

Spirax-Sarco Limited

Annual report and financial statements

For the year ended 31 December 2024

Company Registration No. 00509018

Spirax-Sarco Limited

Annual report and financial statements For the year ended 31 December 2024

Contents	Page
Strategic report	3
Directors' report	7
Directors' responsibilities statement	12
Independent auditor's report	13
Profit and loss account	17
Statement of comprehensive income	18
Balance sheet	19
Statement of changes in equity	20
Notes to the financial statements	21

Spirax-Sarco Limited

Strategic report

The Directors of Spirax-Sarco Limited ("the Company") present their Strategic report, Directors' report and the financial statements for the year ended 31 December 2024. Spirax-Sarco Limited is a key component of Spirax Group plc and its consolidated results, the annual report of which includes more information with regard to strategy, risks and uncertainties relevant to the Company.

Business model

As a heat source, steam is the natural choice in many industrial processes due to its high heat-carrying capacity, controllability, sterility and efficiency as a heat transfer medium. The specialist knowledge within the Spirax-Sarco business enables us to apply our products, solutions and expertise across a diverse range of industrial sectors, helping our customers to increase their efficiency, safety and sustainability. Sector diversity supports our resilience through economic cycles.

Our sales engineers are trained to understand applications in a comprehensive range of industries, to analyse customer problems and then to supply the solution through the application of our products. Over many years our business has expanded the range of products through in-house development; we are well placed to be able to address any problems faced by customers in their steam processes. In 2024 the business continued to develop new solutions, supporting our direct sales engineers to drive growth in target sectors.

Spirax-Sarco Limited sells to customers in the UK and overseas markets. The company leverages the benefits of a global supply chain, optimising supply chain effectiveness and measuring customer service levels using several metrics.

Business review

Turnover has increased by £6,439,000 (4.9%) from the prior year. This increase was against a challenging backdrop where Industrial Production contracted in the year in key Steam Thermal Solutions markets. Focus has therefore been on targeted, higher growth sectors to drive growth. This increase was predominantly seen in sales to the UK and Republic of Ireland markets.

Operating profit increased by £26,136,000 (173.4%) from the prior year and margin increased by 19.4% to 8.0%. The prior year operating loss was largely driven by a one-off impairment charge of £13,481,000 relating to a global ERP programme implementation within the Steam Thermal Solutions (formerly known as Steam Specialities) business, of which Spirax-Sarco Limited is the stewardship entity. In addition, other operating charges have decreased by £5,784,000 from the prior year due to a decrease in project related expenditure.

Spirax-Sarco Limited was previously engaged in a project to upgrade its ERP systems across the Steam Thermal Solutions business, known as Project Opal. Over time the scope of the project expanded substantially to include a wider range of business applications. In parallel, the external technology market has continued to evolve and the Group, which Spirax-Sarco Limited, is part of, took the decision in 2023, to implement consistent ERP solutions across the whole Group. Within Steam Thermal Solutions, this will enhance future capability in addition to leveraging the scale of the broader Group. This resulted in a non-cash impairment charge to statutory operating profit of £13,481,000 being reported in 2023 in relation to existing assets which will no longer provide future economic benefit.

Stock weeks of 32.6 have decreased by 12.9 weeks from 45.5 in 2023. Debtor days have decreased by 0.2 days to 34.6 days (2023: 34.8 days)

The results for the year are shown on page 17.

Spirax-Sarco Limited

Strategic report (continued)

Key performance indicators

Our key performance indicators are turnover growth, operating profit, operating margin, stock weeks and debtor days.

	2024 £'000	2023 £'000	Movement
Turnover	138,684	132,245	4.9%
Operating profit / (loss)	11,102	(15,070)	173.7%
Operating margin	8.0%	(11.4%)	1940 bps

	2024	2023	Movement
Stocks weeks	32.6	45.5	(12.9)
Debtors days	34.6	34.8	(0.2)

Stock weeks is calculated by dividing total stocks as at 31 December 2024 of £25,004,000 (2023: £30,490,000) over the weekly average cost of stocks recognised in the profit and loss account for the year ended 31 December 2024. The weekly average cost of stocks consists of;

	2024 £'000	2023 £'000
Total cost of stocks recognised in the profit and loss account	(39,935)	(34,817)
Weekly average cost of stocks recognised in the profit and loss account	(768)	(670)

Stock weeks decreased primarily due to a large stock reduction project undertaken to remove a large amount of excess stock.

Debtor days is calculated by dividing trade debtors as at 31 December 2024 of £13,161,000 (2023: £12,618,000) over turnover for the year-ended 31 December 2024 of £138,684,000 (2023: £132,245,000) and multiplying by 365 days.

Sustainability

One Planet is the mechanism through which our Group delivers sustainable improvements that support people and planet. Our One Planet: Engineering with Purpose Sustainability Strategy sets out our plans for building a more sustainable future and our commitment to having a positive impact on people and planet. Now in its fourth year, the strategy is well embedded across the Group, and we are making good progress towards achieving our goals for sustainable business operations.

2024 was a year of good progress which further improved the environmental performance of the Group and delivered value to our communities.

We continue to combine our capabilities with other group companies, developing new-to-world solutions to decarbonise industrial processes to meet our customers' changing needs, working closely with our suppliers to support our customers' sustainability and efficiency aims, with an unwavering focus on safety.

For further detail on the Group's One Planet Sustainability report please see the Sustainability report on page 56 of the Spirax Group plc 2024 Annual Report.

For information on the company's Streamline energy and carbon reporting please refer to TCFD and climate-related financial disclosures on page 66 of the Spirax Group plc 2024 Annual Report.

Spirax-Sarco Limited

Strategic report (continued)

Together for Growth

Across the Spirax Group, we are united in our ambition to deliver long term, compounding organic revenue growth. This will be achieved by working together, in partnership with our customers, to evolve to meet the needs of tomorrow's world. This means getting closer to our customers, to understand their needs today, as well as to anticipate their needs tomorrow.

This approach is enshrined in our Together for Growth Strategy Growth Drivers:

- Commercial excellence – investing in the capability of our sales colleagues to better serve customers and meet their evolving needs.
- Operational excellence – continuing focus on operational improvements, reinvesting benefits to support future growth.
- Organisational fitness – our local presence allows us to better understand and meet customers' needs and our global group presence allows us to leverage scale and better serve our customers.
- Digital and Services – our relationships, technical expertise and data driven insights are the basis of our deep customer understanding. We are focused on being highly- connected with our customers throughout their process and product lifecycles to anticipate their needs and build enduring customer partnerships.
- Decarbonising Thermal Energy – Our steam expertise and innovative solutions uniquely position us to decarbonise our customers' thermal energy use.

Principal risks and uncertainties

The Company has well established risk management processes, including insurance cover, which is an integral part of the operation of our business. Whilst risk can never be eliminated, our processes allow us to identify and appropriately manage and mitigate risks and uncertainties. The principal risks and uncertainties are strategic, commercial, operational and financial.

Strategic risks and uncertainties include customer relationships, the competitive environment, political and economic upheaval, technological changes, the regulatory and legal environment, and investment and acquisitions. These relate to maintaining our market and technological leadership including branding and reputation.

Commercial risks and uncertainties include issues such as product design and performance, product liability, competitor activity, relations with customers and suppliers, pricing and profit margins. Our employees are key to managing and mitigating risks and uncertainties and we therefore invest significant resources in the training and development of our people.

Operational risks and uncertainties include health and safety and environmental issues, employee relations, mitigation of, and recovery from, major disasters, product quality and customer service. We have for many years complied with recognised quality, health and safety and environmental standards and regulations and have applied project management disciplines in our business.

In addition to the above, we continue to monitor the operational risk relating to ageing enterprise systems. This risk is mitigated by operational controls including a combination of power protection, backup, disaster recovery as well as continual monitoring to ensure strong Enterprise IT solutions.

Financial risks and uncertainties include exchange rate exposures, interest rate movements, financial irregularities and protection of assets including pension fund assets. The Company is covered by the Group's comprehensive Treasury Policy that deals with many of these issues and defines our approach to minimise and mitigate such risks.

Recent changes to trade tariffs have resulted in macroeconomic uncertainty, particularly impacting customers' capital investment decisions. The evolving broader macroeconomic impact of tariffs remains uncertain. Our local manufacturing mitigates the direct exposure of tariffs and we expect to manage the financial impacts through surcharges and pricing.

Spirax-Sarco Limited

Strategic report (continued)

Section 172 Statement

Engaging with our stakeholders and acting in a way that promotes the long-term success of the Company, while taking into account the impacts of our business decisions on our stakeholders, is central to our strategic thinking and our statutory duty in accordance with Section 172(1) of the Companies Act 2006 (s.172).

The Directors of Spirax-Sarco Limited consider, both individually and together, that they have acted in the way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in s.172 (A-F of the Companies Act) in the decisions taken during the year. In particular our plan is designed to have a long-term beneficial impact on the Company and its stakeholders, and contribute to the Company’s continued success in delivering reduced carbon emissions and increased efficiency, safety and sustainability for our customers. Our plan is focused on our customers, as exemplified by our customer focused business strategy, but also takes into account other stakeholders, such as our employees and the effective management of our supply chain, with the aim of delivering value to shareholders. As Directors, our intention is to behave responsibly and ethically at all times, in line with our Company values, and to ensure that our management teams operate the business in a responsible manner and to the highest standards of business conduct and good governance.

Our impacts on, and engagement with, five key stakeholders groups are systematically considered as part of our strategy. The stakeholder groups are: our employees, our customers, our suppliers, our communities and our environment. See the Directors’ report for further details.

Future developments

The Company will continue to invest in its manufacturing processes and research and development to continue to meet global demand from the Spirax Group plc. In the UK the Company will continue to consolidate its position as the market leader of steam solutions through sales-focused initiatives and acquisition where opportunity arises.

Events after the balance sheet date

After the balance sheet date, a decision has been made to consolidate the three Cheltenham sites into two. This will mean the closure of the Northcroft House site with the personnel moving to the other two sites at Charlton House or Runnings Road. We anticipate all personnel will be relocated by the end of the 2025 financial year. No financial commitments were made in relation to this at the Balance sheet date. At the date of signing a estimate of the financial effect of this event is not known.

Approved by the Board and signed on its behalf by:

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G Huxtable

Director

27 June 2025

Registered Office: Charlton House, Cirencester Road, Cheltenham, Gloucestershire, GL53 8ER

Spirax-Sarco Limited

Directors' report

The Directors present their annual report on the affairs of the Company, together with the financial statements and auditor's report, for the year ended 31 December 2024.

Principal activities

The Company's business is the manufacture of products for the control of fluids such as steam, hot water and compressed air for process uses and other industrial and commercial applications.

Dividend

No dividend was paid in the year (2023: no dividend) and no further dividend has been approved or proposed. Profit for the year of £5,876,000 has been transferred to reserves (2023: loss of £12,803,000).

Directors

The following Directors held office during the year and served subsequently to the date of signing the financial statements unless otherwise stated:

G Huxtable
D Smithson
M Dikker Hupkes-Gernaat (Appointed 11 April 2025)
S K Ewe-Cheah (Resigned 20 February 2025)
G Godfrey-Williams (Resigned 31 May 2024)
M Preziosa (Resigned 21 February 2024)

Going concern

At the year end the Company had net current assets of £42,741,000 (2023: £40,330,000).

The Company has prepared profit and loss, cash flow and balance sheet forecasts which reflect forecast changes in revenue and cash flows based on the current economic environment. The forecast financial position remains robust, with a good profit performance and a continued positive net asset position.

The Company will continue to invest in key projects including the ERP implementation, as well as strategic initiatives and research and development to consolidate its position as the market leader of steam solutions.

The Company continues to have access to cash pooling arrangements provided by the Group, see page 25 for more details of this, whereby the Group supports the business should there be a negative cash pool position. The directors have satisfied themselves that these facilities will remain accessible throughout the going concern period.

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence and that the Directors intend to do so, for at least one year from the date the Financial Statements were signed, and that it is appropriate to adopt the Going Concern basis in preparing the Annual Report and Financial Statements.

Financial risk management objectives and policies

The Company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. The Company does not use financial derivatives to manage these risks.

Cash flow risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company is covered by the Group's comprehensive Treasury Policy that deals with many of these issues and defines the approach to minimise and mitigate such risks. Further details can be found in the Group financial statements.

Spirax-Sarco Limited

Directors' report (continued)

Credit risk

The Company's principal financial assets are cash balances, trade and other debtors, and investments. The Company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of allowances for doubtful debtors. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company is covered by the Group's Treasury Policy referred to above.

Existence of branches outside the UK

The Company has branches, as defined in section 1046(3) of the Companies Act 2006, outside the UK in Denmark, The United Arab Emirates, The Republic of Ireland, Ghana, Greece, Pakistan, Saudi Arabia, Tanzania and Uganda.

Subsidiary undertakings

No subsidiary undertakings were acquired in the year.

Research and development

The company continues to devote resources to updating the expansion of its range of products in order to remain at the forefront of its world market. More details can be found in note 5 of the financial statements.

Future developments and events after the balance sheet date

Details of future developments and events that have occurred after the balance sheet date can be found in the Strategic Report on page 6.

Employees

The Company has a continuing policy of giving disabled people full consideration for all job vacancies for which they offer themselves as suitable applicants.

Wherever practical the Company maintains the employment of those employees who become disabled and offers appropriate training. In the UK, the Company meets the requirements of the Disability Discrimination Act 1995.

Charitable and political donations

During the year the Company made charitable donations of £64,029 (2023: £40,707). The Company did not make political donations in either 2024 or 2023.

Employee Engagement

Our employees are our greatest asset and our success relies on the application of their knowledge and skills. We aim to be a responsible employer in our approach to pay and benefits, and the health, safety and well-being of our employees is always a primary consideration. We aim to understand the views of employees, in particular on decisions affecting their interests, and provide employees with information on matters of concern including financial and economic factors affecting the performance of the Company.

How we are engaging:

- We communicate with employees through a variety of channels including briefing groups, meetings, conferences, videos, email and written communications.

Spirax-Sarco Limited

Directors' report (continued)

Employee Engagement (continued)

- We listen to the views of our employees including through their participation in local focus groups and the employee survey. Survey results are analysed collectively by department with focus groups established and plans to address those areas our employees tell us we could do better. Examples of items raised by employees which have been implemented include flexible working arrangements, three days paid volunteering leave, enhanced maternity and paternity pay, employee assistance programme and employee networks.

The Company encourages the involvement of employees in the company's performance by offering:

- 1) A performance related bonus scheme based on the results of the company, the consolidated results of the steam division or the consolidated results of its parent company, Spirax Group plc.
- 2) An Employee Share Ownership Plan for shares of its parent company, Spirax Group plc.

Engagement with suppliers, customers and others

Customers

We generate value for our stakeholders as we help the end users of our products to improve the efficiency, safety and sustainability of their operations. Meeting the needs of customers now and developing our offering so that we can continue to meet their needs into the future, requires a closeness to, and engagement with, customers.

How we are engaging:

- Our direct sales business model is the key avenue for customer engagement, allowing us to deeply understand their needs and requirements.
- Regular "Voice of the customer" surveys provide valuable feedback from customers who tell us what we are doing well and how we can improve.
- Customer requirements are always taken into consideration during new product development, with customer needs driving the design and development of products.

Suppliers

Our purchasing decisions not only impact our suppliers, but their stakeholders too. We expect our suppliers to operate ethically, taking due consideration for the safety and well-being of their workers while minimising their environmental impacts. By setting high standards for our suppliers, we reduce operating and reputational risk and promote the long-term success of the Company.

How we are engaging:

- We purchase from suppliers who adhere to our Supplier Sustainability Code.
- We undertake supplier audits to oversee compliance with our standards.
- We work with suppliers on a continuous improvement basis to raise standards.
- We train employees on business ethics and encourage the use of the whistle-blowing hotline to raise concerns about anything in our end-to-end supply chain.
- We pay our suppliers for properly completed work and it is the company's policy to make payments to suppliers in line with the terms of the supply contract. Payment terms are typically between 30 and 60 days.

Communities

As a financially successful business, we are well-placed to "give something back" to our communities. We strive to be a force for good wherever we operate. While education, particularly in the sciences and engineering, is our priority focus, to maximise our positive impact we always seek to identify and respond to local needs.

Spirax-Sarco Limited

Directors' report (continued)

How we are engaging:

Communities (continued)

- We respond to requests for much needed charitable funding, making financial donations to charitable causes.
- Our employees are encouraged to volunteer their time and skills, during working hours, to support a range of worthwhile causes in their local community.
- We work with schools, colleges and universities to raise aspirations, increase awareness of engineering and develop the talent of young engineers.

Environment including energy and carbon

Climate change is a global challenge and an emerging risk to businesses, people and the environment across the world. We have a role to play in limiting warming by improving our energy management, reducing our carbon emissions and helping our customers to do the same. Not only is managing our environmental impacts the right thing to do, it also helps us to manage and mitigate risk.

How we are engaging:

- We actively engage with customers to identify and implement engineered solutions to reduce their energy use, carbon emissions, water and waste.
- We educate our employees and take steps to reduce our own environmental impacts.
- We report transparently on our environmental performance.

Details of our decarbonisation strategy and initiatives to support customers in the decarbonisation of industrial steam generation can be found in the Strategic Report on page 4.

Disclosure of information to auditor

Each of the persons who is a director at the date of approval of this report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

Deloitte LLP expressed its willingness to continue in office as auditor and a resolution to re-appoint them was proposed and agreed at the Spirax Group plc AGM in line with section 487 of the Companies Act 2006.

Spirax-Sarco Limited

Directors' report (continued)

Directors' indemnities

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

Approved by the Board and signed on its behalf by:



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G Huxtable

Director

27 June 2025

Registered Office:

Charlton House
Cirencester Road
Cheltenham
Gloucestershire
GL53 8ER

Spirax-Sarco Limited

Directors' responsibilities statement

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

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

In preparing these financial statements, the directors are required to:

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

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

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

Spirax Sarco Limited

Independent auditor's report to the members of Spirax Sarco limited Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Spirax Sarco Limited (the 'company'):

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

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the related notes 1 to 24

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

Basis for opinion

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

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

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other

Spirax Sarco Limited

Independent auditor's report to the members of Spirax Sarco limited Report on the audit of the financial statements

information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

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

We considered the nature of the company's industry and its control environment and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management, internal audit and the directors about their own

Spirax Sarco Limited

Independent auditor's report to the members of Spirax Sarco limited Report on the audit of the financial statements

identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

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

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

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

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

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

Spirax Sarco Limited

Independent auditor's report to the members of Spirax Sarco limited Report on the audit of the financial statements

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



James Hunter, FCA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Reading, United Kingdom

27 June 2025

Spirax-Sarco Limited

Profit and loss account For the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Turnover	3	138,684	132,245
Cost of sales		(39,935)	(34,817)
Other operating income	3	62,316	58,228
Staff costs	4	(88,317)	(89,111)
Depreciation of tangible fixed assets	10	(5,917)	(6,585)
Impairment of tangible fixed assets	10	-	(13,481)
Amortisation of intangible assets	11	(64)	(64)
Other operating charges		(55,701)	(61,485)
Operating profit / (loss)		11,066	(15,070)
Income from shares in Group undertakings		422	1,408
Profit / (loss) on sale of fixed assets		37	(34)
Finance costs (net)	7	(1,775)	(1,432)
Profit/(loss) on ordinary activities before taxation	5	9,750	(15,128)
Tax (charge)/credit on profit on ordinary activities	9	(3,874)	2,325
Profit/(loss) for the financial year attributable to the equity shareholders of the Company		5,876	(12,803)

In both the current and preceding year, the Company made no material acquisitions and had no discontinued operations. Turnover and profit on ordinary activities, therefore, derive from continuing operations.

The notes on pages 21 to 42 form part of these financial statements.

Spirax-Sarco Limited

Statement of comprehensive income For the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Profit / (loss) for the financial year		5,876	(12,803)
Currency translation (loss) on foreign branches		(259)	(61)
Actuarial movement on defined benefit pension scheme			
Net actuarial gain / (loss) - experience	21	540	(9,815)
Net actuarial gain - assumptions	21	23,180	2,288
Return on plan assets (lower) than discount rate	21	(19,973)	(48)
Total re-measurement gain/(loss) of net defined benefit liability		3,747	(7,575)
Tax relating to components of other comprehensive income		(937)	1,894
Other comprehensive gain/(loss)		2,551	(5,742)
Total comprehensive gain/(loss) attributable to equity shareholders of the Company		8,427	(18,545)

Spirax-Sarco Limited

Balance sheet As at 31 December 2024

		2024		2023	
	Note	£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	10	71,838		69,808	
Goodwill	11	9		73	
Investments	12	10,655		10,655	
Deferred Tax	15	10,415		13,593	
			92,917		94,129
Current assets					
Stocks	13	25,004		30,490	
Debtors	14	62,828		63,131	
Cash at bank and in hand		2,051		3,459	
			89,883		97,080
Creditors: amounts falling due within one year					
Creditors	16		(47,142)		(56,750)
Net current assets					
			42,741		40,330
Total assets less current liabilities					
			135,658		134,459
Creditors: Amounts falling due after more than one year					
Other creditors			(495)		(537)
Pensions and provisions for liabilities	17		(29,967)		(36,749)
Net assets					
			105,196		97,173
Capital and reserves					
Called up share capital	20		5,000		5,000
Share premium account			57,557		57,557
Revaluation reserve			773		773
Profit and loss account			41,866		33,843
Shareholders' funds					
			105,196		97,173

The notes on pages 21 to 42 form part of these financial statements.

The financial statements of Spirax-Sarco Limited (Registered number: 00509018) were approved by the board of directors and authorised for issue on 27 June 2025. They were signed on its behalf by:

G Huxtable – Director

Spirax-Sarco Limited

Statement of changes in equity For the year ended 31 December 2024

	Called up share capital £'000	Share premium £'000	Revaluation reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2023	5,000	57,557	773	51,153	114,483
(Loss) for the financial year	-	-	-	(12,803)	(12,803)
Currency translation difference on foreign branches				(61)	(61)
Actuarial loss on defined benefit pension scheme *	-	-	-	(7,575)	(7,575)
Tax relating to items of other comprehensive income	-	-	-	1,894	1,894
Total comprehensive expense	-	-	-	(18,545)	(18,545)
Tax for equity-settled share based payment	-	-	-	-	-
Credit to equity for equity-settled share-based payment *				1,235	1,235
At 31 December 2023	5,000	57,557	773	33,843	97,173
Profit for the financial year	-	-	-	5,876	5,876
Currency translation difference on foreign branches	-	-	-	(259)	(259)
Actuarial gain on defined benefit pension scheme *	-	-	-	3,747	3,747
Tax relating to items of other comprehensive income	-	-	-	(937)	(937)
Total comprehensive expense	-	-	-	8,427	8,427
Tax for equity-settled share based payment	-	-	-	-	-
Charge to equity for equity-settled share-based payment *	-	-	-	(404)	(404)
At 31 December 2024	5,000	57,557	773	41,866	105,196

* Further details of the movements on the defined benefit scheme and share-based payments can be found in notes 21 and 22 respectively.

The notes on pages 21 to 42 form part of these financial statements.

Spirax-Sarco Limited

Notes to the financial statements

For the year ended 31 December 2024

1. Accounting policies

The principal accounting policies are summarised below and have been used consistently, throughout the current and preceding year, in dealing with items which are considered material in relation to the Company's financial statements.

General information and basis of accounting

Spirax-Sarco Limited is a private company limited by shares and is incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 6. The nature of the Company's operations and its principal activities are set out in the Strategic report on pages 3 to 6. The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

Spirax-Sarco Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Spirax-Sarco Limited is consolidated in the financial statements of its parent, Spirax Group plc, which may be obtained from the Company's registered office. Exemptions have been taken in these separate Company financial statements in relation to share-based payments, financial instruments, related party transactions, presentation of a cash flow statement and remuneration of key management personnel.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements as the Company is a wholly-owned subsidiary of a parent undertaking established under the law of a member State of the European Economic Community. This company is Spirax Group plc. These financial statements present information about the undertaking as an individual undertaking and not about the Group.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report. The Directors' report further describes the financial position of the Company; its financial risk management objectives and its exposure to credit risk and liquidity risk. At the year end the Company had net current assets of £42,741,000 (2023: £40,330,000). The Company has prepared profit and loss, cash flow and balance sheet forecasts which reflect forecast changes in revenue and cash flows based on the current economic environment. The forecast financial position remains robust, with a good profit performance and a continued positive net asset position.

The Company will continue to invest in key projects including the ERP implementation, as well as strategic initiatives and research and development to consolidate its position as the market leader of steam solutions. The Company continues to have access to cash pooling arrangements provided by the Group, see page 25 for more details of this, whereby the Group supports the business should there be a negative cash pool position. The directors have satisfied themselves that these facilities will remain accessible throughout the going concern period. The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence and that the Directors intend to do so, for at least one year from the date the Financial Statements were signed, and that it is appropriate to adopt the Going Concern basis in preparing the Annual Report and Financial Statements.

Turnover

Turnover is stated net of VAT and trade discounts and is recognised when the significant risks and rewards are considered to have been transferred to the buyer. Turnover from the sale of goods is recognised when the goods are physically delivered, or dispatched to the customer, in accordance with the contractual terms of sale. Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the fair value of the consideration received or receivable. Turnover from projects is recognised by reference to the stage of completion of the contract based on the fair value of goods and services provided at the balance sheet date.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

1. Accounting policies (continued)

Stocks

Stocks and work in progress are valued at the lower of cost, including factory overheads where appropriate, and estimated net realisable value. Cost includes materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity. Provision is made for obsolete, slow-moving or defective items where appropriate.

Research and development

Research and development expenditure is charged against profits as incurred.

Tangible fixed assets

Fixed assets are included at cost with the exception of freehold land and buildings which are included at professional valuations as at 31 December 1986, with subsequent additions at cost.

Where the Company used its own labour to create a fixed asset such labour is capitalised and subsequently written off over the useful life of the fixed asset created.

Depreciation

Depreciation is calculated on cost or valuation on a straight-line basis at rates which write down the value of the assets to their residual values over their estimated useful lives. The principal rates used are as follows:

Land and buildings

Freehold land	nil
Freehold buildings	1.5% - 4.0%
Leasehold properties	Over life of lease

Plant and machinery

Plant and machinery excluding motor vehicles	4% - 12.5%
Motor vehicles	20%

Fixtures, fittings, tools and equipment

Office furniture and fittings	10%
Office equipment	12.5% - 33.3%
Computers and computer software	20 - 25%
Tooling and patterns	10%

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

Goodwill and intangible assets

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising on business combinations is capitalised. Positive goodwill is amortised to nil by equal instalments over its estimated useful life, which is 10 years.

Intangible fixed assets purchased as part of an acquisition are capitalised at their fair value and are amortised to nil by equal annual instalments over their useful economic lives. These are shown in table below:

Non-compete agreements	3 years
Manufacturing designs and technology	3 years
Customer relationships	2 years

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

1. Accounting policies (continued)

Impairment of assets

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

An impairment loss is recognised whenever the carrying amount of an asset or its income-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account unless they arise on a previously revalued fixed asset. An impairment loss on a revalued fixed asset is recognised in the profit and loss account if it is caused by a clear consumption of economic benefits. Otherwise impairments are recognised in the statement of comprehensive income until the carrying amount reaches the asset's depreciated historic cost.

The carrying amounts of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated.

Impairment losses recognised in respect of income-generating units are allocated first to reduce the carrying amount of any goodwill allocated to income-generating units, then to any capitalised intangible asset and finally to the carrying amount of the tangible assets in the unit on a pro rata or more appropriate basis. An income-generating unit is the smallest identifiable group of assets that generates income that is largely independent of the income streams from other assets or groups of assets.

The recoverable amount of fixed assets is the greater of their net realisable value and value in use. In assessing value in use, the expected future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the rate of return expected on an equally risky investment. For an asset that does not generate largely independent income streams, the recoverable amount is determined for the income-generating unit to which the asset belongs.

Taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

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

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

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

1. Accounting policies (continued)

Taxation (continued)

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

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

Foreign currency translation

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Foreign currency assets and liabilities are translated into sterling at rates of exchange ruling at the date of the balance sheet.

The trading results of overseas branches have been translated into sterling at average rates of exchange ruling during the year. Differences arising from changes in exchange rates are treated as part of the trading profit where they relate to items of a trading nature. Exchange differences arising from the re-translation of the opening net investment in the branches and between the profits for the year, translated at average and closing rates, are shown as movements on reserves.

Investments

Investments are held at cost less provisions for any permanent diminutions in value.

Investment properties

Investment properties are held at historical cost less accumulated depreciation and are assessed for recoverable amount annually.

Leases

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease. Where the Company is a lessee under a finance lease, the leased assets are capitalised and included in fixed assets, with the corresponding liability recognised as a creditor. Finance charges are recognised over the period of the finance lease. Rents receivable under operating leases are recognised in the profit and loss account on a straight-line basis.

Retirement benefits

A defined benefit scheme and defined contribution scheme are operated by the Company in the UK. There are also separate defined contribution pension schemes in place for branches outside of the UK for which all contributions are charged to the profit and loss account.

For the Company's defined benefit scheme, the cost of providing pensions is spread over the period during which benefit is expected to be derived from the employees' services and is calculated in accordance with advice of qualified actuaries.

The Company's defined contribution scheme was set up in September 2001 for new employees. All contributions payable to this scheme in the year are charged to the profit and loss account. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

1. Accounting policies (continued)

Share-based payment

The Company grants to its employees' rights to equity instruments of Spirax Group plc, its parent company. The required disclosures are therefore included in Spirax Group plc's consolidated financial statements.

Where the Company's parent undertaking grants rights to its equity instruments to the Company's employees, which are accounted for as equity-settled in the consolidated financial statements of the parent, the Company accounts for these share-based payments as equity-settled. Amounts recharged by the parent are recognised as a recharge liability with a corresponding debit to equity.

Incentives in the form of shares are provided to employees under share option and share award schemes. The fair value of these options and awards at their date of grant is charged to the profit and loss account over the relevant vesting periods. The value of the charge is adjusted to reflect expected and actual levels of options vesting.

The fair value of awards made under long-term share incentive plans is measured at the date of grant and the cost spread over the vesting period. The amount recognised is not adjusted to reflect market based performance conditions, but is adjusted for non-market-based performance conditions.

Cash flow statement

The consolidated financial statements of the Company's parent undertaking include a group cash flow statement. The Company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12 and the Company is therefore exempt from preparing its own cash flow statement.

Dividends on shares presented within shareholder's funds

Dividends are only recognised as a liability at that date to the extent that they are declared prior to the year-end and approved by the shareholders. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Cash pooling arrangement

During 2021, the Company entered into zero balancing arrangement cash pools with other Group companies for the GBP, USD and EUR accounts held in the UK. At 31 December 2024 the combined balance on these cash pools was a receivable balance of £291,000. As the Company's legal rights and obligations are with the Group Companies and not with the bank these balances are presented on the balance sheet as amounts owed by/to Group companies rather than cash at bank or an overdraft.

Trade and other debtors

Trade and other debtors are carried at original invoice amount (which is considered a reasonable proxy for fair value) and are subsequently held at amortised cost less provision for impairment. The provision for impairment is based on lifetime expected credit losses. Lifetime expected credit losses are calculated by assessing historic credit loss experience, adjusted for factors specific to the receivable and operating company. The movement in the provision is recognised in the Profit and Loss Account.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

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

Critical judgements in applying the Company's accounting policies

The Directors have concluded that no critical judgements, apart from those involving estimations (which are dealt with separately below) have been made in the process of applying the Company's accounting policies.

Key source 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 outlined below.

Defined benefit pension assumptions

The defined benefit obligation is assessed by selecting key assumptions. The selection of mortality rates, inflation and pay increases are key sources of estimation uncertainty which could lead to material adjustment in the defined benefit obligation within the next financial year. These assumptions are set with close reference to market conditions.

The defined benefit obligation is discounted at a rate set by reference to market yields at the end of the reporting period on high quality corporate bonds. The most significant criteria considered for the selection of bonds include the issue size of the corporate bonds, quality of the bonds and the identification of outliers which are excluded.

The key assumptions selected are disclosed in note 21.

The defined benefit pension scheme was closed to future accrual during 2020. This helps to partially mitigate some of the future uncertainty including the financial impact caused by the uncertainty of these assumption.

3. Turnover and other operating income

The Company sells goods to operating companies within the Group as well as directly to UK-based customers. Turnover by region is as follows:

	2024	2023
	£'000	£'000
UK & Republic of Ireland	53,696	48,276
EMEA (excluding UK & Republic of Ireland)	60,037	58,234
Asia Pacific	15,115	16,243
Americas	9,836	9,492
	<hr/>	<hr/>
	138,684	132,245
	<hr/> <hr/>	<hr/> <hr/>

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

3. Turnover and other operating income (continued)

Included in the above is £65,296,000 (2023: £60,579,000) of sales to other group companies

Other operating income of £62,316,000 (2023: £58,228,000) consists of fees for the provision of centralised services to related parties and other Group companies of £59,094,000 (2023: £55,293,000), inter-group royalties of £3,072,000 (2023: £2,822,000) and rental income of £150,000 (2023: £113,000).

4. Staff numbers and costs

The monthly average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	2024	2023
	Number	Number
UK	1,041	1,154
Overseas	98	91
	<u>1,139</u>	<u>1,245</u>
	2024	2023
	Number	Number
Production	457	557
Sales	275	330
Administration	407	358
	<u>1,139</u>	<u>1,245</u>

The aggregate staff costs of these persons were as follows:

	2024	2023
	£'000	£'000
Wages and salaries	68,544	70,782
Social security costs	9,634	7,824
Other pension costs (see note 21)	9,715	8,400
Share-based payments (see note 22)	424	2,105
	<u>88,317</u>	<u>89,111</u>

Other pension costs includes only those items included within operating costs.

Staff costs disclosed above include £1,561,000 (2023: £1,892,000) of costs that were capitalised within software and development assets rather than expensed to the income statement. The credit to the income statement is included in other operating charges.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

5. (Loss) / Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging/(crediting) the following:

	2024	2023
	£'000	£'000
Research and development expenditure	314	6,051
Research and development grant income	54	-
Other operating leases	1,018	701
(Profit) / loss on disposal of fixed assets	(37)	34
Depreciation of tangible fixed assets (see note 10)	5,917	6,585
Impairment of tangible fixed assets (see note 10)	-	13,481
Amortisation of intangible assets (see note 11)	64	64
Foreign exchange loss /(gain)	(211)	(1,764)
Staff costs capitalised	(1,561)	(1,892)
Rents receivable (see note 19)	(150)	(113)
	<u> </u>	<u> </u>

Impairment of tangible fixed assets of £13,481,000 in the prior year relates to an ERP system upgrade project which was deemed to no longer be providing future economic benefit. More details are included in the Strategic Report.

6. Auditor's remuneration

Fees payable to Deloitte LLP and their associates for the audit of the company's financial statements were £137,000 (2023: £130,444). No non-audit services were provided to the Company in either year.

7. Finance costs (net)

	2024	2023
	£'000	£'000
Interest payable and similar charges		
Bank loans and overdraft	(13)	(3)
Intercompany interest payable	(520)	(149)
Net interest on pension scheme liabilities (see note 21)	(1,461)	(1,285)
	<u> </u>	<u> </u>
	(1,994)	(1,437)
Interest receivable and similar income		
Bank interest	9	3
Intercompany interest receivable	210	2
	<u> </u>	<u> </u>
	219	5
	<u> </u>	<u> </u>
Finance costs (net)	<u> </u>	<u> </u>
	(1,775)	(1,432)

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

8. Emoluments of directors

Directors' emoluments received while a Director consist of the following elements:

	2024	2023
	£'000	£'000
Emoluments	591	769
Company contributions to defined contribution and defined benefit pension schemes	23	30
	<u>614</u>	<u>799</u>

The number of directors who:	2024	2023
	Number	Number
Are members of a money purchase pension scheme at 31 December	1	2
Are members of a defined benefit scheme at 31 December	2	3
Had awards receivable in the form of shares in the parent company under a long-term incentive scheme	3	3
Exercised options over shares in the parent company	3	3

The defined benefit scheme closed to future accrual during 2020.

Emoluments of the highest paid director were £332,000 (2023: £408,000). The accrued annual pension payable at normal retirement age, assuming no further service as the scheme is closed to future accrual, of the highest paid director at 31 December 2024 was £98,000 (2023: £98,000). There is no accrued lump sum. The highest paid director did exercise share options in 2024 (2023: did exercise share options) and received shares under a long-term incentive scheme in both 2024 and 2023. Included within emoluments is £105,000 (2023: £199,000) of performance related payments for which the payment criteria are similar to those of the parent company.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

9. Tax on (loss)/ profit on ordinary activities

The tax charge comprises:

	2024	2023
	£'000	£'000
Current tax on (loss) / profit on ordinary activities		
UK corporation tax – 25% (2023: 23.5%)	(1,301)	(838)
Foreign tax	3,215	3,115
	<u>1,914</u>	<u>2,277</u>
Adjustment for prior year:		
UK Corporation tax	(270)	87
Foreign tax	(11)	-
	<u>1,633</u>	<u>2,364</u>
Deferred tax		
Impact of changes in tax rates	-	-
Difference between accumulated depreciation and amortisation and capital allowances	1,121	(1,463)
Prior year adjustment	1,520	1,031
Other timing differences	(1,114)	(4,767)
	<u>1,527</u>	<u>(5,199)</u>
Total deferred tax (excluding pension liability)	1,527	(5,199)
Pension scheme liabilities	714	510
	<u>2,241</u>	<u>(4,689)</u>
Total deferred tax (see note 15)	2,241	(4,689)
	<u>3,874</u>	<u>(2,325)</u>
Total tax on (loss) / profit on ordinary activities	<u><u>3,874</u></u>	<u><u>(2,325)</u></u>

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

9. Tax on (loss) / profit on ordinary activities (continued)

The standard rate of tax applied to reported profit on ordinary activities is 25% (2023: 23.5%).

With effect from 1 April 2023, the main rate of corporation tax in the UK increased from 19% to 25%

As a result of these changes, the deferred tax asset as at 31 December 2024 was calculated based on the rate of 25%.

The difference between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2024	2023
	£'000	£'000
Profit / (loss) on ordinary activities before tax	9,750	(15,128)
UK corporation tax – 25% (2023: 23.5%)	2,438	(3,555)
Overseas tax	3,215	3,116
Impact of change in tax rates	-	(274)
Expenses not deductible for tax	10	633
Research and development tax relief	-	-
Income not chargeable to tax	(2,036)	(2,201)
Adjustments to tax in respect of previous periods	247	(44)
Total tax (credit)/ charge for the year	3,874	(2,325)

On 14 July 2023, the government of the United Kingdom, where the parent company is incorporated, enacted the Pillar Two income taxes legislation effective from 1 January 2024. Under the legislation, the parent company is required to pay top-up tax on profits of its subsidiaries that are taxed at an effective tax rate of less than 15%.

Included with the overseas tax figures above is an estimate of the top-up tax payable in relation to the Irish branch of Spirax-Sarco Limited where the corporation tax rate is 12.5%.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

10. Tangible fixed assets

	Land and buildings							
	Freehold	Freehold	Short leasehold	Total	Plant and machinery	Fixtures fittings tools and equipment	Assets under construction	Total
	At value £'000	At cost £'000	At cost £'000	£'000	£'000	£'000	£'000	£'000
Cost or valuation								
At 1 January 2024	635	38,122	52	38,809	60,064	51,796	8	150,677
Exchange differences	-	(67)	-	(67)	(13)	(30)	-	(110)
Transfers	-	-	-	-	2	126	(128)	-
Additions	-	142	-	142	1,627	6,556	128	8,453
Disposals	-	(4)	-	(4)	(2,331)	(3,232)	-	(5,567)
	<u>635</u>	<u>38,193</u>	<u>52</u>	<u>38,880</u>	<u>59,349</u>	<u>55,216</u>	<u>8</u>	<u>153,453</u>
At 31 December 2024	635	38,193	52	38,880	59,349	55,216	8	153,453
Depreciation								
At 1 January 2024	135	7,928	8	8,071	35,937	36,861	-	80,869
Exchange differences	-	(19)	-	(19)	(6)	(25)	-	(50)
Transfers	-	-	-	-	-	-	-	-
Charged in year	-	698	-	698	2,457	2,762	-	5,917
Impairment	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	(2,134)	(2,987)	-	(5,119)
	<u>135</u>	<u>8,607</u>	<u>8</u>	<u>8,750</u>	<u>36,254</u>	<u>36,611</u>	<u>-</u>	<u>81,615</u>
At 31 December 2024	135	8,607	8	8,750	36,254	36,611	-	81,615
Net book values								
At 31 December 2024	<u>500</u>	<u>29,586</u>	<u>44</u>	<u>30,130</u>	<u>23,095</u>	<u>18,605</u>	<u>8</u>	<u>71,838</u>
At 31 December 2023	<u>500</u>	<u>30,194</u>	<u>44</u>	<u>30,738</u>	<u>24,127</u>	<u>14,935</u>	<u>8</u>	<u>69,808</u>

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

10. Tangible fixed assets (continued)

If land and buildings had not been revalued they would have been included at the following amounts:

	2024	2023
	£'000	£'000
Cost	38,193	38,122
Depreciation	(8,607)	(7,928)
Net book value	<u>29,586</u>	<u>30,194</u>

11. Intangible assets

	Goodwill	Other	Total
	£'000	intangibles	£'000
		£'000	
Cost			
At 1 January 2024	636	1,144	1,780
At 31 December 2024	<u>636</u>	<u>1,144</u>	<u>1,780</u>
Amortisation			
At 1 January 2024	563	1,144	1,707
Charged in year	64	-	64
At 31 December 2024	<u>627</u>	<u>1,144</u>	<u>1,771</u>
Net book value			
At 31 December 2024	<u>9</u>	<u>-</u>	<u>9</u>
At 31 December 2023	<u>73</u>	<u>-</u>	<u>73</u>

Intangible assets, including goodwill, relate to the Company's acquisition of the thermocompressor business from UK-based Transvac Systems in 2012 and the transfer of the valve repair and calibration business from Valve and Control Engineering Ltd ('VCE'), a subsidiary of the Company, in 2015. Separately identified intangibles are recorded as part of the fair value adjustment.

The goodwill recognised on the Transvac acquisition represents the opportunity to accelerate the growth in sales of thermocompressors by capitalising on their expertise in this area and is amortised over 10 years being the period over which the Company anticipates sales growth in this market. The fair value of intangible assets acquired as part of a business are determined by reference to the fair value of future cash flows.

The goodwill recognised on the VCE transfer represents the value of the valve repair and calibration business and is being amortised over 10 years.

Other intangible assets comprise the value attributed to the Transvac manufacturing technology acquired and non-compete agreements and the existing customer relationships taken on in respect of the VCE transfer.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

12. Investments

	Shares in group undertakings £'000	Participating interests £'000	Total £'000
Cost and net book value			
At 1 January 2024	7,666	2,989	10,655
Increase in investment	-	-	-
Decrease in investment	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 December 2024	<u>7,666</u>	<u>2,989</u>	<u>10,655</u>

Shares in group undertakings and participating interests comprise the following:

	Country of incorporation	Class and percentage of shares held
Subsidiary undertakings		
Spirax-Sarco AS	Norway	100% of Ordinary Shares
Gestra UK Ltd	UK	100% of Ordinary Shares
Sarco Thermostats Ltd	UK	100% of Ordinary & Preference Shares
Spirax Manufacturing Company Ltd	UK	100% ordinary shares
V.C.E Restored Ltd	UK	100% ordinary shares
Spirax-Sarco Godo Kaisha	Japan	100% ordinary shares
Participating Interest		
Spirax-Sarco SA (Argentina)	Argentina	40.9% of Ordinary Shares
Other shareholdings		
Gervase Instruments Ltd	UK	0.04% of Ordinary Shares
Spirax-Sarco Investments Ltd	UK	1.1% of Ordinary Shares

The addresses of the registered offices of the above entities are as follows:

Spirax-Sarco AS

Vestvollveien 14A, N-2021 Skedsmokorset, Norway

Gestra UK Ltd

Charlton House, Cirencester Road, Cheltenham, Gloucestershire, GL53 8ER

Spirax-Sarco Godo Kaisha

261-0025, 2-37 Hamada, Mihama-ku, Chiba, Japan

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

12. Investments (continued)

Spirax-Sarco SA (Argentina)

Av. del Libertador 498, 12th Floor, Buenos Aires C1001ABR, Argentina

Spirax-Sarco Investments Ltd, Sarco Thermostats Ltd, Spirax Manufacturing Company, Gervase Instruments Ltd

Charlton House, Cirencester Road, Cheltenham, Gloucestershire, GL53 8ER

Subsidiary undertakings have not been consolidated by Spirax-Sarco Limited as permitted by s.400 of the Companies Act 2006 as they are consolidated in the financial statements of Spirax Group plc.

13. Stocks

	2024	2023
	£'000	£'000
Raw materials and consumables	9,371	11,324
Work in progress	7,585	10,081
Finished goods and goods for resale	8,048	9,085
	<u>25,004</u>	<u>30,490</u>

14. Debtors: amounts falling due within one year

	2024	2023
	£'000	£'000
Trade debtors [^]	13,161	12,618
Amounts owed by group undertakings:		
Parent undertaking	19,327	14,655
Other group undertakings	18,685	24,541
Other debtors	1,023	1,573
Taxation recoverable	2,232	1,172
Prepayments	8,278	8,572
Accrued income	122	-
	<u>62,828</u>	<u>63,131</u>

[^] Trade debtors are net of a bad debt provision of £44,000 (2023: £44,000).

Amounts owed by group undertakings are interest free and repayable on demand.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Deferred taxation

The deferred taxation asset has been recognised on the basis that the Company anticipates future taxable profits against which these timing differences will be reversed, resulting in a lower liability to corporation tax.

The amounts provided for deferred taxation are set out below:

	2024	2023
	£'000	£'000
Difference between accumulated depreciation and amortisation and capital allowances	(5,057)	(3,936)
Deferred tax arising in relation to retirement benefit obligations	6,979	8,629
Tax losses available	8,352	8,730
Other timing differences	141	170
	<hr/>	<hr/>
Net Deferred tax asset	10,415	13,593
	 2024	 2023
	£'000	£'000
At 1 January	13,593	7,010
(Charged)/ Credited to profit and loss account (see note 9)	(2,241)	4,689
(Charged)/ Credited to other comprehensive income	(937)	1,894
	<hr/>	<hr/>
At 31 December	10,415	13,593
	<hr/> <hr/>	<hr/> <hr/>

16. Creditors: amounts falling due within one year

	2024	2023
	£'000	£'000
Trade creditors	8,919	6,374
Amounts owed to group undertakings:		
Parent undertaking	8,290	23,524
Other group undertakings	8,515	7,044
Corporation tax	536	271
Other taxation and social security	2,446	2,178
Other creditors	3,264	3,283
Deferred Income	1,173	604
Accruals	13,999	13,472
	<hr/>	<hr/>
	47,142	56,750
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed to group undertakings are interest free and repayable on demand.

Included within 'Other Creditors' are amounts payable in relation to pension schemes. See note 21.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

17. Pensions and provisions for liabilities

	Retirement benefits plan £'000	Provisions £'000	Total £'000
Liability at 1 January 2023	28,981	233	29,214
Charged to profit and loss account	11,789	1,999	13,788
Credited to profit and loss account	(9,828)	-	(9,828)
Credited to other comprehensive income	7,575	-	7,575
Employer contributions	(4,000)	-	(4,000)
	<hr/>	<hr/>	<hr/>
Liability at 31 December 2023	34,517	2,232	36,749
Charged to profit and loss account	12,634	2,050	14,684
Credited to profit and loss account	(9,446)	-	(9,446)
Utilised in the year	-	(2,231)	(2,231)
Credited to other comprehensive income	(3,747)	-	(3,747)
Employer contributions	(6,042)	-	(6,042)
	<hr/>	<hr/>	<hr/>
Liability at 31 December 2024	27,916	2,051	29,967

18. Financial commitments

Capital commitments for which no provision has been made in these financial statements were as follows:

	2024 £'000	2023 £'000
Contracted	741	960
	<hr/>	<hr/>

The contractual commitments relate to the purchase of property, plant and equipment.

19. Operating lease arrangements

The Company as lessee:

	2024 £'000	2023 £'000
Annual commitments under non-cancellable operating leases for property, plant and equipment:		
Within one year	809	784
Within two to five years inclusive	1,113	1,298
Over five years	-	-
	<hr/>	<hr/>
	1,922	2,082
	<hr/>	<hr/>

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

19. Operating lease arrangements (continued)

The Company as lessor:

Operating leases relate to the investment property owned by the Company with a lease term of three years. The lessee does not have an option to purchase the property at the end of the lease.

	Land and buildings	
	2024	2023
	£'000	£'000
Annual receivables under non-cancellable operating leases:		
Within one year	-	29
In the second to third years inclusive	-	-
	<u>-</u>	<u>29</u>
	<u><u>-</u></u>	<u><u>29</u></u>

20. Capital and reserves

	2024	2023
	£'000	£'000
Called up share capital:		
Allotted, called up, and fully paid:		
100,000,002 ordinary shares of 5p each (2023: 100,000,002)		
At 1 January	5,000	5,000
Shares issued during the year: Nil (2023: Nil)	-	-
	<u>5,000</u>	<u>5,000</u>
At 31 December	<u><u>5,000</u></u>	<u><u>5,000</u></u>

The Company has one class of ordinary shares which carry no right to fixed income.

The Company's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

The revaluation reserve represents the cumulative effect of revaluations of freehold land and buildings which were revalued to fair value at 31 December 1986.

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

21. Retirement benefit schemes

Qualifying employees of the Company are members of a defined benefit scheme or a defined contributions scheme operated by the Company or parent undertaking for employees of the Company in the UK.

Defined benefit schemes

The assets of the defined benefit schemes are held separately from those of the Company and are administered by trustees. The contributions are determined by a qualified actuary following triennial valuations and based on the projected unit and attained age methods. The most recent actuarial valuation was carried out as at 31 December 2022 by Willis Towers Watson. Based on the assumptions agreed for the technical provisions as at 31 December 2022 there was a deficit at the valuation date. The funding schedule will be reviewed between the Company and the trustees every three years based on actuarial valuations. The next actuarial valuation is due to be completed as at 31 December 2025. Further details of the company's defined benefit scheme are disclosed on pages 192-196 of the consolidated financial statements of the ultimate parent company.

Defined contribution scheme

The defined contributions scheme is invested with Scottish Widows as determined by the member.

Pension cost

The Company's total pension charge for the year was £11,176,000 (2023: £9,685,000). This is split between a cost for the defined benefit scheme of £3,188,000 (2023: £1,961,000) for employees in the UK and defined contribution scheme costs of £7,988,000 (2023: £7,724,000) for employees in the UK, Denmark, the United Arab Emirates and the Republic of Ireland. Employer contributions outstanding for both the defined benefit scheme and defined contribution scheme at the year ended 31 December 2024 were £1,314,000 (2023: £1,088,000).

Full details of the funding arrangements of the schemes and the most recent actuarial valuations are contained in the accounts of Spirax Group plc.

The financial assumptions used for the valuation calculations as at 31 December 2024 were:

	2024	2023
	%	%
Rate of increase in salaries	N/A	N/A
Rate of increase in pensions	3.0	2.9
Discount rate	5.4	4.5
Rate of price inflation	3.2	3.0

Weighted by value of liabilities % per annum

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

21. Retirement benefit schemes (continued)

The fair value of the assets in the scheme were:

	2024	2023
	£'000	£'000
Bonds	68,431	87,133
Equities	51,099	34,302
Real Estate	17,218	22,889
Cash and Cash Equivalents	20,910	28,397
Other	36,610	41,277
	<u>194,268</u>	<u>213,998</u>

Included within 'Other' above is other quoted securities of £24,192,000 (2023: £28,401,000).

The following amounts at 31 December were measured in accordance with the valuation.

	2024	2023
	£'000	£'000
Total market value of scheme's assets	194,268	213,998
Present value of scheme's liabilities	(222,184)	(248,515)
	<u>(27,916)</u>	<u>(34,517)</u>
Related deferred tax asset	6,979	8,629
	<u>(20,937)</u>	<u>(25,888)</u>

Movements in the related deferred tax asset were as follows:

	2024	2023
	£'000	£'000
At 1 January	8,629	7,245
Charge to profit and loss	(713)	(510)
Recognised gains / (losses)	(937)	1,894
	<u>6,979</u>	<u>8,629</u>

The movements in the fair value of the scheme assets were as follows:

	2024	2023
	£'000	£'000
At 1 January	213,998	213,900
Interest income on plan assets	9,446	9,828
Return on plan assets (less) than discount rate	(19,973)	(48)
Employer contributions	6,042	4,000
Administration costs	(1,727)	(676)
Disbursements	(13,518)	(13,006)
	<u>194,268</u>	<u>213,998</u>

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

21. Retirement benefit schemes (continued)

Movements in the present value of defined benefit obligations were as follows:

	2024 £'000	2023 £'000
At 1 January	(248,515)	(242,881)
Interest cost	(10,907)	(11,113)
Net actuarial loss - experience	540	(9,815)
Net actuarial gain - assumptions	23,180	2,288
Disbursements from plan assets	13,518	13,006
	<u>(222,184)</u>	<u>(248,515)</u>
At 31 December	<u>(222,184)</u>	<u>(248,515)</u>

The expense recognised in the profit and loss account was as follows:

	2024 £'000	2023 £'000
Current service cost	-	-
Plan amendments – past service cost	-	-
Administration costs	(1,727)	(676)
	<u>(1,727)</u>	<u>(676)</u>
Total charge to operating profit	(1,727)	(676)
Curtailment – past service credit	-	-
Interest on pension schemes liabilities	(10,907)	(11,113)
Expected return on assets in the pension schemes	9,446	9,828
	<u>(1,461)</u>	<u>(1,285)</u>
Net charge to Interest Payable	(1,461)	(1,285)
Total charge before tax	<u>(3,188)</u>	<u>(1,961)</u>

The estimated amounts of contributions expected to be paid to the scheme during 2025 are £6,228,000 (2024: £6,228,000).

Sensitivity analysis

The effect on the defined benefit obligation at 31 December 2024 of an increase or decrease in key assumptions is as follows:

	£'000
Increase/(decrease) in pension deficit:	
Discount rate assumption being 1.00% higher	(25,291)
Discount rate assumption being 1.00% lower	28,829
Inflation assumption being 1.00% higher	18,397
Inflation assumption being 1.00% lower	(17,149)

Spirax-Sarco Limited

Notes to the financial statements (continued)

For the year ended 31 December 2024

21. Retirement benefit schemes (continued)

The average age of active participants in the UK schemes at 31 December 2024 was 55 years (2023: 55 years).

Mortality assumptions

The assumed life expectations on retirement at age 65 as of the period end date are:

	Age	Years
Male / Female	65 now	21.3 / 23.9
Male / Female	65 in 15 years	21.8 / 24.7

22. Share-based payments

The Company grants to its employees rights to equity instruments of Spirax Group plc, its parent company. The required disclosures are therefore included in Spirax Group plc's consolidated financial statements. As detailed in the accounting policies note Spirax-Sarco Limited calculates its share-based payment expense based on fair value at the date of grant and spread over the vesting period.

The charge to the profit and loss account in respect of share-based payments is made up as follows:

	2024 £'000	2023 £'000
Performance Share Plan	(601)	1,087
Employee Share Ownership Plan	1,025	1,018
	<hr/>	<hr/>
Total expense recognised in the profit and loss account	424	2,105
Contribution paid to Spirax Group plc	(828)	(870)
	<hr/>	<hr/>
Credited to shareholder's funds	(404)	1,235
	<hr/> <hr/>	<hr/> <hr/>

23. Related party transactions

The Company is exempt from the requirement to disclose related party transactions with other members of the Spirax Group as it is a wholly-owned subsidiary of Spirax Group plc, the consolidated financial statements of which are publicly available from the Company's registered address detailed in note 24.

24. Ultimate parent undertaking and ultimate controlling party

The ultimate parent undertaking of Spirax-Sarco Limited and the head of the smallest and largest group in which the results of the Company are consolidated is Spirax Group plc, a company incorporated in Great Britain, and registered in England and Wales.

Copies of the Group financial statements may be obtained from the registered address of the ultimate parent company at:

Spirax Group plc
Charlton House
Cirencester Road
Cheltenham
Gloucestershire
GL53 8ER