Financial statements

Independent Auditor's Report

Independent Auditor's Report to the members of Genuit Group plc

Opinion

In our opinion:

- Genuit Group plc's Group financial statements and Parent Company financial statements (the 'financial statements') give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2022 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK Adopted International Accounting Standards;
- the Parent Company financial statements have been properly prepared in accordance with UK Adopted International Accounting Standards as applied in accordance with Section 408 of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Genuit Group plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2022 which comprise:

Group	Parent Company
Group Income Statement for the year ended 31 December 2022	Company Balance Sheet as at 31 December 2022
Group Statement of Comprehensive Income for the year ended 31 December 2022	Company Statement of Changes in Equity for the year ended 31 December 2022
Group Balance Sheet as at 31 December 2022	Company Cash Flow Statement for the year ended 31 December 2022
Group Statement of Changes in Equity for the year ended 31 December 2022	Related notes 1 to 9 to the Company financial statements including a summary of significant accounting policies
Group Cash Flow Statement for the year ended 31 December 2022	
Related notes 1 to 29 to the Group financial statements, including a summary of significant accounting policies	

The financial reporting framework that has been applied in their preparation is applicable law and UK Adopted International Accounting Standards and as regards the Parent Company financial statements, as applied in accordance with Section 408 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and Parent 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 as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting the audit.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Performing a walkthrough of the Group's financial close process to confirm our understanding of management's going concern assessment process and engaging with management to ensure all key risk factors we identified were considered in their assessment.
- Obtaining management's going concern assessment including the cash flow forecasts and covenant calculations for the going concern period which covers the 21 month period to 31 December 2024 then performing procedures to confirm the clerical accuracy and appropriateness of the underlying model.
- Obtaining the Group's revolving credit facility and agreeing the level of facilities available, the applicable covenants, and the renewal date of August 2027 to management's assessment.
- Assessing the Group's base case scenario for consistency with budgets and cash flow forecasts approved by the Board of Directors and those used by the Group in other accounting estimates such as the goodwill impairment assessment.
- Challenging the appropriateness of the base case assumptions relating to future levels of demand, raw material availability and cost, and future energy prices. Our procedures included analysis of external market data to consider any contradictory sector forecasts, considerations of the current macroeconomic climate and the disclosed climate change commitments of the Group.

Independent Auditor's Report continued

- Critically assessing and reperforming management's stress test of their cash flow forecasts and covenant calculations in order to quantify and then consider the plausibility of the downside scenarios required to exhaust the Group's forecast liquidity and breach the Group's covenant ratios. We specifically considered the quantum of revenue reduction and unrecovered cost inflation required to exhaust liquidity and breach the Group's covenant ratios.
- Considering the impact and feasibility of potential mitigating activities that are within control of management, such as reducing capital expenditure and dividend payments.
- Reviewing the Group's going concern disclosures included in the Annual Report and Accounts in order to assess their completeness and conformity with the reporting standards.

Our key observations:

- The Directors' assessment forecasts that the Group will maintain sufficient liquidity throughout the going concern assessment period in the base case scenario.
- The Directors have modelled several downside scenarios including a loss of production, loss of a major customer, product failure, recession, increases in interest rates and increases in raw material prices. In all scenarios, the going concern basis remains appropriate, with no breach of covenant or shortfall of liquidity in the going concern period.
- The Group has a significant undrawn committed borrowing facility (£179.1m) at the balance sheet date, which is available until August 2027.

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 and Parent Company's ability to continue as a going concern for the period to 31 December 2024.

In relation to the Group and Parent Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's ability to continue as a going concern.

Overview of our audit approach

Audit scope	– We performed an audit of the complete financial information of 8 components and audit procedures on specific balances for a further 4 components. We performed review scope procedures for the remaining 38 components. – The components where we performed full or specific audit procedures accounted for 95% of adjusted Profit Before Tax measure used to calculate materiality, 90% of Revenue and 95% of Total Assets.
Key audit matters	– Inappropriate revenue recognition arising from manual adjustments. – Inappropriate revenue recognition arising through inaccurate accounting for customer rebates within Building Products. – Risk of an unrecognised impairment of goodwill within the Adey and Climate & Ventilation CGUs.
Materiality	– Overall Group materiality of £3.7m (2021: £3.9m) which represents 5% of Profit Before Tax adjusted for non-recurring items.

An overview of the scope of the Parent Company and Group audits

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the Group financial statements. We take into account size, risk profile, the organisation of the Group and effectiveness of Group-wide controls, changes in the business environment, the potential impact of climate change and other factors such as recent Internal Audit results when assessing the level of work to be performed at each company.

In assessing the risk of material misstatement to the Group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, of the 50 reporting components of the Group, we selected 12 components covering entities within the UK, which represent the principal business units within the Group.

Of the 12 components selected, we performed an audit of the complete financial information of 8 components ('full scope components') which were selected based on their size or risk characteristics. For the remaining 4 components ('specific scope components'), we performed audit procedures on specific accounts within that component that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile.

Independent Auditor's Report continued

The reporting components where we performed audit procedures accounted for 95% (2021: 86%) of the Group's adjusted Profit Before Tax measure used to calculate materiality, 90% (2021: 89%) of the Group's Revenue and 95% (2021: 89%) of the Group's Total Assets. For the current year, the full scope components contributed 86% (2021: 86%) of the Group's adjusted Profit Before Tax measure used to calculate materiality, 80% (2021: 85%) of the Group's Revenue and 92% (2021: 89%) of the Group's Total Assets. The specific scope component contributed 9% of the Group's adjusted Profit Before Tax measure used to calculate materiality, 10% of the Group's Revenue and 3% of the Group's Total Assets (2021: no specific scope components). The audit scope of these components may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant accounts tested for the Group.

Of the remaining 38 components that together represent 5% of the Group's adjusted Profit Before Tax, none are individually greater than 1% of the Group's adjusted Profit Before Tax. For these components, we performed review scope procedures which primarily consist of analytical review. For certain locations with statutory audit requirements, we also performed incremental procedures. This included performing data analytics in respect of revenue transactions and manual accounting entries to identify unusual transactions, testing a sample of significant transactions including fixed asset expenditure where significant, attendance at stock counts where inventory balances were significant and obtaining external confirmation of cash balances to respond to any potential risks of material misstatement to the Group financial statements.

Changes from the prior year

The approach to scoping the Group remains in line with prior year. Our approach is in line with EY's audit methodology and International Standards on Auditing (UK).

Involvement with component teams

All audit work performed for the purposes of the audit was undertaken by the Group audit team.

Climate change

Stakeholders are increasingly interested in how climate change will impact Genuit Group plc. The Group has determined that the most significant future impacts from climate change on their operations relate to the reputational risk in not meeting climate-related targets and potential disruption to the supply chain but also the market opportunities it presents through the development of low emission and climate resilient products and services. These are explained on pages 29 to 32 in the required Task Force on Climate-Related Financial Disclosures. They have also explained their climate commitments on pages 21 to 23. All of these disclosures form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other information".

In planning and performing our audit we assessed the potential impacts of climate change on the Group's business and any consequential material impact on its financial statements.

The Group has explained how climate change has been reflected in the financial statements in note 2.2 and note 17. These considerations did not give rise to a material impact on the financial reporting estimates, consistent with the assessment that climate change is not expected to have a significant impact on the Group's going concern assessment to 31 December 2024, nor the viability of the Group over the next three years. These disclosures also explain where governmental and societal responses to climate change risks are still developing, and where the degree of certainty of these changes means that they cannot be taken into account when determining asset and liability valuations under the requirements of UK Adopted International Accounting Standards.

Our audit effort in considering the impact of climate change on the financial statements was focused on evaluating management's assessment of the impact of climate risk, physical and transition, their climate commitments, the effects of material climate risks disclosed on pages 29 to 32 and whether these have been appropriately reflected in asset values where these are impacted by future cash flows and associated sensitivity disclosures being the impairment testing of goodwill following the requirements of UK Adopted International Accounting Standards. As part of this evaluation, we performed our own risk assessment, supported by our climate change internal specialists and determined the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

We also challenged the Directors' considerations of climate change risks in their assessment of going concern and viability and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

Based on our work we have considered the impact of climate change on the financial statements to impact one key audit matter. Details of our procedures and findings are included in our explanation of key audit matters below.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report continued

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Inappropriate revenue recognition arising from manual adjustments. *Refer to the Audit Committee Report (page 90); Summary of Significant Accounting Policies (page 142); and Note 3.3 of the consolidated financial statements (page 150)* The Group has reported revenue of £622.2m (2021: £594.3m). Revenue is stated net of rebates payable which are considered in the subsequent key audit matter. The timing of revenue recognition is relevant to the reported performance of the Group as a whole and also to the completeness of the rebate expense and related year-end liabilities. Through manual adjustments, there is the opportunity to misstate revenue between periods in order to influence reported results. We consider the significant risk to be primarily associated with those components contributing more than 5% of the Group's revenue as any potential error could result in a material misstatement of the Group financial statements. For the remaining components whilst we consider there to be a risk of management override of controls to misstate revenue, we do not consider any individual component to represent a significant risk of material misstatement. There has been no change in our assessment of this risk when compared to the prior year.	We obtained an understanding of the process and controls in place over the recognition of revenue including approval of manual adjustments recorded as part of the financial statement close process. We obtained an understanding of the IT systems and the role of IT in initiating, recording and reporting revenue transactions within the Group's accounting systems. Of the 8 full scope components, 7 components recorded revenue that was material to the Group and are specifically impacted by the identified fraud risk. For 6 of the 7 full scope components with significant revenue, representing 86% of the Group's revenues, we used data analytics to analyse the full populations of revenue transactions by correlating sales postings with receivables and cash throughout the year to identify any unusual transactions. Through this, we identified revenue recognised through manual adjustments or manual journals for targeted testing. We performed analysis by month to identify unusual trends in revenue and gross margin that could indicate inappropriate revenue recognition. For the remaining full scope component covering 3% of revenue, we performed tests of detail over revenue recognised in the year by agreeing a representative sample of sales to supporting documentation including proof of delivery and testing related cash receipts throughout the year. We also performed procedures to identify and assess the appropriateness of manual adjustments. For all full scope components, we inspected a sample of pre and post year-end sales invoices to assess whether they relate to completed deliveries and have been recognised in the correct period. We analysed sales credit notes raised in January 2023 and tested a sample to supporting information. For those reporting components reporting revenue but not identified as full or specific scope, we performed data analytics procedures to identify unusual trends in revenue recognition and any significant unusual transaction flows. We have reviewed Genuit Group's revenue recognition policy against the requirements of IFRS 15 with a focus on ensuring the performance obligations are appropriately reflected in the Group's approach to recognising revenue. We assessed the adequacy of the disclosure of revenue within the Annual Report and Accounts.	Through our procedures performed we have not identified any unsupported manual adjustments to revenue, or any unexplained anomalies from our revenue analytics. No significant manual adjustments or unusual accounting entries were identified through our testing. No material errors in the timing of revenue recognition were identified. We concluded that revenue recognised in the year is appropriate and found no evidence of management bias.

Independent Auditor's Report continued

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Inappropriate revenue recognition arising through inaccurate accounting for customer rebates within Building Products. *Refer to the Audit Committee Report (page 90); Summary of Significant Accounting Policies (page 142); and Note 3.3 of the consolidated financial statements (page 150)* The total value of customer rebates recognised in the year and accrued for at the balance sheet date is material. The Group's pricing structure includes rebate arrangements with customers. Many of these arrangements are relatively straightforward, being based on agreed percentages of sales made to direct customers during the period. A proportion of the Group's rebate agreements are with indirect customers and estimation is required when determining the rebate accrual at the balance sheet date. This is particularly the case for indirect rebates within the Residential Systems operating segment (Building Products business unit) where the rebate is driven by claims which may not have been received or verified at the time when the liabilities are recognised. These claims are made on the basis of installations in line with specification rather than purchases from the Group. There has been no change in our assessment of this risk when compared to the prior year.	We obtained an understanding of management's process and controls in place over recognition and recording of rebates, including key assumptions such as volumes and related targets and claim compliance rates for developers. We obtained an understanding of the IT systems and the role of IT in initiating, recording and reporting rebate transactions within the Group's accounting systems. We reviewed significant, new and existing rebate agreements and tested a sample of payments made during the year in order to validate the charges incurred and settled during the year. We utilised data analytics to identify unusual transactions recorded in rebate accounts that could indicate management override of controls. For developer rebates, we reviewed external information to develop our own point estimate of the year-end rebate. We tested the accuracy of quarterly estimates made by management against actual claim amounts. We tested the compliance rates of actual claims received to understand the value of claims received that were subsequently paid out during the year. For merchant rebates, we developed an independent expectation of the annual rebate charge and year-end liability, including any charge associated with targeted rebate clauses, and compared this to management's annual charge and year-end liability. We performed completeness procedures on the year-end rebate held by comparing a sample of customers who claimed during the year to the rebate charge and closing balance. We reviewed material post year-end bank payments and claims received and compared these to management's year-end estimates. For merchant rebates, we compared the 2022 charge from the December 2022 schedule to the 2022 charge from the January 2023 schedule to understand changes to the rebate charge that were made subsequent to the year end. We compared the prior year accrual to the actual claims verified and paid in the year to understand the historical accuracy of management's estimation.	We found no material difference between the prior year rebate accrual and the actual rebate claims verified and paid in the year. This provides assurance over management's historical ability to accurately estimate the rebate liability. We concluded that management's judgments were materially consistent with our expectations and recalculations based on external sources, post year-end claim activity and historic settlement rates. We concluded that the rebate expense recognised during the year and the liability at the period end is appropriate.

Independent Auditor's Report continued

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of an unrecognised impairment of goodwill within the Adey and Climate & Ventilation CGUs. *Refer to the Audit Committee Report (page 90); Summary of Significant Accounting Policies (page 142); and Note 3.4 of the consolidated financial statements (page 150)* There is a risk that there is an unrecognised impairment against goodwill within the Adey and the Climate & Ventilation CGUs. The forecasts in these CGUs are likely to be highly sensitive to key assumptions including the revenue growth rates and discount rates. The risk has increased compared to the prior year, due to performance of these specific CGUs in comparison to budget in H1 of 2022.	We assessed the appropriateness of the individual CGUs identified in line with IAS 36. We walked through and understood management's approach to the goodwill impairment assessment and walked through the Groups budgeting process to understand the key assumptions made in the budget. This included confirming the underlying cash flows are consistent with the Board approved business plan and appropriately consider the effects of material climate risks as disclosed on pages 29 to 32. We obtained an understanding of the role of IT in the goodwill impairment assessment process, including the source of underlying data. We utilised out valuation specialists to support in our assessment of the appropriateness of management's discount rate. We challenged the long-term growth rate within the discounted cash flow calculations. We understood and challenged management's forecast future cash flows, to assess key inputs and to compare these against industry expectations. We challenged the assumptions underpinning the growth rates, including the expected recovery following supply chain constraints, considerations over economic uncertainty in the short-term and how the medium to longer-term risks and opportunities were factored in to future cash flows, including the impact of climate change. We audited the disclosures in accordance with IAS 36 and IAS 1.	We consider management's assessment appropriately reflects the requirements of IAS 36 and captures the risks to future cash flows. Further to initial review, management has recorded an impairment of £12m of goodwill associated with the Adey CGU. We concluded that the remaining goodwill balance recognised in the Adey CGU is appropriate. We concluded that the goodwill recognised in the Climate & Ventilation CGU was appropriate.

In the prior year, our auditor's report included a key audit matter in relation to the risk of inaccurate accounting for acquisitions which was specific to material acquisitions made during 2021. In the current year, there were no material acquisitions and therefore this risk is not identified as a key audit matter.

Independent Auditor's Report continued

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be £3.7m (2021: £3.9m), which is 5% (2021: 5%) of Group Profit Before Tax adjusted for non-recurring items. We believe that materiality basis provides us with a consistent basis for calculating materiality as it excludes the impact of one-off items that are not related to the underlying operations of the Group.

We determined materiality for the Parent Company to be £3.4m (2021: £3.9m), which is 1% (2021: 1%) of total equity.

Starting basis	– Group Profit Before Tax – £45.4m
Adjustments	– Adjusted for non-underlying items excluding amortisation on acquired intangible assets of £15.2m and staff costs £0.9m
Materiality	– Totals £74.5m Group adjusted Profit Before Tax – Materiality of £3.7m (5% of Group Profit Before Tax adjusted for non-recurring items)

During the course of our audit, we reassessed initial materiality with the only change in the final materiality from our original assessment, being to reflect the actual reported performance of the Group in the year.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 75% (2021: 75%) of our planning materiality, namely £2.8m (2021: £2.9m). We have set performance materiality at this percentage due to our assessment of the control environment and assessment that there is a lower likelihood of misstatements.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was £0.5m to £2.2m (2021: £0.6m to £1.8m).

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £0.2m (2021: £0.2m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the Annual Report and Accounts set out on pages 1 to 127, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report and Accounts.

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

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

We have nothing to report in this regard.

Independent Auditor's Report continued

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with 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 those reports have been prepared in accordance with applicable legal requirements;
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements; and
- information about the Company's corporate governance statement and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in:

- the Strategic Report or the Directors' Report; or
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 of the FCA Rules

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 and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- a Corporate Governance Statement has not been prepared by the Company.

Corporate Governance Statement

We have reviewed the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group and Company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 96;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 96;
- Director's statement on whether it has a reasonable expectation that the Group will be able to continue in operation and meets its liabilities set out on page 96;
- Directors' statement on fair, balanced and understandable set out on page 99;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 55 to 62;
- The section of the Annual Report and Accounts that describes the review of effectiveness of risk management and internal control systems set out on page 79; and;
- The section describing the work of the Audit Committee set out on pages 90 to 94.

Responsibilities of Directors

As explained more fully in the Group Directors' Responsibilities Statement set out on page 99 and the Parent Company Directors' Responsibilities Statement set out on page 170, 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 and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Independent Auditor's Report continued

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Group and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and determined that the most significant are frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (UK Adopted International Accounting Standards, the Companies Act 2006 and UK Corporate Governance Code). In addition, we concluded that there are certain significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements including the relevant tax compliance regulations in the UK and those laws and regulations relating to health and safety and employee matters.
- We understood how Genuit Group plc is complying with those frameworks by making enquiries of Group and Component management, as well as those charged with governance. We corroborated our enquiries through our review of board minutes and papers provided to the Audit Committee. Further, through our detailed audit procedures we have considered whether any evidence has been identified that indicates non-compliance with the relevant laws and regulations has occurred.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by understanding the Group's performance against market expectations; understanding the Group's performance against internal key performance indicators used when calculating management's variable remuneration; identifying key judgments and estimates including rebate accounting that can materially impact the financial statements; and understanding the controls and processes in place for the prevention and detection of fraudulent activity and financial reporting.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved those outlined in the revenue and rebate key audit matters above, as well as testing manual journals recorded at the component and consolidation level, understanding unusual and one-off transactions, and where relevant corroborating the basis of accounting judgements and estimates with employees and specialists outside of the finance functions such as the Company Secretary, the Group IT function, the Group Health and Safety team and commercial management.

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

Other matters we are required to address

- Following the recommendation from the Audit Committee, we were appointed by the company in 2012 to audit the Group's financial statements for the year ending 31 December 2012 and subsequent financial periods. In 2014, upon the Group's listing on the London Stock Exchange the Group became subject to the rotation requirements under the UK Corporate Governance Code, Competition and Markets Authority and the EU Audit Directive.
- The period of total uninterrupted engagement since the Group was subject to these rotation requirements is nine years. In total the period of uninterrupted engagement including previous renewals and reappointments is eleven years, covering the years ending 31 December 2012 to 31 December 2022.
- The audit opinion is consistent with the additional report to the Audit Committee.

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.

Mark Morritt (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Leeds
14 March 2023

Notes:

1. The maintenance and integrity of the Genuit Group plc website is the responsibility of the Directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.
2. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Group Income Statement

For the year ended 31 December 2022

	Notes	2022 Underlying £m	2022 Non-underlying† £m	2022 Total £m	2021 Underlying £m	2021 Non-underlying† £m	2021 Total £m
Revenue	5	**622.2**	**–**	**622.2**	594.3	–	594.3
Cost of sales	6, 8	**(372.1)**	**(2.5)**	**(374.6)**	(348.8)	(6.5)	(355.3)
Gross profit		**250.1**	**(2.5)**	**247.6**	245.5	(6.5)	239.0
Selling and distribution costs		**(81.5)**	**–**	**(81.5)**	(81.8)	–	(81.8)
Administration expenses	8	**(70.2)**	**(12.3)**	**(82.5)**	(68.3)	(7.5)	(75.8)
Trading profit		**98.4**	**(14.8)**	**83.6**	95.4	(14.0)	81.4
Amortisation of intangible assets	8	**(0.2)**	**(15.2)**	**(15.4)**	(0.1)	(14.2)	(14.3)
Impairment of intangible assets	8	**–**	**(2.8)**	**(2.8)**	–	–	–
Impairment of goodwill	8	**–**	**(12.0)**	**(12.0)**	–	–	–
Operating profit	5, 6	**98.2**	**(44.8)**	**53.4**	95.3	(28.2)	67.1
Finance costs	8, 11	**(7.6)**	**(0.4)**	**(8.0)**	(4.2)	–	(4.2)
Profit before tax	5	**90.6**	**(45.2)**	**45.4**	91.1	(28.2)	62.9
Income tax	8, 12	**(14.1)**	**5.2**	**(8.9)**	(16.0)	(5.9)	(21.9)
Profit for the year attributable to the owners of the parent company		**76.5**	**(40.0)**	**36.5**	75.1	(34.1)	41.0
Basic earnings per share (pence)	13			**14.7**			16.7
Diluted earnings per share (pence)	13			**14.6**			16.5
Dividend per share (pence) – interim	14			**4.1**			4.0
Dividend per share (pence) – final	14			**8.2**			8.2
	14			**12.3**			12.2

† Non-underlying items are presented separately. The definition of non-underlying items is included in the Group Accounting Policies on page 148. Non-underlying items are detailed in Note 8 to the consolidated financial statements.

Group Statement of Comprehensive Income

For the year ended 31 December 2022

	2022 £m	2021 £m
Profit for the year attributable to the owners of the parent company	**36.5**	41.0
Other comprehensive income:		
Items which may be reclassified subsequently to the income statement:		
Exchange differences on translation of foreign operations	**–**	(0.4)
Effective portion of changes in fair value of forward foreign currency derivatives	**0.1**	(0.1)
Other comprehensive income for the year net of tax	**0.1**	(0.5)
Total comprehensive income for the year attributable to the owners of the parent company	**36.6**	40.5

Group Balance Sheet

At 31 December 2022

	Notes	2022 £m	2021 £m
Non-current assets			
Property, plant and equipment	15	**169.9**	151.7
Right-of-use assets	16	**22.3**	20.6
Intangible assets	17	**615.1**	642.8
Total non-current assets	5	**807.3**	815.1
Current assets			
Inventories	21	**89.9**	80.8
Trade and other receivables	22	**68.1**	76.7
Income tax receivable		**2.2**	1.1
Cash and cash equivalents	23	**50.0**	52.3
Assets held-for-sale	19	**10.7**	–
Total current assets		**220.9**	210.9
Total assets	5	**1,028.2**	1,026.0
Current liabilities			
Trade and other payables	26	**(124.2)**	(135.5)
Lease liabilities	16, 27	**(5.8)**	(4.5)
Deferred and contingent consideration	18	**–**	(0.5)
Derivative financial instruments	27	**–**	(0.1)
Liabilities held-for-sale	19	**(2.6)**	–
Total current liabilities		**(132.6)**	(140.6)

	Notes	2022 £m	2021 £m
Non-current liabilities			
Loans and borrowings	27	**(193.1)**	(197.4)
Lease liabilities	16, 27	**(17.3)**	(16.1)
Deferred and contingent consideration	18	**(8.0)**	(4.3)
Other liabilities	27	**–**	(1.4)
Deferred income tax liabilities	12	**(50.1)**	(48.5)
Total non-current liabilities		**(268.5)**	(267.7)
Total liabilities	5	**(401.1)**	(408.3)
Net assets	5	**627.1**	617.7
Capital and reserves			
Equity share capital	24	**0.2**	0.2
Share premium	24	**93.6**	93.6
Capital redemption reserve	24	**1.1**	1.1
Hedging reserve	24	**–**	(0.1)
Foreign currency retranslation reserve	24	**–**	–
Other reserves	24	**116.5**	116.5
Retained earnings		**415.7**	406.4
Total equity		**627.1**	617.7

The consolidated financial statements were approved for issue by the Board of Directors and signed on its behalf by:

Joe Vorih
Director
14 March 2023

Paul James
Director
14 March 2023

Company Registration No. 06059130

Group Statement of Changes in Equity

For the year ended 31 December 2022

	Equity share capital £m	Share premium £m	Capital redemption reserve £m	Own shares £m	Hedging reserve £m	Foreign currency retranslation reserve £m	Other reserves £m	Retained earnings £m	Total equity £m
At 31 December 2020	0.2	–	1.1	–	–	0.4	116.5	382.7	500.9
Profit for the year	–	–	–	–	–	–	–	41.0	41.0
Other comprehensive income	–	–	–	–	(0.1)	(0.4)	–	–	(0.5)
Total comprehensive income for the year	–	–	–	–	(0.1)	(0.4)	–	41.0	40.5
Dividends paid	–	–	–	–	–	–	–	(21.7)	(21.7)
Issue of share capital (See Note 24)	–	96.3	–	–	–	–	–	–	96.3
Transaction costs on issue of share capital	–	(2.7)	–	–	–	–	–	–	(2.7)
Share-based payments charge	–	–	–	–	–	–	–	2.2	2.2
Share-based payments settled	–	–	–	–	–	–	–	2.1	2.1
Share-based payments excess tax benefit	–	–	–	–	–	–	–	0.1	0.1
At 31 December 2021	0.2	93.6	1.1	–	(0.1)	–	116.5	406.4	617.7
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**36.5**	**36.5**
Other comprehensive income	**–**	**–**	**–**	**–**	**0.1**	**–**	**–**	**–**	**0.1**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**0.1**	**–**	**–**	**36.5**	**36.6**
Dividends paid	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(30.5)**	**(30.5)**
Share-based payments charge	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**2.9**	**2.9**
Share-based payments settled	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**0.4**	**0.4**
Share-based payments excess tax benefit	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
At 31 December 2022	**0.2**	**93.6**	**1.1**	**–**	**–**	**–**	**116.5**	**415.7**	**627.1**

Group Cash Flow Statement

For the year ended 31 December 2022

	Notes	2022 £m	2021 £m
Operating activities			
Profit before tax		**45.4**	62.9
Finance costs	11	**8.0**	4.2
Operating profit		**53.4**	67.1
Non-cash items:			
Profit on disposal of property, plant and equipment	6	**(0.7)**	(0.2)
Transaction costs on issue of share capital		**–**	0.1
Research and development expenditure credit	6	**(1.2)**	(2.0)
Warranty provision release		**(1.0)**	–
Non-underlying items:			
– impairment of goodwill arising on business combinations	8, 17	**12.0**	–
– impairment of intangible assets arising on business combinations	8, 17	**2.8**	–
– amortisation of intangible assets arising on business combinations	8, 17	**15.2**	14.2
– provision for acquisition costs	8	**3.3**	6.6
– unwind of inventory fair value adjustment	8	**–**	3.7
– provision for restructuring costs	8	**9.3**	1.1
– provision for product liability claim	8	**1.0**	2.6
– isolated cyber incident	8	**1.2**	–
Depreciation of property, plant and equipment	5, 15	**19.4**	18.4
Depreciation of right-of-use assets	5, 16	**5.4**	4.4
Amortisation of internally generated intangible assets	17	**0.2**	0.1
Share-based payments	25	**2.9**	2.2
Cash items:			
– Settlement of acquisition costs	18	**(0.2)**	(6.9)
– Settlement of restructuring costs		**(8.2)**	–
– Settlement of isolated cyber incident costs		**(1.2)**	–
Operating cash flows before movement in working capital		**113.6**	111.4
Movement in working capital:			
Receivables		**7.8**	(0.9)
Payables		**(10.4)**	(6.2)

	Notes	2022 £m	2021 £m
Inventories		**(17.1)**	(19.9)
Cash generated from operations		**93.9**	84.4
Income tax paid		**(7.0)**	(9.5)
Net cash flows from operating activities		**86.9**	74.9
Investing activities			
Acquisition of businesses net of cash at acquisition	18	**(2.6)**	(236.4)
Settlement of deferred and contingent consideration		**(0.5)**	–
Proceeds from disposal of property, plant and equipment		**2.9**	0.5
Purchase of property, plant and equipment		**(41.1)**	(33.1)
Development expenditure		**(2.7)**	(1.5)
Net cash flows from investing activities		**(44.0)**	(270.5)
Financing activities			
Issue of share capital	24	**–**	96.3
Transaction costs on issue of share capital	24	**–**	(2.8)
Debt issue costs		**(3.1)**	–
Drawdown of bank loan		**266.2**	148.0
Repayment of bank loan		**(268.3)**	(10.0)
Interest paid		**(3.7)**	(2.9)
Dividends paid	14	**(30.5)**	(21.7)
Proceeds from exercise of share options		**0.4**	2.1
Settlement of lease liabilities	16	**(6.2)**	(5.1)
Net cash flows from financing activities		**(45.2)**	203.9
Net change in cash and cash equivalents		**(2.3)**	8.3
Cash and cash equivalents at 1 January	23	**52.3**	44.1
Net foreign exchange difference		**–**	(0.1)
Cash and cash equivalents at 31 December	23	**50.0**	52.3

Notes to the Group Financial Statements

For the year ended 31 December 2022

1. Authorisation of financial statements

The consolidated financial statements of the Group for the year ended 31 December 2022 were authorised for issue by the Board of Directors on 14 March 2023 and the balance sheet was signed on the Board's behalf by Joe Vorih and Paul James.

Genuit Group plc (previously known as Polypipe Group plc) is a public limited company incorporated and domiciled in England and Wales. The principal activity of the Group is the provision of sustainable water and climate management solutions for the built environment.

2. Summary of significant accounting policies

The basis of preparation and accounting policies used in preparing the consolidated historical financial information for the year ended 31 December 2022 are set out below. These accounting policies have been consistently applied in all material respects to all the periods presented.

2.1 Basis of preparation and statement of compliance with IFRSs

The Group's consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards (UK-adopted-IAS).

The accounting policies which follow set out those policies which apply in preparing the consolidated financial statements for the year ended 31 December 2022.

The Group's consolidated financial statements have been prepared on a historical cost basis except for derivative financial instruments and deferred and contingent consideration that have been measured at fair value. The consolidated financial statements are presented in Pounds Sterling and all values are rounded to one decimal place of a million (£m) unless otherwise indicated.

2.2 Going concern

The Directors have made enquiries into the adequacy of the Group's financial resources, through a review of the Group's budget and medium-term financial plan, including cash flow forecasts. The Group has modelled a range of scenarios, with the base forecast being one in which, over the 24 months ending 31 December 2024, sales volumes grow in line with or moderately above external construction industry forecasts.

In addition, the Directors have considered several downside scenarios, including adjustments to the base forecast, a period of significantly lower like-for-like sales, profitability and cash flows. Consistent with our Principal Risks and Uncertainties these downside scenarios included, but were not limited to, loss of production, loss of a major customer, product failure, recession, increases in interest rates and increases in raw material prices. Downside scenarios also included a combination of these risks, and reverse stress testing.

The financial impact of the climate-related risks disclosed within the Task Force on Climate-Related Financial Disclosures Report on pages 26 to 35 of the Strategic Report continue to be assessed. Through the detailed qualitative scenario analysis undertaken, the Directors conclude that there is no material adverse impact of climate change in the short to medium term, and hence have not included any impacts in either the base case or downside scenarios of the going concern assessment. The Group has not experienced material adverse disruption during periods of adverse or extreme weather in recent years and do not expect this to occur to a material level over the period of the going concern assessment.

At 31 December 2022, the Group had available £179.1m of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. These borrowing facilities are available until at least August 2027, subject to covenant headroom. The Directors are satisfied that the Group has sufficient liquidity and covenant headroom to withstand reasonable variances to the base forecast, as well as the downside scenarios. In addition, the Directors have noted the range of possible additional liquidity options available to the Group, should they be required.

As a result, the Directors have satisfied themselves that the Group has adequate financial resources to continue in operational existence for a period of at least the next 21 months. Accordingly, they continue to adopt the going concern basis in preparing the consolidated financial statements.

2.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries at 31 December 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if, and only if, the Group has:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Group holds 100% of the equity and controls 100% of the voting rights in all subsidiaries, with the exception of Plura Composites Limited, Polydeck Limited, Equaflow Ltd, Sustainable Water and Drainage Systems BV, Sustainable Water and Drainage Systems Limited and Water Management Solutions LLC (which has not traded since incorporation in Qatar in 2015).

In relation to the acquisition of Plura Composites Limited and related entities, there exists an option to acquire the remaining 49% which has not been exercised in the year. Under the contractual arrangements, the Group's approval is required for all major operational decisions. Based on this, the Group has accounted for Plura Composites Limited as a wholly owned subsidiary because there is a call option over the remaining shares which gives the Group present access to returns over all the shares held by non-controlling shareholders.

The treatment of non-controlling interests or any other non-voting right factors in respect of control is not material to the consolidated financial statements.

Notes to the Group Financial Statements continued

2.4 Business combinations
Business combinations are accounted for using the acquisition method. The cost of an acquisition is the total of the consideration transferred, measured at acquisition fair value. Acquisition costs incurred are expensed and included in administration expenses in the income statement.

Identifiable intangible assets, meeting either the contractual-legal or separability criterion are recognised separately from goodwill.

2.5 Goodwill
Goodwill is initially measured at cost being the excess of the aggregate of the acquisition date fair value of the consideration transferred over the net identifiable amounts of the assets acquired and the liabilities assumed in exchange for the business combination.

After initial recognition, goodwill is stated at cost less any accumulated impairment losses (see Note 2.13).

The carrying amount of goodwill allocated to a cash-generating unit is taken into account when determining the profit or loss on disposal of the unit, or of an operation within it.

2.6 Foreign currency translation
The Group's consolidated financial statements are presented in Pounds Sterling, which is also the parent company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured in that functional currency.

Transactions in foreign currencies are initially recognised by the Group entities at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange at the balance sheet date. All differences arising on settlement or translation are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

The assets and liabilities of foreign operations are translated into Pounds Sterling at the rate of exchange ruling at the balance sheet date. Income and expenses are translated at average exchange rates prevailing. The resulting exchange differences are recognised in other comprehensive income.

2.7 Revenue from contracts with customers and interest income
Revenue from contracts with customers is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled to in exchange for those goods. The disclosure of significant accounting judgements and estimates relating to revenue from contracts with customers is provided in Note 3.

2.7.1 Sale of goods
Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Our most commonly used standard payment terms are 30 days net end of month.

i) Performance obligations
Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Our most commonly used standard payment terms are 30 days net end of month.

The Group considers whether there are other undertakings in the sales contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. The main source of variable consideration in our contracts with customers relates to volume rebates. More information is on the accounting for rebates is provided at (ii) and (iii) below. The Group's contracts do not typically include a significant financing component. Non-cash consideration is not a feature of the Group's contractual arrangements.

ii) Variable consideration
If the consideration in a sales contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some sales contracts provide customers with sales volume rebates. The sales volume rebates give rise to variable consideration.

iii) Sales volume rebates
The Group provides retrospective sales volume rebates to certain customers once, amongst other matters, the quantity of goods purchased during a predetermined period exceeds thresholds specified in the sales contract. To estimate the variable consideration for these expected future rebates, the Group applies the most likely amount method for sales contracts with a single-volume threshold and the expected value method for sales contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the sales contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates. Sales volume rebate liabilities, both estimated and actual, are netted off against the associated trade receivables to the extent of the individual customer trade receivable balance and where they are net settled. Any remaining credit balances are included in trade and other payables. Developer rebate liabilities are presented in trade and other payables.

2.7.2 Interest income
Interest income is recognised as interest accrues on cash balances using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

Notes to the Group Financial Statements continued

2.8 Income taxes

Current income tax

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authorities, based on income tax rates and laws enacted or substantively enacted at the balance sheet date.

Deferred income tax

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements, with the following exceptions:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

For deductible temporary differences associated with investments in subsidiaries it must additionally be probable that the temporary differences will reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same tax authority and that authority permits the Group to make a single net payment.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the income tax rates that are expected to apply when the asset is realised or the liability is settled, based on income tax rates and laws enacted or substantively enacted at the balance sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are charged or credited directly to equity. Otherwise, income tax is recognised in the income statement.

2.9 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on the cost less residual value of property, plant and equipment, and is on a straight-line basis over its expected useful life as follows:

Freehold land	Nil
Freehold buildings	Over expected useful life not exceeding 50 years
Plant and other equipment	4 to 10 years

The carrying amounts of property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate the carrying amount may not be recoverable, and are written down immediately to their recoverable amount. Useful lives, residual values and depreciation methods are reviewed at each financial year end, and where adjustments are required, these are made prospectively.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or where no future economic benefits are expected to arise from the continued use of the asset. Any profit or loss arising on the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

2.10 Intangible assets

Intangible assets acquired separately are initially measured at cost. Intangible assets arising on business combinations are initially measured at fair value. Following initial recognition, intangible assets are carried at cost or fair value less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the income statement in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised on a straight-line basis over their expected useful life and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Amortisation of intangible assets is provided over the following expected useful lives:

Patents and brand names	10 to 20 years
Customer relationships and customer order book	5 to 20 years
Licences	10 years
Development costs	4 to 10 years

Notes to the Group Financial Statements continued

Research and development costs

Research costs are expensed as incurred. Development expenditures on individual projects are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

2.11 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to the income statement over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

2.12 Assets classified as held-for-sale

Assets classified as held-for-sale are measured at the lower of carrying amount and fair value, less costs to sell. Assets are classified as held-for-sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable, expected to be completed within one year from the date of classification and accordingly included in current assets with the associated liabilities being included in current liabilities, and the asset is available for immediate sale in its present condition.

2.13 Impairment of non-financial assets

The Group assesses at each balance sheet date whether there are any indicators that an asset may be impaired.

If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. The recoverable amount of an asset or cash-generating unit (CGU) is the higher of its fair value less costs to sell and its value-in-use and it is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future pre-tax cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

The Group bases its impairment calculations on detailed budgets and industry forecast calculations which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and industry forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

Goodwill

Goodwill has specific characteristics for impairment and is tested annually (at 31 December) or when circumstances indicate that the carrying amount may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. For the purpose of impairment testing, goodwill is allocated to the related CGUs. Each CGU or group of CGUs to which goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes and is not larger than an operating segment before aggregation. Where the recoverable amount of the CGU is less than its carrying amount, including goodwill, an impairment loss is recognised in the income statement.

Impairment losses related to goodwill are not reversed in future periods.

2.14 Leasing

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its expected useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

Notes to the Group Financial Statements continued

2.14 Leasing continued
In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Determining the lease term of contracts with renewal options
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases, to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g. a change in business strategy).

2.15 Financial instruments – initial recognition and subsequent measurement
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets
Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not recognised at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Group's financial assets include cash and cash equivalents and trade and other receivables.

Subsequent measurement
The subsequent measurement of financial assets depends on their classification. The Group does not currently hold any fair value through other comprehensive income financial assets.

Financial assets at amortised cost
The Group measures financial assets at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes cash and cash equivalents and trade receivables.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the

Notes to the Group Financial Statements continued

Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment
The Group recognises an allowance for expected credit losses (ECLs) for all financial assets not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each balance sheet date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the receivables and the economic environment.

ii) Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, lease liabilities or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, lease liabilities, deferred and contingent consideration, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Derivative financial instruments are classified as FVTPL unless they are designated as effective hedging instruments. Gains and losses on such derivatives are recognised in the income statement. However, in the current and prior period all derivatives have been designated as hedging instruments in effective hedging relationships. Further information on their accounting is provided at 2.16 below. As such, the only financial liability at FVTPL is the deferred and contingent consideration (see Note 18).

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Profits and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised in finance revenues and finance costs, respectively.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts, together with any costs or fees incurred, is recognised in the income statement.

iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.16 Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward foreign currency exchange contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks, respectively. The Group does not use derivative financial instruments for speculative purposes. Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

Notes to the Group Financial Statements continued

2.16 Derivative financial instruments and hedge accounting continued

- There is an economic relationship between the hedged item and the hedging instrument.
- The effect of credit risk does not dominate the value changes that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for as described below:

Cash flow hedge

Cash flow hedging matches the cash flows of hedged items against the corresponding cash flows of the derivative. The effective part of any profit or loss on the derivative is recognised directly in other comprehensive income and the hedged item is accounted for in accordance with the policy for that financial instrument. Any ineffective part of any profit or loss is recognised immediately in the income statement. Amounts taken to other comprehensive income are transferred to the income statement when the hedged transaction affects profit or loss, such as when a forecast sale or purchase occurs.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative profit or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative profit or loss recognised in equity is transferred to the income statement for the period.

The Group does not currently have any designated fair value hedges or net investment hedges.

Note 29 sets out the details of the fair values of the derivative financial instruments used for hedging purposes.

2.17 Fair values

The Group measures financial instruments, such as derivatives, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of financial instruments that are traded in active markets at the balance sheet date is determined by reference to quoted market prices or dealer price quotations, without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis; or other valuation models.

An analysis of fair values of financial instruments and further details as to how they are measured are provided in Note 29.

2.18 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition, as follows:

- Raw materials – purchase cost on a first in, first out basis.
- Work in progress and finished goods – cost of direct materials and labour plus attributable overheads based on a normal level of activity.

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

2.19 Cash and short-term deposits

Cash and short-term deposits consist of cash at bank and in hand.

2.20 Pensions

The Group operates defined contribution pension plans. Contributions payable in the year are charged to the income statement. The assets are held separately from those of the Group in an independently administered fund. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

2.21 Non-underlying items

The Group presents amortisation and impairment of intangible assets arising on business combinations, the unwind of inventory fair value adjustments resulting from acquisitions, significant profit on disposal of property, plant and equipment, restructuring costs, non-recurring operating costs, finance costs and tax in respect of acquisitions, as non-underlying items on the face of the income statement. These are items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, the Directors consider merit separate presentation to provide a better and more consistent indication of the Group's underlying financial performance and a more meaningful comparison with prior and future periods to assess trends in financial performance. The tax effect of the above is also included.

Notes to the Group Financial Statements continued

2.22 Share-based payments

In the case of equity-settled schemes, the fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at the date of grant and spread over the period during which the employees become unconditionally entitled to the options. The value of the options is measured using the Black–Scholes and Monte Carlo models, taking into account the terms and conditions (including market and non-vesting conditions) upon which the options were granted. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.23 Cash dividend

The Group recognises a liability to pay a dividend when the distribution is authorised and the distribution is no longer at the discretion of the Group. Under UK company law a distribution is authorised when it is approved by the shareholders. A corresponding amount is then recognised directly in equity.

2.24 Own shares

The Group operates an Employee Benefit Trust (EBT). The Group and/or the EBT, holds Genuit Group plc shares for the granting of Genuit Group plc shares to employees and Directors. These shares are recognised at cost and presented in the balance sheet as a deduction from equity. No profit or loss is recognised in the income statement on the purchase, sale, issue or cancellation of these shares. No dividends are earned on these shares, and they are ignored for the purposes of calculating the Group's earnings per share.

2.25 Provisions

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

Restructuring provisions are recognised only when the Group has a constructive obligation, which is when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, and an appropriate timeline, and the employees affected have been notified of the plan's main features.

3. Judgements and key sources of estimation uncertainty

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In the process of applying the Group's accounting policies, management has made the following judgement(s), in the consolidated financial statements in the years ended 31 December 2022 and 2021:

3.1 Business combinations

The measurement of fair values on a business combination requires the recognition and measurement of the identifiable assets, liabilities and contingent liabilities. The key judgements involved are the identification of which intangible assets meet the recognition criteria as set out in IAS 38, the fair values attributable to those intangible assets, and the useful lives of individual intangible assets. The Group has applied judgement in determining whether amounts contingently payable to previous owners of the businesses we have acquired should be recognised as a remuneration cost in the income statement, or within total consideration that is allocated to the fair value of assets and liabilities included in the balance sheet.

3.2 Determination of cash generating units

Under IAS 36, Impairment of Assets, the Group is required to determine its Cash Generating Units (CGUs) by identifying the lowest aggregation of assets that generate largely independent cash inflows; and perform impairment assessments at a chosen annual date (the Group has historically chosen 31 December) or when an event occurs that indicates the carrying amount maybe impaired. When the Group first adopted IFRS (effective 1 January 2013) it determined its CGUs and then allocated the consolidated goodwill at that time to each of those CGUs. Subsequently, separately identifiable goodwill arose on the acquisitions of Surestop (January 2015), Nuaire (August 2015), Permavoid (August 2018), Manthorpe (October 2018), Alderburgh (October 2019), Adey, Nu-Heat and Plura (February 2021) and the acquisition of Keytec Geomembranes (March 2022).

During 2021, following the acquisition of Adey, Nu-Heat and Plura, the Group revised its CGU structure to more accurately reflect the lowest aggregation of assets that generate largely independent cash inflows. This revision resulted in the number of CGUs consolidating to 7, from 17 previously, but did not necessitate goodwill to be reallocated between the revised CGUs. Accordingly, the Group did not need to perform an impairment review immediately prior to the revision of the CGU structure. There have been no further revisions to the CGU structure in 2022. Keytec Geomembranes was acquired during the year and forms part of the Commercial and Infrastructure Systems segment. The goodwill arising on its acquisition has been allocated to the 'Infrastructure and Landscape' CGU grouping. See Note 17 for further details.

Notes to the Group Financial Statements continued

3.2 Determination of cash generating units continued
The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

3.3 Revenue recognition and customer rebates
The Group's pricing structure involves rebate arrangements with several of its direct and indirect customers. These can be complex in nature and involve estimation in determining the required level of provision for rebate liabilities, particularly where the Group is reliant on information from customers which may not be available at the time the liabilities are assessed.

3.4 Impairment of non-financial assets
Non-financial assets include goodwill, other intangible assets and property, plant and equipment. In accordance with IFRS, the Group considers whether there are any indicators of impairment of these assets. Where indicators of impairment are identified, the Group tests the asset for impairment. Goodwill is tested for impairment annually (at 31 December) or more frequently when circumstances indicate that the carrying amount may be impaired.

The Group's impairment test for goodwill is based on a value-in-use calculation, using a discounted cash flow model. The aim of the test is to ensure that goodwill is not carried at a value greater than the recoverable amount. The cash flows are derived from the budgets and forecasts for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the asset or the cash-generating unit (CGU) being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different CGUs are further explained in Note 17.

3.5 Contingent consideration
The Directors assess the likelihood that financial targets will be achieved in order to trigger the contingent consideration to the previous owners of the businesses we have acquired, to quantify the possible range of that contingent consideration, and to how that contingent consideration should be calculated and disclosed in the consolidated financial statements. Due to the inherent uncertainty in this process, actual liabilities may be different from those originally estimated.

4. New and amended accounting standards and interpretations

Accounting standards or interpretations which have been adopted in the year
There were no accounting standards or interpretations that have become effective in the year which had an impact on disclosures, financial position or performance.

Accounting standards or interpretations issued but not yet effective
There were no accounting standards or interpretations issued which have an effective date after the date of these consolidated financial statements that the Group reasonably expects to have an impact on disclosures, financial position or performance.

5. Segment information
IFRS 8, Operating Segments, requires operating segments to be identified on the basis of the internal financial information reported to the Chief Operating Decision Maker (CODM). The Group's CODM is deemed to be the Board of Directors, which is primarily responsible for the allocation of resources to segments and the assessment of performance of the segments.

The Group has two reporting segments – Residential Systems and Commercial and Infrastructure Systems. The reporting segments are organised based on the nature of the end markets served. Inter-segment sales are on an arm's length basis in a manner similar to transactions with third parties. During the period one acquired business was added to the Commercial and Infrastructure Systems segment (see Note 18).

	2022			2021		
	Residential Systems £m	**Commercial & Infrastructure Systems £m**	**Total £m**	Residential Systems £m	Commercial & Infrastructure Systems £m	Total £m
Segmental revenue	**400.4**	**238.6**	**639.0**	378.0	231.8	609.8
Inter-segment revenue	**(6.1)**	**(10.7)**	**(16.8)**	(5.1)	(10.4)	(15.5)
Revenue	**394.3**	**227.9**	**622.2**	372.9	221.4	594.3
Underlying operating profit*	**79.1**	**19.1**	**98.2**	73.1	22.2	95.3
Non-underlying items – segmental	**(31.2)**	**(9.3)**	**(40.5)**	(18.5)	(8.8)	(27.3)
Segmental operating profit	**47.9**	**9.8**	**57.7**	54.6	13.4	68.0
Non-underlying items – Group			**(4.3)**			(0.9)
Operating profit			**53.4**			67.1
Non-underlying items – finance costs			**(0.4)**			–
Finance costs			**(7.6)**			(4.2)
Profit before tax			**45.4**			62.9

* Underlying operating profit is stated before non-underlying items as defined in the Group Accounting Policies on page 148 and is the measure of segment profit used by the Group's CODM. Details of the non-underlying items of £45.2m (2021: £28.2m) are set out below at non-underlying items before tax.

Notes to the Group Financial Statements continued

Balance sheet

	31 December 2022		31 December 2021	
	Total assets £m	**Total liabilities £m**	Total assets £m	Total liabilities £m
Residential Systems	**727.3**	**(99.0)**	665.0	(101.9)
Commercial and Infrastructure Systems	**248.7**	**(58.9)**	307.6	(60.5)
Total segment assets/(liabilities)	**976.0**	**(157.9)**	972.6	(162.4)
Current and deferred income taxes	**2.2**	**(50.1)**	1.1	(48.5)
Net debt excluding lease liabilities	**50.0**	**(193.1)**	52.3	(197.4)
Total – Group	**1,028.2**	**(401.1)**	1,026.0	(408.3)
Net assets		**627.1**		617.7

Property, plant and equipment additions

	2022 £m	2021 £m
Residential Systems	**25.3**	20.2
Commercial and Infrastructure Systems	**15.8**	12.6
Total – Group	**41.1**	32.8

Right-of-use asset additions

	2022 £m	2021 £m
Residential Systems	**4.5**	2.7
Commercial and Infrastructure Systems	**3.6**	2.7
Total – Group	**8.1**	5.4

Depreciation of property, plant and equipment

	2022 £m	2021 £m
Residential Systems	**10.9**	9.9
Commercial and Infrastructure Systems	**8.5**	8.5
Total – Group	**19.4**	18.4

Depreciation of right-of-use assets

	2022 £m	2021 £m
Residential Systems	**3.1**	2.2
Commercial and Infrastructure Systems	**2.3**	2.2
Total – Group	**5.4**	4.4

Non-underlying items before tax

	2022 £m	2021 £m
Residential Systems – impairment of goodwill	**12.0**	–
Residential Systems – impairment of intangible assets	**2.8**	–
Residential Systems – amortisation of intangible assets	**12.1**	10.4
Residential Systems – restructuring costs	**3.7**	1.1
Residential Systems – Isolated cyber incident costs	**0.6**	–
Residential Systems – acquisition costs	**–**	3.3
Residential Systems – unwind of inventory fair value adjustment	**–**	3.7
Commercial and Infrastructure Systems – amortisation of intangible assets	**3.1**	3.8
Commercial and Infrastructure Systems – acquisition costs	**3.3**	2.4
Commercial and Infrastructure Systems – restructuring costs	**1.3**	–
Commercial and Infrastructure Systems – product liability claim	**1.0**	2.6
Commercial and Infrastructure Systems – isolated cyber incident costs	**0.6**	–
UK operations	**40.5**	27.3
Group – restructuring costs	**4.3**	0.9
Group – unamortised deal fees	**0.4**	–
Total – Group	**45.2**	28.2

Notes to the Group Financial Statements continued

5. Segment information continued

Geographical analysis

Revenue by destination	2022 £m	2021 £m
UK	**560.8**	534.1
Rest of Europe	**32.4**	38.3
Rest of World	**29.0**	21.9
Total – Group	**622.2**	594.3

Non-current assets	31 December 2022 £m	31 December 2021 £m
UK	**800.2**	809.4
Rest of Europe	**7.1**	5.7
Total – Group	**807.3**	815.1

Non-current assets for this purpose consist of property, plant and equipment, right-of-use assets, goodwill and other intangible assets.

The Group has two customers (2021: two) which individually accounted for more than 10% of the Group's total revenue during 2022. These customers accounted for 11.9% and 10. 8%, respectively (2021: 13.0% and 10.4%, respectively) and are included in both reporting segments.

6. Operating profit

	2022 £m	2021 £m
Income statement charges		
Depreciation of property, plant and equipment (owned)	**19.4**	18.4
Depreciation of right-of-use assets	**5.4**	4.4
Cost of inventories recognised as an expense	**318.3**	290.4
Research and development costs expensed	**8.8**	8.8
Income statement credits		
Research and development expenditure credit	**1.2**	2.0
Profit on disposal of property, plant and equipment	**0.7**	0.2

7. Auditor's remuneration

The Group paid the following amounts to the Company's auditor in respect of the audit of the consolidated financial statements and for other services provided to the Group.

Auditor's remuneration for audit services:

	2022 £m	2021 £m
Audit of the Company's annual financial statements	**–**	–
Audit of the Company's subsidiaries	**0.9**	0.7
Total audit fees	**0.9**	0.7

The Group paid the Company's auditor £0.2m for audit related assurance services (2021: £0.1m).

8. Non-underlying items

Non-underlying items comprised:

	2022			2021		
	Gross £m	Tax £m	Net £m	Gross £m	Tax £m	Net £m
Cost of sales: Restructuring costs – inventory write down	**1.5**	**(0.3)**	**1.2**	–	–	–
Cost of sales: Unwind of inventory fair value adjustment	**–**	**–**	**–**	3.7	–	3.7
Cost of sales: Restructuring costs	**–**	**–**	**–**	0.2	–	0.2
Cost of sales: Product liability claim	**1.0**	**–**	**1.0**	2.6	(0.5)	2.1
Administration expenses: Isolated cyber incident costs	**1.2**	**(0.2)**	**1.0**	–	–	–
Administration expenses: Restructuring costs	**7.8**	**(1.5)**	**6.3**	0.9	(0.2)	0.7
Administration expenses: Acquisition costs – acquisition and other M&A activity	**3.3**	**–**	**3.3**	6.6	–	6.6
Amortisation of intangible assets	**15.2**	**(2.6)**	**12.6**	14.2	6.6	20.8
Impairment of intangible assets	**2.8**	**(0.5)**	**2.3**	–	–	–
Impairment of goodwill	**12.0**	**–**	**12.0**	–	–	–
Finance costs: Unamortised deal fees	**0.4**	**(0.1)**	**0.3**	–	–	–
Total non-underlying items	**45.2**	**(5.2)**	**40.0**	28.2	5.9	34.1

Notes to the Group Financial Statements continued

Restructuring costs incurred in relation to the reorganisation of the Group. This included an inventory write down for items immediately taken off the market that do not sit within the new Genuit product strategy and on this basis the inventory holding was deemed obsolete, a closure of a business and the reorganisation of the segmental units and consultancy fees for advisory support and reorganisation design.

The product liability claim is associated with a historic acquisition. Including the prior year charge of £2.6m, recognised in non-underlying costs, the total amount recognised as a liability on the balance sheet at 31 December 2022 is £3.3m.

During 2022, there was an isolated cyber incident at one of the Group's businesses, which resulted in temporary disruption to manufacturing and consequently sales in April and May 2022.

Acquisition costs in 2022 relate predominantly to a £3.1m charge arising in connection with contingent consideration treated as remuneration in respect of the acquisition of Plura. Acquisition costs in 2021 related to the acquisition of Nu-Heat, Plura and Adey (see Note 18).

Impairment of intangible assets (£2.8m) is in respect of a customer relationship agreement ending early and impairment of goodwill relates to a 2021 acquisition, (see Note 18).

Amortisation charged relates to intangible assets arising on business combinations. In 2021 the non-underlying tax charge relating to amortisation included a £9.3m charge in respect of restating the deferred income tax liability on the intangible assets as a result of the change in the main UK corporation tax rate (see Note 12).

9. Staff costs

Staff costs (including Directors) comprised:

	2022 £m	2021 £m
Wages and salaries	**128.5**	125.9
Social security costs	**13.2**	14.3
Other pension costs	**6.5**	5.4
	148.2	145.6

The average monthly number of persons employed by the Group by segment was as follows:

	2022	2021
Residential Systems	**2,215**	2,204
Commercial and Infrastructure Systems	**1,425**	1,454
Total – Group	**3,640**	3,658

10. Directors' remuneration

Details of the Directors' remuneration are set out below:

	2022 £m	2021 £m
Fees	**0.5**	0.4
Emoluments	**3.1**	3.3
	3.6	3.7

Further details of Directors' remuneration are provided in the Annual Report on Remuneration. The aggregate amount of gains made by the Directors on the exercise of share options during the year was £0.2m (2021: £0.4m).

11. Finance costs

	2022 £m	2021 £m
Interest on bank loan	**6.2**	2.5
Debt issue cost amortisation	**0.5**	0.5
Unwind of discount on lease liabilities	**0.8**	0.7
Other finance costs	**0.1**	0.5
	7.6	4.2

Notes to the Group Financial Statements continued

12. Income tax

(a) Tax expense reported in the income statement

	2022 £m	2021 £m
Current income tax:		
UK income tax	**7.7**	9.5
Overseas income tax	**0.1**	0.5
Current income tax	**7.8**	10.0
Adjustment in respect of prior years	**(0.5)**	0.4
Total current income tax	**7.3**	10.4
Deferred income tax:		
Origination and reversal of temporary differences	**0.4**	(1.3)
Effects of changes in income tax rates	**1.3**	11.7
Deferred income tax	**1.7**	10.4
Adjustment in respect of prior years	**(0.1)**	1.1
Total deferred income tax	**1.6**	11.5
Total tax expense reported in the income statement	**8.9**	21.9

Details of the non-underlying tax credit of £5.2m (2021: £5.9m net charge) are set out in Note 8.

(b) Reconciliation of the total tax expense

A reconciliation between the tax expense and the product of accounting profit multiplied by the UK standard rate of income tax for the years ended 31 December 2022 and 2021 is as follows:

	2022 £m	2021 £m
Accounting profit before tax	**45.4**	62.9
Accounting profit multiplied by the UK standard rate of income tax of 19.0% (2021: 19.0%)	**8.6**	12.0
Expenses not deductible for income tax	**3.4**	1.8
Non-taxable income	**(0.4)**	(1.0)
Adjustment in respect of prior years	**(0.6)**	1.5
Effects of patent box	**(1.6)**	(1.6)
Effects of changes in income tax rates	**1.3**	11.4
Effects of tax losses	**–**	(1.1)
Effects of super deduction	**(1.8)**	(0.6)
Effects of other tax rates/credits	**–**	(0.5)
Total tax expense reported in the income statement	**8.9**	21.9

The effective rate for the full year was 19.6% (2021: 34.8%). If the impact of non-underlying items is excluded, the underlying income tax rate would be 15.6% (2021: 17.6%).

(c) Deferred income tax

The deferred income tax included in the Group balance sheet is as follows:

	2022 £m	2021 £m
Deferred income tax liabilities/(assets)		
Short-term timing differences	**37.8**	41.3
Capital allowances in excess of depreciation	**16.9**	11.1
Share-based payments	**(2.1)**	(2.3)
Tax losses	**(2.5)**	(1.6)
	50.1	48.5

Notes to the Group Financial Statements continued

The Group offsets tax assets and liabilities if, and only if, it has a legally enforceable right to set off current income tax assets and current income tax liabilities and the deferred income tax assets and deferred income tax liabilities relate to income taxes levied by the same tax authority.

A reconciliation of deferred income taxes for the years ended 31 December 2022 and 2021 is as follows:

	2022 £m	2021 £m
Deferred income tax reported in the income statement	**1.6**	11.5
Share-based payments excess tax benefit	**–**	(0.1)
Deferred income tax acquired	**–**	26.3
	1.6	37.7

(d) Change in corporation tax rate
The Finance (No.2) Act 2015 reduced the main UK corporation tax rate to 19%, effective from 1 April 2017. A further reduction in the main UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by the Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the rate, thereby maintaining the current rate of 19%.

On 24 May 2021, legislation was passed which substantively enacted an increase in UK corporation tax rate from 19% to 25% from April 2023. Deferred income tax on the balance sheet at 31 December 2022 was therefore measured at 19% or 25% depending on when the deferred income tax asset or liability is expected to reverse.

(e) Unrecognised tax losses
No deferred income tax has been recognised on non-trading losses and other timing differences of £1.3m (2021: £1.4m) as the Directors do not consider that they will be utilised in the foreseeable future.

13. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the year attributable to the owners of the parent company by the weighted average number of ordinary shares outstanding during the year. The diluted earnings per share amounts are calculated by dividing profit for the year attributable to the owners of the parent company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of potential ordinary shares that would be issued on the conversion of all the dilutive share options into ordinary shares.

The calculation of basic and diluted earnings per share is based on the following:

	2022	2021
Weighted average number of ordinary shares for the purpose of basic earnings per share	**248,001,063**	245,097,578
Effect of dilutive potential ordinary shares	**2,414,364**	3,168,838
Weighted average number of ordinary shares for the purpose of diluted earnings per share	**250,415,427**	248,266,416

Underlying earnings per share is based on the result for the year after tax excluding the impact of non-underlying items of £40.0m (2021: £34.1m). The Directors consider that this measure provides a better and more consistent indication of the Group's underlying financial performance and more meaningful comparison with prior and future periods to assess trends in our financial performance. The underlying earnings per share is calculated as follows:

	2022	2021
Underlying profit for the year attributable to the owners of the parent company (£m)	**76.5**	75.1
Underlying basic earnings per share (pence)	**30.8**	30.6
Underlying diluted earnings per share (pence)	**30.5**	30.2

Notes to the Group Financial Statements continued

14. Dividend per share

	2022 £m	2021 £m
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 31 December 2021 of 8.2p per share (2020: 4.8p)	**20.3**	11.8
Interim dividend for the year ended 31 December 2022 of 4.1p per share (2021: 4.0p)	**10.2**	9.9
	30.5	21.7
Proposed final dividend for the year ended 31 December 2022 of 8.2p per share (2021: 8.2p)	**20.3**	20.3

The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these consolidated financial statements.

15. Property, plant and equipment

	Freehold land and buildings £m	Plant and other equipment £m	Total £m
Cost			
At 1 January 2021	54.3	160.4	214.7
Additions	3.9	28.9	32.8
Disposals	(1.0)	(7.7)	(8.7)
Transfer to intangible assets	–	(0.8)	(0.8)
Acquisition of businesses	1.2	3.0	4.2
Exchange adjustment	–	(0.3)	(0.3)
At 31 December 2021	58.4	183.5	241.9
Additions	**4.9**	**36.1**	**41.0**
Disposals	**(0.1)**	**(10.6)**	**(10.7)**
Acquisition of businesses	**–**	**0.4**	**0.4**
Exchange adjustment	**–**	**0.4**	**0.4**
Transfer to assets held-for-sale	**–**	**(6.4)**	**(6.4)**
At 31 December 2022	**63.2**	**203.4**	**266.6**
Depreciation and impairment losses			
At 1 January 2021	8.5	72.0	80.5
Provided during the year	1.6	16.8	18.4
Disposals	(1.0)	(7.4)	(8.4)
Transfer to intangible assets	–	(0.1)	(0.1)
Exchange adjustment	–	(0.2)	(0.2)
At 31 December 2021	9.1	81.1	90.2
Provided during the year	**1.7**	**17.7**	**19.4**
Disposals	**–**	**(8.7)**	**(8.7)**
Exchange adjustment	**–**	**(0.2)**	**(0.2)**
Transfer to assets held-for-sale	**–**	**(4.0)**	**(4.0)**
At 31 December 2022	**10.8**	**85.9**	**96.7**
Net book value			
At 31 December 2022	**52.4**	**117.5**	**169.9**
At 31 December 2021	49.3	102.4	151.7

Included in freehold land and buildings is non-depreciable land of £18.2m (2021: £17.7m).

Notes to the Group Financial Statements continued

Capital commitments
At 31 December 2022, the Group had commitments of £2.8m (2021: £5.4m) relating to plant and equipment purchases.

16. Right-of-use assets and lease liabilities

	Right-of-use assets				Lease liabilities
	Freehold land and buildings £m	Plant and other equipment £m	Motor vehicles £m	Total £m	£m
At 1 January 2021	5.9	6.9	0.1	12.9	(12.9)
Additions	2.9	2.5	–	5.4	(5.4)
Acquisition of businesses	6.0	0.8	–	6.8	(6.8)
Depreciation of right-of-use assets	(2.1)	(2.3)	–	(4.4)	–
Unwind of discount on lease liabilities	–	–	–	–	(0.7)
Settlement of lease liabilities	–	–	–	–	5.1
Exchange adjustment	–	(0.1)	–	(0.1)	0.1
At 31 December 2021	12.7	7.8	0.1	20.6	(20.6)
Additions	**3.2**	**3.8**	**1.1**	**8.1**	**(8.2)**
Disposals	**(0.5)**	**(0.6)**	**–**	**(1.1)**	**–**
Depreciation of right-of-use assets	**(2.2)**	**(2.7)**	**(0.5)**	**(5.4)**	**–**
Depreciation on disposal of right-of-use asset	**0.1**	**0.4**	**–**	**0.5**	**–**
Transfer to assets held-for-sale	**(0.4)**	**–**	**–**	**(0.4)**	**0.3**
Unwind of discount on lease liabilities	**–**	**–**	**–**	**–**	**(0.8)**
Settlement of lease liabilities	**–**	**–**	**–**	**–**	**6.2**
At 31 December 2022	**12.9**	**8.7**	**0.7**	**22.3**	**(23.1)**

17. Intangible assets

	Goodwill £m	Patents £m	Brand names £m	Customer relationships £m	Licences £m	Customer order book £m	Development costs £m	Total £m
Cost								
At 1 January 2021	345.4	34.4	30.3	17.4	0.8	–	–	428.3
Additions	–	0.3	–	–	–	–	1.2	1.5
Transfer from tangible assets	–	–	–	–	–	–	0.8	0.8
Acquisition of businesses	122.3	4.8	36.2	96.9	–	0.9	–	261.1
At 31 December 2021	467.7	39.5	66.5	114.3	0.8	0.9	2.0	691.7
Additions	**–**	**0.5**	**–**	**–**	**–**	**–**	**2.3**	**2.8**
Acquisition of businesses	**2.9**	**–**	**–**	**–**	**–**	**–**	**–**	**2.9**
Transfer to assets held-for-sale	**(3.2)**	**–**	**–**	**–**	**–**	**–**	**–**	**(3.2)**
At 31 December 2022	**467.4**	**40.0**	**66.5**	**114.3**	**0.8**	**0.9**	**4.3**	**694.2**
Amortisation and impairment losses								
At 1 January 2021	–	12.1	14.3	7.9	0.2	–	–	34.5
Charge for the year	–	3.3	4.9	5.5	0.1	0.4	0.1	14.3
Transfer from tangible assets	–	–	–	–	–	–	0.1	0.1
At 31 December 2021	–	15.4	19.2	13.4	0.3	0.4	0.2	48.9
Charge for the year	**–**	**3.4**	**5.1**	**6.1**	**0.1**	**0.5**	**0.2**	**15.4**
Impairment losses	**12.0**	**–**	**–**	**2.8**	**–**	**–**	**–**	**14.8**
At 31 December 2022	**12.0**	**18.8**	**24.3**	**22.3**	**0.4**	**0.9**	**0.4**	**79.1**
Net book value								
At 31 December 2022	**455.4**	**21.2**	**42.2**	**92.0**	**0.4**	**–**	**3.9**	**615.1**
At 31 December 2021	467.7	24.1	47.3	100.9	0.5	0.5	1.8	642.8

Goodwill arising on the acquisition of businesses was increased by £2.9m (2021: £122.3m) following the acquisition of Keytec Geomembranes Holding Company Limited as detailed in Note 18.

Notes to the Group Financial Statements continued

17. Intangible assets continued

Impairment testing of goodwill

Goodwill is not amortised but is subject to annual impairment testing. Goodwill has been allocated for impairment testing purposes to a number of cash-generating units (CGUs) which represent the lowest level in the Group at which goodwill is monitored for internal management purposes. The carrying amount of goodwill allocated to each of the CGUs is as follows:

CGU	31 December 2022 £m	31 December 2021 £m
Building Services & International	**30.4**	33.6
Infrastructure & Landscape	**43.6**	40.7
Residential Systems	**169.6**	169.6
Climate & Ventilation	**93.7**	93.7
Nu-Heat	**17.3**	17.3
Adey	**92.8**	104.8
Others (comprising Surestop and Ulster)	**8.0**	8.0
	455.4	467.7

At 31 December 2022, £3.2m of goodwill has been allocated to assets held-for-sale from the Building Services & International CGU, in relation to Polypipe Italia SRL as detailed in Note 19.

Impairment tests on the carrying amounts of goodwill are performed by analysing the carrying amount allocated to each CGU against its value-in-use. Value-in-use is calculated for each CGU as the net present value of that CGU's discounted future pre-tax cash flows covering a 5-year period. These pre-tax cash flows are based on budgeted cash flows information for a period of one year, construction industry forecasts of growth for the following year and management's forecast of growth between 2.0% to 5.0% for years 3 to 5 (2021: 2.74% to 2.80%). Terminal growth rates of 2% (2021: 2%) have been applied beyond this, based on historical macroeconomic performance and projections of the sector served by the CGUs.

When assessing for impairment of goodwill, management have considered the impact of climate change, particularly in the context of the risks and opportunities identified within the Task Force on Climate-Related Financial Disclosures Report on pages 29 to 32 of the Strategic Report and have not identified any material short-term impacts from climate change that would impact the carrying value of goodwill. Over the longer term, the risks and opportunities are more uncertain, and management will continue to assess the quantitative impact of risks at each balance sheet date.

A pre-tax discount rate of 12.9% (2021: 10.4%) has been applied in determining the recoverable amounts of CGUs. The pre-tax discount rate is estimated based on the Group's risk adjusted cost of capital.

The Group has applied sensitivities to assess whether any reasonably possible changes in assumptions could cause an impairment that would be material to these consolidated financial statements. Due to a removal of longer term overseas strategic growth opportunities and increasing cash flow risks, ongoing headwinds from the upstream boiler manufacturing shortages driven by a global lack of printed circuit boards and the significantly increased pre-tax discount rate there has been a reduction in the value in use of the Adey CGU. This has resulted in an impairment charge of £12.0m in the year to reflect that the discounted present value of future pre-tax cash flows did not support the full carrying value of the asset. As an impairment loss has been recognised in respect of Adey in the current year, the recoverable amount is equal to its carrying value at the year end and therefore any negative changes in key assumptions would result in the recognition of an additional impairment loss.

18. Acquisitions

Acquisition-related deferred and contingent consideration comprised:

	31 December 2022 £m	31 December 2021 £m
Deferred consideration on Keytec acquisition	**0.6**	–
Deferred and contingent consideration on Plura acquisition	**7.4**	4.3
Contingent consideration on Permavoid acquisition	**–**	0.5
	8.0	4.8

Acquisition-related cash flows comprised:

	2022 £m	2021 £m
Operating cash flows – settlement of acquisition costs		
Keytec	**0.1**	–
Nu-Heat	**–**	0.6
Plura	**0.1**	0.7
Adey	**–**	3.1
Permavoid	**–**	2.5
	0.2	6.9

Notes to the Group Financial Statements continued

	2022 £m	2021 £m
Investing cash flows – Settlement of deferred and contingent consideration		
Permavoid	**0.5**	–
	0.5	–

	2022 £m	2021 £m
Investing cash flows – acquisition of businesses net of cash at acquisition		
Keytec	**2.6**	–
Nu-Heat	**–**	25.8
Plura	**–**	1.8
Adey	**–**	208.6
Tree Ground Solutions	**–**	0.2
	2.6	236.4

Keytec

On 31 March 2022, the Group acquired 100% of the voting rights and shares of Keytec Geomembranes Holding Company Limited (Keytec), for an initial cash consideration of £2.5m on a cash-free and debt-free basis plus a deferred consideration of £0.6m due no later than 12 months from completion. The total cash consideration of £2.9m included a payment for net cash and working capital commitments on completion of £0.4m. Keytec is a supplier and installer of stormwater attenuation products, geomembranes and gas protection products.

Details of the acquisition, including fair value adjustments, were as follows:

	Fair value £m
Property, plant and equipment	0.1
Inventories	0.1
Trade and other receivables	0.7
Cash and cash equivalents	0.3
Trade and other payables	(0.5)
Income tax payable	(0.1)
Net identifiable assets	**0.6**
Goodwill on acquisition	2.9
Total cash consideration	**3.5**
Less: Deferred consideration	(0.6)
Initial cash consideration	**2.9**

No material intangible assets have been identified. The goodwill arising on the acquisition primarily represented the assembled workforce, technical expertise and market share. The goodwill is allocated entirely to the Commercial and Infrastructure Systems segment.

The fair value of trade and other receivables was £0.7m. The gross amount of trade and other receivables was £0.7m and it is expected that the full contractual amounts will be collected.

Post-acquisition Keytec contributed £5.3m revenue and £0.6m underlying operating profit which were included in the Group Income Statement. If Keytec had been acquired on 1 January 2022, the Group's results for the twelve months ended 31 December 2022 would have shown revenue of £624.0m and underlying operating profit of £98.4m.

Notes to the Group Financial Statements continued

18. Acquisitions continued

Nu-Heat

On 2 February 2021, the Group acquired 100% of the voting rights and shares of Nu-Heat (Holdings) Limited (Nu-Heat), the leading supplier of sustainable underfloor heating solutions, air and ground source heat pumps, and other renewable heating systems, for a consideration of £27.0m on a cash-free, debt-free basis. The total cash consideration of £24.8m included a payment of £5.7m for net cash on completion and was net of loans and borrowings at acquisition of £6.7m. Additional debt and debt like items amounted to £1.2m.

The 'Nu-Heat' brand, order book and customer relationships have been recognised as specific intangible assets as a result of this acquisition. Fair value adjustments principally related to the recognition of intangible assets and deferred income tax arising on these adjustments. The goodwill arising on the acquisition primarily represented the assembled workforce, technical expertise and market share. The goodwill is allocated entirely to the Residential Systems segment.

Plura

On 5 February 2021, the Group acquired 51% of the voting rights and shares of Plura Composites Ltd (Plura) for an initial cash consideration of £1.25m, and further payment in respect of the remaining 49% of between £6.0m and £16.4m depending on the EBITDA performance of Plura in the 12-month period ending no earlier than 5 February 2024 and no later than 31 July 2024 as well as the continued employment of key personnel.

Customer relationships is the only material intangible asset that has been recognised as a result of this acquisition. Fair value adjustments principally related to the recognition of intangible assets and deferred income tax arising on these adjustments. The goodwill arising on the acquisition is immaterial.

An amount of £3.1m has been recognised as a non-underlying expense in the Group Income Statement in the year ended 31 December 2022 in respect of the Plura contingent consideration arrangement. This takes the total amount recognised as a liability on the Group Balance Sheet at 31 December 2022 to £7.4m. Accordingly, the aggregate final consideration is expected to be approximately £11.9m. Contingent consideration was determined using the Directors' assessment of the likelihood that financial targets will be achieved. There is no material difference between the estimated cash consideration and the fair value. The estimated cash consideration is derived from the budgets and forecasts for Plura.

Adey

On 10 February 2021, the Group acquired 100% of the voting rights and shares of London Topco Limited (Adey) for a consideration of £210.0m on a cash-free, debt-free basis. Adey is the UK's leading provider of magnetic filters, chemicals and related products, which protect against magnetite and other performance constraints in water-based heating systems and improve energy efficiency, operating in predominantly residential end markets. The cash consideration of £86.6m included a payment of £7.3m for net cash on completion and was net of loans and borrowings at acquisition of £129.3m. Additional debt and debt-like items amounted to £1.4m.

Customer relationships, the 'Adey' brand and patents have been recognised as specific intangible assets as a result of this acquisition. Fair value adjustments principally related to the recognition of intangible assets and deferred income tax arising on these adjustments. The goodwill arising on the acquisition primarily represented the assembled workforce, technical expertise and market share. The goodwill is allocated entirely to the Residential Systems segment.

19. Assets held-for-sale

During the year the Group announced its intention to dispose of Polypipe Italia SRL following a strategic review and began marketing the company for sale. The Group determined a sale was highly probable and expected to be sold within 12 months from the Balance Sheet date and negotiations with several interested parties have subsequently taken place. The proceeds of disposal are expected to exceed the carrying amount of the related net assets and accordingly no impairment losses have been recognised on the classification of Polypipe Italia SRL as held-for-sale.

The following major class of assets and liabilities relating to Polypipe Italia SRL that have been classified as held-for-sale are as follows:

	Fair value £m
Property, plant and equipment	**2.4**
Right-of-use assets	**0.3**
Goodwill	**3.2**
Trade receivables	**1.7**
Inventories	**3.1**
Assets held-for-sale	**10.7**
Trade and other payables	**2.3**
Finance lease liabilities	**0.3**
Liabilities held-for-sale	**2.6**

Notes to the Group Financial Statements continued

20. Investments

Details of Group undertakings

Details of the investments in which the Group holds 20% or more of the nominal value of any class of share capital at 31 December 2022 are set out in Note 4 to the Parent Company financial statements.

21. Inventories

	31 December 2022 £m	31 December 2021 £m
Raw materials	**25.3**	23.9
Work in progress	**9.2**	10.3
Finished goods	**55.4**	46.6
	89.9	80.8

All inventories are carried at cost less a provision to take account of slow-moving and obsolete items. The provision at 31 December 2022 was £14.9m (2021: £12.0m).

22. Trade and other receivables

	31 December 2022 £m	31 December 2021 £m
Trade receivables	**60.5**	69.7
Prepayments	**6.1**	7.0
Other receivables	**1.5**	–
	68.1	76.7

Trade receivables are non-interest bearing and are generally settled on 30 days' credit.

Expected credit losses

The Group maintains a substantial level of credit insurance covering a significant proportion of its trade receivables which mitigates against expected credit losses. Therefore, such credit losses are not significant.

The ageing of trade receivables at the balance sheet date was as follows:

	31 December 2022			31 December 2021		
	Gross £m	Allowance for expected credit losses £m	Net £m	Gross £m	Allowance for expected credit losses £m	Net £m
Not past due	**22.3**	**–**	**22.3**	41.7	(0.2)	41.5
Past due 1 to 30 days	**35.3**	**–**	**35.3**	22.8	(0.2)	22.6
Past due 31 to 90 days	**2.0**	**(0.2)**	**1.8**	5.5	(0.2)	5.3
Past due more than 90 days	**1.5**	**(0.4)**	**1.1**	1.1	(0.8)	0.3
	61.1	**(0.6)**	**60.5**	71.1	(1.4)	69.7

The movements in the allowance for expected credit losses of trade receivables comprised:

	£m
At 31 December 2020	1.1
Acquisition of businesses	0.4
Credited to the income statement during the year	(0.1)
At 31 December 2021	1.4
Charged to the income statement during the year	**0.2**
Utilised during the year	**(1.0)**
At 31 December 2022	**0.6**

Notes to the Group Financial Statements continued

23. Cash and cash equivalents

Cash and cash equivalents comprised:

	31 December 2022 £m	31 December 2021 £m
Cash at bank and in hand	**50.0**	52.3

Cash at bank earns interest at variable rates based on daily bank deposit rates. The Group only deposits cash surpluses with banks that have as a minimum a single A credit rating.

24. Share capital and reserves

Share capital

	31 December 2022		31 December 2021	
	Number*	£	Number*	£
Authorised, allotted, called up and fully paid share capital:				
Ordinary shares of £0.001 each	**249**	**249,170**	248	248,170

* Millions of shares.

The ordinary shares are voting non-redeemable shares and rank equally as to dividends, voting rights and any return of capital on winding up.

Share premium

On 11 February 2021, the Group conducted a non-pre-emptive placing of 18,704,085 new ordinary shares at £5.15 per share generating gross proceeds of £96.3m with issue costs of £2.7m. Net proceeds in excess of the nominal value of £93.6m have been credited to the share premium account. A further £0.1m of listing fees have been incurred and charged to the income statement in 2021.

Capital redemption reserve

Following the consolidation and subdivision of shares in 2014 the Company's deferred shares were cancelled. In order to maintain the Company's capital, a transfer was made from retained earnings to a capital redemption reserve at that time.

Own shares

Own shares represent the cost of Genuit Group plc shares purchased in the market and held by the Company, and/or the Employee Benefit Trust (EBT), to satisfy the future exercise of options under the Group's share option schemes.

During the year the Group issued 1,000,000 shares (2021: 1,000,000 shares) to the EBT at the nominal value of £0.001.

At 31 December 2022, the Group held 375 (2021: 965) of its own shares at an average cost of £4.20 (2021: £4.20) per share. The market value of these shares at 31 December 2022 was less than £0.1m (2021: less than £0.1m). The nominal value of each share is £0.001.

The EBT held 1,071,188 shares at 31 December 2022 (2021: 353,385) at an average cost of 0.1p (2021: 0.1p) per share. The market value of these shares at 31 December 2022 was £3.0m (2021: £2.1m). The nominal value of each share is £0.001.

Hedging reserve

The hedging reserve contains the effective portion of the cash flow hedge relationships entered into by the Group in respect of interest rate swaps and forward foreign currency derivatives as discussed in Note 29.

Foreign currency retranslation reserve

The foreign currency retranslation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Other reserves

On 7 May 2020, the Group conducted a non-pre-emptive placing of 26,966,300 new ordinary shares at £4.45 per share generating gross proceeds of £120.0m. The placing was undertaken using a cashbox structure. As a result, the Group was able to take relief under Section 612 of the Companies Act 2006 from crediting share premium and instead transfer the net proceeds in excess of the nominal value to other reserves. Advisers' fees of £3.5m have been netted off against the gross proceeds.

Capital management

The primary objective of the Group's capital management is to ensure that it maintains an appropriate capital structure to support its business objectives and maximise shareholder value. The Group regards shareholders' equity and net debt as its capital. The Group's net debt is defined as cash and cash equivalents, loans and borrowings, and lease liabilities. At 31 December 2022, the Group had bank debt of £170.9m (2021: £198.0m), an undrawn committed revolving credit facility of £179.1m (2021: £102.0m), cash of £50.0m (2021: £52.3m), an uncommitted accordion facility of £50.0m (2021: £50.0m), private placement loan notes of £25.0m (2021: £nil) with a maturity date of August 2029 and lease liabilities of £23.1m (2021: £20.6m). A key objective of the Group is to maintain sufficient liquidity (cash and committed bank facilities) in order to meet its cash commitments including interest payments due on that debt. No changes were made to the objectives, policies or processes during the years ended 31 December 2022 and 31 December 2021.

Notes to the Group Financial Statements continued

25. Share-based payments

Share options were granted by the Company under its various share option schemes as detailed in the table below:

	Exercise price £	31 December 2021 Number	Granted Number	Dividend Accrual	Exercised Number	Lapsed/ forfeited Number	**31 December 2022 Number**	Date first exercisable	Expiry date
2014 Sharesave (granted 2018)	2.98	116,943	–	–	(115,087)[1]	(1,856)	**–**	1 Nov 2021	30 April 2022
2014 Sharesave (granted 2019)	3.05	1,034,024	–	–	(27,269)[2]	(323,127)	**683,628**	1 Nov 2022	30 April 2023
2014 Sharesave (granted 2020)	3.45	1,462,435	–	–	(5,999)[3]	(813,709)	**642,727**	1 Dec 2023	31 May 2024
2014 Sharesave (granted 2021)	5.78	998,276	–	–	–	(752,299)	**245,977**	1 Dec 2024	31 May 2025
2014 Sharesave (granted 2022)	2.21	–	4,521,667	–	–	–	**4,521,667**	1 Dec 2025	31 May 2026
2014 LTIP (granted 10 May 2016)	Nil	104,165	–	–	(17,960)[4]	–	**86,205**	10 May 2019	10 May 2026
2014 LTIP (granted 2 May 2017)	Nil	29,289	–	–	(16,715)[5]	–	**12,574**	2 May 2020	2 May 2027
2014 LTIP (granted 22 May 2017)	Nil	5,973	–	–	–	–	**5,973**	22 May 2021	22 May 2028
2014 LTIP (granted 2 May 2018)	Nil	32,647	–	–	(6,197)[6]	(5,308)	**21,142**	2 May 2021	2 May 2028
2014 LTIP (granted 30 April 2019)	Nil	526,151	–	–	(76,656)[7]	(399,499)	**49,996**	30 April 2022	30 April 2029
2014 LTIP (granted 22 Nov 2019)	Nil	23,531	–	–	–	(17,649)	**5,882**	22 Nov 2022	22 Nov 2029
2014 LTIP (granted 22 June 2020)	Nil	633,899	–	–	–	(159,661)	**474,238**	22 June 2023	22 June 2030
2014 LTIP (granted 20 May 2021)	Nil	676,916	–	–	–	(130,001)	**546,915**	20 May 2024	20 May 2031
2014 LTIP (granted 22 April 2022)	Nil	–	809,192	–	–	(65,334)	**743,858**	22 April 2025	22 April 2032
2014 LTIP (granted 13 July 2022)	Nil	–	11,973	–	–	–	**11,973**	13 July 2025	13 July 2032
Deferred share awards (granted 22 March 2022)	Nil	–	175,081	3,296	–	–	**178,377**	22 March 2023	22 March 2032
Deferred share awards (granted 22 March 2022)	Nil	–	124,683	2,347	–	–	**127,030**	22 March 2024	22 March 2032
Deferred share awards (granted 22 March 2022)	Nil	–	12,347	–	–	–	**12,347**	22 March 2022	22 March 2032
Deferred share awards (granted 22 March 2022)	Nil	–	30,640	576	–	–	**31,216**	22 March 2023	22 March 2032
DSBP (granted 30 April 2019)	Nil	19,437	–	–	(12,434)[8]	–	**7,003**	30 April 2021	30 April 2029
DSBP (granted 22 June 2020)	Nil	17,120	–	320	(4,125)[9]	–	**13,315**	22 June 2022	22 June 2030
DSBP (granted 22 April 2022)	Nil	–	79,144	1,486	–	–	**80,630**	22 April 2024	22 April 2031
		5,680,806	5,764,727	8,025	(282,442)	(2,668,443)	**8,502,673**		

1. The weighted average share price at the date of exercise of these options was £4.78.
2. The weighted average share price at the date of exercise of these options was £3.55.
3. The weighted average share price at the date of exercise of these options was £4.25.
4. The weighted average share price at the date of exercise of these options was £5.27.
5. The weighted average share price at the date of exercise of these options was £5.16.
6. The weighted average share price at the date of exercise of these options was £5.28.
7. The weighted average share price at the date of exercise of these options was £4.14.
8. The weighted average share price at the date of exercise of these options was £4.06.
9. The weighted average share price at the date of exercise of these options was £3.78.

Notes to the Group Financial Statements continued

25. Share-based payments continued

At 31 December 2022, 889,345 (2021: 292,541) share options were exercisable at a weighted average exercise price of £2.34 (2021: £1.19) per share.

Sharesave Plan

Sharesave Plan options were granted to eligible employees on 9 November 2022 at an exercise price of £2.21 per share, a 20% discount to the average share price over the three business days preceding the offer. Participating employees can exercise their options to purchase the shares acquired through their savings plans at the option price after three years. These options have an exercise date of 2025 to 2026.

Long-Term Incentive Plan (LTIP)

LTIP options were awarded to a number of senior managers on 22 April 2022. These options have an exercise date of 2025 to 2032. The vesting of each award is subject to the satisfaction of certain performance criteria, of which 25% is based on total shareholder return (the TSR element), 25% is based on sustainability performance (the sustainability element) and 50% is based on earnings per share (the EPS element). Further details of the scheme are provided in the Annual Report on Remuneration.

Deferred Share Bonus Plan (DSBP)

On 22 April 2022, the Executive Directors received an award of shares under the DSBP relating to the 2021 annual bonus.

Deferred share awards

On 22 March 2022, other share awards in the form of nil-cost options were made relating to the buyout arrangements to partially compensate Joe Vorih and Matt Pullen for bonus and long-term incentive awards which were forfeited when they left their previous employers. Further details are provided in the Annual Report on Remuneration on pages 120-123.

All these equity-settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the date of grant of the equity-settled, share-based payments is expensed to the income statement on a straight-line basis over the vesting period, based on the Group's estimates of shares that will eventually vest, with a corresponding adjustment to equity. Fair value for the Sharesave Plan options is measured by use of a Black–Scholes model. Fair value of the LTIP options is measured by use of a Monte Carlo model. The expected life used in the models has been adjusted, based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations.

The assumptions used for each share-based payment were as follows:

	2014 LTIP options granted 22 April 2022	2014 LTIP options granted 13 July 2022	2014 Sharesave options granted 2022
Share price at the date of grant	£4.57	£3.82	£2.70
Exercise price	Nil	Nil	£2.21
Shares under option	809,192	11,973	4,521,667
Vesting period (years)	3.00	3.00	3.25
Expected volatility	37.3%	37.3%	41.3%
Median volatility of the comparator group	38.2%	38.2%	n/a
Expected life (years)	3.00	3.00	3.25
Risk free rate	1.82%	1.70%	3.64%
Dividend yield	2.69%	3.20%	4.26%
TSR performance of the Company at the date of grant	(21.2)%	(21.2)%	n/a
Median TSR performance of the comparator group at the date of grant	(24.4)%	(24.4)%	n/a
Correlation (median)	33.3%	33.3%	n/a
Fair value per option	£3.65	£3.11	£0.84

Notes to the Group Financial Statements continued

	2014 LTIP options granted 20 May 2021	2014 Sharesave options granted 2021
Share price at the date of grant	£6.03	£6.96
Exercise price	Nil	£5.78
Shares under option	676,916	1,005,123
Vesting period (years)	3.00	3.25
Expected volatility	35.4%	37.8%
Median volatility of the comparator group	38.2%	n/a
Expected life (years)	3.00	3.25
Risk free rate	0.14%	0.69%
Dividend yield	2.5%	2.5%
TSR performance of the Company at the date of grant	1.9%	n/a
Median TSR performance of the comparator group at the date of grant	38.2%	n/a
Correlation (median)	33.3%	n/a
Fair value per option	£4.91	£2.02

The expected volatility is based on historical share price movements. The Directors anticipate it is possible the performance criteria in relation to the LTIP options may not be met.

	2022 £m	2021 £m
Share-based payments charge for the year	**2.9**	2.2

26. Trade and other payables

	31 December 2022 £m	31 December 2021 £m
Trade payables	**85.1**	94.1
Other taxes and social security costs	**7.9**	11.2
Accruals	**31.2**	30.2
	124.2	135.5

Trade payables are non-interest bearing and generally settled on 30 to 60 day terms.

27. Financial liabilities

	31 December 2022 £m	31 December 2021 £m
Non-current loans and borrowings:		
Bank loan		
– principal	**170.9**	198.0
– unamortised debt issue costs	**(2.8)**	(0.6)
Private Placement Loan Notes	**25.0**	–
Total non-current loans and borrowings	**193.1**	197.4
Cash at bank and in hand	**(50.0)**	(52.3)
Net debt excluding lease liabilities	**143.1**	145.1

	31 December 2022 £m	31 December 2021 £m
Other financial liabilities:		
Trade and other payables	**124.2**	135.5
Lease liabilities	**23.1**	20.6
Other liabilities	**–**	1.4
Deferred and contingent consideration	**8.0**	4.8
Derivative financial instruments	**–**	0.1
	155.3	162.4

Notes to the Group Financial Statements continued

27. Financial liabilities continued

Bank loan

On 19 November 2018, the Group entered into an Amendment and Restatement Agreement with various lenders in respect of the Group's previous revolving credit facility agreement dated 4 August 2015. The bank loan, which comprised a £300.0m revolving credit facility and £50.0m uncommitted accordion facility, was secured and would have matured in November 2023 (with two further uncommitted annual renewals through to November 2025 possible). The Group incurred £1.7m of debt issue costs in respect of entering into the Amendment and Restatement Agreement dated 19 November 2018 which were capitalised and were being amortised to the income statement over the term of the facility. Upon renewal of the facility in August 2022, the remaining unamortised amount was written off to non-underlying items.

On 10 August 2022, the Group renewed its banking facilities and entered a Sustainability-Linked Loan revolving credit facility agreement for £350.0m with a £50.0m uncommitted accordion facility expiring in August 2027 and a separate agreement for private placement loan notes of £25.0m with an uncommitted £125.0m shelf facility repayable in August 2029. The Group incurred debt issue costs of £3.1m, in respect of entering into both agreements, which have been capitalised and are being amortised to the income statement over the whole term of each facility, respectively.

Interest is payable on the bank loan at SONIA plus an interest margin ranging from 0.90% to 2.75% which is dependent on the Group's ESG targets and the Group's leverage (net debt excluding lease liabilities as a multiple of pro forma EBITDA) and reduces as the Group's leverage reduces. The interest margin at 31 December 2022 was 1.60% (2021: 1.40%). Pro forma EBITDA for the year was £120.3m (2021: £117.9m) and is defined as pre-IFRS 16 underlying operating profit before depreciation, amortisation and share-based payment charges, for the 12 months preceding the Balance Sheet date adjusted where relevant to include a full year of EBITDA from acquisitions made during those 12 months.

Interest is payable semi-annually on the loan notes and is fixed at 4.44% per annum for the period of the loan term.

	2022 £m	2021 £m
Pro forma EBITDA (12 months preceding the Balance Sheet)		
Underlying operating profit	**98.2**	95.3
Depreciation of property, plant and equipment	**19.4**	18.4
Amortisation of intangible assets arising on business combinations	**0.2**	0.1
Unwind of discount on lease liabilities	**(0.8)**	(0.7)
Share-based payments charge	**3.1**	2.5
	120.1	115.6
EBITDA from acquisitions	**0.2**	2.3
	120.3	117.9

At 31 December 2022, the Group had available, subject to covenant headroom, £179.1m (2021: £102.0m) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met.

The Group is subject to a number of covenants in relation to its bank loan which, if breached, would result in the bank loan becoming immediately repayable. These covenants specify certain maximum limits in terms of net debt, excluding lease liabilities, as a multiple of pro forma EBITDA and interest cover. At 31 December 2022, the Group was not in breach of any bank covenants. The covenant position was as follows:

Covenant	Covenant Requirement	Position at 31 December 2022
Interest cover (Underlying operating profit: finance costs excluding debt issue cost amortisation)	>4.0:1	**16.0:1**
Leverage (Net debt excluding lease liabilities: pro forma EBITDA)	<3.0:1	**1.2:1**

The interest cover and leverage covenants remain at 4.0:1 and 3.0:1 respectively, throughout the remaining term of the revolving credit facility to August 2027, though there exists the option to apply to extend the leverage covenant to 3.5:1 for a limited period of time if the Group makes an acquisition.

28. Related party transactions

Compensation of key management personnel (including Directors):

	2022 £m	2021 £m
Short-term employee benefits	**3.3**	4.8
Share-based payments	**1.7**	0.7
	5.0	5.5

Key management personnel comprise the Executive Directors and other key managers in the Group.

Notes to the Group Financial Statements continued

29. Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, deferred and contingent consideration, lease liabilities, derivative financial instruments and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group has trade and other receivables and cash that are derived directly from its operations.

The Group is exposed to interest rate cash flow, foreign currency exchange, credit and liquidity risk.

The Group's senior management oversees the mitigation of these risks which are summarised as follows:

Interest rate risk

The interest rate on the Group's £350.0m Sustainability-Linked Loan is variable, being payable at SONIA plus a margin. The Group manages its long-term borrowings policy centrally and operates weekly cash flow forecasting to manage its net debt position to ensure exposure to changes in interest rates are minimised where possible.

Interest rate sensitivity

The table below demonstrates the sensitivity to a change in 100 basis point in interest rates on the Group's borrowings which at the relevant reporting dates are not hedged. The analysis assumes all other variables remain constant and the change in rates takes place at the beginning of the financial year and held constant throughout the reporting period, the Group's profit after tax is affected through the impact on interest rate borrowings as follows:

Change in interest rate	Effect on profit after tax £m
2022	
Increase of 100 basis points	**(1.6)**
Decrease of 100 basis points	**0.6**
2021	
Increase of 100 basis points	(0.1)
Decrease of 100 basis points	0.1

Foreign currency exchange risk

Foreign currency exchange risk is the risk that the fair value of a financial instrument or future cash flows will fluctuate because of changes in foreign currency exchange rates. The Group's exposure to the risk of changes in foreign currency exchange rates relates primarily to the Group's operating activities where the revenue or expense is denominated in a currency other than the functional currency of the entity undertaking the transaction.

The Group enters into forward foreign currency exchange contracts for the purchase and sale of foreign currencies in order to manage its exposure to fluctuations in currency rates, primarily in respect of US Dollar and Euro receipts and payments.

Foreign currency exchange sensitivity

The table below demonstrates the sensitivity to a 10% change in the Euro exchange rate versus Pounds Sterling, the presentational currency of the Group used for translation purposes, on the net assets and profit after tax of the Group. The Group's exposure to foreign currency exchange rate changes for all other currencies is not material.

Change in exchange rate	Effect on net assets £m	Effect on profit after tax £m
2022		
10% strengthening of Pounds Sterling: against Euro	**(1.0)**	**–**
10% weakening of Pounds Sterling: against Euro	**1.3**	**–**
2021		
10% strengthening of Pounds Sterling: against Euro	(0.8)	(0.1)
10% weakening of Pounds Sterling: against Euro	1.0	0.1

Notes to the Group Financial Statements continued

29. Financial risk management objectives and policies continued

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including cash deposits with banks.

Trade receivables

Customer credit risk is managed by each subsidiary subject to the Group's established policy, procedures and controls relating to customer credit risk management. Credit quality of the customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major export customers are generally covered by letters of credit or other forms of credit insurance.

The requirement for impairment is analysed at each balance sheet date on an individual basis for major clients. Additionally, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The calculation is based on actually incurred historical data. The maximum exposure to credit risk at the Balance Sheet date is the carrying amount of each class of financial assets as disclosed in Note 22 which is adjusted for forward-looking information.

The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low. At 31 December 2022, 53% (2021: 39%) of net trade receivables were covered by credit insurance which is subject to the normal policy deductibles.

Financial instruments and cash deposits

The Group maintains strong liquidity through cash balances and deposits (£50.0m at 31 December 2022) and its undrawn committed revolving credit facility £179.1m at 31 December 2022 which matures in August 2027 (with two further uncommitted annual renewals through to November 2029 possible).

Credit risk arising from cash deposits with banks is managed in accordance with the Group's established treasury policy, procedures and controls. Deposits of surplus funds are made only with banks that have as a minimum a single A credit rating. The Group's maximum exposure to credit risk for the components of the Balance Sheet at 31 December 2022 and 31 December 2021 is the carrying amounts as illustrated in Note 23.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group had cash and cash equivalents of £50.0m and undrawn and committed credit facilities of £179.1m at 31 December 2022, and no debt maturities within 12 months.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

31 December 2022	**< 3 months £m**	**3 to 12 months £m**	**1 to 5 years £m**	**> 5 years £m**	**Total £m**
Bank loan – principal	**2.4**	**5.7**	**214.7**	**–**	**222.8**
Private placement loan notes	**–**	**1.1**	**4.4**	**27.2**	**32.7**
Other financial liabilities:					
Trade and other payables	**124.2**	**–**	**–**	**–**	**124.2**
Deferred and contingent consideration	**–**	**–**	**8.0**	**–**	**8.0**
Forward foreign currency derivatives	**0.9**	**–**	**–**	**–**	**0.9**
Lease liabilities	**1.3**	**3.7**	**14.9**	**10.4**	**30.3**
	128.8	**10.5**	**242.0**	**37.6**	**418.9**

The interest payments on the Sustainability-Linked Loan would be £10.9m per year if the interest rate plus margin remained at 5.6% and the level of debt did not change from the balance sheet date.

31 December 2021	< 3 months £m	3 to 12 months £m	1 to 5 years £m	> 5 years £m	Total £m
Bank loan – principal	–	–	198.0	–	198.0
Other financial liabilities:					
Trade and other payables	135.5	–	–	–	135.5
Deferred and contingent consideration	0.5	–	4.3	–	4.8
Forward foreign currency derivatives	6.0	–	–	–	6.0
Lease liabilities	0.9	3.6	11.1	8.3	23.9
Other liabilities	–	0.5	–	0.9	1.4
	142.9	4.1	213.4	9.2	369.6

Notes to the Group Financial Statements continued

Fair values of financial assets and financial liabilities

The book value of trade and other receivables, trade and other payables, cash balances, bank loan and other liabilities equates to fair value.

The table below sets out the Group's accounting classification of its other financial liabilities and their carrying amounts and fair values:

	Carrying value £m	Fair value £m
Forward foreign currency derivatives (designated as hedging instruments)	–	–
Interest-bearing loans and borrowings due after more than one year (designated as financial liabilities measured at amortised cost)	193.1	193.1
Deferred and contingent consideration (designated as financial liabilities at FVTPL)	8.0	8.0
Lease liabilities (designated as financial liabilities measured at amortised cost)	23.1	23.1
Total at 31 December 2022	**224.2**	**224.2**

	Carrying value £m	Fair value £m
Forward foreign currency derivatives (designated as hedging instruments)	0.1	0.1
Interest-bearing loans and borrowings due after more than one year (designated as financial liabilities measured at amortised cost)	197.4	197.4
Deferred and contingent consideration (designated as financial liabilities at FVTPL)	4.8	4.8
Lease liabilities (designated as financial liabilities measured at amortised cost)	20.6	20.6
Total at 31 December 2021	222.9	222.9

The fair values were determined as follows by reference to:

- Forward foreign currency derivatives: quoted exchange rates.
- Deferred and contingent consideration: Directors' assessment of the likelihood that financial targets will be achieved (see Note 18).
- Lease liabilities: present value of lease payments to be made over the lease terms.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recognised fair value are observable, either directly or indirectly; and

Level 3: techniques which use inputs which have a significant effect on the recognised fair value that are not based on observable market data.

The fair values disclosed above, with the exception of deferred and contingent consideration which is categorised as Level 3, all relate to items categorised as Level 2.

There have been no transfers in any direction between Levels 1, 2 or 3 in the years ended 31 December 2022 and 2021.

Directors' Responsibilities Statement

In relation to the parent company financial statements

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

UK 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 UK-Adopted International Accounting Standards (IFRSs).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, and then apply them consistently
- make judgements and accounting estimates that are reasonable and prudent
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance
- state whether IASs in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is appropriate to presume that the Company will not 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.

Company Balance Sheet

At 31 December 2022

	Notes	31 December 2022 £m	31 December 2021 £m
Non-current assets			
Investments	4	**246.9**	245.5
Current assets			
Amounts owed by subsidiary undertakings and other receivables	5	**190.6**	190.9
Total assets		**437.5**	436.4
Current liabilities			
Amounts owed to subsidiary undertakings and other payables	6	**(86.3)**	(51.4)
Net assets		**351.2**	385.0
Capital and reserves			
Equity share capital	7	**0.2**	0.2
Share premium	7	**93.6**	93.6
Capital redemption reserve	7	**1.1**	1.1
Own shares	7	**–**	–
Other reserves	7	**116.5**	116.5
Retained earnings		**139.8**	173.6
Total equity		**351.2**	385.0

Included in retained earnings is a loss for the year of £6.6m (2021: £5.5m loss).

The financial statements were approved for issue by the Board of Directors and signed on its behalf by:

Joe Vorih
Director
14 March 2023

Paul James
Director
14 March 2023

Company Registration No. 06059130

Company Statement of Changes in Equity

For the year ended 31 December 2022

	Equity share capital £m	Share premium £m	Capital redemption reserve £m	Own shares £m	Other reserves £m	Retained earnings £m	Total equity £m
At 31 December 2020	0.2	–	1.1	–	116.5	196.6	314.4
Loss for the year	–	–	–	–	–	(5.5)	(5.5)
Total comprehensive income for the year	–	–	–	–	–	(5.5)	(5.5)
Dividends paid	–	–	–	–	–	(21.7)	(21.7)
Issue of share capital	–	96.3	–	–	–	–	96.3
Transaction costs on issue of share capital	–	(2.7)	–	–	–	–	(2.7)
Share-based payments charge	–	–	–	–	–	2.2	2.2
Share-based payments settled	–	–	–	–	–	2.1	2.1
Share-based payments excess tax benefit	–	–	–	–	–	(0.1)	(0.1)
At 31 December 2021	0.2	93.6	1.1	–	116.5	173.6	385.0
Loss for the year	**–**	**–**	**–**	**–**	**–**	**(6.6)**	**(6.6)**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**–**	**(6.6)**	**(6.6)**
Dividends paid	**–**	**–**	**–**	**–**	**–**	**(30.5)**	**(30.5)**
Issue of share capital	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Transaction costs on issue of share capital	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Share-based payments charge	**–**	**–**	**–**	**–**	**–**	**2.9**	**2.9**
Share-based payments settled	**–**	**–**	**–**	**–**	**–**	**0.4**	**0.4**
Share-based payments excess tax benefit	**–**	**–**	**–**	**–**	**–**	**–**	**–**
At 31 December 2022	**0.2**	**93.6**	**1.1**	**–**	**116.5**	**139.8**	**351.2**

Company Cash Flow Statement

For the year ended 31 December 2022

	31 December 2022 £m	31 December 2021 £m
Operating activities		
(Loss)/profit before tax	**(6.6)**	(5.7)
Net finance cost/(income)	**–**	–
Operating loss	**(6.6)**	(5.7)
Transaction costs on issue of share capital	**–**	0.1
Non-cash items: Share-based payments	**1.5**	0.5
Operating cash flows before movement in working capital	**(5.1)**	(5.1)
Movement in working capital:		
Receivables	**0.3**	(0.2)
Payables	**0.1**	0.4
Inter-group balances	**34.8**	(69.0)
Net cash flows from operating activities	**30.1**	(73.9)
Financing activities		
Issue of share capital	**–**	96.3
Transaction costs on issue of share capital	**–**	(2.8)
Dividends paid	**(30.5)**	(21.7)
Proceeds from exercise of share options	**0.4**	2.1
Net cash flows from financing activities	**(30.1)**	73.9
Net change in cash and cash equivalents	**–**	–
Cash and cash equivalents at 1 January	**–**	–
Cash and cash equivalents at 31 December	**–**	–

Notes to the Company Financial Statements

For the year ended 31 December 2022

1. Authorisation of financial statements

The parent company financial statements of Genuit Group plc (formerly Polypipe Group plc) (the 'Company') for the year ended 31 December 2022 were authorised for issue by the Board of Directors on 14 March 2023 and the balance sheet was signed on the Board's behalf by Joe Vorih and Paul James.

Genuit Group plc is a public limited company incorporated and domiciled in England and Wales. The principal activity of the Company is that of a holding company.

2. Summary of significant accounting policies

The basis of preparation and accounting policies used in preparing the historical financial information for the year ended 31 December 2022 are set out below. These accounting policies have been consistently applied in all material respects to all the periods presented.

2.1 Basis of preparation and statement of compliance with IFRSs

The Company's financial statements have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2022.

The Company's financial statements have been prepared on a historical cost basis. The financial statements are presented in Pounds Sterling and all values are rounded to one decimal place of a million (£m) unless otherwise indicated. No income statement or statement of comprehensive income is presented by the Company as permitted by Section 408 of the Companies Act 2006. The results of Genuit Group plc are included in the consolidated financial statements of Genuit Group plc.

2.2 Going concern

The Directors have made enquiries into the adequacy of the Company's financial resources, through a review of the Group's budget and medium-term financial plan, including cash flow forecasts. The Group has modelled a range of scenarios, with the base forecast being one in which, over the 24 months ending 31 December 2024, sales volumes grow in line with or moderately above external construction industry forecasts.

In addition, the Directors have considered several downside scenarios, including adjustments to the base forecast, a period of significantly lower like-for-like sales, profitability and cash flows. Consistent with the Group's Principal Risks and Uncertainties these downside scenarios included, but were not limited to, loss of production, loss of a major customer, product failure, recession, increases in interest rates and increases in raw material prices. Downside scenarios also included a combination of these risks, and reverse stress testing.

The financial impact of the climate-related risks disclosed within the Task Force on Climate-Related Financial Disclosures Report on pages 26 to 35 of the Strategic Report continue to be assessed.

Through the detailed qualitative scenario analysis undertaken, the Directors conclude that there is no material adverse impact of climate change in the short to medium-term, and hence have not included any impacts in either the base case or downside scenarios of the going concern assessment. The Group has not experienced material adverse disruption during periods of adverse or extreme weather in recent years and do not expect this to occur to a material level over the period of the going concern assessment.

At 31 December 2022, the Group had available £179.1m of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. These borrowing facilities are available until at least August 2027, subject to covenant headroom. The Directors are satisfied that the Group has sufficient liquidity and covenant headroom to withstand reasonable variances to the base forecast, as well as the downside scenarios. In addition, the Directors have noted the range of possible additional liquidity options available to the Group, should they be required.

As a result, the Directors have satisfied themselves that the Company has adequate financial resources to continue in operational existence for a period of at least the next 21 months. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

2.3 Investments

Investments in subsidiary undertakings are held at historical cost less any applicable provision for impairment.

2.4 Share-based payments

In the case of equity-settled schemes, the fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at the date of grant and spread over the period during which the employees become unconditionally entitled to the options. The value of the options is measured using the Black–Scholes and Monte Carlo models, taking into account the terms and conditions (including market and non-vesting conditions) upon which the options were granted. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The financial effect of awards by the Company of options over its equity shares to employees of subsidiary undertakings are recognised by the Company in its individual financial statements. In particular, the Company records an increase in its investment in subsidiaries with a corresponding adjustment to equity equivalent to the IFRS 2 cost in subsidiary undertakings.

Notes to the Company Financial Statements continued

2.5 Cash dividend
The Company recognises a liability to pay a dividend when the distribution is authorised and the distribution is no longer at the discretion of the Company. Under UK company law a distribution is authorised when it is approved by the shareholders. A corresponding amount is then recognised directly in equity.

2.6 Own shares
The Company operates an Employee Benefit Trust (EBT). The Company and/or the EBT, holds Genuit Group plc shares for the granting of Genuit Group plc shares to employees and Directors. These shares are recognised at cost and presented in the balance sheet as a deduction from equity. No profit or loss is recognised in the income statement on the purchase, sale, issue or cancellation of these shares. No dividends are earned on these shares.

2.7 Financial instruments
The Company policy for accounting for financial instruments is consistent with the Group policy detailed in Note 2.15 of the Group's consolidated financial statements. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company's only financial assets are amounts owed by subsidiary undertakings (see Note 5).

3. Dividend per share

	2022 £m	2021 £m
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 31 December 2021 of 8.2p per share (2020: 4.8p)	**20.3**	11.8
Interim dividend for the year ended 31 December 2022 of 4.1p per share (2021: 4.0p)	**10.2**	9.9
	30.5	21.7
Proposed final dividend for the year ended 31 December 2022 of 8.2p per share (2021: 8.2p)	**20.3**	20.3

The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

4. Investments

	Shares in subsidiary undertakings £m
Cost	
At 1 January 2021	243.8
Additions – share-based payments	1.7
At 31 December 2021	245.5
Additions – share-based payments	**1.4**
At 31 December 2022	**246.9**
Net book value	
At 31 December 2022	**246.9**
At 31 December 2021	245.5
At 1 January 2021	243.8

In 2022, an adjustment in respect of share-based payments of £1.4m (2021: £1.7m) was made to shares in subsidiary undertakings, representing the financial effects of awards by the Company of options over its equity shares to employees of subsidiary undertakings. The total contribution to date was £7.7m (2021: £6.3m).

Notes to the Company Financial Statements continued

4. Investments continued

The companies in which the Company had an interest at 31 December 2022 are shown below:

Name of company	Country of incorporation	Holding	Proportion of voting rights and shares held
AAA Holdings Limited[1]	England & Wales	Ordinary £1	100%*
Adey Commercial Limited[2]	England & Wales	Ordinary £1	100%*
Adey Holdings (2008) Limited[2]	England & Wales	Ordinary £1	100%*
Adey Innovation Limited[2]	England & Wales	Ordinary £1	100%*
Adey Innovation LLC[3]	United States of America	n/a	100%*
Adey Innovation SAS[4]	France	Ordinary €1	100%*
Adey Innovation (Shanghai) Water Treatment Technology Co. Ltd[5]	China	Ordinary £1	100%*
Alderburgh Limited[1]	England & Wales	Ordinary £1	100%*
Alderburgh Ireland Limited[6]	Republic of Ireland	Ordinary €1	100%*
Alpha Scientific Ltd[2]	England & Wales	Ordinary £0.01	100%*
Drain Products Europe BV[7]	The Netherlands	Ordinary €100	100%*
Environmental Sustainable Solutions Ltd[1]	England & Wales	Ordinary £1	100%*
Equaflow Ltd[1]	England & Wales	Ordinary £1	50%*
Ferrob Ventilation Ltd[1]	England & Wales	Ordinary £1	100%*
Genuit Limited[1]	England & Wales	Ordinary £1	100%*
Hayes Pipes (Ulster) Limited[8]	Northern Ireland	Ordinary £1	100%*
Home Ventilation (Ireland) Limited[9]	Northern Ireland	Ordinary £1	100%*
Infra Green Limited[1]	England & Wales	Ordinary £1	100%*
Insulated Damp-Proof Course Limited[1]	England & Wales	Ordinary £1	100%*
Keytec Geomembranes Holding Company Limited[1]	England & Wales	Ordinary £1	100%*
Keytec Geomembranes Limited[1]	England & Wales	Ordinary £1	100%*
London Bidco Limited[2]	England & Wales	Ordinary £1	100%*
London Finco Limited[2]	England & Wales	Ordinary £1	100%*
London Topco Limited[2]	England & Wales	Ordinary £0.01 – £1	100%*
Manthorpe Building Products Limited[1]	England & Wales	Ordinary £1	100%*
Manthorpe Building Products Holdings Limited[1]	England & Wales	Ordinary £1	100%*
Mason Pinder (Toolmakers) Limited[1]	England & Wales	Ordinary £1	100%*
Nuaire Limited[1]	England & Wales	Ordinary £1	100%*

Notes to the Company Financial Statements continued

Name of company	Country of incorporation	Holding	Proportion of voting rights and shares held
Nu-Heat (Holdings) Limited[1]	England & Wales	Ordinary £0.01	100%*
Nu-Heat UK Limited[1]	England & Wales	Ordinary £1	100%*
Nuhold Limited[1]	England & Wales	Ordinary £0.1	100%*
Nu-Oval Acquisitions 1 Limited[1]	England & Wales	Ordinary £0.94 – £1	100%*
Nu-Oval Acquisitions 2 Limited[1]	England & Wales	Ordinary £1	100%*
Nu-Oval Acquisitions 3 Limited[1]	England & Wales	Ordinary £1	100%*
Oracstar Limited[1]	England & Wales	Ordinary £1	100%*
Permavoid Limited[1]	England & Wales	Ordinary £1	100%*
Permavoid Technologies Limited[1]	England & Wales	Ordinary £1	100%*
Permavoid Technologies (USA) Limited[1]	England & Wales	Ordinary £1	100%*
Permavoid Technologies (USA) LLC[10]	United States of America	Ordinary $1	100%*
Pipe Holdings plc[1]	England & Wales	Ordinary £1	100%*
Pipe Holdings 1 plc[1]	England & Wales	Ordinary £1	100%*
Pipe Holdings 2 Limited[1]	England & Wales	Ordinary £1	100%*
Pipe Luxembourg Sarl[11]	Luxembourg	Ordinary £1	100%
Plumbexpress Limited[1]	England & Wales	Ordinary £1	100%*
Plura Composites Ltd[12]	England & Wales	Ordinary £1	51%*
Polydeck Limited[13]	England & Wales	Ordinary £1	51%*
Polypipe Limited[1]	England & Wales	Ordinary £0.1	100%*
Polypipe Building Products Limited[1]	England & Wales	Ordinary £1	100%*
Polypipe Civils Limited[1]	England & Wales	Ordinary £1	100%*
Polypipe Commercial Building Systems Limited[1]	England & Wales	Ordinary £1	100%*
Polypipe Group 1 Limited (formerly Genuit Group Limited)[1]	England & Wales	Ordinary £0.01	100%*
Polypipe (Ireland) Ltd[8]	Northern Ireland	Ordinary £1	100%*
Polypipe Italia SRL[14]	Italy	Ordinary €0.52	100%*
Polypipe Middle East FZE[15]	United Arab Emirates	Ordinary 1m UAE Dirhams	100%*
Polypipe Middle East Water Technology LLC[16]	United Arab Emirates	Ordinary 1,000 UAE Dirhams	100%*
Polypipe T.D.I. Limited[1]	England & Wales	Ordinary £1	100%*
Polypipe Terrain Limited[1]	England & Wales	Ordinary £1	100%*

Notes to the Company Financial Statements continued

4. Investments continued

Name of company	Country of incorporation	Holding	Proportion of voting rights and shares held
Polypipe Terrain Holdings Limited[1]	England & Wales	Ordinary £1	100%*
Polypipe Trading Limited[1]	England & Wales	Ordinary £0.1	100%*
Polypipe (Ulster) Limited[8]	Northern Ireland	Ordinary £1	100%*
Polypipe Ventilation Limited[1]	England & Wales	Ordinary £1	100%*
Robimatic Limited[1]	England & Wales	Ordinary £1	100%*
Solutek Environmental Limited[1]	England & Wales	Ordinary £1	100%*
Surestop Limited[1]	England & Wales	Ordinary £1	100%*
Sustainable Water and Drainage Systems BV[7]	The Netherlands	Ordinary €1	50%*
Sustainable Water and Drainage Systems Limited[1]	England & Wales	Ordinary £1	50%*
Tree Ground Solutions BV[7]	The Netherlands	Ordinary €10	100%*
Water Management Solutions LLC[17]	Qatar	Ordinary 1,000 Qatari Riyals	49%*

All the companies operate principally in their country of registration and in the same class of business as the Group. The shares in the undertakings marked with an asterisk are held by subsidiary undertakings.

Registered offices of subsidiaries:

1. 4 Victoria Place, Holbeck, Leeds, LS11 5AE.
2. Unit 2 St Modwen Park, Haresfield, Stonehouse, Gloucestershire, GL10 3EZ.
3. c/o CT Corporation, 1209 Orange Street, Wilmington, Newcastle 19801, Delaware, United States of America.
4. 119B Rue de Colombes, 92600 Asnieres Sur Seine, France.
5. Room 308-18, No. 998, South Shen Bin Road, Min Hang District, Shanghai, China.
6. Ballybrack, Kilmacthomas, Co. Waterford.
7. Kattenburgerstraat 5, 1018, JA, Amsterdam, The Netherlands.
8. Dromore Road, Lurgan, Co. Armagh, BT66 7HL.
9. 19 Bedford Street, Belfast, BT2 7EJ.
10. 251 Little Falls Drive, Wilmington, Delaware, 19808-1674, United States of America.
11. 15 Boulevard F.W. Raiffeisen, L-2411 Luxembourg.
12. Unit 5 Johnsons Estate, Tarran Way South, Tarran Industrial Estate, Moreton, Wirral, Merseyside, CH46 4TP.
13. Unit 14 Burnett Industrial Estate, Cox's Green, Wrington, Bristol, Somerset, BS40 5QP.
14. Localita Pianmercato 5C-D-H, 16044 Cicagna, Genova, Italy.
15. PO Box 18679, Showroom A2 SR 07, First Al Khail Street, Jebel Ali Free Zone, Dubai, United Arab Emirates.
16. Arenco Tower – Office 908, Dubai Media City, Dubai, United Arab Emirates.
17. Level 15, Commercial Bank Plaza, West Bay, Doha, Qatar.

Notes to the Company Financial Statements continued

5. Amounts owed by subsidiary undertakings and other receivables

	31 December 2022 £m	31 December 2021 £m
Amounts owed by subsidiary undertakings	**189.9**	189.9
Deferred income tax assets	**0.7**	0.7
Prepayments	**–**	0.3
	190.6	190.9

No material allowance for expected credit losses is deemed necessary in respect of amounts owed by subsidiary undertakings.

6. Amounts owed to subsidiary undertakings and other payables

	31 December 2022 £m	31 December 2021 £m
Amounts owed to subsidiary undertakings	**85.0**	50.2
Other payables	**1.3**	1.2
	86.3	51.4

7. Share capital and reserves

Share capital

	31 December 2022		31 December 2021	
	Number*	£	Number*	£
Authorised, allotted, called up and fully paid share capital:				
Ordinary shares of £0.001 each	**249**	**249,170**	248	248,170

* Millions of shares.

The ordinary shares are voting non-redeemable shares and rank equally as to dividends, voting rights and any return of capital on winding up.

Details of share options in issue on the Company's share capital and share-based payments are set out in Note 25 to the Group's consolidated financial statements.

Share premium

On 11 February 2021, the Company conducted a non-pre-emptive placing of 18,704,085 new ordinary shares at £5.15 per share generating gross proceeds of £96.3m with issue costs of £2.7m. Net proceeds in excess of the nominal value of £93.6m have been credited to the share premium account. A further £0.1m of listing fees have been incurred and charged to the income statement in 2021.

Capital redemption reserve

Following the consolidation and subdivision of shares in 2014 the Company's deferred shares were cancelled. In order to maintain the Company's capital a transfer was made from retained earnings to a capital redemption reserve at that time.

Own shares

Own shares represent the cost of Genuit Group plc shares purchased in the market and held by the Company and/or the Employee Benefit Trust (EBT), to satisfy the future exercise of options under the Group's share option schemes. These shares are recognised at cost and presented in the balance sheet as a deduction from equity. No profit or loss is recognised in the income statement on the purchase, sale, issue or cancellation of these shares. No dividends are earned on these shares.

During the year the Group issued 1,000,000 shares (2021: 1,000,000 shares) to the EBT at the nominal value of £0.001.

Other reserves

On 7 May 2020, the Company conducted a non-pre-emptive placing of 26,966,300 new ordinary shares at £4.45 per share generating gross proceeds of £120.0m. The placing was undertaken using a cashbox structure. As a result, the Company was able to take relief under section 612 of the Companies Act 2006 from crediting share premium and instead transfer the net proceeds in excess of the nominal value to other reserves. Advisers' fees of £3.5m were netted off against the gross proceeds.

8. Profit for the financial year

Genuit Group plc has not presented its own Income Statement as permitted by Section 408 of the Companies Act 2006. The loss for the year dealt with in the financial statements of the Company was £6.6m (2021: £5.5m loss for the year).

The only employees remunerated by the Company were the Directors of the Company. Remuneration paid to the Directors is disclosed in Note 10 to the Group's consolidated financial statements.

Amounts paid to the Company's auditor in respect of the audit of the financial statements of the Company are disclosed in Note 7 to the Group's consolidated financial statements.

Fees paid to the auditor for non-audit services to the Company itself are not disclosed in the individual financial statements of the Company because the Group's consolidated financial statements are prepared which are required to disclose such fees on a consolidated basis. These are disclosed in Note 7 to the Group's consolidated financial statements.

Notes to the Company Financial Statements continued

9. Related party transactions

The following table provides the analysis of transactions that have been entered into with related parties:

	31 December 2022		31 December 2021	
	Recharges from related parties £m	**Amounts owed to related parties £m**	Recharges to related parties £m	Amounts owed to related parties £m
Polypipe Limited	**34.8**	**(85.0)**	(69.0)	50.2

	Loan advanced £m	**Amounts owed by related parties £m**	Loan advanced £m	Amounts owed by related parties £m
Pipe Holdings 1 plc:				
Eurobonds	**–**	**64.9**	–	64.9
Preference shares	**–**	**18.3**	–	18.3
Other	**–**	**0.9**	–	0.9
Pipe Holdings 2 Limited	**–**	**6.4**	–	6.4
Pipe Holdings plc	**–**	**99.4**	–	99.4
	–	**189.9**	–	189.9

Other related party transactions are disclosed in Note 28 to the Group's consolidated financial statements.

Shareholder Information

Financial calendar

Preliminary Announcement of Results for the year ended 31 December 2022	14 March 2023
Annual General Meeting	18 May 2023
Final dividend for the year ended 31 December 2022:	
– Ex-dividend date	20 April 2023
– Record date	21 April 2023
– Payment date	24 May 2023
Half yearly results for the six months ending 30 June 2023	15 August 2023
Half yearly dividend for the six months ending 30 June 2023:	
– Ex-dividend date	31 August 2023
– Record date	1 September 2023
– Payment date	27 September 2023

Registrar services

Our shareholder register is managed and administered by Link Group.

Link Group should be able to help you with most questions you have in relation to your holding in Genuit Group plc shares.

Link Group can be contacted at:

Link Group
10th Floor
Central Square
29 Wellington Street
Leeds
LS1 4DL

www.linkgroup.eu

Shareholder helpline for information relating to your shares call:
+44 (0)371 664 0300

Website helpline for information on using this website call:
+44 (0)371 664 0391

Calls to 0371 are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate.

We are open between 09:00–17:30, Monday to Friday excluding public holidays in England and Wales.

e-mail: enquiries@linkgroup.co.uk

In addition, Link offers a range of other services to shareholders including a share dealing service and a share portal to manage your holdings.

Share dealing service

A share dealing service is available to existing shareholders to buy or sell the Company's shares via Link Market Services.

Online and telephone dealing facilities provide an easy to access and simple to use service.

For further information on this service, or to buy or sell shares, please contact:

www.linksharedeal.com – online dealing
0371 664 0445 – telephone dealing

email: info@linksharedeal.com

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell their shares. Shareholders in any doubt as to what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

Shareholder Information continued

Principal Group businesses

UK

Polypipe Building Products
Broomhouse Lane
Edlington
Doncaster
South Yorkshire
DN12 1ES

Neale Road
Doncaster
South Yorkshire
DN2 4PG

Sandall Stores Road
Kirk Sandall Industrial estate
Doncaster
DN3 1QR

Edlington Lane
Warmsworth
Doncaster
South Yorkshire
DN4 9LS

Polypipe Ulster
Dromore Road
Lurgan
Co. Armagh
BT66 7HL

Polypipe Civils and Green Urbanisation
Charnwood Business Park
North Road
Loughborough
LE11 1LE

Holmes Way
Horncastle
LN9 6JW

Polypipe Building Services
New Hythe Business Park
College Road
Aylesford
Kent
ME20 7PJ

Nuaire
Western Industrial Estate
Caerphilly
CF83 1NA

Domus Ventilation
Cambria House
Caerphilly Business Park
Van Road
Caerphilly
CF83 3ED

Manthorpe Building Products
Brittain Drive
Codnor Gate Business Park
Ripley
DE5 3ND

Alderburgh
Solutions House
Dane Street
Rochdale
OL11 4EZ

Nu-Heat
Heathpark House
Devonshire Road
Heathpark Industrial Estate
Honiton
Devon
EX14 1SD

Adey Innovation
Unit 2
St Modwen Park
Haresfield
Stonehouse
Gloucestershire
GL10 3EZ

Plura Composites
Unit 5 Johnsons Estate
Tarran Way South
Tarran Way Industrial Estate
Moreton
Wirral
CH46 4TP

Polydeck
Unit 14
Burnett Industrial Estate
Cox's Green
Wrington
Bristol
BS40 5QP

Keytec Geomembranes
Unit 6
Plover Close
Interchange Park
Newport Pagnell
Milton Keynes
MK16 9PS

Mainland Europe

Polypipe Italia
Localita Pianmercato 5C-D-H
16044 Cicagna, Genova
Italy

Permavoid
Kattenburgerstraat 5
1018, JA
Amsterdam
The Netherlands

Middle East

Polypipe Middle East Water Technology LLC
Arenco Tower
Office 908
Dubai Media City
Dubai
United Arab Emirates

Contact details and advisers

Company registration number
and registered office

06059130

4 Victoria Place
Holbeck
Leeds
LS11 5AE

Independent auditor
Ernst & Young LLP
1 Bridgewater Place
Water Lane
Leeds
LS11 5QR

Principal bankers
Lloyds
Sheffield

RBS
Leeds

NatWest
Leeds

Santander
Leeds

Citibank
London

Danske Bank
Belfast

Bank of Ireland
Manchester

Registrar and transfer office
Link Group
10th Floor
Central Square
29 Wellington Street
Leeds
LS1 4DL

Stockbrokers
Deutsche Bank AG
Numis Securities Limited

FSC
www.fsc.org
RECYCLED
Paper made from recycled material
FSC® C022913

luminous

Consultancy, design and production
www.luminous.co.uk

Genuit Group plc
4 Victoria Place
Holbeck
Leeds
LS11 5AE
+44 (0) 1138 315315
www.genuitgroup.com