James Fisher and Sons plc
Pioneering Sustainably

Fisher

Harnessing the **Blue Economy**

Positioning for sustainable growth

Energy

Defence

Maritime Transport

Annual Report and Accounts 2024

Providing innovative solutions above, below & beyond the world's oceans & waterways

In this report we outline progress made in 2024 on our journey to returning to sustainable, profitable growth

Energy

Driving offshore energy forward through responsible energy provision and innovative renewable energy solutions.

Read more on page 24

Defence

Enabling mission critical success Protecting lives and assets on and under the oceans, in the most sensitive and challenging environments.

Read more on page 26

Maritime Transport

Shaping the future of maritime Leading the way in targeted coastal maritime shipping and global oil & natural gas ship-to-ship transfers.

Read more on page 28

Markets we operate in

3

Countries worldwide

23

Employees

1,900+

Years of marine experience

175+

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Governance

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For more information please visit our website

→ **www.james-fisher.com**

Who we are

About us

James Fisher is a global marine services company. Our market is the Blue Economy - the sea is where we come alive. We have the technical expertise and experience that spans centuries, industries and continents.

Our purpose

Harnessing the Blue Economy for future generations.

Our vision

The leading provider of unique marine solutions in Energy, Defence and Maritime Transport.

Our mission

Pioneering safe, innovative solutions that solve complex customer challenges.

Highlights

Revenue Continuing operations (£m)

£437.7m

2023: £496.2m

Underlying operating profit – continuing operations (£m)

£29.5m

2023: £29.6m

Profit/(loss) before tax – continuing operations (£m)

£54.0m

2023: (£39.9m)

Cash from operating activities (£m)

£49.3m

2023: £37.8m

Covenant net debt (£m)

£61.0m

2023: £149.8m

Our values

Pioneering spirit

We respond innovatively to our customers' current and future needs. We think creatively and challenge conventional thinking.

Integrity

We do the right thing. We treat others as we'd like to be treated, listening respectfully and speaking honestly. We build relationships based on trust and fairness.

Energy

We love what we do and take pride in our work – delivering exceptional results for our stakeholders. We are empowered to make the right decisions quickly.

Resilience

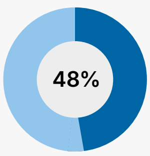
We are accountable and courageous, facing into difficult situations. We are tenacious, seeking feedback to learn and develop.

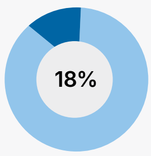
What we do

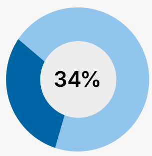
Our customer offering

Everything we do is in pursuit of solving our customers' challenges
- across Energy, Defence and Maritime Transport.

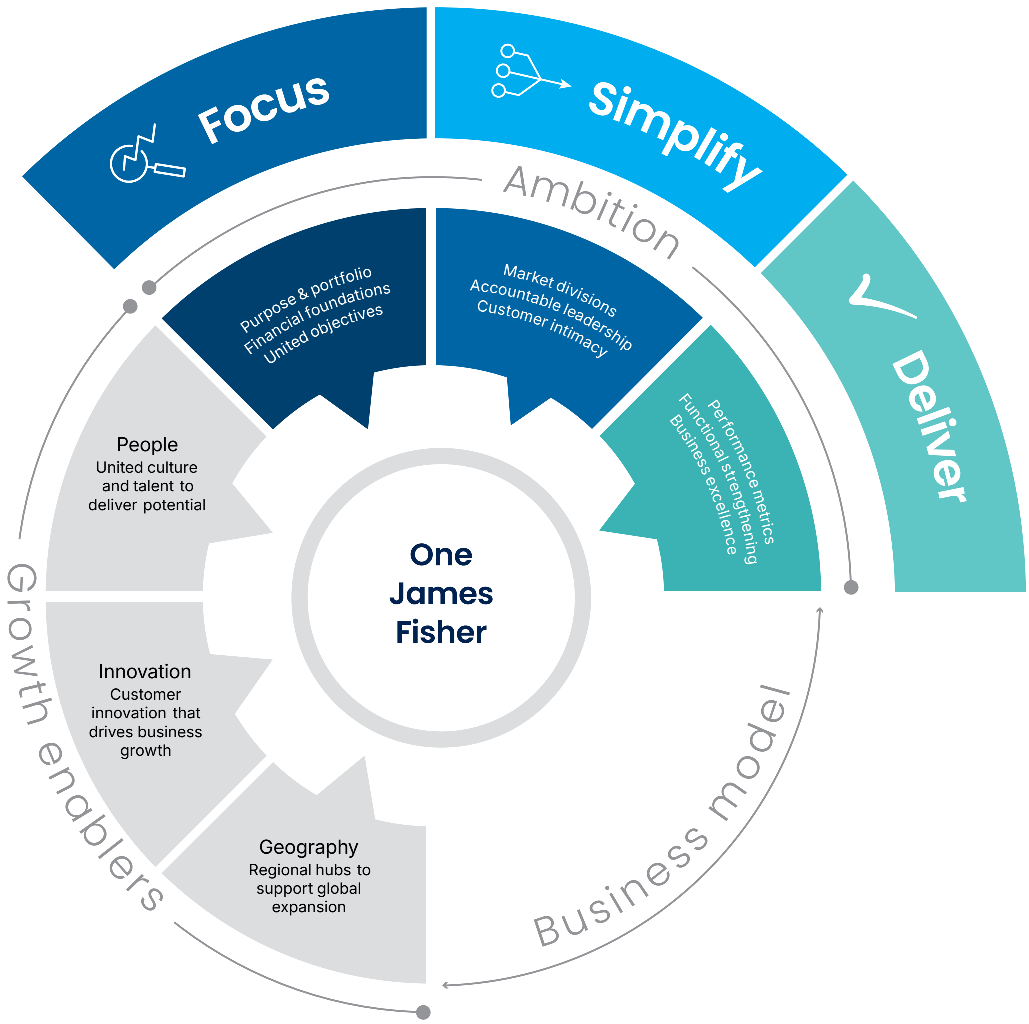
	Energy	Defence	Maritime Transport
Divisions	Driving offshore energy forward	Enabling mission critical success	Shaping the future of maritime
Offerings	Renewables; Energy services; Inspection, repair and maintenance	Submarine rescue; Life support systems; Special operations	Coastal shipping; Ship-to-ship transfer
Selected customers			
Revenue	Revenue 2024	Revenue 2024	Revenue 2024







Business model & strategy



	2023	2024 (H1)
Focus	Aligned Company purpose and portfolio to the Blue Economy	
	Embedded unified Company Priorities	
		Completed disposals to reduce our debt
Simplify	Implemented One James Fisher model with three Divisions	Restructured Energy Division
	Embedded new Division and Function Executive Team	
Deliver	Strengthened governance and financial discipline	
		Investment in business growth and new product development
	Embedded business excellence and launched Exceptional Safety culture programme	

For more information see CEO's statement page 14

Our journey to transformation

Our strategy is centred around the One James Fisher ambition. We have completed the first chapter of our turnaround and are moving to the next. We continue to deliver our strategy through ‘focus, simplify and deliver’.

Focus:
We have divested businesses, embedded Company-wide Priorities and established a stronger financial platform to deliver the next chapter of our turnaround.

Simplify:
Our Division and Product Line structure is embedded, with strong leadership driving greater customer intimacy and accountability for results.

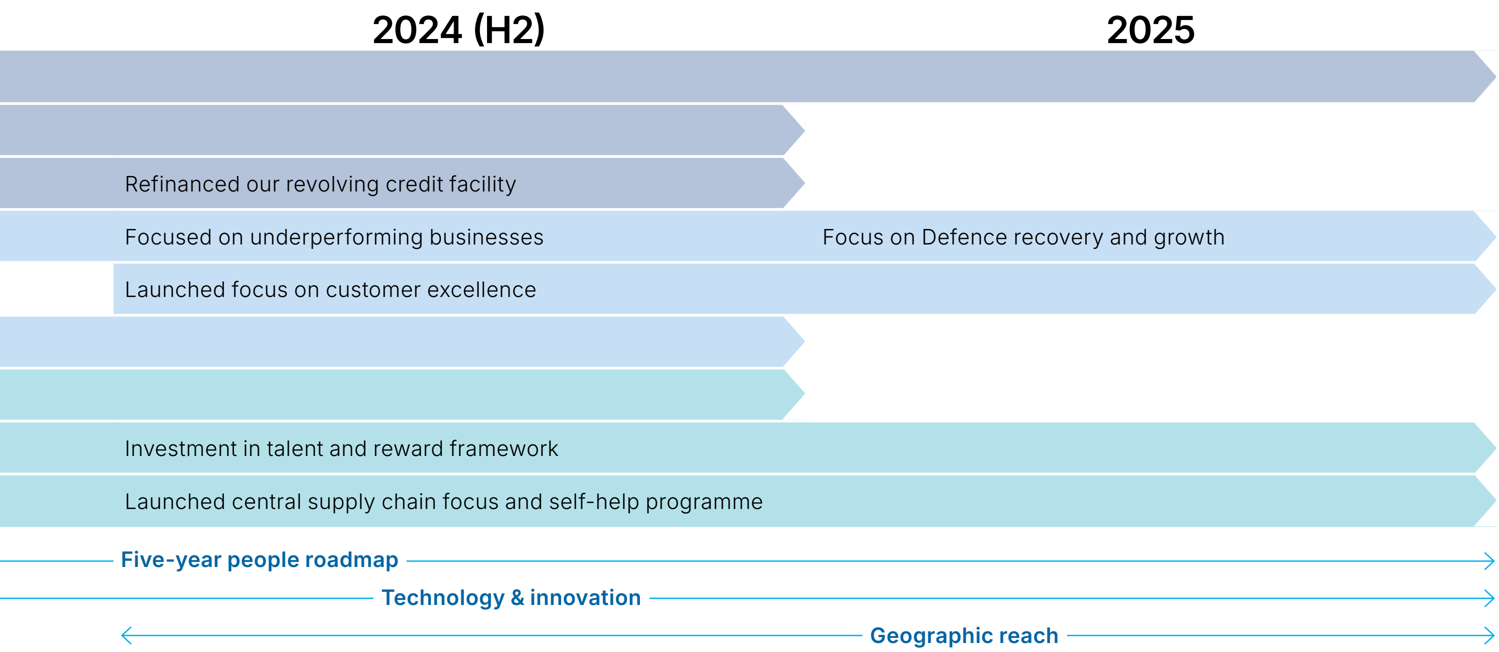
Deliver:
We have strengthened our central Functions to support Division delivery, enabled by a business change programme that will improve our financial and operational performance.

Progress against Priorities

Our Company Priorities underpin our business strategy delivery.
In 2024, we achieved targets for two of our Priorities, which are now embedded within business-as-usual. For a description of progress made aginst these Priorities, including those embedded, please see page 15 of the CEO statement.

Key
● Ongoing ● Complete

Priority	Objective	2024 Progress	2025 Priority
Exceptional Safety	Embed a culture of safety and improve performance	Ongoing	✓
Foundations for Growth	Strengthen our financial platform and progress strategic targets	Complete	Embedded
Pipeline of Talent	Attract, develop and retain talent who will realise our ambitions	Ongoing	✓
Employee Engagement	Improve employee engagement to empower people behind our mission	Complete	Embedded
Strong Supply Chain	Strengthen our supply chain to drive efficiency and business growth	Complete	Phase 2
New New Product Development	Build a pipeline of products and services to drive technology innovation	–	✓
New Customer Excellence	Place customers central to our business success and growth	–	✓



Positioning for growth

Harnessing the **Blue Economy** for future generations

Core markets

Energy	Defence	Maritime
Growth potential	Growth potential	Cash generator

Growth pillars

- **Aligned Strategic Markets**
- **People & Capabilities**
- **Innovation & Technology**

Underpinned by improved operational performance

Supportive markets & megatrends

Decarbonisation
Net zero by 2050

Localism
Buy and spend local, reinforced by regulation

Geopolitical landscape
Long-term focus on government spend & security threats

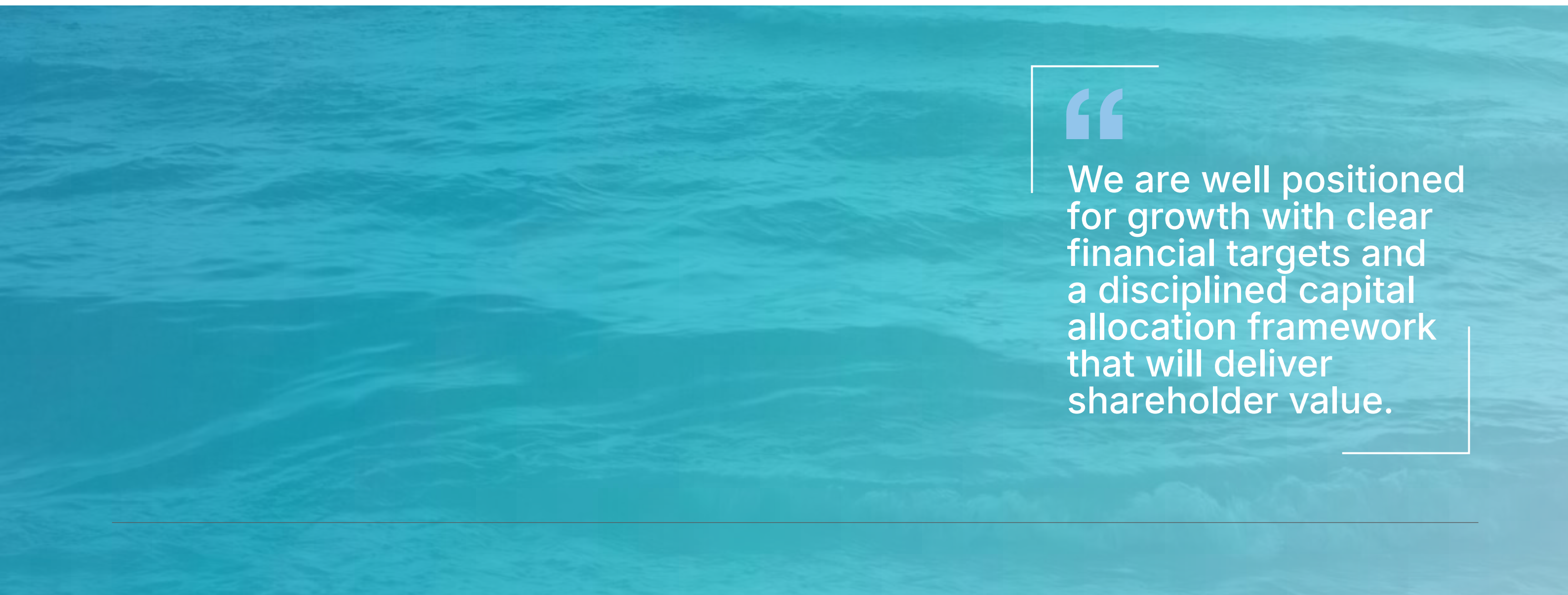
Energy, Supply & Security
Energy, fuel, commodities

Digitalisation, Automation & AI
Leveraged as business efficiency enablers

Our capital allocation framework

Focus on medium-term targets	Underlying operating profit	Return on Capital Employed
	>10%	>15%

1	**Strategic investment**	Focus is organic growth - consider bolt-ons
2	**Financial strength**	Maintain Net Debt to EBITDA ratio of 1.0-1.5x
3	**Ordinary dividend**	Reinstate at the appropriate time



> "We are well positioned for growth with clear financial targets and a disciplined capital allocation framework that will deliver shareholder value.

Strategy in action

Investing in innovative growth

The offshore wind industry is experiencing unprecedented growth as the world seeks renewable energy solutions to meet climate change reduction targets.

Offshore wind installed capacity continues to grow exponentially, with construction set to add an additional 120 GW by 2030 (excluding China). Operations and Maintenance is also forecast to grow by EUR 7.5bn per year to 2029. Combined, these trends present significant potential in our core markets of Europe, Asia Pacific, and North America.

This growth has increased the demand for construction based technologies that reduce environmental noise pollution. Offshore wind turbine solutions are driven into the seabed using large hydraulic hammers, a process known as pile driving, which generates significant underwater noise.

This intense underwater noise can be disruptive and potentially fatal to marine life such as dolphins, whales, and fish. The noise levels can reach up to 220 dB near the source, causing physical harm, stress, and behavioural changes in marine species.

Through our partnerships, James Fisher is leading the way with advanced compressed air solutions for bubble curtains.

Bubble curtains are proven to be the most effective method for reducing underwater noise during pile driving. This technology delivers noise reduction of up to 95 percent. Bubble curtains create a barrier of rising bubbles that absorb and scatter sound waves, significantly minimising noise levels.

Our compressed air solutions technology is a differentiator for James Fisher and our customers. Thanks to targeted capital investment in high-value markets, we are now the largest provider of this technology within the offshore wind construction sector with a proven track record across the USA, Europe and Taiwan.

Working in partnership - bubble curtain technology

We have strong partnerships in place to protect the marine environment.

We provide bubble curtain technology tailored to specific environmental conditions. Each bubble curtain is customised based on water depth, current speed, soil conditions, and the size of the monopile.

Our innovative single-vessel solution, using offshore rated stackable air compressors, can enhance efficiency and all models are designed to be stackable to reduce our carbon footprint. Our carbon footprint is 40 percent lower compared to standard compressors.

Compared to standard compressors, the carbon footprint is

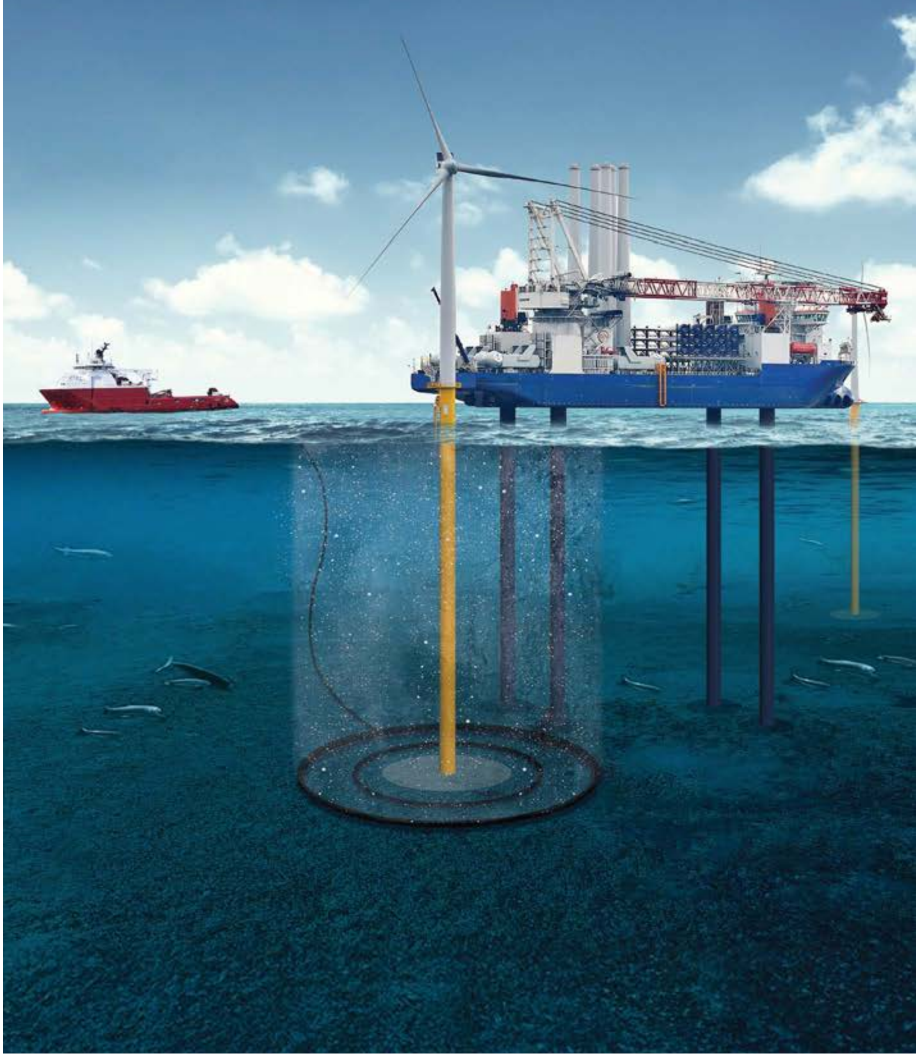
40% lower

Additional OFW construction capacity by 2030

120 GW

Noise reduction during piling

Up to 95%



Case Study

Supporting the construction of Coastal Virginia Offshore Wind (CVOW)

The ST3100 delivers class zero oil-free air and enhances noise attenuation for the protection of marine life.

ST3100 is the only air compressor designed specifically for big bubble curtain projects and offshore foundation piling. It is capable of delivering more than double the capacity of traditional air compressors while occupying only half the footprint, maximising deck space and uptime during time-critical operations.

> **In 2024, our ST3100 played a pivotal role in the Coastal Virginia Offshore Wind project by enabling DEME to successfully install wind turbine foundations for its client Dominion Energy. The ST3100's advanced noise attenuation technology was crucial in protecting marine life during the installation process, showcasing a significant advancement in sustainable offshore wind farm construction.**
>
> Mike Brown
> Head of Energy Services

After refinement and testing, we developed the ST3100, a 20ft dual certified CSC / DNV2.7-1 containerised air compressor with a Stage five emissions-compliant engine and original heat-rejection technology that ensures the equipment not only conforms to the latest standards but will operate in the toughest conditions without reliability or performance issues. This can deliver 3,100cfm (87m³/min) of compressed air and is capable of working pressures of up to 200 PSI (13.8bar). It provides the necessary air to create a bubble curtain, reducing noise by up to 95 percent in deeper waters. This makes it suitable for the largest and most technologically advanced turbines being installed at greater depths.

Investment case

Enables improved operational performance

Aligned strategic markets

We are well positioned to compete in our core markets and specialist business segments. The ongoing geopolitical environment continues to provide a strong backdrop for us to deliver against key megatrends including, energy security, decarbonisation, localism and digitalisation.

- Market-leading positions across all three Divisions aligned to our growth strategy.
- Energy and Defence capabilities tailored to future growth areas and spend, including the energy transition and marine defence security threats.
- We have differentiated products and services across Maritime Transport, operating in a high barrier to entry market.

#1

Global provider of compressed air solutions for bubble curtain providers in North America

Global provider of submarine rescue and saturation diving

Leading provider of commercial diving equipment

Global provider ship-to-ship transfer services

Deep expertise and capabilities

Our unique capability and deep expertise ensures we remain the customer partner of choice. We operate in 23 countries globally, providing safe, efficient operations in complex and hazardous environments.

- We are a globally trusted partner to our customers in all major operating regions across Europe, North and South America, the Middle East and Asia-Pacific.
- Across Energy, we have specialist expertise in construction, operations and maintenance, and decommissioning, helping our customers navigate the energy transition.
- In Defence, we have deep expertise in diving technology, hyperbaric rescue, submarine rescue, stealth mobility solutions and mission-critical support.
- We perform complex operations in Maritime Transport, across challenging marine environments.
- We are a trusted partner to our customers, with decades of project history and specialist capabilities.

23 Countries

1,900+ Employees

Providing innovative solutions

Everything we do is in pursuit of solving our customers' complex challenges. We deliver innovative solutions that provide a competitive edge, ensuring safety and service quality remain at the forefront of delivery.

- A pipeline of product and service innovation aligned to growing customer markets and macrotrends.
- Competitive advantage through first-to-market solutions.
- Leading technology with the ability to partner with industry, customers and academia to deliver innovation with agility.
- Robust, blue-chip customer base underpinned by long-term relationships.
- Over 175 years of history in adapting to meet the needs of a changing world.

15+ Years average customer relationship

15% Vitality (medium term target)

Improved operational performance

We are delivering our business turnaround strategy, becoming a stronger, more sustainable business. We have strengthened our financial foundations and have a clear roadmap to deliver margin improvement to support our growth strategy.

- Balance sheet is becoming stronger, and we are cash generative which allows us to invest in our strategic priorities.
- Long-term contracts and relationships, with recurring revenues and a first-class customer base.
- Margin improvement through improving business performance, self-help and supply chain efficiencies to drive sustainable growth.
- Asset-light with robust capital discipline investing in targeted growth.

10% Underlying operating profit medium term target

15% ROCE medium term target

Chairman’s review

> “As we complete the first chapter of the turnaround and turn our attention to growth, I have confidence that Jean Vernet and his leadership team are putting the right foundations in place to deliver sustainable growth in years to come.

Sitting down to write this year’s Chairman’s statement, I was reflecting on how much has changed during the last year at James Fisher as we have navigated through the stormy seas of the last few years to emerge in somewhat calmer waters. The disposals of RMSpumptools and Martek Marine, combined with improved cash management, has given us a stronger financial platform to enter the next chapter of the turnaround, laying the foundations that will allow us to execute our strategy and deliver the full potential of James Fisher.

Clearly, creating a business that can deliver sustained growth is neither a quick nor easy job, but it is vitally important that we create a robust financial and operational base before we scale the business.

The management team deserves credit for the way they have tackled the turnaround to date, and I have every confidence they will continue to deliver as we turn our attention to growth. This is crucial if we are to drive sustainable improvement in our customer, operational and financial performance driven by our ‘One James Fisher’ strategy - strengthening our customer focus, creating a pipeline of innovative products and services, capturing cost synergies and improving execution across the business.

Addressing our debt

The last couple of years have been dominated by the financing challenges that we faced. Our high level of debt was unsustainable and we made the difficult but important decisions to sell two of our businesses and close another that was non-profitable. These actions allowed us to complete the refinancing of our debt facilities through a combination of existing and new lenders who are fully supportive of our future ambitions. This was a key milestone, and I’d like to thank everyone involved for their hard work in completing the disposals and refinancing, which led us to reduce covenant net debt* from over £149.8m as at 31 December 2023 to £61m in 2024, including £88.9m reduction during 2024 (primarily driven by RMSpumptools and Martek Marine disposals). Strong financial discipline will remain important as we navigate the challenging currents ahead.

Together with business and asset disposals, this led to a reduction of leverage* from 2.8 to 1.4x net debt to EBITDA. This put us in our target range of 1.0 to 1.5x net debt to EBITDA.

Financial performance

Overall revenue was £437.7m, 11.8 percent behind the prior year (£496.2m), Underlying Operating Profit (UOP)* was broadly flat at £29.5m. Revenue increased by 8.6 percent, excluding the impact of disposals and business closures. The improvement in performance came from the Energy Division’s well services, as it put to work our recent investment in a new compressor fleet in both traditional oil and gas applications, as well as our growing offshore wind bubble curtain business.

* Alternative Performance Measures (APM) are reconciled and defined in Note 5 of the Consolidated financial statements.

The remaining Renewables business had a challenging year financially, but I am encouraged by the potential across multiple different geographic markets and the focus we have on operational excellence to improve our competitiveness.

Our decommissioning business continued to make a loss, caused by project delays and some operational challenges, but was profitable for the last few months as project execution improved and the cost base was reduced.

Performance in Defence hasn't progressed at the pace we expected, with a small upturn in revenue leading to a marginal increase in UOP.

Since I joined James Fisher, this is a business that has promised much, but has been hampered by long-delayed projects and slower than hoped financial turnaround. As we enter 2025 with a strong leadership team, several innovative new products in development and, most encouragingly, a stronger orderbook and sales pipeline, it's vital that we improve our performance. It was, however, promising to see contract wins in India and Australia at the end of 2024, showing indicative signs of progress.

Maritime Transport had a disappointing year with revenue down 4.5 percent and UOP down by 35 percent, largely due to slow market conditions for our ship-to-ship business, caused by high Liquefied Natural Gas (LNG) inventories reducing demand for operations, alongside reduced volumes in oil ship-to-ship activity in the Middle East.

By contrast, performance in our Tankships business was steady, with utilisation at 89 percent and further investment in the dual-fuel fleet replacement programme, and with four new vessels on order and expected for delivery in 2026 and 2027.

From a cash perspective, it's pleasing to see the focus on working capital, and the work of the Investment Committee on capital expenditure management, resulting in strong operating cash flow. It is a significant positive step to be able to report on management's success in delivering these 'self-help' initiatives that have put James Fisher on a more solid financial footing.

As we complete the first stage of the turnaround and turn our attention to growth, I have confidence that Jean Vernet and his leadership team are putting the right foundations in place to deliver sustainable growth in years to come.

We are still working hard towards a stage when we have the strong, reliable profit and cash flow generation required to reinstate and sustain the dividend. Given the early stage of our turnaround and the challenges still to be navigated, unfortunately we are unable to recommend the payment of a dividend for 2024. I recognise the lack of a dividend is disappointing for many shareholders, and it's something that the Board will continue to keep under review.

Our people

James Fisher, unlike most companies established over 175 years ago, has survived the ever-changing landscape through its agility and history of innovation – and the key to this is our people, who will continue to unlock our full potential.

Keeping our people safe in a business of our nature is vital and during 2024 we prioritised safety. This will remain a focus, to address the challenges of changing long-standing practices. I have confidence that the team is driving change through stronger leadership, training, reporting and practices that will deliver a long-term change in performance and enable our people to operate in a safe work environment.

Following a number of challenging years, I was delighted to see improvement in our levels of employee engagement. This was achieved through a step-change in communications and numerous local engagement projects which are addressing the biggest areas of employee concern. I would like to take this opportunity to thank all our people for their dedication and commitment through what has been a challenging few years, and thank my Board colleagues for their commitment and time.

Overall, the adoption of the One James Fisher model is proceeding at pace, and 2025 will see us turn our attention from the necessity of focusing on debt reduction and improving internal processes to the customer and new product development.

Focusing on sustainable growth

As we turn our efforts to growth, we will continue to manage capital expenditure prudently and focus investment on our highest potential businesses where we have long-term sustainable competitive advantage and good financial returns. We have seen significant success with this approach through Energy's bubble curtain solutions and we are encouraged by early customer interest in some of our product development projects in Defence, notably tactical diving vehicles for special forces operations.

We will also continue to invest in the renewal of our Tankship vessel fleet which forms a crucial part of our carbon reduction plans and long-term sustainability ambitions.

The next chapter of our turnaround will be underpinned by innovation, recognising that our customers turn to us for technologically enabled solutions that will provide them with a competitive edge. This year, we established a New Product Development Programme, with a clear gate process to ensure that we deliver a stream of new products and services in a controlled and cost-effective way. All new product development investments are informed by our strategy process, as well as partnering with small entrepreneurial companies to co-develop early-stage technologies that bring mutual benefit.

Another area of focus is geographic growth. We already operate across all major regional geographies, but see significant further opportunities across the Americas, Asia-Pacific and Europe. Recent contract wins in India, Taiwan, Japan and the USA are evidence of this latent geographic potential. Historically, each James Fisher business set up independent operations in each country but, going forward, the One James Fisher strategy will see us operating as a single country operation and entity, with a much-simplified structure and a customer-centric approach.

Outlook

I am pleased we have completed the first chapter of our turnaround, and while we should acknowledge the achievements of the past two years, much remains to be done. For nearly two centuries we have adapted to the tides of change and the Board remains confident in our ability to endure and thrive, setting strong foundations for sustainable growth. We appreciate the support of our investors and lenders as we continue, capitalising on the resilience, talent and passion of our people in resetting our sails to find a following wind.

Angus Cockburn
Chairman

CEO’s statement

> **“Overall, I am encouraged by our achievements, with James Fisher ending the year in a stronger position. We have a more resilient capital structure to complete our turnaround strategy, we are working as One Team and are starting to see the results of the hard work.**

In 2024, we delivered the second year of our turnaround programme and established a stronger, more sustainable platform for James Fisher. The progress made shows we are delivering through our driving principles of ‘focus, simplify and deliver’, increasing cohesion and improving customer synergies through a ‘One James Fisher’ model.

Focus, simplify and deliver

A significant focus of our turnaround has been to strengthen the balance sheet and reduce leverage to a sustainable level. This goal was achieved by divesting RMSpumptools in July and Martek Marine in September, which delivered good value for our shareholders and contributed towards the simplification of our portfolio. Their teams leave the James Fisher Group with our sincere thanks for their hard work and dedication over many years.

The net proceeds of both transactions, alongside improved cash management, reduced debt by c.£90m and enabled the re-financing of our Revolving Credit Facility in September 2024. The Group’s new bank facilities, provided by four major banks, significantly reduce administrative costs and provides increased flexibility to support the business. In addition, we obtained credit approval for a £12.5m General Export Facility in March 2025 (subject to finalising legal documentation) to specifically support our growth opportunities in Defence. I would like to personally thank our lenders for their trust and continued support.

Back in 2023 we began the simplification of our portfolio and implemented the One James Fisher model with three divisions. In 2024, we restructured our Energy Division to align with customer markets, invested in high growth business sub segments and product development.

As we continue to deliver on the business turnaround, we have stronger functions in place that are enabling our businesses to execute effectively and create consistency and efficiency across the organisation. Our key foundations of governance and compliance remain critical. It’s also pleasing to see Operations, Technology, HR, and Communications and Marketing delivering marked improvements enabling our three Divisions to deliver our roadmap to improve financial performance.

In 2024, we further strengthened the Executive Team, including the appointments of a Chief Technology Officer and Head of Operations, both of whom will help to drive our growth strategy through technology innovation and supply chain. This includes our new Chief Human Resources Officer who joined in the second half of 2024 and brings the expertise to deliver our five-year HR roadmap and ambitions. This will ensure our people continue to remain at the forefront of customer excellence, building on the quality and depth of existing relationships through a stronger commercial organisation next year.

Our launch of a more efficient, centralised supply chain already delivered £1m of savings by the end of 2024, with greater potential in 2025 and beyond.

Solid performance in a year of change

We ended 2024 with Underlying Operating Profit (UOP)*, Return on Capital Employed (ROCE)* and net debt slightly better than our expectations. While we continued to benefit from largely supportive end markets, our results also benefited from the work we did to strengthen our customer relationships and innovation roadmap.

During the year, the Energy Division was further simplified around Energy Services and Renewables with Inspection Repair and Maintenance (IRM) supporting both. Energy Services benefited from strong global demand for well services due to increased drilling activity, while bubble curtains saw continued growth from North America, adding to solid activity across its traditional basins. In addition, the IRM team made great progress in the second half on a major port infrastructure project in Mozambique which will conclude in Q1 2025. The team also made continuous progress in turning around some of our under-performing businesses, including decommissioning and control flow excavation.

We have seen success with our investment in noise attenuation solutions (bubble curtains) for offshore wind farm construction; this is a good example to demonstrate our agile business model pivoting into growing markets. We see broader potential across the offshore wind aftermarket services including cable and blade repair, and operations and maintenance services. In traditional oil and gas, we will continue to invest in services and technologies that make our customers' wells more efficient and productive, meeting the demand for safer, more sustainable solutions on the back of robust end market demand.

In Defence, our results do not yet reflect the significant progress made to resolve and complete long-standing projects, restructure our commercial organisation to rebuild a strong orderbook, pioneer a New Product Development (NPD) process and strengthen our supply chain. These foundations provide the platform to deliver stronger operational and financial performance into future years, with some signs of pickup in order intake and contract awards towards the later part of 2024.

We see an acceleration in programme procurement activity together with a broadening set of opportunities for submarine rescue and diving equipment renewal or expansion, that play to our strengths as market leader in both areas. Similarly, we focus on market development for our unique tactical diving vehicles and combined life support systems and host platform integration, across NATO and partner nations.

Maritime Transport experienced a mixed year, in part due to the market conditions impacting the Liquified Natural Gas (LNG) demand for Fendercare's, ship-to-ship (STS) transfer services. As a global market leader in STS transfer, our focus is on building a stronger commercial organisation to benefit from our customer relationships and reputation for best service delivery. In Tankships, we delivered a solid performance, while we continued to invest in our dual fuel fleet of the future as our older vessels reach their end-of-life. This investment is central to our future returns and carbon reduction programme to enable us to meet our 2050 net zero commitment.

We will continue to invest in the modernisation of our fleet, designing more efficient and sustainable tankers to ensure continuity of critical supply to the UK, allowing flexibility across cargo types and closely working with our long-term customers to expand our presence in other regions, such as the Caribbean.

With our three Divisions now established and driving continuous improvement, our primary focus is on completing our business turnaround, with the next phase set to support our growth ambitions. As part of our long-term strategy, we are looking to build synergies across selected geographic customers and markets.

*Refer to Note 5 of the Consolidated financial statements

Read more in our Driving the Change case study on page 52

Delivering our turnaround

To deliver the first stage of our business turnaround in 2023, we established a set of One James Fisher company priorities. We are encouraged by the progress made in 2024 and it is safe to say, our turnaround programme has equipped us with a stronger financial platform to operate the business from. We have worked hard to deliver on the priorities we set out to deliver in 2024:

- **Exceptional Safety** – two of our three Divisions either maintained or improved their safety performance, although overall performance fell slightly short of our aspiration. We made positive progress in 2024, including improved awareness, enhanced training, and rolled out comprehensive procedures and protocols which are now embedding in all 2025 employee performance objectives.
- **Employee Engagement** – despite a significant year of change, our employee engagement survey scores increased to 3.94/5.0 this year. We remain committed to strengthening two-way engagement that aims to elevate our employees' voice and help inform and deliver the future of our business together. We also focused on our anti-bribery and corruption training, with nearly 90% of employees trained, launching our new ethics and compliance system and whistleblowing speak-up service.
- **Foundations for Growth** – we successfully re-financed our bank facilities to create a more resilient financial platform, while improving cash management, reduced debt within our target leverage range and made good progress towards our medium-term financial targets.
- **Strong Supply Chain** – a new cross-divisional supply chain function was established later in 2024, with a central procurement function that is strengthening supplier relationships and delivering savings. This is still at an early stage, and we look onwards to delivering much greater opportunities for efficiency and cost savings.
- **Pipeline of Talent** – the pace of our five-year people strategy was impacted by our new CHRO joining in the second half of 2024. Nevertheless, we launched an enhanced performance management process, a new rewards project and implemented a central data framework that aims to inform key decision making. We continued to drive diversity, support our apprentices and cadets and launched our first ever graduate programme.

CEO's statement continued

As we enter the next chapter of our turnaround, our Priorities for 2025 are clear:

Exceptional Safety – remains our number one priority	Total recordable case frequency no greater than 1.6 (30% reduction from 2024)
Customer Focus – places customers at the heart of our strategy - central to our business model, reflecting our long tradition of bringing novel solutions that solve customers' biggest challenges, wherever they operate in the world	Progress towards delivering 10% UOP margin and 15% ROCE target – growth consistently ahead of underlying markets
Pipeline of Talent – inspires people at the centre of our success	Employee engagement score to be > 3.95
New Product Development – drives innovation and develops a pipeline of unique product offerings	Disciplined capital allocation of investment in the business of £30-35m per annum Progress towards 15% vitality target[1]
Strong Supply Chain – accelerates the integration of our supplier base and enhances efficiency and productivity	Progress towards 10% UOP margin target

1. Vitality index - revenue generated by the technology introduced in the last 5 Years per division as a percentage of the total revenue.

These priorities form the next chapter of our three-year business turnaround programme and position the Group for growth. We look forward to continued delivery in the period ahead.

Sustainable growth

Everything we do is in pursuit of solving our customers' challenges, whilst maintaining our number one priority of Exceptional Safety. Our three pillars to position the Group for growth are: Aligned strategic markets, People and capabilities, and Innovation and technology.

1. **Aligned strategic markets -** Our capabilities are tailored to the growth areas of future spending. We operate in the Global Energy and Defence markets which are growing in line with Energy transition investment and increasing Defence budgets to manage security threats. Within Maritime Transport we are selective by focusing on high barrier to entry sub segments where we provide a differentiated offering – we see this Division as a future cash generator to support our growth areas in Energy and Defence
2. **People and capabilities** – We have deep expertise and unique capabilities which can be deployed around the world to provide our customers with solutions that they require. We know how to deploy efficiently and operate safely in complex and hazardous environments. We are committed to providing our people with opportunities to develop and learn, being an employer of choice.
3. **Innovation and technology** - We partner with our customers to provide new, innovative products that provide a competitive edge across a broad range of ecosystems. We have an evolving product and solutions roadmap driven by growing markets and macrotrends e.g. security, autonomy, electrification. As a leader in technologies, we have the ability to partner with industry, our customers and academia to deliver innovation and new technologies with agility.

As we execute this strategy, we will maintain a strong balance sheet, continue to focus on cash generation and ensure we allocate capital in a very disciplined way. We will prioritise organic investment in capability and capacity, to support our business where return hurdle rates can be achieved. We do see the potential over time to accelerate progress through targeted inorganic investment, which meets our strict financial criteria and would create value for our shareholders.

Dividend

An ordinary dividend will be reinstated at the appropriate time, when we can provide shareholders with a predictable annual return reflective of the Group's progress.

Outlook

Conditions remain supportive in most of our end markets, and while we are mindful of the near-term geopolitical and macro-economic uncertainty, we remain committed to delivering our ambition. We will continue to monitor emerging risks and their potential impact on global operations. February year-to-date trading was in line with management expectations and subject to geopolitical uncertainty, the Board remains confident on delivering further progress this year.

We expect geopolitical uncertainty and energy security risk to increase in the medium-term. Our focus is on where we have the greatest opportunity to differentiate and accelerate our offering to customers in response to the macro environment – mostly within Energy and Defence verticals.

Our focus for 2025 is to deliver on the next chapter of our business turnaround, progressing on a path towards our UOP strategic target of 10% and our ROCE target of 15%, through a combination of further self-help, improved business unit performance, supply chain integration and revenue recovery for the Defence Division.

> **As we execute this strategy, we will maintain a strong balance sheet, continue to focus on cash generation and ensure we allocate capital in a very disciplined way.**

We are delivering our business strategy through our One James Fisher approach.

See our Strategic Report which starts on page 18

Thanks

Overall, I am encouraged by our achievements, with James Fisher ending the year in a stronger position. We have a more resilient capital structure to complete our turnaround strategy, we are working as One Team and are starting to see the results of the hard work playing through in our operational and financial performance.

My utmost gratitude goes to all our employees and their families, whose daily hard work and incredible energy have resulted in better results for the Group. Undertaking any business turnaround is difficult and distracting, but thanks to the resilience of many, we achieved our goal while continuing to deliver on our customer commitments, strengthening our compliance, financial discipline and delivering improved underlying performance.

I would also like to thank our shareholders for their support, and our customers for their trust.

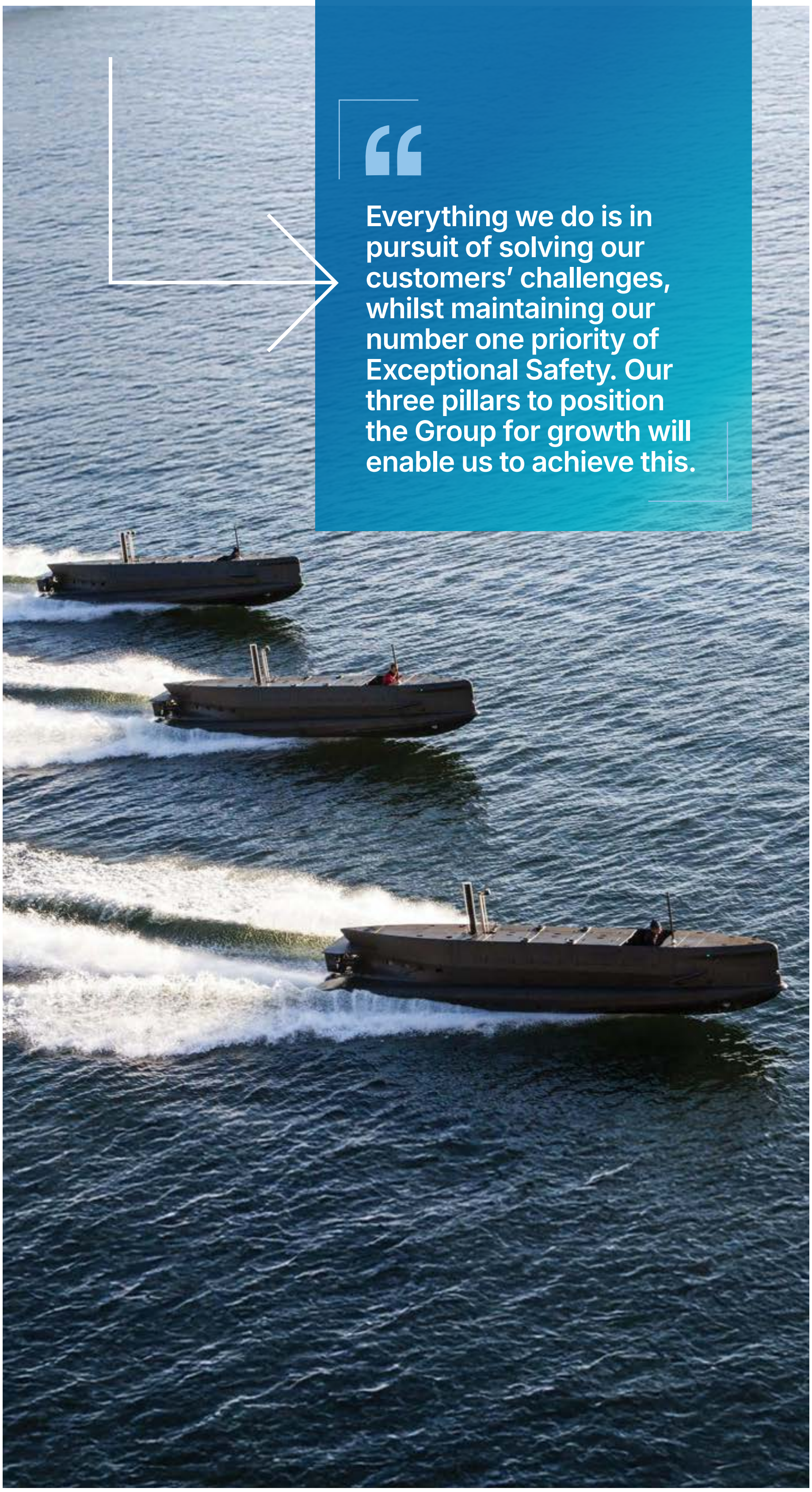
I am confident in the future of James Fisher and proud of our continuous and unique contribution to the future of the Blue Economy.

Jean Vernet
Chief Executive Officer

Sustainability is an integral part of our transformation journey.

Read more about Sustainability on pages 36 to 69

> **"Everything we do is in pursuit of solving our customers' challenges, whilst maintaining our number one priority of Exceptional Safety. Our three pillars to position the Group for growth will enable us to achieve this.**



Strategic Report

We deliver our business strategy through our One James Fisher approach.

> **Our focus for 2025 is to deliver on the next chapter of our business turnaround, progressing on a path to reach our strategic targets.**

Our markets

Operating from 23 locations, we deliver products and services to over 60 countries. Using the right people, technology and supply chain to ensure safe and efficient operations for our customers.

Global reach through local presence

Key

- Energy
- Defence
- Maritime Transport

MENA	Middle East and North Africa
KSA	Kingdom of Saudi Arabia
S/W Africa	South and West Africa

Operational highlights

Energy

Driving offshore energy forward

We leverage our cutting-edge technology and expertise to deliver safe, efficient operations for renewables and oil and gas customers, across the lifecycle of their assets.

In 2024, the Division's revenue was up 17.8 percent to £183.3m* from £155.6m*, and the respective underlying operating profit increased to £18.0m* from £4.3m*.

Highlights included

- Restructured Division portfolio into: Energy Services and Renewables, underpinned by Inspection ,Repair and Maintenance.
- Simplified portfolio through sale of RMSpumptools, delivering good value for shareholders.
- Full year benefit from removal of loss-making businesses in the prior year.
- Delivered good performance in compressor rentals and services to support offshore windfarm construction market.
- Offset by reductions in Renewables and Subsea and Decommissioning Services following the refocus on core services with strong long term growth projections and the move away from commoditised services.
- Growth in Africa due to a major oil and gas infrastructure project. (concluding Q1 2025).

Both oil and gas and offshore wind demand are set to increase through the next decade. Oil and gas capital expenditure is forecast to remain at similar rates through 2024-2028, with strong demand for well services. This is resulting in increased revenue across well testing services, including compressor rentals and services. While the decommissioning market remains challenging, a business improvement plan has refocused the Product Line on core offerings and enhanced operational efficiency. Offshore wind installed capacity continues to grow exponentially with construction set to add an additional 120 GW by 2030 (excluding China), with operations and maintenance growing through 2029. This trend aligns well with the Company's core markets of Europe, Asia-Pacific and North America.

Defence

Enabling mission-critical success

Our expert team provides mission-critical support for naval assets and personnel, providing confidence in the most high-pressure environments.

In 2024, the Division's revenue increased from £72.5m to £80.1m, with underlying operating profit** up from £1.5m to £1.9m.

Highlights included

- Longstanding projects delivered, with strengthened management team in place to accelerate Division strategy.
- Strong performance in submarine rescue, defence diving and submarine platform, offset by lower revenue in special forces. Continued good performance from commercial diving and hyperbaric systems, aligned to the energy markets.
- A number of one-off set up costs associated with expansion. Expanding in key global regions, inc. Australia, the US, Indo Pacific and Europe, aligned to NATO nations.
- Key contract awards and extensions in India and Australia in Q4 2024.
- Order book increased by 37 percent with US Facility Clearance process initiated.
- Continued investment in new product development pipeline to drive innovation.

Defence global investment spend remains forecast to increase across all regions, including underwater capabilities and systems. The USA is the largest defence market, aligned to the Division's growth strategy supporting new business in Defence diving and special forces platforms through collaborations with key strategic partners. Europe and Asia-Pacific regions are also set to see spend increase, while the Division moved into a new Australian facility in 2024, to deliver contracts for the Royal Australian Navy. The commercial diving business continued to perform well, aligned to energy market conditions. Product innovation and development remain central to the Division's success, with new product launches due from 2025.

Maritime Transport

Shaping the future of Maritime

As a global specialist in ship-to-ship transfer and tankships, James Fisher is a market leader in the movement of the world's critical resources.

In 2024, the Division's revenue decreased from £157.2m to £150.1m, with underlying operating profit** falling from £23.3m to £15.1m.

Highlights included

- Strong Cattedown Wharves port services and tankship performance, with good spot and fleet utilisation rates despite reduction in vessel fleet.
- Offset by poorer performance in LNG ship-to-ship transfers, due to slower market conditions impacting demand and reduction in volumes of oil ship-to-ship in the Middle East driven by regional unrest.
- Fleet replacement programme continues, with four new LNG dual-fuel tankships confirmed for delivery in 2026/2027.
- Simplified portfolio through sale of Martek Marine, delivering good value for shareholders.
- Good progress on carbon reduction, reducing Scope 1 and 2 emissions through digitally enabled pilots.

The Division plays a key role in the supply of energy, petrochemicals and alternative fuels. As supply tightens, demand for mid-sized tankers for the Northwest Europe coastal markets remains high and is set to continue in the mid-term. This supports James Fisher's continued investment in the fleet replacement programme, aligned to its Sustainability Strategy and carbon reduction targets, with four further vessels on order and due for delivery in 2026/27. Slower than anticipated market conditions have impacted demand for LNG ship-to-ship operations, with the Company focused on leveraging strong customer relationships and innovation to grow its customer base and expand into adjacent markets.

* Adjusting for the impact of divested businesses and closures: RMSpumptools, Subtech Europe and Swordfish. See pages 30 to 35 for the reconciliation between reported underlying operating profit and underlying operating profit excluding disposals and business closures.

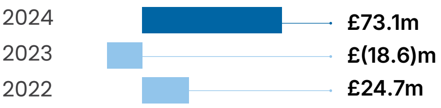
** Underlying operating profit is an Alternative Performance Measure. Refer to Note 5 of the Consolidated financial statements.

How we measure our financial progress – key performance indictors (KPIs)

Financial KPIs

Operating profit/(loss) (£m)

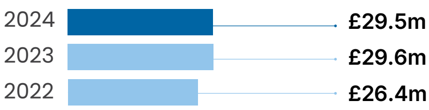
£73.1m



2024 improvement driven by gains from business and assets disposals. Last year's loss mainly reflected goodwill impairments and exceptionally high refinancing costs.

Underlying operating profit* (£m)

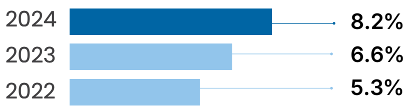
£29.5m



Broadly flat underlying operating profit. Excluding the impact of divested businesses (Subtech Europe, Swordfish, RMSpumptools and Martek) adjusted underlying operating profit grew by 23.1 percent.

Return on operating capital employed* (%)

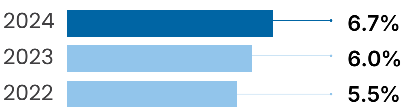
8.2%



Return on operating capital employed (ROCE) improved to 8.2 percent, driven by more disciplined capital allocation supported by the sale of Raleigh Fisher during the year. This marks progress toward our strategic target of a 15 percent ROCE.

Underlying operating margin* (%)

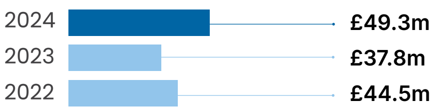
6.7%



Margin improved to 6.7 percent, driven by strong performance in compressor rentals for Well Services and Offshore Wind, plus the Inspection Repairs and Maintenance contract in Mozambique. Exiting non-profitable businesses in the prior year also improved results. The Group strategically aims for a minimum 10 percent operating margin as a profitability target.

Cash flow from operating activities (£m)

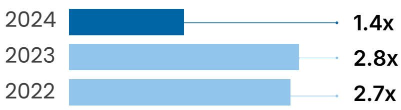
£49.3m



The Group generated £49.3m of cash from operating activities, with a working capital inflow of £4.2m (2023: inflow of £6.7m). The increase in operating profit was the key driver of the improved cash flow.

Leverage* (times)

1.4x



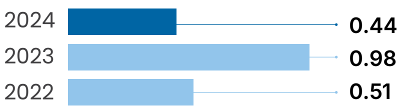
Significant deleveraging was achieved through the repayment of borrowings from in-year business disposals, followed by successful refinancing on much improved terms. This represents positive progress toward our target leverage of 1.0x to 1.5x.

* Underlying operating profit, underlying operating profit margin, return on capital employed, and leverage are Alternative Performance Measures (APMs) that are reconciled and defined in Note 5 of the financial statements. Underlying operating profit adjusted for business disposals and closures has been reconciled on page 30 of the Financial Review.

Non-financial KPIs

Lost Time Incident Frequency (LTIF)[1]

0.44

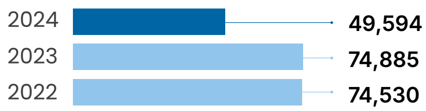


Base year
2021

Baseline
2.6

Scope 1 and Scope 2 emissions (tCO_2e)[3]

49,594



Base year
2021

Baseline
84,650

Employee Engagement Score (grand mean)

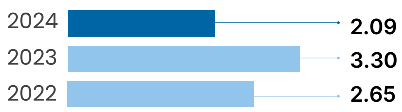
3.94

Base year
2021

Baseline
3.6

Total Recordable Case Frequency (TRCF)[2]

2.09

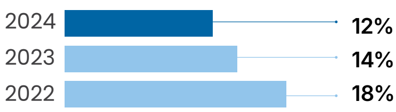


Base year
2021

Baseline
7.4

% Voluntary attrition (%)

12%



Base year
2022

Baseline
18%

1. LTIF = (Number of lost time injuries x 1,000,000)/(Total hours worked).
2. TRCF = (Fatality + Lost Time Injury + Restricted Work Day Case + Medical Treatment Case) x 1,000,000)/(Hours worked).
3. Net Zero interim target year. Refer to our TCFD report.

Our Divisions

Energy

Enhancing — Protecting — Connecting

In 2024 our Energy Division restructured under two distinct portfolios: Renewables and Energy Services underpinned by Inspection, Repair and Maintenance.

This allowed us to realign our business to emerging market and customer needs, delivering the energy transition through safe, efficient energy production and innovative renewable energy solutions. Our transformation will continue as we maintain our focus on delivering innovative, market-leading products and services that make a difference in solving customer challenges. We sold RMSpumptools, with the proceeds used to reduce debt and re-invest and we wish everyone in the business well.

Changes in energy markets, geopolitics, new technologies, the shift to clean energy, and the effects of climate change are all affecting how securely our energy supply is delivered. This creates significant challenges and opportunities, which James Fisher is well positioned to support.

Growth and Strategy

We are investing in advanced technologies, such as offshore wind noise attenuation systems (bubble curtains) – becoming the global leading provider. We continue to develop our cable protection and diagnostic services, minimising costly downtime while maximising the value of data to our customers. At the same time, we are reducing carbon emissions through the continued development of efficient compressors for well testing and production, including development of a new net zero emission electric compressor. These are just some of the innovations coming through our New Product Development Roadmap.

Beyond this, we are continuing to expand our strategic partnerships and target new markets in Latin America, Asia and the USA, building on long-term ambitions to expand our global presence. This complements our One James Fisher ambition, partnering with our Defence Division to provide cross-customer capabilities, including commercial diving. As we expand, we are strengthening our relationship with our supply chain, integrating best practice and efficiency through regional hubs.

We are leveraging synergies between offshore wind and traditional oil and gas operations to support the construction and operation and maintenance phases, such as air compressors for the big bubble curtains, controlled flow excavation and subsea services including Remote Operated Vehicles (ROV).

Our success relies on a skilled workforce and I'm pleased to have our new senior leadership team in place, as well as the successful delivery of our first James Fisher Academy programme and emerging talent coming through our businesses including graduates and apprentices.

Our People and Safety

I'd like to acknowledge and thank all our teams. Together we have delivered significant progress and improved our performance across the portfolio. It is our people and their focus on safety and consistent customer delivery that make all the difference. We have bettered both our Lost Time Incidents (LTI) and Total Recordable Case Frequency (TRCF) targets for 2024. Our focus for 2024 included situational awareness campaigns, benchmarking our safety culture, and the adoption of Intelex our safety incident management tool.

Outlook

As we continue to transform our Energy Division for the future, our strategy will remain centred around strategic markets, people and capabilities, innovation and technology. This will drive a sustainable growth and our underlying commitment to a resilient future that meets the world's energy demands while protecting assets, people and our planet.

Neil Sims
Head of Energy

2024 Highlights

Safety

- Over 11 years LTI free in Norway
- Sapura Thailand project successfully completed in 361 days, with ZERO LTIs
- Awarded Vesterhav Project (VHP) Safety
- Honour Award from Vattenfall

Performance

- Grew market share in well test support projects in Australia
- Continued commitment to the growth of renewables in Asia-Pacific, securing Zhong Neng offshore windfarm commissioning contract in Taiwan

Innovation

- Internet of things (IoT) condition-based monitoring for marine deployed assets
- IoT asset management monitoring for windfarm data collection

Revenue (£m)

2024	207.5
2023	266.5

Statutory operating profit (£m)

2024	74.8
2023	9.5

Underlying operating profit* (£m)

2024	24.8
2023	15.7

Return on capital employed* (%)

2024	17.6
2023	9.3

Case Study

Service quality in offshore wind

We were asked to establish a 24-hour, dual-language control room, and oversee high voltage, network safe operations during commissioning of the Saint-Brieuc Bay offshore windfarm.

The 25-strong team provided remote and vessel-based support throughout the construction phase and during connection to grid. Post construction, the team trained customer technicians to ensure ongoing safety from the system during the operational phase.

"From the outset, communication was consistent between the project and site teams. Changes were quickly managed and everyone was kept informed, helping to ensure that safety and quality standards were maintained.

Natanael Trascasa Barbero, Commissioning Manager Iberdrola Saint-Brieuc.

Location: France

Supporting a multi-well campaign

We successfully deployed our ScanTech Zone II electrical compressors in Namibia, supporting an ambitious multi-well campaign for our client.

This first-of-its-kind project in the region provided a reliable, sustainable solution with reduced carbon output, lower noise levels, minimised fire risk, and an enhanced safety profile compared to traditional diesel alternatives.

Both the team and equipment performed exceptionally, helping our customer to adopt sustainable solutions in their operation and leading to the adoption of Zone II electrical compressors for additional projects in the region.

Location: Namibia

Our Divisions

Defence

Enhancing — **Protecting** — Connecting

In 2024 our Defence Division moved into the second year of its turnaround.

We completed some longstanding projects that had suffered from COVID-related disruption, strengthened our team and operations as we prepared for growth, accelerated progress in delivering our strategy, and secured significant orders to accelerate our momentum.

Safety

With global teams operating in high-hazard environments, safety remains our highest priority. I am proud to report a significant reduction in our Total Recordable Injury Frequency Rate (TRIFR) during a year of high operational intensity. This achievement demonstrates our ability to uphold the highest safety standards while delivering critical services.

Across many countries, we delivered essential submarine rescue trials and exercises, affirming our vital role in safeguarding lives and enabling mission success for navies around the world.

Growth and Strategy

2024 saw strong market momentum and new contract wins that position us for sustained growth. We also enhanced project and pipeline management, improving financial forecasting and ensuring more predictable performance.

- **Australia:** Secured contract extensions with the Royal Australian Navy and moved into a state-of-the-art facility in Caringbah, improving our capacity to deliver services and grow.
- **USA:** Initiated the Facility Clearance Process, enabling direct engagement with the Department of Defense, and achieved key early contract wins to develop our presence in the USA with existing partners.
- **UK and NATO:** Embedded fully into the Third In-Service Support contract for the NATO Submarine Rescue Service (NSRS) while securing contract enhancements which further improve our ability to support our customer and the rescue readiness of the system. Introduced a new military diver training programme for an international customer.

We enter 2025 with a pipeline which includes strategic opportunities across submarine platforms, tactical diving vehicles,special operations, and commercial diving capabilities – all areas where we are positioned to deliver innovative solutions.

We also see significant opportunities across the Asia-Pacific region and Europe where geopolitical developments and growing defence budgets align with our expertise. Our ability to deliver tailored, reliable solutions positions us to expand in these markets while deepening partnerships with existing customers.

Our People

In 2024, we strengthened our team by recruiting talent across Product Lines and leadership roles which have already resulted in measurable improvements in engagement and performance. This investment reflects the team's confidence in the Division's future and enables us to deliver capable and relevant solutions for our customers.

The unique and meaningful nature of the work we do continues to inspire pride and innovation across our organisation.

Outlook

The underlying drivers of our market remain robust and we are positioned to capitalise on growing demand across both underwater defence and energy security. While procurement timelines in the defence sector can be unpredictable, our order book, expanding pipeline and improvements to our forecasting provide confidence in the road ahead.

Our financial pathway is driven by:

- Growing pipeline across submarine rescue, submarine platforms, tactical diving vehicles and life support solutions.
- Expanding in key global regions, including Australia, USA, Asia-Pacific, Europe and NATO-aligned nations.
- Investments in innovation to remain at the forefront of our industry.
- A focus on flexibility and interoperability across mission sets and roles to meet diverse customer needs.

We are immensely proud of our 40 years of delivering mission-critical solutions, and our purpose remains clear: to enable mission success in the harshest operating environment on earth. With a strengthened leadership team, a focus on safety, performance, and innovation, and a clear strategy for growth, we are poised for sustained progress in 2025 and beyond.

2024 Highlights

Safety

- Significant reduction in the Total Recordable Injury Frequency Rate (TRIFR) during a high-intensity operational year

Performance

- Closed legacy projects which incurred higher-than-anticipated costs
- Secured significant strategic contracts in Q4

Innovation

- Implemented the New Product Development process to accelerate innovation across our Product Lines
- New advanced health monitoring solution launched, securing first contract win

Revenue (£m)

2024	80.1
2023	72.5

Statutory operating profit/(loss) (£m)

2024	2.0
2023	(23.7)

Underlying operating profit* (£m)

2024	1.9
2023	1.5

Return on capital employed* (%)

2024	3.5
2023	2.1

Rob Hales
Head of Defence

Case Study

Excellence in Global Submarine Rescue: Dynamic Monarch 24

Our reputation as a global leader in submarine rescue was once again demonstrated during Dynamic Monarch 24, a multi-nation submarine rescue exercise held off the coast of Norway to test and refine submarine intervention and rescue capabilities in some of the most challenging environments.

Having delivered the NATO Submarine Rescue System In-Service Support (ISS) contract since 2015, we are responsible for maintaining the system in a rescue-ready state so that it can be called upon to respond to a disabled submarine as rapidly as possible. The exercise, which involved forces from nations including the UK, France, Norway, Sweden, USA, Germany, Canada, and Turkey, focused on refining rescue protocols, enhancing interoperability, and ensuring rapid response to emergency scenarios.

Highlights:

- **Successful deployment of the Submarine Rescue Vehicle (SRV):** The SRV conducted dry transfer personnel rescues from Swedish GOTLAND and Norwegian ULA Class submarines.
- **Intervention operations:** The Intervention System, mobilised aboard the French Navy ship BSAM Rhone, performed serials using a Remotely Operated Vehicle.
- **Collaborative success:** Partnering with systems from other nations, we shared practical knowledge and experience to help ensure the best possible submarine rescue procedures and assistance are ready if ever needed.

Location: Norway

> “Participating in Dynamic Monarch not only gives us the opportunity to demonstrate our competence, but it is also essential for the continual enhancement of our expertise and capability, ensuring we remain at the forefront as global submarine rescue operations evolve rapidly.
>
> Richard Devlin, JFD Defence Director

Our Divisions

Maritime Transport

Enhancing — Protecting — **Connecting**

Our focus for 2024 was to continue integrating our business, developing stronger customer synergies while we maintain the highest standards of safety and quality.

It has been a mixed year, in part due to the slower market conditions that have impacted demand for our liquefied natural gas (LNG) ship-to-ship (STS) operations. We continue to focus on leveraging our strong customer relationships and innovation, to grow our customer base, which we demonstrated through our first LNG STS transfer off the UK coast at Southwold earlier this year, alongside an industry-first ammonia bunkering simulation via STS transfer in Australia. The success of operations like these paves the way for the transition to more sustainable marine fuels, with James Fisher specifically chosen as adviser for this world-first project.

Another proud moment was the christening of the Lady Maria Fisher in Sunderland, UK, in January. With four further LNG-fuelled tankships on order, this will fulfil the long-term demand for mid-sized ships that provide a vital service for our North-West Europe coastal shipping markets.

Cattedown Wharves, which provides essential port services, had a strong year, and the focus is on continuous improvement of operations and efficiencies as well as investigating opportunities to support the energy transition.

Martek Marine also performed well in the first half of this year, prior to its disposal in summer 2024, with the proceeds used to reduce our debt and reinvest in our business innovation and growth. We wish them every success as they continue to thrive under new ownership.

Growth and Strategy

Much of our innovation remains centred around the transition to a lower carbon future. Alongside our investment in tankers I'm proud of the progress we've made this year with our decarbonisation strategy. This includes optimising ships' operational efficiencies through digitalisation which enables improved speed and consumption levels, voyage routing and hull cleaning, setting up the UK LNG bunkering supply required for our newbuild vessels. We have exceeded our emissions reduction targets this year and will continue play a key role in achieving our Net Zero 2050 target.

Safety

With regards to safety we faced headwinds from a high point in 2023 with zero Lost Time Incidents (LTIs). By contrast 2024 saw five LTIs and as a leadership team we took collective responsibility: implementing our Safety Stand Down, increasing our presence onboard with Leadership site visits and providing further emphasis on 'Stop the Job'. These actions led to a significant improvement on the incident frequency and severity during Q4 2024. Exceptional Safety will remain a key priority for our business and everyone in Maritime Transport has a vital role to play.

Outlook

As we look ahead, we will continue to focus on evolving our business for the future, identifying synergies to grow our customer base and market share. This year we have already partnered with our colleagues to launch a One James Fisher business presence in Brazil, with the focus turning to Asia in 2025. Thanks to our strong foundations of people, innovation and growth, I remain confident in our Division's continued potential, including the ability to differentiate ourselves through our products, service quality and the outstanding expertise of our people.

Krystyna Tschlas
Head of Maritime Transport

2024 Highlights

Safety

- Leadership site visits to emphasise 'Stop the Job'

Performance

- Strong performance from Tankships and Cattedown Wharves
- Tankship utilisation at 90%

Innovation

- Investment in four further LNG-fuelled tankships
- Bunkering software to optimise shipping routes

Revenue (£m)

2024	150.1
2023	157.2

Statutory operating profit/(loss) (£m)

2024	17.2
2023	21.7

Underlying operating profit* (£m)

2024	15.1
2023	23.3

Return on capital employed* (%)

2024	22.4
2023	30.3

Case Study

Supporting clean fuel development with ammonia bunkering simulation

We supported an industry consortium led by the Global Centre for Maritime Decarbonisation (GCMD) to simulate ammonia bunkering with ship-to-ship transfers as part of an industry-leading pilot.

The important pilot project was designed to demonstrate the operational viability of future ammonia bunkering and highlight the potential of ammonia as a zero-carbon solution.

As the shipping industry advances its decarbonisation efforts and explores ammonia as a marine fuel, testing and operationalising these enhanced safety protocols were critical objectives of this pilot.

Due to the toxic and harmful nature of the cargo, its safe handling is a major industry concern.

Highlights

- Our specialist operations team undertook meticulous operational co-ordination and planning, conducting all pre-operational studies, compatibility assessments, detailed risk assessments and dynamic mooring analyses to support the safe execution of the pilot.
- The team worked closely with the GCMD and their partners, harnessing their specialist skills and experience to ensure the ammonia cargo was transferred safely while addressing any challenges.

Benefits

- The pioneering transfer revealed the operational viability of future ammonia bunkering in the Pilbara region and helps pave the way for ammonia to be used as a sustainable marine fuel.

Location: Pilbara, Australia

> “The potential of ammonia is huge as a zero-carbon fuel to accelerate the energy transition, and STS services will play a significant role. We're extremely proud to have been involved in this industry-leading initiative with the GCMD and its partners, helping to safely demonstrate the operational viability of ammonia as a sustainable marine fuel.

Ruth Christie, Product Line Director at Fendercare

Financial review

> **With positive cash generation and successful deleveraging, we are well-positioned to drive growth, enhance margins, and scale efficiently.**

Karen Hayzen-Smith
Chief Financial Officer

Reported results from continuing operations

The Group generated revenue of £437.7m in 2024, a decrease of 11.8% compared to £496.2m in 2023 largely due to the impact from disposed businesses. The Energy Division delivered a strong performance in Well Services and Offshore Wind. Inspection, Repair & Maintenance benefited from a major infrastructure contract in Mozambique, which is due to complete in Q1 2025. In both, Renewables and Subsea and Decommissioning revenue was actively reduced, following a strategic refocusing on core growth services. In Maritime Transport the performance was mixed, with revenue down 4.5% to £150.1m. Tankships performed well, achieving 89% fleet utilisation. The business is progressing its fleet renewal programme, with four new vessels arriving from 2026. JF Fendercare faced headwinds due to reduced LNG ship-to-ship activity, Middle East instability, and order rephasing. Defence revenue increased by 10.5% to £80.1m, with strong performance in submarine rescue, defence diving, and submarine platforms. The division secured long-term renewals in Australia and expanded its NATO submarine rescue contract. Although special forces vehicle revenues were impacted by a contract

Table 1: A summary of the Group's performance from continuing operations is set out below

	Underlying results[1]			Reported results		
	2024	2023	Change	**2024**	2023	Change
Revenue (£m)	**437.7**	496.2	(11.8%)	**437.7**	496.2	(11.8%)
Operating profit/(loss) (£m)	**29.5**	29.6	(0.3%)	**73.1**	(18.6)	n/m
Profit/(loss) before tax (£m)	**11.9**	8.3	43.4%	**54.0**	(39.9)	n/m
Profit/(loss) for the year (£m)	**5.5**	2.3	139.1%	**46.4**	(50.9)	n/m
Operating margin	**6.7%**	6.0%	70 bps	**16.7%**	(3.7%)	n/m
Return on capital employed	**8.2%**	6.6%	160 bps	**n/a**	n/a	n/a
Net debt – covenant basis	**61.0**	149.8	(59.3%)	**n/a**	n/a	n/a
Net debt	**56.1**	144.2	(61.1%)	**n/a**	n/a	n/a
Earnings/(loss) per share	**16.9**	11.4	48.2%	**92.0**	(101.2)	n/m
Excluding disposals and closures[2]						
Revenue (£m)	**406.0**	373.7	8.6%			
Operating profit (£m)	**22.0**	16.8	31.0%			

1. The Group uses a number of alternative (non-Generally Accepted Accounting Practice (non-GAAP)) performance measures (APMs) which are not defined within IFRS. The APMs should be considered in addition to and not as a substitute for or superior to the information presented in accordance with IFRS, as APMs may not be directly comparable with similar measures used by other companies. The APMs are described more fully and reconciled to GAAP performance measures in Note 5 of the Consolidated financial statements.
2. Revenue and operating profit excluding disposals and closures is after the impact of RMSpumptools, Martek,Subtech Europe and Swordfish. RMSpumptools contributed £24.2m in revenue (2023: £42.5m) and £6.8m in operating profit (2023: £11.3m). Martek contributed £7.5m in revenue (2023: £11.6m) and £0.7m in operating profit (2023: £1.4m). In 2023, operating profit from Swordfish was £3.9m, while Subtech Europe recorded losses of £3.8m.

Table 2: Reconciliation of continuing operations underlying operating profit to operating profit

	2024 £m	2023 £m
Underlying operating profit	**29.5**	29.6
Amortisation of acquired intangible assets	**(0.3)**	(1.1)
Impairment charges, net	**(5.1)**	(28.1)
Re-financing costs	**(3.5)**	(12.2)
Restructuring costs	**(1.7)**	(5.7)
Disposal of businesses and assets	**54.9**	1.7
Other	**(0.7)**	(2.8)
Operating profit/(loss)	**73.1**	(18.6)

cancellation, a major contract for tactical diving vehicles for special forces equipment and new submarine platform projects strengthen the forward orderbook to £306m (2023: £223m).

Reported operating profit was £73.1m, an increase of £91.7m over 2023, despite underlying operating profit remaining relatively flat. The improvement was driven by a £91.8m reduction in net adjusting items, shifting from a £48.2m loss to a £43.6m gain. This year's movement includes £54.9m from the disposal of RMSpumptools, Martek, and certain Subtech Europe assets. The prior year's loss was primarily due to a £28.1m reduction in goodwill related impairments and exceptionally high re-financing costs.

Reported profit before tax was £54.0m, an increase of £93.9m. The increase in profit before tax was driven by the reported operating profit performance, along with a benefit from lower net finance expenses. The reduction in net finance expense resulted from re-financing on more favourable terms and overall deleveraging (October 2024 onwards), which was made possible following various in year disposals.

Reported earnings per share were 92.0 pence compared to a loss of 101.2 pence in 2023 reflecting the improved operating profit performance and gain from adjusting items.

Underlying operating profit from continuing operations – See Table 2

Underlying operating profit was broadly flat at £29.5m (2023: £29.6m). The Energy and Defence Divisions delivered growth in both underlying operating profit and margin, whereas Maritime Transport saw declines in both underlying operating profit and margin. The Group's overall underlying operating profit margin improved by 70 bps, from 6.0% in 2023 to 6.7% in 2024 reflecting the strong performance in compressor rentals into both Well Services and Offshore Wind and the Inspection Repairs and Maintenance Mozambique contract.

Full year operating performance by Division

Energy - See Table 5

Strong performance in Compressor Services product lines

The Energy Division provides services to the energy and renewables markets including compressor services in Oil and Gas markets and Bubble Curtains for Offshore Wind (Scantech), IRM (JF Subtech), Commissioning, Cable and Blade maintenance and support into Renewables (JF Renewables) and Subsea and Decommissioning Services (JF Offshore). The Artificial Lift (RMSpumptools) product line was sold on 8 July 2024 for net consideration of £82.8m and is included in the results until the disposal date.

The Energy Division achieved a 17.8% increase in revenue (excluding Subtech Europe, Swordfish and RMSpumptools) with strong performance in compressor rentals into both Well Services and Offshore Wind (ahead by 18.6%) and the continuing Inspection Repairs and Maintenance businesses, although this was mainly due to a contract in Mozambique which will conclude in early 2025. Offsetting these advances were revenue reductions in Renewables and Subsea and Decommissioning Services following the refocus on core services with strong long term growth projections and the move away from commoditised services. Including the £3.5m gain from the sale of life of field rental assets, the Division achieved a more than fourfold increase in underlying operating profit (excluding disposals and closures).

Compressor Rentals were particularly strong both in traditional Well Testing service support in Africa and the Middle East and in Bubble Curtain support to Offshore Windfarm construction, with some significant contract wins in the US which will continue into 2025. The overall increase was £11.5m; from £61.9m to £73.4m or 18.6%, with strong asset utilisation extending into a traditionally lower activity fourth quarter due to strong customer demand.

Inspection, Repair and Maintenance (excluding Subtech Europe and Swordfish) increased revenue by 59.7% from £39.7m to £63.4m, there was good growth particularly in Africa as a major port infrastructure project ramped up in H2, this contract will conclude in H1 2025.

Renewables revenues declined by 20.4% from £29.9m to £23.8m mainly due to a strategic portfolio review and a refocus onto commissioning and Blade/Cable monitoring and repairs and away from other commoditised activities. There were also lower levels of construction activity with deliveries in 2023 (Seagreen and Hollandse-Kust) not replaced in 2024.

Subsea and Decommissioning Services revenue declined by 15.2% from £22.3m to £18.9m. In a similar vein to Renewables this business has been restructured with non-core commoditised product offerings being disposed of and the remaining business being aligned to robust growth markets supporting Subsea and Decommissioning services only.

The now divested RMSpumptools product line is included within continuing operations as it did not satisfy the accounting criteria to be reported as a discontinued operation. The net proceeds from the sale of the business has significantly decreased Group financial leverage.

Table 3: Summary of underlying revenue from continuing operations

	2024 £m	2023 £m	Change %
Energy	**207.5**	266.5	(22.1%)
Defence	**80.1**	72.5	10.5%
Maritime Transport	**150.1**	157.2	(4.5%)
Total	**437.7**	496.2	(11.8%)

Table 4: Summary of underlying operating profit/(loss) from continuing operations

	2024 £m	2023 £m	Change %
Energy	**24.8**	15.7	58.0%
Defence	**1.9**	1.5	26.7%
Maritime Transport	**15.1**	23.3	(35.2%)
Corporate	**(12.3)**	(10.9)	(12.8%)
Total	**29.5**	29.6	(0.3%)

Financial review continued

Table 5: Energy

	2024 £m	2023 £m	Change %
Revenue	**207.5**	266.5	(22.1%)
Revenue excl. disposals and closures[1]	**183.3**	155.6	17.8%
Underlying operating profit[2]	**24.8**	15.7	58.0%
Underlying operating profit excl. disposals and closures[1]	**18.0**	4.3	318.6%
Underlying operating profit margin	**12.0%**	5.9%	610 bps
Underlying operating profit margin disposals and closures[1]	**9.8%**	2.8%	700 bps
Return on capital employed[2]	**17.6%**	9.3%	830 bps

1. Revenue and operating profit excluding disposals and closures is after the impact of RMSpumptools, Subtech Europe and Swordfish. RMSpumptools contributed £24.2m in revenue (2023: £42.5m) and £6.8m in operating profit (2023: £11.3m). In 2023, operating profit from Swordfish was £3.9m, while Subtech Europe recorded losses of £3.8m.
2. Please refer to Note 5 of the Consolidated financial statements for further information on this alternative performance measure.

Table 6: Defence

	2024 £m	2023 £m	Change %
Total revenue	**80.1**	72.5	10.5%
Underlying operating profit[1]	**1.9**	1.5	26.7%
Underlying operating profit margin	**2.4%**	2.1%	30 bps
Return on capital employed[1]	**3.5%**	2.1%	140 bps

1. Please refer to Note 5 of the Consolidated financial statements for further information on this alternative performance measure.

Table 7: Maritime Transport

	2024 £m	2023 £m	Change %
JF Tankships (incl. Cattedown)	**80.5**	76.1	5.8%
JF Fendercare (excl. Martek)	**62.1**	69.5	(10.6%)
Martek	**7.5**	11.6	(35.3%)
Total revenue	**150.1**	157.2	(4.5%)
Underlying operating profit[1]	**15.1**	23.3	(35.2%)
Underlying operating profit (excl. Martek)[2]	**14.4**	21.9	(34.2%)
Underlying operating profit margin	**10.1%**	14.8%	(470 bps)
Underlying operating profit margin (excl. Martek)	**10.1%**	15.0%	(490 bps)
Return on capital employed[1]	**22.4%**	30.3%	(790 bps)

1. Please refer to Note 5 of the Consolidated financial statements for further information on this alternative performance measure.
2. Martek contributed £0.7m in operating profit (2023: £1.4m).

Defence – See Table 6

Positive progress in growing the orderbook, the pipeline remains strong.

The Defence Division provides underwater systems and life support capabilities, for the defence and commercial diving markets. The main business lines are submarine rescue, defence diving, special forces vehicles, submarine platforms, and commercial diving and hyperbaric systems.

The Defence Division's revenue increased by 10.5%, to £80.1m (2023: £72.5m), with an underlying operating profit of £1.9m, an increase of £0.4m compared to 2023. The revenue increase was primarily due to strong performance in the submarine rescue, defence diving and submarine platform product lines; partially offset by lower performance in special forces vehicles mainly caused by the cancellation of a contract in the US. Although operating margin improved, there were a number of one-off set up costs associated with expansion.

Commercial diving and hyperbaric product line activity was steady during 2024 with strong growth potential identified for 2025 and beyond. Long term submarine rescue and defence diving contracts were renewed in Australia during 2024, and the scope of the NATO submarine rescue contract was expanded. Two submarine rescue equipment build projects were completed during the year, now in the warranty phase.

Good progress has been made in strengthening the order book, including successful contract awards in the US and a major special forces equipment contract secured during the year. As of 31 December 2024, the Division's forward order book stood at £306m, a significant increase from £223m in the prior year. Further awards are expected in 2025 subject to procurement processes, particularly in the submarine platforms and special forces vehicles product lines.

The underlying drivers for the key markets remain strong, and the Group is focused on securing new contracts as customers around the world prioritise undersea defence and energy security.

Maritime Transport – See Table 7

Mixed performance across product lines with challenges in STS markets.

The Maritime Transport Division comprises the Tankship business, Cattedown Wharves (Cattedown) and JF Fendercare.*

The Maritime Transport Division's revenue decreased by 4.5% to £150.1m (2023: £157.2m), reflecting mixed performance across product lines. Underlying operating profit declined by 35.2% to £15.1m (2023: £23.3m), with the operating profit margin reduced to 10.1% from 14.8%.

Tankships and Cattedown continued to deliver good performance in the year with revenues up from £76.1m to £80.5m. Demand continued to be strong allowing Tankships to achieve fleet utilisation of 89% (2023: 93%). The increase in revenue was down to Tankships taking on the management of an additional services, repair and maintenance contract following the closure of Subtech Europe. Cattedown saw an increase in the throughput from petroleum and dry cargo which, combined with inflationary price increases, lead to improvement in revenues. The underlying operating profits from these two businesses saw a 6% decline mostly due to costs incurred in stengthening capabilities.

During December 2024 and in early 2025, three vessels operated and managed by Tankships left the fleet as they reached the end of their commercial lives. An owned vessel, the Raleigh Fisher was sold in December generating a profit on disposal of £2.8m recognised in separately disclosed items. The Cumbrian Fisher and Clyde Fisher, which were leased, were redelivered to their owners in December 2024 and February 2025 respectively. The Raleigh Fisher was replaced by the Leander Fisher, a vessel of similar specifications that was taken on a long-term bareboat hire in order to service the MOD time charter awarded to Tankships in November 2024.

Tankships continues its fleet replacement programme, with four new sub-intermediate tankers to be delivered throughout 2026 and early 2027.

JF Fendercare (excl. Martek) experienced an £7.4m reduction in revenue year-on-year, due to a lull in LNG ship-to-ship activity as global LNG stocks have remained high. This was exacerbated by a reduction in volumes of oil ship-to-ship in the Middle East driven by regional unrest as well as rephasing of some large product orders into 2025. The reduction in revenue together with margin pressures caused by increased vessel costs in Brazil have caused a significant reduction in underlying operating profit for the business.

*Martek Marine ("Martek") was sold in September 2024. The Divisional results include the contribution for the eight months in 2024 and full year in 2023.

Corporate

Corporate costs were £12.3m compared to £10.9m in 2023. The increase reflects the full year impact of investments made to strengthen capabilities to support the turnaround strategy as well as higher bonus and share-based payments costs, partially offset by various cost saving initiatives. The investments in Corporate serve as a foundation for sustainable growth by driving stronger business performance and operational efficiencies, ultimately leading to margin improvements across the Group. Key areas of focus include enhancing the supply chain to improve resilience and cost-effectiveness, advancing engineering capabilities to drive technical excellence, and fostering innovation to maintain a competitive edge in evolving markets.

Non-underlying items included within operating profit – See Table 8

The Group has recognised a net gain of £43.6m from non-underlying items during the year, compared to a net loss of £48.2m in the prior year.

The £5.1m net impairment charge in 2024 mainly comprises a £3.2m goodwill impairment related to our IRM business, £1.4m impairment relating to two joint ventures within the Maritime Transport division which we have classified as "held for sale", a further £0.9m impairment in a South African joint venture within our Maritime Transport division and £0.2m impairment of assets within the Scantech Norway business in the Energy division. This is partially offset by an impairment reversal of £0.6m following the successful recovery of previously impaired receivables from a closed business. The 2023 net impairment charge of £28.1m relates to goodwill impairment charges of £28.0m, largely in the Defence division and asset impairments of £2.4m in Maritime Transport and Energy divisions, partially offset by a £2.2m impairment reversal.

The Group incurred £3.5m in re-financing charges during the year, primarily related to legal and advisory costs for the new revolving credit facility (RCF). In comparison, similar costs associated with the previous facility amounted to £12.2m in 2023

Restructuring costs of £1.7m relate to the Group's multi-year transformation programme, which focuses on simplification, rationalisation, and business integration. These costs primarily consist of redundancy related expenses.

Amortisation of acquired intangible assets relate to customer relationships acquired through business combinations which are amortised over their useful economic life.

The disposal of businesses and assets generated a profit of £54.9m in 2024. This includes a £48.8m gain from the sale of RMSpumptools and a £0.7m gain from the disposal of Martek. The remaining profit primarily arises from the sale of the remaining assets of the closed Subtech Europe business.

Other costs predominantly comprise of legal and professional fees that are non-recurring and outside the normal course of business.

Capital expenditure

Capital expenditure in the year was £29.3m (2023: £29.4m) and £2.4m (2023: £1.8m) on development expenditure. The capital expenditure to depreciation ratio was 1.4 (excluding intangibles additions and amortisation). Approximately half of the expenditure incurred was in the Energy Division which included spend on a new fleet of compressors as well as upgrades to existing compressors to support sighted opportunities. The remaining expenditure was largely weighted towards Maritime Transport in relation to deposits on the Tankships re-build programme.

Net finance charges

The Group's net finance charges decreased by £2.2m to £19.1m (2023: £21.3m). Underlying finance charges excludes the impact from the remeasurement of borrowings and net unrealised foreign exchange on lease liabilities.

Finance charges in the full year to December 2024 primarily comprise of £13.6m of interest expense on loans and overdrafts (2023: £15.8m), £0.9m for deferred completion fees payable under the previous RCF (2023: £2.6m), £1.7m of loan arrangement fees (2023: £1.9m), and £4.3m interest expense on lease liabilities (2023: £4.0m), partially offset by £2.8m (2023: £3.2m) interest income on cash balances and pensions. The decrease in interest expense on loans and overdrafts was mainly due to the reduction in the quantum of debt following the Group deleveraging activities in 2024.

The Group's interest cover ratio, which is an alternative performance measure is fully described and reconciled in Note 5 of the Consolidated financial statements. Under the new facility the interest cover ratio metric has been redefined to be calculated as underlying EBITDA divided by net interest payable (excluding IFRS 16 finance charges) from the date of the first utilisation, rather than being on a last 12-month basis and using underlying operating profit under the previous calculation. The interest cover at 31 December 2024 is 4.5x compared to a banking covenants requirement of greater than 4.0x.

Financial review continued

Table 8: Non-underlying items included within operating profit

	2024 £m	2023 £m
Impairment charges, net	**5.1**	28.1
Refinancing costs	**3.5**	12.2
Restructuring costs	**1.7**	5.7
Amortisation of acquired intangible assets	**0.3**	0.3
Gain on disposal of businesses and assets	**(54.9)**	(1.7)
Other	**0.7**	3.6
Total	**(43.6)**	48.2

Table 9: Cash flow

	2024 £m	2023 £m
Cash flow from operating activities	**49.3**	37.8
Cash flows (used in)/from investing activities	**79.7**	(4.7)
Cash flows used in financing activities	**(131.6)**	(27.4)
Net (decrease)/increase in cash and cash equivalents	**(2.6)**	5.7
Cash and cash equivalents at 1 January	**26.4**	22.8
Net foreign exchange differences	**(0.4)**	(1.7)
Cash transferred to asset held for sale	**0.4**	(0.4)
Cash and cash equivalents at 31 December	**23.8**	26.4

Table 10: Net debt

	2024 £m	2023 £m
Net borrowings	**108.0**	201.1
Less: right-of-use operating leases	**(52.6)**	(56.9)
Amortised cost adjustment	**0.7**	–
Add: Guarantees and collateral deposits[1]	**4.9**	5.6
Net debt – covenant basis	**61.0**	149.8
Covenant EBITDA	**43.9**	54.4
Net debt: EBITDA[1]	**1.4x**	2.8x

1. Includes one-time James Fisher Nuclear Limited settlement of £3.4m in 2024.
2. Defined as as leverage APM in Note 5.3 of the Consolidated financial statements.

Taxation

The Group has recognised a tax charge in respect of continuing operations of £7.6m in the period (2023: charge of £11.0m). The tax charge on underlying profits from continuing operations for the period is £3.3m (2023: £2.4m). The effective tax rate (ETR) rate on the underlying profit before tax is 27.6% (2023: 29.0%), which has been adjusted for a £3.1m (2023: £3.6m) Corporate Interest Restriction (CIR) disallowance due to exceptionally high interest costs which cause a distortion on the tax rate and has no bearing on the operational performance of the Group. The Group's ETR excluding this adjustment is 53.4% (2023: 72.7%).

The unrecognised UK Deferred Tax Asset has been maintained for FY24, which results in no tax credit being recognised for the losses generated by the UK businesses. Given the tax benefit is not recorded in the financial statements, and therefore results in a higher ETR, a useful metric is to understand the underlying ETR excluding the UK which for FY24 is 25% (2023: 30%). As the UK stabilises, and we can include the tax credit we would anticipate an underlying ETR would fall within the 25.5% to 27.5% range on the assumption of a consistent geographic mix.

The decrease in the overall tax charge on continuing operations is primarily driven by the fact in 2023 the tax charge included the impact of decreognising tax losses in the UK for earlier periods. In 2024 the Group continues the unrecognised UK deferred tax asset position, although the impact to the tax charge is reduced as it only considers current year UK losses.

Dividends and earnings per share

The Board has not recommended dividends for 2024 or 2023, as the Group is still in the process of its turnaround. However, the Board remains committed to reintroducing a sustainable dividend policy at the appropriate time.

Basic earnings per share, on a statutory basis, increased to 92.0 pence (2023: loss of 101.2 pence) reflecting higher profit after tax. Underlying basic earnings per share increased to 16.9 pence (2023: 11.4 pence) primarily due to lower interest charges in the year.

Cash flow and borrowings – See Tables 9 and 10

The Group generated £49.3m (2023: £37.8m) of cash from operating activities, with a working capital inflow of £4.2m (2023: inflow of £6.7m). The increase in operating profit was the key driver of the improved cash flow. The working capital inflow arose due to an improvement in creditor days, partially offset by an increase in trade and other receivables which was mainly as a result of ongoing projects for which billing milestones have not yet been reached. Creditor balances have seen a modest reduction since 2023. Tax payments were slightly higher than last year at £9.7m (2023: £8.6m).

Cash inflows from investing activities during Cash inflows from investing activities during the year were £79.7m (2023: outflow of £4.7m). Capital expenditure, at £31.7m, was in line with the £31.2m invested in 2023. Key expenditure in 2024 included investment in energy efficient compressors in the Energy Division, which is expected to yield attractive returns. Other capex investments included deposits on new build vessels, dry docking of the Group's vessels and equipment purchases. The Group realised £80.0m from the disposal of RMSpumptools and Martek in addition to £25.8m of proceeds from the disposal of property, plant and equipment (2023: £25.6m).

The Group's net borrowings at 31 December 2024, including all lease liabilities, was £108.0m (2023: £201.1m). During the period, bank borrowings decreased by £89.3m and lease liabilities decreased by £6.8m.

On 31 December 2024, the Group had £95.0m of committed credit facilities (2023: £192.7m) and £17.0m of undrawn committed credit facilities (2023: £24.7m).

The Group's net debt for the purposes of its banking covenants consists of net bank borrowings, finance lease liabilities (on an IAS 17 basis), and bonds and guarantees, as summarised in Table 10.

Liquidity

In September 2024, following the successful deleveraging of the Group, combined borrowing facilities of £95m, with three of its lending banks and one new lender, were agreed. The new facilities consist of £75m RCF and a £20m term loan with maturity dates of September 2027 (extension options available subject to lender consent) and September 2029 respectively. As per the agreement, £2.5m of the RCF commitments will step-down and be cancelled in the first half of 2025.

The Group operates a minimum internal liquidity target of £20m (being committed facility headroom and readily available cash) to enable the settlement of any liabilities as they become due and to provide additional comfort over the liquidity headroom of the Group. At 31 December 2024, the Group's liquidity position was £25m which is 125% of the liquidity target. However, ensuring sufficient liquidity has been included within the financial, liquidity and treasury Principal Risk in the Annual Report and Accounts and continues to be closely monitored by management.

Additional committed and non-committed facilities continue to be scoped by the Group to ensure the minimum liquidity objective will be maintained during the growth phase of the strategic plan.

Balance sheet

The Group's net assets increased by £41.7m to £190.3m (2023: £148.6m). Total comprehensive income for the year of £40.5m contributed to the increase in retained earnings. The primary driver of the increase in net assets was the reduction in borrowings following the re-financing offset by a decrease in net assets due to the disposals of RMSpumptools and Martek.

Non-current assets

Non-current assets decreased by £23.4m to £271.9m, driven by movements in Goodwill and right-of-use assets. Goodwill reduced by £13.8m to £64.5m (2023: £78.3m), reflecting the disposal of £9.7m as part of the RMSpumptools transaction and an impairment charge of £3.2m on the Continental goodwill balance. Right-of-use assets decreased by £7.4m, driven by natural in-year amortisation exceeding the rate of additions. The majority of the Group's right-of-use assets relate to vessels which are typically under longer term rental agreements.

Current assets and current liabilities

The Group's net current assets stand at £36.8m, a decrease of £37.4m from 2023. This reduction reflects a £21.3m decrease in inventories, trade and other receivables, and trade and other payables, of which £14.5m relates to the disposal of RMSpumptools and £14.7m to the removal of assets held for sale following the completion of the Martek transaction.

Short-term bank borrowings (mainly overdrafts) increased to £78.9m from £64.1m as of 31 December 2023, while the net position of short-term cash and short-term borrowings reduced to £7.3m (31 December 2023: £13.4m).

Non-current liabilities

Non-current liabilities decreased by £102.5m to £118.4m as of 31 December 2024. This reduction was primarily driven by repayments following various business and asset disposals during the year, as well as the Group's subsequent re-financing.

Sustainability

Sustainability is an integral part of our transformation journey.

> Our rich heritage built on innovation and ambition has seen James Fisher drive towards a stronger, more sustainable future, focused on growth.

Sustainability

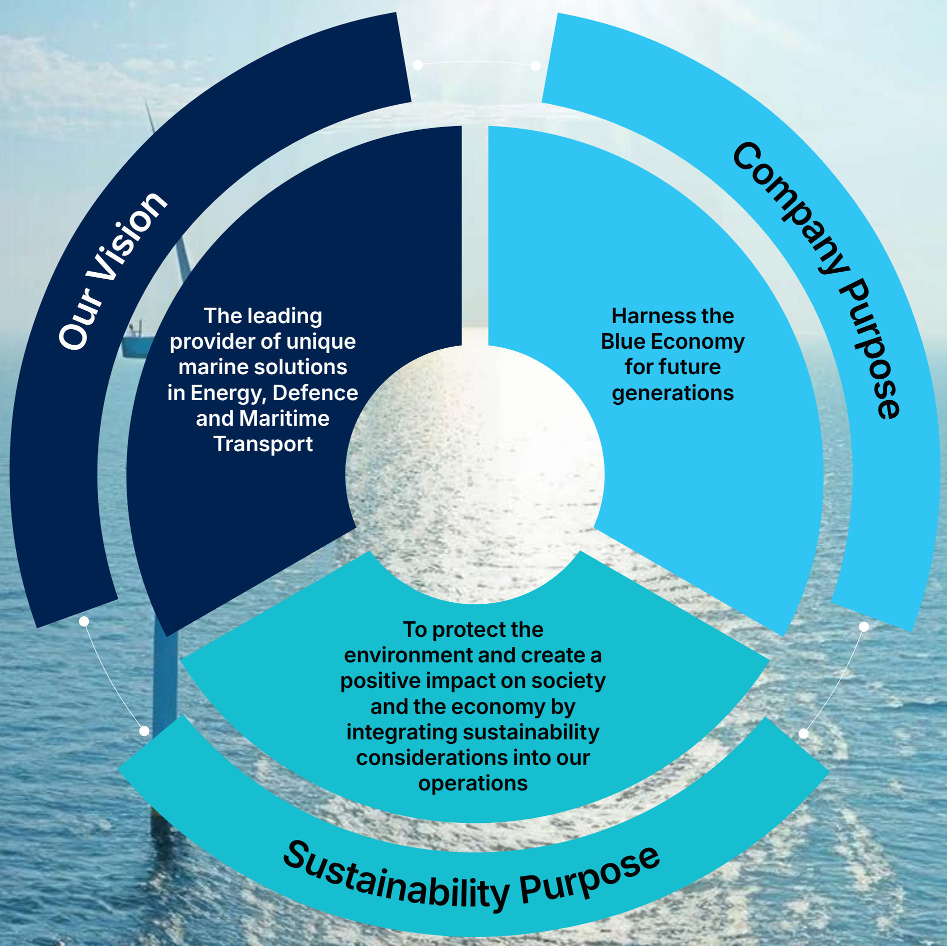
As we reflect on a year of change, it's encouraging to see our sustainability and business strategies working hand-in-hand. Through our three Sustainability Pillars of People, Planet and Partnerships we are harnessing our rich heritage of innovation to deliver a strong, more sustainable future, focused on growth.

Our 2024 achievements are a continuation of 2023, building our commitment to decarbonisation through our Maritime Transport Divsion, while we continue to prioritise our people through safety, engagement and innovation. Good governance and transparent reporting will continue to underpin everything we do.

Whilst there is more to do, sustainability remains front and centre as we aim to protect the Blue Economy for future generations. As we navigate an ever-changing world our commitment to a safer, more sustainable future will continue to inspire and drive us forward.

Jean Vernet
Chief Executive Officer

A sustainably driven Company Purpose



Key highlights

Strategy
Delivered Maritime Transport carbon reduction targets for 2024

Planning
Ordered four dual-fuel tankers to help deliver our decarbonisation targets

Collaborating
Implemented New Product Development process to deliver customer innovation

Net Zero
Scope 1 and 2 Net Zero reduction target on track

Empowering
Increased employee engagement score in a year of transformation

Driving change
Optimised processes and resources through the Lean Business System

Sustainability continued

Our Sustainability Strategy Pillars

Employee Engagement

People	Planet	Partnerships
Talent Strength	Portfolio Choices, Products & Services	Innovation
Equality, Diversity and Inclusion (ED&I)	Resource Efficiency	Customers & Suppliers
Health & Safety	GHG Emissions	Governance

2024 Strategy Highlights

Our Company Purpose is aligned with our sustainability agenda. Our Sustainability Strategy comprises value-driven activities appropriate to our Company's Priorities and maturity in ESG-related matters. These are some of our 2024 achievements.

People

Through Exceptional Safety we are committed to delivering an improvement in our performance. While we achieved mixed results in 2024, we are implementing the right foundations of leadership, engagement and training to keep our people safe from harm.

We have seen our employee engagement score increase, after implementing a range of communications, engagement opportunities and events. This year we continued to inspire, retain and attract talent by developing our reward framework, which is expected to continue into 2025.

Planet

2024 was a significant step forward for the Maritime Transport Division with the investment in four more dual-fuel tankers ordered and due for delivery in 2026/27.

Our focus now turns to carbon reduction pathways for Energy and Defence Divisions, ensuring they contribute towards our climate reduction target of Net Zero by 2050.

Partnerships

Our key partnerships are pioneering new ways to innovate in pursuit of our goals. This includes programmes across Maritime Transport to embrace digitisation or implementing new infrastructure.

We have also started to implement a New Product Development process (NPD) that will ensure we invest, engineer and launch the right customer solutions.

Finally, we are also partnering with the supply chain to establish our Scope 3 emissions baseline that will inform future action.

Our commitment to sustainability was guided by a materiality assessment that informed our three Sustainability Pillars of People, Planet and Partnerships.

People

Attract, develop and retain a high-performing workforce by providing a safe and inclusive environment where everyone can thrive.

Talent Strength

Ensure talent is a strategic differentiator. Attract, engage, develop, and retain our talent and drive engagement and optimise capabilities through key talent and retention strategies.

Read more on page 44

Equality, Diversity & Inclusion

Work to promote a diverse and inclusive workplace by recruiting from our local communities and celebrating the uniqueness of individuals. Develop our internal community and work to ensure our actions promote equality, diversity and social cohesion and enforce equal pay.

Read more on page 44

Health & Safety

Prioritise the health and safety of our employees, customers, suppliers and local communities through education, engagement, advocacy, and policy development.

Read more on pages 44 to 45

Planet

Transform and refocus our business to ensure our impact on the environment is reduced, and we enable our stakeholders to do the same.

Portfolio Choices, Products & Services

Refocus and develop our portfolio of products and services where appropriate, to support the global energy transition, with focus on sustainability, remediation capabilities, and improving customers' efficiency.

Read more on page 48

Resource Efficiency

Adopt circular economy governed by 3Rs (Reduce, Repurpose, Recycle), and incorporate Lean principles throughout One James Fisher to minimise material waste and increase energy, people and asset efficiency.

Read more on page 48

Greenhouse Gas (GHG) Emissions and Net Zero

Reduce our GHG emissions footprint by switching to low-carbon energy and fuels and investing in emissions abatement initiatives to help contribute to a Net Zero future.

Read more on pages 48 to 49

Partnerships

Leverage our deep industry expertise and track record for excellence to innovate responsibly and deliver consistent, value-generating results for our customers and shareholders.

Innovation

Leverage expertise from industry players and Group-wide to pioneer creative solutions to complex challenges.

Read more on page 51

Customer & Supplier Engagement

Maintain our position as a trusted partner by strengthening our customer and supplier relationships to better understand and resolve complex industry challenges. Foster collaboration to drive shared success.

Read more on page 51

Governance

Commit to openness and accountability by living our valued behaviours. Maintain high ethical standards with the right policies, standards and controls, and improve transparency of our supply chain. Work with suppliers that align with our principles and commit to sustainable practices outlined in our Supplier Code of Conduct.

Read more on page 51

Sustainability continued

People

Our people are critical to the safe, successful operation of our business.

United by a common purpose and shared valued behaviours, their pioneering spirit, integrity, energy and resilience enable us to create value for all our stakeholders. With our operations spreading across the globe, our people are geographically dispersed and we are working towards building an inclusive culture which allows everyone to use their unique skills, shine and thrive.

We have three initiatives under our People Pillar. These are:

- **Talent Strength**
- **Equality, Diversity and Inclusion (ED&I)**
- **Health and Safety**

Talent Strength
Read more on page 44

Equality, Diversity & Inclusion (ED&I)
Read more on page 44

Health & Safety
Read more on pages 44 to 45

Read more about our highlights on page 44

Highlights

Talent Strength

Established new reward framework to attract and retain talent

Welcomed new Chief Human Resources Officer and Head of Talent

Increased Engagement at James Fisher from 3.84 to 3.94/5

77% Engagement survey participation rate

Relaunched the Engagement Champions Network

Established and delivered new employee forums

First Group-wide Wellbeing Week to promote mental health awareness

Launched initiative to train at least 1 in 10 employees as Mental Health First Aiders (MHFA)

50% Aim for MHFAs to receive training in Suicide First Aid (SFA)

Equality, Diversity & Inclusion

2024 Gender Pay Gap: Snapshot
Gender Split Of UK Workforce

Female 32%

Male 68%

Median hourly pay gap 25.0%

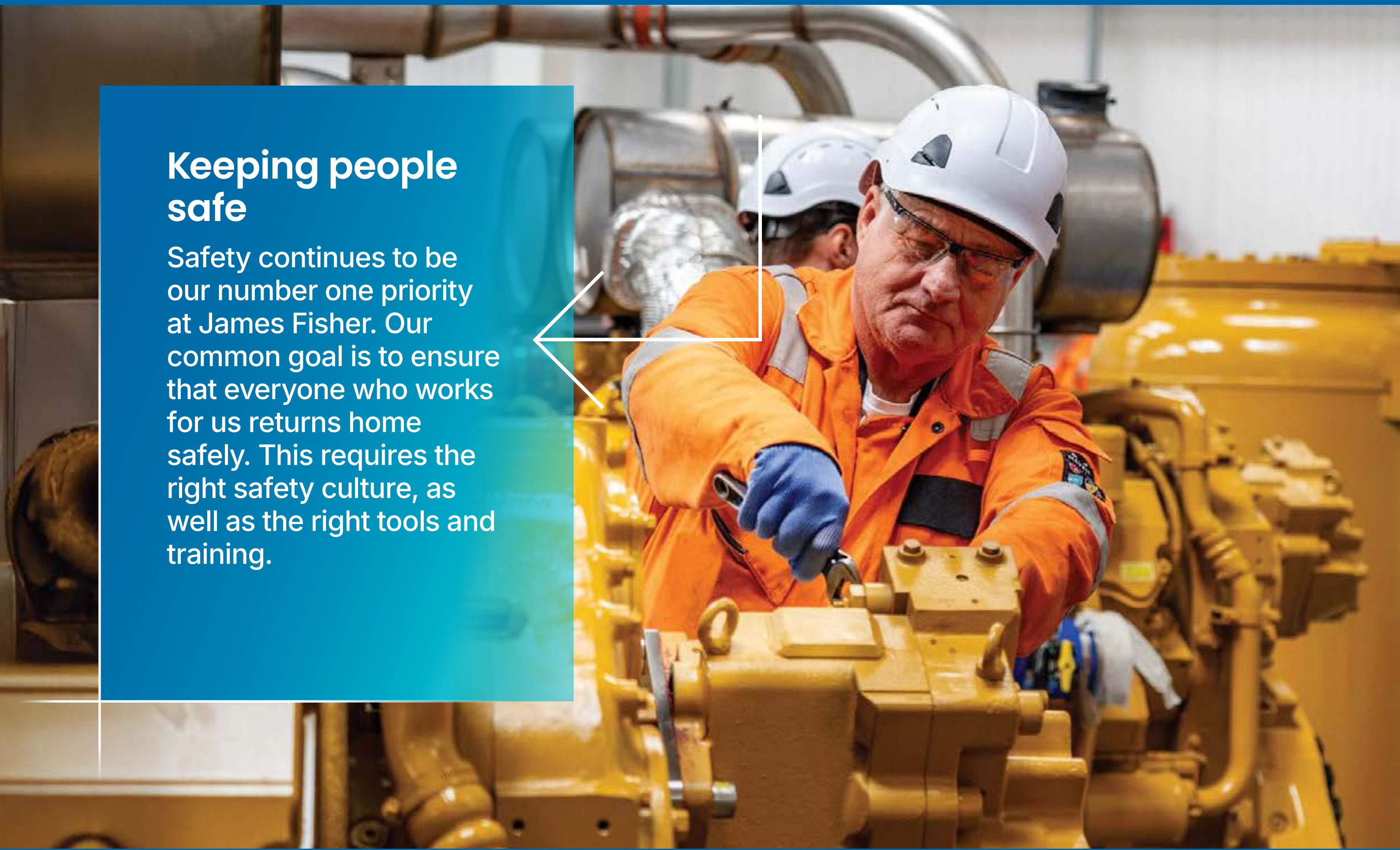
Health & Safety

Launched Intelex our new global HSEQ system

60% Launched first Safety Culture Survey with 60% response rate

80% of employees trained in the James Fisher Life-Saving Rules 80%

Case Study



Keeping people safe

Safety continues to be our number one priority at James Fisher. Our common goal is to ensure that everyone who works for us returns home safely. This requires the right safety culture, as well as the right tools and training.

While we have seen improved performance in two of our three Divisions, we still experienced too many Lost Time Injuries (LTIs).

To address this we held a global Safety Stand Down to reflect, learn and discuss what actions could have been taken to avoid these incidents ocurring.

We have launched targeted Group-wide safety campaigns focused on Stop the Job, taking a two-minute pause and observing Line of Fire rules. These campaigns, supported by leaders, reinforced that everyone is empowered to champion safety. House Rules Cards have been provided to employees across the Group for instant access to safety messaging.

James Fisher Life-Saving Rules are part of compliance training and over 80 percent of employees have now been trained.

Intelex

The launch of the new electronic health, safety, environment and quality (HSEQ) system Intelex for Incident Management and Reporting including hazard observation was a major milestone in 2024. Intelex helps to quickly identify any issues or trends and respond effectively.

> **“Exceptional Safety remains a priority for 2025 and we are committed to providing the leadership and support to deliver a marked improvement in our baseline safety performance.**
>
> Matt Abraham
> Head of Operations

Safety Culture Survey

For the first time we launched a Safety Culture Survey to better understand what is working well or where we can make improvements. Feedback on communications around safety was one of the most positive scores.

We are focusing on the most pressing issues with the lowest scores.

- **Relationships with customers & contractors:** we are creating an approved contractor list to ensure everyone who works for us has the necessary safety training.
- **Investigating incidents and sharing learnings:** we're developing incident training.
- **Recognising good safety initiatives:** we're exploring ways to better recognise safe behaviours through recognition and reward schemes.
- **Ongoing training:** we're developing an HSEQ competency framework.
- **Involving office-based staff in our safety journey:** everyone can understand the role they play in safety.

Sustainability continued

Talent Strength

We welcomed a new Chief Human Resources Officer and Head of Talent, who are helping drive our five-year People Strategy. We are proud to share some of the progress made, recognising this remains a long-term journey to transformation.

What we delivered in 2024:

A new performance management process and data system is providing the backbone to our approach. In 2024 we launched a job levelling programme that will build clear career pathways, global mobility and a market-based approach to reward.

- **High potential identification:** refined processes and defined key indicators to identify high-potential individuals.
- **Top talent retention:** designed and implemented strategies and initiatives aimed at retaining our top talent.
- **Employee development:** reviewed our onboarding process, performance management, and talent mobility to create an environment that fosters continuous growth. We introduced induction through HowNow and compliance training and incorporated James Fisher Life-Saving Rules.
- **Early careers:** recruited and developed apprentices and cadets.

Equality, Diversity & Inclusion (ED+I)

We believe that if we get inclusion right, diversity will come. We are committed to this by:

- Carrying out business fairly, honestly and ethically and celebrating the uniqueness of our people.
- Engaging the communities where we live.
- Ensuring global reach across all locations.
- Developing our understanding of being inclusive and diverse.

Gender Diversity

Our gender diversity metrics show we are heading in the right direction with the percentage of female employees increasing from 28 percent to 32 percent.

Our median gender pay gap has reduced from 28 percent to 25 percent and we continue to work towards equitable compensation practices through the initiatives in our People Plan.

Wellbeing

We remain committed to providing a safe and healthy workplace in which our employees can thrive. We held our first Group-wide Wellbeing Week to promote mental health awareness and continued our push for recruiting Mental Health First Aiders.

We are aiming for 50 percent of those trained to receive additional training in Suicide First Aid.

Health & Safety

Safety is our number one priority and we want to ensure everyone who works for us returns home safely every day.

What we delivered in 2024:

Read more on page 43

- Trained over 80 percent of employees in the James Fisher Life-Saving Rules.
- Introduced Intelex, our new global HSEQ (Health, Safety, Environment, and Quality) system, and improved the way we report and act on incidents.
- Launched our Safety Culture Survey.
- Launched 'Line of Fire' 'Two-Minute Pause' and our 'House Rules'.

Engagement

What we delivered in 2024:

Read more on page 45

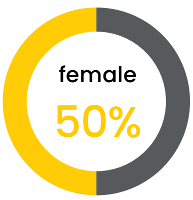
- Your Voice, our Employee Engagement Survey, achieved a 77 percent participation rate, with our overall engagement score rising from 3.84 to 3.94.
- Developed a suite of resources including training, guides and templates to support managers to act on their team's survey results.
- Held focus groups with the highest and lowest scoring teams to support our managers to drive engagement locally.

Equality, Diversity & Inclusion

Gender diversity metrics

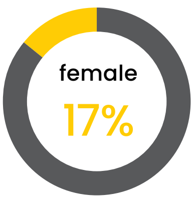
As at 31 December 2024

Board of Directors[1]



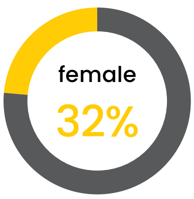
Men (4)
Women (4)

Senior Managers[2]



Men (45)
Women (9)

UK employees



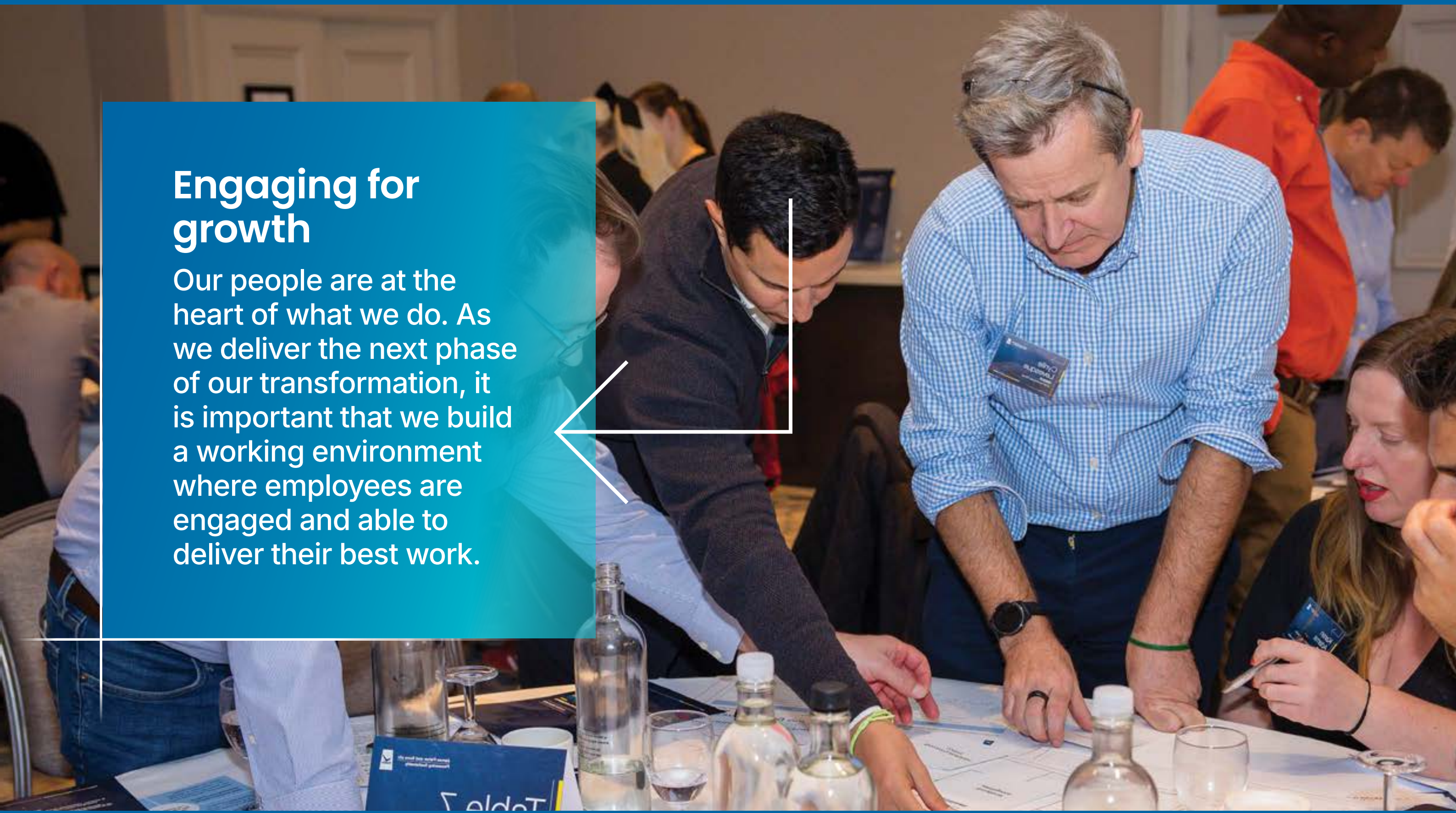
Men (611)
Women (289)

Gender diversity data

	Men		Women	
Board of Directors[1]	4	50%	4	50%
Senior Managers[2]	45	83%	9	17%
UK employees	611	68%	289	32%

1. The Chief Executive Officer and Chief Financial Officer are members of both the Board and Executive Committee and are counted once in the Board category.
2. "Senior Managers" is defined in section 414C (9) and 414C (10)(b) of the Companies Act 2006 and, accordingly, the disclosure comprises the Executive Committee members and the Directors of all the subsidiaries of the Company.

Case Study



Engaging for growth

Our people are at the heart of what we do. As we deliver the next phase of our transformation, it is important that we build a working environment where employees are engaged and able to deliver their best work.

Employee Engagement was one of our five Company Priorities, recognising that engaged employees are essential for driving our long-term success and delivering for our customers.

Your Voice, our Employee Engagement Survey, achieved a 77 percent participation rate, with our overall engagement score rising from 3.84 to 3.94. Our engagement survey helps us to better understand where we are meeting employee needs and where we have opportunities to improve.

Leaders & Managers

Our managers play a critical role in engaging and inspiring their teams. The survey results told us that we need to do more to support managers to help them confidently lead their teams.

To improve the way we inform and equip managers, we:

- Launched a monthly managers' briefing pack to help them share key information with their teams.
- Supported managers to analyse, share and act on their survey results to show employees their voices were heard and actions were being taken.
- Relaunched our Engagement Champions network to drive cultural change and offer support to managers.
- Held offsite strategy sessions with the Senior Leadership team to co-own delivery plans.

> **As we continue to transform our business for the future, people remain central to our success. That's why we've delivered a step change in how we engage, inform and inspire our colleagues into action - creating a more inclusive workplace where everyone can thrive.**
>
> **Kay Marshall**
> **Head of Sustainability, Communications and Marketing**

Focus Groups and Communication

2024 saw us launch focus groups and employee forums to better understand what matters to employees. We spoke with employees and managers across all levels, role types and from across all Divisions and countries to ensure there was a representative picture of our global workforce.

As a result of feedback and ideas from employees, we centred our efforts around better informing employees on our change programmes, establishing improved two-way communication channels, including all employee webinars, Divisional townhalls, BiteSize Briefings and leadership engagement events.

Sustainability continued

Planet

The objective of this pillar is to integrate the environmental impact of our business activities into our strategic and investment decisions.

We have three initiatives under our Planet Pillar. These are:

- **Portfolio Choices, Products & Services**
- **Resource Efficiency**
- **GHG Emissions**

Our aim is to work collaboratively with our customers and suppliers to develop energy efficient and sustainable products and services that will support the energy transition.

→ Portfolio Choices, Products & Services

Read more on page 48

→ Resource Efficiency

Read more on page 48

→ GHG Emissions

Read more on pages 48 to 49

Read more about our highlights on page 48

Highlights

→ Portfolio Choices, Product & Services

Confirmed investment in
4
further LNG-fuelled tankships

Graduation of
1st
Renewables Academy intake

Secured major commissioning project for Zhong Neng windfarm in Taiwan

5.4 GW
managed on long-term operations and maintenance portfolio

→ Resource Efficiency

Launched Lean Awards recognising teams for process improvements

Trained
63 Green Belts
and 9 Black Belts in Lean Six Sigma

Set up Obeya rooms in each Product Line

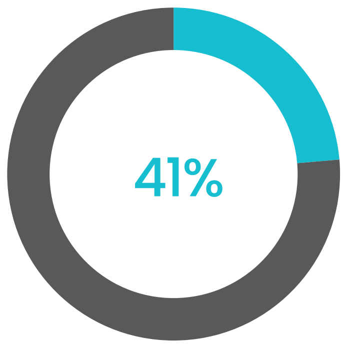
1st
international Green Belt cohort in Brazil

→ GHG Emissions

GHG emissions (Net Zero)

On target with Net Zero reduction pathway for Scope 1 and Scope 2

Defined Scope 3 emissions for three additional categories



Reduction of Scope 1 and 2 emissions against baseline

Fuelling the future

As the world transitions to a lower carbon economy, traditional marine fuels are not a long term environmentally sustainable solution.

As we wait for low and zero-carbon fuels to become available at scale, we require a fuel solution to reduce our carbon intensity today. Liquefied Natural Gas (LNG) meets key criteria of availability and supply chain readiness, technology maturity and industry experience, providing immediate environmental benefits and making it the leading alternative fuel option today.

Partnering for progress

Pioneering LNG bunkering operations in the UK

As part of our commitment to decarbonisation, we are embarking on a groundbreaking journey to introduce LNG bunkering operations for tankers in the UK. The collaborative efforts, innovative solutions and challenges we overcame to achieve this milestone set a benchmark for sustainable shipping.

Although LNG supply infrastructure is established in Europe, the UK lags behind, with no existing bunkering facilities available to meet our needs. To address this challenge, we led an in-depth evaluation of bunkering options in the UK, from barge-based delivery to trucking.

While not the end solution, trucking LNG to ports was identified as the best interim measure. Sunderland Port, a strategic choice due to its ability to accommodate our vessels while in ballast, emerged as a key partner for our operations.

Bunkering operations

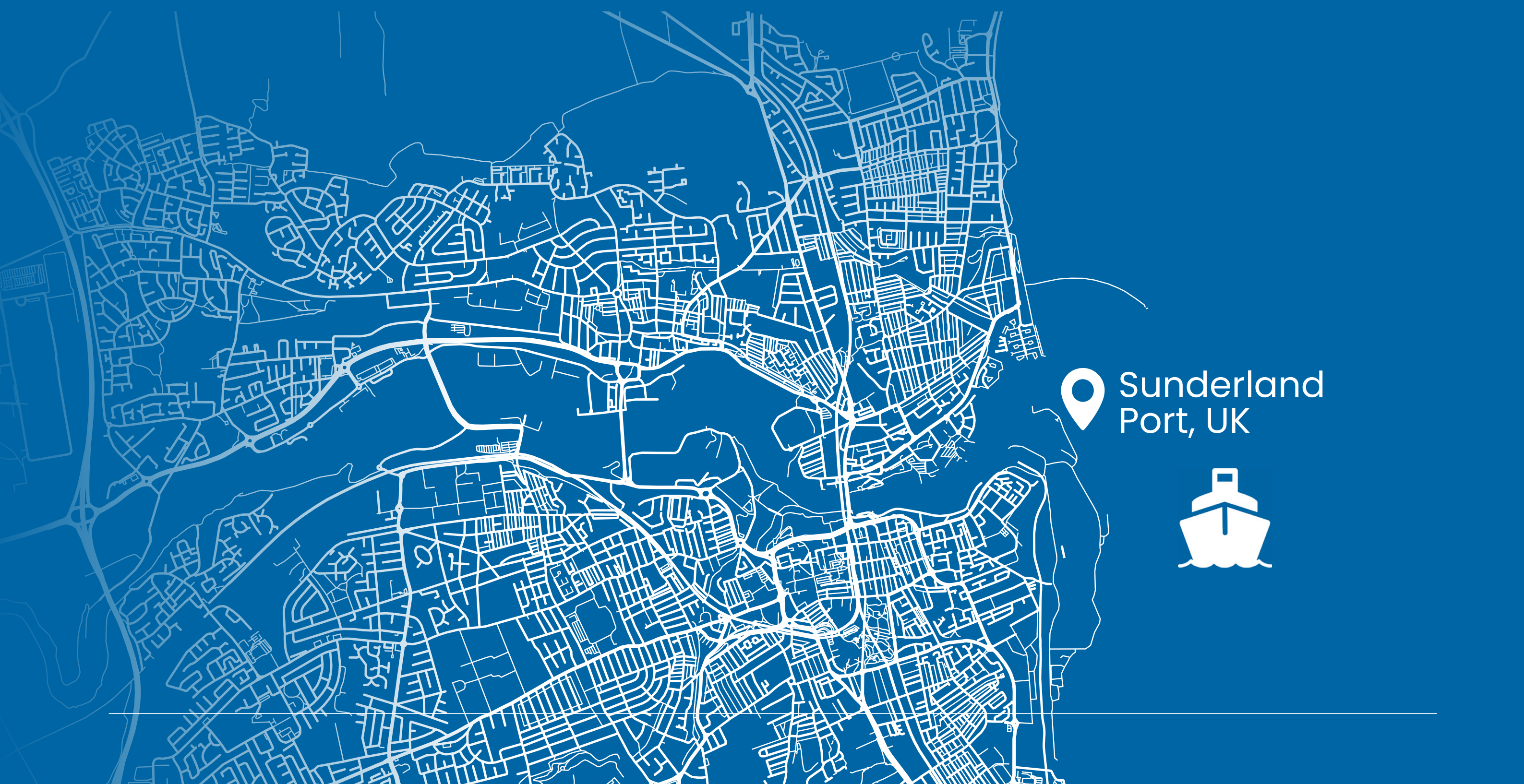
Breaking new ground

With the preparation work approaching completion, we are aiming for the first LNG bunkering operations to be delivered in the first half of 2025 - the first of its kind in the UK tanker industry. Collaborating with Sunderland Port required extensive Health, Safety, Environment, and Quality (HSEQ) preparations, including rigorous procedure reviews by the Society for Gas as a Marine Fuel (SGMF). The effort underscored the dedication of all involved to achieving a safe and successful operation.

A blueprint for the future

Our pioneering work in establishing LNG bunkering operations underscores the power of partnerships in driving progress. Collaborating with Sunderland Port and other stakeholders, we demonstrated that determination and innovation can break new ground in sustainability.

This milestone is just the beginning. As LNG infrastructure develops across the UK, our operations stand as a proof of concept, inspiring others to follow suit. By working together, we're not just fuelling ships; we're aiming to fuel the future of sustainable shipping.



Sustainability continued

Portfolio Choices, Products & Services

Our One James Fisher model is intended to allow us to harness our collective strength in order to achieve a safe, sustainable transition to a low-carbon future.

What we delivered in 2024:

Maritime Transport

- Confirmed investment in four further LNG dual-fuel vessels that will service the North-West Europe coastal marketplace.

Energy

- Expanded our offshore wind renewables footprint, securing new major construction and commissioning contracts including Taiwan.
- Monitored and managed over 5.4 GW on long-term operations and maintenance portfolio.
- In 2024, became the leading global provider of bubble curtain solutions to the global offshore wind market.
- Continued investment in product innovation, including more efficient compressors for well testing and production, with plans to develop a fully electric compressor underway.

To further embed sustainability in long-term investment decisions, an Internal Carbon Pricing (ICP) pilot was introduced in 2024. The pilot studies form part of our phased strategy to integrate internal carbon pricing across the organisation. Our intentions are to build capabilities in incorporating ICP's into proposal bids and begin evaluating carbon impact alongside our other key decision criterium.

Our People

We provide the skills and expertise needed to support our customers to deliver safely and efficiently.

What we delivered in 2024:

- Pilot year of the JFR Academy focused on high voltage safety, an area in need of skilled personnel to sustain the industry's rapid rate of growth.
- We are planning to launch applications for the next cohort, and recruiting an Academy Manager to build on the progress made so far.

GHG Emissions

James Fisher is committed to achieving Net Zero by 2050, recognising the transition to a lower-carbon economy will require innovation, technological changes and resources.

What we delivered in 2024:

Scope 1 and 2

The main source of the Group's Scope 1 emissions is shipping. The decarbonisation strategy focuses on operational efficiencies through digitalisation, investigating new technologies and low carbon fuels, as well as ensuring compliance with the latest decarbonisation regulation.

Through our Tankships Product Line, we completed key pilot projects that would reduce our carbon footprint.

- Trialled a fuel additive to blend with Marine Gasoil with a potential of up to 10 percent emission reduction. Results end of Q1 2025.
- Introduced bunker software on our existing and newbuild vessels providing data to identify new energy saving opportunities.
- Focused on setting the LNG bunker supply in the UK to fuel our dual-fuel vessel engines.

Scope 3 - Supply Chain Engagement

In collaboration with our top suppliers across Divisions, we have taken a step toward defining our Scope 3 emissions by establishing a baseline. This initiative involved gathering and analysing spend data on emissions generated throughout our value chain, to provide a clear understanding of our indirect carbon footprint. The baseline serves as a critical foundation for setting targeted reduction goals and prioritising impactful actions.

Net Zero

In 2022 we made a science- based commitment to be Net Zero by 2050. In this context, Net Zero means reducing the Group's Scope 1 and Scope 2 GHG emissions to as close to zero as possible by 2050 and applying a residual strategy to remove emissions.

Resource Efficiency

We focus on energy efficiency by embedding a data-driven approach to our operations through the implementation of the Lean Business System. Our aim is to ensure our resources are used effectively and sustainably, minimising waste and protecting the planet's natural resources. This involves optimising our processes, use of resources, and maximising value for our customers.

What we delivered in 2024:

- The Six Sigma Lean operating system continues to be deployed following its launch in 2023.
- Established Obeya rooms in each Product Line which includes Kaizen Funnels (a registry of improvement opportunities).
- Implemented tools to improve efficiency, reduce waste and optimise processes including, Value Stream Mapping, Kanban events, Root Cause Analysis and 5S (Sort, Set in order, Shine, Standardise, Sustain).
- 2024 has seen further cohorts of Six Sigma Green and Black Belt training. We currently have 63 Green Belts and 9 Black Belts, with the first international Green Belt cohort in Brazil.

> "James Fisher has committed to achieving Net Zero by 2050, recognising the transition to a lower-carbon economy will require innovation, technology change and resources.

Read more on our LNG dual-fuel case study on pages 52+53

GHG Emissions (tCO_2e)[1]	2021	2022	2023	2024	% changed compared to 2023
Scope 1 and 2					
Scope 1	82,807	72,975	73,638	48,584	(34%)
Scope 2 Location Based	1,843	1,555	1,247	1,010	(19%)
Total Scope 1 and 2 (Location-based)	**84,650**	**74,530**	**74,885**	**49,594**	**(34%)**
Scope 3					
Category 1: Purchased goods and services	–	–	–	37,242	–
Category 1: Purchased water	1	14	8	6	(25%)
Category 2: Capital goods		–	–	1,869	–
Category 3: Fuel and energy-related activities	19,375	17,039	17,064	10,405	(39%)
Category 4: Upstream transport & distribution	–	–	–	10,373	–
Category 5: Waste	194	831	573	374	(35%)
Category 6: Business travel[2]	3,765	6,732	9,058	8,845	(2%)
Category 7: Commuting and teleworking	290	3,095	2,420	2,416	(0.2%)
Category 8: Upstream leased assets	19,003	30,534	34,202	39,995	17%
Total Scope 3	**42,628**	**58,245**	**63,325**	**111,525**	**n/a***
2024 Total Scope 1,2 and 3				**161,119**	

* New Scope 3 categories were added in 2024; therefore totals are not comparable year on year.

1. GHG Emissions data covers our updated reporting period January – December to align with financial reporting; for further details on the calculation methodology, see our SECR statement page 121.
2. Business Travel flight emissions 2024 methodology update: to ensure consistency with the latest available emissions factors, for 2023 and 2024, the DESNZ flight emissions factors now use an updated aviation multiplier, which considers the broader climate impact beyond CO_2 emissions; this has been reduced from 1.9 to 1.7.

The changes in methodology detailed in the SECR section of the report have resulted in a restatement of previous years' emissions.

Combined Scope 1 and Scope 2 location-based emissions make up 31 percent of our 2024 GHG emissions. Scope 3 emissions are 69 percent of our 2024 footprint, as illustrated in the table above. In 2024, we added three new categories to our Scope 3 calculations - purchased goods and services, capital goods and upstream transportation & distribution. We have used a spend-based approach and US EPA EEIO factors.

We have used a spend-based approach and US EPA EEIO factors.

In 2025, we are calculating the remaining relevant Scope 3 categories to set a complete Scope 3 baseline, which will inform our Net Zero plans.

Energy Intensity Ratio

The energy intensity of our vessels is measured internally, using the Carbon Intensity Index to align with the International Maritime Organization. Across the Group, we are tracking two emission-based intensity indicators and consumption-based intensity indicators. 2024 results are below:

- Scope 1 and 2 tCO_2e/FTE headcount: 31.4
- Scope 1 and 2 tCO_2e/£M revenue: 113.3
- Scope 1 and 2 MWh/£M revenue: 414.1
- Scope 1, 2 and 3 tCO_2e/FTE headcount: 102.1
- Scope 1, 2 and tCO_2e/£M revenue: 368.1

As a multi-sector business, using FTE and revenue £M allows consistency and comparability for the Group.

GHG emissions changes

Compared to our 2021 baseline, Scope 1 and 2 GHG emissions have reduced by 41 percent.

Our Scope 1 emissions vary due to the nature of our shipping activities. We use the operational control approach of the GHG Protocol, to distinguish between Scope 1 for operations under our control and Scope 3 when operated by a third party. We will introduce energy intensity ratios specific to shipping in 2025 to simplify the analysis of our annual carbon footprint variation.

Further Scope 1 emissions reductions stem from the redelivery of several chartered vessels before or during the reporting period.

The reduction in Scope 1 and 2 this year was predominantly due to the closure of our Subtech Europe entity in December 2023, removing the Subtech Swordfish vessel, which made up 16 percent of our total Scope 1 emissions in 2023.

Some Scope 1 emissions were reassigned to Scope 3 Category 8 when vessels were leased to third parties. This is mirrored by a 17 percent increase in Scope 3 Category 8 upstream leased assets.

We have had further emissions reductions primarily in Scope 3 due to divestments from RMSpumptools and Martek Marine in 2024. The divestments did not exceed our 5 percent restatement threshold for baseline GHG emissions data.

Scope 3 fuel and energy-related emissions have also seen a significant decrease partly due to the overall reduction in mobile fuel consumption in Scope 1.

For more information on our GHG footprint, please see the TCFD Metrics and Targets section on pages 64+65.

Sustainability continued

Partnerships

Our culture of shared success means that we seek out collaborations with customers, suppliers, and other industry players that align with our values and contribute to our shared vision for a sustainable future.

We have three initiatives under our Partnerships Pillar

These are

- Innovation
- Customers & Suppliers
- Governance

Innovation
Read more on page 51

Customers & Suppliers
Read more on page 51

Governance
Read more on page 51

Read more about our highlights on page 51

Highlights

Innovation

Trained over
170
colleagues globally in NPD Process

Launched intellectual property incentive programme to reward innovation

Grew the James Fisher
Engineering & Innovation Technical Network

Governance

90% Employees trained on Anti-Bribery and Corruption

Relaunched
Whistleblowing Speak-Up service

Relaunched the
Document Control Library

Reviewed and updated a range of policies to ensure a consistent approach

Data assurance review delivered

Customers & Suppliers

Established

Cross-divisional Supply Chain function

Central Procurement function for indirect goods/services

Sourcing Function in India to support our low-cost sourcing programme and offset commitments

Developed consistent standards and documents

Introduced a new global travel provider

Delivered
over £1 million
in external cost savings

400+ Suppliers
signed up to Code of Conduct

Piloted
Commercial Excellence
project and launched new framework

Innovation

In 2024 we launched a New Product Development (NPD) process across our Defence and Energy Divisions, ensuring business-critical opportunities are supported from idea to execution.

What we delivered in 2024

- Introduced a formal stage-gate approach to enhance decision-making for NPD.
- Implemented an NPD procedure to drive consistency and effective execution.
- Invested in our people, delivering a global training programme to upskill more than 170 colleagues globally.
- Engaged 270 colleagues globally on a Bitesize Briefing to provide an overview of NPD and the 2024 pilot programme.

Engineering and Innovation (E&I) Technical Network

We continued to evolve the James Fisher E&I Technical Network through four quarterly sessions across Divisions, Product Lines and geographies.

In these sessions we shared knowledge, expertise, and explored new and emergent technologies and industry trends to ensure we equip our technical talent with the skills and knowledge for the future.

Karen Adams, Head of Group Engineering and Innovation

Customers & Suppliers

We maintain our position as a trusted partner by strengthening our customer and supplier relationships to better understand and resolve complex industry challenges.

Our Customers

We are establishing a market-driven commercially focused organisation with the people, processes and systems in place to provide predictable, sustainable revenue and profitable growth.

What we delivered in 2024

- Piloted a Commercial Excellence project in the Energy Division, aligning our commercial and sales organisation with our customer markets.
- Introduced an organisational structure that will strengthen our sales pipeline process and align with our strategic objectives.
- Held our first Energy Division Sales Conference to embed the organisation, process and share learning.

Our Suppliers

Our suppliers are critical for sustainable growth and long-term resilience, enabling the Group to meet its current and ongoing customer expectations.

What we delivered in 2024

- Created a cross-Divisional Group Supply Chain Function.
- Established a Central Procurement Function for indirect goods/services.
- Established a Sourcing Function in India to support our low-cost sourcing programme and offset commitments.
- Developed a suite of standards and documents to support a consistent approach.
- Introduced a new global travel provider for a better, safer, and more sustainable travel experience.
- Rolled out the Supply Chain Code of Conduct and over 400 suppliers have signed up.
- Moved to 100 percent purchased renewable energy for all UK Product Lines out of contract in 2024.
- Delivered over £1m in external cost savings.

Governance

We believe that ethical leadership and effective stewardship, consistent with our valued behaviours are essential attributes for the Group's success.

What we delivered in 2024

- Delivered top-down training to nearly 90 percent of employees on anti-bribery and corruption, equipping them with the knowledge needed to uphold integrity across James Fisher.
- Finalised the design of the wider Group Governance framework and three-year implementation plan.
- Made progress on implementation of new and updated Group policies, standards, procedures and guidelines.
- Completed the implementation of our new document control framework and processes.
- Launched our central Document Control Library.
- Enhanced and raised awareness of our Whistleblowing Speak-Up service.
- Designed and implemented a new third-party risk mitigation strategy.
- Implemented new internal approval and reporting controls for gifts, hospitality, sponsorships and donations.
- Launched a new Supply Chain Code of Conduct.

Driving the change

Our commitment to sustainable shipping

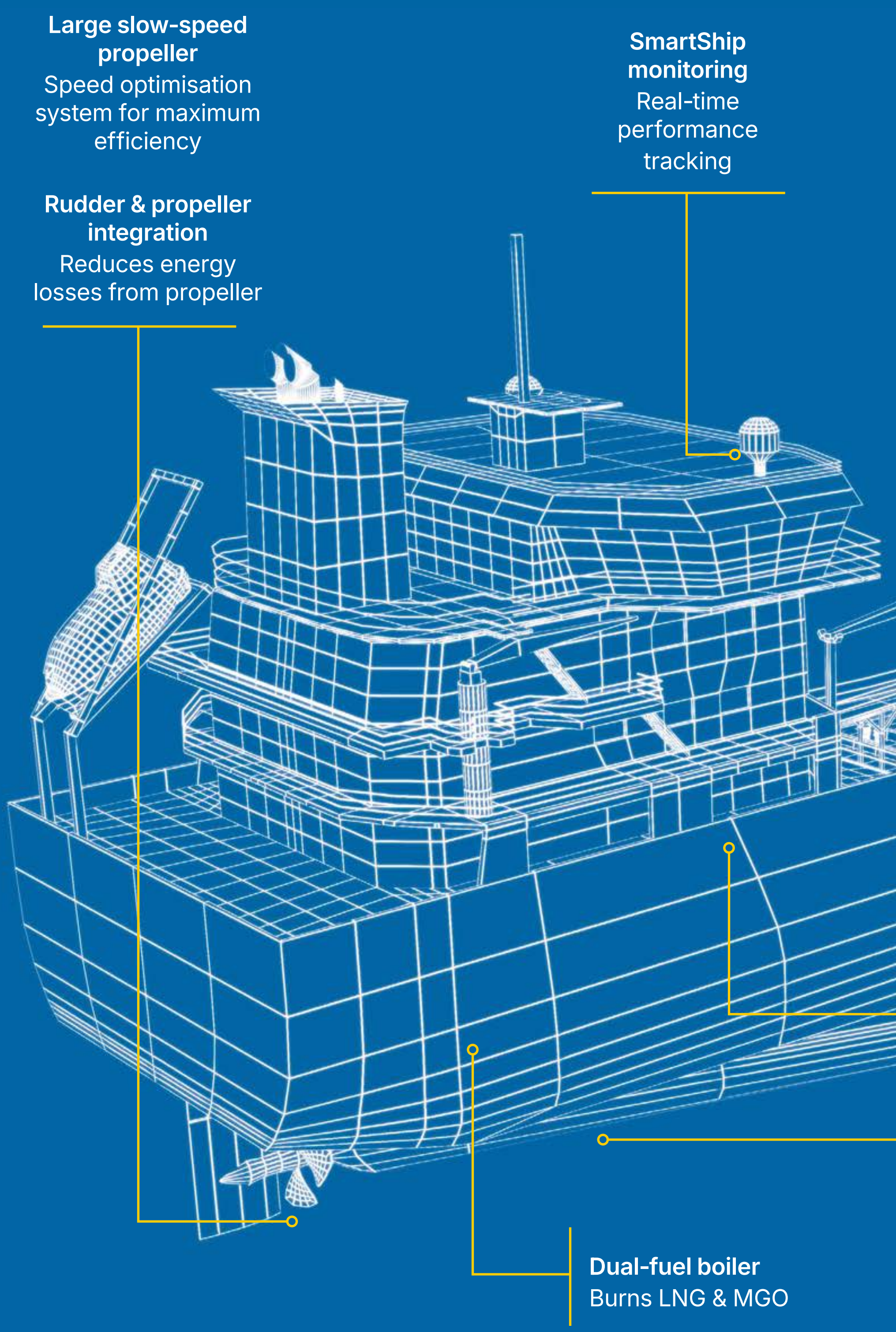
Decarbonising shipping is a multi-faceted challenge. While the shipping industry has committed to reach Net Zero by 2050 and regulation is gradually developing, alternative fuels and technologies remain costly and scarce.

The EU is currently leading the way with the introduction of Shipping in the Emission Trading Scheme and the FuelEU Maritime regulations designed to incentivise emission reduction initiatives and the use of greener grades of fuel.

Although only required for larger ships for now, James Fisher's Maritime Transport Division is developing decarbonisation strategies for its fleet of coastal tankers focusing on improving energy efficiencies through digitalisation and data analytics. In 2024, this led to route optimisation, hull cleaning and improved consumption levels.

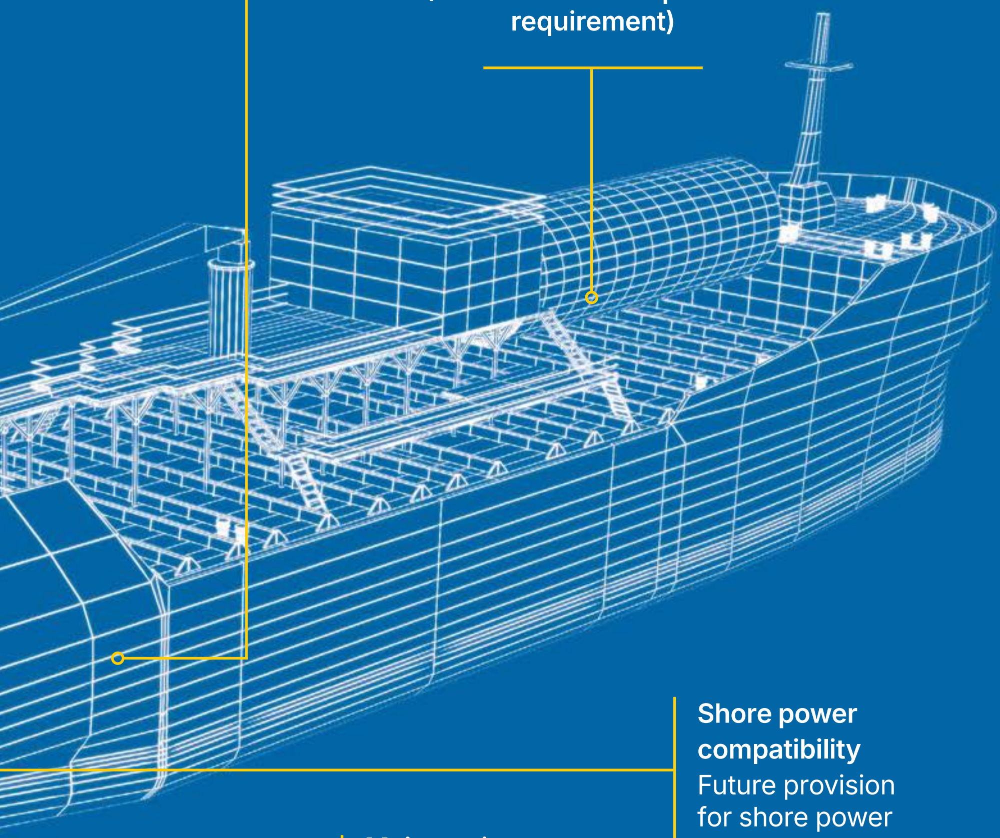
The Division also made the key decision to invest in four new LNG dual-fuel tankers, designed in partnership with FKAB Marine Design. With a cargo capacity of 6,300 cubic meters and a deadweight of 6,000 tonnes, the vessels are designed to operate on LNG and Liquefied Bio Gas (LBG), both of which are lower-carbon alternatives to traditional marine fuels.

This investment in LNG dual-fuel technology and an emissions abatement initiative is part of a broader strategy to modernise our fleet and meet our decarbonisation targets over the next twenty years. Our ongoing commitment to sustainability is reflected in our actions, which include sourcing low-carbon fuels, integrating energy-efficient technologies and continuously improving our operational processes.



Case Study

Long-term commitment to fleet decarbonisation



Highlights

Cleaner, flexible propulsion

LNG Dual-Fuel

Propulsion technology

Energy-efficient illumination

100%

LED Lighting

High efficiency and low emissions

Wärtsilä

25DF Engine

Recovers energy, boosting efficiency

Waste heat recovery

Reduced drag & fuel consumption

Optimised hull design

Sustainability continued

TCFD disclosures

James Fisher and Sons plc (the Company) and its group of companies (the Group) has prepared its 2024 climate-related disclosures in accordance with UK Listing Rule 6.6.6(8) and in compliance with section 414CB of the UK Companies Act 2006 (the Companies Act).

The Group considers its climate-related disclosures set out below to be consistent with the 11 recommended disclosures of the Task Force on Climate-related Financial Disclosures (TCFD).

Achieving our emissions target remains a key strategic priority for James Fisher. This year, the Group has evolved its understanding of its climate-related impacts, and ways in which the business can account for climate in business decisions.

This has included the expansion of our Scope 3 footprint, as well as progressing with an internal carbon pricing (ICP) strategy. These activities help to build upon the Group's understanding of its full value chain footprint and appraising decarbonisation opportunities.

This year we increased the proportion of primary data for Scope 1 and 2 calculations and included three new Scope 3 categories (purchased goods and services, capital goods and upstream transportation and distribution). This means we can better understand and reduce emissions across the value chain.

In 2025, we aim to further enhance the integrity and analysis of our data to uncover additional opportunities for improving energy efficiency. Alongside this, we intend to continue developing our supplier engagement strategy and further a specific decarbonisation trajectory for our Divisions that could support the broader energy transition.

In 2024, we also began the development of our internal carbon pricing (ICP) strategy which has been supported by the Executive Committee. Whilst the Group is not currently subject to any carbon-pricing mechanisms, we recognise that the application of an internal carbon price in decision-making can help to direct capital towards climate mitigation and adaptation.

In 2025, we intend to roll out pilot studies across different business functions with the aim of gradually increasing the use of ICP across the business.

TCFD recommended disclosures

Governance. Disclose the organisation's governance around climate-related risks and opportunities.	a) Describe the Board's oversight of climate-related risks and opportunities. **Status:** Disclosed. Page 55 b) Describe managements role in assessing and managig climate-related risks and opportunites. **Status:** Disclosed. Pages 55 to 56
Strategy Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.	a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term. **Status:** Disclosed. Page 58 b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning. **Status:** Disclosed. Pages 58 to 63 c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario. **Status:** Disclosed. Page 62
Risk Management Disclose how the organisation identifies, assesses, and manages climate-related risks.	a) Describe the organisation's processes for identifying and assessing climate-related risks. **Status:** Disclosed. Page 63 b) Describe the organisation's processes for managing climate-related risks. **Status:** Disclosed. Page 63 c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management. **Status:** Disclosed. Page 63
Metrics and Targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. **Status:** Disclosed. Pages 64 to 65 b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks. **Status:** Scope 1 and Scope 2 emissions disclosed. Scope 3 emissions categories 1- 8 are disclosed. The remaining material categories are being reviewed in 2025. Pages 66 to 67 c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets. **Status:** Scope 1 and Scope 2 climate targets disclosed. Scope 3 targets are in process and are intended to be set once the Group fully understands its Scope 3 footprint, which is expected to be end of 2025. Pages 64 to 65, 67

Governance

The Sustainability governance structure has been strategically aligned with Group governance to promote integration and facilitate communication on sustainability and climate-related issues. In practice, climate considerations are included in the following ways:

- The Board is involved in sustainability-related matters through direct updates on the performance against the Group's strategy.
- Product Line teams are engaging through stakeholder steering teams focused on driving accountability and alignment with Group objectives.
- Implementing a Group-wide feedback cycle of regular sustainability monitoring and reporting to enable continual improvement.

Board oversight of climate-related risks and opportunities.

The Board is ultimately responsible for the Company's climate change strategy and monitors progress toward achieving climate-related targets. Climate-related risks and opportunities are considered as part of the Board's strategic decision-making, including setting the Group's direction, evaluating major investments, and approving capital expenditure. Implementation of the climate strategy, including the management of associated risks and opportunities, is delegated to the CEO. The Board is also informed through Executive-level and management-level updates on the Sustainability Strategy. This includes an annual review of progress on the strategy, incorporating updates on progress against the Group's goals and targets for addressing climate-related issues, and reviewing and approving these climate-related disclosures as part of the wider annual report approval process. For example, a topic raised during 2024, through our Executive Committee and due for Board review in 2025, concerns our internal carbon pricing process.

To embed sustainability into core business processes, the Board is overseeing the integration of ESG criteria into the Group's broader decision-making framework. This initiative focuses on incorporating GHG emissions, energy efficiency, and broader sustainability impacts into evaluations of capital expenditure, acquisitions, and divestitures.

Executive and management's role in assessing and managing climate-related risks and opportunities

There are various governance structures in the organisation including the Executive-level management committees such as the Executive Risk Committee and the Sustainability Committee, that support the management of the Sustainability Strategy. In addition, there are several Group Support Functional Leads that have management responsibility for the strategy.

Executive Committee

The Executive Committee meets monthly, is chaired by the CEO and includes the Chief Financial Officer, Divisional Heads, and other senior leaders. It is responsible for daily Group operations and supporting Executive Directors in their Board-delegated authority. Effective January 2024, the Chief Technology Officer joined as an additional member of the Committee.

Executive Risk Committee

The Executive Risk Committee meets bi-annually to monitor the Group's principal risks, including climate change. The Risk Committee is made up of Executive Directors and the heads of functional teams. Responsibility for identifying, assessing and monitoring climate-related risks principally sits with the Executive Risk Committee, but it is the responsibility of each functional head to provide a report that identifies any matters in their functional area which relate to the Group's principal risks and uncertainties, or individual Divisions' risk registers (including climate-related matters). Committee meetings are reported to the Board via the Executive Directors and any key issues raised are discussed at meetings of the Board. The Committee reviews the following matters twice a year:

- Effectiveness of the Group's risk management framework.
- Risk appetite recommendations.
- Emerging and principal risks across Divisions and Functions, including climate-related risks.

The Risk Committee also ensures that a robust assessment of the principal and emerging risks facing the Group has been undertaken annually.

Executive Sustainability Committee

The Sustainability Committee, a sub-committee of the Executive Committee, supports the CEO in shaping and recommending the Group's Sustainability Strategy to the Board. The Sustainability Committee is tasked with developing and implementing the Group's Sustainability Strategy, including its climate-related components, with input from local management. The Sustainability Committee drives the Group's Sustainability Strategy and Roadmap, aligning governance, risk management, and operations.

Key aspects include:

- Setting and recommending to the Board, via the CEO, the Group's Sustainability Strategy.
- Stakeholder engagement through Divisional steering teams to ensure ESG-related accountability.
- Regular sustainability monitoring and reporting to support improvement

Internal Audit Function

The Group's Internal Audit function, outsourced to PricewaterhouseCoopers (PwC LLP), has key responsibilities, namely conducting audit assurance across operational, compliance, financial, and climate-related risks. The annual Internal Audit Plan is risk-assessed, reviewed, and approved by the Audit and Risk Committee. PwC reports audit findings, recommendations, and implementation progress at all scheduled Audit Committee meetings. An Internal Controls Function was established in 2022, led by external advisers BDO LLP. This function implements the annual risk evaluation process and the internal control and risk management review questionnaire process with the individual Product Lines. Within this review, climate risks and opportunities are considered as an integrated part of the procedure.

Group Support Functions

The Group's Support Functions support the Product lines and Divisions. Each functional team reports to or is led by a member of the Executive Committee. the Board retains an oversight role and receives regular reports on key issues from the following functional areas:

- Strategy and sustainability matters, including climate strategy risks and commitments, from the Head of Sustainability, Communications and Marketing.
- Legal and regulatory matters from the Group General Counsel.
- Financial, tax and treasury matters from the Chief Financial Officer.
- People and Human Resources (HR) matters from the Chief HR Officer.

Sustainability continued

Group Divisions

Divisions and Product Lines, are responsible for managing their risk registers, including climate-related risks, and reporting on sustainability matters through Group Committees and reporting cycles, with recommendations for risk management improvements. They regularly report principal and emerging risks, along with mitigation activities, to the Risk Committee.

Reporting structures, illustrated in the table below, ensure climate-related risks and opportunities are communicated to the Board, stakeholders and committees, supporting effective management.

Incentives and Executive Leadership

The Group has tied Executive remuneration to sustainability objectives since 2022, ensuring alignment with stakeholder interests and progress on climate-related initiatives.

For 2024, the Remuneration Committee has introduced a performance condition within the Long-Term Incentive Plan (LTIP) tied to the Group's ambition to transition to Net Zero by 2050. Specifically, the payout of this LTIP element will depend on achieving targets for absolute reductions in Scope 1 and Scope 2 greenhouse gas (GHG) emissions over the three financial years from 2024 to 2026.

Following shareholder engagement on the Remuneration Policy and its implementation for 2024, the strategic element (which includes this sustainability metric) has been weighted at 20 percent as the maximum opportunity for each participant, with the sustainability metric comprising one-third of this weight. Threshold performance, below which the sustainability element will lapse entirely, has been set at an 18 percent reduction in Scope 1 and Scope 2 GHG emissions compared to the 2021 baseline.

At the threshold level, 25 percent of this element will pay out, with payouts increasing on a straight-line basis to 100 percent for achieving at least a 21 percent reduction.

The weighting and targets for this metric will be reviewed in future cycles to ensure they are appropriately balanced with other key performance indicators and remain effective in driving the behaviours necessary to deliver the Group's sustainability ambitions.

Incentives are being reviewed to strengthen ESG-related metrics across operational levels, supported by the newly appointed Group Head of Reward.

Overview of our Governance Framework for Climate-Related Matters

The following structures hold key climate-related responsibilities and form part of the communication channels to inform the Board, stakeholders and committees on climate risks:

Board Level		
Audit and Risk Committee Monitors effectiveness of the Company's risk management controls and the TCFD disclosures.	**Remuneration Committee** Aligns the management incentives to the ESG strategy.	**Nomination Committee** In reviewing Board composition, it ensures that the Board includes ESG experience and expertise.
Executive Level		
Executive Committee Reviews sustainability-related material and periodically discusses climate-related issues.	**Executive Risk Committee** Reviews climate-related risks as part of its overall risks remit.	**Executive Sustainability Committee** Meets to monitor and report all climate-related risks and opportunities.
Management Level		
Internal Audit Function Conducts audit oversight for climate related risks.	**Group Support Functions** Supports the Group Product Line. Each functional team reports to or is led by a members of the executive committee	**Group Divisions** All manage their own risk register and report on principal; risks and mitigating activities to the Risk Committee.

Strategy

Our approach to strengthening climate resilience

The Group recognises the critical importance of addressing the global climate crisis and is committed to playing its part in the transition to a low-carbon economy. We view climate change as a central consideration in our strategic planning and decision-making processes.

To better understand how the Group may be impacted by climate-related risks and opportunities, in 2022 we undertook a comprehensive climate scenario analysis. Conducted in partnership with SLR Consulting, a leading external specialist, this analysis has assessed the potential impacts of varying climate scenarios across different time horizons. The insights gained have been instrumental in enhancing our understanding of climate-related challenges and opportunities, enabling us to strengthen the Group's resilience to climate change.

One example of how we are translating this understanding into action is the implementation of an ICP strategy. This approach reflects our commitment to embedding climate considerations into our operations and ensuring alignment with our long-term sustainability goals.

Looking ahead, we intend to refresh our qualitative and quantitative scenario analyses in 2025, aligning with UK guidance on the frequency of such assessments. This re-assessment is expected to build on our previous work, with a view to ensuring that the Group remains well prepared to navigate the financial and operational challenges posed by climate change.

Climate Scenario Analysis Process

Comprehensive Assessment Approach

Our scenario analysis followed a dual-phased approach, comprising qualitative and quantitative evaluations:

1. Qualitative Assessment:
- Identified climate-related risks and opportunities were evaluated across three time horizons and three climate scenarios. (See pages 59-61)
- Scoring was informed by data sets, desk-based research, and interactive sessions with Group Executives and Division Leaders.

2. Quantitative Assessment:
- The focus was on modelling the financial impact of key value drivers and impact pathways related to the most significant climate-related risks and opportunities.
- Projections were made for how changes in these value drivers would affect the Group's performance under different climate scenarios.

Outcomes and Integration

The results of this process were shared with the Board and key stakeholders across the Group. The insights derived are being actively used to:

- **Inform climate-related target setting:** The Group currently has climate targets that are aligned with SBTi criteria. However, we are monitoring emerging climate regulation that may change the suitability of another target-setting framework, such as the IMO.
- **Develop metrics to monitor material risks and track performance:** James Fisher monitors its climate performance through several specific metrics. A recent additional metric that aligns with an emerging opportunity is the revenue association with low-carbon services.
- **Guide strategic decision-making processes:** Using the climate assessment to engage with Divisions, and by translating the effects of climate change into financial terms, James Fisher is better positioned to make informed decisions that could affect climate resilience.

Qualitative Scenario Analysis Process

Our qualitative scenario analysis was conducted using a structured and methodical approach:

1. Initial Risk and Opportunity Identification:
- Peer reviews, desk research, and interviews with Divisional teams were used to identify a comprehensive list of climate-related risks and opportunities.
- Initial sensitivity and adaptive capacity scores were assigned to these risks based on preliminary findings.

2. Stakeholder Engagement:
- Workshops and surveys with Executives and Division Leads refined the risk and opportunity list and validated sensitivity and adaptive capacity scores across Divisions.

3. Vulnerability Assessment:
- Building on the refined shortlist of climate risks and opportunities, exposure, sensitivity, and adaptive capacity data informed a vulnerability score for each identified risk and opportunity.

4. Likelihood and Magnitude Scoring:
- Likelihood and magnitude were assessed over three time horizons and three climate scenarios using data from globally recognised sources, including the NGFS (Network for Greening the Financial System) Scenario Explorer. See page 58 for more details. See website www.ngfs.net/ngfs-scenarios-portal/data-resources/.

5. Risk and Opportunity Prioritisation:
- Risks and opportunities were ranked based on aggregated scores for likelihood, magnitude, and vulnerability. This ranking informed strategic priorities and mitigation efforts.

The findings, detailed on pages 59-61, categorise risks aligned with the Task Force on Climate-related Financial Disclosures (TCFD) framework, including physical (acute and chronic), policy and legal, market, technology, and reputational risks. Each category encompasses specific risk drivers with potential impacts on the Group. For additional details on our risk scoring methodology, please refer to the Risk Management section on page 70.

Sustainability continued

Timeframes and Climate Scenarios

James Fisher's climate scenario analysis is aligned with its risk management framework and long-term strategic planning:

- **Short term:** 0–1 year
- **Medium term:** 1–5 years
- **Long term:** Over 5 years (up to 2050)

These timeframes ensure consistency in integrating findings into broader business strategies. Notably, the long-term horizon extends to 2050, recognising the increasing relevance of climate risks over time.

To ensure our assessment was comprehensive and provided insights into different climate eventualities, the analysis utilised scenarios from reputable sources, including the NGFS, IPCC WGI Interactive Atlas, and the World Bank Climate Change Knowledge Portal. Each scenario reflects varying levels of projected global warming, enabling the Group to evaluate a wide range of potential outcomes and prepare accordingly

Interpreting the results

The analysis employs a colour-coded risk scoring system (ranging from 'low' to 'very high') to represent the most significant risks within each category. Our risk scoring framework is depicted on the following page with details of our scoring methodology. These scores evolve across various time horizons and climate scenarios, offering a directional view of expected risk impacts. These scores are depicted as a matrix for each risk category.

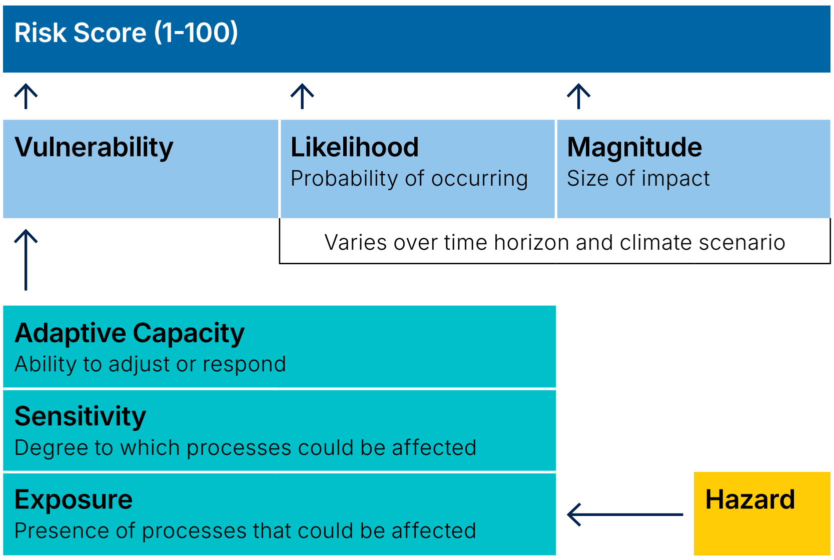
The qualitative scenario analysis conducted in 2022 remains relevant. Consequently, both the results of the analysis and the Group's risk position remain stable. However, we intend to refresh our qualitative and quantitative scenario analysis during 2025. The Group's decision to invest in four more new LNG dual-fuel tankers demonstrates our commitment to aligning strategic planning with climate considerations to inform decision-making. For more information on this, please see the Driving the Change section, pages 52-53. Additionally, further examples of how key climate risks and opportunities are being managed are included on page 63.

The NGFS climate projections used are derived from the following representative scenarios:

Scenario name	Orderly Transition	Disorderly Transition	Hot House World
Description	Net Zero 2050 limits global warming to 1.5°C through stringent climate policies and innovation, reaching global Net Zero CO2 emissions around 2050.	Delayed transition assumes annual emissions do not decrease until 2030. Strong policies are needed to limit warming to below 2°C. Negative emissions are limited.	Current policies assume that only current implemented policies are preserved, leading to high physical risks.
Temperature rise by 2100	1.4-1.6°C	1.7-1.8°C	2.9°C+

Note: totals may not add up due to rounding.

Risk scoring approach



Risks and opportunities are scored:

Across three scenarios: Orderly Transition, Disorderly Transition and Hot House World scenarios (NGFS)

Over three time horizons: Short term, medium term and long term

Key

Low | Moderate | High | Very High

Physical (acute & chronic)

Context

Marine and coastal operations are globally distributed (e.g. North Sea, Mediterranean, Middle East, Caribbean, Indian Ocean, and Eastern Pacific) and physical climate-related hazards will vary by location (e.g. tropical, and extratropical storms, sea-level rise and storm surges, wave climate, and heat stress).

Whilst we have not experienced any climate-related incidents to date, in the medium to long-term timeframes (one to five+ years), the frequency and severity of climate hazards may change this. Additionally, there may be opportunities for James Fisher to become a specialist in providing operations and services in extreme conditions.

Significant Risks

- Extreme weather events impacting marine and coastal operations.
- Climate-related hazards impacting facilities and offices.
- Supply chain disruption from climate-related hazards delaying service provision.
- Changing wind speed and storm conditions increasing risk exposure.
- Changing length and/or severity of seasons impacting operations and service provision.

Group Risk

	Short term (<1)	Med term (1-5)	Long term (>5)
Orderly	Moderate	Moderate	High
Disorderly	Moderate	High	Very High
Hot House	Moderate	High	Very High

Response options and opportunities

- Undertaking location and operation-specific physical climate risk assessments and developing suitable bespoke response measures.
- Extreme weather protocols are maintained and regularly updated by the Maritime Transport Division, helping to ensure continued safe operation in changing climates. James Fisher aims to continue developing next generation health and safety protocols and specialising in providing operations and services under extreme climate conditions.
- Using bunker software to track relationship between increased climate hazards and time spent sheltering in ports for James Fisher vessels.
- Extending provision of maintenance and repair services to accommodate increasing client demand as a result of asset damage due to the manifestation of physical climate risks.

Policy and legal

Context

Sustainability and climate-related regulations are increasingly shaping our markets, with further legislation anticipated. This presents potential risks, including stricter compliance requirements, higher costs and increased litigation.

Carbon pricing mechanisms could include more sectors and geographies. The expansion of the UK's Emissions Trading Scheme from 2026 to domestic shipping has been assessed, with minimal risk identified.

We expect these risks to materialise over the medium to long term, but there may be benefits to proactive compliance.

Significant Risks

- Regulatory pressure on carbon-intensive industries increasing costs.
- Carbon prices increasing direct costs.
- Revoking of permits for failing to meet standards reducing revenue.
- Litigation, if environmental regulations are breached, impacting brand and adding costs.

Group Risk

	Short term (<1)	Med term (1-5)	Long term (>5)
Orderly	High	High	Very High
Disorderly	Moderate	High	Very High
Hot House	Low	Low	Very High

Response options and opportunities

- The Sustainability Committee monitors regulatory changes and is driving progress on climate transition planning. Maritime Transport Division ensures shipping-related updates are communicated to maintain compliance.
- Providing responsible stewardship of oil and gas service provision and maintaining climate-responsible oil and gas service lines.
- Tracking metrics for renewables revenue streams versus other areas. Increasing revenue from low-carbon aligned activities and reviewing revenue targets for direct involvement in carbon-intensive activities.
- Delivering the Sustainability Strategy and investing in energy transition capabilities and technologies.
- Reducing emissions across the Group and achieving Net Zero status by 2050.
- Setting Scope 3 baseline and strengthening supplier relationships to enable future reductions.
- Introduction of Internal Carbon Pricing to put a financial value on GHG emissions to drive positive change.

Sustainability continued

Key

Low Moderate High Very High

Technology

Context

Advancements in renewable energy technologies are accelerating the growth of renewables. The Group recognises the need for engagement in the energy transition to capitalise on opportunities. These depend on the extent of global action on climate change, and the Group's ability to adapt.

Early adopters of renewable and low-carbon technologies are likely to benefit from enhanced access to capital, cost-saving efficiencies, and revenue growth. Maintaining agility will be critical to remaining competitive.

Significant Risks

- Renewable/green energy technologies becoming more competitive, decreasing demand for and revenue from traditional technologies.
- Competitors gaining market share.
- Missed opportunities from delayed investment into low-carbon technologies.

Group Risk

	Short term (<1)	Med term (1-5)	Long term (>5)
Orderly	High	High	High
Disorderly	Moderate	Moderate	High
Hot House	Moderate	Moderate	Moderate

Response options and opportunities

- Continuing growth and expansion of Renewables (JFR) and associated service lines e.g. such as implementing cutting-edge (DAS and DTS*) to reduce the number of vessels undertaking routine subsea surveys.
- Exploring partnerships with low-carbon technology providers.
- Introducing Lifecycle analysis as part of product research and development to reduce indirect emissions.
- Adopting green energy technologies for reducing costs, increasing efficiencies and safeguarding.
- Capitalising on environment-related internal initiatives and rolling out best practice.
- Chief Technology Officer to integrate sustainability into our New Product Development process.

Market

Context

Divisions face varying degrees of exposure to market-related transition risks and respond to macroeconomic factors such as fluctuations in oil and gas prices, supply, and demand. These have the potential to play a disruptive role over the medium to long term.

The Group's sensitivity to these risks varies across Product Lines, reflecting differences in value chain positioning. Transitioning fossil fuel markets, such as declining oil reliance alongside growing natural gas demand, may create favourable conditions, while reduced oil and gas investment could pose challenges. Such shifts also open new opportunities in remediation services and renewable energy markets, where rapid growth presents significant potential.

Significant Risks

- Energy and fuel price volatility increasing operational costs.
- Sensitivity to oil and gas markets and impact on demand and revenue.
- Uncertainty surrounding evolution of global energy mix, potential for high capital costs.
- Changes in customer behaviour demanding climate-engaged service providers, leading to reduced market share and lower revenue.

Group Risk

	Short term (<1)	Med term (1-5)	Long term (>5)
Orderly	Moderate	Very High	Very High
Disorderly	Moderate	High	Very High
Hot House	Moderate	Moderate	High

Response options and opportunities

- Enhancing business segments in new and growing market opportunities, such as renewables service lines, and meeting the growing demand for chemical cargo carriers.
- Growing maintenance and repair service lines for assets that will experience damage under climate change.
- Diversifying operations and services to avoid reliance on, and over-exposure to, volatile markets.
- Collaborating with partners in emerging markets to safely secure increased market share by providing unique specialised services (e.g. partnering with onshore and offshore wind turbine developers set to benefit from increasing public commitment to renewables growth).

Key

Low · Moderate · High · Very High

Reputation

Context

Customers and investors are increasingly prioritising companies that demonstrate robust sustainability and climate-related strategies aligned with national and international standards. This growing emphasis is expected to influence the Group over the medium to long term (one to five+ years), as stakeholders continue to elevate their expectations for corporate environmental responsibility.

Reputation risks may arise if the Group's climate strategies are perceived as insufficiently ambitious or misaligned with evolving stakeholder demands. Conversely, maintaining a positive brand reputation, supported by transparent and realistic sustainability initiatives, strengthens the Group's position in competitive tenders and aligns with broader market trends.

Significant Risks

- Decreased competitiveness from weak sustainability and climate-related credentials leading to reduced market share.
- Negative perceptions of involvement with carbon and energy-intensive industries leading to a downturn in investor interest and decreased market share and access to capital.

Group Risk

	Short term (<1)	Med term (1-5)	Long term (>5)
Orderly	Moderate	High	High
Disorderly	Moderate	Moderate	High
Hot House	Moderate	Moderate	Moderate

Response options and opportunities

- Aligning sustainability and climate reporting with international disclosure standards such as the SECR, SFDR, EU Taxonomy, SBTi, IFRS, TPT and TCFD.
- Publishing ambitious and realistic climate targets, such as Group-wide emissions reduction targets, and committing to regular progress reporting.
- Demonstrating that James Fisher is a sustainable business with a vision of moving toward a low-carbon future by preparing the Group's Climate Transition Plan.

Climate-related opportunities

Products and Services

- Increasing demand for services resulting from negative impacts of climate change.
- New service opportunities from low-carbon transitions and low-carbon infrastructure. For example, in 2023 we began using LCA to understand product emissions with the aim of avoiding emissions to guide product development and support industry-wide transition to a low-carbon economy.
- New revenue stream from emerging technologies.
- Regulatory pressure increasing demand for emissions reduction services.

Markets

- Growth of renewable and green technologies.
- Changing physical climate conditions growing market size.

Energy

- Energy use reduction strategies and rolling out best practice. For example: responsible procurement practices such as progressing to 100 percent renewable purchased energy across UK Product Lines, investing in energy-efficient Company vehicles, and instilling a culture of making good decisions in our day-to-day behaviours, for example installing signage around our offices/sub-stations, reminding staff to turn off lights and equipment when not in use.

Resource Efficiency

- Capitalising on more circular business models to improve product and resource efficiency. For example, Lean principles and tooling are in place across 100 percent of our Product Lines and we have 63 trained Six Sigma Green Belts and 9 Black Belts all working toward sustainable change.
- Adopting new technologies and digital approaches to gain efficiencies. For example, through the application of our core technology there is significant opportunity to reduce travel to/from assets, and comprehensive monitoring systems will help identify operational efficiency opportunities.
- Reviewing and maximising vessel utilisation efficiencies. For example, use of bunker software which produces optimum speed based on 'coach data' and use of fuel enhancer - a biofuel-based additive that can be mixed directly with fossil fuels to reduce fuel consumption and emissions. Trials to validate the reduction opportunity are due to begin.

Resilience

- Extending carbon reduction strategies across the Group.
- Extending the scope of the Environment Forum, promoting peer learning and inclusivity.
- Establishing recognised sustainability and climate credentials.
- Reviewing and diversifying supply chain providers, ensuring business continuity. This work is currently underway with our Head of Group Supply Chain.

Sustainability continued

Quantitative Scenario Analysis

Building on the qualitative assessment, the Group also undertook a quantitative analysis of selected climate-related risks and opportunities to estimate the financial implications of climate change. The purpose of this assessment was to understand how climate-related influences (the value driver behind the risk or opportunity) may impact future revenues and costs, using assumptions about climate and macroeconomic conditions from defined climate scenarios.

This inaugural assessment helped to better understand our environmental risks and impacts, but through further engagement has highlighted the importance of ensuring that the data and methodologies used are robust and are grounded in the context of our business. In addition to the Group's increasing maturity on climate awareness, we are also aware of more developed data sets that have emerged.

As such, we are prioritising reconducting a quantitative climate scenario analysis next year and will leverage this data alongside engagement with Divisions to ensure the results are meaningful and can be integrated into financial planning.

Climate resilience assessment outcome

The future holds a range of potential outcomes that could impact our business in various ways. For instance, in scenarios with lower warming, regulatory changes and energy price stability will be primary concerns. Conversely, in higher warming scenarios, our vulnerability to service disruptions from physical climate hazards will increase. By assessing a broad spectrum of indicators, we ensure that our outcomes encompass the full range of potential impacts.

We intend to refresh our qualitative and quantitative scenario analysis every three years to incorporate up-to-date climate scenario data. Based on our current scenario analysis, the Group considers itself resilient to the risks posed by climate change.

As a company, we are equipped to support both Orderly and Disorderly transition scenarios through our services, which include fostering the growth of the renewable energy sector (e.g. offshore wind power), responsibly decommissioning redundant oil and gas assets, and maintaining and repairing assets exposed to extreme climate conditions.

Our existing operations and safety controls position us to withstand significant disruptions from physical climate hazards, and we are expected to remain resilient even in a Hot House World scenario where physical risks are most severe.

Embedding climate considerations into business, strategic and financial planning

James Fisher is in the process of integrating climate further into its budgetary and strategic planning, using insights from the climate scenario analysis. This is an important step as it helps direct capital towards climate mitigation and adaptation.

The Group recognises the growing strategic importance of aligning climate considerations with long-term business planning. In the shipping industry, regulatory developments such as the International Maritime Organization's (IMO) Revised GHG Reduction Strategy (MEPC80/2023), alongside regional measures from the European Union and the UK, are accelerating the push towards decarbonisation.

Anticipating these shifts, James Fisher has proactively sought to position itself within more sustainably orientated markets. We have invested in four more LNG dual-fuel IMO II tankers and are actively exploring investment opportunities in LNG bunker operations. These initiatives are designed to meet the increasing demand for lower-carbon services, such as chemical transport. For more information, see the 'Fuelling the Future' section, page 47

As part of our ongoing efforts to enhance decision-making processes and integrate innovative practices, James Fisher is exploring new methodologies to improve our operations by exploring the introduction of an ICP strategy. The Group is taking a phased approach by testing the potential application in pilot studies for the Maritime Transport Division. As part of this initiative, we are testing what a suitable price would be to help manage risk as well as incentivise decarbonisation investment within project proposals. As a next step we will assess opportunities to review this across the business and roll out more widely.

Next steps to further integrate climate

As we continue to evolve our strategy, James Fisher is committed to building on the insights gained from this analysis:

- We intend to refresh our scenario analyses in 2025, ensuring our understanding of risks and opportunities remains current.
- Transition planning is a growing component of the Group's Climate Strategy. Following a gap analysis conducted against the Transition Plan Taskforce (TPT) guidelines, the Group is considering its climate transition planning. The results of this analysis are expected to shape strategic initiatives throughout 2025. By continuing to assess and address climate-related risks and opportunities, James Fisher remains committed to fostering resilience, seizing growth opportunities, and supporting the global transition to a low-carbon economy.
- We aim to use insights to inform a more detailed decarbonisation roadmap for the Group in 2025. The purpose is to help guide decision-making, inform financial planning, and contribute to achieving our sustainability targets.

Climate Risk Identification, Assessment, and Management

Identification and assessment framework

Climate change risk management is incorporated into Group-wide risk processes as opposed to being identified, assessed and managed as part of a separate, climate-specific process.

The Group's internal control and risk management framework comprises a structured system of policies, procedures, and organisational processes designed to align risk exposure, including climate-related risks, with the Group's strategic objectives and risk appetite.

Climate Scenario Analysis Methodology

Qualitative climate scenario analysis (see page 57) is a key component of our overall risk management framework. The outcomes supplement the Group's understanding of climate issues, whilst the granular insights inform the relative significance of climate-related risks and required actions in the short to long term to mitigate and adapt.

The risk-scoring methodology considers vulnerability, which is a function of exposure (an evaluation of the presence of operations in vulnerable settings), sensitivity (a measure of predisposition to climate hazards), and adaptive capacity (an indication of the ability to mitigate or adapt to risks). The overall risk score is a combination of vulnerability, likelihood, and magnitude of impact, each determined within a five-point scale. Each risk is scored across these criteria under each timeframe and climate scenario as outlined on page 58. The opportunity-scoring methodology also uses a five-point scale but considers the potential size of opportunity and the capacity to execute them. This scoring methodology aligns with the Group risk management process to support the integration of climate considerations across the business.

Unlike other business risks, climate risks are characterised by high levels of uncertainty regarding future climate conditions and their potential impacts. Therefore whilst this forward-looking approach allows the Group to understand emerging impacts, test sensitivities and refine strategies to strengthen long-term resilience, our overall position in relation to climate is stable. In 2025, we intend to incorporate quantitative insights into our assessment and that will feed into the financial decision-making process.

Implementing management measures and controls

The Group risk management processes are aligned in the same period as its strategic review. This means business risks, including climate-related risks and opportunities, are integrated into the Group's strategy discussions and operating processes. As part of this process each Division reviews and presents a five-year strategic outlook to the Board.

The Group's decision to invest in four new LNG dual-fuel tankers demonstrates our commitment to align strategic planning with climate considerations to inform decision-making. For more information on this, please see the Driving the Change section, pages 52 to 53.

Additionally, further examples of how key climate risks and opportunities are being managed are included on pages 46 to 47.

Dual Approach for Risk Management

Top-down approach	Bottom-up approach
1. Risk Committee Oversight The Executive Risk Committee consolidates risks identified at the Product Line level, along with inputs from Functional teams and external macroeconomic and environmental factors. This process enables the Committee to assess the materiality of climate-related risks and recommend appropriate actions (mitigation, transfer, acceptance, or control).	**1. Quarterly Business Reviews** Each Product Line conducts quarterly reviews, creating a platform for discussing and reporting current and emerging risks, including climate related risks and corresponding mitigation strategies. Updates are communicated to the Risk Committee via Divisional reports.
2. Board and Committee Reviews Risk registers undergo thorough reviews by Internal Audit, the Risk Committee, and the Board. These registers inform the Group's principal and emerging risks, their management strategies, and the alignment of risks with Group objectives. Principal risks are revisited during regular Board meetings, with deep-dives conducted biannually.	**2. Annual Risk Evaluation** Product Lines undertake an annual assessment to identify significant operational and financial risks, including climate-related risks, considering pre and post-mitigation. Inputs include industry data, market intelligence, and historical insights, combined with management judgement.
3. Board Reporting The Risk Committee and Executive Directors report findings from the bottom-up and top-down approach to the Board and Audit Committee, ensuring a holistic perspective on risk management.	**3. Divisional Self-Assessments** Division Leads complete an annual review of internal controls and risk management, evaluating operational compliance with Group policies, legal requirements, and applicable regulations. This exercise helps identify risks, define mitigation strategies, and ensure effective controls are in place.
	4. Internal Audit Oversight Internal Audit provides independent oversight via biannual reviews, ensuring Divisional risk registers are current and most significant risks are reviewed periodically by the Executive Committee.

Sustainability continued

Metrics and Targets

In line with the growing urgency to limit global warming to 1.5°C by 2050, as set out in the Paris Agreement, James Fisher has committed to a Net Zero target for our operations by 2050. Our initial commitment was to establish targets through the Science Based Targets initiative (SBTi) in 2021, however the SBTi paused validation of targets and commitments from fossil fuel sector companies. Consequently, we are assessing alignment with other international frameworks to guide our emission reduction pathway. In the interim we continue to align with the SBTi Standard to ensure adherence to established and recognised practices. At this stage, we are evaluating the feasibility of setting Scope 3 targets in the future.

Our Commitment to Performance Monitoring

James Fisher recognises that robust metrics and ambitious targets are essential to driving meaningful progress in addressing climate change. By aligning these with our strategic priorities, we aim to ensure accountability and transparency in our sustainability journey.

In 2024, we focused on improving our understanding of our emission profile through:

- **Enhancing GHG Calculation Methodology and Data Quality:** On an ongoing basis we are investigating the transparency and granularity in emissions calculation and reporting, particularly for Scope 3 categories, to enhance our understanding on emission hotspots. We also intend to pressure check GHG data quality, methodologies and process to prepare for future assurance of our data.
- In 2025, our key focus areas are expected to include improving data quality and refining methodologies, updating Division-specific decarbonisation pathways, and exploring ways to embed climate into decision-making processes through the use of an internal carbon pricing strategy.
- **Update Decarbonisation Pathways:** In 2025, we plan to revise and expand our decarbonisation pathways to include Division-specific strategies, providing a clearer roadmap for achieving our climate goals.
- **Integration of climate in decision-making:** Recognising the importance of embedding climate risks and opportunities into our financial planning, we are advancing our capabilities in climate financial quantification by updating our climate scenario analysis models, working closely with cross-functional teams to incorporate these insights into decision-making processes. This will also include the investigation into future Group-wide application of an internal carbon pricing strategy. The aim of this exercise is to account for the future financial risk of climate to better manage the risk and strengthen the business case for decarbonisation.

Our climate-related metrics and targets

James Fisher employs a range of metrics to assess its impact and exposure to climate-related risks. Our primary focus is on greenhouse gas (GHG) emissions, particularly Scope 1 and Scope 2, as detailed on page 66. As our understanding of climate-related impacts evolves, we intend to explore the measurement and disclosure of additional metrics to enhance our reporting.On page 66 we outline our emissions-related metrics, which serve as a critical proxy for assessing both our environmental impact and risk exposure.

This year we have updated the reporting period for our non-financial data to align with the financial period January to December.

Our emissions performance and decarbonisation plans

The transition to a low-carbon economy will require innovation, technological advancements, and dedicated resources, both financial and human. While emissions reduction is a core component of this transition, it is only part of the broader effort to align the Group with a sustainable, low-carbon future.

We are committed to the identification and implementation of decarbonisation activities in the short term as well as engaging on longer-term transformation that will be required across industries to achieve more ambitious decarbonisation for a low-carbon transition.

James Fisher is acutely aware that the broader shipping industry has committed to achieving Net Zero by 2050, and we expect the introduction of stringent regulations in the medium term. As these regulations emerge, we aim to accelerate reductions in carbon intensity through strategic investments and operational enhancements.

While the identified emission reduction measures are insufficient to align with the 1.5°C trajectory in the near term (2021–2030), the Group remains confident that it will achieve alignment with this target over the long term (2030–2050).

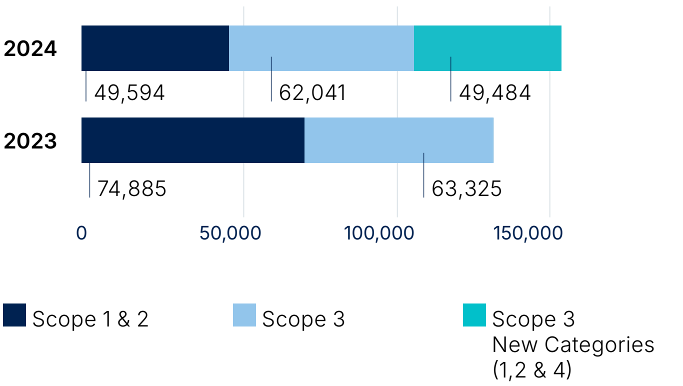
Our climate-related metrics and targets

In 2024, the Group saw an overall decrease of 34 percent in Scope 1 and 2 emissions compared to 2023. Our year-on-year emission performance can vary greatly due to how we operate. This predominantly stems from what the proportion of leased vessels (Scope 3) and chartered vessels (Scope 1) has been during the reporting year. Whilst this performance may change significantly year-on-year, it is still essential to James Fisher that the net overall change is decreasing in pursuit of our emission target. For more information on our emission reduction performance see our Planet section (pages 46 to 49 and SECR disclosure (page 121).

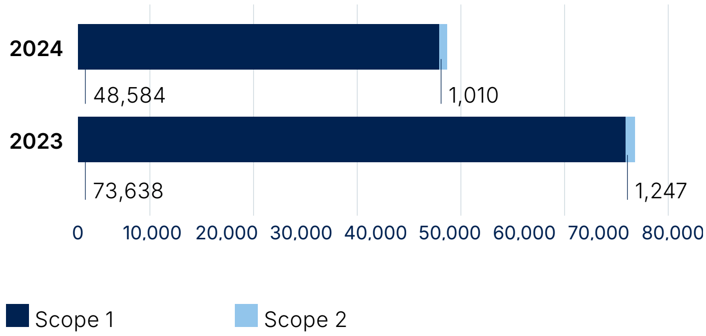
Metric	Goals	Associated risks	Commentary
Metric: Scope 1 –2 **Unit:** tCO_2e **2024:** 49,594 **2023:** 74,885	We aim to reduce our Scope 1 and 2 emissions by 4.2% annually and intend to review our short to long-term target commitments.	Rising carbon prices could result in an increase to operational expenses. Our Scope 1 and 2 emissions are a good indication of the potential exposure to these potential future costs.	Whilst we cannot validate targets with SBTi we are referencing its methodology for target setting. We intend to update our targets based on latest methodologies and our decarbonisation plans going forward.
Metric: Scope 3 **Unit:** tCO_2e **2024:** 111,527 categories (1-8) **2023:** 63,325 categories (3,5-8	Increase the coverage of Scope 3 categories included in measurement. No GHG reduction target set - feasibility of potential target is under review.	Increasing regulatory pressure on carbon-intensive industries, leading to higher costs passed through from suppliers. Our Scope 3 emissions are a good indication of the potential exposure to these potential future costs.	This year, we completed measurement across eight relevant categories and intend to look further into setting targets in the future.
Metric: Revenue from low-carbon activities **Unit:** £m (% of total revenue) **2024:** 14.8% **2023:** 16.4%	Year-on-year increase in the proportion of revenue derived from low-carbon activities.	Oil and gas markets may decline over time, particularly with the energy transition to a low-carbon economy. This can also create an opportunity for low-carbon markets.	As we increase services linked to low-carbon activities we are expected to reduce our exposure to regulatory risk.
Metric: Remuneration **Unit:** tCO_2e	The long-term remuneration programme tracks performance of new product development and carbon reduction in Scope 1 and 2 emissions.	Reduced competitiveness if climate-related credentials lag behind market expectations.	Reviewed to ensure balance with other KPIs whilst driving behaviours to deliver the Group's sustainability ambitions.
Metric: Internal carbon pricing **Unit:** £ per tCO_2e	n/a	Potential expansion of the UK Emissions Trading Scheme (UK ETS) to domestic shipping by 2026.	Explore ways to integrate internal carbon pricing mechanisms as part of project profitability assessments.

Sustainability continued

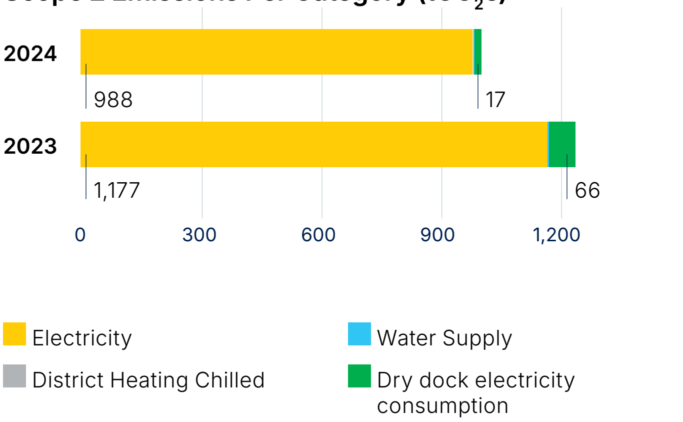
Our footprint: Scope 1, Scope 2 and Scope 3 (Reported Categories) (CO_2)



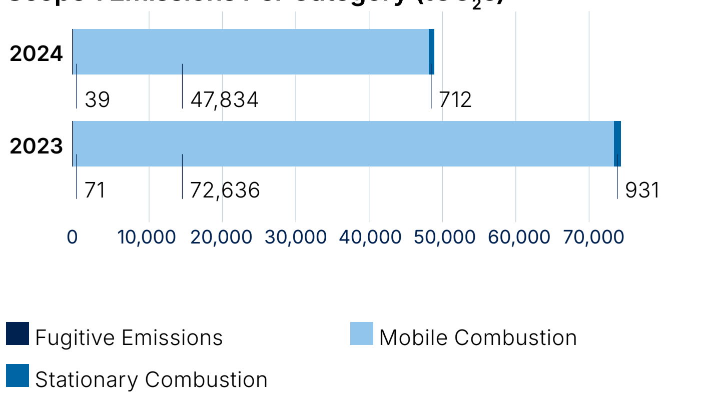
Scope 1 and 2 Emissions (tCO_2e)



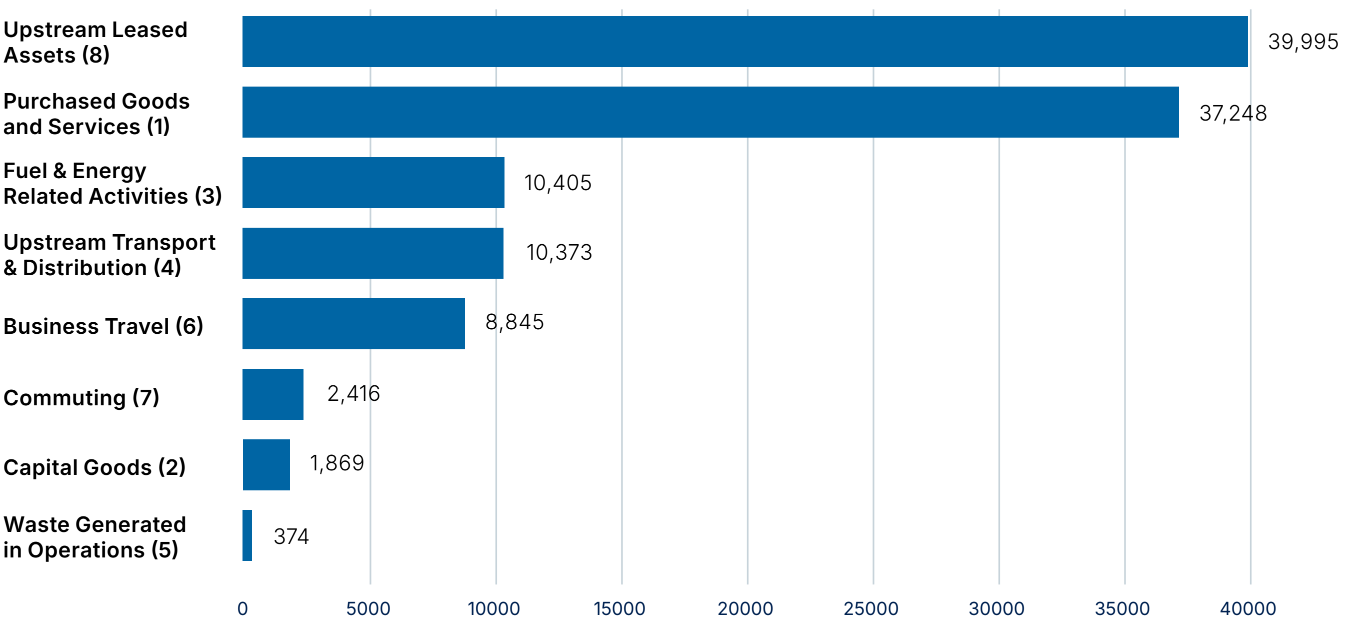
Scope 2 Emissions Per Category (tCO_2e)



Scope 1 Emissions Per Category (tCO_2e)



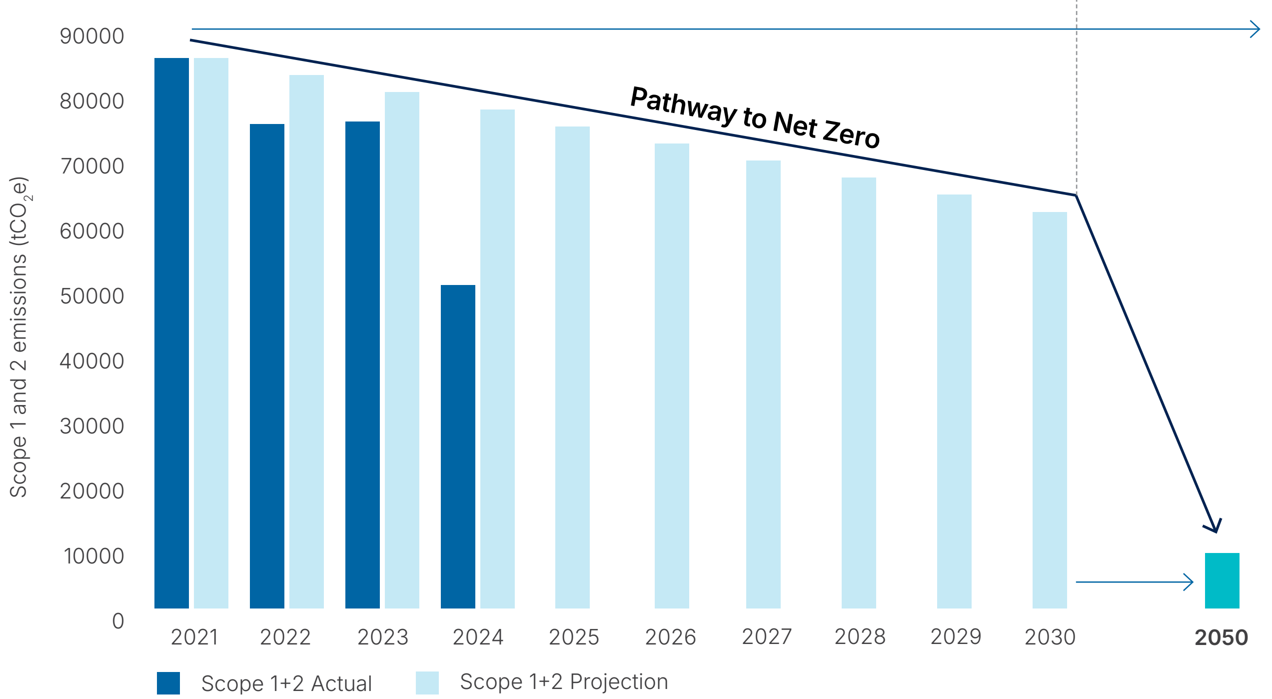
2024 Scope 3 Emissions Per Category (tCO_2e)



Decarbonisation pathway

Summary of short to long term emission reduction plans, assumptions and limitations

This trajectory assumes a phased renewal of our fleet, enabling the transition to energy-efficient vessels capable of utilising low-emission alternative fuels, such as green methanol.



From baseline to date our emission reduction activities have been focused on operational efficiencies and sustainable procurement for our vessels as well as broader day-to-day operations:

- **Bunker Software:** Provides trend analysis of vessel's speeds and consumptions and improves accuracy of voyage estimates.
- **Biofuels:** Exploring the avaliability and compatibility of biofuel grades.
- **New Fleet Investments:** Delivery of LNG dual-fuel tankers with enhanced hydrodynamic performance, as well as switch to electric vehicles for company cars.
- **Hull Performance:** The data is now avaliable to identify opportunities for off-cycle hull cleaning.
- **Renewable Energy:** Transitioning offices to 100 percent renewable energy suppliers.

We aim to continue to expand and scale identified decarbonisation activities, alongside updating decarbonisation plans with more specificity.

As part of our decarbonisation strategy, we acknowledge that shipping is our primary source of Scope 1 emissions and the importance of collaboration with industry peers to overcome challenges, including insufficient infrastructure for low-carbon and alternative fuels, such as LNG supply in the UK.

However, with decarbonisation regulations in the shipping industry tightening, we anticipate that these changes will drive innovation and the development of new technologies.

Our current focus is on:

- Enhancing operational efficiency through digitalization,
- Chartering energy-efficient vessels for our projects,
- Advancing a tanker newbuild program with improved hydrodynamics and machinery,
- Exploring low-carbon fuel alternatives.

Sustainability continued

Engaging for value

Growth creates value through a multi-stakeholder model.

The Group's success depends on a deep understanding of the views, and challenges, that stakeholders face, and the complexities posed by the environments in which they operate.

The Board is committed to engaging with all its stakeholders, factoring key decision-making on:

- How decisions align with the Group's purpose.
- The likely short, medium and long-term consequences of the decision.
- The value created for investors.
- The enhancement of performance created by the decision.
- The potential impacts on people, local communities, and the environment.
- The need to create strong, mutually beneficial customer and supplier relationships.
- The Group's commitment to business ethics.
- External factors which may impact decision-making and stakeholders.

Section 172(1) statement

This serves as James Fisher's section 172(1) statement explaining how the Directors have had regard to the matters set out in Section 172(1)(a) to (f) of the Companies Act 2006, when performing their duty under section 172.

Under section 172, Directors are required to act in a way that they consider, in good faith, to be the most likely to promote the long-term success and resilience of the Company for the benefit of the shareholders as a whole, while having regard for all our stakeholders (employees, customers and suppliers, shareholders, the environment and local communities).

By considering key stakeholders and aligning activities with the strategic plan, as well as the Company's culture, values, sustainability principles and practices, the Company will act fairly, transparently and in the best interests of the Company over the long term. Examples of how the Directors have had regard to the factors set out in section 172 in practice over the past year are as follows:

Our stakeholders

The Sustainability Strategy brings all our stakeholders into the heart of the Group and informs how we actively engage with them.

Shareholders

Promote a sustainability-driven business model and strategy that delivers attractive returns for shareholders and delivers on our ESG metrics.

Board engagement

- The Directors had regular in-person meetings with investors, principally through investor roadshows, investor events and the Annual General Meeting (AGM).
- The Chairman met with the largest shareholders to discuss results and other announcements.
- With a dedicated investors section, the Annual Report and Accounts and the Company website set out the Group's Strategy and progress against its strategy and key activities.

How we supported during 2024

- The Board engaged with shareholders at the AGM.
- The Directors consulted with the Company's major shareholders regarding the 2024 Remuneration Policy.

Key areas of focus for this stakeholder group

- Operational and financial performance.
- Company Strategy implementation.
- Capital structure, liquidity and capital allocation.
- Risk management and controls.
- Sustainability Strategy.

Customers and suppliers

Support our customers and suppliers to achieve their sustainability ambitions, through strategic partnerships and investment in innovation.

Board engagement

- The Board received regular updates from Product Line Directors through the Executive Committee on their strategic priorities, markets, and key customers.
- Through the Sustainability Committee the Board received updates on customer and supplier engagement.
- Where appropriate, Executive Directors, and Divisional Leads, worked with major customers to develop innovative products and services and to find solutions to their problems.

How we supported during 2024

- Created a new Chief Technology Officer role in January 2024.
- Supply Chain Code of Conduct was redeveloped to align with our Sustainability Strategy.
- The Head of Group Supply Chain identified synergies and other benefits of procurement co-ordination and standardisation between Group businesses.

Key areas of focus for this stakeholder group

- Innovation and problem solving.
- High-quality products and services.
- Trusted relationships.
- Social and environmental impacts.
- Payment practices.
- Supply chain resilience.

Local communities

Invest in the communities in which we operate to position ourselves as a strong corporate citizen that can demonstrate its positive impact on society.

Board engagement

- Through the Sustainability Committee, the Board received updates on community integration performance throughout the Group.
- The Board supported employees to engage with community-based projects that help make a positive impact, including charitable fundraising, volunteering and education, including STEM (Science, technology, engineering, and mathematics) learning and events.

How we supported during 2024

- We continued to support employees' local community initiatives and events through the donation of time, material, or provision of expertise, for example STEM event participation and local internships.
- We have formed a strong partnership with a local Education and Skills Partnership which brings schools, colleges, and local employers together who recognise the need to equip local young people with knowledge, skills, and aspirations.
- James Fisher, has pledged its support as an employer, to the Young Persons Guarantee, a Scottish Government initiative to ensure all young people aged 16-24 have the opportunity of work, education and training.

Key areas of focus for this stakeholder group

- Environmental and social impacts of our operations.
- Health and safety.
- Employee wellbeing.

Employees

Attract, invest in and retain our people to enable delivery and position ourselves as a leading employer of choice ensuring wellbeing is at the heart of all we do.

Board engagement

- The Board met with employees in Belfast and London at an informal lunch.
- Kash Pandya, the designated Non-Executive Director for Employee Engagement, met with employees in Aberdeen and Dubai to get feedback to inform our engagement strategy.
- The employee Sharesave Scheme encourages employees' involvement in Company performance.
- Employees can receive matching employer pension contributions of up to 7.5 percent of salary.
- The Board reviews the results of our annual employee engagement survey.

How we supported during 2024

- **We delivered** Engage, our quarterly all-employee webinars providing updates from across the Group and the opportunity for employees to feed back.
- We launched Bitesize Briefings to provide interractive updates on key initiatives across the Group.
- We held Division Townhalls to update teams on progress.
- We relaunched our Group Intranet and news pages to provide easy access to important, timely information.
- We held Senior Leaders Conferences to involve the senior team in delivering strategy.
- We supported World Mental Health Day across the Group and extended mental health first aid training.
- The Group Head of Reward was appointed to shape and lead the reward strategy.

Key areas of focus for this stakeholder group

- Health and safety.
- Development and progression.
- Remuneration and recognition.
- Equality, diversity and inclusion.

The environment

Assess, quantify, and manage the impact of our operations on our planet, and how external factors may affect the Group's performance.

Board engagement

- The Board considered climate-related risks and opportunities on a continuous basis, such as when deciding on the strategic direction of the Group, acquisitions and divestments, or major capital expenditure.
- A Board member attends Sustainability Committee meetings on a regular basis, bringing ESG expertise while strengthening communication between management and the Board.

How we supported during 2024

- We continued to focus on our performance and embedding ESG considerations into business as usual.
- As part of the Group's transformation, the groundwork is underway to reshape our portfolio including identifying innovative solutions to support our customers' energy transition.
- The Group continued its reporting and disclosures in accordance with the Carbon Disclosure Project (CDP), the UK SECR requirements, TCFD and the UK Government's introduction of reporting requirements through the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022.
- Net Zero and GHG emissions awareness webinar sessions took place and learning pathways were identified.
- Commenced implementation of the gap analysis conducted in 2024 which will inform our detailed climate transition planning activities in 2025.

Key areas of focus for this stakeholder group

- Carbon management.
- Net zero strategy.
- Climate disclosure.
- Climate risk and opportunity/energy transition.

Principal risks and uncertainties

Risk governance framework

The Group is subject to a combination of macro risks and business-specific risks.

The Group's risk management process provides the framework for risk management practices across all areas of the Group and seeks to ensure that business risks are adequately identified, quantified and understood. The framework and accompanying risk management processes continue to evolve and improve across the Group.

Our risk management and assurance activities follow the "Three Lines of Defence" model. The first line, comprising the Group's Divisions and Functions, report to the Risk Committee, which serves as the second line under the oversight of the Executive Committee.

Every six months, the first line formally confirms compliance with Group policies, including the reporting of any incidents related to fraud, anti-bribery and corruption, and modern slavery. This six-monthly exercise also covers matters arising in relation to the internal control environment.

The Internal Audit function operates as the third line, providing independent assurance. The Investment Committee plays a critical role in the Group's risk management framework by ensuring the appropriate level of review for investment and contract-related decisions.

Managing risk and enabling growth

The Group has continued to enhance the risk management processes, achieving notable progress in 2024 through ongoing projects, including the continuous review of principal risks. Following these reviews, two previously separate principal risks, "Maintaining Access to Adequate Funding" and "Financial Risk," have been consolidated into a single risk category: "**Financial, Liquidity and Treasury**". This change reflects the successful refinancing completed during the year and a more integrated approach to financial risk oversight.

The review also concluded that acquisitions and disposals no longer constitute a principal risk for the Group. With the focus now on transforming the existing business portfolio, no significant acquisitions are anticipated in the near term.

The Board

The Board establishes the Group's risk appetite, ensuring it aligns with strategic objectives. It retains ultimate responsibility for riskmanagement, maintaining oversight to ensure the framework evolves in response to changing market conditions and regulatory requirements. The Board also assesses principal and emerging risks to ensure they are effectively identified, managed, and mitigated.

Investment Committee

The Group's Investment Committee oversees the review of all significant bids and tenders, capital investments, substantial operating expenditures, mergers, acquisitions, joint ventures, disposals, contracts containing clauses outside the Group's standard contracting principles, and the appointment of agents.

Audit and Risk Committee

On behalf of the Board, the Committee actively challenges and ensures thorough consideration of risks: reviewing the Group's risk management and internal control systems, conducting in-depth reviews, and overseeing the work of internal and external auditors.

Internal Audit

The Group's Internal Audit Function, outsourced to PwC, conducts regular reviews of operations and internal controls, providing recommendations and ensuring their implementation. The annual Internal Audit plan, informed by a risk assessment, is approved by the Audit and Risk Committee, with PwC presenting updates and progress at each Committee meeting.

Executive Committee

The Executive Committee oversees the risk framework, supporting businesses in risk management, offering a macroeconomic perspective, and reporting on Group-wide risk management to the Audit and Risk Committee. The Committee ensures that risks are effectively identified, assessed, and mitigated to safeguard the Group's strategic objectives.

Risk Committee

The Risk Committee operates as a subcommittee of the Executive Committee, reviewing the risk framework and processes. Functional Heads and Divisional teams report on principal risks, uncertainties, and emerging issues. The Committee oversees an annual risk assessment, drawing from risk registers across the Group.

Group Divisions

Group Divisions manage their own risk register and report on principal risks and mitigating activities to the Risk Committee.

Group Support Functions

The Group's Divisions are supported by Group Functions, with each Functional Head reporting to an Executive Director.

Bottom-up risk management

Top-down risk management

Furthermore, following the successful completion of recent disposals, including RMSpumptools and Martek, the risks associated with integration and separation activities have diminished sufficiently for this to no longer be considered a principal risk.

Residual risk levels for two principal risks have reduced year-on-year due to improved mitigation measures, strengthened governance frameworks, and operational advancements:

- Group Transformation Programme: The risk profile has improved, driven by progress in simplifying our business portfolio, centralising and integrating Functions, which has enhanced standardisation and the adoption of best practices across the Group. Additionally, the Group has advanced in acquiring key skill sets to support project and change management, alongside initiatives to strengthen employee engagement. This progress has reduced execution-related risks and reduced the potential for business disruption during the implementation of transformation initiatives.
- Health and Safety Risk: The Group's risk appetite for Health and Safety remains unchanged, maintaining a zero-tolerance policy for hazardous behaviours. However, the likelihood of an incident has been assessed slightly lower due to progress made during the year, including improved awareness, enhanced training, and the rollout of more comprehensive procedures and preventative protocols. Incident reports for 2024 reflect an improvement compared to 2023.

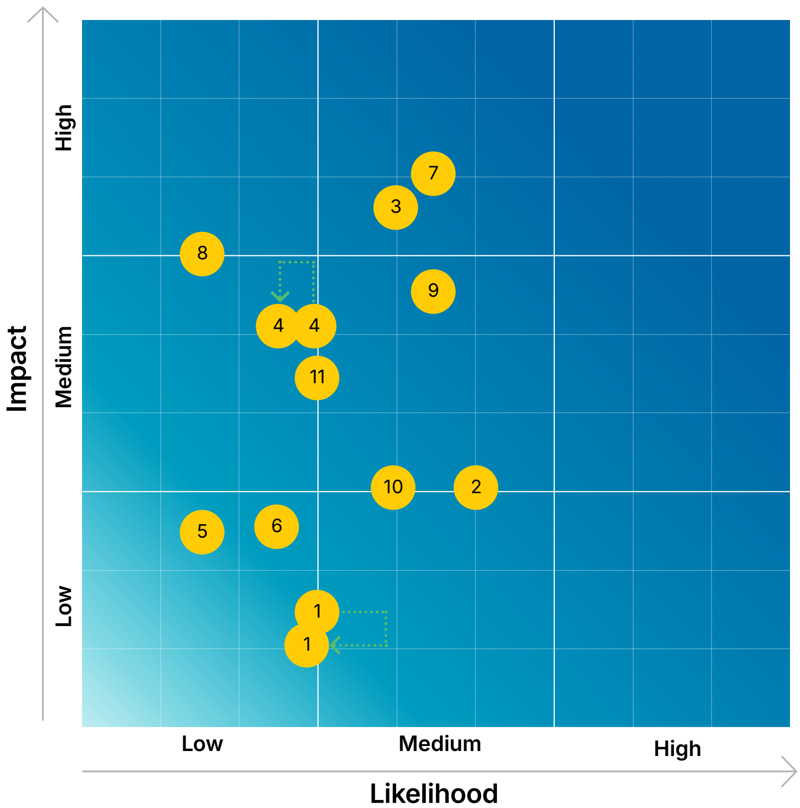
Opportunities

Several of the Group's principal risks also present opportunities for growth and advancement of strategic objectives:

- Group Transformation Programme: Centralising and integrating core Functions creates opportunities to simplify operations, enhance efficiency, and improve practices, supporting long-term growth and ensuring compliance. The programme will also facilitate further streamlining of legal entity structure and systems infrastructure.
- Climate Change: Energy-driven markets remain a key revenue source, with the Group strategically focused on supporting the transition to Net Zero by 2050. The Board considers climate change both a principal risk and a key strategic opportunity.
- Operating in emerging markets: The Group's ability to operate in emerging markets for global customers differentiates it from competitors, unlocking greater opportunities for growth and strengthening market positioning.

Principal Risks

The principal risks are plotted below, showing year-on-year movement in likelihood and impact, net of existing mitigations. The risk profile reflects the time horizon over Transformation Programme and our assessment will continue to evolve as our risk management process further improves.



Strategic & Growth
- 1 ↓ Group Transformation Programme
- 2 ↔ Project Delivery
- 3 ↔ Product Risk

Operational
- 4 ↓ Health and Safety Risk
- 5 ↔ Recruitment & Staff Retention
- 6 ↔ Climate Change

Technology
- 7 ↔ Cyber Security Risk

Financial
- 8 N Financial, Liquidity & Treasury

Legal & Regulatory
- 9 ↔ Operating in Emerging Markets
- 10 ↔ Contractual Exposure
- 11 ↔ Breach of Laws and Regulations

↔ No movement ↓ Decreased N New principal risk

Principal risks and uncertainties continued

1 Group Transformation Programme

Risk category: Strategic and Growth
Risk owner: Head of Sustainability, Communications and Marketing

Nature:
The Group is undertaking a significant multi-year transformation to build a stronger, more sustainable business for the future. If not managed effectively, this initiative carries the risk of disruption to, or distraction from, core activities.

Context:
The Group is undergoing simplification and significant integration, including the adoption of a One James Fisher operating model, Divisional portfolio realignment, and the execution of objectives aimed at strengthening operational and functional delivery. Strong project and change management will be essential to ensure delivery teams remain focused on key priorities and tasks.

Potential impact:
Disruption during the transformation process could impact operations, employee productivity, customer satisfaction, and ultimately stakeholder confidence. Insufficient resources, overburdened employees, or an unclear vision may delay initiatives and hinder progress.

Mitigation:
- A Business Operations team has been established with a clear remit and focused priorities.
- Objectives have been set and cascaded across the organisation to ensure alignment.
- Executive Committee oversight and escalation process is in place.
- Clear roles and responsibilities are assigned to ensure efficient and effective execution of transformation initiatives
- An Employee Engagement strategy is in place to foster engagement, performance, and buy-in.

2 Project delivery

Risk category: Strategic and Growth
Risk owner: Head of Operations

Nature:
The Group risks failing to meet customer expectations or contractual obligations due to inadequate service or project delivery. This may result from resource misalignment, poor planning, or insufficient stakeholder engagement, therefore compromising the ability to fulfil commitments.

Context:
We operate in hazardous environments where certain service contracts require robust project management. Consistently meeting contractual terms and customer expectations is essential for maintaining strong relationships and ensuring operational stability.

Potential impact:
Service delivery failures could result in customer dissatisfaction, increased operational costs, and contract losses, adversely affecting the Group's financial performance and reputation. This may also erode client trust and diminish opportunities for contract renewals.

Mitigation:
- Regular tracking of customer feedback ensures early identification and resolution of potential service issues.
- Clear communication of contractual rights and obligations prevents misunderstandings and strengthens client relationships.
- Enhanced project management systems, supported by targeted training and recruitment.
- Implementation of project management best practices, including the use of project risk registers.

3 Product risk

Risk category: Strategic and Growth
Risk owner: Chief Technology Officer

Nature:
The Group is exposed to rework and potential claims if their products fail to meet customer requirements or the required quality standards.

Context:
The Group designs innovative products for use in the Energy, Defence and Maritime Transport markets. Development of new products inherently carries risks of warranty claims or identification of issues to be remediated. The Group seeks to minimise such risks by rigorous testing and quality review processes.

There is also a risk of failing to innovate and maintain a robust pipeline of product development. To address this, the Group is investing in strengthening their capabilities, including appointing a Chief Technology Officer to drive innovation and ensure that the development of products meets customer needs.

Potential impact:
The Group may incur additional costs in the form of rework or liability claims. This could also lead to reputational damage and loss of future business.

Mitigation:
- Comprehensive testing and validation procedures are in place to ensure product quality meets customer requirements.
- To identify and mitigate potential issues early, product lifecycle risk assessments are performed.
- Performance management processes for suppliers, vendors, and joint ventures ensure consistent product quality across the supply chain.
- Strict adherence to regulatory standards ensures product compliance and reduces the risk of liability claims.
- Insurance policies are in place to mitigate the financial impact of any claims or product defects.

4 Health and Safety risk

Risk category: Operational
Risk owner: Head of Operations

Nature:
The significant risk of operational incidents or failure to maintain internal health and safety standards can have serious consequences for employee health, both physical and mental. The Group has zero-tolerance for any risks or hazardous behaviours, including minor infractions.

Context:
The Group's operations carry the potential risk of significant harm to people and property, wherever we operate across the world. For moral, financial and reputational reasons, it is essential to keep this risk as low as possible.

Potential impact:
Failure to maintain appropriate health and safety standards could lead to serious injury or harm to employees and other stakeholders, potentially resulting in regulatory investigations, legal claims and financial penalties. Such outcomes could undermine trust in the Group's commitment to safety and significantly damage market reputation.

Mitigation:
- Health and Safety is prioritised at the Board level.
- The Group Health and Safety Committee and Safety Forum ensure consistent governance and alignment across the Group.
- Regular training and strict enforcement of policies, focusing on product quality, certification, and life-saving rules.
- Comprehensive procedures and protocols are in place to mitigate risks, with a zero-tolerance approach to hazardous behaviour.
- Internal audits and Group-wide safety initiatives ensure compliance and continuous improvement of safety protocols.
- Insurance policies are in place to manage financial impacts of incidents, including high-risk scenarios.
- A structured incident reporting process allows for timely investigation and corrective actions.

Principal risks and uncertainties continued

5 Recruitment and staff retention

Risk category: Operational
Risk owner: Chief Human Resources Officer

Nature:
The risk of not attracting, retaining, or developing employees with the required skills, competence, and leadership capabilities presents a challenge to the Group. Inadequate succession planning, insufficient training, and disengagement may result in gaps in key roles, operational inefficiencies, and non-compliance with regulatory requirements.

Context:
We operate in many specialised engineering and technical domains which require appropriate skills and experience. Progress continues on implementation of the Group's People Strategy to improve recruitment and retention.

Potential impact:
Factors such as non-competitive remuneration, cultural misalignment and reduced employee satisfaction increase costs, including recruitment expenses and lost revenue. Failure to maintain organisational culture, enforce conduct standards and meet employment legislation could lead to operational failures and missed strategic targets.

Mitigation:
- The Group has a comprehensive People Strategy, including recruitment and talent management.
- Succession planning is in place to ensure continuity in critical roles and minimise operational risks.
- Training plans and management development programmes focus on enhancing staff competence and leadership capabilities.
- Remuneration incentives, salary benchmarking, and role banding exercises are used to attract and retain talent.
- Regular appraisals and employee satisfaction initiatives are aimed at improving engagement and reducing attrition.
- The Group ensures adherence to relevant legislation and compliance with unionisation and regulatory requirements.
- A crisis plan is in place to address high attrition rates and operational risks related to staff shortages.
- Ongoing monitoring and documentation of staff turnover, satisfaction, and recruitment processes to assess effectiveness.

6 Climate change

Risk category: Operational
Risk owner: Head of Sustainability, Marketing and Communications

Nature:
The Group is exposed to risks related to environmental impact on its operations and the ongoing transition to a more sustainable energy landscape.

Context:
Sustainability is a core component of the Group's strategy. We manage climate-related risks through both short and long-term control measures across our global operations. Our commitment to sustainability involves reducing carbon footprints, transitioning to renewable energy sources, and ensuring compliance with evolving environmental regulations.

Potential impact:
Extreme weather events may disrupt operations and supply chains, while changes in regulations, market dynamics, and technological advancements could lead to increased costs and reduced asset values. Although investing in sustainable assets and reducing carbon emissions presents opportunities, failure to adapt to regulatory and environmental shifts could result in financial losses and reputational harm.

Mitigation:
- The Group maintains diversified end-markets and geographic locations to reduce exposure to climate-related risks.
- Focus on transitioning to sustainable energy, including decommissioning oil and gas assets and supporting LNG and renewable energy markets.
- Ensuring preparedness for extreme weather events, with procedures in place to minimise operational disruptions.
- Ongoing supply chain engagement to address climate risks and opportunities.
- Conducting internal audits to ensure compliance with environmental regulations.

7 Cyber security risk

Risk category: Technology
Risk owner: Chief Financial Officer

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Nature:
The Group is exposed to internal and external cyber threats, such as hacking, phishing, and fraud, which may result in financial losses and reputational harm.

Context:
IT and cyber security are critical for safeguarding the confidentiality and integrity of sensitive customer and employee information. The Group continuously monitors and adapts to emerging cyber threats to mitigate risks and protect their operations.

Potential impact:
Cyber attacks have the potential to severely disrupt business systems, causing both financial and reputational damage. Phishing attacks in particular may result in theft, fraud and further harm to the Group's reputation. Failure to maintain robust IT and physical security controls could also result in significant operational disruptions, with serious financial consequences.

Mitigation:
- Regular internal, external, and firewall penetration testing to assess vulnerabilities, including specific testing of ransomware defences.
- Use of industry -leading cyber security software to protect systems.
- Cyber risk controls across the Group's IT infrastructure.
- Annual cyber security training for employees, tailored to specific risk profiles, to increase awareness and preparedness.
- Regular phishing email testing, with additional training for employees who interact with simulated phishing attempts.
- Annual cyber resilience reviews at the Board level to assess emerging risks and update defence strategies.
- Cyber risk insurance and emergency response support to ensure readiness in the event of a cyber incident.

8 Financial, liquidity & treasury

Risk category: Financial
Risk owner: Chief Financial Officer

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Nature:
The Group may face risk in managing their financial resources, ensuring sufficient liquidity and effectively handling treasury operations.

Unethical behaviour, or a violation of the Group's policies could also potentially result in the mismanagement of financial resources or misappropriation of assets.

Context:
Maintaining adequate cash flows around the Group is critical for ensuring smooth operational performance, meeting financial obligations and supporting strategic objectives. Gaining access to funding for growth opportunities and managing fluctuating market conditions that may impact financial stability are equally important. Additionally, the Group faces risks related to the mismanagement of financial instruments, foreign exchange exposures and interest rate volatility which could affect overall financial performance and strategic goals.

Potential impact:
Liquidity constraints and ineffective cash management could result in the inability to meet financial obligations, operational delays, and higher financing costs. This could limit the Group's ability to grow, reduce profitability, and compromise overall financial stability. In addition, poor financial controls may impact reporting accuracy and increase the risk of fraud.

Mitigation:
- Conducting regular business performance reviews to monitor financial health and address emerging risks.
- A centralised Finance Function actively managing liquidity risk, including cash flow forecasting, to ensure adequate funds are available.
- Use of hedging instruments, such as forward currency contracts and interest rate swaps, to mitigate foreign exchange and interest rate risks.
- Implementing documented levels of delegated authority for all operating companies to ensure proper financial decision-making controls.
- Third-party whistleblowing hotline available to all employees to report concerns confidentially.
- Regular training on anti-bribery and corruption, and fraud awareness.
- Bi-annual certification from Divisions confirming compliance with Group policies.
- Performing periodic Internal Audit reviews across all businesses to assess and improve financial controls.
- Running an Internal Controls Enhancement Programme to continually strengthen the Group's financial risk management practices.

Principal risks and uncertainties continued

9 Operating in emerging markets

Risk category: Financial
Risk owner: Head of Operations

Nature:
The Group faces risks when operating in emerging markets and key growth economies, where varying legislative restrictions, sanctions, embargoes and exchange controls may complicate governance and compliance. These challenges may increase the complexity of doing business and managing relationships in these regions.

Context:
The Group's success in emerging markets depends on winning and retaining contracts with a wide range of customers, including major energy clients and those owned, controlled, or funded by national governments. While maintaining a secure pipeline is vital for growth, the Group selectively embraces risks that can be confidently managed and mitigated.

Potential impact:
Non-compliance with local laws or regulatory frameworks could result in significant financial penalties, legal action, and reputational damage. These risks could also hinder the Group's ability to effectively operate and achieve strategic objectives in key markets.

Mitigation:
- A robust corporate governance framework with clearly defined delegated authorities ensures oversight and compliance in emerging markets.
- Risk tracking systems monitor joint ventures, agents, and third-party relationships.
- Targeted anti-bribery and corruption training, along with third-party management education, to ensure compliance with local laws.
- Corporate structuring of relationships based on external local legal advice to ensure alignment with local regulations and mitigate legal risks.
- An internal audit programme that covers overseas operations, supported by local audit teams, to ensure compliance with local laws and leverage language advantages.

10 Contractual exposure

Risk category: Legal and Regulatory
Risk owner: Group General Counsel

Nature:
The Group operates in markets where larger project-based contractors may transfer risks down the supply chain, potentially exposing the Group to contractual liabilities.

Context:
The Group executes contracts which often require price-locking and risk transfer. The Board and Executive Committee continue to monitor key contractual risks through the Group's Investment Committee, which has a defined delegation of authority. There is continued use of internal and external legal support and clear escalation mechanisms to govern the granting of commitments.

Potential impact:
The Group's growth and diversification into new markets and geographies may lead to increased contractual risks with financial consequences, such as late payments, cost overruns, claims, litigation, and uncertainties arising from non-UK legal jurisdictions.

Mitigation:
- Contract management governance, including policies and training.
- Access to specialist legal support (both internal and external).
- A focus to balance risk and reward in contracts, aligning them with the Group's principles and strategic objectives.
- Investment Committee and Board oversight for the review and approval of major bids and tenders.
- Development of contract management skills to enhance performance and reduce risk.
- Comprehensive insurance coverage to mitigate potential financial impacts.

11 Breach of laws and regulations

Risk category: Legal and Regulatory
Risk owner: Group General Counsel

Nature:

The Group is subject to various laws and regulations, including data protection, anti-bribery and corruption, human rights, tax, customs, and procurement rules.

Context:

The Group operates in multiple jurisdictions and is therefore subject to a wide array of regulatory frameworks. The Group is committed to ensuring compliance with both best practices and local regulations, maintaining a zero-tolerance approach to risks such as anti-bribery, corruption, and modern slavery. The Group works to proactively address and meet compliance obligations in all areas of operation.

Potential impact:

Failure to maintain compliance could limit the Group's ability to operate in certain jurisdictions and widen exposure to the risk of significant consequences such as fines, criminal prosecution, reputational damage, rectification costs, legal claims, and lost business opportunities.

Mitigation:

- Internal policies and procedures ensure compliance with all relevant regulatory requirements and industry standards.
- Training and awareness programmes ensure employees are informed about their compliance obligations and best practices.
- Active support and investigation of whistleblower cases, encouraging transparency and timely resolution of concerns.
- Experienced employees with clear accountabilities, supported by external advisers for specialist regulatory guidance.
- Board oversight of all reports and investigations, ensuring thorough reviews and timely actions.
- Accurate and comprehensive documentation maintained to demonstrate compliance and accountability.

Principal risks and uncertainties continued

Reputational risk

Reputational risk, which affects the trust and credibility of the Group and can impact growth opportunities, may arise from an individual or combination of Principal Risks. The Risk Committee treats reputational risk as a key consideration when managing mitigations against the Group's principal risks.

The Risk Committee monitors key metrics across various areas that could impact the Group's reputation, with a particular focus on health and safety, activities in emerging markets, regulatory compliance, product quality, and project delivery. This oversight ensures that potential risks are identified and managed effectively, supporting the Group's commitment to maintaining high standards and protecting its reputation.

Emerging risks

Our Risk Management Framework includes a structured review of emerging risks, which we define as systemic issues or business practices that have not previously been identified, have been identified but remain dormant, or have yet to escalate into a significant concern.

The Risk Committee is responsible for identifying and monitoring these risks to ensure proactive assessment and mitigation before they materialise. This process also considers potential implications for the Group's principal risks. Emerging risk assessments are informed by regular performance reviews, which track internal and external macro risk trends, helping the Group anticipate and respond to evolving challenges.

Examples of some of the current emerging risks discussed include continued geopolitical instability and its potential impact on global operations, UK budget announcements and regulatory changes, tariff wars affecting supply chains and trade, and the rise of artificial intelligence and other disruptive technologies, particularly in relation to cyber security, operational efficiencies, and workforce dynamics. By continuously monitoring these risks, the Group ensures it remains agile and well prepared for future challenges. The Group also monitors potential opportunities that may be associated with emerging risks.

Regulatory compliance policies

Whistleblowing

As part of the Group's internal control procedures, a Whistleblowing policy is maintained. This policy:

- encourages the workforce to report any suspected wrongdoing as soon as possible, safe in the knowledge that their concerns will be taken seriously and investigated as appropriate;
- provides staff with guidance as to how to raise those concerns; and
- reassures staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.

The policy covers any suspicions of criminal activity, failure to comply with any legal obligation, miscarriages of justice, danger to health and safety, damage to the environment, bribery under the Anti-Bribery and Corruption policy, facilitating tax evasion, financial fraud or mismanagement, and breach of our internal policies and procedures including our Code of Ethics. The policy is designed to ensure that any employee who raises a genuine concern is protected. Any concerns can be raised in the first instance with the Chief Financial Officer or the Group General Counsel in confidence. The Group has an externally-facilitated whistleblowing hotline, providing a simple platform for communication and management of whistleblowing issues, in the many languages used around the Group.

The Board has overall responsibility for the policy, its application to individual concerns raised under the policy and for reviewing and approving the effectiveness of actions proposed in response to concerns raised under the policy.

Anti-bribery and corruption

The Board is committed to ensuring the highest standards in all of the Group's business dealings and condemns corruption in all forms. The Group has a formal Anti-Bribery and Corruption statement and policy and does not tolerate or condone corruption or bribery in any of the Group's business dealings. This policy has been implemented throughout the Group and is supported by a Group-wide training programme (both online and in person). The policy is reviewed annually by the Board and is available on the Group's website. More detail is provided on page 81.

Modern slavery

The Board has a zero-tolerance approach to any form of modern slavery and is committed to acting in an ethical manner and with integrity and transparency in our Group's business dealings. The Group has a formal Slavery and Human Trafficking statement and policy, which outlines the steps taken by the Group to ensure that slavery and human trafficking is not taking place within any part of the Group's business or within the Group's supply chains. Both the statement and the policy are available on the Group's website. More detail is provided on page 81.

Viability statement

The Group's business model and strategy are detailed on pages 4 and 5, and our risk management framework is described on pages 70 to 71. Understanding our business model, our strategy and our principal risks is a key element in the assessment of the Group's prospects, as well as the formal consideration of viability.

The Group annually produces a five-year strategy plan which forms the basis of a detailed three-year budget and plan. We have assessed how viable we are as a business over a three-year period as this represents a timeframe over which the Directors believe they can reasonably forecast the Group's performance and is closely aligned with the timelines of the Group's transformation programme. In addition, should the risks and uncertainties identified on pages 72 to 78 have an impact on the Group, it is reasonable to believe that they will occur within this period.

During the strategic planning and budgeting process, the Board evaluates the Group's strategy and detailed financial plan in the context of its current position and future prospects. This includes assessing factors and risks that may impact the outlook. The Board carefully reviews the performance and potential of each business, considering opportunities for expansion into new markets and geographies, current and projected growth rates, macroeconomic and business-specific risks, the timing and feasibility of prospective new projects, and the overall resilience of individual business performance.

The Group's plan is built on a range of assumptions and sensitivities, which are reviewed by the Board. This includes an evaluation of whether risks and opportunities have been appropriately factored in, alongside a thorough assessment of severe but plausible scenarios for going concern. These assessments are aligned with both the principal and emerging risks facing the Group, as detailed on pages 72 to 78, and consider their potential impact on the business model, future performance, solvency, and liquidity over the period.

In particular, the Board evaluates emerging risks that may not yet be fully realised but have the potential to materially affect the Group's operations. These include geopolitical instability, regulatory changes, technological disruption, supply chain vulnerabilities, evolving consumer behaviours, and the broader macroeconomic environment. The scenarios considered reflect the diverse nature of the markets and geographies in which the Group operates, assessing each business's ability to adapt swiftly to changing conditions. Stress testing is applied to understand the resilience of the Group's strategy under varying circumstances, ensuring that appropriate mitigations and contingency plans are in place.

Whilst all the principal and emerging risks identified could have an impact on the Group's performance, the specific risks that could potentially impact the Group's financial position that have been considered are:

- Group transformation programme - the risk of disruption and/or distraction to its core activities if the transformation programme is not managed well.
- Project delivery – risk that a project is not delivered in line with the budgeted profit and payment terms.
- Product risk - risks associated with rework and potential claims if the Group's products fail to meet customer requirements or the required quality standards.
- Cyber security risk - The Group is exposed to internal and external cyber threats, such as hacking, phishing, and fraud, which may result in financial losses and reputational harm.
- Financial, liquidity and treasury risk – this includes trading downside risks, which assume the Group is not successful in delivering the anticipated profitability levels, including in relation to contractual risk.
- Contractual exposure – winning larger contracts and operating in more geographies with partners potentially exposed to increased risk of late payment or cost overruns.

It is considered unlikely that all the risks outlined above will materialise simultaneously, however a downside scenario was considered by modelling the cumulative impact of an annual EBITDA reduction of 12% in 2025, 14% in 2026, 30% in 2027 and operating cash flow reductions. In this scenario, the Group remained viable.

While climate change risk is not expected to have a material impact on the Group's financial position over the viability assessment period, an extreme weather event may cause short-term disruptions, and it is likely to pose challenges for the oil and gas servicing businesses in the longer term. However, it also presents a substantial opportunity for the Group's businesses that support the renewables sector, as well as for other Divisions to innovate and adapt their products and services in response to the evolving climate transition.

To proactively address these shifts, the Group is undertaking several strategic investments aimed at reducing its carbon footprint and enhancing sustainability across its operations. These include initiatives to improve energy efficiency and adopt lower-carbon solutions. The potential market dynamics arising from climate-related risks and opportunities are actively integrated into the Group's strategic planning, portfolio decision-making, and impairment testing, ensuring that the business remains resilient and well positioned for the transition to a low-carbon economy.

Given the severity of the scenarios assessed, the Board considers the Group to be resilient to the risks outlined above. In the event of more severe scenarios involving reduced profitability and/or liquidity, the Group has additional mitigating actions available, including the reduction of capital expenditure, curtailment of discretionary spending, and potential divestments of businesses and/or assets. These measures provide further flexibility to safeguard the Group's financial position and ensure its long-term stability.

During the viability period a single three-year RCF of £75.0m (the new RCF) that was entered into as part of the Group's re-financing in September 2024 matures in September 2027. The new RCF includes two one-year extension options, subject to lender approval, potentially extending the term from September 2027 to September 2029. The Directors will consider these extension options and/or explore other funding options in due course.

Based on their assessment of the Group's prospects and viability, and in accordance with Provision 31 of the Code, the Directors confirm they have a reasonable expectation that the Group will be able to continue to operate and to meet its liabilities, as they fall due, for the period to 31 December 2027.

Non-financial and sustainability information statement

The information set out, together with the cross references listed in the table as to where further information can be found in the main body of the Strategic Report, is in compliance with the Non-Financial Reporting requirements as set out in sections 414CA and 414CB of the Companies Act 2006.

Our policies

A combination of online and in-person training on all the key policies is carried out across the Group, All employees, contractors and third parties are encouraged to report any circumstances where there is a suspected or actual breach of any Group policies, applicable laws, or the high standards as set out in the Code of Ethics. All reported incidences of actual or suspected breach of any of the policies are promptly and thoroughly investigated. The Audit Committee also considers any high-risk areas identified by the internal audit function or the Group legal team. During 2024 the Group carried out a review of its Group policies. In particular, the Group refreshed its Code of Ethics and Anti-Bribery and Corruption Policy, Trade Controls Policy, Whistleblowing Policy, Fraud Prevention Policy, People Policy, Recruitment and Talent Policy, and the Reward, Recognition and Wellbeing Policy. The Group has developed some of the standards and procedures which will support and implement the principles governed by these policies throughout the Group. This work will continue in 2025.

Reporting requirement	Relevant policy	Location	Pages
Business model	N/A	Business model and strategy	4 to 5
Environmental matters	Group health, safety, environment and security policy	Sustainability Principal risks and uncertainties	38 to 69 70 to 78
Employees	Group health, safety, environment and security policy Code of Ethics	Sustainability Directors' report	38 to 69 119 to 121
Social matters	Code of ethics	Sustainability	81
Respect for human rights	Modern slavery policy Code of Ethics	Principal risks and uncertainties Non-financial and sustainability information	78 81
Anti-bribery and corruption	Anti-bribery and corruption policy	Principal risks and uncertainties Non-financial and sustainability information Audit Committee	78 80 100
Principal risks	N/A	Principal risks and uncertainties	71 to 78
Non-financial KPIs	N/A	Non-financial KPIs	23
Climate-related financial disclosures	N/A	Sustainability	57 to 69

Key policy	Relevant policy
Code of Ethics	James Fisher is committed to ensuring the highest standards in its activities and is particularly concerned that appropriate and ethical policies and procedures are followed in all business dealings across the Group. The Group strives for a culture of honesty, openness and accountability. The Group's commitment to the highest level of ethical conduct should be reflected in all our business activities including relationships with our stakeholders. All employees and others must conduct themselves according to the language and the spirit of this Code and seek to avoid any appearance of improper behaviour.
Group Health, Safety, Environment and Security Policy	Health and safety is the top priority and the Group actively strives for the continuous improvement of health and safety in the workplace. This policy sets out our aim to provide a healthy and safe working environment for all our employees and to ensure the safety of others affected by our operations. The Group recognises its responsibility to protect the environment for the benefit of all. This policy represents a declaration of our intent and commitment to minimise the environmental impact of our activities, our consumption of raw materials and our production of waste. The ultimate responsibility for health and safety, and the environment, rests with the Group Chief Executive Officer, the Board members, and the Executive team. This responsibility is cascaded through the organisation via Divisional/ regional MDs and their leadership teams. In the case of health and safety, this is supported by the Group Safety Committee, as well as by the Group Safety Forum and its individual members, who are the HSEQ representatives for each business. In the case of the environment, this is supported by the Sustainability Committee, and by the environmental working group, with representation from across the Group.
Anti-Bribery and Corruption Policy	James Fisher has zero tolerance for any form of bribery or corruption and is committed to complying with all applicable anti-bribery and corruption laws. The Group has an established Anti-Bribery and Corruption Policy and has introduced a compliance programme which has the support of the Board and senior management within the Group. This includes communication of the policy, training, risk assessment and ongoing monitoring. Employees assessed to be at risk are required to complete the training and to self-certify that they understand and agree to be bound by its provisions. In addition to seeking to ensure that our colleagues are compliant with the Group's Anti-Bribery and Corruption Policy, we require that all third-party agents and joint venture partners engaging with any Group entity comply with these policies in order to facilitate compliance with applicable anti-bribery and corruption laws. The policy is supplemented by the due diligence we undertake on all third-party agent and joint venture relationships, enabled by a bespoke web-based platform available to all Group businesses. It provides a robust tool through which our businesses can risk assess agent and joint venture partners with whom they are considering doing business. It forms part of our internal control procedures and helps mitigate the Group's compliance risk.
Modern Slavery Policy	James Fisher respects fundamental human rights, and is committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains or in the communities in which we operate across our international businesses. We have implemented work practices and policies throughout the Group which are designed to ensure that respect for human rights is integrated into the systems and culture of our businesses. We do not tolerate the use of child or forced labour within our business and take all steps possible to ensure that our suppliers and customers also uphold internationally recognised human rights. This is enabled through risk assessments undertaken by our Group businesses which identify parts of their supply chain which could be susceptible to risk in this area, as well as confirmation from our suppliers of compliance with our policy and relevant law. In 2024 the Group launched a Supply Chain Code of Conduct standard and Supplier Sourcing standard which further emphasises the commitment of the Group to respect fundamental human rights in the Group's supply chain. Our progress in the area of modern slavery is set out in our annual Modern Slavery statement which is available on the Group's website and outlines steps taken by the Group to ensure that there is transparency in the Group and throughout our supply chains. The Group encourages any concerns relating to modern slavery to be raised using the procedure set out in the Whistleblowing Policy.

Approval of Strategic report

The Strategic report on pages 1 to 82 was approved by the Board on 19 March 2025.

Jean Vernet
Chief Executive Officer
19 March 2025

Governance

Compliance with the 2018 UK Corporate Governance Code

In respect of the year ended 31 December 2024, the Group was subject to the UK Corporate Governance Code (the Code) published by the Financial Reporting Council (FRC) in July 2018 (available at www.frc.org.uk). The Board confirms that the Group has applied all the principles and complied with or explained non-compliance with the provisions of the Code throughout the year. The Group is aware of the revised version of the Code published in 2024 which will apply to the Group for financial years beginning 1 January 2025.

Applying the Principles of the UK Corporate Governance Code

This governance section of the report is structured around the Company's application of the Principles of the Code:

1 Board leadership and Company purpose

- Details about the Company's purpose, culture and values are set out on page 2
- The key activities of the Board during the year and key priorities for 2025 are summarised on pages 90 and 91

2 Division of responsibilities

- An explanation of our governance structure is set out on pages 88 and 89

3 Composition, succession, and evaluation

- Details of this year's Board evaluation is set out on page 86
- Report from the Chair of the Nominations Committee is set out on pages 94 to 96

4 Audit, risk and internal control

- Report from the Chair of the Audit and Risk Committee is set out on pages 97 to 101

5 Remuneration

- Report from the Chair of the Remuneration Committee is set out on pages 102 and 103
- Details of the Directors' Remuneration Policy for 2025 is set out on pages 104 to 108

Chairman's statement

Dear Shareholders

On behalf of the Board, I am pleased to present the Company's Corporate Governance Report for 2024. In particular, as I reflect on the Board's activities throughout 2024, and the results of our independent Board evaluation, I am re-assured that the Board's committment to good governance processes supported the achievements of the key milestones that have enabled the Group to finish 2024 in a more sustainable position. During the course of 2024, the Board has supported the Executive team in addressing the challenges faced by the Group, including the divestment of RMSpumptools and Martek Marine, the proceeds of which were used to pay down the debt, and refinance the Group's debt to provide a sustainable platform for growth.

Selling parts of a business is never an easy decision. The Board deliberations regarding this key decision focused on the impact on our employees, shareholders and lenders.These difficult decisions were supported by the governance framework that has been developed in recent years and the Board's collective experience.

During the year, the Group continued to embed the One James Fisher cultural approach that it started in 2023 to drive the transformation programme through the Focus, Simplify and Deliver Strategy. These strategic initiatives supported the implementation of the Company's governance priorities in 2024 as described below.

Progress against 2024 governance priorities

Last year, I outlined the Board's priorities for 2024, which were aligned to strengthening the governance structures to support short-term business objectives. The Board's governance priorities for 2024 included:

- Implementation of a new Ethics and Compliance Programe and launching refreshed Anti-Bribery and Corruption and Whistleblowing Policies.
- Expanding the terms of reference of the Audit Committee to include Risk Management.
- Enhancing the internal control programme with a focus on assurance and testing the effectiveness of this new framework.

During the year, the new Ethics and Compliance Programme was launched and nearly 90 percent of our employees have received training on the Anti-Bribery and Corruption and the Whistleblowing Policies. The Audit and Risk Committee has developed a cadence of reviewing key business risks and has regulary reported to the Board on the progress being made on enhancing the internal controls programme. The enhancements made to the Group's risk management framework and controls are further outlined on page 92.

2025 governance priorities

Following the actions taken in 2024, the Board's focus has turned to ensuring that the Group's governance structures continue to provide a platform for long-term growth. The Board's governance priorities for 2025 remain focused on refreshing the Compliance Programme. In 2025, the aim is to deliver a refreshed Code of Ethics to reflect One James Fisher and to monitor and challenge the assurance and testing of the Internal Controls Enhancement Programme, in preparation for the new provision in the UK Corporate Governance Code, as published by the Financial Reporting Council. In addition, the Board will continue to embed risk management oversight by the Audit and Risk Committee, refresh the Risk Appetite Policy and align it with the Principal Risk Framework.

Board and Committee composition

As reported in last year's report Aedamar Comiskey stepped down from the Board on 30 May 2024 and Shian Jastram joined the Board on 1 March 2024. I am pleased to report Shian has completed her induction programme and is contributing effectively to our Board discussions. In addition, both Kash Pandya and Inken Braunschmidt have embraced their new roles as NED Engagement Champion and Chair of the Remuneration Committee respectively.

UK Corporate Governance Code

The Board recognises that good corporate governance is an important element in helping to promote the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society. The Code applied to the Company through the year, and this report explains how the Company has applied the governance principles, as set out in the Code. During the year ended 31 December 2024, the Company has applied all the principles, and complied with all provisions of the Code.

Strategy, purpose and values

The Code provides that a Board should establish the Company's strategy, purpose and values, and that its Directors should lead by example and promote the desired culture. During the year, Jean Vernet and his Executive team have been driving through the Company's purpose by embedding our commitment to safety, sustainability, people and business excellence, which are all matters regularly discussed by the Board. In addition, there is a programme of visits organised for the Non-Executive Directors, a key element of which is meeting with the workforce for a dialogue about a wide range of issues, including purpose and values.

Employee engagement

To better understand the views of our workforce, the Board, both collectively and individually has spent time with employees in a variety of settings across the business, including informal lunches, round tables and hearing from new leaders on first impressions. Kash took over the responsibilty as Non-Executive Director Employee Engagement from Inken at the start of the year and has visited employees in Aberdeen and Belfast. We also held an engagement lunch with our London colleagues. Kash reports to the Board on the content and nature of his discussions and also discusses with the Executive team. Our 2024 employee survey was completed by 77 percent of employees and resulted in a higher score than 2023 reflecting the collective efforts that the Executive team have made in improving employee communications.

Stakeholder engagement

The Code highlights the importance of effective engagement with not only shareholders but other key stakeholders: employees, the environment, customers and suppliers and local communities. Given the nature of the services we provide, stakeholder engagement is a multi-faceted issue and is frequently discussed at Board meetings. Differing perspectives are identified and considered as part of the Board and Committee decision-making process. These discussions, assessments and conversations focus not only on delivering increased value for shareholders, but also the impact of our decisions and strategies on the Group's wider stakeholders. This was clearly illustrated in my opening paragraph regarding the divestments and debt re-financing.

More information about how we consider and engage with stakeholders as part of our Board activities is set out on pages 68 and 69.

The Executive Directors meet key shareholders regularly and other members of the Board are available to be consulted as appropriate. I have met with most of our largest shareholders since my appointment as Chairman. In addition, in early 2024, Inken met with our largest shareholders to consult on the changes to the Remuneration Policy that was put to the shareholder vote in May 2024.

The Board is also committed to embedding sustainability into day-to-day decision-making and this is a central element of delivering the Group's Strategy. The Group Sustainability Committee, an Executive-led commiteee, monitors progress on achieving the Group's ESG priorities. Claire Hawkings our Senior Independent Director, attends the Executive Sustainability Committee, and reports to the Board on progress in delivering its key prioirties.

Managing risk

As reported earlier, the Audit and Risk Committee is now reviewing key strategic and operational risks in addition to financai risks. The Investment Committee which was established in 2023 is now embedded in the Group's governance framework. It has strengthened the risk assessment of opportunities reviewed, ensuring value has been created by reviewing the financial risks and opportunities of material contracts. There is a full report on our risk management activities in our Principal Risks and Uncertainties section of the Strategic report on pages 70 to 78 and the Audit Committee report explains how we have developed our risk reporting over the year.

Board diversity

We are committed to ensuring that the composition of the Board has the diversity required to be as effective as possible. As at 31 December 2024, the Board comprised eight Directors, each bringing a variety of skills, knowledge and experience, in addition to diversity of thought. With two Executive Directors and five Non-Executive Directors (excluding myself as Chairman) more than half of the Board is independent for the purposes of the Code.

Diversity is a matter which we consider regularly. The Board Diversity Policy is available on the Group website and sets out our aims to ensure an appropriate mix of skills and experience on the Board as well as the Board's Committees. As at 31 December 2023, one member of the Board is from an ethnic minority background and two of the senior Board positions (Senior Independent Director and Chief Financial Officer) are held by women.

Further details in relation to diversity, including data in accordance with the Listing Rules disclosure requirements, can be found in the Nominations Committee report on page 94.

Board effectiveness review

As Chairman, I lead an annual evaluation of the effectiveness of the Board, its Committees and the individual Directors. This year we had an externally facilitated review. The review highlighted that the Board continues to be committed and cohesive and commented that this continued to be the case during what was a challenging period for the Group. The evaluation process identified some recommended actions which can be found on page 93.

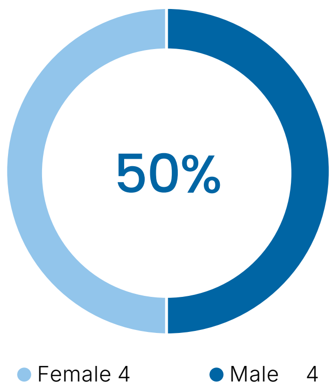
Conclusion

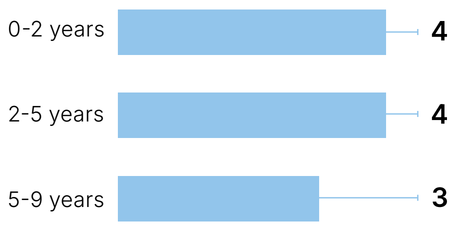
The Board is committed to strengthening our governance structure, as we enter the next chapterof the transformation. I am pleased with the progress we are making and I look forward to reporting to you on the outcomes of our 2025 priorities next year.

Angus Cockburn
Chairman
19 March 2025

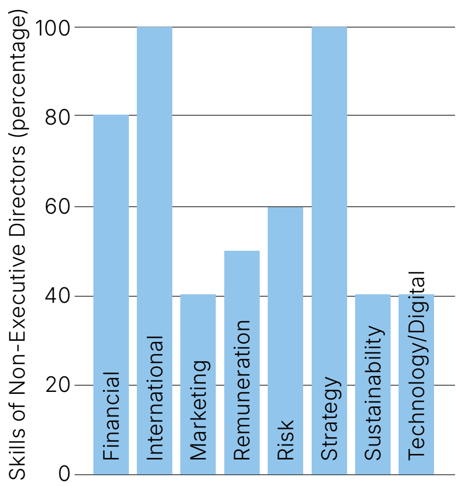
Board Composition
(all Directors as at 31 December 2024)

Length of tenure
(Chairman and Non-Executive Directors)





Skills matrix
Having a diverse Board with different perspectives and insights benefits the Group's stakeholders through higher quality decision-making. The graph below shows the collective expertise the Non-Executive Directors bring to the Board.



Governance at a glance

Governance framework

The Board

The Board is responsible for steering the Group's purpose, culture and values, for setting the Group's strategic priorities and overseeing their delivery in a way that enables sustainable long-term growth, while maintaining a balanced approach to risk within a framework of effective controls. It has a schedule of key matters which is aligned with the Group's Delegated Authority framework. Both documents are reviewed annually.

The Board is assisted in its decision-making by delegating certain responsibilities to the Board Committees. The Committee Chairs report to the Board following each meeting.

Chair: Angus Cockburn

The Board holds seven scheduled meetings a year. There were additional meetings in 2024 to review the re-financing arrangements,the Report and Accounts and disposals.

Committee	Role	Meetings
Audit and Risk Committee **Chair:** Justin Atkinson	Assists the Board in its oversight and monitoring of financial reporting, monitors and reviews the effectiveness of the Group's internal controls and risk management and assesses the independence and objectivity of internal and external audit. See page 97 for the Committee Report.	**Number of meetings:** Five scheduled meetings per year
Remuneration Committee **Chair:** Inken Braunschmidt	Agrees the Remuneration framework for the Executive Directors, Group Executive Committee and the Chair and oversees the remuneration policies for the wider organisation. It ensures the Remuneration Policy remains appropriate and in line with regulatory changes. See page 102 for the Committee Report.	**Number of meetings:** Four scheduled meetings per year
Nominations Committee **Chair:** Angus Cockburn	Reviews the structure, size and composition of the Board and its Committees (including skills, knowledge, diversity and experience) and advises on the Board and succession planning and that of the Group Executive Committee. See page 94 for the Committee Report.	**Number of meetings:** Two scheduled meetings per year
Special Purposes Committee **Chair:** Angus Cockburn	This is an ad hoc committee that enables the Board to take decisions outside the cadence of regular Board meetings on matters of a more routine nature. Membership is the Chair and two Executive Directors.	**Number of meetings:** ad hoc
Disclosure Committee **Chair:** Angus Cockburn	Assists with decision-making on the handling and disclosure of inside information and compliance with applicable legal and regulatory compliance.	**Number of meetings:** ad hoc

Group Executive Committee

Responsible for supporting the CEO in the exercise of his delegated authority from the Board and the day-to-day operations of the Group. This includes financial performance, health and safety and the delivery of the strategic priorities set by the Board. This Committee is chaired by different Executive Committee Members:

The Divisions support the Executive Committee on the delivery of the strategic priorities and financials performance. The Executive meet with the Product Line Directors and hold quarterly business reviews.

Number of meetings: Meets monthly.

Committee	Role	Meetings
Investment Committee **Chair:** CEO	Meets as required to consider investment proposals submitted by the Divisions. It reviews and approves the capital investments and significant contractual commitments entered into by the Group in line with the delegated authority framework.	**Number of meetings:** at least monthly
Group Risk Committee **Chair:** CFO	Identifies and monitors operational risks throughout the Group, supports the Internal Control and Risk Management Strategy and Policy. The Principal Risks section of the report on page 70 describes the Committee's role and activities.	**Number of meetings:** quarterly
Group Health and Safety Committee **Chair:** CEO	Oversees all health and safety issues including incidents and root cause analysis, mitigating actions and training requirements. Reports updates on material safety incidents and developments to the Board.	**Number of meetings:** quarterly
Group Sustainability Committee **Chair:** CEO	Oversees the Group's sustainability commitments and supports the Board to define and implement the Group's Sustainability Strategy, with input from the Group Product Lines. A description of the Sustainability Committee's role and activities is set out on page 55.	**Number of meetings:** quarterly

Board membership and meetings

The Board held seven scheduled and several ad hoc meetings in 2024. Individual attendance is set out in the table below. The ad hoc meetings were related to the approval of the year-end accounts, the refinancing arrangements and the divestment of RMSpumptools. A Strategy Event was held in October. The Chair held private sessions with the NEDs during the year. The Company Secretary provides meeting support and advice guidance and each Board member has access to external advice as necessary.

Board and Committee scheduled meetings attendance (2024)

	Board	Audit[1]	Remuneration	Nominations
Executive Directors				
Jean Vernet	7/7	N/A	N/A	N/A
Karen Hayzen-Smith	7/7	N/A	N/A	N/A
Non-Executive Directors				
Angus Cockburn	7/7	N/A	N/A	2/2
Justin Atkinson[2]	6/7	3/5	4/4	2/2
Inken Braunschmidt	7/7	5/5	4/4	2/2
Kash Pandya	7/7	5/5	4/4	2/2
Claire Hawkings	7/7	5/5	4/4	2/2
Shian Jastram[3]	6/6	4/4	2/2	1/2
Former Directors and Non-Executive Directors				
Aedamar Comiskey[4]	2/4	3/3	2/4	1/1

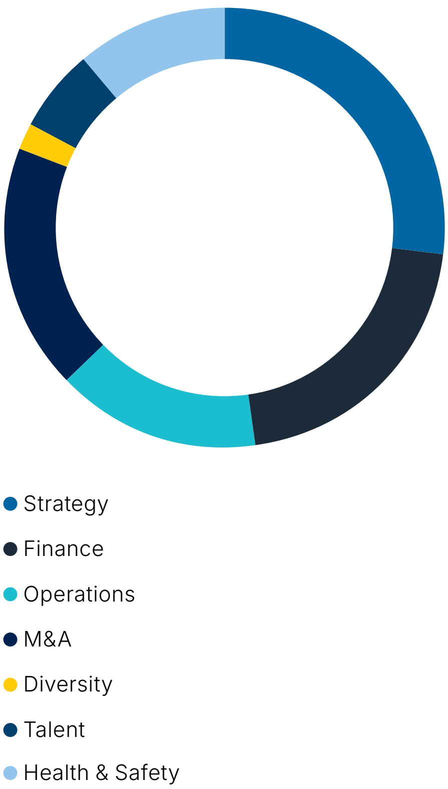
1. There were four ad-hoc Audit Committee meetings held in 2024 with respect to the Annual Report and Accounts.
2. Justin was unable to attend two Audit and Risk Committee meetings due to an unavoidable and unexpected health issue.
3. Shian Jastram was appointed on 1 March 2024.
4. Aedamar Comiskey stepped down from the Board following the Company's AGM on 30 May 2024.

Board and Committee members are provided with papers in advance of meetings via a secure electronic portal. Directors are expected to attend Board and relevant meetings of which they are a member, unless they are prevented by prior commitments, illness or a conflict of interest. If a Director is unable to attend a meeting they give their comments in advance to the Chair of the Committee so these are considered as part of the discussion.

Division of responsibilities

The role of the Chairman	The role of the Chairman and the Chief Executive are separate. The Chairman has overall responsibility for the leadership of the Board and its effectiveness in directing the Group.
Senior Independent Director	Provides a sounding board to the Chair, meets with Directors to review the Chair's performance and shares this feedback and serves as an intermediary with shareholders and Directors.
The role of the Non-Executive Directors	Non-Executive Directors are expected to provide independent oversight and constructive challenge and help develop proposals on strategy.
Non-Executive Director responsible for Employee Engagement	Responsible for representing the voice of colleagues in the Boardroom and enabling the Board to understand employees' experiences, concerns and perspectives in order to assess and monitor culture.

Board activity



Our Directors have collective responsibility for the activities of the Board. There is a clear division of responsibilities between the Chairman and the Chief Executive as required under the Code. The responsibilities of the Chairman, Chief Executive, Chief Financial Officer and Senior Independent Director and other key roles, together with the matters reserved and the terms of reference, are set out on the website.

Board of Directors

Angus Cockburn

Independent Non-Executive Chairman of the Board and Nominations Committee

Appointment:
Angus was appointed Non-Executive Chairman to the Board and the Nominations Committee in May 2021.

Key strengths and experience:
- Extensive business leadership experience.
- Strong strategic and financial knowledge.

Angus joined from Serco Group plc, where he was Group Chief Financial Officer, a position he held since October 2014. Angus's previous roles have included Chief Financial Officer and Interim Chief Executive of Aggreko plc, Managing Director of Pringle of Scotland, and senior finance positions at PepsiCo Inc.

He was also previously a Non-Executive Director of Howdens Joinery Group plc, STS Global Income and Growth Trust plc and GKN plc. He is a chartered accountant with an MBA from the IMD Business School in Switzerland and is an Honorary Professor at the University of Edinburgh and a member of the Institute of Chartered Accountants of Scotland.

External appointments:
Senior Independent Non-Executive Director of Ashtead Group plc; Non-Executive Director of BAE Systems plc and Senior Non-Executive Director of the privately-owned Edrington Group Limited.

Jean Vernet

Chief Executive Officer

Appointment:
Jean joined the Group as Chief Executive Officer in September 2022.

Key strengths and experience:
- Strong leadership skills.
- Clear strategic mindset.
- Significant financial experience.
- Commercial and business management.

Jean has considerable experience working in the energy and technology sectors in both the UK and around the world.

Most recently, Jean was Chief Executive Officer of Smiths Group's largest division, John Crane, where he drove a highly effective growth strategy in a business that operates in over fifty countries. He has an engineering degree and spent over a decade in various financial and market-facing roles with energy services business, Schlumberger. His experience also includes five years as Chief Financial Officer of Expro, the offshore energy services provider, during which time he played a key role in its successful turnaround.

External appointments:
None.

Karen Hayzen-Smith

Chief Financial Officer

Appointment:
Karen was appointed to the Board as Chief Financial Officer in December 2023.

Key strengths and experience:
- Significant financial leadership experience.
- Extensive global experience in the industrial, defence and energy sectors.

Karen was the Director of Group Finance at Johnson Matthey plc, a position she held from January 2020 to November 2023 – including the role of Interim Chief Financial Officer for six months, in November 2020.

Karen's previous roles also include Finance Director for the Aviation sector of Babcock plc and a variety of senior finance roles at Vodafone plc, Hanson plc and Amec Foster Wheeler plc. Karen began her career at Arthur Anderson. She is a member of the Institute of the Chartered Accountants of Scotland and the Chartered Institute of Taxation.

External appointments:
Governor of Oxford Brookes University and Chair of their Audit Committee.

Claire Hawkings

Independent Non-Executive Director and Senior Independent Director

Appointment:
Claire was appointed to the Board in January 2022. She was appointed Senior Independent Director in November 2023.

Key strengths and experience:
- Significant experience in the energy sector.
- ESG/sustainability leadership and management expertise.
- Experience of the development and delivery of organisational strategies including business process transformation, leadership succession and diversity and inclusion.
- Extensive experience in portfolio management and leading complex commercial transactions.

Claire is a Non-Executive Director and Chair of the ESG Committee of Ibstock Plc.

Claire is also a Non-Executive Director and Chair of the Responsible Business Committee of FirstGroup plc, as well as a Non-Executive Director of Defence Equipment and Support, a bespoke trading entity and arm's length body of the Ministry of Defence. Claire has over thirty years' experience in the energy sector, where she held a variety of international leadership positions, most recently with Tullow Oil plc, and prior to that with BG Group plc and British Gas plc. Claire is a fellow of the Energy Institute and Chapter Zero.

External appointments:
Non-Executive Director of Ibstock Plc, Defence Equipment and Support and FirstGroup plc.

Key

- A Audit and Risk Committee
- R Remuneration Committee
- N Nominations Committee
- Chair of Committee
- Member of Committee

Justin Atkinson

Independent Non-Executive Director and Chair of the Audit Committee

Appointment:
Justin was appointed to the Board in February 2018 and was appointed Chair of the Audit Committee in May 2018.

Key strengths and experience:
- Significant operational and financial experience through his previous and current roles.
- Substantial experience on boards of listed companies in both executive and non-executive roles.

Justin was formerly Chief Executive Officer of Keller Group plc between April 2004 and May 2015, having previously held the position of Group Finance Director and Chief Operating Officer. He was also previously a Non-Executive Director of Kier Group plc and Sirius Real Estate Ltd. Justin was a financial manager at Reuters plc, and trained and qualified as a chartered accountant at Deloitte Haskins & Sells.

External appointments:
Chairman of Forterra plc.

Inken Braunschmidt

Independent Non-Executive Director and Chair of the Remuneration Committee

Appointment:
Inken was appointed to the Board in March 2019. She was appointed Chair of the Remuneration Committee in November 2023.

Key strengths and experience:
- Strategic growth mindset.
- Significant global operational experience.
- Track record in innovation, technology, digital transformation and management.

Inken was previously Chief Innovation and Digital Officer and member of the Executive Board at Halma plc.

Prior to joining Halma plc in 2017, Inken spent thirteen years at RWE AG, the German energy giant, and its renewables subsidiary innogy SE, where she held various international leadership roles focusing particularly on strategy, innovation, digital transformation and change management. Inken studied Innovation & Technology at Kiel University and has a PhD in Technology Management.

External appointments:
Committee Member of the Royal Academy of Engineering, Non-Executive Director of Xaar plc and TT Electronics plc.

Kash Pandya

Independent Non-Executive Director and Non-Executive Director for Employee Engagement

Appointment:
Kash was appointed to the Board in November 2021. He was appointed as the Non-Executive Director for Employee Engagement in January 2024.

Key strengths and experience:
- Considerable international leadership experience.
- Strong knowledge of manufacturing and service businesses.

Kash is Vice Chairman of the Supervisory Board of Vantage Towers AG and Non-Executive Director of TowerCo of Africa. Kash was formerly Chief Executive Officer of Helios Towers plc (HTWS), between August 2015 and April 2022, and Non-Executive Deputy Chairman between May 2022 and August 2022.

Kash was Chairman of Climate Impact Partners, a world-leading voluntary carbon market group, between January 2022 and December 2023. Prior to joining HTWS, Kash spent eight years on the board of Aggreko plc, with responsibility for managing its European and International businesses. Kash previously worked for various engineering and manufacturing companies in a number of senior roles, including Jaguar, General Electric Company, Ford Motor Company, Novar plc (then Caradon) plc, APW Limited and Johnston Group.

External appointments:
Vice Chairman of Supervisory Board of Vantage Towers AG and Board member of TowerCo of Africa.

Shian Jastram

Independent Non-Executive Director

Appointment:
Shian was appointed an Independent Non-Executive Director on 1 March 2024.

Key strengths and experience:
- Significant global operational and transformational leadership.
- Renewables sector expertise, including offshore wind and green hydrogen.

Shian worked in a variety of leadership positions at Ørsted, one of the world's leading renewable energy companies, from 2006 to 2022. While at Ørsted, she was inter alia Head of Operations Excellence, Offshore Wind and Head of Business & Market Development, Power-to-X, where she led the global market scale-up of Ørsted's green hydrogen and renewable fuels business. Shian has a degree in Law from the University of Copenhagen and spent her early career in M&A advisory.

External appointments:
None.

Corporate governance report

Board focus in 2024 and principal activities including outlook for 2025

The key discussion topics during 2024 are set out below and we have indicated where the views of the key stakeholders were considered. We also indicate the key priorities for 2025.

In addition to the key topics discussed below, at each meeting the Board receives reports from the Chief Executive on the performance of the business, including a report on the progress of the health and safety initiatives, the Chief Financial Officer on financial performance, the General Counsel on governance developments as well as a report from each of the Board Committees.

Strategy	Progress in 2024 and 2025 priorities
Strategy and disposals to reduce debt	Following the disposals of RMSpumptools and Martek Marine and the subsequent reduction of the Group's indebtedness in Q4 2024, the Board's Strategy Day focused on the Five Year Plan for the Group and future growth initiatives. In doing so, the Board emphasised the importance of ensuring that the capital allocation framework is adhered to and in 2025 the growth intitatives are built on a strong compliance programme, development of a talent pipeline and technology and innovation. The Board reviewed progress of each Division against the strategic initiatives throughout the year and received regular reports from each of the three Divisional Heads as to how they are executing against the agreed strategic priorities.
Stakeholder considerations	The Board considered employees, shareholders and lenders when reviewing the disposals and the impact on the Group's future profitability metrics balanced against the level of reduction in debt/ equity ratio. The Five Year Plan has been balanced against views of employees, shareholders and the environment.
Financial performance	The Board reviews the Group's financial performance at each meeting and receives updates in the months where there are no meetings. The full year and half year results are reviewed in March and September each year and this includes consideration of the dividend. The Annual Plan was reviewed in December and January to support the strategic review in October. During 2024 the Board was focused on reducing the Group's financial debt and considered two key disposals of RMSpumptools and Martek Marine, which contributed to the reduction in net debt. In addition the Group agreed the terms of the Revolving Credit Facility. In taking these key decisions all stakeholders were considered, particularly departing employees. In 2025, the Board remains focused on driving margin improvements through a focused capital allocation framework, self-help and supply chain efficiencies.
Stakeholder considerations	Key stakeholders considered in these decisions are shareholders, lenders, customers and employees.
People and culture	People are key to the delivery of the Company Priorities which is why Pipeline of Talent remains one of the key priorities for 2025 and engagement underpins everything we do. During 2024, a new Chief Human Resources Officer joined the Group in July and the Board received a report on her first impressions and her Five Year Plan, including developing talent internally. Kash Pandya, our designated Non-Executive Director responsible for gathering workforce feedback, provided updates to the Remuneration Committee on his various interactions with employees at numerous sites. The Board also reviewed the employee engagement scores and were encouraged that 77 percent of the workforce had participated in the survey and employee engagement had increased compared to 2023. In 2025, a key priority will be driving and developing a talent pipeline and creating an inclusive environment to drive better decision-making.
Stakeholder considerations	Employees are a key priority in the growth strategy and the development of a talent pipeline.

Strategy	Progress in 2024 and 2025 priorities
Health and safety	Exceptional Safety remains one of our Company Priorities for 2025 and underpins each decision the Board makes, ensuring all our employees return home safely. During 2024, the Board received an update at each Board meeting on the key H&S initiatives that were carried out during 2024 including a review of the Safety Culture Survey, the introduction of the new HSE governance and reporting tool Intelex and the various campaigns that have been launched throughout the year, such as Line of Fire, to promote a safety-focused culture. They also receive a report on key safety incidents from each Division.
Stakeholder considerations	Exceptional Safety remains the number one Company Priority for 2025, for our customers, employees and the wider communities in which we operate.
Shareholder engagement	The Board engaged with its key institutional shareholders throughout 2024 through the full year and half year results presentations and various trading updates. Our AGM is well attended each year by our retail shareholders and in 2024 they received a presentation on the bubble curtain technology. In addition the Remuneration Committee Chair engaged with all the major shareholders on the review of the Remuneration Policy in early 2024 ahead of the AGM. In 2025 as the Group moves towards a sustainable growth platform, an investor relations programme of events will be developed to engage with major shareholders.
Stakeholder considerations	All shareholders, both institutional and retail, were considered when reviewing the results and preparing for the AGM.
Governance and risk management	The Board recognises the importance of good governance for all its stakeholders when considering its strategic priorities. During 2024 the Company embarked on promoting new policies within its Compliance Programme. In 2024, training for all employees on the Anti-Bribery and Corruption and Whistleblowing Policies took place and almost 90 percent of employees have been trained. In addition the Audit and Risk Committee reviewed key risks within the Group and oversaw the development of the new risk appetite framework.
Stakeholder considerations	In 2025, the focus will be on launching a new Code of Conduct for all employees, and discussing the risk appetite at the Board. This investment will help to simplify the business interactions with customers and suppliers and seek to ensure a robust governance framework promotes the long-term viability of the Company. Employees, customers and shareholders were considered in reviewing the Compliance Programme.

Corporate governance report continued

Employee engagement

The Board understands the importance of making visits to businesses in the Group to engage with employees. These visits enhance Non-Executive Directors' knowledge of operations and strengthen their individual contribution to Board debate. The Board visited Belfast during 2024 and Kash Pandya visited Aberdeen and met with employees. In addition, Jean Vernet regularly visits the Group's operations which is an opportunity to meet and connect with a diverse group of employees. The Board discussed the outcomes of these visits, which assisted in identifying areas of focus for the site visits scheduled in 2025. The Division and Function Heads continue to attend certain Board and Committee meetings to discuss areas of strategic focus and employee engagement. An externally facilitated engagement survey of all employees is conducted annually and reviewed by the Board.

Governance, risk and internal controls

The Board is responsible for determining the nature and extent of the Company's principal risks and for ensuring that the Company maintains sound risk management and internal control procedures. More information in relation to those principal risks, the Group's approach to mitigating them, and the risk management and internal control procedures within the Group are set out in the Strategic report on pages 70 to 78.

The Audit and Risk Committee, on behalf of the Board, monitors the Group's risk management and internal control processes and reviews its effectiveness on an ongoing basis. This is part of an established process, in accordance with the Code and the FRC's associated Guidance on Risk Management, Internal Control and Related Financial and Business Reporting, for the identification, evaluation and management of the significant risks facing the Group, which operates and is reviewed throughout the year. During the year, the Board confirmed that, although the controls and risk management systems were adequate, a programme of improvements was agreed for 2025.

The Group's Governance Framework is described in more detail on pages 86 to 87. The Group's internal control systems are designed to provide the Board with reasonable assurance as to the effective and efficient operation of the Group in accordance with the governance structures, and to ensure the quality of internal and external reporting and compliance with all applicable laws and regulations.

During 2024, BDO continued to support the Group with a comprehensive internal controls enhancement programme. This programme of activity will continue throughout 2025 and focus on Divisional non-financial controls.

More information on this, as well as the internal controls environment more generally, can be found in the Audit and Risk Committee report on pages 97 to 101.

As part of its internal control procedures, the Group maintains policies and processes for whistleblowing, anti-bribery and corruption and to uphold its zero-tolerance approach to any form of modern slavery. More information in relation to those policies is included in the Principal Risks and Uncertainties section of the Strategic Report on page 81 and in the non-financial information statement on pages 80 and 81.

The Board has also carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity, and of the Group's emerging risks. An overview of the Company's risk management and internal control systems is included in the Principal Risks and uncertainties section of the Strategic Report on pages 70 to 78.

Board composition

Details about the current composition of the Board are set out in the biographies of the Directors on pages 88 to 89.

Board diversity

Ensuring that the Board is appropriately diverse across multiple areas is important to achieving its strategic objectives and in attracting and retaining talent. See page 95 for further information.

Supported by the Nominations Committee, the Chairman monitors the composition of the Board to ensure it is made up of the appropriate mix of skills, experience and knowledge required to effectively oversee and support the management of the Group and the delivery of the strategy.

When considering candidates for the Board, the Nominations Committee, on behalf of the Board, takes into account factors such as: professional experience, skills, education, international and industry knowledge, social-economic background, sexual orientation, disability, age, ethnicity and gender. The Nominations Committee report on pages 94 to 96 sets out its progress in this respect, along with an example of the Nominations Committee's work in identifying a new Non-Executive Director candidate on behalf of the Board.

Stakeholders

The stakeholder voice is brought into the Boardroom throughout the annual cycle through information provided by the Executive Directors (as well as representatives from the Group's Product Lines and Functions who are invited to present to the Board), and through regular updates from Directors on their engagement activities with the stakeholders themselves:

Chairman and the Executive Directors on their discussions with investors.

- Company's brokers on the feedback received from investors.
- Executive Directors, Chief HR Officer and designated Non-Executive Director for Employee Engagement in relation to employee engagement.
- Group CEO on feedback from customers.
- Senior Leadership Team on their engagement with employees, customers, suppliers and local communities.
- Group Sustainability Committee on the Group's approach to reducing its environmental impacts.

On pages 68 and 69 of our Strategic Report, we set out our principal stakeholders, how we engage with them, the issues important to them and how we respond.

The relevance of each stakeholder group may increase or decrease depending on the matter or issue in question, so the Board seeks to consider the needs and priorities of each stakeholder group during its discussions and as part of its decision-making. On pages 90 and 91 we set out how the Board has considered the interests of stakeholders when discussing and agreeing decisions on key matters in 2024.

Board evaluation

The Board undertakes an annual evaluation of the performance of the Board, the Remuneration, Nominations and Audit Committees, and the individual Directors, including the Chairman, against the framework of Board effectiveness produced by the Financial Reporting Council.

In 2024, an independent External Board Evaluation was undertaken by Fidelio Partners. They conducted a series of interviews with each of the Directors, including the Executive Directors, following which they observed Board and Committee meetings. The results of the review were discussed with the Chair and they presented their observations and recommendations for action at a Board meeting.

The Chairman's performance review was led by the Senior Independent Non-Executive Director in consultation with the other Directors. The performance of the Executive Directors was reviewed by the Chairman and Non-Executive Directors with the Chief Executive's review being communicated by the Chairman.

The Chairman and the Executive Directors reviewed the performance of each of the other Non-Executive Directors. The Board considers that each Director continues to contribute effectively and to demonstrate commitment to the role.

Training and development

Ongoing training and development for Directors is available as appropriate and is reviewed and agreed with the Chairman annually. Specific and tailored updates were provided by external advisers and management to the Audit, Nominations and Remuneration Committees. During the year the Board also received reports from the Group General Counsel on compliance, as well as corporate governance and ESG-related updates from external advisers.

The Board is confident that all its members have the knowledge, ability, and experience to perform the functions required of a Director of a listed company.

Upon appointment to the Board, Directors undertake an induction programme, receiving a broad range of information about the Group, tailored to their previous experience. This includes information on the Group businesses and their operational performance, along with an overview of Group strategy, corporate governance, and Board procedures. The programme also includes one-to-one meetings with all Board and Executive Committee members, as well as individual site visits to key Group operating locations to understand the business and meet management teams.

Assisted by the Company Secretary, the Chairman has responsibility for these induction programmes, and for the Board's training and professional development.

Actions from the 2023/24 Board evaluation are noted below and the material actions for 2025 are noted in the side panel.

Action	Progress in 2023/24
IR strategy and timing of Capital Markets Day to be reviewed.	Board presentation relating to IR strategy scheduled in 2024.
Continue improvements in ESG reporting.	Presentation to the Board on ESG strategy and reporting scheduled in 2024.
Improve the Annual Report and external audit process.	Management's 2023 Annual Report and External Audit Preparation Plan presented to the Audit Committee.
Formalise the timing of the circulation of financial reports to the Board.	Financial reporting schedule under review by management.
Improve below Board level succession planning.	Nominations Committee review of Executive Committee and senior leadership succession planning process scheduled in 2024.

Board evaluation

Actions for 2025
Agenda planning and ensuring there is time for reflection and discussion on key matters.

Agreed action for 2025
A review of the annual agendas is taking place to assess how the Board spend their time, now the Group has successfully deleveraged , to allow more time for review after the discussion of key topics.

The strategic items for discussion are also being evaluated.

Actions for 2025
Improve the length and content of Board papers.

Agreed action for 2025
A review is underway on the quality of the Board papers and Board reporting with more concise Executive summaries.

Actions for 2025
Arrange more focused site visits.

Agreed action for 2025
The Board will increase the number of site visits with employees in 2025.

Actions for 2025
Oversight of the outcomes from the Strategy Day.

Agreed action for 2025
Develop a cadence of reporting to the Board on the strategic priorities.

Actions for 2025
Training and development.

Agreed action for 2025
Review training needs to align with the long-term growth opportunities for example innovation and technology.

Nominations Committee report

Membership	Since
Angus Cockburn (Chair)	2021
Aedamar Comiskey (until 30 May 2024)	2014
Justin Atkinson	2018
Inken Braunschmidt	2019
Kash Pandya	2021
Claire Hawkings	2022
Shian Jastram (from 1 March 2024)	2024

Key objectives

Reviewing the composition of the Board and succession planning.

Key responsibilities:

- To regularly review the structure, size and composition of the Board (including skills, knowledge, independence and experience) and recommend any changes.
- Succession planning for Directors and senior executives of both the Company and the operating businesses, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed in the future.
- Identifying and nominating candidates for Director positions, for approval by the Board.

The Committee reviews the leadership and succession needs of the Company and ensures that appropriate procedures are in place for selecting, nominating, onboarding, training and evaluating Directors.

Overall, our objective is to ensure that the Board has Directors with a broad range of knowledge, skills and experience to ensure the team works together effectively in discharging its responsibilities, including in relation to corporate governance. We recognise the benefits of a diverse Board and senior leadership team, including diversity of skills, sector experience, background, gender, and ethnicity.

2024 in review

During 2024, the following Board membership changes were considered by the Committee:

- On 1 March 2024, Shian Jastram joined the Board as an Independent Non-Executive Director. She brings a wealth of invaluable international experience to the Board in operational and transformational leadership roles in the renewables sector, including offshore wind and green hydrogen.
- On 30 May 2024, Aedamar Comisky stepped down from the Board.

Board appointments and succession planning

The Committee leads the process for Board appointments and makes recommendations to the Board within its agreed terms of reference. Appointments are made having regard to the balance of skills, experience and knowledge of current Directors as well as the diversity of the Board in respect of multiple characteristics, including gender, social and ethnic backgrounds, cognitive and personal strengths. The Committee adopts a formal, rigorous, and transparent procedure for the appointment of new Directors to the Board, working with independent executive search consultants. Both appointments and succession plans are based on merit and objective criteria.

During 2024, the Committee sought support from specialist executive search consultant Korn Ferry who assisted with the appointment of Shian Jastram and was instructed to search for Non-Executive Director candidates with global industry knowledge, particularly in renewables and offshore wind. Korn Ferry have no connection with the Company (other than assisting with recruitment), nor with any individual Director.

The Committee keeps under regular review Board succession planning. During the year, the Chief HR Officer briefed the Committee on the Group's talent review and actions undertaken in relation to the Group's senior leaders to ensure a diverse pipeline and effective succession planning for the Board and Executive Committee.

Director induction, training and development

As Chairman, I am responsible for the formal induction of all new Directors, assisted by the Company Secretary. Each new Director is provided with the necessary background materials to familiarise themselves with the Group, and meetings are arranged with other members of the Board, Executive Committee members, senior leadership and the Company's external advisers.

Site visits to businesses around the Group are arranged to provide a deeper understanding of the Group's operations, risks and strategic priorities. A detailed induction programme was undertaken by Shian Jastram, which includes training from the Company's external legal advisers on Directors' responsibilities, the Corporate Governance Code and Market Abuse Regulation, as well as in-person site visits and management meetings at the Group's key sites.

Assisted by the Company Secretary, I am also responsible for the Board's training and professional development. Directors were provided with presentations during 2024 on developments in corporate governance and financial reporting and the new UKLA Listing Rules. Directors will continue to receive regular training updates from appropriate internal and external specialists on governance and risk issues, and on financial and reporting standards. In addition, Directors are fully aware of their own responsibility for identifying and satisfying their own specific training requirements. In 2024, the Board held a site visit to Belfast, and had management and employee engagement meetings, in order to deepen the Board's understanding of the operations of the Group's businesses and teams.

Board composition and time commitment

There were eight Directors on the Board as at 31 December 2024, comprising the Non-Executive Chairman, Chief Executive Officer, Chief Financial Officer and five Independent Non-Executive Directors. The names and biographical details of the members of the Board are set out on pages 88 to 89. During the year Inken, was appointed a non-executive of Xaar plc and TT electronics plc. The Board reviewed the appointments and considered that these roles would not have an undue impact on the time she spends dedicted to the Group.

The Board judged the Non-Executive Chairman to be independent at the time of his appointment and the Board considers all other Non-Executive Directors to be independent under the terms of the Code.

Directors standing for re-election

The Committee discussed and unanimously recommended that each of the Directors should be put forward for election or re-election by the shareholders at the AGM scheduled for 30 May 2024. In making this recommendation the Committee members (with each Committee member recusing themselves from the discussion and recommendation in relation to their own re-election) have evaluated each Director in terms of their performance, their commitment to the role and their capacity to discharge their responsibilities in an effective manner given their other time commitments and responsibilities.

Board evaluation

The Board carries out a Board and Committee evaluation each year, and for 2024, the Board appointed Fidelio to undertake an external evaluation. Fidelio has no other connection to the Company or any individual Director. The results of the 2024 evaluation and resulting actions are set out in the graphic on page 93.

Following the evaluation, the Committee believes the Board functions effectively and efficiently, and is appropriate for a Group of its size. The Committee considers that each Director demonstrates the knowledge, ability and experience required to perform the functions of a director of a listed company and is of the calibre necessary to support and develop the Company's long-term strategy and success.

The Committee also considers that no individual or small group of individuals dominates discussions or the decision-making process. With these findings in mind, it is not expected that the Board evaluation will influence Board composition in the short term.

Diversity and inclusion

James Fisher recognises the importance of diversity of thought, skills and experience in the effective functioning of the Board, its Committees and the wider organisation.

This diversity may arise from any number of sources, including differences in age, gender, ethnicity, disability, sexual orientation, cultural background and religious belief.

The Board's intention is to maintain diversity in all its senses in its own constitution, and to encourage the same throughout the organisation. The Board Diversity Policy is a policy which acknowledges the importance of diversity and includes an explicit requirement to take into account diversity when considering appointments to the Board.

The Board and its Committees are committed to ensuring that all have an equal chance of developing their careers within our Group.

The promotion of a diverse and inclusive workplace by recruiting where we work, enforcing pay parity, and celebrating the uniqueness of individuals and their communities is one of the key foundations of the Group's Sustainability Policy. During the year, the Board and the Committee have discussed with the Chief HR Officer the progress made on implementing initiatives to promote diversity and inclusion throughout the Group. More detail on the progress of those initiatives can be found on page 44.

There has been progress in increasing the international and gender diversity of the Group's senior management group, but the Company is aware that more needs to be done to improve the gender and ethnic mix in the leadership population. The Board supports the aims of the FTSE Women Leaders and Parker Reviews and is mindful of the targets specified by recent updates to the UK Listing Rules. The data required by UK Listing Rule 9.8.6 as at 31 December 2024 is set out in the table on page 96.

The data is collated by the Group's HR function and confirmation provided by the Board and Executive Team. As demonstrated below, as at 31 December 2024, the Company met all three of the Board-level targets set by the UK Listing Rules:

- More than 40 percent of the Board were women (50 percent).
- Two of the four senior positions on the Board were held by women (CFO and SID).
- One of the Directors was from an ethnic minority background.

The Chief Executive Officer chairs an Executive Committee of nine people, with women representing 33 percent of the Executive Committee as at 31 December 2024. Apart from creating a forum to bring together a range of specialist skills and experience it also acts as a platform for our succession strategy into the future.

2025 priorities

The Committee's priorities for 2025 are:

- Considering the key skills, experience and requirements for succession planning for the Board.
- Reviewing the succession planning and talent pipeline for the Executive Committee and senior leadership positions.
- Accelerating the Group's progress towards increasing the relative diversity in senior management positions.
- Conducting an internal Board evaluation.

Angus Cockburn
Chair of the Nominations Committee
19 March 2025

The Committee's terms of reference are available on the Group's website.
The Committee meets at least three times a year.

Nominations Committee report continued

Diversity and inclusion continued

In accordance with the Listing Rules 9.8(R)(10) as at 31 December 2024, the numerical data on the gender identity and ethnic background of our Board and Group Executive is as follows:

Gender representation of the Board and Executive Management as at 31 December 2024

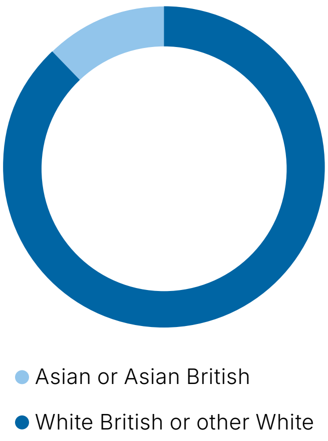
	Number of Board Members	Percentage of the Board	Number of senior positions on the Board *	Number in executive management**	Percentage of executive management
Men	4	50%	2	7	70%
Women	4	50%	2	3	30%
Not specified/prefer not to say	–	–	–	–	–

Ethnic background of the Board and Executive Management as at 31 December 2024

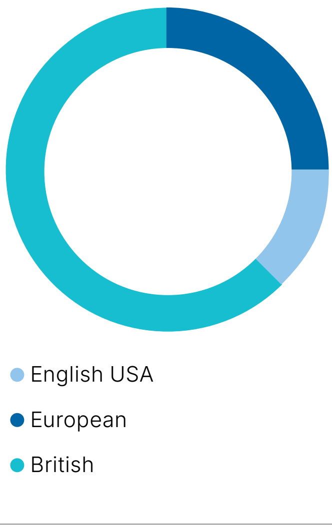
	Number of Board Members	Percentage of the Board	Number of senior positions on the Board*	Number in executive management**	Percentage of executive management
White British or other White (including minority-white groups)	7	88%	4	10	100%
Mixed/Multiple Ethnic Groups	–	–	–	–	–
Asian/Asian British	1	12%	–	–	–
Black African/Caribbean/ Black British	–	–	–	–	–
Other ethnic group, including Arab	–	–	–	–	–
Not specified/ prefer not to say	–	–	–	–	–

*Senior positions on the Board refer to the Chair, Chief Executive, Chief Financial Officer and Senior Independent Director.
** Executive Management comprises the Group Executive Committee only and not the Company Secretary.

Board ethnicity representation



Board nationality



Audit and Risk Committee report

Membership	Since
Justin Atkinson, Chair	2018
Aedamar Comiskey (until 30 May 2024)	2014
Inken Braunschmidt	2019
Kash Pandya	2021
Claire Hawkings	2022
Shian Jastram (from 1 March 2024)	2024

Key objectives

The Audit and Risk Committee (the Committee) monitors the completeness and reliability of assurances regarding governance, risk management, the control environment, and the integrity of the Group's reporting process and financial management.

Key responsibilities:

- Overseeing the accounting principles, policies, and practices adopted in the Group's accounts.
- Reviewing external financial reporting and related announcements.
- Managing the appointment, independence, effectiveness, and remuneration of the Group's external auditor, including the policy on awarding non-audit services.
- Initiating and overseeing a competitive tender process for the external audit when required.
- Assessing the resourcing, plans, and effectiveness of Internal Audit.
- Reviewing the Group's internal control and risk management systems.
- On behalf of the Board, evaluating risk assessments and considering emerging risks.
- Establishing and overseeing fraud prevention measures.
- Advising the Board on whether the Annual Report and Accounts, taken as a whole, is fair, balanced, and understandable, and provides shareholders with the necessary information to assess the Company's position, performance, business model, and strategy.

The Committee holds a minimum of three scheduled meetings annually.

Dear Shareholders

I am pleased to present the Audit and Risk Committee report for the year ended 31 December 2024 providing an overview of the Committee's role in overseeing and monitoring financial reporting, risk management and internal controls. This report seeks to focus on specific aspects considered by the Committee during the year and aims to provide assurance to our shareholders. As Chair of the Committee, I am responsible for ensuring that the Committee fulfils its duties rigorously and effectively.

In March 2024, the Committee changed its name from the Audit Committee to the Audit and Risk Committee to accurately reflect its oversight of risk management activities in the Group and subsequently reviewed its forward agenda to ensure that the cadence and review of risk activities on the agenda was appropriate.

The Committee remains focused on ensuring compliance with the UK Corporate Governance Code 2018 (the Code) while assessing management's plans to meet evolving requirements following the FRC's publication of the 2024 UK Corporate Governance Code (2024 Code), which took effect on 1 January 2025. A key change in the 2024 Code is the requirement for the Board to include a declaration in the Annual Report and Accounts, detailing how it has reviewed the effectiveness of the Company's risk management and internal controls framework, along with its conclusions. This new requirement will apply to the Group for the financial year ending 31 December 2026.

Throughout the year, the Committee has been monitoring progress of the internal controls enhancement initiative, which commenced in 2022, receiving regular updates from management and our programme partner, BDO.

Significant progress has been made this year, including the embedding of material controls, strengthening internal teams, and implementing a governance, risk and compliance system. Management has developed a detailed plan to ensure readiness for the 2024 Code's requirements, which the Committee has reviewed.

Following the completion of the 2023 Annual Report and Accounts, the Committee reviewed the reporting process, including the associated external audit, through a detailed feedback exercise that captured comments from key components of the Group as well as KPMG. Although the Committee is satisfied that management have sufficiently addressed the actions arising from that review, further initiatives have been identified to enhance the process for the next year.

Of particular importance is the requirement to ensure that the Group's financial reporting is fair, balanced and understandable. We therefore review all the Group's financial reports before publication, including where necessary alternative performance measures, and we are satisfied that they provide a fair, balanced and understandable assessment of the Group's position and performance.

I am satisfied that the Audit and Risk Committee is properly constituted with written terms of reference (available on the website) and is provided with good quality information to allow proper consideration to be given to topics under review. I am also satisfied that meetings are scheduled to allow sufficient time for discussion and to ensure that all matters are considered fully.

Committee composition and operation

As reported last year, we welcomed Shian Jastram as a member of the Committeeon 1 March and Aedamar Comiskey retired as a Non-Executive Director and member of the Committee on 30 May 2024.

The Audit and Risk Committee met nine times during the year, with meetings scheduled to align with the Company's external financial reporting obligations. Additional meetings were held in 2024, primarily due to business divestment activities and their associated impact on the external audit. Details of the attendance of individual Directors can be found on page 87.

Audit and Risk Committee report continued

The Audit Committee meetings are attended by Committee members, the Company Chairman, Chief Executive Officer, Chief Financial Officer, Group General Counsel, Company Secretary, and Group Financial Controller, along with representatives from the external and internal auditors.

At each scheduled meeting, the Audit and Risk Committee provides an opportunity for private discussions with both the external and internal auditors. Additionally, the Chair has regular discussions with the reporting partner from the external auditor, KPMG, and the relevant partner from the internal auditor, PwC, to discuss matters related to the Group.

The Board is satisfied that as Chair of the Audit and Risk Committee, I have significant and relevant financial experience, being a chartered accountant who formerly served as finance director of a FTSE listed company. I have been attending audit committee meetings for 25 years and have chaired three other FTSE listed company audit committees. The members of the Audit and Risk Committee collectively have broad financial, commercial, professional, and technical experience and are considered to have competence relevant to the sectors in which the Group operates.

Whilst each Non-Executive Director(NED) will largely manage their own continuing development, the Audit and Risk Committee receives technical and governance updates throughout the year from the external auditor and external advisers and NEDs may request additional information, as required.

Details of the Audit and Risk Committee's specific responsibilities and how it exercises those responsibilities are set out in the remainder of this report. The performance of the Audit and Risk Committee (alongside the Board and the other Committees) was externally evaluated during the year. The results of this review provided assurance that the Committee discharges its duties and responsibilities in accordance with its terms of reference.

Matters of particular focus for the Committee during the year

Financial and narrative reporting

- Review of the half year and full year financial statements and results announcements, including investor presentations.
- Evaluation of key accounting judgements and estimates.
- Review of management's consideration of various FRC thematic reviews and financial reporting guidance.
- Review of the going concern and viability statements and evaluation of the underpinning financial plans and assumptions.
- Review of the Annual Report and Accounts, ensuring it is fair, balanced, and understandable.

External audit

- Assessing the external audit plan and strategy.
- Receiving updates from external auditors on audit progress.
- Reviewing the external auditor's report for the half year and full year results.
- Evaluating the effectiveness of the external auditor, including consideration of the FRC's Audit Quality Review findings.
- Approving the fee of the external auditor.

Internal Controls and Risk Management

- Receiving updates on progress in enhancing the Group's risk management framework including in-depth reviews of selected principal risks.
- Reviewing updates on the internal controls enhancement programme and its alignment with the risk management framework.
- Assessing the Group's principal and emerging risks.
- Challenging management to address internal control issues identifed through internal audit reviews.

Internal audit

- Approving the internal audit plan
- Reviewing internal audit reports on progress and activities in line with the audit plan.
- Evaluating PwC's effectiveness as the internal auditor.

Fair, balanced, and understandable

In assessing whether the Annual Report and Accounts is fair, balanced, and understandable and provides the necessary information for shareholders to evaluate the Company's performance, strategy, and business model, the Committee has considered its own knowledge of the Group, its markets, strategy, and performance throughout the year. Additionally, the Board has reviewed the content of the Annual Report and Accounts, other periodic financial statements, and announcements, alongside the recommendation from the Audit and Risk Committee.

Key considerations of the Audit and Risk Committee have included ensuring consistency between the financial statements and the narrative in the front half of the Annual Report and Accounts. The Committee also focused on achieving an appropriate balance in reporting both weaknesses, challenges, and difficulties (particularly concerning the Group's principal risks and uncertainties, as outlined on pages 72 to 78), alongside successes, in an open and transparent manner.

Financial reporting, significant issues and accounting judgements

Acting independently from management is a fundamental element of the Audit and Risk Committee's role, ensuring that shareholders' interests are properly protected in relation to financial reporting.

When preparing the accounts, certain areas require management to exercise judgement or make estimates. The Committee evaluates whether these judgements and estimates are reasonable and appropriate. In doing so, it also reviews the clarity of disclosures, compliance with financial reporting standards, and adherence to relevant financial and governance reporting requirements, while considering the views of the external auditor.

The Group's key accounting judgements, as discussed and challenged by the Committee, are set out in the table below and on page 151.

Significant area	Work undertaken/outcome
Impairment of goodwill Key judgements are made in determining the appropriate level of Cash Generating Unit (CGU) for the Group's impairment analysis. Key estimates are also made regarding the assumptions used in calculating the discounted cash flow projections to value the CGUs containing goodwill. These key assumptions include management's estimates of budgets and plans, as well as the discount rates and long-term growth rates applied to each CGU.	We reviewed a report from management outlining the methodology used, the assumptions made, and any significant changes compared to prior years. The budget underpinning management's analysis was reviewed, including an assessment of associated risks and opportunities. We challenged management on the rationale behind key assumptions and sensitivities, such as discount rates and growth rates, used in determining the discounted cash flows, ensuring their reasonableness. Impairment reviews were a key focus for KPMG, who reported their findings to us. We concluded that management's key assumptions and disclosures are reasonable and appropriate.
RMSpumptools disposal Judgement was applied in assessing whether RMSpumptools should be disclosed within continuing or discontinued operations. This assessment required judgement due to the business's overall financial contribution to the Group.	We reviewed a report from management assessing the business's activities against the technical criteria for classification as a discontinued operation. Following discussions with management on the various criteria, we concluded that reporting RMSpumptools within continuing operations was appropriate, as it did not meet the definition of a major line of business. We were satisfied with the clarity of the disclosures, which clearly outlined the business's contribution during the year. This was also a key area of focus for KPMG, who reported their findings to us.
Retirement benefits obligations Key estimates are made in relation to the assumptions used to value retirement benefit obligations under Shore staff, MNOPF and MNRPF pension schemes, including the mortality rate, discount rate and inflation. The key assumptions are based on recommendations from independent qualified actuaries.	We reviewed a report from management summarising the key assumptions used to value the three retirement benefit plans. These assumptions were informed by input from independent qualified actuaries and assessed by KPMG for reasonableness. We concluded that the assumptions, accounting treatment, and associated disclosures were appropriate for the Group's retirement benefit obligations.
Provisions and contingent liabilities Consideration is given to determining provisions in the accounts for disputes and claims that arise from time to time in the ordinary course of business, as well as to determining appropriate disclosures for alternative performance measures and contingent liabilities.	We received a report from management outlining information on disputes and claims, including their accounting and disclosure implications, which were subject to challenge and discussion. Claims, uncertainties, and other provisions were a key area of focus for KPMG, who reported their findings to us. We concurred with management's conclusions regarding provisioning and contingent liability disclosures.
Vessel lease term Judgement is applied in determining the length of certain vessel leases, particularly when assessing the reasonable certainty of exercising termination or extension options.	We received a report from management assessing all relevant facts and circumstances, including an evaluation of economic indicators and managements control related to lease termination options. One lease with a four year term was determined to have a termination option exercised within two years, and we were satisfied with management's assessment in reaching that conclusion. This was also a key area of focus for KPMG, who reported their findings to us.
Going concern and viability statement Consideration is given to the appropriateness of disclosures, particularly in relation to the severe but plausible scenario in the going concern assessment.	The Committee received reports and analysis prepared by management, incorporating the external auditor's review and observations. These included key assumptions used in the sensitivities applied to determine the severe but plausible scenario, as well as the results from reverse testing. The Committee also considered the disclosures relating to the outcome of this stress assessment. The Committee also reviewed the long-term viability of the Group which included assessing risks, the current funding model and stressed scenarios. The Going Concern and Viability periods were reviewed, considering the impact of the refinancing completed during the year. The Committee is satisfied that the going concern basis of preparation remains appropriate for the financial statements and that sufficient disclosures have been provided regarding the severe but plausible scenario. The Committee is also satisfied that the Group is able to meet liabilities over at least three years, which is an appropriate timeframe for assessing viability of the Group.

Audit and Risk Committee report continued

Significant area	Work undertaken/outcome
Alternative Performance Measures (APM) and adjusting items Consideration is given to the appropriateness of classifying certain items as adjusting or non-underlying, in relation to the inclusion of Alternative Performance Measures (APMs) and the associated disclosures.	The Committee carefully considered the judgements applied in disclosing APMs and adjusting items, as outlined in Note 5 of the financial statements. Adjusting items include impairment charges, refinancing costs, restructuring costs, and other non-recurring expenses incurred outside the normal course of business. The Committee sought to ensure that the treatment adhered to consistent principles and internal policies and that the disclosures were clear and understandable. The rationale for presenting certain costs as non-underlying was also subject to challenge. The Committee concluded that management had appropriately classified costs within adjusting items in arriving at underlying measures.

Risk management and internal controls

The Board has overall responsibility for the Group's risk management and internal control systems, including financial, operational and compliance controls. The Audit and Risk Committee operates on behalf of the Board, actively challenges the Group's risk management and internal control systems, conducting in-depth reviews, and overseeing the work of internal and external auditors. A more detailed summary of the Group's risk management and internal control systems is set out in the principal risks and uncertainties section of the Strategic Report on pages 70 to 71.

The Audit and Risk Committee receives reports on internal control deficiencies, primarily identified through internal audits and the internal controls enhancement programme. The external audit continues to highlight the informal nature of many of the Group's controls and, during the year, identified control deficiencies along with recommendations for improvement. The Committee reviews all such reports with both internal and external auditors and holds relevant management teams accountable to ensure appropriate and timely actions are identified and implemented.

Control deficiencies are graded, and an action plan with associated timeframes is agreed upon with the relevant management team. Progress against each plan is reported to the Committee on an ongoing basis until the actions are fully completed.

Progress on the internal controls enhancement programme and the roadmap to achieving regulatory compliance has been a key area of focus during the year. In addition to receiving reports from the Head of Group Internal Controls and Risk, as well as the Group's programme partner, BDO, accountable individuals within the Divisions have also provided updates on their progress and plans.

Anti-bribery and corruption

We have an established Anti-Bribery and Corruption Policy aimed at ensuring adherence to the associated legal and regulatory requirements. The policy includes sections governing the following:

- Group's zero-tolerance approach to payment of bribes.
- Reasonableness and proportionality of offering or receipt of gifts or hospitality.
- Appointment and management of third parties who are engaged to assist with our sales and marketing activities, including approval via procedures which include appropriate internal and external due diligence using web-based tools provided by Control Risks (the international risk consultancy).
- The Group conducts robust due diligence on its agent and joint venture relationships prior to engagement, and requires them to comply with the Group's policy and relevant law. The Board receives reports on agent and joint venture relationships twice a year.
- Group's prevention of facilitation payments.

During 2024, the Group refreshed its Anti-Bribery and Corruption Policy and ethics code of conduct. A training programme was initiated on the new policy and Code of Conduct and almost 90 percent of the Group's employees had received training on the Anti-Bribery and Corruption Policy by year end. This training is now embedded as part of the employee induction programme.

External audit performance

The Audit and Risk Committee recognises that the quality of an audit is of paramount importance. The Committee continually assesses the performance of the external auditor, KPMG, starting from the initial planning stage where the audit plan, proposed strategy, approach, objectives, significant risk areas, and other areas of focus are discussed, drawing on input from the Group's senior management, and continuing through to the conclusion of the audit.

Annually, the Audit Committee conducts a formal assessment of the external auditor's performance based on its own experience and that of the Group's senior management. The assessment considers the relationship between the external auditor and the Group, the external auditor's knowledge of the Group's business, its capabilities, the planning and execution of the external audit, fees, and independence. The results of this review were considered by the Audit Committee and discussed with KPMG, with the main areas of focus identified as planning, the effectiveness of the interim audit, the timeliness of resolving certain judgemental matters, and communication. KPMG's audit of the Annual Report and Accounts 2023 was subject to the FRC Audit Quality Review. The Committee reviewed the outcome of the review and was pleased to note that KPMG received a rating of 'Good,' indicating that no areas for improvement were identified.

The Committee is therefore satisfied that KPMG provided an effective audit and maintained their independence and objectivity. KPMG is recommended for re-appointment at the Company's forthcoming AGM.

External auditor appointment and fee

KPMG were first appointed to audit the Company in 2008. They were re-appointed external auditor of the Company in 2017, following a competitive tender process and will reach the maximum permitted tenure of 20 years by the end of December 2027.

Andrew Campbell-Orde served as the lead audit partner until his retirement following completion of the Group's interim results.

Christopher Hearn shadowed the interim review and was then appointed as the lead partner for the full year 2024 external audit. Given the impending maximum permitted tenure period, the Committee will assess an appropriate time to initiate a full tender process, ensuring sufficient time before KPMG's maximum permitted tenure expires.

Details of the external auditor's remuneration for 2024 are set out in Note 8 on page 163. The audit fee for 2024 has decreased compared to 2023, predominantly due to divestments and improvements implemented by management. However, given the general market trend, the audit fee remains high relative to the size and complexity of the Group.

The Company has complied throughout the financial year under review, and up to the date of this report, with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

External auditor independence and objectivity

The Audit and Risk Committee acknowledges that certain non-prohibited work is best undertaken by the external auditor. To safeguard the external auditor's objectivity and independence the Committee has a policy on engaging the external auditor for non-audit services. This policy includes a requirement for approval by the Committee Chair if the permitted services exceed a threshold of £20,000 or for the Committtee's approval if the permitted services exceed a threshold of £100,000.

The Committee reviews the policy annually and recommends it to the Board for approval. In accordance with relevant Audit Regulations and standards published by the FRC, the Committee has not engaged the external auditor on matters restricted by those Regulations and standards.

Fees for permitted work (including the Interim Statement) have been approved by the Committee. KPMG were not instructed to carry out any prohibited non-audit services during 2024.

During the year, KPMG provided non-audit services to the Group in respect of the interim statement for the period ended 30 June 2024. KPMG also provided services related to the disposal of RMSpumptools, although the work carried out did not result in any material judgements in the financial statements. The fees associated for these services were approved by the Audit and Risk Committee.

The Committee is therefore satisfied that KPMG have remained independent and objective.

Internal audit

The Audit and Risk Committee is responsible for receiving the work carried out by the internal audit function, which considers, reviews and reports on key commercial, financial and control risks across the Group. The internal audit function undertakes its work in accordance with an annual programme approved by the Audit and Risk Committee. The scope of each internal audit review is agreed upon by the Committee in consultation with the internal auditor to ensure that key areas for each business are addressed.

In total, 13 internal audits were undertaken in 2024 (2023: 11). Reports relating to the internal audits were presented to the Committee for review, shared with senior management for action, and provided to the external auditor for information. The actions identified by the Internal Audit Function were followed up with management to ensure appropriate actions were taken to mitigate the associated risks. Senior management has continued to focus on improving the control environment through the timely closure of audit actions.

The effectiveness of the Group's Internal Audit Function is continually reviewed including through an annual formal review undertaken by the Committee, with feedback from Group businesses and functions that have been subject to internal audit during the year.

ESG reporting

The ESG reporting environment continues to be a significant area of regulatory development. The Audit and Risk Committee reviewed a report from management discussing the various reporting frameworks the Group is required to comply with, as well as a roadmap of upcoming regulatory changes. The Committee was satisfied that the Group remained compliant with mandatory frameworks but acknowledged that actions are required to improve the management of non-financial data.

Conclusion

The Audit and Risk Committee has written terms of reference, operates in an open manner and has clear and concise channels of communication with the Board. Should any investor feel it necessary I will make myself available to meet with them to discuss any matters under this Committee's remit. I will also be available to answer any questions at the AGM.

Justin Atkinson
Chair of the Audit and Risk Committee
19 March 2025

Directors' remuneration report

Membership	Since
Inken Braunschmidt, Chair of the Remuneration Committee since 9 November 2023	2019
Justin Atkinson	2018
Kash Pandya	2021
Claire Hawkings	2022
Shian Jastram	2024
Aedamar Comiskey (until 30 May 2024)	2014

Key objectives

The Committee's objectives are to create a fair, equitable and competitive total reward package that supports the Group vision and strategy; and to ensure that rewards are performance based, encourage long-term shareholder value creation and are straightforward to communicate and operate.

Key responsibilities:

- Designing the Remuneration Policy.
- Implementing the Remuneration Policy.
- Ensuring the competitiveness of reward.
- Designing the incentive plans.
- Setting incentive targets and determining award levels.
- Overseeing all share awards across the Group.

The Committee meets at least three times a year.

Annual statement

Introduction by Inken Braunschmidt, Chair of the Remuneration Committee

On behalf of the Board and the Remuneration Committee (the Committee), I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2024.

As usual, this report is comprised of two parts, namely:

Part 1 – Remuneration Policy Report. This summarises the Directors' Remuneration Policy that was approved by shareholders at the 2024 AGM; and

Part 2 – Annual Report on Remuneration. This details payments and awards made to the Directors, and the link between Company performance and remuneration, during 2024 and explains how we intend the Remuneration Policy will operate for 2025. This part of the report will be put to an advisory vote at the 2025 AGM.

Work of the Committee during 2024

During 2024, the Committee undertook the following main activities, having due regard at all times to the broader performance context and the experience of the Group's key stakeholders:

- Consulting with major shareholders on the renewal of the Remuneration Policy and its implementation in 2024.
- Assessing performance against the targets set for the 2023 annual bonus awards.
- Setting the targets for the 2024 annual bonus.
- Assessing performance against the targets set for the 2021 LTIP awards and determining vesting levels.
- Agreeing the award levels and performance targets for the 2024 LTIP awards.
- reviewing the impact of disposals on in-flight incentives; and
- Agreeing the Chairman's fee.

In discharging its responsibilities, the Committee seeks to ensure that its policy and practices remain consistent with the six factors set out in Provision 40 of the 2018 UK Corporate Governance Code:

- Clarity – The policy is understood by our senior executive team and we have sought to articulate it clearly and transparently to our shareholders.
- Simplicity – The Committee is mindful of the need to avoid overly complex remuneration structures which can be misunderstood and deliver unintended outcomes. Therefore, a key objective of the Committee is to ensure that our Executive remuneration policies and practices are straightforward to communicate and operate.
- Risk – Our policy has been designed to ensure that inappropriate risk-taking is discouraged and will not be rewarded. We do this via: (i) the balanced use of both short-term (annual) bonuses and longer-term incentive plans (LTIPs), which employ a blend of financial, non-financial and shareholder return targets; (ii) the significant role played by equity in our incentive plans; and (iii) malus/clawback provisions.
- Predictability – Our incentive plans are subject to individual caps and clearly defined performance targets, with our share plans also subject to market standard dilution limits.
- Proportionality – There is a clear link between individual reward, delivery of strategy and the Group's long-term performance. In addition, the significant role played by incentive/'at-risk' pay, together with the structure of the Executive Directors' service contracts, ensures that poor performance is not rewarded.
- Alignment to culture – Our Executive pay policies are aligned to culture through the use of metrics in both the annual bonus and LTIP that measure how we perform against our KPIs.

Pay and performance in 2024

The Committee is pleased to note James Fisher's strong progress in its recovery and strategy transformation in 2024. This progress includes simpllfying the portfolio through the sale of non-core businesses (notably RMSpumptools and Martek), improving cash management and refinancing the debt facilities to build a more resilient foundation for future growth. Performance outcomes against our primary financial measures were as follows:

- Underlying operating profit from continuing operations of £29.5m.
- Operating cash flow (as defined for incentive purposes) of £70.9m.
- Underlying diluted earnings per share 13.9p.

Executive Directors' bonus potential for 2024 was set at 125 percent of salary, with 50 percent based on underlying operating profit, 25 percent on operating cash flow and 25 percent based on achievement of strategic objectives. As set out on page 110, the formulaic achievement of the stretching targets set at the start of 2024 (once adjusted to take into account the impact of disposals during the year, which had not been reflected in the original targets set) warranted a bonus payout of 97.6 percent of maximum. The Committee assessed this result in the context of the Group's underlying performance and concluded that it fairly reflected the significant contribution of each of our Executive Directors to the Group's ongoing recovery, as well as the progress against its transformation objectives (including its ESG roadmap). In this context, the Committee resolved not to exercise any discretion with respect to the formulaic 2024 bonus outcome.

Awards granted under the LTIP in 2022 are ordinarily eligible to vest in 2025, subject to the achievement of pre-defined three-year performance targets. However, as a result of failing to hit the threshold levels set for earnings per share (EPS) and return on capital employed (ROCE), and based on total shareholder return (TSR) to 31 December 2024, the 2022 LTIP awards are expected to lapse in full. Neither Jean Vernet nor Karen Hayzen-Smith are participants in the 2022 LTIP award cycle, having joined the Group in late 2022 and 2023, respectively.

Further details of the targets and achievement against them for the annual bonus and LTIP are set out on pages 110 to 111.

2025 remuneration

A summary of the proposed application of the Remuneration Policy for 2025 is set out below:

- **Salary:** Jean Vernet's and Karen Hayzen-Smith's salaries were increased by 3.5 percent from 1 January 2025 (to £593,250 and £382,950 respectively). This increase was in line with the average increase for the UK workforce.
- **Pension:** No change to the pension contributions received by the Executive Directors which, at 7.5 percent of salary, are in line with the maximum pension contribution available to other UK employees.
- **Annual bonus:** This will continue to be based 50 percent on underlying operating profit, 25 percent on operating cash flow, and 25 percent on strategic objectives. The maximum bonus opportunity remains unchanged at 125 percent of salary, with one-third of any bonus payable to be deferred into shares for two years.
- **LTIP:** Awards will be made at 175 percent of salary for Jean Vernet and 150 percent of salary for Karen Hayzen-Smith. Awards will be based 30 percent on three-year cumulative EPS, 25 percent on relative TSR; 25 percent on Return on Capital Employed (ROCE) and the remaining 20 percent on strategic objectives. Details of the specific targets to apply are set out on page 118.
- **NED fees:** The fees payable to the Chairman and Non-Executive Directors are set out on page 116.

The Committee is grateful for the strong shareholder support at the 2024 AGM for the binding resolution to approve the Directors' Remuneration Policy as well as the advisory resolution to approve the Annual Statement and Annual Report on Remuneration. We remain committed to effective and regular engagement with our shareholders in relation to remuneration, and hope that we can count on your continued support.

I hope you will join me in supporting the remuneration-related resolutions at the AGM on 13 May 2025.

Inken Braunschmidt
Chair of the Remuneration Committee
19 March 2025

Directors' remuneration report continued

Remuneration policy report

Overview of Directors' Remuneration Policy

James Fisher and Sons plc operates in a competitive international environment. To continue to compete successfully, the Committee considers that it is essential that the level and structure of remuneration and benefits achieve the objective of attracting, retaining, motivating and rewarding the necessary high calibre individuals at all levels of the business. The Company therefore sets out to provide competitive remuneration to all of its employees, appropriate to the business environment in those countries in which it operates.

The Remuneration Policy, as a significant contributor to competitive advantage, is designed to support the Company's corporate strategy, and to align with the Company's valued behaviours of pioneering spirit, integrity, energy and resilience.

A cohesive reward structure with a timely pay review process, consistently applied to all employees and with links to corporate performance, is seen as critical in ensuring all employees can associate with, and are focused on, the attainment of the Company's strategic goals. Accordingly, the remuneration package for the Executive Directors is reviewed annually. Where an Executive Director's responsibilities change during the course of a year, the Committee will consider whether a review is appropriate, outside of the annual process.

Executive remuneration reviews are based upon the following principles:

- Total rewards should be set at appropriate levels to reflect the competitive market in which the Company operates, and to provide a fair and attractive remuneration package.
- Reward elements should be designed to reinforce the link between performance and reward. The majority of the total remuneration package should be linked to the achievement of appropriate performance targets that promote long-term value creation through transparent alignment with our corporate strategy.
- Executive Directors' incentives should be aligned with the interests of shareholders. This is achieved through setting performance targets to reward an increase in shareholder value and through the Committee's policy to encourage share ownership by Executive Directors.

How the Directors' Remuneration Policy relates to the wider Group

The Remuneration Policy set out within this report provides an overview of the structure that operates for the Executive Directors in the Group. Employees below Executive Director level have a lower proportion of their total remuneration made up of incentive-based remuneration, with remuneration driven by market comparators and the impact of the role of the employee in question. Participation in long-term incentives is reserved for those judged as having the greatest potential to influence the Group's delivery of strategy and Group performance. The Committee considers pay and conditions across the workforce when reviewing and setting the Executive Director Remuneration Policy.

During 2024, members of the Committee engaged with employees on a number of matters (more detail on page 92), including while attending offsite engagement sessions. Any feedback on remuneration received through this and other engagement channels (such as our Engage platform) is presented to, and discussed by, the Committee at its next meeting and informs decision-making at both a Group and business level.

How shareholders' views are taken into account

The Committee takes an active interest in stakeholder views on our executive remuneration policy and its operation, and is particularly mindful of the perspectives of shareholders. At the 2024 AGM, the Remuneration Policy was supported by a significant majority of shareholders and similarly high levels of support were received for the advisory vote to approve the Annual Report on Remuneration. The Committee will continue to engage with shareholders should any significant changes to the policy or its implementation be proposed and will respond to shareholder queries as they arise.

Directors' Remuneration Policy

The following pages set out a summary of the Remuneration Policy approved by shareholders at the 2024 AGM. This policy took effect from that date for a period of up to three years. Minor amendments have been made to the presentation of the policy, including to update: (i) the data used in the pay-for-performance scenarios; (ii) page references; and (iii) the section on Non-Executive Director letters of appointment, to reflect changes in Board composition in 2024.

Element	Purpose and link to strategy	Operation	Maximum	Performance targets
Salary	Designed to attract, retain, motivate and reward the necessary high calibre individuals to the Board.	Salaries are a fixed annual sum and payable monthly in cash. Salaries are reviewed each year, recognising the individual's performance and experience, developments in the relevant employment market and having regard to the Group's performance as well as comparing each Executive Director's salary to market data.	No prescribed maximum salary or salary increase. Salaries are set for each Executive Director within a range around the market median for similar positions in appropriate comparator companies. The Committee is also guided by the general increase for the employee population although increases may be higher or lower than this to recognise, for example, an increase in the scale, scope or responsibility of an individual and/ or performance.	Not applicable.
Pensions	To offer competitive retirement benefits.	Executive Directors are eligible to join the Group's defined contribution scheme, receive a Company contribution into a personal pension scheme or be paid a cash supplement in lieu of pension.	Up to 7.5% of salary (in line with the contribution level available to the UK workforce).	Not applicable.
Benefits	To offer competitive benefits.	Provision of a company car or cash alternative, life assurance and healthcare insurance. Other benefits may be provided where appropriate. These benefits do not form part of pensionable earnings.	No prescribed maximum.	Not applicable.
Annual bonus	To incentivise and reward the Executive Directors to deliver annual financial and operational targets.	Payable on the achievement of financial and strategic objectives. Non-pensionable. One-third of any bonus will be deferred into shares, with deferred share awards vesting after two years. Dividend equivalent payments may be awarded (in cash or shares) on deferred shares that vest. Malus and clawback provisions operate.	Up to 125% of salary.	The majority of the bonus potential is based on financial targets derived from the annual plan; the balance of the bonus potential is based on strategic objectives.

Directors’ remuneration report continued

Element	Purpose and link to strategy	Operation	Maximum	Performance targets
LTIP	To align the interests of the Executive Directors with the Group’s long-term performance, strategy and the interests of shareholders.	Annual grant of conditional share awards. Non-pensionable. A two-year post-vesting holding period applies to awards granted to Executive Directors. Dividend equivalents may be awarded (in cash or shares) on shares that vest. Malus and clawback provisions operate.	Up to 200% of salary.	Sliding scale targets linked to financial, share price and/or strategic metrics. No more than 25% of an award vests at threshold, increasing to 100% vesting at maximum.
Share ownership	To ensure alignment between the interests of Executive Directors and shareholders.	Executive Directors are required to retain half of the shares vesting after tax under the LTIP and deferred bonus until the guidelines are met. Post-cessation guidelines apply. In determining the relevant number of shares to be retained post-cessation, shares acquired from own purchases will not be counted.	**In employment:** 200% of salary for all Executive Directors. **Post-cessation:** 100% of the “in employment” requirement, until the second anniversary of cessation (or the actual shareholding if the guideline has not been met at cessation).	Not applicable.
Sharesave	To encourage share ownership and align the interests of all employees and shareholders.	An all-employee share plan.	As per prevailing HMRC limits.	Not applicable.
Non-Executive Directors	To provide fees to reflect the time commitment and responsibilities of each role in line with those provided by similarly sized companies.	Fixed annual fee, paid quarterly in cash. Normally reviewed annually. The Committee determines the Chairman’s fees. The Chairman and Executive Directors determine fees for the other Non-Executive Directors.	No prescribed maximum fee or fee increase, although fees are limited by the Company’s Articles of Association. Fee levels are guided by market rates, time commitments and responsibility levels.	Not applicable.

Notes:
1. The choice of the performance metrics applicable to the annual bonus reflects the Committee’s belief that any incentive targets should be appropriately challenging and tied to the delivery of both financial and strategic objectives.
2. LTIP performance conditions are selected based on the delivery of long-term returns to shareholders and the Group’s financial growth and are consistent with the Company’s strategy. Where operated: (i) TSR performance is monitored by an independent advisor; and (ii) EPS and ROCE are derived from the audited financial statements.
3. The Committee operates its share plans in accordance with the plan rules and the Listing Rules. The Committee, consistent with market practice, retains discretion over a number of areas relating to the operation and administration of the plans (e.g. treatment of awards for leavers or on a change of control and/or adjustments to performance targets).
4. The Committee retains the right to exercise discretion to override formulaic outcomes and ensure that the level of bonus or LTIP awards payable is appropriate. It may use its discretion to adjust outcomes to ensure that any payments made reflect overall Company performance and stakeholder experiences more generally. Where exercised, the rationale for this discretion will be fully disclosed to shareholders in the relevant Directors’ remuneration report.
5. Consistent with HMRC legislation, the all-employee share plan does not have performance conditions.
6. In approving the Directors’ Remuneration Policy, authority is given to the Company to honour any past commitments entered into with current or former Directors (including the vesting of share awards granted in the past).

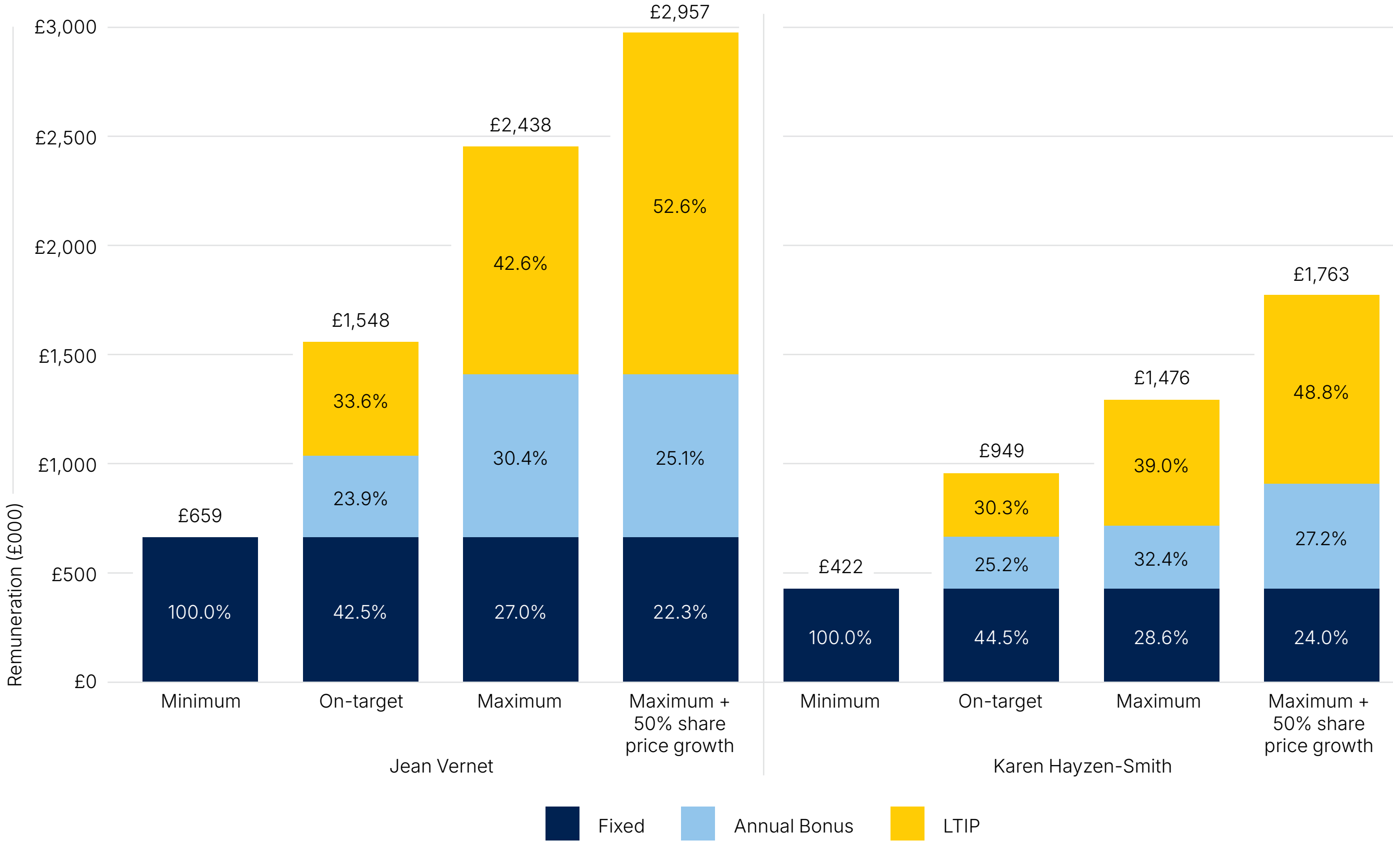
Malus and clawback provisions

Malus and clawback provisions operate in respect of the annual bonus (cash and deferred shares) and LTIP awards, with Committee discretion to apply them in the event of a material misstatement in the Company's financial results, miscalculation, serious reputational damage to the Company, in the event it is discovered that the participant committed serious misconduct that could have warranted summary dismissal, or a corporate failure/insolvency.

The Committee may decide to operate the malus and clawback provisions within a three-year period commencing on the date that the cash part of any annual bonus is paid (for cash and deferred share bonus awards), and prior to the third anniversary of any LTIP vesting date.

Scenario charts, 2025 remuneration

The charts below illustrate the potential value of the 2025 packages for the Executive Directors (see page 118 for further detail), assuming: nil bonus payout and nil vesting for the LTIP in the "minimum" scenario; and a 50 percent bonus payout and 50 percent LTIP vesting in the "on-target" scenario.



Approach to recruitment

New Executive Directors will be appointed on remuneration packages with the same structure and elements set out in the Directors' Remuneration Policy table. Ongoing incentive pay/share-based awards will be limited to:

- Maximum annual bonus of 125 percent of salary.
- LTIP award of up to 200 percent of salary.

For external appointments, the Committee may offer additional cash or share-based elements to replace deferred or incentive pay forfeited by an executive when leaving a previous employer. It would seek to ensure, where possible, that these awards would be consistent with awards forfeited in terms of vesting periods, expected value and performance conditions. Shareholders will be informed of any such payments as soon as practicable following the appointment.

For an internal appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its original terms. In addition, any other ongoing remuneration obligations existing prior to appointment may continue, provided that they are put to shareholders for approval at the earliest opportunity if these remain outside of policy limits.

For external and internal appointments, the Committee may agree that the Company will meet certain relocation and incidental expenses as appropriate.

Directors' remuneration report continued

Loss of office

In relation to Executive Directors leaving the Company, the Committee is committed to applying a consistent and equitable approach to ensure the Company is fair and appropriate, but pays no more than necessary. The loss of office policy is in line with market practice and will be dependent on whether the individual is deemed a "good leaver" or "bad leaver". The "good leaver" policy includes:

- Payment in lieu of notice equal to one year's basic salary or, if termination is part way through the notice period, the amount of salary relating to any unexpired notice to the date of termination. There is an obligation on Directors to mitigate any loss which they may suffer if the Company terminates their service contract.
- Bonus payments for the period worked may be made, subject to the original performance targets, at the discretion of the Committee. Any such payments would be made on the normal payment date.
- Vesting of share scheme awards is not automatic and the Committee retains the discretion to prevent awards from lapsing depending on the circumstances of the departure and the best interests of the Company. For a "good leaver": (i) deferred bonus awards will normally vest in full at the normal vesting date (although may vest earlier, including at cessation); and (ii) LTIP awards will normally vest at the normal vesting date (although may vest earlier, including at cessation) subject to performance against the performance targets and LTIP awards will normally be pro-rated for time.
- The "good leaver" reasons are death, injury, illness or disability, redundancy, retirement, transfer of business resulting in cessation of the individual's employment and any other reason at the Committee's discretion.
- Executive Directors will also be entitled to a payment in respect of accrued but untaken annual holiday entitlements on termination.
- Legal fees and outplacement support may be paid by the Company where appropriate. No compensation is paid for summary dismissal, save for any statutory entitlements.

Service contracts

It is the Board's policy that Executive Directors are employed on contracts subject to no more than 12 months' notice from either side. The Board recognises however that it may be necessary in the case of new executive appointments to offer an initial longer notice period, which would subsequently reduce to 12 months after the expiry of the initial period. The service agreements do not have a fixed term. If it becomes necessary to consider termination of a service contract, the Committee will have regard to all the circumstances of the case, including mitigation, when determining any compensation to be paid. Details of the current service contracts are as follows:

	Contract date	Notice period
Jean Vernet	5 September 2022	12 months
Karen Hayzen-Smith	1 December 2023	12 months

The Executive Directors are permitted to serve as non-executive directors of other companies, provided the appointment is first approved by the Board. Directors are allowed to retain their fees from such appointments. During 2024, the Executive Directors held no external appointments.

Non-Executive Directors do not have service contracts but have a letter of appointment setting out their terms and conditions. Non-Executive Directors are appointed each year for up to 12 months (subject to re-election at the AGM) and are entitled to one month's prior written notice of early termination for which no compensation is payable. Details of the letters for the currently appointed Non-Executive Directors are set out below:

	Date of appointment	Date of (re-) election
Angus Cockburn	1 May 2021	30 May 2024
Justin Atkinson	1 February 2018	30 May 2024
Inken Braunschmidt	1 March 2019	30 May 2024
Kash Pandya	1 November 2021	30 May 2024
Claire Hawkings	1 January 2022	30 May 2024
Shian Jastram	1 March 2024	30 May 2024

Annual Report on Remuneration

Remuneration Committee

The Committee members have no personal financial interest, other than as shareholders, in the matters to be decided.

They have no conflicts of interest arising from cross-directorships with the Executive Directors, nor from being involved in the day-to-day business of the Company.

The Committee operates under clear written terms of reference and confirms that its constitution and operation comply with the applicable provisions of the UK Corporate Governance Code (the Code) prevailing at the date this report is signed, in relation to the Directors' remuneration policy and pay practices, and that it has applied the Code throughout the year.

The Committee's terms of reference include:

- To determine and agree with the Board the framework and policy for Executive Directors and senior managers.
- To review the appropriateness and relevance of the remuneration policy.
- To agree the measures and targets for any performance-related bonus and share schemes of the Executive Directors.
- To determine within the terms of the policy the total individual remuneration package of the Executive Directors and selected senior management immediately below Board.
- To review senior management pay and workforce remuneration policies and practice.

The Committee consults the Chief Executive Officer and invites him to attend meetings when appropriate. The Chief Financial Officer, Chief Human Resources Officer and Ellason LLP (Ellason), the Committee's independent adviser, attend meetings of the Committee by invitation. The Company Secretary acts as secretary to the Committee. No Director or other attendee is present when his or her own remuneration is being determined.

Advisers to the Remuneration Committee

In undertaking its responsibilities, the Committee seeks independent external advice as necessary. Following a competitive tender, the Committee appointed Ellason as its principal external adviser from August 2021.

The Committee is satisfied that Ellason provided independent remuneration advice to the Committee during 2024, taking into account in this determination that Ellason reports directly to the Committee Chair, does not have any other connections with the Company that may impair independence and that Ellason is a member and signatory of, and adheres to, the Code of Conduct for remuneration consultants. Details of this Code of Conduct can be found at www.remunerationconsultantsgroup.com.

During 2024, Ellason provided independent advice on remuneration matters including providing guidance on external market practice and incentive design, as well as other matters within the Committee's remit. Ellason provides no services to the Company other than in respect of its role as appointed independent adviser to the Committee. The fees paid to Ellason in respect of work carried out for the Committee in the year under review were charged on a time and materials basis and totalled £69,658.

Total remuneration of the Executive Directors (audited)

	Jean Vernet		Karen Hayzen-Smith[1]	
	2024 £000	2023 £000	**2024 £000**	2023 £000
Salary	**573**	543	**370**	31
Benefits[2]	**49**	66	**11**	1
Pension[3]	**43**	41	**28**	2
Bonus in cash	**466**	195	**301**	11
Bonus in deferred shares	**233**	–	**150**	–
Total short-term remuneration	**1,364**	845	**860**	45
LTIP[4]	**n/a**	n/a	**n/a**	n/a
Total remuneration	**1,364**	845	**860**	45
Total fixed remuneration	**665**	650	**409**	34
Total variable remuneration	**699**	195	**451**	11

1. The amounts disclosed in relation to 2023 reflect the period from appointment to the Board on 1 December 2023 to 31 December 2023
2. The amounts disclosed in 2024 include a cash allowance in lieu of car and medical insurance. For Jean Vernet, the figures also include: c.£28k (2023: £43k) in reimbursed expenses in relation to his relocation to the UK, as described in the 2023 and 2022 remuneration reports.The 2023 figure also includes a £2k embedded gain at grant on his 2023 Sharesave award.
3. Pension contributions may be paid into personal pension plans, the Company pension scheme or taken as a separate cash allowance, subject to income tax.
4. The 2022 LTIP is expected to lapse. Jean Vernet and Karen Hayzen-Smith were not participants in the 2022 LTIP award cycle.

Directors' remuneration report continued

Annual bonus awards for 2024 (audited)

The maximum annual bonus for Executive Directors was 125 percent of salary, with 75 percent based on financial objectives (Note 1 below) and 25 percent based on strategic objectives (Note 2 below). Financial objectives are based on stated KPIs for the underlying performance of the business rather than statutory reported figures, to align the bonus to outcomes that are within control of participants (including at other organisational levels below the senior leadership team). One-third of any bonus payments earned will be deferred into shares for two years (with dividend equivalents accruing and malus and clawback provisions applying).

Note 1 – Financial objectives (75% of maximum):

Performance measure	Performance target[1]	Assessment against targets
Underlying operating profit (50%)	Minimum threshold £25.4m Maximum £29.5m	Threshold starts at 0% and increases on a straight-line sliding scale to 100% of this element of the bonus at Maximum.
Actual performance	£29.5m	100% of this part of the bonus was paid out.
Operating cash flow (25%)	Minimum threshold £58.2m Maximum £67.6m	Threshold starts at 0% and increases on a straight-line sliding scale to 100% of this element of the bonus at Maximum.
Actual performance	£70.9m	100% of this part of the bonus was paid out.

1. The operating profit and operating cash flow targets were adjusted during the year by the Committee to take into account the impact of the disposal of the RMSpumptools and Martek businesses. The original targets had been set against the budget which assumed a full year of ownership of these businesses. The effect of the adjustment approved by the Committee was to hold management accountable for the performance of these businesses for the full period of their ownership by the Group, while recognising the performance impact of their sales partway through the financial year.

Note 2 – Strategic objectives (25% of maximum):

Objective focus	Weighting	Target	Actual	Outcome
Health & safety	5.0%	TRCF ≤2.30 (50% payout of element) TRCF <2.09 (100% payout of element)	2.29	2.6%
Portfolio realignment	7.5%	Net debt/EBITDA of <1.5x	1.4x	7.5%
Debt refinancing	7.5%	Refinancing in place	Achieved	7.5%
Employee engagement[(1)]	5.0%	Maintain 2023 score of 3.84 (50% payout of element) Improve score to 3.95 (100% payout of element)	3.94	5.0%
Total				22.6% out of 25.0%

(1) The Committee determined that excellent progress had been made on driving improvements in employee engagement following a challenging period for the Group and that, notwithstanding the actual engagement score falling just short of the 100% payout hurdle, it was appropriate for this element to pay out in full rather than a 96% of maximum.

Based on performance against the targets set out above and following an assessment by the Committee of the overall performance of the Group and Executive Directors during the year, the following bonuses were approved by the Committee:

Executive Director	Maximum opportunity (% salary)	Actual bonus (% salary)	Actual bonus (£000)
Jean Vernet	125%	122%	699
Karen-Hayzen Smith	125%	122%	451

In approving the above bonuses for 2024, the Committee reviewed the formulaic outcomes in the context of the underlying performance of the business, including progress on other non-financial priorities such as the Group's ESG roadmap. The Committee was satisfied that the formulaic outcome was in line with this broader perspective, in particular strong progress made against the turnaround strategy during the year, including the successful sale of non-core businesses, improved cash management and refinancing of the Group's debt facilities. Therefore, the Committee determined not to make a discretionary adjustment (upward or downward) to the formulaic outcome.

Consistent with the 2024 remuneration policy approved earlier this year, one-third of the actual bonus amounts disclosed in the table above will be deferred into shares which shall vest after two years.

Vesting of 2022 LTIP awards (audited)

LTIP awards granted in 2022 were due to vest in 2025 subject to the achievement of defined EPS, ROCE and TSR performance targets. EPS and ROCE performance is measured over the three-year period ended 31 December 2024, while TSR is measured over the three-year period from 6 April 2022.

The EPS performance condition (50 percent of the award) comprises a sliding scale, under which 25 percent of this part of an award vests for underlying diluted earnings per share in 2024 of 66.0 pence, increasing pro-rata to full vesting for underlying diluted EPS in 2024 of at least 76.0 pence.

Performance target	Threshold	Maximum	Actual	Vesting %
2024 underlying diluted EPS	66.0p	76.0p	13.9p	0%

The ROCE performance condition (20% of the award) comprises a sliding scale, under which 25% of this part of an award vests for ROCE in 2024 of 11%, increasing pro-rata to full vesting for ROCE in 2024 of at least 13%.

Performance target	Threshold	Maximum	Actual	Vesting %
2024 ROCE	11%	13%	8.2%	0%

The TSR performance condition (30% of the award) also comprises a sliding scale, under which 25% of this part of an award vests for median TSR increasing pro-rata to full vesting for upper quartile TSR, measured against the constituents of the FTSE 250 excluding investment trusts.

Performance target	Performance period	Threshold Median TSR[1]	Maximum UQ TSR[1]	James Fisher TSR[1]	Projected vesting %[1]
Relative TSR	6 April 2022 – 5 April 2025	(6.9)%	27.6%	(21.1)%	0%

1. Based on performance to 31 December 2024.

As it would not have altered the vesting outcome, the Committee elected not to adjust the EPS and ROCE targets for the 2022 LTIP to take into account the disposal of the RMSpumptools and Martek businesses.

Based on performance to 31 December 2024 against the measures shown above, the 2022 LTIP awards are expected to lapse in full.

Neither Jean Vernet nor Karen Hayzen-Smith were participants in the 2022 LTIP award cycle. However, Eoghan O'Lionaird and Duncan Kennedy (both former Directors) retained interests in the 2022 LTIP cycle, which are expected to lapse in full.

Vesting of 2022 Recruitment award (audited)

As noted in the 2022 and 2023 remuneration reports, Jean Vernet was granted a one-time award of restricted shares to compensate him for share awards forfeited on leaving his former employer. 50 percent of the shares vested on 21 September 2023 (as set out in last year's report), and the remaining 50 percent vested on 19 September 2024. There were no performance conditions attached to the awards, other than continued employment.

	Award date	Number of shares granted[1]	Number of shares vested in the year	Share price at grant[2]	Share price at vest	Vesting date
Jean Vernet	13 September 2022	135,516	67,758	295.2p	358.0p	19 September 2024

1. 50% of the share award vested on 21 September 2023.
2. The share price at date of award was based on the three-day average closing price from 8 September 2022 to 12 September 2022.

Directors' remuneration report continued

LTIP awards granted in 2024 (audited)

	Award date	Proportion of salary	Maximum shares awarded	Face value at date of grant[1]
Jean Vernet	10 June 2024	175%	324,835	£1,003k
Karen Hayzen-Smith	10 June 2024	150%	179,728	£555k

1. The share price at date of award was based on the five-day average closing price from 3 June 2024 to 7 June 2024, of 308.8 pence.

Vesting of the 2024 LTIP award (granted in the form of a conditional share award) is subject to achievement of performance targets over a three-year period. 30 percent of the award is based on EPS targets, 25 percent based on TSR targets, 20 percent of the award based on return on capital employed (ROCE), and 20 percent is based on strategic objectives:

Metric	Weighting	Threshold (25% vesting)	Stretch (100% vesting)
Earnings per share (cumulative, 2024-26)	30%	48.8p	56.7p
Relative TSR vs. FTSE 250 (excluding investment trusts)	25%	Median	Upper quartile
Return on Capital Employed (2026 ROCE)	25%	7.5%	9.0%
Strategic objectives:	20%		
Business excellence (gross margin improvement)	One-third of element	15% of element earned if 2024 gross margin is at least 30%, with a further 15% earned if 2025 gross margin is at least 31%. The remaining 70% is earned if 2026 gross margin is at least 32%	
Vitality (2026 revenue from new products launched in the last five years, as a % of total)	One-third of element	10%	13%
Sustainability (absolute reduction in tCO_2e Scope 1 & Scope 2 emissions vs. 2021 baseline)	One-third of element	18%	21%

Straight-line vesting will apply for performance between Threshold and Stretch. Nil vesting for performance outcomes below Threshold.

The EPS, ROCE and business excellence (gross margin) targets were updated during the year by the Committee to reflect the disposal of the RMSpumptools and Martek businesses and therefore differ from those set out on page 109 of the 2023 annual report (which, at the time, had assumed continued ownership of these businesses for the duration of the performance period). Vitality is a new KPI in the LTIP scorecard and, following further analysis in early 2025, the management team proposed to increase the target range (as reflected in the above table). The revised range was approved by the Committee, to better reflect the contribution to Group revenue of the product catalogue and more closely align with the Group's new multi-year New Product Development (NPD) plan.

When assessing performance against targets at the end of the performance period, the Committee retains discretion to adjust the formulaic vesting outcome to ensure that all relevant factors are taken into account, including the assessment of any windfall gains. In line with the Remuneration Policy, a two-year post-vesting holding period applies to these awards.

Deferred bonus awards granted in 2024 in respect of 2023 annual bonus (audited)

No deferred bonus awards were granted in 2024 in respect of the 2023 annual bonus (the deferral threshold was set at 70 percent of salary under the previous Remuneration Policy, which the 2023 actual bonus outturn did not exceed).

Payments for loss of office (audited)

There were no payments for loss of office made during the year.

Payments to former Directors (audited)

As previously disclosed, Duncan Kennedy stepped down from the Board of the Company with effect from 1 December 2023. As set out in the 2023 Directors' remuneration report, he remained an employee for the duration of his notice period (until 17 July 2024) to support the Company. The contractual entitlement paid to Mr Kennedy in respect of the 2024 period was £210,817. Mr Kennedy was eligible for a bonus for the period of 2024 in active service, the payout under which totalled £84,230. He also retains an interest in his 2022 LTIP award (which, based on performance, is expected to lapse in full). His 2023 LTIP award remains outstanding.

Eoghan O'Lionaird stepped down from the Board of the Company with effect from 5 September 2022. He retained an interest in the 2021 LTIP which lapsed in full in April 2024. Mr O'Lionaird also retained an interest in the 2022 LTIP, which is expected to lapse in full in April 2025. Mr O'Lionaird has no further outstanding incentive awards with the Company.

CEO pay ratio (unaudited)

This table shows how the CEO's single figure remuneration for 2024 compares to the equivalent single figure remuneration for full-time equivalent UK employees as at 31 December, ranked at the 25th, 50th and 75th percentile (and how this ratio has evolved since 2019):

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024	Option A	37:1	25:1	18:1
2023	Option A	25:1	17:1	11:1
2022	Option A	35:1	25:1	16:1
2021	Option A	22:1	16:1	10:1
2020	Option A	19:1	14:1	9:1
2019	Option A	28:1	19:1	13:1

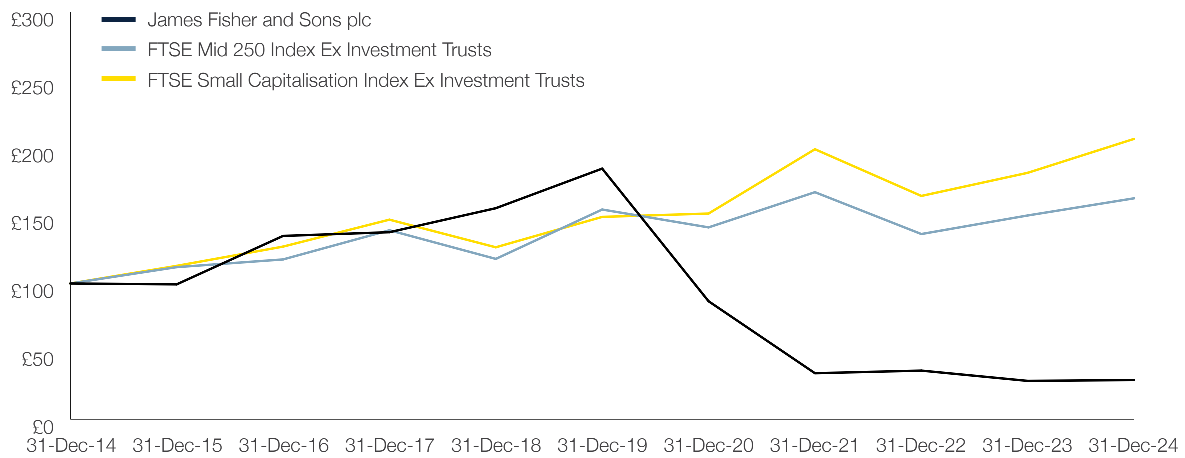
	Salary			Total pay and benefits		
	25th percentile	Median	75th percentile	25th percentile	Median	75th percentile
2024	£35,488	£38,015	£50,860	£36,968	£53,678	£76,380
2023	£29,400	£43,054	£55,824	£34,256	£50,165	£77,385
2022	£26,500	£36,050	£54,590	£29,682	£41,852	£65,557
2021	£25,000	£34,000	£50,000	£27,770	£37,120	£59,280
2020	£24,000	£33,127	£50,000	£27,000	£37,500	£58,963
2019	£24,480	£34,150	£52,000	£25,459	£36,541	£55,240

The Committee monitors the trend in CEO pay ratio and will continue to keep this under review, in particular the impact of future incentive payouts. The year-on-year change in the ratio from 2023 to 2024 is driven by the increased payout in the bonus this year relative to last year. It is expected that the vesting of any LTIP award in future years would also be reflected in a higher ratio, due to the relative upweighting of variable remuneration in the CEO's package, compared with market competitive norms for the wider UK workforce (and consistent with our pay practices and policies). However, this will take time to normalise, with the first LTIP award made to Jean Vernet (in early 2023) not due to vest until 2026.

Aligning pay with performance (unaudited)

The following graph shows the value, to 31 December 2024, of £100 invested in the Company on 31 December 2014, compared with the value of £100 invested in the FTSE 250 and FTSE SmallCap indices (excluding investment trusts) on the same date. The other points plotted are the values at intervening financial year-ends.

Growth in the value of £100 holding over 10 years



Directors' remuneration report continued

Remuneration of CEO over the last 10 years

	Nick Henry					Eoghan O'Lionaird				Jean Vernet		
	2015	2016	2017	2018	2019	2019	2020	2021	2022	2022	2023	**2024**
CEO total remuneration (£000)	907	1,104	1,013	1,899	874	189	522	598	405	630	845	**1,364**
Actual bonus, % of maximum	23%	100%	88%	91%	17%	–	–	–	–	–	36%	**98%**
LTIP vesting, % of maximum	100%	47%	15%	100%	59%	n/a	n/a	n/a	–	n/a	n/a	**n/a**
ESOS vesting, % of maximum	–	45%	–	–	–	n/a	n/a	n/a	n/a	n/a	n/a	**n/a**

Percentage change in remuneration (unaudited)

The table below shows the annual percentage change in earned salary or fees, benefits and annual bonus for those individuals who were appointed as Board Directors during the 2024 financial year, compared to the average earnings of all of the Group's other UK employees.

As required by the remuneration reporting regulations with which the Company is required to comply, the analysis has been expanded to include this information for the financial year under review. Note that Directors who were not a Director at any point during 2024 have not been included. The percentage changes in their remuneration for prior years (and in which they were a Director) are disclosed in relevant previous Annual Reports.

The Committee chose the Group's UK employees for the below pay comparison. Our UK employee population represented around 48% of the Group's workforce in 2023, and is therefore considered to be the most meaningful comparator group (by comparison, employees of James Fisher and Sons plc represented around 7% of the workforce). The Committee monitors this information carefully to ensure that there is consistency in the fixed pay trend for Board Directors compared with the wider workforce.

	Base salary/fee[1,2]					Benefits[1]					Annual bonus[1]				
	2023 to 2024	2022 to 2023	2021 to 2022	2020 to 2021	2019 to 2020	**2023 to 2024**	2022 to 2023	2021 to 2022	2020 to 2021	2019 to 2020	**2023 to 2024**	2022 to 2023	2021 to 2022	2020 to 2021	2019 to 2020
Executive Directors															
Jean Vernet[3]	**5.5%**	2.5%	N/A	N/A	N/A	**1%**	0%	N/A	N/A	N/A	**259%**	N/A	N/A	N/A	N/A
Karen Hayzen-Smith[4]	**0%**	N/A	N/A	N/A	N/A	**0%**	N/A	N/A	N/A	N/A	**240%**	N/A	N/A	N/A	N/A
Non-Executive Directors															
Angus Cockburn	**0%**	0%	0%	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Justin Atkinson	**0%**	0%	0%	5%	(3)%	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Inken Braunschmidt	**12%**	2%	0%	5%	(3)%	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Claire Hawkings	**12%**	2%	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Kash Pandya	**9%**	0%	0%	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Shian Jastram[5]	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Aedamar Comiskey[6]	**(20)%**	(3)%	0%	5%	(3)%	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Employee population[7]	**6.6%**	8.9%	0%	3.4%	5%	**34.3%**	1.9%	1.4%	2%	N/A	**10.6%**	3.8%	256%	(88)%	(19)%

1. Percentage changes are based on annualised values to facilitate a meaningful comparison year-on-year.
2. The 2020 to 2021 and 2019 to 2020 comparisons reflect the 20% reduction to base salary/fee volunteered by all Board Directors for three months from 1 April 2020, not a change in salaries or Directors' fees. The 2022 to 2023 and 2023 to 2024 comparisons for Non-Executive Directors reflect changes in the additional responsibilities held by individual Directors, not an increase in the underlying fee levels set for these roles.
3. Jean Vernet joined the Board on 5 September 2022. For the comparison of 2022 to 2023, the percentage change for benefits excludes the value of relocation benefits.
4. Karen Hayzen-Smith joined the Board on 1 December 2023.
5. Shian Jastram joined the Board on 1 March 2024.
6. Aedamar Comiskey retired from the Board on 30 May 2024.
7. For the employee population, the year-on-year change in annual bonus is based on the year of payment as the data required to calculate the change based on bonuses earned in relation to the year is not available at the time of signing off this report.

Relative importance of remuneration (unaudited)

	2024 £m	2023 £m	Change £m
Total employee remuneration	**122.6**	140.7	(18.1)
Total dividends paid	**–**	–	n/a

Interests in shares (audited)

The interests of Directors and their connected persons in ordinary shares as at 31 December 2024, including any interests in shares provisionally awarded under the LTIP and share options provisionally granted under the Sharesave scheme, are as follows:

	Beneficial number at 31 December 2024	Unvested LTIP number[1]	Unvested deferred bonus shares[1]	Unvested restricted shares[1]	Unvested options[1]	Vested but unexercised options	At 31 December 2023 number
Angus Cockburn	**5,000**	–	–	–	–	–	5,000
Jean Vernet	**70,572**	570,856	–	–	5,357	–	35,337
Karen Hayzen-Smith	**–**	242,086	–	–	–	–	–
Justin Atkinson	**3,150**	–	–	–	–	–	3,150
Inken Braunschmidt	**–**	–	–	–	–	–	–
Claire Hawkings	**–**	–	–	–	–	–	–
Kash Pandya	**–**	–	–	–	–	–	–
Shian Jastram	**–**	–	–	–	–	–	–
Former Directors							
Aedamar Comiskey[2]	**–**	–	–	–	–	–	–

1. The unvested LTIP awards are subject to performance conditions. Unvested options comprise grants under the Sharesave scheme and are not subject to performance conditions; and
2. Aedamar Comiskey's interests in shares are shown based on the position on the date she stepped down from the Board (30 May 2024).

No Director has an interest in the preference shares of the Company, or in the shares of any subsidiary or associated undertaking. The Directors' interests stated above include any shares held by their connected persons and, between 31 December 2024 and 19 March 2025, there were no changes to the Directors' shareholdings.

Against the 200 percent of salary ownership guideline and based on the share price and prevailing salary levels as at 31 December 2024, Jean Vernet held shares equivalent to 39 percent of his salary and Karen Hayzen-Smith held no qualifying shares. In accordance with our policy, the Executive Directors are required to retain half of the shares vesting (after tax) under the LTIP and deferred bonus until the guideline level of holding is met.

Directors' remuneration report continued

Executive Directors' interest in share awards (audited)

Conditional share awards

		1 January 2024	Granted during year (no.)	Vested during year (no.)	Lapsed during year (no.)	31 December 2024	Vesting date	Expiry date
Jean Vernet	Restricted Share Award[1]	67,758	–	67,758	–	**–**	13.09.24	n/a
	2023 LTIP	246,021	–	–	–	**246,021**	08.06.26	n/a
	2024 LTIP	–	324,835	–	–	**324,835**	10.06.27	n/a
		313,779	**324,835**	**67,758**	**–**	**570,856**		
Karen Hayzen-Smith	2023 LTIP[2]	62,358	–	–	–	**62,358**	19.12.26	n/a
	2024 LTIP	–	179,728	–	–	**179,728**	10.06.27	n/a
		62,358	**179,728**	**–**	**–**	**242,086**		
Total		**376,137**	**504,563**	**67,758**	**–**	**812,942**		

1. This is the buyout award in connection with Jean Vernet's appointment, the details of which were set out in the 2022 Directors' remuneration report.
2. This is the LTIP award in connection with Karen Hayzen-Smith's appointment, made in respect of awards forfeited by Ms Hayzen-Smith on joining the Group (the details of which are set out in last year's remuneration report).

A two-year holding period applies to LTIP awards.

Share option grants

		1 January 2024	Granted during year (no.)	Vested during year (no.)	Lapsed during year (no.)	Exercise price	31 December 2024	Vesting date	Expiry date
Jean Vernet	Sharesave	5,357	–	–	–	£3.36	**5,357**	07.06.26	07.12.26
Total		**5,357**	–	–	–		**5,357**		

Sourcing of shares and dilution

The Committee has regard to the limits on dilution advised by the Investment Association and contained in the relevant share plan rules and reviews the number of shares committed and headroom available under share incentive schemes in accordance with these dilution limits.

On vesting, the LTIP awards are satisfied by the shares held by the James Fisher and Sons plc Employee Share Trust (Trust). During the year the Trust purchased 100,000 ordinary shares on the open market (2023: none) and at 31 December 2024 the Trust held 44,760 ordinary shares (2023: 12,519).

Share price during the financial year

The middle market price of one ordinary share in the Company during the financial year ranged from 245.5 pence to 371.0 pence and at 31 December 2024 was 315.0 pence.

Non-Executive Directors

The structure of Non-Executive Directors' fees for 2024 and 2025 are set out below, all of which are payable in cash. The fees for the Chairman will remain at the same level as for 2024. The Non-Executive Director fees will be increased by 3.5% (in line with the budgeted increase for the UK workforce) with effect from 1 May 2025.

	2025 £	2024 £
Chairman	**210,125**	210,125
Other Non-Executive Director fees:		
Basic fee	**56,544**	54,632
Additional fee for the chair of Audit Committee	**12,420**	12,000
Additional fee for the chair of Remuneration Committee	**8,280**	8,000
Additional fee for the Senior Independent Director	**8,280**	8,000
Additional fee for the Non-Executive Director for Employee Engagement	**5,175**	5,000

Non-Executive Directors' remuneration (audited)

	Total fees 2024 £000	Total fees 2023 £000
Angus Cockburn	**210**	210
Justin Atkinson[1]	**67**	67
Inken Braunschmidt[2]	**63**	56
Claire Hawkings[3]	**63**	56
Kash Pandya[4]	**60**	55
Shian Jastram[5]	**45**	–
Former directors:		
Aedamar Comiskey[6]	**23**	68

1. The fees include an additional fee for chairing the Audit Committee (of £12,000 per annum).
2. From 9 November 2023 the fees include additional fees for chairing the Remuneration Committee (of £8,000 per annum).
3. From 9 November 2023 the fees include additional fees for acting as the Senior Independent Director (of £8,000 per annum).
4. From 1 January 2024 the fees include additional fees for acting as the Non-Executive Director for Employee Engagement (of £5,000 per annum).
5. Appointed to the Board with effect from 1 March 2024.
6. Until 9 November 2023, the fees include additional fees for chairing the Remuneration Committee (of £8,000 per annum) and acting as Senior Independent Director (also of £8,000 per annum). Aedamar Comiskey retired from the Board on 30 May 2024.

No detailed disclosure has been provided for Non-Executive Directors other than for that relating to their fee, as this is the only form of remuneration the Non-Executive Directors receive.

Shareholder voting (unaudited)

The Company is committed to ongoing shareholder dialogue and takes an active interest in voting outcomes. Where there are substantial votes against resolutions including in relation to Directors' remuneration, the Company seeks to understand the reasons for any such vote and will report any actions in response to it. The following table reflects the voting at the 2024 AGM on the Directors' remuneration report for the year ended 31 December 2023 and on the Directors' Remuneration Policy:

	Directors' Remuneration Report (2024 AGM)		Directors' Remuneration Policy (2024 AGM)	
Remuneration resolutions	**Total number of votes**	**% of votes cast**	**Total number of votes**	**% of votes cast**
For	39,114,306	99.0%	38,486,812	99.2%
Against	389,921	1.0%	317,121	0.8%
Total votes cast (excluding withheld votes)	39,504,227	100.0%	38,803,933	100.0%
Total votes withheld	6,083	–	706,377	–
Total votes cast (including withheld votes)	39,510,310	–	39,510,310	–

Directors' remuneration report continued

Implementation of the remuneration policy for 2025 (unaudited)

With effect from 1 January 2025, the salary for Jean Vernet will be £593,250 (a 3.5 percent increase from £573,195) and Karen Hayzen-Smith's salary will be £382,950 (a 3.5 percent increase from £370,000). The increases are in line with the budgeted increase for the UK workforce.

The maximum bonus opportunity remains unchanged at 125 percent of salary. Financial targets are set to be challenging and appropriately demanding. The measures remain unchanged from 2024 and will be: underlying operating profit (weighted 50 percent); operating cash flow (25 percent) and strategic objectives (25 percent). Strategic objectives for 2025 will include short-term business priorities linked to delivery of the transformation plan and targets focused on employee engagement and health & safety. There will be no overlap between the metrics used for the annual bonus and those used for the LTIP. The targets are commercially sensitive but disclosure of the targets and performance against these will be set out in the 2025 Directors' remuneration report.

LTIP award levels will remain unchanged, with face values of 175 percent of salary for Jean Vernet and 150 percent of salary for Karen Hayzen-Smith. The Committee will assess at vesting the extent to which any windfall gains have arisen (and use its discretion to make any adjustments at that time, if necessary).

The following performance targets will apply to the 2025 LTIP awards:

Metric	Weighting	Threshold (25% vesting)	Stretch (100% vesting)
Earnings per share (cumulative, 2025-27)	30%	62p	72p
Relative TSR vs. FTSE250 (excluding investment trusts)	25%	Median	Upper quartile
Return on Capital Employed (2027 ROCE)	25%	14%	16%
Strategic Objectives:	20%		
Business excellence (2027 gross margin)	One-third of element	32%	33%
Vitality (2027 revenue from new products launched in the last five years, as a % of total)	One-third of element	13%	15%
Sustainability (absolute reduction in tCO_2e Scope 1 & Scope 2 emissions vs. 2021 baseline)	One-third of element	41%	43%

Straight-line vesting will apply for performance between Threshold and Stretch. Nil vesting for performance outcomes below Threshold. The targets have been set taking into account taking into account the position of the performance cycle in the turnaround plan, as the business accelerates its transition towards sustainable long-term growth.

Inken Braunschmidt
Chair of the Remuneration Committee
19 March 2025

Directors' report

Subject matter	Location	Pages
Particulars of important events affecting the Company which have occurred since the end of financial year	Strategic report	12 to 13 14 to 16
Likely future developments in the business	Strategic report	14 to 16
Research and development	Strategic report	20 to 30
Employee involvement and engagement	Strategic report	42 to 43
Relationships with suppliers, customers and others	Strategic report	50 to 51
Use of financial instruments	Note 32	191 to 197

This section contains additional information which the Directors are required by law and regulation to include within the Annual Report and Accounts. The Directors' report comprises this section as well as the rest of the Governance section (from pages 82 to 101) and those sections of the Strategic report or financial statements as referenced in this section.

We have chosen, in accordance with the Companies Act 2006, to include certain information in our Strategic report or financial statements that would otherwise be required to be disclosed in the Directors' report. This is set out in the table above.

The Directors' report and Strategic report comprise the "management reports" for the purposes of compliance with Financial Services Authority's Disclosure Guidance and Transparency Rules (DTR) 4.1.8R. The information that fulfils the requirements of the Corporate Governance Statement for the purposes of DTR 7 can be found on page 81 (all of which forms part of this Directors' report) and in this Directors' report. The statement of Directors' responsibilities on page 123 is incorporated into this Directors' report by reference.

Going concern

The Group's business activities, together with the factors likely to affect its future development, the financial position of the Group and a description of the principal risks and uncertainties are set out in the Strategic report on pages 72 to 80. Having assessed the principal risks and the other matters discussed in connection with the viability statement, the Directors consider it appropriate to adopt the going concern basis of accounting in preparing this Annual Report and Accounts as set out in Note 2 on page 140.

Dividends

As a result of performance challenges, the Company did not pay an interim dividend for 2024, and the Board is not recommending the payment of a final dividend for the year. The Board is committed to reinstating the dividend when appropriate.

Share capital

Details of the share capital of the Company and the shares held by the Company's Employee Share Trust, including the rights and obligations attaching to the shares are set out in Note 31 to the Financial statements on page 190. The rights and obligations attaching to the shares are set out in the Company's Articles of Association (Articles). There are no restrictions on voting other than deadlines for exercising voting rights that apply to all shareholders and any restrictions imposed by law or regulation. In addition, there are no specific restrictions on the size of a holding nor on the transfer of shares, both of which are governed by the general provisions of the Articles and prevailing legislation. The Directors are not aware of any agreements between the holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights. No person has any special rights of control over the Company's share capital. Where shares are held on behalf of the Company's employee benefit trust, the trustees have discretion to vote on any shares as they see fit and have not waived their right to receive dividends.

At the AGM held on 30 May 2024, the Company was given authority to purchase up to 2,519,776 of its ordinary shares until the date of its next AGM. No purchases were made during the year and up to the date of this report by the Company. The Company has one class of ordinary share and one class of preference share.

As at 31 December 2024, 50,398,063 ordinary shares of 25 pence each have been issued, are fully paid up and are listed on the London Stock Exchange, representing 99.8 percent of the Company's share capital, and 100,000 cumulative preference shares of £1 each have been issued and fully paid up, representing 0.2% of the Company's share capital.

Directors

The biographies of the current Board of Directors are set out on pages 88 to 89. Aedamar stepped down as a Director of the Company on 30 May 2024 and Shian Jastram was appointed as a Non-Executive Director on 1 March 2024. Details in relation to changes in the composition of the Board are provided in the Nominations Committee report on pages 94 to 95.

Powers of Directors

The powers of the Directors are determined by the Company's Articles, the Companies Act 2006 and in certain circumstances (including in relation to the issuing or buying back by the Company of its shares) the authority given by the Company in general meeting. The Directors will be seeking shareholder approval for the authorities granted to them in prior years at the forthcoming AGM. Following the 2024 AGM, the Directors are authorised to issue and allot ordinary shares, to disapply statutory pre-emption rights and to make market purchases of the Company's shares. Any shares purchased may be cancelled or held as treasury shares.

Substantial shareholders

Information provided to the Company pursuant to the DTRs is published on a Regulatory Information Service and on the Company's website. As at 31 December 2024, the Company had been notified (in accordance with Rule 5 of the DTRs) of the holdings of voting rights attached to the issued ordinary share capital of the Company, as set out in the table.

Appointment and replacement of Directors

The rules regarding the appointment and replacement of Directors are determined by the Company's Articles and the Companies Act 2006. The Articles provide that at each AGM every Director who has held office on the date seven days before the date of notice of the AGM shall retire from office and shall be eligible for re-election at the AGM.

In accordance with the UK Corporate Governance Code 2018 (Code), all Directors will offer themselves for re-election at the forthcoming AGM.

Directors' report continued

Substantial shareholders

	Number of shares	%[1]	Nature of holding
Trustees of the Sir John Fisher Foundation	10,601,360	20.99	Direct
Schroders plc	5,072,333	10.04	Indirect
Aberforth Partners LLP	2,582,790	5.12	Indirect
Odyssean Investment Trust	3,600,000	7.14	Direct
FIL Limited	3,162,032	6.26	Direct
NFU Mutual Insurance Society Limited	1,976,768	3.92	Direct/Indirect

1. The percentage of voting rights detailed above was calculated at the time of the relevant disclosures made in accordance with Rule 5 of the DTRs.

In the period from 31 December 2024 to the date of this report, the Company received the following notifications:

Substantial shareholders

	Number of shares	%	Nature of holding
NFU Mutual Insurance Society	2,725,328	5.40	Direct
Shroders plc	5,596,711	11.10	Indirect

Directors' and officers' liability insurance and indemnities

The Company maintains an appropriate level of directors' and officers' liability insurance. Pursuant to the Company's Articles, the Company indemnifies the Directors of the Company and its subsidiaries against liability to third parties and against liability incurred in connection with the Company's activities as trustee of an occupational pension scheme, to the extent permitted by the Companies Act 2006.

Directors' conflict of interest

Under the Companies Act 2006, a director must avoid a situation where a direct or indirect conflict of interest may occur. The Board has adopted established procedures to address the management of any potential or actual conflicts of interest.

A conflict must be authorised in advance by the Board. Directors are asked at each Board meeting to check the register of conflicts and confirm that the register remains up to date and that it remains appropriate for the relevant matter to remain authorised.

Employment of disabled persons

James Fisher is an equal opportunities employer and is firmly committed to both the principle and realisation of equality. The Group is committed to complying with all applicable laws governing employment practices and to the prevention of discrimination on the basis of any unlawful criteria. In addition to complying with legislative requirements, the Group strives to ensure that disabled employees (including anyone who becomes disabled whilst employed with James Fisher) are treated fairly and that their training, career development and promotion needs are met.

The Group recognises its responsibility to provide a safe operating environment for all its employees. Our strong focus on employee training, regulatory compliance and accident reduction provides the support to allow accountability to remain with local management who are best placed to ensure that their businesses comply with local laws and regulations and specific needs on a day-to-day basis. The review of health and safety performance is the first item on the agenda at each Board and business board meetings.

We recognise that the success of our business depends on our talented workforce. Employees throughout the Group are encouraged to participate in training and development programmes and to obtain professional qualifications relevant to their roles.

Additional information for shareholders

The Articles can only be amended by a special resolution at a general meeting of the shareholders.

No political donations or contributions were made during the year.

Details of Group subsidiaries can be found on pages 214 to 217. Companies within the Group have overseas branches in Chile, Mozambique, the United Arab Emirates, Taiwan and Denmark.

Significant agreements – change of control

There are a number of agreements that take effect after, or terminate upon, a change of control of the Company, such as commercial contracts. None of these are considered to be significant in terms of their likely impact on the business as a whole apart from those set out below.

The Company is a guarantor of all of the Group's bank facilities which upon a change of control could be withdrawn.

The rules of the Company's LTIP, ESOS and Sharesave schemes set out the consequences of a change of control on the rights of participants under those schemes. Participants are generally able to exercise their options on a change of control, provided that the relevant performance conditions have been satisfied.

There are no agreements between the Company and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, redundancy or otherwise) that arise in the event of a change of control of the Company.

Disclosure of information to the auditor

In accordance with section 418 of the Companies Act 2006, each Director in office at the date of approval of this Directors' report confirms that:

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

Information required by UK Listing Rule 6.6.1 (3)

The details of long-term incentive schemes as required by LR 6.6.1 (3) are set out in the Remuneration report on pages 109 to 118.

Streamlined Energy and Carbon Reporting (SECR)

Annual Energy Use and GHG emissions

In 2024, the Group's non-UK facilities accounted for 61% of energy consumption, with the UK facilities accounting for the remaining 39%. Across the Group, mobile fuel combustion, predominantly from our vessels, was the largest source of energy consumed (96%). We continue to identify energy efficiency measures for our vessels through digitalisation.

Streamlined Energy and Carbon Reporting (SECR)

	2024					
	UK		**Non-UK**		**Group total**	
	MWh	**tCO_2e**	**MWh**	**tCO_2e**	**MWh**	**tCO_2e**
Fuel combustion – mobile (Scope 1)	**67,438**	**18,489**	**106,835**	**29,345**	**174,273**	**47,834**
Fuel combustion – stationary (Scope 1)	**3,328**	**711**	**1,300**	**298**	**4,628**	**1,009**
Fugitive emissions (Scope 1)	**n/a**	**35**	**n/a**	**4**	**n/a**	**39**
Purchased electricity, district heat and cooling (Scope 2 location-based)	**1,908**	**395**	**1,744**	**615**	**3,652**	**1,010**
Total Scope 1 & 2 (location-based)	**72,674**	**19,630**	**109,879**	**30,262**	**181,253**	**49,594**
Scope 1 & 2 (location-based) intensity metric (tCO_2e/£M revenue)		**150.3**		**97.9**		**113.2**

	2023					
	UK		Non-UK		Group total	
	MWh	tCO_2e	MWh	tCO_2e	MWh	tCO_2e
Fuel combustion – mobile (Scope 1)	102,184	28,252	160,565	44,384	262,749	72,636
Fuel combustion – stationary (Scope 1)	2,207	462	1,966	470	4,173	932
Fugitive emissions (Scope 1)	n/a	15	n/a	56	n/a	71
Purchased electricity, district heat and cooling (Scope 2 location-based)	2,267	544	2,328	703	4,595	1,247
Total Scope 1 & 2 (location-based)	106,658	29,273	164,859	45,613	271,517	74,885
Scope 1 & 2 (location-based) intensity metric (tCO_2e/£M revenue)		185.9		134.7		150.9

	Previously reported 2023 (October 2022 - September 2023)					
	UK		Non-UK		Group total	
	MWh	tCO_2e	MWh	tCO_2e	MWh	tCO_2e
Fuel combustion – mobile (Scope 1)	101,333	28,022	160,724	44,375	262,057	72,397
Fuel combustion – stationary (Scope 1)	2,176	462	1,944	471	4,120	933
Fugitive emissions (Scope 1)	n/a	15	n/a	56	n/a	71
Purchased electricity, district heat and cooling (Scope 2 location-based)	2,611	529	2,364	778	4,595	1,307
Total Scope 1 & 2 (location-based)	106,120	29,028	165,032	45,680	271,152	74,708
Scope 1 & 2 (location-based) intensity metric (tCO_2e/£M revenue)		184.3		134.9		145.9

Note: totals may not add up due to rounding.

Directors' report continued

As explained in the Planet section of the Strategic Report page 47 our 'Fleet of the Future' strategy is twofold:

- For the existing fleet, we have installed bunker software that has enabled us to collect data to identify and implement operational efficiencies (including hull cleaning, optimised routeing and ship consumption), contributing to fuel use reductions.
- We are also replacing older vessels with newbuilding ships that use alternative fuel propulsion. Going beyond our current regulatory requirements, we have invested in four new vessels with LNG dual-fuel engines. This is a pioneering project that will help enable the switch to LNG in the maritime sector. To ensure the required infrastructure was in place, we also collaborated with supply chain partners to set up a supply point in Sunderland. The newbuilds are also equipped with an advanced software that collects data onboard and identifies efficiency measures.

We have also progressed energy efficiency lighting upgrades at our Cattedown Whaves site in 2024.

The Group's total Scope 1 and Scope 2 greenhouse gas emissions were 49,594 tCO_2e. As with energy consumption, the Group's non-UK facilities accounted for most of the greenhouse gas emissions (61%), with the UK sites accounting for the remaining 39%.

We have updated our SECR table to reflect the required disclosure for quoted companies in the UK, with details on Scope 1 and 2 emissions. Assessing the full Scope 3 emissions across the Group is an ongoing exercise. Further details on our Scope 3 reporting and commitments can be found in the Planet section of this report.

Methodology

In line with the requirements set out in the UK Government's guidance on streamlined energy and carbon reporting (SECR), the SECR table above shows James Fisher's total annual energy use and GHG emissions associated with our Scope 1 emissions from the consumption of fuels (namely diesel, petrol, burning oil, fuel oil, and gas oil), natural gas, liquid natural gas (LNG) liquid petroleum gas (LPG) and refrigerant losses.It also shows our Scope 2 emissions from purchased electricity, district heating and cooling in stationary and mobile assets, for the reporting period 1 January 2024 – 31 December 2024.

Previously, we reported our GHG emissions data for the period of October-September. For 2024, we have updated our GHG emissions reporting period to January-December to align with our financial reporting. To maintain data consistency and comparability, we have also recalculated emissions for previous years. From our 2021 baseline to 2023, we have adjusted the start date to 1 January for each reporting year and shifted Q4 data into the relevant calendar year. Since Q4 2023 actuals were unavailable, we have used estimates based on 2022 data.

Our greenhouse gas emissions are calculated in accordance with the requirements of the 'GHG Protocol: A Corporate Accounting and Reporting Standard, revised edition'. GHG emission conversion factors were sourced from Governments and industry-relevant agencies; see footnote for our full source list[1]. The Group's disclosures are based on location-based results. We recognise there are benefits in monitoring market-based data and are in the process of applying market-based instruments.

James Fisher operates a fleet of vessels across its business units. In order to account for these vessels in the SECR disclosure, the Group has used the trading area of the vessel to distinguish between its UK and non-UK footprint, as the trading area most closely indicates where fuel is consumed and, therefore, where the associated emissions should be accounted for.

The Group used verifiable activity data from meter data and invoices where reasonable and practicable. Where verifiable data was not available, estimates based on data from previous comparable time periods were used.

Annual General Meeting (AGM)

The AGM is to be held on 13 May, 2025 at Abbey House Hotel and Gardens in Barrow- in-Furness. Further details will be provided in the Notice of AGM.

The Directors' report was approved by the Board of Directors and is signed on its behalf by:

Karen Hayzen-Smith

Chief Financial Officer

19 March 2025

1 Council of the European Union (2021), https://data.consilium.europa.eu/doc/document/ST-10585-2021-INIT/en/pdf (Accessed 22 May 2024). Department for Energy Security and Net Zero (2024). 2024 Government GHG Conversion Factors for Company Reporting. Commonwealth of Australia 2024 (Department of the Environment and Energy) National Greenhouse Account Factors (NGA) - Australian National Greenhouse Accounts. Feb 2025. CO2 emissiefactoren (2024), http://co2emissiefactoren.nl/lijst-emissiefactoren/ accessed January 2024. EIA (2021). Carbon Dioxide Emissions Coefficients by Fuel. Released November 18, 2021. Energi Företagen (2024) Lokala miljävärden 2023. Sweden. EPA (2024). Supply Chain Greenhouse Gas Emission Factors v1.3 by NAICS-6. EPA (2024). eGrid2022. Release: 1/30/2024. Online: https://www.epa.gov/egrid/download-data. Accessed February 9, 2024. EPA (2024). Inventory of U.S. Greenhouse Gas Emissions and Sinks: 1990-2022. United States Environmental Protection Agency. GHG Protocol Brasil (2024). Ferramenta GHG Protocol 2024. Version 2024.0.2 Programa Brasileiro GHG Protocol. Governo do Brasil (2025). MCTIC. Arquivos dos fatores médios de emissão de CO2 grid mês/ano. Ministério da Ciência, Tecnologia, Inovações e Comunicações. United Nations (2025). SEPA (2024). Emissionsfaktorer och värmevärden, Underlag till Sveriges växthusgasinventering för utsläppsåren 1990-2022 till UNFCCC. UN Statistics Division - 2022 Energy Balance Visualizations. IPCC (2019). Revised IPCC Guidelines for National Greenhouse Gas Inventories: Reference Manual. Intergovernmental Pan.

Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

The Directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards and applicable law, including FRS 101 Reduced Disclosure Framework.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the Group's profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgements and estimates that are reasonable, relevant and reliable and, in respect of the Parent Company financial statements only, prudent.
- For the Group Financial Statements, state whether they have been prepared in accordance with UK-adopted international accounting standards.
- For the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the parent Company financial statements.
- Assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern.
- Use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its Financial Statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

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

In accordance with Disclosure Guidance and Transparency Rule ("DTR") 4.1.16R, the financial statements will form part of the annual financial report prepared under DTR 4.1.17R and 4.1.18R. The auditor's report on these financial statements provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

Responsibility statement of the Directors in respect of the annual financial report

We confirm that to the best of our knowledge:

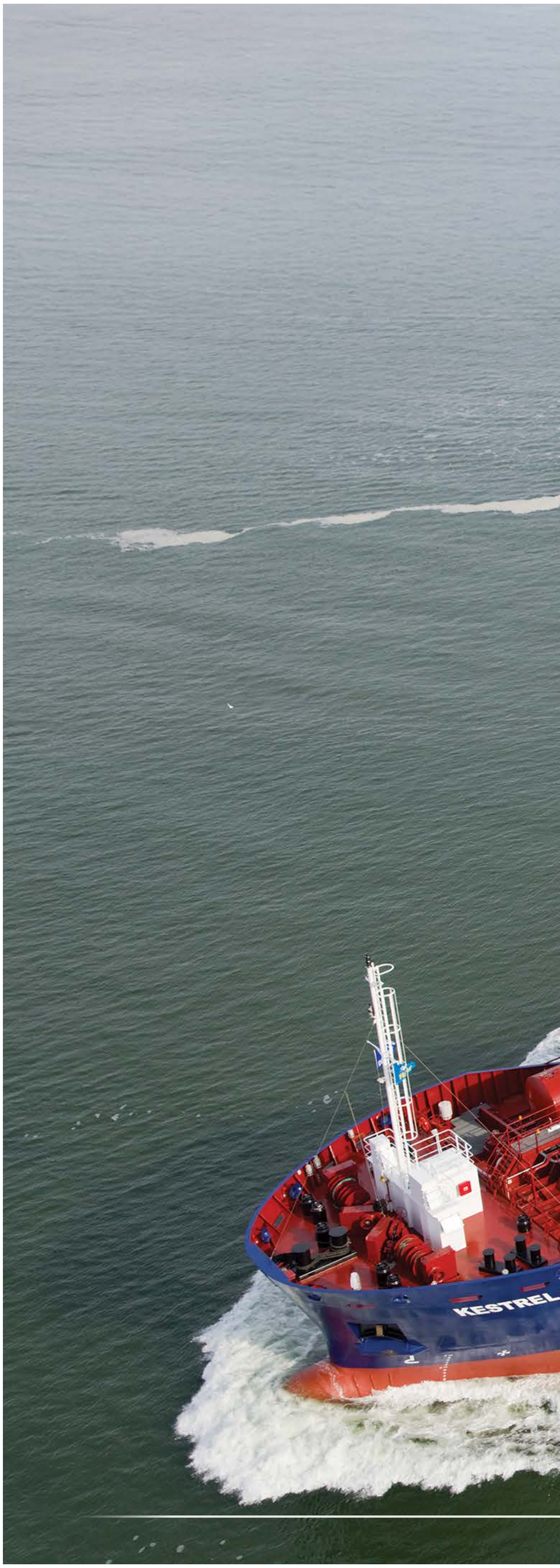
- The Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole.
- The strategic report and Directors' report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessaary for shareholders to assess the Group's position and performane, Buianess model and strategy.

Karen Hayzen-Smith
Chief Financial Officer
19 March 2025

Jean Vernet
Chief Executive Officer
19 March 2025

Financial Statements




NO SMOKING
FISHER

Independent auditor's report to the members of James Fisher and Sons plc

1. Our opinion is unmodified

We have audited the financial statements of James Fisher and Sons plc ("the Company") for the year ended 31 December 2024 which comprise the Consolidated Income Statement, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated Cash Flow Statement, the Consolidated and Company Statement of Changes in Equity and the related notes, including the accounting policies in Note 2.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2024 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the directors on 30 June 2008. The period of total uninterrupted engagement is for the seventeen financial years ended 31 December 2024. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities.

No non-audit services prohibited by that standard were provided.

Overview		
Materiality: group financial statements as a whole	£2.1m (2023: £2.3m) 0.5% of revenue from continuing operations (2023:0.5% of revenue from continuing operations)	
Key audit matters		vs 2023
Recurring risks	Recoverability of goodwill related to JFD and Renewables	◀▶
	Recoverability of Parent Company investment in Subsidiaries	▼

2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

Recoverability of goodwill related to JFD with carrying value of £8.7m (2023: £8.6m) and Renewables with carrying value of £9.4m (2023: £9.4m) Risk vs 2023: Stable

Refer to page 99 (Audit and Risk Committee report), page 147 (accounting policy) and page 170 (financial disclosure)

The risk: Forecast based assessment

The recoverability of goodwill in the Group is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows, particularly in light of the ongoing trading performance in the current and prior years and future growth expectations.

The effect of these matters is that, as part of our risk assessment, we determined that the recoverable amount of goodwill has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole and possibly many times that amount. The financial statements Note 15 discloses the sensitivity estimated by the Group for goodwill.

Through our risk assessment, we have isolated the risk of material impairment to the goodwill balances related to JFD and Renewables due to the increased level of inherent uncertainty within the Group's discounted cashflow workings for these two CGUs. As a result of the level of estimation uncertainty and the potential for management bias, we identified a significant risk of both fraud and error in respect of the impairment of goodwill of these CGUs. The financial statements Note 15 discloses management's process for undertaking the impairment assessment, including details of key assumptions and sensitivity analysis.

Our response: We performed the tests below rather than seeking to rely on any of the group's controls because the nature of the balance is such that detailed testing is inherently the most effective means of obtaining audit evidence.

2. Key audit matters: our assessment of risks of material misstatement continued

Our audit procedures included:

1. **Historical comparisons:** Assessing the reasonableness of management's budgets by considering the historical accuracy of previous forecasts.
2. **Our sector experience:** Evaluating the assumptions used, in particular those relating to anticipated revenue growth, including expected new business, the gross margin, the discount rate and the terminal growth rate. We have considered market conditions, including potential impacts of climate change and known or probable changes in the business environment, when challenging the key assumptions in the cashflows. We assessed the key assumptions in the Group's forecasts, drawing on historical data and our own research and sector experience.
3. **Benchmarking assumptions:** Comparing the Group's assumptions to externally derived data in relation to key inputs such as market growth rate, terminal growth value, discount rate (using our own valuation specialist), and the period of cash flows included within the model. Considering whether items of capital expenditure included in the budget are allowable in the value-in-use cash flow forecasts under the accounting standards.
4. **Sensitivity analysis:** Performing sensitivity analysis on the key assumptions noted above either in isolation or in aggregate. This included reperforming management's sensitivities within their goodwill impairment model.
5. **Assessing transparency:** Assessing whether the Group's disclosures about the sensitivity of the outcome of the impairment assessment to changes in key assumptions reflected the risks inherent in the recoverable amounts of goodwill.

Our results: We found the Group goodwill balances, to be acceptable (2023: acceptable).

Recoverability of Parent Company investment in Subsidiaries with a carrying value of £377.3m (2023: £268.7m) Risk vs 2023: Decreased

Refer to page 203 (accounting policy) and page 207 (financial disclosure)

The risk: Forecast based assessment

The carrying amount of the parent Company's investments in subsidiaries represents 84.2% (2023: 65.1%) of the parent Company's total assets.

The estimated recoverable amount is subjective due to inherent uncertainty involved in forecasting future cash flows, particularly in light of the ongoing trading and the Group's market capitalisation versus Parent company's net assets.

The effect of these matters is that, as part of our risk assessment for audit planning purposes, we determined that the recoverable amount of the Parent Company's investment in subsidiaries had a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole. In conducting our final audit work, we concluded that reasonable possible changes to the recoverable amount would not be expected to result in material impairment.

Our response: We performed the tests below rather than seeking to rely on any of the group's controls because the nature of the balance is such that detailed testing is inherently the most effective means of obtaining audit evidence.

Our audit procedures included:

1. **Test of detail:** We performed testing over the restructure of the investments following the insertion of a new Holdco in the year by corroborating to legal documentation and assessing the treatment in accordance with relevant accounting standards.
2. **Test of detail:** Comparing the carrying value of 100% of investments with the relevant subsidiaries' net assets included within the Group consolidation to identify whether their net assets, being an approximation of their minimum recoverable amount, were in excess of their carrying amount
3. **Historical comparisons:** Assessing the reasonableness of management's budgets by considering the historical accuracy of previous forecasts.
4. **Our sector experience:** Evaluating the assumptions used, in particular those relating to anticipated revenue growth, including expected new business, the discount rate and the terminal growth rate. We have considered market conditions, including potential impacts of climate change and known or probable changes in the business environment, when challenging the key assumptions in the cashflows. We assessed the key assumptions to the Group's forecasts, drawing on historical data and our own research and sector experience.
5. **Benchmarking assumptions:** Comparing the Group's assumptions to externally derived data in relation to key inputs such as market growth rate, terminal growth value, discount rate, and the period of cash flows included within the model. Considering whether items of capital expenditure included in the budget are allowable in the value-in-use cash flow forecasts under the accounting standards.
6. **Sensitivity analysis:** Performing sensitivity analysis on the key assumptions noted above either in isolation or in aggregate. This included reperforming management's sensitivities within their investment impairment model.
7. **Assessing transparency:** Assessing the adequacy of the Company's disclosures in respect of recoverability of Parent Company investment in Subsidiaries.

Our results: We found the carrying value of Parent Company investments in Subsidiaries to be acceptable (2023: acceptable).

We continue to perform procedures over going concern. However, following the refinance in the year, we have not assessed this as one of the most significant risks in our current year audit and, therefore, it is not separately identified in our report this year.

Independent auditor's report to the members of James Fisher and Sons plc continued

3. Our application of materiality and an overview of the scope of our audit

Our application of materiality

Materiality for the Group financial statements as a whole was set at £2.1m (2023: £2.3m), determined with reference to a benchmark of Group revenue as disclosed in Note 7 of £437.7m, of which it represents 0.5% (2023: 0.5%).

We consider total Group revenue from continuing operations to be the most appropriate benchmark because of the significant fluctuations in profit before tax in recent years caused by impairments, refinancing and business disposals. Whilst the Group is focused on profit measures, there has been significant volatility in recent years which has impacted the Group's profit before tax.

Materiality for the parent Company financial statements as a whole was set at £2.0m (2023: £2.0m), determined with reference to a benchmark of parent Company total assets of £447.9m (2023: £412.5m), of which it represents 0.4% (2023: 0.5%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality for the Group was set at 65% (2023: 65%) of materiality for the financial statements as a whole, which equates to £1.4m (2023: £1.5m). We applied this percentage in our determination of performance materiality based on the level of control deficiencies and identified misstatements during the prior period.

Performance materiality for the parent Company was set at 75% (2023: 75%) of materiality for the financial statements as a whole, which equates to £1.5m (2023: £1.5m). We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £105k (2023: £115k), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Overview of the scope of our audit

This year, we applied the revised group auditing standard in our audit of the consolidated financial statements. The revised standard changes how an auditor approaches the identification of components, and how the audit procedures are planned and executed across components.

In particular, the definition of a component has changed, shifting the focus from how the entity prepares financial information to how we, as the group auditor, plan to perform audit procedures to address group risks of material misstatement ("RMMs"). Similarly, the group auditor has an increased role in designing the audit procedures as well as making decisions on where these procedures are performed (centrally and/or at component level) and how these procedures are executed and supervised. As a result, we assess scoping and coverage in a different way and comparisons to prior period coverage figures are not meaningful. In this report we provide an indication of scope coverage on the new basis.

We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the Group financial statements and which procedures to perform at these components to address those risks.

In total, we identified 130 components, having considered our evaluation of the Group's operational structure, the existence of common risk profile across entities and the existence of common information systems.

Of those, we identified 3 quantitatively significant components which contained the largest percentages of either total revenue or total assets of the Group, for which we performed audit procedures.

We also identified 1 component as requiring special audit consideration, owing to Group risk relating to the defined benefit pension obligation residing in the component.

Additionally, having considered qualitative and quantitative factors, we selected 13 components with accounts and disclosures contributing to the specific RMMs of the Group financial statements.

Accordingly, we performed audit procedures on 17 components, of which we involved component auditors in performing the audit work on 12 components. We performed the audit of the parent Company.

The Group auditor issued audit instructions to component auditors on the scope of their work and set the component materialities, ranging from £1.2m to £0.5m, having regard to the mix of size and risk profile of the Group across the components.

Our audit procedures covered 85% of the Group's revenue. We performed audit procedures in relation to components that accounted for 80% of the Group's total assets and 75% of the total profits and losses that made up the Group's underlying profit before tax disclosed in Note 5.1. Non-underlying income and costs have been tested centrally by the Group auditor.

For the remaining components for which we performed no audit procedures, no component represented more than 2% of Group total revenue,3% of Group total assets or 4% of the total profits and losses that make up the Group's underlying profit before tax. We performed analysis at an aggregated Group level to re-examine our assessment that there is not a reasonable possibility of a material misstatement in these components.

Group auditor oversight

As part of establishing the overall Group audit strategy and plan, we conducted the risk assessment and planning discussion meetings with component auditors to discuss Group audit risks relevant to the components, including the key audit matter in respect of recoverability of goodwill related to JFD and Renewables.

3. Our application of materiality and an overview of the scope of our audit
continued

Group auditor oversight continued

The Group team visited five component locations to assess the audit risks and strategy. Regular video and telephone conference meetings were also held with these component auditors and others that were not physically visited. At these visits and meetings, the results of the planning procedures and further audit procedures communicated to us were discussed in more detail, and any further work required by us was then performed by the component auditors.

We inspected the work performed by the component auditors for the purpose of the Group audit and evaluated the appropriateness of conclusions drawn from the audit evidence obtained and consistencies between communicated findings and work performed.

Our consideration of the control environment
We identified the following IT systems which were relevant to the Group audit:

- A diverse range of financial ERP systems used by in-scope components to record accounting transactions; and
- The IT system used for in the Group's financial reporting process.

Our IT auditors supported us in obtaining an understanding of these IT systems. We were not able to rely on general IT controls for these IT systems due the informality of the IT environment at both the Group and the component level.

As noted by the Audit Committee on page 100, the Group's internal system of controls is undergoing a programme of improvement to formalise controls. The developing nature of the control environment outlined by the Audit Committee is consistent with our own audit findings in the current year.

As a result of the IT informalities identified and the developing nature of the control environment, the scope of our audit work was predominantly substantive, and we planned additional substantive testing, including our audit of revenue and journals for all in-scope components. Given that we did not plan to rely on IT controls in our audit, a direct testing approach was used over the completeness and reliability of system data used in our substantive testing.

4. The impact of climate change on our audit

In planning our audit, we have considered the potential impact of climate change on the group's business operations and its financial statements taking into account the different divisions. We recognise given the diverse nature of the group's operations there are potentially both risks and opportunities arising as a result of climate change.

The potential effects of climate change vary for different activities of the group, with those divisions that are more linked to fossil fuel activity potentially being more affected as there is a transition to focus on more renewable energy sources.

Uncertainties and potential changes to the longer-term activity of the group could affect the elements of financial statements with forward-looking assessments such as impairment of, or reassessment of the life of, long-term assets and goodwill balances.

As part of our risk assessment we made enquiries of management and reviewed board minutes and related risk and internal audit documents. Our risk assessment took into account the nature of the group's long-term assets and the relative size of assets related to the divisions with most exposure to climate change uncertainty.

In the course of our audit work, we also took climate change factors into account in evaluating the directors' assessment of the useful life of vessels and when evaluating the directors' assessment of recoverability of goodwill.

We have read the disclosure of climate related information in the front half of the annual report and considered consistency with the financial statements and our audit knowledge.

5. Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group's and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group and Parent Company's financial resources or ability to continue over the going concern period. The risks that we considered most likely to adversely impact the Group and Parent Company's available financial resources over this period were a possible reduction in operating profit as a result of risks relating to unsecured revenue streams, timing of contract wins, expansion into new jurisdictions, the lack of turnaround from underperforming businesses as well as cash flow disruptions arising from late payments from customers, project delivery challenges and an increase in inventory days.

We considered whether these risks could plausibly affect the liquidity or covenant compliance in the going concern period by assessing the Directors' sensitivities over the level of available financial resources and covenant thresholds indicated by the Group's financial forecasts taking account of severe, but plausible adverse effects that could arise from these risks individually and collectively.

Independent auditor's report to the members of James Fisher and Sons plc continued

5. Going concern continued

Our procedures included:

- critically assessing assumptions in the base case and severe but plausible downside scenarios, particularly in relation to forecast liquidity, profitability and performance, including assessing consistency to external information such as industry and economic forecasts;
- inspecting the Group's Revolving Credit Facility and bilateral facility agreements ("Group's funding arrangements") to identify relevant financial and non-financial covenants and key terms including the maturity date;
- reperforming the year end covenant calculation for the Group's funding arrangements;
- assessing the ability of the Group to accurately forecast by comparing historical results to forecasts and assessing the most recent year's performance against forecasts to challenge key assumptions in the base case and severe but plausible downside scenario;
- considering whether the assumptions applied in the severe but plausible scenario are considered to be severe enough using our assessment of the possible range of each key assumption and taking account of plausible (but not unrealistic) adverse effects that could arise;
- considering whether the going concern disclosure in Note 2 to the financial statements gives a full and accurate description of the Directors' assessment of going concern, including the identified risks, and related sensitivities.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the Directors' statement in Note 2.3 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and Company's use of that basis for the going concern period, and we found the going concern disclosure in Note 2.3 to be acceptable; and
- the related statement under the UK Listing Rules set out on page 119 is materially consistent with the financial statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

6. Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, the audit committee, internal audit, the Group General Counsel and the Company Secretary and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the internal audit function, the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board, audit committee and risk committee minutes.
- Considering remuneration incentive schemes and performance targets for management and directors.
- Using analytical procedures to identify any unusual or unexpected relationships.
- Consultation with our own forensic professionals regarding the identified fraud risks and the design of the audit procedures planned in response to these. This involved discussion between the engagement partner, the Group audit team and the forensic professionals.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication from the Group auditor to component auditors of relevant fraud risks identified at the Group level and requesting component auditors performing procedures at the component level to report to the Group auditor any identified fraud risk factors or identified or suspected instances of fraud.

As required by auditing standards and taking into account possible pressures to meet profit targets, covenants for banking facilities and our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that Group and component management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates such as provisions for impairment of goodwill.

On this audit we do not believe there is a fraud risk related to revenue recognition on long-term contracts due to the stage of completion of those contracts; and for remaining revenue streams, we do not believe there is a fraud risk related to revenue recognition as the recognition is not complex.

We did not identify any additional fraud risks.

6. Fraud and breaches of laws and regulations – ability to detect continued

Identifying and responding to risks of material misstatement due to fraud continued
Further detail in respect of goodwill impairment is set out in the key audit matter disclosures in section 3 of this report.

We performed procedures including:

- Identifying journal entries to test for all selected components based on risk criteria and comparing the identified entries to supporting documentation. These included unexpected journals posted to revenue, expense, cash and borrowings accounts; and commissions paid to agents as well as journals posted by senior members of management and journals with specific descriptions.
- Evaluating the business purpose of significant unusual transactions.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias including assessing for bias the provision for impairment of goodwill.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations
We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors, the Group General Counsel, the Company Secretary and other management (as required by auditing standards), and from inspection of the Group's regulatory and legal correspondence and discussed with the directors, the Group General Counsel, the Company Secretary and other management the policies and procedures regarding compliance with laws and regulations.

As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. This included communication from the group auditors to component auditors of relevant laws and regulations identified at the Group level, and a request for component auditors to report to the Group audit team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at the Group level.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation and pension legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Group's license to operate. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery, foreign corrupt practices act, anti money laundering and sanctions checking, environmental laws, employment law, maritime law and certain aspects of company legislation recognising the nature of the Group's activities and its legal form.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

We discussed with the audit committee matters related to actual or suspected breaches of laws or regulations, for which disclosure is not necessary, and considered any implications for our audit.

Context of the ability of the audit to detect fraud or breaches of law or regulation
Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Independent auditor's report to the members of James Fisher and Sons plc continued

7. We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' remuneration report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the viability statement on page 79 that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Emerging and Principal Risks disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the Directors' explanation in the viability statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the viability statement, set out on page 79 under the UK Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Company's longer-term viability.

Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the Directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the Directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit Committee, including the significant issues that the audit committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the annual report that describes the review of the effectiveness of the Group's risk management and internal control systems.

We are required to review the part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the UK Listing Rules for our review. We have nothing to report in this respect.

8. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

9. Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 123, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The Company is required to include these financial statements in an annual financial report prepared under Disclosure Guidance and Transparency Rule 4.1.17R and 4.1.18R. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

10. The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Christopher Hearn (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, E14 5GL
United Kingdom

19 March 2025

Consolidated income statement for the year ended 31 December 2024

	Notes	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Continuing operations			
Revenue	7	**437.7**	496.2
Cost of sales		**(304.7)**	(360.3)
Gross profit		**133.0**	135.9
Administrative expenses		**(101.6)**	(109.6)
Impairment charges	8	**(5.2)**	(28.4)
Profit on disposal of businesses	8	**49.5**	–
Refinancing costs		**(3.5)**	(12.2)
Restructuring costs		**(1.7)**	(5.7)
Share of post-tax results of joint ventures and associates	18	**2.6**	1.4
Operating profit/(loss)	8	**73.1**	(18.6)
Investment income	10	**2.8**	3.2
Finance expense	10	**(21.2)**	(24.5)
Net unrealised foreign exchange on lease liabilities	10	**(0.7)**	–
Profit/(loss) before taxation		**54.0**	(39.9)
Tax expense	11	**(7.6)**	(11.0)
Profit/(loss) for the year from continuing operations		**46.4**	(50.9)
Loss for the year from discontinued operations, net of tax	12	**–**	(11.4)
Profit/(loss) for the year		**46.4**	(62.3)
Attributable to:			
Owners of the Company		**46.3**	(62.4)
Non-controlling interests		**0.1**	0.1
		46.4	(62.3)

Profit/(loss) per share		**pence**	pence
Basic	14	**92.0**	(123.9)
Diluted	14	**89.7**	(123.9)

Profit/(loss) per share – continuing operations		**pence**	pence
Basic	14	**92.0**	(101.2)
Diluted	14	**89.7**	(101.2)

The accompanying notes form part of these financial statements.

Consolidated statement of other comprehensive income for year ended 31 December 2024

	Notes	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Profit/(loss) for the year		**46.4**	(62.3)
Other comprehensive income/(expense):			
Items that will not be classified to the income statement			
Actuarial gain in defined benefit pension schemes	29	**0.1**	1.6
Tax on items that will not be reclassified	11	**0.1**	(0.3)
		0.2	1.3
Items that may be reclassified to the income statement			
Exchange differences on foreign currency net investments		**(4.6)**	(8.1)
Effective portion of changes in fair value of cash flow hedges	32	**(2.3)**	(0.3)
Effective portion of changes in fair value of cash flow hedges in joint ventures	18	**–**	(0.1)
Net changes in fair value of cash flow hedges transferred to income statement		**0.3**	(0.9)
Tax on items that may be reclassified	11	**0.5**	(0.3)
		(6.1)	(9.7)
Total other comprehensive income/(expense) for the year		**(5.9)**	(8.4)
Total comprehensive income/(expense) for the year		**40.5**	(70.7)
Attributable to:			
Owners of the Company		**40.5**	(70.8)
Non-controlling interests		**–**	0.1
		40.5	(70.7)

The accompanying notes form part of these financial statements.

Consolidated statement of financial position at 31 December 2024

	Notes	31 December 2024 £m	31 December 2023[1] £m
Non-current assets			
Goodwill	15	**64.5**	78.3
Other intangible assets	15	**7.2**	6.3
Property, plant and equipment	16	**111.4**	118.0
Right-of-use assets	17	**60.0**	67.4
Investment in joint ventures and associates	18	**5.9**	8.4
Other investments	19	**1.4**	1.4
Other receivables	21	**6.8**	4.0
Other financial assets	22	**1.4**	–
Deferred tax assets	28	**4.2**	4.1
Retirement benefit surplus	29	**9.1**	7.4
		271.9	295.3
Current assets			
Inventories	20	**32.8**	46.7
Trade and other receivables	21	**114.5**	124.0
Cash and cash equivalents	23	**86.2**	77.5
Current tax receivable		**5.4**	–
Assets held for sale	24	**0.5**	14.7
		239.4	262.9
Current liabilities			
Trade and other payables	25	**(111.3)**	(113.4)
Current tax payable		**(3.5)**	(1.1)
Borrowings	26	**(78.9)**	(64.1)
Other financial liabilities	22	**(0.9)**	–
Provisions	27	**(8.0)**	(9.4)
Liabilities associated with assets held for sale	24	**–**	(0.7)
		(202.6)	(188.7)
Net current assets		**36.8**	74.2
Total assets less current liabilities		**308.7**	369.5
Non-current liabilities			
Borrowings	26	**(115.3)**	(214.9)
Provisions	27	**(0.5)**	(4.3)
Deferred tax liabilities	28	**(0.7)**	(0.1)
Retirement benefit obligations	29	**(1.9)**	(1.6)
		(118.4)	(220.9)
Net assets		**190.3**	148.6
Equity			
Share capital	31	**12.6**	12.6
Share premium	31	**26.8**	26.8
Treasury shares	31	**(0.2)**	(0.5)
Other reserves	31	**(22.0)**	(16.4)
Retained earnings	31	**172.7**	125.5
Total shareholders' equity		**189.9**	148.0
Non-controlling interests		**0.4**	0.6
Total equity		**190.3**	148.6

1 During the year, the Directors agreed to change the presentation of the consolidated statement of financial position in order to aggregate the presentation of the financing liabilities of the Group. As a result, £13.0m of current lease liabilities, £48.2m of non-current lease liabilities and £0.1m of non-current cumulative preference shares have been reclassified to current borrowings and non-current borrowings respectively. There are no net impacts to the overall Consolidated statement of financial position as a result of these changes.

The accompanying notes form part of these financial statements.

The financial statements were approved by the Board of Directors on 19 March 2025 and signed on its behalf by:

Karen Hayzen-Smith
Chief Financial Officer

Consolidated statement of changes in equity for the year ended 31 December 2024

	Note	Share capital £m	Share premium £m	Treasury shares £m	Other Reserves (Note 31) £m	Retained earnings £m	Total shareholders' equity £m	Non-controlling interests £m	Total equity £m
At 1 January 2023		12.6	26.8	(0.6)	(6.8)	185.8	217.8	0.5	218.3
Loss for the year		–	–	–	–	(62.4)	(62.4)	0.1	(62.3)
Other comprehensive income/(expense)		–	–	–	(9.7)	1.3	(8.4)	–	(8.4)
Total comprehensive expense		–	–	–	(9.7)	(61.1)	(70.8)	0.1	(70.7)
Contributions by and distributions to owners:									
Remeasurement of non-controlling interest put option		–	–	–	0.1	–	0.1	–	0.1
Share-based payments	30	–	–	–	–	1.0	1.0	–	1.0
Sale of shares by Employee Share Ownership Trust	31	–	–	0.1	–	(0.2)	(0.1)	–	(0.1)
At 31 December 2023		12.6	26.8	(0.5)	(16.4)	125.5	148.0	0.6	148.6
Profit/(loss) for the year		–	–	–	–	46.3	46.3	0.1	46.4
Other comprehensive income/(expense)		–	–	–	(6.0)	0.2	(5.8)	(0.1)	(5.9)
Total comprehensive income/(expense)		–	–	–	(6.0)	46.5	40.5	–	40.5
Contributions by and distributions to owners:									
Changes in ownership interest without a change in control		–	–	–	0.4	(0.4)	–	(0.2)	(0.2)
Share-based payments	30	–	–	–	–	1.8	1.8	–	1.8
Purchase of shares by Employee Share Ownership Trust	31	–	–	(0.3)	–	–	(0.3)	–	(0.3)
Sale of shares by Employee Share Ownership Trust	31	–	–	0.6	–	(0.7)	(0.1)	–	(0.1)
At 31 December 2024		**12.6**	**26.8**	**(0.2)**	**(22.0)**	**172.7**	**189.9**	**0.4**	**190.3**

The accompanying notes form part of these financial statements.

Consolidated cash flow statement for the year ended 31 December 2024

	Notes	31 December 2024 (£m)	31 December 2023[1] (£m)
Profit/(loss) for the year		**46.4**	(62.3)
Tax expense	11	**7.6**	12.0
Adjustments for:			
Depreciation and amortisation	8	**40.5**	41.2
Impairments	8	**5.2**	28.1
Net finance expense	10	**19.1**	21.3
Net (gain)/loss on disposal of businesses	8	**(49.5)**	2.1
Gains on disposals of property, plant and equipment	8	**(13.0)**	(2.5)
Share of post-tax results of joint ventures and associates	18	**(2.6)**	(1.4)
Share-based payments charge	30	**1.8**	1.0
Other non-cash items		**0.3**	(0.9)
Decrease in inventories		**2.0**	0.1
(Increase)/decrease in trade and other receivables		**(5.9)**	10.7
Increase/(decrease) in trade and other payables		**10.3**	(11.1)
(Decrease)/increase in provisions		**(2.2)**	7.0
Defined benefit pension cash contributions less service cost	29	**(1.0)**	1.1
Cash generated from operations		**59.0**	46.4
Income taxes paid		**(9.7)**	(8.6)
Cash flow from operating activities		**49.3**	37.8
Investing activities			
Dividends received from joint venture undertakings	18	**2.3**	1.2
Proceeds from the disposal of subsidiaries, net of cash disposed	33	**80.0**	(3.2)
Proceeds from the disposal of property, plant and equipment[2]		**25.8**	25.6
Finance income		**2.6**	2.9
Acquisition of property, plant and equipment	16	**(29.3)**	(29.4)
Development expenditure	15	**(2.4)**	(1.8)
Proceeds from repayment of debt instrument issued by joint venture undertakings	18	**0.7**	–
Cash flows from/(used in) investing activities		**79.7**	(4.7)
Financing activities			
Repayment of lease liability principal		**(16.7)**	(14.1)
Interest paid on lease liabilities	10	**(4.3)**	(4.0)
Finance costs		**(20.0)**	(15.7)
Acquisition of non-controlling interests (NCI)		**(0.6)**	–
Proceeds from borrowings		**120.0**	198.1
Repayment of borrowings		**(210.0)**	(191.7)
Repurchase of treasury shares	31	**(0.2)**	(0.2)
Proceeds from sale of treasury shares	31	**0.2**	0.2
Cash flows used in financing activities		**(131.6)**	(27.4)
Net (decrease)/increase in cash and cash equivalents	26	**(2.6)**	5.7
Cash and cash equivalents at 1 January	23	**26.4**	22.8
Cash transferred from assets held for sale at 1 January	26	**0.4**	–
Net foreign exchange differences		**(0.4)**	(1.7)
Cash transferred to assets held for sale at 31 December	26	**–**	(0.4)
Cash and cash equivalents at 31 December	23	**23.8**	26.4

1 During the year, the Directors agreed to change the presentation of the Consolidated cash flow statement in order to provide the reader with supplemental data relating to the financial condition of operations. As a result, (£1.4m) Share of post-tax results of joint ventures and associates and £1.0m Share-based payments charge been re-classified from the Other non-cash items line into their own lines on the face of the Consolidated cash flow statement. Additionally, £7.0m movement in provisions included within the trade and other payables line and £4.0m interest paid on lease liabilities included within repayment of lease liability principal line have been re-classified into their own lines on the face of the Consolidated cash flow statement. There are no net impacts to the overall Consolidated cash flow statement as a result of these changes.

2 Proceeds from disposal of property plant and equipment includes £3.2m (2023: £19.8m) from assets held for sale (see Note 24).

The accompanying notes form part of these financial statements.

Guide to financial statements disclosures for the year ended 31 December 2024

Notes to the consolidated financial statements

1. General information

James Fisher and Sons plc (the Company) is a public limited company registered and domiciled in England and Wales and listed on the London Stock Exchange. The consolidated financial statements comprise the financial statements of the Company, its subsidiary undertakings and its interest in associates and jointly controlled entities (together the Group), for the year ended 31 December 2024.

The registered address of the Company is Fisher House, Michaelson Road, Barrow-In-Furness, Cumbria, LA14 1HR, United Kingdom.

The main activities of the Company and its subsidiaries are the provision of services to the oil and gas and renewables sectors, marine services and specialist solutions in the defence sector focused on life preservation.

2. Summary of material accounting policies

2.1. Statement of compliance

The consolidated financial statements have been prepared in accordance with United Kingdom adopted international accounting standards (UK adopted IFRS). The accounting policies applied are consistent with those described in the Annual Report and Accounts of the Group for the year ended 31 December 2023, unless otherwise stated. The consolidated financial statements are presented in Pounds Sterling and all values are rounded to the nearest 0.1 million pounds (£0.1m), except where otherwise indicated.

2.2. Basis of preparation

The consolidated financial statements have been prepared on a going concern basis under the historical cost convention as modified by the recognition of derivative financial instruments, financial assets and other financial liabilities at fair value through the profit and loss and the recognition of financial assets at fair value through other comprehensive income.

The consolidated financial statements provide comparative information in respect of the previous period.

2.3. Going concern

In determining the appropriate basis of preparation of the financial statements for the year ended 31 December 2024, the Board is required to consider whether the Group can continue in operational existence for a period of at least 12 months from the date of approval of the Financial Statements. The Board has concluded that it is appropriate to adopt the going concern basis, having undertaken a rigorous assessment of the financial forecasts, key uncertainties and sensitivities, as set out below.

On 19 September 2024, the Group completed the refinancing of its Revolving Credit Facility (RCF), which was set to expire in March 2025, replacing it with a single three-year £75.0m RCF and a five-year £20.0m bilateral facility (Group's funding arrangements). The terms of the new facilities are less restrictive compared to the previous arrangement, with no capex or minimum liquidity covenants, a reduced security package, quarterly testing instead of monthly, a longer tenure, and reduced reporting requirements. Additionally, the new facilities provide permitted baskets for acquisitions and disposals. The new RCF includes two one-year extension options, subject to lender approval, which, if exercised, could extend its term to September 2029. There were committed facilities at 31 December 2024 of £95.0m (2023: £192.7m) and undrawn committed facilities of £17.0m (2023: £24.7m). Financial covenants are set out in Note 26.1.

As part of the Group's funding arrangements, in addition to financial covenants, there is a non-financial covenant that requires the Group to provide signed audited financial statements for all guarantors party to the banking arrangement where applicable within 180 days of the year end. The Board believe that they are able to meet the signing dates outlined in the agreement and acknowledge that should the signing dates not be met then a waiver will need to be obtained.

The Group's net debt for banking covenant purposes comprises net bank borrowings adjusted for finance lease liabilities (on a pre-IFRS 16 basis) and advance payment guarantees. As at 31 December 2024, net debt for covenant purposes stood at £61.0m, with a leverage ratio of 1.4 times. The Group complied with all financial covenants for the year ended 31 December 2024.

Following the refinancing, the Board have reviewed the Group's forecasts and assessed the severe but plausible downside scenario. Based on this assessment, they are confident that the Group will have sufficient resources to meet its liabilities as they fall due for at least 12 months from the date of signing of these financial statements.

Board assessment
The Board has considered an appropriate period for going concern assessment considering any known liquidity events that will occur after the 12-month period. The directors concluded that the 12 month going concern assessment period is appropriate.

Base case
The base case is derived from a detailed, bottom-up budget that spans the going concern period. It considers the macroeconomic environment, including inflationary pressures and market trends. It also considers potential risks and opportunities during the period. However, it does not factor in disposals or acquisitions, as these remain outside the Group's direct control.

The base case demonstrates that the Group has adequate levels of liquidity from its committed facilities and complies with all its banking covenants throughout the going concern assessment period.

2. Summary of material accounting policies continued

2.3. Going concern continued

Severe but plausible scenario
The Board also evaluated a range of sensitivities on the base case over the assessment period to develop a severe but plausible scenario. These sensitivities include the following risks simultaneously materialising:

- trading downside risks related to unsecured revenue streams, the timing of contract wins, expansion in new jurisdictions and the lack of turnaround from underperforming businesses resulting in an approximate 12% reduction in EBITDA in FY25 and 6% in H1 FY26; and
- cash flow disruptions arising from areas such as late payments from customers, project delivery challenges and an increase in inventory days.

Under a combination of all of the above downside scenarios (the combined severe but plausible scenario), prior to mitigating actions within the control of management, the forecasts indicate that there is limited headroom on liquidity in certain months, however there is sufficient headroom on all financial covenants in the going concern assessment period. The Directors are confident that they have a number of controllable mitigating actions that could be implemented should the combined severe but plausible scenario materialise to address the limited headroom on liquidity, predominantly from reducing discretionary spend on non-critical projects.

Reverse stress testing of the base case
The Board have also considered a reverse stress test scenario to ascertain the extent of performance deterioration required to breach the Group's banking covenants based on base case forecasts:

- for leverage, during the lowest covenant testing periods, and before applying any controllable mitigations, an EBITDA decline of 27% or a net debt increase of 37% would reduce headroom to nil;
- for interest cover, during the lowest covenant testing periods, and before applying any controllable mitigations, an EBITDA decline of 21% or a net interest expense increase of 26% would also result in nil headroom.

The Board does not consider the reverse stress test scenario to be plausible.

Conclusion
Based on their assessment, the Board are confident that the Group will have sufficient funds to meet its liabilities as they fall due for at least 12 months from the approval date of these financial statements. Furthermore, the Group is expected to remain in compliance with its covenant requirements. Accordingly, the financial statements have been prepared on a going concern basis.

2.4. Climate change

In preparing the consolidated financial statements, management has considered the impact of climate change, particularly in the context of the disclosures included in the Strategic Report and the stated net zero targets. These considerations did not have a material impact on the financial reporting judgements and estimates, consistent with the assessment that climate change is not expected to have a significant impact on the Group's going concern assessment to 31 March 2026 nor the viability of the Group over the next three years.

The following specific points were considered:

- the useful lives of property, plant and equipment;
- the possibility of goodwill impairment and impairment of other long-lived assets;
- the recoverability of the Group's deferred tax assets;
- the replacement programme for our tankships; and
- projected revenues for the oil and gas business within the Defence Division for the purposes of value-in-use calculations.

2.5. Basis of consolidation

2.5.1. Subsidiaries

The results of subsidiaries are consolidated for the periods from or to the date on which control has passed. Control exists when the Company controls an investee when the investor is exposed, or has rights, to variable returns from its involvement with the investees and has the ability to affect those returns through its power over the investee. This assessment is re-performed whenever there is a subsequent share purchase and a change in subsidiary ownership. Acquisitions are accounted for under the purchase method of accounting from the acquisition date, which is the date on which control is passed to the Group. The financial statements of subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies. All intra-group balances, transactions, income and expenses are eliminated in the consolidated financial statements.

Payments for the future services from employees or former owners are expensed. Any payments to employees or former owners in respect of the acquisition of the business are capitalised. This is carefully managed during the acquisition process so that former owners and/or employees do not receive any incentive payments during an earn-out period.

Notes to the consolidated financial statements continued

2. Summary of material accounting policies continued

2.5. Basis of consolidation continued

2.5.2. Joint arrangements

A joint arrangement is an arrangement over which the Group and one or more third parties have joint control. These joint arrangements are in turn classified as:

- joint ventures whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities; and
- joint operations whereby the Group has rights to the assets and obligations for the liabilities relating to the arrangement.

2.5.3. Joint ventures and associates

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

Any investment in joint ventures or associates is carried in the balance sheet at cost plus the Group's post-acquisition share in the change in net assets of the entity, less distributions received and less any impairment provision. The consolidated income statement reflects the Group's share of the post-tax result of the joint venture or associate. The Group's share of any changes recognised by the joint venture or associate in other comprehensive income is also recognised in other comprehensive income.

2.5.4. Non-controlling interests

Non-controlling interests represent the proportion of profit or loss and net assets not held by the Group and are presented separately in the income statement and in the consolidated statement of financial position. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Put options upon non-controlling interests are sometimes recognised as arising from business combinations. An initial option price estimate is recorded within payables and a corresponding entry made to other reserves.

On the acquisition of non-controlling interests, the difference between the consideration paid and the fair value of the share of net assets acquired is recognised in equity. Changes to the carrying value of the put option are similarly recorded within equity.

2.6. Foreign currency

The financial statements of subsidiary undertakings are prepared in their functional currency which is the currency of the primary economic environment in which they operate. For the purpose of the consolidated financial statements, the results and financial position of each entity are translated into Pounds Sterling (see Note 2.1), which is the Group's presentational currency.

2.6.1. Foreign currency transactions in functional currency

Transactions in currencies other than the entity's functional currency are initially recorded at rates of exchange prevailing on the date of the transaction. At each subsequent balance sheet date:

(i) Foreign currency monetary items are retranslated at rates prevailing on the balance sheet date and any exchange differences recognised in the income statement. During the year, the Directors have reviewed the accounting policy in relation to unrealised foreign currency translation of lease liabilities on vessels not denominated in the functional currency of the operating entity to which they relate and concluded that to more accurately reflect operating profit, these foreign exchange gains and losses should be recognised within the financing section of the income statement. Other lease liabilities, including those for property, plant, and equipment, are typically contracted in the same currency as the functional currency of the operating entity. An assessment was carried out for the retrospective application of the accounting policy change, which would have resulted in a reduction of £0.5m in prior year operating profit, with the gain reflected as "Net unrealised foreign exchange on lease liabilities" within the financing section of the income statement. Considering materiality, the prior year comparative has not been restated for this amount. All other foreign exchange differences are recognised in the Group income statement within operating profit in the period in which they arise;

(ii) Non-monetary items measured at historical cost are not retranslated; and

(iii) Non-monetary items measured at fair value are retranslated using exchange rates at the date the fair value was determined. Where a gain or loss is recognised directly in equity, any exchange component is also recognised in equity and conversely where a gain or loss is recognised in the income statement, any exchange component is recognised in the income statement.

2.6.2. Net investment in foreign operations

Exchange differences arising on monetary items forming part of the Group's net investment in overseas subsidiary undertakings which are denominated in the functional currency of the subsidiary undertaking are taken directly to the translation reserve and subsequently recognised in the income statement on disposal of the net investment. Exchange differences on foreign currency borrowings, to the extent that they are used to provide an effective hedge against Group equity investments in foreign currency, are taken directly to the translation reserve.

2.6.3. Translation from functional currency to presentational currency

The assets and liabilities of operations, where the functional currency is different from the Group's presentational currency, are translated at the period-end exchange rates. Income and expenses are translated at the average exchange rate for the reporting period. All other exchange differences on transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Resulting exchange differences are recognised in the consolidated statement of other comprehensive income. Tax charges and credits attributable to exchange differences included in the reserve are also dealt with in the translation reserve.

2. Summary of material accounting policies continued

2.7. Discontinued operations and assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered through a sale transaction rather than through continuing use.

The assets or disposal group are measured at the lower of carrying amount and fair value less cost to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to the remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets and employee benefit assets which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the income statement.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

(a) represents a separate major line of business or geographical area of operations;

(b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

2.8. Revenue recognition

Revenue represents income derived from contracts for the provision of goods and services to customers in exchange for consideration in the ordinary course of the Group's activities.

The Group has a broad range of activities; please refer to Note 7 for more detail on the categories of revenue.

2.8.1. Performance obligations

Upon approval by the parties to a contract, the contract terms are reviewed to identify each promise to transfer either a distinct product or service or a series of distinct products or services that are substantially the same and have the same pattern of transfer to the customer. The criteria the Group uses to identify the performance obligations within a contract are:

- the customer must be able to benefit from the products or services either on their own or in combination with other resources readily available to the customer; and
- the entity's promise to transfer the goods or services to the customer is separable from other promises in the contract.

2.8.2. Transaction price

The total transaction price is estimated as the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods and services to the customer, excluding sales taxes (VAT). Variable consideration, such as price escalation, is included based on the expected value or most likely amount only to the extent that it is highly probable that there will not be a reversal in the amount of cumulative revenue recognised. The transaction price does not include estimates of consideration resulting from contract modifications, such as change orders, until they have been approved by the parties to the contract. The total transaction price is allocated to the performance obligations identified in the contract in proportion to their relative stand-alone selling prices where appropriate. Given the bespoke nature of some of the Group's products and services, which are designed and/or manufactured under contract to the customer's individual requirements and specifications, there are typically no observable stand-alone selling prices. In such cases, stand-alone selling prices are typically estimated based on expected costs plus contract margin consistent with the Group's pricing principles.

2.8.3. Revenue recognition

Revenue is recognised as performance obligations are satisfied and as control of the products and services are transferred to the customer.

For each performance obligation within a contract, the Group determines whether it is satisfied over time or at a point in time. Performance obligations are satisfied over time if one of the following criteria is satisfied:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as they perform e.g. service and maintenance or transportation contracts;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced i.e. the customer has the right to significantly modify or dictate how the product is built during construction; or
- the Group's performance does not create an asset with an alternative use to the Group (i.e. we would incur a significant loss to re-work and/or sell to another customer) and they have an enforceable right to payment for performance completed to date.

For each performance obligation that is satisfied over time, the Group applies a single method of measuring progress toward complete satisfaction of the obligation. The Group measures progress toward satisfaction of a performance obligation that is satisfied over time using a single method that best depicts the transfer of goods or services to the customer, being either:

- output method (i.e. measure of progress by reference to units produced or delivered, contract milestones, or surveys of work performed); or
- input method (i.e. measure of progress by reference to costs incurred).

Notes to the consolidated financial statements continued

2. Summary of material accounting policies continued

2.8. Revenue recognition continued

2.8.3. Revenue recognition continued

Revenue from construction contracts is recognised over the contract term (over time) as the work progresses, either as products are produced or as services are rendered. These are typically longer-term contracts where revenue is recognised according to the stage of completion reached in the contract by measuring the proportion of costs incurred for work performed to total estimated costs (input method). This is deemed to be the most appropriate method as there is direct correlation between costs incurred in building the asset and the measurement of progress towards satisfying the applicable performance obligations. The accounting for construction contracts involves a judgemental process of estimating total sales, costs and profit for each performance obligation. Cost of sales is recognised as incurred.

Costs are only included in the measurement of progress towards satisfying the performance obligation where there is a direct relationship between the input and the satisfaction of the performance obligation.

While the scope and price on certain construction contracts may be modified over their life, the transaction price is based on current rights and obligations under the contract and does not include potential modifications until they are agreed upon with the customer. When applicable, a cumulative adjustment or separate recognition for the additional scope and price may result. Construction contracts can be negotiated with a fixed price or a price in which we are reimbursed for costs incurred plus an agreed upon profit.

For construction contracts, changes in estimated revenues, cost of sales and the related effect on operating income are recognised using a cumulative catch-up adjustment which recognises in the current period the cumulative effect of the changes on current and prior periods based on a construction contract's percentage of completion. When it is probable that total contract costs will exceed total contract revenue (i.e. a contract becomes onerous), a provision for the entire reach-forward loss on the construction contract is recognised as an expense.

Where the criteria to recognise revenue over time are not met, then revenue is recognised at the point in time at which control of the products or services is transferred to the customer and the performance obligation is satisfied. The customer obtains control of the product or service when the customer can direct the use of the product or service and obtain the benefits from the product or service.

Control passes when the products or services are either despatched, delivered to the customer (in accordance with the terms and conditions of the sale) or where required installation and testing is completed. At this point, the customer has completed its acceptance procedures and has assumed control, and this is when the performance obligation is satisfied.

Revenue related to operating lease rental income is recognised in the income statement on a straight-line basis over the period of the hire.

For more detail on the Group's revenue recognition policy, please see Note 7.

2.8.4. Contract assets and liabilities

Contract assets arise where the Group has the right to receive consideration for the work completed which has not been billed at the reporting date (accrued income), while contract liabilities represent liabilities for consideration from customers received in advance.

Invoicing for services and products depends on the nature of the service or product provided. Invoices are raised upon the completion of the related milestone or service activity. Some services are invoiced in advance and others in arrears, of which the billing frequency varies from contract to contract. Where amounts invoiced are greater than revenue recognised, this is treated as deferred revenue and conversely where revenue is recognised in advance of billing this is treated as accrued income. Revenue from construction contracts is payable when milestones on agreed deliverables are achieved which is typically 30 days following completion of a milestone. For other types of revenue, the payment terms are typically 30-90 days.

2.8.5. Costs to fulfil a contract

Contract fulfilment costs in respect of over-time contracts are expensed as incurred. Contract fulfilment costs in respect of point-in-time contracts are accounted for under IAS 2, Inventories.

2.8.6. Warranty obligations

Provision is made for warranties offered with products where it is probable that an obligation to transfer economic benefits to the customer in future will arise. This provision is based on management's assessment of the previous history of claims and probability of future obligations arising on a product-by-product basis. Provisions for warranty costs are set out in Note 27.

2. Summary of material accounting policies continued

2.9. Employee benefits

2.9.1. Short-term employee benefits

The Group recognises a liability and an expense for short-term employee benefits, including bonuses, only when contractually or constructively obliged.

2.9.2. Share-based payments

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 30.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in the income statement such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves. At vesting date, the cumulative expense is adjusted to reflect the number of awards that meet the related service and non-market performance conditions.

2.9.3. Retirement benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Other than this contribution the Group has no further legal or constructive obligation to make further contributions to the scheme.

A defined benefit scheme is a pension plan under which the amount of pension benefit that an employee receives on retirement is defined by reference to factors including age, years of service and compensation. The schemes are funded by payments determined by periodic actuarial calculations agreed between the Group and the trustees of trustee-administered funds.

The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurements comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on plan assets (excluding interest) are recognised immediately in the statement of financial position with a charge or credit to other comprehensive income in the period in which they occur. Re-measurements recognised in other comprehensive income are not re-classified. Past service cost is recognised in the income statement when the plan amendment or curtailment occurs, or when the Group recognises related restructuring costs or termination benefits, if earlier. Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- service costs, which includes current service cost, past service cost and gains and losses on curtailments and settlements
- net interest expense or income
- re-measurement

The Group recognises service costs within the income statement within administrative expenses (see note 29).

Net interest expense or income is recognised within net finance costs (see note 10).

The retirement benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.10. Income taxes

The income tax expense represents the sum of current and deferred income tax expense. It is provided on taxable profits or losses from activities not qualifying for tonnage tax relief and is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity.

2.10.1. Current tax

Current tax is the expected corporation tax payable or receivable in respect of the taxable profit or loss for the year using tax rates enacted or substantively enacted at the balance sheet date, less any adjustments to tax payable or receivable in respect of previous years.

Notes to the consolidated financial statements continued

2. Summary of material accounting policies continued

2.10. Income taxes continued

2.10.2. Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences, and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

2.11. Intangible assets

Intangible assets, excluding goodwill arising on a business combination, are stated at cost or fair value less any provision for impairment.

Intangible assets assessed as having finite lives are amortised over their estimated useful economic life and are assessed for impairment whenever there is an indication that they are impaired. Amortisation charges are on a straight-line basis and recognised in the income statement. Estimated useful lives are as follows:

Development costs	5 years or over the expected period of product sales, if less
Intellectual property	3 to 20 years
Patents and licences	5 years or over the period of the licence, if less
Other intangibles	5 years

2.11.1. Goodwill arising on a business combination

Goodwill arising on the acquisition of a subsidiary represents the excess of the aggregate of the fair value of the consideration over the aggregate fair value of the identifiable assets, liabilities and contingent liabilities acquired. Goodwill is initially recognised at cost and is subsequently measured at cost less any accumulated impairment losses.

When the Group disposes of an operation within a cash generating unit (CGU) or restructures the business, any disposal/reallocation is performed using a relative value approach, unless the Directors consider another method better reflects the goodwill associated with the remaining and reorganised units.

Costs related to an acquisition, other than those associated with the issue of debt or equity securities incurred in connection with a business combination, are expensed to the income statement.

2.11.2. Acquired intangible assets

Intangible assets that are acquired as a result of a business combination including but not limited to customer relationships, supplier lists, patents and technology and that can be separately measured at fair value on a reliable basis are recorded initially at fair value and amortised over their expected useful life. Amortisation is expensed to the income statement.

2. Summary of material accounting policies continued

2.11. Intangible assets continued

2.11.3. Research and development costs

Research expenditure is expensed in the income statement as incurred.

Expenditure on development which represents the application of research to the development of new products or processes is capitalised provided that specific projects are identifiable, technically feasible, and the Group has sufficient resources to complete development. The useful life of projects meeting the criteria for capitalisation is determined on a project-by-project basis. Capitalised development expenditure is measured at cost and amortised over its expected useful life on a straight-line basis. Other development costs are recognised in the income statement as incurred.

2.12. Property, plant and equipment

Property, plant and equipment is stated at cost, less accumulated depreciation and any provision for impairment losses. Cost comprises expenditure incurred during construction, delivery and modification. Where a substantial period of time is required to bring an asset into use, attributable finance costs are capitalised and included in the cost of the relevant asset.

Dry dock costs for owned and leased vessels are deferred as a component of the related tangible fixed asset and depreciated over their useful economic lives until the next estimated overhaul.

Depreciation is provided to write off the cost of property, plant and equipment to their residual value in equal annual instalments over their estimated useful lives, as follows:

Freehold property	40 years
Leasehold improvements	25 years or the period of the lease, if shorter
Plant and equipment	Between 5 and 20 years
Vessels	Between 10 and 25 years

No depreciation is charged on assets under construction.

Residual values of vessels are set initially at 20% of purchase cost or fair value at acquisition, which the Directors believe to be an approximation of current values. Residual values and estimated remaining lives are reviewed annually by the Directors and adjusted if appropriate to reflect the relevant market conditions and expectations, obsolescence and normal wear and tear.

2.13. Impairment of tangible and intangible assets

At each reporting date the Group assesses whether there are any indications that an asset has been impaired. If any indication exists, an estimate of the recoverable amount of the asset is made which is determined as the higher of its fair value less cost to sell and its value-in-use. These calculations are determined for an individual asset unless that asset does not generate cash inflows independently from other assets, in which case its value is determined as part of that group of assets. To assess the value-in-use, estimated future cash flows relating to the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the asset. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered to be impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement.

2.13.1. Impairment of goodwill

Goodwill acquired in a business combination is allocated against the appropriate combination of business units deemed to obtain advantage from the benefits acquired with the goodwill. These are designated as CGUs. Impairment is then assessed annually by comparing the recoverable amount of the relevant CGU with the carrying value of the CGU's goodwill. Recoverable amount is measured as the higher of the CGU's fair value less cost to sell and the value-in-use. For CGUs designated as assets held for sale/discontinued operations, the fair value less cost to sell is used. Where the recoverable amount of the CGU is less than its carrying amount including goodwill, an impairment loss is recognised in the income statement. An impairment loss for goodwill is not reversed in a subsequent period.

2.13.2. Impairment of tangible and other intangible assets

If any indication of a potential impairment exists, the recoverable amount is estimated to determine the extent of any impairment loss. Assets are grouped together for this purpose at the lowest level for which there are separately identifiable cash flows.

If an event occurs after the recognition of an impairment, that leads to a decrease in the amount of the impairment loss previously recognised, the impairment loss is reversed. The reversal is recognised in the income statement to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

2.14. Leases

The Group assesses whether a contract is, or contains, a lease, at inception of the contract. 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.

Notes to the consolidated financial statements continued

2. Summary of material accounting policies continued

2.14. Leases continued

2.14.1. The Group as lessee

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings, the Group has elected not to separate non-lease components and accounts for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, 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 earlier of the end of the lease term or the useful life of the underlying asset, which is determined on the same basis as property, plant and equipment. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements 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. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index rate at the commencement date;
- amounts expected to be payable under a residual guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

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

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or it is recorded in the income statement if the carrying amount of the right-of-use asset is reduced to zero.

The Group presents right-of-use assets as a separate line item and lease liabilities liabilities within borrowings in the Consolidated statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less at inception and leases of low-value assets, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.14.2. The Group as lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance or an operating lease, making an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is treated as a finance lease, otherwise as an operating lease.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and sub-lease separately, assessing the classification of the sub-lease with reference to the right-of-use asset arising from the head lease.

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

2.15. Other investments

Other investments which are in unquoted entities are held at fair value and subject to an annual review. The Group elects on an asset-by-asset basis whether fair value movements are recognised in the income statement or directly in equity.

2.16. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition. Raw materials, consumables stock and finished goods for sale are stated at purchase cost on a first-in, first-out basis. Work in progress and finished goods are stated at the cost of direct materials and labour plus attributable overheads allocated on a systematic basis based on a normal level of activity. Net realisable value is based on estimated selling price less the estimated costs of completion and sale or disposal.

2. Summary of material accounting policies continued

2.17. Financial instruments

2.17.1. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset, other than a trade receivable without a significant financing component, or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

2.17.2. Classification and subsequent measurement

2.17.2.1. Financial assets

On initial recognition, a financial asset is classified as subsequently measured at: amortised cost; at fair value through other comprehensive income (FVOCI) – debt investment; FVOCI – equity instrument; or fair value through the profit and loss account (FVTPL).

Financial assets are not re-classified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are re-classified on the first day of the first reporting period following the change in business model.

A financial asset is measured at amortised cost if it is not designated as FVTPL and it is held to collect contractual cash flows with contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it is not designated as at FVTPL, and it is held with the objective of collecting contractual cash flows and selling financial assets with contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment not held for trading, the Group can irrevocably elect, on an investment-by-investment basis, to present subsequent changes in the investment's fair value in OCI.

All financial assets not classified as measured at amortised cost or FVOCI, as described above, including derivative financial instruments are measured at fair value through profit and loss.

Financial assets at fair value through profit and loss, including any interest or dividend income, are recognised in the profit and loss.

Financial assets at amortised cost are valued using the effective interest method with the amortised cost reduced by any impairment losses, with interest income, foreign exchange gains or losses, impairment and de-recognition gains or losses recognised in the income statement.

Debt investments are measured at fair value with interest income calculated using the effective interest method with any foreign exchange gains and losses, or impairments, taken through the profit and loss. Other net gains or losses, and those on de-recognition accumulated through the OCI, are re-classified in the income statement.

Equity investments are measured at fair value with dividends recognised through the profit and loss. Other net gains or losses are recognised in the OCI and are never re-classified in the income statement.

2.17.2.2. Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the income statement.

Contingent consideration is considered to be a financial liability measured at FVTPL.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses, and any gain or loss on de-recognition are recognised in the income statement.

2.17.3. De-recognition

The Group de-recognises a financial asset when the contractual rights to the cash flows from that asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

The Group de-recognises a financial liability when its contractual obligations are discharged, cancelled or expire. On de-recognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid is recognised in the income statement.

Notes to the consolidated financial statements continued

2. Summary of material accounting policies continued

2.17. Financial instruments continued

2.17.4. Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the income statement. The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge and the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

The appropriate level of hedging is monitored by Group Treasury and the Group Board. As part of this review process the following are assessed:

- the hedging effectiveness to determine that there is an economic relationship between the hedged item and the hedging instrument;
- the hedge ratio; and
- that the hedged item and instrument are not intentionally weighted to create hedge ineffectiveness.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the income statement.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships.

For all hedged forecast transactions, the amount accumulated in the hedging reserve is re-classified to the income statement in the same period or periods during which the hedged expected future cash flows affect profit or loss.

Cash and short-term deposits included in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less from the original acquisition date. Cash and cash equivalents included in the cash flow statement comprise cash and short-term deposits, net of bank overdrafts.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately re-classified to the income statement.

Net investment hedges

When a derivative instrument or a non-derivative financial liability is designated as the hedging instrument in a hedge of a net investment in a foreign operation, the effective portion of, for a derivative, changes in the fair value of the hedging instrument or, for a non-derivative, foreign exchange gains and losses are recognised in OCI and presented in the translation reserve within equity.

Any ineffective portion of the changes in the fair value of the derivative or foreign exchange gains and losses on the non-derivative is recognised immediately in the income statement. The amount recognised in OCI is re-classified to the income statement as a re-classification adjustment on disposal of the foreign operation.

2.17.5. Expected credit losses

The Group has applied the expected credit loss model to financial assets measured at amortised cost. For trade receivables and contract assets, the simplified approach is taken, and a provision is made for the lifetime expected credit losses. For all other in-scope financial assets at the balance sheet date either the lifetime expected credit loss, or a 12-month expected credit loss is provided for, depending on the Group's assessment of whether the credit risk associated with the specific asset has increased significantly since initial recognition. As the Group's financial assets are predominantly short term (less than 12 months), the impairment loss recognised is not materially different using either approach.

The carrying amounts of financial assets and contract assets represent the maximum credit exposure.

2.18. Treasury shares

Shares issued by the Company which are held by the Company or its subsidiary entities (including the Employee Share Ownership Trust ("ESOT")), are designated as treasury shares. The cost of these shares is deducted from equity. No gains or losses are recognised on the purchase, sale, cancellation or issue of treasury shares. Consideration paid or received is recognised directly in equity.

2.19. Alternative performance measures (APMs)

The Group uses various measures to manage its business which are not defined by generally accepted accounting principles (GAAP). The Group's management believes these measures provide valuable additional information to users of the accounts in understanding the Group's performance. The Group's APM's are defined and reconciled to GAAP measures in Note 5.

3. Significant accounting judgements, estimates and assumptions

In applying the Group's accounting policies, which are described in Note 2, the Directors are required to make judgements (other than those involving estimations) 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.

3.1. Critical accounting judgements

3.1.1 Classification of RMSpumptools as continuing operation

The Directors considered the requirements of the accounting standard and assessed if RMSpumptools represents a separate major line of business for the Group. This determination required judgement due to the overall financial contribution of the business to the Group. The Directors concluded that based on the business operating as a product line within the wider Energy Division, rather than being a major line of business, it was appropriate to include within continuing operations. RMSpumptools generated £24.2m in revenue, and £6.8m in profit before tax during the period and consequently the Group's continuing results would have reduced by this amount had RMSpumptools been presented as a discontinued operation.

3.1.2 Termination and extension options on vessel leases

The Group enters into vessel leases that include termination or extension options. In determining the length of the lease (refer to note 2.14) the Directors exercise judgement in considering all relevant facts and circumstances that create an economic incentive, in order to determine whether it is reasonably certain that the Group will exercise the termination or extension options. In the year the Group entered into a four-year vessel lease that includes an early termination option. The Directors have assumed that the termination option will be exercised within two years. This is within the Group's control and there are clear indicators of economic incentives to terminate early, including price escalation clauses within the lease and more favourable pricing options available in the market. If it was determined that the termination options are not reasonably certain to be exercised then this would result in a material increase in right-of-use assets and lease liabilities, and the associated income statement expenses.

3.2. Major sources of estimation uncertainty

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

3.2.1. Impairment of goodwill

Goodwill, which is set out in Note 15, of £64.5m (2023: £78.3m) is tested annually for any impairment in accordance with the accounting policy in Note 2.13.1. The value-in-use of the Group's cash generating units (CGU) requires assumptions about the three-year revenue growth rate except for the Renewables CGU where a five-year revenue growth rate has been used, terminal value growth rate and discount rate. Inherent uncertainty involved in forecasting and discounting future cash flows is a key area of estimation. The carrying value of goodwill is compared to its recoverable amount which represents the higher of its value-in-use and fair value less costs of disposal. The assessment also includes sensitivity analysis to identify the range of outcomes and the validity of underlying assumptions.

3.2.2. Defined benefit pensions

Pension assumptions are used to determine the amount of defined benefit obligations including future rates of inflation, discount rates and mortality of members (see Note 29). Valuation of pension assets is based on fair value which is an estimate, however the fair value of pension assets is not considered a major source of estimation uncertainty.

Notes to the consolidated financial statements continued

4. New and amended IFRS standards

4.1. New and amended IFRS standards that are effective for the current year

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2024 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The adoption of these standards has not had a material effect on the financial statements.

Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Non-current Liabilities with Covenants

4.2. New and revised IFRS standards that are in issue but not yet effective

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS standards that have been issued but are not yet effective:

Amendments to IAS 21	Lack of Exchangeability
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Annual Improvements to IFRS Accounting Standards – Volume 11	
IFRS 18	Presentation and Disclosure in Financial Statements
IFRS 19	Subsidiaries Without Public Accountability Disclosures
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an investor and its Associate or Joint Venture

5. Alternative performance measures

The Group uses various measures which are not defined by generally accepted accounting principles (GAAP) under International Financial Reporting Standards (IFRS). The alternative performance measures (APMs) should be considered in addition to, and not as a substitute for or superior to, the information presented in accordance with IFRS, as APMs may not be directly comparable with similar measures used by other companies.

The Group believes that APMs, when considered together with IFRS results, provide the readers of the financial statements with complementary information to better understand and compare the financial performance and position of the Group from period to period. The adjustments are usually items that are significant in size and/or non-recurring in nature. These measures are also used by management for planning, reporting and performance management purposes. Some of the measures form part of the covenant ratios calculation required under the terms of the Group's borrowings.

As APMs include the benefits of restructuring programmes or use of the acquired intangible assets but exclude certain significant costs, such as amortisation of intangible assets, litigation, material restructuring and transaction items, they should not be regarded as a complete picture of the Group's financial performance, which is presented in its IFRS results. The exclusion of adjusting items may result in underlying profits/(losses) being materially higher or lower than IFRS earnings.

During the year a review of the measures was undertaken and as a consequence the Interest Cover measure has been updated in line with the Group's new banking facilities signed in September 2024 and is now calculated as the ratio of the rolling 12-month covenant interest to covenant earnings before interest, tax, depreciation and amortisation (Covenant EBITDA). Further information on Covenant EBITDA can be found in Note 5.2.

The following APMs are referred to in the Annual Report and Accounts and described in the following paragraphs.

5.1. Underlying operating profit

Underlying operating profit is defined as operating profit from continuing operations adjusted for acquisition-related income and expense (amortisation or impairment of acquired intangible assets, acquisition expenses, adjustments to contingent consideration), the costs of a material restructuring, litigation, asset impairment and profit/loss relating to the sale of businesses or any other significant one-off adjustments to income or expenses (adjusting items).

Underlying operating profit is used as a basis for net debt : EBITDA and interest cover covenant calculations, required under the terms of the Group's borrowings. This APM is also used internally to measure the Group's performance against previous years and budgets, as the adjusting items fluctuate year-on-year and may be unknown at the time of budgeting.

5. Alternative performance measures continued

5.1. Underlying operating profit continued

Year ended 31 December 2024

	As reported £m	Impairment charges/ (reversals) £m	Disposal of businesses and assets £m	Re-financing £m	Restructuring £m	Other/Tax £m	Underlying results £m
Revenue	437.7	–	–	–	–	–	437.7
Cost of sales	(304.7)	–	–	–	–	–	(304.7)
Gross profit	133.0	–	–	–	–	–	133.0
Administrative expenses	(101.6)	–	(5.4)	–	–	1.0	(106.0)
Impairment charges	(5.2)	5.1	–	–	–	–	(0.1)
Profit on disposal of businesses	49.5	–	(49.5)	–	–	–	–
Re-financing costs	(3.5)	–	–	3.5	–	–	–
Restructuring costs	(1.7)	–	–	–	1.7	–	–
Share of post-tax results of joint ventures and associates	2.6	–	–	–	–	–	2.6
Operating profit	73.1	5.1	(54.9)	3.5	1.7	1.0	29.5
Investment income	2.8	–	–	–	–	–	2.8
Finance expense	(21.2)	–	–	–	–	0.8	(20.4)
Net unrealised foreign exchange on lease liabilities	(0.7)	–	–	–	–	0.7	–
Profit before taxation	54.0	5.1	(54.9)	3.5	1.7	2.5	11.9
Tax expense	(7.6)	0.1	0.1	–	(0.1)	1.1	(6.4)
Profit for the year	46.4	5.2	(54.8)	3.5	1.6	3.6	5.5
Operating margin (%)	16.7%						6.7%
Segmental underlying operating profit is calculated as follows:							
Energy	74.8	2.8	(52.6)	–	0.4	(0.6)	24.8
Defence	2.0	0.1	–	–	0.3	(0.5)	1.9
Maritime Transport	17.2	2.2	(3.5)	–	0.2	(1.0)	15.1
Corporate	(20.9)	–	1.2	3.5	0.8	3.1	(12.3)
Continuing operations	73.1	5.1	(54.9)	3.5	1.7	1.0	29.5

All results in the current year are from continuing operations.

The underlying results include £3.5m of operating profit from the sale of life-of-field rental-related assets which occurred in the ordinary course of business.

During the year ended 31 December 2024, adjusting items in arriving at the underlying results were in relation to:

- **Impairment charges/(reversals) –** the £5.1m net impairment charge in 2024 comprises a £3.2m goodwill impairment related to our Inspection, Repair and Maintenance business (see Note 15), a £1.4m impairment relating to two joint ventures within the Maritime Transport Division (see Note 18), £0.9m impairment in a South African joint venture within our Maritime Transport Division (see Note 18) and £0.2m impairment of assets within the Scantech Norway business in the Energy Division (see Note 16). This is partially offset by an impairment reversal of £0.7m following the successful recovery of previously impaired receivables from a closed business.
- **Re-financing** – costs associated with re-financing activities and completion of various requirements and conditions of the June 2023 Revolving Credit Facility (RCF) primarily related to legal and advisory costs.
- **Restructuring** – costs related to the Group's multi-year transformation programme expected to be completed in 2027 which focuses on simplification, rationalisation and business integration. These cost primarily consist of redundancy-related expenses.
- **Disposal of businesses and assets** – mainly comprises a £49.5m gain on disposal of businesses (see Note 33) and the sale of the remaining assets of the closed Subtech Europe business.
- **Other** – includes £0.3m amortisation of acquired intangibles (see Note 15) and legal and professional fees that are non-recurring and outside the normal course of business.

Notes to the consolidated financial statements continued

5. Alternative performance measures continued

5.1. Underlying operating profit continued

Year ended 31 December 2023

	As reported £m	Impairment charges/ (reversals) £m	Disposal of businesses and assets £m	Re-financing £m	Restructuring £m	Other/Tax £m	Underlying results £m
Continuing operations							
Revenue	496.2	–	–	–	–	–	496.2
Cost of sales	(360.3)	–	(1.8)	–	–	–	(362.1)
Gross profit	135.9	–	(1.8)	–	–	–	134.1
Administrative expenses	(109.6)	–	0.1	–	–	3.9	(105.6)
Impairment charges	(28.4)	28.1	–	–	–	–	(0.3)
Re-financing costs	(12.2)	–	–	12.2	–	–	–
Restructuring costs	(5.7)	–	–	–	5.7	–	–
Share of post-tax results of joint ventures and associates	1.4	–	–	–	–	–	1.4
Operating (loss)/profit	(18.6)	28.1	(1.7)	12.2	5.7	3.9	29.6
Investment income	3.2	–	–	–	–	–	3.2
Finance expense	(24.5)	–	–	–	–	–	(24.5)
(Loss)/profit before taxation	(39.9)	28.1	(1.7)	12.2	5.7	3.9	8.3
Tax expense	(11.0)	–	–	–	–	5.0	(6.0)
(Loss)/profit for the year from continuing operations	(50.9)	28.1	(1.7)	12.2	5.7	8.9	2.3
Loss for the year from discontinued operations, net of tax	(11.4)	–	–	–	–	–	(11.4)
Loss for the year	(62.3)	28.1	(1.7)	12.2	5.7	8.9	(9.1)
Operating margin (%)	(3.7)%						6.0%
Segmental underlying operating profit is calculated as follows:							
Energy	9.5	2.1	(0.4)	–	3.6	0.9	15.7
Defence	(23.7)	24.7	–	–	0.5	–	1.5
Maritime Transport	21.7	1.3	(1.4)	–	1.5	0.2	23.3
Corporate	(26.1)	–	0.1	12.2	0.1	2.8	(10.9)
Continuing operations	(18.6)	28.1	(1.7)	12.2	5.7	3.9	29.6

During the year ended 31 December 2023, adjusting items in arriving at the underlying results were in relation to:

- **Impairment charges/(reversals)** – the impairment charges/(reversals) relate to goodwill, right-of-use vessels, tangible assets and investments (see Notes 15, 16, 17 and 18) and impairment of trade and other receivables (see Notes 8 and 32).
- **Re-financing** – costs associated re-financing activities, obtaining a waiver from the Group's lenders and completion of various requirements and conditions of the Revolving Credit Facility (RCF) primarily related to legal and advisory costs.
- **Restructuring** – costs related to the multi-year transformation programme expected to be completed in 2027 aimed at simplification, rationalisation and integration of the Group's businesses across all Divisions including £3.0m in relation to the closure of the Subtech Europe business in the Energy Division.
- **Disposal of businesses and assets** – mainly comprises a £1.4m property, plant and equipment disposal gain arising on the disposal of a vessel in the Maritime Transport Division.
- **Other** – includes £1.1m amortisation of acquired intangibles (see Note 15) and £2.2m past service costs recognised for the MNRPF scheme as part of the review of the Fund's administrative and benefit practices carried out by the Fund's lawyers (see Note 29).
- **Tax** – includes £4.7m in relation to the de-recognition of the brought forward net UK deferred tax asset as at 31 December 2022 (see Note 28).

5. Alternative performance measures continued

5.2. Covenant EBITDA

Covenant EBITDA is calculated in line with the Group's banking covenants effective from 1 October 2024. It is defined as the rolling 12-month continuing operations underlying operating profit before interest, tax, depreciation and amortisation on a pre-IFRS 16 basis excluding the EBITDA of businesses disposed of during the year. The IFRS 16 adjustment is calculated as a difference between right-of-use asset depreciation and lease payments for leases that would have been classified as operating leases under IAS 17. The numbers below are presented on a rolling 12-month basis for both years. There were no businesses disposed of in 2023 which were classified as continuing operations and therefore no change to the 2023 comparative to the amounts reported in the 2023 financial statements.

	2024 £m	2023 £m
Underlying operating profit (Note 5.1)	**29.5**	29.6
Amortisation of intangible assets (Note 15)	**1.1**	2.9
Depreciation of tangible assets (Note 16)	**19.8**	22.0
Depreciation of right-of-use assets (Note 17)	**19.6**	16.3
Amortisation of acquired intangibles (Note 15)	**(0.3)**	(1.1)
EBITDA	**69.7**	69.7
IFRS 16 impact removed	**(18.7)**	(15.3)
Covenant EBITDA for interest cover	**51.0**	54.4
EBITDA less IFRS 16 impact of businesses disposed in the year	**(7.1)**	–
Covenant EBITDA for leverage	**43.9**	54.4

5.3. Leverage (Net debt - covenant basis : EBITDA)

Leverage, also known as Net debt - covenant basis : EBITDA is calculated in line with the Group's banking covenants. It is defined as Net debt - covenant basis divided by Covenant EBITDA. Net debt is net borrowings as set out in Note 26 excluding the IFRS 9 amortised cost adjustment and right-of-use operating leases, which are the leases which would have been classified as operating leases under IAS 17. Net debt - covenant basis is defined as net debt plus guarantees and collateral deposits. Guarantees are those issued by a bank or financial institution to compensate a stakeholder in the event of a Group company not fulfilling its obligations in the ordinary course of business in relation to either advance payments or trade debtors.

	2024 £m	2023 £m
Net borrowings (Note 26)	**108.0**	201.1
Deduct:		
Lease liabilities under IFRS 16 (Note 17)	**(54.4)**	(61.2)
IFRS 9 amortised cost adjustment	**0.7**	–
	(53.7)	(61.2)
Add:		
Lease liabilities under IAS 17	**1.8**	4.3
Guarantees and collateral deposits	**4.9**	5.6
	6.7	9.9
Net debt - covenant basis	**61.0**	149.8
Covenant EBITDA (Note 5.2)	**43.9**	54.4
Leverage	**1.4**	2.8

Covenant EBITDA and leverage for 2024 would have been £51.0m and 1.2x under the previous banking covenant methodology, which included EBITDA from in-year disposals.

Notes to the consolidated financial statements continued

5. Alternative performance measures continued

5.4. Return on Capital Employed (ROCE)

Capital employed is defined as net assets less right-of-use assets plus net borrowings. Average capital employed is adjusted for the timing of businesses acquired and after adding back cumulative amortisation of customer relationships. Segmental ROCE is defined as the rolling 12-month underlying operating profit from continuing activities, divided by average capital employed. Group ROCE is defined as the rolling 12-month underlying operating profit, less notional tax, calculated by multiplying the underlying effective tax rate by the underlying operating profit, divided by average capital employed, as calculated below. Group ROCE is a KPI that is used internally and externally and forms part of performance conditions under the Group's Long-Term Incentive Plan.

	2024 £m	2023 £m
Net assets	**190.3**	148.6
Right-of-use assets (Note 17)	**(60.0)**	(67.4)
Net borrowings (Note 26)	**108.0**	201.1
Capital employed	**238.3**	282.3
Amortisation of customer relationships (Note 15)	**0.3**	1.0
Capital employed	**238.6**	283.3
Underlying operating profit (Note 5.1)	**29.5**	29.6
Notional tax at the underlying effective tax rate of 27.6% (2023: 29.0%)	**(8.1)**	(8.6)
Underlying operating profit after notional tax	**21.4**	21.0
Average capital employed	**261.0**	318.4
Return on capital employed	**8.2%**	6.6%

5. Alternative performance measures continued

5.4. Return on Capital Employed (ROCE) continued

The three divisional ROCEs are detailed below:

Year ended 31 December 2024	Energy £m	Defence £m	Maritime Transport £m
Net assets (Note 6)	122.8	55.6	65.6
Right-of-use assets	(12.6)	(5.3)	(41.6)
Net borrowings	12.3	5.8	35.7
Capital employed	122.5	56.1	59.7
Amortisation of customer relationships	0.3	–	–
	122.8	56.1	59.7
Underlying operating profit (Note 6)	24.8	1.9	15.1
Average capital employed	141.0	53.9	67.5
Return on capital employed	17.6%	3.5%	22.4%

Year ended 31 December 2023	Energy £m	Defence £m	Maritime Transport £m
Net assets (Note 6)	156.6	51.6	83.8
Right-of-use assets	(14.3)	(3.8)	(48.7)
Net borrowings	16.4	3.9	39.7
Capital employed	158.7	51.7	74.8
Amortisation of customer relationships	0.5	–	0.4
	159.2	51.7	75.2
Underlying operating profit (Note 6)	15.7	1.5	23.3
Average capital employed	168.4	68.5	77.1
Return on capital employed	9.3%	2.1%	30.3%

Notes to the consolidated financial statements continued

5. Alternative performance measures continued

5.5. Interest cover

Interest cover is calculated in line with the Group's banking covenants from 1 October 2024 under the Group's new facilities. The numbers below are presented on a full year basis but the December 2024 actual banking covenant is calculated from the start of the new facility in September 2024. It is defined as a ratio of rolling 12-month continuing operations EBITDA to rolling 12-month covenant interest. Covenant interest is defined as interest payable on bank loans and overdrafts, other interest payable, and interest payable on leases classified as finance leases under IAS 17 less interest receivable on short-term deposits, all from continuing operations.

	2024 £m	2023 £m
Net finance expense (Note 10)	**(19.1)**	(21.3)
Add back:		
Amortisation of loan arrangement fees (Note 10)	**2.5**	4.4
Net unrealised foreign exchange on lease liabilities (Note 10)	**0.7**	–
Interest payable on pre-IFRS 16 operating leases	**4.3**	3.9
Remeasurement of borrowings	**0.8**	–
Other interest expense	**–**	(0.1)
	8.3	8.2
Deduct:		
Interest receivable from joint ventures (Note 10)	**(0.2)**	–
IAS 19 pension interest receivable (Note 10)	**(0.3)**	(0.3)
	(0.5)	(0.3)
Covenant interest	**(11.3)**	(13.4)
EBITDA (Note 5.2)	**51.0**	54.4
Interest cover	**4.5**	4.1

The actual covenant interest cover under the new facilities for the period from the start of the new facility to 31 December 2024 is 9.6x.

5.6. Underlying earnings per share (EPS)

Underlying earnings per share (EPS) is calculated as underlying profit before tax from continuing activities, less income tax, but excluding the tax impact on adjusting items and adjusting for corporate interest restriction tax disallowance, less profit attributable to non-controlling interests, divided by the weighted average number of ordinary shares in issue during the year. Underlying earnings per share is a performance condition used for the Long-Term Incentive Plan.

	2024 £m	2023 £m
Profit/(loss) attributable to owners of the Company	**46.3**	(51.0)
Adjusting items (Note 5.1)	**(42.1)**	48.2
Tax on adjusting items (Note 5.1)	**1.2**	5.0
Corporate interest restriction tax disallowance	**3.1**	3.6
Underlying profit attributable to owners of the Company	**8.5**	5.8
Basic weighted average number of shares (Note 14)	**50,364,912**	50,358,388
Diluted weighted average number of shares (Note 14)	**51,640,361**	50,634,837
Underlying basic earnings per share	**16.9**	11.4
Underlying diluted earnings per share	**16.5**	11.4

6. Segmental information

The Group has three operating segments reviewed by the Board: Energy, Defence and Maritime Transport. The Divisions' principal activities are set out in the Strategic report on pages 18 to 79. Energy and Defence are differentiated by markets and industries which they serve. The Maritime Transport Division is differentiated by the services which it provides.

The three operating segments consist of multiple product lines, which are grouped into their respective reported segments based on the services they provide. The Energy Division provides services to the energy and renewables markets including compressor services in Oil and Gas markets and bubble curtains for Offshore Wind, Inspection Repair and Maintenance, Commissioning, Cable & Blade maintenance and support into Renewables and Subsea & De-commissioning Services. The main business lines within Defence are Submarine Rescue, Defence Diving, Special Forces Vehicles, Submarine Platforms, and Commercial Diving and Hyperbaric Systems. The Maritime Transport Division comprise the Tankship business, Cattedown Wharves and Fendercare.

The Board assesses the performance of the segments based on underlying operating profit, underlying operating margin and return on capital employed. It considers that this information is the most relevant in evaluating the performance of its segments relative to other entities which operate in similar markets. Inter-segmental sales are made using prices determined on an arm's length basis. Sector assets exclude cash and cash equivalents, retirement benefit surpluses and corporate assets that cannot reasonably be allocated to operating segments. Sector liabilities exclude borrowings, retirement benefit obligations and corporate liabilities that cannot reasonably be allocated to operating segments.

Year ended 31 December 2024	Energy £m	Defence £m	Maritime Transport £m	Corporate £m	Continuing operations total £m
Segmental revenue	207.7	80.1	150.1	–	437.9
Inter-segmental sales	(0.2)	–	–	–	(0.2)
Revenue	207.5	80.1	150.1	–	437.7
Share of post-tax results of joint ventures and associates	0.1	1.5	1.0	–	2.6
Underlying operating profit/(loss)	24.8	1.9	15.1	(12.3)	29.5
Adjusting items (Note 5.1)	50.0	0.1	2.1	(8.6)	43.6
Operating profit/(loss)	74.8	2.0	17.2	(20.9)	73.1
Investment income					2.8
Finance expense					(21.2)
Net unrealised foreign exchange on lease liabilities					(0.7)
Profit before taxation					54.0
Tax expense					(7.6)
Profit for the year					46.4
Assets and liabilities					
Segmental assets	185.3	81.9	132.0	106.2	505.4
Investment in joint ventures and associates	1.8	4.1	–	–	5.9
Total assets	187.1	86.0	132.0	106.2	511.3
Segmental liabilities	(64.3)	(30.4)	(66.4)	(159.9)	(321.0)
Net assets/(liabilities)	122.8	55.6	65.6	(53.7)	190.3
Other segmental information					
Capital expenditure*	16.2	9.0	19.0	0.7	44.9
Depreciation and amortisation	13.9	5.1	21.3	0.2	40.5

* Capital expenditure relates to additions within other intangible assets, property, plant and equipment and right-of-use assets, of which details can be found in Notes 15, 16 and 17.

Notes to the consolidated financial statements continued

6. Segmental information continued

Year ended 31 December 2023	Energy £m	Defence £m	Maritime Transport £m	Corporate £m	Continuing operations total £m
Segmental revenue	266.5	72.6	157.2	–	496.3
Inter-segmental sales	–	(0.1)	–	–	(0.1)
Revenue	266.5	72.5	157.2	–	496.2
Share of post-tax results of joint ventures and associates	0.1	0.4	0.9	–	1.4
Underlying operating profit/(loss)	15.7	1.5	23.3	(10.9)	29.6
Adjusting items (Note 5.1)	(6.2)	(25.2)	(1.6)	(15.2)	(48.2)
Operating profit/(loss)	9.5	(23.7)	21.7	(26.1)	(18.6)
Investment income					3.2
Finance expense					(24.5)
Loss before taxation					(39.9)
Tax expense					(11.0)
Loss for the year					(50.9)
Assets and liabilities					
Segmental assets	226.8	80.0	154.5	88.5	549.8
Investment in joint ventures and associates	2.6	3.3	2.5	–	8.4
Total assets	229.4	83.3	157.0	88.5	558.2
Segmental liabilities	(72.8)	(31.7)	(73.2)	(231.9)	(409.6)
Net assets/(liabilities)	156.6	51.6	83.8	(143.4)	148.6
Other segmental information					
Capital expenditure*	28.7	6.3	27.9	0.1	63.0
Depreciation and amortisation	17.4	4.2	19.3	0.4	41.3

* Capital expenditure relates to additions within other intangible assets, property, plant and equipment and right-of-use assets, of which details can be found in Notes 15, 16 and 17.

7. Revenue

7.1. Products and services

The table below outlines the Group's principal products and services by Division, along with details on performance obligations and revenue recognition. Revenue is recognised by the Group as contractual performance obligations to customers are completed.

Division	Principal products and services	Performance obligations	Revenue recognition
Energy	**Products** Artificial lift special completion technology and software (this product line was disposed during the year)	Point in time Over time	• On despatch or delivery, depending on contract terms • Customer acceptance of project milestones • Based on right of use / right of access • Based on stage of completion, input measure based on costs incurred as a proportion of total expected costs or straight-line over licence term
	Services Blade repairs, high voltage cable laying, well testing, hire of air compressors, steam generators, heat suppression equipment (including personnel)	Over time	• Acceptance from customer • Customer approved timesheets • Time based monthly billing • Stage of completion, input/output measure based on costs incurred as a proportion of total costs / achievement of key performance indicators (KPIs) or milestones
	Specialist subsea services, site preparation asset management, offshore wind control room services, inspection, repair, and maintenance services, engineering and design solutions, production, installation, and commissioning services, nanobubble oxygenation service, full project support for offshore and subsea operations, decommissioning services	Point in time	• Acceptance from customer • Stage of completion based on project milestones
	Construction Contracts Marine civils, engineering projects to support offshore wind and oil and gas	Over time	• Stage of completion input/output measure based on costs incurred as a proportion of total costs/ achievement of KPIs or milestones
Defence	**Products** General diving equipment, spares, breathing machines, and subsea equipment for commercial and defence applications	Point in time	• On despatch or delivery, depending on contract terms
	Services Submarine rescue services (ad hoc tasks), Military diving equipment servicing (taskings)	Point in time	• Acceptance from customer • Completion of test
	Submarine rescue services, Military diving equipment servicing (core – in service support)	Over time	• Output basis / achievement of key performance indicators (KPIs)
	Submarine rescue services (training exercises/ mid-life refits)	Over time	• Stage of completion, input measure based on costs incurred as a proportion of total expected costs
	Construction contracts Dive support vessels, submarine platform equipment, components and assemblies, tactical diving vehicles and carrier seals (subsea/surface craft) and recompression chambers	Over time	• Stage of completion output measure based on specific milestones in process
Maritime Transport	**Products** Fenders, safety, and monitoring equipment	Point in time	• On despatch or delivery, depending on contract terms
	Services Transport, storage of chemicals and petroleum, ship-to-ship transfer and port services	Over time	• Stage of completion output measure based on specific milestones in process • Vessel tendering notice of readiness to enter the port

Notes to the consolidated financial statements continued

7. Revenue continued

7.2. Revenue from external customers by point-in-time and over-time performance obligations

Year ended 31 December 2024	Energy £m	Defence £m	Maritime Transport £m	Continuing operations total £m
Revenue recognised at a point-in-time	53.0	34.7	33.1	120.8
Revenue recognised over-time	154.5	45.4	117.0	316.9
Revenue	207.5	80.1	150.1	437.7

Year ended 31 December 2023	Energy £m	Defence £m	Maritime Transport £m	Continuing operations total £m
Revenue recognised at a point-in-time	195.4	52.4	35.3	283.1
Revenue recognised over-time	71.1	20.1	121.9	213.1
Revenue	266.5	72.5	157.2	496.2

7.3. Revenue from external customers by products and services

Year ended 31 December 2024	Energy £m	Defence £m	Maritime Transport £m	Continuing operations total £m
Products	29.0	20.4	33.1	82.5
Services	141.1	55.8	117.0	313.9
Construction contracts	37.4	3.9	–	41.3
Revenue	207.5	80.1	150.1	437.7

Year ended 31 December 2023	Energy £m	Defence £m	Maritime Transport £m	Continuing operations total £m
Products	53.5	20.9	35.3	109.7
Services	201.9	47.7	121.9	371.5
Construction contracts	11.1	3.9	–	15.0
Revenue	266.5	72.5	157.2	496.2

Within the Energy Division, there are specific maintenance contracts which include variable consideration related to performance-based achievements over a number of years. Reflecting on the contract terms, the susceptibility of factors outside of the entity's control that would impact the consideration, and the limited experience history management has on these specific maintenance contracts, management have concluded that the variable consideration should be constrained. On this basis none of the £5.0m variable consideration within these contracts has been recognised in the period, otherwise there is a risk of subsequent reversal when the uncertainty is subsequently resolved.

7. Revenue continued

7.4. Geographical analysis of revenue from external customers and non-current assets

Geographical revenue is determined by the location in which the product or service is provided. Where customers receive the product or service in one geographical location for use or shipment to another, it is not practicable for the Group to identify this, and the revenue is attributed to the location of the initial shipment. The geographical allocation of segmental assets and liabilities is determined by the location of the attributable business unit.

	Revenue		Non-current assets	
	2024 £m	2023 £m	**2024 £m**	2023 £m
United Kingdom	**129.4**	157.5	**188.2**	204.2
Europe	**52.4**	66.1	**36.5**	41.2
Middle East, Africa and Americas	**172.5**	180.1	**26.8**	27.5
Asia-Pacific	**83.4**	92.5	**20.4**	22.4
Total	**437.7**	496.2	**271.9**	295.3

7.5. Major customers

No single customer generates revenue greater than 10% of the consolidated revenue.

7.6. Unsatisfied performance obligations

At 31 December 2024, for contracts that had an original expected duration of more than one year, the Group had unsatisfied performance obligations of £297.8m (2023: £315.1m), representing contractually committed revenue to be recognised at a future date. Of this amount, £72.2m (2023: £78.0m) is expected to be recognised within one year and £225.6m (2023: £237.1m) is expected to be recognised after one year.

8. Operating profit/(loss)

Operating profit/(loss) from continuing operations is arrived at after charging/(crediting):

	Note	**2024 £m**	2023 £m
Amortisation of intangible assets	15	**1.1**	2.9
Depreciation of property, plant and equipment	16	**19.8**	22.0
Depreciation of right-of-use assets	17	**19.6**	16.3
Impairment charges/(reversals):			
Goodwill	15	**3.2**	28.0
Intangible assets	15	**0.2**	1.9
Property, plant and equipment	16	**0.2**	0.5
Right-of-use assets	17	**–**	(1.9)
Investment in joint ventures	18	**2.2**	(0.3)
Trade and other receivables		**(0.6)**	0.3
Staff cost	9	**122.6**	125.3
Gain on disposal of property plant and equipment		**13.0**	2.5
Gain on disposal of businesses, net of disposal costs	33	**49.5**	–

Included within the loss from discontinued operations in the prior year is a loss on disposal of businesses of £2.1m relating to the sale of James Fisher Nuclear Holdings Limited.

The total remuneration of the Group's auditor, KPMG LLP, for services provided to the Group is analysed below:

	2024 £m	2023 £m
Audit of the financial statements of the Parent Company	**1.2**	1.2
Audit-related assurance services (half-year review)	**0.2**	0.2
Local statutory audits of subsidiaries	**2.5**	2.5
Other non-audit services	**0.9**	–
Total fees payable to Group auditor	**4.8**	3.9

Notes to the consolidated financial statements continued

8. Operating profit/(loss) continued

Included in the £4.8m above is £0.6m in relation to the prior year audit which was billed subsequent to the completion of the audit. The total remuneration of the Group's auditor for the audit in relation to the year ended 31 December 2024 was £3.4m (2023: £3.7m). Other non-audit services comprise services associated with the disposal of the RMSpumptools business, some of which were required by regulatory requirements. The work performed did not result in any material judgements in the financial statements.

9. Group employee costs

9.1. Staff costs

	2024 £m	2023 £m
Wages and salaries	**103.7**	107.4
Social security costs	**12.2**	11.9
Pension costs	**4.9**	5.0
Share-based payments expense (Note 30)	**1.8**	1.0
	122.6	125.3

The total staff costs which were capitalised during the year amounted to £1.1m (2023: £1.6m).

The actual number of employees, including Executive Directors, employed by the Group was 1,899 at 31 December 2024 (2023: 2,041).

The average number of employees, including Executive Directors, employed by the Group is detailed below by function:

	2024 Number	2023 Number
Production and Engineering	**1,054**	1,189
Sales	**88**	153
Administration	**706**	763
Seafarers	**25**	24
	1,873	2,129

9.2. Executive Director's remuneration

	2024 £m	2023 £m
Short-term remuneration	**1.2**	0.9
Pension costs	**0.1**	0.1
Share-based payments expense	**0.4**	0.4
Gains under the exercise of share options	**0.2**	0.1

	2024 Number	2023 Number
Directors accruing retirement benefits	**2**	2

Further details on Directors' remuneration and their interest in shares of the Company are set out in the Directors' remuneration report on pages 102 to 118.

9.3. Remuneration of key management personnel

Key management personnel include the Executive Directors of the Company and other senior members of the management team.

	2024 £m	2023 £m
Short-term employee benefits	**3.8**	2.8
Share-based payments expense	**0.9**	0.5
	4.7	3.3

10. Investment income and financing costs

Investment income and financing costs for continuing operations comprise:

	2024 £m	2023 £m
Interest receivable on short-term deposits	2.3	2.9
Interest receivable from joint ventures	0.2	–
Net interest receivable on pension obligations	0.3	0.3
Investment income	2.8	3.2
Interest payable on bank loans and overdrafts	(13.6)	(15.8)
Loan arrangement and other financing fees	(2.5)	(4.4)
Remeasurement of borrowings	(0.8)	–
Interest payable on lease liabilities	(4.3)	(4.0)
Other	–	(0.3)
Total finance expense	(21.2)	(24.5)
Net finance expense excluding foreign exchange	(18.4)	(21.3)
Net unrealised foreign exchange on lease liabilities	(0.7)	–
Net finance expense	(19.1)	(21.3)

11. Income taxes

11.1. Amounts recognised in the income statement

	2024 £m	2023 £m
Current tax (charge)/credit:		
UK corporation tax	(0.3)	(0.1)
Overseas tax	(7.4)	(9.0)
Adjustments in respect of prior years:		
UK corporation tax	0.7	-
Overseas tax	(0.1)	0.1
	(7.1)	(9.0)
Deferred tax (charge)/credit:		
Origination and reversal of temporary differences:		
UK corporation tax	(0.1)	1.9
Overseas tax	1.0	1.0
Derecognition of deferred tax assets:		
UK corporation tax	–	(4.7)
Overseas tax	(1.4)	-
Adjustments in respect of prior years:		
UK corporation tax	–	(0.3)
Overseas tax	–	0.1
	(0.5)	(2.0)
Tax expense on continuing operations	(7.6)	(11.0)

Also included in the income statement is:

- a tax charge from discontinued operations of £nil (2023: £1.0m) included within loss for the year from discontinued operations, net of tax
- a tax charge of £0.2m (2023: £0.2m) included within share of post-tax results of joint ventures and associates.

Notes to the consolidated financial statements continued

11. Income taxes continued

11.2. Reconciliation of effective tax charge

The Group falls under the UK tonnage tax regime on its tanker owning and operating activities and a charge is based on the net tonnage of vessels operated. Profits and losses for these activities are not subject to UK corporation tax. The tax on the Group's profit before tax differs from the theoretical amount that would arise using the rate applicable under UK corporation tax rules as follows:

Continuing operations	2024 £m	2023[1] £m
Profit/(loss) before taxation	**54.0**	(39.9)
Tax arising from interests in joint ventures and associates	**0.2**	0.2
	54.2	(39.7)
Tax (charge)/credit at 25.0% (2023: 23.5%)	**(13.6)**	9.3
Effects of:		
Tonnage tax expense on vessel activities	**1.3**	1.5
Expenses not deductible for tax purposes	**(28.4)**	(7.7)
Adjustments in respect of prior years	**0.6**	(0.1)
Overseas tax rates	**(0.1)**	(1.1)
Irrecoverable withholding tax	**(0.9)**	(0.9)
Share of profits of joint ventures and associates	**0.5**	0.3
Non-taxable income	**38.5**	–
Impact of change of rate	**–**	1.0
Derecognition of previously recognised prior year losses	**(1.4)**	(4.7)
Losses and other temporary differences not recognised	**(4.2)**	(8.8)
Tax expense[2]	**(7.7)**	(11.2)

1 During the year, the Directors agreed to change the presentation of the reconciliation of the effective tax rate in order to provide the reader with supplemental data. As a result, (£0.9m) of irrecoverable withholding tax and (£0.5m) of profits of joint ventures and associates have been separately disclosed. Historically, these reconciling items have been included within the reconciliation in the Overseas tax rates line. There is no impact to the overall tax reconciliation as a result of these changes.

2 Total tax expense comprises tax expense from continuing operations of £7.6m (2023: 11.0m) and tax expense recognised on share of profits from joint ventures and associates of £0.2m (2023: £0.2m).

Expenses not deductible for tax purposes relate mainly to non-recurring items such as goodwill impairments, costs associated with business disposals, and losses made on business disposals. Non-taxable income relates mainly to proceeds upon business disposals that occurred during the year.

Further details on the movements in deferred tax can be found in Note 28.

The effective rate on the profit/(loss) before tax from continuing operations is 13.9% (2023: (27.6)%). The effective income tax rate on the underlying profit before tax is 27.6% (2023: 29.0%), adjusted for a £3.1m (2023: £3.6m) Corporate Interest Restriction (CIR) disallowance (due to exceptionally high interest costs causing a distortion on the tax rate) which has no bearing on the operational performance of the Group. Underlying profit before taxation is included in Note 5.1. Overprovision in previous years arose due to the timing in which certain transactions have been accounted for, rather than any correction.

11.3. Pillar Two

In line with the recent enactment of the Pillar Two income taxes legislation in the UK, which came into effect on 1 January 2024, the Group has assessed its impact. The Group's revenue is below the €750m threshold and therefore is not within the scope of the legislation.

11. Income taxes continued

11.4. Amounts recognised within other comprehensive income/(expense)

	2024 £m	2023 £m
Current tax		
Foreign exchange losses on internal loans	**(0.1)**	(0.1)
Contributions to defined benefit pension schemes	**0.3**	0.2
	0.2	0.1
Deferred tax		
Items that will not subsequently be reclassified to the income statement:		
Actuarial gain on defined benefit pension schemes	**(0.2)**	(0.5)
	(0.2)	(0.5)
Items that may subsequently be reclassified to the income statement:		
Fair value movements on cash flow hedges	**0.6**	(0.2)
	0.6	(0.2)
	0.4	(0.7)
Total tax on items credited/(charged) to other comprehensive income/(expense)	**0.6**	(0.6)

12. Discontinued operations

On 6 March 2023, the Group announced that the entire share capital of James Fisher Nuclear Holdings Limited and related properties (JFN) was sold to Myneration Limited, a wholly-owned investment vehicle of Rcapital Partners LLP for consideration of £3. The Group has retained certain Parent Company guarantees which historically were given to support the obligations of JFN.

No businesses have been presented as discontinued in 2024.

Discontinued operations	2023 £m
Revenue	6.8
Inter-segmental sales	(0.1)
	6.7
Expenses	(17.1)
Loss before taxation	(10.4)
Tax expense	(1.0)
Loss for the year from discontinued operations	(11.4)
Attributable to:	
Owners of the Company	(11.4)
Non-controlling interests	–
	(11.4)

Cash flows used in discontinued operations	2023 £m
Net cash from operating activities	(0.4)
Net cash from investing activities	–
Net cash from financing activities	–
Net cash flows for the year	(0.4)

Notes to the consolidated financial statements continued

13. Dividends paid and proposed

There were no dividends paid or proposed in either 2024 or 2023.

14. Earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) attributable to shareholders by the weighted average number of ordinary shares in issue during the year, after excluding 44,760 (2023: 12,519) ordinary shares held by the James Fisher and Sons plc Employee Share Ownership Trust (ESOT) as treasury shares. Diluted earnings per share are calculated by dividing the profit/(loss) attributable to shareholders by the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares (options) into ordinary shares.

At 31 December 2023, 2,649,876 were excluded from the diluted weighted average number of ordinary shares calculation as their effect would be anti-dilutive. The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

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

	2024 £m	2023 £m
Profit/(loss) after tax attributable to shareholders	**46.3**	(62.4)

Weighted average number of shares

	2024 Number of shares	2023 Number of shares
Basic weighted average number of shares	**50,364,912**	50,358,388
Potential exercise of options	**1,275,449**	–
Diluted weighted average number of shares	**51,640,361**	50,358,388

Earnings per share	**pence**	pence
Basic earnings per share	**92.0**	(123.9)
Diluted earnings per share	**89.7**	(123.9)

Earnings per share – continuing operations	**pence**	pence
Basic earnings per share	**92.0**	(101.2)
Diluted earnings per share	**89.7**	(101.2)

Earnings per share – discontinued operations	**pence**	pence
Basic and diluted earnings per share	**–**	(22.7)

15. Goodwill and other intangible assets

		Other intangible assets				
	Goodwill £m	Customer relationships £m	Intellectual property £m	Development costs £m	Total other intangible assets £m	Total goodwill and other intangible assets £m
Cost						
At 1 January 2023	165.2	17.8	10.5	23.7	52.0	217.2
Additions	–	–	–	1.7	1.7	1.7
Disposals	(8.1)	(0.1)	(0.7)	–	(0.8)	(8.9)
Re-classified to assets held for sale	(8.4)	–	–	–	–	(8.4)
Re-classified from property, plant and equipment	–	–	–	1.1	1.1	1.1
Foreign exchange differences	(2.4)	–	(0.3)	–	(0.3)	(2.7)
At 31 December 2023	146.3	17.7	9.5	26.5	53.7	200.0
Additions	–	–	–	2.4	2.4	2.4
Disposals	(18.1)	(2.2)	(5.7)	(8.3)	(16.2)	(34.3)
Re-classified from property, plant and equipment	–	–	–	0.3	0.3	0.3
Foreign exchange differences	(3.4)	(0.6)	(0.2)	(0.2)	(1.0)	(4.4)
At 31 December 2024	**124.8**	**14.9**	**3.6**	**20.7**	**39.2**	**164.0**
Accumulated amortisation and impairment losses						
At 1 January 2023	(48.9)	(16.5)	(7.5)	(19.8)	(43.8)	(92.7)
Charge for the year	–	(1.0)	(0.8)	(1.1)	(2.9)	(2.9)
Impairment	(28.0)	–	(1.7)	(0.2)	(1.9)	(29.9)
Disposals	8.1	0.1	0.7	–	0.8	8.9
Re-classified to assets held for sale	0.8	–	–	–	–	0.8
Foreign exchange differences	–	0.1	0.3	–	0.4	0.4
At 31 December 2023	(68.0)	(17.3)	(9.0)	(21.1)	(47.4)	(115.4)
Charge for the year	–	(0.3)	(0.3)	(0.5)	(1.1)	(1.1)
Impairment	(3.2)	–	(0.2)	–	(0.2)	(3.4)
Disposals	9.7	2.2	5.7	8.3	16.2	25.9
Re-classified from property, plant and equipment	–	–	–	(0.3)	(0.3)	(0.3)
Foreign exchange differences	1.2	0.5	0.2	0.1	0.8	2.0
At 31 December 2024	**(60.3)**	**(14.9)**	**(3.6)**	**(13.5)**	**(32.0)**	**(92.3)**
Net book value						
At 31 December 2024	**64.5**	**–**	**–**	**7.2**	**7.2**	**71.7**
At 31 December 2023	78.3	0.4	0.5	5.4	6.3	84.6

15.1. Amortisation

Customer relationships relate to items acquired through business combinations which are amortised over their estimated useful economic life resulting in an amortisation charge of £0.3m (2023: £1.0m) charged to administrative expenses.

Intellectual property represents amounts purchased or acquired relating to technology in the Group's activities and development costs relate to new products developed by the Group. The related amortisation is charged to cost of sales.

The research and development cost charged to operating profit in the year was £0.5m (2023: £nil).

Notes to the consolidated financial statements continued

15. Goodwill and other intangible assets continued

15.2. Impairment testing

Goodwill is initially allocated in the year a business is acquired to the CGU group expected to benefit from the acquisition. Subsequent adjustments are made to this allocation to the extent that operations, to which goodwill relates, are transferred between CGU groups. The size of a CGU group varies but is never larger than a reportable operating segment.

Allocation of goodwill to CGUs

Division	CGU	2024 £m	2023[1] £m
Energy	Continental	–	3.6
	Scantech	19.4	21.3
	Renewables	9.4	9.4
	RMSpumptools	–	8.3
		28.8	42.6
Defence	James Fisher Defence (JFD)	8.7	8.6
		8.7	8.6
Maritime Transport	Cattedown Wharves	10.3	10.3
	Fendercare	16.7	16.8
		27.0	27.1
Total		64.5	78.3

[1] In 2023, the Group presented the CGUs with goodwill balances separately as Scantech, JFD, Fendercare and Multiple units without significant goodwill (Multiple units) CGUs. Included in Multiple units was Continental, RMSpumptools and Cattedown Wharves which have been separately presented in the current year.

Cash flow forecasts

The recoverable amounts of CGUs are determined from value-in-use calculations. In determining the value-in-use for each CGU, the Group prepares cash flows derived from the most recent financial budgets approved by the Board, representing the best estimate of future performance. These plans include detailed cash flow forecasts and market analysis covering the expected development of each CGU over the next three years, reflecting a combination of past experience, management's assessment of the current contract portfolio, contract wins, contract retention, sales pipeline (including historical contract win rates), as well as future expected market trends (including the impact of climate change, where relevant), adjusted to meet the requirements of IAS 36 Impairment of Assets e.g. the removal of expansionary capital expenditure and related cash flows. For the Renewables CGU, a five-year cash flow forecast has been calculated based on the three-year detailed budget and remaining two years from the Board-approved strategy plan to reflect the fact that the business is not expected to be in a steady state at the end of the three-year period.

The Group's budgeting process has changed in the current year compared to the prior year whereby the Group's budget was prepared for year one and the strategic business plans for years two to five.

The cash flows associated with the oil and gas revenue stream within the terminal value for the JFD CGU have been capped at 41 years to account for potential climate-related shifts in the outlook.

During the year, the Group impaired Continental's goodwill to zero as a result of an adverse performance against budget following vessel downtime, which is a potential risk that has been incorporated into the future cash flows. The Directors have concluded that the full value of the goodwill should be impaired.

15. Goodwill and other intangible assets continued

15.2. Impairment testing continued

Key assumptions

The key assumptions in arriving at the value-in-use include the post-tax discount rate, terminal value growth rate and future revenues. For the Renewables CGU, gross margin is also a key assumption. Following the change in the Group's budgeting process, the average revenue growth rate in 2024 is the three-year growth rate for all CGUs except Renewables where a five-year growth rate has been applied. In 2023, a five-year growth rate was applied to all CGUs. Except for Renewables, a three-year growth rate is considered to be more appropriate in the current year to reflect that a detailed budgeting process has been carried out for years one to three and therefore provides a more accurate growth rate.

	2024				2023			
	Pre-tax discount rate (%)	Post-tax discount rate (%)	Terminal value growth rate £m	Average revenue growth rate[1] %	Pre-tax discount rate (%)	Post-tax discount rate (%)	Terminal value growth rate £m	Average revenue growth rate[1] %
CGU								
Continental	**15.8**	**15.4**	**3.0**	**20.7**	17.2	15.8	2.6	7.9
Scantech	**16.0**	**15.7**	**2.0**	**8.6**	17.5	16.1	2.6	6.5
Renewables[2]	**16.9**	**16.6**	**1.9**	**19.0**	18.7	17.3	2.6	13.6
JFD	**15.7**	**15.3**	**2.2**	**17.6**	17.3	15.9	2.6	4.8
Cattedown Wharves	**16.2**	**15.8**	**2.0**	**1.3**	17.6	16.2	2.6	2.2
Fendercare	**16.9**	**16.5**	**2.5**	**8.6**	19.7	18.3	2.6	3.4

[1] The average revenue growth rate for 2024 is the three-year growth rate for all CGUs except Renewables where a five-year growth rate has been applied. In 2023, a five-year growth rate was applied to all CGUs. The three-year growth rate in 2023 was 9.9% for Continental, 7.9% for Scantech, 4.7% for JFD, 1.7% for Cattedown Wharves and 4.1% for Fendercare.

[2] For Renewables gross margin is determined to be a key assumption.

Discount rates

Management estimates the discount rate using post-tax rates that reflect current market assessments of the time value of money and risks specific to the Group, being the post-tax Weighted Average Cost of Capital (WACC) of 11.0% (2023: 10.4%). The WACC is then risk-adjusted to reflect risks specific to each business. The inputs used in the WACC calculation include risk-free rate, equity risk premium and risk adjustment, and are based on information from third party sources. The post-tax WACC applied to an individual CGU varies year-on-year depending on the mix of geographical regions in which cash flows are being generated.

The differences in the pre-tax WACC are driven by changes in assumptions about the levels of tax payable in each territory in which the CGU operates.

The discount rates are stated on a nominal basis.

Terminal value growth rates

Terminal value growth rates reflect the Group's overall global growth expectations based on the specific territories in which each CGU operates.

Average revenue growth rates (three-year average comparison, except for Renewables which is five-year average comparison)

The increase in the revenue growth rate for Continental is driven by volumes. The increase in the Scantech revenue growth is driven by a more favourable mix of products and services. The increase in the Renewables revenue growth rate reflects the sector's emerging market opportunities. The growth in JFD revenue is driven by several key project wins in 2024, a strengthened order book, and a robust pipeline. The reduction in Cattedown Wharves revenue growth is driven by volumes. The increase in Fendercare revenue growth represents the expected receovery in the markets in which this CGU operates.

Notes to the consolidated financial statements continued

15. Goodwill and other intangible assets continued

15.2. Impairment testing continued

Impairment testing results

The difference between the recoverable amount and the carrying amount of net assets, including goodwill, of a CGU is known as the headroom. The headroom of each CGU, or group of CGUs, is as follows:

Division	CGU	2024 £m	2023 £m
Energy	Continental	–	–
	Scantech	61.7	28.8
	Renewables	2.4	7.5
	RMSpumptools	–	25.0
		64.1	61.3
Defence	JFD	10.0	–
		10.0	–
Maritime Transport	Cattedown Wharves	23.0	17.3
	Fendercare	6.3	15.0
		29.3	32.3
Total		**103.4**	93.6

Sensitivity analysis

For all CGUs, value-in-use calculations were assessed for sensitivity to reasonably possible changes to assumptions. Sensitivities carried out across Scantech, Cattedown Wharves and Fendercare CGUs were: (i) increasing the discount rates by 1%; (ii) reducing the terminal growth to zero; (iii) reducing operating profit by 10%; and (iv) increasing the discount rate by 1% and reducing operating profit by 10%. None of the scenarios indicated an impairment.

For Renewables, as cash flows are dependent on its ability to successfully grow revenue in line with emerging market opportunities at profitable levels, two sensitivities were carried out to (i) reduce gross margin by 1% in the terminal year, which reduces headroom to £1.2m and (ii) reduce average five-year revenue growth by 1.5%, which reduced headroom to £nil. In addition, a sensitivity was calculated to (i) increase the discount rate by 1% and (ii) reduce the terminal growth rate to zero. These sensitivities did not show an impairment.

For JFD, given the cash flows are dependent upon its ability to achieve revenue growth particularly for the products revenue stream into perpetuity, a sensitivity was run to reduce the terminal value by 33%. This sensitivity resulted in an impairment of £5.7m to the remaining goodwill balance. In addition, a sensitivity was run to (i) increase the discount rate by 1% and (ii) reduce the terminal growth rate to zero. These sensitivities did not show an impairment.

16. Property, plant and equipment

	Property £m	Vessels £m	Plant and equipment £m	Assets under construction £m	Total £m
Cost					
At 1 January 2023	27.0	66.0	215.0	9.5	317.5
Additions	0.2	2.6	8.6	17.1	28.5
Re-classified from assets under construction	0.1	–	12.2	(12.3)	–
Re-classified to assets held for sale	(1.5)	(2.4)	(1.1)	–	(5.0)
Re-classified to intangible assets	–	–	(1.1)	–	(1.1)
Disposals	(0.6)	(12.7)	(11.7)	–	(25.0)
Foreign exchange differences	(0.3)	(0.4)	(5.8)	–	(6.5)
At 31 December 2023	24.9	53.1	216.1	14.3	308.4
Additions	0.5	2.6	3.5	20.5	27.1
Re-classified from assets under construction	0.9	0.9	18.0	(19.8)	–
Re-classified to intangible assets	–	–	(0.3)	–	(0.3)
Re-classified to right-of-use assets	–	–	–	(0.1)	(0.1)
Disposals	(2.5)	(15.1)	(25.1)	(0.6)	(43.3)
Foreign exchange differences	–	(0.2)	(6.1)	(0.2)	(6.5)
At 31 December 2024	**23.8**	**41.3**	**206.1**	**14.1**	**285.3**
Accumulated depreciation and impairment losses					
At 1 January 2023	(13.2)	(38.9)	(145.7)	–	(197.8)
Charge for the year	(1.2)	(5.5)	(15.3)	–	(22.0)
Impairment	–	(0.5)	–	–	(0.5)
Re-classified to assets held for sale	0.4	1.7	0.9	–	3.0
Disposals	0.6	11.6	10.2	–	22.4
Foreign exchange differences	0.1	0.3	4.1	–	4.5
At 31 December 2023	(13.3)	(31.3)	(145.8)	–	(190.4)
Charge for the year	(1.0)	(3.5)	(15.3)	–	(19.8)
Impairment	–	–	(0.2)	–	(0.2)
Re-classified to intangible assets	–	–	0.3	–	0.3
Disposals	1.6	8.5	21.3	–	31.4
Foreign exchange differences	(0.1)	0.1	4.8	–	4.8
At 31 December 2024	**(12.8)**	**(26.2)**	**(134.9)**	**–**	**(173.9)**
Net book value at 31 December 2024	**11.0**	**15.1**	**71.2**	**14.1**	**111.4**
Net book value at 31 December 2023	11.6	21.8	70.3	14.3	118.0

Disposals in 2024 include £6.6m (2023: £0.9m) net book value relating to vessels in the Maritime Transport Division. Included within additions for the year is £1.5m of accrued capital expenditure (2023: £1.3m).

Climate change impact was considered for the useful economic lives of the vessels and no adjustments were required.

The Group recognises operating lease rental income as revenue (see Note 7). Property, plant and equipment includes the following assets which provide rental income. The Group has classified these leases as operating leases because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets.

Notes to the consolidated financial statements continued

16. Property, plant and equipment continued

	Vessels £m	Plant and equipment £m	Total £m
Cost			
At 1 January 2023	0.9	39.1	40.0
Additions	–	0.6	0.6
Disposals	–	(1.2)	(1.2)
Foreign exchange differences	–	(3.0)	(3.0)
At 31 December 2023	0.9	35.5	36.4
Additions	–	0.4	0.4
Disposals	–	(0.7)	(0.7)
Foreign exchange differences	–	(2.9)	(2.9)
At 31 December 2024	**0.9**	**32.3**	**33.2**
Accumulated depreciation and impairment losses			
At 1 January 2023	(0.4)	(25.8)	(26.2)
Charge for the year	–	(2.2)	(2.2)
Disposals	–	1.0	1.0
Foreign exchange differences	–	2.0	2.0
At 31 December 2023	(0.4)	(25.0)	(25.4)
Charge for the year	(0.1)	(2.1)	(2.2)
Disposals	–	0.5	0.5
Foreign exchange differences	–	2.1	2.1
At 31 December 2024	**(0.5)**	**(24.5)**	**(25.0)**
Net book value at 31 December 2024	**0.4**	**7.8**	**8.2**
Net book value at 31 December 2023	0.5	10.5	11.0

17. Right-of-use assets and leases

17.1. The Group as lessee

The Group leases land and buildings for some of its offices, warehouses and factory facilities. The length of these leases can typically run for up to 25 years, with most less than ten years. Some leases include an option to renew the lease for an additional period after the end of the contract term. Some leases provide for additional rent payments that are based on changes in local price indices.

Some of the buildings contain extension options that are exercisable by the Group before the end of the non-cancellable contract period. Where practicable, the Group includes extension options in new leases to provide operational flexibility, that are exercisable by the Group but not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension option, and then reassesses this in the event that there is a significant event or change in circumstances within its control.

The Group also leases vessels, with lease terms typically of up to five years, and IT equipment and machinery, typically for a duration of less than ten years.

17. Right-of-use assets and leases continued

17.1. The Group as lessee continued

17.1.1. Amounts recognised in the consolidated statement of financial position

	Property £m	Vessels £m	Plant and equipment £m	Total £m
Cost				
At 1 January 2023	21.8	74.7	2.2	98.7
Additions	11.0	21.6	0.2	32.8
Re-classified to assets held for sale	0.1	(4.9)	–	(4.8)
Disposals	(3.1)	(1.3)	(0.2)	(4.6)
Foreign exchange differences	(0.8)	(0.6)	–	(1.4)
At 31 December 2023	29.0	89.5	2.2	120.7
Additions	4.5	10.7	0.2	15.4
Re-classified from property, plant and equipment	–	0.1	–	0.1
Disposals	(5.0)	(10.4)	(0.1)	(15.5)
Foreign exchange differences	(1.5)	0.1	–	(1.4)
At 31 December 2024	**27.0**	**90.0**	**2.3**	**119.3**
Depreciation and impairment losses				
At 1 January 2023	(11.6)	(34.1)	(0.7)	(46.4)
Charge for the year	(3.7)	(12.2)	(0.4)	(16.3)
Impairment	–	1.9	–	1.9
Re-classified to assets held for sale	(0.1)	4.2	–	4.1
Disposals	2.0	0.4	0.2	2.6
Foreign exchange differences	0.5	0.4	(0.1)	0.8
At 31 December 2023	(12.9)	(39.4)	(1.0)	(53.3)
Charge for the year	(3.3)	(15.9)	(0.4)	(19.6)
Disposals	3.8	8.7	0.1	12.6
Foreign exchange differences	0.6	0.4	–	1.0
At 31 December 2024	**(11.8)**	**(46.2)**	**(1.3)**	**(59.3)**
Net book value at 31 December 2024	**15.2**	**43.8**	**1.0**	**60.0**
Net book value at 31 December 2023	16.1	50.1	1.2	67.4

The £1.9m impairment reversal in 2023 relates to two vessels in the Energy Division which were re-measured to fair value less costs of disposal.

Included within additions for the year are £2.3m (2023: £2.3m) of vessel refit costs which have been included within purchases of property, plant and equipment in the Consolidated cash flow statement.

The split of lease liabilities between current and non-current is as follows:

	2024 £m	2023 £m
Current	**16.5**	13.0
Non-current	**37.9**	48.2
Total lease liabilities	**54.4**	61.2

The total cash outflow for leases in the year was £21.0m (2023: £18.1m). The maturity analysis of lease liabilities is disclosed in Note 32.

A reconciliation of the Group's opening to closing lease liability is presented in Note 26.

Notes to the consolidated financial statements continued

17. Right-of-use assets and leases continued

17.1. The Group as lessee continued

17.1.2. Amounts recognised in the consolidated income statement
The Consolidated income statement includes the following amounts relating to leases:

	2024 £m	2023 £m
Expenses relating to short-term leases	0.4	0.3
Depreciation charge on right-of-use assets	19.6	16.3
Impairment reversal on right-of-use assets	–	(1.9)
Interest on lease liabilities	4.3	4.0

17.1.3. Extension and termination options
The Group has recognised lease extension options contained within the lease in the calculation of right-of-use assets and lease liabilities at inception of the lease if management is reasonably certain to exercise the option to extend the lease beyond its contractual term. In all other cases, a lease extension is only recognised when a lease is extended beyond the original contractual term.

During the year, the Group has extended four leases (2023: five) which resulted in additional lease liabilities of £9.7m being recognised (2023: £6.8m), with a corresponding increase included within additions to the right-of-use assets in the table in Note 17.1.1.

17.2. The Group as lessor

The Group leases out various items of equipment on short-term leases in the Energy and Maritime Transport Divisions.

17.2.1. Amounts recognised in the consolidated income statement
The Consolidated income statement includes the following amounts relating to leases within revenue:

	2024 £m	2023 £m
Operating lease – rental income	9.1	7.9

Property, plant and equipment which is used to generate operating lease rental income is detailed in Note 15.

17.2.2. Operating lease receivable maturity analysis

	2024 £m	2023 £m
Within one year	8.7	8.1
Greater than one year but less than two years	0.5	0.9
Greater than two years but less than three years	0.5	0.9
Greater than three years but less than four years	0.5	–
Greater than four years but less than five years	0.5	–
Total undiscounted operating lease payments receivable	**10.7**	9.9

18. Investment in joint ventures and associates

Details of the Group's joint ventures and associated undertakings are set out on page 217.

	2024 £m	2023 £m
Investment in associates and joint ventures	**4.1**	6.0
Loans to joint ventures	**1.8**	2.4
	5.9	8.4

Loans to joint ventures primarily relate to First Response Marine and further information is set out in Note 35. The expected credit loss on the loans to joint ventures is immaterial.

The Group's share of the assets, liabilities and trading results of joint ventures and associates, which are accounted for under the equity accounting method, are as follows:

	2024 £m	2023 £m
Non-current assets	**10.5**	16.8
Current assets	**8.8**	9.4
Current liabilities	**(1.3)**	(1.5)
Non-current liabilities	**(13.9)**	(18.7)
	4.1	6.0
Revenue	**15.0**	13.8
Cost of sales	**(10.5)**	(10.8)
Administrative expenses	**(1.7)**	(1.5)
Operating profit	**2.8**	1.5
Net finance expense	**–**	0.1
Profit before taxation	**2.8**	1.6
Tax expense	**(0.2)**	(0.2)
Profit after tax	**2.6**	1.4
Profit after tax:		
Continuing	**2.6**	1.4
Reconciliation of carrying amount of investment in joint ventures:		
At 1 January	**6.0**	6.2
Profit after tax for the year	**2.6**	1.4
Dividends received	**(2.3)**	(1.2)
Share of fair value losses on cash flow hedges	**–**	(0.1)
Impairment (charge)/reversal	**(2.2)**	0.3
Re-classification to amounts owed to joint ventures and associates	**0.8**	–
Re-classification to assets held for sale (see Note 24)	**(0.5)**	
Foreign exchange differences	**(0.3)**	(0.6)
At 31 December	**4.1**	6.0

There are no capital commitments or contingent liabilities in respect of the Group's interests in joint ventures and associates.

At 31 December 2024, two joint ventures within the Maritime Transport Division, with a carrying value of £1.9m, were classified as held for sale following the Board's decision to divest them, as they were deemed non-strategic to the Group. The fair value less costs to sell was assessed at £0.5m, resulting in a £1.4m impairment upon reclassification to held for sale.

Following a review of current and expected future performance, and in accordance with the requirements of IAS 36 Impairment of Assets, the Group impaired its investment in Fender Care SA Pty Limited within the Maritime Transport Division by £0.9m as the carrying value of the investment exceeded its value-in-use reflecting slower than expected growth in the region. The discount rate used for the cash flows is 18.3% and the growth rate is 2.6%.

Notes to the consolidated financial statements continued

19. Investments

Investments with a net book value of £1.4m (2023: £1.4m) in the balance sheet are in unquoted entities, held at fair value and subject to annual impairment review. They comprise a 17.2% (2023: 17.2%) equity interest in ordinary shares in SEML De Co-operation Transmanche, an unlisted company incorporated in France, whose main activity is a port and ferry operator; and a 50.0% interest in JFD Domeyer GmbH, a company incorporated in Germany which provides in-service support and aftermarket services to the local customer base.

A list of subsidiary undertakings is included on pages 214 to 216.

20. Inventories

	2024 £m	2023 £m
Raw materials and consumables	**3.2**	11.5
Work in progress	**6.0**	7.2
Finished goods	**23.6**	28.0
	32.8	46.7

The cost of inventories recognised as an expense within cost of sales was £54.9m (2023: £69.2m).

The write-down of inventories recorded as an expense in the year was £1.9m (2023: £nil).

21. Trade and other receivables

	2024 £m	2023 £m
Non-current assets		
Contract assets	**2.0**	1.0
Other non-trade receivables	**4.8**	3.0
Other receivables	**6.8**	4.0
Current assets		
Trade receivables	**50.8**	62.2
Amounts owed by joint venture undertakings	**2.1**	2.5
Other non-trade receivables	**11.6**	12.4
Contract assets	**38.0**	37.1
Prepayments	**12.0**	9.8
Trade and other receivables	**114.5**	124.0

Included in non-current other non-trade receivables is corporation tax receivable of £1.5m relating to a business disposal that occurred during the year.

Contract assets increased from £38.1m to £40.0m due to ongoing projects in the year within the Energy and Maritime Transport Divisions, offset by a reduction in the Defence Division.

Trade receivables reduced from £62.2m to £50.8m due to the disposal of the RMSpumptools business (£9.9m) and improved collectability (reduced debtor days).

Trade receivables, contract assets and amounts owed by joint venture undertakings are net of expected credit losses (see Note 32).

22. Other financial assets and liabilities

	2024 £m	2023 £m
Non-current assets		
Interest rate swaps designated as cash flow hedges	1.4	–
Other financial assets	1.4	–
Current liabilities		
Forward foreign exchange contracts designated as cash flow hedges	(0.8)	–
Forward foreign exchange contracts at fair value through profit or loss	(0.1)	–
Other financial liabilities	(0.9)	–

Note that in the prior year £2.3m of non-current interest rate swaps designated as cash flow hedge assets, £0.5m of current forward foreign exchange contracts designated as cash flow hedges assets and £0.3m of current forward foreign exchange contracts at fair value through profit or loss assets were included within “Other non-trade receivables” and £0.2m of non-current interest rate swaps designated as cash flow hedges liabilities were included within “Other payables”.

23. Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise:

	2024 £m	2023 £m
Cash at bank and in hand	86.2	77.5
Cash and cash equivalents in the Consolidated statement of financial position	86.2	77.5
Bank overdrafts (see Note 26)	(62.4)	(51.1)
Cash and cash equivalents in the Consolidated cash flow statement	23.8	26.4

Bank overdrafts form an integral part of the Group’s cash management.

24. Assets and liabilities held for sale

At 31 December 2024 two joint ventures within the Maritime Transport Division, with fair value less costs to sell assessed at £0.5m, were classified as held for sale (see Note 18). The sale was subsequently agreed on 28 February 2025 and is due to complete during H1 2025.

At 31 December 2023 the following assets and liabilities were classified as held for sale:

- £12.3m assets and £0.7m liabilities related to the Martek business (see Note 33 for further details);
- a vessel with net book value £0.6m in the Maritime Transport Division;
- £1.1m of property in the Energy Division; and
- a vessel with net book value of £0.7m in the Energy Division.

All assets and liabilities held for sale at 31 December 2023 were disposed of in 2024 with a net gain of £0.7m recognised within profit on disposal of businesses for Martek and £0.8m recognised within administrative expenses for the remaining assets.

Notes to the consolidated financial statements continued

25. Trade and other payables

	2024 £m	2023 £m
Current liabilities		
Trade payables	**31.7**	29.6
Amounts owed to joint venture undertakings	**1.0**	0.5
Taxation and social security	**2.4**	3.0
Other payables	**16.2**	17.0
Accruals	**50.5**	51.6
Contract liabilities	**9.5**	11.7
Trade and other payables	**111.3**	113.4

At 31 December 2024, trade payables increased to £31.7m as the Group re-balanced its working capital throughout the year and increased its creditor days.

£8.6m of revenue included in the contract liabilities at 31 December 2023 was recognised during the current year (2023: £nil).

During the year, contract liabilities decreased from £11.7m to £9.5m due to the disposal of the RMSpumptools business (£1.3m) and performance obligations satisfied for projects within the Energy and Maritime Transport Divisions, partially offset by new projects in the Defence Division.

26. Borrowings

	2024 £m	2023 £m
Non-current liabilities		
Bank borrowings	**77.3**	166.6
Lease liabilities	**37.9**	48.2
Cumulative preference shares	**0.1**	0.1
Borrowings	**115.3**	214.9
Current liabilities		
Bank overdrafts	**62.4**	51.1
Lease liabilities	**16.5**	13.0
Borrowings	**78.9**	64.1

26.1. Bank borrowings

The carrying value of the Group's bank borrowings at 31 December 2024 was £77.3m (2023: £166.6m).

The Group signed a £209.9m secured revolving credit facility in June 2023, which was due to mature on 31 March 2025 (the RCF). There were a number of mandatory repayments (both scheduled and where cash is generated from disposals) incorporated into the facility terms. At the time when the facility terms were negotiated, the timing of these repayments was intended to align with forecast cash inflows. However, as cash inflows can vary from forecast due to timings of projects and revenue receipts, prior to the December 2023 year end, the Group obtained appropriate waivers to alter the phasing and quantum of the December 2023 mandatory repayment. The quantum of this mandatory repayment was reduced, and repayment made in June 2024. During the period, the Group re-financed the RCF and this was accounted for as an extinguishment of the RCF with all unamortised financing fees recognised within re-financing costs in the Consolidated income statement.

The RCF has been re-financed into a single three-year RCF of £75.0m (the New RCF) maturing in September 2027, alongside a five-year £20.0m term loan facility maturing in September 2029 with repayments commencing in 2027 (the Group's funding arrangements). The Group's funding arrangements contains Net debt : EBITDA covenants (defined as Leverage APM in Note 5.3) and interest cover requirements throughout the facility and certain non-financial covenants. Leverage must not exceed 3.0x at 31 December 2024 and 2.5x thereafter; and interest cover must be greater than 4.0x at 31 December 2024 and 4.5x thereafter. The Group expects to comply with the quarterly covenants within 12 months after the reporting date.

The funds borrowed under the RCF and New RCF bear interest at an annual rate of between 2.5% and 4.5% above the compounded Sterling Overnight Index Average (SONIA), dependent on the Group's leverage covenant. The interest rate paid during the year on drawn funds ranged from 9.5% to 10.2% (2023: 5.5% to 9.9%). Undrawn funds on the RCF bore interest at an annual rate of between 1.00% and 1.80% and undrawn funds under the New RCF bear interest at an annual rate of between 0.88% and 1.58%, both dependent on the Group's leverage covenant. The term loans bear interest at a rate of 5.0% and 5.5% respectively above compounded SONIA.

26. Borrowings continued

26.1. Bank borrowings continued

The Group's borrowings are measured at amortised cost using the effective interest method. Each reporting period, the Group reviews its cash flow forecasts and if these have changed since the previous reporting period (other than as a result of changes in floating interest rates), the borrowings are re-measured using the original effective interest rate. Any re-measurement of borrowings is treated as an adjusting item and excluded from Underlying profit before tax.

At 31 December 2024, the Group had drawn down £58.0m under the New RCF (2023: £168.0m under the RCF), leaving £17.0m (2023: £24.7m) undrawn and available. Leverage was 1.4x (2023: 2.8x) and interest cover was 4.5x (2023: 4.1x). Due to the nature of the facility there are various drawdowns and repayments that occur throughout the year.

26.2. Cumulative preference shares

The preference shareholders are entitled to receive 3.5% cumulatively per annum, payable in priority to any dividend on the ordinary shares. They carry equal voting rights of one vote per share held and shareholders have the right to attend and speak at general meetings, exercise voting rights and appoint proxies. The shares are irredeemable. In the event of a winding-up order the amount receivable is limited to their nominal value of £1.

26.3. Reconciliation of net borrowings

Net borrowings comprises interest-bearing loans and borrowings less cash and cash equivalents.

	31 December 2023 £m	Cash flow £m	Other non-cash* £m	Transfers** £m	Foreign exchange differences £m	**31 December 2024 £m**
Cash and cash equivalents including bank overdrafts (see Note 23)	26.4	(2.6)	–	0.4	(0.4)	**23.8**
Cash included within assets held for sale	0.4	–	–	(0.4)	–	**–**
Total cash and cash equivalents	26.8	(2.6)	–	–	(0.4)	**23.8**
Debt due after one year	(166.7)	90.0	(0.7)	–	–	**(77.4)**
Total debt	(166.7)	90.0	(0.7)	–	–	**(77.4)**
Lease liabilities due within one year	(13.0)	21.0	(8.0)	(16.5)	–	**(16.5)**
Lease liabilities due after one year	(48.2)	–	(8.2)	17.5	1.0	**(37.9)**
Lease liabilities	(61.2)	21.0	(16.2)	1.0	1.0	**(54.4)**
Net borrowings	(201.1)	108.4	(16.9)	1.0	0.6	**(108.0)**

	31 December 2022 £m	Cash flow £m	Other non-cash* £m	Transfers** £m	Foreign exchange differences £m	31 December 2023 £m
Cash and cash equivalents including bank overdrafts (see Note 23)	22.8	5.7	–	(0.4)	(1.7)	26.4
Cash and cash equivalents included within assets held for sale	2.8	–	–	(2.4)	–	0.4
Total cash and cash equivalents	25.6	5.7	–	(2.8)	(1.7)	26.8
Debt due within one year	(36.6)	36.6	–	–	–	–
Debt due after one year	(121.9)	(43.0)	(1.8)	–	–	(166.7)
Total debt	(158.5)	(6.4)	(1.8)	–	–	(166.7)
Lease liabilities due within one year	(13.2)	18.1	(4.9)	(13.0)	–	(13.0)
Lease liabilities due after one year	(39.7)	–	(24.0)	13.0	2.5	(48.2)
Lease liabilities	(52.9)	18.1	(28.9)	–	2.5	(61.2)
Net borrowings	(185.8)	17.4	(30.7)	(2.8)	0.8	(201.1)

* Other non-cash includes lease additions and finance expense related to the unwind of discount on right-of-use lease liability and amortisation of financing fees.

** Transfers includes the reclassification of £0.4m in respect of cash disposed of from assets held for sale (2023: £2.8m) and £1.0m of lease liabilities disposed of as part of the RMSpumptools disposal (2023: £nil). In 2023, transfers also included £0.4m cash and cash equivalent balances reclassified from cash and cash equivalents to assets held for sale.

Notes to the consolidated financial statements continued

27. Provisions

	Cost of material litigation £m	Warranty £m	Other £m	Total £m
At 1 January 2023	2.0	2.4	2.3	6.7
Provided during the year	–	(0.2)	7.2	7.0
At 31 December 2023	2.0	2.2	9.5	13.7
Provided during the year	1.9	0.9	2.9	5.7
Utilised during the year	–	(1.7)	(4.2)	(5.9)
Re-classified to other payables	–	–	(3.0)	(3.0)
Released during the year	(1.7)	(0.1)	(0.2)	(2.0)
At 31 December 2024	**2.2**	**1.3**	**5.0**	**8.5**

	2024 £m	2023 £m
Current	**8.0**	9.4
Non-current	**0.5**	4.3
	8.5	13.7

Cost of material litigation consists of a provision associated with a historical joint venture. The Group successfully settled the matter during the year at a favourable value, resulting in a £1.7m release, which has been included in adjusting items. The agreed settlement of £0.3m is expected to be paid in the following financial year. Also included within Cost of material litigation are provisions associated with a £6.5m contractual dispute for which £1.9m was provided for in the year based on the contractual liability limit. The litigation is at its early stage only and no specific timing for a court decision has been discussed or agreed yet.

Provisions in respect of warranties are based on management's assessment of the previous history of claims, expenses incurred and an estimate of future obligations on goods and services supplied where a warranty has been provided to the customer.

Included within Other provisions in the prior year is £6.4m in relation to James Fisher Nuclear Limited Parent Company guarantees. Following the sale of the entire issued share capital of James Fisher Nuclear Holdings Limited and related properties (JFN) on 6 March 2023, a limited number of performance guarantees covering an event of default by JFN in performing its contractual duties and obligations remained with the Group. JFN subsequently entered administration on 9 August 2023. On 29 August 2024, this claim was settled for £6.4m and £3.4m of the provision has been utilised, with the balance re-classified to other payables.

Within the Defence Division, some international customers require defence contractors to comply with their industrial co-operation regulations, often referred to as offset requirements. The intention of offset requirements is to enhance the social and economic environment of the foreign country by requiring the contractor to promote investment in the country. The offset requirements can be satisfied through purchasing supplies and services from in-country vendors, providing financial support for in-country projects, establishment of joint ventures with local companies (direct investment) and establishing facilities for in-country operations. It can also involve technology and technical knowledge transfer. In the event contractors fail to perform in accordance with offset requirements, penalties may arise unless a negotiated position can be reached with the respective authorities. Offset obligations are calculated based on regulations, normally a fixed percentage of the revenue contract value. Similarly, penalties are calculated on standard methodology, normally a fixed percentage of the unfulfilled offset obligation. Offset contractual compliance is monitored separately from the revenue contract counterparty.

As at 31 December 2024, a provision of £3.0m (2023: £3.1m) has been recognised in regard to offset agreement penalties. Additional penalties which could be incurred if the offset obligation is not delivered, excluding those already provided, is estimated to be £1.2m, however contract time extensions have been requested and plans are in place to mitigate the penalty risk as far as possible. The liability is expected to be settled within the next year (2023: one to two years). The remaining contractual offset obligation at 31 December 2024 is £20.6m (2023: £22.0m).

28. Deferred tax

	2024 £m	2023 £m
Non-current assets		
Property, plant and equipment	**6.1**	4.9
Losses carried forward	**2.8**	2.3
Temporary differences	**0.8**	1.4
Deferred tax asset	**9.7**	8.6
Non-current liabilities		
Intangible assets	–	(0.1)
Property, plant and equipment	**(5.0)**	(3.1)
Derivative financial instruments	**(0.1)**	(0.7)
Retirement benefit obligations	**(0.7)**	(0.7)
Temporary differences	**(0.4)**	–
Deferred tax liability	**(6.2)**	(4.6)
Net deferred tax	**3.5**	4.0
Represented by:		
Deferred tax assets	**4.2**	4.1
Deferred tax liabilities	**(0.7)**	(0.1)
	3.5	4.0

Amendments to IAS 12 related to Assets and Liabilities Arising from a Single Transaction, effective for periods starting on or after 1 January 2023, narrowed the application of the initial recognition exception by clarifying that the exemption does not apply to transactions such as leases and decommissioning obligations.

In order to recognise a deferred tax asset, it must be probable that future taxable profits will be available against which the deductible temporary differences and unused tax losses can be utilised. The Group assesses the recoverability of deferred tax assets at each reporting date.

IAS 12 does not define a period over which an assessment of expected taxable profits should be made although it is acknowledged that reliability decreases the further out into the future the forecast extends. Expected UK taxable profits have been calculated based on the Board-approved detailed three-year budget, which shows that losses carried forward at the balance sheet date are expected to be utilised within the review period. However, utilisation of the losses occurs predominately in later years of the forecast period. As a result of this forecast information, and the taxable UK loss incurred in the current and prior year, management has not recognised any deferred tax asset in respect of the UK losses incurred in the year. These losses can be carried forward indefinitely. The net deferred tax asset recognised in the accounts relates to the overseas businesses.

At 31 December 2024, the Group had unrecognised tax losses of £50.7m (2023: £43.3m). £47.4m (2023: £40.2m) of these losses can be carried forward indefinitely, and £3.3m (2023: £3.1m) will expire within the next ten years. Deferred tax assets and liabilities included in the Consolidated statement of financial position have been stated according to the net exposures in each tax jurisdiction.

The gross movement on the deferred income tax account is as follows:

	2024 £m	2023 £m
At 1 January	**4.0**	8.1
Charged to comprehensive income	**0.4**	(0.7)
Charged to income statement	**(0.5)**	(3.0)
Disposal of subsidiaries	**(0.3)**	–
Foreign exchange differences	**(0.1)**	(0.4)
At 31 December	**3.5**	4.0

Deferred tax charged to the income statement relates to the following:

	2024 £m	2023 £m
Deferred tax assets	**0.1**	2.8
Deferred tax liabilities:		
Property, plant and equipment	**0.9**	1.5
Intangible assets	–	(1.3)
Other	**(0.5)**	–
Deferred income tax charge	**0.5**	3.0

Notes to the consolidated financial statements continued

28. Deferred tax continued

At 31 December 2024, the Group has no deferred income tax liability (2023: £nil) in respect of taxes that would be payable on the unremitted earnings of certain of the Company's subsidiaries. No deferred income tax liability has been recognised in respect of this temporary timing difference due to the foreign profits' exemption, the availability of double taxation relief and the ability to control the remittance of earnings.

29. Retirement benefit obligations

The Group defined benefit pension scheme obligations relate to the James Fisher and Sons plc Pension Fund for Shore Staff (Shore staff), the Merchant Navy Officers Pension Fund (MNOPF) and the Merchant Navy Ratings Pension Fund (MNRPF) which are regulated under UK pension legislation. The financial statements incorporate the latest full actuarial valuations of the schemes which have been updated to 31 December 2024 by qualified actuaries using assumptions set out in the table below. These defined benefit schemes expose the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk. In addition, by participating in certain multi-employer industry schemes, the Group can be exposed to a pro-rata share of the credit risk of other participating employers. There are no plans to withdraw from the MNOPF or MNRPF schemes in the foreseeable future. The Group's obligations in respect of its pension schemes at 31 December 2024 were as follows:

	2024 £m	2023 £m
Non-current assets		
Shore staff	9.1	7.4
MNOPF	–	–
Retirement benefit surplus	9.1	7.4
Non-current liabilities		
MNRPF	(1.9)	(1.6)
Retirement benefit obligations	(1.9)	(1.6)
Net retirement benefit surplus	7.2	5.8

Shore staff

The assets of this scheme are held in a separate Trustee-administered account and do not include any of the Group's assets. The scheme was closed to new members in October 2001 and closed to future accrual on 31 December 2010. The most recent actuarial valuation was as at 31 July 2022. It is valued every three years after which deficit contributions and the repayment period are subject to agreement between the Group and the Trustees. Funding arrangements are set out in the most recent triennial actuarial valuation report. The weighted average duration of the Shore staff scheme is ten years.

The Shore staff plan assets and obligations have been updated to 31 December 2024 resulting in a surplus being recognised. A surplus, when calculated on an accounting basis, is recognised when the Group can realise the economic benefit at some point during the life of the plan or when the plan liabilities are all settled and there are no remaining beneficiaries. Based on a review of the plan's governing documentation, the Group has a right to a refund of surplus assuming the gradual settlement of the plan liabilities over time until all members have left. The Directors therefore take the view that it is appropriate to recognise the surplus.

MNOPF

The MNOPF is an industry-wide pension scheme which is accounted for as a defined benefit scheme. It is valued every three years and deficits have typically been funded over a ten-year period. The most recent triennial actuarial valuation of the scheme was as at 31 March 2021 and no additional deficit funding was requested by the Trustees. Funding arrangements are set out in the most recent triennial actuarial valuation report. The share of the Group in the net retirement benefit obligation of the MNOPF is 2.97% (2023: 2.95%). Disclosures relating to this scheme are based on these allocations which are reviewed, and changes notified to the Group. Information supplied by the Trustees of the MNOPF has been reviewed by the Group's actuaries. The principal assumption in the review is the discount rate on the scheme's liabilities which was 5.40% (2023: 4.55%). The other major assumptions are the same as in the actuarial assumptions table. The disclosures in this note relate to the Group's share of the assets and liabilities within the MNOPF. No contributions to this scheme are expected in 2025 which is represented by the surplus in the table above. The Group does not have an unconditional right to a refund of a scheme surplus. The weighted average duration of the MNOPF scheme is ten years.

MNRPF

The MNRPF is an industry-wide pension scheme which is accounted for as a defined benefit scheme. The most recent actuarial valuation of the MNRPF was at 31 March 2023. Information supplied by the Trustees of the MNRPF has been reviewed by the Group's actuaries. The share of the Group in the net retirement benefit obligation of the MNRPF is reviewed and changes notified to the Group. The principal assumption in the MNRPF valuation is the discount rate on the schemes liabilities which was 5.40% (2023: 4.55%). The other major assumptions are the same as in the actuarial assumptions table. Estimated contributions to this scheme are £0.2m in 2025. The Group does not have an unconditional right to a refund of a scheme surplus. The weighted average duration of the MNRPF scheme is 11 years.

In 2018, the Trustees became aware of historical legal uncertainties relating to changes to ill-health early retirement benefits payable from the MNRPF.

29. Retirement benefit obligations continued

MNRPF continued

In order to resolve the issue, the Trustees sought directions from the Court, and in February 2022, the High Court approved a settlement in principle. During 2023, a £0.3m credit was recognised within administrative expenses relating to the Group's share of additional liabilities which have been estimated to date.

New issues were identified in 2021 in relation to the Fund's administrative and benefit practices as part of the benefit review carried out by the Fund's lawyers. The Trustees are undertaking further investigations and the potential quantum of these issues at the moment is uncertain. During 2023, a £2.5m past service cost was recognised within administrative expenses relating to the Group's share of additional liabilities which have been estimated to date. This £2.5m combined with the £0.3m credit regarding ill-health early retirement represents a net £2.2m charge during 2023.

Actuarial assumptions

The schemes' assets are stated at their market values on the respective balance sheet dates. The overall expected rates of return on assets reflect the risk-free rate of return plus an appropriate risk premium based on the nature of the relevant asset category. The principal assumptions used in updating the latest valuations for each of the schemes were:

	2024	2023
Inflation (%)	**3.20**	3.10
Rate of increase of pensions in payment – Shore staff (%)	**3.15**	3.00
Discount rate for scheme liabilities (%)	**5.40**	4.55
Expected rates of return on assets (%)	**5.40**	4.55
Post-retirement mortality: (years)		
Shore staff scheme		
Current pensioner at 65 male	**21.5**	21.7
Current pensioner at 65 female	**23.5**	23.6
Future pensioner at 65 male	**22.5**	23.0
Future pensioner at 65 female	**24.6**	25.1

The post-retirement mortality assumptions allow for the expected increase in longevity. The "current" disclosures above relate to assumptions based on longevity (in years) following retirement at the balance sheet date, with "future" being that relating to a member who is currently 45 years old.

The mortality assumptions are based on:

- 96% S3PMA/S3PFA_M for Shore Staff Scheme
- 108.5% S3NMA / 89% S3NFA_H for MNOPF
- 101% S3PMA_H / 114% S3DFA for MNRPF

The future improvements in longevity assumption for all schemes is CMI_2023 1.00%; S=7.0;A=0%.

The key sensitivities on the major schemes may be summarised as follows:

Key measure	Change in assumption	Change in deficit
Shore staff scheme		
Discount rate	Increase of 0.5%	Decrease by 4.6%
Rate of inflation	Increase by 0.5%	Increase by 2.6%
Rate of mortality	Increase in life expectancy of 1 year	Increase by 3.4%
MNOPF		
Discount rate	Increase of 0.5%	Decrease by 3.9%
Rate of inflation	Increase by 0.5%	Increase by 1.9%
Rate of mortality	Increase in life expectancy of 1 year	Increase by 3.3%
MNRPF		
Discount rate	Increase of 0.5%	Decrease by 3.9%
Rate of inflation	Increase by 0.5%	Increase by 0.9%
Rate of mortality	Increase in life expectancy of 1 year	Increase by 2.5%

In determining the discount rate, assumptions have been made in relation to corporate bond yields and the expected term of liabilities. As noted above, a change in discount rate applied has a significant impact on the value of liabilities.

Notes to the consolidated financial statements continued

29. Retirement benefit obligations continued

29.1. The assets and liabilities of the schemes

	2024				2023			
	Shore staff £m	**MNOPF £m**	**MNRPF £m**	**Total £m**	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
Fair value of scheme assets*	**51.2**	**53.4**	**11.2**	**115.8**	54.0	60.0	12.4	126.4
Present value of scheme liabilities	**(42.1)**	**(53.0)**	**(13.1)**	**(108.2)**	(46.6)	(57.8)	(14.0)	(118.4)
Effect of asset ceiling	**–**	**(0.4)**	**–**	**(0.4)**	–	(2.2)	–	(2.2)
Net pension surplus/(obligation)	**9.1**	–	**(1.9)**	**7.2**	7.4	–	(1.6)	5.8

* The Shore staff scheme includes the following asset categories:

	2024 £m	2023 £m
Investment funds: diversified alternatives (unquoted)	**–**	7.0
Investment funds: liability-driven investments (quoted)	**10.6**	13.9
Investment funds: absolute return bonds (unquoted)	**15.5**	14.1
Investment funds: asset-backed securities (quoted)	**18.0**	6.2
Investment funds: annuity assets	**0.5**	0.7
Investment funds: other (unquoted)	**3.6**	5.1
Cash or liquid assets**	**3.0**	7.0
	51.2	54.0

** £7.0m cash at 31 December 2023 includes £6.0m cash in transit from diversified alternatives disinvestment which was credited to the bank account on 2 January 2024.

The Liability Driven Investments (LDI) held by the Shore staff scheme (£10.6m at 31 December 2024) include fixed interest government bonds (gilts), index-linked gilts, cash and various derivative instruments such as inflation swaps, interest rate swaps, gilt total return swaps and gilt repurchase agreements. The aim of these investments is to match the interest rate and inflation exposure of a portion of the scheme's liabilities, to help reduce the volatility in the funding position.

The value of the Shore staff assets is determined by fund managers using principles of fair valuation as determined appropriate given the nature of the investment.

For the MNOPF, the value of the assets is projected by our corporate actuary using the latest audited asset values available (30 September 2024), in line with market movements.

For the MNRPF, asset values are provided at 31 December 2024 by the MNRPF's advisers. In August 2024, the MNRPF entered into a longevity swap agreement to hedge against the risk of members living longer than expected. Given the longevity swap typically has a zero fair value upon inception, no explicit allowance has been made for this longevity swap within the asset value at 31 December 2024.

The MNOPF and MNRPF schemes do not provide employer/participant specific asset details. Therefore, the bifurcation of assets for these schemes at 31 December 2024 and 31 December 2023 has not been presented.

The MNRPF and MNOPF contributions paid by the Group are not refundable in any circumstances and the balance sheet liability reflects an adjustment for any agreed deficit recovery contributions in excess of deficit determined using the Group's assumptions.

None of the assets held are non-transferable financial instruments issued by the Group or property occupied by the Group.

29.2. Expense recognised in the income statement

	2024				2023			
	Shore staff £m	**MNOPF £m**	**MNRPF £m**	**Total £m**	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
Past service cost	**–**	**–**	**–**	**–**	–	–	2.2	2.2
Expenses	**0.4**	**0.2**	**0.3**	**0.9**	0.1	0.2	0.2	0.5
Interest cost on benefit obligation	**2.1**	**2.5**	**0.5**	**5.1**	2.2	2.8	0.8	5.8
Interest income on scheme assets	**(2.4)**	**(2.6)**	**(0.5)**	**(5.5)**	(2.4)	(3.1)	(0.9)	(6.4)
Interest cost on the asset ceiling	**–**	**0.1**	**–**	**0.1**	–	0.2	0.1	0.3
	0.1	**0.2**	**0.3**	**0.6**	(0.1)	0.1	2.4	2.4

The actual return on the assets over 2024 are:

- Shore staff plan assets had a gain of £0.2m (2023: gain of £4.2m)
- MNRPF plan assets had a gain of £0.1m (2023: loss of £6.9m)
- MNOPF plan assets had a loss of £1.6m (2023: loss of £1.6m).

29. Retirement benefit obligations continued

29.3. Movements in the net defined benefit obligation

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	7.4	–	(1.6)	5.8	5.5	(0.4)	–	5.1
Expense recognised in the income statement	(0.1)	(0.2)	(0.3)	(0.6)	0.1	(0.1)	(2.4)	(2.4)
Contributions paid to scheme	1.6	–	0.3	1.9	1.1	0.4	–	1.5
Re-measurement gains/(losses)	0.2	0.2	(0.3)	0.1	0.7	0.1	0.8	1.6
At 31 December	9.1	–	(1.9)	7.2	7.4	–	(1.6)	5.8

29.4. Changes in the present value of the net defined benefit obligation

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	46.6	57.8	14.0	118.4	46.8	61.1	18.3	126.2
Past service cost	–	–	–	–	–	–	2.2	2.2
Interest cost	2.1	2.5	0.5	5.1	2.2	2.8	0.8	5.8
Re-measurement loss/(gain):								
Actuarial loss arising from scheme experience	0.2	0.9	1.7	2.8	0.7	(1.7)	(6.6)	(7.6)
Actuarial gain arising from changes in demographic assumptions	(0.1)	(0.1)	(0.3)	(0.5)	(0.3)	(1.1)	(0.3)	(1.7)
Actuarial (gain)/loss arising from changes in financial assumptions	(3.3)	(3.6)	(1.0)	(7.9)	0.6	1.2	0.4	2.2
Net benefits paid out	(3.4)	(4.5)	(1.8)	(9.7)	(3.4)	(4.5)	(0.8)	(8.7)
At 31 December	42.1	53.0	13.1	108.2	46.6	57.8	14.0	118.4

29.5. Changes in the effect of the asset ceiling

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
As at 1 January	–	(2.2)	–	(2.2)	–	(5.2)	(1.9)	(7.1)
Interest	–	(0.1)	–	(0.1)	–	(0.2)	(0.1)	(0.3)
Change in adjustment in excess of interest	–	1.9	–	1.9	–	3.2	2.0	5.2
As at 31 December	–	(0.4)	–	(0.4)	–	(2.2)	–	(2.2)

Notes to the consolidated financial statements continued

29. Retirement benefit obligations continued

29.6. Changes in the fair value of the plan assets

	2024				2023			
	Shore staff £m	**MNOPF £m**	**MNRPF £m**	**Total £m**	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	**54.0**	**60.0**	**12.4**	**126.4**	52.3	65.9	20.2	138.4
Expenses	**(0.4)**	**(0.2)**	**(0.3)**	**(0.9)**	(0.1)	(0.2)	(0.2)	(0.5)
Return on scheme assets recorded in interest	**2.4**	**2.6**	**0.5**	**5.5**	2.4	3.1	0.9	6.4
Re-measurement (gain)/loss:								
Return on plan assets excluding interest income	**(3.0)**	**(4.6)**	**0.1**	**(7.5)**	1.7	(4.7)	(7.7)	(10.7)
Contributions by employer	**1.6**	**–**	**0.4**	**2.0**	1.1	0.4	–	1.5
Net benefits paid out	**(3.4)**	**(4.4)**	**(1.9)**	**(9.7)**	(3.4)	(4.5)	(0.8)	(8.7)
At 31 December	**51.2**	**53.4**	**11.2**	**115.8**	54.0	60.0	12.4	126.4

29.7. History of experience gains and losses

Shore staff	**2024 £m**	2023 £m	2022 £m	2021 £m	2020 £m
Fair value of scheme assets	**51.2**	54.0	52.3	65.8	62.9
Defined benefit obligation	**(42.1)**	(46.6)	(46.8)	(66.8)	(71.7)
Surplus/(deficit) in scheme	**9.1**	7.4	5.5	(1.0)	(8.8)
Re-measurement gain/(loss):					
Return on plan assets excluding interest income	**(3.0)**	1.7	(13.1)	3.7	5.7
Re-measurement (loss)/gain on scheme liabilities	**(3.1)**	1.0	(18.1)	(2.7)	14.7

MNOPF	**2024 £m**	2023 £m	2022 £m	2021 £m	2020 £m
Fair value of scheme assets	**53.4**	60.0	65.9	97.2	99.2
Defined benefit obligation	**(53.0)**	(57.8)	(61.1)	(98.1)	(100.5)
Asset ceiling	**(0.4)**	(2.2)	(5.2)	–	–
Deficit in scheme	**–**	–	(0.4)	(0.9)	(1.3)

MNRPF	**2024 £m**	2023 £m	2022 £m	2021 £m	2020 £m
Fair value of scheme assets	**11.2**	12.4	20.2	29.0	30.9
Defined benefit obligation	**(13.1)**	(14.0)	(18.3)	(29.0)	(31.1)
Asset ceiling	**–**	–	(1.9)	–	–
Deficit in scheme	**(1.9)**	(1.6)	–	–	(0.2)

The cumulative amount of actuarial gains and losses relating to all schemes recognised since 1 January 2004 in the Group consolidated statement of comprehensive income is a loss of £43.4m (2023: £43.5m).

29.8. Impact of Virgin Media Limited vs. NTL Pension Trustees II Limited and Others

In June 2023, the High Court ruled on Virgin Media Limited vs. NTL Pension Trustees II Limited and Others, addressing the validity of certain historical pension changes due to the absence of the legally required actuarial confirmation. In July 2024, the Court of Appeal dismissed Virgin Media Limited's appeal against aspects of the June 2023 decision. The Court's conclusions may have broader implications for other UK defined benefit pension schemes. The Group is monitoring ongoing regulatory developments to determine the appropriate next steps. While the timing remains uncertain, the Group's approach is consistent with industry practice. The Trustees have obtained legal advice and are under no legal obligation to investigate and therefore no adjustments have been made to the valuation of the retirement benefit asset.

29.9. Defined contribution schemes

The Group operates a number of defined contribution schemes. The pension charge for the year for these arrangements is equal to the contributions paid and was £4.9m (2023: £5.0m).

30. Share-based payments

The Group operates a Long-Term Incentive Plan (LTIP) in respect of Executive Directors and certain senior employees and details are set out in the Directors' remuneration report on pages 102 to 106. It also operates a Sharesave scheme (Sharesave) for eligible employees which is HM Revenue and Customs approved.

The Group recognised an expense in respect of equity-settled share-based payments of £1.8m (2023: £1.0m).

The weighted average exercise prices (WAEP) and movements in share options during the year are as follows:

	Sharesave scheme				LTIP awards	
	2024 Number	**WAEP**	2023 Number	WAEP	**2024 Number**	2023 Number
Outstanding at 1 January	**574,444**	**£3.90**	677,651	£4.41	**2,272,277**	1,383,824
Granted during the year	**289,553**	**£2.72**	261,914	£3.66	**1,720,809**	1,390,033
Forfeited during the year*	**(308,604)**	**£4.21**	(362,577)	£4.66	**(624,942)**	(433,822)
Exercised*	**–**	**–**	(2,544)	£3.24	**(67,758)**	(67,758)
Outstanding at 31 December	**555,393**	**£3.11**	574,444	£3.90	**3,300,386**	2,272,277
Exercisable at 31 December	**–**	**–**	12,154	£14.09	**–**	–

* 32,421 shares in the 2023 LTIP awards comparative have been re-classified from forfeited to exercised.

30.1. Sharesave scheme

All employees, subject to the discretion of the Remuneration Committee, may apply for share options under an employee save as you earn plan which may from time to time be offered by the Group. An individual's participation is limited so that the aggregate price payable for shares under option at any time does not exceed the statutory limit. Options granted under the plans will normally be exercisable if the employee remains in employment and any other conditions set by the Remuneration Committee have been satisfied. Options are normally exercisable at the end of the related savings contract, but early exercise is permitted in certain limited circumstances. The performance period will not normally be less than three and a half years or greater than seven and a half years. Awards were made of 289,553 options under this scheme on 10 June 2024.

During the year no options were exercised (2023: 2,544). The weighted average share price at the date of exercise for the options exercised in 2023 was £3.24. For the Sharesave options outstanding at 31 December 2024, the weighted average remaining contractual life is 2 years and 11 months (2023: 3 years and 0 months). The weighted average fair value of options granted during the year was £1.56 (2023: £1.48). The range of exercise prices for options outstanding at the end of the year was £2.72 – £11.06 (2023: £3.24 – £20.98). The fair value of share-based payments has been estimated using the Black-Scholes model.

30.2. LTIP awards scheme

LTIP awards are granted in the form of a conditional share award to certain employees. Vesting requirements for this scheme are set out within the Directors' remuneration report on page 112. 2024 LTIP awards have been granted over 1,720,809 ordinary shares of 25 pence each.

As described in the Directors remuneration report on page 11, a restricted share award (structured as a conditional award of shares) over 135,516 ordinary shares of 25 pence each was granted to Mr Vernet (Chief Executive Officer) on 13 September 2022. 67,758 options vested and were exercised during the year (2023: 67,758 vested and exercised) and there are no options outstanding (2023: 67,758).

For LTIP awards the weighted average remaining contractual life is 8 years and 10 months (2023: 8 years and 10 months). The weighted average fair value of options granted during the year was £2.86 (2023: £3.58). The fair value of options has been estimated using the Monte Carlo model.

The inputs to the models used to determine the valuations fell within the following ranges:

	2024	2023
Dividend yield (%)	**0.80%**	1.60%
Expected life of option (years)	**3–5**	3–7
Share price at date of grant	**£3.10**	£3.90–£3.94
Expected share price volatility (%)	**60.0%**	40.0%
Risk-free interest rate (%)	**4.24%–4.41%**	4.32%–4.59%

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price.

Notes to the consolidated financial statements continued

31. Share capital and other reserves

31.1. Share capital

	Number	£m
In issue at 1 January 2024 and at 31 December 2024	**50,398,063**	**12.6**

Ordinary shareholders are entitled to receive dividends as declared from time to time by the Directors. Shares carry equal voting rights of one vote per share held and shareholders have the right to attend and speak at general meetings, exercise voting rights and appoint proxies. Ordinary shares are irredeemable. In the event of a winding-up order ordinary shareholders are entitled to an unlimited share of the surplus after distribution to the cumulative preference shareholders.

31.2. Share premium

The amount subscribed for share capital in excess of nominal value.

31.3. Treasury shares

The Group has an established Employee Share Ownership Trust, the James Fisher and Sons plc Employee Share Ownership Trust (ESOT), to meet potential obligations under share option and long-term incentive schemes awarded to employees. The Trust has waived its right to receive dividends and these shares are classified as treasury shares in the Consolidated statement of financial position. The number of shares held at 31 December 2024 was 44,760 (2023: 12,519) at a total cost of £0.2m (2023: £0.5 million). The ESOT purchased 100,000 shares during 2024 (2023: 32,421).

During the year, 67,758 (2023: 67,758) ordinary shares with an aggregate nominal value of £16,940 (2023: £16,940) were issued from the ESOT to satisfy awards made under the restricted share award made to Mr Vernet (Chief Executive Officer).

31.4. Other reserves

The table below sets out the movements in other reserves:

Other reserves	Translation reserve £m	Hedging reserve £m	Put option liability £m	Total £m
At 1 January 2023	(8.2)	2.5	(1.1)	(6.8)
Other comprehensive expense	(8.1)	(1.6)	–	(9.7)
Re-measurement of non-controlling interest put option	–	–	0.1	0.1
At 31 December 2023	(16.3)	0.9	(1.0)	(16.4)
Other comprehensive expense	(4.6)	(1.4)	–	(6.0)
Re-measurement of non-controlling interest put option	(0.6)	–	1.0	0.4
At 31 December 2024	**(21.5)**	**(0.5)**	**–**	**(22.0)**

31.4.1. Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

31.4.2. Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments.

31.4.3. Put option liability

The put option liability comprises the fair value of the option for a non-controlling shareholder to require the Group to purchase their equity shares.

31.5. Retained earnings

The accumulated net gains and losses of the Group since inception.

32. Financial instruments

32.1. Capital management

The primary objective of the Group's capital management policy is to maintain a strong credit rating and covenant ratios in order to be able to support the continued growth of its trading businesses and to increase shareholder value. The Group meets its day-to-day working capital requirements through operating cash flows, with borrowings in place to fund acquisitions and capital expenditure. At 31 December 2024, the Group had £17.0m (2023: £24.7m) of undrawn committed facilities.

The Group is required under the terms of its loan agreements to maintain covenant ratios in respect of leverage and interest cover. The Group met its covenant ratios for the year ended 31 December 2024. Non-compliance with covenants would result in the loan being repayable on demand. See Note 2.3 for the Directors' going concern assessment. The total amount that the Group is able to borrow under committed facilities has reduced to a maximum of £95.0m (2023: £192.7m). During 2025, £2.5m of step-downs in the commitment are scheduled to occur in January 2025 (£1.0m) and May 2025 (£1.5m) which will take the total amount the Group is able to borrow to £92.5m.

The Group manages its capital structure to maintain investor, supplier and market confidence and to provide returns to shareholders that will support the future development of the business. The Group's dividend policy is based on the expected growth in sustainable income streams after making provision for the retention of capital to invest in growth and acquisitions. In evaluating growth investment opportunities, the Group applies a hurdle rate of a 15.0% pre-tax return on capital invested.

Capital efficiency is monitored by reference to Return on Capital Employed (see Note 5.4).

32.2. 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. This risk arises principally from the Group's receivables from customers and from cash balances held with financial institutions. The credit risk on cash and deposits and derivative financial instruments is limited because the counterparties with significant balances are banks with strong credit ratings. The carrying amount of financial assets represents the maximum credit exposure. There are no significant concentrations of credit risk within the Group. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the industry and country in which each customer operates. The Group has a number of large customers including Government agencies in the UK and overseas, major oil companies and other multinational corporations. The ten largest customers of the Group accounted for approximately 37.0% of Group revenue (2023: 33.0%). No customer accounted for more than 9.0% (2023: 6.0%) of Group revenue. Goods are sold subject to retention of title clauses so that in the event of non-payment the Group may have a secured claim.

New customers are subject to creditworthiness checks and credit limits are subject to approval by senior management. The credit profiles of the Group's customers are obtained from credit rating agencies where possible and are closely monitored. The scope of these reviews includes amounts overdue and credit limits. The credit quality of customers is assessed against the appropriate credit ratings, financial strength, trading experience and market position to define credit limits. Trade receivables are non-interest bearing and are generally on 30 to 60 days terms.

The maximum exposure to credit risk at the reporting date was as follows:

	2024 £m	2023 £m
Receivables	**102.5**	111.1
Cash at bank and in hand	**86.2**	77.5
Derivative financial assets:		
Interest rate swaps designated as cash flow hedges	**1.4**	2.3
Forward foreign exchange contracts designated as cash flow hedges	**–**	0.8
	190.1	191.7

The Group has elected to apply the simplified approach to measuring expected credit losses, using a lifetime expected credit loss approach for trade receivables, contract assets, amounts owed by joint venture undertakings and other financial assets, including cash and cash equivalents and loans to associated undertakings. In applying the simplified approach to measuring expected credit losses, the Group uses a provision matrix to calculate lifetime expected credit losses, using historical loss rates based on days past due and forward-looking information, primarily country growth forecasts. The matrix approach allows application of different default rates to different groups of customers with similar risk characteristics. These groups are determined by a number of factors including the nature of the customer and the sector in which they operate. In determining the recoverability of a trade receivable or contract asset, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date, largely based on the ageing of the trade receivable or contract asset.

Trade receivables and contract assets are specifically impaired when the amount is in dispute, customers are in financial difficulty or for other reasons which imply there is doubt over the recoverability of the debt. They are written off when there is no reasonable expectation of recovery, based on an estimate of the financial position of the counterparty. For contract assets, in the event of a contract issue, specific provision is made where appropriate.

Notes to the consolidated financial statements continued

32. Financial instruments continued

32.2. Credit risk continued

When estimating expected credit losses, the Group considers reasonable and supportable information (both qualitative and quantitative) that is relevant and available without undue cost or effort.

As at 31 December 2024, the expected credit loss on trade receivables was £8.0m (2023: £9.2m) despite the lower trade receivables balances but reflecting a slightly heightened risk profile due to the volatile macroeconomic environment.

The following table provides information about the ageing of gross trade receivables and the expected credit losses for trade receivables.

	2024		2023	
Group	**Gross carrying amount £m**	**Loss allowance £m**	Gross carrying amount £m	Loss allowance £m
Not yet due	**28.4**	**0.3**	40.8	0.4
Overdue 1 to 30 days	**15.9**	**0.5**	12.2	0.1
Overdue 31 to 60 days	**4.2**	**0.1**	5.7	0.2
Overdue 61 to 90 days	**2.0**	**–**	2.0	0.1
Overdue 91 to 180 days	**1.4**	**0.2**	0.8	0.1
Overdue more than 180 days	**6.9**	**6.9**	9.8	8.3
	58.8	**8.0**	71.3	9.2

Contract assets, which represent revenue earned but not yet invoiced or due, before any provision for expected credit losses were £40.0m (2023: £38.5m). The expected credit loss provision against contract assets at 31 December 2024 was £nil (2023: £0.4m). Expected credit losses in respect of amounts owed by joint ventures were £nil (2023: £0.2m). The Group considers expected credit losses for other financial assets, including cash and cash equivalents and loans to joint ventures, to be immaterial.

Movements in the allowance for credit losses on trade receivables and contract assets are as follows:

	2024 £m	2023 £m
Balance at 1 January	**9.6**	11.8
Released in the year	**(4.9)**	–
Provided in the year	**5.0**	0.1
Written off	**(1.6)**	(1.9)
De-recognised on disposal of subsidiaries	**(0.4)**	–
Foreign exchange differences	**0.3**	(0.4)
Balance at 31 December	**8.0**	9.6

Based on historical default rates, used to inform our view of future expected credit losses, the Group believes that apart from the amounts included in the table above, no impairment allowance is necessary in respect of trade receivables or contract assets.

32. Financial instruments continued

32.3. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages its cash resources and borrowings to ensure that it will have sufficient liquidity to meet its liabilities as they fall due but in a manner designed to maximise the benefit of those resources whilst ensuring the security of investment resources. The Group forecasts the profile of its cash requirements monthly and ensures that sufficient facilities are available to meet peak requirements which occur at predictable times in the year. The Group manages the maturity profile of its borrowings by maintaining a regular dialogue with its lenders and ensuring that it commences the renegotiation of facilities sufficiently early to allow a comprehensive review of its requirements before completion.

The following are the contractual maturities of financial liabilities, including interest payments:

At 31 December 2024	Carrying amount £m	Contractual cash flows £m	Within 1 year £m	1–2 years £m	2–3 years £m	3–4 years £m	4–5 years £m	Greater than 5 years £m
Non-derivative financial liabilities								
Unsecured bank loans and overdrafts	139.7	(166.0)	(71.3)	(7.3)	(66.8)	(6.1)	(14.5)	–
Lease liabilities	54.4	(70.6)	(20.6)	(9.4)	(8.1)	(7.7)	(5.5)	(19.3)
Trade and other payables	111.3	(111.3)	(111.3)	–	–	–	–	–
Derivative financial liabilities								
Outflow on forward foreign exchange contracts used for hedging	(0.9)	(37.1)	(37.1)	–	–	–	–	–
	304.5	(385.0)	(240.3)	(16.7)	(74.9)	(13.8)	(20.0)	(19.3)

At 31 December 2023	£m	£m	£m	£m	£m	£m	£m	£m
Non-derivative financial liabilities								
Unsecured bank loans and overdrafts	217.7	(250.2)	(69.8)	(180.4)	–	–	–	–
Lease liabilities	61.2	(84.3)	(16.8)	(13.5)	(11.7)	(8.1)	(7.0)	(27.2)
Trade and other payables	113.4	(113.4)	(113.4)	–	–	–	–	–
Derivative financial liabilities								
Interest rate swaps used for hedging	(0.2)	(25.4)	(4.2)	(5.0)	(3.8)	(3.6)	(2.2)	(6.6)
Outflow on forward foreign exchange contracts used for hedging	–	(52.1)	(52.1)	–	–	–	–	–
	392.1	(525.4)	(256.3)	(198.9)	(15.5)	(11.7)	(9.2)	(33.8)

Notes to the consolidated financial statements continued

32. Financial instruments continued

32.4. Foreign exchange risk

The Group is exposed to foreign currency risks on sales, purchases, cash and borrowings denominated in currencies other than Pounds Sterling. The Group's risk management policy uses forward exchange contracts to hedge its transactional exposures. These transactional exposures are mainly to movement in the US Dollar (USD) and the Euro (EUR). Most forward exchange contracts have maturities of less than one year after the balance sheet date. Forward exchange contracts which qualify as effective cash flow hedges are stated at fair value. The principal translation exposures relate to USD, Norwegian Kroner (NOK), Singapore Dollar (SGD), Brazilian Real (BRL) and Australian Dollar (AUD). In the prior year, the Group also had exposure to Nigerian Naira (NGN).

The Group's exposure to foreign currency transactional risk in its principal currencies was as follows based on notional amounts:

	31 December 2024			
	USD m	**EUR m**	**NOK m**	**SGD m**
Trade receivables	**25.9**	**2.1**	**–**	**–**
Cash at bank and in hand	**37.6**	**–**	**6.1**	**0.2**
Trade payables	**(5.5)**	**(0.9)**	**–**	**–**
Lease liabilities	**(38.0)**	**–**	**–**	**–**
Gross balance sheet exposure	**20.0**	**1.2**	**6.1**	**0.2**
Forecast sales	**141.1**	**16.2**	**–**	**–**
Forecast purchases	**(51.4)**	**(15.9)**	**–**	**–**
Gross exposure	**109.7**	**1.5**	**6.1**	**0.2**
Forward foreign exchange contracts	**(46.4)**	**–**	**–**	**–**
Net exposure	**63.3**	**1.5**	**6.1**	**0.2**

	31 December 2023					
	USD m	EUR m	NOK m	SGD m	AUD m	NGN m
Trade receivables	55.2	1.2	–	–	0.2	0.2
Cash at bank and in hand	37.8	0.5	9.7	1.8	0.1	1.1
Trade payables	(9.6)	(3.1)	(11.8)	–	–	(42.4)
Gross balance sheet exposure	83.4	(1.4)	(2.1)	1.8	0.3	(41.1)
Forecast sales	184.9	12.8	–	–	–	631.5
Forecast purchases	(61.7)	(15.3)	–	–	–	(807.8)
Gross exposure	206.6	(3.9)	(2.1)	1.8	0.3	(217.4)
Forward foreign exchange contracts	(66.4)	–	–	–	–	–
Net exposure	140.2	(3.9)	(2.1)	1.8	0.3	(217.4)

Changes in the level of exchange rates will have an impact on consolidated earnings. The following table shows the impact on earnings of a 5.0% strengthening in Pounds Sterling against the Group's key currencies. The obverse movements would be of the same magnitude. These amounts have been calculated by applying changes in exchange rates to the Group's foreign currency profits and losses and to financial instruments denominated in foreign currency.

	2024		2023	
Group	**Equity £m**	**Income statement £m**	Equity £m	Income statement £m
US Dollar	**(2.2)**	**(4.5)**	(2.6)	(5.0)
Other	**(0.8)**	**(0.7)**	0.3	(1.2)
	(3.0)	**(5.2)**	(2.3)	(6.2)

Included within operating profit are foreign currency losses of £0.8m (2023: gains of £0.8m).

32. Financial instruments continued

32.5. Interest rate risk

The Group uses interest rate swaps to convert interest rates on certain borrowings from floating rates to fixed rates to hedge exposure to fluctuations in interest rates. The interest rate profile of the Group's financial assets and liabilities is set out in the table below:

	2024 £m	2023 £m
Fixed rate instruments		
Financial liabilities	**(0.1)**	(0.1)
	(0.1)	(0.1)
Variable rate instruments		
Financial assets	**86.2**	77.5
Financial liabilities	**(155.5)**	(217.7)
	(69.3)	(140.2)

Where hedging criteria are met, the Group classifies interest rate swaps as cash flow hedges and carries them at fair value. Over the longer term, permanent changes in interest rates would have an impact on consolidated earnings. Based on the Group's financial assets and liabilities at floating rates, a 1.0% change in all interest rates during the current year would have a £0.8m impact on the Group's profit before taxation (2023: £0.9m).

32.6. Fair values

There are no material differences between the book value of financial assets and liabilities and their fair value other than unsecured bank loans and overdrafts which have a fair value of £142.0m (2023: £219.4m) compared to a carrying value of £139.7m (2023: £217.7m).

Fair value has been determined by reference to the market value at the balance sheet date or by discounting the relevant cash flows using current interest rates for similar instruments. The fair value of the financial assets has been assessed by the Directors with reference to the current prospects of the investments and associated risks.

Notes to the consolidated financial statements continued

32. Financial instruments continued

32.6. Fair values continued

32.6.1. Fair value hierarchy
The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of inputs used in making measurements of fair value. The fair value hierarchy has the following levels:

(a) Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
(b) Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
(c) Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following financial instruments have all been classified as level 2:

	2024 £m	2023 £m
Financial assets measured at fair value		
Forward foreign exchange contracts designated as cash flow hedges	**–**	0.8
Interest rate swaps designated as cash flow hedges	**1.4**	2.3
	1.4	3.1
Financial liabilities measured at fair value		
Forward foreign exchange contracts designated as cash flow hedges	**(0.9)**	–
Interest rate swaps designated as cash flow hedges	**–**	(0.2)
	(0.9)	(0.2)
	0.5	2.9

There have been no transfers between categories during the period (2023: none). The fair values of interest rate swap contracts and forward foreign exchange contracts are calculated by management based on external valuations received from the Group's bankers, and based on forward foreign exchange rates and anticipated future interest yields, respectively.

Forward foreign exchange contracts and interest rate swaps are included within "Other financial assets/Other financial liabilities" in the Consolidated statement of financial position; in "effective portion of changes in fair value of cash flow hedges" in the Consolidated statement of other comprehensive income (OCI), and in "administrative expenses" within the Consolidated income statement.

The Group designates the spot element of forward foreign exchange contracts to hedge its currency risk and applies a hedge ratio of approximately 50.0% (2023: 50.0%). The forward elements of forward foreign exchange contracts are excluded from the designation of the hedging instrument and are separately accounted for as a cost of hedging which is recognised in equity in the hedging reserve.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The Group assesses whether the derivative designated in each hedging relationship is expected to be and has been effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method.

In these hedge relationships, the main sources of ineffectiveness are changes in timing of the hedged transactions.

32.6.2. Forward foreign exchange contracts
At 31 December 2024, the Group held forward foreign exchange contracts designated to hedge future commitments in USD with a fair value of £0.9m (2023: £0.8m). The contracts totalling $46.4m had an average exchange rate of 1.283 (2023: $66.4m with an average exchange rate of 1.260) and mature between January and December 2025 (2023: January and December 2024).

The foreign exchange contracts have been negotiated to match the expected profile of receipts. At 31 December 2024, these hedges were assessed to be highly effective and an unrealised loss of £0.9m (2023: gain of £0.5m) relating to the hedging instruments is included in equity.

In respect of the changes in the value of the hedging instrument of the forward foreign exchange contracts, a loss of £0.3m (2023: gain of £0.9m) was recognised in the Consolidated income statement and a loss of £1.3m (2023: gain of £0.4m) was recognised in the Consolidated statement of other comprehensive income relating to forward foreign exchange contracts.

32. Financial instruments continued

32.6. Fair values continued

32.6.3. Interest rate swaps

The Group entered into interest rate swap contracts in respect of Sterling-denominated debt to swap a variable-rate liability for a fixed-rate liability. These instruments have been allocated against the debt in the tables shown above. Details of the contracts and their fair values at 31 December are set out below:

			Amount		Fair value	
	Maturity	Fixed rate %	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Sterling interest rate swaps	29 October 2027	2.1%-3.1%	**23.0**	50.0	**1.1**	2.3
USD interest rate swaps	21 November 2032 & 16 January 2033	3.65%-3.70%	**21.5**	26.9	**0.3**	(0.2)

In respect of the interest rate swaps, a gain of £2.6m (2023: loss of £1.1m) was recognised in the Consolidated income statement, and loss of £0.7m (2023: loss of £0.6m) was recognised in the Consolidated statement of other comprehensive income.

32.7. Market risk

The Group has the following derivative financial instruments in the following line items in the Consolidated statement of financial position:

	2024 £m	2023 £m
Non-current assets		
Interest rate swaps designated as cash flow hedges	**1.4**	–
Total non-current derivative financial instrument assets within Other financial assets	**1.4**	–
Current assets		
Forward foreign exchange contracts designated as cash flow hedges	**–**	0.8
Interest rate swaps designated as cash flow hedges	**–**	2.3
Total current derivative financial instrument assets included within Trade and other receivables	**–**	3.1
Current liabilities		
Forward foreign exchange contracts designated as cash flow hedges	**(0.9)**	–
Total non-current derivative financial instrument assets within Other financial liabilities	**(0.9)**	–
Interest rate swaps designated as cash flow hedges	**–**	(0.2)
Total current derivative financial instrument liabilities included within Trade and other payables	**–**	(0.2)
	0.5	2.9

Notes to the consolidated financial statements continued

33. Disposal of businesses

During the year, the Group made the following disposals:

- On 8 July 2024, the Group disposed of its 100% shareholding in RMSpumptools Limited and its subsidiaries (RMS) from its Energy Division to ChampionX Corporation for £82.8m cash consideration.
- On 6 September 2024, the Group disposed of its 100% shareholding in Martek Holdings Limited and its subsidiaries (Martek) from its Maritime Transport Division to a regional fund managed by Foresight Group for £12.1m gross consideration: £10.6m was receivable on the disposal date and £1.5m is receivable in two equal instalments in 2025 and 2026. The £1.5m receivable has been discounted to a present value amount of £1.3m.

	RMS £m	Martek £m
Goodwill	8.3	7.7
Property, plant and equipment	1.3	0.1
Right-of-use assets	0.9	–
Inventories	12.1	1.6
Trade and other receivables	10.9	1.4
Cash and cash equivalents	3.3	0.9
Trade and other payables	(8.6)	(1.5)
Lease liabilities	(1.0)	–
Taxation liabilities	(1.2)	(0.2)
Net assets disposed	26.0	10.0
Costs in relation to businesses sold	8.0	1.2
Gain on disposal	48.8	0.7
Consideration received	82.8	11.9
Cash flow from the disposal of businesses		
Cash received	82.8	10.6
Cash and cash equivalents disposed of	(3.3)	(0.9)
Costs in relation to businesses sold	(8.0)	(1.2)
	71.5	8.5

Cost in relation to businesses sold predominantly include legal and transaction fees. Of the £1.2m of costs incurred on the disposal of Martek, £0.8m was recorded in the Consolidated income statement in 2024 with the remainder incurred in 2023. All costs were cash settled in 2024.

On 6 March 2023, the Group announced that the entire share capital of James Fisher Nuclear Holdings Limited and related properties (JFN) was sold to Myneration Limited, a wholly-owned investment vehicle of Rcapital Partners LLP for a consideration of £3. The Group retained certain Parent Company guarantees which historically were given to support the obligations of JFN.

	£m
Consideration received	–
Net liabilities disposed	(0.1)
Costs in relation to businesses sold	(2.0)
Loss on disposal	(2.1)
Cash flow from the disposal of businesses	
Cash received	–
Cash and cash equivalents disposed	–
Costs in relation to businesses sold	(3.2)
	(3.2)

JFN was classified as a discontinued operation and details of the results and cash flows of this discontinued operation can be found in Note 12.

34. Commitments and contingencies

34.1. Capital commitments

At 31 December 2024, capital commitments for which no provision has been made in these accounts amounted to £10.6m (2023: £16.4m).

34.2. Contingent liabilities

a) In the ordinary course of the Company's business, counter indemnities have been given to banks in respect of custom bonds, foreign exchange commitments and bank guarantees.

b) Subsidiaries of the Group have issued performance and payment guarantees to third parties with a total value of £25.2m (2023: £27.1m).

c) The Group is liable for further contributions in the future to the MNOPF and MNRPF if additional actuarial deficits arise or if other employers liable for contributions are not able to pay their share.

d) The Company and its subsidiaries may be parties to legal proceedings and claims which arise in the ordinary course of business and can be material in value. Disclosure of contingent liabilities or appropriate provision has been made in these accounts where, in the opinion of the Directors, liabilities may materialise.

e) The Group operates and has overseas investments in multinational and less developed markets, which presents increased operational and financial risk in complying with regulation and legislation and where local practices in those markets may be inconsistent with laws and regulations that govern the Group. Given this risk, from time to time matters are raised and investigated regarding potential non-compliance with the legal and regulatory framework applicable to the Group. Any regulatory breaches arising could give rise to civil and/or criminal fines and penalties, and/or other non-monetary penalties and compliance requirements. In preparing the financial statements, judgements and estimates were required to be made in respect of such potential regulatory matters. The Directors' judgement, relying on the findings of an independent audit as well as the Group's own investigations, is that the likelihood of adverse findings against the Group in respect of such matters is not probable albeit possible, and no provision has been included in the financial statements.

There are no other significant provisions and no individually significant contingent liabilities that required specific disclosure.

In the normal course of business certain subsidiaries have given Parental and subsidiary guarantees in support of loan and banking arrangements and the following:

- The Company has issued a guarantee to charter parties in respect of obligations of a subsidiary, James Fisher Everard Limited, in respect of charters relating to nine vessels. The charters expire between 2025 and 2033.
- The Company has given an unlimited performance guarantee to the Singapore Navy in the event of default by First Response Marine Pte Ltd (its Singapore joint venture), in providing submarine rescue and related services under its contract.
- The Company has issued a guarantee over the build of four new vessels in James Fisher Everard Limited.

During the current and prior year, no amounts have been recognised in relation to these guarantees.

35. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between the Group and its joint ventures and associates are disclosed below.

Fendercare Marine businesses

The Group has interests of between 40% and 50% in several joint ventures providing ship-to-ship transfer services in Northern Europe and Asia through its wholly owned subsidiary, Fender Care Marine Solutions Limited.

First Response Marine Pte Ltd

The Group holds, through James Fisher Marine Services Limited (JFMS), a 50% interest in First Response Marine Pte Ltd (FRM). FRM provides submarine rescue services to the Singapore Government under a 20-year service contract which commenced in March 2009. FRM subcontracts the provision of the submarine rescue service to James Fisher Singapore Pte Ltd. JFMS has also provided a loan to FRM of £2.1m to support its day-to-day operations. The loan, which is included in the Consolidated statement of financial position as part of the investment in joint ventures and associates, is interest-bearing and is repayable at the end of the project. Interest charged in the period amounted to £0.1m (2023: £0.1m). Dividends received or receivable during the period included in the results of the Group are £0.4m (2023: £0.6m).

JFD Domeyer

The Group has a 50% stake in JFD Domeyer, an entity which provides in-service support and aftermarket services to customers in Germany.

Pleat Mud Coolers AS

The Group holds, through Scan Tech AS (ST), a 50.1% interest in Pleat Mud Coolers AS (PMC), an entity which supplies mud cooling systems to the offshore oil and gas market. During the year, PMC repaid a £0.7m loan provided by ST to support its day-to-day operations. The interest-bearing loan was included in the Consolidated statement of financial position as part of the investment in joint ventures and associates. No interest has been charged in the period (2023: £0.1m).

Notes to the consolidated financial statements continued

35. Related party transactions continued

Wuhu Divex Diving Systems Ltd

The Group has a 49% interest in Wuhu Divex Diving Systems Ltd, an entity which manufactures advanced diving systems for the Chinese market. During the prior year, an impairment was recognised in relation to the investment. There is no provision made against amounts owed by related parties.

Mil Vehicles & Technologies Private Limited

The Group has a 49% interest in Mil Vehicles & Technologies Private Limited, an entity which provides services to fulfil the annual maintenance contract with the Indian Government for the submarine rescue service.

JF Technologies LLC

The Group has a 49% interest in James Fisher Technologies LLC, an entity which provides specialist design and engineering services including the provision of remote-control equipment to the North American nuclear de-commissioning market.

35.1. Transactions

	2024 £m	2023 £m
Sales to related parties	**1.5**	1.8
Purchases from related parties	**(1.6)**	(2.8)
Interest received	**0.2**	0.2
Dividends received	**2.3**	1.2

Transactions between the Group and the Group's pension plans are disclosed in Note 29.

All transactions with related parties are priced on an arm's length basis on terms equivalent to those provided to wholly external parties.

35.2. Balances

	2024 £m	2023 £m
Amounts owed to related parties	**(1.0)**	(0.4)
Amounts owed by related parties	**2.1**	2.6
Loans to related parties	**2.1**	2.6

Amounts owed to and owed by related parties are measured at amortised cost and the carrying values approximate fair value. The undiscounted cash flow amounts owed to related parties are due within one year and do not differ from the amounts included in the table above. No allowance for expected credit losses for bad debts has been made in respect of these balances (2023: £nil). No bad debts arose during the period relating to these transactions (2023: £nil)

36. Post balance sheet events

The Group obtained credit approval for a £12.5m General Export Facility (GEF) in March 2025 (subject to finalising legal documentation), comprising a £7.0m working capital facility and a £5.5m guarantee line for one year and five years respectively. The GEF is 80% guaranteed by the UK Government Export Finance agency scheme (UKEF) and provided through one of our current lenders.

The new bank facility provides increased liquidity and bank guarantee capacity to support the growth trajectory of the Defence Division.

Company statement of financial position at 31 December 2024

	Notes	31 December 2024 £m	31 December 2023[1] £m
Non-current assets			
Other intangible assets		**0.4**	–
Property, plant and equipment	4	**1.1**	1.0
Right-of-use assets		**0.5**	0.8
Investments in subsidiaries	5	**377.3**	268.7
Other investments	5	**1.4**	1.4
Other receivables	6	**8.3**	108.0
Other financial assets	7	**1.1**	–
Deferred tax assets	11	**–**	0.1
Retirement benefit surplus	12	**9.1**	7.4
		399.2	387.4
Current assets			
Trade and other receivables	6	**10.6**	14.2
Current tax receivable		**3.7**	–
Cash and cash equivalents		**34.4**	10.9
		48.7	25.1
Current liabilities			
Trade and other payables	8	**(142.8)**	(33.9)
Current tax payable		**–**	(2.8)
Borrowings	9	**(51.6)**	(14.3)
Other financial liabilities	7	**(0.9)**	–
Provisions	10	**(1.0)**	(8.4)
		(196.3)	(59.4)
Net current liabilities		**(147.6)**	(34.3)
Total assets less current liabilities		**251.6**	353.1
Non-current liabilities			
Borrowings	9	**(77.7)**	(167.4)
Provisions	10	**(0.5)**	–
Deferred tax liabilities	11	**(0.8)**	–
Retirement benefit obligations	12	**(0.7)**	(0.5)
		(79.7)	(167.9)
Net assets		**171.9**	185.2
Equity			
Share capital	13	**12.6**	12.6
Share premium	13	**26.8**	26.8
Treasury shares	13	**(0.2)**	(0.5)
Hedging reserve	13	**0.6**	2.5
Retained earnings		**132.1**	143.8
Total equity		**171.9**	185.2

1 During the year, the Directors agreed to change the way that the consolidated statement of financial position is presented to provide the reader with supplemental data relating to the financial condition of operations. As a result, £108.0m amounts owed by Group undertakings included within Investments and loans to subsidiaries. These have been reclassified in the current year and presented within Other receivables. Additionally, £0.6m of current lease liabilities and £0.7m of non-current lease liabilities and £0.1m of non-current cumulative preference shares have been reclassified to current borrowings and non-current borrowings respectively. There are no impacts to the overall Company statement of financial position as a result of these changes.

The Company's loss for the year was £35.4m (2023: £106.5m). The accompanying notes form part of these financial statements.

The financial statements were approved by the Board of Directors on 19 March 2025 and signed on its behalf by:

Karen Hayzen-Smith
Chief Financial Officer

Company statement of changes in equity for the year ended 31 December 2024

	Share capital £m	Share premium £m	Treasury shares £m	Hedging reserve £m	Retained earnings £m	Total shareholders' equity £m
At 1 January 2023	12.6	26.8	(0.6)	3.6	248.8	291.2
Loss for the year	–	–	–	–	(106.5)	(106.5)
Other comprehensive (expense)/income	–	–	–	(1.1)	0.7	(0.4)
Total comprehensive expense	–	–	–	(1.1)	(105.8)	(106.9)
Contributions by and distributions to owners:						
Share-based payments	–	–	–	–	1.0	1.0
Sale of shares by Employee Share Ownership Trust	–	–	0.1	–	(0.2)	(0.1)
At 31 December 2023	12.6	26.8	(0.5)	2.5	143.8	185.2
Loss for the year	–	–	–	–	(35.4)	(35.4)
Other comprehensive expense	–	–	–	(1.9)	–	(1.9)
Total comprehensive expense	–	–	–	(1.9)	(35.4)	(37.3)
Contributions by and distributions to owners:						
Capital contributions to subsidiaries	–	–	–	–	22.6	22.6
Share-based payments	–	–	–	–	1.8	1.8
Purchase of shares by Employee Share Ownership Trust	–	–	(0.3)	–	–	(0.3)
Sale of shares by Employee Share Ownership Trust	–	–	0.6	–	(0.7)	(0.1)
At 31 December 2024	**12.6**	**26.8**	**(0.2)**	**0.6**	**132.1**	**171.9**

The accompanying notes form part of these financial statements.

Notes to the Company financial statements

1. General information

James Fisher and Sons plc (the Company) is incorporated and domiciled in the United Kingdom with Company number 00211475. The registered address of the Company is Fisher House, Michaelson Road, Barrow-In-Furness, Cumbria, LA14 1HR, United Kingdom.

2. Summary of material accounting policies

A summary of the material accounting policies is set out below. These have been applied consistently in the financial statements.

2.1. Statement of compliance and basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and with those parts of the Companies Act 2006 applicable to companies reporting under FRS 101. The financial statements of the Company are included in the Group's Consolidated financial statements which can be obtained from the Company's registered office. During the year, the Company has transitioned to FRS 101 from UK-adopted IFRS. No measurement and recognition adjustments have been made as part of this transition.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash flow statement and related notes;
- Certain disclosures regarding leases;
- Comparative period reconciliations for share capital and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of key management personnel;
- Disclosures of transactions with a management entity that provides key management personnel services to the Company; and
- Disclosures required by IFRS 5 Non-current Assets Held for Sale and Discontinued Operations in respect of the cash flows of discontinued operations.

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share-Based Payments in respect of Group-settled share-based payments;
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

The Parent Company financial statements are prepared on a going concern basis as set out in Note 2 of the Consolidated financial statements of James Fisher and Sons plc.

The Directors have taken advantage of the exemption available under section 408 of the Companies Act 2006 and not presented an income statement or a statement of comprehensive income/(expense) for the Company alone.

The financial statements are presented in Pounds Sterling and all values are rounded to the nearest 0.1 million pounds (£0.1m) except when otherwise indicated.

2.2. Investments in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures are stated at cost less, where appropriate, provisions for impairment. The Company tests the investment balances for impairment annually or when there are indicators of impairment. Refer to Note 5 for further details on impairment testing.

Income is recognised from these investments when the right to receive the dividend is established.

Notes to the Company financial statements continued

2. Summary of material accounting policies continued

2.3. Foreign currencies

Transactions in foreign currencies are translated to the functional currency at the exchange rate on the date of the transaction. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated to the functional currency at the rates prevailing on the balance sheet date.

2.4. Financial assets

The Company measures its trade and other receivables and cash and cash equivalents at amortised cost. Subsequent to initial recognition these assets are carried at amortised cost using the effective interest method. Income from these financial assets is calculated on an effective yield basis and is recognised in the income statement.

The Company recognises an allowance for expected credit losses (ECL) for all debt instruments held at amortised cost. The ECLs are based on the difference between the contractual cash flows due, and the cash flows expected to be received.

For trade receivables, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

For receivables other than trade receivables, the Company recognises ECLs in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, a loss allowance is recognised based on 12-month ECLs. For credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for lifetime ECLs.

2.5. Financial liabilities and equity instruments

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 Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded as the proceeds received, net of direct issue costs.

2.6. Income taxes

Current tax is the expected tax payable on the taxable income for the financial year, using tax rates enacted or substantively enacted by the balance sheet date.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates that have been enacted or substantively enacted by the balance sheet date.

The tax expense is recognised in the Company income statement, except when it relates to items recognised directly in the Company statement of changes in equity or the Company statement of comprehensive income/(loss), in which case the tax follows the same treatment.

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

Deferred tax assets and liabilities are offset against each other when there is a legally enforceable right to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to settle current tax assets and liabilities on a net basis.

Pillar Two legislation has been enacted in the UK introducing a global minimum effective tax rate of 15%. The legislation implements a domestic top-up tax, effective for accounting periods starting on or after 31 December 2023. The Company has applied the exception under IAS 12 to recognising and disclosing information about deferred tax assets and liabilities related to top-up income taxes.

3. Significant accounting judgements, estimates and assumptions

In applying the Company's accounting policies, which are described in Note 2, the Directors are required to make judgements (other than those involving estimations) 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.

Critical accounting judgements

There are no critical judgements as defined in IAS 1 Presentation of Financial Statements that the Directors have made in the process of applying the Company's accounting policies.

Notes to the Company financial statements continued

4. Property, plant and equipment

	Property £m	Plant and equipment £m	Total £m
At 1 January 2024	2.4	4.1	6.5
Additions	0.3	0.1	0.4
Disposals	(0.7)	–	(0.7)
At 31 December 2024	**2.0**	**4.2**	**6.2**
Depreciation:			
At 1 January 2024	(1.9)	(3.6)	(5.5)
Charge for the year	(0.1)	(0.2)	(0.3)
Disposals	0.7	–	0.7
At 31 December 2024	**(1.3)**	**(3.8)**	**(5.1)**
Net book value at 31 December 2024	**0.7**	**0.4**	**1.1**
Net book value at 1 January 2024	0.5	0.5	1.0

5. Investments

5.1. Other investments

Other investments with a net book value of £1.4m (2023: £1.4m) in the Statement of financial position is in unquoted entity shares, held at fair value and subject to annual impairment review. It comprises a 17.2% (2023: 17.2%) interest in ordinary shares in SEML De Co-operation Transmanche, an unlisted company incorporated in France, whose main activity is a port and ferry operator.

5.2. Subsidiary undertakings

Details of the Company's subsidiary undertakings are set out on pages 214 to 216.

	2024 £m	2023 £m
Cost		
At 1 January	**344.7**	140.5
Additions	**375.1**	0.5
Loans converted to equity	**–**	229.4
Disposals	**(342.5)**	(25.7)
At 31 December	**377.3**	344.7
Accumulated impairment losses		
At 1 January	**76.0**	26.1
Recognised in the year	**8.5**	75.6
Disposals	**(84.5)**	(25.7)
At 31 December	**–**	76.0
Carrying value	**377.3**	268.7

5. Investments continued

5.2. Subsidiary undertakings continued

Group restructure

In August 2024, the Group undertook a restructure to insert a newly incorporated holding company, James Fisher Holdings Limited (Holdco) directly below the Company. The Company previously held investments directly in subsidiaries. As part of the restructure the Company transferred its investment in those subsidiaries to HoldCo in a share for share exchange at their carrying value of £342.5m at the date of the transfer.

During the year, the Company recognised investment additions of £22.6m in relation to historic contributions made to the Group's defined benefit pension schemes on behalf of its subsidiaries.

Additions

The addition of £375.1m, included £266.4m investments carried forward, £8.5m impairment (as described below) required pre-transfer, £22.6m in relation to historical contributions made to the Group's defined benefit pension schemes on behalf of its subsidiaries recognised pre-transfer, £1.0m of capital contributions to subsidiaries in respect of share-based payments and £93.6m of loans capitalised pre-transfer.

Impairment of investments in subsidiary undertakings

Investments in subsidiaries comprise equity investments (shares) stated at cost. An impairment is recognised if there are indicators that the carrying value may not be recoverable.

Prior to the transfer of its investments in August 2024, based on the value-in-use calculations, an impairment loss of £8.5m (2023: £75.6m) was recognised in respect of the Company's investment in James Fisher (Aberdeen) Limited (JF Aberdeen). The impairment resulted from the continuing volatility in the markets in which JF Aberdeen and its subsidiaries operate, particularly the de-commissioning market which continued to be challenging. The assumptions around the timing and new contract win probability used for the impairment assessment reflect this volatility and increased risk of project delays.

At the year end, a full impairment assessment was performed on the Company's investment in Holdco in accordance with IAS 36. There was significant headroom of c£77.0m and there were no reasonably possible changes in key assumption identified that resulted in an impairment.

Notes to the Company financial statements continued

6. Trade and other receivables

	2024 £m	2023 £m
Amounts owed by Group undertakings	**8.3**	108.0
Non-current trade and other receivables	**8.3**	108.0
Trade receivables	**0.1**	0.1
Amounts owed by Group undertakings	**7.3**	4.5
Other non-trade receivables	**1.2**	8.9
Prepayments	**2.0**	0.7
Current trade and other receivables	**10.6**	14.2

Amounts receivable from Group undertakings are either interest bearing or non-interest bearing depending on the type and duration of the receivable relationship.

Loans to Group undertakings

Loans are advanced to subsidiaries as permitted in the Company's banking agreements. Each subsidiary loan has a formalised agreement with clearly defined terms and is interest bearing, as determined by rates decided by Group Treasury which are reviewed quarterly.

Loans receivable from subsidiaries are recorded initially at amortised cost and reduced by an allowance for expected credit losses in accordance with IFRS 9. The assessment of credit risk and the estimation of expected credit loss is probability weighted and incorporates all reasonable and supportable information, including forward-looking information relevant to the assessment, information about past events and current conditions, and forecasts of economic conditions at the reporting date.

Management's definition of default is where the forecast cash flows at the effective interest rate (EIR) have nil headroom or less and therefore do not support the loan value.

For each immediate subsidiary subgroup loan an assessment has been made to determine what is the stage of the loan. If the credit risk of the loan has not significantly increased and if the loan is not already in default, then a 12-month expected credit loss has been calculated and hence estimates the probability of an event occurring in the next 12 months that would give rise to default (stage 1). If the credit risk has significantly increased or the loan has already defaulted, an impairment at the lifetime expected credit loss has been calculated.

A significant increase in credit risk is considered to be where headroom <10.0% of loan or deterioration in operating profit over last 12 months without a recovery plan.

Based on a management review there has been no significant increase in credit risk in the current year and an analysis of the expected credit loss for the next 12-months has been applied using a discounted cash flow for the immediate subsidiary subgroup with which the Company has a loan. The cash flows were discounted at the EIR for the loans, including loans payable/receivable and associated interest, to entities outside of the immediate subsidiary subgroup.

In preparing the cash flows it is assumed that where the immediate subsidiary subgroup or entity has loans receivable, if these are party to Group support, these would be recoverable and therefore have been included in in the cash flows. A provision is made when the discounted cash flows result in a cash shortfall and no support expected to be received by the counterparty.

The assessment completed by management did not result in a expected credit loss being identified in the current or prior year

7. Other financial assets and liabilities

	2024 £m	2023 £m
Non-current assets		
Interest rate swaps designated as cash flow hedges	**1.1**	–
Other financial assets	**1.1**	–
Current liabilities		
Forward foreign exchange contracts designated as cash flow hedges	**(0.8)**	–
Forward foreign exchange contracts and currency swaps at fair value through profit or loss	**(0.1)**	–
Other financial liabilities	**(0.9)**	–

8. Trade and other payables

	2024 £m	2023 £m
Current liabilities		
Trade payables	**6.3**	6.0
Amounts owed to Group undertakings	**126.0**	19.6
Taxation and social security	**0.1**	0.1
Other payables	**3.6**	2.5
Accruals	**6.8**	5.7
Trade and other payables	**142.8**	33.9

All amounts payable to Group undertakings are non-interest bearing, unsecured and repayable on demand.

9. Borrowings

	2024 £m	2023 £m
Non-current liabilities		
Bank loans	**77.3**	166.6
Lease liabilities	**0.3**	0.7
Cumulative preference shares	**0.1**	0.1
Borrowings	**77.7**	167.4
Current liabilities		
Bank overdrafts	**51.4**	13.7
Lease liabilities	**0.2**	0.6
Borrowings	**51.6**	14.3

Refer to Note 26 of the Consolidated financial statements for further details on the details of the bank borrowings.

Notes to the Company financial statements continued

10. Provisions

	Cost of material litigation £m	Other £m	Total £m
At 1 January 2023	–	–	–
Provided during the year	2.0	6.4	8.4
At 31 December 2023	2.0	6.4	8.4
Provided during the year	–	1.2	1.2
Utilised during the year	–	(3.4)	(3.4)
Re-classified to other payables	–	(3.0)	(3.0)
Released during the year	(1.7)	–	(1.7)
At 31 December 2024	**0.3**	**1.2**	**1.5**

	2024 £m	2023 £m
Current	**1.0**	8.4
Non-current	**0.5**	–
	1.5	8.4

Cost of material litigation consists of a provision associated with a historical joint venture. The Group successfully settled the matter during the year at a favourable value, resulting in a £1.7m release. The agreed settlement of £0.3m is expected to be paid in the following financial year.

Included within Other provisions in the prior year is £6.4m in relation to James Fisher Nuclear Limited Parent Company guarantees. Following the sale of the entire issued share capital of James Fisher Nuclear Holdings Limited and related properties (JFN) on 6 March 2023, a limited number of performance guarantees covering an event of default by JFN in performing its contractual duties and obligations remained with the Group. JFN subsequently entered administration on 9 August 2023. On 29 August 2024, this claim was settled for £6.4m and £3.4m of the provision has been utilised, with the balance transferred to other payables.

11. Deferred tax

	2024 £m	2023 £m
Non-current assets		
Property, plant and equipment	**0.1**	0.1
Temporary differences	**-**	1.4
Deferred tax asset	**0.1**	1.5
Non-current liabilities		
Retirement benefits	**(0.8)**	(0.7)
Derivative financial instruments	**(0.1)**	(0.7)
Deferred tax liability	**(0.9)**	(1.4)
Net deferred tax (liability)/asset	**(0.8)**	0.1

The gross movement on the deferred income tax account is as follows:

	2024 £m	2023 £m
At 1 January	**0.1**	(0.8)
Charged to comprehensive income	**0.4**	(0.6)
(Charged)/credited to income statement	**(1.3)**	1.5
At 31 December	**(0.8)**	0.1

12. Retirement benefit obligations

The Company defined benefit pension scheme obligations relate to the James Fisher and Sons plc Pension Fund for Shore Staff (Shore staff), the Merchant Navy Officers Pension Fund (MNOPF) and the Merchant Navy Ratings Pension Fund (MNRPF) which are regulated under UK pension legislation. The financial statements incorporate the latest full actuarial valuations of the schemes which have been updated to 31 December 2024 by qualified actuaries using assumptions set out in the table below. These defined benefit schemes expose the Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk. In addition, by participating in certain multi-employer industry schemes, the Company can be exposed to a pro-rata share of the credit risk of other participating employers. There are no plans to withdraw from the MNOPF or MNRPF schemes in the foreseeable future. The Company's obligations in respect of its pension schemes at 31 December 2024 were as follows:

	2024 £m	2023 £m
Non-current assets		
Shore staff	9.1	7.4
MNOPF	–	–
Retirement benefit surplus	9.1	7.4
Non-current liabilities		
MNRPF	(0.7)	(0.5)
Retirement benefit obligations	(0.7)	(0.5)
Net retirement benefit surplus	8.4	6.9

Details of the above schemes including the actuarial assumptions and sensitivities can be found in Note 29 to the Consolidated Financial Statements.

MNOPF

The share of the Company in the net retirement benefit obligation of the MNOPF is 1.48% (2023: 1.46%) which includes the liability of other Group undertakings as it has agreed to recognise these liabilities. In 2024, the Directors commenced the legal process to formally transfer these liabilities into the name of the Company. This process is expected to be concluded during H1 2025.

MNRPF

The share of the Company in the net retirement benefit obligation of the MNRPF is 1.63% (2023: 1.45%).

12.1. The assets and liabilities of the schemes

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
Fair value of scheme assets*	51.2	12.2	4.4	67.8	54.0	29.7	4.0	87.7
Present value of scheme liabilities	(42.1)	(12.1)	(5.1)	(59.3)	(46.6)	(28.6)	(4.5)	(79.7)
Effect of asset ceiling	–	(0.1)	–	(0.1)	–	(1.1)	–	(1.1)
Net pension surplus/(obligation)	9.1	-	(0.7)	8.4	7.4	–	(0.5)	6.9

* Details of the Shore staff scheme's assets can be found in Note 29 to the Consolidated financial statements.

12.2. Movements in the net defined benefit obligation

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	7.4	–	(0.5)	6.9	5.5	(0.2)	–	5.3
Change in Company share of liabilities	–	–	(0.2)	(0.2)	–	–	–	–
Expense recognised in the income statement	(0.1)	–	–	(0.1)	0.1	(0.1)	(0.7)	(0.7)
Contributions paid to scheme	1.6	–	0.1	1.7	1.1	0.2	–	1.3
Re-measurement gains and losses	0.2	–	(0.1)	0.1	0.7	0.1	0.2	1.0
At 31 December	9.1	–	(0.7)	8.4	7.4	–	(0.5)	6.9

Notes to the Company financial statements continued

12. Retirement benefit obligations continued

12.3. Changes in the present value of the net defined benefit obligation

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	**46.6**	**28.6**	**4.5**	**79.7**	46.8	30.6	6.6	84.0
Change in Company share of liabilities	**–**	**(15.5)**	**0.9**	**(14.6)**	–	–	–	–
Past service cost	**–**	**–**	**–**	**–**	–	–	0.7	0.7
Interest cost	**2.0**	**0.6**	**0.3**	**2.9**	2.2	1.4	0.3	3.9
Re-measurement loss/(gain):								
Actuarial loss/(gain) arising from scheme experience	**0.2**	**0.2**	**0.6**	**1.0**	0.7	(1.2)	(2.8)	(3.3)
Actuarial gain arising from changes in demographic assumptions	**(0.1)**	**–**	**(0.1)**	**(0.2)**	(0.3)	(0.6)	(0.1)	(1.0)
Actuarial (gain)/loss arising from changes in financial assumptions	**(3.2)**	**(0.8)**	**(0.4)**	**(4.4)**	0.6	0.6	0.1	1.3
Net benefits paid out	**(3.4)**	**(1.0)**	**(0.7)**	**(5.1)**	(3.4)	(2.2)	(0.3)	(5.9)
At 31 December	**42.1**	**12.1**	**5.1**	**59.3**	46.6	28.6	4.5	79.7

12.4. Changes in the effect of the asset ceiling

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	**–**	**(1.1)**	**–**	**(1.1)**	–	(2.6)	(0.6)	(3.2)
Change in Company share of liabilities	**–**	**0.6**	**–**	**0.6**	–	–	–	–
Interest	**–**	**–**	**–**	**–**	–	(0.1)	–	(0.1)
Change in adjustment in excess of interest	**–**	**0.4**	**–**	**0.4**	–	1.6	0.6	2.2
At 31 December	**–**	**(0.1)**	**–**	**(0.1)**	–	(1.1)	–	(1.1)

12.5. Changes in the fair value of the plan assets

	2024				2023			
	Shore staff £m	MNOPF £m	MNRPF £m	Total £m	Shore staff £m	MNOPF £m	MNRPF £m	Total £m
At 1 January	**54.0**	**29.7**	**4.0**	**87.7**	52.3	33.0	7.2	92.5
Change in Company share of assets	**–**	**(16.1)**	**0.9**	**(15.2)**	–	–	–	–
Expenses	**(0.4)**	**–**	**(0.1)**	**(0.5)**	(0.1)	(0.1)	–	(0.2)
Return on scheme assets recorded in interest	**2.4**	**0.6**	**0.2**	**3.2**	2.4	1.5	0.3	4.2
Re-measurement (gain)/loss:								
Return on plan assets excluding interest income	**(3.0)**	**(1.0)**	**–**	**(4.0)**	1.7	(2.7)	(3.2)	(4.2)
Contributions by employer	**1.6**	**–**	**0.1**	**1.7**	1.1	0.2	–	1.3
Net benefits paid out	**(3.4)**	**(1.0)**	**(0.7)**	**(5.1)**	(3.4)	(2.2)	(0.3)	(5.9)
At 31 December	**51.2**	**12.2**	**4.4**	**67.8**	54.0	29.7	4.0	87.7

12. Retirement benefit obligations continued

12.6. History of experience gains and losses

Shore staff	2024 £m	2023 £m	2022 £m	2021 £m	2020 £m
Fair value of scheme assets	**51.2**	54.0	52.3	65.8	62.9
Defined benefit obligation	**(42.1)**	(46.6)	(46.8)	(66.8)	(71.7)
Surplus/(deficit) in scheme	**9.1**	7.4	5.5	(1.0)	(8.8)
Re-measurement gain/(loss):					
Return on plan assets excluding interest income	**(3.0)**	1.7	(13.1)	3.7	5.7
Re-measurement (loss)/gain on scheme liabilities	**(3.2)**	1.0	(18.1)	(2.7)	14.7

MNOPF	2024 £m	2023 £m	2022 £m	2021 £m	2020 £m
Fair value of scheme assets	**12.1**	29.7	33.0	48.6	49.7
Defined benefit obligation	**(12.0)**	(28.6)	(30.6)	(49.0)	(50.3)
Asset ceiling	**(0.1)**	(1.1)	(2.6)	–	–
Deficit in scheme	**-**	–	(0.2)	(0.4)	(0.6)

MNRPF	2024 £m	2023 £m	2022 £m	2021 £m	2020 £m
Fair value of scheme assets	**4.4**	4.0	7.2	10.4	10.6
Defined benefit obligation	**(5.1)**	(4.5)	(6.6)	(10.4)	(10.7)
Asset ceiling	**–**	–	(0.6)	–	–
Deficit in scheme	**(0.7)**	(0.5)	–	–	(0.1)

12.7. Defined contribution schemes

During the year, the Company contributed £0.4m (2023: £0.4m) into defined contribution schemes.

13. Share capital and other reserves

Refer to Note 31 to the Consolidated financial statements.

14. Contingent liabilities

Refer to Note 34 to the Consolidated financial statements.

Subsidiaries and associated undertakings

Subsidiary undertakings

Name of company	Address	Group percentage of equity capital
Energy		
Buchan Technical Services Limited	Barrow-in-Furness[1]	100%
Deep Sea Operation & Maintenance Co. Ltd	Al Khobar City, PO Box 2716, Al Olaya, 34447, Saudi Arabia	100%
EDS HV Group Limited	Barrow-in-Furness[1]	100%
EDS HV Management Limited	Barrow-in-Furness[1]	100%
Electricity Distribution Services Limited	Barrow-in-Furness[1]	100%
Hughes Marine Engineering Limited	Barrow-in-Furness[1]	100%
Hughes Sub Surface Engineering Limited	Barrow-in-Furness[1]	100%
James Fisher (Guyana) Inc	Lot 62 Hadfield & Cross Street, Werk-en-Rust, Georgetown, Demerara, Guyana	100%
James Fisher Asset Information Services Limited	Barrow-in-Furness[1]	100%
James Fisher Japan Limited	Nihonbashi 1-chome Mitsui Building 7F, 1-4-1 Nihonbashi, chuo-ku, Tokyo, Japan	100%
James Fisher Marine Services Limited	Barrow-in-Furness[1]	100%
James Fisher Marine Services Limited – Taiwan branch	Taiwan[14]	100%
James Fisher Marine Services Malaysia Ltd	Level 1, Lot 7, Block F, Sanguking Commercial Building Jalan Patau-Patau, 87000 Labuan FT, Malaysia	100%
James Fisher Marine Services Middle East Limited FZCO	PO Box 371072, Dubai, United Arab Emirates	100%
James Fisher Marine Services Limited FZCO – Dubai branch	Office 9, Floor 2, Mubarak Group Building, Dubai Maritime City, Dubai-UAE	100%
James Fisher Maritime Deutschland GmbH	Stadthausbrucke 8, 20355 Hamburg, Germany	100%

Name of company	Address	Group percentage of equity capital
James Fisher MFE Limited	Barrow-in-Furness[1]	100%
James Fisher Offshore Limited	Oldmeldrum[2]	100%*
James Fisher Offshore Malaysia Sdn Bhd	Room A, Ground Floor, Lot 7, Block F, Saguking Commercial Building Jalan Patau-Patau, 87000 Labuan FT, Malaysia	100%
James Fisher Personnel S.A. de C.V.	Ciudad de Mexico, D.F., Mexico[13]	100%
James Fisher Renouvelables	3 rue de France Comte, CS50311, Hauts de Quimpcanpoix, 50103, Cherbourg-en-Contentin, Cherbourg-Octeville, France	100%
James Fisher Rumic Limited	Barrow-in-Furness[1]	100%*
James Fisher Subsea Excavation Incorporated	Suite No.715, 11767 Katy Freeway, Houston, Texas, 77079, United States	100%
James Fisher Subsea Excavation Mexico S.A. de C.V.	Ciudad de Mexico, D.F., Mexico[13]	100%
James Fisher Subsea Excavation Pte Limited	133 Cecil Street, #16-01, Keck Seng Tower, Singapore, 069535	100%
James Fisher Taiwan Co., Ltd	Taiwan[14]	100%
JCM Scotload Ltd	Barrow-in-Furness[1]	100%
JF Denmark – Denmark branch	Jenny Kammersgaards, Vei 5, 2.3 Horsens 8700, Demark	100%
Namibia Subtech Diving and Marine (Proprietary) Limited	Unit 6, Gold Street Business Park, Gold Street, Prosperita, Windhoek	100%
Rotos 360 Limited	Barrow-in-Furness[1]	100%
Scan Tech AS	Stavanger[5]	100%
Scan Tech Personell AS	Stavanger[5]	100%
Scan Tech Produkt Personell AS	Stavanger[5]	100%

Name of company	Address	Group percentage of equity capital
Scantech Offshore do Brasil Comercio E Servicos Ltda	R 01 223, Lote 146 Quadra 02, Balneario das Garcas, Rio das Ostras, 28.898-268, Brazil	100%
Scantech Offshore Limited	Barrow-in-Furness[1]	100%*
Scantech Offshore Pty Ltd	Henderson, Australia[10]	100%
Servicos Maritimos Continental S.A.	Rio de Janeiro, Brazil[9]	90%
Strainstall International for Project Engineering LLC	Blg 3141, Street Anas Bin Malik, 8292, Al Malqa Dist. Riyadh, Saudi Arabia	100%
Strainstall Malaysia Sdn Bhd	Ground Floor, 8, Lorong Universiti B, Section 16, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia	100%
Strainstall Singapore Pte Ltd	25 North Bridge Road, Level 7, Singapore, 179104	100%
Subsea Engenuity Limited	Oldmeldrum[2]	100%
Subtech (Pty) Ltd	Briardene, South Africa[8]	100%
Subtech (Pty) Ltd – Mozambique branch	Rua da Educacao, No.38, Matola, Mozambique	100%
Subtech Diving & Marine Tanzania Limited	The Slipway Road, Msasani Peninsula, Dar Es Salaam, United Republic of Tanzania	100%
Subtech Marine (Pty) Limited	PO Box 90757, Shop 48, Old Power Station Complex, Armstrong Street, Windhoek	70%
Subtech Marine R2S Offshore LLC	Floor 1, Building 81, Zone 36, Street 362, Al Jazira Al Arabiya Street, Al Messila Area, Doha, Qatar	49%
Subtech Middle East Saudi Company	Office 102, Al Jazira Building, Al Khobar, Saudi Arabia	100%
Subtech Norte Lda	Rua de Se no 114, Distrito Urbano 1, Bairro Central, Maputo City, Mozambique	100%

Name of company	Address	Group percentage of equity capital
Subtech Offshore (GBL II)	Ocra (Mauritius) Limited, Level 2, Max City Building, Remy Ollier Street, Port Louis, Mauritius	100%
Maritime Transport		
Cattedown Wharves Limited	Barrow-in-Furness[1]	100%
Fender Care Limited	Barrow-in-Furness[1]	100%
Fender Care Marine (Asia Pacific) Pte Ltd	Singapore[6]	100%
Fender Care Marine (Gibraltar) Limited	28 Irish Town, Gibraltar	100%
Fender Care Marine Ltd	Barrow-in-Furness[1]	100%
Fender Care Marine Ltd, Agencia Chile – Chile branch	El Trovador 4280, Apt 1205, Las Condes, Santiago, 253-389, Chile	100%
Fender Care Marine Products (Asia Pacific) Pte Limited	Singapore[6]	100%
Fender Care Marine Sohar LLC	Al Batinah Region, PO Box 37, Sohar, 327	70%
Fendercare Australia Pty Ltd	8D Sparks Road, Henderson WA 6166, Australia	100%
Fendercare Servicos Marinhos do Brasil Ltda	Avenida Feliciano Sodre 325, Centro, Niteroi, Rio De Janeiro, CEP: 24030-012, Brazil	100%
F.T.Everard Shipping Limited	Barrow-in-Furness[1]	100%
F.T.Everard & Sons Limited	Barrow-in-Furness[1]	100%*
James Fisher (Crewing Services) Limited	Barrow-in-Furness[1]	100%*
James Fisher (Shipping Services) Limited	Barrow-in-Furness[1]	100%*
James Fisher Crewing (CY) Limited	115 Griva Digeni, Trident Centre, Limassol, 3101, Cyprus	100%

Subsidiaries and associated undertakings continued

Name of company	Address	Group percentage of equity capital
James Fisher Everard Limited	Barrow-in-Furness[1]	100%
James Fisher Maritime Limited	Karaiskaki, 13, 3032, Limassol, Cyprus	100%
Scottish Navigation Company Limited	Oldmeldrum[2]	100%
Defence		
Cowan Manufacturing Pty Limited	BDO Tax (WA) Pty Ltd, 'BDO', 38 Station Street, Subiaco, WA6008, Australia	100%
Divex Asia Pacific Pty Ltd	Bibra Lake, Australia[12]	100%
Divex FZE	PO Box 261749, Jebel Ali Free Zone, Dubai, United Arab Emirates	100%
Divex Limited	Westhill[3]	100%
James Fisher Defence Limited	Barrow-in-Furness[1]	100%
James Fisher Defence North America Limited	Suite 808, 1220 North Market Street, Wilmington DE 19801, United States	100%
James Fisher Singapore Pte Ltd	Singapore, 508929[11]	100%
JFD Australia Pty Ltd	c/o BDO, Mia Yellagonga, Tower 22, Level 9, 5 Spring Street, Perth, WA, 6000	100%
JFD Limited	Westhill[3]	100%
JFD Ortega B.V.	Vliegveldstraat 100, B515, Technology Base, Enschede, Netherlands	100%
JFD Singapore Pte Ltd	Singapore, 50892911	100%
JFD South Africa (Pty) Limited	c/o Mazars, Mazars House, Rialto Road, Grand Moorings Precinct, Century City, Cape Town, SA 7441, South Africa	100%
JFD Sweden AB	Rindovagen, Rindo Vastra, 185 41 Vaxholm, Sweden	100%
Maritime Engineers Pty Ltd	Henderson, Australia[10]	100%

Name of company	Address	Group percentage of equity capital
Holding Companies		
Fender Care Marine Solutions Limited	Barrow-in-Furness[1]	100%
James Fisher (Aberdeen) Limited	Barrow-in-Furness[1]	100%*
James Fisher and Sons Nigeria Limited	Lagos, Nigeria[15]	99%*
James Fisher Holdings Limited	Barrow-in-Furness[1]	100%*
James Fisher Holdings UK Limited	Barrow-in-Furness[1]	100%*
James Fisher Hong Kong Limited	Room 1001-2, Wilson House, 19 Wyndham Street, Central, Hong Kong	100%
James Fisher Properties Limited	Oldmeldrum[2]	100%
James Fisher Properties Two Limited	Barrow-in-Furness[1]	100%*
James Fisher Servicos Empresariais Ltda	Rua 01 No 223, Quadra 02, Lote 146-part, Balneario das Garcas, Brazil	100%
James Fisher Subtech Group Limited	Barrow-in-Furness[1]	100%
James Fisher Tankships Holdings Limited	Barrow-in-Furness[1]	100%
James Fisher USA Holdings Incorporated	Corporation Trust Center, 120, Orange Street, Wilmington, County of New Castle DE 19801, United States	
JF Australia Holding Pty Ltd	Bibra Lake, Australia[12]	100%
JF Overseas Ghana Limited	The Octogon Building, 7th Floor, Suite B701, Accra Central, Accra, Ghana	100%
JF Overseas Limited	Barrow-in-Furness[1]	100%*
JF Singapore Holdings PTE Ltd	137 Telok Ayer Street, #05-02, Singapore 068602	100%
Onesimus Dorey (Shipowners) Ltd	St Peter Port[4]	100%*

Associated undertakings and significant holdings in undertakings other than subsidiary undertakings

Name of company	Address	Group percentage of equity capital
Subtech Group Holdings (Pty) Ltd	Briardene, South Africa[8]	100%
Energy		
Eurotestconsult Limited	County Laois, Ireland[7]	50%
Eurotestconsult UK Limited	Barrow-in-Furness[1]	50%
James Fisher Angola UK Limited	Barrow-in-Furness[1]	50%
Pleat MUD Coolers AS	Stavanger[5]	50.1%
Strainstall Laboratories WLL	PO Box 2255, Office No.70, Barwa Commercial Avenue, Doha, Qatar	49%**
Strainstall Middle East LLC	PO Box 111007Jebel Ali Industrial Area 1, Dubai, United Arab Emirates	49%**
Strainstall Testing Lab LLC	PO Box 62579, Abu Dhabi, United Arab Emirates	49%**
Subtech Offshore Services Nigeria Limited	Lagos, Nigeria[15]	100%
Subtech South Africa (Pty) Ltd	Briardene, South Africa[8]	49%
Maritime Transport		
FC Viking Sdn.Bhd	Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, Kuala Lumpur, Wilayah Perseketuan, 59200, Kuala Lumpur	49%
Fender Care Marine LLC	Fujairah Port, PO Box 5198, Fujairah, United Arab Emirates	49%**
Fender Care Marine SA (Pty) Ltd	Unit 4, Thembani House, 41 Brand Road, Glenwood, Durban, 4001, South Africa	49%

Name of company	Address	Group percentage of equity capital
Fender Care Marine Services LLC	G013, GH-1, Industrial City of Abu Dhabi (ICAD-1), Mussafeh, PO Box 45628, Abu Dhabi, United Arab Emirates	49%**
Fender Care Middle East LLC	Plot 146/16, Emirates Industrial City, Sajja Industrial Area, PO Box 25896, Sharjah, United Arab Emirates	49%**
Fender Care Omega (Middle East) FZC	E-LOB Office No. E-69G-20, PO Box 51602, Hamriyah Free Zone – Sharjah, United Arab Emirates[16]	50%
Fendercare Marine Ghana Limited	11 Aduemi Close, North Kaneshie, Accra, Ghana	50%
Fendercare Marine Omega India Private Limited	JA 1104 – 1106, DLF Tower – A, Jasole District Centre, New Delhi, 11044, India[17]	50%
James Fisher Ghana Limited	HNO No.1, East Legon, Telley, Tesa Link, Otsokrikri Street, East Legon, Accra, Ghana	49%
James Fisher Nigeria Limited	Architects Place, 2 Idowu Taylor Street, Victoria Island, Lagos, Nigeria	100%
Defence		
First Response Marine Pte Ltd	16 Benoi Road, 629889, Singapore	50%
James Fisher Technologies LLC	5821 Langley Avenue, Loveland, Colorado, 80538, USA	49%
JFD Domeyer GmbH	Konsul-Smidt-Str. 15, 28217, Bremen, Germany	50%
JFDMIL Technologies Private Limited	1517, Devika Tower, 6 Nehru Place, New Delhi, South Delhi, India, 110019	49%
Wuhu Divex Diving System Limited	No.58 Yongchang Road, Jiujiang District, Wuhu City, Anhui Province, PR China	49%

1. Fisher House, Michaelson Road, Barrow-in-Furness, Cumbria, LA14 1HR.
2. North Meadows, Oldmeldrum, Aberdeenshire, AB51 0GQ.
3. JFD, Westhill Industrial Estate, Enterprise Drive, Westhill, Aberdeen, AB32 6TQ.
4. 4th Floor, West Wing, Trafalgar Court, Admiral Park, St Peter Port, Guernsey, GY1.
5. Finnestadsvingen 23, 4029 Stavanger, Norway.
6. 39 Tuas West Avenue, Peck Tiong Choon Building, Singapore 638442.
7. Unit D, Zone 5, Clonminam Business Park, Portlaoise, County Laois, Ireland.
8. Unit 3, 11 Travertine Crescent, Briardene, Durban North, KwaZulu-Natal, 4051, South Africa.
9. Rua Tenente Celio, No.150, Bairro Granja Caveleiros, Macae, State of Rio de Janeiro, 27.930-120, Brazil.
10. 8A Sparks Road, Henderson, WA 6166, Australia.
11. 19 Loyang Lane, Singapore 508929.
12. 54 Bushland Ridge, Bibra Lake WA 6163, Australia.
13. Gabriel Mancera 1041 Del Valle, Benito Juarez, 03100, Ciudad de Mexico, D.F., Mexico.
14. 8F, No.367 Fuxing N.Rd, Songshan District, Taipei City, 105401, Taiwan.
15. Architects Place, 2 Idowu Taylor Street, Victoria Island, Lagos, Nigeria.
16. A sale of the 49% shareholding was agreed on 27 February 2025 but has not yet completed.
17. A sale of the 49% shareholding was agreed on 28 February 2025 but has not yet completed.

* Held by the Parent Company (all other subsidiaries are held by an intermediate subsidiary).

** Consolidated as subsidiary undertakings.

Group financial record for the five years ended 31 December

	2024 £m	2023 £m	2022 £m	2021 £m	2020 £m
Revenue					
Energy	**207.5**	266.5	242.6	222.9	222.9
Defence	**80.1**	72.5	68.2	81.5	83.2
Maritime Transport	**150.1**	157.2	167.3	138.0	164.9
Continuing operations	**437.7**	496.2	478.1	442.4	471.0
Underlying operating profit					
Energy	**24.8**	15.7	13.9	7.7	(1.8)
Defence	**1.9**	1.5	(0.3)	9.7	13.2
Maritime Transport	**15.1**	23.3	18.7	13.5	31.4
Corporate costs	**(12.3)**	(10.9)	(5.9)	(2.8)	(2.8)
Continuing operations	**29.5**	29.6	26.4	28.1	40.0

Notes:
Revenue and underlying operating profit relating to divestments (Martek, RMSpumptools, Mimic, Prolec, Strainstall, Testing Services, NDT) included above are:

	2024 £m	2023 £m	2022 £m	2021 £m	2020 £m
Energy	**24.2**	42.5	47.5	39.5	40.8
Maritime Transport	**7.5**	11.6	11.0	11.5	10.4
Revenue	**31.7**	54.1	58.5	51.0	51.2
Energy	**6.8**	11.3	8.6	6.2	4.4
Maritime Transport	**0.7**	1.4	1.7	1.8	2.2
Underlying operating profit	**7.5**	12.7	10.3	8.0	6.6

Investor information

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