

00250915

**TENNANTS CONSOLIDATED LIMITED**

**Report and Financial Statements**

**31st December 2024**

## TENANTS CONSOLIDATED LIMITED

**Directors** William Paul Alexander (*Chairman*)  
Paul Colin Hancock  
Duncan James Alexander  
Michael Gary Hughes  
Timothy Griffiths  
Sean William Sloan  
Jane Bronwen Moriarty  
Timothy Sydney William Glenn  
Paul Lawrence Osborne

**Bank** Bank of Scotland plc  
300 Lawnmarket,  
Royal Mile,  
Edinburgh EH1 2PH

**Auditors** Grant Thornton UK LLP  
30 Finsbury Square,  
London EC2A 1AG

**Secretary** Hannah Clare Gibson

**Registered Office** 35 Queen Anne Street,  
London W1G 9HZ

**Registered Number** 00250915

# TENANTS CONSOLIDATED LIMITED

## Strategic Report

### **Principal activities and operations**

The group manufactures, distributes and sells chemicals and chemical products globally.

### **Review of the group's business**

The Directors are pleased with the overall result for 2024, in view of the continued global economic uncertainty. The group is focused on growing its business by expanding its core activities and by strategic acquisitions.

The group's key results are:

	2024 £'000	2023 £'000
Operating profit	32,520	43,646
Group profit before taxation	42,961	46,182
Net profit attributable to shareholders	32,347	31,557
Adjusted net profit attributable to shareholders*	30,839	32,229

\* Excludes one-off gain on sale of land, net of tax (2024); impairment (2024); loss on disposal of a business (2023); and profits, fair value adjustments and the associated tax movements arising from investments held.

### **Analysis of the performance during the year**

Turnover in 2024 decreased by £43m (7%) to £575m due to falls in pricing over the first half of the year as inflationary pressures continued to subside. Operating profits decreased by £11m (26%) to £33m as markets became more competitive and margins normalised. Net profit attributable to shareholders of £32m is broadly consistent with 2023, as 2024 benefits from a one-off gain of £6m on the sale of land and a £4m lower taxation charge. The taxation charge in the year reduced as a percentage of profits as 2023 was impacted by the reversal of advance tax relief on pension contributions. This is also reflected in the decrease of £2m in adjusted net profit attributable to shareholders.

### **Principal risks and uncertainties facing the group**

#### **Primary market risk**

Approximately 51% (2023: 50%) of group sales are made in the UK, therefore the uncertainty arising from the UK economy is considered a principal risk. This market risk is mitigated due to the long-term relationships the group maintains with its suppliers and customers.

#### **Global disruption risk**

The Directors have assessed the risks arising from global disruption, including the ongoing conflict in Russia/Ukraine, supply chain disruption caused by geopolitical tensions, and market volatility in response to US trade tariffs. The Directors consider the immediate impact on the group to be limited. Although the longer-term impact is harder to evaluate, after modelling a number of possible scenarios, the Directors are confident that the group remains sufficiently strong to withstand such potential adverse effects on the group's business activities as can practically be foreseen at the date of this report.

#### **Climate-related risks**

Following detailed scenario analysis undertaken by the group's subsidiaries in the year under review, the Board consider the group's principal climate-related actual and physical risks in a 1.5°C warming scenario to be infrastructure damage from extreme weather e.g. to plant, machinery & equipment, flash flooding & floods on site and increased likelihood of extreme temperature leading to an ignition on site. In addition, under a 4°C warming scenario, raw materials and supply chain disruption due to extreme weather events. Please refer to the Non-Financial Information Statement for further information.

## TENNANTS CONSOLIDATED LIMITED

### Strategic Report (*continued*)

#### **Legal & regulatory risk**

There remains some uncertainty following the UK's withdrawal from the European Union (EU). This includes implementation of customs arrangements and European legislation (e.g. REACH). This risk differs across individual group companies.

Changes to legislation, in particular where these relate to the chemical industry, continue to impact some group companies. The Directors are committed to meeting these requirements.

Group systems are designed so that companies comply with legal and regulatory requirements, including environmental, sustainability and health & safety regulations. Certain group companies are active members of Responsible Care schemes.

#### **Pension risk**

The group's defined benefit scheme obligations are subject to medium and long-term interest rate volatility, changes to member longevity and inflation uncertainty. The management of these risks are a significant matter and they are frequently reviewed by the Board, and the pension fund's trustee. The closure of the scheme to future accrual significantly reduced the group's risk. During the year, the Trustee entered into a buy-in transaction with The Royal London Mutual Insurance Society Limited, in respect of all Fund members who weren't previously insured.

#### **Financial instruments**

The main risks arising from the group's financial instruments are:

##### ***Investment risk***

The group has exposure to investment risk on the value of its investment portfolios. The risk is managed by maintaining a broad portfolio of investments and taking a long-term approach to investment decisions.

##### ***Foreign currency risk***

The group has exposure to foreign currencies due to both selling and purchasing in currencies other than sterling. The risk is managed by the use of forward currency contracts and matching foreign cash holdings against future expenditure.

##### ***Credit and cash flow risk***

The group's credit risk is primarily from its trade debtors. This risk is reduced by the number of long established customers and an emphasis on good credit management which includes the targeted use of credit insurance cover.

##### ***Liquidity risk***

The Directors are pleased with the group's high liquidity ratio which reflects the financial health of the group. The group maintains its high liquidity by effective management of its current assets and liabilities.

The group banks in many countries, including Ireland, Brazil, Canada, the USA and the UK. The risks of this include bank solvency, liquidity of investments, interest rates earned and currency fluctuation. In managing these risks, the group places deposits with highly rated institutions. Interest rates and withdrawal limits are reviewed regularly.

## TENANTS CONSOLIDATED LIMITED

### Strategic Report (*continued*)

#### **S172(1) Statement**

The Directors act with good faith in a way to promote the success of the group for the benefit of its members as a whole. The Directors promote business practices which seek to enhance the good reputation of the group. The Directors seek to nurture positive long-term relationships with the group's key stakeholders including shareholders, employees, the pension fund, customers and suppliers.

Where appropriate, operational decisions will be made at subsidiary level. The Directors have oversight of these decisions to ensure they have the success of the group and its stakeholders in mind and have not had to take any principal decisions in relation to these. Examples of engagement with key stakeholders in the year under review include:

- The group communicates with the shareholders via the annual general meeting and the annual report and financial statements.
- The group's subsidiaries give consideration of the interests of employees when making decisions, with their health, safety and well-being one of the primary considerations.
- Relationships with customers and suppliers are managed at a subsidiary level, with key relationships considered by the group Board.
- The group maintains a collaborative relationship with the pension fund through regular meetings and knowledge sharing.

The potential impact of decisions on stakeholders are considered whilst having regard to other factors, including the impact of the group's operations on the environment.

#### **Key performance indicators**

The Directors assess the group's performance by reference to the operating profit, group profit before taxation, net profit attributable to shareholders, and adjusted net profit attributable to shareholders and consider these to be the relevant Key Performance Indicators (KPIs). These are discussed further in the review of the group's business.

Individual group companies use a variety of KPIs to measure performance in addition to the KPIs noted above. These are regularly considered by the Board and include return on sales, return on capital employed and gross margin contribution. Individual group companies apply their own criteria to non-financial KPIs which include customer retention statistics, employee turnover, accident statistics and compliance with all relevant environmental legislation. Due to the differing nature of individual group companies, aggregation of these metrics would not be meaningful.

## TENANTS CONSOLIDATED LIMITED

### Strategic Report (*continued*) Non-Financial Information Statement

A further assessment of the group's climate-related risks and opportunities was undertaken in the year under review, to better understand the physical risks and opportunities associated with both a 1.5° and 4° warming scenario. This was achieved through a detailed scenario analysis completed by each of the operating businesses.

Annual energy and fuel usage data across the group was first collated for the year ended 31 December 2021 and is considered at least annually by the Board, although energy and fuel usage is monitored at a more granular level within each operating business.

The specific path forward to a low-carbon energy future will depend on a number of factors, including public policy, technology innovation and customer demand. Group emissions will adjust and evolve simultaneously with these factors.

#### **Governance**

The Board are responsible for overseeing the group's climate-related risks and opportunities. The actions to comply with climate and energy reporting are delegated to the Audit & Risk Committee (ARC) which is accountable to the Board. Management within each operating business are responsible for assessing and managing their own climate-related risks and opportunities.

The Board will continue to review the ARC's role in supporting the Board and overseeing management in the development, implementation, measurement and reporting of the group's climate and energy reporting.

#### **Strategy**

The group continues to focus on the more significant opportunities that can have a step change impact on site reduction of energy and carbon emissions. These include:

- Empowering management within each business to ensure opportunities to reduce energy use are consistent with other objectives and constraints, especially the need to maintain production and quality, commercial competitiveness, and the requirement to decarbonise sites in line with stakeholder demands.
- Developing plans that are agreed with the key stakeholders for each business, which may include engineering, operations, local regulators, management, executive, procurement, technical and finance (with frequent reviews).
- Building on, rather than replicating, work already completed or in hand.

#### **Risk Management**

The principal climate-related risks identified in a 1.5° warming scenario were infrastructure damage from extreme weather e.g. to plant, machinery & equipment, flash flooding & floods on site and increased likelihood of extreme temperature leading to an ignition on site. In addition, under a 4°C warming scenario, raw materials and supply chain disruption due to extreme weather events.

The most common opportunity identified across the group was green alternatives to existing products principally through engagement with customers and suppliers, regulators, authorities and trade bodies.

## TENANTS CONSOLIDATED LIMITED

Strategic Report (*continued*)  
Non-Financial Information Statement**Metrics**

The group's subsidiaries consider their energy and fuel usage as part of optimising their operations and take relevant actions to improve their energy and fuel efficiency. During the year, the group measured its energy usage and Scope 1 and Scope 2 greenhouse gas emissions as set out below:

UK <sup>1</sup>	2024	2023	Benchmark
Energy use (kWh)	49,418,291	54,139,729	
Associated greenhouse gas emissions (GHG) (tCO <sup>2</sup> e) <sup>2</sup>	10,277	10,485	
Intensity ratio (tCO <sup>2</sup> e per employee)	29.36	30.57	
Group	2024	2023	(2021) <sup>3</sup>
Energy use <sup>3</sup> (kWh)	127,235,222	131,497,052	139,031,127
Associated greenhouse gas emissions (GHG) (tCO <sup>2</sup> e) <sup>2</sup>	26,395	28,658	32,051
Intensity ratio (tCO <sup>2</sup> e per employee)	23.57	26.58	30.12

1. UK energy use covers the activities of Charles Tennant & Co. (N.I.) Limited, Synthite Limited, Synthite (Mold) Limited and Tennants Distribution Limited only. These disclosures have been separated out to comply with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 (Streamlined Energy and Carbon Reporting (SECR)). An overall transport energy conversion factor has been applied due to a change in methodology, for consistency with other group climate-related reporting.
2. Energy use and associated greenhouse gases have been calculated by applying the methodology and conversion factors published by the UK Government Department for Business, Energy & Industrial Strategy. The group associated greenhouse gas emissions have been restated to include transport (diesel and petrol) data. Consequently the intensity ratios have been restated.
3. A benchmark has been included to comply with the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022 to meet the group's mandatory climate-related financial disclosure requirement.

The Board are pleased to report that the group's overall energy use and associated GHG emissions in the group are falling year-on-year. Steady progress to reduce our greenhouse gas emissions has been made in the year under review, including a switch from diesel to HVO in a significant number of haulage vehicles, replacing old equipment with newer, more energy efficient, cleaner models and introducing bio-gas into production.

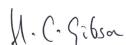
## TENANTS CONSOLIDATED LIMITED

### Strategic Report (*continued*) Non-Financial Information Statement (*continued*)

#### Targets

- The Board's target is for the group to achieve net zero by 2050 at the latest. It should be noted that individual operating businesses may set earlier net zero targets at their own discretion and are developing their own strategies to meet their targets.
- Each operating business will aim to achieve a rolling 3 year period reduction in their GHG emissions and fuel usage. At this stage no quantitative targets have been set.
- Energy and fuel usage data is collated, reported and considered by the Board at least annually.
- Ongoing review and monitoring of energy savings and carbon reduction opportunities and share knowledge amongst operating businesses.

By order of the Board,



Ms. H. C. Gibson  
*Secretary*

35 Queen Anne Street,  
London, W1G 9HZ  
28th May 2025

## TENANTS CONSOLIDATED LIMITED

### Directors' Report

The Directors present their report for the year ended 31st December 2024.

#### **Directors**

The Directors listed on page 1 have held office during the period since the last Annual General Meeting.

The Directors retiring by rotation are Mr. W.P. Alexander, Mr. M.G. Hughes and Mrs. J.B. Moriarty who offer themselves for re-election at this year's Annual General Meeting by the shareholders.

Mr. W.P. Alexander will retire as Chairman of the Board on 1st July 2025 but will remain on the Board as Director. Mr. S.W. Sloan will assume the role of Executive Chairman from this date. The Directors would like to thank Mr. W.P. Alexander for his hard work and diligence during his time as Chairman.

The company maintains insurance to cover Directors' liability as permitted by Section 232(2) of the Companies Act 2006.

#### **Dividends**

An interim dividend of 52.91p per Ordinary share and Ordinary "A" share was declared by the Board on 27th March 2025 in respect of the year ended 31st December 2024. The interim dividend was paid on 7th April 2025.

A dividend of 7.5p per Preference share for the year ended 31st December 2024 was paid to the Preference shareholders on 7th April 2025.

The final dividend for the year ended 31st December 2024 will be considered and voted upon at the Annual General Meeting.

#### **Research and development**

Certain group companies are engaged in research and development in support of the products and services that it provides to its customers. Note 3 to the financial statements details the amount spent on research and development in the year under review.

#### **Future developments**

The group will maintain its objective of strategic acquisition and core business expansion.

#### **Financial instruments**

Details of financial instruments are provided in the Strategic Report.

#### **Employee engagement**

The quality and commitment of the group's employees plays a major role in the group's success. The Directors have regard to the interests of employees when making decisions with their health, safety and well-being one of the primary considerations. To grow employees' understanding and engagement, group companies communicate by means of newsletters, meetings, announcements, electronic media and direct communication.

#### **Stakeholder engagement**

The group communicates with shareholders via the Annual General Meeting and the annual report and financial statements. Further details of stakeholder engagement can be found in the S172(1) statement provided in the Strategic Report.

## TENANTS CONSOLIDATED LIMITED

### Directors' Report (*continued*)

#### **Equality**

The group supports the Equality Act 2010 when considering employment applications and in respect of existing employees.

#### **Donations**

In the year under review, group donations to charitable organisations amounted to £38,000 (2023: £37,740).

#### **Going concern**

The group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposures to investment, credit, liquidity and cash flow risk are described in the Strategic Report.

The group has considerable financial resources together with long-standing relationships with a number of customers and suppliers across different geographic areas and industries. As a consequence, the Directors believe that the group is well placed to manage its business risks successfully despite the continued uncertain economic outlook.

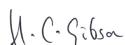
To assess the potential impact of ongoing global disruption on the group, the Directors have considered a number of possible scenarios. This includes modelling for major impacts including reduced revenues and operating margins together with increased irrecoverable debt for at least a 12-month period following the date of this report. On the basis of this modelling, the Directors are confident that the group's liquidity remains sufficient over the forecast period.

After making enquiries and reviewing revenue forecasts for at least 12 months after the date of signing of the accounts, the Directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

#### **Auditors**

A resolution to re-appoint Grant Thornton UK LLP as statutory auditors will be put to members at the Annual General Meeting.

By order of the Board,



Ms. H. C. Gibson  
*Secretary*

35 Queen Anne Street,  
London, W1G 9HZ  
28th May 2025

## TENANTS CONSOLIDATED LIMITED

### Directors' Responsibilities Statement

The Directors are responsible for preparing the Strategic Report and Directors' Report and the financial statements in accordance with applicable law and regulations.

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

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

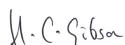
The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies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

#### **Disclosure of information to auditors**

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

By order of the Board



Ms. H. C. Gibson  
*Secretary*

35 Queen Anne Street,  
London, W1G 9HZ  
28th May 2025

## TENNANTS CONSOLIDATED LIMITED

### Independent auditor's report to the members of Tennants Consolidated Limited

#### **Opinion**

We have audited the financial statements of Tennants Consolidated Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31st December 2024 which comprise the Group income statement, Group statement of comprehensive income, Group and Company statements of financial position, Group and Company statements of changes in equity, Group statement 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31st December 2024 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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**

We are responsible for concluding on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

In our evaluation of the Directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as the crisis in Ukraine and the cost of living crisis, we assessed and challenged the reasonableness of estimates made by the Directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

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.

## TENANTS CONSOLIDATED LIMITED

### Independent auditor's report to the members of Tennants Consolidated Limited *(continued)*

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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 themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **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 under the Companies Act 2006**

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

#### **Matters on which we are required to report by exception**

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.

## TENANTS CONSOLIDATED LIMITED

Independent auditor's report to the members of Tennants Consolidated Limited *(continued)*

### **Responsibilities of Directors**

As explained more fully in the Directors' responsibilities statement set out on page 10, 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.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks applicable to the group and industry in which it operates through our general commercial and sector experience and discussions with management and the audit committee. We determined that the following laws and regulations were most significant: FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and the Companies Act 2006. In addition, we concluded that there are certain laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements such as REACH and other chemical regulations.
- We enquired of management and the audit committee about the group's policies and procedures relating to the identification, evaluation and compliance with laws and regulations and the detection and response to the risks related to fraud or non-compliance with laws and regulations.
- We enquired of management and the audit committee, whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud.
- We assessed the susceptibility of the group's financial statements to material statement, including how fraud might occur and the risk of management override of controls. Audit procedures performed by the engagement team included:
  - Identifying and assessing the design and implementation of controls management has in place to prevent and detect fraud;
  - Challenging assumptions and judgements made by management in its significant accounting estimates;
  - Identifying and testing journal entries; and
  - Assessing the extent of compliance with the relevant laws and regulations.

## TENANTS CONSOLIDATED LIMITED

### Independent auditor's report to the members of Tennants Consolidated Limited *(continued)*

- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation; and
  - Knowledge of the industry in which the group operates.
- Team communications in respect of potential non-compliance with laws and regulations and fraud including the potential for fraud in revenue recognition.
- For components at which audit procedures were performed, we requested component auditors to report to us instances of non-compliance with laws and regulations that give rise to a risk of material misstatement of the group financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://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 company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Sergio Cardoso  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London  
28th May 2025

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

## Group income statement for the year ended 31st December 2024

	Notes	2024	2023
		£000	£000
TURNOVER			
Cost of sales		(429,524)	(468,977)
GROSS PROFIT		145,157	148,366
Administrative expenses		(113,927)	(105,710)
Other operating income		1,290	990
OPERATING PROFIT	3	32,520	43,646
Profit on sale of land	13	5,558	-
Loss on disposal of operations	25	-	(2,665)
Share of profit for the year from joint ventures and associates	14(b)	1,571	64
Income and fair value movement of fixed asset investments	6	(666)	2,657
PROFIT ON ORDINARY ACTIVITIES			
BEFORE INTEREST AND TAXATION		38,983	43,702
Interest receivable and similar income	7	4,566	2,720
Interest payable and similar charges	8	(439)	(621)
Other finance (expense)/ income	24(d)	(149)	381
PROFIT ON ORDINARY ACTIVITIES		42,961	46,182
BEFORE TAXATION			
Tax on profit on ordinary activities	9(a)	(10,614)	(14,625)
PROFIT FOR THE FINANCIAL YEAR		32,347	31,557

All operations are continuing. The notes on pages 20 to 42 form part of these financial statements.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

## Group statement of comprehensive income for the year ended 31st December 2024

	Notes	2024	2023
		£000	£000
PROFIT FOR THE FINANCIAL YEAR		32,347	31,557
Currency translation		(7,376)	(2,334)
Income recognised for the year prior to pension adjustments		24,971	29,223
Actuarial loss on defined benefit pension scheme before tax	24(d)	(851)	(9,936)
Current and deferred tax on actuarial movement on defined benefit pension scheme	9	213	2,339
Actuarial loss on defined benefit pension scheme after tax		(638)	(7,597)
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR		24,333	21,626

The notes on pages 20 to 42 form part of these financial statements.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

## Statements of financial position at 31st December 2024

	Notes	2024		2023	
		Group £000	Company £000	Group £000	Company £000
<b>FIXED ASSETS</b>					
Intangible assets	12	3,320	-	3,944	-
Tangible assets	13	70,410	47	62,647	51
Investments:					
Listed investments	14(a)	12,584	11,159	29,531	-
Investments in associates and joint ventures	14(b)	11,620	-	11,057	-
Other investments	14(c)	7,698	-	5,351	-
Subsidiaries	14(d)	-	23,751	-	35,526
		<u>105,632</u>	<u>34,957</u>	<u>112,530</u>	<u>35,577</u>
<b>CURRENT ASSETS</b>					
Stocks	15	75,865	-	76,758	-
Debtors	16	103,977	10,099	101,188	32,808
Cash at bank and in hand		<u>127,437</u>	<u>8,754</u>	<u>178,644</u>	<u>41,081</u>
		<u>307,279</u>	<u>18,853</u>	<u>356,590</u>	<u>73,889</u>
CREDITORS: Amounts falling due within one year	17	<u>(62,418)</u>	<u>(1,182)</u>	<u>(59,026)</u>	<u>(2,715)</u>
<b>NET CURRENT ASSETS</b>		<u>244,861</u>	<u>17,671</u>	<u>297,564</u>	<u>71,174</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		350,493	52,628	410,094	106,751
CREDITORS: Amounts falling due after more than one year	18	(6,227)	-	(6,229)	(16,279)
<b>PROVISION FOR LIABILITIES</b>					
Provision for other liabilities	19	<u>(7,925)</u>	<u>-</u>	<u>(6,077)</u>	<u>-</u>
<b>NET ASSETS</b>		<u>336,341</u>	<u>52,628</u>	<u>397,788</u>	<u>90,472</u>
<b>CAPITAL &amp; RESERVES</b>					
Called up share capital	20	4,608	4,608	4,608	4,608
Capital redemption reserve	21	536	536	536	536
Other non-distributable reserves	21	900	-	900	-
Profit and loss account		<u>330,297</u>	<u>47,484</u>	<u>391,744</u>	<u>85,328</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>		<u>336,341</u>	<u>52,628</u>	<u>397,788</u>	<u>90,472</u>

The Company's profit for the year was £48,574,000 (2023: £30,216,000).

The financial statements were approved by the Board of Directors and authorised for issue on 28th May 2025 and were signed on its behalf by:

*Paul Alexander*

Director      W P Alexander

*Sean Sloan*

Director      S W Sloan

Company registration number: 00250915

The notes on pages 20 to 42 form part of these financial statements.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

## Group statement of changes in equity for the year ended 31st December 2024

	Called up share capital £000	Capital redemption reserve £000	Other non-distributable reserves £000	Profit and loss account £000	Total equity £000
At 1st January 2023	4,608	536	900	381,002	387,046
Profit for the year	-	-	-	31,557	31,557
Other comprehensive income	-	-	-	(9,931)	(9,931)
Total comprehensive income for the year	-	-	-	21,626	21,626
Dividends	-	-	-	(10,884)	(10,884)
As at 31st December 2023	4,608	536	900	391,744	397,788
Profit for the year	-	-	-	32,347	32,347
Other comprehensive loss	-	-	-	(8,014)	(8,014)
Total comprehensive income for the year	-	-	-	24,333	24,333
Dividends	-	-	-	(85,780)	(85,780)
As at 31st December 2024	<u>4,608</u>	<u>536</u>	<u>900</u>	<u>330,297</u>	<u>336,341</u>

## Company statement of changes in equity for the year ended 31st December 2024

	Called up share capital £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 1st January 2023	4,608	536	73,593	78,737
Profit for the year	-	-	30,216	30,216
Other comprehensive loss	-	-	(7,597)	(7,597)
Total comprehensive income for the year	-	-	22,619	22,619
Dividends	-	-	(10,884)	(10,884)
As at 31st December 2023	4,608	536	85,328	90,472
Profit for the year	-	-	48,574	48,574
Other comprehensive loss	-	-	(638)	(638)
Total comprehensive income for the year	-	-	47,936	47,936
Dividends	-	-	(85,780)	(85,780)
As at 31st December 2024	<u>4,608</u>	<u>536</u>	<u>47,484</u>	<u>52,628</u>

The notes on pages 20 to 42 form part of these financial statements.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

## Group statement of cash flows for the year ended 31st December 2024

	Notes	2024 £000	2023 £000
NET CASH INFLOW FROM OPERATING ACTIVITIES	27	33,360	57,595
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		4,566	2,720
Purchase of listed investments	14(a)	(15,575)	(19,441)
Investments in associates and joint ventures	14(b)	(500)	(750)
Purchase of other investments	14(c)	-	(100)
Purchase of intangible fixed assets	12	(596)	(931)
Purchase of tangible fixed assets and investment property	13	(22,029)	(16,451)
Purchase of a business, net of cash acquired	25	-	(3,431)
Proceeds from the sale of listed and unlisted investments	14(a)	30,915	36,562
Proceeds from the sale of tangible fixed assets		5,944	804
Dividends and interest received from investments		1,233	2,224
		3,958	1,206
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of loans and finance leases		(389)	(1,727)
Interest paid		(406)	(578)
Dividends paid to preference shareholders	11	(317)	(317)
Dividends paid to equity shareholders	11	(85,463)	(10,567)
		(86,575)	(13,189)
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	26	(49,257)	45,612
Foreign exchange translation adjustment		(1,950)	(518)
Cash and cash equivalents at 1st January		178,640	133,546
CASH, CASH EQUIVALENTS AND OVERDRAFTS AT 31ST DECEMBER	26	127,433	178,640

The notes on pages 20 to 42 form part of these financial statements.

# TENANTS CONSOLIDATED LIMITED

## Notes to the Financial Statements

### 1. ACCOUNTING POLICIES

#### 1.1 Statement of compliance

Tennants Consolidated Limited is a private company limited by shares and is incorporated in England. The Registered Office is 35 Queen Anne Street, London, W1G 9HZ (registered number 00250915).

#### 1.2 Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including 'FRS 102 The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' (FRS 102), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

#### 1.3 Going concern

The group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposure to investment, credit, liquidity and cash flow risk are described in the Strategic Report.

The group has considerable financial resources together with long-standing relationships with a number of customers and suppliers across different geographic areas and industries. As a consequence, the Directors believe that the group is well placed to manage its business risks successfully despite the continued uncertain economic outlook.

To assess the potential impact of ongoing global disruption on the group, the Directors have considered a number of possible scenarios. This includes modelling for major impacts including reduced revenues and operating margins together with increased irrecoverable debt for at least a 12-month period following the date of this report. On the basis of this modelling, the Directors are confident that the group's liquidity remains sufficient over the forecast period.

After making enquiries and reviewing revenue forecasts for at least 12 months after the date of signing of the accounts, the Directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

#### 1.4 Basis of consolidation

The group financial statements are presented in sterling and consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31st December each year. The results of the subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed and are accounted for under the acquisition method. The group has taken advantage of the exemption conferred by Regulation 7 of the Partnerships (Accounts) Regulations 2008 and has therefore not appended the accounts of Tennants Scottish Limited Partnership to the accounts of Tennants Consolidated Limited.

The individual accounts of the company have also adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes.
- financial instrument disclosures, including:
  - categories of financial instruments;
  - items of income, expenses, gains or losses relating to financial instruments; and
  - exposure to and management of financial risks.

## TENNANTS CONSOLIDATED LIMITED

### Notes to the Financial Statements (*continued*)

#### **1.4 Basis of consolidation (*continued*)**

Entities in which the group holds an interest, and which are jointly controlled by the group and one or more other parties under a contractual arrangement, are treated as joint ventures. In the group financial statements, joint ventures are accounted for using the equity method.

Entities, other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over whose operating and financial policies the group exercises significant influence are treated as associates. In the group financial statements, associates are accounted for using the equity method.

In the parent company financial statements, investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

#### **1.5 Significant judgements and estimates**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Significant estimates made include:

- assumptions made in the estimation of the defined benefit pension scheme liability (note 24);
- treatment of Tennants Scottish Limited Partnership (a special purpose vehicle created as part of the defined benefit pension scheme funding arrangement) as an extension of the Company when applying the definition of scheme assets under FRS 102, hence there are no separate scheme assets to recognise in the balance sheet of the Company.

#### **1.6 Turnover**

Turnover derives principally from the continuing manufacture of, and trading in, chemicals and allied products.

Turnover represents the fair value of consideration received or receivable for goods supplied to customers, excluding intra-group sales and after deducting sales allowances, rebates and value added taxes.

Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the customer, the revenue and costs incurred in respect of the transaction can be measured reliably and collectability is reasonably assured. This is usually at the point when goods have been delivered to the customer.

#### **1.7 Foreign currencies**

In the financial statements of the individual entities in the group, transactions in currencies other than the functional currency of the entity are recognised at the exchange rates ruling on the dates of the transactions, or at an average rate where this approximates the actual rate.

At the end of each reporting period, monetary items denominated in foreign currencies are converted into sterling at exchange rates ruling at the year-end.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Non-monetary items that are measured at fair value in a foreign currency are converted into sterling at the rate ruling when the fair value was determined.

Exchange differences are recognised in the income statement in the period in which they arise.

## TENANTS CONSOLIDATED LIMITED

### Notes to the Financial Statements (*continued*)

#### **1.7 Foreign currencies (*continued*)**

In the consolidated financial statements exchange differences arising on monetary items that form part of the net investment in a foreign operation are recognised in other comprehensive income and are not reclassified to profit or loss.

The assets and liabilities of the group's overseas subsidiaries are converted into sterling at exchange rates ruling at the year-end. Income and expenses are translated using the average rate for the period. Exchange differences arising on the translation of group companies are recognised in other comprehensive income.

#### **1.8 Financial instruments**

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

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the statement of financial position. Finance costs and gains or losses relating to financial liabilities are included in the income statement.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited directly to profit and loss reserves.

Derivative financial instruments are recognised at fair value using a valuation technique with any gains or losses being reported in the income statement. Outstanding derivatives at the reporting date are included under the appropriate format heading depending on the nature of the derivative.

#### **1.9 Research and development**

Research and development expenditure is written off in the year in which it is incurred.

#### **1.10 Investment income**

Interest on loans and bank deposits is taken into account using the effective interest method. Income from other investments is accounted for when received. Profits or losses on realisation of investments are credited to the income statement.

#### **1.11 Dividends**

Dividends received are recognised as income when the right to income is established. Related tax credits are reflected in the tax charge for the year.

Dividends payable are recognised as a liability when there is a binding obligation to pay them.

#### **1.12 Leasing and hire purchase commitments**

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the group, and hire purchase contracts, are capitalised in the statement of financial position and are depreciated over the shorter of the lease term and the asset's useful life. A corresponding liability is recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments in the statement of financial position. Lease payments are apportioned between the reduction of the lease liability and finance charges in the income statement so as to achieve a constant rate of interest on the remaining balance of the liability.

Rentals payable under operating leases are charged in the income statement on a straight-line basis over the lease term, unless the rental payments are structured to increase in line with expected general inflation, in which case the group recognises annual rent expense equal to amounts owed to the lessor. Lease incentives are recognised over the lease term on a straight-line basis.

## TENANTS CONSOLIDATED LIMITED

### Notes to the Financial Statements (*continued*)

#### **1.13 Intangible assets**

Intangible assets comprise goodwill, patents and trademarks and licences. Goodwill is capitalised on the statement of financial position and amortised on a straight-line basis over its economic life of up to a maximum of ten years. Goodwill is reviewed for impairment at the end of the first financial year following acquisition and in other periods if events or changes in circumstances indicate that carrying value may not be recoverable.

Other intangible assets are included at cost and amortised on a straight-line basis over their estimated economic useful lives with provision made for any impairment if events or changes in circumstances indicate that carrying values may not be recoverable. Such other intangible assets include patents and intellectual property, each having its own estimated economic useful life according to particular circumstances and varying between three years and ten years.

#### **1.14 Tangible assets**

Tangible assets are stated at cost, net of depreciation, and any provisions for impairment. Tangible assets are depreciated on a straight-line basis, over the following periods:

- Buildings	20 years
- Plant, machinery and motor vehicles	3 to 10 years

#### **1.15 Depreciation**

Depreciation is provided on all tangible fixed assets other than freehold land, in order to write off such cost, less estimated residual value, over the useful economic life of the asset. Leasehold assets are written off over the period of the lease. The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying values may not be recoverable.

#### **1.16 Fixed asset investments**

Investments in listed securities are recognised at fair value. Initially, this is normally the transaction price and subsequently it is typically the quoted market price. Changes in fair value are recognised in the income statement.

Investments in unquoted equity instruments are measured at fair value, estimated using valuation techniques consistent with the International Private Equity and Venture Capital guidelines (for example, by calibrating to the price of a recent investment). There is inherent estimation uncertainty in these valuations. Changes in fair value are recognised in the income statement.

Investments in subsidiary undertakings are held at historic cost less impairment.

#### **1.17 Investment property**

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

#### **1.18 Joint ventures**

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated statement of financial position. Thereafter, the group's share of the joint venture's profit or loss is recognised in the income statement and the group's share of movements in other comprehensive income of the joint venture is recognised in the group statement of other comprehensive income. Dividends received are recognised as a reduction in the carrying value of the joint venture investment.

## TENANTS CONSOLIDATED LIMITED

### Notes to the Financial Statements (*continued*)

#### **1.19 Associates**

In the group financial statements, investments in associates are accounted for using the equity method. The consolidated income statement includes the group's share of associates' profit less losses while the group's share of the net assets of the associates is shown in the consolidated statement of financial position.

#### **1.20 Stocks**

Stocks are valued at the lower of cost and net realisable value. Cost comprises expenditure incurred in the normal course of business in bringing the stocks to their present location and condition and, in the case of work-in-progress and finished goods, an appropriate addition for production overheads.

Group companies use a variety of stock valuation methodologies each of which are appropriate to their business and are disclosed in the individual accounting policies of those companies. The methodologies used include "First in, first out" and "Average cost".

#### **1.21 Debtors**

Short-term trade debtors are initially measured at transaction price and are measured subsequently at amortised cost using the effective interest method, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### **1.22 Creditors**

Short-term trade creditors are initially measured at transaction price and are measured subsequently at amortised cost using the effective interest method. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### **1.23 Provisions for liabilities**

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value using a pre-tax discount rate. The unwinding of the discount is recognised as a finance cost in the income statement in the period it arises.

#### **1.24 Taxation**

Current tax is recognised in respect of the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

## TENANTS CONSOLIDATED LIMITED

### Notes to the Financial Statements (*continued*)

#### **1.24 Taxation (*continued*)**

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

#### **1.25 Pension benefits**

The group operates two types of pension scheme.

##### **a) Defined contribution scheme:**

Contributions are recognised in the period related to when employee services are received.

##### **b) Defined benefit scheme:**

Changes in net defined benefit liability from employee service rendered during the period, along with net interest on the liability, the cost of plan introductions, benefit changes, curtailments and settlements are recognised in the profit and loss account. Actuarial gains or losses are recognised as other comprehensive income.

Pension scheme assets are measured using market values and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. Actuarial valuations are obtained at least triennially and are updated at each financial statement date. The resulting defined benefit asset or liability is presented separately after other net assets on the face of the statement of financial position.

#### **1.26 Cost of past services**

The modification or introduction of a new benefits scheme after employment has ceased, or other long-term benefits may increase the present value of the obligation reflecting the benefits defined for services rendered during previous years and called "cost of past services". This cost of past services and costs from settlements and curtailments are booked in the income statement.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 2. TURNOVER

Analysis of turnover by geography:	2024	2023
	£000	£000
UK	290,983	310,036
Europe - Other	185,427	201,898
Americas	85,890	74,337
Rest of World	12,381	31,072
	<u>574,681</u>	<u>617,343</u>

## 3. OPERATING PROFIT

This is stated after charging/(crediting):	2024	2023
	£000	£000
Auditors' remuneration		
Grant Thornton UK LLP and Associates		
Audit of the company financial statements	60	58
Audit of the subsidiary financial statements	691	682
Tax compliance services	-	3
Audit related assurance services	18	8
Non-audit services	32	16
Research and development	985	635
Operating lease rentals	2,026	1,912
Amortisation of intangible fixed assets	1,219	881
Depreciation of tangible fixed assets	9,936	8,882
Impairment of inventory	3,375	3,619
Exchange differences	(112)	556

## 4. EMPLOYEES

Staff costs consist of:	2024	2023
	£000	£000
Wages and salaries	53,399	50,056
Social security costs	6,498	5,810
Pension costs	<u>3,881</u>	<u>3,666</u>
	<u>63,778</u>	<u>59,532</u>

The average monthly number of persons employed by the group during the year was:

	2024	2023
	Number	Number
Management and administration	261	263
Distribution and sales	346	345
Production	<u>533</u>	<u>536</u>
	<u>1,140</u>	<u>1,144</u>

The average monthly number of persons employed by the company during the year was 14 (2023: 13).

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 5. DIRECTORS' REMUNERATION

	2024 £000	2023 £000
Directors' emoluments	3,389	2,678
Directors' fees	<u>7</u>	<u>8</u>
	<u><u>3,396</u></u>	<u><u>2,686</u></u>

There were four Directors in the group's defined contribution pension scheme in the year under review (2023: five). The cost of providing those benefits was £63,000 (2023: £80,000). No Director accrued benefits under the group's defined benefit pension scheme during the year.

Emoluments of the highest paid Director were £1,282,000 (2023: £691,000).

## 6. INCOME FROM FIXED ASSET INVESTMENTS

	2024 £000	2023 £000
Dividend and interest income from listed investments	484	1,605
(Decrease)/ increase in fair value of fixed asset investments	<u>(1,150)</u>	<u>1,052</u>
	<u><u>(666)</u></u>	<u><u>2,657</u></u>

## 7. INTEREST RECEIVABLE AND SIMILAR INCOME

	2024 £000	2023 £000
Interest received from bank accounts	<u><u>4,566</u></u>	<u><u>2,720</u></u>

## 8. INTEREST PAYABLE AND SIMILAR CHARGES

	2024 £000	2023 £000
Interest payable on loans and financing arrangements	<u><u>(439)</u></u>	<u><u>(621)</u></u>

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 9. TAXATION

## (a) Tax on profit on ordinary activities:

	2024 £000	2023 £000
UK corporation tax:		
UK corporation tax on profits for the year	6,828	12,401
Adjustments in respect of prior years	(714)	419
Double taxation relief	152	116
	<u>6,266</u>	<u>12,936</u>
Foreign tax:		
Current tax	2,942	2,454
Adjustments in respect of prior years	9	2
	<u>2,951</u>	<u>2,456</u>
Total current tax	<u>9,217</u>	<u>15,392</u>
Deferred tax:		
Origination and reversal of timing differences	631	(400)
Adjustments in respect of prior years	771	(377)
Changes in tax rates	(5)	10
	<u>1,397</u>	<u>(767)</u>
	<u>10,614</u>	<u>14,625</u>

## (b) Factors affecting the total tax charge for the year:

The tax assessed for the year is lower (2023: higher) than the standard rate of corporation tax in the UK. The differences are explained below:

	2024 £000	2023 £000
Profit on ordinary activities before tax	<u>42,961</u>	<u>46,182</u>
Profit on ordinary activities multiplied by the tax rate of 25% (2023:23.5%)	10,742	10,865
Effect of:		
Expenses not deductible for tax purposes	1,059	593
Adjustments in respect of prior years	66	44
Difference in overseas tax rates	(1,314)	(943)
Remeasurement of deferred tax - change in tax rates	-	15
Disposal of a subsidiary	-	293
Tax losses not recognised	-	315
Reversal of tax relief on pension contributions	-	3,428
Other differences	61	15
Total tax (note 9(a))	<u>10,614</u>	<u>14,625</u>

The aggregate current and deferred tax relating to items that are recognised as items of other comprehensive income is a loss of £213,000 (2023: loss £2,339,000).

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 10. PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

In accordance with the exemptions allowed by section 408 of the Companies Act 2006 the company has not presented its own income statement. Of the profit attributable to members of the parent company, a profit of £48,574,000 (2023: £30,216,000) has been dealt with in the financial statements of the company.

## 11. DIVIDENDS

	2024 £000	2023 £000
Interim dividend for the year ended 31st December 2023, paid on 8th April 2024:		
52.91p (2023: 52.91p) per Ordinary and "A" Ordinary share	5,284	5,284
Special dividend for the year ended 31st December 2023, paid on 3rd May 2024:		
750.00p (2023: nil) per Ordinary and "A" Ordinary share	74,896	-
Final dividend for the year ended 31st December 2023, paid on 1st October 2024:		
52.91p (2023: 52.91p) per Ordinary and "A" Ordinary share	<u>5,283</u>	<u>5,283</u>
Dividends on preference shares	85,463	10,567
	<u>317</u>	<u>317</u>
	<u>85,780</u>	<u>10,884</u>

An interim dividend for the year ended 31st December 2024 of 52.91p per Ordinary share, 52.91p per Ordinary "A" share and 7.5p per Preference share was declared by the Board on 27th March 2025. The interim dividend was paid to shareholders on 7th April 2025.

The final dividend for the year ended 31st December 2024 will be considered and voted upon at the AGM scheduled for 15th July 2025.

## 12. INTANGIBLE FIXED ASSETS

	Goodwill £000	Patents & other £000	Total £000
Cost or valuation:			
At 1st January	22,017	7,477	29,494
Additions	-	596	596
Disposals	-	(66)	(66)
At 31st December 2024	<u>22,017</u>	<u>8,007</u>	<u>30,024</u>
Amortisation:			
At 1st January	19,916	5,634	25,550
Disposals	-	(65)	(65)
Provided during the year (note 3)	227	992	1,219
At 31st December 2024	<u>20,143</u>	<u>6,561</u>	<u>26,704</u>
Net book value			
At 31st December 2024	<u>1,874</u>	<u>1,446</u>	<u>3,320</u>
At 31st December 2023	<u>2,101</u>	<u>1,843</u>	<u>3,944</u>

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 13. TANGIBLE FIXED ASSETS

## GROUP

	Land & buildings £000	Plant & machinery £000	Vehicles £000	Total £000
Cost				
At 1st January 2024	44,180	162,882	11,941	219,003
Currency changes	(1,454)	(3,631)	(58)	(5,143)
Re-classification	710	-	-	710
Additions	5,213	11,634	2,482	19,329
Disposals	(11)	(2,504)	(1,400)	(3,915)
At 31st December 2024	<u>48,638</u>	<u>168,381</u>	<u>12,965</u>	<u>229,984</u>
Depreciation				
At 1st January 2024	23,020	124,862	8,474	156,356
Currency changes	(462)	(2,671)	(30)	(3,163)
Provided during the year (note 3)	1,029	7,202	1,705	9,936
Disposals	-	(2,235)	(1,320)	(3,555)
At 31st December 2024	<u>23,587</u>	<u>127,158</u>	<u>8,829</u>	<u>159,574</u>
Net book value				
At 31st December 2024	<u>25,051</u>	<u>41,223</u>	<u>4,136</u>	<u>70,410</u>
At 31st December 2023	<u>21,160</u>	<u>38,020</u>	<u>3,467</u>	<u>62,647</u>

Plant and machinery with a carrying value of £478,000 (2023: £674,000) are held under finance leases. During the year, a one-off gain of £5.6m was made on the sale of certain land.

The net book value of land and buildings comprises:

	2024 £000	2023 £000
Freehold	23,034	19,210
Long leasehold	2,017	1,950
	<u>25,051</u>	<u>21,160</u>

COMPANY	Land & buildings £000	Plant & machinery £000	Total £000
Cost			
At 1st January 2024 and 31 December 2024	<u>119</u>	<u>204</u>	<u>323</u>
Depreciation			
At 1st January 2024	73	199	272
Provided during the year	-	4	4
At 31st December 2024	<u>73</u>	<u>203</u>	<u>276</u>
Net book value			
At 31st December 2024	<u>46</u>	<u>1</u>	<u>47</u>
At 31st December 2023	<u>46</u>	<u>5</u>	<u>51</u>

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 14. FIXED ASSET INVESTMENTS

(a) Listed investments	Group £000
Fair Value	
At 1st January 2024	29,531
Currency changes	(96)
Change in fair value	(1,511)
Additions	15,575
Disposals	(30,915)
At 31st December 2024	<u>12,584</u>
	2024                    2023
Analysis at 31 December:	£000                    £000
Listed on the London Stock Exchange	11,159                16,356
Listed outside Great Britain (mainly North America)	<u>1,425</u> <u>13,175</u>
	<u>12,584</u> <u>29,531</u>

## (b) Investments in Joint Ventures and Associates

	Associates			Total £000
	Joint ventures £000	Investment in £000	Loan to £000	
As at 1st January 2024	6,652	3,655	750	11,057
Currency changes	(506)	-	-	(506)
Additions	-	-	500	500
Share of profit/ (losses)	2,171	(600)	-	1,571
Other movements	(253)	-	-	(253)
Dividends received	<u>(749)</u>	<u>-</u>	<u>-</u>	<u>(749)</u>
At 31st December 2024	<u>7,315</u>	<u>3,055</u>	<u>1,250</u>	<u>11,620</u>

The group has a 50% holding in the registered capital of TC China Ltd, a joint venture company incorporated in China and a 49% holding in the registered capital of Asahi Tennants Color Pvt Ltd, an associated company incorporated in India.

## (c) Other investments

	Investment			Total £000
	property £000	Other £000	Total £000	
As at 1st January 2024	3,827	1,524	5,351	
Currency changes	(4)	-	(4)	
Reclassification	(710)	-	(710)	
Additions	2,700	-	2,700	
Change in fair value	<u>361</u>	<u>-</u>	<u>361</u>	
At 31st December 2024	<u>6,174</u>	<u>1,524</u>	<u>7,698</u>	

Other investments include minority stakes acquired in UK unlisted companies.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 14. FIXED ASSET INVESTMENTS (continued)

(d) Subsidiaries	Company £000
As at 1st January 2024	35,526
Capital reduction	(10,169)
Impairment	<u>(1,606)</u>
As at 31st December 2024	<u>23,751</u>

A list of the company's subsidiaries is included on pages 40 to 42 of these financial statements.

## 15. STOCKS

	2024 £000	2023 £000
Raw materials and consumables	30,288	27,626
Work-in-progress	1,192	1,815
Finished goods and goods for resale	<u>44,385</u>	<u>47,317</u>
	<u>75,865</u>	<u>76,758</u>

## 16. DEBTORS

	2024		2023	
	Group £000	Company £000	Group £000	Company £000
Amounts falling due within one year:				
Trade debtors	84,999	-	85,312	-
Amounts owed by group companies	-	9,389	-	18,078
Other debtors	3,851	367	6,812	1,249
Taxation recoverable	4,109	219	2,080	-
Prepayments and accrued income	<u>8,156</u>	<u>105</u>	<u>4,292</u>	<u>209</u>
	<u>101,115</u>	<u>10,080</u>	<u>98,496</u>	<u>19,536</u>
Amounts falling due after more than one year:				
Trade and other debtors	1,050	-	1,190	-
Deferred taxation (note 19)	1,812	19	1,502	20
Amounts owed by group companies	-	-	-	<u>13,252</u>
	<u>2,862</u>	<u>19</u>	<u>2,692</u>	<u>13,272</u>
Total Debtors	<u>103,977</u>	<u>10,099</u>	<u>101,188</u>	<u>32,808</u>

Trade receivables/debtors are assessed for impairment at each statement of financial position date, and an impairment loss/provision is recognised if the expected cash flows are less than the carrying amount and an appropriate impairment provision is recognised when it is probable that the cash due will not be received in full. Included within trade debtors are provisions against bad and doubtful debts of £4.8m (2023: £5.7m). Payment terms for amounts due from/owed to group companies are agreed on an individual basis. These are reflective of market rates applicable at the date of each agreement.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024		2023	
	Group £000	Company £000	Group £000	Company £000
Bank overdrafts	4	-	4	-
Trade creditors	41,240	253	35,470	428
Amounts owed to group companies	-	185	-	1,531
Corporation tax	1,526	-	1,404	54
Other taxes and social security costs	7,511	89	6,846	77
Other creditors	819	70	1,359	-
Accruals	11,318	585	13,943	625
	<u>62,418</u>	<u>1,182</u>	<u>59,026</u>	<u>2,715</u>

Included within accruals are a number of environmental and dilapidations provisions amounting to £2.9m (2023: £2.9m). Payment terms for amounts due from/owed to group companies are agreed on an individual basis. These are reflective of market rates applicable at the date of each agreement.

## 18. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2024		2023	
	Group £000	Company £000	Group £000	Company £000
Finance lease obligations	198	-	407	-
Bank loans	414	-	561	-
Future employee benefits of certain overseas subsidiaries	2,883	-	2,976	-
Amounts owed to group subsidiaries	-	-	-	16,279
Other long-term creditors	2,732	-	2,285	-
	<u>6,227</u>	<u>-</u>	<u>6,229</u>	<u>16,279</u>
	2024		2023	
	Company £000		Company £000	
Amounts falling due to group subsidiaries:				
In more than one year but less than two years			-	
In more than two years but less than five years			-	
In more than five years			-	
			989	
			3,278	
			12,012	
			<u>16,279</u>	

Payment terms for amounts due from/owed to group companies are agreed on an individual basis. These are reflective of market rates applicable at the date of each agreement.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

19. DEFERRED TAXATION	Group £000	Company £000
At 1st January 2024	4,575	(20)
Arising during the year:		
Currency changes	141	-
Income statement	1,397	1
At 31st December 2024	<u>6,113</u>	<u>(19)</u>

The analysis of deferred taxation recognised in the accounts is:

	2024		2023	
	Group £000	Company £000	Group £000	Company £000
Accelerated capital allowances	4,734	(19)	3,055	(20)
Tax losses	(1,072)	-	(883)	-
Fixed asset investments	486	-	351	-
Rolled over gains	3,369	-	3,369	-
Other timing differences	(1,404)	-	(1,317)	-
	<u>6,113</u>	<u>(19)</u>	<u>4,575</u>	<u>(20)</u>
Included in debtors (note 16)	(1,812)	(19)	(1,502)	(20)
Included in provision for liabilities on statement of financial position	<u>7,925</u>	<u>-</u>	<u>6,077</u>	<u>-</u>
Undiscounted tax (asset)	<u>6,113</u>	<u>(19)</u>	<u>4,575</u>	<u>(20)</u>

The amount of the net reversal of deferred tax expected to occur next year is £nil (2023: £nil) relating to the reversal of existing timing differences on fixed asset investments. Deferred tax has been provided at a rate of 25% (2023: 25%) which represents the future corporation tax rate that was enacted at the statement of financial position date.

## 20. SHARE CAPITAL

1st January 2024 and 31st December 2024	Authorised		Allotted, called up & fully paid	
	Shares	£000	Shares	£000
15% cumulative preference shares of £1 each	2,379,030	2,379	2,111,740	2,112
Ordinary shares of 25p each	8,419,392	2,105	4,993,060	1,248
“A” Ordinary shares of 25p each	6,064,488	1,516	4,993,060	1,248
	<u>6,000</u>		<u>4,608</u>	

The preference shares carry a dividend of 15% per annum, payable half-yearly at the discretion of the company. The dividend rights are cumulative. The shares carry no votes at meetings unless the dividend thereon is six months or more in arrears or the business of the meeting includes a resolution for the winding up of the company, in which event each holder will be entitled to one vote on a show of hands or one vote per share on a poll. The preference shares are classified as equity as there is no redemption date, there is no redemption at the option of the holder, the company has no obligation to redeem them and the dividends are payable at the discretion of the company. On winding up of the company, the preference shareholders have a right to receive, in preference to payments to ordinary shareholders, £1 per share plus any accrued dividend.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 20. SHARE CAPITAL (continued)

The "A" Ordinary shares carry no votes at meetings unless the business of the meeting includes a resolution for the winding up of the company, in which event each holder will be entitled to one vote on a show of hands or one vote per share on a poll. In all other respects the shares rank pari passu with the Ordinary shares including entitlement to dividends.

The Ordinary shares carry full voting and distribution rights.

## 21. RESERVES

## Profit and loss reserve

The profit and loss reserve includes all current and prior year retained profits and losses.

## Capital redemption reserve

This reserve records the nominal value of shares repurchased by the company.

## Other non-distributable reserves

This reserve records the historic treatment of the cost of certain assets acquired by a subsidiary resulting in a reserve on consolidation.

## 22. COMMITMENTS AND CONTINGENT LIABILITIES

## (a) Capital commitments

At 31st December, the following future capital expenditure had been authorised by the group (company: £nil):

	2024 £000	2023 £000
Contracted	737	1,504
Not contracted	308	2,049

## (b) Leasing commitments

The group's future minimum operating lease payments are as follows:

	2024 £000	2023 £000
Within one year	2,011	1,681
Between one and five years	3,285	2,964
Later than five years	<u>1,809</u>	<u>2,129</u>
	<u><u>7,105</u></u>	<u><u>6,774</u></u>

Certain plant and machinery and motor vehicles are held under finance lease arrangements. Finance lease liabilities are secured by the related assets held under finance leases. The lease agreements generally include fixed lease payments and a purchase option at the end of the lease term.

The group's future minimum finance lease payments are as follows:

	Plant and machinery 2024 £000	2023 £000
Within one year	207	286
Between one and five years	<u>198</u>	<u>416</u>
	<u><u>405</u></u>	<u><u>702</u></u>

## (c) Defined benefit pension scheme funding arrangement:

On 17th April 2014, the company entered into a defined benefit pension scheme funding arrangement to provide contributions to the pension scheme of £1.8m per annum commencing in October 2014 and ending in April 2034, the actuarial value of those contributions being £23m. With the agreement of the pension scheme, this arrangement was terminated on 8 February 2024.

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 23. FINANCIAL ASSETS AND LIABILITIES

The following financial assets and liabilities have been recognised within the group statement of financial position.

	2024	2023
	£000	£000
Financial assets at fair value through profit and loss		
Listed investments	12,584	29,531
Forward foreign currency contracts	1	-
Financial liabilities at fair value through profit and loss		
Forward foreign currency contracts	29	(225)

The group purchases forward foreign currency contracts to hedge currency exposure on future commitments. Changes to the fair values of the assets and liabilities held through comprehensive income are determined using quoted prices. Where quoted prices are not available the fair value has been estimated by applying appropriate valuation techniques.

## 24. PENSION ARRANGEMENTS

The group's main pension scheme for UK employees comprises an active defined contribution section and a closed to future accrual defined benefit section. Other defined contribution schemes operate for employees of acquired UK subsidiaries and certain other overseas subsidiaries. Contributions to defined contribution schemes in the year were £2.9m (2023: £1.9m).

The pension fund's triennial actuarial valuation at 30th September 2022 showed a deficit and the company paid a contribution of £8m in January 2023 to eliminate this deficit. In January 2024, the Company paid a special contribution of £1m into the Fund. At 31st December 2024, the company's actuarial valuation for accounting purposes showed a surplus of £11.4 m. However, the net defined benefit asset position has been restricted to zero because the group is not able to recover the surplus either through reduced contributions in the future or through refunds from the plan. Contributions of £1m were made into the Fund in the year ended 31st December 2024 (2023: £9.8m).

During the year ending 31 December 2024, the Trustee entered into a buy-in transaction with The Royal London Mutual Insurance Society Limited, in respect of all Fund members who weren't previously insured.

The defined benefit pension scheme funding arrangement (note 22(c)) was terminated on 8 February 2024.

## (a) Change in benefit obligation

	2024	2023
	£000	£000
Benefit obligation at beginning of the year	107,568	105,108
Past service cost	189	-
Interest cost	4,746	4,892
Actuarial (gains) / losses	(10,306)	4,020
Benefits paid	(6,612)	(6,452)
Benefit obligation at end of the year	<u>95,585</u>	<u>107,568</u>

## (b) Change in plan assets

	2024	2023
	£000	£000
Fair value of plan assets at beginning of the year	117,986	104,863
Interest income on fund assets	5,261	5,274
Return on fund assets excluding interest income	(10,651)	4,502
Employer contributions	1,000	9,800
Benefits and expenses paid from plan	(6,613)	(6,453)
Fair value of plan assets at end of the year	<u>106,983</u>	<u>117,986</u>

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 24. PENSION ARRANGEMENTS (continued)

	2024	2023
	£000	£000
(c) Amounts recognised in the statement of financial position		
Fair value of Fund assets at end of the year	106,983	117,986
Present value of defined benefit obligations at end of the year	<u>(95,585)</u>	<u>(107,568)</u>
Funded status at end of year	11,398	10,418
Amount not recognised as asset due to limit in FRS 102	<u>(11,398)</u>	<u>(10,418)</u>
Net liability, before taxation (note 24(f))	<u><u>-</u></u>	<u><u>-</u></u>
(d) Components of pension cost		
Amounts recognised in the income statement:		
Past service cost	189	-
Net interest on the net deferred benefit liability/ (asset)	<u>(514)</u>	<u>(381)</u>
Interest cost on adjustment for limit in FRS102	<u>474</u>	<u>-</u>
Total expense/ (income) recognised in the income statement	<u><u>149</u></u>	<u><u>(381)</u></u>
Amounts recognised in other comprehensive income:		
Return on fund assets excluding interest income	(10,651)	4,502
Experience gains and (losses) on defined benefit obligations, net	239	(3,195)
Actuarial gains and (losses) arising from change in assumptions, net	10,067	(825)
Adjustment excluding interest in accordance with the limit in FRS 102	<u>(506)</u>	<u>(10,418)</u>
Total losses recognised in Other Comprehensive Income	<u><u>(851)</u></u>	<u><u>(9,936)</u></u>
Cumulative amount of actuarial losses recognised in Other Comprehensive Income	<u><u>(71,261)</u></u>	<u><u>(70,410)</u></u>
(e) Principal actuarial assumptions at 31st December:		
Weighted-average assumptions to determine benefit obligations:		
Discount rate (p.a.)	5.45%	4.55%
RPI inflation (p.a.)	3.25%	3.15%
CPI inflation (p.a.)	2.80%	2.55%
Rate of pension increases		
- RPI minimum 0%, maximum 5%	3.15%	3.05%
Life expectancy at 65 for male aged 65	22.5 years	22.5 years
Life expectancy at 65 for female aged 65	24.5 years	24.4 years
Life expectancy at 65 for male aged 45	23.5 years	23.5 years
Life expectancy at 65 for female aged 45	25.6 years	25.6 years

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 24. PENSION ARRANGEMENTS (continued)

	2024	2023
	£000	£000
Gross liability on the statement of financial position at beginning of the year	-	(245)
Employer contributions	1,000	9,800
(Expense)/ income recognised in the income statement	(149)	381
Remeasurement losses recognised in other comprehensive income	<u>(851)</u>	<u>(9,936)</u>
Gross liability on the statement of financial position at end of the year (note 24(c))	-	-
Related deferred tax asset (note 19)	<u>-</u>	<u>-</u>
Net liability	<u><u>-</u></u>	<u><u>-</u></u>
(g) Reconciliation of changes in the effect of the limit in FRS102	2024	2023
	£000	£000
Adjustment in accordance with the limit in FRS102 at beginning of the year	(10,418)	-
Interest cost on the adjustment	(474)	-
Change in adjustment excluding interest	<u>(506)</u>	<u>(10,418)</u>
Adjustment in accordance with the limit in FRS102 at end of the year	<u>(11,398)</u>	<u>(10,418)</u>
(h) Breakdown of value of assets at 31st December	2024	2023
	£000	£000
Secured income assets fund	4,617	29,428
Cash and net current assets	8,750	5,030
Insured pensioners' annuity policies	93,616	849
Equities	-	11,660
Levered gilt funds	-	15,895
Unlevered gilt funds	-	24,142
Buy and maintain credit	-	30,982
	<u>106,983</u>	<u>117,986</u>

## 25. BUSINESS COMBINATIONS

On 30th March 2023, the group acquired 100% of the share capital of Brockley Holdings Limited and its subsidiary Brockley Group Limited, both incorporated in Ireland. The acquisition was accounted for using the purchase method. The excess of purchase consideration over the value of assets acquired is classified as goodwill arising on acquisition and will be amortised over its useful economic life of 10 years, commencing in the year ended 31 December 2023. The purchase consideration, net of cash acquired with the business, was €3.6m.

On 26th August 2023, the group disposed of its investment in Visafo AS, a company incorporated in Norway.

## 26. ANALYSIS OF CHANGES IN NET DEBT

	At 1st January 2024	Cash flows	Foreign exchange adjustment	Non-cash changes	At 31st December 2024
	£000	£000	£000	£000	£000
Cash at bank and in hand	178,644	(49,257)	(1,950)	-	127,437
Bank overdrafts	(4)	-	-	-	(4)
Cash, cash equivalents and overdrafts	178,640	(49,257)	(1,950)	-	127,433
Bank loans	(561)	147	-	-	(414)
Finance leases	(407)	242	-	(33)	(198)
Total	<u>177,672</u>	<u>(48,868)</u>	<u>(1,950)</u>	<u>(33)</u>	<u>126,821</u>

## TENANTS CONSOLIDATED LIMITED &amp; SUBSIDIARIES

Notes to the Financial Statements (*continued*)

## 27. CASH FLOWS FROM OPERATING ACTIVITIES

	2024	2023
	£000	£000
Profit for the financial year	32,347	31,557
Adjustments for:		
Depreciation, amortisation and impairment of fixed assets	11,155	9,763
Loss on disposal of a business	-	2,665
(Profit)/ loss on sale of other fixed assets (net)	(5,583)	(178)
Net interest receivable	(4,127)	(2,099)
Dividend and interest income from investments	(484)	(1,605)
Taxation expense	10,614	14,625
Foreign exchange	(2,843)	(671)
Change in fair value of investments	1,152	(1,052)
Other capital movements	(1,317)	(385)
Other finance expense	149	(381)
Decrease in stocks	893	20,652
Decrease in trade and other debtors	908	17,936
Increase/ (decrease) in trade and other creditors	3,624	(13,912)
Cash from operations	46,488	76,915
Contributions paid to pension fund	(1,000)	(9,800)
Tax paid	(12,128)	(9,520)
Net cash generated from operating activities	<u>33,360</u>	<u>57,595</u>

## 28. RELATED PARTY DISCLOSURES

Tennants Consolidated Limited is the group's ultimate parent company. The company has taken advantage of the exemptions available under Financial Reporting Standard 102, section 33, "Related Party Disclosures", not to disclose transactions with wholly owned subsidiary undertakings.

All Directors are considered to be key management personnel. Total remuneration in respect of these individuals is £3,395,000 (2023: £2,686,000).

During the year the group made purchases of £2,406,000 (2023: £3,543,000) to non-wholly owned companies. As at 31 December 2024, trade and other debtors of £nil (2023: £52,000) were due from non-wholly owned companies and trade and other creditors of £232,000 (2023: £597,000) were due to non-wholly owned companies. A dividend of £746,000 (2023: £619,000) was received from non-wholly owned companies.

## TENANTS CONSOLIDATED LIMITED & SUBSIDIARIES

### Subsidiaries

As at 31st December 2024 the group held the whole of the issued share capital of subsidiaries unless otherwise stated.  
All companies, except the investment companies, are engaged in the chemicals and allied trades.

#### *United Kingdom - active companies*

- \* Belgrave Contract Management Limited  
Arthur House, 41 Arthur Street, Belfast, BT1 4GB
- \* BIP (Oldbury) Limited  
Tat Bank Road, Oldbury, West Midlands, B69 4NH
- \* Charles Tennant & Co. Limited  
Craighead, Whistleberry Road, Blantyre, Glasgow, Lanarkshire, G72 0TH  
Charles Tennant & Co. (N.I.) Limited  
9 Airport Road West, Belfast, County Antrim, BT3 9ED
- Chemical and Petroleum Investments Limited  
35 Queen Anne Street, London W1G 9HZ
- Dalewick Properties Limited  
35 Queen Anne Street, London W1G 9HZ
- James M. Brown Limited  
Napier Street, Fenton, Stoke-on-Trent, Staffordshire, ST4 4NX
- John C. Walker Limited  
Craighead, Whistleberry Road, Blantyre, Glasgow, Lanarkshire, G72 0TH
- \* Kestrel Thermoplastics Limited  
89 Drumagardner Road, Kilrea, Co Londonderry, BT51 5TE
- Key Organics Limited  
Highfield Road Industrial Estate, Camelford, Cornwall, PL32 9RA
- \* Northern Road Markings Limited  
89 Drumagardner Road, Kilrea, Coleraine, Northern Ireland, BT51 5TE
- Riggott & Co Limited  
Unit X Lodge Lane, Tuxford, Newark, Nottinghamshire, NG22 0NL
- \* Synthite Limited  
Alyn Works, Denbigh Road, Mold, Flintshire, CH7 1BT
- \* Synthite (Mold) Limited  
Alyn Works, Denbigh Road, Mold, Flintshire, CH7 1BT
- Tennants Distribution Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- Tennants Group Investments Limited  
35 Queen Anne Street, London W1G 9HZ
- \* Tennants (IT) Investments Limited  
35 Queen Anne Street, London W1G 9HZ
- Tennants Textile Colours Limited  
35 Queen Anne Street, London W1G 9HZ
- \* Tennants Ventures Limited  
35 Queen Anne Street, London W1G 9HZ
- \* TS Resins Limited  
Alyn Works, Denbigh Road, Mold, Flintshire, CH7 1BT
- \* Walls & Ceilings International Limited  
Tything Road, Arden Forest Industrial Estate, Alcester, Warwickshire, B49 6EP

## TENANTS CONSOLIDATED LIMITED & SUBSIDIARIES

### Subsidiaries (*continued*)

*United Kingdom - dormant companies (exempt from audit by virtue of S479 of Companies Act 2006)*

- \* Anderson Gibb & Wilson Limited  
Craighead, Whistleberry Road, Blantyre, Glasgow, Lanarkshire, G72 0TH
- \* Arrowsped Logistics Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- \* Bionet Research Limited  
Highfield Road Industrial Estate, Camelford, Cornwall, PL32 9RA
- \* Charles Tennant & Co (London) Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- \* Dundee Chemicals Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- \* Hugh Gell & Co Limited  
35 Queen Anne Street, London W1G 9HZ
- \* Joseph Crowther (Chemicals) Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- \* Key Organics Holdings Limited  
Highfield Road Industrial Estate, Camelford, Cornwall, PL32 9RA
- \* Mark Day Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- \* Tennants (Lancashire) Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR
- \* Riggott National Line Marking Limited  
Unit X Lodge Lane, Tuxford, Newark, Nottinghamshire, NG22 0NL
- \* Riggott Holdings Limited  
Unit X Lodge Lane, Tuxford, Newark, Nottinghamshire, NG22 0NL  
Tennants Pension Trustees Limited  
35 Queen Anne Street, London W1G 9HZ  
Tennants Tar Distillers & Engineering Supplies Limited  
9 Airport Road West, Belfast, County Antrim, BT3 9ED
- \* Tenant Trading (Chemicals) Limited  
Hazelbottom Road, Cheetham, Manchester, M8 0GR  
Tennants (Warehousing) Limited  
35 Queen Anne Street, London W1G 9HZ  
Waterloo Nominees Limited  
35 Queen Anne Street, London W1G 9HZ

\* Held indirectly

## TENANTS CONSOLIDATED LIMITED & SUBSIDIARIES

### Subsidiaries (*continued*)

#### *Overseas companies*

##### *Brazil*

- \* Multicel Pigmentos Indústria e Comércio Ltda  
Estrada Part. Sadae Takagi, 3300, Bairro Cooperativa, São Bernardo do Campo, São Paulo CEP 09852-070,  
Brazil

##### *Canada*

- Charles Tennant & Co. (Canada) Limited  
34 Clayson Road, Weston, Ontario, M9M 2G8, Canada

##### *France*

- \* Charles Tennants SARL  
Parc des Bellevues, Immeuble le Minnesota, Allée Rosa Luxemburg, F-95610 Eagny, France

##### *Germany*

- \* Tennants GmbH  
Hauptstrasse 81, D-33647, Bielefeld, Germany

##### *Ireland*

- \* Charles Tennant & Co. (Cork) Limited  
Marino Point, Cobh, County Cork, P24 X938, Ireland
- Charles Tennant & Co. (Eire) Limited  
Unit J, Aerodrome Business Park, Rathcoole, Dublin D24 FP89, Ireland
- \* Irish Tar & Bitumen Suppliers Limited  
Alexandra Road, Dublin 1, D01 R5W7, Ireland
- \* Marinochem Limited  
Marino Point, Cobh, County Cork, P24 X938, Ireland
- \* Tennants Building Products Limited  
2 Airton Road, Tallaght, Dublin, D24 R89Y, Ireland
- Tennants Consolidated (Ireland) Limited  
Alexandra Road, Dublin 1, D01 R5W7, Ireland
- \* Tennants Group Treasury Ireland Limited  
Alexandra Road, Dublin 1, D01 R5W7, Ireland
- \* Tennants Group Investments Ireland Limited  
Alexandra Road, Dublin 1, D01 R5W7, Ireland

##### *Italy*

- Mifar S.r.l.  
Viale Tunisia 43, 20124-Milano, Italy

##### *Netherlands*

- \* Charles Tennant B.V.  
Mikboomweg 4, 5674 XG Nuenen, Netherlands

##### *USA*

- \* Paradigm Science Inc  
67 Beaver Avenue, Annandale, NJ 08801, USA
- \* TC U.S.A. Inc  
251 Little Falls Drive, Wilmington, DE 19808, USA

\* Held indirectly

**TENANTS CONSOLIDATED LIMITED & SUBSIDIARIES**  
**Statistical Information**

Year	Turnover	Net profit attributable to equity shareholders	Adjusted net profit attributable to equity shareholders	Adjusted net profit attributable to equity shareholders per Ordinary Share	Dividends per Ordinary share
	£000	£000	£000	p	p
2013	400,522	14,632	14,632	143	28
2014	413,306	18,611	18,611	183	28
2014*	413,394	19,020	18,933	186	28
2015	373,874	19,998	21,616	213	128
2016	387,306	35,528	22,190	219	29
2017	468,803	28,593	24,975	247	230
2018	509,706	12,861	20,629	203	31
2019	522,140	25,866	22,386	221	45
2020	512,793	30,478	31,525	313	463
2021	549,894	44,541	34,085	338	68
2022	736,446	65,592	52,841	526	106
2023	617,343	31,557	32,229	320	856
2024**	574,681	32,347	30,839	306	53

2014\* Restated under FRS 102

2024\*\* Dividends per Ordinary share excludes the final dividend for the year ended 31st December 2024, which will be considered and voted on at the AGM which is scheduled to be held on 15th July 2025.

Adjusted net profit attributable to equity shareholders excludes one-off gain on sale of land, net of tax (2024); impairment (2024); loss on disposal of a business (2023); and profits, fair value adjustments and the associated tax movements arising from investments held.

Dividends per Ordinary share includes special dividends of 100p in 2015, 200p in 2017, 400p in 2020 and 750p in 2023.