



SUTTON HARBOUR GROUP PLC

2025

ANNUAL REPORT &  
FINANCIAL STATEMENTS

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## STRATEGIC REPORT

# VISION AND OBJECTIVES

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Sutton Harbour Group plc, quoted on the AIM of the London Stock Exchange since 1996, is the parent of a number of wholly owned subsidiary companies which include:

- Sutton Harbour Company, the statutory harbour authority company, which operates Plymouth Fisheries, the marina at Sutton Harbour, together with a number of operations-related properties;
- A number of other 'Sutton Harbour' group companies engaged in waterfront property regeneration and investment including King Point Marina and car park operating activities; and
- Plymouth City Airport Limited, the company holding legal interests in the former airport site.

### GROUP VISION

The Group is the owner and custodian of a unique historic harbour asset adjacent to Plymouth city centre to the north and Plymouth Sound to the south, connecting the sea to the South West of England.

The Group owns property assets around the harbour. Sutton Harbour Group directly supports the City's objective to promote the first National Marine Park, and to assist in fulfilling Plymouth's ambition as the Ocean City thereby creating a prime location for living, working, visiting and hosting waterside events.

### OUR OBJECTIVES

- To develop a mix of trading activities for medium to long-term sustainable growth and to provide a balanced risk profile.
- To provide a secure investment proposition in a profitable Group which has a strong income producing asset base by increasing and improving the income earning asset portfolio of the Group or by realising capital from the sale of mature assets.
- To build on the Group's strength as a specialist in waterfront destination and regeneration in the South West region.
- To provide asset-based value growth to shareholders in the medium term.

### CURRENT BUSINESS PLANS

- Retention of strategic assets and development of new adjacent assets for investment and revenue generation until they reach their full potential.
- Value realisation of inventory assets through development together with the sale of other assets which have attained their full potential.
- Reduce external borrowings to reduce interest rate costs.
- Investment in infrastructure to increase capacity, improve service and enhance quality.
- Growth of earnings from core divisions: marine operations, real estate (commercial lettings), parking and regeneration/development.
- Maintain a strong reputation for quality and customer service.

## STRATEGIC REPORT

THE GROUP  
AT A GLANCE**MARINE**

Sutton Harbour currently has capacity for berthing 414 leisure and commercial vessels (as of July 2025 accommodating 348 vessels) and achieves an increasing, core annual revenue stream in the form of dues, fees and rents from the established fisheries, marinas and property operations.

**Marinas**

Sutton Harbour Marina for leisure berthing is currently 84% occupied.

The King Point Marina, which opened in 2013, has now transitioned into a mature business with 85% occupancy. The facility has 119 leisure berths with additional berthing taking approximately a quarter of the total space leased to Princess Yachts until 2028. As part of the Company's aim to reduce external debt, the mature business at King Point Marina has been prepared for sale during 2025.

Plymouth Fisheries, the trading name of the fishmarket in Plymouth, is recognised as an important fishing port in England. In May 2024 the Plymouth Trawler Agents who ran the fish auction ceased to trade and stakeholders in the Plymouth fishing industry, including the Company, are examining options for the fishmarket which will sustainably meet the needs of the industry.

The Group's subsidiary, Sutton Harbour Company has been trading since 1847 and during this long period of operating the harbour and associated assets have experienced successive economic cycles. This long history serves as a guide to continue to develop the asset for further performance and value growth in the future.

The location of Sutton Harbour, in central Plymouth, and adjoining the historic Barbican quarter, has undergone two main phases of regeneration over the past three decades. The first phase to unlock the potential of the area was realised when Sutton Lock was installed in 1992 creating a usable depth of water, followed by the relocation of the fishmarket to the eastern side in 1995. In the second phase, the development of quality residential and commercial buildings overlooking the harbour, and improvements to berthing facilities, added to the attractiveness of the area to create a sustainable location for business, leisure and living. The Group is now focused on bringing forward a third phase which will integrate the city centre with communities east of the Harbour, a long held aspiration of the City of Plymouth; new planning applications have been secured and others are in preparation.

**REAL ESTATE**

This division comprises the rentals from investment

properties and is particularly focused on growing its annual income through the enhancement of its office space, retail and leisure assets.

The Group has continued to invest in and drive value from its investment portfolio, securing lettings in vacant premises in the Sutton Harbour estate. The Old Barbican Market, the former fishmarket which was converted to retail use in 1998, underwent a major refit in 2022 which was subsequently let to three high quality national covenant tenants and now attracts increased footfall to the Sutton Harbour area.

The Group has a diverse mix of national and regional businesses as tenants as well as various independent operators. The National Marine Aquarium, a major visitor attraction in the region, is also a tenant. These facilities and operators attract visitors and citizens of Plymouth, strengthening the natural attractiveness, leisure and social enjoyment of the Harbour.

**CAR PARKING**

The Group has two major car parks at Sutton Harbour; a 340 space multi storey car park (the 'Harbour Car Park') close to the National Marine Aquarium and a 51 space surface car park in the Barbican area. Additionally, the Group controls parking on the fishmarket complex, at the Marina, around Sutton Harbour and adjoining various tenanted properties.

**REGENERATION**

This division focuses on development for revenue and capital growth and for value realisation through specific land asset sales.

**Sutton Harbour**

The Group has established a track record for the delivery of six major regeneration schemes around Sutton Harbour and a further two schemes in other locations elsewhere in the South West. A key feature of all these schemes was working in partnership with other public and private sector bodies.

During 2023 the Group completed construction of its first new building at Sutton Harbour since 2009 – a 14 unit apartment building (Harbour Arch Quay). A planning consent is held for a two storey extension to the Harbour Car Park. The planning consent for a 170 unit development at Sugar Quay has now expired and the Company is working upon a new contemporary design for a residential development of the site.

The Group intends to redevelop the North Quay House office building into 10 residential apartments, three office/retail units and car parking space within the coming year. Following 'Pre-application' consultation with the Local Planning Authority, the Company is now ready to submit the planning application for determination.

**Former Airport Site**

In 2000, the Group purchased Plymouth City Airport Limited and a long lease of the regional airport site from Plymouth City Council. The Group also owns a plot of freehold land within the 113 acre site. In 2003 the Group set up and operated the regional airline, Air Southwest which was subsequently sold in November 2010 to Eastern Airways International Limited (Eastern Airways). On 28 July 2011 Air Southwest (under the ownership of Eastern Airways) ceased flights in and out of Plymouth City Airport.

Plymouth City Council agreed upon the closure of the former airport as of 23 December 2011, due to withdrawal of flight services and unsustainable losses. The decision also resulted in cancellation of the airport operating licence and cancellation of the air traffic zone.

Some years prior to closure of the airport, the Company closed runway 06/24 and the western end and eastern safety area lands were, in agreement with Plymouth City Council, sold and developed into new housing which was fully completed by 2018. This was a first phase of redevelopment of the airport site.

In March 2019, Plymouth City Council finalised a new local plan which was scrutinised at public hearings and by Government Planning Inspectors. This plan proposed that the site be safeguarded from non-aviation uses for 17 years. The plan was subsequently accepted together with the Council's proposal to safeguard the former airport site for aviation operations but limited to five years. Thereafter, development should proceed if no viable aviation plan had been brought forward.

Accordingly, the Group is working on options for the site and is developing a masterplan, which is the subject of a 'Pre Application' review by the Local Planning Authority. The Group is actively involved in this review; this 'Pre App' plan provides for protection of the full extent of the current runway along with associated areas of land in a second phase of redevelopment, respecting the Council's safeguard for aviation uses.

In February 2024 Plymouth City Council advised that the five year review of the 2019 Local Plan had been undertaken and as a result, the former airport site would continue to be safeguarded for aviation uses for a further five years. The Group submitted a masterplan in March 2024 with proposed phased development that respects the Local Authority's policy. Greater detail is given in the Chairman's Statement. See note 31 Contingent liability, for further additional information regarding a claim made by Plymouth City Council.

This strategic asset will ultimately either be redeveloped for a range of uses (including the possibility of an aviation component based on emerging new technology that is sensitive to the environment and does not require the full extent of the current runway) or limited to traditional airport uses only, but in either case the intrinsic value of the asset is represented by its potential future uses.

## STRATEGIC REPORT

EXECUTIVE  
CHAIRMAN'S REPORT

## INTRODUCTION

Trading performance during the year under review has been mixed reflecting a number of challenges faced during the year. Car parking has continued strongly, berthing levels at the marinas remained steady, property tenancies performed reliably and fisheries activity suffered after the closure of the long standing third party auctioneer company.

The Company's priority for the past financial year has been to market a number of assets for sale to permit repayments of the bank loan. Progress with this programme is reported later in this statement. Completions on sales achieved to date and offers for other assets have been taken into account in the annual valuation resulting in valuation deficits in many of the portfolio assets. The Company has found the sales market for specialised commercial property assets more difficult than expected. The timing of disposals during a period of ongoing higher interest rates and economic uncertainty has had a dampening effect on demand and the prices that can be obtained.

The Company has plans, some of which have been previously consented, to redevelop a number of its properties and the carrying value of development inventory has been reviewed, as is done each year. Based on latest market information, expected deliverability in current conditions and expiry of some planning consents, the board has decided to impair a number of projects (with independent professional input where required) which has resulted in a material reduction in the carrying value of project inventory. Further information is given later in this report.

The Company has continued to resource, at considerable cost and time, two legal matters, one concerning the management of Sutton Lock and the other concerning the lease of Plymouth City Airport. The costs of these matters are separately disclosed as exceptional items. Due to legal restrictions the Company is currently unable to disclose further detail about these matters although information has been made available to the Company's auditors to ensure reporting of the Company's position is fair.

The results for the year are therefore depressed by the non-cash impairment adjustments to investment, trading and development properties together with the mixed trading performance across different activities, exceptional costs of legal matters and ongoing high interest costs.

## RESULTS AND FINANCIAL POSITION

FINANCIAL HIGHLIGHTS	2025	2024
Net Assets	£35.104m	£54.091m
Net Asset value per share	24.6p	37.8p
(Loss) before tax from continuing operations	(£18.721m)	(£4.385m)
Adjusted (loss) before tax excluding fair value adjustments and exceptional items*	(£1.889m)	(£3.330m)
(Loss) after tax	(£16.811m)	(£3.836m)
Basic (loss) after tax per share	(11.76p)	(2.71p)
Dividend per share	0.0p	0.0p
Total Comprehensive Income for the year attributable to shareholders	(£18.987m)	(£4.878m)
Total Comprehensive Income per share	(13.3p)	(3.4p)
Net Debt	£26.809m	£24.805m
Gearing (Net Debt/Net Assets)	76.4%	45.9%

\*Fair value adjustments of £2.905m relate to revaluations of investment property and owner occupied property where there is a reduction in fair value and no previous surplus in the revaluation reserve (see note 14 and 15) and exceptional items of £0.504m (2024: £0.855m) (see note 10).

Gross profit for the year was £1.672m compared to £0.004m in the previous year.

The exceptional cost of £0.504m (2024: £0.855m) was incurred for legal costs in connection with future lock management costs and the airport lease (see note 10).

Net debt (including lease liabilities) increased to £26.809m as at 31 March 2025 from £24.805m at 31 March 2024, up by £2.004m. The key movements in net debt during the year include a repayment of the bank loan of £1.445m and an increase in related party loan financing (including rolled up interest) of £3.479m.

Gearing (net debt/net assets) as at 31 March 2025 stood at 76.4% (31 March 2024: 45.9%). Net finance costs of £2.077m in the year (2024: £1.992m) are stated after capitalisation of interest of £0.279m (2024: £0.427m).

As at 31 March 2025, net assets were £35.104m (31 March 2024: £54.091m), a net asset value of 24.6p per ordinary share (31 March 2024: 37.8p per ordinary share). The reduction in net assets of £18.987m includes the valuation adjustment of the Group's property portfolio and property development assets amounting to a reduction of £19.233m as shown in the table below. Valuations for assets obtained from independent professional valuers have been informed by prices obtained for recent property disposals by the Company and offers received for asset. Values have been dampened by high interest and caution of property buyers.

	VALUATION MOVEMENT £m	ACCOUNTING
<b>Owner Occupied Portfolio</b>		
Fisheries	(£1.849)	Fair valuation adjustment recorded in the Income Statement as no revaluation reserve available to absorb the deficit
Marinas	(£1.217)	Debited to the Revaluation Reserve in the Balance Sheet
Car Parks	(£1.688)	Debited to the Revaluation Reserve in the Balance Sheet
Investment Property Portfolio	(£1.460)	Fair valuation adjustment recorded in the Income Statement
<b>TOTAL</b>	<b>(£6.214)</b>	
Development Inventory Impairment	(£13.019)	Impairment adjustment recorded in the Income Statement
Asset Reduction	(£19.233)	

Further details on financial performance can be found in the Financial Review on page 10.

## Financing

During the year the following financing events occurred:

- August 2024 – New bank facility agreed with NatWest providing committed facilities until December 2026, maximum loan £21.7m reducing to £11.6m with repayments timetabled to follow asset disposals.
- October/November 2024 - £1.455m bank loan repaid from asset disposal proceeds.
- February 2025 – New asset financing agreement completed to finance the acquisition of the floating shower and toilet amenities for Sutton Harbour Marina. Finance drawdown of £213,000.

The Company has suffered the ongoing pressure of high interest rates during the year and delays to dispose of property in a difficult market have resulted in the bank loan remaining higher than expected. Interest costs have consequently remained a burden to the Company. During the year the Company has successfully sought a number of facility amendments from its bankers to defer debt repayments to allow more time for property asset disposals to complete.

After the year end the Company repaid a further £2.190m against the bank loan following disposals of another two properties. This reduced the bank loan to £18.065m.

In June 2025 the Company secured a further facility amendment from the bank to extend the date for repayment of £6.5m to September 2025 and in September 2025 a further extension until 31 March 2026 was agreed. Once this repayment is made, the Company will have reduced the bank loan to £11.6m as required by the bank.

The Company met all operable bank covenants during the year.

As at 31 March 2025, related party loans, including rolled up interest owed to shareholders, were as follows:

	2025 £	2024 £
Beinhaker Design Services Limited	7.110m	2.530m
Rotolok (Holdings) Limited	0.246m	1.345m
<b>Total</b>	<b>7.346m</b>	<b>3.875m</b>

The majority shareholder has continued to support the Company and has made new related party loans of £2.885m during the year to permit normal company operations, progress with key projects, bank interest payments and the costs of legal actions underway. In due course, asset disposals are expected to release some cash for working capital after bank loan repayments are met. After the year end, the majority shareholder advanced new related party loans totalling £0.315m.

Taking into account the performance of the Company and the current level of bank borrowing, the board does not recommend payment of a dividend on the year's results.

## DIRECTORS AND STAFF

Headcount as at 31 March 2025 was 30 (31 March 2024: 30), excluding Non-Executive Directors.

After the year end, having given notice of his intention to step down from the board, Graham Miller retired on 30 June 2025. The Directors thank Graham for his wise counsel to board over the last twelve years which included five years as Chairman until 2018.

The board is pleased to report that on 1 July 2025 Paul Shackleton was appointed as Non-Executive Director. Paul is an experienced London based corporate finance adviser and broker who, since 1996, has specialised in both domestic and international AIM traded companies, including advising companies in the role of Nominated Adviser. He brings a wealth of knowledge and experience, particularly in transactions, fund raising, Corporate Governance and Regulation. He is currently the Non-Executive Chairman of GCM Resources plc and a Non-Executive Director of Rurelec plc. Paul is familiar with the Company, having previously advised the board on corporate and regulatory matters, and also takes on the roles of Audit Committee Chairman and Senior Independent Director. Paul will stand for election by shareholders at the next Annual General Meeting.

## OPERATIONS REPORT

### MARINE

#### Marinas

Both marinas traded steadily during the year with gross berthing revenues 2% ahead of the previous year. Occupancy of the marinas declined very slightly which was offset by inflationary prices rises. Following a temporary relocation of the Sutton Harbour Marina office and temporary deployment of a Portakabin shower and toilet unit, the Company worked to have new permanent facilities in place before the start of the 2025/26 season which started on 1 April 2025. In February 2025, a new reception area, offices and crew room was completed and opened, taking space in a long term vacant unit owned by the Group, and the new floating shower and toilet facility was installed. Both new facilities significantly upgrade the customer experience and have been well received by berthholders.

The King Point Marina is one of the assets being marketed for sale which is being actively progressed having attracted some interest. The preferred bidder is advancing due diligence work and further updates to shareholders will be made as appropriate.

The majority of berthing sales for the marinas are made in the pre-season selling period which operates through November and December. Ahead of this, the Group has noticed a slight softening in demand for the 2025/26 season with some berth holders deterred by the ongoing sales process at King Point Marina and others at Sutton Harbour Marina uncertain about the facilities renewal, which were not in place during the key selling period. The marina team attended the 2025 Southampton International Boat Show to promote Sutton Harbour Marina for the first time in recent years.

#### Fisheries

The activity level at Plymouth Fisheries has settled to a reduced level following the shock closure in May 2024 of the third party firm which operated the fish auction and other services. It has not been possible to re-establish the auction, to date, and auctioning of fish has consolidated to other ports in the South West. A significantly reduced number of fish are now landed at Plymouth and transported by road to other ports and accordingly landing fees at Plymouth Fisheries have decreased. Landings of shellfish and other non quota species are still landed at Plymouth Fisheries. Despite this change, fuel sales have remained almost exactly on par with the previous year which the Company still charges competitive rates. Demand for rental units at Plymouth Fisheries remains robust, with any vacancies soon filled.

The Company is currently working together with the Local Authority and industry stakeholders on future options for the port. In the meantime, the Company continues to support the operations at Plymouth Fisheries which are currently loss making on account of a fixed operating cost base that cannot be readily streamlined without a decision about the future operating model.

## REAL ESTATE AND CAR PARKING

### Real Estate

Tenant occupancy by 31 March 2025 stood at 85% (31 March 2024 89%). During the year, North Quay House became fully vacant. This is reflected in the slight fall in the occupancy rate. Three properties were sold during the third quarter and one vacant property was refurbished for use by the Company as a marina reception and office. The Company's investment properties are well let to a variety of tenants and excluding North Quay House, just one larger unit remains vacant and is being marketed for sale. Regeneration plans for the site are detailed further below.

### Car Parks

The car parks have continued to trade robustly, particularly in the first half of the year which is a stronger season as the car parks are located close to the National Marine Aquarium, the harbour and waterfront.

## REGENERATION

### Harbour Arch Quay

Following the completion and sale of all 14 apartments in 2023, the ground floor office space was completed early in the financial year and the Company's head office took up occupation in July 2024.

### North Quay House

The Company has successfully completed the 'pre-application' phase of the planning process after having submitted a proposal to convert the existing vacant office building into ten high quality apartments and three commercial units together with car parking space. The Company is currently obtaining costings ready to market the development opportunity for sale or joint venture. The development is targeted for delivery during 2026.

### Sugar Quay

A new lower density scheme is being designed to improve prospects for financing and market absorption in what is a difficult market. The scheme will be submitted to 'Pre-Application' during 2025. As a result of reduced density aspirations for the site, compared to the previously consented block of c. 150-170 apartments, the carrying value of the site has been reviewed and impaired by £9.388m, reflecting a site currently without planning consent but in a prominent waterfront location. The Company has previously secured a number of consents for different schemes for the site, the costs of which had been capitalised, and the site has foundations for a previously aborted scheme. These costs accounted for a higher carrying cost, which was previously judged recoverable with a high density development when prevailing economic and sales market conditions were more favourable.

## Former Airport Site – Planning

Work to support the Pre Application process for the masterplan of the site has continued and expert planning and technical advice has been sought during the year to assist ongoing discussions with the Local Planning Authority. Local politicians continue to voice their support for aviation at the site, even though no financially substantiated proposals have been put forward in over 13.5 years since the facility closed in December 2011. The Company remains committed to its view that the greatest benefit from the site can be derived from redevelopment for housing (affordable and market), institutional uses and business space. The 113 acre site is surrounded by residential areas and businesses and is well served by established highway and urban infrastructure. The site is, however, very constrained as an aviation site. In the meantime, the Company continues to maintain and secure the site, which has been and is a major undertaking and cost burden. The Company continues to engage with the Local Authority with regard to the provisions of the long lease.

## FINANCIAL POSITION AND OUTLOOK

The Company has not been able to progress the financial restructuring plan to the extent it had expected, having targeted to have completed the disposals of assets by the third quarter of the year under review. The ongoing high interest rates have impacted demand for specialised commercial property and prospective purchasers have repeatedly cited difficulties and slowness to secure funding to allow transactions to progress.

The Company's bankers and related party funders have been understanding of the current position whilst also being closely briefed on the progress with each asset disposal and have agreed to extend the dates for agreed loan repayments to take account of delays with disposals. Based on current progress with the disposals programme, the Company does not anticipate that the bank loan will be reduced to the target of £11.6m by 30 September 2025.

The sales of good yielding assets is progressively eroding profitability as interest saved is lower than the relevant contributions. The Company has engaged professional advisors with the objective of establishing options and putting place funding facilities which best meet the Company's current and future needs.

## SUMMARY

Against a backdrop of challenges presented by the macroeconomic environment, managing claims by third parties and suffering a major change to operations at Plymouth Fisheries, the Company has continued to make progress with pre-planning work on key projects to provide opportunities for value realisation when conditions allow. Improvements to Sutton Harbour Marina have been successfully completed to uphold the quality of the facility and to protect revenue. Completion of asset disposals that are currently in hand will allow the management team more time to work on new projects focused upon the regeneration and operations of the core Sutton Harbour asset.

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## PHILIP BEINHAKER EXECUTIVE CHAIRMAN

25 September 2025

## STRATEGIC REPORT

# s172 REPORT - PROMOTING THE SUCCESS OF THE GROUP FOR THE BENEFIT OF ITS SHAREHOLDERS

The s172 report explains how the Board has sought to promote the success of the Group for the benefit of shareholders and highlights the key decisions taken by the Group in the past year.

## DECISION MAKING

Typically major decision making concerns financing/funding, strategic business direction, key contracts and major business transactions, risk management, human resources and pay matters, Board appointments and regulatory reporting

matters. Implications of specific decisions are researched to ensure communications to specific stakeholder groups make clear the business reasons, the benefits and the costs, as applicable.

## ENGAGING WITH STAKEHOLDERS

The Group regards its key stakeholders as its bankers, investors, Plymouth City Council, Environment Agency, other governance bodies, customers, staff and trade bodies.

Stakeholders	Marine - Marinas	Marine - Fisheries	Real Estate	Car Parking	Regeneration	Corporate
Service Users / Customers	Berth-holders	Fishers Fishing Industry Trawler Agents	Tenants	General public National Marine Aquarium	Purchasers Occupiers	
Suppliers					Contractors Professionals Contract Managers	
Finance					Project Financiers	Shareholders Company Bankers Corporate Advisors
Government & Regulatory	Marine Management Organisation	Plymouth City Council Environment Agency Marine Management Organisation	Plymouth City Council - Planning Authority	Plymouth City Council - Planning Authority	Plymouth City Council - Planning Authority and Building Control	AIM rules/ London Stock Exchange compliance
Staff	The Group's board, management team and employed personnel. Third party contractors – advisors and operations delivery					
Trade Bodies	British Marine Industries Federation Yacht Harbour Association	British Ports Association		British Parking Association		
Other					Neighbouring property owners	

The Group's approach is to collaborate with partners to promote the success of the Group, balanced proportionately with needs of collaborators to meet their own criteria for success.

The Group communicates with investors about progress at regular reporting intervals and when other reportable events occur.

The Group works closely with its key stakeholders being bankers, major investors, Plymouth City Council, Government Departments (including the Environment

Agency), other governance and trade bodies. It consults with these parties where appropriate to ensure the ongoing success of business activities. After establishing relations with harbour users, Group management has continued to meet with stakeholders' groups to consult matters as necessary. The Group engages with independent facilitators when this is considered beneficial.

The Group engages professional advisors to assist with the formulation of strategies for success and deliverability and for advice on technical, legal or special matters.

The Group is available to talk directly to key customers and tenants as matters arise.

Staff communications are managed informally and more formally through monthly one to one meetings and annual appraisals given the small number of employees (currently 30).

## KEY DECISIONS TAKEN IN THE YEAR

### Financing

Continued higher interest rates have continued throughout the year and the board has taken the following decisions to manage debt servicing costs and financing generally:

- The Company entered into discussions with its bankers to put in place a new two year facility to expire in December 2026. This facility was finalised in August 2024.
- The Group has embarked on an asset disposal programme to permit the repayment of the bank loan in accordance with provisions of the banking facility agreement. Selected assets have been placed for sale with specialist agents. During the year three properties were sold which allowed bank loan repayment of £1.445m. After the year end another two properties were sold and the bank loan was reduced by a further £2.190m.
- The Group continues to market other assets for sale in order to reduce the bank loan to £11.6m. The Group has secured extensions to the dates of milestone bank loan repayments which has been required to accommodate delays in sales completions.
- Further drawdowns to the related party loan to provide increased cash headroom of £2.885m were received during the year.
- Repayments of related party loans have been deferred and are not repayable until the bank loan is reduced to £11.6m.

### Operations

- The Group began marketing of marina berths for the 2025/26 season in November 2024. Following two seasons where price rises for Sutton Harbour had been minimal, to compensate for the disruption of the 2023/24 lock works, the tariff was increased for the 2025/2026 season to reflect inflationary increases.
- During the year, an order for a new floating shower/toilet amenity block was placed and building works to refurbish a vacant property owned by the Group were undertaken to create a new marina reception, office and staff room. These new facilities were opened in February 2025 and significantly upgrade the customer experience following the closure of Sutton Jetty.

- Following the cessation of fish auctions in May 2024 which resulted from the closure of the third party business that operated the auction and some other services, the Group has maintained all usual services that it offers to the fishing industry whilst options for future operations are considered with stakeholders.

### Asset improvement and redevelopment

In line with the board's decision to become a development focused company, the Company has advanced the following projects:

- The Company relocated its head office in July 2024 to the ground floor of the Harbour Arch Quay development, which was constructed by a Group company in 2023/2024.
- The resubmission of a 'Pre-Application' submission to the Local Planning Authority in respect of North Quay House has been successfully revised to meet current planning policy and is now ready to be put forward for planning determination in 2025.
- The Group has continued to work on supporting technical information to assist 'Pre-Application' discussions with the Local Planning Authority following submission of a masterplan or alternative use of the Former Airport Site.
- The Group is reconsidering the consented scheme for Sugar Quay and is currently working on a revised design with improved prospects for financing, delivery and market absorption.

### Defence against third party claims

- The Group is working together with its legal team on the future management of the Sutton Lock gates and recovery of legal costs incurred to date.
- The Group has prepared thoroughly, together with its legal team, to defend the claim made by Plymouth City Council that the Airport company is in breach of its lease.

### Interest – hedging

The board has had monthly discussions about the merits of hedging interest rates but has not entered into an agreement due to the high cost of doing so at each review date. Interest rates have started to decline in small decrements.

### Staffing and pay

The Remuneration Committee carefully reviews terms on an annual basis taking into account market rates and competitive terms to attract good quality candidates. The last review in March 2025 resulted in a fair and modest increase approximating cost inflation. After the year end, staffing was decreased by one full time position to reflect the lower activity level at Plymouth Fisheries.

### Board succession

After the year end, on 1 July 2025, the Board appointed Paul Shackleton as Non-Executive Director. Paul is an experienced London based corporate finance adviser and broker who, since 1996, has specialised in both domestic and international AIM traded companies, including advising companies in the role of Nominated Adviser. He brings a wealth of knowledge and experience, particularly in transactions, fund raising, Corporate Governance and Regulation. He is currently the Non-Executive Chairman of GCM Resources plc and a Non-Executive Director of Rurelec plc. Paul is familiar with the Company, having previously advised the board on corporate and regulatory matters, and also takes on the roles of Audit Committee Chairman and Senior Independent Director. Paul will stand for election by shareholders at the next Annual General Meeting.

Graham Miller retired from the board on 30 June 2025 after serving twelve years as a Non-Executive Director including five years as Chairman until 2018.

### Dividend

The board does not recommend a dividend on the year's results in line with its policy stated on page 10 in the Financial Review.

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PHILIP BEINHAKER  
EXECUTIVE CHAIRMAN  
25 September 2025

## STRATEGIC REPORT

# FINANCIAL REVIEW

## KEY PERFORMANCE INDICATORS

The key performance indicators used to measure performance of the Group which include occupancy rates of the Marinas, fish landings dues and fuel margins generated by the fisheries and revenues from the car parks as well as property portfolio information, as detailed in the table below. The Group also monitors trading KPIs, including revenue and gross profit for each reporting segment, which are outlined in note 5.

## BUSINESS SEGMENTS

The Group separates its activities into three trading segments: Marine (comprising Fisheries, Harbour and Marina operations), Real Estate being the business of renting the portfolio of commercial premises owned by the Group and Car Parking which records results from the operation of two public car parks and various other parking areas.

A fourth regeneration segment is activated when active construction of new build assets is underway. Plymouth Fisheries receives its income from landings dues (a percentage of the value of the fish landed as determined at auction), the margin on fuel sales, sales of ice and rental of commercial space at the Fisheries complex.

The Group has maintained its marina results through the provision of high quality facilities and customer focused approach.

Property Asset Performance Key Performance Indicators, which are markers of the portfolio's success are reporting as follows:

PROPERTY METRICS	AS AT 31 MARCH 2025	AS AT 31 MARCH 2024
Total estate portfolio valuation	£46.530m	£53.718m
Owner occupied portfolio valuation	£31.825m	£36.175m
Investment portfolio valuation	£14.705m	£17.543m
Number of investment properties	72	72
Contracted rent (per annum)	£1.191m	£1.407m
Net initial yield	9.20%	9.16%
Reversionary yield	8.40%	9.20%
Occupancy rate	85%	88%
Estimated rental value (ERV) of vacant units	£0.394m	£0.363m
Average unexpired lease	7.2 years	7.6 years
Occupancy marinas	89%	89%
Fish landings due	£0.136m	£0.185m
Fuel sales margin	£0.162m	£0.174m
Gross car parks revenue	£0.963m	£0.930m
<b>Development Inventory</b>		
Sites around Sutton Harbour	£4.465m	£17.015m
Portland	£0.202m	£0.200m
Former airport site	£13.741m	£13.518m
<b>Total</b>	<b>£18.408m</b>	<b>£30.733m</b>

The Group assesses the performance of its property assets through annual independent valuation and monthly review of the property metrics as above. Success is measured in terms of occupancy rate, the number of vacant properties available and the rent that letting voids could yield. Car parking cash takings are monitored monthly and are cross referenced to activity levels in the harbour and compared to results of previous comparative periods. The Group is actively pursuing new planning consents, in addition to the live consents already held, and cost of the pre-construction work is capitalised to the carrying value.

## REGENERATION PROJECTS

There have been no developments under construction during the financial year. Regeneration costs expensed during the year relate to unaccrued retention and minor rectification works in respect of the Harbour Arch Quay development completed in the prior financial year, together with expenses in connection with other projects.

## ASSET VALUATION

During the year, an independent valuation of the Group's investment and owner-occupied portfolio was undertaken as at 31 March 2025. This valuation gave rise to a net deficit of £6.214m, comprising a deficit of £1.460m on the investment portfolio and a £4.754m deficit on the owner-occupied portfolio, see Chairman's Statement for further detail.

## ASSET SALES

During the year three investment properties were sold for £1.525m, realising a loss of £105,000. These sales were made as part of an ongoing asset disposal programme to permit reduction of the bank loan.

## IMPAIRMENT OF DEVELOPMENT INVENTORY

During the year £0.694m was expended on development work in progress, comprising pre-construction professional fees and financing

costs. Following review of each project to assess that that carrying value is at the lower of cost and net realisable value, development inventory was impaired by £13.019m at 31 March 2025. Whilst there is the prospect of future value realisation from the re-development of certain projects, impairment to the lower of cost and net realisable value has been decided for those projects without near-time realisation or current planning consent.

## CARRYING VALUE OF FORMER AIRPORT SITE

A full explanation is provided within note 4 on accounting estimates and judgements on page 41.

## CASH FLOW AND FINANCING

The Group's main sources of cash inflow are commercial property rentals and property sales, marina berthing fees, car parking fees, fish landings dues and fuel and ice sales income. These incomes contribute to the overhead and debt servicing costs and routine capital infrastructure replacements of the Group. In the past, the bank facility and, from time to time, new equity capital, has been drawn upon to fund pre-construction costs of new regeneration projects. Related party loan financing from major shareholders has supplemented Company financing to assist with refinancing of another loan taken out to fund a land purchase, and to provide additional cash headroom.

The Group had total borrowings net of cash and cash equivalents (including borrowings from major shareholders of £7.354m (2024: £3.875m) of £26.809m at 31 March 2025 (2024: £24.805m) with a gearing level of 76.4% (2024 45.9%). The rise in gearing is principally due to the accounting write downs of the properties described above. The Group has operated within its authorised facilities. In August 2024 a new bank facility expiring in December 2026 was agreed. During the year the Company made repayments towards the bank loan, reducing the balance owed by £1.445m from £21.700m to £20.255m. Amendments to the facility document further

repayments to reduce the loan to £11.6m by 31 March 2026 have been agreed with the bank. After the year end, further loan repayments totalling £2.190m have been made.

The Company will evaluate procurement options for the development of North Quay House taking into account market conditions and project risk.

Debt servicing costs continue to be a major expense to the Group and the board considers monthly the merits of entering into interest rate swap arrangements to fix interest on part of the total debt. There are currently no interest hedge agreements in place due to the high cost of hedge agreements at the time of each review and the expectation that interest rates will fall.

The Company has engaged professional advisors to assist with advice on options to put in place new funding facilities that best meet the current and future needs of the Company.

## TAXATION

The standard rate of tax applicable to the Group is 25% (2024: 25%). The tax credit for the year is £1.910m (2024: credit of £0.549m). The Group has not recognised the deferred tax asset of £3.178m due to uncertainty about the timeframe in which it may be realised.

Taking into account the current level of bank borrowing and consequent debt servicing costs and the Group's need for bank facility headroom to maintain current operations and the planning stages of future real estate development, the board does not recommend a dividend on the year's results. The Group regards itself as an asset-based investment, with further opportunities to reduce bank debt, and realisation of value vested in the success of future development projects.

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**NATASHA GADSDON**  
FINANCE DIRECTOR  
25 September 2025

## STRATEGIC REPORT

# PRINCIPAL BUSINESS RISKS

The Group maintains a register of risks which is updated as business risks change. The risk register is reviewed regularly by the Board to ensure that appropriate processes are in place to manage business risks. Certain business risks are general to all Group activities whereas others are pertinent to particular business activities. Principal Risks and Uncertainties are as follows:

PRINCIPAL RISK / UNCERTAINTY	RISK IDENTIFIED	RESPONSE TO RISK
Financing	The availability of adequate borrowing and other funding facilities.	<p>Enduring the year, the Group entered into a new facility, expiring December 2026, with its bankers with the maximum facility of £21.7m reducing to £11.6m as selected asset sales progressively reduce debt. Future development is and will be funded through specific loans and/or equity financing.</p> <p>Major shareholders have demonstrated their ongoing support through their participation, with the provision of unsecured loans (£2.885m) during the year to 31 March 2025.</p> <p>The Company has engaged professional advisors to assist putting in place new funding facilities that best meet the current and future needs of the Company.</p>
	Compliance with bank terms and covenants	The Group maintains a regular dialogue with its bankers over progress of the Group and operates to a business plan to remain within bank facility terms. The bank has afforded flexibility to permit orderly disposal of assets to satisfy loan repayments and appropriate deferrals of loan repayments and of bank covenant tests whilst the debt restructuring programme have been agreed.
	Interest rate	<p>The Group currently has total bank facility debt exceeding £21m and any further material increase in interest rates will have a further significant impact on debt servicing costs. During the financial year bank base rate reduced from 5.25% to 4.50%. The current outlook is for stability around 4% with bank base rate reduced to 4.00% in August 2025. The interest margin that the Group pays the bank, in addition to the bank base rate, increased by 0.75% in August 2025 in accordance with the facility agreement.</p> <p>The Group is partway through a debt restructuring plan and is selling selected assets which are judged to have reached a mature value, to permit bank loan repayments and consequential reduction in debt servicing payments.</p> <p>The Group regularly reviews interest rates and its exposure. Interest swap agreements may be entered into to manage interest risk exposure where these are judged to be cost effective, as agreed by the board.</p>
Operations	Continuity of operations at Plymouth Fisheries	<p>The operator of the fish auction at Plymouth Fisheries unexpectedly closed in May 2024 with minimal notice. This has resulted in a decline in activity levels and revenue, although the Group continues to maintain all services under its control.</p> <p>The Group is working with stakeholders with the objective of securing future operations at Plymouth Fisheries and developing a business model suited to the current business environment.</p>
Litigation/Claims	The impact of defending claims made against the Company and of the outcome.	<p>The Group obtains senior counsel advice when required and takes the appropriate action to protect the Group's interests. The Group has two such matters in hand:</p> <ul style="list-style-type: none"> <li>• Lock Maintenance</li> <li>• Lease of former airport site</li> </ul>
Reputation	The impact of negative publicity about the Group, its operations or stakeholders	The Group retains the advice of public relations specialists to advise on potentially contentious matters. Key stakeholders are consulted with as appropriate to the matter. Media publicity about the Group is actively followed and reported where it is misleading or untrue.
Property Development Risk	Risk that development does not achieve the targeted return or sustains a loss.	Procurement of future development projects will require appraisal of all possible delivery options and the associated risks of each.

## APPROVAL

The Strategic Report from pages 1 to 12 was approved by the Board of Directors on 25 September 2025 and signed on its behalf by

PHILIP BEINHAKER  
EXECUTIVE CHAIRMAN

GOVERNANCE

# DIRECTORS AND ADVISORS

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Company Number

02425189

Directors

Philip H. Beinhaker (Executive Chairman)  
Corey B. Beinhaker (Chief Operating Officer)  
Natasha C. Gadsdon (Finance Director)  
Graham S. Miller (Non-Executive Director) Resigned 30 June 2025  
Sean J. Swales (Non-Executive Director)  
Paul R.A. Shackleton (Non-Executive Director) Appointed 1 July 2025

Secretary

Natasha C. Gadsdon

Registered Office

Sutton Harbour Office  
Ground Floor, 2B North East Quay  
Sutton Harbour  
Plymouth  
PL4 0BN  
Tel: 01752 204186  
[www.suttonharbourgroup.com](http://www.suttonharbourgroup.com)

Independent Auditors

PKF Francis Clark  
Melville Building East  
Unit 18  
23 Royal William Yard  
Plymouth  
PL1 3GW

Nominated Advisor and Broker

Strand Hanson Limited  
26 Mount Row  
Mayfair  
London  
W1K 3SQ

Registrar

Computershare Services plc  
PO Box 82  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 7NH

Bankers

National Westminster Bank plc  
135 Bishopsgate  
EC2M 3UR

## GOVERNANCE

# DIRECTORS' REPORT

The Directors present their Directors' Report and audited Consolidated Financial Statements for the year ended 31 March 2025. The review of activities during the year and future developments is contained in the Strategic Report.

## MAJOR SHAREHOLDINGS

As at 25 September 2025 the Group's register of shareholdings showed the following interests in 3% or more of the Group's share capital:

	%	ORDINARY SHARES
FB Investors LLP	75.38	107,741,157
Crystal Amber Fund Limited	9.78	13,978,650
Rotolok (Holdings) Limited	5.18	7,409,996

The Directors are not aware of any other interest in its share capital in excess of 3%.

## DIRECTORS' INTERESTS

The interests of the Directors in the ordinary shares of the Group as at 31 March 2025 are set out below.

	2025	2024
Philip H. Beinhaker	-	-
Corey B. Beinhaker*	-	-
Graham S. Miller (Resigned 30 June 2025)	610,762	610,762
Natasha C. Gadsdon	27,838	27,838
Sean J. Swales	10,000	10,000
Paul R. A. Shackleton (Appointed 1 July 2025)	-	-

\*Corey B. Beinhaker is the 100% shareholder in Beinhaker Design Services Limited which owns 56% of FB Investors LLP, the majority shareholder of the Group's share capital.

## DIRECTORS AND THEIR INTERESTS

### PHILIP H. BEINHAKER

Aged 84. Appointed Non-Executive Director and Chairman on 22 January 2018 following the 'Partial Offer and Acceptance' which precipitated a change in control of the Group whereby FB Investors LLP acquired a controlling interest in the Group's shares and appointed Executive Chairman in April 2018. Philip is a Director and the Chairman of Beinhaker Design Services Limited, which is a member of FB Investors LLP. He is also a member of the Audit Committee. Philip served as co-founding partner and Chief Executive Officer of IBI Group, a world-leading firm in architecture, engineering and project management from its formation in 1974 until 2013, continuing as a Senior Director of the IBI Group Management Partnership.

### COREY B. BEINHAKER

Aged 56. Appointed Executive Director and Chief Operating Officer on 23 October 2019. Prior to his involvement with Sutton Harbour Group, Corey Beinhaker worked for IBIB Group Consultants (Israel) Limited from 2010 to 2017 latterly as its Chief Executive Officer where he, amongst other things, was contract manager for a number of significant projects including the Tel Aviv Red 10 Line Underground Station design and the design and technical specification for the traffic management for the inter-urban network in Israel. Corey Beinhaker has been working closely with the Group since January 2018 when FB Investors LLP acquired a 72.65% holding in the Group's share capital, initially through Beinhaker Design Services Limited (a Company of which he is a Director) and then as an employee of Sutton Harbour Group from July 2019.

### GRAHAM S. MILLER

(RESIGNED 30 JUNE 2025)

Aged 62. Appointed Non-Executive Director and Chairman on 23 September 2013, stepping down from the Chairman role on 22 January 2018 and resigned from the board on 30 June 2025. He was the Company's Senior Independent Non-Executive Director, Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees.

### SEAN J. SWALES

Aged 57. Appointed Non-Executive Director in December 2009, he is a Chartered Accountant and Group Managing Director of Rotolok (Holdings) Limited, the Group's third largest shareholder. He is also a member of the Audit, Remuneration and Nomination Committees.

### PAUL R. A. SHACKLETON (APPOINTED 1 JULY 2025)

Aged 56. Appointed Non-Executive Chairman on 1 July 2025 and appointed Chair of the Audit Committee and member of the Remuneration and Nomination Committees. Paul is an experienced London based corporate finance adviser and broker who, since 1996, has specialised in both domestic and international AIM traded companies, including advising companies in the role of Nominated Adviser. He is currently a Director of two other plc companies.

### NATASHA C. GADSDON

Aged 55. Appointed Executive Director in July 2004 and Finance Director in October 2004. She is a Chartered Accountant and has been with the Group since 1996. She has also been the Group Secretary since 2001.

Philip H. Beinhaker, Corey B. Beinhaker, Natasha C. Gadsdon, Sean J. Swales and Paul R.A. Shackleton retire at this year's Annual General Meeting and being eligible offer themselves for re-election.

## DIRECTORS AND OFFICERS INSURANCE

The Group maintained a Directors' and Officers' liability insurance policy throughout the financial year.

## FINANCIAL INSTRUMENTS

The Group's financial risk management objectives and policies are given in note 3, with additional information provided in the financial review on page 10.

## DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware, and each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

On behalf of the Board  
**NATASHA GADSDON**  
FINANCE DIRECTOR  
25 September 2025

## GOVERNANCE

# STATEMENT OF COMPLIANCE WITH QCA CORPORATE GOVERNANCE CODE

## SENIOR INDEPENDENT DIRECTOR'S INTRODUCTION

The Group is the owner and operator of specialist marine assets (which include two marinas and a commercial fishmarket), car parks, real estate investment properties and is the holder of land assets identified for regeneration. The Group undertakes new developments on land it owns or redevelops existing assets to realise the value of land holdings or to retain as investment assets. The Group's assets and operations are all located in Plymouth, Devon, primarily at Sutton Harbour.

Our vision is to conserve and improve the historic Sutton Harbour and its immediate environs for harbour users, local residents, businesses, visitors to the area and for the wider stakeholder community in the City of Plymouth. To achieve this the Board is concerned with setting the strategy to facilitate maintenance of existing land, property and specialised assets and also the regeneration of underutilised assets to improve the attractiveness of the area and to ensure it has a sustainable and vibrant future and to deliver shareholder value growth.

The Group's corporate governance framework manages the decision-making processes of the Board having regard to opportunities and risks of specific strategies and the objective to deliver value growth to shareholders in the medium-long term.

The board has adopted the QCA Corporate Compliance Code, this being the most suited to the Group's size and AIM market quotation.

**PAUL SHACKLETON**

**SENIOR INDEPENDENT DIRECTOR (NON-EXECUTIVE)**

## The Board of Directors

OFFICE	APPOINTEE	COMMITTEE ROLES	ATTENDANCE OF BOARD/ COMMITTEE MEETINGS	SHAREHOLDING AND INDEPENDENCE
Executive Chairman	Philip Beinhaker	Audit Committee Member Remuneration Committee Chair Nomination Committee Chair	Board Meeting – 9/9 Audit Committee – 2/2 Remuneration Committee – 1/1 Nomination Committee – 0/0	Philip Beinhaker has no personal shareholding in the Group. FB Investors LLP, which owns 75.38% of the issued share capital, is jointly owned by Beinhaker Design Services Limited and 1895 Management Holdings UIC. Philip is a Director and Chairman of Beinhaker Design Services Limited.
Senior Independent Director (Non-Executive) Resigned 30 June 2025	Graham Miller	Audit Committee Chair Remuneration Committee Member Nomination Committee Member	Board Meeting – 9/9 Audit Committee – 2/2 Remuneration Committee – 1/1 Nomination Committee – 0/0	Graham Miller and his spouse together held 610,762 shares in the Group and he was the Senior Independent Director on the Board until his resignation. Graham was appointed a Director in 2013 and resigned on 30 June 2025.
Non - Executive Director	Sean Swales	Audit Committee Member Remuneration Committee Member Nomination Committee Member	Board Meeting – 9/9 Audit Committee – 2/2 Remuneration Committee – 1/1 Nomination Committee – 0/0	Sean Swales holds 10,000 shares in the Group. He is also the corporate representative of Rotolok (Holdings) Limited which has an interest in 7,409,996 (5.18%) of the Group's shares. Sean was appointed a Director in 2009. Until 10 January 2018, Rotolok (Holdings) Limited was interested in 28.79% of the Group's shares and was reported as having significant influence. Although Sean has served twelve years on the board, the continuity of his experience through the recent majority shareholder change and board composition transition is valued.
Senior Independent Director (Non-Executive) Appointed 1 July 2025	Paul Shackleton	Audit Committee Chair Remuneration Committee Member Nomination Committee Member	Appointed after the year end.	Paul Shackleton has no personal shareholding in the Group. He was appointed to the board on 1 July 2025.
Chief Operating Officer (Executive)	Corey Beinhaker		Board Meeting – 9/9	Corey Beinhaker holds no shares in the Group. FB Investors LLP, which owns 75.38% of the issued share capital, is jointly owned by Beinhaker Design Services Limited and 1895 Management Holdings UIC. Corey Beinhaker is a Director and 100% shareholder of Beinhaker Design Services Limited.
Finance Director (Executive) and Group Secretary	Natasha Gadsdon		Board Meeting – 9/9	Natasha Gadsdon holds 27,838 shares in the Group and has been an Executive Director since 2004. She also holds options over 143,340 ordinary shares exercisable under provisions of the Group Share Option Plan rules.

## BOARD COMPOSITION

No changes to the Board's composition have occurred in the last year. The board has reconsidered its composition during the year and is satisfied that taking into account the size of the Group, its AIM quotation and its principal interests it has the appropriate balance of finance, property development and governance expertise to manage its affairs efficiently and effectively. The board has reviewed its balance of independent and non-independent directors and is satisfied that a single independent non-executive director, Graham Miller who served 11 years on the board, was acceptable given his experience on other boards. After the year end Graham Miller resigned from the board and Paul Shackleton was appointed who has taken on the role of Senior Independent Director. The Board also notes, that whilst Sean Swales has served more than 10 years on the Board, that his long term experience of the Group, knowledge of property investment and financial specialism and independence from FB Investors LLP, the Company's controlling shareholder, are valuable contributions to the governance of the Group. Directors attend regulatory briefings related to AIM quoted companies on a regular basis and other seminars as required and relevant to their roles on the Board.

Philip Beinhaker and Corey Beinhaker continue to be the board appointees nominated by FB Investors LLP, the majority shareholder in the Company. It has been agreed by the board that no decision or meeting would be quorate unless at least one of the Non-Executive Directors is present in addition to the FB Investors' appointees.

Philip Beinhaker is appointed Executive Chairman (since April 2018, previously Non-Executive Chairman from January – April 2018) and presides over the business of the Board as well as directing and overseeing the operations of the Group through the senior management team.

Corey Beinhaker was appointed Chief Operating Officer in October 2019 with a wide-ranging role focusing on Group operations and regeneration projects.

Graham Miller, the previous independent Non-Executive Chairman, was the Senior Independent Non-Executive Director on the board during the financial year under review. He was the main contact to handle matters where other Directors have a conflict of interest and Paul Shackleton is the successor Senior Independent Director with effect from 1 July 2025.

Sean Swales, a Non-Executive Director since December 2009 is a Chartered Accountant and, he continues to contribute actively to the Board due to his financial specialism, property

investment and development expertise and regional knowledge.

Natasha Gadsdon, a Chartered Accountant, is appointed Finance Director and Group Secretary. She is responsible for financial reporting and compliance and oversees risk management, human resources, corporate responsibility. She is responsible for preparing detailed monthly reports to the Board. As part of the requirement of her governing body the ICAEW, she attends the required accredited continuous professional development courses on an annual basis.

## SHAREHOLDER RELATIONSHIP AGREEMENT WITH FB INVESTORS LLP

The Relationship Agreement, updated May 2023, addresses amongst other things, the composition of the Sutton Harbour Group plc (SHG) board providing FB Investors with the ability to appoint up to two Directors to the SHG board (one of whom may be the Chairman for so long as it holds, directly or indirectly, 50 per cent or more of the issued voting share capital of the Group). The agreement contains certain restrictions in relation to Directors appointed by FB Investors voting at meetings of the SHG board on matters in which FB Investors is interested. FB Investors has nominated Philip Beinhaker and Corey Beinhaker to serve as Directors of SHG.

## BOARD DECISION MAKING, QUORUM AND INTERNAL CONTROL

Nine full Board meetings were held in the financial year to 31 March 2025 (attendances are summarised on the page 16). Prior to each meeting an agenda together with narrative business reports and supporting appendices are circulated to each Board member. Matters for Board decision are highlighted in advance of the meeting. Commitment of three hours attendance time to each scheduled Board meeting is required in addition to the time spent reviewing the reports supplied in advance of the meetings. Attendance of other Committees requires additional time committed as do regular interim meetings as matters to discuss arise. The advice of non-board colleagues and professional advisors is sought where additional specialist information is required to inform a decision. Board composition, taking into account the size of the Company, its AIM quotation, the skills and experience it requires and current diversity of Board personnel, is considered to appropriately balanced with experienced appointees. During the year, the Directors undertook a review of the Board's effectiveness and agreed upon a number of action points.

The Board is responsible for setting the strategy to deliver shareholder value growth over the medium to long term. Decisions about financing, acquisitions and disposals, project and capital expenditure, senior staffing, key third party appointments, budget approval, approval of annual and interim financial reports, dividend policy, insurances and strategic direction of the trading businesses are all matters reserved for the Board's decision. To ensure decisions are made with independent input it has been agreed that such decisions (save in matters where the terms of the Relationship Agreement restrict the voting of FB Investors' appointees) can only be taken where either Graham Miller (now Paul Shackleton) or Sean Swales are present with Philip Beinhaker and Corey Beinhaker.

The key procedures which the Directors have established with a view to providing effective internal controls are as follows:

### Corporate Accounting and Risk Management Procedures:

There are defined authority limits and controls over acquisitions and disposals. There are also clear reporting lines within the business and risk assessments are undertaken and regularly reviewed in all divisions and at all levels within the Group. Appropriate internal controls are set for all divisions of the business.

### Quality of Personnel:

The competence of personnel is ensured through high recruitment standards and subsequent training courses. High quality personnel are seen as an essential part of the control environment.

### Financial Reporting:

The Group has a comprehensive system for reporting financial results to the Board and monitoring of budgets.

### Investment Appraisal:

Capital expenditure is regulated by authorisation levels. For expenditure beyond specified levels, detailed written proposals are submitted to the Board. For major project investment, the Board reviews cost information supplied in the context of an overall project appraisal and reviews project monitoring reports as the project progresses.

### Other Material Costs:

Where the Group has a need to incur other material costs, such as legal advisory costs as in the case of disputes with the Environment Agency and Plymouth City Council, the Board takes appropriate senior professional advice on the expected costs and outcomes before committing to the expenditure.

## GOVERNANCE COMMITTEES

The roles of the Board's governance committees are set out below.

The Remuneration Committee within its terms of reference determines and agrees with the Board the employment terms and remuneration packages of the Executive Directors and other senior personnel. The Executive Directors make recommendations to the Board on the remuneration of Non-Executive Directors. Independent advice on remuneration is taken where considered appropriate.

The Audit Committee has written terms of reference and provides a forum for reporting by the Group's auditors. The Committee may request Executive personnel to attend all or part of any meeting as the Committee considers appropriate. The Audit Committee meets two or three times a year to review the Interim and Annual Reports and Accounts, agree the Audit Plan, confirm the Auditor engagement, review risk management and insurance provision, assess the adequacy of the Group's finance personnel and any other matters pertaining to financial management, the statutory audit and tax compliance.

In accordance with FRC Ethical Standard prohibiting auditors of AIM quoted companies from offering services to prepare computations of taxation, the Audit Committee engaged a different firm of accountants, from the auditors, to undertake this work.

The Nomination Committee is responsible for proposing candidates to the Board having regard to its balance, expertise and structure.

## RISK MANAGEMENT

The Group maintains a register of risks, split by category, and identifies potential impact and likelihood, together with the response deployed to manage/mitigate the risk. The risk register is regularly updated with input from across the Group and external advice is taken if required. Included in the monthly reports to the Board, new risks are identified together with proposals to manage/mitigate the risk. Group Bankers and Insurers are kept apprised of business risks and vulnerabilities on an ongoing basis. Annual independent health and safety audits are undertaken with the results reported to the Board. Advice from the appointed external Health and Safety Advisor is taken where

appropriate. The Board reviews KPIs and quarterly management accounts together with narrative Board reports to monitor performance and management of existing risks. Where performance or project outcomes are not in line with expectations the Board investigates the cause and controls required to ensure downside risk management is improved. The Board's performance is measured by achievement of budgets and timely execution of business objectives. Measures to address performance shortfalls are considered and acted upon as appropriate, which might include changes to in house resources or external support.

## STAKEHOLDER ENGAGEMENT AND RESPONSIBILITIES

### Investor Relations

The Group maintains an active dialogue with major investors and invites shareholders to open days, which are held from time to time depending on interest levels, which include a tour of the assets. The Board welcomes the participation of shareholders at the Annual General Meeting with the opportunity to answer questions of any Board member offered. The Annual Report and Accounts, Interim Reports and other announcements and presentations are the main formalised communications to shareholders. The Annual General Meeting and Open Day are opportunities for two-way communication between the Board and shareholders. The Group Secretary is normally the first point of contact for any general enquiries or arrangement regarding shareholder meetings.

Email: [n.gadson@sutton-harbour.co.uk](mailto:n.gadson@sutton-harbour.co.uk)

### Bank

The Group maintains a regular dialogue with its bankers, meeting at least quarterly to discuss quarterly results and covenant performance together with an update on current and future projects. More frequent discussions have taken place to discuss progress with debt reduction plans (through the sales of assets) and to revise terms of the facility to fit with the timing of asset disposals.

### Public Bodies

The Group maintains an active relationship with Plymouth City Council, the Local Planning Authority, the Environment Agency and other public agencies in connection with a wide range of issues relating to the land and property assets

held by the Group. Open public consultation is undertaken in relation to proposed applications to the Local Planning authority.

### Customers

The Group maintains a number of websites and social media platforms, to communicate with different customer groups in addition to direct email and postal communications. The Company has established a communications forum to meet with the local fishing industry on a regular basis and organises other user group meetings to discuss specific matters as they arise. Surveys of marina customer satisfaction are normally undertaken annually.

### Employees

The Group is committed to paying, as a minimum, the living wage as recommended by the Living Wage Foundation, to its employees. Pay reviews are undertaken at least annually following a detailed review of market rates in the area to ensure pay remains competitive and attractive. The Group undertakes appraisals for all employees annually, arranges monthly or quarterly contact meetings for all employees with their line manager, sponsors their essential qualifications and continuing professional development (as appropriate to role) and has a schedule of monthly function meetings with a Director present at each. Refer also to the S172 report on page 8 which gives further details on "Engagement with Stakeholders".

## CORPORATE VALUES

Refer also to the Corporate, Social Responsibility and Environment Report on page 19. Senior Managers are invited to present at Board Meetings from time to time and to respond to questions. Monthly minuted business activity meetings with agreed agendas are held each with directors attendances and these forum set the cultural tone. At annual appraisals performance of employees is reviewed against specific targets and conduct in line with the Group's standards of conduct as set out in the foreword of the Employee Handbook.

By Order of the Board

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By Order of the Board  
**NATASHA GADSDON**  
COMPANY SECRETARY  
25 September 2025

## GOVERNANCE

# CORPORATE, ENVIRONMENTAL AND SOCIAL RESPONSIBILITY REPORT

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### CORPORATE CULTURE

The Group's executive management team sets the tone of professionalism and proactivity. Actions are prioritised daily in collaborative meetings to make the most beneficial use of management time to ensure trading progress and project delivery are on track to achieve performance targets. The Group has made good use of virtual meeting technology to improve efficiency and inclusiveness of sharing of information and ideas. This approach has allowed the Group to continue to make progress towards its targets.

### HEALTH AND SAFETY

The Board of Directors understands its responsibility to the health and safety of employees, customers and others who are directly or indirectly affected by the Group's operations.

The Group's Health and Safety Committee is chaired by Natasha Gadsdon and has representation from all Group activities. The Health and Safety Committee is an open forum and minutes of the meetings are made available to all staff upon request. Committee meetings are also attended by the Group's Health and Safety Officer and an Independent Health and Safety Consultant. The Committee has a comprehensive agenda and is briefed on new legislation or regulation by the Independent Health and Safety Consultant.

Where the Group undertakes construction on its sites a professional construction manager is appointed to manage safety and operations. An excellent Health and Safety management record is a key criterion in the selection of sub contractors.

The Group has a good health and safety record with no enforcement notices and no prosecutions for breaches of Health and Safety legislation to report.

### PORT MARINE SAFETY CODE

Sutton Harbour Company, a Statutory Harbour Authority, and a wholly owned subsidiary of the Group, is committed to undertaking statutory duties in accordance with the standards defined within the Port Marine Safety Code. To ensure full compliance with the code an independent audit of the Sutton Harbour Safety Management System is carried out annually. The Maritime and Coastguard Agency audited the counter pollution exercises in 2021.

### ENVIRONMENTAL ISSUES

The Board has agreed the following Environmental Statement:

The environment plays a key role in the continuing success of the Sutton Harbour Group and the Group recognises that it needs to set itself achievable environmental standards.

The Group has looked at the areas of its business which could have both positive and negative impacts on the environment and has identified the following policy aims to enhance its overall environmental performance.

The Group is working to:

- Reduce its Carbon Footprint by minimising energy use and cutting out energy waste.
- Minimise the amount of waste it creates and ensures that it recycles as much of the waste generated as is feasible.
- Ensure that it meets and if plausible exceeds environmental legislative requirements.
- Use and operate sound procedures to avert water pollution in Sutton Harbour.
- Tackle the issues that arise from car travel by introducing ways of reducing the impact of travel to work and business mileage.

- Review its purchasing requirements and practices and also whenever possible to make environmentally sound purchasing decisions and increase local purchasing.

### COMMUNITY ENGAGEMENT AND CHARITABLE INVOLVEMENT

The area of Sutton Harbour is located in the heart of Plymouth. The Group supports various community and tourist initiatives. The Group has a long-established commitment to the community and its neighbourhood. Throughout its regeneration work, the Group has undertaken extensive public consultation which has led to the reshaping and design of many successful quality regeneration projects surrounding the historic harbour. The Group sees itself as the custodian of the harbour for future generations and as such believes that working with the local community is essential to achieve this aspiration. The Group supports local charities and other community initiatives.

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### NATASHA GADSDON FINANCE DIRECTOR

25 September 2025

GOVERNANCE

# REPORT ON REMUNERATION

REMUNERATION COMMITTEE AND REMUNERATION POLICY

The members of the Committee during the year were as follows:

Philip Beinhaker – Chairman  
Graham S. Miller (Resigned 30 June 2025)  
Paul R. A. Shackleton (Appointed 1 July 2025)  
Sean J. Swales

The Committee met several times during the year, within its terms of reference, to consider the remuneration packages of the Executive Directors and to make recommendations to the Board. The overriding objective is to ensure that salary, benefits and other remuneration is sufficient to attract, retain and motivate executives of high quality, capable of achieving the Group's objectives and creating value for our Shareholders. The Committee also takes into account the scale and complexity of the Group's operations and seeks independent advice, from specialist advisers, where appropriate.

COMPOSITION OF REMUNERATION

Executive Directors' pay comprises basic salary reviewed annually, pension scheme contributions to the Group's defined contribution pension scheme, annual bonus based on audited results of the Group, and other benefits in kind including provision of a car allowance and private medical healthcare. Salary is paid monthly and the annual bonus is accrued in the financial year to which it relates. Non-Executive Directors receive fees; they do not have service contracts, are not eligible to join the pension scheme and have no entitlement to annual bonuses. It is a requirement that Directors purchase shares in the Group, although there is no specified minimum holding.

BONUS PAYMENTS TO EXECUTIVE DIRECTORS

Profit share bonuses earned on the achievement of targets agreed by the Remuneration Committee for the year ended 31 March 2025 were £nil in respect of Corey B. Beinhaker (2024: £nil) and £nil in respect of Natasha C. Gadsdon (2024: £3,600).

SHARE OPTIONS

An Inland Revenue approved Group Share Option Scheme was established in November 2019 for the Remuneration Committee to make discretionary awards of share options to certain Executive Directors and other Group personnel to reward performance. Natasha Gadsdon holds share options to maximum £30,000 value in accordance with the scheme rules. No share options were awarded to any Directors in the year ended 31 March 2025. The credit/expense in connection with the unexercised share options is calculated using a Black Scholes model and credited/expensed annually until exercise or lapse of options.

NON-EXECUTIVE DIRECTORS FEES

The fees for Non-Executive Directors are determined by the Board after taking independent advice.

TABLES OF DIRECTORS REMUNERATION

The total remuneration of the Directors of the Group is as follows:

	2025 £000	2024 £000
Fees	144	144
Other Emoluments	297	305
Pension Contributions	36	25
	477	474

The remuneration, excluding pension contributions, of the individual Directors is as follows:

FOR THE YEAR TO 31 MARCH 2025	Directors' salaries £000	Taxable benefits £000	Bonus Payments £000	Directors' fees £000	Total £000
Philip H. Beinhaker	-	-	-	101	101
Graham S. Miller (Resigned 30 June 2025)	-	-	-	23	23
Corey B. Beinhaker	168	-	-	-	168
Natasha C. Gadsdon	114	15	-	-	129
Sean J. Swales	-	-	-	20	20
	282	15	-	144	441

FOR THE YEAR TO 31 MARCH 2024	Directors' salaries £000	Taxable benefits £000	Bonus Payments £000	Directors' fees £000	Total £000
Philip H. Beinhaker	-	-	-	101	101
Graham S. Miller	-	-	-	23	23
Corey B. Beinhaker	168	-	-	-	168
Natasha C. Gadsdon	118	15	4	-	137
Sean J. Swales	-	-	-	20	20
	286	15	4	144	449

The pension contributions made in respect of the Executive Directors to the Group's defined contribution scheme were:

	2024 £000	2023 £000
Philip H. Beinhaker	-	-
Corey B. Beinhaker	-	-
Natasha C. Gadsdon	36	25
	36	25

## CONTRACTS

On 27 June 2018, the Group entered into a revised service contract with Natasha C. Gadsdon. Under this agreement she is employed as a full time Executive Director with a one year rolling contract. She was appointed Finance Director in October 2004.

On 23 October 2019, the Group entered into a service contract with Corey B. Beinhaker. Under this agreement he is employed as a full time Executive Director with a one year rolling contract. He was appointed Chief Operating Officer in October 2019.

The Non-Executive Directors are appointed with three months' notice and the Executive Chairman has a six month notice period.

On behalf of the Board

PHILIP H BEINHAKER  
EXECUTIVE CHAIRMAN AND CHAIR  
OF THE REMUNERATION COMMITTEE  
25 September 2025

GOVERNANCE

# Statement of Directors' Responsibilities

For the year ended 31 March 2025



## Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with UK adopted International Accounting Standards (UK adopted IAS), and the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 Group and the Parent Company and of the profit or loss of the Group for that period. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the AIM Market. In preparing these financial statements, the Directors are required to:

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

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

## Website publication

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Group's website, in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Group's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

By Order of the Board  
NATASHA GADSDON  
GROUP SECRETARY  
25 September 2025



## GOVERNANCE

# Independent Auditor's Report

For the year ended 31 March 2025

### OPINION

We have audited the financial statements of Sutton Harbour Group plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2025 which comprise the Consolidated Income Statement, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Company Balance Sheet, the Consolidated and Company Statement of Changes in Equity, the Consolidated Cash Flow Statement, and the notes to the Consolidated and Company financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted International Accounting Standards ("UK-adopted IAS"). The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- The financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2025 and of the group's loss for the year then ended;
- The group financial statements have been properly prepared in accordance with UK-adopted IAS;
- The parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- The financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### EMPHASIS OF MATTER – VALUATION OF INVENTORY REPLYMOUTH CITY AIRPORT

We draw attention to note 4 of the financial statements which describes the current position in respect of the ongoing discussions with Plymouth City Council over the future of the Plymouth airport site, which is held as inventory on the Balance Sheet at £13.7m. The five year safeguarding period as advised by the National Planning Directorate expired in March 2024. Accordingly, the Company submitted a 'Pre Application' masterplan to the Local Planning Authority which is in the process of being reviewed. The outcome of the 'Pre Application' cannot be presently determined. The financial statements do not reflect any impairment that may be required if the outcome is unfavourable. Our opinion is not modified in respect of this matter.

### EMPHASIS OF MATTER – CONTINGENT LIABILITY

We draw attention to note 31 and note 4 of the financial statements which describe the S146 notice served by Plymouth City Council in respect of the usage of the Plymouth airport site and the Council's claim that the company has breached the terms of its lease. The company has rebutted the claims. At this stage, there is no indication as to the likelihood of the claim being successful, or the extent of potential damages in respect of that event and as such, no provisions are included in the financial statements in this respect. Our opinion is not modified in respect of this matter.

### AN OVERVIEW OF THE SCOPE OF OUR AUDIT

We planned and performed our audit by obtaining an understanding of the group and its environment, including the accounting processes and controls, and the industry in which it operates. The group comprises 12 wholly owned subsidiaries.

- We performed statutory audits on 3 entities (Sutton Harbour Group plc, Sutton Harbour Company and Plymouth City Airport Limited).
- We performed audit procedures on specific transactions and balances which presented an audit risk to the group financial statements such as amounts in Sutton Harbour Services Limited, Sutton Harbour Projects Limited, and Sutton East Holdings Limited.
- We performed analytical review procedures on balances that are immaterial to the group and which we have assessed as not presenting a material risk to the group financial statements such as amounts in Harbour Arch Quay Limited, and Sutton Harbour Property and Regenerations Limited.
- The remaining components are dormant.

The components within the scope of audit work covered 99% of group revenue, 100% of group loss before tax and 98% of group net assets.

### KEY AUDIT MATTERS

We have determined the matters described below to be the key audit matters to be communicated in our report. Key audit matters include the most significant assessed risks of material misstatement, including those risks that had the greatest effect on our overall audit strategy, the allocation of resources in the audit and the direction of the efforts of the audit team. In addressing these matters, we have performed the procedures below which were designed to address the matters in the context of the financial statements as a whole and in forming our opinion thereon. Consequently, we do not provide a separate opinion on these individual matters.

## KEY AUDIT MATTER

### *Valuation of investment properties and owner-occupied land and buildings*

The group adopts a policy of revaluation for its owner-occupied land and buildings as well as its investment properties, with all such properties stated at fair value.

Under IFRS 13, fair value measurement is required to be based on the 'highest and best use' and in most cases an entity's current model is presumed to be its highest and best use, although consideration needs to be made on a property by property basis to ensure that market opportunities and conditions do not suggest otherwise.

Investment properties are held at £15.2m and owner-occupied land and buildings are held at £29.6m.

Due to the significance of the valuations for the financial statements and their inherent judgemental and estimation uncertainty, we have considered this valuation to be a key audit matter.

An external valuation was performed at 31 March 2025.

## RESPONSE AND CONCLUSION

### *The main procedures we performed on the valuation assessment and the areas where we challenged management were as follows:*

- Agreeing the valuations recognised in the accounts to the reports prepared by a professional third party.
- Assessing whether the professional valuers are independent and sufficiently competent, with respect to qualifications, experience and reputation.
- Discussing and challenging the valuation directly with the third party valuer
- Discussing and challenging the valuation with the Board.
- Considering the appropriateness of the assumptions that had the most material impact. Key variables in the valuations include Fair Maintainable Operating Profit and discount rates in the valuation of owner-occupied property, and yields and market rates for investment property valuations.
- Considering deferred tax treatment in respect of the valuations in line with IAS 12.
- Considering the appropriateness of the disclosures made in the financial statements, in particular as regards the judgements and estimates in respect of the fair value movements through profit and loss and other comprehensive income.

### *Conclusion*

We are satisfied with the Board's assessment of fair values as at 31 March 2025 and are satisfied that the carrying values of investment properties and owner occupied land and buildings are materially correct. We are satisfied that deferred tax treatment in respect of the property valuations is materially accurate and in line with IAS 12. We are satisfied that sufficient, appropriate disclosure as regards judgements and estimates has been made.

### *Valuation of Former Plymouth City Airport Site*

Within development inventory the group holds the former airport site at a carrying value of £13.7m. IAS 2 requires inventory to be held at the lower of cost and net realisable value. As detailed in the Strategic Report and note 4, a Government Inspectors' Report was issued in March 2019 which supported a 5 year safeguard period to allow time for a potential airport operator to bring forward a plan for a licensed general aviation airport. This expired in March 2024. The Group has submitted a 'Pre Application' masterplan to the Local Planning Authority which is in the process of being reviewed and the outcome of this is not yet known.

Plymouth City Council also issued a S146 notice during the year which claimed that the Group was in breach of the lease agreement which could have implications on the Group retaining control of the site. The Group's legal counsel has responded to this letter rebutting the allegations and no further response from Plymouth City Council has been received.

These factors create significant uncertainty in the future use of the site and the Group's ability to realise value of this site.

Due to the material nature of the asset and the inherent and estimation uncertainty, we have considered this valuation to be a key audit matter.

### *Our work included:*

- Reviewing management's assessment of the carrying value of the site, which includes the latest external opinion/appraisals and discussed these with management to obtain an understanding of the current situation.
- Critically assessing and challenging the assumptions used in these reports.
- Reconfirming ownership of the site.
- Vouching a sample of current year expenditure to source documentation.
- Reviewing correspondence received in the year from Plymouth City Council and the responses by the group under legal counsel's advice.
- Considering the adequacy of the related disclosures in the financial statements.

### *Conclusion*

Based on our work we are satisfied with the current treatment adopted by the directors. The uncertainty over the value and timing of any potential development of the site as detailed in the Strategic Report and note 4 and demonstrates the need for the Emphasis of Matter paragraph within our audit report.

### *Valuation of other development sites*

Within development inventory the group holds various development sites with a carrying value of £4.7m. IAS 2 requires inventory to be held at the lower of cost and net realisable value. As detailed in the Strategic report the board review the carrying value of the properties on an annual basis and have decided to impair several projects.

The total impairment recognised in the year totalled £13.0m and was driven by the expiration of pre-planning applications as well as other market factors.

Due to the significance of the valuations for the financial statements and their inherent judgemental and estimation uncertainty, we have considered this valuation to be a key audit matter.

Where required, external valuations were obtained for sites to determine a net realisable value.

### *The main procedures we performed on the valuation assessment and the areas where we challenged management were as follows:*

- We have vouched a sample of current year expenditure included in Development property within inventory to source documentation.
- We have re-confirmed ownership of the sites through verification of title deeds.
- We have reviewed management's assessment of the carrying values of the key sites, which includes the planning permission obtained, latest site appraisals and overall project profitability.
- We have reviewed the board approved WIP report which assessed the WIP balances and their recoverability across the group. This report considered the future use for the site and, where required, used external valuations carried out by independent Chartered Surveyors. The result of this assessment from management was that impairments should be recognised in the year.

### *Audit Conclusion*

Following the recognition of material impairment charges, there is sufficient evidence to support the carrying value of development WIP, and we have gained reasonable assurance that the sites are held at the lower of cost and net realisable value.

## KEY AUDIT MATTER

### *Judgements made in respect of Uncertainties in relation to going concern*

The Group is reliant on bank financing which is conditional on a debt reduction programme that is due to complete by March 2026. The debt reduction programme is dependent on the realisation of certain assets within that period.

The Board has exercised significant judgement in assessing whether the debt reduction programme can be achieved and exploring what mitigating actions or alternatives are available should the asset disposals not meet the values and timelines agreed with the bank.

Because of the significance of this judgement to the directors' assessment of uncertainties in relation to going concern, and the related disclosures, we have considered this to be a key audit matter.

## RESPONSE AND CONCLUSION

### *Our work included:*

- Reviewing the bank facility agreement including the further amendments and obtaining an understanding of the conditions which include the programme of asset disposals.
- Obtaining direct confirmation from the Group's bankers of their approach to variations in timeline and value of the asset disposals.
- Reviewing plans for asset disposals including likelihood, timing, value and alternative assets that could be sold if required.
- Reviewing evidence of other finance options available to the Group.
- Reviewing documentation in respect of related party loans which are due for repayment by September 2025.
- Reviewing the letter of support provided by the major shareholder together with post year end funding provided and previous track record of support.
- Reviewing going concern related disclosures in the financial statements to ensure they are appropriate, including those relating to the significant judgement made (page 41) and the assessment of going concern (page 42)

### *Conclusion*

Based on our work we are satisfied with the adequacy and appropriateness of the disclosures.

## OUR APPLICATION OF MATERIALITY

Materiality for the group financial statements as a whole at planning was set at £804,000, however following material impairment charges the materiality level has been revised to £674,000. We determined materiality by reference to the group's total assets. We consider total assets to be an appropriate measure for a group of companies with significant value in investment property and development activities which are fundamental to the current and future trading of the group. Materiality represents 1% of group's total assets as presented on the face of the Consolidated Balance Sheet. We report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £33,700, in addition to other identified misstatements that warrant reporting on qualitative grounds.

Materiality for the parent company financial statements was set at £645,000 at planning, however following material write offs of inter-company loans the materiality level has been revised to £470,000. This has been determined by reference to the total assets of the parent company, which we consider to be one of the principal considerations for members of the company in assessing its performance. Materiality represents 1% of the parent company's total assets as presented on the face of the Balance Sheet. We report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £23,500, in addition to other identified misstatements that warrant reporting on qualitative grounds.

The range of materiality at the three components subject to full scope audit is £138,000 - £470,000. Materiality was determined by reference to total assets in all cases.

## 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's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing the timing and amount of cashflows in the forecast models.
- Evaluating the reliability of the forecast through discussion with management, review of post year end trading and considering the historic reliability of forecasts compared to actual results.
- Reviewing and assessing the appropriateness of management's sensitivity analysis including changes in turnover and related cashflows and impact on covenant compliance.
- Reviewing the bank facility agreement dated 8 August 2024 and obtaining an understanding of the conditions and covenants which include a programme of asset disposals to deleverage.

- Reviewing plans for asset disposals including likelihood, timing and value.
- Obtaining confirmation from the Group's bankers of their approach to variations in timeline and value.
- Reviewing evidence of other finance options available to the Group.
- Reviewing documentation in respect of related party loans which are due for repayment by September 2025 and plans for repayment of these.
- Reviewing the letter of trading support provided by the major shareholder together with post year end funding provided and previous track record of support.
- Reviewing going concern related disclosures in the financial statements to ensure they are appropriate. These comprise the accounting judgement note on page 41 which outlines the Board's significant judgements made in concluding that there are no material uncertainties that may cast significant doubt on the Group and parent company's ability to continue as a going concern, and the going concern note in Note 2.

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

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

## OTHER INFORMATION

The other information comprises the information included in the annual report and financial statements, other than the group and parent company financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

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

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

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

## RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement set out on page 23, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and 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 and parent company or to cease operations, or have no realistic alternative but to do so.

## AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

We obtained an understanding of the legal and regulatory framework applicable to the parent company, the group and the industry in which it operates. We identified the principal risks of non-compliance with laws and regulations as relating to breaches around health and safety and specifically the Port Marine Safety Code. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as financial reporting legislation (including the Companies Act 2006) and relevant taxation legislation. We considered the extent to which any non-compliance

with these laws and regulations may have a negative impact on the group's ability to continue trading and the risk of a material misstatement in the financial statements.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements and determined that the principal risk related to the carrying value of properties and development sites, which may be misstated due to biased estimates and judgments in the valuation.

Based on this understanding we designed our audit procedures to identify irregularities. Our procedures involved the following:

- We made enquiries of senior management as to their knowledge of any non-compliance or potential non-compliance with laws and regulations that could affect the financial statements. As part of these enquiries we also discussed with management whether there have been any known instances of material fraud.
- We identified the individuals with responsibility for ensuring compliance with laws and regulations and discussed with them the procedures and policies in place.
- We obtained and reviewed the annual review of the Port Marine Safety Code and general health and safety management of Sutton Harbour performed by an external health and safety consultant.
- We reviewed minutes of meetings of senior management and those charged with governance.
- We challenged the assumptions and judgements made by management in its significant accounting estimates.
- We performed testing on the completeness and cut off of income to ensure that revenue was materially accurate in the financial statements.
- We audited the risk of management override of controls, including through substantively testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements. This risk increases the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements as we are less likely to become aware of instances of non-compliance. 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, collusion, omission or misrepresentation.

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

## USE OF OUR REPORT

This report is made solely to the parent 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 parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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## DUNCAN LESLIE SENIOR STATUTORY AUDITOR

25 September 2025

PKF Francis Clark  
Statutory Auditor  
Melville Building East  
Unit 18  
23 Royal William Yard  
Plymouth PL1 3GW



# Consolidated Income Statement

For the year ended 31 March 2025

	Note	2025 £000	2024 £000
<b>Revenue</b>	5	<b>9,240</b>	16,353
<b>Cost of sales</b>		<b>(7,568)</b>	(16,349)
<b>Gross profit</b>		<b>1,672</b>	4
Impairment adjustment to development property inventory	5	(13,019)	-
Fair value adjustments on investment properties and fixed assets	14,15	(3,309)	(200)
Administrative expenses		(1,484)	(1,342)
Exceptional costs	10	(504)	(855)
Operating (loss)/profit	5,6	(16,644)	(2,393)
Finance income		5	8
Finance costs	9	(2,082)	(2,000)
Net finance costs		(2,077)	(1,992)
(Loss before tax from continuing operations		(18,721)	(4,385)
Taxation (credit/(charge) on (loss) from continuing operations	11	1,910	549
(Loss) for the year from continuing operations		(16,811)	(3,836)
(Loss) for the year attributable to owners of the parent		(16,811)	(3,836)
<b>Basic and Diluted (loss) per share</b>			
from continuing operations	13	(11.76p)	(2.71p)

# Consolidated Statement of Other Comprehensive Income

For the year ended 31 March 2025



	Note	2025 £000	2024 £000
<hr/>			
<b>(Loss) for the year</b>		<b>(16,811)</b>	<b>(3,836)</b>
<b>Items that will not be reclassified subsequently to profit or loss:</b>			
Revaluation of property, plant and equipment	14	<b>(2,905)</b>	<b>(1,404)</b>
Deferred tax in respect of property revaluation	11	<b>729</b>	<b>362</b>
<b>Items that may be reclassified subsequently to profit or loss:</b>			
<hr/>			
<b>Other comprehensive income for the year, net of tax</b>		<b>(2,176)</b>	<b>(1,042)</b>
<hr/>			
<b>Total comprehensive (loss) for the year attributable to owners of the parent</b>		<b>(18,987)</b>	<b>(4,878)</b>
<hr/>			

The notes on pages 33 to 57 are an integral part of these consolidated financial statements.



# Consolidated Balance Sheet

As at 31 March 2025

	Note	2025 £000	2024 £000
<b>Non-current assets</b>			
Property, plant and equipment	14	31,589	36,890
Investment property	15	15,230	17,542
Inventories	18	13,741	13,518
		<b>60,560</b>	<b>67,950</b>
<b>Current assets</b>			
Inventories	18	4,720	17,295
Trade and other receivables	19	1,112	1,310
Tax recoverable		2	3
Cash and cash equivalents	20	1,034	782
		<b>6,868</b>	<b>19,390</b>
<b>Total assets</b>		<b>67,428</b>	<b>87,340</b>
<b>Current liabilities</b>			
Bank Loans	21	8,690	21,700
Other Loans	21	7,354	3,875
Trade and other payables	23	1,633	2,194
Lease liabilities	24	41	12
Deferred income	22	2,202	2,183
		<b>19,920</b>	<b>29,964</b>
<b>Non-current liabilities</b>			
Bank loans	21	11,565	-
Lease liabilities	24	193	-
Deferred government grants	22	646	646
Deferred tax liabilities	17	-	2,639
		<b>12,404</b>	<b>3,285</b>
<b>Total liabilities</b>		<b>32,324</b>	<b>33,249</b>
<b>Net assets</b>		<b>35,104</b>	<b>54,091</b>
<b>Issued capital and reserves attributable to owners of the parent</b>			
Share capital	26	16,536	16,536
Share premium		16,744	16,744
Other reserves		20,854	23,030
Retained earnings		(19,030)	(2,219)
<b>Total equity</b>		<b>35,104</b>	<b>54,091</b>

The notes on pages 33 to 57 are an integral part of these consolidated financial statements.

The Financial Statements on pages 28 to 57 were approved and authorised by the Board of Directors on 25 September 2025 and were signed on its behalf by:

**PHILIP BEINHAKER**  
DIRECTOR

Company number 02425189

# Consolidated Statement of Changes in Equity

For the year end 31 March 2025



	Notes	Share Capital £000	Share Premium £000	Revaluation Reserve £000	Merger Reserve £000	Retained Earnings £000	Total Equity £000
Balance at 1 April 2023		16,406	13,972	20,201	3,871	1,617	56,067
<b>Comprehensive income</b>							
Loss for the year		-	-	-	-	(3,836)	(3,836)
<b>Other comprehensive income</b>							
Share Issue		130	2,772		-	-	-
Revaluation of property, plant and equipment	14	-	-	(1,404)	-	-	(1,404)
Deferred tax on revaluation	11	-	-	362	-	-	362
<b>Total comprehensive income</b>		130	2,772	(1,042)	-	(3,836)	(1,976)
Balance at 1 April 2024		16,536	16,744	19,159	3,871	(2,219)	54,091
<b>Comprehensive income</b>		-	-	-	-	(16,811)	(16,811)
Loss for the year							
<b>Other comprehensive income</b>							
Revaluation of property, plant and equipment	14	-	-	(2,905)	-	-	(2,905)
Deferred tax on revaluation	11,17	-	-	729	-	-	729
<b>Total other comprehensive income</b>		-	-	(2,176)	-	(16,811)	(18,987)
<b>Total balance at 31 March 2025</b>		<b>16,536</b>	<b>16,744</b>	<b>16,983</b>	<b>3,871</b>	<b>(19,030)</b>	<b>35,104</b>



# Consolidated Cash Flow Statement

For the year end 31 March 2025

	Note	2025 £000	2024 £000
<b>Cash generated from/(used in) total operating activities</b>	28	<b>(874)</b>	4,550
<b>Cash flows from investing activities</b>			
Expenditure on investment property	15	(240)	(131)
Expenditure on property, plant and equipment	14	(338)	(136)
Proceeds from disposal		1,525	6
<b>Cash (used)/generated in investing activities</b>		<b>947</b>	(261)
<b>Cash flows from financing activities</b>			
Interest paid		(1,488)	(2,415)
Interest received		5	-
Bank loan drawdown		-	100
Bank loan repaid		(1,445)	(3,200)
Related party loans		2,885	450
Development loan repaid		-	(4,240)
Development loan drawdown		-	1,868
Lease finance drawdown		240	-
Cash payments of lease liabilities		(18)	(66)
Net proceeds from issue of share capital		-	2,901
<b>Net cash generated/(used) from financing activities</b>		<b>179</b>	(4,602)
Net increase in cash and cash equivalents		<b>252</b>	(313)
Cash and cash equivalents at beginning of the year		<b>782</b>	1,095
<b>Cash and cash equivalents at end of the year</b>	20	<b>1,034</b>	782

	2025 £000	Cash flow £000	2024 £000	Cash flow £000	2023 £000
<b>Reconciliation of financing activities for the year ended 31 March 2025</b>					
Bank loans	20,255	(1,445)	21,700	(3,100)	24,800
Other loans	7,354	(3,479)	3,875	(1,602)	5,477
Lease liabilities	234	(222)	12	(64)	76
<b>Total debt</b>	<b>27,843</b>	<b>(2,256)</b>	<b>25,587</b>	<b>(4,766)</b>	<b>30,353</b>

The notes on pages 33 to 57 are an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year end 31 March 2025



## I. General information

Sutton Harbour Group plc and its subsidiaries are together referred to as the "Group". The Group is headquartered at Sutton Harbour, Plymouth and owns and operates the harbour and its ancillary facilities. The other principal activities of the Group are marine operations, waterfront real estate regeneration, investment and development and also provision of public car parking.

The Group is a public limited company which is quoted on the AIM Market of the London Stock Exchange, is incorporated and domiciled in the UK and registered in England and Wales with number 02425189. The address of its registered office is Sutton Harbour Office, 2B North East Quay, Sutton Harbour, Plymouth, Devon, PL4 0BN.

## 2. Accounting policies

### *Basis of preparation*

The Group financial statements consolidate those of the Group and its subsidiaries.

The consolidated financial statements have been prepared in accordance with UK adopted IAS, and the Companies Act 2006 applicable to companies reporting under IFRS.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

Judgements made by the Directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 4 to these financial statements.

### *Changes in accounting policies and disclosures*

There are no new accounting standards this year. There are no changes to accounting standards expected in the coming 12 months that would have a material impact on the accounts.

### *Going concern*

The review of the Group's business activities is set out in the Executive Chairman's Report on pages 4 to 7. The financial position of the Group, its cash flows and financing position are described in the Financial Review on pages 10 and 11. In addition, note 3 to the financial statements gives details of the Group's financial risk management.

The Group is reliant on bank finance which is conditional on the debt reductions and other covenants. The Group's forecasts and projections, taking account of reasonably foreseeable possible changes in trading performance and on the basis that asset disposals meet the values and timelines agreed with the bank, show that the Group should be able to operate within the level of the facilities and covenants over a period of at least twelve months from the date of the approval of the accounts. The covenants measure interest cover, debt to fair value and capital expenditure.

Within the next 12 months, the Group has the following commitments to repayments of loans:

- The Group's banking facility with Natwest agreed on 8 August 2024 extends to 30 December 2026. This agreement (together with subsequent amendments) provides committed facilities of £20.255m (as at 31 March 2025) and sets out milestone debt repayments of £0.810m by 30 June 2025, £1.380m by 30 July 2025 and £6.50m by 31 March 2026 to reduce bank debt to £11.6m. The interest cover covenant is suspended until 30 June 2026. Thereafter it is tested on a quarterly basis.
- The debt reduction plan, through the sale of assets, is underway and the bank is regularly updated on the progress with selected assets placed for sale. Selection of assets identified for disposal will be based on market conditions and progress is being made towards the target debt level of £11.6m 31 March 2026, to date, progress is encouraging. The board recognises the challenges that the Group faces to deliver the debt reduction plan to satisfy the conditions of the banking facility agreement. The board is satisfied that all necessary actions are being taken to achieve this objective, whilst recognising the uncertainty that will remain until asset sales, the timings of which are not within the Group's control, are achieved.
- The related party loans advanced by the majority shareholder of the parent company are repayable no earlier than 31 March 2026 under the current agreement. The Directors are satisfied that these repayments can be funded from the actions noted above, and the majority shareholder has confirmed that it will agree to deferment if necessary.

The Board has explored options available to it to mitigate the risk of asset sales not completing in line with the agreed milestone debt repayments. These mitigating actions are considered significant judgements and have been disclosed in note 4. The Board has concluded that, whilst there are uncertainties, the mitigating actions that could be implemented if required are judged to be sufficient to make the going concern status of the group appropriate. The Board has therefore concluded that there are no material uncertainties relating to events or conditions that individually or collectively may cast significant doubt on the Group's ability to continue as a going concern for a period of at least 12 months from the date the financial statements are authorised for issue.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## **Measurement convention**

The financial statements are prepared on the historical cost basis as modified by the fair value of property except for investment property which is measured at fair value and land and buildings which are measured at revalued amount.

The functional currency of the Group and its subsidiaries is pounds sterling and therefore balances are shown in the financial statements in thousands of pounds sterling, unless otherwise stated.

## **Basis of consolidation**

The consolidated financial statements include the financial statements of Sutton Harbour Group plc and its subsidiaries at each reporting date. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-Group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised profits and losses are also eliminated.

## **Property, plant and equipment**

Property, plant and equipment is divided into the following classes:

Land and buildings  
Assets in the course of construction  
Plant, machinery and equipment  
Fixtures and fittings

Land and buildings  
Land and buildings include:

- Freehold and leasehold land. Where a lease has an unexpired term of more than 50 years it is considered to share the same characteristics as freehold land and is shown as such.

- Properties that are mainly owner-occupied, or that are an integral part of the Group's trading operations (marinas including the lock, quays, marina buildings, the fish market building and car parks).

Owner occupied assets are initially recorded at cost and are subsequently revalued and stated at their fair values. Fair value is based on regular valuations by an external independent valuer and is determined from market-based evidence by appraisal. Valuations are performed with sufficient regularity (annually) to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Where owner occupied assets (such as marinas, the fish market and car parks) comprise land, buildings, plant and machinery the valuation is of the asset as a whole. Any valuation movement is allocated to land and buildings; plant and machinery continue to be carried at cost less accumulated depreciation (see below).

Any revaluation surplus is credited to the revaluation reserve except to the extent that it reverses a decrease in the carrying value of the same asset previously recognised in the income statement, in which case the increase is recognised in the income statement. Any revaluation deficits are recognised in the income statement, except to the extent of any existing surplus in respect of that asset in the revaluation reserve.

## **Assets in the course of construction**

Assets in the course of construction are held at cost. Depreciation commences when the asset is capable of being operated as intended.

## **Plant, machinery and equipment, fixtures and fittings**

Plant, machinery and equipment includes items used in the operation of marina, fish market and car park trading operations (such as pontoons, piles, ice making equipment and chillers, car parking meters). Fixtures and fittings includes building fit outs. Plant, machinery and equipment, fixtures and fittings are all stated at cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

## **Leased assets**

Leased assets acquired are stated initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses. Leased assets are depreciated over the shorter of the lease term and useful economic life. Lease payments are apportioned between finance charges and the reduction of lease liabilities so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the income statement. Leased properties are subsequently revalued to their fair value.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



The treatment of assets where the lessor maintains the risks and rewards of ownership is described in the lease payments accounting policy below.

## **Depreciation**

Depreciation is charged to the income statement over the estimated useful lives of each part of an item of property, plant, machinery and equipment, fixtures and fittings. Estimated useful lives and residual values are reassessed annually. Where parts of an item of property, plant, machinery and equipment, fixtures and fittings have different useful lives, they are accounted for as separate items. Freehold land is not depreciated. The estimated useful lives and depreciation basis of assets are as follows:

Freehold buildings	(straight line)	10 to 50 years
Leasehold buildings	(straight line)	50 years or remaining period of lease
Plant, machinery and equipment	(straight line)	4 to 30 years
Fixtures and fittings	(straight line)	4 to 10 years

## **Investment property**

Investment properties are properties which are held to earn rental income and/or for capital appreciation. Investment properties are initially measured at cost and subsequently revalued to fair value which reflects market conditions at the balance sheet date. Any gains or losses arising from changes in fair value are recognised in the income statement in the period in which they arise. Fair value is the estimated amount for which a property could be exchanged, on the date of valuation, between a willing buyer and a willing seller, in an arm's length transaction, after proper marketing, in which both parties had acted knowledgeably, prudently and without compulsion.

Some properties are held both to earn rental income and for the supply of goods and services and administration purposes. Where the different portions of the property cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for the production and supply of goods and services and administration purposes.

The portfolio is valued on an annual basis by an external independent valuer, who is RICS qualified. The valuer will also have recent experience in the location and category of property being valued.

The valuations, which are supported by market evidence, are prepared by considering the aggregate of the net annual rents receivable from the properties and where relevant, associated costs. A yield which reflects the specific risks inherent in the net cash flows is then applied to the net annual rentals to arrive at the property valuation.

Rental income from investment property is accounted for as described in the revenue accounting policy.

Investment property that is redeveloped for continued future use as an investment property remains classified as an investment property while the redevelopment is being carried out. While redevelopment is taking place, the property will continue to be valued on the same basis as an investment property where the Group intends to retain the property.

All tenant leases have been examined to determine if there has been any transfer of the risks and rewards of ownership from the Group to the tenant in accordance with IFRS 16 'Leases'. All tenant leases were determined to be operating leases. Accordingly, all the Group's leased properties are classified as investment properties and included in the balance sheet at fair value.

## **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Where inventory has been transferred from fixed assets, deemed cost includes revaluation. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## **Inventories – development property**

Land identified for development and sale, and properties under construction or development and held for resale, are included in non-current or current assets, depending on the estimated time of ultimate realisation, at the lower of cost and net realisable value. Cost includes all expenditure related directly to specific projects, including capitalised interest, and an allocation of fixed and variable overheads incurred in the Group's contract activities based on normal operating capacity. Net realisable value is estimated selling value less estimated costs of completion and estimated costs necessary to make the sale and includes developer's return where applicable.

## **Cash and cash equivalents**

Cash in the balance sheet comprises cash at bank and in hand. Bank overdrafts and similar borrowings that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. Offset arrangements across Group businesses are applied to arrive at the net cash figure.

## **Impairment**

The carrying amounts of the Group's assets other than investment property and inventories are considered at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Where the carrying amount of an asset exceeds its recoverable amount it is impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## **Interest-bearing borrowings**

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

## **Revenue**

Revenue comprises the fair value of the consideration received or receivable, net of value-added-tax, rebates and discounts. Revenue is recognised in accordance with the transfer of promised goods or services to customers (i.e. when the customer gain control of ownership that has been transferred). The following criteria must also be met before revenue is recognised:

### **Rent and marina and berthing fees**

Rent from investment property and marina and berthing fees are typically invoiced in advance and are accounted for as deferred income and recorded to revenue during the period to which the tenant had control of the service.

Lease incentives and costs associated with entering into tenant leases are amortised over the lease term. These are held in the balance sheet within accrued income.

### **Other marine related revenue**

Fuel sales, landing dues and other ancillary incomes, are recorded to revenue on the transfer of goods to the customer.

### **Car park revenue**

Car park revenue is recognised at the point that a car parking ticket is paid for, normally a maximum of one day's parking. Where seasonal parking permits are sold for longer periods the income is spread over the period the permit relates to.

### **Property sales**

Revenue from property sales is recognised when effective control of the asset has passed to the buyer. This will be at the point of legal completion.

### **Interest income**

Interest income is recognised as it becomes receivable.

### **Government grants**

Government grants are recognised when there is reasonable assurance that the grant will be received and that the Group will comply with all conditions associated with the grant. Government grants in respect of capital expenditure are credited to reduce the initial carrying value of the related asset. Grants of a revenue nature are credited to a deferred income account and released to the income statement so as to match them with the expenditure to which they relate.

### **Lease payments**

The Directors have considered the application of IFRS 16 on its leasing arrangements. The Group has a small number of short term leases and leases of low value items and therefore continues to recognise payments made under these agreements on a straight line basis over the term of the lease.

### **Net financing costs**

Net financing costs comprise interest payable, commitment fees on unused portion of bank facilities, amortisation of prepaid bank facility arrangement fees, unwinding of discount on provisions, finance charge component of minimum lease payments and interest receivable on funds invested. Interest payable and interest receivable are recognised in profit or loss as they accrue, unless capitalised as described under "borrowing costs" below, using the effective interest method.

### **Borrowing costs**

Borrowing costs are capitalised on qualifying assets. A qualifying asset is one that takes more than twelve months to complete. The borrowing rate applied is that specifically applied to fund the development. In the case of bank borrowings this is the weighted average cost of debt capital. Capitalisation ceases when substantially all the activities that are necessary to get the property ready for use are complete and is paused when a project pauses.

### **Employee benefits: defined contribution plans**

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

### **Employee benefits: share-based payment transactions**

The share option programme allows Group employees to acquire shares of the Group; these awards are granted by the Group. The share-based payments are all equity-settled and are measured at fair value. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due only to share prices not achieving the threshold for vesting.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## **Provisions**

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

## **Taxation**

Tax on the profit for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax is recognised on all temporary differences except on the initial recognition of goodwill or on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

## **Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses and whose results are regularly reviewed by the Board.

The following operating segments have been identified:

- Marine
- Real Estate
- Car Parking
- Regeneration

Revenue included within each segment is as follows:

Marine:

- Marina and commercial berthing fees
- Fishmarket landing dues
- Other marine related revenue including fuel sales and other ancillary income

Car Parking:

- Car park revenue

Real Estate:

- Rent

Regeneration:

- Property sales

Costs, assets and liabilities are allocated to each business segment based on the revenue that they are used to generate.

## **Trade Receivables**

Trade receivables are initially measured at the transaction price less impairment. In measuring the impairment, the Group has applied the simplified approach to expected credit losses as permitted by IFRS9. Expected credit losses are assessed by considering the Group's historical credit loss experience, factors specific for each receivable, the current economic climate and expected changes in forecasts of future events. Changes in expected credit losses are recognised in the Group income statement.

## **Trade Payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. They are initially recognised at fair value and subsequently carried at amortised cost.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 3. Financial risk management

### Fair values

IFRS 13 requires disclosure of fair value measurements for balance sheet financial instruments by level according to the following measurement hierarchy:

- Level 1: Quoted prices unadjusted in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly as prices or indirectly derived from prices; and
- Level 3: Inputs for the asset or liability that are not based on observable market data.

The Group does not hold any Level 1 balance sheet financial instruments.

### Capital risk management

The capital structure of the Group consists of net debt which includes the borrowings disclosed in notes 20 and 21 and shareholders' equity comprising issued share capital, reserves and retained earnings.

The capital structure of the Group is reviewed annually with reference to the costs applicable to each element of capital, future requirements of the Group, flexibility of capital drawdown and availability of further capital should it be required.

The Group has a target gearing ratio of approximately 50% but gearing may exceed these levels where a project is in the final stages, before start of construction and development refinancing or ultimate disposal. The Group structures borrowings into general facilities and secures specific financing for individual property projects as deemed appropriate.

The gearing ratio at the year-end was as follows:

	2025 £000	2024 £000
Borrowings and loans	(27,609)	(25,575)
Lease liabilities	(234)	(12)
Cash and cash equivalents	1,034	782
Net debt	(26,809)	(24,805)
Equity	35,104	54,091
Net debt to equity ratio	76.4%	45.9%

### Bank borrowing facilities and financial covenants

The Group had total borrowing net of cash and cash equivalents of £26.809m at 31 March 2025 (2024: £24.805m) with a gearing level of 76.4% (2024: 45.9%). The rise in gearing is principally due to the accounting write downs of property and assets of the Group. The Group has operated within its authorised facilities and has secured deferrals of covenants during the year when necessary.

In August 2024 the Company entered into a new agreement with NatWest to initially provide a maximum committed facility of £21.7m until December 2026. The agreement has been amended to facilitate more time to achieve property disposals to allow reduction of debt to £11.6m by 31 March 2026.

The banking facilities include financial covenants, including (i) a measure of EBITDA to interest covenant from June 2026 a cashflow to interest coverage test (ii) a debt to fair value of property valuation covenant and (iii) a capital expenditure covenant. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group will be able to operate within the level of the facilities and covenants ii) and iii) over a period of at least twelve months. The interest coverage test is not expected to be achievable in the life of the current facility and discussions continue with the company's banker on this matter.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## Liquidity risk

The Group uses financial instruments, comprising bank borrowing and various items including trade receivables and trade payables that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the Group's operations. The main risk arising from the Group financial instruments is liquidity risk. The Group seeks to manage liquidity risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Short-term flexibility is achieved by overdraft facilities. The Group has the ability to manage its liquidity through the timing of development projects and also the timing of the sale of assets.

## Contractual maturity

The following tables analyse the Group's financial liabilities and net settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows including principal.

### As at 31 March 2025:

	Total £000	0 - 1 year £000	1 to 2 years £000	2 to 5 years £000
Bank loans*	(20,255)	(8,690)	(11,565)	-
Other loans*	(7,354)	(7,354)	-	-
Trade and other payables*	(1,633)	(1,633)	-	-
Lease liabilities*	(234)	(41)	(45)	(148)
	(29,476)	(17,718)	(11,610)	(148)

### As at 31 March 2024:

	Total £000	0 to 1 year £000	1 to 2 years £000	2 to 5 years £000
Bank loans*	(21,700)	(21,700)	-	-
Other loans*	(3,875)	(3,875)	-	-
Trade and other payables*	(2,194)	(2,194)	-	-
Lease liabilities*	(12)	(12)	-	-
	(27,781)	(27,781)	-	-

\* financial liabilities at amortised cost

## Interest rate risk

There is currently no SONIA swap in place to fix interest on any of the Group's bank debt. The Board has considered the merits of an instrument to fix interest rates at regular intervals during the year but has not entered into any hedging agreement due to the high cost of doing so at each review.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## Credit risk

Many of the Group's customers are required to pay for services in advance of supply which reduces the Group's exposure to credit risk. Property rentals and marina berthing are examples of this. The Group pursues debtors vigorously where credit terms have been exceeded. The credit quality of the Group's financial assets can be summarised as follows:

	2025 £000	2024 £000
Trade receivables:		
New customers (less than 12 months)	24	83
Existing customers (more than 12 months) with no defaults in the past	430	482
Existing customers (more than 12 months) with some defaults in the past	37	80
Total trade receivables net of provision for impairment	491	645

## Commodity price risk

The Group experiences volatile fuel prices throughout the year. The Group only acts as a reseller of fuel at the fish market and marinas. The sales prices are derived from the price paid for fuel and therefore fuel price exposure is no longer considered a risk.

## Sensitivity analysis

### Interest rates

In managing interest rate risks the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer-term, however, higher interest rates would have an impact on consolidated earnings.

As at 31 March 2025, it is estimated that a general increase of a percentage point in interest rates (being the best estimate of adverse future anticipated changes in interest rates), would have decreased the Group's profit before tax from continuing operations by approximately £203,000 (2024: £217,000). Net assets would have decreased by the same amount.

### Valuation of investment property and property held for use in the business

Land & buildings valuations are complex, require a degree of judgement and are based on data some of which is publicly available and some that is not. We have classified the valuations of our property portfolio as level 3 as defined by IFRS 13 Fair Value Measurement. Level 3 means that the valuation model cannot rely on inputs that are directly available from an active market. All other factors remaining constant, an increase in trading income would increase valuation, whilst an increase in equivalent nominal yield would result in a fall in value and vice versa.

In establishing fair value the most significant unobservable input is considered to be the appropriate yield to apply to the trading income using a discounted cashflow. This is based on a number of factors including the maturity of the business and trading and economic outlook.

Yields applied across the investment assets are in the range of 4.85% - 12.65% with the average yield being 8.86%. Assuming all else stayed the same; a decrease of 1.0% in the average yield would result in an increase in fair value of £2.459m. An increase of 1.0% in the average yield would result in a corresponding decrease in fair value of £1.331m.

Trading assets are valued using a discounted cashflow model which uses budgeted cashflows and appropriate discount rates to reach a valuation. Market evidence is then considered to determine if the valuation is appropriate. Discount rates are judgemental and a change in the discount rate could result in different valuations being reported. An increase of 1% in the discount rate would result in a decrease in fair value of £2.325m. A decrease of 1% in the discount rate would result in an increase of the fair value of £2.200m.

These assets were independently valued by Jones Lang LaSalle ("JLL") at 31 March 2025. The valuation by JLL was in accordance with the Practice Statements in the Valuations Standards (The Red Book) published by the Royal Institution of Chartered Surveyors, on a market-based evidence approach, which is consistent with the required IFRS 13 methodology.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 4. Accounting estimates and judgements

The preparation of financial statements in conformity with UK adopted IAS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements that are not readily apparent from other sources. Actual results may differ from these estimates.

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

### Estimates

The following are the areas that require the use of estimates that may impact the Group's balance sheet and income statement:

The valuation of investment property and property held for use in the business as at 31 March 2025 was £15,230,000 and £31,589,000 respectively; (2024: £17,543,000 and £36,889,000 respectively). In determining the fair value of properties, the Board relies on external valuations carried out by professionally qualified independent valuers in accordance with the Appraisal and Valuation Standards of the Royal Institution of Chartered Surveyors. The valuation of investment properties uses estimated rental yields at industry wide rates, varied by sector; for each property based on market evidence at the date the valuation is carried out. Judgement is exercised in determining future rental income or profitability of the relevant properties. In the case of North Quay House, an office building where most tenants have vacated, the valuation is based on the price a purchaser might pay for the re-development opportunity. Properties held for use in the business (fishmarket, marinas and car parks) are valued using a discounted cash flow model with recent actuals and budgeted future results (fair maintainable operating profits) generated by the business activities operated from each owner-occupied property (some costs are reallocated between businesses for the discounted cashflow, but this has no impact on the overall valuations). Judgement is exercised in the preparation of the budgets and also in the discount factor multipliers applied to the fair maintainable operating profit to derive a valuation. Market evidence of values of similar assets is taken into account in the valuation process. Within the valuation of property held for use in the business, judgement is required to allocate the valuation between land and buildings. Any impact upon the valuation is therefore unknown at present. Further detail about the property valuation can be found in the Financial Review on page 10.

### Judgements

The following are the areas that require the use of judgements that may impact the Group's balance sheet and income statement:

The Board exercises judgement in determining whether properties should be classified as investment property or development inventory and this is done by reference to criteria including whether the property is being marketed for sale in the ordinary course of business and the nature of the development activity ongoing (including planning applications and development of proposals for submission to the relevant authorities).

### Determining the net realisable value of development property 2025: £18,461,000 see note 18; (2024: £30,813,000)

The Board has exercised judgement in determining the net realisable value of development property, taking into account expected costs to complete and future sale proceeds, and hence whether any write-down of development property is required. Incorporated in the appraisal of net realisable value are judgements about: disposal revenue and/or investment value at completion; project formulation (including mix of development uses and development density); full development cost; amounts payable to third parties (for example, contributions to the local authority under section 106 agreements, sharing of proceeds with local authority and repayment of grants in the case of development of the former airport site); financing costs; time value of money; and, allowance for contingency.

The board has exercised judgement that the Former Airport Site is held as development inventory and that the net realisable value at 31 March 2025 is £13.741m (2024: £13.518m). The former airport site, a 113 acre site of which the Group directly owns c.8 acres and holds c.105 acres through an unexpired 129 year leasehold interest, with a right to renew for a further 150 years, totalling 279 years, is held as development inventory at a carrying value of £13.741m. At each balance sheet date, this carrying value is tested for impairment with the board needing to satisfy itself that the asset is included in inventory at the lower of cost and net realisable value, with net realisable value including developer's return where applicable. The carrying value of £13.741m is derived as follows:

- The land and building asset was independently valued twice yearly until 31 March 2013, when the asset was transferred to development inventory. The airport closed in December 2011.
- As at 31 March 2013 the land and building asset was transferred to development inventory and combined with the pre-existing inventory total, which included the cost of building the Link Road and planning intellectual property costs.
- It was agreed at 31 March 2013 that the transfer would be made at valuation, inclusive of historic revaluations. As at 31 March 2013 the carrying value of the former airport asset was £11.479m, inclusive of past revaluations totalling £3.969m. The net increase in former airport asset valuation from 31 March 2013 (£11.479m) to 31 March 2024 (£13.518m) of £2.120m represents the capitalised costs of developing the planning intellectual property less the cost attributed to sales of small plots. £13.741m represents the historic cost of the airport asset as at 31 March 2025.
- In addition to the net cash expenditure on the airport asset, the former aviation operations, ongoing site maintenance and security, together with interest costs thereon (Present Value of total cash expended) is more than double the £13.741m



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

In December 2016 the Department for Transport published the 'Plymouth Airport Study Report', which concluded that a lack of demand and a short runway mean commercially viable passenger services could not be run out of the former Plymouth Airport site as it would remain "financially vulnerable" in a "high risk environment".

Plymouth City Council prepared its new local plan to for submission to the Government Planning Inspectorate in which they called for the retention of the airport site for a possible reopening.

In April 2017, the Group submitted its representations and detailed evidence base in support of allocation of the former Airport Site for alternative use in advance of the Government Inspectors' public hearing of proposed new local planning framework.

The public hearing took place in early 2018, with the Government Inspectors' report subsequently issued in March 2019. The Government Inspectors supported a 'safeguard' of the former airport site for a maximum of five years. The Inspectors advised that a safeguarding period longer than five years would not be appropriate given the strategic value of this brown-field site and based on their determination that five years should be more than enough time to realize a viable business plan for aviation activity, if such activity was viable.

The Group has continued to prepare its masterplan for alternative use of the site, reflecting the guidance of the Government Planning Inspectors that presided over the 2019 new Local Plan, for submission to the Local Authority in good time to allow full participation in the forthcoming 5-year review of the Local Plan.

In 2024, PCC advised that the five year review of the Local Plan had been made and that the former airport site would continue to be safeguarded for aviation uses for a further five years. The Group submitted the pre-application for a masterplan in March 2024 with proposed phased development that respects the Local Authority's policy. A committee formed of representatives of both the Group and Plymouth City Council has been engaged in discussions on the plan. In February 2024, the Group received a notice from Plymouth City Council claiming that the Group was in breach of its lease. After taking senior legal advice the Group has responded to strongly refute this claim. A further letter was received in August 2024 to which the Company provided clarification in a letter sent in September 2024 on some points raised and reiterated its view that the notice had been served wrongfully and again refuting the claim. The Group remains in discussion with the Council over the matter. Ongoing legal costs have been recorded as exceptional costs – refer to note 10. At present there is no indication of the likelihood, nor the resultant cost in connection with this claim.

The Group does not regard the carrying value of the former airport site to be reflective of its value for alternative use, which is in turn significantly less than the value that can be earned from redevelopment of this strategic asset. The Group regards the value that can be earned from this strategic asset is significantly greater than both the carrying value and the Present Value of total cash expended.

The second largest development inventory item relates to the Sugar Quay (East Quay / former Boatyard) site at Sutton Harbour. Refer to the Chairman's Statement for further information. The board has decided to impair the carrying value of the site based on an appraisal of a lower density scheme which will better suit current market conditions and expected sales absorption rate. The planning consent secured for a much more densely built scheme expired in June 2025.

## Uncertainties in relation to going concern

As explained in the going concern section, the Group has agreed a planned debt reduction programme with its bankers with set repayment dates up to 31 March 2026. This debt reduction programme is dependent on the realisation of certain assets within that period. In determining whether the uncertainties over the Group's ability to meet the conditions of the bank facility are considered material uncertainties, the board has exercised significant judgement to consider the relationship with the bank and alternative mitigating actions to be operable and effective:

- A constructive relationship with the Group's bankers towards achieving the debt reduction plan and the bank's indicated flexibility over debt repayment dates subject to evidence of progress with asset sales and formal agreement from Credit.
- The possibility to dispose of alternative or additional assets, with flexibility in response to market conditions, to repay debt and/or raise additional capital
- The availability of alternative funding to refinance part/all of the bank facility finance
- The confirmed support from the major shareholder for ongoing company trading operations by way of additional Related Party Loans if necessary

## 5. Segment results

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. Details of the types of revenue generated by each segment are given in note 2.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



The Board of Directors assesses performance using segmental operating profit. The segment information provided to the Board of Directors for the reportable segments for the year ended 31 March 2025 is as follows:

Year ended 31 March 2025	Marine £000	Real Estate £000	Real Estate Disposals £000	Car Parking £000	Regeneration £000	Total £000
Revenue	5,461	1,291	1,525	963	-	9,240
Segmental Gross Profit before Fair value adjustment and unallocated expenses	1,024	690	(105)	516	(453)	1,672
Development inventory impairment					(13,019)	(13,019)
Fair value adjustment on investment properties and fixed assets		(3,309)				(3,309)
Segmental Result	1,024	(2,619)	(105)	516	(13,019)	(14,656)
Unallocated: Administrative expenses						(1,484)
Exceptional note 10						(504)
Operating loss						(1,988)
Financial income						5
Financial expense						(2,082)
Loss before tax from continuing activities						(18,721)
Taxation						1,910
Loss for the year from continuing operations						(16,811)
<b>Depreciation charge</b>						
Marine						336
Car Parking						13
Administration						-
						346

Year ended 31 March 2024	Marine £000	Real Estate £000	Car Parking £000	Regeneration £000	Total £000
Revenue	5,692	1,450	930	8,281	16,353
Segmental Gross Profit before Fair value adjustment and unallocated expenses	1,151	975	507	(2,629)	4
Fair value adjustment on investment properties and fixed assets	-	(200)	-	-	(200)
Segmental Profit	1,151	775	507	(2,629)	(196)
Unallocated: Administrative expenses					(1,342)
Exceptional costs					(855)
Operating loss					(2,393)
Financial income					8
Financial expense					(2,000)
Loss before tax from continuing activities					(4,385)
Taxation					549
Loss for the year from continuing operations					(3,836)
<b>Depreciation charge</b>					
Marine					383
Car Parking					13
Administration					1
					397



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## Assets and liabilities

	2025 £000	2024 £000
<b>Segment assets:</b>		
Marine	25,803	29,050
Real Estate	15,451	17,865
Car Parking	6,464	8,179
Regeneration	18,472	31,259
<b>Total segment assets</b>	<b>66,190</b>	<b>86,353</b>
<b>Unallocated assets:</b>		
Property, plant & equipment	33	32
Trade & other receivables	171	172
Cash and cash equivalents	1,034	783
<b>Total assets</b>	<b>67,428</b>	<b>87,340</b>

	2025 £000	2024 £000
<b>Segment liabilities:</b>		
Marine	2,494	2,520
Real Estate	375	374
Car Parking	42	51
Regeneration	1,122	1,474
<b>Total segment liabilities</b>	<b>4,033</b>	<b>4,419</b>
<b>Unallocated liabilities:</b>		
Bank overdraft & borrowings	27,843	25,587
Trade & other payables	446	603
Deferred tax liabilities	-	2,639
Tax payable	2	1
<b>Total liabilities</b>	<b>32,324</b>	<b>33,249</b>

## Additions to property, plant and equipment

Marine	(328)	(125)
Car Parking	(-)	(1)
Unallocated	(10)	(10)
<b>Total</b>	<b>(338)</b>	<b>(136)</b>

Unallocated assets included in total assets and unallocated liabilities included in total liabilities are not split between segments as these items are centrally managed.

Unallocated expenses include central administrative costs that cannot be split between the various business segments because they are incurred in assisting the Group generate revenues across all business segments.

Revenue can be divided into the following categories:

	2025 £000	2024 £000
Sale of goods	2,299	2,442
Rental income and service recharges	1,512	1,662
Provision of services	3,904	3,968
Sale of property	1,525	8,281
	<b>9,240</b>	<b>16,353</b>

No revenues from any one customer represented more than 10% of the Group's revenue for the year.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 6. Operating result

The following items are included within operating profit/(loss):

	2025 £000	2024 £000
Staff costs (note 8)	1,588	1,571
Rental income from investment property (note 27)	(1,291)	(1,450)
Loss on sale of development (Harbour Arch Quay)	129	2,629
Loss on disposal of investment property (note 5)	105	-
Direct operating expenses of investment properties (including repairs and maintenance)	610	499
Loss/(gain) on re-measurement of investment property to fair value (note 15)	1,460	(356)
Loss on re-measurement of fixed assets (note 14)	1,848	556
Depreciation of property, plant and equipment (note 14)	349	397
Impairment adjustment relating to development inventory (note 18)	(13,019)	-

## 7. Services provided by the Group's auditors

During the year the Group obtained the following services from the Group's auditors:

	2025 £000	2024 £000
Fees payable to Group's auditors for the audit of Parent company and consolidated financial statements	40	35
Fees payable to the Group's auditors for other services:		
Other advisory services	97	23
The audit of Group's subsidiaries pursuant to legislation	66	33

## 8. Staff numbers and costs and Directors' remuneration

The average number of persons employed by the Group (including Executive Directors, excluding Non-Executive Directors) during the year, analysed by category, was as follows:

	Number of employees	
	2025	2024
Marine Activities	23	24
Administration	7	6
	30	30

The aggregate payroll costs of these persons were as follows:

	2025 £000	2024 £000
Wages and salaries	1,238	1,255
Social security costs	131	132
Other pension costs (note 25)	219	184
	1,588	1,571

The total remuneration of the key management personnel, all of whom are directors, of the Group was as follows:

	2025 £000	2024 £000
Fees	144	144
Other Emoluments	297	305
Pension Contributions	36	25
	477	474

Details of the highest paid Director are detailed in the remuneration report on page 21.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 9. Finance income and finance costs

	2025 £000	2024 £000
Interest payable on bank loans and overdrafts	1,951	1,885
Bank facility fees	131	115
<b>Finance costs</b>	<b>2,082</b>	<b>2,000</b>

Finance costs are net of borrowing costs capitalised in the year: See note 18.

## 10. Exceptional costs

Exceptional costs charged to the income statement relate to temporary back up fish landing facilities during the Environment Agency's work on the lock cills and expensing of costs in relation to the responsibility for future maintenance of the lock and costs of expert legal advice in connection with a claim made by Plymouth City Council that the Group is in breach of its long lease of the Former Airport Site.

	2025 £000	2024 £000
Expert lease legal costs	172	82
Temporary fish landing facility costs	-	236
Legal costs - lock	332	537
	<b>504</b>	<b>855</b>

## 11. Taxation

	2025 £000	2024 £000
<b>Deferred tax</b>		
Adjustments in respect of previous years	634	2
Origination and reversal of temporary differences	(2,544)	(551)
<b>Total tax charge in income statement (note 17)</b>	<b>(1,910)</b>	<b>(549)</b>

The tax assessed for the year uses the standard rate of corporation tax in the UK of 25% (2024: 25%).

The deferred tax credit recognised in other comprehensive income is £729,000 (2024: credit £362,000)

## Reconciliation of effective tax rate

	2025 £000	2024 £000
<b>(Loss) before tax</b>	<b>(18,721)</b>	<b>(4,385)</b>
Tax on profit at standard corporation tax rate of 25% (2024: 25%)	<b>(4,680)</b>	<b>(1,096)</b>
Fixed assets differences	291	-
Expenses not deductible for tax purposes	1,356	23
Income not taxable for tax purposes	(381)	-
Adjustments respect of prior periods	1,380	21
Unrecognised deferred tax assets in respect of losses	-	300
Capital gains and (losses)	(1,567)	203
Movement in deferred tax not recognised	1,691	-
<b>Total tax charge/(credit) on continuing operations</b>	<b>(1,910)</b>	<b>(549)</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 12. Share based payment

An Inland Revenue approved Company Share Option plan (CSOP) has been established by Sutton Harbour Group plc whereby the Group may at the discretion of the Remuneration Committee grant options over ordinary shares in the Group to key management personnel. The options are issued for nil consideration and are granted in accordance with the Scheme's rules at the absolute discretion of the Remuneration Committee. Option holders may exercise options after a minimum 3 year and maximum 10 year holding period, subject to the provisions and exceptions of the scheme rules. There are no other performance conditions governing the holder's right to exercise the options after the minimum holding period. Share options may only be exercised for shares. The fair value of the options was calculated using the Black Scholes model and the credit to the income statement for the year ended 31 March 2025 was £17,394 (2024: credit £849). The cumulative charge to the Income Statement of the CSOP scheme is £28,580 as at 31 March 2025.

A weight averaged volatility input to the Black Scholes of 64% was applied being the average % fluctuations (positive and negative) of the share price compared to the grant price of share options issued.

Set out below is a summary of options granted under the CSOP plan:

Grant Date	Expiry Date	Exercise Price	Balance at start of year	Granted	Exercised	Expired	Balance at end of year	Life of options remaining
27 Nov 2019	26 Nov 2029	22p	0	102,273	0	0	102,273	1,701 days
8 July 2020	8 July 2030	19p	102,273	115,790	0	0	218,063	1,925 days
23 June 2021	23 Jun 2031	25p	218,063	24,000	0	0	242,063	2,275 days
20 June 2022	20 Jun 2032	22p	242,063	30,000	0	0		2,638 days
-	23 Jun 2022	22p	-	-	0	34,091	237,972	-
6 June 2023	6 June 2033	20p	237,972	20,000	0	0	257,972	2,989 days
31 Mar 2025							257,972	

The weighted average exercise price at 31 March 2025 was 20.78 pence (31 March 2024: 20.78 pence).

## 13. Earnings per Share

	2025 Pence	2024 Pence
<b>Continuing operations:</b>		
Basic earnings/(loss) per share	(11.76p)	(2.71p)
Diluted earnings/(loss) per share	(11.76p)	(2.71p)

### Basic earnings per share

Basic earnings per share have been calculated using the loss for the year of £16,811,000 (2024: loss of £3,836,000) for the continuing operations using the average number of 142,938,478 ordinary shares (2024: 141,731,347 ordinary shares) in issue.

### Diluted earnings per share

Diluted earnings per share uses an average number of 143,196,450 shares (2024: 141,895,767) ordinary shares in issue in accordance with IAS 33 'Earnings per Share' based on a positive earnings per share result.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 14. Property, plant and equipment

	Land and buildings £000	Assets in the course of Construction £000	Plant, machinery and equipment, fixtures and fittings £000	Total £000
<b>Cost or valuation</b>				
Balance at 1 April 2023	37,060	84	5,058	42,202
Additions	72	-	64	136
Revaluation to income statement	(556)	-	-	(556)
Revaluations to revaluation reserve	(1,404)	-	-	(1,404)
Transfers	84	453	41	578
Disposals	-	-	(7)	(7)
Balance at 31 March 2024	35,256	537	5,156	40,949
Balance at 1 April 2024	<b>35,256</b>	<b>537</b>	<b>5,156</b>	<b>40,949</b>
Additions	328	-	10	338
Revaluation to income statement	(1,848)	-	-	(1,848)
Revaluations to revaluation reserve	(2,905)	-	-	(2,905)
Transfers	-	(537)	-	(537)
Disposals	-	-	-	-
<b>Balance at 31 March 2025</b>	<b>30,831</b>	<b>-</b>	<b>5,166</b>	<b>35,997</b>
<b>Accumulated depreciation</b>				
Balance at 1 April 2023	943	-	2,719	3,662
Depreciation charge for the year	136	-	261	397
Transfers	-	-	-	-
Disposals	-	-	-	-
Balance at 31 March 2024	1,079	-	2,980	4,059
Balance at 1 April 2024	<b>1,079</b>	<b>-</b>	<b>2,980</b>	<b>4,059</b>
Depreciation charge for the year	75	-	274	349
Disposals	-	-	-	-
<b>Balance at 31 March 2025</b>	<b>1,154</b>	<b>-</b>	<b>3,254</b>	<b>4,408</b>
<b>Net book value</b>				
At 31 March 2024	34,177	537	2,176	36,890
<b>At 31 March 2025</b>	<b>29,677</b>	<b>-</b>	<b>1,912</b>	<b>31,589</b>

Included in Land and Buildings is long leasehold land at a value of £2,200,000 (2024: £2,200,000).

Transfers relate to the ground floor unit at Harbour Arch Quay which is being retained as an owner occupied property for the purpose of the head office. The cost transferred was made from development property inventory.

### Revaluations

Land and buildings are measured using the revaluation model as set out in note 2. These assets were independently valued by Jones Lang LaSalle ("JLL") at 31 March 2025 (see Strategic Report page 5). The valuation by JLL was in accordance with the Practice Statements in the Valuations Standards (The Red Book) published by the Royal Institution of Chartered Surveyors, on a market-based evidence approach. Further detail about property revaluation is included in the Financial Review on page 10.

At 31 March 2025, had the freehold land and buildings been measured using the cost model (historical cost less accumulated depreciation and accumulated impairment losses), their carrying value would be £23,745,000 (2024: £23,492,000).

At 31 March 2025, had the leasehold land and buildings been measured using the cost model (historical cost less accumulated depreciation and accumulated impairment losses), their carrying value would be £1,110,000 (2024: £1,110,000).

Assets in the course of construction, plant, machinery and equipment and fixtures and fittings are all measured using the cost model, as set out in note 2.

The Group's obligations under leases are secured by the lessor's title to the fixed assets. The carrying value of floating vessel which is subject to lease is £327,000 (2024: £44,000).

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 15. Investment property

	2025 £000	2024 £000
At fair value:		
Balance at beginning of the year	17,543	17,205
Additions during the year	240	131
Disposals during the year	(1,630)	-
Fair value adjustments	(1,460)	356
Transfers from/(to) fixed assets	537	(150)
<b>Balance at the end of the year</b>	<b>15,230</b>	<b>17,543</b>

Investment property is measured using the fair value model as set out in note 2. The fair value of the Group's investment property at 31 March 2025 has been determined by a valuation carried out on that date by independent, external valuers (see Strategic Report page 5), JLL in accordance with the Practice Statements in the Valuation Standards (The Red Book) published by the Royal Institution of Chartered Surveyors. JLL is a member of the Royal Institution of Chartered Surveyors and have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The valuations, which are supported by market evidence, are prepared by considering the aggregate of the net annual rents receivable from the properties and, where relevant, associated costs. A yield which reflects the specific risks inherent in the net cash flows is then applied to the net annual rentals to arrive at the property valuation. Further detail about property valuation is included in the Financial Review on page 10.

All of the Group's investment property is held under freehold interests with the exception of four (2024: four) properties which are held under long leaseholds.

## 16. Investments

At 31 March 2025 the Parent company has the following subsidiaries:

	Class of shares held	Ownership		Nature of Business
		2025	2024	
<b>Subsidiaries</b>				
Sutton Harbour Company	Ordinary	100%	100%	Harbour Authority
Sutton Harbour Services Limited	Ordinary	100%	100%	Marine Leisure & Property
Plymouth City Airport Limited	Ordinary	100%	100%	Property Developer
Sutton Harbour Property and Regeneration Limited	Ordinary	100%	100%	Property Owner
Harbour Arch Quay Limited	Ordinary	100%	100%	Property Developer
Sutton Harbour Projects Limited	Ordinary	100%	100%	Property Owner
Harbour Arch Quay Management Company Limited	Ordinary	100%	100%	Property Management
Sutton Harbour Car Parks Limited	Ordinary	100%	100%	Car Park Operator
Sugar Quay Holdings Limited	Ordinary	100%	100%	Investment Company
Sugar Quay Limited	Ordinary	100%	100%	Property Developer
Sutton East Holdings Limited	Ordinary	100%	100%	Property Developer
Sutton East Developco No 1 Limited	Ordinary	100%	100%	Property Developer

All of the above companies were incorporated in the United Kingdom and registered in England and Wales and for each the registered address is Sutton Harbour Office, Ground Floor, 2B North East Quay, Sutton Harbour, Plymouth PL4 0BN.

All subsidiaries are included in the Group consolidated financial statements.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 17. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2025 £000	2024 £000	2025 £000	2024 £000	2025 £000	2024 £000
Property, plant and equipment	-	-	(1,672)	(1,709)	(1,672)	(1,709)
Investment property	-	-	(843)	(2,255)	(843)	(2,255)
Change in tax rate	-	-	-	-	-	-
Losses carried forward	2,515	1,325	-	-	2,515	1,325
<b>Tax assets / (liabilities)</b>	<b>2,515</b>	<b>1,325</b>	<b>(2,515)</b>	<b>(3,964)</b>	<b>-</b>	<b>(2,639)</b>

Movement in deferred tax during the year

	1 April 2024 £000	Recognised in income statement £000	Recognised in equity £000	31 March 2025 £000
Property, plant and equipment	(1,709)	37	-	(1,672)
Investment property	(2,255)	683	729	(843)
Losses carried forward	1,325	1,190	-	2,515
	(2,639)	1,910	729	-

The deferred tax asset of £3.178m relating to losses carried forward is not recognised, in the balance sheet.

## 18. Inventories

	2025 £000	2024 £000
Stores and materials	30	29
Goods for resale	23	51
Former Airport Site	13,741	13,518
Development property	4,667	17,215
	<b>18,461</b>	<b>30,813</b>

Included within inventories is £18,408,000 (2024: £30,733,000) expected to be recovered in more than 12 months. £13,741,000 (2024: £13,518,000) of the Development Property, being the carrying value of the former airport site, is classified in the Balance Sheet as a non-current asset as realisation of the asset may be in more than five years' time.

Interest capitalised during the year in relation to development property was £279,000 (2024: £427,000). The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation was 10.0% (2024: 8.91%).

In the course of the year, £13,019,000 of development property inventory was written down (2024: £nil).

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 19. Trade and other receivables

	2025 £000	2024 £000
Trade receivables	525	697
Provision for impairment of trade receivables	(34)	(52)
	491	645
Expected loss rate of trade receivables	7%	7%
Other receivables	35	31
Prepayments and accrued income	586	634
	1,112	1,310

Included within other receivables is £291,000 (2024: £555,000) expected to be recovered in more than 12 months.

The fair value of trade and other receivables classified as loans and receivables are not materially different to their carrying values.

The provision for impairment of trade receivables is arrived at by using the historical loss rate and adjusting for current expectations, customer base and economic conditions. With historic and expected future losses being low, the Directors consider it appropriate to apply a single average rate for expected credit losses to the overall population of trade receivables.

## 20. Cash and cash equivalents

	2025 £000	2024 £000
Cash and cash equivalents per Consolidated Balance Sheet	1,034	782
Cash and cash equivalents per cash flow statement	1,034	782

Security over the assets of the Group has been given in relation to the bank facilities. Bank facilities are fully drawn as at 31 March 2025.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 21. Bank loans

This note provides information about the contractual terms of the Group's interest-bearing loans. For more information about the Group's exposure to interest rate risk, see note 3.

	2025 £000	2024 £000
<b>Non-current liabilities</b>		
Secured bank loans	11,565	-
<b>Current liabilities</b>		
Secured bank loans	8,690	21,700
Unsecured related party loan	7,354	3,875
	<b>27,609</b>	<b>25,575</b>

### Secured bank loans:

After the year end the Group entered into a new facility with NatWest for an initial single loan facility expiring on 30 December 2026 with amended conditions subsequent to make repayments from asset disposals of £0.810m by 30 June 2025, £1.380m by 30 July 2025 and £6.5m by 31 March 2026.

## 22. Deferred income and deferred government grants

Deferred income classified as current liabilities comprises advance rental income and advance marina fees.

Deferred government grants relate to grants received in relation to the Airport runway and lighting surrounding the runway. The grant liability relating to the airport runway and lighting will not be released prior to any future sale of the site.

	Deferred income		Deferred government grants	
	2025 £000	2024 £000	2025 £000	2024 £000
At the beginning of the year	2,183	2,132	646	646
Adjustment to opening balances	-	-	-	-
Released to the income statement	(2,183)	(2,132)	-	-
Income and grants received and deferred	2,183	2,132	-	-
At the end of the year	2,202	2,183	646	646
Current	2,202	2,183	-	-
Non-current	-	-	646	646
	<b>2,202</b>	<b>2,183</b>	<b>646</b>	<b>646</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 23. Trade and other payables

	2025 £000	2024 £000
Trade payables	855	1,164
Other payables	173	252
Other taxation and social security costs	206	158
Accruals	399	620
	<b>1,633</b>	<b>2,194</b>
The ageing of trade payables is as follows:		
	2025 £000	2024 £000
Not yet due:		
0 – 29 days	412	671
Overdue:		
30 – 59 days	294	278
60 – 89 days	31	63
90 – 119 days	41	109
120 + days	77	43
	<b>855</b>	<b>1,164</b>

## 24. Lease liabilities

	Minimum lease payments		Capital element of lease payments	
	2025 £000	2024 £000	2025 £000	2024 £000
Amounts payable under lease liabilities:				
Within one year	41	13	-	-
In the second to fifth years inclusive	193	-	-	-
	<b>234</b>	<b>13</b>	<b>-</b>	<b>-</b>
Less: future finance charges	-	(1)	-	-
Present value of lease obligations	-	12	-	-
Current			-	12
Non-current			-	-
			<b>-</b>	<b>12</b>

It is the Group's policy to procure certain of its property, plant and equipment under leases. The average lease term is 5 years (2024: 0.9 years). For the year ended 31 March 2025, the average effective borrowing rate was 8.0% (2023: 5.0%). Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. All lease obligations are denominated in sterling and the fair value of the Group's lease obligations approximates to their carrying amount.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 25. Employee benefits

Pension plans - Defined contribution plans

The Group operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was £219,000 (2024: £184,000). There were no amounts outstanding or prepaid at the year end (2024: £nil).

## 26. Capital and reserves

### Share capital

Thousands of shares	Ordinary shares		Deferred shares		Total shares	
	2025	2024	2025	2024	2025	2024
In issue at the beginning of the financial year - fully paid	142,939	129,944	62,944	62,944	205,883	192,888
Issued for cash	-	12,995	-	-	-	12,995
In issue at the end of the financial year – fully paid	142,939	142,939	62,944	62,944	205,883	205,883
	2025 £000	2024 £000	2025 £000	2024 £000	2025 £000	2024 £000
Allotted, called up and fully paid						
142,938,478 (2024: 142,938,478)						
Ordinary shares of 1p each (2024: 1p each)	1,430	1,430	-	-	1,430	1,430
62,943,752 (2024: 62,943,752)						
Deferred shares of 24p each (2024: 24p each)	-	-	15,106	15,106	15,106	15,106
	1,430	1,430	15,106	15,106	16,536	16,536

The holders of Ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Group. On a winding up each Ordinary share shall rank in priority to the Deferred shares.

The holders of Deferred shares are not entitled to receive dividends nor are they entitled to vote at meetings of the Group. On a winding up each Deferred share shall only be entitled to the nominal capital paid up or credited as paid up after paying the nominal capital paid up or credited as paid up on the Ordinary shares, the Deferred shares and/or any other shares in issue, together with the sum of £1,000,000 on each Ordinary share.

### Other reserves

#### Share premium account

The share premium account represents premiums paid over the nominal value of share capital issued less transaction costs.

#### Revaluation reserve

The revaluation reserve relates to the revaluation of land and buildings included within property, plant and equipment.

#### Merger reserve

The merger reserve was created when Sutton Harbour Group was incorporated into the holding Group, Sutton Harbour Group plc. It was further increased when a cash box placing of shares occurred on 4 September 2009, creating an additional £3.6m.

#### Retained earnings

Retained earnings represent retained earnings attributable to owners of the parent. Retained earnings include £4.909m (2024: £4.466m) in respect of unrealised valuation surpluses on the Investment property assets.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 27. Leases

### Leases

During the year £nil was recognised in respect of lease rentals in the income statement (2024: £nil): £nil in cost of sales (2024: £nil) and £nil in administrative expenses (2024: £nil).

During the year £9,000 (2024: £7,000) was recognised in the income statement in respect of short term and low value operating leases for photocopiers, telephony equipment and vending machines.

### Leases as lessor

The Group leases certain properties (see notes 14 and 15). The future minimum lease rentals receivable under non-cancellable leases are as follows:

	2025 £000	2024 £000
Investment property:		
Less than one year	1,036	1,184
Between one and two years	1,008	1,106
Between two and three years	985	1,073
Between three and four years	928	1,052
Between four and five years	879	996
More than five years	22,404	23,524
	<b>27,240</b>	<b>28,935</b>
Owner-occupied properties:		
Less than one year	3	37
Between one and two years	3	23
Between two and three years	3	22
Between three and four years	3	22
Between four and five years	3	22
More than five years	-	15
	<b>15</b>	<b>141</b>

During the year ended 31 March 2025 £1,291,000 (2023: £1,450,000) was recognised as rental income in the income statement. Repair and maintenance expense recognised in cost of sales for the year to 31 March 2025 was £300,000 (2023: £294,000).

Leases on the properties have terms between 5 years and 125 years in length and cannot be cancelled before the end of the lease, unless there is a break clause. Rent reviews usually occur at five year intervals.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025

## 28. Cash flow statements

	2025 £000	2024 £000
<b>Cash flows from operating activities</b>		
Loss for the year from continuing operations	(16,811)	(3,836)
Adjustments for:		
Profit / loss on disposal	105	-
Taxation on loss from continuing activities	(1,910)	(549)
Net Financial expense	2,077	1,992
Fair value adjustments on investment property	1,460	(357)
Revaluation of property, plant and equipment	1,848	556
Depreciation	349	397
<b>Cash (used)/generated from continuing operations before changes in working capital and provisions</b>	<b>(12,882)</b>	<b>(1,797)</b>
Decrease/(Increase) in inventories	12,352	6,218
Decrease/(increase) in trade and other receivables	198	864
(Decrease)/Increase in trade and other payables	(561)	(786)
(Increase)/decrease in deferred income	19	51
(Increase)/decrease in provisions	-	-
<b>Cash (outflow)/inflow from continuing operations</b>	<b>(874)</b>	<b>4,550</b>

## 29. Related Parties

The parent of the Group is Sutton Harbour Group plc. The ultimate controlling party is FB Investors LLP, which is owned jointly by Beinhaker Design Services Limited and 1895 Management Group ULC. In the course of the year, Beinhaker Design Services Limited provided services to the value of £165,000 (2024: £161,000).

Unsecured related party loans, with a revised expiry date of 31 March 2026, advanced by Beinhaker Design Services Limited and Rotolok (Holdings) Limited total £7,354,000 (including interest rolled up of £593,000). Interest is accrued at 10% pa calculated on a quarterly basis and rolled into the loan balance owed.

Transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note.

### *Transactions with key management personnel:*

Executive Directors of the Group and their immediate relatives control 75.38% (2024 75.38%) of the voting shares of the Group, see note 26.

The compensation of key management personnel (the Executive and Non-Executive Directors) is set out on the Remuneration Report on page 20.

## 30. Commitments

There are no capital commitments at 31 March 2025.

## 31. Contingent Liabilities

Plymouth City Airport – Plymouth City Council has made a claim against the Group alleging breach of lease. At present there is no indication of the likelihood, nor the resultant value of the claim, if any.

Further details are given in the Executive Chairman's Statement in respect of this matter.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2025



## 32. Post Balance Sheet Events

Bank Facility – After the year end the Company agreed an amendment to the Nat West bank facility to extend dates for debt repayment as follows : £1.380m by 30 July 2025 and £6.5m by 31 March 2026. After the year bank loan repayments of £2.190m were made.

Related Party Loan – After the year end the Company agreed with Beinhaker Design Services to increase the Related Party Loan by £0.315m on the same terms as previous Related Party Loan drawdowns.

Property Sales - After the year end the Group placed a number of assets sale by agency marketing and auction. Proceeds from sales will be applied to reducing the bank loan and for working capital purposes. After the year end two properties were sold and other properties continue to be actively marketed.



## Historical Financial Information

For the year ended 31 March 2025

	2025 £000	2024 £000	2023 £000	2022 £000	2021 £000
Net Assets	35,104	54,091	56,067	56,211	47,153
Revenue	9,240	16,353	8,161	7,194	5,400
Operating profit before fair value adjustments, impairments, costs of change in ownership and onerous leases	(316)	(2,193)	1,053	1,155	591
Fair value adjustments on investment property and fixed assets	(3,309)	(200)	(1,925)	195	(2,211)
Operating (loss)/profit after fair value adjustments and impairments	(16,644)	(2,393)	(872)	1,350	(1,620)
Net financing costs (excludes joint ventures/associates)	(2,077)	(1,992)	(1,149)	(789)	(735)
(Loss)/profit before tax on continuing activities	(18,721)	(4,385)	(2,021)	561	(2,373)
(Loss)/profit attributable to equity shareholders	(16,811)	(3,836)	(2,036)	(259)	(2,175)
Dividends paid					
Basic (loss)/earnings per share	(11.76p)	(2.71p)	(1.57p)	(0.20p)	(1.88p)
Diluted (loss)/earnings per share	(11.76p)	(2.71p)	(1.57p)	(0.20p)	(1.88p)

# Company Balance Sheet

As at 31 March 2025



	Note	2025 £000	2024 £000
<b>Fixed assets</b>			
Investments	6	11,268	11,268
		<b>11,268</b>	<b>11,268</b>
<b>Current assets</b>			
Debtors	7	35,563	30,009
Stock		165	500
Cash at bank and in hand		-	6
		<b>35,728</b>	<b>30,515</b>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	8	13,348	3,763
<b>Net current assets</b>		<b>22,380</b>	<b>26,752</b>
<b>Total assets less current liabilities</b>		<b>33,648</b>	<b>38,020</b>
Creditors: amounts falling due after more than one year	9	11,565	-
<b>Net assets</b>		<b>20,083</b>	<b>38,020</b>
<b>Capital and reserves</b>			
Called up share capital	10	16,536	16,536
Share premium account	12	16,744	16,744
Merger Reserve	12	3,620	3,620
Profit and loss account	12	(14,817)	1,120
<b>Total shareholders' funds</b>		<b>22,083</b>	<b>38,020</b>

The notes on pages 61 to 66 are an integral part of these financial statements. The company has taken the exemption in section 408 of the Companies Act 2006 and has not presented its individual profit and loss account. In the year the Company made a loss of £15,937,000 (2024: loss of £1,388,000). The Financial Statements were approved and authorised by the Board of Directors on 25 September 2025 and were signed on its behalf by:

**NATASHA GADSDON**  
DIRECTOR

Company number: 02425189



# Company Statement of Changes in Equity

For the year ended 31 March 2025

	Called up share capital £000	Share premium account £000	Merger reserve £000	Profit and loss account £000	Total £000
Balance at 1 April 2023	16,406	13,972	3,620	2,508	36,506
Loss for the year	-	-	-	(1,388)	(1,388)
Issue of shares	130	2,772	-	-	2,902
Balance at 31 March 2024	16,536	16,744	3,620	1,120	38,020
Balance at 1 April 2024	16,536	16,744	3,620	1,120	38,020
Profit for the year	-	-	-	(15,937)	(15,937)
Balance at 31 March 2025	16,536	16,744	3,620	(14,817)	22,083

# Notes to the Company Financial Statements

For the year ended 31 March 2025



## I. General information

Sutton Harbour Group plc, ("the Company") is a limited Company incorporated in the United Kingdom under the Companies Act 2006. These financial statements cover the financial year from 1 April 2024 to 31 March 2025, with comparatives for the year 1 April 2023 to 31 March 2024 and are compliant with FRS101. No income statement or statement of comprehensive income is presented by the Company as permitted by Section 408 of the Companies Act 2006.

## 2. Accounting policies

### *Basis of preparation*

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4 of the consolidated accounts.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosure;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement,
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16., 38(a), 38(b), 38(c), 38(d), 40(a), 40(b), 40(c), 40(d), 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member ; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

### *Going concern*

The Company is reliant on bank finance which is conditional on the debt reductions and other covenants. The Group's forecasts and projections, taking account of reasonably foreseeable possible changes in trading performance and on the basis that asset disposals meet the values and timelines agreed with the bank, show that the Group should be able to operate within the level of the facilities and covenants over a period of at least twelve months from the date of the approval of the accounts. The covenants measure interest cover, debt to fair value and capital expenditure.

Within the next twelve months, the Company has the following commitments to repayments of loans:

- The Group's banking facility with Natwest agreed on 8 August 2024 extends to 30 December 2026. This agreement (together with subsequent amendments) provides committed facilities of £20.255m (as at 31 March 2025) and sets out milestone debt repayments of £0.810m by 30 June 2025, £1.380m by 30 July 2025 and £6.5m by 31 March 2026 to reduce bank debt to just over half of its current level. The interest cover covenant is suspended until 30 June 2026. Thereafter it is tested on a quarterly basis.
- The debt reduction plan, through the sale of assets, is underway and the bank is regularly updated on the progress with selected assets placed for sale. Selection of assets identified for disposal will be based on market conditions and progress is being made towards the target debt level of £11.6m by 31 March 2026, to date, progress is encouraging. The board recognises the challenges that the Group faces to deliver the debt reduction plan to satisfy the conditions of the banking facility agreement. The board is satisfied that all necessary actions are being taken to achieve this objective, whilst recognising the uncertainty that will remain until asset sales, the timings of which are not within the Group's control, are achieved.
- The related party loans advanced by the majority shareholder of the parent company are repayable no earlier than 31 March 2026 under the current agreement. The Directors are satisfied that these repayments can be funded from the actions noted above, and the majority shareholder has confirmed that it will agree to deferment if necessary.



# Notes to the Company Financial Statements

For the year ended 31 March 2025

The Board has explored options available to it to mitigate the risk of asset sales not completing in line with the agreed milestone debt repayments. These mitigating actions are considered significant judgements and have been disclosed in note 3. The Board has concluded that, whilst there are uncertainties, the mitigating actions that could be implemented if required are judged to be sufficient to make the going concern status of the group appropriate. The Board has therefore concluded that there are no material uncertainties relating to events or conditions that individually or collectively may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from the date the financial statements are authorised for issue.

## **Functional and presentation currency**

The functional currency of the Company is pounds sterling and therefore balances are shown in the financial statements in thousands of pounds sterling, unless otherwise stated.

## **Investments**

Investments are carried cost less any provision for impairment in value.

## **Impairment**

The carrying amounts of the Company's assets are considered at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where the carrying amount of an asset exceeds its recoverable amount it is impaired and is written down to its recoverable amount.

## **Interest-bearing borrowings**

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

## **Own shares**

Ordinary and Deferred shares are classified as equity.

## **Taxation**

Tax on the profit for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax is recognised on all temporary differences except on the initial recognition of goodwill or on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

## **Financial instruments**

Trade and other debtors, trade and other creditors and all intra-group balances are financial instruments and are carried at amortised cost

# Notes to the Company Financial Statements

For the year ended 31 March 2025



## 3. Accounting estimates and judgements

### Judgements

The following are the areas that require the use of judgements that may impact the Company's balance sheet and income statement:

#### Uncertainties in relation to going concern

As explained in the going concern section, the Group has agreed a planned debt reduction programme with its bankers with set repayment dates up to September 2025. This debt reduction programme is dependent on the realisation of certain assets within that period. In determining whether the uncertainties over the Group's ability to meet the conditions of the bank facility are considered material uncertainties, the board has exercised significant judgement to consider the relationship with the bank and alternative mitigating actions to be operable and effective:

- A constructive relationship with the Group's bankers towards achieving the debt reduction plan and the bank's indicated flexibility over debt repayment dates subject to evidence of progress with asset sales and formal agreement from Credit.
- The possibility to dispose of alternative or additional assets, with flexibility in response to market conditions, to repay debt and/or raise additional capital
- The availability of alternative funding to refinance part/all of the bank facility finance
- The confirmed support from the major shareholder for ongoing company trading operations by way of additional Related Party Loans if necessary

#### Inter Company Debtor Recovery

The intercompany balances owed to the Company have been reviewed for recoverability and written down to the amount which is judged recoverable from current and future operations and/or transactions of the subsidiaries.

#### Investment in Subsidiary Companies

The investment in subsidiary companies has been reviewed and is judged as recoverable.

## 4. Services provided by the Company's auditors

During the year the Company obtained the following services from the Group's auditors:

	2025 £000	2024 £000
<i>Current auditors:</i>		
Fees payable to Group's auditor for the audit of Parent Company financial statements	40	30
Fees payable to the Group's auditor for other services:		
Other advisory services	-	23

For further details on other services provided by the Group's auditors, see note 7 to the main Group consolidated financial statements.

## 5. Employees and Directors

The Company has no employees. The Directors are not remunerated for their services to the Company. Remuneration in respect of subsidiary undertakings is disclosed in note 8 to the consolidated financial statements.



# Notes to the Company Financial Statements

For the year ended 31 March 2025

## 6. Investments

	2025 £000	2024 £000
<b>Cost and net book value</b>		
Investments in subsidiary undertakings	11,268	11,268

*Subsidiary companies:*

At 31 March 2025, the Company has the following investments in subsidiaries:

	Class of shares held	Ownership		Nature of Business
		2025	2024	
<b>Subsidiaries</b>				
Sutton Harbour Company	Ordinary	100%	100%	Harbour Authority
Sutton Harbour Services Limited	Ordinary	100%	100%	Marine Leisure & Property
Plymouth City Airport Limited	Ordinary	100%	100%	Property Developer
Sutton Harbour Property and Regeneration Limited	Ordinary	100%	100%	Property
Harbour Arch Quay Limited	Ordinary	100%	100%	Property
Sutton Harbour Projects Limited	Ordinary	100%	100%	Property
Harbour Arch Quay Management Company Limited	Ordinary	100%	100%	Property
Sutton Harbour Car Parks Limited	Ordinary	100%	100%	Car Park Operator
Sugar Quay Holdings Ltd	Ordinary	100%	100%	Investment Company
Sugar Quay Ltd	Ordinary	100%	100%	Property Developer
Sutton East Holdings Limited	Ordinary	100%	100%	Property Developer
Sutton East Developco No 1 Limited	Ordinary	100%	100%	Property Developer

All of the above companies were incorporated in the United Kingdom and registered in England and Wales and for each the registered address is Sutton Harbour Offices, 2B North East Quay, Sutton Harbour Plymouth PL4 0BN.

## 7. Debtors

	2025 £000	2024 £000
Amounts owed by subsidiary undertakings	35,478	29,926
Other debtors and prepayments	85	83
<b>Total debtors</b>	<b>35,563</b>	<b>30,009</b>

Amounts owed by subsidiary undertakings are all due in more than one year. During the year, the recoverability of intercompany loans was reviewed and were written down by £17,123,197 on account of certain balances not being judged as recoverable. Included in amounts owed is an amount of £10,879,000 owed by Plymouth City Airport Limited, refer to Key Judgements and Estimates note on page 42 regarding recoverability of this amount.

## 8. Creditors: amounts falling due within one year

	2025 £000	2024 £000
Other creditors and accruals	273	77
Unsecured related party loan	4,385	1,186
Bank loans	8,690	2,500
<b>Total creditors</b>	<b>13,348</b>	<b>3,763</b>

Security over the assets of the Company has been given in relation to the bank facilities.

Interest is charged a weighted average rate of 2.75% over SONIA during the term of the bank facilities.

# Notes to the Company Financial Statements

For the year ended 31 March 2025



## 9. Creditors: amounts falling due after more than one year

	2025 £000	2024 £000
Bank loans	11,565	-
	<b>11,565</b>	<b>-</b>

Security over the assets of the Company has been given in relation to the bank facilities.

## 10. Called up share capital

	Ordinary Shares		Deferred Shares		Total shares	
Thousands of shares	2025	2024	2025	2024	2025	2024
In issue at the beginning of the financial year – fully paid	<b>142,938</b>	129,944	<b>62,944</b>	62,944	<b>205,882</b>	192,888
Issued for cash	-	12,944	-	-	-	12,994
In issue at the end of the financial year – fully paid	<b>142,938</b>	142,938	<b>62,944</b>	62,944	<b>205,882</b>	205,882

*Allotted, called up and fully paid*

142,938,478 (2023: 129,944,071)						
Ordinary shares of 1p each (2023: 1p each)	<b>1,430</b>	1,300	-	-	<b>1,430</b>	1,430
62,943,752 (2023: 62,943,752)						
Deferred shares of 24p each (2023: 24p each)	-	-	<b>15,106</b>	15,106	<b>15,106</b>	15,106
	<b>1,430</b>	1,300	<b>15,106</b>	15,106	<b>16,536</b>	16,536

The holders of Ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. On a winding up each Ordinary share shall rank in priority to the Deferred shares.

The holders of Deferred shares are not entitled to receive dividends nor are they entitled to vote at meetings of the Company. On a winding up each Deferred share shall only be entitled to the nominal capital paid up or credited as paid up after paying the nominal capital paid up or credited as paid up on the Ordinary shares, the Deferred shares and/or any other shares in issue, together with the sum of £1,000,000 on each Ordinary share.



# Notes to the Company Financial Statements

For the year ended 31 March 2025

## 11. Contingencies

The Company has given an unlimited guarantee in respect of bank borrowings of all subsidiary companies. At 31 March 2025, these borrowings amounted to £20,255,000 (2024: £21,700,000).

## 12. Description of reserves

### *Called up share capital*

The called up share capital account represents equity share capital (see note 26 to the consolidated financial statements).

### *Share premium account*

The share premium account represents premiums paid over the nominal value of share capital issued less transaction costs (see note 26 to the consolidated financial statements).

### *Merger reserve*

The merger reserve was created when a cash box placing of shares occurred on 4 September 2009. In the opinion of the Directors, this reserve is distributable (see note 26 to the consolidated financial statements).

### *Profit and loss account*

The profit and loss account represents retained profits.

## 13. Ultimate controlling party

Sutton Harbour Group plc is the ultimate Parent Company of the Group. The ultimate controlling party is FB Investors LLP, which is owned jointly by Beinhaker Design Services Limited and 1895 Management Group ULC, and owns 75.38% of the issued share capital of Sutton Harbour Group plc. The consolidated financial statements of the Group headed by Sutton Harbour Group plc are presented separately on pages 1 to 57 of this document. The results of the Group are not consolidated in any other group's financial statements.

## 14. Post Balance Sheet Event

### *Bank Facility*

After the year end the Company agreed an amendment to the Nat West bank facility to extend dates for debt repayment as follows : £1.380m by 30 July 2025 and £6.5m by 31 March 2026. After the year bank loan repayment of £2.190m were made.

### *Related Party Loan*

After the year end the Company agreed with Beinhaker Design Services to increase the Related Party Loan by £0.315m on the same terms as previous Related Party Loan drawdowns.



Sutton Harbour Office | Ground Floor, 2B North East Quay | Sutton Harbour | Plymouth | PL4 0BN  
Tel: 01752 204186 | [www.suttonharbourgroup.com](http://www.suttonharbourgroup.com)