

Directors' Remuneration Report



Meeting attendance

Details of the Committee members who served during the year can be found below:

Members	Attended/ eligible to attend
Stephen Beechey (Chair)	5/5
Karen McInerney	5/5
Vijay Thakrar	5/5

Notes

- Additional attendees by invitation include the Chief Executive, the Group Finance Director, and Company Secretary; they take no part in discussions relating to their own remuneration
- The main duties of the Remuneration Committee are set out in the Committee's terms of reference, and these can be found at www.alumasc.co.uk
- External advice can be sought as required and was provided this year by FIT Remuneration Consultants LLP



The performance of The Alumasc Group plc has been very strong despite difficult market conditions.

Stephen Beechey
Chair of the Remuneration Committee

Statement from the Chair of the Remuneration Committee

Dear Shareholders,

On behalf of the Board, I am pleased to present the Directors' Remuneration Report for the financial year ended 30 June 2024.

This Remuneration Report comprises two sections:

- **This Annual Statement**, which summarises the work of the Remuneration Committee (the Committee) in the year and sets out the context in which pay decisions were made;
- **The Annual Report on Remuneration**, which provides details of the remuneration earned by Directors and the link between the corporate strategy (outlined on pages 1 to 55) and our targets.

The Remuneration Report, consistent with the approach taken in prior years, will be subject to an advisory shareholder vote at the Annual General Meeting on 24 October 2024. The Directors' Remuneration Policy was put to a shareholder vote at the 2023 Annual General Meeting and was approved by 99.53% of votes cast and the Directors' remuneration report received 99.58% approval. The Policy will continue to apply for the year ending 30 June 2025.

Performance and remuneration outcomes for the year ended 30 June 2024

The performance of The Alumasc Group plc has been very strong despite difficult market conditions and the continuation of UK demand headwinds. This was coupled with our focus on Health & Safety, our purpose and culture, the wellbeing of our workforce, our customers, and communities; along with our drive to improve ESG performance and our net zero plans. During the year, the Group also completed the acquisition of the ARP Group (see page 8).

Our aim is to design incentives to promote the delivery of the Group's strategic objectives and create long-term value.

The rewards for the workforce were also considered in light of the UK inflation backdrop.

Despite the difficult trading environment, the Group achieved the following results for the financial year:

- Group revenues from continuing operations were £100.7m (2022/23: £89.1m) despite challenging market conditions.
- Underlying profit before tax* was £13.0m (2022/23: £11.2m), 11% ahead of market expectations set at the beginning of the year.
- Organic growth (revenue +6.5%, underlying PBT +11%) was supplemented by the contribution from ARP, acquired in December 2023.
- Underlying earnings per share* from continuing operations was 26.9p per share (2022/23: 24.6p).
- The Group's greenhouse gas emission intensity reduced to 18.77 tCO₂e / £m revenue (2022/23: 19.69 tCO₂e / £m), and the number of days lost to accidents reduced to 5 (2022/23: 65).

* A reconciliation of underlying to statutory profit before tax is provided in note 5 to the Group Financial Statements.



Annual bonus targets were based on a mix of profit and ESG measures as summarised in the table below. Paul Hooper, Chief Executive, is also the Managing Director of the Water Management Division, and he was therefore also set a divisional target to incentivise divisional performance. Targets for Simon Dray, Group Finance Director, were Group-based. The targets remained the same for the Divisional Executive Directors (Gilbert Jackson and Michael Leaf) and were based on both Group (25%) and divisional (75%) targets. The performance in the year merited the following bonus awards, expressed as a percentage of salary:

	Group weighting	Actual	Divisional weighting	Actual	Total max	Actual
Paul Hooper	60%	13.39%	40%	0.00%	100%	13.39%
Simon Dray	100%	22.31%	0%	–	100%	22.31%
Gilbert Jackson	25%	5.58%	75%	58.91%	100%	64.49%
Michael Leaf	25%	5.58%	75%	30.03%	100%	35.61%

Full details of the performance targets and actual performance are provided in the Annual Report on Remuneration.

Vesting of the LTIP awards made to the Chief Executive and Group Finance Director in October 2021 is subject to Group UPBT growth over the three-year period to June 2024 (75% of the award), and TSR performance in the period to October 2024 (25% of the award). Vesting of awards to the two Divisional Executive Directors is subject to divisional profit growth to June 2024. The percentage of the award expected to vest in October 2024 is as follows:

% of award	Group		Divisional	Total vesting
	UPBT	TSR	Profit	
Paul Hooper	43%	25%	–	68%
Simon Dray	43%	25%	–	68%
Gilbert Jackson	25%	–	0%	25%
Michael Leaf	25%	–	23%	48%

The above vesting percentages for Paul Hooper and Simon Dray are estimated as the TSR performance period does not end until September 2024. The actual vesting outcome will be reported in next year's remuneration report.

Full details of the LTIP performance targets and outcomes are given on pages 79 to 81.

The Remuneration Committee believes the incentive outcomes reflect the performance of the business during this challenging period. The Remuneration Committee has not applied its discretion during the year to any part of Directors' remuneration.

Implementation of the Policy in 2024/25

Base salaries

Salaries of the general workforce have been increased by 4% with effect from 1 July 2024 and Executive and Non-executive Directors' base salaries and fees have also been increased by 4%.

Annual bonus

A maximum bonus opportunity of 100% of salary will apply for Executive Directors for the year ending 30 June 2025. The bonus metrics for the Chief Executive will be based on 60% Group and 40% divisional performance to reflect his role as Managing Director of the Water Management Division (split 90% for profit and 10% relating to ESG metrics).

Consistent with the prior year, the Group Finance Director will have 90% of his bonus based on Group Underlying Profit Before Tax (UPBT) and 10% on Group ESG relating to reducing greenhouse gas emissions and for reducing the incidence of, and days lost due to accidents. This is consistent with Alumasc's commitment to our people and our planet.

Our two Divisional Executive Directors will have 25% of their bonus opportunity based on Group performance and the remainder on divisional performance (both profit and ESG). This is considered to achieve an appropriate balance between their responsibilities as both Group Directors and Divisional Managing Directors.

Directors' Remuneration Report continued

LTIP grant

An LTIP award will be granted in 2024 and this award will vest after three years subject to UPBT and relative TSR performance metrics. Details of the measures and targets are provided on page 84.

The Committee considers that the overall remuneration is fair, balanced, and reasonable and takes into account the interests of all stakeholders. It is also focused on our long-term growth strategy.

Employee Share Option Scheme (ESOS)

We reviewed the 2014 ESOS rules as they were approaching the end of their ten-year approval. Deloitte provided advice to the Committee on the updates needed to the Employee Share Option Scheme rules. No Directors receive rewards under the ESOS plan, which is used as part of the reward arrangements for Senior Executives and Managers. The Committee recommends that you support the adoption of the updated rules proposed in the Notice of the AGM.

Key decisions

During the year, there were five formal meetings, and the following topics were discussed:

- Review of base salaries of the Group Executive Directors and consideration of the annual Group-wide salary increase;
- The 2023 annual bonus outcome and the measures, weightings, and targets for the 2024 annual bonus, including consideration of how the scheme encourages growth through the implementation of stretch targets;
- ESG metrics for the annual bonus were considered and agreed;
- Approval of the addition of malus and clawback clauses for cash bonuses;
- The choice of relative TSR comparator group for the LTIP awards made during the year;
- The review of financial performance criteria for the current LTIPs;
- Review of the Employee Share Option Scheme (ESOS) and update of the rules.

If you have any questions on this report or our approach to remuneration more generally, please feel free to contact me via the Company Secretary. I would be pleased if you would support the advisory vote for the Remuneration Report, at the forthcoming AGM.



Stephen Beechey

Chair of the Remuneration Committee

3 September 2024



Annual Report on Remuneration

The following sections show how the Remuneration Policy approved in 2023 was applied in the year ending 30 June 2024.

Single figure of total remuneration

The remuneration of the Non-executive Directors for the 2023/24 financial year and the preceding year was as follows:

Director	Base salaries/fees ²		Benefits in kind		Single figure of total		Remuneration	
	2023/24 £'000	2022/23 £'000	2023/24 £'000	2022/23 £'000	2023/24 £'000	2022/23 £'000	2023/24 £'000	2022/23 £'000
Vijay Thakrar	111	104	4 ¹	4 ¹	115	108		
Stephen Beechey	50	47	–	–	50	47		
Karen McInerney	50	47	–	–	50	47		
Total	211	198	4	4	215	202		

1 Benefits in kind related to car insurance and medical insurance.

2 A fee increase of 4% was agreed for all Non-executive Directors with effect from 1 July 2024.

The remuneration of the Executive Directors for the 2023/24 financial year and the preceding year was as follows:

Director	Base salaries/fees		Benefits in kind ¹		Pension contributions or payments in lieu of pension contributions		Bonus		Long-term incentives with performance period ending during the year		Single figure of total remuneration	
	2023/24 £'000	2022/23 £'000	2023/24 £'000	2022/23 £'000	2023/24 £'000	2022/23 £'000	2023/24 £'000	2022/23 £'000	2023/24 ² £'000	2022/23 ³ £'000	2023/24 £'000	2022/23 £'000
Paul Hooper	338	307	7	7	30	39	45	50	113	226	533	629
Gilbert Jackson	228	216	4	4	20	19	147	147	20	51	419	437
Michael Leaf	213	201	2	1	21	20	76	150	36	91	348	463
Simon Dray	194	183	12	12	17	16	43	31	47	–	313	242
Total	973	907	25	24	88	94	311	378	216	368	1,613	1,771

1 Benefits in kind includes a car or car allowance, health benefits, life cover and a disability insurance policy valued at the tax benefits in kind or cash value received.

2 The 2023/24 LTIP values are based on estimated vesting outcomes as the TSR performance period had not completed by the date this report was signed off. The estimated vesting percentages were 68% for Paul Hooper and Simon Dray, 25% for Gilbert Jackson and 48% for Michael Leaf. The values are based on a three-month average to 30 June 2024 at the price of 182.5p.

3 In last year's report the 2020 LTIPs were estimated to vest at 83.2%, 51.8% and 100% for Paul Hooper, Gilbert Jackson and Michael Leaf respectively. The TSR performance period ended on 6 September 2024 and the actual overall vesting percentages were 83.2% LTIP vesting being 130,251 shares for Paul Hooper, 51.8% LTIP vesting being 29,510 shares for Gilbert Jackson and 100% LTIP vesting being 52,308 shares for Michael Leaf. Due to being in a closed period, these awards vested on 18 December 2023. The 2022/23 LTIP figures in the single figure of total remuneration table reflect the actual vesting outcomes and the share price on 18 December 2023 (173.5 pence).

Mr Paul Hooper is a director of Titon Holdings plc, and he retains the fees from that appointment. Subject to Nomination Committee approval, Executive Directors are permitted to accept external board or committee appointments provided they do not interfere with their obligations to the Company.

Benefits

The Group operates a policy whereby Executive Directors are provided with health insurance, disability insurance and life cover, and are given a fleet car or a cash alternative to a company car and associated expenses.

Pensions

The Group makes provision to pay into a defined contribution pension scheme of each Executive's choosing or a cash alternative (after deduction for employer's national insurance contributions).

Pension contributions are aligned with the wider workforce and are as follows:

Director	Pension contribution as at 30 June 2024 (% of base salary)
Paul Hooper	10%
Gilbert Jackson	10%
Michael Leaf	10%
Simon Dray	10%

Annual Report on Remuneration continued

Annual bonus outcome for 2023/24

For the year ended 30 June 2024, the maximum bonus opportunity for Executive Directors was 100% of base salary.

Paul Hooper, Chief Executive

The Chief Executive was set targets based on Group (60%) and Water Management division (40%), for each component 90% was based on profit and 10% on ESG objectives. Profit measures were based on Group underlying profit before tax (UPBT) and underlying Water Management operating profit, adjusted to remove bonus accruals and the contribution from the ARP acquisition. ESG measures were based on reductions in the Group's greenhouse gas emission intensity (Scope 1, 2 and 3 market-based emissions, expressed as tonnes of CO₂e per £m of revenue); the number of lost time accidents (LTAs); and the number of days lost to LTAs. The ESG elements were only payable subject to achievement of target performance under the profit measures. The targets and performance against them are set out in the tables below (the Water Management division targets are considered commercially sensitive and have not been disclosed).

Performance measure	Proportion of bonus determined by measure	Threshold performance	Target performance	Maximum performance	Actual performance	% of bonus payable
Group UPBT (pre-ARP, pre-bonus)	54.0%	£11.7m 0% earned	£13.3m 15% earned	£16.7m 54% earned	£13.1m	13.39%
Group ESG: GHG reduction	3.0%		<18.87t CO ₂ e/£m revenue		18.77t CO ₂ e/£m	0.0%*
Group ESG: number of LTAs	1.5%		<=2 LTAs		3 LTAs	0.0%
Group ESG: LTA days lost	1.5%		<50 days lost		5 days lost	0.0%*
Water Management UPBT (pre-ARP, pre-bonus)	36%	0%	10%	36%		0.0%
Water Management ESG	4%					0.0%*
Total	100.0%					13.39%

* ESG targets met but no bonus payable as Target profit performance not met.

Based on performance against the above objectives, Paul Hooper was awarded a bonus of 13.39% of salary.

Simon Dray, Group Finance Director

The Group's Finance Director's bonus was based on Group performance with 90% based on UPBT adjusted to remove bonus accruals and the contribution from the ARP acquisition; and 10% on ESG objectives.

Performance measure	Proportion of bonus determined by measure	Threshold performance	Target performance	Maximum performance	Actual performance	% of bonus payable
Group UPBT (pre-ARP, pre-bonus)	90%	£11.7m 0% earned	£13.3m 25% earned	£16.7m 90% earned	£13.1m	22.31%
ESG: GHG reduction	5.0%		<18.87t CO ₂ e/£m revenue		18.77t CO ₂ e/£m	0.0%*
ESG: number of LTAs	2.5%		<=2 LTAs		3 LTAs	0.0%
ESG: LTA days lost	2.5%		<50 days lost		5 days lost	0.0%*
Total	100.0%					22.31%

* ESG targets met but no bonus payable as Target profit performance not met.

Based on performance against the above objectives, Simon Dray was awarded a bonus of 22.31% of salary.

The two Divisional Executive Directors were set targets based on divisional UPBT and ESG performance, to a maximum of 75% of award, with the remaining 25% based on Group UPBT and ESG performance. Group and divisional ESG bonuses were also subject to minimum Group and divisional profit hurdles.



The performance against their targets is shown below, although the individual target and performance levels are considered commercially sensitive and have not been disclosed.

	Gilbert Jackson		Michael Leaf	
	Maximum	% of bonus payable	Maximum	% of bonus payable
Group UPBT	22.5%	5.58%	22.5%	5.58%
Group ESG	2.5%	0.0%*	2.5%	0.0%*
Divisional underlying operating profit	67.5%	51.41%	67.5%	22.53%
Divisional ESG	7.5%	7.5%	7.5%	7.5%
Total	100.0%	64.49%	100.0%	35.61%

* ESG target met but no bonus payable as Target profit performance not met.

2021 LTIP outturn

Awards were made to Paul Hooper, Simon Dray, Gilbert Jackson, and Michael Leaf under the LTIP in October 2021. These were subject to UPBT and TSR performance criteria.

Measure	Threshold	Maximum	Actual	Vesting (Percentage of maximum granted)
UPBT	RPI+2.5%p.a.	RPI+10%p.a.	£13.0m UPBT RPI + 4.1%p.a.	43% for Paul Hooper and Simon Dray 25% for Gilbert Jackson and Michael Leaf ¹
Relative TSR (estimated 30 June 2024)	Median	Upper quartile	25% TSR Ranked in upper quartile	25% estimated ²
Building Envelope Divisional UPBT 75%	RPI+2.5%p.a.	RPI+10%p.a.	£4.6m UPBT Threshold not met	0% for Gilbert Jackson only
Housebuilding Products Divisional UPBT 75%	RPI+2.5%p.a.	RPI+10%p.a.	£3.8m UPBT	23% for Michael Leaf only

1 The UPBT measure for Gilbert Jackson and Michael Leaf was based on achieving the Threshold outcome.

2 The relative TSR measure is on track for full vesting although the final position will not be known until October 2024.

Paul Hooper and Simon Dray's LTIP awards are based 75% on Group UPBT and 25% on relative TSR. Their estimated vesting outcome is 68% of maximum.

Gilbert Jackson and Michael Leaf's LTIP awards are based 75% on divisional UPBT and 25% on achieving the Group UPBT threshold. Gilbert Jackson's vesting outcome is 25% of maximum and Michael Leaf's is 48% of maximum.

The Committee exercised no discretion in determining the vesting and considered that the formulaic outcome reflected the underlying performance of the Group.

Director	Date of vesting	No of awards granted	Estimated vesting	No of awards estimated to vest
Paul Hooper	19 October 2024	90,823	68%	61,787
Simon Dray	19 October 2024	37,538	68%	25,538
Gilbert Jackson	19 October 2024	44,503	25%	11,126
Michael Leaf	19 October 2024	41,156	48%	19,668

Annual Report on Remuneration continued

Scheme interests awarded during the year

LTIP awards were granted on 18 December 2023 as detailed in the table below.

	Scheme	Basis of award grant	No. of shares awarded	Face value of award ¹	% vesting for threshold performance	Vesting and performance period
Paul Hooper	2023 LTIP	75% of base salary at a price of 160.30p	157,994	£253,264	25%	3 years
Simon Dray	2023 LTIP	40% of base salary at a price of 160.30p	48,371	£77,538	25%	3 years
Gilbert Jackson	2023 LTIP	40% of base salary at a price of 160.30p	57,073	£91,488	25%	3 years
Michael Leaf	2023 LTIP	40% of base salary at a price of 160.30p	53,034	£85,013	25%	3 years

¹ Based on share price of 160.30p in accordance with the Scheme rules.

These awards will vest on 31 October 2026 and are subject to two measures and an underpin. The underpin requires a baseline UPBT of £11.2m to grow by at least RPI plus 2.5% p.a. to be achieved (in the year ending 30 June 2026) below which no award would vest. However, if this is achieved, 75% out of the award granted is based on UPBT growth targets (threshold of RPI+ 2.5% p.a. growth and maximum of RPI+ 10% p.a.) and the remaining 25% for all Directors is based on relative Total Shareholder Return (TSR) performance against the constituents of the FTSE All Share Index.

Statement of Directors' shareholdings and share interests

Directors' shareholdings

	At the date of this report	At 30 June 2023
Vijay Thakrar	50,000	50,000
Paul Hooper	1,189,737	1,059,486
Simon Dray	50,000	20,000
Gilbert Jackson	52,460	22,950
Michael Leaf ¹	122,929	60,621
Stephen Beechey	41,034	27,418
Karen McLnerney	Nil	Nil

¹ Michael Leaf holds shares in part via his PCA.



Long Term Incentive Plans

The table below reconciles movements in LTIP awards during the year.

	Date of award	Market price at award date*	Earliest exercise date	Interest as at 1 July 2023	of which				Interest as at 30 June 2024
					vested in year	exercised in year	were granted in year	lapsed in year	
Paul Hooper	Oct 2019	83.5p	Oct 2022	148,186	–	(148,186)	–	–	–
	Oct 2020	79.0p	Oct 2023	156,529 ¹	130,251	(130,251)	–	(26,278)	–
	Oct 2021	240.0p	Oct 2024	90,823	–	–	–	–	90,823
	Oct 2022	150.0p	Oct 2025	147,491	–	–	–	–	147,491
	Dec 2023	160.3p	Oct 2026	–	–	–	157,994	–	157,994
Total				543,029	130,251	(278,437)	157,994	(26,278)	396,308
Gilbert Jackson	Oct 2020	79.0p	Oct 2023	56,923	29,510	(29,510)	–	(27,413)	–
	Oct 2021	240.0p	Oct 2024	44,503	–	–	–	–	44,503
	Oct 2022	150.0p	Oct 2025	57,541	–	–	–	–	57,541
	Dec 2023	160.3p	Oct 2026	–	–	–	57,073	–	57,073
Total				158,967	29,510	(29,510)	57,073	(27,413)	159,117
Michael Leaf	Oct 2020	79.0p	Oct 2023	52,308 ¹	52,308	(52,308)	–	–	–
	Oct 2021	240.0p	Oct 2024	41,156	–	–	–	–	41,156
	Oct 2022	150.0p	Oct 2025	53,467	–	–	–	–	53,467
	Dec 2023	160.3p	Oct 2026	–	–	–	53,034	–	53,034
Total				146,931	52,308	(52,308)	53,034	–	147,657
Simon Dray	Oct 2021	240.0p	Oct 2024	37,538	–	–	–	–	37,538
	Oct 2022	150.0p	Oct 2025	48,767	–	–	–	–	48,767
	Dec 2023	160.3p	Oct 2026	–	–	–	48,371	–	48,371
Total				86,305	–	–	48,371	–	134,676

* The market price at the award date is based on the price on the day the Employee Trust or the Company granted the award. This price can differ from the market value at the date the Remuneration Committee recommended the award to the Trust or Company.

¹ This award was based on a notional share price of 130p.

Performance graph

The graph shows the total shareholder return (TSR) on an equivalent holding in the Company compared with the FTSE All Share Index.



Annual Report on Remuneration continued

Non-executive Directors

The policy of the Board is that the remuneration of the Non-executive Directors should be consistent with the levels of remuneration paid by companies of a similar size and complexity. Non-executive Directors receive an annual fee and are reimbursed expenses incurred in performing their duties. They do not receive any performance-related remuneration, or pension contributions.

The Chair and Non-executive Directors have letters of appointment and details of their terms can be seen in the Appendix to Schedule 1 published on our website.

Chief Executive's remuneration

The following table sets out the total remuneration and the amount vesting under short-term and long-term incentives (as a percentage of the maximum that could have been achieved) in each of the past ten years for the Chief Executive.

Year	Chief Executive single figure of total remuneration £000	Annual bonus pay-out against maximum opportunity %	Long-term incentive vesting against maximum opportunity %
2023/24	533	13.4%	68% ²
2022/23	609	17%	83.2%
2021/22	704	68%	99.4%
2020/21	565	100%	75%
2019/20	352	3.7% ¹	0%
2018/19	343	3.8%	0%
2017/18	332	0%	0%
2016/17	510	22%	72% ³
2015/16	493	20%	50%
2014/15	633	71%	50%

1 This represents a bonus relating to 2019 in respect of the sale of the Façades business.

2 This is based on an assumption that the TSR target will be achieved in October 2024.

3 Adjusted to reflect actual figures following the vesting of the 2015 LTIP award in March 2018.

Percentage change in Chief Executive's remuneration

The table below shows the percentage change in remuneration (excluding LTIPs) between the years ended 30 June 2023 and 30 June 2024 for the Chief Executive and all Group employees.

	Chief Executive ¹	Employees ²
Salary	10.1%	8.0%
Benefits	(19.6)%	4.8%
Bonus	(10.0)%	22.1%

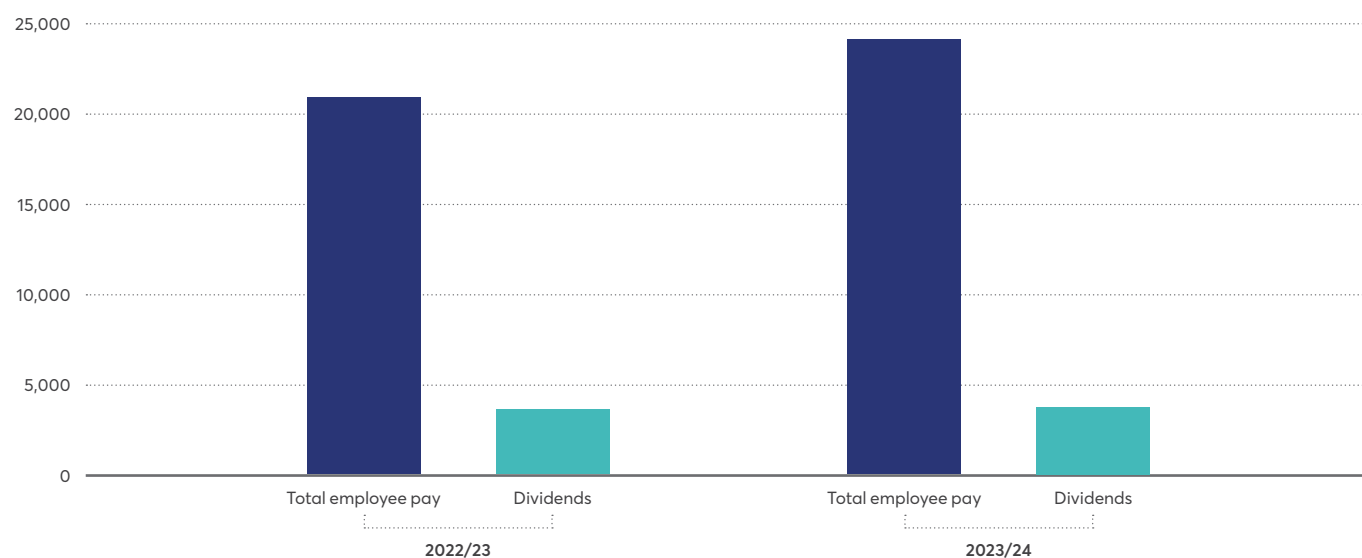
1 The Chief Executive's salary increased by 6% on 1 July 2023, in line with the general workforce. The year-on-year change also reflects an increase in his salary, and a reduction in his pension contributions, effective from 1 January 2023.

2 All employees in general received a 6% salary increase from 1 July 2023, the year-on-year change reflects employee churn and the acquisition of ARP in December 2023.



Relative importance of spend on pay

	Total employee pay	Dividends
2022/23	20,894	3,599
2023/24	24,117	3,724
Percentage increase	15.43%	3.47%



Implementation of the Directors' Remuneration Policy for the financial year 2024/25

The information below sets out how the Company intends to implement the Directors' Remuneration Policy for the year in 2024/25.

Base salary

The salaries of the Executive Directors have been reviewed and increased in line with the workforce average from 1 July 2024 at the rate of 4%. The provision of benefits will remain unchanged.

Non-executive Directors

The Board's policy is that the remuneration of the Non-executive Directors should be consistent with the levels of remuneration paid by companies of a similar size and complexity. Non-executive Directors receive an annual fee and are reimbursed for expenses incurred in performing their duties. They have been awarded a 4% increase in line with the workforce average.

2024/25 bonus

Targets for the annual 2024/25 bonus for the Executive Directors will be determined by performance against a sliding scale of challenging Underlying Profit Before Tax targets set at the beginning of the financial year and ESG targets related to GHG emissions and Health & Safety/accident improvements.

The targets themselves are commercially sensitive and the Group targets will be disclosed for the Group Chief Executive, Group Finance Director and Executive Directors in next year's Annual Report when reporting on the actual bonus outcomes.

Annual Report on Remuneration continued

2024 Long Term Incentive Plan

It is intended that the awards under the 2024 LTIP will be made to the Executive Directors in October 2024. Awards with a face value of 75% of salary will be granted to the CEO and 40% of salary for the other Executive Directors.

For any of the 2024 LTIP awards to vest, a Group UPBT underpin will need to be met. The underpin will be measured against the UPBT for the year ending 30 June 2027, and will require growth of RPI + 2.5% p.a. above the baseline UPBT for 2024 (£13.0m), adjusted to annualise the contribution from ARP Group.

Subject to achieving the UPBT growth underpin, the awards will vest depending on the achievement of challenging UPBT and TSR measures.

Underlying PBT

75% of the award will be dependent on Group UPBT growth targets.

Awards will vest depending on growth achieved using a notional base UPBT figure of £13.0 million plus an adjustment to annualise the contribution from ARP Group. Performance is based on the third year of the performance period, being the financial year ending 30 June 2027.

Awards will vest according to the following targets:

UPBT growth (from a base of £13.0 million)	Proportion of the award that vests
Less than RPI + 2.5% p.a.	0.0%
Between RPI + 2.5% p.a. and RPI + 10% p.a.	25% to 100% on a straight-line basis
RPI + 10% p.a. or higher	75%

Total shareholder return

25% of the award is subject to a relative TSR measure.

If the Company's TSR is below the FTSE All Share index median, no part of this award will vest. If performance is at median/index, then 6.25% will vest. For performance at upper quartile or higher, this part of the award will vest in full. For performance between median/index and upper quartile, vesting will be on a straight-line basis.

Statement of voting – 2023 AGM

At the 2023 AGM the Directors' Remuneration Report received the following vote from shareholders:

	Total number of votes cast	% of votes cast
For	17,398,132	99.58%
Against	74,131	0.42%
Total votes cast (for and against)	17,472,263	100%
Voted withheld	106,022	



The votes received for the Remuneration Policy were as follows:

	Total number of votes cast	% of votes cast
For	17,389,521	99.53%
Against	82,985	0.47%
Total votes cast (for and against)	17,472,506	100%
Voted withheld	105,779	

At the year end, the Employee Benefit Trust, established to hold shares in relation to the ESOS and the LTIP, held 180,849 Ordinary shares. The market value of the shares held in trust as at 28 June 2024 was £345,422.

This Report was approved by the Board of Directors on 3 September 2024 and signed on its behalf by the Remuneration Committee Chair.

Stephen Beechey
Chair of the Remuneration Committee

3 September 2024