, excluding Amortisation of deferred finance costs and Interest expense on lease liability, net of Finance income
Invested capital	Average net debt plus average equity
Leverage	Net debt divided by Adjusted EBITDA
One-off items	Items that are non-recurring in nature
OEM	Original equipment manufacturer
RCF	Revolving Credit Facility
ROIC	Adjusted EBITA divided by Invested capital

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