SRT

ANNUAL REPORT

2024

Contents

Directors and Advisors

Directors
Simon Tucker
Neil Peniket
Richard Hurd
Jean Francois Bonnin
Kevin Finn
Simon Rogers
Simon Barrell

Secretary
Richard Hurd

Registered Office
Wireless House
Westfield Industrial Estate
Midsomer Norton
Bath
BA3 4BS

Bankers
Barclays Bank plc
4-5 Southgate Street
Bath
BA1 1AQ

Auditors
CLA Evelyn Partners Limited
Statutory Auditor & Chartered Accountants
Portwall Place
Portwall Lane
Bristol
BS1 6NA

Solicitors
CMS Cameron McKenna
Mitre House
Mitre House
London
EC1A 4DD

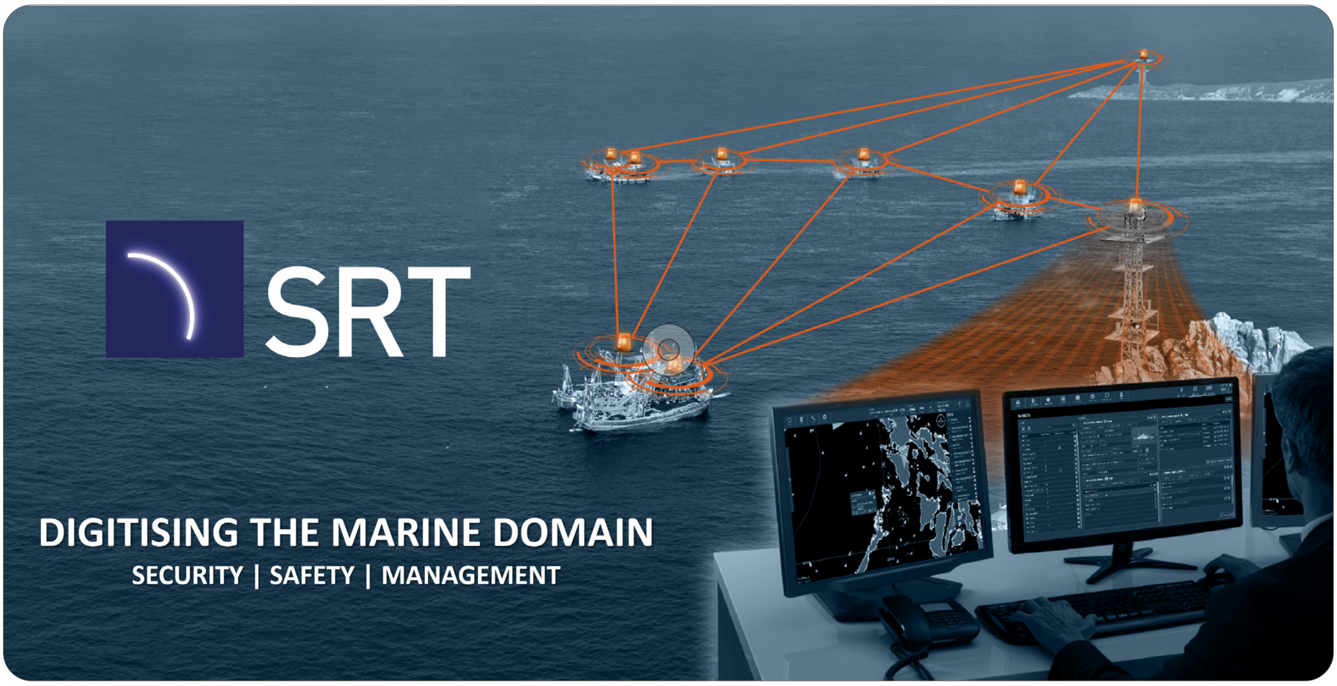
Nominated Advisor & Broker
Cavendish
60 New Broad Street
London
EC2M 1JJ

Registrars
Computershare Investor Services PLC
PO Box 82
The Pavilions
Bridgewater Road
Bristol
BS99 7NH

Company registered number
05459678

Website
www.srt-marine.com

About SRT Marine Systems plc



Our technologies and products enable our customers to solve important maritime issues such as navigation safety, national security, sustainable fishing and environment protection.

Every day, hundreds of thousands of marine stakeholders across the world, from boat owners and operators to national coast guards, security and safety agencies and fishery regulators rely upon SRT developed and supplied products and systems to provide them with the data, insight and operational tools they need to effectively and efficiently fulfil their objectives.

Our products range from digital navigation safety transceivers, which are fitted to boats and buoys and enable them to instantly see and identify each other with dramatic enhancements in navigation safety and a key enabler in the coming autonomous era, to national scale integrated maritime surveillance systems that are able to simultaneously track, identify and characterise hundreds of thousands of targets in real time and enable authorities to effectively securitise their sovereign waters and manage national fishing activities sustainably.

The digitising of the marine domain is in its early stages, and through years of strategic technology, product and market investment, SRT has become an established global leader and is now in a position to maximise the opportunities that the continuing development of this substantial market of over 30 million vessels will yield.

Annual Report Highlights

Financial:

Revenues of £14.8m and a loss for the period.

£5.7m new product and technology investment.

£320m of system contracts.

New system contract prospects pipeline of £1.2bn.

Operational:

NEXUS entered pre-production and final certification phase prior to the commencement of shipping in new financial year.

New version of SRT-MDA System deployed across existing SRT system customers with enhanced functionality and performance.

Build-up of SRT system delivery team to support implementation of multiple contracts in multiple countries.

Chairman's Statement

The financial period has been one of significant investment in our technologies, products and capacity in preparation to simultaneously support multiple substantial system projects and launch our NEXUS marine VHF/AIS radio system. These investments place SRT in a transformational situation for the new financial year and the years ahead.

Previously expected substantial revenues from new system contracts and our new NEXUS transceiver will now commence in the new financial year which has resulted in our revenues for the extended 15 month financial period, ending 30 June 2024, being much lower than expected at £14.8m (2023: £30.5m) of which transceivers generated £13.3m and systems £1.5m. Gross profit margin was 28% (2023: 36%) with the reduction due to an increase in system project costs associated with project finalisation and warranty and support activities. Combined with the additional necessary preparation investments for multiple new system projects, this has resulted in a loss after tax of £13.7m (2023: profit £0.1m). As at period ended 30 June 2024, cash was £2.8m (March 2023: £2.2m). As at period ended 30 June 2024, cash was £2.8m (March 2023: £2.2m). Following the period end, we are in the process of finalising a significant financing transaction which includes an equity fund raise of £8.5m that will go for shareholder approval in early December.

Our transceivers business is the global leader in digital maritime navigation safety transceivers. These are used by boats, both commercial and leisure, and on marine infrastructure such as buoys, to enable automated communication and enhance navigation safety day and night and in all weathers. Revenues for the 15-month period were £13.3m, generating a gross profit margin of 49%. We are pleased to report that following the Covid supply chain issues which caused our cost and consequently sales prices to spike, normality has returned resulting in both average cost and selling prices reducing, along with normalised margins and manufacturing lead times.

We distribute our transceiver products via a growing global network of approximately 5,000 value added resellers (VARs) as well as direct to end users, both under our own brands and as an OEM supplier under their brands. This is a hugely valuable network which provides us with global market penetration and therefore during the period we have continued to take care of this network through improving product training and knowledge and preparing them for the coming launch of NEXUS.

In our vessel transceivers business, we primarily sell AIS navigation devices. The long-term underpinning demand drivers for these are well established with a steady build up of regulations around the world, coupled with a standardisation of AIS as an important navigation system when vessels are first bought. During the period we saw sales in our OEM business fall, due to the reduction in brand-new boat purchases which is the primary source of new business for 'packaged' branded marine electronics systems. We expect to see a further fall and then stabilisation in the new year reflecting the reduced market demand for new boats. However, in the retro-fit market, we saw volumes increase with revenues about the same as the previous year due to the per unit price normalisation following the Covid spike. We expect to see the trend of increasing volumes and therefore revenues continue in future years as more and more boat owners fit and use AIS.

Our DAS transceivers division provides specialist digital Aids to Navigation transceivers which are used on buoys and other marine infrastructure to digitally mark them and enable enhanced navigation safety and autonomy. With most of the world's navigation infrastructure still being analogue we see a substantial and long-term market opportunity in which we have invested heavily to develop the necessary technology, products and market distribution. Our focus has been to work with our distribution network and relevant waterway authorities to develop DAS deployment strategies and sales opportunities. We are starting to see the fruits of this strategy with revenues for the 15-month financial period amounting to £2.4m (year to 31 March 2023: £1.2m), whilst maintaining a healthy 81% gross profit margin. Looking to the future, for the first time we now have an identified sales order pipeline which we are targeting and believe we will continue to see this segment grow from its current low base.

Development wise, our focus has been the completion of NEXUS which is a new combined voice and data (VHF/DSC/AIS) marine communications transceiver system, with innovative mobile device integration and functionality. This takes us into a new and significant marine electronics market segment. I am pleased to report that NEXUS has entered pre-production and is in its final phases of user testing and refinement. Following a soft launch in 2023 to some of our dealer network, for the first time we have a forward order book for a new product. In November 2024, NEXUS was officially launched under the em-trak brand as the X100. Our global VAR network enables us to achieve global market presence instantly with shipping to commence during early 2025.

As a new product we will cautiously limit initial sales in order to garner early user feedback and implement market derived ideas before ramping production. Therefore, whilst market indications suggest strong demand, during the initial 6 to 12 months, we will control sales.

Our systems business delivers sophisticated maritime surveillance, intelligence and management systems to national agencies such as Coast Guards, Border Agencies and Fishing Authorities worldwide. Under our Sovereign Partnership program we have built relationships with four countries in Asia and the Middle East and completed projects worth £50m, and have a further £320m of contracts signed which are now starting. Looking to next year and beyond we have a growing pipeline of prospective new contract opportunities with both existing and new customers which today is valued at approximately £1.2bn. We believe this global market is at the start of its growth and development on the basis that in the future most countries with a coastline and sovereign marine areas will want to have independent next generation maritime surveillance capabilities.

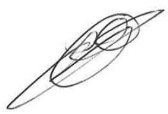
We had expected some of the £320m of new contracts to commence during the current financial period, and therefore took action to prepare. This has entailed the forward purchase of certain equipment ready to ship against early contractual milestone, and the build-up of additional implementation capacity. However, due to unexpected extended customer contract administrative processes the commencement of these contracts was delayed into the new financial year. As of the publication of this report, we have commenced work on our recently announced $213m contract with the Kuwait Ministry of Interior and are pleased to advise that the final administrative processes on the other contracts are nearly complete and thus expect work to commence at the beginning of the second half of the new financial year. Whilst the combination of increased overheads and delayed revenues has resulted in a significant loss for the period, these extensive preparations have placed us in a good position to successfully implement these multiple system projects within the expected two year time frame.

During the period we also continued to progress discussions with many new opportunities in our Validated Sales Pipeline (VSP) which stands at an estimated £1.2bn. We expect several of these to convert into contract during 2025 and further conversions, and new additions thereafter.

It is clear to us that we are now entering a new phase of significant growth driven by these existing contracts, follow on contracts and new ones we expect to convert. This is the result of many years of investments in our core technologies, products and capacity to successfully deliver. During the period, we completed several equity raises – in June 2023 we completed a raise of £5.4m followed by a further £10.5m in December 2023, with Ocean Infinity strategically acquiring a stake in SRT and we are starting to leverage our respective complementary products and technologies. In November 2024, we successfully raised a further £8.5m, with Ocean Infinity increasing their stake in SRT and a representative will join our board once the necessary shareholder approvals are obtained for this transaction. This last transaction is expected to complete in early December 2024. These transactions have provided us with the working capital to sustain our product and market investments and be in the strong position we are in today with £320m of contracts and the capacity and capability to deliver to the standards and timescales expected by our customers.

Outlook

Our strategy has been all about investing in technologies and products based upon our expectation that the global marine market for a new generation of digital navigation and surveillance will be very significant. This has entailed a long and continuous period of heavy investment in order for us to have the products and develop the market. We now have the products, the global distribution and signed contracts of over £320m, along with a significant pipeline of future opportunities. This places us in an excellent position to start to realise favourable financial performance in the new year and consistently in the following years. In the immediate two years we will be executing on our existing contracts and pushing forward with growing our transceiver business through our 5,000 VARs. Furthermore, we expect this to be augmented by conversions from our £1.2bn pipeline of new contract opportunities. We therefore believe the coming years will be transformational.



Kevin Finn,
Chairman
Date: 29 November 2024

Strategic Report

for the 15 months ended 30 June 2024

The directors present their strategic report for the 15 months ended 30 June 2024.

Business review

The principal activity of the SRT Marine Systems plc, "the Group", is the development and supply of integrated maritime surveillance, monitoring, management and safety systems used by coast guards, fishery authorities, infrastructure and vessel owners for the purposes of managing and controlling their maritime domain.

The financial Key Performance Indicators (KPIs) used by the Board to monitor progress are revenue growth, gross margin, profit before tax and cash flow. These are used because they best indicate performance against the Group's strategic objective of delivering profitable growth which in turn will drive shareholder value. Non-financial KPIs used include status of customer and development projects against milestone targets. Performance against these metrics has been discussed in the Chairman's Statement on pages 6–7.

Principal risks and uncertainties

The key risks and uncertainties faced by the Group are:

Nature of systems customers

These customers tend to be governments and thus can be subject to significant risk, including but not limited to the forecasting of project commencement dates and project delivery schedules, political and financial change and uncertainty, sudden cancellation and or changes to contracts without the possibility for redress, negotiation and or compensation. Furthermore, payment terms are frequently extended and variable and in the event of non-payment may not be collectable.

The Group seeks to manage this risk by obtaining a deep understanding of our markets, end customers and local partners which is achieved through extensive and close co-operation.

System execution risk

The implementation of a system contract contains a wide range of execution risks including on time delivery of the Group's system and products to the desired customer specification and quality levels. These risks are mitigated through forming long-term partnerships with local installation partners and investing in customer support and system project delivery teams.

Attracting and retaining employees with appropriate skills

The Group's ability to execute its strategy is dependent on the skills and abilities of its staff and without these appropriate skills the Group risks not being able to effectively deliver its products and systems to its customers. The Group manages this risk by undertaking ongoing initiatives to foster good staff engagement, by investing in its HR function and ensuring that remuneration packages are competitive in the market.

Dependence on manufacturers, suppliers and service providers

The Group does not engage in its own manufacturing processes and relies on a limited number of manufacturers and suppliers. This includes reliance on installation partners for its systems business projects. The Group mitigates this risk by its supply chain team visiting its manufacturing partners on a regular basis together with other key suppliers to foster good relationships, address operation concerns and devise strategic plans to ensure the enduring prosperity of the partnership. The systems delivery team communicate with its in-country installation partners on a very regular basis to ensure a collaborative approach and that common goals are established and achieved for the successful delivery of customer projects.

Section 172 (1) Statement

Each individual director must act in the way he considers, in good faith, would be the most likely to promote the success of the Group for the benefit of its members as a whole, and in doing so have regard to:

- long-term consequences of any decisions
- the interests of the Group's employees
- the need to foster business relationship with suppliers, customers and others
- the impact of the Group's operations on the community and the environment
- the need to maintain a reputation for high standards of business conduct and act fairly between members of the group

Key issues

Key issues include the investment and delivery of key projects in the systems business in overseas territories. In all evaluations the need to foster important business relationships with customers and local in country suppliers are key considerations which we manage by visiting them face to face on a regular basis regardless of where they are located. During the period, we have completed a full social and environmental assessment for one of our systems projects and will use this as a template for future project assessments. We continue to maintain our anti bribery and corruption policy. This shows our continued endeavour for high standards of business conduct, health and safety and environmental compliance.

Furthermore, the interests of our employees continues to be of paramount importance with the business having now transitioned to a flexible hybrid work location operating model to ensure the welfare of our employees. During the period, we have further invested in our human resources function and will intend to continue to implement further improvements over the coming year.

Stakeholders

Key stakeholders include shareholders, employees, customers and suppliers.

Methods of engagement

The Group uses a range of methods of engagement with stakeholders, ranging from formal structures to personal engagement. Shareholders are updated regularly on business activities via investor roadshows, quarterly on-line web casts, one on one communication with the executive directors and AGM presentations.

The Group's flat management structure allows personal interaction at all levels which facilitates communication within the organisation as well as externally with customers and suppliers. An "open door" culture is operated with all stakeholders. Employees have regular personal interaction with their line managers and the executive directors have annual targets set, against which formal assessments of performance is reviewed. All key suppliers and customers are personally met in order that business relationships can be fostered.

Investing for the future

We acknowledge that our chosen market places are still in their early stages and as a result we need to continue to invest in our organisation in order to meet the challenges that a growing market will bring. This will involve adding to our existing product and system portfolio as well as evolving our current technology offerings which is further discussed in the Chairman's Statement.

Approved by the Board of Directors and signed on behalf of the Board on 29 November 2024.

S Tucker
Director

Directors' Report

for the 15 months ended 30 June 2024

General information

SRT Marine Systems plc is a public limited Company which is listed on the AIM market of the London Stock Exchange and is incorporated and domiciled in the United Kingdom.

Results for the year and dividends

The Group is reporting a loss after tax for the 15 month period of £13.7m (2023: profit £69,520). The directors have not recommended the payment of a dividend (2023: £nil).

Future developments and strategy

These are considered in the Chairman's Statement on pages 6–7.

Research and development activities

These are considered in the Chairman's Statement on pages 6–7.

Financial instruments and risk management

Details of the Group's financial instruments and its policies with regard to financial risk management are given in note 24 to the financial statements.

Directors

The directors who served during the year were:

Non executives

Chairman	Kevin Finn
Non Executive Director	Simon Rogers
Non Executive Director	Simon Barrell

Executives

Chief Executive Officer	Simon Tucker
Chief Operating Officer	Neil Peniket
Chief Product Officer	Jean Francois Bonnin
Chief Financial Officer	Richard Hurd

Directors' indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

Going concern

The directors have prepared the financial statements on a going concern basis. They believe that the Group and Company will have adequate resources to continue in operational existence for the foreseeable future. Further details can be found in note 1, Accounting Policies.

Disclosure of information to the auditors

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

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

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

Auditors

A resolution to appoint the auditors, CLA Evelyn Partners Limited, will be proposed at the next Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board on 29 November 2024.

S Tucker
Director

Statement of Directors' Responsibilities in respect of the accounts

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Group and parent Company financial statements in accordance with UK-adopted international accounting standards. Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the Group and of the profit or loss of the Group for that period. In preparing these 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 UK-adopted international accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The directors are also responsible for ensuring that they meet their responsibilities under the AIM Rules.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Corporate Governance Report

for the 15 months ended 30 June 2024

The directors recognise the importance of, and are committed to, high standards of corporate governance. AIM companies are required to apply a recognised corporate governance code.

Of the three widely recognised formal codes, the directors have decided to adhere to the Quoted Companies Alliance's Corporate Governance code for small and mid-size quoted companies. The Group's compliance with this code is summarised below and can be found in full on the Group's website at: www.srt-marine.com/corporate-governance.

Business model and strategy

SRT is a global leader in the provision of maritime domain awareness (MDA). Our products are used by mariners, infrastructure owners, coast guards and fishing authorities to enhance safety, security and management efficiency of maritime regions.

SRT's strategy and business model is to address MDA market segments using a small set of innovative core technologies and products and systems which can be combined and customised into multiple product configurations and types each of which address different MDA market segments.

The key risks and challenges faced by the Group are set out in the Strategic Report on pages 8–9.

Risk management

The Board is responsible for the systems of internal control and risk management and reviewing their effectiveness. Furthermore, through the activities of the Audit Committee the effectiveness of these internal controls is considered annually.

A comprehensive budgeting process is completed once a year and is reviewed and approved by the Board. Revised forecasts are also produced on a monthly basis. The Group's results, compared with the budget and forecast are reported to the Board on a monthly basis.

Within the scope of the annual audit, specific financial risks are evaluated in detail, including those in relation to revenue recognition, recoverability of receivables and stock and intangibles valuation.

SRT has published a share dealing policy on its intranet to seek the necessary approval from directors should they, or their families, plan to trade in the Group's equities.

The Board of Directors

The members of the Board have a collective responsibility and legal obligation to promote the interests of the Group and are collectively responsible for defining corporate governance arrangements. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the chair of the Board.

The Board consists of seven directors of which four are executive and three are independent non-executives. The Board is satisfied that at present it has a suitable balance between independence on the one hand and knowledge of the company on the other.

During the 15 months ended 30 June 2024, there were six Board meetings and calls. Each director attended all the meetings and calls during the period, except Jean Francois Bonnin who missed one meeting.

The Board has an agenda of items to consider at each meeting subdivided into the key activities of the business, namely operations, product management, project delivery, sales and marketing and financial matters. Prior to the Board meeting a board pack of information is compiled by the executive directors and circulated around the Board together with the minutes from the previous meeting for approval and the monthly management accounts. The Board believes that the composition and breadth of experience of the board are appropriate for the Group at present and that its blend of relevant experience, skills and personal qualities and capabilities is sufficient to enable it to successfully execute its strategy. All Directors receive regular and timely information on the Group's operational, sales and financial performance.

Biographies of the Board are set out in the Corporate Governance section of the Group's website.

The Board is supported by three committees: audit, remuneration and nomination.

Audit Committee

The Audit Committee comprises of Simon Barrell (Chairman) and Kevin Finn. It meets at least twice per year. The Audit Committee reviews the effectiveness of the internal controls of the business, as well as any key judgements made in the preparation of the interim and annual accounts and the effectiveness of the internal financial management. The audit planning meeting took place on 16 August 2024 and the meeting to review feedback from the 2024 audit took place on 28 November 2024.

Remuneration Committee

The Remuneration Committee comprises Simon Rogers (Chairman), Kevin Finn and Simon Barrell; it meets at least once a year. During the period, the Committee met to discuss the remuneration of the Executive Directors. The remuneration policy for Directors is set by the Board and is described below. It is determined by the Remuneration Committee within the framework of this policy. The remuneration of the Executive Directors is determined by the Remuneration Committee which consists entirely of Non-Executive Directors. The Remuneration Committee consults with Simon Tucker, the Group Chief Executive Officer, as appropriate with regard to its proposals relating to the remuneration of the Executive Directors.

The policy of the Remuneration Committee is to review the Executive Directors' remuneration based on market practice within the Group's market sector. The Group wishes to attract, motivate and retain key executives. Accordingly, its policy is to design remuneration packages which, through an appropriate combination of basic salary, performance related bonuses, share options, pension arrangements and certain benefits, reward executives fairly and responsibly for their individual contributions, whilst linking their potential earnings to the performance of the Group as a whole. The overall package, which is reviewed at least annually may contain the following elements:

a) Basic salaries

Basic salaries for Executive Directors are reviewed annually by the Remuneration Committee and are set at levels which reflect their performance and degree of responsibility.

b) Enterprise Management Incentive Share Option Scheme

The Group has had in place, since November 2005, an enterprise management incentive share option scheme under which awards are met at the discretion of the Remuneration Committee. The share options held by the Directors are set out in note 3.

c) Performance-related bonus

The Remuneration Committee can award discretionary bonuses, which are linked to the achievement of demanding individual, business and corporate objectives.

d) Pension allowance

Simon Tucker elected not to join the Group's Money Purchase Pension Scheme and in compensation for this the Remuneration Committee agreed to pay him the amount that the Group would have paid to the pension scheme on his behalf, for him to invest as he wishes.

e) Other benefits

Other benefits include private health insurance.

f) Non-Executive Directors

The Non-Executive Directors are independent of management and have no relationship which could materially interfere with the exercise of their independent judgement. The remuneration of the Non-Executive Directors is decided by the Executive Directors.

Nomination Committee

The Nomination Committee comprises Kevin Finn (Chairman) and Simon Rogers. The Nomination Committee met during the year to discuss the appointment of new members of the senior management team.

Corporate culture

The Board aims to lead by example and do what is in the best interests of the Company. It seeks to maintain the highest level of integrity in the conduct of the Group's operations. An open culture is encouraged within the Group, with regular communication to staff regarding progress and staff feedback sought on a regular basis. Given the nature of the customers and markets within our systems business, a strict anti-bribery and corruption policy is operated to ensure that business dealings are carried out to the highest ethical standards.

evelyn PARTNERS

Independent Auditor's Report to the Members of SRT Marine Systems plc

Opinion

We have audited the financial statements of SRT Marine Systems plc (the 'parent company') and its subsidiaries (the 'group') for the 15 month period ended 30 June 2024 which comprise the Consolidated Statement of Profit or Loss and Other Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Cash Flows, the Consolidated and Company Statements of Changes in Equity, and the notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2024 and of the group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Our approach to the audit

Of the group's ten reporting components, we subjected four to audits for group reporting purposes. Of the remainder, we performed analysis at a group level to re examine our assessment that there were no significant risks of material misstatements within these components, of which five were dormant and one is immaterial.

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

The group audit team visited the premises where the parent and the two UK components are located. Video and telephone conference meetings were held with the component auditors in Ireland. At these visits and meetings, the group audit team discussed the component auditors' risk assessments and planned audit approach. In addition to these planned visits and meetings, the group audit team sent detailed instructions to the component audit team and reviewed their audit findings. Once the audit work was completed, the findings reported to the group audit team were discussed in more detail, and any further work required by the group audit team was then performed by the component auditor.

Key audit matters

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

Key audit matter	Description of risk	How the matter was addressed in the audit
Intangible fixed assets: Development costs – Group only	The group capitalises qualifying development costs as intangible fixed assets, which are material to the consolidated accounts. Over recent years, there has been a continued increase in the carrying value of the group's development costs. The audit risk is considered significant, given the stringent requirements that must be met to capitalise these costs and the judgment that can sometimes be needed in identifying which costs qualify for capitalisation. In addition, the value to the group of these costs, once capitalised, presents an area of audit risk, given the uncertainty and value of future sales, and the projected future life of the intangible asset and amortisation period assigned. There is also judgement as to the most appropriate amortisation period to apply to these assets.	The main procedures performed on the recognition and valuation assessments, including areas where we challenged management were as follows: • Obtaining and agreeing the breakdown of intangible assets by ongoing/finalised projects to note 9 in the financial statements. • Assessing the most significant costs capitalised per each project at period end against the stringent recognition criteria of IAS 38 and corroborating the explanations received from management with information obtained elsewhere, such as corroborating sales levels on the projects for which amortisation is being charged to work performed on the respective sales area. • Substantive testing of a sample of costs capitalised during the period by agreeing to supporting documents and assessing them against the recognition criteria of IAS 38. • Reviewing the amortisation charged during the period, to ensure it has been calculated in accordance with the Group's amortisation policy, and consideration of whether the amortisation period is appropriate for the specific costs capitalised. • Reviewing management's assessment of the value of the intangible assets against the impairment indicators of IAS 36. • Reviewing and challenging the impairment review conducted to ensure the value of intangible assets not yet in use were more than covered by the recoverable amount. • Considering the appropriateness of the disclosures made in note 1 and note 9 in the financial statements in respect of these assets and the accompanying judgements.
Inventory valuation – Group only	As product development continues the risk of obsolescence of inventories increases. Furthermore, the expected high levels of stock for current and anticipated contracts further increases the audit risk around valuation of stock items.	The main procedures performed on our review of inventory valuation, including areas where we challenged management, were as follows: • Obtaining and agreeing detailed breakdowns of all inventory balances reported at the period end to note 13 in the financial statements. • Substantive testing of a sample of inventory cost, agreeing the valuation of inventory to supporting purchase invoices. • Substantive testing of a sample of inventory held to assess whether it is valued at the lower of cost and net realisable value, considering sales made post period end and sales agreements entered into which support the carrying value. • Review slow moving items of stock and assess whether any provision should be made. • Considering the appropriateness of the disclosures made in note 1 and note 13 in the financial statements in respect of these assets and the accompanying judgements.

Key audit matter	Description of risk	How the matter was addressed in the audit
Revenues – for Group only	As shown within accounting policies note 1 on pages 29 and 30, and note 2, the Group has a number of revenue streams in its subsidiary companies. Under auditing standards, there is a presumed significant fraud risk associated with the recognition of revenues, and we considered the risk to be most significant for systems contracts spanning the period end. We have noted a significant decrease in the level of revenues from the systems division in the current year. The systems contracts is where there can be judgement required as to what the performance obligations are and whether these have been met.	The main procedures performed on our review of the recognition of revenues, including areas where we challenged management, were as follows: • Obtaining and agreeing detailed breakdowns of all revenue streams reported in the period into note 2 in the financial statements. • Substantive testing of a sample of revenue transactions to invoices and receipt of monies from customer. • Substantive testing of a sample of revenue transactions around the period end to ensure revenues have been reported in the correct period. • Reviewing the assessment made by management over the identification of performance obligations in the Group's systems contracts, the revenue attributed to these performance obligations, and consideration of which performance obligations had been satisfied by the period end. • Considering the appropriateness of the disclosures made in note 1 and note 2 in the financial statements in respect of revenues.

Emphasis of Matter – recoverability of intangible assets, investment value, intercompany debtors, goodwill and inventory

We draw attention to note 1 in the financial statements concerning key sources of estimation uncertainty, and specifically the recoverability of £6.4m of intangible assets in the transceivers business; £634k of goodwill and £1.5m of inventory held on the Group statement of financial position; £35m of investment value and intercompany debtor of £5.3m on the statements of financial position of the Company.

As described in Note 1 – *Critical accounting judgements and key sources of estimation uncertainty* – the recoverability of investment value, intercompany debtors, goodwill and inventory are dependent on significant contracts being signed, delivered and cash collected, the timing of which is not certain. The recoverability of intangible assets are dependant on sales of the marine technology products being delivered and cash collected, the timing and actuality of which is not certain. The financial statements do not reflect any impairment that may be required if the above Group assets totalling, £8.5m or the above Company assets totalling £40.3m are not recoverable. Our opinion is not modified in respect of this matter.

Our application of materiality

The materiality for the group financial statements as a whole ("group FS materiality") was set at £354k. This has been determined with reference to the benchmark of the group's average revenues over the current 15 month period and previous 2 years, given the significant fluctuations, which we consider to be one of the principal considerations for members of the company in assessing the group's performance. Group FS materiality represents 2% of the group's average revenues over the current 15 month period and previous 2 years. The Group's turnover is incurred in a non-linear manner with revenue recognised from systems projects not being incurred in regular intervals. Systems projects are normally installed over a 2-3 year period with the timing of revenue recognition being uncertain and often shifting dependent upon the specific operational aspects of each project. We therefore consider an averaged revenue approach to be appropriate for benchmarking materiality as this normalises revenue trends within the group on a rolling basis.

The materiality for the parent company financial statements as a whole ("parent FS materiality") was set at £283k. This has been determined with reference to the benchmark of the parent company's Gross assets as it exists only as a holding company for the group and carries on no external trade in its own right. Parent FS materiality represents 2% of the parent company's gross assets as presented on the face of the parent company statement of financial position, capped at the performance materiality of the Group.

Performance materiality for the group financial statements was set at £283k, being 80% of group FS materiality, for purposes of assessing the risks of material misstatement and determining the nature, timing and extent of further audit procedures. We have set it at this amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds group FS materiality. We judged this level to be appropriate based on our understanding of the group and its financial statements, as updated by our risk assessment procedures and our expectation regarding current period misstatements including considering experience from previous audits. It was set at 80% to reflect the previous experience of few audit adjustments, management's cooperative attitude to adjusting differences if discovered and level of estimation and judgement in the financial statements.

Performance materiality for the parent company financial statements was set at £184k , being 65% of parent FS materiality for purposes of assessing the risks of material misstatement and determining the nature, timing and extent of further audit procedures. We have set it at this amount due to the presence of multiple areas of complexity in the context of the parent entity that require higher levels of judgement. Further, we have set it at this amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds parent FS materiality and also the group materiality. We judged this level to be appropriate based on our understanding of the company and its financial statements, as updated by our risk assessment procedures and our expectation regarding current period misstatements, including considering experience from previous audits.

Conclusions relating to going concern

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

Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- challenging the assumptions used in the forecasts prepared by management for the financial years ending 2025 and 2026;
- comparing the forecast results to those actually achieved in the 2025 financial period so far;
- agree contract sales forecasts into signed contract where available;
- considering the Group's funding position, cash requirements and access to loan facilities; and
- considering the sensitivity of the assumptions and reassessing headroom after sensitivity.

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

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

Other information

The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of 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 period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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.

We obtain a general understanding of the group's legal and regulatory framework through enquiry of management in respect of their understanding of the relevant laws and regulations. We also drew on our existing understanding of the group's industry and regulation.

We understand that the group complies with requirements of the framework through:

- The establishment of a testing department to ensure all Automatic Identification Systems (AIS) product approval requirements are met.
- Engaging external experts to ensure the Group remains in line with regulatory expectations and is aware of any updates to legislation.
- Given the management structure and reporting lines, any litigation or claims would come to the Directors' attention and are considered at board meetings.

In the context of the audit, we considered those laws and regulations which determine the form and context of the financial statements, which are central to the group's ability to conduct its business and where failure to comply could result in material penalties. We have identified the following laws and regulations as being of significance in the context of the group:

- The Companies Act 2006 and UK-adopted international accounting standards in respect of the preparation and presentation of the financial statements
- AIM rules and the UK Market Abuse Regulation
- Bribery Act 2010
- Health and safety regulations

We performed the following specific procedures to gain evidence about compliance with the specific laws and regulations defined above:

- Inspected the monthly board meeting minutes to ensure there are no reports of non-compliance
- Reviewed legal expense accounts to identify any potential legal issues which may indicate instances of non-compliance
- Inquired with lawyers as to the status of any potential or actual claims
- Reviewed the bribery policy to understand and consider how this supports the prevention of instances of bribery occurring within the group

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the group's financial statements to material misstatement, including how fraud might occur. The key areas identified as part of this discussion were:

- Manipulation of the financial statements through the posting of manual journals
- Valuation of stock and intangible assets where estimates are made by management
- Incorrect recognition of revenues, especially on the Group's systems contracts

The procedures we carried out to gain evidence in the above areas included:

- Testing a sample of manual journals back to supporting documentation
- Testing a sample of capitalised development costs back to supporting documentation and confirming that they are capital in nature (see Key Audit Matter regarding Intangible Assets for further detail)
- Testing the cost and net realisable value of a sample of stock lines to ensure that they are valued correctly (see Key Audit Matter regarding inventory for further detail)
- Testing the basis on which revenues have been reported on the Group's systems contracts, by reference to the requirements of IFRS 15

Overall, the senior statutory auditor was satisfied that the engagement team collectively had the appropriate competence and capabilities to identify or recognise irregularities. In particular, both the senior statutory auditor and the audit manager have a number of years' experience in dealing with companies in the technology development sector and those with cross-border activities, and also with companies listed on the AIM market of the London Stock Exchange.

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

Use of our report

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

Stephen Hale
Senior Statutory Auditor, for and on behalf of
CLA Evelyn Partners Limited
Statutory Auditor
Chartered Accountants
Portwall Place,
Portwall Lane,
Bristol
BS1 6NA

Consolidated Statement of Profit or Loss and Other Comprehensive Income for the 15-month period ended 30 June 2024

	Notes	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Revenue	2	14,814,532	30,506,152
Cost of sales		(10,612,259)	(19,467,188)
Gross profit		4,202,273	11,038,964
Administrative costs		(17,178,858)	(10,723,838)
Foreign exchange losses		(215,024)	(180,102)
Total administrative costs and foreign exchange losses		(17,393,882)	(10,903,940)
Operating (loss)/profit	6	(13,191,609)	135,024
Finance expenditure	5	(1,253,090)	(781,547)
Finance income	5	44,073	351
Loss before tax		(14,400,626)	(646,172)
Income tax credit	7	746,807	715,692
(Loss)/profit for the period after tax		(13,653,819)	69,520
Total comprehensive (expense)/income for the period		(13,653,819)	69,520
(Loss)/Earnings per share:			
Basic	23	(6.76)p	0.04p
Diluted	23	(6.76)p	0.04p

The notes on pages 27-54 form part of these financial statements.

Consolidated Statement of Financial Position as at 30 June 2024

	Notes	30 June 2024 (£)	31 March 2023 (£)
Assets			
Non-current assets			
Intangible assets	9	14,170,410	11,756,717
Property, plant and equipment	10	1,131,528	1,256,223
Total non-current assets		15,301,938	13,012,940
Current assets			
Inventories	13	8,050,899	3,465,626
Trade and other receivables	14	2,355,402	5,828,652
Current tax recoverable	7	831,085	968,607
Cash		2,777,083	2,181,548
Restricted cash	12	949,115	949,115
Total current assets		14,963,584	13,393,548
Liabilities			
Current liabilities			
Trade and other payables	15	(3,807,712)	(7,009,926)
Borrowings	16	(10,711,673)	(8,002,500)
Current tax liabilities	7	-	(199,126)
Lease liabilities	17	(241,098)	(237,371)
Total current liabilities		(14,760,483)	(15,448,923)
Net current assets/(liabilities)		203,101	(2,055,375)
Total assets less current liabilities		15,505,039	10,957,565
Non current liabilities			
Borrowings	16	(2,955,864)	-
Lease liabilities	17	(496,003)	(649,946)
Total non current liabilities		(3,451,867)	(649,946)
Net assets		12,053,172	10,307,619
Shareholders' equity			
Share capital	18	222,634	181,517
Share premium account	20	33,179,666	18,213,072
Retained loss	20	(26,839,724)	(13,577,566)
Other reserves	20	5,490,596	5,490,596
Total shareholders' equity		12,053,172	10,307,619

The financial statements were approved by the Board of Directors on November 29, 2024 and were signed on its behalf by:

S Tucker,
Director

The notes on pages 27-54 form part of these financial statements.

Company Statement of Financial Position as at 30 June 2024

	Notes	30 June 2024 (£)	31 March 2023 (£)
Assets			
Non-current assets			
Investments in subsidiaries	11	35,024,253	20,924,253
Property, plant and equipment	10	300,223	445,489
Total non-current assets		35,324,476	21,369,742
Current assets			
Other receivables	14	5,593,176	1,174,761
Cash and cash equivalents		187,670	26,135
Total current assets		5,780,846	1,200,896
Current liabilities			
Trade and other payables	15	(490,183)	(422,050)
Borrowings	16	(10,711,673)	(8,002,500)
Lease liabilities	17	(120,098)	(134,241)
Total current liabilities		(11,321,954)	(8,558,791)
Net current liabilities		(5,541,108)	(7,357,895)
Total assets less current liabilities		29,783,368	14,011,847
Non current liabilities			
Borrowings	16	(2,955,864)	-
Lease liabilities	17	(204,724)	(311,849)
Total non current liabilities		(3,160,588)	(311,849)
Net assets		**26,622,780**	**13,699,998**
Shareholders' equity			
Share capital	18	222,634	181,517
Share premium account	20	33,179,666	18,213,072
Retained loss	20	(6,841,920)	(4,756,991)
Other reserves	20	62,400	62,400
Total shareholders' equity		**26,622,780**	**13,699,998**

The loss for the 15 month period ended 30 June 2024 was £2,476,590 (Year ended 31 March 2023: loss £1,699,238).

The financial statements were approved by the Board of Directors on November 29, 2024 and were signed on its behalf by:

S Tucker,
Director

The notes on pages 27-54 form part of these financial statements.

Company's registered number: 05459678

Consolidated Statement of Cash Flows for the 15-Month Period ended 30 June 2024

	Notes	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Cash (used in) / generated from operating activities	22	(13,277,621)	778,840
Corporation tax received		685,205	925,174
Net cash (used in) / generated from operating activities		(12,592,416)	1,704,014
Investing activities			
Expenditure on product development	9	(5,732,755)	(4,795,292)
Purchase of property, plant and equipment	10	(267,865)	(199,061)
Interest received		44,073	351
Net cash used in investing activities		(5,956,547)	(4,994,002)
Financing activities			
Gross proceeds on issue of shares		15,947,332	146,300
Costs of issue of shares		(939,621)	-
New loans issued		7,190,020	1,695,000
Loan repayments		(1,524,983)	(1,250,000)
Lease repayments		(319,848)	(258,835)
Loan Interest paid		(1,208,402)	(742,660)
Net cash generated from/(used in) financing activities		19,144,498	(410,195)
Net increase / (decrease) in cash and cash equivalents		595,535	(3,700,183)
Net cash and cash equivalents at beginning of period		3,130,663	6,830,846
Net cash and cash equivalents at end of period		3,726,198	3,130,663

Reconciliation of liabilities arising from financing activities for the 15-month period ended 30 June 2024 and year ended 31 March 2023

	2024 (£)	Interest (£)	New loans (£)	New leases (£)	Cash flow (£)	2023 (£)
Bank loan	1,500,000	147,062	2,000,000	-	(959,562)	312,500
Equipment loan	3,847,537	35,760	4,145,020	-	(333,243)	-
Loan notes	8,320,000	1,025,580	1,045,000	-	(1,440,580)	7,690,000
Lease liabilities	737,101	44,688	-	124,944	(319,848)	887,317
Total	14,404,638	1,253,090	7,190,020	124,944	(3,053,233)	8,889,817

	2023 (£)	Interest (£)	New loans (£)	New leases (£)	Cash flow (£)	2022 (£)
Bank loan	312,500	67,251	-	-	(1,317,251)	1,562,500
Loan notes	7,690,000	675,409	1,695,000	-	(675,409)	5,995,000
Lease liabilities	887,317	38,887	-	202,546	(258,835)	904,719
Total	8,889,817	781,547	1,695,000	202,546	(2,251,495)	8,462,219

The notes on pages 27-54 form part of these financial statements.

Company Statement of Cash Flows for the 15-Month Period ended 30 June 2024

	Notes	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Cash used in operating activities	22	(5,085,390)	(953,777)
Investing activities			
Purchase of property, plant and equipment	10	(18,860)	(63,777)
Investment in subsidiaries	11	(14,100,000)	-
Interest received		44,043	275
Net cash generated used in investing activities		(14,074,817)	(63,502)
Financing activities			
Gross proceeds on issue of shares		15,947,332	146,300
Costs of issue of shares		(939,621)	-
New loans issued		7,190,020	1,695,000
Loan repayments		(1,524,983)	(1,250,000)
Lease repayments		(177,134)	(156,156)
Loan interest paid		(1,173,872)	(674,633)
Net cash generated from / (used in) financing activities		19,321,742	(239,489)
Net increase / (decrease) in cash and cash equivalents		161,535	(1,256,768)
Net cash and cash equivalents at beginning of year		26,135	1,282,903
Net cash and cash equivalents at end of year		187,670	26,135

Reconciliation of liabilities arising from financing activities for the 15-month period ended 30 June 2024 and year ended 31 March 2023

	2024 (£)	Interest (£)	New loans (£)	New leases (£)	Cash flow (£)	2023 (£)
Bank loan	1,500,000	145,832	2,000,000	-	(958,332)	312,500
Equipment loan	3,847,537	2,460	4,145,020	-	(299,943)	-
Loan notes	8,320,000	1,025,580	1,045,000	-	(1,440,580)	7,690,000
Lease liabilities	324,822	14,058	-	41,810	(177,134)	446,090
Total	13,992,359	1,187,930	7,190,020	41,810	(2,875,989)	8,448,590

	2023 (£)	Interest (£)	New loans (£)	New leases (£)	Cash flow (£)	2022 (£)
Bank loan	312,500	67,251	-	-	(1,317,251)	1,562,500
Loan notes	7,690,000	675,409	1,695,000	-	(675,409)	5,995,000
Lease liabilities	446,090	14,365	-	202,546	(156,156)	385,335
Total	8,448,590	757,025	1,695,000	202,546	(2,148,816)	7,942,835

The notes on pages 27-54 form part of these financial statements.

Consolidated Statement of Changes in Equity for the 15-Month Period ended 30 June 2024

	Share capital (£)	Share premium (£)	Retained earnings (£)	Other reserves (£)	Total (£)
At 31 March 2022	180,677	18,067,612	(13,946,362)	5,490,596	9,792,523
Total comprehensive income for the year	-	-	69,520	-	69,520
Transactions with owners:					
Issue of equity share capital	840	145,460	-	-	146,300
Share based payment charge	-	-	299,276	-	299,276
At 31 March 2023	181,517	18,213,072	(13,577,566)	5,490,596	10,307,619
Total comprehensive expense for the period	-	-	(13,653,819)	-	(13,653,819)
Transactions with owners:					
Issue of equity share capital	41,117	15,906,215	-	-	15,947,332
Cost of issue of equity share capital	-	(939,621)	-	-	(939,621)
Share based payment charge	-	-	391,661	-	391,661
At 30 June 2024	222,634	33,179,666	(26,839,724)	5,490,596	12,053,172

The notes on pages 27-54 form part of these financial statements.

Company Statement of Changes in Equity for the 15-Month Period ended 30 June 2024

	Share capital (£)	Share premium (£)	Retained earnings (£)	Other reserves (£)	Total (£)
At 31 March 2022	180,677	18,067,612	(3,357,029)	62,400	14,953,660
Total comprehensive expense for the year	-	-	(1,699,238)	-	(1,699,238)
Transactions with owners:					
Issue of equity share capital	840	145,460	-	-	146,300
Share based payment charge	-	-	299,276	-	299,276
At 31 March 2023	181,517	18,213,072	(4,756,991)	62,400	13,699,998
Total comprehensive expense for the period	-	-	(2,476,590)	-	(2,476,590)
Transactions with owners:					
Issue of equity share capital	41,117	15,906,215	-	-	15,947,332
Cost of issue of equity share capital	-	(939,621)	-	-	(939,621)
Share based payment charge	-	-	391,661	-	391,661
At 30 June 2024	222,634	33,179,666	(6,841,920)	62,400	26,622,780

The notes on pages 27-54 form part of these financial statements.

Notes to the Accounts for the 15-Month Period Ended 30 June 2024

1. Accounting policies

SRT Marine Systems plc is a public limited Company, limited by shares, incorporated in England and Wales. It is listed on the AIM. The address of the registered office is Wireless House, Westfield Industrial Estate, Midsomer Norton, Bath BA3 4BS. The nature of the Group's operations and its principal activities are noted in the Chairman's Statement and Strategic Report. The principal accounting policies are summarised below. They have all been applied consistently throughout the period covered by these financial statements.

Basis of preparation

The financial statements have been prepared in accordance with UK-adopted international accounting standards. The financial statements have been prepared under the historical cost convention.

Basis of consolidation

The Group financial statements incorporate the financial statements of the Company and entities controlled by the Company prepared to 30 June in the current period. During the period, the Company changed its year end from 31 March to 30 June. An investor controls an investee if the investee has all of the following: power over the investee; exposure or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. All intra-Group transactions and balances and any unrealised gains and losses arising from intra-Group transactions are eliminated in preparing the consolidated financial statements.

Going concern

The Group's business activities, together with the key factors likely to affect its future development, profitability, cash flows, liquidity position, borrowing facilities and financial position are outlined within the Chairman's Statement, Strategic Report and the financial statements. The directors have prepared the financial statements on the going concern basis, which assumes that the systems business will generate sufficient future recoverable income.

The level of future income to be generated is dependent on the timing of the awarding and execution of contracts and cash receipts from the Group's systems business.

Two significant systems contracts have now been awarded to the Group and these are expected to generate material cash receipts in the next 12 months although the Directors recognise that it is very difficult to predict the exact timing of these cash receipts. In order to mitigate the potential impact on cash flows, the Group completed financing exercises during the period and is in the process of finalising an additional equity raise subsequent to the year end, with shareholder approval being sought in early December. The directors do not consider there to be any significant uncertainty in the approval being obtained.

The Directors believe they have a reasonable basis to conclude that the Group and Company have adequate resources to continue in operational existence for the foreseeable future and for this reason, the directors continue to adopt the going concern basis in preparing the financial statements. The financial statements do not include any adjustments that would result if the company was unable to continue as a going concern.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in the business combination are measured initially at their fair values at the acquisition date.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the year-end date and the reported amounts of revenues and expenses during the year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgements

- Development costs capitalised as intangible assets
  Management exercises judgement in determining whether the costs can be capitalised, and this is done by reference to a number of criteria as set out in these accounting policies. During the 15 month period ended 30 June 2024, the Group has capitalised development costs of £5,732,755 (Year ended 31 March 2023: £4,795,292).

- Determination of performance obligations
  For the purposes of recognising revenue, management has exercised judgement in considering the performance obligations in its long-term contracts to be building a monitoring system, delivering and installing transceivers and providing services such as data, training, warranty and support.

- Allocation of transaction price
  The allocation of the total price to performance obligations is done, where possible, on the basis of relative stand-alone selling prices, which may need to be estimated as some performance obligations are never, in practice, sold on their own. Management exercises judgement to determine the best approach for allocating the transaction price to performance obligations where relative stand-alone prices are not readily available as some of the contracts are highly bespoke. The residual method of allocation of the transaction price is used when stand-alone prices are not available.

- Revenue recognition method for performance obligations where satisfaction is over time
  The Group uses either output methods or input methods to measure the progress towards completion of a performance obligation satisfied over time, depending on which method is considered to depict the entity's performance. Output methods recognise revenue on the basis of direct measurement of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract. The output method used by the Group is based on milestones reached. Most contracts which use the output method are installed over a 2-3 year period. Input methods recognise revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The input method used by the Group is based on costs incurred to date relative to total expected costs, which requires significant judgement. Contracts can be highly bespoke and hence historical cost information is not always useful in estimating future costs. The Group's policies for the recognition of revenue and profit are set out in the revenue recognition policy on page 30.

- Determination of the lease term
  Rental contracts are typically made for fixed periods but may have extension options. In these cases, significant judgement is required to ascertain the correct lease term. When assessing whether the Group is reasonably certain to exercise the option to extend the lease, the directors consider all relevant facts and circumstances (both monetary and non- monetary) that create an economic incentive for them to exercise or not exercise that option. They also include any expected changes in facts and circumstances from the commencement date until the exercise date of that option.

- Amortisation of development costs
  Management consider the amortisation period of each development cost asset based on the revenue generating life of each asset, currently considered to be five years. Where an asset is not ready for use at the year end and therefore has not been amortised, management perform impairment reviews based upon anticipated future cash flows as detailed in the going concern section of this note.

Key sources of estimation uncertainty

- Impairment of property, plant and equipment
  Management tests property, plant and equipment for impairment if and when indicators of impairment arise. Where such an indication exists, management estimates the fair value less costs to sell of the assets based on the net present value of future cash flows. The directors have considered whether there are any indicators of impairment to the carrying amount of property, plant and equipment of £1,131,528 (2023: £1,256,223). The unpredictability of cash flows in the Group's system business has resulted in the existence of an impairment indicator which has been considered by the directors. Whilst recognising the challenges in forecasting these cash flows, the directors consider that they have used a reasonable basis to forecast the timing of these cash receipts.

- Impairment of intangible assets
  Management tests intangible assets for impairment if and when indicators of impairment arise. Where such an indication exists, management estimates the fair value less costs to sell of the assets based on the net present value of future cash flows. The directors have considered whether there are any indicators of

impairment to the carrying amount of intangible assets of £14,170,410 (2023: £11,756,717) including goodwill of £633,645 (2023: £633,645). The variability of trading conditions in the Group's system business has resulted in the existence of an impairment indicator which has been considered by the directors. The Group has signed some significant contracts, a significant portion of which are expected to be invoiced in the next 3 accounting periods. The key sensitivity to the cash flows associated with the contracts is the timing and collection of cash, based on achieving milestones. A delay in excess of 12 months in the invoicing of these milestones could lead to a potential impairment of the intangible assets. Included in the above are £6.4m of pre-revenue products in the transceivers business where, as a result, these uncertainties are heightened. The recoverability of these assets is dependent on the sales of the marine technology products being delivered and cash collected, the timing and actuality is not certain. Whilst recognising the challenges in forecasting these cash flows, the directors consider that they have used a reasonable basis to forecast the timing of these cash receipts.

- Valuation of inventory
  Inventory is held at the lower of cost and net realisable value and is held for the Group's transceiver business £2,893,793 and its systems business £5,157,106. If transceiver inventory is held for a long period of time or relates to a product line that is superseded, then the net realisable value is brought into question. Management perform a review of any such inventory and provides accordingly thereby seeking to ensure that the value at which inventories are held is appropriate. Systems inventory is reviewed for provision based on the assessment of sales patterns which can be unpredictable in their timing and hence difficult to forecast. The total provision at 30 June 2024 amounted to £967,889 (2023: £764,271).

- Recoverability of inventory
  Management recorded inventory at the lower of cost and net realisable value, and in making this assessment has given particular regard to inventory with a value of £1,534,501 (2023: £192,182) that is held for anticipated contracts, against which no provision is maintained. The realisation of this value is dependent on significant contracts being signed, delivered and cash collected. Whilst the directors are confident that the contracts will be secured to realise this value, there remains uncertainty in this regard.

- Investments
  The company accounts include an investment in subsidiaries balance of £35,024,253 (2023: £20,924,253) and inter-company receivable balances of £5,258,783 (2023: £973,983). Management tests investments for impairment if and when indicators of impairment arise. The unpredictability of cash flows in the Group's system business has resulted in the existence of an impairment indicator which has been considered by the directors. The recoverability of these assets is dependent on significant contracts being signed, delivered and cash collected with the projects arm of the Group, the timing of which is not certain. The sensitivities to these cash flows are considered in the impairment of intangible assets uncertainty. Whilst recognising the challenges in forecasting these cash flows, the directors consider that they have used a reasonable basis to forecast the timing of these cash receipts. When undertaking this assessment, the directors have adopted a pre-tax discount rate of 20% and a terminal growth rate of 2%.

Research and development

Research expenditure is written off to profit or loss in the year in which it is incurred. Development expenditure is capitalised and amortised over the period during which the Company is expected to benefit, currently considered to be five years. This cost is included as part of administrative expenses within profit or loss.

Development expenditure capitalised represents time spent by Company employees, sub-contractor costs, and any other directly attributable costs incurred in creating the asset for the purposes intended by management, valued at cost. In recognising such development costs as assets consideration is given to each of the following:

- The technological feasibility of completing the asset so that it may be used or sold
- The intention and ability to use or sell the asset
- How the asset will generate future probable economic benefits, for example by demonstrating that there is a market for the asset's output
- Availability of adequate technical, financial and other resources to complete the development and to use the asset
- The ability to measure reliably the expenditure on the asset during its development.

Once management is satisfied that the above criteria are met the development costs are carried as assets. The amortisation periods of each of the assets is five years, as this is considered to be the revenue generating life of each asset. This period is subject to annual review by management. The AIS technology assets have between 3 and 60 months of amortisation remaining.

Revenue recognition

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

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

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

The group recognises revenue when (or as) it satisfies a performance obligation by transferring a promised good or service to a customer. A performance obligation is satisfied over time when the vendor's performance creates an asset under the control of the customer and the customer has an obligation to pay the vendor for performance to date, or when the customer simultaneously receives and consumes the benefits from the performance obligation.

The group recognises revenue from the sale of support services, maintenance and training over the time period to which the services provided relate, as this is considered the best indicator of when the customer receives and consumes the benefit of the service.

The group recognises revenue from the sale of maritime system solutions over the time as the monitoring system and transceivers are installed on the customer's territory and therefore the asset is deemed under the customer's control. The Group uses either output methods or input methods to measure the progress towards completion of a performance obligation satisfied over time, depending on which method is considered to faithfully depict the entity's performance.

Output methods recognise revenue on the basis of direct measurement of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract. The output method used by the Group companies is based on milestones reached. Input methods recognise revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The input method used by the Group is based on costs incurred to date.

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

The group recognises revenue from the sale of goods and licenses at the point in time that goods are transferred to a customer, which is the point in time that the customer gains control of the goods. This is due to the nature of goods being fairly standardised and hence specific contract accounting does not apply.

Contracts are deemed to be complete, and hence performance obligations fully satisfied, post customer acceptance of the goods. Amounts disclosed as current deferred income reflect revenue that will be recognised on performance obligations that will be satisfied within a year. The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, as of the end of the reporting period is £ nil (2023: £3,829,403). This amount will be recognised over the remaining life of the contract.

Property, plant and equipment

All property, plant and equipment are valued at net book value, being the cost less accumulated depreciation and any impairment losses where there is an impairment recognised. Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets concerned. Annual lives of 3-4 years are used for owned plant and equipment. All right of use assets are depreciated in equal instalments over the remaining term of the lease.

Taxation

Where an income tax credit arises, this represents the sum of the tax currently receivable and deferred tax. Current tax is based on taxable profits for the year using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax is provided for on a full provision basis on all temporary differences, which have arisen but not reversed at the statement of financial position date. Temporary differences represent the accumulated differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax is calculated at the tax rates that are expected to apply when the related deferred tax balance is settled. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity in which case the deferred tax is also dealt with in equity. Deferred tax assets are recognised to the extent that it is probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences can be deducted.

Pension costs

Contributions to defined contribution schemes are recognised on an accrual basis in accordance with the rules of the scheme.

Foreign currencies

Transactions denominated in a foreign currency are translated into sterling at the rate of exchange ruling at the date of the transaction. At the statement of financial position date, monetary assets and liabilities denominated in foreign currency are translated at the rate ruling at that date. All exchange differences are dealt with in profit or loss.

Inventories

Inventories and work in progress are stated at the lower of cost and net realisable value. Cost comprises direct materials and other subcontracted manufacturing costs. The costs of finished products are expensed to profit or loss to match against the corresponding revenues from those products. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Provision is made against slow moving and obsolete inventories to ensure the value at which inventories are held in the statement of financial position is reflective of anticipated future sales patterns.

Share based payments

The Group operates an equity settled share-based compensation plan whereby the Company grants share options to employees of all Group companies. The fair values of the options granted under this plan are calculated using an appropriate valuation model which takes into account assumptions about future events and market conditions. Further details are provided in note 19.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service condition are fulfilled, ending on the date on which the relevant employees become fully entitled to the award. The cumulative expense recognised for equity-settled transactions at each reporting date, until the vesting date, reflects the extent to which the vesting period has expired and the Directors' best estimate of the number of equity instruments that will ultimately vest.

In making this judgement consideration must be made as to the likely number of shares that will vest, and the fair value of each award granted. The fair value is determined using a valuation model, which is dependent on further estimates, including the Group's future dividend policy, employee turnover, the timing with which options will be exercised and the future volatility in the price of the Group's shares. Such assumptions are based on publicly available information and reflect market expectations.

Financial instruments

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

Trade receivables and contract assets

Trade receivables are held in order to collect the contractual cash flows and are initially measured at the transaction price as defined in IFRS 15, as the contracts of the Group do not contain significant financing components. Impairment losses are recognised based on 12 month expected credit losses in profit or loss. The Group does business and extends credit based on an evaluation of the customers' financial condition, generally without requiring collateral. Exposure to losses on receivables is expected to vary by customer due to the financial condition of each customer. The Group monitors exposure to credit losses and maintains allowances for anticipated losses considered necessary under the circumstances. As of 30 June 2024, there was a provision of £705,562 held as an allowance for doubtful accounts, see note 14 for further detail.

Other receivables are held in order to collect the contractual cash flows and accordingly are measured at initial recognition at fair value, which ordinarily equates to cost and are subsequently measured at cost less impairment due to their short-term nature. A provision for impairment is established based on 12 month expected credit losses unless there has been a significant increase in credit risk when lifetime expected credit losses are recognised. The amount of any provision is recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash held by the Group and short term bond deposits with an original maturity of three months or less.

Borrowings

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

Trade payables

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

Leases

Right of use assets and lease liabilities are recognised and measured in accordance with IFRS 16.

A right of use asset and a lease liability has been recognised for all leases except leases of low value assets, which are considered to be those with a fair value below £5,000, and those with a duration of 12 months or less. The right-of-use asset has been measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date.

The Group will depreciate the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. Where impairment indicators exist, the right of use asset will be assessed for impairment.

The lease liabilities are measured at the present value of the lease payments due to the lessor over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

After initial measurement, any payments made will reduce the liability and the interest accrued will increase it. Any reassessment or modification will lead to a remeasurement of the liability. In such case, the corresponding adjustment will be reflected in the right-of-use asset, or profit or loss if the right-of-use asset is already reduced to zero.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment.

Changes in accounting policies and disclosures

New and amended standards adopted by the Group

The new and amended standards and interpretations applicable to the group for the first time this year have not had a material impact on the disclosure, or the amounts reported in the financial statements.

New standards and interpretations not yet adopted

During the next financial year, there will be amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors in relation to the definition of material. The amendments are likely to require some reduced disclosures in the financial statements.

The directors have considered the other new and amended standards and interpretations effect next year and are satisfied that these will not have a material impact on the Group.

2. Revenue and segment information

Business and geographical segments

The directors have given due consideration to the requirements of IFRS 8 and the components of the Group which management use to make decisions about operating matters and internal reports that are regularly reviewed by the chief operating decision maker, which is considered to be the board of directors.

As in previous years, it has been concluded by management and the Board that the organisation is structured as a single business segment, the Marine technology business. The Marine technology business is the segment which provides solutions to solve the problem of maritime domain awareness, both products and systems and which reflects the results presented in the primary statements. Individual contracts are specifically considered by management and the board if their magnitude is considered significantly large to warrant such consideration.

From a geographical perspective, the Group earns revenue from a number of countries as set out below:

Revenue by geographical destination:	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Europe	6,106,091	8,488,539
Middle East	1,714,328	12,682,611
North America	1,557,998	1,307,170
UK	3,243,214	596,306
South East Asia	1,049,615	6,167,879
Other	1,143,286	1,263,647
	14,814,532	30,506,152

Included within revenue is one customer (2023: three) with an amount exceeding 10% of the Group's total revenue. In the current period, the largest customer was from the UK, with sales amounting to £2,492,475. (2023 – the largest customer was from the Middle East with sales of £12,401,520, the second largest from the Philippines with sales of £5,560,413 and the third largest from Belgium with sales of £4,144,748). All sales were within the Marine technology business segment.

Revenue from the Group's customers in the Middle East and the Philippines is recognised over time whilst all other revenue is recognised at a point in time.

3. Directors' emoluments

The remuneration of the individual Directors was as follows:

15 month period ended 30 June 2024	Salary (£)	Bonus (£)	Pension (£)	Total (£)
Executive Directors				
S Tucker	349,688	-	-	349,688
N Peniket	232,325	-	11,593	243,918
R Hurd	170,042	-	8,502	178,544
JF Bonnin	185,964	-	-	185,964
Non Executive Directors				
K Finn	62,500	-	-	62,500
S Barrell	45,000	-	-	45,000
S Rogers	25,000	-	-	25,000
Total	1,070,519	-	20,095	1,090,614

Year ended 31 March 2023	Salary (£)	Bonus (£)	Pension (£)	Total (£)
Executive Directors				
S Tucker	225,000	-	-	225,000
N Peniket	150,000	-	7,500	157,500
R Hurd	110,000	-	5,500	115,500
JF Bonnin (appointed February 2022)	120,639	-	-	120,639
Non Executive Directors				
K Finn	50,000	-	-	50,000
S Barrell	36,000	-	-	36,000
S Rogers	20,000	-	-	20,000
Total	711,639	-	13,000	724,639

Share options at 30 June 2024 and 31 March 2023	Total options	Exercise price	Expiry date
Executive Directors			
S Tucker	1,500,000	0.1p	8 August 2026
S Tucker	2,500,000	0.1p	3 March 2032
N Peniket	1,200,000	0.1p	22 May 2030
N Peniket	750,000	0.1p	8 August 2026
R Hurd	600,000	0.1p	22 May 2030
R Hurd	450,000	0.1p	8 August 2026
JF Bonnin	500,000	0.1p	22 May 2030
Non Executive Directors			
K Finn	1,000,000	0.325p	27 May 2030
S Barrell	300,000	0.325p	27 May 2030

Options expiring August 2026

Those options granted to S Tucker, N Peniket and R Hurd at an exercise price of 0.1p and an expiry date of August 2026 vest in three equal tranches dependent on the Company's share price. The first tranche vests when the share price has exceeded 50p. This occurred during the year ended 31 March 2017 and so the first tranche has vested and is exercisable. The second and third tranches vest on the same basis but with thresholds of 75p and £1.25 which have not yet been met and as such are not exercisable.

Options expiring May 2030

Those options granted to N Peniket, R Hurd and JF Bonnin at an exercise price of 0.1p and an expiry date of May 2030 vest based on four equal tranches dependant on the Company's share price exceeding 75p, £1.25, £1.50 and £2.00. Irrespective of these share price targets, 10% vest after 2 years and a further 25% after 5 years from the date of grant. Furthermore, options were granted to K Finn and S Barrell with the same vesting criteria but with an exercise price of 32.5p. As at period end, the 2 year vesting criteria has been met and therefore 10% of those options have vested and are exercisable. No other vesting criteria has been met and as such the remaining 90% of those options have not yet vested and are not exercisable.

Options expiring May 2032

During the previous year, 2,500,000 options were granted to S Tucker at an exercise price of 0.1p and an expiry date of May 2032. These options vest in five equal tranches dependent on the Company's share price exceeding £1.25, £1.50, £2.00, £2.50 and £3.00. The vesting criteria have not been met and as such those options have not yet vested and are not exercisable.

An insurance premium of £28,021 (2023: £28,000) was paid in respect of directors' and officers' liability. Retirement benefits are accruing to two directors (2023: two) under the money purchase pension scheme.

4. Employee Information

The average number of persons, including directors, employed by the Group during the period was:

	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Technical	82	65
Administration, sales and other	27	25
	109	90

Staff costs for the above persons were:

	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Wages and salaries	6,278,125	3,852,779
Social security costs	673,396	408,284
Pension costs – defined contributions	235,997	136,155
	7,187,518	4,397,218

Total amounts payable for wages and salaries exclude costs capitalised as development expenditure within intangible assets, amounting to £3,693,954 (2023: £2,787,122). Total amounts payable for wages and salaries include an amount of £391,661 (2023: £299,276) in respect of share-based payment charges.

The Company employed an average of 7 persons within administration, sales and other (2023: 7) with total wages and salaries of £1,260,483, (2023: £895,124), including social security costs of £41,461 (2023: £28,414) and pension costs of £14,909 (2023: £9,932). The wages and salaries of the Company also include an amount of £391,661 (2023: £299,276) in respect of share-based payment charges.

5. Finance income and expenditure

	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Bank interest payable	147,062	67,251
Loan interest payable	1,025,580	675,409
Equipment loan interest payable	35,760	-
Lease liabilities interest payable	44,688	38,887
Total interest payable	1,253,090	781,547
Bank interest receivable	(44,073)	(351)

6. Operating (loss) / profit

Operating profit / (loss) for the year is stated after charging:

	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Inventories recognised as an expense	7,122,926	7,590,959
Amortisation of intangible assets (included in administrative costs)	3,319,062	2,406,644
Depreciation	517,504	474,226
Auditors' remuneration		
Fees payable to the company's auditor for the audit of the parent company's accounts	40,000	35,000
Fees payable to the company's auditor for other services:		
- audit of the company's subsidiaries	100,000	96,000
- audit-related assurance services	4,500	4,300
Exchange loss	215,024	180,102
Research and development costs not capitalised	263,363	305,626

7. Taxation

Income tax credit	2024 (£)	2023 (£)
UK corporation tax at 25% (2023: 19%):	(836,141)	(968,607)
Adjustments in respect of prior periods	11,338	53,789
Foreign taxation	77,996	199,126
Deferred tax charge / (credit)	-	-
Tax charge / (credit) for the period	(746,807)	(715,692)
Factors affecting tax credit for the year:		
Profit / (loss) before tax	(14,400,626)	(646,172)
Loss before tax multiplied by standard rate of corporation tax in the UK 25% (2023: 19%)	(3,604,615)	(124,850)
Effects of:		
Fixed asset differences	(21,401)	-
Expenses not deductible for tax purposes	2,753	111,195
Other permanent differences	73,763	3,490
Additional deduction for R&D expenditure	(852,164)	(1,312,009)
Surrender of tax losses for R&D tax credit refund	852,901	-
R&D expenditure credits	49,545	-
Foreign tax - other	77,996	199,126
Adjustment in respect of prior periods	11,338	113,131
Impact of change in tax rates	-	66,705
Timing differences not recognised in the computation	13,360	-
Movement in deferred tax not recognised	2,649,717	227,520
Tax charge / (credit) for the period	(746,807)	(715,692)

Income tax credit	2024 (£)	2023 (£)
Losses carried forward	35,422,122	22,431,836
Deferred tax asset:		
Fixed asset temporary differences	(3,411,353)	(2,843,186)
Short term temporary differences	24,382	-
Losses and other deductions	3,386,971	2,843,186
Deferred tax asset	-	-
Current tax asset:		
At 1 April 2023	968,607	978,963
Reclassified from deferred tax asset	-	-
Recovered during the year	(957,269)	(925,174)
Adjustment to prior period	(11,338)	(53,789)
R&D tax credit asset	831,085	968,607
At 30 June 2024	831,085	968,607
Current tax liability:		
At 1 April 2023	-	-
Foreign tax	77,996	199,126
Paid during the year	(77,996)	(199,126)
At 30 June 2024	-	-
Unprovided deferred tax:		
Fixed asset temporary differences	-	-
Short-term temporary differences	28,101	199,147
Losses and other deductions	5,285,420	1,561,554
Unprovided deferred tax asset	5,313,521	1,760,701

The current year rate of 25% arises from changes to legislation enacted during 2021. The main rate of corporation tax in the UK increased from 19% to 25% with effect from 1 April 2023. In June 2023 Finance Act (No.2) 2023 was substantively enacted in the UK, introducing a global minimum effective tax rate of 15% in line with the OECD Pillar Two model rules. The legislation implements a domestic top-up tax and a multinational top-up tax, effective for periods starting on or after 31 December 2023. The new rules are not expected to have a material impact on the Company's operations or results.

8. Company loss for the financial year

The Company has taken advantage of the exemption under Section 408 of the Companies Act 2006 not to publish its individual income statement. The loss for the 15 month period ended 30 June 2024, dealt with in the financial statements of the Company, was £2,476,590 (Year ended March 31 2023: loss £1,699,238). The Company made no gains or losses which would be reported in other comprehensive income in the 15 month period ended 30 June 2024 and year ended 31 March 2023 and therefore the Company has not published its individual Statement of Comprehensive Income.

9. Intangible assets

	Patent (£)	Development costs (£)	Goodwill (£)	Total (£)
Cost				
At 1 April 2022	54,160	27,129,099	633,645	27,816,904
Additions	-	4,795,292	-	4,795,292
At 31 March 2023	54,160	31,924,391	633,645	32,612,196
Additions	-	5,732,755	-	5,732,755
At 30 June 2024	54,160	37,657,146	633,645	38,344,951
Amortisation				
At 1 April 2022	54,160	18,394,675	-	18,448,835
Charge for the year	-	2,406,644	-	2,406,644
At 31 March 2023	54,160	20,801,319	-	20,855,479
Charge for the period	-	3,319,062	-	3,319,062
At 30 June 2024	54,160	24,120,381	-	24,174,541
Net book value				
At 30 June 2024	-	13,536,765	633,645	14,170,410
At 31 March 2023	-	11,123,072	633,645	11,756,717
At 31 March 2022	-	8,734,424	633,645	9,368,069

Goodwill acquired in a business combination is allocated, at acquisition, to the Marine Cash generating unit (CGU) which is the sole CGU.

The recoverable amount of the goodwill has been determined based on a value in use calculation. That calculation uses cash flow projections covering a five-year period, a terminal growth rate of 2% and a pre-tax discount rate of 20% that reflect current market assessments of the time value of money and the risks specific to the market in which the Marine CGU operates.

The main assumption in the cash flow projections is the budgeted sales which have been determined using in-house estimates based upon detailed discussions with the Group's customers and risk discounts applied where necessary. Sensitivities to these cash flows are considered in note 1.

Management has concluded, based on its forecasts and the net present value of its forecast future cash flows, that there is no recognised impairment. None of the goodwill is expected to be tax deductible.

Development costs in respect of assets not in use are subject to an impairment review using the same cash flow assumptions as above.

10. Property, plant and equipment

Group	Plant & Equipment		Land & Buildings	Total (£)
Cost	Owned assets (£)	Right of use assets (£)	Right of use assets (£)	
At 1 April 2022	2,292,751	310,389	1,308,373	3,911,513
Additions	199,061	202,546	-	401,607
At 31 March 2023	2,491,812	512,935	1,308,373	4,313,120
Additions	267,865	42,002	82,942	392,809
At 30 June 2024	2,759,677	554,937	1,391,315	4,705,929
Depreciation				
At 1 April 2022	1,675,371	297,919	609,381	2,582,671
Charge for the year	266,031	92,630	115,565	474,226
At 31 March 2023	1,941,402	390,549	724,946	3,056,897
Charge for the period	251,703	111,291	154,510	517,504
At 30 June 2024	2,193,105	501,840	879,456	3,574,401
Net book value				
At 30 June 2024	566,572	53,097	511,859	1,131,528
At 31 March 2023	550,410	122,386	583,427	1,256,223
At 31 March 2022	617,380	12,470	698,992	1,328,842

Company	Plant & Equipment		Land & Buildings	Total (£)
Cost	Owned assets (£)	Right of use assets (£)	Right of use assets (£)	
At 1 April 2022	611,115	310,389	495,206	1,416,710
Additions	63,777	202,546	-	266,323
At 31 March 2023	674,892	512,935	495,206	1,683,033
Additions	18,860	41,810	-	60,670
At 30 June 2024	693,752	554,745	495,206	1,743,703
Depreciation				
At 1 April 2022	473,235	297,920	256,446	1,027,601
Charge for the year	81,940	92,631	35,372	209,943
At 31 March 2023	555,175	390,551	291,818	1,237,544
Charge for the period	50,623	111,098	44,215	205,936
At 30 June 2024	605,798	501,649	336,033	1,443,480
Net book value				
At 30 June 2024	87,954	53,096	159,173	300,223
At 31 March 2023	119,717	122,384	203,388	445,489
At 31 March 2022	137,880	12,469	238,760	389,109

The corresponding leases in respect of the above right of use assets are disclosed in note 17.

11. Investments in subsidiaries – Company

Cost – Shares in group undertakings	£
At 31 March 2022	20,923,456
Additions	797
At 31 March 2023	20,924,253
Additions	14,100,000
At 30 June 2024	35,024,253

The additions during the period comprised of the following:

a) SRT Marine Technology Limited issued 1,200,000 shares of £1 each to its parent company

b) SRT Marine System Solutions Limited issued 129,000,000 shares of £0.10 each to its parent company

The Company holds more than 20% of the share capital of the following companies:

Subsidiary	Country of incorporation	Shares held	
		Class	%
SRT Marine Technology Limited (a)	UK	Ordinary	100
Em-trak Marine Electronics Limited (b)	UK	Ordinary	100
SRT Marine System Solutions Limited (a)	UK	Ordinary	100
Em-trak Marine Electronics Ireland Limited (a)	Ireland	Ordinary	100
SRT Marine Technology Ireland Limited (a)	Ireland	Ordinary	100
Em-trak Marine Electronics USA Inc (b)	USA	Ordinary	100
SRT Marine Systems SAS (b)	France	Ordinary	100
Software Radio Technology Limited (b)	UK	Ordinary	100
SRT Software Development (India) Private Limited (b)	India	Ordinary	100

Notes:

a) The principal activity of these subsidiaries is the sales and development of maritime communication products and systems.

b) Non-trading entities

The address of the above entities is the same as the Registered Office of the parent Company, SRT Marine Systems plc as given on page 3 except for SRT Marine Systems SAS whose address is SNCF Station, 14 rue de Dunkerque, 75010 Paris, France , the two Irish subsidiaries whose address is 51 Northumberland Road, Dublin 4, Ireland and Em-trak Marine. Electronics USA Inc whose address is 252 Little Falls Drive, Wilmington, Delaware 19808 USA.

Furthermore, during the period the Group opened and operated a branch office in Saudi Arabia: SRT Marine System Solutions, 8092 King Fahd Road, Al Olaya District, Unit No 8174, Riyadh 12313 3735, Saudi Arabia. Subsequent to the year end, this branch was incorporated with address at 2377 Airport Road, Qurtuba, Riyadh 13244, Saudi Arabia.

12. Restricted cash

As at 30 June 2024, the Group had a balance of £949,115 (2023: £949,115) which was held in a restricted bank account by the Group's bankers. This balance is being held as security against any possible liability arising from a performance bond issued by the bank to the Group's customer on one of its systems projects. The Group does not expect any liabilities to arise on this project and thus the cash to be returned on completion in the year ended 30 June 2025.

13. Inventories

Group	30 June 2024 (£)	31 March 2023 (£)
Raw materials and consumables	6,694,980	1,861,477
Finished goods	1,355,919	1,604,149
	8,050,899	3,465,626

14. Trade and other receivables

Group	30 June 2024 (£)	31 March 2023 (£)
Trade receivables	1,096,302	1,817,606
Other receivables	178,168	526,924
Prepayments and accrued income	1,080,932	3,48,122
	2,355,402	5,828,652

Trade and other receivables, which are the only financial assets at amortised cost, are non-interest bearing and generally have terms between 0 days to 120 days, these are set on a client by client basis. Due to their short maturities, the carrying amount of trade and other receivables is a reasonable approximation of their fair value. Trade receivables included one debtor with an amount exceeding 10% of the aggregate balance. This receivables balance amounted to £275,913.

As at 30 June 2024 and 31 March 2023 the following movements in the provision account for credit losses were recognised during the year:

Group	2024 (£)	2023 (£)
Balance at 1 April	8,155	9,802
Amounts written off during the year	-	(1,647)
Provision made during the year	697,407	-
Balance at 30 June/31 March	705,562	8,155

As at 30 June 2024 trade receivables and contract asset balances of £372,801 (2023: £380,070) were past due but not impaired. The ageing analysis of these trade receivables is set out below. The Company applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on the percentage of sales made to the customer group and each is allocated a similar credit risk. No ECL provision has been raised as it has not been deemed material.

Group	30 June 2024 (£)	31 March 2023 (£)
Up to 3 months past due	372,801	359,239
3 to 6 months past due	-	20,831
Over 6 months past due	-	-
	372,801	380,070

Company	30 June 2024 (£)	31 March 2023 (£)
Current		
Prepayments and accrued income	275,875	152,055
Amounts owed by group undertakings	5,258,783	973,983
Other receivables	58,518	48,723
	5,593,176	1,174,761

15. Trade and other payables

Group	30 June 2024 (£)	31 March 2023 (£)
Trade payables	2,434,373	2,466,200
Other tax and social security payable	246,123	197,992
Other payables	100,466	23,176
Accruals and deferred income	1,026,750	4,322,558
	3,807,712	7,009,926

Company	30 June 2024 (£)	31 March 2023 (£)
Trade payables	375,439	320,172
Other tax and social security payable	8,459	7,480
Accruals and deferred income	106,285	94,398
	490,183	422,050

16. Borrowings

Group and Company	30 June 2024 (£)	31 March 2023 (£)
Less than one year:		
Bank loan	1,500,000	312,500
Loan notes	7,830,000	7,690,000
Equipment loan	1,381,673	-
	10,711,673	8,002,500
More than one year:		
Loan notes	490,000	-
Equipment loan	2,465,864	-
	2,955,864	-

The bank loan was drawn down in September 2023 as a loan under the UK government Recovery Loan Scheme (RLS) at an interest rate of 3.5% above base, with repayments in instalments to September 30 2024. Subsequent to the year end, the date of the final repayment of £500,000 was extended to December 2024.

Loan notes relate to drawdowns on a secured note programme which has been arranged by LGB Capital Markets. The loan note liabilities are secured by a floating charge over the Group's assets. The loan notes have terms of up to 3 years and an interest rate of 8%–12%. The loan notes have maturity dates as follows:

	£
November 2024	2,705,000
December 2024	2,140,000
March 2025	2,540,000
April 2025	445,000
March 2026	490,000
	8,320,000

The loan notes are subject to covenants relating to gearing and debt service cover which were tested and passed at 31 March 2024 and will be re-tested at 31 March 2025.

During the period, an equipment loan of £4,145,020 was drawn in respect of purchases for a systems project. The loan is repayable in quarterly instalments over a 3 year period with an interest rate of 4%.

There are no material differences between the fair value of all borrowings and their actual book value.

17. Lease liabilities

Group	30 June 2024 (£)	31 March 2023 (£)
Lease liabilities:		
Current	241,098	237,371
Non current	496,003	649,946
	737,101	887,317

Company	30 June 2024 (£)	31 March 2023 (£)
Lease liabilities:		
Current	120,098	134,241
Non current	204,724	311,849
	324,822	446,090

The group has long-term property leases with a total value of £641,916 and with maturity dates varying between 1 and 5 years. Furthermore, it has leases on office equipment with a value of £95,185 with maturity dates varying between less than one year and 2 years.

The company has long-term property leases with a total value of £230,049 and with a maturity date of 5 years. Furthermore, it has leases on office equipment with a value of £94,773 with maturity dates varying between less than 1 year and 2 years.

The Company holds leases for five buildings and for office equipment. These leases are reflected in the statement of financial position as a right-of-use asset and a lease liability.

The company classifies its right of use assets in a consistent manner to its property, plant and equipment. The early termination clauses within all but one lease have expired. The remaining lease with an early termination clause is not anticipated to be exercised.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right-of-use asset can only be used by the Company. Leases may only be cancelled by incurring a substantive termination fee. The Company must keep the buildings in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company must insure right-of-use assets and incur maintenance fees on such items in accordance with the lease contracts.

The interest charged on leases for the 15-month period ended 30 June 2024 has been disclosed in note 5. The depreciation charged on leases for the 15-month period ended 30 June 2024 has been disclosed in note 10.

The undiscounted cash flows connected to the lease liabilities are as follows:

Group	30 June 2024 (£)	31 March 2023 (£)
Lease liabilities:		
Current	241,239	257,163
Non current	560,906	895,119
	802,145	1,152,282

Company	30 June 2024 (£)	31 March 2023 (£)
Lease liabilities:		
Current	120,239	144,688
Non current	219,039	373,002
	339,278	517,690

18. Called up share capital

Allotted: Ordinary shares of 0.1p each	30 June 2024 No.	31 March 2023 No.
Number of shares allotted	222,634,086	181,516,939
	£	£
Value of shares allotted	222,634	181,517
Reconciliation of movements in share capital:		**No.**
Shares outstanding as at 31 March 2022		180,676,939
Exercise of share options (a)		210,000
Exercise of share options (b)		530,000
Exercise of share options (c)		100,000
Shares outstanding as at 31 March 2023		181,516,939
Exercise of share options (d)		8,000
Share placing June 2023 (e)		10,720,000
Exercise of share options (f)		183,000
Share placing December 2023 / January 2024 (g)		30,000,147
Exercise of share options (h)		206,000
Shares outstanding as at 30 June 2024		222,634,086

Notes:

a) 150,000 share options were exercised at a price of 18p in November 2022 and a further 60,000 at a price of 23p in the same month.

b) 500,000 share options were exercised at a price of 20p in December 2022 and a further 30,000 at a price of 18p in the same month.

c) 100,000 share options were exercised at a price of 0.1p in February 2023

d) 8,000 share options were exercised at a price of 0.1p in April 2023.

e) The placing in June 2023 took place at 50p per share raising gross proceeds of £5,360,000 before costs of £364,484.

f) 15,000 share options were exercised at a price of 0.1p in July 2023, 40,000 at a price of 26p in August 2023, and 8,000 at a price of 0.1p in the same month. A further 120,000 share options were exercised in September 2023 at a price of 31.5p.

g) The placing in December 2023 and January 2024 took place at 35p per share raising gross proceeds of £10,500,051 before costs of £575,138.

h) 30,000 share options were exercised at a price of 25p in November 2023 with a further 126,000 share options were exercised in December 2023 at the same price. A further 50,000 share options were exercised at a price of 0.1p in December 2023.

19. Share based payment

The Company operates an Enterprise Management Incentive share option scheme and a Non-Enterprise Management Incentive scheme for directors and employees. The general terms of the schemes are that awards are made once an employee has completed a minimum of six months' service with the Group. The awards made to employees are at the discretion of the Management Team and those to the directors at the discretion of the Remuneration Committee.

The options are expected to vest over a period of up to four years and the maximum exercise period for the options is ten years from the date of grant. Upon vesting the options are equity settled. Details of the share options outstanding during the year and previous year are as follows:

	No. of options	Weighted average exercise price
Balance at 1 April 2022	8,849,000	7.6p
Granted during the year	4,100,000	0.1p
Exercised during the year	(840,000)	17.4p
Lapsed during the year	(232,000)	2.0p
Balance at 31 March 2023	11,877,000	4.4p
Granted during the period	450,000	0.1p
Exercised during the period	(397,000)	2.7p
Lapsed during the period	(500,000)	1.7p
Balance at 30 June 2024	11,430,000	4.1p
Balance exercisable at 30 June 2024	1,950,000	4.2p
Balance exercisable at 31 March 2023	2,220,000	6.3p

The value of the options granted during the period have been measured by using the Black Scholes pricing model as adjusted where applicable for market-based performance criteria. The inputs into the Black Scholes model included expected lives of up to 4 years as well as the relevant share price, exercise price, volatility and risk-free rate at the date of grant. The options granted during the year had exercise prices of 0.1p and a share price on the date of issue ranging from 42p–51.5p.

Expected volatility was determined by referencing volatility data received and using historical data for similar sized companies over the previous five years and amounted to approximately 60% for the grants made during the period. Risk free rates were determined using government bonds and amounted to between 3.4% and 4.6%. The expected dividend yield was 0%.

For share options outstanding at the year end, vesting criteria and dates and expiry dates are as set out below.

Vesting date/criteria	Number issued	Exercise price	Expiry date
Vested and exercisable immediately	50,000	29p	Feb 2025
Vested and exercisable immediately	90,000	26p	May 2025
Vested and exercisable immediately	900,000	0.1p	Aug 2026
Vested and exercisable immediately	180,000	0.1p	Dec 2026
Vested and exercisable immediately	20,000	0.1p	Feb 2027
Vested and exercisable immediately	100,000	0.1p	May 2028
Vested and exercisable immediately	290,000	0.1p	May 2030
Vested and exercisable immediately	130,000	32.5p	May 2030
Vested and exercisable immediately	75,000	0.1p	Dec 2030
Vested and exercisable immediately	15,000	0.1p	Apr 2032
Vested and exercisable immediately	100,000	0.1p	July 2033
Share price criteria not met	1,800,000	0.1p	Aug 2026
Share price/retention criteria not met	2,610,000	0.1p	May 2030
Share price/retention criteria not met	1,170,000	32.5p	May 2030
Share price/retention criteria not met	135,000	0.1p	April 2032
Share price criteria not met	2,500,000	0.1p	May 2032
Share price/retention criteria not met	690,000	0.1p	Feb 2033
Share price/retention criteria not met	250,000	0.1p	April 2033
Not exercisable before:			
July 2024	50,000	0.1p	Dec 2030
Dec 2024	75,000	0.1p	Dec 2030
Dec 2024	200,000	0.1p	Sept 2032
Total outstanding options	**11,430,000**		

20. Reserves

Reserves for the Group and Company are set out in the Statement of Changes in Equity on pages 25 and 26 respectively. Other reserves consist of a capital redemption reserve, warrant reserve and a merger reserve as set out below:

	Capital redemption reserve (£)	Warrant reserve (£)	Merger reserve (£)	Total (£)
At 30 June 2024, and 31 March 2023 and 2022	2,857	62,400	5,425,339	5,490,596

The capital redemption reserve arose on 8 March 2005 when 285,714 deferred 1p shares with an aggregate nominal value of £2,857 were repurchased by Software Radio Technology (UK) Limited for the aggregate consideration of 1p. The merger reserve arose on 19 October 2005 when SRT Marine Systems plc acquired the entire share capital of Software Radio Technology (UK) Limited by means of a share for share exchange.

The warrant reserve arose on Software Radio Technology plc listing on the London Alternative Investment Market in November 2005 when for every one share issued one warrant was also issued. This reserve represents the other reserve within the Company.

Retained earnings represent the profits that the Group and Company has earned to date less dividends paid to shareholders and credits arising from capital reductions. Share premium represents the difference between the subscription and issue price of shares and their nominal value less any associated costs.

21. Related party transactions

Key management are those persons having authority and responsibility for planning, controlling and directing the activities of the Group. In the opinion of the Board, the Group's key management are the directors of SRT Marine Systems plc. The compensation of the directors of SRT Marine Systems plc is disclosed in note 3. In addition, a total share-based payment expenses of £156,124 (2023: £142,212) was recognised during the period in respect of share options granted to directors, together with an aggregate charge relating to directors' employer's national insurance contributions of £54,439 (2023: £36,769).

During the period, there were expenses charged from the Company to its subsidiaries which are related parties for services provided. These transactions amounted to £1,686,694 (2023: £1,079,082). As at 30 June 2024, the Company had an outstanding receivables balance from SRT Marine Technology Ltd of £4,989,790 (31 March 2023: £920,181) and an outstanding receivables balance with SRT Marine System Solutions Ltd of £286,529 (31 March 2023: £71,578).

22. Cash (used in) / generated from operations

Group	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Operating (loss) / profit	(13,191,609)	135,024
Depreciation of property, plant and equipment	517,504	474,226
Amortisation of intangible fixed assets	3,319,062	2,406,644
Share based payment charge	391,661	299,276
Increase in inventories	(4,585,273)	(1,105,704)
Decrease / (increase) in trade and other receivables	3,473,250	(1,980,917)
(Decrease) / increase in trade and other payables	(3,202,216)	550,291
	(13,277,621)	778,840

Company	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Operating loss	(1,332,704)	(1,010,515)
Depreciation of property, plant and equipment	205,936	209,943
Share based payment charge	391,661	299,276
Increase in trade and other receivables	(186,385)	(9,404)
Increase in amounts owed by group undertakings	(4,232,031)	(338,186)
Increase / (decrease) in trade and other payables	68,133	(104,891)
	(5,085,390)	(953,777)

23. Basic and diluted (loss) / earnings per share

The basic loss per share has been calculated on the loss after taxation of £13,653,819 (2023: profit £69,520) divided by the weighted number of ordinary shares in issue of 202,114,658 (2023: 180,961,021).

During the current period, the Group incurred a loss after taxation and therefore there is no dilution of the impact of the share options granted.

During the previous year the calculation of diluted earnings per share has been calculated on profit after taxation of £69,520. It assumes conversion of all potentially dilutive ordinary shares, all of which arise from share options. A calculation is performed to determine the number of shares that could have been acquired at fair value, based upon the monetary value of subscription rights to outstanding share options. The number of dilutive shares under option was 1,958,724 and the weighted average number of ordinary shares for the purposes of dilutive earnings per share was 182,919,745.

24. Financial instruments

The Group and Company's financial instruments comprise cash and cash equivalents, borrowings, lease liabilities and items such as trade payables and trade receivables which arise directly from its operations. The main purpose of these financial instruments is to provide finance for the Group and Company's operations.

The Group and Company's operations expose it to a variety of financial risks including credit risk, interest rate risk and foreign currency exchange rate risk. Given the size of the Group and Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Group's finance department.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables and accrued income balances. The Company had no trade receivables at 30 June 2024 (2023: £nil). The Group has implemented policies that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed annually by each subsidiary's management team. The carrying amount of financial assets represents the maximum credit exposure.

The maximum credit exposure as at the reporting date was:

	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Trade receivables and accrued income	1,643,806	4,274,927
Cash and cash equivalents	3,726,198	3,130,663
	5,370,004	7,405,590

At 30 June 2024, The Company has cash and cash equivalents of £187,670 (31 March 2023: £26,135) and no trade receivables.

Interest rate risk

The Group and Company have interest bearing assets and liabilities which comprise of cash and cash equivalents and short and medium term loans (note 16) and lease liabilities (note 17) which earn or incur interest at a fixed rate. The Group and Company have not entered into any derivative transactions during the period under review.

The Group and Company's cash and cash equivalents earned interest at a variable rate totalling £44,073 (2023: £351) during the period. Interest payable on the short and medium term loans at a variable rate amounted to £1,208,402 (2023: £742,660) for the Group and Company together with interest on lease liabilities of £44,688 (2023: £38,887).

Liquidity risk

The Group maintains a mixture of long-term and short-term debt finance that is designed to ensure it has sufficient available funds for operations and future expansion opportunities. The Group monitors its levels of working capital to ensure that is can meet its debt repayments as they fall due. Debt maturity is disclosed in note 16. Trade and other payables are due on 30 days as standard.

Foreign currency exchange rate risk

The Group is exposed to foreign currency exchange rate risk as a result of trade payables and trade receivables which will be settled in US Dollars, Euros, Saudi Riyal and Philippine Peso. The Company had no material exposure to foreign exchange risk. During the year the Group did not enter into any arrangements to hedge this risk, as the directors did not consider the exposure to be significant. The Group will review this policy as appropriate in the future.

The Group's currency exposure comprises monetary assets and liabilities that are denoted in currencies other than sterling, principally those denominated in US Dollars, Euro, Saudi Riyals and Philippine Peso. Such transactions give rise to net currency gains and losses recognised in profit or loss. At the period end this exposure comprised £1,099,438 (2023: £1,843,107) of assets denominated in US Dollars, £320,153 (2023: £415,529) of assets denominated in Euros, and £60,018 (2023: £1,253,209) of assets denominated in Philippine Peso and £737,251(2023: £3,451,384) of assets denominated in Saudi Riyal. Furthermore, the Group at period end had £970,816 (2023: £975,524) of liabilities denominated in US Dollars, £46,729 (2023: £78,976) of liabilities denominated in Euros, £43,459 (2023: £75,095) of liabilities denominated in Philippine Peso and £230,422 (2023: £3,804,665) of liabilities denominated in Saudi Riyal.

The table below illustrates the hypothetical sensitivity of the Group's reported profits and equity to a 10% increase and decrease in the US dollar/Sterling, Euro/Sterling and Philippine Peso/Sterling exchange rates at the period end date assuming all other variables remain unchanged. The sensitivity rate of 10% represents the Directors assessment of a reasonable possible change. Positive figures represent an increase in profit and equity. Period end exchange rates applied in the analysis below are US Dollar 1.26 (2023: 1.24), Euro 1.18 (2023: 1.14), Saudi Riyal 4.74 (2023: 4.64) and Philippine Peso 74.09 (2023: 67.15).

	15 months ended 30 June 2024 (£)	Year ended 31 March 2023 (£)
Sterling strengthens by 10%		
US Dollar	(11,693)	(78,871)
Euro	(24,857)	(30,596)
Saudi Riyal	(46,075)	32,116
Philippine Peso	(1,505)	(107,101)
Sterling weakens by 10%		
US Dollar	12,862	86,758
Euro	27,342	33,655
Saudi Riyal	50,683	(35,328)
Philippine Peso	1,656	117,811

25. Capital risk management

The Group's objectives when managing capital are to The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders. The Group defines capital as being share capital plus reserves which amounted to £12,053,172 at 30 June 2024 (31 March 2023: £10,307,619). The Board of Directors monitors the level of capital as compared to the Group's long-term debt commitments and adjusts the ratio of debt to capital as is determined to be necessary, by issuing new shares, reducing or increasing debt paying dividends. The Group is not subject to any externally imposed capital requirements, except as disclosed in note 16.

26. Financial commitments

As at 30 June 2024, the Group had financial purchase order commitments amounting to £1,471,121 (2023: £1,438,843).

27. Subsequent events

On 28th October, an existing shareholder, Ocean Infinity provided a $21.4m guarantee to enable the Group to issue a performance bond of a similar value in respect of a project contract worth $213m which was signed on 30th October 2024. This guarantee was initially provided as a cash loan of $21.4m at an interest rate of 0.75% per month. This loan is expected to be repaid when the guarantee is replaced with a bank guarantee on Ocean Infinity's behalf which will then in turn be replaced by using a combination of SRT's own cash resources and the UKEF export guarantee program. In return for providing this guarantee, Ocean Infinity is being granted 20,000,000 warrants* at a strike price of 35p, with an exercise period of 3 years.

Subsequent to the year end, the Group has completed a number of financing and refinancing exercises as set out below:

- The Group has drawn down an aggregate of £5m of loan notes from its secured note programme as arranged by LGB capital markets. £1m of these loan notes have since been converted into 2,942,857 ordinary shares*.
- The Group has raised an aggregate of £8.5m (before expenses) through the issue of 24,285,713 new ordinary shares*.
- The Group has extended the date of its final repayment of £500,000 on its bank loan under the UK government Recovery Loan Scheme from September 2024 to December 2024.*Subject to shareholder approval at the General Meeting on 2nd December 2024.

*Subject to shareholder approval at the General Meeting on 2nd December 2024.

28. Ultimate controlling party

There was no overall controlling party as at 30 June 2024 or 31 March 2023.

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of SRT Marine Systems plc (the "Company") will be held at the Centurion Hotel, Charlton Lane, Radstock, England BA3 4BD at 11.00 a.m. on January 23rd 2025 for the purpose of considering and, if thought fit, passing the following ordinary resolutions (in the case of resolutions 1 to 7 inclusive) and special resolution (in the case of resolution 8):

Ordinary resolutions

1. To receive the audited annual accounts and reports of the Company for the 15 months ended 30 June 2024.

2. To reappoint CLA Evelyn Partners Limited as the auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.

3. To authorise the directors to determine CLA Evelyn Partners Limited's remuneration as the auditors of the Company.

4. To re-elect Neil Peniket as a director of the Company.

5. To re-elect Simon Rogers as a director of the Company.

6. To reappoint Oliver Plunkett as a director of the Company.

7. THAT the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £83,288, provided that this authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling 15 months after the passing of this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution of any such previous authorities.

Special resolution

8. THAT subject to the passing of resolution 7, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 7 above and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

   a) any such allotment and/or sale of equity securities in connection with an offer by way of rights issue or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, made to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £24,986.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the directors by resolution 7 above expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

The directors believe that the proposed resolutions to be put to the meeting are in the best interests of shareholders as a whole and recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial shareholdings in the Company.

On behalf of the Board:

Richard Hurd
Company Secretary
4th December 2024

Registered Office:
Wireless House, Westfield Industrial Estate,
Midsomer Norton, Bath BA3 4BS
Registered in England and Wales No. 05459678

Notes:

1. A shareholder is entitled to appoint another person as that shareholder's proxy to exercise all or any of that shareholder's rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company. If you are appointing more than one proxy you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed, and ensure that, taken together, the numbers of shares stated on the forms of proxy do not exceed your holding.

2. A form of proxy for use in connection with the Annual General Meeting is enclosed with the document of which this notice forms part. Completion and return of a form of proxy will not prevent a shareholder from attending and voting at the Annual General Meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.

3. To appoint a valid proxy or proxies shareholders must complete: (a) a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company Secretary at the Company's offices, or (b) a CREST Proxy Instruction (see note 4 below) in each case no later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent by the latest time for receipt of proxy appointments set out in paragraph 3 above.

   For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those shareholders included in the register of members of the Company at 6.00 p.m. January 21st 2025 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two days before the day of any adjourned meeting, excluding any part of a day which is not a working day, will be entitled to attend and to vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00 p.m. on January 21st, 2025 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the day which is two days before the day of any adjourned meeting, excluding any part of a day which is not a working day, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

6. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

7. As of December 4th 2024, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 249,862,656 ordinary shares of 0.1 pence each with each share carrying the right to one vote.

Explanatory Notes for Shareholders

The notice of the Annual General Meeting of the Company to be held at 11.00 a.m. on January 23rd 2025, is set out on pages 55–58 of the annual report and accounts. The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders. Resolutions 1 to 7 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.

Resolution 1 – Directors' report and audited accounts for 15 months ended 30 June 2024

The directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting the audited accounts and the reports of the directors and auditors for the 15 months ended 30 June 2024. The report of the directors and the audited accounts have been approved by the directors, and the report of the auditors has been approved by the auditors, and both reports are contained in the Company's Annual Report and Accounts.

Resolution 2 – Reappointment of auditors

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This resolution seeks shareholder approval for the reappointment of CLA Evelyn Partners Limited. The Audit Committee keeps under review the independence and objectivity of the external auditors. After considering relevant information the Audit Committee recommended to the board of directors that CLA Evelyn Partners Limited be reappointed.

This resolution proposes the reappointment of CLA Evelyn Partners Limited as auditors of the Company.

Resolution 3 – Auditors' remuneration

This resolution gives authority to the directors to determine the remuneration of CLA Evelyn Partners Limited as auditors of the Company.

Resolutions 4, 5 & 6 – Directors' re-election and reappointment

Neil Peniket and Simon Rogers will retire at this year's Annual General Meeting and offer themselves for re-election.

The articles of association of the Company require that any director not otherwise required to retire from office at an annual general meeting shall do so unless he was appointed or reappointed as a Director at either of the last two annual general meetings before that meeting. Oliver Plunkett, having been appointed as a new non-executive director of the Company following the conclusion of the Company's general meeting held in connection with the fundraising in December 2024, will therefore retire at this year's Annual General Meeting and offer himself up for reappointment.

Resolution 7 – Authority to allot shares

The Companies Act 2006 provides that the directors may only allot shares or grant rights to subscribe for or to convert any security into shares if authorised by shareholders to do so. Resolution 7 will, if passed, authorise the directors to allot shares up to a maximum nominal amount of £83,288.

It is accordingly proposed that the directors be granted general authority at any time prior to the date falling 15 months after the passing of the resolution, or, if earlier, at the conclusion of the Company's next Annual General Meeting, to allot shares up to an aggregate nominal amount of £83,288, which represents an amount which is approximately equal to one-third of the issued ordinary share capital of the Company as at the date of the notice of Annual General Meeting. Passing this resolution will give the directors flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. The directors have no current plans to make use of this authority.

Resolution 8 is a special resolution. This resolution will be passed if not less than 75% of the votes cast for and against are in favour.

Resolution 8 – Disapplication of pre-emption rights

The Companies Act 2006 requires that, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. If passed, resolution 8 will authorise the directors to issue shares for cash and/or sell shares from treasury (if any are so held) up to an aggregate nominal amount of £24,986 (representing approximately 10% of the Company's issued share capital as at the date of the notice of Annual General Meeting) without offering them to shareholders first, and will also modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue. If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 7. The Company does not at present hold any shares in treasury.

SRT Marine Systems Plc
Wireless House
Westfield Industrial Estate
Midsomer Norton
Bath, BA3 4BS
England, UK

Contact
+44 (0)1761 409 500
+44 (0)1761 410 093
info@srt-marine.com

Registered Number: 05459678