Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	997 016 238
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	BERGEN ENGINES AS
Forretningsadresse:	Hordvikneset 125 5108 HORDVIK

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Sindre Flaa
Dato for fastsettelse av årsregnskapet:	30.04.2024

Grunnlag for avgivelse

År 2023: Årsregnskapet er elektronisk innlevert
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023

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Brønnøysundregistrene, 27.03.2025

Resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	2, 3	1 974 037 000	1 755 078 000
Annen driftsinntekt		36 000	1 214 000
Sum inntekter		**1 974 073 000**	**1 756 292 000**
Kostnader			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer	4	-284 770 000	-263 043 000
Varekostnad	3, 4	1 062 080 000	1 055 118 000
Lønnskostnad	5, 6	536 608 000	556 443 000
Avskrivning	7, 8	47 054 000	3 197 000
Nedskrivning av varige driftsmidler og immaterielle eiendeler	8		-250 524 000
Annen driftskostnad	5, 9	265 087 000	279 282 000
Sum kostnader		**1 626 060 000**	**1 380 474 000**
Driftsresultat		**348 012 000**	**375 818 000**
Finansinntekter og finanskostnader			
Inntekt på inv. i datterselskap og tilknyttet selskap	10	59 271 000	170 805 000
Annen finansinntekt	3, 11	61 143 000	56 756 000
Sum finansinntekter		**120 414 000**	**227 561 000**
Nedskrivning av finansielle eiendeler	10		55 263 000
Rentekostnad til foretak i samme konsern	3	26 325 000	8 353 000
Annen finanskostnad	11	124 915 000	59 460 000
Sum finanskostnader		**151 240 000**	**123 076 000**
Netto finans	11	**-30 826 000**	**104 485 000**
Ordinært resultat før skattekostnad		**317 187 000**	**480 303 000**
Skattekostnad på ordinært resultat	12	-469 957 000	44 000
Ordinært resultat etter skattekostnad		**787 144 000**	**480 260 000**
Årsresultat		**787 144 000**	**480 260 000**

Resultatregnskap

Beløp i: NOK	Note	2023	2022
Overføringer og disponeringer			
Overføringer annen egenkapital	13	787 144 000	480 260 000
Sum overføringer og disponeringer		**787 144 000**	**480 260 000**

Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker	7	322 000	
Utsatt skattefordel	12	470 379 000	
Sum immaterielle eiendeler		**470 701 000**	
Varige driftsmidler			
Tomter, bygninger og annen fast eiendom	8	90 116 000	94 110 000
Maskiner og anlegg	8	216 730 000	245 587 000
Driftsløsøre, inventar, verktøy, kontormaskiner ol	8	40 479 000	45 047 000
Sum varige driftsmidler		**347 324 000**	**384 744 000**
Finansielle anleggsmidler			
Investering i datterselskap	10	410 243 000	410 243 000
Sum finansielle anleggsmidler		**410 243 000**	**410 243 000**
Sum anleggsmidler		**1 228 268 000**	**794 987 000**
Omløpsmidler			
Varer			
Sum varer	4	**1 663 122 000**	**1 378 352 000**
Fordringer			
Kundefordringer	15	307 977 000	303 007 000
Andre fordringer	15	206 173 000	284 098 000
Sum fordringer		**514 149 000**	**587 106 000**
Bankinnskudd, kontanter og lignende			
Sum bankinnskudd, kontanter og lignende	16	**192 409 000**	**137 202 000**
Sum omløpsmidler		**2 369 681 000**	**2 102 660 000**
SUM EIENDELER		**3 597 949 000**	**2 897 648 000**

Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	13, 14	183 554 000	183 554 000
Overkurs	13	906 939 000	906 939 000
Sum innskutt egenkapital		**1 090 493 000**	**1 090 493 000**
Opptjent egenkapital			
Annen egenkapital	13	1 088 066 000	300 923 000
Sum opptjent egenkapital		**1 088 066 000**	**300 923 000**
Sum egenkapital		**2 178 559 000**	**1 391 416 000**
Sum langsiktig gjeld		**0**	**0**
Kortsiktig gjeld			
Leverandørgjeld	15	283 493 000	333 960 000
Skyldige offentlige avgifter	16	33 055 000	32 669 000
Annen kortsiktig gjeld	15, 17	1 102 842 000	1 139 603 000
Sum kortsiktig gjeld		**1 419 390 000**	**1 506 232 000**
Sum gjeld		**1 419 390 000**	**1 506 232 000**
SUM EGENKAPITAL OG GJELD		**3 597 949 000**	**2 897 648 000**

Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer:	2024 507968

Enheten

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Organisasjonsform:	Aksjeselskap
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Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-
Har utarbeidet 'land-for-land' rapport:	Ja

Årsregnskapet fastsatt av kompetent organ

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Brønnøysundregistrene, 15.06.2024

Brønnøysundregistrene
Postadresse: Postboks 900, 8910 Brønnøysund
Telefon: 75 00 75 00
E-post: firmapost@brreg.no Internett: www.brreg.no
Organisasjonsnummer: 974 760 673

Organisasjonsnr: 997 016 238
BERGEN ENGINES AS

RESULTATREGNSKAP

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BERGEN ENGINES AS

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Organisasjonsnr: 997 016 238
BERGEN ENGINES AS

NOTEOPPLYSNINGER - SELSKAP

- alle poster oppgitt i hele tall

Note
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Antall aksjer og aksjeeiere

Aksjeklasse	Ant. aksjer	Pålydende	Bokført verdi
Ordinary shares	1835540.00	100.00	183554000.00

Aksjeeiere - fritekst	Antall	Eierandel	Aksjeklasse
Langley Holdings PLC	1835540.00	100.00%	Ordinary shares

Sum	Sum antall	Sum eierandel
	1835540.00	100.00%

Note
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Lønn og ytelser

Lønn	Årets	Fjorårets
	436952326000.00	459942471000.00

Arbeidsgiveravgift	Årets	Fjorårets
	69424115000.00	69281359000.00

Pensjonskostnader	Årets	Fjorårets
	24267672000.00	27798666000.00

Andre ytelser	Årets	Fjorårets
	5963476000.00	-579293000.00

Sum lønnskostnader	Årets	Fjorårets
	536607589000.00	556443203000.00

The managing director received a total compensation of TNOK 2,847, of which TNOK 600 was bonus related. The managing director has a termination period of six months, and subsequently six months severance pay. The board has not received remuneration in 2023.

Note

Ytelser til revisjon

Revisjon	Årets	Fjorårets
	2056840000.00	786040000.00

Andre tjenester	Årets	Fjorårets
	189863000.00	861460000.00

Sum godtgjørelse til revisor	Årets	Fjorårets
	2246703000.00	1647500000.00

Note

Antall årsverk i regnskapsåret

Virksomheten har hatt følgende antall årsverk:
602.00

Note
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Konsern, tilknyttet selskap og datterselskap

Tilknyttet selskap/datterselskap

Navn og adresse	Eierandel	Stemmeandel	Egenkapital	Resultat
Bergen Engines Italia S.r.l	100.00%	100.00%	8630000.00	1315000.00
Bergen Engines Ibérica S.L.	100.00%	100.00%	14304000.00	3767000.00
Bergen Engines Denmark AS	100.00%	100.00%	3160000.00	1888000.00
Bergen Engines India tl	100.00%	100.00%	10112000.00	1525000.00
Bergen Engines Ltd	100.00%	99.00%	2183000.00	1281000.00
Bergen Engines BV	100.00%	100.00%	1875000.00	571000.00
Bergen Engines Bangladesh tl	100.00%	100.00%	4312000.00	297000.00
Bergen Engines Mexico S.de R.L de C.V**	100.00%	100.00%	-61000.00	332000.00
Bergen Engines Mexico Adminstration S.**	100.00%	100.00%	72000.00	-6000.00
Bergen Engines Inc	100.00%	100.00%	363000.00	32000.00

Figures above is per 31.12.2023 based on IFRS accounts and listed in EURO. These are audited numbers and consolidated into the Financial Statement of Langley Holdings plc in 2023. All subsidiaries are profitable in 2023. Bergen Engines AS is the Divisional parent company and Langley Holdings Plc is the ultimate parent company located in the UK. The group accounts are prepared by Langley Holdings Plc in English language according to IFRS, including Bergen Engines AS and its subsidiaries. Based on above Bergen Engines AS is granted exemption from the obligation to prepare group accounts for Bergen Engines AS.

Virksomheten inngår i konsolideringen til morselskapets konsernregnsk.: Nei

Navn	Forretningskontor
Bergen Engines AS	Hordvikneset 125 5108 HORDVIK 4601 Bergen

Datterselskap er utelatt fra konsolideringen: Nei

Omløpsmidler	Startdato	Sluttdato	Endring

Skattemessig fremf.undersk.	Startdato	Sluttdato	Endring

Kortsiktig gjeld	Startdato	Sluttdato	Endring

Board of Directors' report 2023

Bergen Engines AS
Adress: Hordvikneset 125, 5108 HORDVIK
Org.nr: 997016238 MVA
Business: Production of medium speed engines

Operations and locations

Bergen Engines AS is a manufacturing and service company of large medium speed reciprocating engines for the marine energy and propulsion market as well as for the power generation market. Since 1943, Bergen Engines has been a pioneer in low-emission technologies, consistently evolving to stay ahead of market changes. Our global footprint and reliable medium-speed engines position us as a leader. Natural gas engines, a key part of the energy transition, offer economic benefits with low fuel costs and reduced maintenance. Bergen Engines prioritizes sustainability in its strategy, focusing on clean and responsible energy solutions for a more sustainable future. Committed to innovative studies on low-carbon fuels and hybrid-renewable systems, we aim to meet the evolving demands of tomorrow.

Bergen Engines AS serves two key markets, Power Generation (on Land) and Marine Power business (at Sea). Bergen Engines AS is part of the Power Solutions Division of the British engineering and industrial group, Langley Holdings plc together with Marelli Motori, the Italian motors and generators producer and Piller Power Systems, the German power stabilisation specialist. The Power Solution Division offers efficient and cost-effective solutions, aiming to minimize emissions. Since being acquired by Langley Holdings plc from December 31, 2021, close collaboration between the three companies within our division ensures that we can deliver high-class products to our customers. Bergen Engines AS, including overseas subsidiaries, are providing new sales and after-sales services to customers all over the world, either directly or through established Sales and Service partners. After-sales activities may be contracted on either a time and material basis, or through long term service agreements, the latter being more common in the Power Generation market.

Our well-invested facilities in Bergen are based on a 23 hectares (50 acres) freehold site and extend to over 20,000 square metres (2,000,000 square feet) of production and office accommodation, with overseas subsidiaries in Denmark, India, Italy, Spain, the Netherlands, the United Kingdom, the United States, Mexico and Bangladesh.

The Group includes, in addition to Bergen Engines AS, the following subsidiaries:

Bergen Engines Denmark A/S
Bergen Engines India Pvt. Ltd
Bergen Engines Italia S.r.l
Bergen Engines Ibérica S.L. (Spain)
Bergen Engines BV (the Netherlands)
Bergen Engines Ltd (UK)
Bergen Engines Mexico s.de R.L de C.V
Bergen Engines Inc. (US)
Bergen Engines Bangladesh Pvt. Ltd

In 2023, 68,8% of Bergen Engines AS revenue came from after-sales comprising of engineering services (12% of total), sale and installation of OEM parts (48,2% of total) and revenues from remanufacturing offerings (8,6% of total), while 31,2% of total revenue originates from original equipment manufacturing (OEM).

Bergen Engines AS

Operational Review

The company's revenues increased from TNOK 1,755,078 last year to TNOK 1,974,036 in 2023. Strong after-sales activity, especially at Sea, was a main driver for increased revenues. Within the Aftermarket at Sea activity from remanufacturing offerings, parts refurbished in our local service workshop, increased significantly compared to previous years.

In terms of output, the engine factory manufactured 54 engines in 2023, compared to 43 engines in 2022. Strategic decisions to procure parts and build for stock during a period of significant inflation, combined with a challenging supply chain environment and low order intake has proven successful. It has secured stability in the factory and improved our responsiveness when the order situation improved during second half of 2023.

The Bergen site, combining the foundry business, had a result from operating activities of TNOK 348,012, up from TNOK 125,294 last year. Last year figures are excluding reversal of previous years impairment of fixed assets, a total of TNOK 250,524. This implies an operational profit margin of 17,6% in 2023 compared to 7,1% last year.

Ordinary result before tax for 2023 was TNOK 317,187, compared to TNOK 480,303 in 2022. Further effects of the successful restructuring in 2022, improved efficiency in operations and improved margins in all business areas contributed to the good financial results in 2023. Included in Net profit for the year there is TNOK 470,379 in positive profit contribution from providing for a deferred tax asset in the Financial Statement of 2023. This is deriving from previous years tax losses and other timing differences of TNOK 2,138,084. This asset is provided for in 2023 based on the improved profitability the last two years, combined with the positive outlook for the business the coming years. Based on a prudent business case Bergen Engines AS is confident we can utilize this asset within the next 6-10 years.

Order book on Capital Contracts increased to TNOK 1,222,000 from TNOK 1,060,000 last year reflecting the improved order situation second half of 2023. The increase is driven by confirmed delivery of twelve backup generators to a Nuclear Power Plant in Turkey and five engines for a 45MW Natural Gas Power Plant in Guatemala.

During 2023 external Research & Development costs amounted to TNOK 14,551, while TNOK 8,177 of this was funded by external parties. The cost has been expensed as incurred, as the requirements for a balance sheet disclosure are considered to have not been met. The company has approved plans to invest significantly for the future, focusing on clean and responsible energy solutions for a more sustainable future.

Total cash flow from operating activities was TNOK 90,013 in 2023, and the operating profit constituted TNOK 348,012. The significant difference is due to considerable increase in inventory values over the last two years. Bergen Engines AS strategically decided to build engines to stock during a period of high inflation and low order intake. This tactical decision, resulting in increasing working capital requirements, has proven to be a substantial benefit for the company and has not only safeguarded the company's financial position but positioned it to capitalize on enhanced profit margins in future periods. Bergen Engines AS is firmly backed by their owners, Langley Holding plc, who is partially funding the investments with short term loans. Actual prepayments on these engines in coming periods will significantly improve the cash flow situation and ability to self-finance planned investments in the future.

Total assets at year-end amounted to TNOK 3,597,950 compared to TNOK 2,897,648 last year. The equity ratio was 61% as of 31.12.2023, compared to 48% the year before.

Bergen Engines AS

Bergen Engines AS has no external sources of funding, and all necessary funding is provided by Langley Holdings plc. These loans amounted to TEUR 35,000 per year end and is considered short-term liabilities in the Financial Statement of 2023.

R&D activities 2023

In 2023, we have taken further steps towards a net-zero carbon future for our engines, focusing on green and sustainable energy solutions worldwide. Sustainable in this context, encompasses more than just the development of new technologies, it also involves responsible management of existing assets. As a provider of medium-speed engines our goal is to develop our engines to operate on various types of green future fuels, in addition to maintaining and upgrading our existing portfolio. While making significant progress in developing future low and zero-emission solutions for our engines, we already have clean-burning gas engines in our portfolio that can already contribute to a substantial reduction in emissions. These engines can play a key role in the energy transition by blending in an increasing amount of hydrogen as its availability grows. Throughout the year, we have accelerated the development of our hydrogen engine, making significant strides towards a 100% hydrogen-powered engine. In parallel with our hydrogen program, we have also made good progress in 2023 with our ammonia program (AMAZE), aiming to develop technology for a high-pressure multifuel engine capable of running on ammonia and methanol.

100% hydrogen-fueled engine
The rising interest among customers in using hydrogen as a fuel signifies a transformative shift towards cleaner and more sustainable energy solutions. Hydrogen is emerging as a crucial component of the decarbonization strategy, where customers are recognizing the potential of hydrogen to complement renewable energy sources, providing a reliable and scalable solution for energy storage and grid balancing.

Government initiatives and policies supporting the development of a hydrogen economy have further fuelled the customer interest. Incentives, subsidies, and regulatory frameworks are being implemented to encourage the adoption of hydrogen technologies. As a result, customers are increasingly viewing hydrogen as a viable and attractive option to align with both environmental and regulatory objectives.

In 2023 we decided to accelerate our hydrogen development programme and announced the challenge to build a 100% hydrogen-fueled medium speed engine by December 2024.
We already offer engines with up to 15% hydrogen blend for commercial operation.

In our hydrogen test stand in Bergen, we have performed detailed tests and analyzed results as a basis for further development. Throughout the year we have conducted a high number of experimental test programs and taken major steps towards the 100% hydrogen fueled engine.

In 2023 we were the first medium-speed engine producer in the world to successfully test a 30% volume blend of hydrogen at 100% load on a commercial engine. Field testing was completed in Caseda, Spain in November 2023 with our customer Viscofan at their industrial processing plant, a significant milestone that sets the stage for the upcoming 100% hydrogen-fueled engine.

In December 2023, Bergen Engines was granted 10M from The Research Council of Norway to conduct a four-year innovation project in collaboration with SINTEF AS and SINTEF Manufacturing AS on 'Innovative design and material solutions for robust hydrogen gas-fueled combustion engines.

AMAZE Ammonia Zero Emission
In April 2021 Bergen Engines AS filed an application to the Research Council of Norway (RCN), together with our consortium partners Equinor, SINTEF Ocean, SINTEF Energy, RISE Fire Research and the Norwegian University of Science and Technology, for public support for a project to investigate a specific combustion

Bergen Engines AS

technology for using ammonia as fuel for their engines. The project is named AMAZE and was awarded 15m from the RCN. Vår Energi ASA has also joined the project. The project is coordinated and followed up closely by project meetings and steering committee meetings through the project duration.

AMAZE was kicked off in 2022 and will be finalized within 2025. The project has seven main activities covering aspects of combustion modelling (H1), investigation of spray patterns with ammonia injection (H2), experimental engine tests (H3), development of fuel injector for ammonia (H4), engine development (H5) and ammonia operational safety (H6).

The concept for the AMAZE is based on high pressure dual fuel technology, with diesel as a pilot and ammonia as the primary fuel. In the first phase of the project, we have spent a lot of time on computer simulation, to get a good understanding of the distribution between diesel and ammonia. This will be the basis for rig testing and, and later in 2024 testing on the new B3x:45L1A laboratory engine at SINTEF in Trondheim.

The engine design is almost complete, the cylinder cover, injector and ammonia high-pressure pipes have been developed, and the engine production and delivery will take place in 2024.

The project has given us the opportunity to engage with Norway's leading technical environment, several technical papers from the project will be published, and will put us on the technological world map.

B3x:45L1A to SINTEF/NTNU

In February 2023 we were given the task to develop a new 1-cylinder Laboratory engine for the new Ocean Technology Center which is under construction in Trondheim.

A pivotal aspect of our strategy during the B3x:45 development program was to prioritize modularization in engine design. This deliberate choice has empowered us to efficiently create a 1-cylinder lab engine for the project within a notably brief timeframe.

It has been important for the project to work cross-functionally between engineering and production environment in the development of components to succeed with such rapid development. This has been very successful. The engine will be delivered from Bergen summer 2024.

When installed in the Ocean Technology Center this engine will be used for testing in the AMAZE (Ammonia) project. In the future, the Ocean Technology center will represent an opportunity to test solutions on various future fuels and developments.

Validation of Biofuels
Due to an increasing number of requests from the market for running on various types of biofuels, in 2023, we initiated a range of test programs to enable a broader implementation of biofuels on our engine types. These signals from the market may suggest that biofuels could be a temporary solution for emission reduction on existing vessels while waiting for the availability of solutions for further emission reduction. The validation test programs for HVO and FAME for our engines are expected to be completed in early 2024.

Methanol Readiness
There is growing interest in the market, especially in the maritime industry to explore and adopt methanol as a fuel. Methanol is being considered as a potential alternative to traditional marine fuels due to its characteristics that align with environmental and regulatory goals. In addition to the zero carbon fuel alternatives such as hydrogen and ammonia, we have a development programme for methanol fuelled engines. In 2023 we started the work to qualify our engines for a DNV Fuel Ready notation for Methanol which is expected to be approved in early 2024.

Outlook for 2024 and future periods

The financial results over the last two years demonstrates Bergen Engines AS long-term financial efficiency and stability. The successful restructuring of the business the last two years combined with high focus on meeting customer demands has positioned the company for further growth in years to come. Bergen Engines AS will focus on profitable market expansion, providing excellent services and offer sustainable solutions to our customers.

Our commitment to developing engines that run on green fuels, such as hydrogen and ammonia, aligns with global efforts towards a net-zero carbon future. We will continue advancing our product portfolio to meet customer demands and regulatory standards. Operational efficiency and financial stability remain top priorities and the budget for 2024 and expectations in the years to follow are very promising.

Financial risk

Overall view on objectives and strategy

The company is exposed to financial risk in different areas, especially exchange rate risk. The goal is to reduce the financial risk as much as possible. The company's current strategy does not include the use of financial instruments. The company is using a natural hedging strategy, assessing the expected inflows and outflows of foreign currencies. The main inflows and outflows are in EUR and NOK.
This is however, continuously being assessed by the Board of Directors.

A substantial part of the Company's revenue is in foreign currency and approximately half of operational costs are based in foreign currency, mostly dominated by euros. The exchange rate risk is most relevant on direct purchases and indirect purchases, while personnel costs is NOK based. Based on 2023 figures 19% of revenues and around half of operational costs are based in NOK's. Consequently, the weakening of the NOK the last year has been positive for the operational results of the business.

In 2023 the exchange rate risk was primarily mitigated by ensuring all budgeted offers on Capital Contracts (new sales) was based on a more historical/normalized EUR/NOK rate. Bergen Engines AS has significant lead times between budgetary offer, contract signing, procurement/production and invoicing/delivery leading to a significant inflation- and exchange risk in this period.

The business is exposed to liquidity risk as the timing of milestone payments on contracts can generate distinct changes in working capital requirements. Production of engines to stock the last two years has increased the working capital requirements further. This is reflected in the significant increase of inventory from TNOK 1,378,352 in 2022 to TNOK 1,663,122 in 2023. Early procurement and building for stock will be a contributor to future profits as market prices for our products have increases significantly in the period between procurement of parts and now. Positive order intake late in 2023 for these engines is positive and confirms our assessment above.

Market risk

Bergen Engines AS is exposed to the cyclical nature of the Marine market. Downturns in the Marine market

Bergen Engines AS

have historically been compensated for by larger load in the PowerGen sector. The strategic aim is to increase market position in countries where the PowerGen business is expanding. Being an international business, Bergen Engines AS is naturally exposed to global risks such as global inflation, supply chain issues after Covid-19 and ongoing war in Eastern Europe. The company is also exposed to applicable international sanctions and other geopolitical risks. These sanctions have been extended throughout 2023.

The company has not entered into derivative or other agreements to reduce the exchange rate risk and the related market risk. Bergen Engines is also exposed to changes in the European interest rates, as the intercompany debt has a floating interest rate.

The risk for losses on receivables is low but can be expected to increase because of the market conditions. Bergen Engines has not yet experienced significant losses on receivables but acknowledge the company's exposure to the cyclical nature and the worldwide exposure of the Marine market. We closely monitor overdue debt to limit credit exposure and will act proactively to signals in the market of higher default risk.

Going concern

In accordance with the Accounting Act § 3-3a, we confirm that the financial statements have been prepared under the assumption of going concern. This assumption is based on the profit forecasts for the year 2024 and the company's long-term strategic forecasts. The company's economic and financial position is sound.

Allocation of net income

The Board of Directors has proposed the net income of Bergen Engines AS to be attributed to:

Retained Earnings	TNOK 787,144
Net income allocated	TNOK 787,144

The proposal reflects the owners' desire to continue supporting the promising business of Bergen Engines AS the coming years.

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Health, Safety and the Environment

Bergen Engines has standalone certificates toward ISO 14001:2015 (Environment) & ISO 45001:2018 (Health & Safety) was re-issued by Bureau Veritas on 18.12.2023 and is valid until 17.12.2026. The working environment is good with flexible working conditions in place. The company undergoes regular audits (external and internal) to verify the employees' health, safety, and environment performance. Injuries are measured within the company using the Total Reportable Injury rate (TRIR). TRIR rate for BERGEN ENGINES AS was 1,45 in 2023. Our local target was 0.65. We had 11 TRIs in Bergen in 2023. 9 of these were “Lost Time Injuries” (LTI). This is an increase from previous years, but at the same time the severity on incidents has not increased. We are paying close attention to Near Misses also, as some of these are regarded High Potential (HiPo).

The company is monitoring development closely to ensure opportunities for improvement are raised to management attention at an early stage. This is done in close participation with Head Safety Delegate and department Safety Delegates. There were 15 First Aid Injuries in Bergen Engines AS.

The absence rate due to sickness for the Bergen site was 8,8%.

Bergen Engines AS emissions into the external environment are monitored in line with local municipality and state standards. The business has conducted “Full emission mapping Stage 1-6” at Foundry, with the assistance of a third party. In 2023 Bergen Engines AS had no environmental incidents.

The biggest Global environmental impacts of our activities are linked to our products. In 2023 the owner has decided for the business to strongly focus on developing engines running on Hydrogen. Investments have been approved and process is ongoing. The business also has cooperation with NTNU for developing engines running on ammonia that have a reduced environmental footprint (AMAZE).

The working environment and the employees

Bergen Engines AS promotes a working environment offering equal rights, equal treatment, and equal opportunities to all regardless of gender, religion, and ethnic background. It is an important aim that all employees experience equal possibilities regarding professional and personal development. Currently, 88 of our workforce are female (14.49%), compared to 87 last year (14,2%). Bergen Engines AS values a predictable workforce and have high focus on keeping temporarily positions and contract employees at a minimum. There were in total 2 employees 0,32% that held temporary positions on 31 December 2023. The company also had 35 apprentices but since this is a fixed term training program the company does not count these as temporary positions. In 2023 31% were women, an increase from 22% in 2022. Increasing

Bergen Engines AS

the Apprentice program, with higher percentage being woman, is reflecting our ongoing efforts to ensure equal opportunities for professional growth and advancement. Increasing the Apprentice program is considered a key action to back the ambitious business goals of Bergen Engines AS the coming years.

As of 31.12.2023, our board of directors comprises 5, with 1 being women. Bergen Engines recognize the importance of diversity in leadership and are actively working to increase the representation of women through targeted recruitment efforts. From 2024 the board of directors will consist of 2 women and 4 men.

The working environment is of high importance for Bergen Engines AS, and efforts for improvements are made on an ongoing basis. At the end of 2023, a Group employee survey was commenced and the results from this have been distributed to all departments in the Bergen Engines Group and will be followed up during 2024. A new survey will be conducted in 6 months, to measure if the actions have been followed up as instructed. Occupational Health Service is available 4 days a week at site. HS&E training is part of the onboarding and is mandatory for all new employees. The working Environment is a fixed topic in the annual Personal Development Review.

As part of our systematic HSE work we have conducted 10 “Un-notified HSE inspections” together with employee representatives. These inspections cover a range of topics decided by participants based upon risks and inputs but are not notified to management or employees upfront. Findings are documented in reports and communicated to all employees through intranet (anonymized due to GDPR).

For further information on our work to secure Equal opportunities and non-discrimination, please see the assessment on this topic on the company's official website.

Transparency act
Bergen Engines AS actively work to reduce the overall risk of violation of human rights and secure decent working conditions within its complete value chain. The formal assessment, including risk assessments, will be made available on the company's official website before 1st July.

Risk Management and Corporate Governance

Bergen Engines AS is operated based on well-defined processes, and a set of delegated authorities approved by the Bergen Engines AS shareholders. The Company has a clear Anti Bribery and Corruption policy which is in line with the policy and procedures of Langley Holdings plc.
Langley Holdings plc has an extended Director's and Officer's Liability Insurance that covers all subsidiaries of Langley Holdings plc. Per the policy, Bergen Engines AS and its Directors and Officers were automatically included in the policy as part of Langley Holdings plc on 31 December 2023. The policy covers all loss arising from a claim made to the company, including losses resulting from a Security Claim, and all legal representation expenses, defence costs, bail bonds, extradition costs, crisis costs, public relations costs and more for individuals and claims made towards individuals serving in their capacity as Directors or Officer of the company. For Bergen Engines AS, this includes (but may not be limited to) all members of the Board of Directors, the Managing Director, and the CFO. Subsequently, all similar roles of subsidiaries of Bergen Engines AS are also covered.

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Hordvikneset,
Board of Bergen Engines AS

William Anthony Langley Chairman	Bernard James Langley Board member	Lisa Hella Ulvatn Board member	Kenneth Pedersen Board member
Imad Omran Munthir Board member	Jon Erik Røv Board member and Managing Director		

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Cash flow statement 01.01-31.12

Amounts in NOK thousand	Note	2023	2022
Cash flow from operating activities			
Ordinary result before tax	13	317 187	480 303
Taxes paid	12	-422	-44
Depreciation and amortisation		47 487	3 197
Reversal of impairment of assets	7, 8	0	-250 524
Changes in inventories		-284 770	-383 386
Financial income and expenses		20 707	0
Income from investments in subsidiaries		-59 271	-170 805
Changes in other current balance sheet items		49 095	-299 508
Impairment of investment		0	55 263
Net cash flow from operating activities		90 013	-565 503
Cash flow from investing activities			
Investment in tangible and intangible fixed assets	7, 8	-10 390	-14 789
Net assets acquired through merger		0	9 763
Investment in subsidiaries	10	0	-879
Dividend and group contribution from subsidiaries	10	59 271	170 805
Net cash flow from investing activities		48 882	164 900
Cash flow from financing activities			
inflow(+)/outflow(-) from issuance/repayment of debt/receivables		-62 981	421 142
Finance costs / interest paid		-27 888	0
Finance income / interest received		7 181	0
Other changes		0	17
Net cash flow from financing activities		-83 688	421 159
Net change in cash and cash equivalents		55 207	20 556
Cash and cash equivalents as of 01.01		137 202	116 646
Cash and cash equivalents as of 31.12		192 409	137 202

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note - 1 Accounting Principles

The financial statements are prepared in accordance with the current Norwegian Accounting Act and generally accepted accounting principles (NGAAP).

Group accounts
Bergen Engines AS is 100% owned by the UK company Langley Holdings plc. The Company is ultimately consolidated by Langley Holdings plc, with business address in Retford, United Kingdom. The group accounts for Langley Holdings can be obtained at www.langleyholdings.com. Bergen Engines AS has, in accordance with the Norwegian Accounting Act § 3-7, opted not to prepare group accounts.

Subsidiaries
The cost method is applied for investments in subsidiaries. The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are initially reported as income. Dividends exceeding the portion of retained equity after the purchase, are recognized as a reduction in purchase cost.

Write down to fair value will be carried out if the reduction in value is caused by circumstances which may not be regarded as incidental and deemed necessary by generally accepted accounting principles. Write downs are reversed when the cause of the initial write down are no longer present.

Sales revenue
Sales of products (both original equipment and spare parts) are recognized when the significant risks and rewards of ownership of the goods are transferred to the customer, the sales price agreed and the receipt of payment can be assured – this is generally on delivery.

Sales of services are recognized by reference to the stage of completion based on services performed to date or service is recognized when the service has been completed, as the related costs can be measured reliably.

Power generation
Revenue from sale of goods is recognized in the income statement once delivery has taken place and risk has been transferred. Revenue from providing commissioning service is recognized when the commissioning service has been completed, and the related costs can be measured reliably.

Marine
Revenue from the sale of goods in the marine segment is recognized in the income statement once delivery has taken place and risk has been transferred.

Aftermarket Marine and Power generation
Aftermarket revenue consists of maintenance work in agreement with service contracts, sale of parts and service deliveries. Service carried out outside of service contracts is recognized proportionally with progress or service is recognized when the service has been completed, as the related costs can be measured reliably. Revenue from spare parts sales is recognized at delivery, when risk has been transferred. Revenue from service contracts is recognized in accordance with the operation of the engine the service agreement is related to.

Costs of goods and services
Costs of goods sold are matched to revenues and recognized in the same period. Costs not assigned to specific revenues are recognized as expense when incurred.

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Balance sheet classification and assessment

Net current assets comprise creditors due within one year, and entries related to goods circulation. Other entries are classified as fixed assets and/or long-term creditors.

Current assets are valued at the lower of acquisition cost and fair value. Short-term creditors are recognized at nominal value.

Fixed assets are valued by the cost of acquisition, in the case of non-incidental reduction in value the asset will be written down to the fair value amount. Long term creditors are recognized at nominal value.

Bank overdraft is offset against cash and cash equivalents since the bank overdraft is in fact connected to the ordinary bank account. Comparable figures and the cash flow statement are changed accordingly.

Trade and other receivables

Trade receivables and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful debts. Provisions for doubtful debts are calculated on the basis of individual assessments and a general provision

Inventories

Raw materials and purchased spare parts are recognized on a weighted average cost basis. Work in progress is recognized at the lower of cost and net realizable value on a weighted average cost basis. Cost comprises direct materials and, where applicable, direct labour costs and those overheads, including depreciation of property, plant and equipment that have been incurred in bringing the inventories to their present location and condition. Finished goods are recognized at standard cost. Costs of assembly of original equipment is recognized based on standard hours. Net realizable value represents the estimated selling prices less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Provisions

Provisions are recognized when the Company has a present obligation as a result of a past event, and it is probable that the Company will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

Onerous contracts

If a contract becomes loss-making, the total estimated loss on this contract will be recognized in the income statement at the time the loss is identified. The loss is calculated based on cost that can be directly attributed to one particular contract, non-volume dependent overhead costs are omitted from the calculation.

Warranty

Warranty provisions are based on individual assessments of the registered warranty claims in addition to a general warranty provision based on expected cost.

Monetary items in a foreign currency

Transactions denominated in currencies other than the entity's functional currency are recorded at the exchange rate at the date of the transaction. Monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. Exchange differences arising from foreign exchange transactions and the retranslation of monetary items at the year-end, are recognized in the income statement.

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Notes to the accounts for 2023

Amounts in NOK thousand

Property, plant and equipment

Property, plant and equipment is capitalized and depreciated over the estimated useful economic life. Direct maintenance costs are expensed as incurred, whereas improvements and upgrading are assigned to the acquisition cost and depreciated along with the asset. If carrying value of a non-current asset exceeds the estimated recoverable amount, the asset is written down to the recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

Research and development

Expenditure incurred on research and development is distinguished as relating either to a research phase or to a development phase.

All research phase expenditures are charged to the income statement. Development expenditure is capitalized as an internally generated intangible asset only if it meets strict criteria, relating in particular to technical feasibility and generation of future economic benefits.

Expenditure capitalized is amortized over its useful economic life, up to a maximum of 15 years from the entry into service of the product.

Operating leases

Payments made and rentals received under operating lease arrangements are charged/credited to the income statement on a straight-line basis.

Software

The cost of acquiring software that is not specific to an item of property, plant and equipment is classified as an intangible asset and amortized over its useful economic life, up to a maximum of seven years.

Pensions

Defined contribution scheme

The company makes deposits to a pension fund for pension on mandatory, contract or voluntary basis. The Company has no further payment obligation once these deposits are paid. Deposits are recognized as payroll costs when due.

Income tax

Tax expenses in the profit and loss account comprise both tax payable for the accounting period and changes in deferred tax. Deferred tax is calculated at 22 per cent on the basis of existing temporary differences between accounting profit and taxable profit together with tax deductible deficits at the year end. Temporary differences both positive and negative, are balanced out within the same period. Deferred tax assets are recorded in the balance sheet to the extent it is more likely than not that the tax assets will be utilized.

To what extent group contribution is not registered in the profit and loss, the tax effect of group contribution is posted directly against the investment in the balance.

Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents include cash, bank deposits and other short term highly liquid placement with original maturities of three months or less.

Use of estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts in the profit and loss statement, the measurement of assets and liabilities and

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

the disclosure of contingent assets and liabilities on the balance sheet date. Actual results can differ from these estimates.

In applying the accounting policies, estimates are made in many areas as usually expected; the actual outcome may differ from that calculated. The key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below. The estimation of the relevant assets and liabilities involves the combination of a number of assumptions.

Forecast and discount rate
The carrying values of a number of items on the balance sheet are dependent on the estimates of future cash flows arising from the Company's operations, in particular: The assessment of whether the goodwill and other intangible assets is impaired is dependent of the present value of the future cash flows expected to be generated by the business.

Provisions
As described in the accounting policy, the Company measures provisions using the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date. These estimates take account of information available and different possible outcomes. Contingent losses that are probable and quantifiable is expensed as occurred.

Note 2 - Sales revenue
Amounts in NOK thousand

	2023	2022
By business area		
Capital Contracts - on Land	425 549	299 094
Aftermarket - on Land	552 958	563 104
Capital Contracts - at Sea	209 833	319 959
Aftermarket - at Sea	766 114	556 181
Other business	19 583	16 740
	1 974 037	1 755 078
Geographical distribution		
Europe	1 232 964	1 258 049
Asia and Middle East	368 940	298 999
Americas	178 285	94 958
Africa	94 796	52 480
Australia	99 052	50 592
	1 974 037	1 755 078

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Notes to the accounts for 2023

Amounts in NOK thousand

Note 3 - Related Parties

Amounts in NOK thousand

	2023	2022
a) Sales		
Group companies (Langley Holdings Plc)	4 911	336
Subsidiaries	395 887	422 594
	400 798	422 930

Of the total intercompany activity above TNOK 100,308 is relating to New Sales (25%), and TNOK 295,579 is relating to Aftermarket activities (75%).

	2023	2022
b) Purchases		
Parent company (Langley Holdings plc)	21 520	21 633
Bergen Engines companies	72 002	73 364
Other Group companies	8 420	4 586
	101 942	99 583
c) Finance costs		
Interest on short-term borrowings from parent company	26 077	8 353
Interest on short-term borrowings from subsidiaries	248	0
	26 325	8 353
d) Finance income		
Interest on short-term borrowings to subsidiaries	4 502	507

Note 4 - Inventories

Amounts in NOK thousand

	2023	2022
Raw materials	446 944	351 282
Work in progress	207 618	275 851
Finished goods - Engine	521 779	170 416
Finished goods - Spare Parts*	486 780	580 803
Total	1 663 121	1 378 352

As part of the agreement with Kongsberg Maritime AS, Bergen Engines AS also committed to re-purchase existing Kongsberg inventory in Helmond (Netherlands). The parties agreed on a re-purchase price and Bergen Engines AS have booked the spare parts back into inventory including the premium. The original cost price of this inventory was TNOK 80,800 and the re-purchase premium was TNOK 92,300. As per 31.12.2023 approximately 65% of this premium have been booked into the Financial statement. Remaning value of approximately TNOK 32,000 will be released during first quarter of 2024.

Inventory values have increased significantly during 2023 as the company focused on continued operations during a period of low order intake. This decision is considered a great opportunity and will contribute to increased activity and profitability the next years. The order intake situation has significantly improved last quarter of 2023 and 2024.

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Notes to the accounts for 2023

Amounts in NOK thousand

Note 5 - Payroll expenses, number of employees and loans to employees and auditor's fee

Amounts in NOK thousand

Wage costs	**2023**	**2022**
Salaries	436 952	459 942
Payroll tax	69 424	69 281
Pension costs	24 268	27 799
Other payments	5 963	-579
Total payroll expenses	536 608	556 443

The total number of employees in the company during the year: 602 labour year.

Management remuneration

The managing director received a total compensation of TNOK 2,847, of which TNOK 600 was bonus related. The managing director has a termination period of six months, and subsequently six months severance pay.

The board has not received remuneration in 2023.

Auditor fee has been divided as follows	**2023**	**2022**
Statutory audit fee	2 057	786
Assurance services	0	830
Tax advisory fee	190	30
Other services	0	1
Total	2 247	1 648

VAT is not included in the auditor fees.

Note 6 - Pensions

The Company is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon"). The Company's pension scheme meets the requirements of the law.

Defined contribution plan

The company has established a defined contribution pension scheme. As of 31 December 2023, 600 employees were covered by the plan. Deposits to the pension fund are recognized as payroll expenses. Prepaid contributions are accrued for. The contributions recognized as expenses were TNOK 23,600 in 2023. In addition, there are costs to employers' national insurance contributions. There are no payments to a pension premium fund in 2023, and by year-end there is no pension premium fund balance.

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Notes to the accounts for 2023

Amounts in NOK thousand

Note 7 - Intangible assets

Amounts in NOK thousand

	R & D	Software	Total
Acquisition cost at 01.01.	233 493	88 658	322 151
Permanent writedown	-233 493	-88 658	-322 151
Purchased intangibles	0	322	322
Acquisition cost 31.12.	0	322	322
Net carrying amount at 31.12.	0	322	322
Useful economic life	Up to 15 years	Up to 7 years	
Amortization plan	Linear	Linear	

BEAS is developing large medium speed reciprocating engines for the marine energy and propulsion market as well as for the power generation market, mainly through inhouse engineering capacity, as well as hired labour. In the years prior to 2022 Bergen Engines AS used significantly resources on New Product Innovation (NPI). Together with other intangible assets these values was written down in 2018 due to poor financial performance. Bergen Engines AS will not make any reversal of these values and consequently they are removed from the overview above.

All values above represent investments after 01.01.2022. These investments are ongoing and have not started amortization.

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Notes to the accounts for 2023
Amounts in NOK thousand

Note 8 - Tangible assets
Amounts in NOK thousand

	Land, buildings, fixtures	Plant and Equipment	Tools ,office, machinery etc	Assets under construction	Total
Acquisition cost 01.01.	319 390	629 082	251 543	15 404	1 215 419
IB Corr /reclass /estimate change	-38 980	-2 476	-8 762	16 754	-33 463
	280 410	626 606	242 781	32 158	1 181 956
Purchased fixed assets	0	0	0	9 785	9 785
Reclass	0	17 425	2 063	-19 488	0
Disposals	0	0	0	0	0
Corrections	0	0	476	68	544
Acquisition cost 31.12.	280 410	644 031	245 320	22 523	1 192 285
Acc.depreciation 31.12.	-234 904	-429 657	-212 932	0	-877 493
*Acc.write-downs prior to 2023	0	0	0	-17 329	-17 329
Write-downs 2023	0	0	0	-150	-150
Net carrying amount at 31.12.	45 506	214 374	32 388	5 045	297 313
Depreciation for the year	-9 624	-30 757	-6 436	0	-46 817

Both parent and the group use linear depreciation for all tangible assets. The useful economic life is estimated as:

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Note 9 - Operating expenses

Amounts in NOK thousand

	2023	2022
Specification of Operating expenses		
Freight and transportation costs	30 500	47 306
Energy costs	28 242	38 882
Property rent	4 012	7 985
Rental of machinery, fixtures and fittings	7 495	10 947
Repair & maintenance, including tools	25 335	12 996
IT Costs	43 299	33 863
External services	82 689	102 953
Cost of travel, subsistence, car etc.	32 279	32 358
Insurance	11 378	13 292
Other expenses	-143	-21 299
	265 087	279 282

Bergen Engines AS have finished the restructuring of the business following the change in ownership 31.12.2021. The effects of this restructuring are reflected in the numbers above.

IT costs, management charges and business liability insurance, in Norway and in the regions, are costed by the head office and recharged back to the subsidiaries based on a reasonable allocation key.

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 10 - Investment in subsidiaries and associate
Amounts in NOK thousand

Parent Company name	Buisness office address
Bergen Engines AS	Hordvikneset 125 5108 HORDVIK 4601 Bergen

Company	Location	Share owners	Net profit 2023 (EURO)	Equity 31.12 (EURO)	Book value 31.12 (NOK)
Bergen Engines Italia S.r.l	Italy	100 %	1 315	8 630	60 424
Bergen Engines Ibérica S.L.	Spain	100 %	3 767	14 304	170 830
Bergen Engines Denmark AS	Denmark	100 %	1 888	3 160	611
Bergen Engines India tl	India	100 %	1 525	10 112	124 213
Bergen Engines Ltd	Great Britain	100 %	1 281	2 183	5 025
Bergen Engines BV	The Netherlands	100 %	571	1 875	28 367
Bergen Engines Bangladesh tl	Bangladesh	100 %	297	4 312	13 751
Bergen Engines Mexico S.de R.L de C.V**	Mexico	100 %	332	-61	6 141
Bergen Engines Mexico Adminstration S.**	Mexico	100 %	-6	72	2
Bergen Engines Inc	United States	100 %	32	363	879
Total			11 002	44 950	410 243

Figures above is per 31.12.2023 based on IFRS accounts and listed in EURO. These are audited numbers and consolidated into the Financial Statement of Langley Holdings plc in 2023. All subsidiaries are profitable in 2023.

Bergen Engines AS is the Divisional parent company and Langley Holdings Plc is the ultimate parent company located in the UK. The group accounts are prepared by Langley Holdings Plc in English language according to IFRS, including Bergen Engines AS and its subsidiaries.

Based on above Bergen Engines AS is granted exemption from the obligation to prepare group accounts for Bergen Engines AS.

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Note 11 - Financial items

Amounts in NOK thousand

	2023	2022
Financial income		
Income from subsidiaries	59 271	170 805
Other interest income	7 181	1 715
Exchange rate gains (realized/unrealized)	53 962	55 041
	120 414	227 561
Financial expenses		
Interest expenses to group companies	-26 325	-8 353
Other interest expenses	-1 483	-3 064
Exchange rate loss (realized/unrealized)	-123 432	-56 396
Impairment shares in subsidiaries*	0	-55 263
	-151 240	-123 076
Net financial items	-30 826	104 485

* Bergen Engines AS impaired 90% of the investment in Mexico in 2022.

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 12 - Income taxes
Amounts in NOK thousand

Income tax expenses	**2023**	**2022**
Witholding tax	422	44
Change in deferred tax	-470 379	0
Total income tax expense	-469 957	44

Tax base estimation	**2023**	**2022**
Ordinary result before tax	317 187	480 303
Permanent differences	-59 398	-115 268
Change in temporary differences	-77 996	-515 994
Utilization of prior year's cut-off Group interest	-3 770	0
Utilization of prior year's tax losses	-176 023	0
Tax base	0	-150 958

Temporary differences outlined	**2023**	**2022**
Fixed assets	-102 187	-132 093
Goods	71 895	31 020
Receivables	-20 560	-16 557
Provisions	-194 315	-205 534
Total	-245 167	-323 163
Taxable Loss carried forward	-1 755 587	-1 931 610
Cut-off Group Interest carried forward	-191 844	-195 614
Basis for calculation of deferred tax asset	-2 192 598	-2 450 387
Differences not included in calculating deferred tax	-54 514	-2 450 387
Total	-2 138 084	0
Deferred income tax asset (22%)	470 379	0

Permanent differences outlined	**2023**	**2022**
Reversal of Recognized Dividends	-59 271	-170 805
Write-down on shares	0	55 263
Retrieval of withholding tax paid abroad	-422	0
Other Permanent differences	295	275
Total permanent differences	-59 398	-115 268

Effective tax rate	**2023**
Expected income taxes, statutory tax rate (22%)	69 781
Change in temporary differences (22%)	-17 159
Utilization of deferred tax asset (22%)	-39 554
Permanent differences (22%)	-13 068
Withholding tax paid abroad	422
Income tax expense	422

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Effective tax rate	0,1 %

Bergen Engines AS is providing for a TNOK 470,379 deferred tax asset in the Financial Statement of 2023. This is derived from previous year's tax losses and other timing differences of TNOK 2,138,086. Providing for this asset is justified by improved profitability, combined with the positive outlook for the business the coming years. Based on a prudent business case Bergen Engines AS is confident they can utilize this asset within the next 6-10 years.

Note 13 - Owners equity

Amounts in NOK thousand

	Share capital	Share premium reserve	Other equity	Total
Owners equity 01.01.2023	183 554	906 939	300 923	1 391 416
Profit for the year	0	0	787 144	787 144
Owners equity 31.12.2023	183 554	906 939	1 088 066	2 178 559

Note 14 - Equity

Amounts in NOK thousand

Share capital:

	Number of shares	Face value	Book value
Ordinary shares	1 835 540	100	183 554

Shareholders per 31.12:

	Ordinary shares	Ownership share	Voting rights
Langley Holdings PLC	1 835 540	100 %	100 %

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 15 - Intercompany balance with group and associated companies
Amounts in NOK thousand

Receivables	**2023**	**2022**
Intercompany loans (Bergen Group)	68 780	72 479
Accounts receivables (Bergen Group)	57 683	114 387
Accounts receivables (other Langley)	119	0
Other receivables	1 683	5 459
Total intercompany receivables	128 265	192 325

Payables	**2023**	**2022**
Intercompany loans (Langley Holdings plc)	393 061	421 142
Intercompany loans (Bergen Group)	0	38 340
Trade creditors (Bergen Group)	51 243	51 920
Trade creditors (other Langley)	585	0
Total intercompany payables	444 889	511 402

Despite profitable results the last two years Bergen Engines AS have accumulated a TEUR 35,000 loan from ultimate parent company (Langley Holdings plc) due to increased working capital needs in the period. Profitable deliveries and order intake in 2024 we expect the loan to be fully paid back within one year.

Note 16 - Bank deposit
Amounts in NOK thousand

	2023
Restricted cash for employee witholding tax as of 31.12	20 594

Note 17 - Specification of other short-term liabilities
Amounts in NOK thousand

	2023	**2022**
Prepayment debtors	351 136	268 261
Warranty provision	121 211	131 813
Other short-term payables to group companies	393 060	421 142
Accrued costs for project deliveries	42 014	30 991
Onerous contracts	9 012	21 586
Other short-term liabilities	96 891	99 132
Goods received not invoiced	34 976	74 135
Accrued Holiday Pay	54 541	54 203
Other advance payments/payables to group companies	0	38 340
Total	1 102 842	1 139 603

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Note 18 - Contingent liabilities

Guarantees

Contingent liabilities exists in respect of guarantees provided by the Company in the ordinary course of business for product delivery, performance, and reliability. On 31 December 2023, these guarantees amounted to approximately TNOK 157,500.

Bergen Engines AS still have open guarantees in the old RRPS credit facility. These guarantees will be closed when they expire according to their terms (as the actual projects are closed). On 31 December 2023, these guarantees amounted to approximately TNOK 119,800.

Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
26.07.2022		Kjetil Solbø Zahl
800 80 000 Skatteetaten.no	Din/Deres referanse	Telefon
Org.nr 974761076	Vår referanse 2022/5639523	Postadresse Postboks 9200 Grønland 0134 OSLO

U.off. offl. § 13, sktfvl. § 3-1, sktbl. § 3-2

BERGEN ENGINES AS
Postboks 3, Hylkje
5877 BERGEN

Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til Bergen Engines AS (org.nr. 997 016 238) sin søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapet dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Bakgrunn
Fra søknaden siteres utdrag:

> [...] Selv om eierskapet har endret seg er det ingen endringer i operasjonen av Bergen Engines AS. Engelsk er ordinært arbeidsspråk og er sidestilt med norsk. De rapporteringslinjer som tidligere gikk på engelsk til tidligere eier går nå fortsatt på engelsk men til ny eier. Styret er endret etter oppnevning fra morselskapet som følge av nytt eierskap og styreleder er engelskspråklig. Vedkommende behersker ikke norsk. Alle styremøter gjennomføres på engelsk og de øvrige medlemmene i styret behersker engelsk. [...]
>
> [...] Bergen Engines er under nytt eierskap fortsatt en del av et globalt konsern og Bergen Engines selv har over 90% eksport. En overveldende majoritet av forretningsforbindelser, leverandører og kunder er utenlandske. Alle disse vil være relevante brukere av årsregnskapet og disse vil foretrekke at offisielt regnskap er på engelsk slik at de kan gjøre relevante vurderinger for sine forretninger med selskapet. De eksterne brukerne av regnskapet er således selv internasjonale selskap og bransjen er et internasjonalt miljø med hovedsaklig engelspråklige forretningsforbindelser. [...]

Skattekontorets vurdering
Etter regnskapsloven § 3-4 tredje ledd skal *"årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."*

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap mv., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

> Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til *"informative regnskaper for ulike grupper av regnskapsbrukere"*. Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte, kunder og lokalsamfunnet.

Det er etter skattekontorets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at selskapets eier er britisk, rapportering til eier skjer på engelsk, styremøter gjennomføres på engelsk og alle styremedlemmer behersker engelsk, selskapet driver i en internasjonal bransje og i et globalt konsern, over 90 % av selskapets omsetning er eksport, en overveldende majoritet av selskapets forretningsforbindelser, leverandører og kunder er utenlandske og engelsk er sidestilt med norsk som selskapets arbeidsspråk. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Kit M. Midttun
Underdirektør
Innsats, storbedrift
Skatteetaten

Kjetil Solbø Zahl

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.

Bergen Engines AS

Annual report 2023

Board of directors' report

Annual accounts
- Income statement
- Balance sheet
- Cash flow statement
- Notes

Board of Directors' report 2023

Bergen Engines AS
Adress: Hordvikneset 125, 5108 HORDVIK
Org.nr: 997016238 MVA
Business: Production of medium speed engines

Operations and locations

Bergen Engines AS is a manufacturing and service company of large medium speed reciprocating engines for the marine energy and propulsion market as well as for the power generation market. Since 1943, Bergen Engines has been a pioneer in low-emission technologies, consistently evolving to stay ahead of market changes. Our global footprint and reliable medium-speed engines position us as a leader. Natural gas engines, a key part of the energy transition, offer economic benefits with low fuel costs and reduced maintenance. Bergen Engines prioritizes sustainability in its strategy, focusing on clean and responsible energy solutions for a more sustainable future. Committed to innovative studies on low-carbon fuels and hybrid-renewable systems, we aim to meet the evolving demands of tomorrow.

Bergen Engines AS serves two key markets, Power Generation (on Land) and Marine Power business (at Sea). Bergen Engines AS is part of the Power Solutions Division of the British engineering and industrial group, Langley Holdings plc together with Marelli Motori, the Italian motors and generators producer and Piller Power Systems, the German power stabilisation specialist. The Power Solution Division offers efficient and cost-effective solutions, aiming to minimize emissions. Since being acquired by Langley Holdings plc from December 31, 2021, close collaboration between the three companies within our division ensures that we can deliver high-class products to our customers. Bergen Engines AS, including overseas subsidiaries, are providing new sales and after-sales services to customers all over the world, either directly or through established Sales and Service partners. After-sales activities may be contracted on either a time and material basis, or through long term service agreements, the latter being more common in the Power Generation market.

Our well-invested facilities in Bergen are based on a 23 hectares (50 acres) freehold site and extend to over 20,000 square metres (2,000,000 square feet) of production and office accommodation, with overseas subsidiaries in Denmark, India, Italy, Spain, the Netherlands, the United Kingdom, the United States, Mexico and Bangladesh.

The Group includes, in addition to Bergen Engines AS, the following subsidiaries:

Bergen Engines Denmark A/S
Bergen Engines India Pvt. Ltd
Bergen Engines Italia S.r.l
Bergen Engines Ibérica S.L. (Spain)
Bergen Engines BV (the Netherlands)
Bergen Engines Ltd (UK)
Bergen Engines Mexico s.de R.L de C.V
Bergen Engines Inc. (US)
Bergen Engines Bangladesh Pvt. Ltd

In 2023, 68,8% of Bergen Engines AS revenue came from after-sales comprising of engineering services (12% of total), sale and installation of OEM parts (48,2% of total) and revenues from remanufacturing offerings (8,6% of total), while 31,2% of total revenue originates from original equipment manufacturing (OEM).

Operational Review

The company's revenues increased from TNOK 1,755,078 last year to TNOK 1,974,036 in 2023. Strong after-sales activity, especially at Sea, was a main driver for increased revenues. Within the Aftermarket at Sea activity from remanufacturing offerings, parts refurbished in our local service workshop, increased significantly compared to previous years.

In terms of output, the engine factory manufactured 54 engines in 2023, compared to 43 engines in 2022. Strategic decisions to procure parts and build for stock during a period of significant inflation, combined with a challenging supply chain environment and low order intake has proven successful. It has secured stability in the factory and improved our responsiveness when the order situation improved during second half of 2023.

The Bergen site, combining the foundry business, had a result from operating activities of TNOK 348,012, up from TNOK 125,294 last year. Last year figures are excluding reversal of previous years impairment of fixed assets, a total of TNOK 250,524. This implies an operational profit margin of 17,6% in 2023 compared to 7,1% last year.

Ordinary result before tax for 2023 was TNOK 317,187, compared to TNOK 480,303 in 2022. Further effects of the successful restructuring in 2022, improved efficiency in operations and improved margins in all business areas contributed to the good financial results in 2023. Included in Net profit for the year there is TNOK 470,379 in positive profit contribution from providing for a deferred tax asset in the Financial Statement of 2023. This is deriving from previous years tax losses and other timing differences of TNOK 2,138,084. This asset is provided for in 2023 based on the improved profitability the last two years, combined with the positive outlook for the business the coming years. Based on a prudent business case Bergen Engines AS is confident we can utilize this asset within the next 6-10 years.

Order book on Capital Contracts increased to TNOK 1,222,000 from TNOK 1,060,000 last year reflecting the improved order situation second half of 2023. The increase is driven by confirmed delivery of twelve backup generators to a Nuclear Power Plant in Turkey and five engines for a 45MW Natural Gas Power Plant in Guatemala.

During 2023 external Research & Development costs amounted to TNOK 14,551, while TNOK 8,177 of this was funded by external parties. The cost has been expensed as incurred, as the requirements for a balance sheet disclosure are considered to have not been met. The company has approved plans to invest significantly for the future, focusing on clean and responsible energy solutions for a more sustainable future.

Total cash flow from operating activities was TNOK 90,013 in 2023, and the operating profit constituted TNOK 348,012. The significant difference is due to considerable increase in inventory values over the last two years. Bergen Engines AS strategically decided to build engines to stock during a period of high inflation and low order intake. This tactical decision, resulting in increasing working capital requirements, has proven to be a substantial benefit for the company and has not only safeguarded the company's financial position but positioned it to capitalize on enhanced profit margins in future periods. Bergen Engines AS is firmly backed by their owners, Langley Holding plc, who is partially funding the investments with short term loans. Actual prepayments on these engines in coming periods will significantly improve the cash flow situation and ability to self-finance planned investments in the future.

Total assets at year-end amounted to TNOK 3,597,950 compared to TNOK 2,897,648 last year. The equity ratio was 61% as of 31.12.2023, compared to 48% the year before.

Bergen Engines AS has no external sources of funding, and all necessary funding is provided by Langley Holdings plc. These loans amounted to TEUR 35,000 per year end and is considered short-term liabilities in the Financial Statement of 2023.

R&D activities 2023

In 2023, we have taken further steps towards a net-zero carbon future for our engines, focusing on green and sustainable energy solutions worldwide. Sustainable in this context, encompasses more than just the development of new technologies, it also involves responsible management of existing assets. As a provider of medium-speed engines our goal is to develop our engines to operate on various types of green future fuels, in addition to maintaining and upgrading our existing portfolio. While making significant progress in developing future low and zero-emission solutions for our engines, we already have clean-burning gas engines in our portfolio that can already contribute to a substantial reduction in emissions. These engines can play a key role in the energy transition by blending in an increasing amount of hydrogen as its availability grows. Throughout the year, we have accelerated the development of our hydrogen engine, making significant strides towards a 100% hydrogen-powered engine. In parallel with our hydrogen program, we have also made good progress in 2023 with our ammonia program (AMAZE), aiming to develop technology for a high-pressure multifuel engine capable of running on ammonia and methanol.

100% hydrogen-fueled engine
The rising interest among customers in using hydrogen as a fuel signifies a transformative shift towards cleaner and more sustainable energy solutions. Hydrogen is emerging as a crucial component of the decarbonization strategy, where customers are recognizing the potential of hydrogen to complement renewable energy sources, providing a reliable and scalable solution for energy storage and grid balancing.

Government initiatives and policies supporting the development of a hydrogen economy have further fuelled the customer interest. Incentives, subsidies, and regulatory frameworks are being implemented to encourage the adoption of hydrogen technologies. As a result, customers are increasingly viewing hydrogen as a viable and attractive option to align with both environmental and regulatory objectives.

In 2023 we decided to accelerate our hydrogen development programme and announced the challenge to build a 100% hydrogen-fueled medium speed engine by December 2024.
We already offer engines with up to 15% hydrogen blend for commercial operation.

In our hydrogen test stand in Bergen, we have performed detailed tests and analyzed results as a basis for further development. Throughout the year we have conducted a high number of experimental test programs and taken major steps towards the 100% hydrogen fueled engine.

In 2023 we were the first medium-speed engine producer in the world to successfully test a 30% volume blend of hydrogen at 100% load on a commercial engine. Field testing was completed in Caseda, Spain in November 2023 with our customer Viscofan at their industrial processing plant, a significant milestone that sets the stage for the upcoming 100% hydrogen-fueled engine.

In December 2023, Bergen Engines was granted 10M from The Research Council of Norway to conduct a four-year innovation project in collaboration with SINTEF AS and SINTEF Manufacturing AS on 'Innovative design and material solutions for robust hydrogen gas-fueled combustion engines.

AMAZE Ammonia Zero Emission
In April 2021 Bergen Engines AS filed an application to the Research Council of Norway (RCN), together with our consortium partners Equinor, SINTEF Ocean, SINTEF Energy, RISE Fire Research and the Norwegian University of Science and Technology, for public support for a project to investigate a specific combustion technology for using ammonia as fuel for their engines. The project is named AMAZE and was awarded 15m from the RCN. Vår Energi ASA has also joined the project. The project is coordinated and followed up closely by project meetings and steering committee meetings through the project duration.

AMAZE was kicked off in 2022 and will be finalized within 2025. The project has seven main activities covering aspects of combustion modelling (H1), investigation of spray patterns with ammonia injection (H2), experimental engine tests (H3), development of fuel injector for ammonia (H4), engine development (H5) and ammonia operational safety (H6).

The concept for the AMAZE is based on high pressure dual fuel technology, with diesel as a pilot and ammonia as the primary fuel. In the first phase of the project, we have spent a lot of time on computer simulation, to get a good understanding of the distribution between diesel and ammonia. This will be the basis for rig testing and, and later in 2024 testing on the new B3x:45L1A laboratory engine at SINTEF in Trondheim.

The engine design is almost complete, the cylinder cover, injector and ammonia high-pressure pipes have been developed, and the engine production and delivery will take place in 2024.

The project has given us the opportunity to engage with Norway's leading technical environment, several technical papers from the project will be published, and will put us on the technological world map.

B3x:45L1A to SINTEF/NTNU

In February 2023 we were given the task to develop a new 1-cylinder Laboratory engine for the new Ocean Technology Center which is under construction in Trondheim.

A pivotal aspect of our strategy during the B3x:45 development program was to prioritize modularization in engine design. This deliberate choice has empowered us to efficiently create a 1-cylinder lab engine for the project within a notably brief timeframe.

It has been important for the project to work cross-functionally between engineering and production environment in the development of components to succeed with such rapid development. This has been very successful. The engine will be delivered from Bergen summer 2024.

When installed in the Ocean Technology Center this engine will be used for testing in the AMAZE (Ammonia) project. In the future, the Ocean Technology center will represent an opportunity to test solutions on various future fuels and developments.

Validation of Biofuels
Due to an increasing number of requests from the market for running on various types of biofuels, in 2023, we initiated a range of test programs to enable a broader implementation of biofuels on our engine types. These signals from the market may suggest that biofuels could be a temporary solution for emission reduction on existing vessels while waiting for the availability of solutions for further emission reduction. The validation test programs for HVO and FAME for our engines are expected to be completed in early 2024.

Methanol Readiness
There is growing interest in the market, especially in the maritime industry to explore and adopt methanol as a fuel. Methanol is being considered as a potential alternative to traditional marine fuels due to its characteristics that align with environmental and regulatory goals. In addition to the zero carbon fuel alternatives such as hydrogen and ammonia, we have a development programme for methanol fuelled engines. In 2023 we started the work to qualify our engines for a DNV Fuel Ready notation for Methanol which is expected to be approved in early 2024.

Outlook for 2024 and future periods

The financial results over the last two years demonstrates Bergen Engines AS long-term financial efficiency and stability. The successful restructuring of the business the last two years combined with high focus on meeting customer demands has positioned the company for further growth in years to come. Bergen Engines AS will focus on profitable market expansion, providing excellent services and offer sustainable solutions to our customers.

Our commitment to developing engines that run on green fuels, such as hydrogen and ammonia, aligns with global efforts towards a net-zero carbon future. We will continue advancing our product portfolio to meet customer demands and regulatory standards. Operational efficiency and financial stability remain top priorities and the budget for 2024 and expectations in the years to follow are very promising.

Financial risk

Overall view on objectives and strategy
The company is exposed to financial risk in different areas, especially exchange rate risk. The goal is to reduce the financial risk as much as possible. The company's current strategy does not include the use of financial instruments. The company is using a natural hedging strategy, assessing the expected inflows and outflows of foreign currencies. The main inflows and outflows are in EUR and NOK.
This is however, continuously being assessed by the Board of Directors.

A substantial part of the Company's revenue is in foreign currency and approximately half of operational costs are based in foreign currency, mostly dominated by euros. The exchange rate risk is most relevant on direct purchases and indirect purchases, while personnel costs is NOK based. Based on 2023 figures 19% of revenues and around half of operational costs are based in NOK's. Consequently, the weakening of the NOK the last year has been positive for the operational results of the business.

In 2023 the exchange rate risk was primarily mitigated by ensuring all budgeted offers on Capital Contracts (new sales) was based on a more historical/normalized EUR/NOK rate. Bergen Engines AS has significant lead times between budgetary offer, contract signing, procurement/production and invoicing/delivery leading to a significant inflation- and exchange risk in this period.

The business is exposed to liquidity risk as the timing of milestone payments on contracts can generate distinct changes in working capital requirements. Production of engines to stock the last two years has increased the working capital requirements further. This is reflected in the significant increase of inventory from TNOK 1,378,352 in 2022 to TNOK 1,663,122 in 2023. Early procurement and building for stock will be a contributor to future profits as market prices for our products have increases significantly in the period between procurement of parts and now. Positive order intake late in 2023 for these engines is positive and confirms our assessment above.

Market risk

Bergen Engines AS is exposed to the cyclical nature of the Marine market. Downturns in the Marine market have historically been compensated for by larger load in the PowerGen sector. The strategic aim is to increase market position in countries where the PowerGen business is expanding. Being an international business, Bergen Engines AS is naturally exposed to global risks such as global inflation, supply chain issues after Covid-19 and ongoing war in Eastern Europe. The company is also exposed to applicable international sanctions and other geopolitical risks. These sanctions have been extended throughout 2023.

The company has not entered into derivative or other agreements to reduce the exchange rate risk and the related market risk. Bergen Engines is also exposed to changes in the European interest rates, as the intercompany debt has a floating interest rate.

The risk for losses on receivables is low but can be expected to increase because of the market conditions.

Bergen Engines has not yet experienced significant losses on receivables but acknowledge the company's exposure to the cyclical nature and the worldwide exposure of the Marine market. We closely monitor overdue debt to limit credit exposure and will act proactively to signals in the market of higher default risk.

Going concern

In accordance with the Accounting Act § 3-3a, we confirm that the financial statements have been prepared under the assumption of going concern. This assumption is based on the profit forecasts for the year 2024 and the company's long-term strategic forecasts. The company's economic and financial position is sound.

Allocation of net income

The Board of Directors has proposed the net income of Bergen Engines AS to be attributed to:

Retained Earnings	TNOK 787,144
Net income allocated	TNOK 787,144

The proposal reflects the owners' desire to continue supporting the promising business of Bergen Engines AS the coming years.

Health, Safety and the Environment

Bergen Engines has standalone certificates toward ISO 14001:2015 (Environment) & ISO 45001:2018 (Health & Safety) was re-issued by Bureau Veritas on 18.12.2023 and is valid until 17.12.2026. The working environment is good with flexible working conditions in place. The company undergoes regular audits (external and internal) to verify the employees' health, safety, and environment performance. Injuries are measured within the company using the Total Reportable Injury rate (TRIR). TRIR rate for BERGEN ENGINES AS was 1,45 in 2023. Our local target was 0.65. We had 11 TRIs in Bergen in 2023. 9 of these were “Lost Time Injuries” (LTI). This is an increase from previous years, but at the same time the severity on incidents has not increased. We are paying close attention to Near Misses also, as some of these are regarded High Potential (HiPo).

The company is monitoring development closely to ensure opportunities for improvement are raised to management attention at an early stage. This is done in close participation with Head Safety Delegate and department Safety Delegates. There were 15 First Aid Injuries in Bergen Engines AS.

The absence rate due to sickness for the Bergen site was 8,8%.

Bergen Engines AS emissions into the external environment are monitored in line with local municipality and state standards. The business has conducted “Full emission mapping Stage 1-6” at Foundry, with the assistance of a third party. In 2023 Bergen Engines AS had no environmental incidents.

The biggest Global environmental impacts of our activities are linked to our products. In 2023 the owner has decided for the business to strongly focus on developing engines running on Hydrogen. Investments have been approved and process is ongoing. The business also has cooperation with NTNU for developing engines running on ammonia that have a reduced environmental footprint (AMAZE).

The working environment and the employees

Bergen Engines AS promotes a working environment offering equal rights, equal treatment, and equal opportunities to all regardless of gender, religion, and ethnic background. It is an important aim that all employees experience equal possibilities regarding professional and personal development. Currently, 88 of our workforce are female (14.49%), compared to 87 last year (14,2%). Bergen Engines AS values a predictable workforce and have high focus on keeping temporarily positions and contract employees at a minimum. There were in total 2 employees 0,32% that held temporary positions on 31 December 2023. The company also had 35 apprentices but since this is a fixed term training program the company does not count these as temporary positions. In 2023 31% were women, an increase from 22% in 2022. Increasing the Apprentice program, with higher percentage being woman, is reflecting our ongoing efforts to ensure equal opportunities for professional growth and advancement. Increasing the Apprentice program is considered a key action to back the ambitious business goals of Bergen Engines AS the coming years.

As of 31.12.2023, our board of directors comprises 5, with 1 being women. Bergen Engines recognize the importance of diversity in leadership and are actively working to increase the representation of women through targeted recruitment efforts. From 2024 the board of directors will consist of 2 women and 4 men.

The working environment is of high importance for Bergen Engines AS, and efforts for improvements are made on an ongoing basis. At the end of 2023, a Group employee survey was commenced and the results from this have been distributed to all departments in the Bergen Engines Group and will be followed up during 2024. A new survey will be conducted in 6 months, to measure if the actions have been followed up as instructed. Occupational Health Service is available 4 days a week at site. HS&E training is part of the onboarding and is mandatory for all new employees. The working Environment is a fixed topic in the annual Personal Development Review.

As part of our systematic HSE work we have conducted 10 “Un-notified HSE inspections” together with employee representatives. These inspections cover a range of topics decided by participants based upon risks and inputs but are not notified to management or employees upfront. Findings are documented in reports and communicated to all employees through intranet (anonymized due to GDPR).

For further information on our work to secure Equal opportunities and non-discrimination, please see the assessment on this topic on the company's official website.

Transparency act
Bergen Engines AS actively work to reduce the overall risk of violation of human rights and secure decent working conditions within its complete value chain. The formal assessment, including risk assessments, will be made available on the company's official website before 1st July.

Risk Management and Corporate Governance

Bergen Engines AS is operated based on well-defined processes, and a set of delegated authorities approved by the Bergen Engines AS shareholders. The Company has a clear Anti Bribery and Corruption policy which is in line with the policy and procedures of Langley Holdings plc.
Langley Holdings plc has an extended Director's and Officer's Liability Insurance that covers all subsidiaries of Langley Holdings plc. Per the policy, Bergen Engines AS and its Directors and Officers were automatically included in the policy as part of Langley Holdings plc on 31 December 2023. The policy covers all loss arising from a claim made to the company, including losses resulting from a Security Claim, and all legal representation expenses, defence costs, bail bonds, extradition costs, crisis costs, public relations costs and more for individuals and claims made towards individuals serving in their capacity as Directors or Officer of the company. For Bergen Engines AS, this includes (but may not be limited to) all members of the Board of Directors, the Managing Director, and the CFO. Subsequently, all similar roles of subsidiaries of Bergen Engines AS are also covered.

Hordvikneset, 30. April 2024
Board of Directors of Bergen Engines AS

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William Anthony Langley Chairman	Bernard James Langley Board member	Lisa Hella Ulvatn Board member	Kenneth Pedersen Board member
DocuSigned by: Imad Omran Munthir AEAC7A1A6ED1437...	DocuSigned by: Jon Erik Røv 49A22E2348EA478...		
Imad Omran Munthir Board member	Jon Erik Røv Board member and Managing Director		

Bergen Engines AS

Income statement 01.01-31.12

Amounts in NOK thousand	Note	2023	2022
Revenue			
Sales revenue	2, 3	1 974 037	1 755 078
Other operating income		36	1 214
Total revenue		1 974 073	1 756 292
Operating expenses			
Changes in stocks of work in progress and finished goods	4	-284 770	-263 043
Cost of stocks	3, 4	1 062 080	1 055 118
Payroll expenses	5, 6	536 607	556 443
Depreciation of tangible and intangible fixed assets	7, 8	47 054	3 197
Write-down on tangible and intangible fixed assets	8	0	-250 524
Other operating expenses	5, 9	265 089	279 282
Total operating expenses		1 626 060	1 380 473
Operating result		348 013	375 819
Financial income and expenses			
Income from investments in subsidiaries and assosiated companies	10	59 271	170 805
Other financial income	3, 11	61 143	56 756
Write-down on other financial assets	10	0	55 263
Interest paid to group companies	3	26 325	8 353
Other financial expenses	11	124 915	59 460
Net financial items	11	-30 826	104 485
Ordinary result before tax		317 187	480 304
Tax on ordinary result	12	-469 957	44
Net profit or loss for the year		787 144	480 260
Allocated as follows			
Transferred to other equity	13	787 144	480 260

Bergen Engines AS

Balance sheet as of December 31

Amounts in NOK thousand	Note	2023	2022
Fixed assets			
Intangible assets			
Concessions, patents, licences, trade marks and similar rights	7	322	0
Deferred tax asset	12	470 379	0
Total intangible assets		470 701	0
Tangible assets			
Land, buildings and other real property	8	90 116	94 110
Machinery and plant	8	216 730	245 587
Fixtures and fittings, tools, office machinery etc.	8	40 479	45 048
Total tangible assets		347 325	384 745
Financial assets			
Investments in subsidiaries	10	410 243	410 243
Total fixed assets		1 228 269	794 988
Current assets			
Inventories	4	1 663 122	1 378 352
Receivables			
Trade receivables	15	307 977	303 007
Other receivables	15	206 173	284 098
Total accounts receivable		514 150	587 105
Cash and cash equivalents	16	192 409	137 202
Total current assets		2 369 681	2 102 659
Total assets		3 597 950	2 897 647

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Bergen Engines AS

Balance sheet as of December 31

Amounts in NOK thousand	Note	2023	2022
Equity			
Paid-in capital			
Share capital	13, 14	183 554	183 554
Share premium reserve	13	906 939	906 939
Total paid-in capital		1 090 493	1 090 493
Retained earnings			
Other equity	13	1 088 066	300 923
Total equity		2 178 559	1 391 416
Liabilities			
Provisions			
Other provisions	17, 18	0	0
Current liabilities			
Trade creditors	15	283 493	333 960
Public duties payable	16	33 055	32 669
Other short-term liabilities	15, 17	1 102 843	1 139 602
Total current liabilities		1 419 391	1 506 231
Total liabilities		1 419 391	1 506 231
Total equity and liabilities		3 597 950	2 897 647

31. December 2023

Hordvikneset, 30. April 2024

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William Anthony Langley	Bernard James Langley	Lisa Hella Ulvatn	Kenneth Pedersen
Chairman	Board member	Board member	Board member

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Imad Omran Munthir	Jon Erik Røv
Board member	Board member and Managing Director

Bergen Engines AS

Cash flow statement 01.01-31.12

Amounts in NOK thousand	Note	2023	2022
Cash flow from operating activities			
Ordinary result before tax	13	317 187	480 303
Taxes paid	12	-422	-44
Depreciation and amortisation		47 487	3 197
Reversal of impairment of assets	7, 8	0	-250 524
Changes in inventories		-284 770	-383 386
Financial income and expenses		20 707	0
Income from investments in subsidiaries		-59 271	-170 805
Changes in other current balance sheet items		49 095	-299 508
Impairment of investment		0	55 263
Net cash flow from operating activities		90 013	-565 503
Cash flow from investing activities			
Investment in tangible and intangible fixed assets	7, 8	-10 390	-14 789
Net assets acquired through merger		0	9 763
Investment in subsidiaries	10	0	-879
Dividend and group contribution from subsidiaries	10	59 271	170 805
Net cash flow from investing activities		48 882	164 900
Cash flow from financing activities			
inflow(+)/outflow(-) from issuance/repayment of debt/receivables		-62 981	421 142
Finance costs / interest paid		-27 888	0
Finance income / interest received		7 181	0
Other changes		0	17
Net cash flow from financing activities		-83 688	421 159
Net change in cash and cash equivalents		55 207	20 556
Cash and cash equivalents as of 01.01		137 202	116 646
Cash and cash equivalents as of 31.12		192 409	137 202

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note - 1 Accounting Principles

The financial statements are prepared in accordance with the current Norwegian Accounting Act and generally accepted accounting principles (NGAAP).

Group accounts
Bergen Engines AS is 100% owned by the UK company Langley Holdings plc. The Company is ultimately consolidated by Langley Holdings plc, with business address in Retford, United Kingdom. The group accounts for Langley Holdings can be obtained at www.langleyholdings.com. Bergen Engines AS has, in accordance with the Norwegian Accounting Act § 3-7, opted not to prepare group accounts.

Subsidiaries
The cost method is applied for investments in subsidiaries. The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are initially reported as income. Dividends exceeding the portion of retained equity after the purchase, are recognized as a reduction in purchase cost.

Write down to fair value will be carried out if the reduction in value is caused by circumstances which may not be regarded as incidental and deemed necessary by generally accepted accounting principles. Write downs are reversed when the cause of the initial write down are no longer present.

Sales revenue
Sales of products (both original equipment and spare parts) are recognized when the significant risks and rewards of ownership of the goods are transferred to the customer, the sales price agreed and the receipt of payment can be assured – this is generally on delivery.

Sales of services are recognized by reference to the stage of completion based on services performed to date or service is recognized when the service has been completed, as the related costs can be measured reliably.

Power generation
Revenue from sale of goods is recognized in the income statement once delivery has taken place and risk has been transferred. Revenue from providing commissioning service is recognized when the commissioning service has been completed, and the related costs can be measured reliably.

Marine
Revenue from the sale of goods in the marine segment is recognized in the income statement once delivery has taken place and risk has been transferred.

Aftermarket Marine and Power generation
Aftermarket revenue consists of maintenance work in agreement with service contracts, sale of parts and service deliveries. Service carried out outside of service contracts is recognized proportionally with progress or service is recognized when the service has been completed, as the related costs can be measured reliably. Revenue from spare parts sales is recognized at delivery, when risk has been transferred. Revenue from service contracts is recognized in accordance with the operation of the engine the service agreement is related to.

Costs of goods and services
Costs of goods sold are matched to revenues and recognized in the same period. Costs not assigned to specific revenues are recognized as expense when incurred.

Notes to the accounts for 2023

Amounts in NOK thousand

Balance sheet classification and assessment

Net current assets comprise creditors due within one year, and entries related to goods circulation. Other entries are classified as fixed assets and/or long-term creditors.

Current assets are valued at the lower of acquisition cost and fair value. Short-term creditors are recognized at nominal value.

Fixed assets are valued by the cost of acquisition, in the case of non-incidental reduction in value the asset will be written down to the fair value amount. Long term creditors are recognized at nominal value.

Bank overdraft is offset against cash and cash equivalents since the bank overdraft is in fact connected to the ordinary bank account. Comparable figures and the cash flow statement are changed accordingly.

Trade and other receivables

Trade receivables and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful debts. Provisions for doubtful debts are calculated on the basis of individual assessments and a general provision

Inventories

Raw materials and purchased spare parts are recognized on a weighted average cost basis. Work in progress is recognized at the lower of cost and net realizable value on a weighted average cost basis. Cost comprises direct materials and, where applicable, direct labour costs and those overheads, including depreciation of property, plant and equipment that have been incurred in bringing the inventories to their present location and condition. Finished goods are recognized at standard cost. Costs of assembly of original equipment is recognized based on standard hours. Net realizable value represents the estimated selling prices less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Provisions

Provisions are recognized when the Company has a present obligation as a result of a past event, and it is probable that the Company will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

Onerous contracts

If a contract becomes loss-making, the total estimated loss on this contract will be recognized in the income statement at the time the loss is identified. The loss is calculated based on cost that can be directly attributed to one particular contract, non-volume dependent overhead costs are omitted from the calculation.

Warranty

Warranty provisions are based on individual assessments of the registered warranty claims in addition to a general warranty provision based on expected cost.

Monetary items in a foreign currency

Transactions denominated in currencies other than the entity's functional currency are recorded at the exchange rate at the date of the transaction. Monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. Exchange differences arising from foreign exchange transactions and the retranslation of monetary items at the year-end, are recognized in the income statement.

Notes to the accounts for 2023

Amounts in NOK thousand

Property, plant and equipment

Property, plant and equipment is capitalized and depreciated over the estimated useful economic life. Direct maintenance costs are expensed as incurred, whereas improvements and upgrading are assigned to the acquisition cost and depreciated along with the asset. If carrying value of a non-current asset exceeds the estimated recoverable amount, the asset is written down to the recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

Research and development

Expenditure incurred on research and development is distinguished as relating either to a research phase or to a development phase.

All research phase expenditures are charged to the income statement. Development expenditure is capitalized as an internally generated intangible asset only if it meets strict criteria, relating in particular to technical feasibility and generation of future economic benefits.

Expenditure capitalized is amortized over its useful economic life, up to a maximum of 15 years from the entry into service of the product.

Operating leases

Payments made and rentals received under operating lease arrangements are charged/credited to the income statement on a straight-line basis.

Software

The cost of acquiring software that is not specific to an item of property, plant and equipment is classified as an intangible asset and amortized over its useful economic life, up to a maximum of seven years.

Pensions

Defined contribution scheme

The company makes deposits to a pension fund for pension on mandatory, contract or voluntary basis. The Company has no further payment obligation once these deposits are paid. Deposits are recognized as payroll costs when due.

Income tax

Tax expenses in the profit and loss account comprise both tax payable for the accounting period and changes in deferred tax. Deferred tax is calculated at 22 per cent on the basis of existing temporary differences between accounting profit and taxable profit together with tax deductible deficits at the year end. Temporary differences both positive and negative, are balanced out within the same period. Deferred tax assets are recorded in the balance sheet to the extent it is more likely than not that the tax assets will be utilized.

To what extent group contribution is not registered in the profit and loss, the tax effect of group contribution is posted directly against the investment in the balance.

Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents include cash, bank deposits and other short term highly liquid placement with original maturities of three months or less.

Use of estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts in the profit and loss statement, the measurement of assets and liabilities and the disclosure of contingent assets and liabilities on the balance sheet date. Actual results can differ from these estimates.

In applying the accounting policies, estimates are made in many areas as usually expected; the actual outcome may differ from that calculated. The key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below. The estimation of the relevant assets and liabilities involves the combination of a number of assumptions.

Forecast and discount rate
The carrying values of a number of items on the balance sheet are dependent on the estimates of future cash flows arising from the Company's operations, in particular: The assessment of whether the goodwill and other intangible assets is impaired is dependent of the present value of the future cash flows expected to be generated by the business.

Provisions
As described in the accounting policy, the Company measures provisions using the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date. These estimates take account of information available and different possible outcomes. Contingent losses that are probable and quantifiable is expensed as occurred.

Note 2 - Sales revenue
Amounts in NOK thousand

	2023	**2022**
By business area		
Capital Contracts - on Land	425 549	299 094
Aftermarket - on Land	552 958	563 104
Capital Contracts - at Sea	209 833	319 959
Aftermarket - at Sea	766 114	556 181
Other business	19 583	16 740
	1 974 037	1 755 078
Geographical distribution		
Europe	1 232 964	1 258 049
Asia and Middle East	368 940	298 999
Americas	178 285	94 958
Africa	94 796	52 480
Australia	99 052	50 592
	1 974 037	1 755 078

Notes to the accounts for 2023

Amounts in NOK thousand

Note 3 - Related Parties

Amounts in NOK thousand

	2023	2022
a) Sales		
Group companies (Langley Holdings Plc)	4 911	336
Subsidiaries	395 887	422 594
	400 798	422 930

Of the total intercompany activity above TNOK 100,308 is relating to New Sales (25%), and TNOK 295,579 is relating to Aftermarket activities (75%).

	2023	2022
b) Purchases		
Parent company (Langley Holdings plc)	21 520	21 633
Bergen Engines companies	72 002	73 364
Other Group companies	8 420	4 586
	101 942	99 583
c) Finance costs		
Interest on short-term borrowings from parent company	26 077	8 353
Interest on short-term borrowings from subsidiaries	248	0
	26 325	8 353
d) Finance income		
Interest on short-term borrowings to subsidiaries	4 502	507

Note 4 - Inventories

Amounts in NOK thousand

	2023	2022
Raw materials	446 944	351 282
Work in progress	207 618	275 851
Finished goods - Engine	521 779	170 416
Finished goods - Spare Parts*	486 780	580 803
Total	1 663 121	1 378 352

As part of the agreement with Kongsberg Maritime AS, Bergen Engines AS also committed to re-purchase existing Kongsberg inventory in Helmond (Netherlands). The parties agreed on a re-purchase price and Bergen Engines AS have booked the spare parts back into inventory including the premium. The original cost price of this inventory was TNOK 80,800 and the re-purchase premium was TNOK 92,300. As per 31.12.2023 approximately 65% of this premium have been booked into the Financial statement. Remaning value of approximately TNOK 32,000 will be released during first quarter of 2024.

Inventory values have increased significantly during 2023 as the company focused on continued operations during a period of low order intake. This decision is considered a great opportunity and will contribute to increased activity and profitability the next years. The order intake situation has significantly improved last quarter of 2023 and 2024.

Notes to the accounts for 2023
Amounts in NOK thousand

Note 5 - Payroll expenses, number of employees and loans to employees and auditor's fee
Amounts in NOK thousand

Wage costs	**2023**	**2022**
Salaries	436 952	459 942
Payroll tax	69 424	69 281
Pension costs	24 268	27 799
Other payments	5 963	-579
Total payroll expenses	536 608	556 443

The total number of employees in the company during the year: 602 labour year.

Management remuneration

The managing director received a total compensation of TNOK 2,847, of which TNOK 600 was bonus related. The managing director has a termination period of six months, and subsequently six months severance pay.

The board has not received remuneration in 2023.

Auditor fee has been divided as follows	**2023**	**2022**
Statutory audit fee	2 057	786
Assurance services	0	830
Tax advisory fee	190	30
Other services	0	1
Total	2 247	1 648

VAT is not included in the auditor fees.

Note 6 - Pensions

The Company is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon"). The Company's pension scheme meets the requirements of the law.

Defined contribution plan
The company has established a defined contribution pension scheme. As of 31 December 2023, 600 employees were covered by the plan. Deposits to the pension fund are recognized as payroll expenses. Prepaid contributions are accrued for. The contributions recognized as expenses were TNOK 23,600 in 2023. In addition, there are costs to employers' national insurance contributions. There are no payments to a pension premium fund in 2023, and by year-end there is no pension premium fund balance.

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Note 7 - Intangible assets

Amounts in NOK thousand

	R & D	Software	Total
Acquisition cost at 01.01.	233 493	88 658	322 151
Permanent writedown	-233 493	-88 658	-322 151
Purchased intangibles	0	322	322
Acquisition cost 31.12.	0	322	322
Net carrying amount at 31.12.	0	322	322
Useful economic life	Up to 15 years	Up to 7 years	
Amortization plan	Linear	Linear	

BEAS is developing large medium speed reciprocating engines for the marine energy and propulsion market as well as for the power generation market, mainly through inhouse engineering capacity, as well as hired labour. In the years prior to 2022 Bergen Engines AS used significantly resources on New Product Innovation (NPI). Together with other intangible assets these values was written down in 2018 due to poor financial performance. Bergen Engines AS will not make any reversal of these values and consequently they are removed from the overview above.

All values above represent investments after 01.01.2022. These investments are ongoing and have not started amortization.

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Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 8 - Fixed assets
Amounts in NOK thousand

	Land buildings, fixtures	Plant and equipment	Tools, office machinery etc	Asset under construction	Total
Acquisition cost 01.01.	319 390	629 082	251 543	15 404	1 215 419
IB Correction*	-185 587	69 054	-30 762	16 754	-268 649
Reclassifications	5 833	-5 833			0
	139 636	554 195	220 781	32 158	946 770
Purchased fixed assets				9 785	9 785
Reclassifications		17 425	2 063	-19 488	0
Correction			476	68	544
Acquisition cost 31.12.	139 636	571 620	223 320	22 523	957 099
Acc. depreciation 31.12.	-234 904	-429 657	-212 932		-877 493
Adjustment Acc. Depreciation in 2023*	185 384	69 722	30 091		285 197
Acc. write-downs prior to 2023*				-17 329	-17 329
Write-downs 2023				-150	-150
Net carrying amount at 31.12.	90 116	211 685	40 479	5 045	347 324
Depreciation for the year	-9 624	-30 757	-6 436	0	-46 817
Useful economic life	Up to 33 years	Up to 15 years	Up to 5 years		
Depreciation	Linear	Linear	Linear		

*For the year 2023, adjustments were made to depreciation and acquisition costs for fixed assets as follows:

IB Correction to Acquisition Cost:
An adjustment was made against the opening acquisition cost to remove old and fully depreciated assets. For assets under construction we have increased the IB aquisition cost and included a line for acc.write-downs prior to 2023.

Depreciation Changes:
Accumulated depreciation was reduced in accordance with above adjustment.

Acquisition Cost as of 31.12:
The year-end acquisition cost now only reflects current fixed assets.

These adjustments provide a more accurate representation of the company's fixed assets.

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Note 9 - Operating expenses

Amounts in NOK thousand

	2023	2022
Specification of Operating expenses		
Freight and transportation costs	30 500	47 306
Energy costs	28 242	38 882
Property rent	4 012	7 985
Rental of machinery, fixtures and fittings	7 495	10 947
Repair & maintenance, including tools	25 335	12 996
IT Costs	43 299	33 863
External services	82 689	102 953
Cost of travel, subsistence, car etc.	32 279	32 358
Insurance	11 378	13 292
Other expenses	-143	-21 299
	265 087	279 282

Bergen Engines AS have finished the restructuring of the business following the change in ownership 31.12.2021. The effects of this restructuring are reflected in the numbers above.

IT costs, management charges and business liability insurance, in Norway and in the regions, are costed by the head office and recharged back to the subsidiaries based on a reasonable allocation key.

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 10 - Investment in subsidiaries and associate
Amounts in NOK thousand

Parent Company name	Buisness office address
Bergen Engines AS	Hordvikneset 125 5108 HORDVIK 4601 Bergen

Company	Location	Share owners	Net profit 2023 (EURO)	Equity 31.12 (EURO)	Book value 31.12 (NOK)
Bergen Engines Italia S.r.l	Italy	100 %	1 315	8 630	60 424
Bergen Engines Ibérica S.L.	Spain	100 %	3 767	14 304	170 830
Bergen Engines Denmark AS	Denmark	100 %	1 888	3 160	611
Bergen Engines India tl	India	100 %	1 525	10 112	124 213
Bergen Engines Ltd	Great Britain	100 %	1 281	2 183	5 025
Bergen Engines BV	The Netherlands	100 %	571	1 875	28 367
Bergen Engines Bangladesh tl	Bangladesh	100 %	297	4 312	13 751
Bergen Engines Mexico S.de R.L de C.V**	Mexico	100 %	332	-61	6 141
Bergen Engines Mexico Adminstration S.**	Mexico	100 %	-6	72	2
Bergen Engines Inc	United States	100 %	32	363	879
Total			11 002	44 950	410 243

Figures above is per 31.12.2023 based on IFRS accounts and listed in EURO. These are audited numbers and consolidated into the Financial Statement of Langley Holdings plc in 2023. All subsidiaries are profitable in 2023.

Bergen Engines AS is the Divisional parent company and Langley Holdings Plc is the ultimate parent company located in the UK. The group accounts are prepared by Langley Holdings Plc in English language according to IFRS, including Bergen Engines AS and its subsidiaries.

Based on above Bergen Engines AS is granted exemption from the obligation to prepare group accounts for Bergen Engines AS.

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 11 - Financial items
Amounts in NOK thousand

	2023	2022
Financial income		
Income from subsidiaries	59 271	170 805
Other interest income	7 181	1 715
Exchange rate gains (realized/unrealized)	53 962	55 041
	120 414	227 561
Financial expenses		
Interest expenses to group companies	-26 325	-8 353
Other interest expenses	-1 483	-3 064
Exchange rate loss (realized/unrealized)	-123 432	-56 396
Impairment shares in subsidiaries*	0	-55 263
	-151 240	-123 076
Net financial items	-30 826	104 485

* Bergen Engines AS impaired 90% of the investment in Mexico in 2022.

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 12 - Income taxes
Amounts in NOK thousand

Income tax expenses	**2023**	**2022**
Witholding tax	422	44
Change in deferred tax	-470 379	0
Total income tax expense	-469 957	44

Tax base estimation	**2023**	**2022**
Ordinary result before tax	317 187	480 303
Permanent differences	-59 398	-115 268
Change in temporary differences	-77 996	-515 994
Utilization of prior year's cut-off Group interest	-3 770	0
Utilization of prior year's tax losses	-176 023	0
Tax base	0	-150 958

Temporary differences outlined	**2023**	**2022**
Fixed assets	-102 187	-132 093
Goods	71 895	31 020
Receivables	-20 560	-16 557
Provisions	-194 315	-205 534
Total	-245 167	-323 163
Taxable Loss carried forward	-1 755 587	-1 931 610
Cut-off Group Interest carried forward	-191 844	-195 614
Basis for calculation of deferred tax asset	-2 192 598	-2 450 387
Differences not included in calculating deferred tax	-54 514	-2 450 387
Total	-2 138 084	0
Deferred income tax asset (22%)	470 379	0

Permanent differences outlined	**2023**	**2022**
Reversal of Recognized Dividends	-59 271	-170 805
Write-down on shares	0	55 263
Retrieval of withholding tax paid abroad	-422	0
Other Permanent differences	295	275
Total permanent differences	-59 398	-115 268

Effective tax rate	**2023**
Expected income taxes, statutory tax rate (22%)	69 781
Change in temporary differences (22%)	-17 159
Utilization of deferred tax asset (22%)	-39 554
Permanent differences (22%)	-13 068
Withholding tax paid abroad	422
Income tax expense	422

Notes to the accounts for 2023

Amounts in NOK thousand

Effective tax rate	0,1 %

Bergen Engines AS is providing for a TNOK 470,379 deferred tax asset in the Financial Statement of 2023. This is derived from previous year's tax losses and other timing differences of TNOK 2,138,086. Providing for this asset is justified by improved profitability, combined with the positive outlook for the business the coming years. Based on a prudent business case Bergen Engines AS is confident they can utilize this asset within the next 6-10 years.

Note 13 - Owners equity

Amounts in NOK thousand

	Share capital	Share premium reserve	Other equity	Total
Owners equity 01.01.2023	183 554	906 939	300 923	1 391 416
Profit for the year	0	0	787 144	787 144
Owners equity 31.12.2023	183 554	906 939	1 088 066	2 178 559

Note 14 - Equity

Amounts in NOK thousand

Share capital:

	Number of shares	Face value	Book value
Ordinary shares	1 835 540	100	183 554

Shareholders per 31.12:

	Ordinary shares	Ownership share	Voting rights
Langley Holdings PLC	1 835 540	100 %	100 %

Bergen Engines AS

Notes to the accounts for 2023
Amounts in NOK thousand

Note 15 - Intercompany balance with group and associated companies
Amounts in NOK thousand

Receivables	**2023**	**2022**
Intercompany loans (Bergen Group)	68 780	72 479
Accounts receivables (Bergen Group)	57 683	114 387
Accounts receivables (other Langley)	119	0
Other receivables	1 683	5 459
Total intercompany receivables	128 265	192 325

Payables	**2023**	**2022**
Intercompany loans (Langley Holdings plc)	393 061	421 142
Intercompany loans (Bergen Group)	0	38 340
Trade creditors (Bergen Group)	51 243	51 920
Trade creditors (other Langley)	585	0
Total intercompany payables	444 889	511 402

Despite profitable results the last two years Bergen Engines AS have accumulated a TEUR 35,000 loan from ultimate parent company (Langley Holdings plc) due to increased working capital needs in the period. Profitable deliveries and order intake in 2024 we expect the loan to be fully paid back within one year.

Note 16 - Bank deposit
Amounts in NOK thousand

	2023
Restricted cash for employee witholding tax as of 31.12	20 594

Note 17 - Specification of other short-term liabilities
Amounts in NOK thousand

	2023	**2022**
Prepayment debtors	351 136	268 261
Warranty provision	121 211	131 813
Other short-term payables to group companies	393 060	421 142
Accrued costs for project deliveries	42 014	30 991
Onerous contracts	9 012	21 586
Other short-term liabilities	96 891	99 132
Goods received not invoiced	34 976	74 135
Accrued Holiday Pay	54 541	54 203
Other advance payments/payables to group companies	0	38 340
Total	1 102 842	1 139 603

Bergen Engines AS

Notes to the accounts for 2023

Amounts in NOK thousand

Note 18 - Contingent liabilities

Guarantees

Contingent liabilities exists in respect of guarantees provided by the Company in the ordinary course of business for product delivery, performance, and reliability. On 31 December 2023, these guarantees amounted to approximately TNOK 157,500.

Bergen Engines AS still have open guarantees in the old RRPS credit facility. These guarantees will be closed when they expire according to their terms (as the actual projects are closed). On 31 December 2023, these guarantees amounted to approximately TNOK 119,800.

BDO AS
Inger Bang Lunds vei 4
5059 Bergen

Independent Auditor's Report

To the General meeting of Bergen Engines AS

Opinion

We have audited the financial statements of Bergen Engines AS.

The financial statements comprise:

- The balance sheet as at 31 December 2023
- The income statement for 2023
- Statement of cash flows for the year that ended 31 December 2023
- Notes to the financial statements, including a summary of significant accounting policies

In our opinion:

- The financial statements comply with applicable statutory requirements, and
- The financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), 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.

Other information

The Board of Directors and the Managing Director (management) are responsible for the other information. The other information comprises the Board of Directors' report. Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. 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.

Opinion on the Board of Directors' report

Based on our knowledge obtained in the audit, in our opinion the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines 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, management is 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 insofar as it is not likely that the enterprise will cease operations.

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 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.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to:
https://revisorforeningen.no/revisjonsberetninger

BDO AS

Charlotte Bårdsen
State Authorised Public Accountant
(This document is signed electronically)

PENNEO

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur". De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Bårdsen, Charlotte
Partner
På vegne av: BDO AS
Serienummer: no_bankid:9578-5998-4-997632
IP: 188.95.xxx.xxx
2024-06-10 15:59:16 UTC

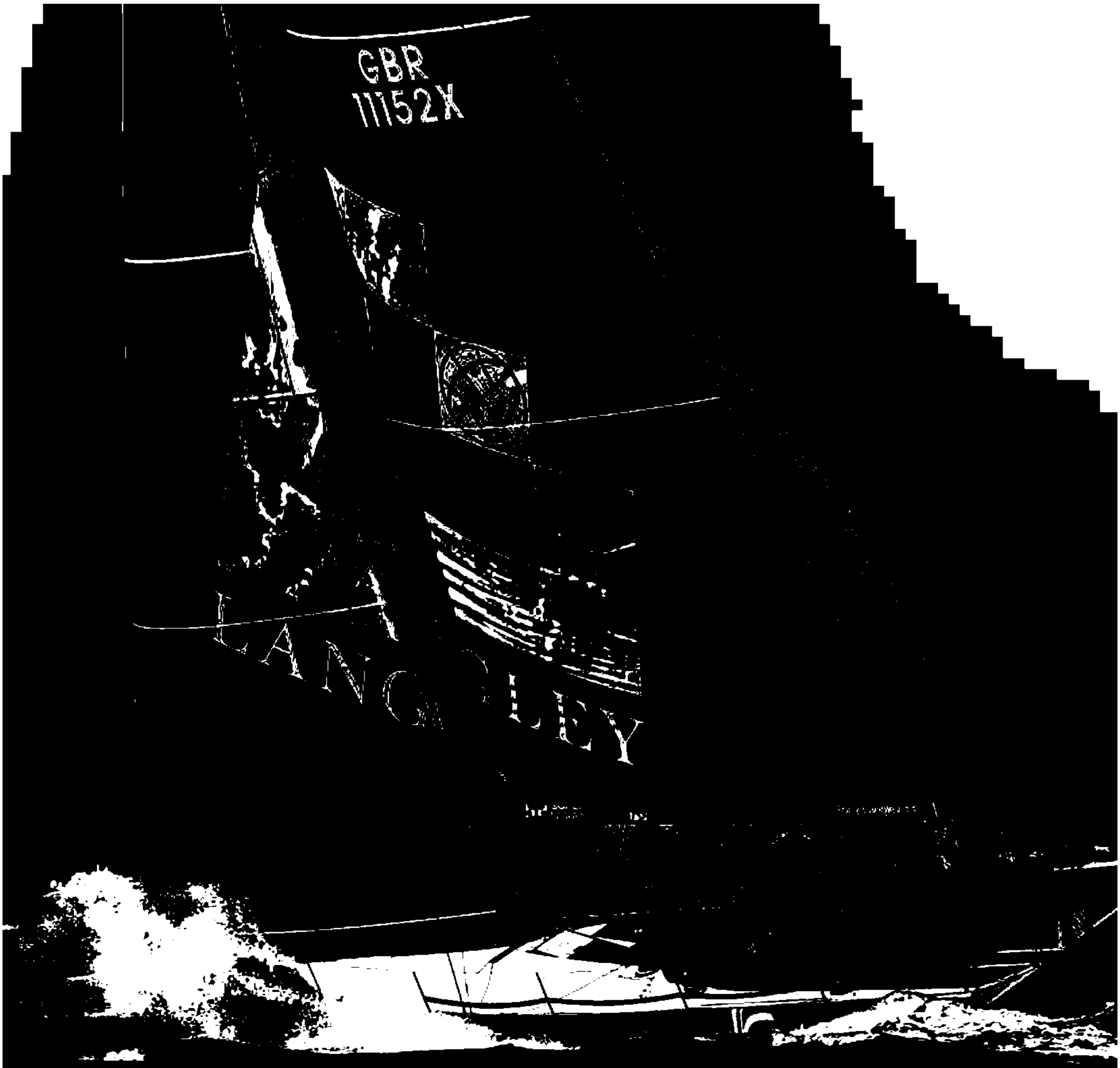
Bårdsen, Charlotte
Statsautorisert revisor
På vegne av: BDO AS
Serienummer: no_bankid:9578-5998-4-997632
IP: 188.95.xxx.xxx
2024-06-10 15:59:16 UTC

Penneo Dokumentnøkkel: 0N8S0-DE81P-GUQVS-ZVKAE-S5D4X-08M7Z

Langley Holdings plc

Annual Report & Accounts 2023

World-class engineering solutions
for world-class clients, building mutually
beneficial long-term relationships.



Gladiator, the Group sailing team, competed against 10 other teams from 7 different countries in the 2023 TP52 Super Series, the world's premier monohull yacht racing circuit. The Gladiators will be back on the water this summer for the 2024 TP52 Super Series. This year the Series will be competed for over three regattas in the Mediterranean and two in Newport RI, USA.

In common with Langley businesses, the TP52 Super Series represents the very best technology in its field, attracts talented people dedicated to achieving excellence and is conducted with the highest standards of integrity.

LANGLEY

Contents

Group Profile

IFRS Annual Report and Accounts 2023

At a glance

Langley Holdings plc is a diverse, globally operating engineering Group headquartered in the United Kingdom.

The Group's principal subsidiaries are based in Germany, France, Italy, Norway and the United Kingdom, with a substantial presence in the United States and more than 90 sales and service companies worldwide.

Established in 1975 by the current Chairman and CEO, Anthony Langley, the Group is financially independent and remains in family ownership.

The Group employs over 5,000 people worldwide.

www.langleyholdings.com

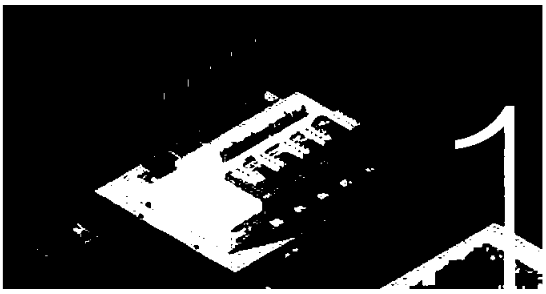
3 Principal Divisions	90+ Subsidiaries	€1.2bn Revenues
18 Manufacturing Sites	5,000+ Employees	€125m PBT

LANGLEY

Power Solutions

€574m

2,257



Print Technologies

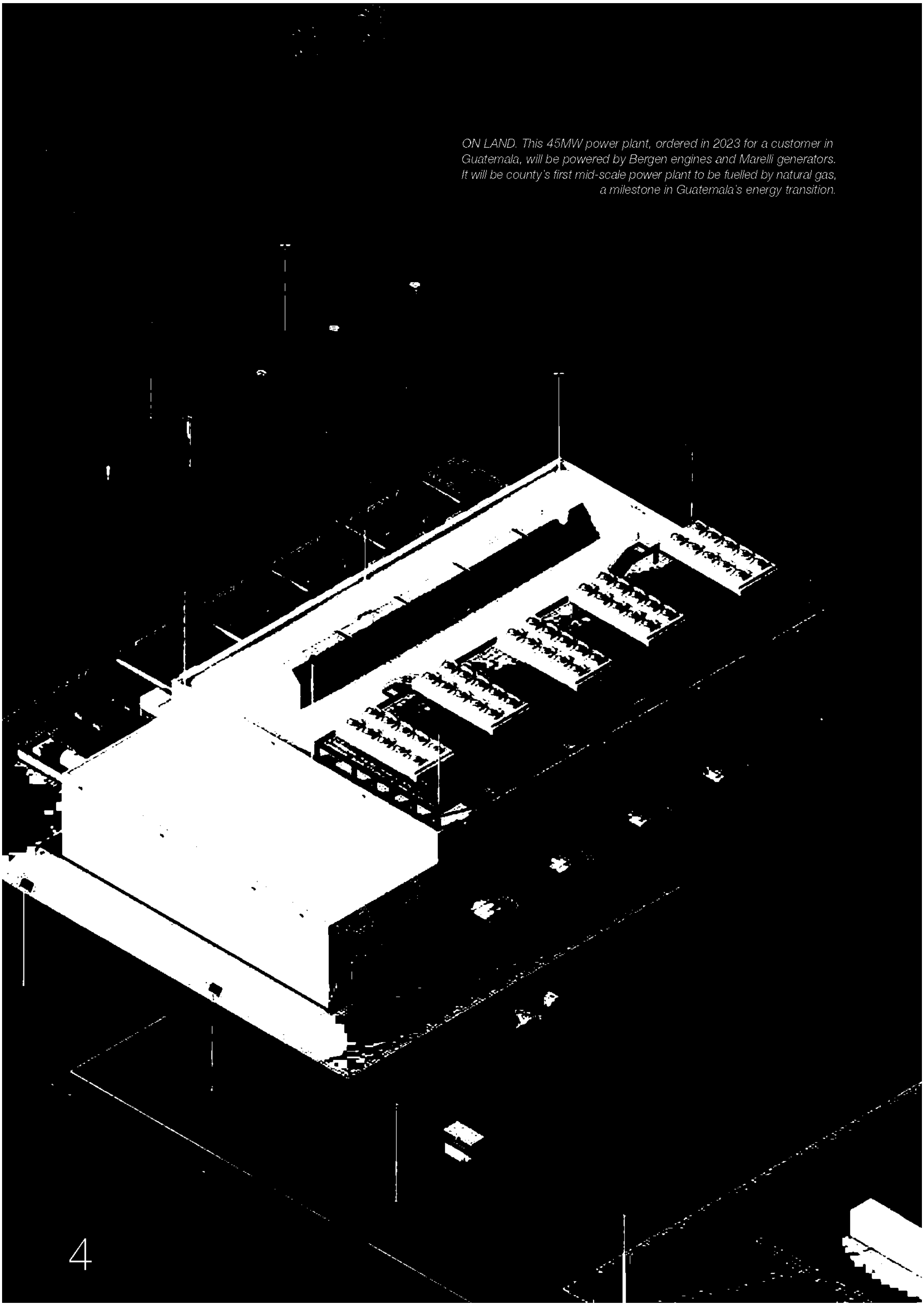
€331m

1,572

Other Industrials

€301m

1,355



ON LAND. This 45MW power plant, ordered in 2023 for a customer in Guatemala, will be powered by Bergen engines and Marelli generators. It will be county's first mid-scale power plant to be fuelled by natural gas, a milestone in Guatemala's energy transition.

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LANGLEY

1 Power Solutions Division

The Power Solutions Division comprises Bergen Engines, Piller Power Systems and Marelli Motori Groups, based in Norway, Germany and Italy respectively.

The individual Groups serve a wide spectrum of customers and markets, together they are focused on the rapidly emerging microgrid sector at the heart of Langley's sustainability goals.

Revenue 2023: €574.1 million

Forecast Revenue 2024: €644.9 million

Orders on hand: €685.2 million

Employees: 2,257

Bergen Engines

Est. 1855

Bergen Engines produces liquid and gas fuelled medium-speed engines for marine and land-based power generation and marine propulsion applications.

The company can trace its Norwegian roots back to 1855. For over 75 years, Bergen Engines have designed and manufactured engines that have become synonymous with efficiency, reliability and innovation.

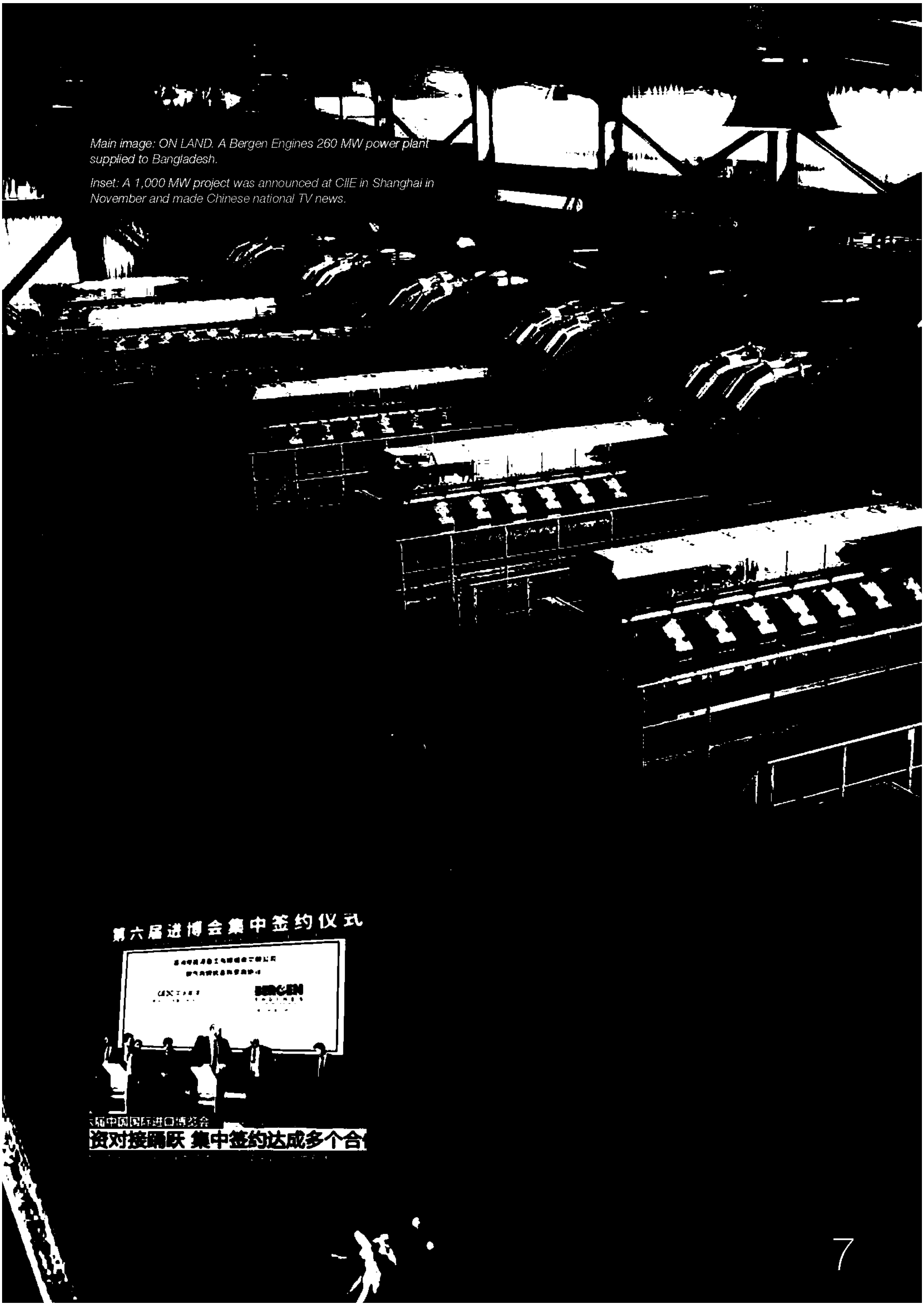
A Rolls-Royce company since 1999, Bergen Engines was acquired by Langley on 31st December, 2021.

www.bergenengines.com

AT SEA. MS ECOFIVE, Ship of the Year 2023. Powered by Bergen engines.

BERGEN ENGINES

ON LAND. AT SEA.



Main image: ON LAND. A Bergen Engines 260 MW power plant supplied to Bangladesh.

Inset: A 1,000 MW project was announced at CIIE in Shanghai in November and made Chinese national TV news.

Power conditioning and backup systems for semiconductor manufacture was a major contributor to Piller's record year.

8

LANGLEY

Piller Power

Est. 1909

Piller is Europe's leading producer of uninterruptible power supply (UPS) systems for mission-critical power applications such as data centres and semi-conductor manufacturing. Piller also manufactures ground power systems for civil and military airports and on-board electrical systems for naval vessels.

Acquired by Langley in 2004, Piller is headquartered at Osterode am Harz, near Hanover, in Germany.

In 2016 Piller acquired the formerly NASDAQ listed Texas energy storage specialist, Active Power Inc. Active Power produces battery-free UPS for data centres, healthcare, industrial and manufacturing applications. US customers are served through Austin, TX, while international customers are supported by Piller's global network of sales and service subsidiaries.

www.piller.com

www.activepower.com

PILLER
Power Systems

Nothing protects quite like Piller

ACTIVE POWER
DRIVEN BY MOTION

In 2023 Marelli Motori hosted Confindustria Vicenza 2023, drawing over 1,200 delegates to its factory in northern Italy.

10

LANGLEY

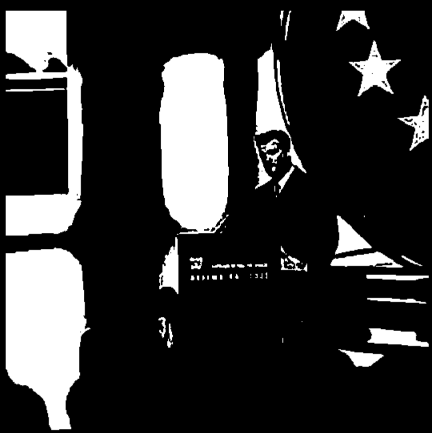
Marelli Motori

Est. 1891

Marelli Motori is a leading manufacturer of electric motors and generators based in Arzignano, northern Italy, the company enjoys worldwide recognition in the marine, oil & gas, power generation, co-generation, hydro and other industrial sectors.

The company is headquartered in Arzignano, near Verona, and has extensive manufacturing facilities in Italy with subsidiaries in Germany, Malaysia, South Africa and the USA. The Marelli Motori Group was acquired by Langley in 2019.

www.marellimotori.com



Bernard Langley addressing the 1,200 delegates of Confindustria Vicenza, hosted by Marelli Motori in September.

MarelliMotori
Powering the future®

POWER SOLUTIONS DIVISION

11

In 2023 Manroland hosted a number of customer events at its Print Technology Centre in Germany. Pictured, the flagship ROLAND 700 Evolution Elite.

2 Print Technologies Division

The Print Technologies Division comprises Manroland Sheetfed, the iconic German press builder and Druck Chemie Group, together with BluePrint, the specialist print chemicals producers and distributors, based in Germany and Belgium respectively.

Manroland Sheetfed

Est. 1871

Manroland Sheetfed is a leading German manufacturer of offset litho sheetfed printing presses. Offering the very latest in print technology, Manroland is a watchword for quality and reliability to printers around the world.

The Manroland Sheetfed Group was acquired by Langley in 2012. The company is headquartered and produces all of its iconic presses in Offenbach am Main, near Frankfurt.

www.manrolandsheetfed.com

PRINT TECHNOLOGIES DIVISION

LANGLEY

Druck Chemie

Est. 1971

Druck Chemie is the leading German producer of chemicals, consumables and services to the printing and graphics industry.

Founded in 1971, the Druck Chemie Group today has its own subsidiaries across Europe and in Brazil.

Acquired by Langley in 2014, Druck Chemie acquired Belgian print chemicals and consumables manufacturers, BluePrint Products and HiTech Chemicals, in December 2020 and Dutch producer PCO Europe in 2023.

www.druckchemie.com

DRUCK CHEMIE
PRINT LIQUIDS TECHNOLOGY

blueprint products

Other Industrials Division

The Other Industrials Division comprises a number of diverse industrial businesses based in Germany, France and the UK.

Claudius Peters

Est. 1906

Claudius Peters produces innovative materials handling and processing systems for the global cement, gypsum, alumina and steel industries.

The Aerospace Division produces "stringers," crucial longitudinal strengtheners for aircraft fuselages. These components have been supplied to Airbus since 1984.

Claudius Peters is headquartered near Hamburg, in Germany and was acquired by Langley in 2001.

www.claudiuspeters.com

LANGLEY

ARO Technologies

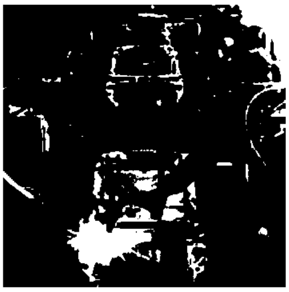
Est. 1949

ARO Welding Technologies SAS is widely regarded as the world's leading producer of resistance welding equipment to the automotive industry.

The company was acquired by Langley Holdings in 2006 and is headquartered in Château-du-Loir near Tours, in the Loire region of France.

The company also produces in Detroit in the United States and in Wuhan, China.

www.arotechnologies.com



ARO
WELDING TECHNOLOGIES
Quality Without Compromise

Bradman Lake

Est. 1948

Bradman Lake provides innovative packaging machinery solutions, principally to the food industry.

The company's customers include some of the best known household names in the industry.

The Bradman Lake Group was acquired by Langley in 2007.

www.bradmanlake.com

Bradman Lake Group
Integrated Packaging Technology

Reader Cement

Est. 1985

Reader Cement Products is the UK's leading independent manufacturer of dry blended packed cement products.

The company produces around 6 million waterproof recycled bags of its products each year for the construction and home improvement markets. In 2024 capacity is being increased to 10 million bags.

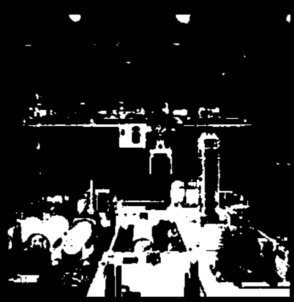
The company's headquarters and principal manufacturing facility are located in the East Midlands region of the UK.

READER
CEMENT PRODUCTS

www.reader.co.uk

Clarke Chapman

Est. 1864



Clarke Chapman is a specialist materials handling equipment producer, principally for the UK nuclear, defence and rail sectors.

The company's headquarters and manufacturing facilities are located at Gateshead, in the Northeast of England. The business was acquired by Langley from Rolls-Royce plc in 2000.

www.clarkechapman.co.uk

Global Locations

LANGLEY

Principal Divisions Subsidiaries Worldwide Manufacturing Sites

Argentina Buenos Aires **Asia Pacific** Singapore **Australia** Sydney **Bangladesh** Dhaka **Belgium** Brussels, Wemmel **Brazil** São Paulo **Bulgaria** Sofia **Canada** Toronto **Chile** Santiago **China** Beijing, Chengdu, Guangzhou, Hong Kong, Shanghai, Shenzhen, Wuhan **Columbia** Bogota **Croatia** Zagreb **Czech Republic** Prague, Kuřim **Denmark** Ballerup, Nørresundby **Finland** Vantaa **France** Château-du-Loir, Mulhouse, Paris, Soppe-Le-Bas **Germany** Augsburg, Elze, Frankfurt, Hamburg, Hanover, Stuttgart **Hungary** Budapest **India** Mumbai, New Delhi **Indonesia** Jakarta **Ireland** Dublin **Italy** Arzignano, Bergamo, Genova, Milan **Japan** Saitama **Malaysia** Shah Alam **Mexico** Mexico City **Netherlands** Amsterdam, Helmond, Zwijndrecht **Norway** Hordvik **Peru** Lima **Poland** Nadarzyn, Gniezno **Portugal** Sintra **Romania** Bucharest, Sibiu **Slovakia** Bratislava **South Africa** Cape Town, Johannesburg **Spain** Barcelona, Madrid, Tarragona **Sweden** Fjärås, Trollhättan **Taiwan** New Taipei City **Thailand** Bangkok **United Kingdom** Various Locations **USA** Austin TX, Dallas TX, Detroit MI, New York, Norcross GA, Rock Hill SC, Westmont IL **Venezuela** Caracas

IFRS Annual Report & Accounts 2023

LANGLEY

Company Information

IFRS Report & Accounts 2023

DIRECTORS:	A J Langley – Chairman B J Langley W A Langley M J Neale
COMPANY SECRETARY:	P Sexton
REGISTERED OFFICE:	Enterprise Way Retford Nottinghamshire DN22 7HH United Kingdom
REGISTERED IN ENGLAND NUMBER:	01321615
AUDITOR:	Saffery LLP 71 Queen Victoria Street London EC4V 4BE United Kingdom
PRINCIPAL BANKERS:	Barclays Bank plc PO Box 3333 One Snowhill Snowhill Queensway Birmingham B4 6GN United Kingdom Deutsche Bank AG Adolphsplatz 7 20457 Hamburg Germany Commerzbank AG Sand 5-7 21073 Hamburg Germany

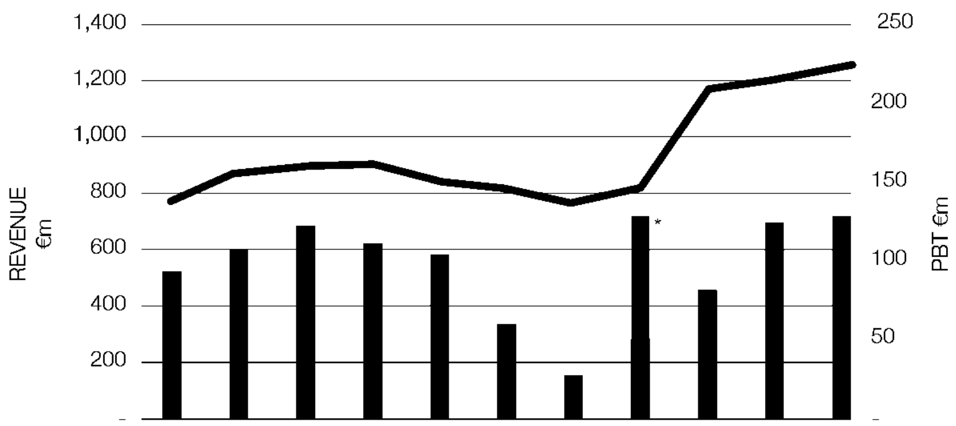
Key Highlights

Year Ended 31 December 2023

	Year ended 31 December 2023 €'000	Year ended 31 December 2022 €'000
REVENUE	1,206,197	1,172,485
PROFIT BEFORE TAX	124,875	75,727
NET ASSETS	965,997	844,238
CASH AND CASH EQUIVALENTS	290,329	240,901
ORDERS ON HAND	877,400	900,051
	No.	**No.**
EMPLOYEES	5,184	5,330

LANGLEY

10 Year Trading Summary



	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024(f)
PBT	101	107	123	112	104	56	24	129	76	125	130
Revenue	779	875	901	904	848	820	767	815	1,172	1,206	1,250

* Non-recurring gain

Chairman's Review

Year Ended 31 December 2023

"2023 saw an altogether better trading performance by the Group when compared with 2022. In normal trading terms, ignoring non-recurring gains, 2023 was a record profit year for the Group despite a negative contribution from Manroland Sheetfed, our German printing press builder. Overall though, a very satisfactory year and a solid outlook for 2024.

In 2023 the Group recorded a profit before tax (PBT) of €124.9 million, up from €75.7 million the year before. At €1.21 billion, revenues were slightly increased from €1.17 billion in 2022 and orders on hand were also fairly flat at €877.4 million, (2022: €900.0 million). Net assets were €966.0 million, up from €844.2 million and at year end the Group held €290.3 million of cash, up from €240.9 million with nil net debt, as the year before. Also as previously, there were no shareholder dividends.

Power Solutions Division

The Power Solutions Division accounted for around half of 2023 revenues and two thirds of Group profits. The Division comprises: Bergen Engines, the Norwegian medium-speed engines builder, acquired from Rolls-Royce in December 2021; Marelli Motori, the Italian electric motors and generators producer, part of the Group since May 2019 and; Piller Group, Europe's leading producer of critical power conditioning, stabilisation and backup systems, based in Germany and celebrating 20 years of Langley stewardship this year.

Bergen Engines AS closed its second year under our stewardship with a very good trading performance. The measures implemented in 2022 have now largely taken full effect and the Norwegian headquartered business improved significantly in 2023, having posted its first, albeit modest, profit in 2022 for some years. Hitherto loss-making subsidiaries in India and the Netherlands contributed positively, whilst Bergen entities in Bangladesh, Spain, Italy, Denmark, the UK, the USA and Mexico all met or exceeded targets.

In November, Bergen Engines signed an intention to purchase agreement (IPA) with a Chinese EPC contractor to supply 1,000MW of power to Nigeria's grid. The project was announced at China International Import Expo (CIIE) in Shanghai and made Chinese national TV news.

LANGLEY

80 of Bergen's natural gas engines, fitted with Marelli generators, are to be deployed in 5 x 200MW tranches in a deal that will generate around $500 million of capital equipment revenues for Bergen in the coming years and ultimately a similar amount in aftermarket revenues once the project comes fully on stream.

During the year approval was given for the Mexican subsidiary, which serves as a sales and service hub for the Central Americas region, to acquire a freehold office and workshop building in Querétaro.

In November, a contract was secured to supply 45MW of power to Guatemala, marking a milestone in that country's energy transition. It will be Guatemala's first mid-scale power plant to operate on natural gas.

First deliveries were made during the year for a nuclear power project in Turkey. Nuclear is expected to play an increasing role in the global energy transition and Bergen engines' extraordinary reliability positions the company well for these highly critical applications.

In the marine sector, Bergen saw a clutch of marine projects develop and in June the factory trawler MS *ECOFIVE*, powered by Bergen engines, was awarded Norway's Ship of the Year for its groundbreaking green technology.

Piller Group GmbH reported all-time record high revenues in 2023, and this resulted in a record profit for the year. Order book also set a new record, the third in successive years.

Piller subsidiaries in France, Italy, Spain and the UK all met or exceeded targets, as did Germany, demand for Piller systems in Europe remaining strong.

In the Asia Pacific region, Piller Australia fell short of its target due to slippage of a data centre project in Sydney, but it was a good performance nonetheless and the delayed project finally came to fruition in December. Piller Singapore meanwhile had another good year although reported a slowdown in project opportunities in the semiconductor sector.

In the USA, Piller Inc performed ahead of its profit target although was down on revenues. The so-called CHIPS Act, signed into statute in August 2022, resulted in increased sales activity for Piller Inc as the USA moves to reshore semiconductor production in this $280 billion Federal initiative.

Piller technology is well established in the semiconductor sector and Piller Singapore has enjoyed several years of strong demand from the Asia Pacific region. That is set to change and what is expected to be Piller Asia Pacific's loss will become Piller Inc.'s gain.

Mission critical systems for industrial manufacturing applications such as semiconductor production have become an increasing share of Piller revenues in recent years. Whereas data centres continue to be an important business area, technology in hyperscale, the most rapidly growing segment, has moved away from Piller's tailored solutions to a more commoditised "cookie cutter" approach.

During the year discussions were held with a major Chinese manufacturer of these volume produced hardware with a view to re-entering the segment. Piller's profound expertise in the field, seamlessly paired with cost-effective hardware, is poised to present a compelling proposition for this rapidly evolving sector.

Chairman's Review (continued)

Year Ended 31 December 2023

In the meantime, demand for Piller solutions for non-cloud data centres, such as governmental and other high security sectors, remained strong, as did Piller's naval military business.

Despite a record year for Piller, capacity constraints meant that not all projects originally planned could be fulfilled within the year. CapEx approval was given to increase capacity at the factory and outsourcing of certain components and subassemblies to sister company Marelli initiated. I expect this will alleviate capacity constraints in Germany going forward, although continued supply chain was also cited for delays.

Active Power Inc, the Austin TX producer of flywheel UPS equipment, a stand-alone business within the Piller Group, last year accounted for around 10% of Piller revenues and profits. Over two thirds of that came from Active Power's US market from diverse applications across mainly healthcare, industrial manufacturing and data centres. Export sales are managed via Piller subsidiaries, around half of those coming from Germany. It was another successful year for Active Power, the business we acquired in 2016.

Marelli Motori Srl, made a positive, albeit modest, contribution to the Division. Marelli's subsidiary in South Africa performed well, whereas Marelli Germany exceeded its budget and Marelli USA broke even. The Malaysian outpost reported a negative result, largely due to exchange rate effects. Overall, the subsidiaries contributed positively, as did the Italian headquartered business despite under-recovery in the factory.

Marelli operates the second largest (to Manroland) manufacturing facility in the Group and in September opened its doors to host Confindustria Vicenza 2023. More than 1,200 delegates attended the company's northern Italian factory to hear leading public figures and industry leaders discuss current political, social and economic issues. My eldest son Bernard opened the conference saying that Marelli Motori became "part of our family of businesses in 2019... a small part of the company's history but a large part of its future."

Demand for high integrity alternators for the marine and hydro sectors was in line with expectations although several projects were delayed and demand for smaller motors and generators weak. Alternator demand from CAT for standard gensets was also down in the period. However, the Piller outsourcing initiative mentioned previously is expected to improve utilisation, as will increased production of large size alternators for Bergen Engines. A better performance is expected in 2024.

Print Technologies Division

The Print Technologies Division comprises: Manroland Sheetfed, our German printing machinery manufacturer; Druck Chemie and BluePrint, the German and Belgian print chemicals producers.

Manroland Sheetfed GmbH suffered from a shortfall in orders during the period, principally from its Chinese market which historically represents around 40% of business for new presses. The situation improved towards the end of the year but with many Western customers of Chinese printers reshoring, the situation is far from clear. Logically this should ultimately benefit Manroland's Western customers, however there is significant underutilisation in much of the sector and investment remains subdued.

Productivity at the factory was also below par and despite a positive contribution from the market

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organisation, Manroland's near forty sales and service subsidiaries, the combined operating result was negative.

The restructuring I mentioned in my Chairman's Review last year was finally completed in November. 181 of the near 900 headquarters positions, mostly back-office, have now been eliminated, the majority of those voluntarily.

Year-on-year Manroland's cost base has been reduced by some €10 million and I expect a positive contribution from the business in 2024.

In the meantime, apprentice intake is being maintained and those completing their training offered permanent positions. Producing a modern offset litho printing press is a highly skilled affair and our perspective is long term.

Druck Chemie GmbH, the German print chemicals producer, together with its sales subsidiaries in France, Italy, Switzerland, Spain, Belgium, Poland, the Czech Republic and Brazil and; BluePrint Products BV, based in Belgium, brought quite some cheer to the otherwise beleaguered Division, both reporting strong trading results. PCO, the small bolt-on to BluePrint acquired last January was integrated well, adding nicely to the record result.

Druck Chemie celebrates ten years of Langley ownership this year. The print chemicals Group is well optimised since acquiring BluePrint in 2020, Druck Chemie now focused on end-user sales and BluePrint on distributors. It is a winning formula and together they are Europe's leading print chemicals producer.

Overall, the Division made a positive contribution to the Group result and income from Manroland to other Group entities, together with income from BPOL, the German Police Authority, who occupy the former Manroland headquarters building on a long-term lease, more or less compensated Manroland's negative contribution in 2023. Despite the disappointing operating result in Manroland, the investment we made in 2012 has been proven worthwhile.

Other Industrials Division

The Other Industrials Division comprises: Clarke Chapman, our specialist cranes and handling business, principally to the UK nuclear and railways sectors and acquired in 2000; Claudius Peters, our German materials handling and process machinery specialist, principally to the cement & gypsum industries and aircraft stringers, acquired in 2001; ARO Welding Technologies, our French automotive welding equipment producer, stringers manufacturer, acquired in 2006; Bradman-Lake, the UK based packaging machinery builder, principally to the food industry, acquired in 2007, and; Reader Cement Products, the UK cement blending and packing company, established by Langley in 1985.

Claudius Peters Group GmbH had a much-improved year compared with 2022. Loss making contracts at the German headquarters, a legacy of Covid related margin attrition, were largely worked through and subsidiaries in France, the UK, Spain, Italy, the USA and Brazil all contributed ahead of their targets, Claudius Americas considerably so. Claudius Peters China managed a modest profit despite a depressed Chinese cement market, concentrating instead on overseas projects with Chinese EPCs.

Chairman's Review (continued)

Year Ended 31 December 2023

Claudius Peters' aircraft stringer business picked up significantly in 2023 as the post Covid surge in orders at Airbus percolated down.

Overall, a satisfactory result for Claudius Peters and a positive outlook for 2024.

Clarke Chapman Group Ltd had a very similar and good performance to 2022. The company is engaged on long-term maintenance contracts for Network Rail, which were extended to 2025 during the period, and on projects for the UK nuclear and defence sectors.

ARO Welding Technologies SAS, headquartered in France, had a satisfactory 2023, but this was significantly down on the stellar years prior to Covid. Projects were largely for electric vehicle (EV) lines. However, EV sales have slowed significantly worldwide, and management is reporting visibility on new projects particularly opaque. As a result, this year's ARO budget is cautious and rightly so.

ARO France and ARO USA, where the company principally produces, both exceeded targets in 2023 and outposts in Mexico, Brazil, the UK, Belgium, Slovakia and Germany were more or less in line or exceeded budgets, only ARO China fell short. A satisfactory performance overall by the ARO Group.

Bradman Lake Group Ltd had a remarkably good year. The original budgeted profit was met by June, largely due to unexpected projects materialising and particularly strong aftermarket sales. Bradman Lake continued to outperform its target in the second half, an excellent year for the business.

Reader Cement Products Ltd continued to strengthen its position in the UK construction and home improvement sector and turned in another very good trading performance.

In November the company showcased its recycled waterproof packaging in a unique way at London Build Expo 2023. During the period CapEx was approved to extend storage space at the Pinxton factory and to install a third production line that will increase capacity from the current 6 million bags to over 10 million bags per annum when the new line comes on stream later this year. Another solid performance by Reader, the UK's leading independent producer of blended cement products.

Overall, a satisfactory contribution from our Other Industrials Division and a positive outlook for 2024.

Sustainability & the Energy Transition

Day-to-day our businesses are conscious of the impact they have on the environment and strive to reduce that impact. Already over 90% of our more than 1 million square metres (11 million square feet) manufacturing footprint has LED lighting and progressively solar power is supplementing energy consumption at our factories. In Norway, where nearly all electricity is generated sustainably, foundry work hitherto outsourced elsewhere in Europe has been brought back in house.

However, our Power Solutions Division is where we can make a much more significant contribution. Producing marine and land-based power infrastructure is central to the Group's environmental sustainability ambitions.

The projects these companies deliver are integral to the energy transition and central to that is our Bergen Engines business.

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Norway is a leading light in the move to green energy and in October 2021, during the transition period from Rolls-Royce, I gave the go-ahead for the AMAZE (Ammonia Zero Emissions) research project, a joint initiative with the Norwegian University of Science & Technology and the research institute, SINTEF, to develop ammonia as a future fuel for shipping.

Ammonia is produced from hydrogen gas and in my view hydrogen, produced with renewable energy, is the future.

A hydrogen combustion engine emits zero greenhouse gases. Bergen engineers have been experimenting blending increased percentages of hydrogen with natural gas and in October we visited Lord Bamford at J C Bamford, the British construction machinery manufacturer, who have already developed a 100% hydrogen engine.

I subsequently challenged our Bergen Engines business to produce 100% hydrogen engine by the end of 2024 and the challenge was accepted.

In September we visited Hydrogen Expo Europe in Bremen to see for ourselves the state-of-the-art in hydrogen technology.

Today hydrogen is produced in relatively small quantities and is many times the cost of fossil fuels to produce, but that is changing.

The US Government Department of Energy has committed to reduce the cost of producing hydrogen to $2/kg by 2026 and $1/kg by 2031, thereby rivalling fossil fuels.

When that happens the transition will come quickly. Our goal is to be ahead of that curve.

Conclusion and Outlook

2023 began with an order book of €900 million and ended with just short of that, a healthy enough backlog coming into 2024, despite concerns in some areas. Budgets for the year indicate a similar level of profitability to 2023 overall and I believe that all things considered, this is prudent.

Finally, as is customary, my Review would not be complete without mention of our employees, at the year-end numbering 5,184 worldwide. It is their hard work, loyalty and commitment that makes the Group the sustained success that it is today.

Anthony J Langley
Chairman
9th February, 2024

Directors' Report

Year ended 31 December 2023

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The Directors present their report together with the audited Accounts of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITY

The principal activity of the Company continued to be that of a holding Company for a number of trading subsidiaries organised in divisions and business units engaged principally in the design, manufacture, supply and servicing of capital equipment. The specific activities of the subsidiary undertakings are as disclosed in note 38 to the accounts.

RESULTS AND DIVIDENDS

The results of the Group for the year are set out on page 42. The profit attributable to the shareholder for the financial year was €129,700,000 (2022 – €46,895,000).

Dividends of €nil were paid to the ordinary shareholder during the year (2022 – €nil). No final dividend was proposed at the year end.

Financial risk management, research and development and the Group's employment policy is considered within the Strategic Report.

POLICY ON THE PAYMENT OF CREDITORS

The Group seeks to maintain good relations with all of its trading partners. In particular, it is the Group's policy to abide by the terms of payment agreed with each of its suppliers. The average number of days' purchases included within trade creditors for the Group at the year end was 35 days (2022 – 46 days).

INFORMATION CONTAINED IN THE STRATEGIC REPORT

The Group has chosen in accordance with Companies Act 2006 s 414C(11) to set out in the Group's Strategic Report the information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 Sch. 7 to be contained in the Directors' Report. It has done so in respect of:

- Principal risks and uncertainties
- Future events
- Employee engagement
- Business relationships

DIRECTORS' INTERESTS

The Directors of the Company in office during the year and up to the date of signature of the accounts and their beneficial interests in the issued share capital of the Company were as follows:

	At 31 Dec 2023 Ordinary shares of £1 each	At 31 Dec 2022 Ordinary shares of £1 each
A J Langley (Chairman)	60,100,010	60,100,010
B J Langley	–	–
W A Langley	–	–
M J Neale	–	–

The shareholding of Mr A J Langley represents 100% of the issued share capital of the Company.

Directors' Report (continued)

Year ended 31 December 2023

STREAMLINED ENERGY AND CARBON REPORT

Langley Holdings plc is committed to making careful assessments of its levels of energy consumption and impact of carbon dioxide emissions on the environment. Energy usage covered in this disclosure covers the Company, and is primarily the electricity consumption within our office buildings, and fuel used for business mileage.

Energy usage has been calculated based on gas and electricity meter readings, extrapolated where readings were not available. Fuel used in respect of both reimbursed business mileage and in respect of vehicles owned by the Company have been taken from expense claims and have been extrapolated where data was not available.

Langley Holdings Plc is committed to reducing its environmental impact and promoting energy efficiency. We have invested in installing LED lighting throughout our facility, which has reduced our energy consumption. We will continue to explore and invest in new technologies and practices that will help us reduce our energy usage and decrease our carbon footprint.

Energy usage has been calculated based on gas and electricity meter readings. Fuel used in respect of both business mileage and vehicles owned by the Group have been taken from mileage readings.

Energy consumption derives from the following fuel types:

	Consumption (KwH)	**Consumption %**	**Equivalent greenhouse emission (tonnes)**	**Greenhouse gas emissions (%)**
31 December 2023				
Transportation (derv/petrol)	56,213	37.54%	12,518	40.76%
Natural gas	48,106	32.12%	8,782	28.60%
Electricity	45,439	30.34%	9,409	30.64%
Total	**149,758**	**100.00%**	**30,709**	**100.00%**
31 December 2022				
Transportation (derv/petrol)	63,010	38.92%	15,099	43.48%
Natural gas	46,920	28.98%	8,594	24.75%
Electricity	51,977	32.10%	11,036	31.77%
Total	**161,907**	**100.00%**	**34,729**	**100.00%**

Intensity ratio:

	2023	2022
Total energy consumption (KwH)	149,758	161,907
Associated GHG emissions (tCO_2e)	30,709	34,729
Turnover excluding dividends from subsidiaries (€'000)	13,827	10,155
Intensity ratio (tCO_2eper €'000)	2.22	3.42

Directors' Report (continued)

Year ended 31 December 2023

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The carbon emissions have been calculated in accordance with the Greenhouse Gas (GHG) Protocol. Conversion factors to convert the raw energy and transport figures to Tonnes CO_2 Greenhouse Gas Emissions are taken from the most recent (2019) Department for Business Energy and Industrial Strategy publication: https://www.gov.uk/government/collections/government-conversion-factors-for-company-reporting.

DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each person who was a Director at the time this report was approved:

- so far as that Director was aware there was no relevant available information of which the Company's auditors were unaware; and
- that Director had taken all steps that the Director ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors were aware of that information.

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

AUDITORS

The auditors, Saffery LLP indicated their willingness to continue in office.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, Directors' Report and the Accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare Accounts for each financial year. Under that law the directors have elected to prepare the Group and Parent Company accounts in accordance with applicable law and international accounting standards (IAS) as adopted in the United Kingdom. Under Company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the Group and of the profit or loss of the Group for that period.

In preparing these accounts, 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 IASs as adopted by the United Kingdom have been followed subject to any material departures disclosed and explained in the Accounts; and
- prepare the Accounts on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and enable them to ensure that the Accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group 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 Group's website. Legislation in the United Kingdom governing the preparation and dissemination of accounts may differ from legislation in other jurisdictions.

By order of the Board

BERNARD J LANGLEY
Director
Langley Holdings PLC
Registered in England and Wales
Company number 01321615

9th February, 2024

Strategic Report

Year ended 31 December 2023

The directors present their Strategic Report for the year ended 31 December 2023 to provide a review of the Group's business, principal risks and uncertainties and performance and position alongside key performance indicators.

(a) Development performance and position

The Directors are satisfied with the trading results of the Group for the year. The Chairman's Review on pages 24 to 29 contains an analysis of the development and performance of the Group during the year and its position at the end of the year.

(b) Principal risks and uncertainties

is in place and is designed to identify, manage and mitigate business risks. However it is recognised that to identify, manage and mitigate risks is not the same as to eliminate them entirely. The Group ensures that it limits its exposure to any downturn in its traditional trading sector by continuing to diversify its activities, identifying opportunities for existing product offerings into new markets and for new products for all markets. The Group has a wide range of customers which limits exposure to any material loss of revenue. The Group's exposure to the volatility of exchange rates is mitigated through its geographical spread of operations.

(c) Going Concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Chairman's Review on pages 24 to 29. The financial position of the Group, its cash flows and liquidity position are also described in the Chairman's Review. In addition, note 30 to the accounts includes the Group's policies and processes for managing its capital, financial risk management objectives, financial instruments, and exposures to credit risk and interest rate risk.

The Group's subsidiaries are for the most part either market leaders or niche operators in their particular field and operate across numerous different geographic areas and industries. None of the subsidiaries are reliant on any individual supplier or customer and the Group has considerable financial resources. Consequently, the Directors believe that the Group is well placed to manage its business risks successfully and thus they continue to adopt the going concern basis of accounting in preparing the annual accounts.

(d) Financial Risk Management

Prudent liquidity risk management implies maintaining sufficient cash on deposit and the availability of funding through an adequate amount of committed credit facilities. The Directors are satisfied that cash levels retained in the business, committed credit facilities and surety lines are more than adequate for future foreseeable requirements. Further details are set out in note 30 to the Accounts.

(e) Section 172 Disclosures

Overview of how the Board performed its duties:

Shareholder
The shareholder is a member of the Board, which allows the other directors to liaise directly with the shareholder at Board meetings.

Strategic Report (continued)

Year ended 31 December 2023

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Employees

The Company and Group has a well-developed structure through which it engages regularly with employees. Board members perform regular site visits and meetings are held on operational sites throughout the year which provides an opportunity for the directors to engage directly with employees on a variety of topics.

Customers

Key employees within each division are in regular contact with our principal customers. In addition, in order to help directors to develop their understanding of the Group's relationship with key customers, business unit reporting is submitted monthly to the Board detailing new orders and any customer issues.

Suppliers

Key employees within each division are in regular contact with our principal suppliers and develop relationships with companies in our supply chains. Any issues for Board consideration would be reported in the monthly business unit report.

Community and environment

The Board recognises the importance of leading a Company and Group that not only generates value for the shareholder but also contributes to wider society. Langley Holdings match any charitable donations made by employees and immediate families of the employees.

As a multi-disciplined engineering and manufacturing Group, the Board recognise that environmental and climate risks could impact the Group directly, and are committed to reducing the environmental impact of our operations and products, and minimising the environmental footprint.

Culture

The long-standing Group philosophy commits to carrying out business with the utmost integrity and to the highest ethical standards. Langley culture is forged not from short-term profits, or from creating 'shareholder value' by buying and selling companies, but from long-term development of businesses. This not only gives employees the will to excel, but also fosters confidence amongst many customers, suppliers and other stakeholders.

(f) Key performance indicators (KPIs)

The Board uses a number of tools to monitor the Group's performance including a review of key performance indicators (KPIs) on a regular and consistent basis across the Group. Examples of KPIs currently used include:

Targets

- Regular monthly monitoring of sold and developed contract margins
- Orders on hand
- Cash held and treasury deposits

Strategic Report (continued)

Year ended 31 December 2023

	2023	2022
	€'000	**€'000**
Orders on hand	877,400	900,051
Cash held	290,329	240,901

The Board also considers the following non-financial key performance indicator:

- Staff turnover

These are reviewed monthly through information provided to the Board and details are shown on page 22. Analysis using the above KPIs is presented in the Chairman's review.

(g) Research and development

The Group is committed to innovation and technical excellence. The Group, through its divisions, maintains a programme of research and development to ensure that it remains at the forefront of respective technologies in its key sectors.

(h) Employment Policy

The group is committed to a policy of recruitment and promotion based on aptitude and ability without any form of discrimination. Our commitment extends to comprehensive training for current and future business needs. Apprenticeship schemes operate across the majority of manufacturing facilities and internal recruitment is favoured for group vacancies whenever feasible.

It is the Group's policy to keep its employees informed on matters affecting them and actively encourage their involvement in the performance of the Group. The directors are in regular contact with local and divisional management who maintain day-to-day responsibility for employee engagement and related decision making.

The Company gives full and fair consideration to application for employment by the Group made by disabled persons, having regard to their particular aptitudes and abilities. The Group also gives full and fair consideration to employees of the Group who have become disabled persons during their period of employment, including arranging appropriate training.

(i) Non-Financial and Sustainability Information Statement

The Board recognises the significance of environmental sustainability and the potential implications of climate change and sudden, large-scale environmental events. After performing a preliminary assessment the Board has concluded that the direct and indirect risks associated with climate change are not anticipated to have a substantial impact on our business in the near future. Among others, the initial analysis considered the following key points:

Strategic Report (continued)

Year ended 31 December 2023

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Industry Analysis

We are aware that the industries in which our Group companies operate are influenced by changing regulatory frameworks, changing consumer preferences, and a growing awareness of environmental sustainability. The initial analysis of industry trends and benchmarks indicates that these sectors do not presently face immediate, significant climate-related risks.

Geographical Exposure

The production facilities within Langley Holdings Group operate primarily out of Europe and the United States. Our analysis of geographical exposure indicates that the regions in which our production facilities are located do not currently face significant climate challenges that would substantially affect our operations.

Facilities Risk

Our dedication to proactive risk reduction plays a role in maintaining our facilities, where we carefully consider potential natural events. To protect against potential negative financial consequences of climate-related challenges, the Group invests in comprehensive property and business interruption insurance policies, serving as key financial safeguards in the event of unforeseen natural disasters.

Operational Resilience

Our operations are designed to withstand a variety of external factors, among them potential climate-related risks. Our capability to adapt to changing environmental conditions is based on robust infrastructure, efficient supply chain management, and business continuity planning. Whilst our current assessment is that climate-related risks are not material in the short to medium term, we recognize the dynamic nature of the business environment. As a part of our commitment to sustainability and effective risk management, the Board remains open to periodic re-evaluation and adjustments to our risk framework, including climate considerations when necessary.

By order of the Board

BERNARD J LANGLEY
Director
Langley Holdings PLC
Registered in England and Wales
Company number 01321615
9th February, 2024

Independent Auditor's Report to the Member

Opinion

We have audited the financial statements of Langley Holdings plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2023 which comprise the Consolidated Income Statement, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statement of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of affairs of the Group and of the Parent Company as at 31 December 2023 and of the Group's profit for the period then ended;
- the Group and the Parent Company financial statements have been properly prepared in accordance with UK-adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities 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 Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, 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 Group's or the Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Independent Auditor's Report to the Member (continued)

Year ended 31 December 2023

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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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

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.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 21, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent Auditor's Report to the Member (continued)

Year ended 31 December 2023

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the Group and Parent Company 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.

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 specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below.

Identifying and assessing risks related to irregularities:

We assessed the susceptibility of the Group and Parent Company's financial statements to material misstatement and how fraud might occur, including through discussions with the directors, discussions within our audit team planning meeting, updating our record of internal controls and ensuring these controls operated as intended. We evaluated possible incentives and opportunities for fraudulent manipulation of the financial statements. We identified laws and regulations that are of significance in the context of the Group and Parent Company by discussions with directors and communication with component auditors, and by updating our understanding of the sectors in which the Group and Parent Company operate.

Laws and regulations of direct significance in the context of the Group include The Companies Act 2006, pensions legislation and UK Tax legislation as well as similar laws and regulations prevailing in each country in which we identified a significant component.

Other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to their ability to operate or to avoid a material penalty include anti-bribery legislation, health and safety legislation and employment law.

We identified revenue recognition, the valuation of investment properties, provisioning of work-in-progress and management override of controls to be the areas most susceptible to the risk of material misstatement due to fraud and non-compliance.

Audit response to risks identified

We considered the extent of compliance with these laws and regulations as part of our audit procedures on the related financial statement items including a review of financial statement disclosures. We reviewed the Group and Parent Company's records of breaches of laws and regulations, minutes of meetings and correspondence with relevant authorities to identify potential material misstatements arising. We discussed the Group and Parent Company's policies and procedures for compliance with laws and regulations with members of management responsible for compliance.

During the planning meeting with the audit team, the engagement partner drew attention to the key areas which might involve non-compliance with laws and regulations or fraud. We enquired of management whether they were aware of any instances of non-compliance with laws and regulations or knowledge of any actual, suspected or alleged fraud. We addressed

Independent Auditor's Report to the Member (continued)

Year ended 31 December 2023

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the risk of fraud through management override of controls by testing the appropriateness of journal entries and identifying any significant transactions that were unusual or outside the normal course of business. We assessed whether judgements made in making accounting estimates gave rise to a possible indication of management bias. At the completion stage of the audit, the engagement partner's review included ensuring that the team had approached their work with appropriate professional scepticism and thus the capacity to identify non-compliance with laws and regulations and fraud.

As Group auditors, our assessment of matters relating to non-compliance with laws or regulations and fraud differed at Group and component level according to their particular circumstances. Our communications with component auditors included a request to identify instances of non-compliance with laws and regulations and fraud that could give rise to a material misstatement of the Group financial statements in addition to our risk assessment.

In addition, we reviewed the financial statement disclosures and agreed to supporting documentation to assess compliance with the provisions of relevant laws and regulations. We reviewed the professional property valuation assumptions and assessment of the suitability of the firm and individual carrying out the valuations; reading of minutes and internal business unit reports; assessment of whether judgements made in making accounting estimates are indicative of potential bias; and assessed whether accounting entries have been made in accordance with IFRS 15.

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

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

Use of our report

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

Alistair Hunt (Senior Statutory Auditor)
for and on behalf of Saffery LLP

Chartered Accountants
Statutory Auditors
Saffery Champness LLP
71 Queen Victoria Street
London
EC4V 4BE

13th February, 2024

Consolidated Income Statement

Year ended 31 December 2023

	Notes	2023 €'000	2022 €'000
REVENUE	2	1,206,197	1,172,485
Cost of sales		(799,653)	(821,005)
GROSS PROFIT		406,544	351,480
Distribution costs		(95,225)	(80,304)
Administrative expenses		(199,740)	(202,884)
Other income	3	9,236	6,703
OPERATING PROFIT	4	120,815	74,995
Finance income	5	4,511	1,467
Finance costs	6	(451)	(735)
PROFIT BEFORE TAXATION		124,875	75,727
Income tax expense	10	4,825	(28,832)
PROFIT FOR THE YEAR		129,700	46,895

All profit for the year is attributable to the equity holder of the Parent Company.
All amounts relate to continuing operations.

The notes on pages 50 to 111 form part of these accounts

Consolidated Statement of Other Comprehensive Income

Year ended 31 December 2023

LANGLEY

	Notes	2023 €'000	2022 €'000
Profit for the year		129,700	46,895
Other comprehensive income:			
Items which will not be reclassified to profit and loss			
Re-measurement loss on defined benefit pension schemes	9	(7)	263
Deferred tax relating to re-measurement	28	(8)	(21)
Items which may be reclassified to profit and loss			
Exchange differences on translation of foreign operations	35	(7,926)	(17,323)
Other comprehensive income for the year		(7,941)	(17,081)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		121,759	29,814

All comprehensive income for the year is attributable to the equity holder of the Parent Company.

The notes on pages 50 to 111 form part of these accounts

Consolidated Statement of Financial Position

Year ended 31 December 2023

NON-CURRENT ASSETS	Note	2023 €'000	2023 €'000	2022 €'000	2022 €'000
Intangible assets	11		14,380		18,370
Property, plant and equipment	12		291,843		296,971
Investments	13		14		14
Investment properties	14		58,370		62,576
Trade and other receivables	15		4,252		4,924
Deferred income tax assets	28		64,300		32,526
			433,159		415,381
CURRENT ASSETS					
Inventories	16	449,920		434,999	
Trade and other receivables	17	272,926		274,766	
Current income tax recoverable	19	5,413		5,857	
Cash and cash equivalents	20	290,329		240,901	
		1,018,588		956,523	
CURRENT LIABILITIES					
Current borrowings	24	60		62	
Current income tax liabilities	23	10,614		8,490	
Trade and other payables	21	351,617		397,382	
Provisions	22	24,851		26,787	
		387,142		432,721	
NET CURRENT ASSETS			631,446		523,802
TOTAL ASSETS LESS CURRENT LIABILITIES			1,064,605		939,183
NON-CURRENT LIABILITIES					
Provisions	22	6,373		10,651	
Long term borrowings	24	-		62	
Trade and other payables	25	38,447		29,579	
Retirement benefit obligations	26	11,216		12,288	
Non-current income tax liabilities	27	416		131	
Deferred income tax liabilities	28	42,156		42,234	
			98,608		94,945
NET ASSETS			965,997		844,238
EQUITY					
Share capital	33		71,227		71,227
Merger reserve	34		4,491		4,491
Translation reserve	35		(31,880)		(23,954)
Retained earnings			922,159		792,474
TOTAL EQUITY			965,997		844,238

Approved by the Board of Directors, and authorised for issue on 9th February, 2024 and signed on its behalf by

BERNARD J LANGLEY
Director

WILLIAM A LANGLEY
Director

The notes on pages 50 to 111 form part of these accounts

Consolidated Statement of Changes in Equity

Year ended 31 December 2023

LANGLEY

	Share Capital €'000	Merger Reserve €'000	Translation Reserve €'000	Retained Earnings €'000	Total €'000
AT 1 JANUARY 2022	71,227	4,491	(6,631)	745,337	814,424
Profit for the year	–	–	–	46,895	46,895
Currency exchange difference arising on retranslation	–	–	(17,323)	-	(17,323)
Re-measurement of defined benefit schemes net of deferred tax	–	–	–	242	242
TOTAL COMPREHENSIVE INCOME	–	–	(17,323)	47,137	29,814
AT 31 DECEMBER 2022	71,227	4,491	(23,954)	792,474	844,238
Profit for the year	–	–	–	129,700	129,700
Currency exchange difference arising on retranslation	–	–	(7,926)	–	(7,926)
Re-measurement of defined benefit schemes net of deferred tax	–	–	–	(15)	(15)
TOTAL COMPREHENSIVE INCOME	–	–	(7,926)	129,685	121,759
AT 31 DECEMBER 2023	71,227	4,491	(31,880)	922,159	965,997

The notes on pages 50 to 111 form part of these accounts

Company Statement of Financial Position

Year ended 31 December 2023

	Note	2023 €'000	2023 €'000	2022 €'000	2022 €'000
NON-CURRENT ASSETS					
Property, plant and equipment	12		16,458		15,501
Investments	13		228,463		167,636
Investment properties	14		15,755		12,464
			260,676		195,601
CURRENT ASSETS					
Inventories	16	22		28	
Trade and other receivables	17	242,332		313,871	
Current income tax recoverable	19	402		1,467	
Cash and cash equivalents	20	52,021		39,276	
		294,777		354,642	
CURRENT LIABILITIES					
Trade and other payables	21	17,107		14,208	
NET CURRENT ASSETS			277,670		340,434
Total assets less current liabilities			538,346		536,035
NON-CURRENT LIABILITIES					
Deferred income tax liabilities	28		1,132		351
NET ASSETS			537,214		535,684
EQUITY					
Share capital	33		71,227		71,227
Merger reserve	34		4,491		4,491
Translation reserve	35		(12,663)		(19,497)
Retained earnings			474,159		479,463
TOTAL EQUITY			537,214		535,684

During the year ended 31 December 2023, the Company generated a loss of €5,304,000 (2022 – profit of €35,713,000).

Approved by the Board of Directors, and authorised for issue on **9th** February, 2024 and signed on its behalf by:

BERNARD J LANGLEY
Director

WILLIAM A LANGLEY
Director

The notes on pages 50 to 111 form part of these accounts

Company Statement of Changes in Equity

Year ended 31 December 2023

LANGLEY

	Share Capital €'000	Merger Reserve €'000	Translation Reserve €'000	Retained Earnings €'000	Total €'000
AT 1 JANUARY 2022	71,227	4,491	(3,530)	443,750	515,938
Profit for the year	–	–	–	35,713	35,713
Currency exchange differences arising on retranslation	–	–	(15,967)	–	(15,967)
TOTAL COMPREHENSIVE INCOME	–	–	(15,967)	35,713	19,746
AT 31 DECEMBER 2022	71,227	4,491	(19,497)	479,463	535,684
Profit for the year	–	–	–	(5,304)	(5,304)
Currency exchange differences arising on retranslation	–	–	6,834	–	6,834
TOTAL OTHER COMPREHENSIVE INCOME	–	–	6,834	(5,304)	1,530
AT 31 DECEMBER 2023	71,227	4,491	(12,663)	474,159	537,214

The notes on pages 50 to 111 form part of these accounts

Consolidated Statement of Cash Flows

Year ended 31 December 2023

		2023		2022	
	Note	**€'000**	**€'000**	**€'000**	**€'000**
CASH FLOWS FROM OPERATING ACTIVITIES					
Cash generated from operations	36		89,146		10,927
Bank and loan interest paid			(234)		(491)
Interest received			4,511		1,467
Income taxes paid			(24,181)		(27,442)
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES			69,242		(15,539)
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of business combination		-		2,594	
Purchase of intangible assets	11	(878)		(6,727)	
Purchase of property, plant and equipment	12	(18,517)		(10,870)	
Proceeds from sale of property, plant and equipment		636		(72)	
NET CASH USED IN INVESTING ACTIVITIES			(18,759)		(15,075)
CASH FLOWS FROM FINANCING ACTIVITIES					
Repayment of bank loans		(64)		(49)	
Principal payment of lease liabilities		(3,318)		(3,598)	
NET CASH USED IN FINANCING ACTIVITIES			(3,382)		(3,647)
Net increase/(decrease) in cash and cash equivalents			47,101		(34,261)
Cash and cash equivalents at 1 January 2022			240,901		290,988
Effects of exchange rate changes on cash and cash equivalents			2,327		(15,826)
Cash and cash equivalents at 31 December			290,329		240,901
CASH AND CASH EQUIVALENTS CONSISTS OF:					
Cash in hand, at bank and short-term deposits	20		290,329		240,901

The notes on pages 50 to 111 form part of these accounts

Company Statement of Cash Flows

Year ended 31 December 2023

LANGLEY

	Note	2023 €'000	2023 €'000	2022 €'000	2022 €'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Cash (used in)/generated from operations	36		(2,097)		19,566
Interest received			10,550		8,676
Interest paid			-		(31)
Income taxes paid			(168)		(785)
NET CASH GENERATED FROM OPERATING ACTIVITIES			8,285		27,426
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment	12	(1,811)		(407)	
Loans made by group entities		(6,678)		(94,994)	
Working capital adjustment on previous acquisitions	13	-		2,594	
Dividends received from investments		13,915		25,799	
Proceeds from sale of property, plant and equipment		119		49	
NET CASH GENERATED FROM (USED IN) INVESTING ACTIVITIES			5,545		(66,959)
Net increase / (decrease) in cash and cash equivalents			13,830		(39,533)
Cash and cash equivalents at 1 January			39,276		87,606
Effects of exchange rate changes on cash and cash equivalents			(1,085)		(8,797)
Cash and cash equivalents at 31 December			52,021		39,276
CASH AND CASH EQUIVALENTS CONSISTS OF:					
Cash in hand, at bank and short-term deposits	20		52,021		39,276

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The notes on pages 50 to 111 form part of these accounts

Notes to the Accounts

Year ended 31 December 2023

1 ACCOUNTING POLICIES

a Basis of preparation

Langley Holdings plc (registered number 01321615) is a public limited Company incorporated in England and Wales and limited by shares. The address of its registered office is Enterprise Way, Retford, Nottingham, DN22 7HH.

The financial statements of both the Group and the Company have been prepared in accordance with the Companies Act 2006 and international accounting standards (IAS) as adopted by the United Kingdom. The financial statements are prepared in Euro, which is the functional currency of the majority of the Group. Monetary amounts in these financial statements are rounded to the nearest €1,000.

The financial statements have been prepared on a historical cost basis, except for the measurement of investment property and measurement of defined benefit pension schemes.

Adoption of new and revised standards

During the financial year, the Group has adopted the following new IFRSs (including amendments thereto) and IFRIC interpretations, that became effective for the first time.

- Disclosure of Accounting Policies (Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements)
- Definition of Accounting Estimates (Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors)
- Deferred Tax related to Assets and Liabilities arising from a single Transaction (Amendments to IAS 12 Income Taxes)
- Internal Tax Reform – Pillar Two Model Rules (Amendments to IAS 12).

The adoption has not had any material impact on the disclosures or amounts reported in the financial statements.

Standards issued but not yet effective:

At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Group and which have not yet been applied in these financial statements, were in issue but not yet effective.

- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Classification of Liabilities as Current or Non-Current, Non-Current Liabilities with Covenants: Amendments to IAS 1
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)

Each of the above is effective for periods beginning on or after 1 January 2024.

The directors are evaluating the impact that these standards will have on the financial statements of the Group.

At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Group and which have not been applied in these financial statements, have not been endorsed for use in the UK and will not be adopted until such time as endorsement is confirmed.

- Lack of Exchangeability (Amendments to IAS 21)

The directors are evaluating the impact that these standards will have on the financial statements of the Group.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

1 **ACCOUNTING POLICIES (*continued*)**

b Consolidation

The consolidated financial statements incorporate the accounts of the Company and all of its subsidiary undertakings for the year ended 31 December 2023 using the acquisition method, except for common control transactions, and exclude all intra-group transactions. Assets, liabilities and contingent liabilities of acquired companies are measured at fair value at the date of acquisition.

Any excess or deficiency between the cost of acquisition and fair value is treated as positive goodwill or a gain on bargain purchase as described below. Where subsidiary undertakings are acquired or disposed of during the year, the results and turnover are included in the Consolidated Income Statement from, or up to, the date control passes.

The Company has taken advantage of the exemption granted by Section 408 of the Companies Act 2006 from presenting its own Income Statement. The loss (2022: profit) generated by the Company is disclosed under the Company Statement of Financial Position.

c Goodwill

When the fair value of the consideration for an acquired undertaking exceeds the fair value of its separable net assets, the difference is treated as purchased goodwill and is recognised as an asset at cost and reviewed for impairment annually. Any impairment is recognised immediately in the Consolidated Income Statement and is not reversed in subsequent years.

Where the fair value of the separable net assets exceeds the fair value of the consideration for an acquired undertaking the difference is credited to the Consolidated Income Statement in the year of acquisition.

d Impairment of intangible assets

Assets that have an indefinite useful life are not subject to amortisation and are reviewed for impairment annually and when there are indications that the carrying value may not be recoverable. Assets that are subject to amortisation are reviewed for impairment wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. A reversal of impairment is recognised when the carrying amount of the asset is exceeded by its recoverable amount to the extent of previous impairments made. The recoverable amount is the higher of the fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

The amortisation on those intangible assets that do not have an indefinite useful life is charged to administrative expenses in the Income Statement and is calculated as follows:

Patents and licenses	– 2 to 10 years straight line

e Property, plant and equipment

Property, plant and equipment is stated at cost of purchase, net of depreciation and any impairment provision. Depreciation and any impairment provisions, are charged to administrative expenses in the Income Statement and is calculated as follows:

Freehold land	– not depreciated
Freehold buildings	– 25 to 50 years straight line
Vehicles	– 4 to 20 years straight line
Plant and machinery	– 4 to 20 years straight line
Computers	– 3 to 8 years straight line
Right-of-use assets	– Straight line over the lease term

Notes to the Accounts (continued)

Year ended 31 December 2023

1 ACCOUNTING POLICIES (*continued*)

f Investment properties

Freehold land and buildings are transferred to investment property when they are no longer used to facilitate the principal activity of the Group. At this point, they are transferred at fair value to investment property, with the revaluation on transfer, and any subsequent revaluations, recognised in the income statement.

Investment properties are properties which are held to earn rental income and/or for capital appreciation. Investment properties are measured at fair value which reflects market conditions at the statement of financial position date. Any gains or losses arising from changes in fair value are recognised in the income statement in the period in which they arise. Fair value is derived from expected rental yields that can be gained from the property, net of associated costs where relevant.

Rental income from investment property is accounted for as other income.

In accordance with IAS 40 'Investment Property', no depreciation is provided in respect of investment properties.

g Financial instruments

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

Trade receivables and contract assets
Trade receivables and contract assets do not carry any interest and are initially measured at their fair value, and subsequently at their amortised cost, as reduced by appropriate allowances for estimated irrecoverable amounts. Trade receivables and contract assets are impaired when the asset meets one of the following criteria:

i The financial asset is credit-impaired; or

ii Credit losses are expected on the asset. Any loss allowance relating to trade receivables has been calculated with reference to historical experience in the recoverability of such receivables, taking into consideration current conditions and forecasts of future economic conditions.

Borrowings
Interest-bearing loans and overdrafts are recorded initially when the proceeds are received. Finance charges are accounted for at amortised cost using the effective interest rate method.

Trade payables
Trade payables are non-interest bearing and are initially measured at their fair value and subsequently at their amortised cost.

h Investments

Investments represent the Parent Company's holdings in its subsidiaries and are presented as non-current assets and stated at cost less any impairment in value. Any impairment is charged to the Company Income Statement through administrative expenses.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

1 **ACCOUNTING POLICIES (*continued*)**

i Inventories and work in progress

Inventories are valued at the lower of cost and net realisable value. Cost is calculated as follows:

Raw materials and consumables	– average cost is used in divisions where the prices of inputs fluctuate, and first in first out is used in divisions where the cost of inputs generally increases steadily. This method results in a better matching of costs and revenue and results in a more accurate value of stock at the year-end.
Finished goods	– cost of raw materials, spares and machinery construction including labour together with attributable overheads.
Work in progress	– cost of raw materials and labour together with attributable overheads.

Net realisable value is based on estimated selling price less further costs to completion and disposal.

Where the group applies standard costing as the basis for measurement of inventories, under and over recovery of production overheads can occur where actual production levels differ to those budgeted within the standard costing. It is the Group's policy to account for any differences arising within administrative expenses in the Consolidated income statement.

j Revenue recognition

Revenue is recognised in accordance with the transfer of promised goods or services to customers (ie when the customer gains control of the good/service), and is measured as the consideration which the Group expects to be entitled to in exchange for those goods or services. Consideration is typically fixed on the agreement of a contract. Payment terms are agreed on a contract by contract basis.

Contracts include promises to transfer goods and/or services to a customer which are typically indistinct and hence are accounted for together in a single performance obligation. Where multiple performance obligations exist within one contract, the transaction price is allocated between each performance obligation on the basis of past experience, with reference to stand-alone selling prices of each component.

A good or service is distinct if the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

The Group recognises revenue when (or as) it satisfies a performance obligation by transferring a promised good or service to a customer. A performance obligation is satisfied over time when the vendor's performance creates an asset with no alternative use for the vendor and the customer has an obligation to pay the vendor for performance to date.

The above-mentioned criterion is commonly met for the Claudius Peters and Piller sub-groups as their trade involves the building of highly specific machinery, and hence revenue is recognised over time.

Notes to the Accounts (continued)

Year ended 31 December 2023

1 ACCOUNTING POLICIES (*continued*)

Revenue recognition (continued)

The Group uses either output methods or input methods to measure the progress towards completion of a performance obligation satisfied over time, depending on which method is considered to faithfully depict the entity's performance.

Output methods recognise revenue on the basis of direct measurement of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract. The output method used by Group companies is based on milestones reached.

Input methods recognise revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The input method used by Group companies is based on costs incurred to date.

If revenue is recognised over a period of time, the Group presents as a contract asset the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceeds progress billings. Progress billings not yet paid by customers and retentions are included within 'trade and other receivables'. The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses). Contract asset and liability balances fluctuate due to the timing and mix of contracts held across the Group.

Contracts are deemed to be complete, and hence performance obligations fully satisfied, post customer acceptance of the goods. Amounts disclosed as current deferred income reflect revenue that will be recognised on performance obligations that will be satisfied within one year.

Sale of goods

The ARO, Manroland, Marelli and Druck Chemie sub-groups recognise revenue at the point in time that goods are transferred to a customer, which is the point in time that the customer gains control of the goods. This is due to the nature of goods being fairly standardised and hence specific contract accounting does not apply.

Revenue from standalone maintenance and service contracts across all subgroups is recognised over the time- period spanned by the contract, as this is considered to best depict the customer's consumption of the benefit of this arrangement. Standard warranties included within contracts are accounted for in accordance with note 1q.

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, as of the end of the reporting period is disclosed in note 2. This revenue will be recognised in the next accounting period.

k Taxes

Income tax expense represents the sum of the income tax currently payable and deferred income tax.

Deferred income tax is provided, using the liability method, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the accounts. Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

1 **ACCOUNTING POLICIES (*continued*)**

Taxes (continued)

Deferred tax has been calculated at the rate expected to apply at the time at which temporary differences are forecast to reverse, based on tax rates which have been substantively enacted at the statement of financial position date.

Current and deferred income tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and when there is a legally enforceable right to offset them. Deferred tax assets are accounted for within non-current assets and are not discounted.

l Foreign currencies

Transactions and balances

The functional currency of the companies in the Group is the currency of the primary economic environment in which it operates. Transactions in currencies other than the entities functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each year end, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at the year end. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on retranslation are included in net profit or loss for the period.

Accounts of overseas operations

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Preparation of Financial Statements

These Financial Statements have been presented in Euro because the majority of the Group's trade is conducted in this currency. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Assets and liabilities are translated at the closing exchange rate. Exchange differences arising are classified as equity. Monetary amounts in these financial statements are rounded to the nearest €1,000.

The average exchange rate during the year was €1.15 (2022 - €1.17, 2021 – €1.17) to the Pound Sterling. The opening exchange rate was €1.13 (2022 – €1.19, 2021 – €1.10) to the Pound Sterling and the closing exchange rate was €1.15 (2022– €1.13, 2021– €1.19) to the Pound Sterling.

Notes to the Accounts (continued)

Year ended 31 December 2023

1 **ACCOUNTING POLICIES *(continued)***

m Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank and short-term deposits with banks and similar financial institutions with a maturity of three months or less, and bank overdrafts.

n Post-employment benefit obligations

For defined benefit post-employment schemes, the difference between the fair value of the scheme assets (if any) and the present value of the scheme liabilities is recognised as an asset or liability in the Statement of Financial Position.

Any asset recognised is restricted, if appropriate, to the present value of any amounts the Group expects to recover by way of refunds from the plan or reductions in future contributions. Re-measurements of the net surplus/ deficit arising in the year are taken to the Statement of Comprehensive Income.

Other movements in the net surplus or deficit are recognised in the Income Statement, including the current service cost and any past service cost. The net interest cost on the net defined benefit liability is also charged to the Income Statement. The amount charged to the Income Statement in respect of these schemes is included within operating costs. Any changes required following the Guaranteed Minimum Pension (GMP) equalisation, which is determined by a third-party actuary, are charged, or credited to the Income Statement.

The most significant assumptions used in accounting for pension schemes are the discount rate and the mortality assumptions. The discount rate is used to determine the interest cost and net present value of future liabilities. The discount rate used is the yield on high quality corporate bonds with maturity and terms that match those of the post-employment obligations as closely as possible. Where there is no developed corporate bond market in a country, the rate on government bonds is used. Each year, the unwinding of the discount on the net liabilities is charged to the Consolidated Income Statement as the interest cost. The mortality assumption is used to project the future stream of benefit payments, which is then discounted to arrive at a net present value of liabilities.

Valuations of liabilities are carried out using the projected unit method.

The values attributed to scheme liabilities are assessed in accordance with the advice of independent qualified actuaries.

The Group’s contributions to defined contribution pension schemes are charged to the Income Statement in the period to which the contributions relate.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

1 **ACCOUNTING POLICIES *(continued)***

o Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. Lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain as asset of a similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss at constant periodic rate over the term of the lease.

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term (including any reasonably certain extension options) on a straight-line basis.

Short term leases for which the underlying asset is of low value (less than €5,000) are expensed on a straight-line basis.

On adoption of IFRS 16, the Group elected not to reassess whether a contract is or contains a lease at the date of initial application.

p Rental income from investment properties

Rental income from investment properties is credited to the Consolidated Income Statement on a straight-line basis over the lease term.

q Provisions

A provision is recognised in the Consolidated Statement of Financial Position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Group provides warranties to cover rectifications for certain products. A warranty provision is recognised at the point that the sale is complete and such a clause is included in the sales contract. Management value these provisions in line with the clauses in the contract and use historical warranty claim data to guide assumptions about future warranty claims. The provision is released when either the warranty works are completed, or the legal obligation expires. Discounting is not applied to these provisions as the directors do not consider this to be material.

Other provisions consist of restructuring provisions, onerous contracts and other smaller claims. Restructuring provisions are recognised at the point that there is a constructive, or legal, obligation. These are valued based on the costs attributable to the related restructure, including redundancies and relocation costs. Any changes

Notes to the Accounts (continued)

Year ended 31 December 2023

1 **ACCOUNTING POLICIES *(continued)***

q **Provisions *(continued)***

in the plan to restructure are recognised as additions to the provisions. Onerous contracts are recognised when management identify that an agreement will be loss making to the Group. These are valued based on the excess costs that the Group expect to incur to fulfil its obligations, these include labour and other materials that the Group expects to incur.expects to incur.

r **Dividend policy**

Dividend distribution to the Company's Shareholder is recognised as a liability in the Group's accounts in the period in which the dividends are approved. Approval is obtained from the Company's directors for interim dividends and the Shareholder for final dividends.

s **Research and development**

Research expenditure is charged to the Income Statement in the period in which it is incurred. Development expenditure is capitalised when the criteria for recognising an asset is met. Other development expenditure is recognised in the Income Statement as incurred.

t **Government grants**

Government grants are initially recognised when there is reasonable assurance that the grant conditions will be met and the grants will be received. Grants are recognised as income to match the related costs, for which they are intended to compensate, on a systematic basis.

u **Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the accounts in conformity with UK-adopted international accounting standards requires management to make estimates and judgements that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the accounts. The areas where the most judgement and estimation are required are highlighted below.

Critical accounting judgements

i *Revenue recognition*

Revenue is recognised in accordance with the satisfaction of performance obligations. A performance obligation is satisfied over time, and hence revenue is recognised over time, when an asset is created with no alternative use for the vendor. This requires the application of judgement to determine whether the asset is sufficiently specialised that it would have no alternative use.

The input and output methods used by the Group to measure the amount of revenue to be recognised is based on costs incurred to date relative to total expected costs, which requires significant judgement. Contracts can be highly bespoke and hence historical cost information is not always useful in estimating future costs. Revenue recognised from capital contracts in the year totalled €642,487,000 (2022- €595,661,000). The Group's policies for the recognition of revenue and profit are set out above.

Key sources of estimation uncertainty

ii *Investment property valuation*

Determining the fair value of investment properties requires significant estimates to be made, with reference to third party information and market conditions. The Group engages valuation experts to assist with fair valuing the investment properties. The valuation of investment properties is disclosed in note 14.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

1 ACCOUNTING POLICIES *(continued)*

u Critical accounting judgements and key sources of estimation uncertainty *(continued)*

iii. *Pensions*

The determination of the pension cost and defined benefit obligation of the Group's defined benefit pension schemes depends on the selection of certain assumptions which include the discount rate, inflation rate, salary growth and mortality rates. Differences arising from actual experiences or future changes in assumptions will be reflected in subsequent periods. See note 9 for further details.

iv. *Property, plant and equipment depreciation*

The property, plant and equipment used within the Group have estimated service lives of between 3 and 20 years, with the exception of property which has an estimated service life of 50 years, and the depreciation charge is clearly sensitive to the lives allocated to the various types of asset. The incremental borrowing rate used for discounting right of use assets is based on the expected interest rate available to the Group to borrow on similar terms for a similar period as the lease.

v. *Impairment of assets*

Property, plant and equipment, and intangible assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment or reversal of impairment is conducted, the recoverable amount of an asset or a cash-generating unit is determined based on value- in-use calculations prepared on the basis of management's assumptions and estimates.

vi. *Income t axes*

The Group is subject to income taxes in numerous jurisdictions. Significant estimation is required in determining the provision for income taxes in each territory. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts which were initially recorded, such differences will impact the income tax and deferred tax provision in the period to which such determination is made. See notes 10 and 28 for further information.

vii. *Provisions*

Provision is made for liabilities that are uncertain in timing or amount of settlement. These include provisions for rectification and warranty claims as well as for specific claims, redundancy and restructuring. Calculations of these provisions are based on cash flows relating to these costs estimated by management supported by the use of external consultants where needed and discounted at an appropriate rate where the impact of discounting is material. See note 22 for details.

viii. *Deferred tax asset*

The Group recognises deferred tax assets for losses to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. During the year the Group recognised a deferred tax asset in Bergen Engines AS of €34.7m for the tax losses acquired in 2021. The Group expect the losses to be utilised within five years on the basis of the current projections and plans prepared by management. See note 28 for further information.

Notes to the Accounts (continued)

Year ended 31 December 2023

2 REVENUE

An analysis of the Group's revenue between each significant category is as follows:

	2023 €'000	2022 €'000
Revenue from capital contracts	642,487	595,661
Aftermarket	563,710	576,824
	1,206,197	1,172,485

The aggregate amount of the transaction price allocated to performance obligation that are unsatisfied, or partially unsatisfied, at the reporting date was €489,600,000 (2022 - €512,300,000). 80% of the unsatisfied, or partially unsatisfied, performance obligations are expected to be recognised as revenue in 2024.

Contract assets and contract liabilities recognised are disclosed in note 18.

An analysis of the Group's revenue by geographical region is as follows:

	2023 €'000	2022 €'000
UK	79,494	94,739
Germany	171, 830	180,515
Other Europe	473,315	427,681
North America	136,224	169,843
South & Central America	67,184	36,782
Asia	216, 859	224,766
Australia & Africa	61,291	38,159
	1,206,197	1,172,485

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

3 OTHER INCOME

	2023 €'000	2022 €'000
Other operating income	8,970	6,703
Gain on revaluation of investment properties (note 14)	266	-
Total other income	9,236	6,703

4 OPERATING PROFIT

	2023 €'000	2022 €'000
Operating profit has been arrived at after charging / (crediting):		
Directors' emoluments (note 7)	1,308	1,348
Depreciation of owned assets (note 12)	20,759	19,947
Depreciation of right-of-use assets (note 12)	3,113	3,769
(Gain) / loss on fair value movements arising on investment properties (note 14)	(266)	1,330
Impairment of owned assets (note 12)	585	2,551
Impairment of intangibles (note 11)	60	-
Reversal of impairment of owned assets (note 12)	-	(3,004)
Amortisation of intangibles (note 11)	4,482	4,452
Government grants	(1,511)	(701)
Research and development costs	14,515	17,463
Profit on sale of property, plant, and equipment	(434)	(765)
Fees payable to the Group's auditor for the audit of the Group's accounts	225	181
Fees payable to the Group's auditor and its associates for other services		
– the auditing of Subsidiary accounts	690	1,121
– all other services	232	329
Fees paid by subsidiaries to secondary auditors for other services		
– the auditing of Subsidiary accounts	815	572
– other services relating to taxation compliance	320	128
– all other services	159	178
Impairment of trade receivables	536	646
Impairment/reversal of impairment of inventories	5,303	(1,055)
Cost of inventories recognised as an expense (included in cost of sales)	543,129	561,819
Other gains	-	(2,594)
Net loss / (gain) on foreign currency translation	3,948	(2,767)

Notes to the Accounts (continued)

Year ended 31 December 2023

5 FINANCE INCOME

	2023 €'000	2022 €'000
Bank interest receivable	4,215	645
Other interest	296	822
	4,511	1,467

6 FINANCE COSTS

	2023 €'000	2022 €'000
Interest relating to lease liabilities	217	244
Other interest	234	491
	451	735

7 KEY MANAGEMENT PERSONNEL COMPENSATION

	2023 €'000	2022 €'000
Salaries and short-term employee benefits	1,481	1,529
Post-employment benefits	3	3
	1,484	1,532

All of the above key management personnel compensation relates to Directors and their close family members.

Directors' emoluments

	2023 €'000	2022 €'000
Aggregate emoluments as Directors of the Company	1,305	1,345
Value of Group pension contributions to money purchase schemes	3	3
	1,308	1,348
Emoluments of the highest paid Director	501	533
	No.	**No.**
Number of Directors who are accruing benefits under money purchase pension schemes	2	2

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

8 EMPLOYEE NUMBERS AND COSTS

The average number of persons employed by the Group (including Directors) during the year was as follows:

	2023 **No.**	2022 **No.**
Management, office and sales	2,408	2,620
Manufacturing and direct labour	2,753	2,710
	5,161	5,330

The aggregate payroll costs of these persons were as follows:

	2023 **€'000**	2022 **€'000**
Wages and salaries	298,403	304,418
Social security costs	60,104	60,989
Other pension costs	6,461	6,921
Restructuring costs	-	5,553
	364,968	377,881

The average number of persons employed by the Company (including Directors) during the year was as follows:

	2023 **No.**	2022 **No.**
Management, office and sales	24	21

The aggregate payroll costs of these persons were as follows:

	2023 **€'000**	2022 **€'000**
Wages and salaries	1,930	1,844
Social security costs	243	255
Other pension costs	88	88
	2,261	2,187

Notes to the Accounts (continued)

Year ended 31 December 2023

9 POST-EMPLOYMENT BENEFITS

The table below outlines where the Group's post-employment amounts and activity are included in the Accounts.

	2023 **€'000**	2022 **€'000**
Statement of financial position obligations for:		
Defined pension benefits	(9,300)	(10,264)
Post-employment medical benefits	(1,916)	(2,024)
Liability in the statement of financial position	(11,216)	(12,288)
Income statement (charge)/credit included in operating expenses for:		
Defined pension benefits	(666)	(248)
Post-employment medical benefits	-	145
	(666)	(103)
Re-measurements (charge)/credit for:		
Defined pension benefits	47	263
Post-employment medical benefits	-	394
	47	657

The income statement charge included within operating expenses includes current service costs, net interest costs and past service costs.

a) Defined benefit pension schemes

The Group operates defined benefit pension plans in the UK (one defined benefits scheme and one hybrid scheme) and Eurozone under broadly similar regulatory frameworks. All of the plans are final salary pension plans, which provide benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement. Pensions in payment are generally updated in line with inflation. The plans face broadly similar risks, as described below. UK benefit payments are from trustee-administered funds and Eurozone benefit payments are from unfunded plans where the Group meets the benefit payment obligation as it falls due. Assets held in UK trusts are governed by UK regulations and practice, as is the nature of the relationship between the Group and the trustees (or equivalent) and their composition. Responsibility for governance of the schemes – including investment decisions and contribution schedules – lies jointly with the Group and the boards of trustees. The boards of trustees must be composed of representatives of the Group and scheme participants in accordance with the schemes' regulations.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

9 POST-EMPLOYMENT BENEFITS *(continued)*

a) Defined benefit pension schemes *(continued)*

The amounts recognised in the statement of financial position are determined as follows:

	2023 **€'000**	2022 **€'000**
Present value of funded obligations	(13,302)	(12,636)
Fair value of plan assets	14,173	13,781
Net surplus on funded plans	871	1,145
Present value of unfunded obligations	(8,831)	(9,793)
Total deficit of defined benefit pension plans	(7,960)	(8,648)
Impact of asset ceiling	(1,340)	(1,616)
Liability in the statement of financial position	(9,300)	(10,264)

The UK hybrid scheme has a surplus that is not recognised on the basis that future economic benefits are not available to the entity in the form of a reduction in future contributions or a cash refund.

The amount recognised in the income statement:

	2023 **€'000**	2022 **€'000**
Current service cost	572	269
Net interest (income)/cost	94	(21)
	666	248

The above amounts are included as an employee cost within administrative expenses.

Notes to the Accounts (continued)

Year ended 31 December 2023

9 POST-EMPLOYMENT BENEFITS *(continued)*

a) Defined benefit pension schemes *(continued)*

Re-measurement of the net defined benefit liability to be shown in other comprehensive income:

	2023 **€'000**	2022 **€'000**
(Loss) / gain from changes in financial assumptions	(167)	6,388
Gain from changes in demographic assumptions	195	45
Experience (losses)/gains	(330)	(757)
Return on assets, excluding interest income	(202)	(6,247)
Exchange adjustments	(56)	(32)
Change in the effect of the asset ceiling excluding interest income	607	866
	47	263

Changes in present value of obligations:

	2023 **€'000**	2022 **€'000**
Present value of obligations at start of the year	(22,429)	(29,868)
On acquisition	(6)	-
Current service cost	572	269
Interest cost	(481)	(351)
Actuarial (loss)/gain on scheme liabilities based on:		
- Changes in financial assumptions	(353)	6,389
- Changes in demographic assumptions	285	45
- Changes in experience	(358)	(757)
- Benefits paid	901	1,074
Plan contributions	(22)	(2)
Exchange differences	(242)	772
Present value of obligation at end of the year	(22,133)	(22,429)

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

9 **POST-EMPLOYMENT BENEFITS *(continued)***

a) **Defined benefit pension schemes *(continued)***

Changes in the fair value of scheme assets:

	2023 **€'000**	2022 **€'000**
Fair value of scheme assets at the start of the year	13,781	21,512
Interest income	656	375
Re-measurement of scheme assets	90	(6,247)
Contributions by employers	(141)	34
Benefits paid	(484)	(1,013)
Exchange differences	271	(880)
Fair value of scheme assets at the end of the year	14,173	13,781

The significant actuarial assumptions were as follows:

		2023		2022
	UK	**Eurozone**	**UK**	**Eurozone**
Rate of increase in salaries	-	3.5%	-	3.5%
Discount rate	4.40-4.55%	1.00-4.50%	4.75-4.90%	1.00-4.50%
Inflation	3.30%	5.75-7.00%	3.10-3.45%	5.75-7.00%

The inflation assumption shown for the UK is for the Retail Price Index. The assumption for the Consumer Price Index at 31 December 2023 was 2.50-2.80%.

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 65:

	2023	2022
Retiring at the end of the reporting period:		
Male	21 - 22 years	22 - 23 years
Female	24 years	24 - 25 years
Retiring 20 years after the end of the reporting period:		
Male	23 - 24 years	23 - 24 years
Female	25 - 26 years	26 years

Notes to the Accounts (continued)

Year ended 31 December 2023

9 POST-EMPLOYMENT BENEFITS *(continued)*

a) Defined benefit pension schemes *(continued)*

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.25%	Decrease obligation by 2.2 - 3.0%	Increase obligation by 2.2 - 3.0%
Inflation	0.25%	Increase obligation by 0 – 2.1%%	Decrease obligation by 0 – 2.1%
Life expectancy	1 year	Increase obligation by 4.2 – 4.4%%	Decrease obligation by 4.2 – 4.4%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

b) Post-employment medical benefits

The Group operates a post-employment medical benefit scheme in the US. This scheme is unfunded. The method of accounting, significant assumptions and the frequency of valuations are similar to those used for defined benefit pension schemes set out above with the addition of actuarial assumptions relating to the long-term increase in healthcare costs of 3.0% a year and claim rates of 5.5%.

The amounts recognised in the statement of financial position are determined as follows:

	2023 **€'000**	2022 **€'000**
Present value of unfunded obligations	(1,916)	(2,024)
Liability in the statement of financial position	(1,916)	(2,024)

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

9 **POST-EMPLOYMENT BENEFITS *(continued)***

b) **Post-employment medical benefits *(continued)***

Changes in the present value of defined benefit obligations:

	2023 **€'000**	2022 **€'000**
Present value of obligation at the start of the year	(2,024)	(2,621)
The amount recognised in the income statement:		
Current service cost	(143)	(138)
Interest expense	(5)	(7)
	(148)	(145)
Re-measurements of the net defined benefit liability to be shown in other comprehensive income:		
Gain from change in demographic assumptions	12	62
Gain/(loss) from change in financial assumptions	(90)	332
	(78)	394
Other movement	90	92
Payments from scheme contributions – benefit payments	205	285
Exchange differences	39	(29)
Present value of obligations at the end of the year	(1,916)	(2,024)

c) **Post-employment benefits (pension and medical)**

Schemes' assets are comprised as follows:

	2023		2022	
	Total **€'000**	%	Total **€'000**	%
Equity instruments	**6,939**	**49%**	**5,354**	**39%**
Equities and equity funds	4,854		2,270	
Diversified growth fund	2,085		3,084	
Debt instruments	**4,203**	**30%**	**3,869**	**28%**
Government	1,088		34	
Corporate bonds (investment grade)	3,115		3,835	
Other	**2,852**	**20%**	**2,918**	**21%**
Cash and cash equivalents	**179**	**1%**	**1,640**	**12%**
Total	14,173	100%	13,781	100%

Notes to the Accounts (continued)

Year ended 31 December 2023

9 POST-EMPLOYMENT BENEFITS *(continued)*

c) Post-employment benefits (pension and medical) *(continued)*

Through its defined benefit pension schemes and post-employment medical plans, the Group is exposed to a number of risks, most of which are detailed below:

Asset volatility	The schemes' liabilities are calculated using a discount rate set with reference to corporate bond yields; if scheme assets underperform this yield, this will create a deficit. The UK schemes hold a significant proportion of equity instruments, which are expected to outperform corporate bonds in the long-term while providing volatility and risk in the short-term. The Group has reduced the level of investment risk by investing in assets that better match the liabilities. This has been done by the purchase of a mixture of government and corporate bonds. The government bonds represent investments in UK government securities only. The corporate bonds are global securities with an emphasis on the UK.
Changes in bond yield	A decrease in corporate bond yields will increase scheme liabilities, although this will be partially offset by an increase in the value of the schemes' bond holdings.
Inflation risk	Some of the Group pension obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the schemes against extreme inflation). The majority of the schemes' assets are either unaffected by (fixed interest bonds) or loosely correlated with (equities) inflation, meaning that an increase in inflation will also increase the deficit.
Life expectancy	The majority of the schemes' obligations are to provide benefits for the life of the member, so increase in life expectancy will result in an increase in the scheme's liabilities. This is particularly significant in the UK schemes, where inflationary increases result in higher sensitivity to changes in life expectancy.

With regard to the Eurozone defined benefit scheme, the Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the scheme. Within this framework, the Group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due. The UK hybrid scheme currently has no asset-liability matching strategy. The Group has not changed the processes used to manage its risks from previous periods. The Group does not use derivatives to manage its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of assets in 2023 consist of equities and bonds, although the Group also invests in property, liability-driven investments, and cash.

The last triennial valuations were completed on 5 April 2021 and 31 July 2021 for the defined benefits scheme and hybrid scheme respectively. The valuation for the defined benefits scheme is still ongoing as of the reporting date. The Group considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

9 POST-EMPLOYMENT BENEFITS *(continued)*

c) Post-employment benefits (pension and medical) *(continued)*

Expected contributions to post-employment benefit schemes for the year ending 31 December 2024 are €nil. The weighted average duration of the defined benefit obligation is 15 years.

(d) Post-employment benefits (defined contribution schemes)

Contributions to defined contribution pension schemes, whereby the scheme assets and liabilities are held separately from those of the Group, totalled €5,794,000 (2022– €6,673,000).

10 INCOME TAX EXPENSE

(a) Charge for the year	2023	2022
	€'000	**€'000**
Current income tax:		
UK corporation tax at 23.52% (2022 – 19%)	4,618	5,397
Overseas tax	21,781	19,512
Adjustments to prior year UK tax	28	668
Adjustments to prior year overseas tax	(711)	1,589
Other	31	-
Total current taxation	25,747	27,166
Deferred income tax:		
Movement in overseas deferred tax	(31,185)	1,020
Movement in UK deferred tax	613	646
Total deferred taxation	(30,572)	1,666
Income tax (credit/expense)	(4,825)	28,832

The UK corporation tax rate rose from 19% to 25% on 1 April 2023. The tax rate shown of 23.52% is a pro-rata figure and reflects the two different rates applicable in the year.

Notes to the Accounts (continued)

Year ended 31 December 2023

10 INCOME TAX EXPENSE *(continued)*

(b) Factors affecting tax expense	2023 **€'000**	2022 **€'000**
Profit before taxation	124,875	75,727
Profit before taxation multiplied by the average rate of tax of 23.52% (2022 – 19 %)	29,370	14,388
Expenses not deductible for tax purposes	(18)	933
Effect of foreign tax rates	(3,712)	(971)
Utilisation of brought forward losses	(6,814)	(1,768)
Deferred tax assets not recognised	5,774	16,145
Income not taxable	-	90
Other overseas taxes	4,237	3,051
Adjustment to tax charge in previous period	(683)	2,201
Recognition of previously unrecognised deferred tax losses	(32,420)	(5,251)
Exchange adjustment	(559)	14
Tax expense	(4,825)	28,832

(c) Factors that may affect future tax charges

The Group had UK tax losses of approximately €4,027,000 at 31 December 2023 (2022 – €4,876,000) available for carry forward against future trading profits. In addition, the Claudius Peters Group had overseas tax losses of approximately €16,837,000 at 31 December 2023 (2022 – €15,859,000), the Manroland Group €151,296,000 (2022– €169,542,000), the Druck Chemie Group €4,638,000 (2022 – €5,291,000), the Marelli Group €47,362,000 (2022 – €73,788,000) and the Bergen Engines Group €185,360,000 (2022 – €208,172,000) available for carry forward against future trading profits.

The Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting published the Pillar Two model rules designed to address the tax challenges arising from the digitalisation of the global economy.

The Group applies the mandatory exception to recognising and disclosing information about deferred tax assets and liabilities relating to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions that the Group operates. The Group is currently assessing the potential exposure arising from the Pillar Two legislation.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

11 INTANGIBLE ASSETS

GROUP	Positive Goodwill €'000	Patents and Licences €'000	Customer Contracts €'000	Total €'000
Cost				
At 1 January 2023	9,935	17,637	5,646	33,218
Additions	-	878	-	878
Disposal	-	(160)	-	(160)
Impairments	(60)	-	-	(60)
Exchange adjustment	(80)	(2)	-	(82)
At 31 December 2023	9,795	18,353	5,646	33,794
Aggregate impairment and amortisation				
At 1 January 2023	-	12,590	2,258	14,848
Amortisation charge for the year	-	3,353	1,129	4,482
Disposal	-	(144)	-	(144)
Exchange adjustment	-	228	-	228
At 31 December 2023	-	16,027	3,387	19,414
Net book values				
At 31 December 2023	9,795	2,326	2,259	14,380
At 31 December 2022	9,935	5,047	3,388	18,370

GROUP	Positive Goodwill €'000	Patents and Licences €'000	Customer Contracts €'000	Total €'000
Cost				
At 1 January 2022	10,122	11,136	5,646	26,904
Additions	-	6,727	-	6,727
Disposal	-	(225)	-	(225)
Exchange adjustment	(187)	(1)	-	(188)
At 31 December 2022	9,935	17,637	5,646	33,218
Aggregate impairment and amortisation				
At 1 January 2022	-	9,483	1,129	10,612
Amortisation charge for the year	-	3,323	1,129	4,452
Disposal	-	(222)	-	(222)
Exchange adjustment	-	6	-	6
At 31 December 2022	-	12,590	2,258	14,848
Net book values				
At 31 December 2022	9,935	5,047	3,388	18,370
At 31 December 2021	10,122	1,653	4,517	16,292

Notes to the Accounts (continued)

Year ended 31 December 2023

12 PROPERTY, PLANT AND EQUIPMENT

GROUP	Land & Buildings €'000	Plant & Machinery €'000	Vehicles €'000	Computers €'000	Total €'000
Cost					
At 1 January 2023	284,216	218,552	59,798	43,100	605,666
Additions – right-of-use assets	2,533	-	4	-	2,537
Additions – owned assets	949	9,728	6,643	1,197	18,517
Disposals	(1,160)	(2,918)	(3,270)	(1,591)	(8,939)
Transfers	4,746	-	-	-	4,746
Reclassification	20	21,715	(10)	(21,725)	-
Exchange adjustments	(5,369)	(4,119)	857	(1,547)	(10,178)
At 31 December 2023	285,935	242,958	64,022	19,434	612,349
Depreciation					
At 1 January 2023	92,184	145,433	31,043	40,035	308,695
Charge for the year – owned assets	3,767	11,184	4,612	1,196	20,759
Charge for the year – right-of-use assets	2,892	57	164	-	3,113
Impairments	-	579	6	-	585
Disposals	(1,498)	(2,741)	(2,986)	(1,512)	(8,737)
Reclassification	(5)	21,759	(27)	(21,727)	-
Exchange adjustment	(144)	(2,578)	417	(1,604)	(3,909)
At 31 December 2023	97,196	173,693	33,229	16,388	320,506
Net book amount					
At 31 December 2023	188,739	69,265	30,793	3,046	291,843
At 31 December 2022	192,032	73,119	28,755	3,065	296,971

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

12 **PROPERTY, PLANT AND EQUIPMENT *(continued)***

GROUP	Land & Buildings **€'000**	Plant & Machinery **€'000**	Vehicles **€'000**	Computers **€'000**	Total **€'000**
Cost					
At 1 January 2022	293,431	217,189	62,147	44,218	616,985
Additions – right-of-use assets	4,864	-	358	-	5,222
Additions – owned assets	1,475	6,153	2,349	892	10,869
Disposals	(11,014)	(3,995)	(3,052)	(1,156)	(19,217)
Exchange adjustments	(4,540)	(795)	(2,004)	(854)	(8,193)
At 31 December 2022	284,216	218,552	59,798	43,100	605,666
Depreciation					
At 1 January 2022	89,503	138,152	32,657	41,003	301,315
Charge for the year – owned assets	4,698	9,870	4,258	1,121	19,947
Charge for the year – right-of-use assets	3,312	163	294	-	3,769
Impairments	849	1,702	-	-	2,551
Reversal of impairments	-	-	(2,882)	(122)	(3,004)
Disposals	(5,403)	(2,556)	(2,245)	(832)	(11,036)
Exchange adjustment	(775)	(1,898)	(1,039)	(1,135)	(4,847)
At 31 December 2022	92,184	145,433	31,043	40,035	308,695
Net book amount					
At 31 December 2022	192,032	73,119	28,755	3,065	296,971
At 31 December 2021	203,928	79,037	29,490	3,215	315,670

Notes to the Accounts (continued)

Year ended 31 December 2023

12 PROPERTY, PLANT AND EQUIPMENT *(continued)*

COMPANY	Land & Buildings €'000	Plant & Machinery €'000	Vehicles €'000	Computers €'000	Total €'000
Cost					
At 1 January 2023	19,225	7,193	2,095	362	28,875
Additions	-	43	1,762	6	1,811
Disposals	-	(29)	(295)	-	(324)
Exchange adjustments	377	140	41	7	565
At 31 December 2023	19,602	7,347	3,603	375	30,927
Depreciation					
At 1 January 2023	6,113	5,110	1,809	342	13,374
Disposals	-	(29)	(288)	-	(317)
Charge for the year – owned assets	345	589	193	20	1,147
Exchange adjustments	121	102	36	6	265
At 31 December 2023	6,579	5,772	1,750	368	14,469
Net book amount					
At 31 December 2023	13,023	1,575	1,853	7	16,458
At 31 December 2022	13,112	2,083	286	20	15,501
Cost or valuation					
At 1 January 2022	20,256	7,729	2,211	387	30,583
Additions	-	249	149	9	407
Disposals	-	(392)	(152)	(14)	(558)
Exchange adjustments	(1,031)	(393)	(113)	(20)	(1,557)
At 31 December 2022	19,225	7,193	2,095	362	28,875

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

12 PROPERTY, PLANT AND EQUIPMENT *(continued)*

COMPANY	Land & Buildings **€'000**	Plant & Machinery **€'000**	Vehicles **€'000**	Computers **€'000**	Total **€'000**
Depreciation					
At 1 January 2022	5,773	5,138	1,870	337	13,118
Disposals	-	(385)	(152)	(13)	(550)
Charge for the year – owned assets	655	640	199	28	1,522
Exchange adjustments	(315)	(283)	(108)	(10)	(716)
At 31 December 2022	6,113	5,110	1,809	342	13,374
Net book amount					
At 31 December 2022	13,112	2,083	286	20	15,501
At 31 December 2021	14,483	2,591	341	50	17,465

Included within the Group plant and machinery are assets under construction totalling €3,023,000 (2022: €375,000) which have not been depreciated. Included within freehold land and buildings is land with a carrying value of €15,080,000 (2022: €15,108,000) which is not depreciated. The above table also includes the Right of Use assets detailed in note 37 on page 97 of the accounts.

At the reporting date the Group had capital commitments of €2,702,000 (2022: €2,252,000).

The Group undertakes an annual impairment assessment on its aircraft owing to the existence of impairment indicators. The valuation is assessed by third parties using parameters including aircraft type, age, and total flying time. In prior years, an impairment charge was subsequently recognised. In the prior year, the valuation determined that the market value of the aircraft had risen due to an increase in demand for private charter flights. The directors therefore partially reversed the impairment charge in 2022. No such impairment or reversal of impairment was recognised in 2023.

Notes to the Accounts (continued)

Year ended 31 December 2023

13 NON-CURRENT INVESTMENTS

	Group Shares in unlisted undertakings **€'000**	**Company** Shares in group undertakings **€'000**
COST		
At 1 January 2023	14	188,204
Capitalisation of loan balance	-	82,076
Exchange adjustment	-	3,689
At 31 December 2023	14	273,969
IMPAIRMENT		
At 1 January 2023	-	20,568
Charge for year	-	24,520
Exchange adjustment	-	418
At 31 December 2023	-	45,506
CARRYING AMOUNT		
At 31 December 2023	14	228,463
At 31 December 2022	14	167,636

	Group Shares in unlisted undertakings **€'000**	**Company** Shares in group undertakings **€'000**
COST		
At 1 January 2022	14	195,762
Capitalisation of loan balance	-	5,000
Working capital adjustment on previous acquisitions		(2,594)
Exchange adjustment	-	(9,964)
At 31 December 2022	14	188,204
IMPAIRMENT		
At 1 January 2022	-	21,670
Exchange adjustment	-	(1,102)
At 31 December 2022	-	20,568
CARRYING AMOUNT		
At 31 December 2022	14	167,636
At 31 December 2021	14	174,092

During the year the Company recognised a capital contribution of €61,676,000 in Marelli Motori SPA following the write off of the corresponding intercompany loan and a capitalisation of €20,000,000 of loan waiver in Sheetfed Holdings Limited which was subsequently impaired.

A list of unlisted subsidiary companies at 31 December 2023 is provided in note 38

14 INVESTMENT PROPERTIES

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

14 INVESTMENT PROPERTIES

Group

	2023 €'000	2022 €'000
Balance at the beginning of the year	62,576	64,626
Fair value gains / (losses)	266	(1,330)
Transfers to property, plant and equipment	(4,746)	-
Exchange adjustments	274	(720)
Balance at the end of the year	58,370	62,576

	Company	
	2023 €'000	2022 €'000
Balance at the beginning of the year	12,464	13,133
Fair value gains	3,036	-
Exchange adjustments	255	(669)
Balance at the end of the year	15,755	12,464

During the year, the Group received rental income from their investment properties totalling €5,060,000 (2022 – €5,149,000).

15 NON-CURRENT TRADE AND OTHER RECEIVABLES

	Group	
	2023 €'000	2022 €'000
Trade receivables	890	2,269
Other receivables	2,557	1,851
Pension scheme prepayment	805	804
	4,252	4,924

An analysis of provisions for bad and doubtful debts along with the ageing of trade receivables that were past due but not impaired is included within note 17.

Notes to the Accounts (continued)

Year ended 31 December 2023

16 INVENTORIES

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
Raw materials	169,882	164,649	-	-
Work in progress	120,543	142,444	-	-
Finished goods	159,495	127,906	22	28
	449,920	434,999	22	28

17 CURRENT TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
Trade receivables	173,698	173,130	305	271
Retentions	4,632	3,818	-	-
Contract assets (note 18)	34,773	26,876	-	-
Amounts owed by Group undertakings	-	-	237,222	312,153
Directors' current accounts	736	396	736	396
Other receivables	23,702	16,127	-	4
VAT recoverable	6,246	10,451	507	572
Prepayments	29,139	43,968	3,562	475
	272,926	274,766	242,332	313,871

For terms and conditions relating to related party receivables, refer to note 32.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

17 CURRENT TRADE AND OTHER RECEIVABLES *(continued)*

Trade and other receivables are disclosed net of provisions for bad and doubtful debts, an analysis of which is as follows:

	Group	
	2023	2022
	€'000	**€'000**
Balance at beginning of the year	14,053	15,651
Exchange differences	186	(33)
(Credit)/Charge for the year	(390)	887
Unused amounts reversed	(1,582)	(2,452)
Balance at end of the year	12,267	14,053

Trade receivables are non-interest bearing and are generally on 30–90 day terms.

No allowance for expected credit losses is recognised with the Company accounts. At 31 December, the analysis of trade receivables that were not impaired is as follows:

	<30 days or not yet due **€'000**	31-60 days **€'000**	61-90 days **€'000**	91-120 days **€'000**	>121 days and more **€'000**
Group					
2023	149,067	11,080	5,403	2,719	6,319
2022	149,616	9,486	4,186	2,987	9,127
Company					
2023	8	-	8	-	289
2022	-	5	18	-	248

The Group has adopted a simplified approach to provide for estimated credit losses (ECLs) measuring the expected lifetime loss allowance at a probability weighted amount using historic data on the collection of receivables.

A breakdown of ECLs are disclosed in the table below

Group	Current	1-30 days past due **€'000**	31-60 days past due **€'000**	61-90 days past due **€'000**	91-120 days past due **€'000**	>121 days past due **€'000**
Default rate	0.7%	0.7%	1.2%	1.4%	2.8%	38.9%
Gross carrying amount	100,762	50,276	11,324	5,539	2,876	28,301
Lifetime expected credit loss	(664)	(367)	(134)	(76)	(79)	(10,998)

Notes to the Accounts (continued)

Year ended 31 December 2023

18 CONTRACT ASSETS AND LIABILITIES

Group	Current	
	2023	2022
	€'000	€'000
Contract assets	34,773	26,876
Contract Liabilities	(41,955)	(785)
Total	(7,182)	26,091

During the year all of the opening contract liability was recognised as revenue. Net contract assets have decreased by €33,273,000.

At the year-end the directors believe that no allowance for expected credit losses against contract assets is required due to the credit worthiness of companies dealt with. All contract assets and liabilities are expected to be released within the next 12 months.

19 CURRENT INCOME TAX RECOVERABLE

	Group		Company	
	2023	2022	2023	2022
	€'000	€'000	€'000	€'000
Income tax	5,413	5,857	402	1,467

20 CASH AND CASH EQUIVALENTS

	Group		Company	
	2023	2022	2023	2022
	€'000	€'000	€'000	€'000
Cash in hand, at bank and short term deposits	290,329	240,901	52,021	39,276

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

21 CURRENT TRADE AND OTHER PAYABLES

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
Trade payables	76,453	102,617	735	453
Other payables	14,203	19,229	54	128
Other taxes and social security	9,612	9,709	76	70
Accruals and deferred income	102,558	112,380	305	283
VAT payable	7,697	6,696	-	-
Amounts owed to Group undertakings	-	-	14,839	12,502
Payments on account	104,952	141,866	-	-
Contract liabilities (note 18)	32,045	785	-	-
Directors' loan account	1,098	772	1,098	772
Lease liabilities	2,999	3,328	-	-
	351,617	397,382	17,107	14,208

Notes to the Accounts (continued)

Year ended 31 December 2023

22 PROVISIONS

GROUP	Warranty Provision €'000	Other Provision €'000	Total €'000
Balance at 1 January 2023	27,227	10,211	37,438
Additional provision recognised	14,563	2,428	16,991
Provision utilised during the year	(11,359)	(5,215)	(16,574)
Provision released during year	(5,126)	(565)	(5,691)
Foreign exchange difference	(900)	(40)	(940)
Balance at 31 December 2023	24,405	6,819	31,224
Current	19,692	5,159	24,851
Non-current	4,713	1,660	6,373
Balance at 1 January 2022	31,707	17,285	48,992
Additional provision recognised	13,226	8,683	21,909
Provision utilised during the year	(9,172)	(2,191)	(11,363)
Provision released during year	(7,831)	(13,506)	(21,337)
Foreign exchange difference	(703)	(60)	(763)
Balance at 31 December 2022	27,227	10,211	37,438
Current	18,378	8,409	26,787
Non-current	8,849	1,802	10,651

The warranty provision is arrived at using estimates from historical warranty data. The other provision includes specific claims and redundancy provisions. The provisions are expected to be utilised over the period 2024 to 2025.

There were no provisions in the Company.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

23 CURRENT INCOME TAX LIABILITIES

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
Income tax	10,614	8,490	-	-

24 BORROWINGS

	Group	
	2023	2022
	€'000	**€'000**
Loans – current	60	62
Loans – non-current	-	62
Total	60	124

25 NON-CURRENT TRADE AND OTHER PAYABLES

	Group	
	2023	2022
	€'000	**€'000**
Trade payable	318	433
Accruals and deferred income	15,139	15,746
Contract liabilities (Note 18)	9,910	-
Other	26	43
Lease liabilities	13,054	13,357
	38,447	29,579

Notes to the Accounts (continued)

Year ended 31 December 2023

26 RETIREMENT BENEFIT OBLIGATIONS

GROUP	2023 €'000	2022 €'000
At 1 January	12,288	13,489
Total expense recognised in the Consolidated Income Statement in the year	(518)	(103)
Actuarial gains/(losses) – financial assumptions	257	(6,720)
Actuarial losses – demographic assumptions	(207)	(107)
Actuarial losses/(gains) – experience	330	757
Return on assets	202	6,247
Interest expense	81	11
Changes in the effect of asset ceiling	(604)	(947)
Contributions paid	(69)	(67)
Payments from the plan	(481)	(346)
Exchange differences	(63)	74
At 31 December 2023	11,216	12,288
Overseas unfunded defined benefit pension obligations	9,300	10,264
Overseas unfunded medical benefits obligations	1,916	2,024
Retirement benefit obligation in the Consolidated Statement of financial position	11,216	12,288

27 NON-CURRENT TAX LIABILITIES

	Group		Company	
	2023 €'000	2022 €'000	2023 €'000	2022 €'000
Other corporation tax overseas	416	131	–	–
	416	131	–	–

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

28 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
Deferred tax assets	64,300	32,526	-	-
Deferred tax liabilities	(42,156)	(42,234)	(1,132)	(351)
	22,144	(9,708)	(1,132)	(351)

The net movement on the deferred income tax account is as follows:

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
At 1 January 2023	(9,708)	(7,619)	(351)	(360)
Income Statement expense	30,535	(1,666)	(772)	(9)
On acquisition	-	(564)	-	-
Release to equity on actuarial loss	(8)	(21)		-
Exchange differences	1,325	162	(9)	18
At 31 December 2023	22,144	(9,708)	(1,132)	(351)

Notes to the Accounts (continued)

Year ended 31 December 2023

28 DEFERRED INCOME TAX *(continued)*

GROUP

The movement in net deferred tax assets and liabilities during the year is as follows:

	Accelerated tax depreciation €'000	Tax losses €'000	Short-term temporary differences €'000	Retirement benefit obligations €'000	Fair value gains €'000	Total €'000
At 1 January 2022	3,549	(14,317)	(5,702)	(2,647)	26,736	7,619
Charge/(credit) to income statement	695	(1,606)	2,869	-	(292)	1,666
On acquisition	-	-	564	-	-	564
Recognised in equity regarding re-measurement of defined benefit scheme	-	-	-	21	-	21
Exchange differences	(62)	-	(15)	239	(324)	(162)
At 31 December 2022	4,182	(15,923)	(2,284)	(2,387)	26,120	9,708
Gross assets	(361)	(16,352)	(13,426)	(2,387)	-	(32,526)
Gross liabilities	4,543	429	11,142	-	26,120	42,234
(Credit)/charge to income statement	(2,778)	(26,910)	(1,617)	315	418	(30,572)
Recognised in equity regarding re-measurement of defined benefit scheme	-	-	-	8	-	8
Exchange differences	257	(1,127)	452	101	(971)	(1,288)
At 31 December 2023	1,661	(43,960)	(3,449)	(1,963)	25,567	(22,144)
Gross assets	(2,962)	(43,960)	(15,415)	(1,963)	-	(64,300)
Gross liabilities	4,623	-	11,966	-	25,567	42,156

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

28 DEFERRED INCOME TAX *(continued)*

COMPANY

	Accelerated capital allowances **€'000**
At 1 January 2022	360
Credit to income statement	9
Exchange differences	(18)
At 31 December 2022	351
Charge to income statement	772
Exchange differences	9
At 31 December 2023	1,132

Unprovided deferred taxation

	Group		**Company**	
	2023 **€'000**	2022 **€'000**	2023 **€'000**	2022 **€'000**
Other short term differences	306	16,889	–	–
Tax losses	45,594	99,775	–	–
Retirement benefit obligation	80	234	–	–
	45,980	116,898	–	–

Deferred tax has been calculated at the rate expected to apply at the time at which temporary differences are forecast to reverse, based on tax rates which have been substantively enacted at the reporting date.

No deferred tax asset has been recognised in respect of the above accelerated tax depreciation, other short term temporary differences, tax losses and retirement benefit obligations because there is uncertainty as to whether the Group will have sufficient relevant taxable profits to utilise these assets in the near future.

Notes to the Accounts (continued)

Year ended 31 December 2023

29 CONTINGENT LIABILITIES

The Company has guaranteed the bank facilities of UK subsidiaries and is party to a Group VAT registration.

In view of net cash position held with the same UK bank within the Group, the directors believe that the likelihood of the guarantees being invoked is remote, therefore no contingent liability has been disclosed in these accounts.

30 FINANCIAL INSTRUMENTS

The Group and parent Company's principal financial instruments that arise directly from their operations are detailed below:

	Group		Company	
	2023	2022	2023	2022
	€'000	**€'000**	**€'000**	**€'000**
Financial assets measured at amortised cost	240,988	224,467	238,263	317,822
Financial liabilities measured at amortised cost	(229,094)	(265,745)	(16,728)	(13,855)

The main purpose of these financial instruments is to fund the operations of the Group and the parent Company, as well as to manage their working capital, liquidity, and surplus funds.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and interest rate risk. Liquidity risk is not considered to be a main risk to the Group given the Group's cash and cash equivalents balances being considerably higher than any bank borrowings.

Foreign currency risk

The Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in a currency other than the functional currencies of individual Group entities (which are principally sterling, euro and US dollars).

The Group's presentational currency is euro and as a result, it is subject to foreign currency exchange translation risk in respect of the results and underlying net assets of its operations where the euro is not the functional currency of that operation.

Financial risk

The following table demonstrates the sensitivity to a reasonably possible change in the sterling to euro, US dollar to euro and other currencies to euro exchange rate, with all other variables held constant, of the Group's profit before tax due to changes in the fair value of monetary assets and liabilities.

Notes to the Accounts (continued)

Year ended 31 December 2023

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30 **FINANCIAL INSTRUMENTS *(continued)***

	Increase / decrease in sterling rate	Effect on profit before tax	Increase / decrease in US Dollar rate	Effect on profit before tax	Increase / decrease in other exchange rates	Effect on profit before tax
		€'000		**€'000**		**€'000**
2023	+20%	2,224	+20%	(3,396)	+20%	(4,671)
	-20%	(3,335)	-20%	5,094	-20%	7,007
2021	+20%	(3,611)	+20%	(3,650)	+20%	(15,296)
	-20%	5,278	-20%	4,503	-20%	(4,091)

Credit risk

The Group trades only with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debt is not significant.

With respect to credit risk arising from the other financial assets of the Group, comprising of cash and cash equivalents, the Group's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amounts of these instruments.

The amount that best represents the Group's maximum exposure to credit risk at the end of the reporting period without taking account of any collateral held or other credit enhancements is expected to be the total value of trade receivables and contract assets.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's money on deposit. Cash balances as at year end total €290,329,000 (2022 – €240,901,000) and interest earned on cash balances averaged 1.45% (2022 – 0.21%) during the year.

Capital risk management

The Group defines capital as being share capital plus reserves and manages capital to ensure adequate resources are retained for continued growth of the Group. Access to capital includes the retention of cash on deposit and availability of funding through agreed capital facilities. Long term deposits are used to obtain more favourable rates of return only when adequate cash resources are maintained on shorter term deposit for the Group's working capital requirements.

Notes to the Accounts (continued)

Year ended 31 December 2023

31 FAIR VALUE MEASUREMENTS

As at 31 December 2023 there were no significant differences between book values and fair values of financial assets and liabilities.

The following table categorises the Group's assets and liabilities held at fair value by the lowest level of the significant inputs used in determining their fair value:

i Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)

ii Inputs other than quoted prices included within level 1 that are observable either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)

iii Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement.

GROUP	Level 1	Level 2	Level 3	Total
	2023	2023	2023	2023
Recurring fair value measurements	**€'000**	**€'000**	**€'000**	**€'000**
Freehold property – Investment properties	-	58,370	-	58,370

COMPANY	Level 1	Level 2	Level 3	Total
	2023	2023	2023	2023
Recurring fair value measurements	**€'000**	**€'000**	**€'000**	**€'000**
Freehold property – Investment properties	-	15,755	-	15,755

GROUP	Level 1	Level 2	Level 3	Total
	2022	2022	2022	2022
Recurring fair value measurements	**€'000**	**€'000**	**€'000**	**€'000**
Freehold property – Investment properties	-	62,576	-	62,576

COMPANY	Level 1	Level 2	Level 3	Total
	2022	2022	2022	2022
Recurring fair value measurements	**€'000**	**€'000**	**€'000**	**€'000**
Freehold property – Investment properties	-	12,464	-	12,464

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

31 FAIR VALUE MEASUREMENTS (continued)

For valuations based on a valuation technique the following information is provided about the technique used and significant inputs:

GROUP	Fair value at 31 Dec 2023 **€'000**	Valuation technique	Significant input
Investment properties – Freehold property	58,370	Rental yields	Expected future rental income

COMPANY	Fair value at 31 Dec 2023 **€'000**	Valuation technique	Significant input
Investment properties – Freehold property	15,755	Rental yields	Expected future rental income

GROUP	Fair value at 31 Dec 2022 **€'000**	Valuation technique	Significant input
Investment properties – Freehold property	62,576	Rental yields	Expected future rental income

COMPANY	Fair value at 31 Dec 2022 **€'000**	Valuation technique	Significant input
Investment properties – Freehold property	12,464	Rental yields	Expected future rental income

Notes to the Accounts (continued)

Year ended 31 December 2023

32 RELATED PARTY TRANSACTIONS

At 31 December 2023, the directors of the Company and their close family were owed €363,000 by the Company (2022 – €376,000 owed by the Company). The maximum overdrawn balance during the year was €nil (2022 – €90,000).

During the year, the Company invoiced management charges of €7,301,000 (2022 – €7,464,000) and provided funding to Group companies with the following amounts due from / (due to) subsidiaries at the year end.

	Amount due from/(due to) at the year end	
	2023	2022
	€'000	**€'000**
COMPANY		
The ARO Group of companies	2,330	481
The Bradman Lake Group of companies	2,432	63
The Claudius Peters Group of companies	29,871	29,379
The Piller Group of companies	14	497
The Manroland Group of companies	106,639	106,769
CPVA GmbH	-	608
The Druck Chemie Group of companies	9,425	18,540
Retford Investments LLC	15,213	16,834
Langley Aviation Limited	19,144	24,756
The Marelli Group of companies	7,349	66,877
Bergen Engines Limited	35,922	41,202
Other Group companies	(5,955)	(6,354)
	222,384	299,652

During the year, Langley Aviation Limited invoiced the Company €1,497,218 (2022 – €1,776,000) in respect of the use of aircraft.

During the year, the Company received interest on loans to other Group companies of €8,845,000 (2022 – €8,463,000) and dividends from other Group companies of €13,915,000 (2022 – €25,799,000).

The Company has recorded a €9,605,000 impairment of receivables relating to amounts owed by subsidiary undertakings during the year (2022 – €nil) and reversed €nil (2022 – €nil) against previous impairments.

During the year the company recognised an impairment against investments in group companies of €24,520,000 (2022 – €nil).

The Company and Group are controlled by A J Langley, a Director of the Company.

Transactions between subsidiaries have been eliminated on consolidation and are disclosed in the individual Company accounts.

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

33 SHARE CAPITAL

	2023 €'000	2022 €'000
Authorised:		
60,100,010 ordinary shares of £1 each	71,227	71,227

Allotted, issued and fully paid:	2023 €'000	2022 €'000
60,100,010 ordinary shares of £1 each	71,227	71,227

All shares rank equally for voting, dividend and capital distribution rights.

34 MERGER RESERVE

The merger reserve arose during the year ended 31 December 2013 on the business combination with Sheetfed Holdings Limited. The transaction qualified for merger relief under section 612 of the Companies Act 2006.

35 TRANSLATION RESERVE

In the current period foreign currency translation deficits of €31,880,000 (2022 – €23,954,000) for the Group and €12,663,000 (2022 – €19,496,000) for the Company have been reclassified from within retained earnings to a separate translation reserve. The net currency exchange difference arising on retranslation in the year was a loss of €7,926,000 (2022 – a loss of €17,323,000) for the Group and a gain of €6,834,000 (2022 – a loss of €15,967,000) for the Company.

The foreign currency translation reserve contains the accumulated foreign currency translation differences arising when the accounts of the Company and Group operations are translated from their own functional currency to the euro, being the presentation currency for the Group accounts.

Notes to the Accounts (continued)

Year ended 31 December 2023

36 CASH GENERATED FROM OPERATIONS

GROUP	2023 €'000	2022 €'000
Profit before taxation	124,875	75,727
Depreciation	23,871	23,716
Loss on sale of property, plant, and equipment	(485)	765
Amortisation of intangibles	4,482	4,452
Interest income	(4,511)	(1,467)
Revaluation of investment properties	(266)	1,330
Impairment of fixed assets	645	(454)
Interest expense	451	735
Other gains	-	(2,594)
Increase in inventories	(14,921)	(109,233)
Increase in trade and other receivables	2,512	(16,572)
Decrease in trade and other payables	(42,480)	32,693
Movement in retirement benefit obligations	(1,079)	(938)
Foreign exchange translation adjustments	(3,948)	2,767
Cash generated from operations	89,146	10,927

COMPANY	2023 €'000	2022 €'000
(Loss) / Profit before taxation	(3,290)	38,708
Depreciation of property, plant, and equipment	1,142	1,522
Impairment of investments	24,520	-
Revaluation of investment property	(3,036)	-
Movement in loan provision	9,605	-
Profit on sale of property, plant, and equipment	(112)	(41)
Dividend income received	(13,915)	(25,799)
Interest income	(10,550)	(8,676)
Interest expense	-	31
Increase in inventories	6	(19)
Decrease in trade and other receivables	(6,124)	37
Increase / (decrease) in trade and other payables	1,402	10,601
Foreign exchange translation adjustments	(1,745)	3,202
Cash (used in)/generated by operation	(2,097)	19,566

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

37 LEASES

Leases as a lessee

The group holds various leases primarily in relation to building for use in the trade. Depreciation charged on right-of-use assets is disclosed in note 12. Interest charges relating to lease liabilities are disclosed in note 6.

	2023 €'000	2022 €'000
Interest expense (included in finance cost)	193	244
Expenses relating to short term leases	438	577
Expenses relating to low value assets	641	529
Cash outflow for leases	3,318	3,597

The weighted average incremental borrowing rate applied to lease liabilities recognised in the consolidated statement of financial position at the date of initial application was 1%.

The carrying value of right-of-use assets at 31 December 2023 is broken down as follows:

GROUP	Freehold Land & Buildings	Plant & Machinery	Vehicles	Computers	Total
Cost	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
At 1 January 2023	25,898	460	1,384	-	27,742
Additions	2,533	-	4	-	2,537
Disposals	(1,424)	(96)	(317)	-	(1,837)
Exchange differences	(200)	61	(9)	-	(148)
At 31 December 2023	26,807	425	1,062	-	28,294
Depreciation					
At 1 January 2023	7,992	203	706	-	8,901
Charge for the year	2,892	57	164	-	3,113
Disposals	(1,419)	(50)	(301)	-	(1,770)
Exchange differences	(224)	6	(6)	-	(224)
At 31 December 2023	9,241	216	563	–	10,020
Carrying value					
At 31 December 2023	17,566	209	499	-	18,274
At 31 December 2022	17,906	257	678	-	18,841

Lease liabilities in relation to right-of-use assets fall due as follows:	2023 €'000	2022 €'000
Due within 1 year	2,999	3,328
Due within 2-5 years	6,064	6,336
Due after more than 5 years	6,990	7,011
	16,053	16,675

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS

A list of wholly owned unlisted subsidiary companies at 31 December 2023 is provided below. The registered office of each subsidiary is detailed in italics.

Company	Country of Registration	Principal Activity
Retford Investments LLC *3050 Southcross Blvd Rock Hill, SC 29730*	United States of America	Holder of real estate for other group companies
Marelli Motori S.r.l. *Via Sabbionara 1 36071 Arzignano (VI)*	Italy	Design and manufacture of generators and electronic motors
CPVA GmbH *Muehlheimer Strase 341, 63075 Offenbach am Main*	Germany	Property rental
Sheetfed Holdings Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Parent company (see below)
Mikenboard Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant Subsidiary
H Q Engineers Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant Subsidiary
JND Wefco Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant Subsidiary
Sail Cruising Limited *13 Church Street, St Johns, Antigua*	Antigua	Dormant Subsidiary
The Clarke Chapman Group Limited *PO Box 9, Saltmeadows Road, Gateshead, Tyne & Wear, NE8 1SW*	England	Design, manufacture, maintenance, refurbishment and repair of cranes and other mechanical handling equipment
JND Technologies Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Design, manufacture and refurbishment of process plant, road tankers and cementitious grouts
Reader Cement Products Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Processing of cementitious grouts

Notes to the Accounts (continued)

Year ended 31 December 2023

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38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Principal Activity
Oakdale Homes Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	House builders
Oakdale Properties Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Residential property
Claudius Peters Group GmbH *Schanzenstraße 40, DE-21614, Buxtehude*	Germany	Parent company (see below)
Piller Holding GmbH *Abgunst 24, 37520 Osterode*	Germany	Parent company (see below)
Piller Management GmbH *Abgunst 24, 37520 Osterode*	Germany	The sale and service of products for power supply.
Pressure Engineering International Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant Subsidiary
Langley Aviation Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Aircraft Transport
ARO Welding Technologies SAS *1, Avenue de Tours, BP 40161, Château du Loir, 72500 Montval-sur-Loir*	France	All of the companies are involved in the design, manufacture, maintenance, repair and/or distribution of resistance welding equipment and control systems.
ARO Welding Technologies Inc *48500 Structural Drive, Chesterfield Township, MI 4805*	USA	
Bradman Lake Group Limited *Common Lane North, Beccles, Suffolk, NR34 9BP*	England	Parent company (see below)
Bergen Engines AS *Hordvikneset 125, Hordvik, Norway*	Norway	Parent company (see below)

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS *(continued)*

The following companies are wholly owned unlisted subsidiaries of ARO Welding Technologies SAS, at 31 December 2023:

Company	Country of Registration	Principal Activity
ARO Welding Technologies AB *AB Timotejvägen, 7 439 71, Fjärås*	Sweden	All of the companies are involved in the design, manufacture, maintenance, repair and/or distribution of resistance welding equipment and control systems.
ARO Welding Technologies SA de CV *43B Sur 4720 Estrella del Sur C.P. 72190 Puebla, Pue*	Mexico	
ARO Welding Technologies SAU *C/ Cuzco, 26-28, nave 2 08030 Barcelona*	Spain	
ARO Welding Technologies Limited *Unit 3, Brookside Business Park, Cold Meece, Stone, Staffordshire, ST15 0RZ*	England	
ARO Welding Technologies SA-NV *Koningin Astridlaan 61, 1780 Wemmel*	Belgium	
ARO Welding Technologies s.r.o *Karloveská 63 84104 Bratislava*	Slovakia	
ARO Welding Technologies GmbH *Senefelderstraße 4 86368 Gersthofen*	Germany	
ARO Welding Technologies (Wuhan) Co. Ltd *M Building - West District, MinYing Industry Park, 81 CheChengNan Road, Economic & Technology Developing Zone 430056 Wuhan*	China	
ARO Welding Technologias Ltda *Rua das Figueiras 474 – 3° andar Bairro Jardim, 09080-300 – Santo André SP São Paulo*	Brazil	

Notes to the Accounts (continued)

Year ended 31 December 2023

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38 SUBSIDIARY UNDERTAKINGS *(continued)*

The following companies are wholly owned unlisted subsidiaries of The Clarke Chapman Group Limited, at 31 December 2023:

Company	Country of Registration	Principal Activity
Clarke Chapman Facilities Management Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Provision of facilities management services
Clarke Chapman Aftermarket Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Clarke Chapman Machining Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Clarke Chapman Manufacturing Ltd *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Mackley Pumps Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Cowans Sheldon Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Wellman Booth Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Stothert and Pitt Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary
Butterley Limited *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	Dormant subsidiary

The following companies are wholly owned unlisted subsidiaries of Bradman Lake Group Limited, at 31 December 2023:

Company	Country of Registration	Principal Activity
Bradman-Lake Limited *Common Lane North, Beccles, Suffolk NR34 9BP*	England	Both of the companies are involved in the design and manufacture of packaging equipment.
Bradman-Lake Inc *3050 Southcross Boulevard, Rock Hill, SC 29730*	USA	

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS *(continued)*

The following companies are wholly owned unlisted subsidiaries of Claudius Peters Group GmbH, at 31 December 2023.

Company	Country of Registration	Principal Activity
Claudius Peters Projects GmbH *Claudius Peters Projects GmbH, Schanzenstraße 40, DE-21614 Buxtehude*	Germany	All of the companies are involved in the design, manufacture, maintenance, refurbishment and repair of materials processing and handling equipment.
Claudius Peters Technologies SAS *Claudius Peters Technologies SAS 34, Avenue de Suisse, F-68316 Illzach*	France	
Claudius Peters (Italiana) S.r.l. *Via Verdi 2 1-24121 Bergamo*	Italy	
Claudius Peters (Iberica) SA *Paseo de la Habana 202 bis, 28036 Madrid*	Spain	
Claudius Peters (China) Limited *Unit 1705-1706, 17/F Laws Commercial Plaza, 788 Cheung Sha Wan Road, Lai Chi Kok, Kowloon*	Hong Kong	
Claudius Peters (UK) Limited *Unit 10, Thatcham Business Village, Colthrop Way, Thatcham, Berkshire, RG19 4LW*	England	
Claudius Peters (Americas) Inc *445 W. President George Bush Hwy Richardson, TX 75080*	USA	
Claudius Peters do Brasil Ltda *Rua das Figueiras, 474 - 3 º andar - Bairro Jardim 09080-300 - Santo André / SP*	Brazil	
Claudius Peters Romania srl *Str. Oituz Nr. 25C, et 2 550337 Sibiu*	Romania	
Claudius Peters (Beijing) Machinery Services Limited *7/G Hong Kong Macau Centre No 2 Chaoyangmen Bei Da Jie, Beijing 100027*	China	
Claudius Peters India Pvt. Limited *Unit 408, 4th. Floor, Peninsula Plaza A/16 Fun Republic Lane Off Link Road, Andheri West Mumbai 400 053*	India	

Notes to the Accounts (continued)

Year ended 31 December 2023

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38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Principal Activity
Claudius Peters Automation *Str. Oituz Nr. 25C, et 2 550337 Sibiu*	Romania	
Claudius Peters Romania srl *Str. Oituz Nr. 25C, et 2 550337 Sibiu*	Romania	
Plant and Machinery Technical Germany Services GmbH *Schanzenstraße 40 DE-21614 Buxtehude*	Germany	

The following company is a wholly owned unlisted subsidiary of Piller Holding GmbH, at 31 December 2023:

Company	Country of Registration	Principal Activity
Piller Group GmbH *Abgunst 24, 37520 Osterode*	Germany	Holding Company

The following companies are wholly owned unlisted subsidiaries of Piller Group GmbH and its subsidiaries at 31 December 2023:

Company	Country of Registration	Principal Activity
Piller Australia Pty Limited *2/3 Salisbury Road, Castle Hill, NSW 2154 Sydney*	Australia	All of the companies are involved in producing electrical machinery, specialising in high capacity uninterruptible power supply (UPS) systems. The Group is also involved in the production of converters for aircraft ground power and naval military applications.
Piller France SAS *1 Avenue du Président Pompidou CS 70073 – BAT A F-92508 Rueil-Malmaison Cedex*	France	
Piller Power Systems Inc *45 Wes Warren Drive, Middletown, New York 10941-2047*	USA	
Piller UK Limited *Westgate, Phoenix Way, Cirencester, Gloucestershire, GL7 1RY*	England	

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Principal Activity
Piller Italia S.r.l. *Centro Direzionale Colleoni Palazzo Pegaso 3 Viale Colleoni 25 20864 Agrate Brianza (MB)*	Italy	
Piller Iberica SL *U, Paseo de la Habana, 202 Bis Bj E-28036 Madrid*	Spain	
Piller Power Singapore Pte. Limited *25 International Business Park, 04-27/29 German Centre, Singapore 609916*	Singapore	
Piller Germany GmbH & Co KG *Abgunst 24, 37520 Osterode*	Germany	
Piller Power India Pvt Ltd *Unit no 207, 02nd Floor, ABW Tower, MG Road, Gurugram, Haryana-122001, India*	India	
Piller Power Beijing Co. Ltd. *Rm 803-2, Chaoyangmen SOHO No. 1 Nan Zhu Gan Hutong, Dongcheng District Beijing, China 100010*	China	
Active Power UK Ltd. *Unit 1.2, Lauriston Business Park, Pitchill, Evesham, Worcestershire WR11 8SN*	England	Dormant Subsidiary
Active Power UK Inc. *2128 West Braker Lane, Austin, TX, USA*	USA	

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

38 SUBSIDIARY UNDERTAKINGS *(continued)*

The following companies are investments held by Sheetfed Holdings Limited and its subsidiaries, at 31 December 2023:

Company	Country of Registration	Percentage Ownership	Principal Activity
Manroland Sheetfed GmbH *Muehlheimer Strasse 341, 63075 Offenbach am Main*	Germany	100%	Note 1
Manroland Deutschland GmbH *Muehlheimer Strasse 341, 63075 Offenbach am Main*	Germany	100%	Note 2
Manroland Used Equipment GmbH *Muehlheimer Strasse 341, 63075 Offenbach am Main*	Germany	100%	Note 2
Manroland Sheetfed (UK) Limited *1st Floor, Southerton House, Boundary Business Court, 92-94 Church Road, Mitcham, Surrey, CR4 3TD*	England	100%	Note 2
Manroland Latina S.A. *Mariano Sanchez, Fontecilla No.374, Las Condes, Santiago de Chile, 7550296*	Chile	100%	Note 2
Manroland Latina S.A. de C.V *Av. Rio San Joaquin, No. 6107, Col. Popo, Del. Miguel Hidalgo, C.P.11480, Mexico City*	Mexico	99.9%	Note 2
Manroland do Brasil Serviços Ltda *Rua das Figueiras, 474 – 3 andar Edificio Eiffel Bairro Jardim, 09080-300, Santo Andre, SP*	Brazil	99.9%	Note 2
Manroland Latina S.A. *Av. Regimiento de Patricios 1054 C1265AEQ CABA, Buenos Aires*	Argentina	100%	Note 2
Manroland Latina S.A.C *Los Geranios No.328 Lince, Lima*	Peru	100%	Note 2
PT Manroland Indonesia *Management Building 2nd Floor, Jl Buncit Raya Kav.100, Jakarta*	Indonesia	100%	Note 2
Manroland Thailand Ltd *22/6 Ladprao Soi 21 Jomphol, Jatujak Bangkok 10900*	Thailand	100%	Note 2
Manroland Nordic Finland Oy *Valimotie 22, 01510 Vantaa*	Finland	100%	Note 2
Manroland Nordic Sverige AB *Nohabgatan 12H, Byggnad 33, SE-461*	Sweden	100%	Note 2

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Percentage Ownership	Principal Activity
Manroland Inc *800 East Oak Hill Drive, Westmont, Illinois, 60559*	USA	100%	Note 2
Manroland Sheetfed Pvt Ltd *A-15, Phase – II, Naraina Industrial Area, New Delhi - 110028*	India	100%	Note 2
Manroland Canada Inc *120 Jevlan Dr., Unit #3 Vaughan, ON L4L 8G3*	Canada	100%	Note 2
Manroland Malaysia Sdn. Bhd *Unit 315, Laman Seri Industrial Park, Persiaran Sukan, Seksyen 13, 40000 Shah Alam, Selangor Darul Ehsan*	Malaysia	100%	Note 2
Manroland Japan Co. Ltd *2-3-4, Niizo-Minami, Toda-shi, Saitama 335-0026*	Japan	100%	Note 2
Manroland (Korea) Ltd *2F, Gaya Building,570-1 Yeonnam-dong Mapo-Gu,Seoul 121-869*	Korea	100%	Note 2
Manroland (Taiwan) Ltd *17F-9, No. 738, Chung Cheng Road Chung-Ho District, New Taipei City 23511*	Taiwan	100%	Note 2
Manroland (China) Limited *7/F, Capella HTR, Kwun Tong, Kowloon, Hong Kong*	China	100%	Note 2
Guangzhou Printcom Printing Supplies Co. Ltd *1/F, 11# Building, Standard Industrial Garden, Taishi Industrial Park, Dongchung Town, Panyu District, 511475, Guangzhou*	China	100%	Note 2
Manroland Printing Equipment (Shanghai) Co. Ltd *Room 901, Bld A, HongKou Plaza, No. 388, West Jiang Wan Rd, Hong Kou District, Shanghai*	China	100%	Note 2

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Percentage Ownership	Principal Activity
Manroland Printing Equipment (Shenzhen) Ltd *Room 101-106, Block C, Huahan Chuangxin Park, LangShan Road, Nanshan District, Shenzhen*	China	100%	Note 2
Manroland Bulgaria EOOD *Business Park Sofia 1 Mladost 4, Blok 14. Sofia 1715.*	Bulgaria	100%	Note 2
Manroland Adriatic d.o.o. *Kovinska 4A, 10000 Zagreb*	Croatia	100%	Note 2
Manroland ROMANIA S.R.L *Str. Ziduri Intre Vii 19, Corp C, Parter, Spatiu C-5, Sector 2, Bucuresti, 023321*	Romania	100%	Note 2
Manroland Magyarorzag Kft. *Táblás u. 36-38 1097 Budapest*	Hungary	100%	Note 2
Manroland Polska Sp. z.o.o *Wolica Aleja Katowicka 11 PL-05 830 Nadarzyn*	Poland	100%	Note 2
Manroland Czech s.r.o *Prumyslova 10/1428, Praha 10, 102 00*	Czech Republic	100%	Note 2
Manroland France S.A.S *Bat. M1 Les Aralias Paris Nord II 66 rue des Vanesses CS 53290 Villepinte 95958 Roissy CDG Cedex*	France	100%	Note 2
Manroland Ireland Ltd *Unit N2, North Ring Business Park, Santry, Dublin 9*	Ireland	100%	Note 2
Manroland Iberica Sistemas S.L *Centro de Negocios Eisenhower Avda. Sur Aeropuerto de Barajas, 24 – Edif. 5 – 5º C 28042 Madrid*	Spain	100%	Note 2
Manroland Iberica Sistemas LDA *Rua de Pé de Mouro Polígono Empresarial Pé de Mouro, 19 2710-335 Sintra*	Portugal	100%	Note 2
Manroland Italia S.r.l. *Via Lambretta 2 20090 Segrate (MI)*	Italy	100%	Note 2

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Percentage Ownership	Principal Activity
Manroland Benelux N.V. *Koningin Astridlaan, 61 1780 Wemmel*	Belgium	100%	Note 2
Manroland Nordic Norge A/S *Postboks 473 N-1473 Lørenskog*	Norway	100%	Note 2
Manroland Southern Africa (PTY) Ltd *15 Manhattan Street, Airport Industria, Cape Town 7490*	South Africa	100%	Note 2
Manroland IP GmbH *Muehlheimer Strasse 341, 63075 Offenbach am Main*	Germany	50%	Note 4
Manroland Sheetfed (Thailand) Co. Ltd *22/6 Ladprao Soi 21, Jomphol, Jatujak Bangkok 10900*	Thailand	100%	Note 2
Manroland Nordic Danmark ApS *Lautruphøj 1-3 2750, Ballerup, Hovedstaden*	Denmark	100%	Note 2
Manroland Sheetfed Sales & Service GmbH *Muelheimer Strasse 341, 63075 Offenbach am Main*	Germany	100%	Note 2
Manroland Uruguay S.A *Rincon 602. Office 601., 1100 Montevideo*	Uruguay	100%	Note 2
DC Druck Chemie GmbH *Wiesenstraße 10 D-72119 Ammerbuch-Altingen*	Germany	100%	Note 5
DC Green France SAS *(Ouest) Route du Prouau F-44980 Ste Luce Sur Loire*	France	100%	Note 5
DC Iberica SL Spain *C/ Tresols 11 bajos Apartdo de correos 109 E-08850 Gava (Barcelona)*	Spain	100%	Note 5
DC Druck Chemie Polska Sp.z.o.o. *Spichrzowa 16 62-200 Gniezno*	Poland	100%	Note 5
DC Druck Chemie s.r.o *K AMP 1294 664 34 Kuřim*	Czech Republic	100%	Note 5
DC Druck Chemie SAS *(Est) Route de Bretten F-68780 Soppe le Bas*	France	100%	Note 5
DC Druck Chemie UK Limited *10th Floor, 133 Finnieston Street, Glasgow, G3 8HB*	Scotland	100%	Dormant
DC Druck Chemie Italia S.r.l. *Via Tirso, 12 20098 San Giuliano Milanese (MI)*	Italy	100%	Note 5

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

38 SUBSIDIARY UNDERTAKINGS *(continued)*

Company	Country of Registration	Percentage Ownership	Principal Activity
DC Druck Chemie Benelux BV *Gerstdijk 7 NL-5704 RG Helmond*	Belgium	100%	Note 5
DC Druck Chemie Brazil LTDA *Rua Rosa Belmir Ramos 151 13.275-400 Valinhos / Sao Paulo*	Brazil	100%	Note 5
DC Druck Chemie AG *Schöneich CH-6265 Roggliswil*	Switzerland	100%	Note 5
BluePrint Products NV *Zwaluwbeekstraat 14, 9150 Kruibeke*	Belgium	100%	Note 5
Press Chem UK Limited *Unit 14b, Shuttleworth Mead Business Park, Mead Way, Padiham, Burnley, Lancashire, BB12 7NG*	England	100%	Dormant

Note 1: The design, manufacture and sale of sheetfed offset litho printing presses and aftermarket services

Note 2: The sale of sheetfed offset litho printing presses and aftermarket services

Note 3: Property rental

Note 4: Intellectual Property

Note 5: The development, manufacture and supply of chemical and technical products and accessories for the printing industry, as well as providing waste processing and recycling services

Notes to the Accounts (continued)

Year ended 31 December 2023

38 SUBSIDIARY UNDERTAKINGS *(continued)*

The following companies are wholly owned unlisted subsidiaries of Marelli Motori SPA at 31 December 2023:

Company	Country of Registration	Percentage Ownership	Principal Activity
Marelli USA Inc *220 Norcross Parkway, Suite 290 Norcross GA 30071*	USA	100%	All of the companies are involved in the design, and manufacture of generators and electric motors.
Marelli Motori Asia Sdn Bhd *No. 7, Jalan Tajuh Satu 27/29A, Section 27, 40400 Shah Alam, Selangor Darul Ehsan.*	Malaysia	100%	
Marelli Asia Pacific Sdn Bhd *No. 7, Jalan Tajuh Satu 27/29A, Section 27, 40400 Shah*	Malaysia	100%	
Marelli Motori South Africa Ltd (Pty) *Unit 2, Corner Director & Megawatt Road, Spartan Ext 23, Kempton Park 1619 Gauteng*	South Africa	100%	
Marelli Motori Central Europe GmbH *Heilswannenweg 50, 31008 Elze*	Germany	100%	
Marelli UK Ltd *Enterprise Way, Retford, Nottinghamshire, DN22 7HH*	England	100%	Dormant

Notes to the Accounts (continued)

Year ended 31 December 2023

LANGLEY

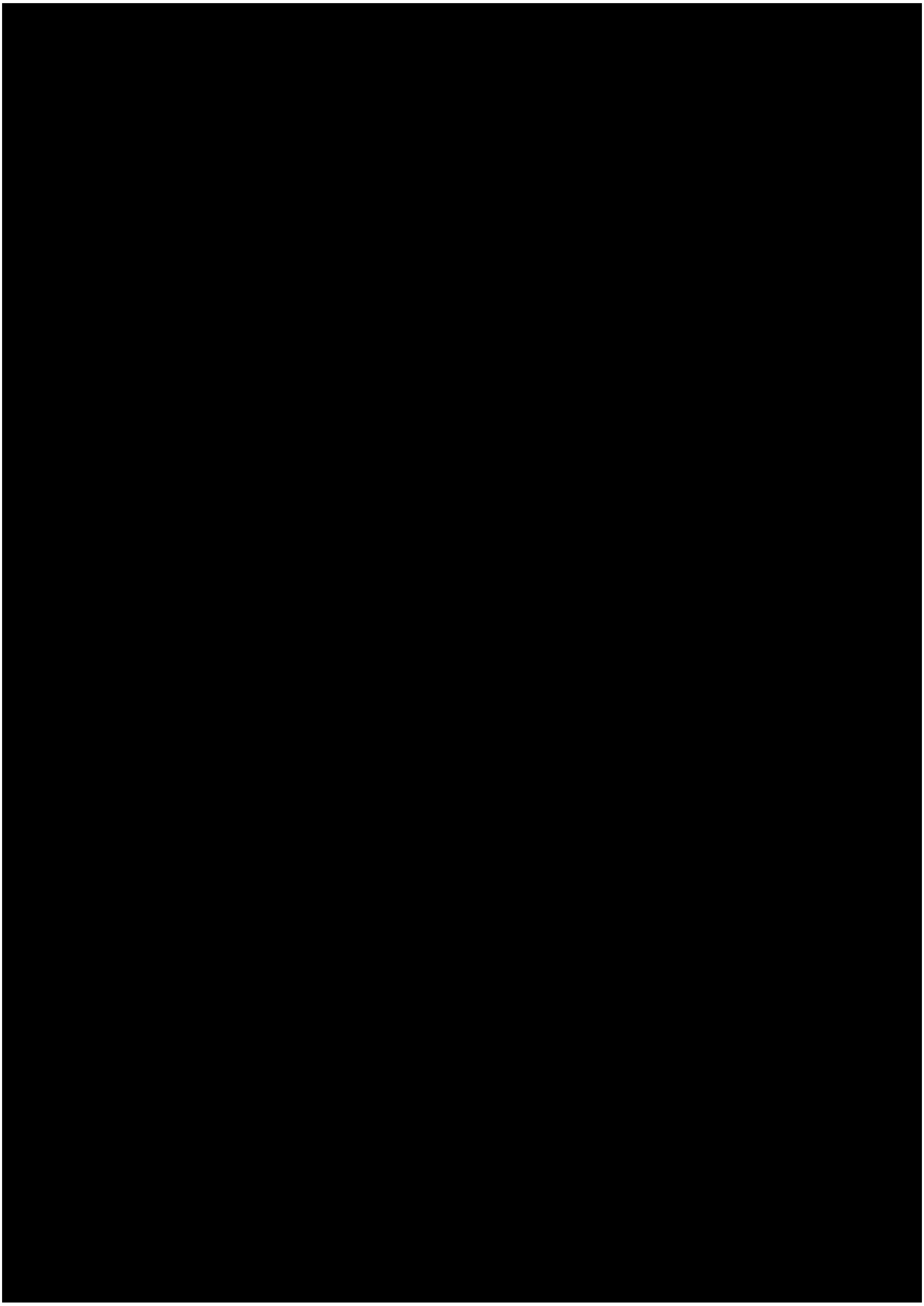
38 SUBSIDIARY UNDERTAKINGS *(continued)*

The following companies are wholly owned unlisted subsidiaries of Bergen Engines AS at 31 December 2023:

Company	Country of Registration	Percentage Ownership	Principal Activity
Bergen Engines B.V. *Molenvliet 19, 3335 LH Zwijndrecht, Netherlands*	Netherlands	100%	All of the companies are involved in the design, manufacture and sale of reciprocating gas and diesel engines.
Bergen Engines Denmark AS. *Nørresundby, Amalienborgvej 39, Denmark*	Denmark	100%	
Bergen Engines India Private Limited *52-b (2nd Floor), Okhla Industrial Estate, Phase III, New Delhi 110020, India*	India	100%	
Bergen Engines Bangladesh Private Limited *Green Granduer, 6th Floor, Plot n.58 E, Kamal Ataturk Avenue Banani, C/A Dhaka, 1213, Bangladesh*	Bangladesh	100%	
Bergen Engines Limited *Moor Lane, Derby, Derbyshire, DE24 8BJ*	England	100%	
Bergen Engines SRL *13 Via Castel Morrone, 16161, Genoa Italy*	Italy	100%	
Bergen Engines S.L. *Calle Dinamarca s/n (esquina Calle Alemania), Poligono Industrial de Constanti, 43120 Constanti, Tarragona, Spain*	Spain	100%	
Bergen Engines Mexico *Avenida Industria Automotriz No.8, Huimilpan Queretaro, Qro, 76974, Mexico*	Mexico	100%	
Bergen Engines Mexico Administration *Avenida Industria Automotriz No.8, Huimilpan Queretaro, Qro, 76974, Mexico*	Mexico	100%	
Bergen Engines Inc *2128 West Braker Lane, Austin, TX, USA*	United States	100%	

The following subsidiaries have taken exemption from audit under s479a of Companies Act 2006:

Reader Cement Products Limited	(03025049)
Oakdale Homes Limited	(02922110)
Oakdale Properties Limited	(07525468)
Marelli UK Limited	(01787809)
The Clarke Chapman Group Limited	(04120617)
Clarke Chapman Facilities Management Limited	(04120701)
ARO Welding Technologies Limited	(02184159
Claudius Peters (UK) Limited	(01148578)
Druck Chemie UK Limited	(SC131877)



Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
26.07.2022		Kjetil Solbø Zahl
800 80 000 Skatteetaten.no	Din/Deres referanse	Telefon
Org.nr 974761076	Vår referanse 2022/5639523	Postadresse Postboks 9200 Grønland 0134 OSLO

U.off. offl. § 13, sktfvl. § 3-1, sktbl. § 3-2

BERGEN ENGINES AS
Postboks 3, Hylkje
5877 BERGEN

Fritak for konsernregnskapsplikt for Bergen Engines AS, org.nr. 997 016 238

Vi viser til deres brev av 12. juli 2022 hvor dere søker om fritak fra plikten til å utarbeide konsernregnskap for Bergen Engines AS.

Bergen Engines AS er morselskap i et underkonsern hvor Langley Holdings Plc er det ultimate morselskapet og er hjemmehørende i UK. Konsernregnskap utarbeides av Langley Holdings Plc på engelsk språk etter IFRS, hvor Bergen Engines AS med datterselskaper er omfattet.

Skattekontoret finner med hjemmel i regnskapsloven av 17. juni 1998 nr. 56 § 3-7 fjerde ledd å kunne gi tillatelse til at det gjøres unntak for konsernregnskapsplikten for Bergen Engines AS. Det forutsettes at Langley Holdings Plc utarbeider konsernregnskap som omfatter den regnskapspliktige og dennes datterselskaper. Det legges til grunn at dette konsernregnskapet er utarbeidet i samsvar med IFRS og at kravene i regnskapsloven § 3-7 med forskrifter for øvrig følges. Bestemmelsene i regnskapsloven kapittel 8 gjelder tilsvarende for dette konsernregnskapet.

Når det gjelder hvilket språk morselskapet skal utarbeide konsernregnskapet på, vises det til forskrift av 7. september 2006 nr. 1062 til utfylling og gjennomføring mv. av regnskapsloven. Det følger av § 3-7-1 at konsernregnskapet foruten norsk, kan være på svensk, dansk eller engelsk.

Kopi av dette brev må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet mv. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Side 1 / 2

Kit M. Midttun
Underdirektør
Innsats, storbedrift
Skatteetaten

Kjetil Solbø Zahl

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.