Annual Report and Consolidated Financial Statements

For the year ended 31 December 2024

Tato Holdings Limited

Registered No. 03258156

CONTENTS

COMPANY INFORMATION

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STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

The directors present their strategic report for Tato Holdings Limited and its subsidiaries (collectively the "Group") for the year ended 31 December 2024.

REVIEW AND ANALYSIS OF THE BUSINESS DURING THE CURRENT YEAR

Despite the turmoil across global markets and the fragility in consumer confidence, Tato had a strong 2024 in volume terms, with volumes up 8%. Revenue growth was also positive year on year, up 1% vs 2023, representing a return to growth following the unexpected contraction last year. On a constant exchange basis, sales revenues were up 1.5% on 2023. Competition across all markets remained high, intensified by relatively static volumes in most territories and relief from raw material pricing levels. Lower raw material prices and competition for volumes resulted in the downwards pressure on selling prices.

Regulatory uncertainty and a rapidly changing socio-political and macro-economic environment continue to be commonplace in the chemical industry. In response, Tato continues to evolve business processes and management systems to be able to react to the changing landscape. The Executive Board meets regularly and provides strong leadership and direction to the local business unit leaders. The business continues to adapt its operating model, providing a greater degree of guidance at Group level, whilst always ensuring local business unit leaders retain independence. The Group's strength lies in the people and the freedom they are given to do what they believe to be right for customers and for their business.

Gross margins improved significantly in 2024, a combination of strong volumes, falling raw material prices, and operational efficiencies. Gross margins ended the year in 2024 at 36.6% [2023: 30.9%].

In 2024, the Tato Board reaffirmed its commitment to resolving the historical contamination issue in South Africa, a process initiated in 2019. To date, €24,020,000 has been spent on the clean-up, including €7,337,000 in 2024. An additional €6,000,000 provision was made in 2024 as a goodwill payment to potentially affected individuals or communities. Tato does not expect any further related costs.

The Group delivered a strong EBITDA result in 2024 of 18.9% [16.4% in 2023]. This includes the impact of the historical South Africa clean-up costs and goodwill payment referred to above.

Working capital management remains a priority for the Group, but this is balanced with the Group's desire that customers should expect extraordinary customer service. This resulted in working capital days increasing to 175 days [160 days in 2023].

The Executive Board continues to develop and improve business processes as the business continues to grow its Group functions. The Board believes that a stronger Group function will lead to better standardisation, data transparency and collaboration across the Group.

In 2024, the Group launched its formal 2030 Strategy, focused on two workstreams: defining a future-fit vision, purpose, and values; and developing an ambitious, achievable growth plan backed by investment in people, plant, and process. The resulting strategic and investment projects were presented to the Main Board in Q1 2025, alongside refreshed branding and a new website.

The Group's strong business model—rooted in innovation, quality, and exceptional customer service—has driven growth in a challenging market and supports the path to long-term sustainable success. This progress reflects the dedication and resilience of the Group's employees, to whom the Board extend their sincere thanks once again.

Key performance indicators

The directors consider the significant financial key performance indicators for the Group to be as follows:

		2024	2023
Activity indicators:	Organic Growth - Turnover	1%	-7%
	Organic Growth – Volumes	8%	-4%
Margin indicators:	Gross Margin	36.6%	30.9%
	EBITDA indicators	18.9%	16.4%
Working Capital indicators:	Average stock days	144	126
	Average trade debtor days	58	60

Development and financial performance during the year

The Group turnover increased by 1.0% in the year to €648,974,000 (*2023: €642,380,000*). This increase in sales was driven by higher volumes and an improved mix of products. Sales prices during the year fell due to market competition, fuelled by lower input prices and a stagnant market.

Turnover suffered from currency translation losses in the year, mainly due to the weakening of the Brazilian Rial and Mexican Peso against the Euro, somewhat mitigated by the strengthening of Sterling. The combined effect of using 2024 exchange rates compared to 2023 rates was to reduce turnover by €3,069,000 or 0.5%.

The Group conducted a review of revenue recognition during 2024 and identified an inconsistent approach across entities. Reporting has now been aligned, however the impact on revenue and profit was not material.

Manufacturing capacity utilisation improved during 2024 as a result of the growth in demand. Additional capacities came on line during the year, allowing the Group to reduce reliance on third party sourcing for key strategic actives.

Gross margin rose to 36.6% in 2024 (2023: 30.9%). Despite lower selling prices due to increased competition, margins improved thanks to reduced raw material costs, a better product mix, and higher volumes. The year-on-year gain also reflects the impact of high-cost opening inventories on 2023 margins.

In early 2024, with inventories reduced in 2023, the Board chose to rebuild strategic stock in response to rising demand. The year ended with 18 additional stock days (average 144), positioning the Group to maintain strong customer service in 2025.

Sales and distribution costs increased by 9.7% from 2023, driven by the increase in sales volumes, wage inflation and the return to sales exhibitions following a year of discretionary spend control.

Administrative expenses increased by 31.0% in the year. Excluding the aforementioned payments relating to South Africa, the underlying increase was 5.6%, explained by inflationary pressures, particularly wage inflation, and an increase in investment in Thor's IT landscape. Administrative expenses also included the net monetary loss relating to hyperinflation accounting in Turkey, amounting to €1,571,000.

The movements in the exchange rates during the year for the currencies used in consolidation had minimal effect on the sales and distribution costs and administrative expenses in the year.

The combined effect of the above means that EBITDA for the year was 18.9% (*2023:* 16.4%) and the profit before tax increased to €106,812,000 (*2023:* €88,220,000).

The 2024 effective tax rate rose to 33.9% (2023: 26.5%) due to higher non-deductible costs - mainly from the South Africa clean-up - more withholding tax on dividends, a net increase in overseas deferred tax, and changes in the geographical profit mix.

The profit for the year after taxation was €70,615,000 (*2023:* €64,858,000). A dividend of €2 per share was paid in April 2024 and one of €3.50 per share in October 2024 (*2023: €2 per share in April 2023 and €3 per share in October 2023)* giving a total of €57,090,000 for the year *(2023 €51,900,000)*. The Group had currency translation losses of €9,735,000 (*2023: gains of* €6,454,000) on the consolidation of its non-Euro denominated subsidiary companies because of the exchange rate movements against the Euro between the beginning and the end of the year. The balance of retained profit of €1,255,000 (*2023:* €17,187,000) was transferred to reserves.

Financial position at the reporting date
The consolidated balance sheet shows that the Group's net assets at the year-end have increased from €647,617,000 to €650,222,000. The Group's stockholding increased by 3.4% to €162,407,000 (*2023:* €157,011,000).

After dividends, the business generated €13,100,000 cash in 2024 resulting in a net balance of €170,076,000 (*2023: €156,933,000*). From existing cash resources, the Group invested €26,056,000 (*2023*: €21,901,000) in fixed assets to expand capacity to meet future demand and improve processes. The Group also paid dividends of €57,090,000 (*2023: €51,900,000*) to its shareholders, up 10% on previous year.

The opening reserves for the year were increased by €1,350,000 to account for hyperinflation in the Turkish economy, where the Group has a Branch Office.

PRINCIPAL RISKS AND UNCERTAINTIES FACING THE BUSINESS

The Audit & Risk Committee (ARC) oversees Group risk management. In 2024, an Enterprise Risk Management framework was implemented, defining risk appetite and assessing risks at both group and operational levels. The principal risks and uncertainties facing the Group, as agreed by the ARC, are as follows:

- Ransomware & Cyber security – a significant failure or interruption in our IT networks and systems could have a detrimental impact on business. During 2024, the Group launched a number of projects to improve cyber security and established a Group IT Security Team.

- Regulatory Landscape & compliance – many of the products manufactured by the Group are covered by strict regulatory and registration regimes, such as the BPR and REACH. The Group has established regulatory functions within the operating units who are responsible for ensuring compliance.

- Global geo-political conditions – macro-economic uncertainty and geo-political instability. The Group continues to work closely with all stakeholders to monitor and mitigate where possible macro-level risks.

- Climate adaptation – risk of changing physical environment such as floods, fires and droughts. Managed through the enterprise risk management program, which also addresses TCFD reporting obligations.

- Health & Safety - these risks are managed through a framework of policies, processes and training. During 2024, the Group have continued to push towards ISO 45001 accreditation for every site by 2026.

- Competitor pressure – increased levels of competition could result in lower prices or sales volume. The Group manages this risk by prioritising innovation, quality and excellent levels of technical service.

- Digital innovation – the risk that the IT systems will not be able to keep pace to support the planned growth. Significant work has been undertaken in 2024 to develop IT road maps, as part of the wider IT strategy.

- People risk – an industry-wide risk of not being able to recruit and retain skilled colleagues. The Group continues to work on succession planning and training and development programmes.

- Environmental risk - Group operations may result in damage to biodiversity and the wider environment. The Group continues to manage this risk through a framework of policies, processes and training.

Risk management responsibilities for each of the group principal risks has been assigned to an executive board member with updates provided to the ARC on a regular basis.

NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT

The Group understand the importance of minimising the business impact on the environment, including on the climate. The Group recognise that climate change poses profound challenges to the business, its stakeholders, and the global community and is committed to playing its part in the transition to a low-carbon economy while ensuring the long-term resilience and success of the company.

The Group is required to report under the Streamlined Energy and Carbon Reporting (SECR) requirements for its UK operations. The table below outlines the data for the Group and the UK during 2024. The figures for manufacturing and non-manufacturing sites have been separated to provide greater transparency.

		2024		**2023**	
	Unit	**Group**	**UK**	**Group**	**UK**
Scope 1 (direct) emissions		**13,186**	**1,331**	**12,592**	**1,267**
Gas – Manufacturing sites	tCO_2e	12,521	1,302	12,045*	1,252
Gas – Non-Manufacturing sites	tCO_2e	56		58	
Travel	tCO_2e	609	29	489	15
Scope 2 (indirect) emissions – location-based		**14,822**	**710**	**17,926**	**993**
Electricity – Manufacturing sites	tCO_2e	14,440	710	17,738	993
Electricity – Non-Manufacturing sites	tCO_2e	382		188	
Scope 2 (indirect) emissions – market-based		**8,373**	**710**	**n/a**	**n/a**
Electricity – Manufacturing sites	tCO_2e	8,053	710	n/a	n/a
Electricity – Non-Manufacturing sites	tCO_2e	382		n/a	
Energy Consumption – Scope 1					
Gas – Manufacturing sites	MWh	51,434	6,994	42,037	6,845
Gas – Non-Manufacturing sites	MWh	303		316	
Travel - Electric	MWh	63	7	45	3
Travel – Diesel	Litres	53,585	0	41,183	830
Travel – Petrol	Litres	195,508	11,910	181,479	6,036
Energy Consumption – Scope 2		**40,235**	**4,033**	**36,531**	**4,415**
Electricity – Manufacturing sites	kWh	38,579	4,033	35,616	4,415
Electricity – Non-Manufacturing sites	kWh	1,656		915	
Intensity ratio					
Manufacturing sites – Location based	$KgCO_2e$/stp	163.6	162.5	200.0	209.8
Manufacturing sites – Market based	$KgCO_2e$/stp	124.8	105.2	n/a	n/a
Non-Manufacturing sites – Location based	$KgCO_2e$/fa**	7.1		10.9	
Non-Manufacturing sites – Market based	$KgCO_2e$/fa**	6.1		n/a	
Travel	$KgCO_2e$/Mile	0.32	0.28	0.23	0.23
Shipped tonnes produced (stp)		164,820	12,377	148,910	10,773

**2023 Scope 1 emissions did not include emissions from diesel generators, this has now been included.*
*** fa refers to Floor Area.*

		2024		**2023**	
Scope 3 emissions	**Unit**	**Group**	**UK**	**Group**	**UK**
Scope 3 emissions	tCO_2e	466,854	40,734	n/a	n/a
Intensity ratio	S3 tCO2e/t*	2.7			

**t refers to tonnes sold*

The Group has calculated its scope 3 emissions for the first time in 2024 and presents them above.

- **Methodology applied to above figures**

The reported gas and electricity and travel data is taken from the Group's internal reporting system. Travel is based on business miles travelled in company vehicles. The carbon emission factors are taken from the respective Conversion Factors for the country in which the# emissions are generated.

- **Efficiency Measures**

The Group categorises its capital investments and prioritises those which are designed to improve Health and Safety, meet customer requirements, improve efficiency or reduce our carbon footprint. In terms of reducing carbon footprint, during 2024 the Group implemented many decarbonisation projects, for example:

- installation of control valves for the heat exchangers of the cooling water and chiller water system to reduce pump working time and save energy.
- installation of frequency convertor to RO water pump to improve pump running efficiency.
- Implementation of a new compressor for the waste water pre-treatment plant for operation of the plant at a lower pressure level
- Continued transition to hybrid and fully electric company vehicles

The Group is also continuing to transition towards LED lighting and rolling out of solar panels across sites.

Sustainability is a strategic priority for the business and during 2024 the Board developed an ESG Strategy as part of the Group's 2030 Strategy process. This ESG Strategy was approved by the Main Board in early 2025 and will be communicated both internally and externally during 2025. The Group will also start the process of setting near term science based carbon reduction targets during 2025.

Climate change, biodiversity and inequality are now having an increased influence in consumer choice and will provide opportunities to help customers satisfy these changing consumer demands.

Climate Related Financial Disclosures

This second Task Force on Climate-related Financial Disclosures (TCFD) report is in line with CRFD requirements, and continues to underline the Group's commitment to transparency across sustainability topics, reflecting the Group's dedication to addressing climate-related risks and opportunities.

In 2022, the UK government's Department for Business, Energy & Industrial Strategy released mandatory Climate-related Financial Disclosure (CFD) requirements for companies across the UK. These CFD requirements have been developed and adapted from the Task Force on Climate-related Financial Disclosures (TCFD). As a UK headquartered company with more than 500 employees and a turnover exceeding £500m, Tato Holdings Limited (the Group) falls within scope of the UK CFD.

The CFD has eight disclosure requirements for companies to consider. These broadly cover the same four 'areas' used by the TCFD, including: Governance, Risk Management, Strategy, and Metrics & Targets. Within this section, a summary is provided of how the Group is managing its impact on climate change, and climate change's impact on the business, in alignment with the UK's CFD recommendations.

Governance

The Group recognises that clear governance structures are essential to ensure that climate-related risks and opportunities are managed responsibly and effectively.

The Board of Directors has overall accountability and oversight for the management of sustainability and climate-related policies and initiatives and climate change is a regular item on Board meeting agendas. ESG is a standard agenda item on the Main Board two times per year.

As planned, the Group has integrated climate-related risk and opportunity monitoring within the Enterprise Risk Management. Further details on our processes for managing risk can be found in the 'Risk Management' section.

Climate-related responsibilities are currently shared across our Board of Directors, Group Head of Audit & Risk and Group Compliance Manager. The Main Board has signed off on a new 2030 sustainability strategy during Q1 2025 and the new ESG lead, who will join in 2025, will be responsible for driving the implementation of it. The Group Compliance Manager is responsible for collecting and assessing data on ESG topics, including climate-related issues (energy consumption, waste, water, and emissions) across each of the subsidiaries. The Group Head of Audit & Risk is responsible for managing the Enterprise Risk Management process, which includes climate risks and opportunities. At the subsidiary level, each Managing Director is accountable to the regional Chief Operating Officer on sustainability including climate-related matters.

Risk Management

Ensuring risks and opportunities are appropriately and systematically managed is an important element of the Group's operations. The Group has rolled out an approach to identifying and assessing climate-related risks and opportunities in 2024, as part of the Enterprise Risk Management (ERM) framework.

The Group's Audit and Risk Committee is the primary committee responsible for assessing risk, inclusive of climate-related risks and opportunities. The Committee works to monitor the key risks facing the Group and assesses the controls used for managing risks. The ERM framework is intended to set a framework across the Group for the identification, management, mitigation and reduction of risks related to both operational and strategic objectives. The ERM process consists of the following stages: Risk identification, Risk Evaluation, Risk Response, Risk Monitoring and Risk Governance. The process is intended to identify events or circumstances which may negatively impact the Group's strategic objectives, assess these in terms of likelihood and magnitude of impact, determine a response strategy, and a monitoring process and ensure there is adequate governance in place. The ERM framework has been designed and agreed by the Board and was rolled out during 2024.

As a workstream of the ERM process, climate related risks and opportunities are assessed at each of the 14 operating units. Through a combination of one-to-one meetings, workshops and focus groups the key risks and opportunities are drawn out from the operating units. These risks and opportunities are assessed in terms of impact and likelihood using a level of operating unit materiality and then being rolled up to a consolidated set of risks and opportunities, applying a Group level materiality. Factors such as financial, reputational and operational impact on the strategic objectives are used to assess the risks. These risks are then compared to the Group's risk appetite level to determine any mitigation measures which may be necessary. The Group's risk appetite for climate-related risks has been determined as LOW.

There is a sub-register for climate related risks and opportunities which is maintained at an entity level. Significant risks from these registers are reflected in the main ERM risk registers.

Local operating unit management teams re-assess the climate risks/opportunities and their evaluation twice annually, following which they are taken to the Regional Chief Operating Officers for approval. The output from this risk assessment process will be reviewed by the ESG Committee (once formed), twice annually. The Group ERM risk registers are also reviewed by the Audit and Risk Committee twice annually. The respective Board Committees are then responsible for sharing the outputs with the Main Board.

The output includes a detailed risk matrix, tailored by region and owned at a regional level as well as a suite of reports summarising the top risks / opportunities. The ERM framework specifically includes a risk category for ESG, ensuring that climate related risks and opportunities are fully embedded into the Group's ERM framework and decision-making processes.

Strategy

The Board approved the ESG strategy during 2024. This will help to further integrate the management of ESG and climate-related risks and opportunities into the wider risk management and business strategy framework.

The Group understands the importance of fully considering how climate change could impact our business. As a result, the Group undertook an assessment to help improve the understanding of the Group's exposure to physical and transition risks and opportunities. This assessment was comprised of two main steps: climate risk and opportunity identification, and climate scenario analysis.

The climate risk and opportunity identification stage involved creating a longlist of physical and transition climate-related risks and opportunities. Here the Group aligned with the TCFD guidance, identifying potential climate-related risks and opportunities across the categories of policy and legal, technology, market, reputation, acute physical, and chronic physical. Each identified item was given a significance score based on its potential impact and likelihood on a 5x5 matrix. The significance scores of a set of shortlisted risks and opportunities were then reviewed by stakeholders across our business, including the CEO, CFO, Group Compliance Manager, and the Group Financial Manager. This allowed the Group to identify the key physical and transition risks and opportunities to take forward to the scenario analysis stage.

The physical climate scenario analysis was conducted on ten of the Group's most significant sites, including the main manufacturing and blending facilities, in addition to the consideration of ten physical risks and opportunities. The transition scenario analysis was conducted at the organisational level based on ten key transition risks and opportunities. To assess how climate-related risks and opportunities could impact business in the future, the physical and transition assessments utilised climate scenario data. For the physical climate risk assessment, the Intergovernmental Panel on Climate Change's (IPCC) Shared Socioeconomic Pathway (SSP) scenarios were used. The transition risk and opportunity assessment used scenarios from the International Energy Agency's (IEA) World Energy Outlook 2023.

	High Emissions Scenarios		**Low Emissions Scenarios**	
Physical Time horizons: baseline, 2030 and 2050	IPCC SSP5-8.5	A business-as-usual, high emission scenario with no additional climate policies. Demand for energy triples by 2100, dominated by fossil fuels. Current CO2 emissions levels double by 2050, and there are many challenges to mitigation. This scenario is associated with warming expected to be >3.8°C by the end of the century.	IPCC SSP1- 2.6	A scenario aligned to the current commitments set under the Paris Agreement. The world reaches net-zero emissions by the second half of the century with renewables accounting for over half the energy supply by 2050.
Transition Time horizons: 2025, 2030, 2040 and 2050	Stated Policies Scenario (STEPS)	This scenario reflects current policies based on a sector-by-sector and country-by-country assessment of the energy-related policies that are in place as of the end of August 2023, as well as those that are under development.	Net Zero Emissions Scenario (NZE)	This is an ambitious scenario that limits global warming to 1.5°C above pre-industrial levels in 2100. The NZE scenario also meets the key energy-related UN Sustainable Development Goals.

The main climate-related risks and opportunities, as identified through the climate scenario analysis assessment, are summarised below. The risk/opportunity categories are included, alongside a description of their potential impact. The Group's responses to the key climate-related risks and opportunities it is facing are explained below:

Risk/Opportunity Score	
	High Risk
	Moderate Risk
	Low Risk
	Limited Risk/Opportunity
	Low Opportunity
	Moderate Opportunity
	High Opportunity

➢

➢ Physical Risks

Items	Risk Categories from SSP5-8.5			Risk Description	Responses
	Baseline	*2030*	*2050*		
Extreme Heat impact on operations	Low	Moderate Increase	Significant Increase	Extreme heat events may impact the health and safety of personnel working on site, possibly resulting in decreased operating efficiency. These events can also lead to an increase in operational costs to maintain appropriate temperature ranges for temperature sensitive areas such as storage facilities and laboratories.	Adjustments will be made to working conditions as required. Air conditioning and ventilation is already provided where appropriate. Rest breaks are afforded as necessary. Solar panels are being rolled out across relevant sites to mitigate any cost impact.
Extreme Cold impact on operations	Low	Minimal Decrease	Moderate Decrease	Extreme cold can increase energy usage as more energy is required to maintain temperature-controlled areas (e.g. storage facilities) and equipment under prolonged cold events. This could result in increased operational expenditures.	A low risk with minimal to moderate increase is not expected to be material. This risk will be monitored but no immediate action is deemed necessary.
Wildfires impact on operations	Limited	Minimal Increase	Moderate Increase	Wildfire events may cause direct damage to sites and nearby access points. In addition, smoke from wildfires may cause health and safety issues for personnel. Financial impacts of wildfires include increased expenditure to replace/repair damaged infrastructure and decreased revenue due to site production shutdown and loss of potential stocks.	The Group has not been impacted by wildfires and notes that the risk is limited. The Group will continue to review the risk and likelihood of wildfires in the vicinity of the main manufacturing sites and will put in place contingency measures as necessary.

The Group also identified and discussed some other physical risks through this exercise which represent a "Low" risk and for which there is no change or minimal change expected in either of the Low Emission or the High Emission scenarios. These are Tropical Cyclones, Water Stress & Drought impact and given the low risk factor, further information is not presented here.

➢ Transition Scenario analysis

The transition scenario analysis provides a qualitative overview of the Group's potential transition risk and opportunities in relation to the Group's current business model and strategy. The results of the transition analysis demonstrate that in a Net Zero scenario, an increasing demand for sustainable alternative products is likely to be the highest risk for the Group. Conversely, in a Net Zero scenario, the Group is well positioned to capitalise on potential opportunities within the chemicals sector with improving operational efficiency and access to new markets associated with climate adaptation presenting the biggest opportunities. A more detailed description of transition risks and opportunities impacting the Group are outlined below.

Items	Risk/Opportunity Categories (based on a Net Zero scenario)			Risk/Opportunity Description	Responses
	2030	2040	2050		
Increasing demand for sustainable alternative products	Limited	Moderate increase	High increase	Demand for lower carbon product offerings that help customers decarbonise is expected to increase, driven by end-user and customer demand, investor preference, and government legislative and market-specific actions in response to climate change risks. Failure to react to these trends and manage the product portfolio and innovation activities accordingly could decrease the competitiveness of products and result in de-selection as a supplier of choice, losing revenue.	Group's products help preserve and protect many global brands and will continue to do so. As regulation continues to narrow the chemistry available to the industry, the Group will continue to innovate to deliver solutions to customers. The business will commence a Portfolio Sustainability Assessment by the end of 2026 and tilt towards increasingly sustainable products, adopting 'safe and sustainable by design' principles.
Increasing carbon pricing	Low	Moderate increase	Moderate increase	Increasing scope of carbon taxes and/or increasing market costs of Cap & Trade pricing could lead to increased operating costs for the Group if included in the mechanism. Increasing carbon prices will also lead to higher indirect costs for the Group as suppliers pass through costs. CBAM could have both effects depending on whether it is extended in the future to apply to the Group products or inputs.	Commitments to reducing carbon will help to mitigate the Group's exposure to carbon pricing and future environmental taxation across the supply chain.

Increasing cost of logistics	Limited	Low increase	Moderate increase	The Group's global supply chain is exposed to decarbonisation requirements due to national and customer climate targets, regulations, and consumer demand. As third-party logistics providers invest in alternative technologies, for example lower emission fuels or vehicle types, investment costs will likely be passed through to the Group. Modal shift could be a mitigation measure, which depends on the product types and speed to plant or market requirements.	The Group always optimises its transport cost and footprint through planning to ensure the most optimum decisions from both a profitability and a carbon perspective are taken. The Group has moved to using intermodal options in some territories and works with customers to minimise small order sizes. The Group strategy of regionalisation will also reduce the transport footprint.
Improving operational efficiency	Limited	Low increase	Moderate increase	Investment in energy efficiency measures will also improve the Group's resilience to energy price volatility in the long-term, further reducing operating costs.	The Group prioritises investments which deliver a carbon reduction alongside a financial payback, examples of such investments are solar panels, move to LED lighting across UK, Mexico, Spain & Germany, installation of temperature exchangers in the water and raw material loading areas, reduction of pump running by introducing frequency converters.
Product alignment to the Net Zero transition	Limited	Low increase	Moderate increase	Decarbonisation is driving demand for less resource intensive products, particularly products with lower carbon and water intensity. The opportunity for the Group is to develop alternative chemicals or lower emission precursor ingredients. The Group should focus on the discovery and development of new technologies that enable the transition to a lower carbon economy, aligned with demand in regional markets, across its four product groups.	The Group invests in innovation to ensure it is constantly keeping up with the market. Carbon reduction measures across assets and product portfolio are prioritised by the Board to ensure delivery of carbon commitments and to remain competitive.

The Group also identified and discussed some other transition risks and opportunities through this exercise which represent a "Low" risk and for which there is no change or moderate change expected in either of the Low Emission or the High Emission scenarios. On the risk front, this related mainly to the mandated use of certain input materials or operational processes and Reputation risk associated with climate inaction, whilst on the opportunities side, the implementation of renewable technologies, Reputation benefits from net zero transition alignment and access to new markets associated with climate adaptation are seen as being a low level opportunity with little expected change.

➢ **The Impact of Climate-Related Risks and Opportunities on the Group's Strategy**

Recognising the potential impacts that climate-related issues can have on the business, the Group currently has several local climate-related strategies in place that aim to reduce the impact on the local environment and reduce costs. The local strategies encompass a number of capex related projects and other initiatives, amongst which are water consumption reduction and solar PV initiatives. The Group has ambitions to build on these initiatives going forward to continue integrating the management of climate-related risks and opportunities into the wider business strategy.

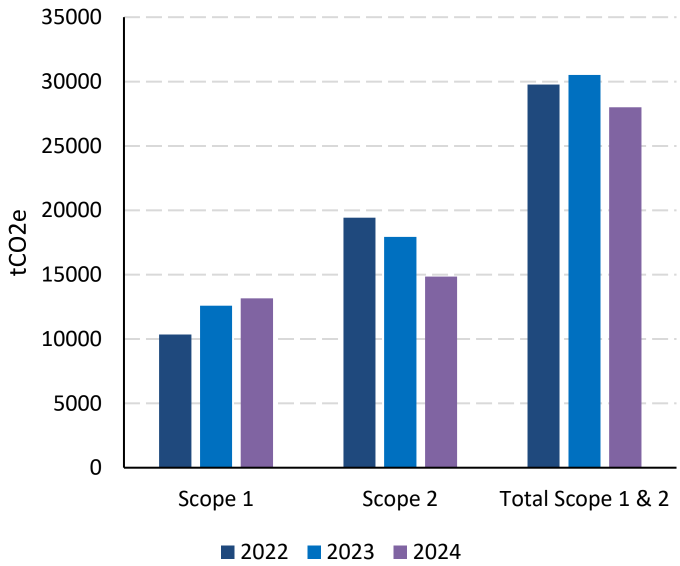
The Group has made progress in 2024, building on the scenario analysis exercise from 2023 that helped identify, highlight, and assess potential risks and opportunities across different climate scenarios. The Group plans to renew the climate scenario analysis every three years to ensure that it remains up to date.

Metrics and targets

The Group recognises the importance of monitoring and measuring progress against key metrics and targets relating to greenhouse gas (GHG) emissions, energy, and waste. The Group collects climate-related metrics monthly from each of the subsidiaries using a centralised digital platform. These climate-related metrics include energy usage (gas, electricity and diesel), waste, product stewardship, and company car usage (inclusive of fuel type and business mileage). The collection of this data also allows the Group to monitor progress against climate-related targets.

➢ **Energy & GHG emissions**

The Group collects monthly data on energy consumption from the 14 subsidiaries. Additionally, in 2024 the Group collected annual data on purchased electrical energy from renewable sources and renewable energy consumed from all sources (kWh) from each subsidiary.



The Group reports on Scope 1 and 2 emissions across the Group in line with the Streamlined Energy and Carbon Reporting (SECR) requirements in the UK. For annual reporting the Group use the globally recognised Novata Carbon Navigator with its country specific conversion factors for company reporting of Scope 1 and 2 emissions. The Group also reports various emissions intensities including shipped production tonnes (KgCO2e / Shipped production tonnes) for manufacturing sites, floor area (KgCO2e / Floor area) for non-manufacturing sites, and travel (KgCO2e / Mile).

During 2024, the Group has engaged with external consultants to calculate Scope 3 emissions. Scope 3 emissions makes up 94% of the Group's total Scope 1, 2 & 3 Greenhouse Gas footprint. The project identified that 9 Scope 3 categories, out of the 15, were found to be relevant for the group. The key emission sources resulting in scope 3 emissions were Chemicals & raw materials purchased, Downstream transportation and Upstream transportation. The Group continues to develop its data quality to continually improve the methodology behind the Scope 3 emissions calculation.

➢ **Product Carbon Footprint (PCF)**

During 2024 the Group has developed a methodology for calculating the PCF of finished products and has prioritised high volume products. During 2025 the Group will continue to calculate the PCF for products across the Group and this will help to focus efforts on carbon reduction.

- **Waste**

In 2024, the Group's annual data gathering process collected data on waste produced from each subsidiary. Specifically, metrics include hazardous, non-hazardous, and total waste produced.

- **Water**

The Group understands the importance to the planet of managing water resources. The Group operates in some regions which are at risk from potential drought and water stress, such as the sites in Brazil, Spain and Malaysia and are prioritising measures to mitigate these risks. The Group recycles water where possible. The Group will continue to improve reporting on water-related metrics during 2025 in line with the monthly reporting process across each of the subsidiaries.

BOARD OF DIRECTORS

There were no changes to the Board of Directors during the year.

AUDIT and RISK COMMITTEE

The Audit and Risk Committee met twice during the year to provide additional rigour to the Group's reporting procedures.

The purpose of the committee is to oversee the financial reporting process and monitor the integrity of the Group's consolidated financial statements. It ensures the appropriateness of the accounting policies and any changes to these and advises the Board on whether the Annual Report preparation process is balanced and understandable and provides the required information for stakeholders to assess the Group's position and performance.

The Audit and Risk Committee also has responsibility for reviewing the Group's risk management systems and the Group's appetite towards risk, including levels of insurance cover.

SECTION 172(1) STATEMENT

The Board of Directors is fully aware of its roles and responsibilities within the organisation and must always act in ways that add sustainable long-term value to the business for the benefit of all stakeholders. The principal responsibilities of the Board is to lead the Group's strategic purpose from Commercial, Financial, Technological and Sustainable perspectives and ensure that the Group's culture is fully aligned with these.

It monitors the Group's performance in delivering its strategy, ensuring that the required resources are in place for the Group to meet its objectives, analyse the trends and assess the opportunities and risks that they may present. The Board has established a framework of prudent controls that enable these risks to be managed and engage with all stakeholders to ensure that its views and concerns are considered and is it is the responsibility of the Audit and Risk Committee to monitor these controls.

The Board fulfils its responsibilities by having a standard rolling agenda which covers both past performance and future oriented planning. The Board monitors progress and performance against a number of financial and non-financial KPI's. The first items on the Board agenda is always Health and Safety. The Board takes the health and safety of the Group's employees very seriously and reviews the health and safety statistics, trends and specific incidents at the start of every meeting. Whilst many of the other KPIs are linked to financial performance such as sales, profit, and working capital ratios, there are also many others which are correlated with the strategic vision that includes environmental, community impact and governance aspects.

We are committed to product safety, ensuring all chemical products meet regulatory standards and are safely manufactured, handled, and used so as not to do harm to human health or to the environment.

The Group has a Code of Conduct which was rolled out in 2022, and this aims to ensure that the values are widely understood across the Group. The Code provides guidance on the standards of integrity and ethics expected to better enable the future development of the business. The Group also operates a Whistleblowing line, which is monitored by the Group Compliance Manager and any necessary actions are taken. During 2024 the Group has rolled out additional online training modules to further improve the understanding of the workforce in areas of compliance.

The Board has spent time during 2024 in defining a bottom up 2030 Strategy and also re-evaluating and setting a new strategic direction through values, vision and purpose. This new strategy and refreshed brand DNA was approved by the Board in quarter 1 of FY25.

The Board has appointed a sub-committee to bring a strong focus to ethics and compliance. The Ethics Committee meets three times per year and is made up of the Group CEO, Group CFO, Group COO EMEA and the Group Compliance Manager.

As expectations continue to increase about the role of business in society it is important that the Board hears first hand from stakeholders about their perceptions of the Group's performance and the opportunities and challenges that lie ahead. The Board manages this as follows:

- regular updates are provided to the major shareholder base through their attendance at Main Board meetings with discussions focused on Health and Safety, financial performance, strategic planning, sustainability and corporate governance. This enables a flow of communication in both directions.
- there are two non-executive Directors appointed to the Board to provide additional oversight and expertise as the Group looks to continue its Global expansion plans.
- the Board creates excellent workplace environments to encourage staff retention and loyalty, this is borne out by low staff turnover and a high number of long serving employees.

During 2023, Management implemented the first Employee Engagement Survey (EES). All employees were asked to provide their feedback on a range of topics and the response rate was high at 75%. The focus for 2024 was on delivering against the Group action plan and this has progressed well. One of the main areas highlighted by employees was the need to improve communication and following on from this the Board introduced global townhalls. These were delivered in May and November, and feedback was very positive. The CEO and other members of the Board and senior teams presented an update on current business issues, financial performance and specific topics or projects of relevance. The townhalls will continue to evolve into 2025.

The Board believes that a close working relationship with employee groups and partners is key to the continued success of the Group and a cornerstone of the business model. 2024 was a good year of recovery for the Group and it has emerged from it stronger than ever. A robust business model, the resilience and commitment of employees and the long-term partnerships with customers and suppliers alike continue to be at the core of the Group's success.

As a result of 2024 activities the Group will pay €34.3 million in current corporate taxes around the world assisting host Governments to provide important services to their citizens and to pursue their economic objectives. The direct economic contribution to the local communities in which it operates was €1.0 million, paid through a policy of donating a target percentage of pre-tax profits to local communities and charitable organisations.

There were no political donations made during the year.

During the year the Company paid out €57,090,000 to its shareholders from its reserves. The Directors considered the impact of this distribution on the Company's long-term interests and its creditors in making this decision and concluded that the Company's solvency and interests were not prejudiced in any way given the Company's available cash and distributable reserves. The Company will continue to review its on-going dividend policy in line with its investment plans and business objectives.

The Board understand the flexibility that some element of working from home affords to some families and continue where possible to facilitate employees working from home, with regular contact in place with management to ensure employee well-being.

With the backdrop of a very dynamic and changing business environment, the Group has produced cashflow forecasts for full year 2025and full set of strategic financial plans through to 2030, and with a strong balance sheet and continuing investment in high value growth, capability, employees and sustainability, the Group is well positioned to be resilient and thrive in a new world of complexity.

This report was approved by the board on and signed on its behalf by:

D A Hewitt
D A Hewitt (Jun 20, 2025 14:13 GMT+1)

D A Hewitt
Director

DIRECTORS' REPORT

The directors submit their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

Principal Activities
The Group's principal activity during the year was the manufacture and distribution of speciality chemicals.

Branch Offices
In addition to the subsidiary companies listed in Note 12 the Group also operates out of branch offices in New Zealand, Singapore, Sweden and Turkey. A new branch office is in the process of being opened in South Korea.

Financial Instruments
The Group's activities expose it to a number of financial risks including currency risk, credit risk and liquidity risk. The Group does not use derivative financial instruments for speculative purposes.

Currency risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. The Group did not enter into any derivative instruments to manage this risk during 2024.

Credit risk

The Group's principal financial assets are bank balances and cash, trade and other receivables.

The Group's credit risk is primarily attributable to its trade receivables. The amounts shown in the balance sheet are net of allowances for doubtful receivables.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group utilises bank overdrafts and short-term loans when required.

Interest bearing assets are primarily held at fixed rates to ensure certainty of cash flows.

Dividends
Interim dividends of €57,090,000 (*2023:* €51,900,000) were paid during the year.

Events after the end of the reporting period
There are no material post-balance sheet events that need to be reported on.

Future Developments
The directors plan to develop the activities of the Group, taking into account the general economic conditions that are likely to exist in the coming year.

Directors
The directors who held office during the year were as follows:-
D A Hewitt
P Hahn
G De Lucia
Q Zheng
R Baum
D Siroky

P J McDonald
I Lobley – Non-Executive Director
A Sanders-Champney – Non-Executive Director

Qualifying indemnity insurance in relation to the above-named directors is in force.

Research and Development
The Group continues to invest in research and development, both with the objective of cost optimisation and innovation. The research and development team work closely with the manufacturing and commercial teams to develop and expand the Group's product range.

Anti-bribery and corruption
It is Group policy to conduct all business in an honest and ethical manner. The Group takes a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all business dealings and relationships wherever it operates. Further, the Group operate and enforce effective systems to counter bribery and corruption.

Going Concern
Based on current financial resources and continuance of recent historic trading patterns, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, therefore they continue to adopt the going concern basis for accounting in preparing the consolidated financial statements.

The Group has sufficient visibility over its next 12-month cash flows from the date of the audit report to be confident of being able to manage through any realistic material trading risks.

Customer and Supplier Interests
The long-term ethos of the Group has always been to build strategic partnerships with customers and suppliers as they are viewed as a key building block in operating a sustainable business model. The Group will always work with customers to ensure they have payment terms which are typical of the business environment in which they operate but will always be understanding where additional short term support is required. As customer service is key for the Group, the Group also regularly hold high levels of strategic inventories to ensure that any supply chain disruption is kept to a minimum for our customer base. Similarly, with suppliers, the Group is a good payer and always strive to pay invoices to terms.

Environmental Responsibilities
The Group is required to report under the Streamlined Energy and Carbon Reporting (SECR) requirements for its UK operations. The Board fully endorse the principle of the requirements and consequently have extended the scope of the reporting to cover the whole Group. This reporting has been made in the Strategic Report above, alongside the new TCFD report.

Post Balance Sheet Events (FRS 102 Section 32)
The directors have assessed events subsequent to the balance sheet date and confirm that there have been no material post balance sheet events requiring adjustment to or disclosure in the consolidated financial statements in accordance with Section 32 of FRS 102.

Statement as to Disclosure of Information to Auditors
The directors have taken all the necessary steps to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

As far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditors

Forvis Forvis Mazars LLP have expressed their willingness to continue in office and the Audit and Risk Committee has recommended to the Directors that they be re-appointed as such.

Approved by the board and issued on its behalf.

D A Hewitt

D A Hewitt (Jun 20, 2025 14:13 GMT+1)

D A Hewitt
Director
Date:

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

- Select suitable accounting policies and then apply them consistently;
- Make judgments and accounting estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the consolidated financial statements; and
- Prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time, the financial position of the Company and the Group and to enable them to ensure that the consolidated financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATO HOLDINGS LIMITED

Opinion

We have audited the consolidated financial statements of Tato Holdings Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the consolidated financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the consolidated financial statements:

- give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2024 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 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 consolidated financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATO HOLDINGS LIMITED (Continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 consolidated 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 consolidated financial statements are prepared is consistent with the consolidated 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 light of the knowledge and understanding of the Group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the consolidated 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 statement of directors' responsibilities set out on page 19, the directors are responsible for the preparation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATO HOLDINGS LIMITED (Continued)

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 the consolidated financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

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. Based on our understanding of the Group and the parent company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the consolidated financial statements: UK tax legislation, pensions legislation and anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the consolidated financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to revenue recognition (which we pinpointed to the cut-off assertion), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATO HOLDINGS LIMITED (Continued)

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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

Use of the audit report

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

Tim Hudson (Jun 20, 2025 15:45 GMT+1)

Tim Hudson (Senior Statutory Auditor)

for and on behalf of Forvis Mazars LLP

Chartered Accountants and Statutory Auditor

Forvis Mazars LLP, One St Peter's Square, Manchester M2 3DE

Date: 20/06/2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
YEAR ENDED 31 DECEMBER 2024

Continuing operations	Notes	€'000	2024 €'000	€'000	2023 Restated €'000
Turnover	3		648,974		642,380
Cost of sales (restated)			(411,559)		(444,147)
Gross profit			237,415		198,233
Sales and distribution costs (restated)		(68,733)		(62,665)	
Administrative expenses		(68,910)		(52,613)	
			(137,643)		(115,278)
Other operating income			157		224
Operating profit	8		99,929		83,179
Interest receivable and similar income	6	7,003		5,343	
Interest payable and similar charges	7	(120)		(302)	
			6,883		5,041
Profit on ordinary activities before taxation			106,812		88,220
Tax on profit on ordinary activities	9		(36,197)		(23,362)
Profit for the year attributable to owners of the parent			70,615		64,858
Other comprehensive income:					
Currency translation differences on foreign operations	8		(9,735)		6,454
Actuarial losses in the year (net of deferred tax)	20		(2,535)		(2,225)
Total comprehensive income for the year attributable to owners of the parent, net of tax			58,345		69,087

All results were derived from continuing operations.

The Company has elected to take the exemption under Section 408 of the Companies Act 2006 not to present the Company profit or loss. The profit for the Company for the year was €63,090,000 (*2023: €76,413,000*).

The notes 1 to 23 are an integral part of these consolidated financial statements

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2024

	Notes	€'000	2024 €'000	€'000	2023 €'000
Fixed Assets					
Intangible assets	10		3,887		3,453
Tangible assets	11		283,124		283,138
			287,011		286,591
Current Assets					
Stocks	13	162,407		157,011	
Trade and other debtors	14	120,210		125,059	
Cash and cash equivalents		170,076		156,933	
		452,693		439,003	
Creditors					
Amounts falling due within one year	15	(59,978)		(56,191)	
Net Current Assets			392,715		382,812
Total Assets less Current Liabilities			679,726		669,403
Creditors					
Amounts falling due after more than one year	16		(4,190)		(4,000)
Provision for liabilities and charges	17		(25,314)		(17,786)
Net Assets			650,222		647,617
Capital and Reserves					
Called up share capital	18		2,942		2,942
Share premium account			8		8
Capital redemption reserve			250		250
Merger relief reserve			30,210		30,210
Profit and loss account			616,812		614,207
Shareholders' Funds			650,222		647,617

The notes 1 to 23 are an integral part of these consolidated financial statements

Approved by the board on

P McDonald
P McDonald (Jun 20, 2025 14:31 GMT+1)

P J McDonald
Director

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2024

	Notes	€'000	2024 €'000	€'000	2023 €'000
Fixed Assets					
Investments	12		216,925		216,925
Current Assets					
Debtors	14	120		4,770	
Cash and cash equivalents		64,200		47,459	
		64,320		52,229	
Creditors					
Amounts falling due within one year	15	(200)		(109)	
Net Current Assets			64,120		52,120
Provision for Liabilities and Charges			(6,000)		-
Total Assets less Current Liabilities			275,045		269,045
Capital and Reserves					
Called up share capital	18		2,942		2,942
Share premium account			8		8
Capital redemption reserve			250		250
Profit and loss account			271,845		265,845
Shareholders' Funds			275,045		269,045

The notes 1 to 23 are an integral part of these consolidated financial statements

Approved by the board on

P McDonald
P McDonald (Jun 20, 2025 14:31 GMT+1)

P J McDonald
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 DECEMBER 2024

	Share Capital €'000	Share Premium Account €'000	Capital Redemption Reserve €'000	Merger Reserve €'000	Profit & Loss Account €'000	Total €'000
At 1 January 2023	2,942	8	250	30,210	597,020	630,430
Retained profit for the year	-	-	-	-	64,858	64,858
Other comprehensive income:						
Currency translation differences on foreign operations	-	-	-	-	6,454	6,454
Actuarial losses arising on defined benefit pension schemes (net of deferred tax)	-	-	-	-	(2,225)	(2,225)
Dividends	-	-	-	-	(51,900)	(51,900)
At 31 December 2023	2,942	8	250	30,210	614,207	647,617
Adjustment to opening reserves resulting from hyperinflation in Turkey	-	-	-	-	1,350	1,350
Retained profit for the year	-	-	-	-	70,615	70,615
Other comprehensive income:						
Currency translation differences on foreign operations	-	-	-	-	(9,735)	(9,735)
Actuarial losses arising on defined benefit pension schemes (net of deferred tax)	-	-	-	-	(2,535)	(2,535)
Dividends	-	-	-	-	(57,090)	(57,090)
At 31 December 2024	2,942	8	250	30,210	616,812	650,222

Reserves

Share premium account – This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Capital redemption reserve – This reserve represents the nominal value of the shares re-acquired by the Company for capital maintenance purposes.

Merger reserve – This reserve represents the application of merger accounting arising from previous group reorganisations.

The notes 1 to 23 are an integral part of these consolidated financial statements

COMPANY STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 DECEMBER 2024

	Share Capital €'000	Share Premium Account €'000	Capital Redemption Reserve €'000	Profit & Loss Account €'000	Total €'000
At 1 January 2023	2,942	8	250	241,332	244,532
Retained profit for the year	-	-	-	76,413	76,413
Dividends	-	-	-	(51,900)	(51,900)
At 31 December 2023	2,942	8	250	265,845	269,045
Retained profit for the year	-	-	-	63,090	63,090
Dividends	-	-	-	(57,090)	(57,090)
At 31 December 2024	2,942	8	250	271,845	275,045

Reserves
Share premium account – This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Capital redemption reserve – This reserve represents the nominal value of the shares re-acquired by the Company for capital maintenance purposes.

Profit and loss account – This reserve represents the cumulative profits and losses recognised.

The notes 1 to 23 are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS
YEAR ENDED 31 DECEMBER 2024

	Notes	€'000	2024 €'000	€'000	2023 €'000
Cash flows from operating activities					
Operating profit		99,929		83,179	
Adjustments for:					
Depreciation & impairment of tangible assets		21,118		21,079	
Profit on disposal of tangible assets		(308)		(370)	
Amortisation of intangible assets		1,586		1,415	
Employer contributions to pension liability		(412)		(1,251)	
Increase/(decrease) in other provisions		7,325		(4,342)	
Exchange rate (gains)/losses		(2,491)		2,911	
Operating cash flow before movement in working capital		126,747		102,621	
(Increase)/Decrease in stocks		(10,703)		66,035	
(Increase)/Decrease in debtors		(2,368)		4,011	
Increase/(Decrease) in creditors		2,169		(7,055)	
Interest received		4,424		1,760	
Taxation paid		(23,029)		(27,098)	
Net cash inflow from operating activities			97,240		140,274
Cash flows from investing activities					
Proceeds from sale of tangible assets		540		622	
Payments to acquire tangible assets		(23,819)		(20,408)	
Payments to acquire intangible assets		(2,237)		(1,493)	
Net cash outflow from investing activities			(25,516)		(21,279)
Cash flows from financing activities					
Dividends paid		(57,090)		(51,900)	
Interest paid		(120)		(302)	
Net cash outflow from financing activities			(57,210)		(52,202)
Net cash increase in cash and cash equivalents			14,514		66,793
Cash and cash equivalents at the beginning of the year			156,933		89,620
Foreign exchange rate movement			(1,414)		520
Cash and cash equivalents at the end of the year	21		170,033		156,933

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

1. Accounting Policies

1.1 General Information

Tato Holdings Limited ('the Company') is a private Company limited by shares and incorporated in the United Kingdom under the Companies Act and registered in England & Wales. The address of its registered office and principal place of business is Wincham Avenue, Wincham, Northwich, Cheshire, CW9 6GB. Tato Holdings Limited is a parent undertaking and therefore these consolidated financial statements present the financial information of the Company and its subsidiary undertakings (together referred to as "the Group").

The principal activity of the Group is that of manufacture and distribution of speciality chemicals.

The consolidated financial statements are reported in Euros, this being the functional and reporting currency for the Group. As required by the Registrar of Companies, the sterling exchange rate for the year ended 31 December 2024 is £1: €1.18 (2023*:* £1: €1.15).

All values are rounded to the nearest thousand (€'000), except when otherwise stated.

1.2 Basis of preparation

These consolidated financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' ('FRS 102') and applicable legislation as set out in the Companies Act 2006 and Schedule 1 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. These consolidated financial statements have been prepared under the historical cost convention.

The Company has taken advantage of the following exemptions in preparing these consolidated financial statements;

(i) from preparing a statement of cash flows in accordance with Section 7 Cash Flow Statements. This information is provided on a consolidated basis for the Group as a whole;
(ii) from providing the financial instrument disclosures, required under paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29; this information is provided at a Group level in these consolidated financial statements; and
(iii) from disclosing the Company's and the Group's key management personnel compensation, as required by paragraph 33.7.

1.3 Basis of consolidation

The consolidated financial statements incorporate the results of the Company and its subsidiary undertakings for the year ended 31 December 2024. Subsidiaries are included within the consolidation where the Company has control over such entities, thereby having the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities. The financial statements of subsidiaries that are acquired or disposed of within the financial year are included within, or excluded from, the consolidation from the date that the Company obtains, or loses, control.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. The accounting years of subsidiaries are coterminous with those of the Company..

The details of the subsidiaries within the Group are set out in note 12.

The Company has taken advantage of the exemption conferred by Section 408 of the Companies Act 2006 and, accordingly, a separate profit and loss account has not been presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

1. Accounting Policies (Continued)

1.4 Going concern

These consolidated financial statements have been prepared on a going concern basis.

The current economic conditions present increased risks for all businesses. In response to such conditions, the directors have carefully considered these risks, including an assessment of uncertainty on future trading projections for a period of at least twelve months from the date of approval of the consolidated financial statements by the directors, and the extent to which they might affect the preparation of the financial statements on a going concern basis.

Based on this assessment, the directors consider that the Group maintains an appropriate level of liquidity, sufficient to meet the demands of the business.

In addition, the Group's assets are assessed for recoverability on a regular basis, and the directors consider that the Group is not exposed to losses on these assets which would affect their decision to adopt the going concern basis.

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and that there are no material uncertainties that lead to significant doubt upon the Group's ability to continue as a going concern. Thus, the directors have continued to adopt the going concern basis of accounting in preparing these consolidated financial statements.

1.5 Revenue recognition

Sale of goods

Revenue is measured at the fair value of the consideration received or receivable and represents amounts for the sale of goods and the rendering of services, net of discounts and other sales-related taxes.

Revenue arises from the sale of manufactured products and from the provision of associated services.

Revenue from the sale of goods is recognised when all the following conditions are satisfied:
a) the goods have been despatched;
b) the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
c) the amount of revenue can be measured reliably;
d) it is probable that the economic benefits associated with the transaction will flow to the Group; and
e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income

Interest income is recognised as interest accrues using the effective interest rate method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

1. Accounting Policies (Continued)

1.6 Taxation

Tax expense for the period comprises current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future give rise to a deferred tax liability or asset. Timing differences are differences between taxable profits and total comprehensive income as stated in the consolidated financial statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the consolidated financial statements.

Deferred tax is also recognised in relation to revaluing certain assets. Income or expenses from a subsidiary, which is recognised in the consolidated financial statements will be assessed to or allowed for tax in a future period, except where the reporting entity is able to control the reversal of the timing differences, and it is probable that the timing difference will not reverse in the foreseeable future. In addition, deferred tax is recognised through fair value adjustments arising on business combinations.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expected to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and there is the intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.7 Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date the transactions took place. Where this is not possible to determine, income and expense items are translated using an average exchange rate for the period.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are reported at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non- monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date of monetary assets and liabilities are reported in the statement of comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

1. Accounting Policies (Continued)

1.8 Intangible assets

Intangible assets comprise acquired software and product registration costs.

Intangible assets are initially recognised at cost, which is the purchase price plus any directly attributable costs. Subsequently, intangible assets are measured at cost less any accumulated amortisation and impairment losses.

Computer software is recognised as an intangible asset if it is operating as a separate intangible asset rather than part of an item of property, plant and equipment.

Product registration costs capitalised as an intangible asset are those costs incurred to register products with relevant legislative bodies to allow the sale of those products. Only costs generated by third-parties are capitalised. Internally generated registration costs are not capitalised, but are expensed as they are incurred. This policy applies when registration is required for the first time. Fees for ongoing maintenance of product registrations are written off in the year in which they are incurred.

Amortisation is charged on a straight-line basis to administrative expenses in profit or loss over the shorter of the useful life of the asset or the contractual or legal rights arising on acquisition. The useful lives are as follows:

- Product registration costs – the shorter of the registration period or the expected period from which future economic benefits are expected to be generated from sales of the product. There is a rebuttable presumption that this is not expected to exceed 10 years.
- Computer software - 3 to 5 years

Intangible assets are tested for impairment where indication of impairment exists at the reporting date.

1.9 Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost less any provision for impairment.

1.10 Tangible assets

Property, plant and equipment are initially recognised at cost which is the purchase price plus any directly attributable costs. Subsequently property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Depreciation is charged so as to allocate the cost of an asset, less its estimated residual value, over its estimated useful life using a straight-line basis as follows:

Freehold and leasehold buildings	5 to 50 years
Leasehold improvements	over the period of the lease
Plant, machinery, fixtures and fittings	4 to 15 years
Motor vehicles	4 to 5 years

Freehold land held is deemed to have an unlimited useful life and therefore is not depreciated.

Periodically, the classification of categories within the Tangible assets financial statement line item will be reviewed and where a reclassification within Note 11 is required to better present these assets, the

1. Accounting Policies (Continued)

opening balance within the note disclosure will be reclassified. Such reclassifications between categories have no impact on the numbers recorded within Fixed Assets on the Consolidated balance sheet and are reclassified in the note, purely to provide greater understanding to the users of these financial statements. In the current year this led to £21,201,000 of Freehold & leasehold land and buildings being reclassified to Plant, machinery, fixtures and fittings (£20,398,000) and Motor vehicles (£803,000)

1.11 Impairment of assets

At each reporting date the Group reviews the carrying value of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset, or cash generating unit. The present value calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset, and from its ultimate disposal, applying an appropriate discount rate to those future cash flows.

Where the recoverable amount of an asset is less than the carrying amount, an impairment loss is recognised immediately in profit or loss. An impairment loss recognised for all assets is reversed in a subsequent period if, and only if, the reasons for the impairment loss have ceased to apply. Impairment losses are charged to profit or loss in administration expenses.

1.12 Stock

Stock is stated at the lower of cost and net realisable value. Cost is calculated using the first-in first-out method and consists of material and direct labour costs, together with an appropriate proportion of production overheads. Net realisable value is calculated as the estimated selling price in the ordinary course of business less the estimated costs of manufacture and the estimated costs necessary to make the sale (net of trade discounts but before settlement discounts).

1.13 Leases

Payments made under operating lease arrangements are charged to profit or loss on a straight-line basis over the lease term.

1.14 Financial instruments

Financial assets and liabilities are recognised when the Group becomes party to the contractual provisions of the financial instrument. The Group holds both basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, equity investments, trade and other creditors, and loans and borrowings, and other financial instruments. The Group has chosen to apply the provisions of FRS 102 in full in regards to Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instruments*.

Financial assets – classified as basic financial instruments

(i) *Cash and cash equivalents*

Cash and cash equivalents include cash in hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

1. Accounting Policies (Continued)

(ii) Trade and other debtors

Trade and other receivables are initially recognised at the transaction price, including any transaction costs, and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Amounts that are receivable within one year are measured at the undiscounted amount of the cash expected to be received, net of any impairment.

At the end of each reporting period, the Group assesses whether there is objective evidence that any receivable amount may be impaired. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised immediately in profit or loss.

(iii) Equity investments

Equity investments comprise holdings in ordinary equity shares. Equity investments in subsidiary undertakings are initially recognised at fair value, which is the transaction price excluding transaction costs and are subsequently measured at fair value through profit or loss where a reliable fair value can be measured. Where the fair value cannot be measured reliably, the equity instruments are held as cost less impairment.

Financial liabilities – classified as basic financial instruments

(iv) Trade and other payables and loans and borrowings

Trade and other payables and loans and borrowings are initially measured at the transaction price, including any transaction costs, and subsequently measured at amortised cost using the effective interest method. Amounts that are payable within one year are measured at the undiscounted amount of the cash expected to be paid.

Equity

Equity instruments are classified in accordance with the substance of the contractual agreement. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments issued by the Group are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Forward exchange contracts and derivatives

Entities may enter into forward foreign exchange contracts as required by normal operating requirements. Material open contracts at the year-end are recorded at fair value, with any gain or loss recognised immediately in profit or loss.

1.15 Provisions

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that the obligation will be required to be settled, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are discounted when the time value of money is material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

1. Accounting Policies (Continued)

1.16 Retirement benefits

The Group operates defined contribution pension schemes and defined benefit pension schemes. Obligations for contributions to the defined contribution pension schemes are charged to profit or loss in the period to which the contributions relate.

For the defined benefit schemes, the pension costs are assessed using the projected unit of credit method and reviewed annually by independent actuaries. Service costs are charged to profit or loss so as to spread the costs over the service lives of employees. Net interest on the net defined benefit liability (asset) is determined by multiplying the net defined benefit liability (asset) by the discount rate, as determined at the start of the annual reporting period, taking account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments. Net interest is charged to profit or loss in the period.

Re-measurements of the net defined benefit liability (asset) are charged through other comprehensive income in the period in which they occur. Re-measurement of the net defined benefit liability recognised in other comprehensive income is not reclassified to profit or loss in a subsequent period. Re-measurements of the net defined benefit liability (asset) comprise actuarial gains and losses, the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset).

If the defined benefit plan has been curtailed or settled during the year, the defined benefit obligation is decreased or eliminated, and the Group recognises the resulting gain or loss in profit or loss in the current period.

These steps are calculates using the following principles:

- Monetary items in the balance sheet are not restated.
- Non-monetary items are restated based on the change in the general price index between the acquisition date of the item and the reporting date.
- All items of income or expenditure in the statement of comprehensive income are restated based on the change in the general price index between the date when the items were initially recorded and the reporting date.
- The gain or loss on the net monetary position is included in net income

1.17 Hyperinflation economies

Where the Group has an entity that has a functional currency which is the currency of a hyperinflationary economy, the financial statements of that entity will be adjusted for the effects of hyperinflation, in accordance with Section 31: Hyperinflation of FRS 102. The financial statements of the entity are restated by applying a general price index in terms of the measuring unit current at the reporting date, using the following process:

- Step 1 – Restate the opening balance sheet in terms of the measuring unit at the reporting date.
- Step 2 – Restate the closing balance sheet in terms of the measuring unit at the reporting date.
- Step 3 – Restate the statement of comprehensive income to reflect changes in the price index.
- Step 4 – calculate the gain or loss on the net monetary position, derived as the difference resulting from the restatement of non-monetary assets, owners' equity and items in the statement of profit or loss and OCI.

2. Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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.

Critical accounting judgements

The critical accounting judgements that the directors have made in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the statutory consolidated financial statements are discussed below.

(i) Assessing indicators of impairment

In assessing whether there have been any indicators of impairment to assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability.

(ii) Assessing whether a defined benefit surplus should be recognised

A defined benefit surplus is only recognised if it meets the following criteria: if the Company has an unconditional right to a refund or expects to be able to realise the surplus through payment holidays; or if the Company can realise it at some point during the life of the scheme or when the scheme liabilities are settled. If the criteria are not met then a defined benefit surplus is not recognised. In addition, the relevant Trust Deed must specify that a surplus may be refunded to the Company. Consideration will also be given to the effect of asset price volatility on any surplus and the prudence of recognising it on the balance sheet.

(iii) Assessing recognition of constructive obligation

The previous actions of a predecessor company have led to a liability to remediate waste products. Although the obligation to remediate the waste was acquired by a third party, the directors have considered the moral obligations and reputation of the Group in deciding to recognise a constructive obligation for the liability.

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

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(iv) Estimating value in use

Where an indication of impairment exists, the directors will carry out an impairment review to determine the recoverable amount, which is the higher of fair value less cost to sell and value in use. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the asset or the cash generating unit and a suitable discount rate in order to calculate present value.

(v) Recoverability of receivables

The Group establishes a provision for receivables that are estimated not to be recoverable. When assessing recoverability, the directors consider factors such as the aging of the receivables, past experience of recoverability, and the credit profile of individual or groups of customers.

(vi) Determining residual values and useful economic lives of property, plant and equipment and intangible assets

The Group depreciates tangible assets over their estimated useful lives. The estimation of the useful lives of assets is based on historic performance as well as expectations about future use and therefore requires estimates and assumptions to be applied by management. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, product life cycles and maintenance programmes. Judgement is applied by management when determining the residual values for plant, machinery and equipment. When determining the residual value management aim to assess the amount that the Group would currently obtain for the disposal of the asset, if it were already of the condition expected at the end of its useful economic life. Where possible this is done with reference to external market prices.

(vii) Measurement of defined pension scheme obligation

The Group has obligations to pay pension benefits to certain employees. The cost of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, salary increases, assets valuations and the discount rate to be applied. Management estimates these factors in determining the pension obligation in the balance sheet. The assumptions reflect historical experience and current trends.

(viii) Recognition of deferred tax asset

Management judgment is required in the recognition of deferred tax assets. Management must assess the probability that the deferred tax assets will be recovered from future taxable profits. The actual results may differ from these estimates due to, among other factors, future changes in business environment, changes in tax legislation, or results from inspections by tax authorities or by courts of law.

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

(ix) Provisions for remedial works

The provisions for remedial works relate to ongoing and anticipated potential future work as a result of previous activities. The estimates of costs to completion of any such works are provided by independent experts. By their very nature, these costs are expected to extend for a number of years into the future and are uncertain as to their extent and timing.

3. Turnover

The Group supplies speciality chemicals to customers on a worldwide basis. All turnover is generated from the sale of goods.

In the opinion of the directors the disclosure of the information required by Schedule 1: 68 (5) of the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 would be seriously prejudicial to the interests of the Group.

4. Staff Costs

Group	**2024** €'000	**2023** €'000
Staff costs were as follows:		
Salaries	104,426	99,094
Social security costs	16,499	17,906
Pension costs	9,806	9,845
	130,731	126,845

The average number of employees during the year was 1,665 (2023: 1,647), of which 110 (2023: 108) are located in the UK, and may be analysed as follows:

Manufacturing	824	830
Administration	841	817
	1,665	1,647

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

5. Directors' Remuneration

Group	**2024 €'000**	**2023 €'000**
Emoluments	3,991	3,788
Contributions to money purchase pension scheme	209	201
	4,200	3,989

The number of directors accruing benefits under pension schemes was as follows:

Money purchase schemes	5	5
	5	5

Included above are the following amounts in respect of the highest paid director:

	€'000	**€'000**
Emoluments	965	897
Contributions to money purchase pension scheme	-	-

Key management personnel are considered to comprise the Group directors.

6. Interest receivable and similar income

Group	**2024 €'000**	**2023 €'000**
Interest receivable	4,537	1,829
Other finance income relating to pension schemes (see note 20)	2,466	3,514
	7,003	5,343

7. Interest payable and similar charges

Group	**2024 €'000**	**2023 €'000**
On bank loans and overdrafts	120	302
	120	302

8. Operating profit

The operating profit is stated after charging/(crediting):

Group		**2024** €'000	**2023** €'000
Depreciation & impairment of tangible assets		21,118	21,079
Amortisation of intangible fixed assets		1,586	1,415
(Profit) on disposal of tangible fixed assets		(308)	(370)
Auditor's remuneration	- audit services	709	501
	- taxation compliance	108	51
	- other services	249	84
Other auditors of the group	- audit services	11	134
	- taxation compliance	-	17
	- other services	-	4
Operating lease rentals		1,923	1,605
Net exchange rate (gains)/losses		(2,491)	2,911

The net exchange rate (gains)/losses above charged to operating profit during the year comprise realised exchange (gains)/losses and unrealised exchange (gains)/losses on retranslation of monetary assets and liabilities at the year-end in accordance with note 1.7. There were no material open forward foreign exchange contracts at the year-end.
Exchange differences through operating profit are impacted by currency translation differences on re-translation of opening assets and liabilities denominated other than in Euros, recognised in other comprehensive income, amounting to €9,750,000 loss (*2023:* €6,454,000 gain).

During the period, it was identified that freight costs of £9,425,000 were presented within Sales and distribution costs, in the prior period, when these should have been presented within Cost of sales reflecting the nature of these costs. The 2023 comparatives in the Statement of Comprehensive Income have been restated to reflect this for comparability to 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

9. Tax on Profit on Ordinary Activities before Taxation

		2024		2023
	€'000	€'000	€'000	€'000
a) Analysis of charge in period				
Current tax				
UK Corporation tax for the period	1,571		719	
Adjustments in respect of previous years	(55)		-	
		1,516		719
Foreign Tax				
Corporation tax	32,836		23,403	
Adjustments in respect of previous years	(81)		1,154	
		32,755		24,557
Total current tax		34,271		25,276
Deferred tax				
Origination and reversal of timing differences				
United Kingdom – current year	870		581	
United Kingdom – previous years	95		16	
Overseas – current year	959		(2,511)	
Overseas – previous years	2		-	
		1,926		(1,914)
Tax on profit on ordinary activities		36,197		23,362

	2024	2023
b) Reconciliation and factors affecting tax charge for year		
Profit on ordinary activities before taxation	106,812	88,220
Profit on ordinary activities by standard rate of corporation tax in the UK of 25.00% (2023: 23.52%)	26,703	20,749
Expenses not deductible for tax purposes	3,755	(320)
Research and development tax credits	(336)	(302)
Income not taxable	(333)	10
Losses carried back	(1,445)	-
Allowable losses	-	(291)
Adjustment to tax in respect of prior years	(39)	1,170
Adjustment to tax in respect of foreign tax rates	2,618	2,179
Other reconciling differences	5,274	167
Tax on profit on ordinary activities	36,197	23,362

9. Tax on Profit on Ordinary Activities before Taxation (Continued)

c) Tax rate changes

The standard rate of tax applied to reported profit on ordinary activities is 25.00% (2023: 23.52%). The deferred tax balances at 31 December 2024 have been calculated at 25% (2023: 25%). The Directors are satisfied as to the recoverability of the recognised deferred tax assets at 31 December 2024 based on their assessment of the levels of future forecast profitability, as approved by the Board of Directors.

10. Intangible Fixed Assets

	Computer Software €'000	Product Registration €'000	Total €'000
Cost			
At 1 January 2024	10,110	280	10,390
Exchange rate differences	167	(10)	157
Additions	1,059	1,178	2,237
Disposals	(590)	-	(590)
At 31 December 2024	10,746	1,448	12,194
Accumulated amortisation and impairment			
At 1 January 2024	6,892	45	6,937
Adjustment to account for hyperinflation in Turkey	39	196	235
Exchange rate differences	139	-	139
Charge for the year	1,515	71	1,586
Disposals	(590)	-	(590)
At 31 December 2024	7,995	312	8,307
Carrying amounts			
At 31 December 2024	2,751	1,136	3,887
At 31 December 2023	3,218	235	3,453

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2024

11. Tangible Fixed Assets

	Assets in the course of construction €'000	Freehold & leasehold land and buildings €'000	Plant machinery fixtures & fittings €'000	Motor Vehicles €'000	Total €'000
Cost					
At 1 January 2024 (restated)	60,906	240,123	218,749	8,846	528,624
Adjustment to account for hyperinflation in Turkey	-	-	131	102	233
Exchange rate differences	1,266	(2,177)	(5,655)	(19)	(6,585)
Transfers between categories	(49,321)	1,891	47,430	-	-
Additions	10,396	1,007	9,032	2,387	22,822
Disposals	(18)	(1,347)	(3,621)	(1,418)	(6,404)
At 31 December 2024	23,229	239,497	266,066	9,898	538,690
Accumulated depreciation and impairment					
At 1 January 2024 (restated)	981	89,285	150,449	4,771	245,486
Adjustment to account for hyperinflation in Turkey	-	-	123	95	218
Exchange rate differences	(129)	(1,642)	(3,296)	(17)	(5,084)
Charge for the year	-	6,078	13,484	1,556	21,118
Disposals	-	(1,324)	(3,577)	(1,271)	(6,172)
At 31 December 2024	852	92,397	157,183	5,134	255,566
Carrying amounts					
At 31 December 2024	22,377	147,100	108,883	4,764	283,124
At 31 December 2023	59,925	150,838	68,300	4,075	283,138

12. Fixed Assets – Investments

	Company €'000
Investment in group undertakings at cost	
At 1 January and 31 December 2024	216,925

The Group's subsidiary undertakings are as follows:-

Subsidiary	Country of Incorporation and Registered Office
Thor Specialties Inc	251 Little Falls Drive, Wilmington, DE 19808, United States of America
Thor Brasil Ltda	Alameda Caiapos 861, Tambore, Sao Paulo SP, Brazil
Thor Specialities (UK) Ltd	Wincham Avenue, Wincham, Northwich, Cheshire, CW9 6GB, Great Britain
Thor Chemicals India Private Limited	Fairmount CHS Ltd, Office No.1702 & 1703, Plot Number 4,5&6, Sector Number 17, Sanpada, Navi Mumbai Dist. Thane-400705 India
Thor SARL	325 Rue des Balmes, ZIP, 38150 Salaise sur Sanne, France
Thor GmbH	Landwehrstarsse 1, 67346 Speyer, Germany
Thor Specialties SRL	Via del Pontaccio 2, 21020 Casale Litta (VA), Italy
Thor Specialties (Pty) Limited	67 Newton Road, Wetherill Park, NSW 2164, Australia
Thor Especialidades SA	Poligono Industrial El Pla, Avda. de la Industria 1, 08297 Catellgali, Barcelona, Spain
Thor Japan Limited	3255 Fukaimizugaike-cho,Naka-ku, Sakai Osaka 599-8237, Japan
Thor Specialties SdnBhd	No.9 Jalan 1/114, Kuchai Business Centre, Off Jalan Kuchai Lama, Kuala Lumpur, Malaysia
Thor Group Limited	Bramling House, Bramling, Canterbury, Kent, CT3 1NB, Great Britain
Acti-Chem SA (Pty) Limited	6 Barham Road, Block C, Surry Park, Westville 3630, RSA
Thor Quimicos de Mexico SA de CV	Autopista Mexico-Queretaro Km 182 S/N, Pedro Escobedo, Queretaro 76700, Mexico
Thor Specialty Chemical (Zhenjiang) Co. Limited	No.182 Jingang Avenue, New District, Zhenjiang, Jiangsu 212132, PRC

All subsidiary undertakings are 100% owned by Tato Holdings Limited except for Thor SARL, which is held 98% by Tato Holdings Limited and 2% by Thor Group Limited, and Thor Chemicals India Private Limited, which is held 99% by Thor Specialities (UK) Limited and 1% by Tato Holdings Limited. All investments related to holdings of ordinary shares.

Servicios a la Industria Quimica SA de CV, a dormant company in Mexico, merged with Thor Quimicos de Mexico SA de CV during the year.

The principal group undertakings are involved in the manufacture and distribution of speciality chemicals.

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13. Stocks

	Group	
	2024	**2023**
	€'000	**€'000**
Raw materials and consumables	68,572	81,699
Finished goods and goods for resale	93,835	75,312
	162,407	157,011

The replacement cost of stocks is not materially different from the value included in the consolidated financial statements. During the year €1,552,000 stock impairment losses were released (*2023:* €1,371,000 *recognised*). The total cost of stock recognised as an expense in the year was €345,408,000 (*2023:* €351,540,000).

14. Trade and other debtors

	Group 2024 €'000	**Company 2024 €'000**	**Group 2023 €'000**	**Company 2023 €'000**
Trade debtors	102,926	-	105,493	-
Amounts owed by group undertakings	-	-	-	4,682
Other debtors	8,818	120	4,558	88
Prepayments and accrued income	3,406	-	2,920	-
Taxation recoverable	833	-	6,731	-
Deferred tax	4,227	-	5,357	-
	120,210	120	125,059	4,770

Within the deferred tax asset above, €119,000 (*2023: €nil*) represents previous tax losses that are expected to be recoverable in the future and €1,014,000 (*2023:* €830,000) relates to the pension scheme deficit. The remaining balance represents other timing differences.

15. Creditors - Amounts falling due within one year

	Group 2024 €'000	**Company 2024 €'000**	**Group 2023 €'000**	**Company 2023 €'000**
Amounts falling due within one year:				
Bank overdraft	43	-		
Trade creditors	30,519	-	33,178	-
Amounts owed to group undertakings	-	-	-	-
Corporation tax	6,037	145	1,437	88
Taxation and social security	4,425	-	5,943	-
Other creditors	5,400	-	3,701	-
Accruals and deferred income	13,554	55	11,932	21
	59,978	200	56,191	109

16. Creditors - Amounts falling due after more than one year

	Group 2024 €'000	Company 2024 €'000	Group 2023 €'000	Company 2023 €'000
Amounts falling due after more than one year:				
Other creditors	4,190	-	4,000	-

17. Provision for Liabilities and Charges

Group	Pension Liability €'000	Deferred Tax €'000	Remedial Work €'000	Other €'000	Total €'000
At 1 January 2024	2,768	10,103	1,502	3,413	17,786
Exchange difference	-	418	73	9	500
Charged/(credited) to profit or loss	234	1,143	8,565	(245)	9,697
Debited/(credited) to other comprehensive income	790	(675)	-	-	115
Utilisation	(412)	-	(1,502)	(870)	(2,784)
At 31 December 2024	3,380	10,989	8,638	2,307	25,314

The deferred tax provision represents the full potential liability arising from accelerated capital allowances.

The remedial work provision relates to the estimated costs of ongoing and anticipated potential future remedial works in South Africa as a result of past activities of predecessor entities. It is expected that these costs will be incurred over the next year.

The other provision relates to similar costs for separate remedial works which are expected to be incurred over the next year, and long term service awards.

18. Share Capital

Company	€'000
Authorised:	
At 1 January 2024 and 31 December 2024	
12,500,000 shares of 20 pence each	3,542
Allotted and fully paid:	
At 1 January 2024 and 31 December 2024	
10,380,026 shares of 20 pence each	2,942

The ordinary shares of the company carry no right to fixed income and one voting right per share.

19. Operating Lease Commitments

	Group 2024 €'000	Group 2023 €'000
The Group had total operating lease commitments to pay in respect of operating leases which expire:		
Within one year	1,758	1,780
Within two and five years	4,899	4,467
After more than five years	4,117	4,239
	10,774	10,486

20. Pensions

The Group operates retirement plans worldwide. Until 1 April 1996 the United Kingdom companies' plan was a defined benefit scheme. Thor GmbH also operates a defined benefit scheme, but otherwise all other group company schemes are defined contribution schemes.

a) Defined Benefit Schemes

(i) UK Companies

Until 1 April 1996 the Thor Specialities (UK) Limited contributory pension scheme was a defined benefit scheme and it was funded externally. The contribution rates over the remaining lives of the members of the scheme were made in accordance with actuarial advice. The scheme was established on 18 December 1988 and its last actuarial valuation was undertaken on 5 April 2022. The valuation at that date calculated that the market value of the assets of the scheme totalled €15,557,000, which reflected a level of funding of 173% of actuarial liabilities.

With effect from 1 April 1996, the defined benefit scheme has been frozen. From that date a defined contribution scheme has been in place.

The major assumptions used by the actuary in valuing the defined benefit element of the scheme were:

	As At 31/12/2024	As At 31/12/2023
Rate of increase in pensions in payment	3.30%	3.40%
Discount rate	5.50%	4.30%
Inflation assumption	3.30%	3.40%

The assumptions relating to mortality rates underlying the pension scheme liabilities at the balance sheet date are based on the S4PA tables with improvement factor applied in accordance with the CMI 2023 model using a 1% improvement rate.

20. Pensions (continued)

Amounts recognised in the balance sheet

	2024	**2023**
	€'000	€'000
Fair value of scheme assets	79,144	66,063
Present value of scheme liabilities	(5,576)	(6,130)
Surplus in scheme	73,568	59,933
Surplus not payable to company	(73,568)	(59,993)
Net pension surplus/(liability)	-	-

Reconciliation of the present value of defined benefit obligation

	2024	**2023**
	€'000	**€'000**
Opening balance of scheme liabilities	6,130	6,041
Interest cost	266	286
Actuarial (gains)/losses	(663)	122
Foreign exchange losses	295	145
Benefits paid	(452)	(464)
Closing balance of scheme liabilities	5,576	6,130

Reconciliation of the fair value of scheme assets

	2024	**2023**
	€'000	**€'000**
Opening balance of scheme assets	66,063	78,361
Interest on assets	2,966	3,838
Actuarial gains/(losses)	7,395	(17,544)
Foreign exchange gains	3,172	1,872
Benefits paid	(452)	(464)
Closing balance of scheme assets	79,144	66,063

20. Pensions (continued)

	2024	2023
	€'000	€'000
Equities	64,566	54,387
Other	14,578	11,676
	79,144	66,063

The pension scheme assets include ordinary shares issued by Tato Holdings Limited with a fair value of €60,757,000 (*2023:* €51,429,000). The pension scheme assets do not include any property occupied by, or other assets used by, the Group.

The actual return on scheme assets in the year was €10,432,000 (*2023:* €13,138,000).

The Group expects to contribute €nil to its defined benefit pension scheme in the next financial year.

Analysis of total credit recognised in profit before tax

	2024	2023
	€'000	€'000
Interest credit	(2,700)	(3,552)
Total credit	(2,700)	(3,552)

The total credit is recognised in Interest Payable and similar charges in the Consolidated Statement of Comprehensive Income.

Analysis of total amount recognised in other comprehensive income

	2024	2023
	€'000	€'000
Actuarial gains/(losses)	8,058	(17,666)
Foreign exchange difference on opening unrecognised surplus	2,935	1,732
Change in unrecognised surplus	(13,635)	12,387
Deferred tax adjustment	660	-
Loss recognised in other comprehensive income	(1,982)	(3,547)

20. Pensions (continued)

(ii) Overseas companies

Thor GmbH operates a defined benefit pension scheme for some of its employees as well as a defined contribution scheme for other employees. The last full actuarial valuation of the defined benefit scheme was carried out at 31 December 2024 by a qualified independent actuary.

The major assumptions used by the actuary in valuing the defined benefit scheme were:

	As at 31/12/2024	As at 31/12/2023
Rate of increase in salaries	0.00%	0.00%
Rate of increase in pensions in payment	2.00%	0.80%
Discount rate	5.00%	4.00%

The assumptions relating to mortality rates underlying the pension scheme liabilities at the balance sheet date are based on German 2005 tables.

Amounts recognised in the balance sheet

	2024 €'000	2023 €'000
Fair value of scheme assets	7,166	7,600
Present value of scheme liabilities	(10,546)	(10,368)
Deficit in the scheme	(3,380)	(2,768)
Related deferred tax asset	1,014	830
Net pension liability	(2,366)	(1,938)

The gross deficit is recognised in the consolidated balance sheet in Provision for Liabilities and Charges, and the deferred tax asset is included in Debtors.

Reconciliation of the present value of defined benefit obligation

	2024 €'000	2023 €'000
Opening balance of scheme liabilities	10,368	12,953
Interest cost	503	484
Actuarial losses/(gains)	520	(1,641)
Benefits paid	(845)	(1,428)
Closing balance of scheme liabilities	10,546	10,368

20. Pensions (continued)

Reconciliation of the fair value of scheme assets

	2024 €'000	2023 €'000
Opening balance of scheme assets	7,600	7,084
Interest on assets	269	446
Actuarial (losses)/gains	(270)	247
Contributions by employer	412	1,251
Benefits paid	(845)	(1,428)
Closing balance of scheme assets	7,166	7,600

	2024 €'000	2023 €'000
Cash	7,166	7,600
	7,166	7,600

The pension scheme assets do not include any property occupied by, or other assets used by, the Group.

The actual return on scheme assets in the year was €nil (*2023:* €nil).

Analysis of total expense recognised in profit before tax

	2024 €'000	2023 €'000
Interest cost	234	38
Total expense	234	38

The total expense is recognised in Interest Payable and similar charges in the Consolidated Statement of Comprehensive Income.

20. Pensions (continued)

Analysis of total amount recognised in other comprehensive income

	2024 €'000	2023 €'000
Actuarial (losses)/gains	(790)	1,888
Deferred tax	237	(566)
Losses recognised in other comprehensive income	(553)	1,322

b) Defined contribution schemes

The Group operates a number of defined contribution schemes in various countries. The amounts charged in the profit and loss account for the year amounted to €9,806,000 (*2023:* €9,845,000). The contributions payable at year end amounted to €128,000 (*2023: €*100,000).

21. Analysis of Net Funds

	1 January 2024 €'000	Cashflow €'000	Exchange Difference €'000	31 December 2024 €'000
Cash and cash equivalents	156,388	(2,931)	(1,397)	152,060
Short term deposits	545	17,488	(17)	18,016
Bank overdrafts	-	(43)	-	(43)
Total	156,933	14,514	(1,414)	170,033

22. Capital Commitments

	2024 €'000	2023 €'000
Capital expenditure authorised or contracted for but not provided for in the consolidated financial statements	5,294	43,865

The Group has no other off-balance sheet arrangements.

23. Ultimate Controlling Party and Related Party Transactions

The directors regard Eurotrust to be the ultimate controlling party.

The Company has taken the exemption permitted under Section 33 Related Party Disclosures not to disclose the related party transactions entered into between the company and wholly-owned Group subsidiaries. All transactions and balances between the Company and its subsidiaries have been eliminated on consolidation.

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23. Ultimate Controlling Party and Related Party Transactions (continued)

Related party transactions that occurred in the year include dividends declared and paid to Eurotrust amounting to €35,361,000 (2023: €32,147,000) and to 3i Plc amounting to €15,183,000 (2023: €13,803,000), and Non-Executive Director's fees and expenses paid to 3i Plc of €64,000 (2023: €64,000) of which €30,000 (2023: €9,000) was outstanding at the year end.