



**SRT**

ANNUAL REPORT

**2025**

# Contents

Directors and Advisors	3
About SRT Marine Systems plc	4
Annual Report Highlights	5
Chairman's Statement	6–7
Strategic Report	8–9
Directors' Report	10
Statement of Directors' Responsibilities in respect of the accounts	11
Corporate Governance Report	12–13
Independent Auditor's Report	14–19
Consolidated Statement of Profit or Loss and Other Comprehensive Income	20
Consolidated Statement of Financial Position	21
Company Statement of Financial Position	22
Consolidated Statement of Cash Flows	23
Company Statement of Cash Flows	24
Consolidated Statement of Changes in Equity	25
Company Statement of Changes in Equity	25
Notes to the Accounts	26–53
Notice of Annual General Meeting	54–57

# Directors and Advisors

<b>Directors</b>	Simon Tucker Neil Peniket Richard Hurd Jean-Francois Bonnin Kevin Finn Simon Rogers Simon Barrell Oliver Plunkett (appointed 26 November 2024)	<b>Solicitors</b>	CMS Cameron McKenna Cannon Place 78 Cannon Street London EC4N 6AF
<b>Secretary</b>	Richard Hurd	<b>Nominated Advisor &amp; Broker</b>	Cavendish 60 New Broad Street London EC2M 1JJ
<b>Registered Office</b>	Wireless House Westfield Industrial Estate Midsomer Norton Bath BA3 4BS	<b>Registrars</b>	Computershare Investor Services PLC PO Box 82 The Pavilions Bridgewater Road Bristol BS99 7NH
<b>Bankers</b>	Barclays Bank plc 4–5 Southgate Street Bath BA1 1AQ	<b>Company registered number</b>	05459678
<b>Auditors</b>	S&W Audit Statutory Auditor & Chartered Accountants 4th Floor EQ Building 111 Victoria Street Bristol BS1 6AX	<b>Website</b>	<a href="http://www.srt-marine.com">www.srt-marine.com</a>

# About SRT Marine Systems plc



We provide our customers with advanced insight and awareness that empower them to make efficient and more effective intelligence lead decisions.

Our systems deliver a new generation of advanced performance and functionalities powered by SRT proprietary technologies. Around the world, our customers, from sovereign agencies such as National Coast Guards to individual vessel operators, use our advanced digital systems to provide them with the information they need to make informed decisions that enable them to operate more effectively and efficiently. This helps them solve important issues such as border & territory sovereignty, smuggling, piracy, illegal fishing and navigation efficiency and safety.

SRT Marine Systems has forged a global leadership position through early market entry, many years of accumulated core technology and product investment coupled with sustained market presence that has built a globally trusted and respected brand through consistent successful delivery.

# Annual Report highlights

## Financial:

**426% increase in revenues to £78.0m.**

Profit before tax and exceptional one-off non-cash finance charge of £4.9m.

**£325m of system contracts.**

New system contract prospects **pipeline of £1.8bn.**

Unrestricted cash balance of £4.3m at year end.

**Balance at 30 September 2025 of £13.6m.**

## Operational:

Systems division actively implementing SRT-MDA System with 5 sovereign customers.

**Significant investment in new SRT-MDA System functionality with increasing focus on use of AI.**

Pre-production and certification of NEXUS data and voice transceiver, and commencement of final pre-shipment functionality refinement.

Post year end received notification of award from a new sovereign customer for the supply of a substantial maritime surveillance system. **The contract is expected to be worth approximately US\$200m.** The award is subject to completion of the project contract and a project financing package.

# Chairman's statement

As expected, the commencement of multiple system projects during the year has had a substantial impact on our financial performance. SRT is harnessing proprietary AI to deliver real insight and solutions to real world problems upon which our customers place significant value. Combined with our first mover market advantage, proven products and technologies, and established leadership in a large global market, we see this trend compounding into the future.

Revenues for the year ending 30 June 2025, grew by 426% to £78.0m (2024: £14.8m) of which our navigation safety business generated £9.5m and our MDA systems business £68.5m. Group gross profit margin was in line with expectations at 31% (2024: 28%). This resulted in a £4.9m profit before tax and exceptional one-off non-cash finance charge. The exceptional one-off non-cash finance charge of £3.5m has been accounted for in the year in respect of 20m warrants granted to an investor in exchange for the provision of a performance bond.

At year-end, unrestricted cash balances were £4.3m (2024: £2.8m), with a further £5.7m (2024: £0.9m) of restricted cash held as bank security for the provision of project bonds. The group generated cash from its operations of £1.0m. Trade and other receivables amounted to £52.6m the majority of which were received after the year end. During the year, we completed an equity raise of £9.5m and issued loan notes of £5.3m to provide working capital for our system projects.

Our navigation safety business which provides specialist transceivers and devices that enable safer and more efficient vessel navigation and tracking, had a steady year where revenues remained flat. This is primarily due to a combination of a slower leisure market demand due to the fragile and fluctuating general economic conditions, offset by growth in regulation driven sales on commercial vessels.

We see considerable medium and long term opportunity in this market segment where we are well established with a global sales network of over 5,000 distribution and retail partners, established brands and proven products. As part of a work in progress strategy to take this business to a new level, we have continued to invest in the final completion of our NEXUS marine VHF/DSC/AIS radio product which we expect to commence shipping during the second half of the new financial year. NEXUS broadens our offer to include marine voice communications, and in future years we expect

to further broaden the product portfolio to include digital onboard navigation and investigate other specialist areas such as aviation and Navy related devices where our core capabilities and technologies could give us an advantage and open new market segments. Additionally, we have increased our investments in packaging and systemising our digital aids to navigation targeting ports and waterways who are actively seeking to make commercial traffic more autonomous and safer.

Our systems business delivers the SRT-MDA System border and territory surveillance system. This is a sophisticated, flexible and modular solution engineered as a national scale solution for sovereign agencies that can be built up and evolved over many years by a customer as a national integrated platform. It integrates multiple data sources derived from different sensor types and applies proprietary analytics to detect, identify and characterise maritime activity and events and provide high quality actionable insight, intelligence to national agencies such as Coast Guards, Border Agencies and Fishing Authorities worldwide.

Our Sovereign Partnership program establishes long term relationships with sovereign states who are seeking to digitise and integrate their surveillance and maritime management on a national scale. Today we have partnerships with five sovereigns where we are in the process of delivering an initial set of contracts worth £325m. During the year we made good progress with implementing these projects, delivering multiple project and invoice milestones worth £68m. Each project has its own specific implementation plan, and we expect to continue to make further progress as expected in the coming year.

The implementation of these projects each entails a mixture of five key elements: infrastructure, SRT-MDA System Tech, Training & Organisational Transformation, Data Services and Ongoing Support. Infrastructure refers to things such

as towers, buildings, power systems, and boats. SRT-MDA System tech refers to items such as cameras, radars, and our GeoVS systems. Training refers to an organisational change program we deliver to enable the customer to transform to an Intelligence Lead Operations Doctrine and really use the SRT-MDA System as their primary and often only tool.

Data services refer to the delivery of a range of supplementary external data which range from satellite surveillance scans to processed AI data tokens that we develop and insert into our system. Support refers to the long-term support of their system to keep it running reliably. The quantity and scale of each of these key elements is different for each customer.

During the year we have continued to build up our capacity in our system delivery (implementation), development and product management teams. In our delivery teams, the increasing scale and complexity of the projects has meant an evolution of capacity and skills sets to enable us to be in a stronger position to support existing customers with expected expansion of the systems we are currently implementing, as well as have the capacity to engage with new sovereign partners and the commencement of their system build ups. In our product management team, we have started to aggressively expand our data science team to include AI data science research and we expect this initiative to start to add significant value in the form of innovative system functionality that delivers even greater insight to our customers.

The desire to understand marine domains coupled with border and territory security in general appears to be growing and this has been reflected in the growth of our validated sales pipeline of visible new contract opportunities valued at approximately £1.8bn. And beyond that we have other early discussions with potential opportunities which are not yet sufficiently mature to be included in our pipeline. The exact conversion date of these is impossible to predict, but we have good visibility of about £500m of these, and for one worth approximately \$200m we received an award letter shortly post year end from a new sovereign customer. These include opportunities from existing and new customers. In the future we see our systems business growing substantially as existing customers grow their systems and new customers start their next generation surveillance programs.

## Outlook

The outlook for our business is very positive, and growing, as the world seeks to acquire a new generation of integrated systems that empower them with insight and intelligence to secure borders, detect and deter illegal activities, navigate more safely, efficiently manage and sustain marine domains, and transform operations to an intelligence lead doctrine. SRT's pioneering strategic decision to enter this market years ago has allowed us the time to develop the extensive technologies and know-how to deliver into this demand. In the short term, we are focused on delivering against our existing £325m of contracts, whilst in the medium and longer term we expect to be further expanding those systems as our customers' aspirations and needs grow, as well as welcoming more new customers into our Sovereign Partnership program.



Kevin Finn,  
Chairman  
21 October 2025

# Strategic report

## for the year ended 30 June 2025

The directors present their strategic report for the year ended 30 June 2025.

### 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. The Group seeks to understand individual government payment processes through discussion with finance ministries and will ensure there are regular reminders via formal communication which emphasise the importance of payments being made in accordance with agreed terms to ensure the timely completion of projects.

#### 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 previous period, we 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 continue to be of paramount importance with the business operating a flexible hybrid work location operating model to ensure the welfare of our employees. During the year, we have further invested in our human resources function and 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 is committed to ensuring that all shareholders have access to this regular communication from the Group, regardless of their status or the size of their shareholding thereby ensuring it acts fairly between different members of the Group.

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 marketplaces 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 21 October 2025.



**S Tucker**  
Director

# Directors' Report

## for the year ended 30 June 2025

### 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 profit after tax for the year of £2.0m (15-month period ended June 2024: loss £13.7m). The directors have not recommended the payment of a dividend (2024: £nil).

### Future developments and strategy

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

### Research and development activities

Total expenditure on intangible assets amounted to £4.4m (15-month period ended June 2024: £5.7m) with the expenditure being principally on the continued investment in the Group's Geovs system and the development of the Nexus product for shipment in the new financial year. These are further 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.

### Investments

During the year, a branch of SRT Marine System Solutions Limited was incorporated in Saudi Arabia. This is not a separate legal subsidiary.

### Directors

The directors who served during the year were:

#### Non executives

Chairman	Kevin Finn
Non Executive Director	Simon Rogers
Non Executive Director	Simon Barrell
Non Executive Director	Oliver Plunkett (appointed 26 November 2024)

#### 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 year and remain in force at the date of this report.

### Going concern

The audit report for the year ended 30 June 2025 drew attention by way of emphasis to a material uncertainty relating to going concern and recoverability of certain assets. The going concern uncertainty is due to the current rapid growth phase and the possibility of a mismatch between customer receipts and supplier payments which could require bridging finance. Whilst the Group has an extensive track record of securing such facilities and has a secured loan note programme with sufficient capacity, there are loan notes repayments which fall due within the next 12 months and there is no guarantee of such financing.

### 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, S&W Audit, will be proposed at the next Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board on 21 October 2025.



**S Tucker**

Director

# Statement of Directors' Responsibilities in respect of the accounts

The directors are responsible for preparing the Group 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 year ended 30 June 2025

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 <https://srt-marine.com/about/investors/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 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 and 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 reporting process, 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 ensure employees 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 eight directors of which four are executive and four are 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 year ended 30 June 2025, there were six Board meetings and calls. Each director attended all the meetings and calls during the year.

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 18 August 2025 and the meeting to review feedback from the 2025 audit took place on 7 October 2025.

## Remuneration Committee

The Remuneration Committee comprises Simon Rogers (Chairman), Kevin Finn and Simon Barrell; it meets at least once a year. During the year, 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.



# 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 year ended 30 June 2025 which comprise 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 material accounting policy information. 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 2025 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with 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 nine reporting components, we subjected two to audits for group reporting purposes and one to specific audit procedures where the extent of our audit work was based on our assessment of the risk of material misstatement and of the materiality of that component. The latter were not individually significant enough to require an audit for group reporting purposes but were still material to the group.

The components within the scope of our work covered 90% of group revenue, 91% of group profit before tax, and 97% of group net assets. For the remaining six components, we performed analysis at a group level to re-examine our assessment that there were no significant risks of material misstatement within these.

## 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. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key audit matter</b>	<b>Description of risk</b>	<b>How the matter was addressed in the audit</b>
Intangible fixed assets: Development costs – Group only	<p>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.</p> <p>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 uncertainty as to the most appropriate amortisation period to apply to these assets.</p>	<p>The main procedures performed on the recognition and valuation assessments, including areas where we challenged management were as follows:</p> <ul style="list-style-type: none"> <li>• Obtaining and agreeing the breakdown of intangible assets by ongoing/finalised projects to note 9 in the financial statements.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Reviewing management's assessment of the value of the intangible assets against the impairment indicators of IAS 36.</li> <li>• 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.</li> <li>• Considering the appropriateness of the disclosures made in the financial statements in respect of these assets.</li> </ul>

Key audit matter	Description of risk	How the matter was addressed in the audit
Revenues – for Group only	<p>As shown on pages 29–30, and note 2, the Group has a number of revenue streams in its subsidiary companies. Under auditing standards, there is a default significant fraud risk associated with the recognition of revenues, and we considered the risk to be most significant for the contracts recognised over-time spanning the period end, where there can be judgement required as to what the performance obligations are and whether these have been met.</p> <p>Given the significant increase in the level of revenues recognised over time we have considered this to be a key area of audit focus, reflecting the level of senior time spent on this area.</p>	<p>The main procedures performed on our review of the recognition of revenues, including areas where we challenged management, were as follows:</p> <ul style="list-style-type: none"> <li>• Obtaining detailed breakdowns of all revenue streams reported in the period.</li> <li>• Substantively testing a sample of revenue transactions to invoices and receipt of monies from customer.</li> <li>• Substantively testing a sample of revenue transactions post year end to ensure revenues have been reported in the correct period.</li> <li>• Selecting all material projects for detailed testing and obtaining full contract documentation, including signed agreements, amendments, schedules and copies of all signed milestone acceptance certificates received in the year.</li> <li>• Reviewing contracts in accordance with IFRS 15 to identify performance obligations, revenue recognition criteria, milestone delivery terms, and acceptance conditions.</li> <li>• Evaluating management's assessment of performance obligations, including the allocation of transaction price and consideration of which performance obligations had been satisfied by the period end.</li> <li>• Testing all revenue transactions for selected projects by tracing to invoices, milestone acceptance certificates, and verifying receipt of funds.</li> <li>• Recalculating revenue recognised on contracts in progress using verified milestone completion percentages and supporting documentation.</li> <li>• Obtaining all post year-end milestone acceptance certificates and confirming the timing of service delivery or equipment acceptance to ensure revenues have been reported in the correct period.</li> <li>• Performing a contracts look-back test on past projects to assess the accuracy of predicted gross margins and support the cost allocations posted against recognised revenue.</li> <li>• Considering the appropriateness of the disclosures made in the financial statements in respect of revenues.</li> </ul>

## Emphasis of Matter – recoverability of intangible assets

We draw attention to note 1 of the financial statements, which describes that the recoverability of the intangible assets of marine technology products under development of £8.7m is dependent on actuality and timing of sales and cash collection, which are both uncertain. 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 £1.56m. This has been determined with reference to the benchmark of the group's revenue, 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 revenue.

The materiality for the parent company financial statements as a whole ("parent FS materiality") was set at £1.0m. 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.

Performance materiality for the group financial statements was set at £1.0m, being 65% 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 65% to reflect the previous experience of few audit adjustments, management's cooperative attitude to adjusting differences if discovered, but increased level of estimation and judgement in the financial statements.

Performance materiality for the parent company financial statements was set at £648k, being 65% of parent FS materiality, capped at component performance 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.

## Material uncertainty related to going concern

We draw attention to note 1 in the financial statements. Whilst the directors have prepared cash flow projections to support the adoption of the going concern basis, they acknowledge that during the current rapid growth phase there is uncertainty due to the there being the possibility of a mismatch between customer receipt and supplier payments which could require bridging finance. Furthermore, there are loan notes repayments which fall due within the next 12 months. We acknowledge that the Group has an extensive track record of securing such facilities and the Group has a secured loan note

programme with sufficient capacity, however, there is no guarantee of such financing.

The events or conditions along with the other matters as set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter

Notwithstanding the above, 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 2026 and 2027;
- comparing the forecast results to those actually achieved in the 2026 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.

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

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

In the light of the knowledge and understanding of the group and 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 System 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
- UK taxation law
- 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
- Inspected health and safety records kept in the period
- 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

- Testing the basis on which revenues have been reported on the Group's systems contracts, by reference to the requirements of IFRS 15 (see Key Audit Matter regarding Revenue for further detail)

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## Use of our report

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

**John Howarth**

Senior Statutory Auditor, for and on behalf of

**S&W Audit**

Statutory Auditor  
Chartered Accountants  
4th Floor EQ Building,  
111 Victoria Street,  
Bristol  
BS1 6AX

## Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2025

	Notes	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
Revenue	2	78,021,137	14,814,532
Cost of sales	-	(54,119,161)	(10,612,259)
<b>Gross profit</b>	-	23,901,976	4,202,273
Administrative costs	-	(17,494,471)	(17,393,882)
<b>Operating profit / (loss)</b>	6	6,407,505	(13,191,609)
Finance expenditure	5	(5,324,323)	(1,253,090)
Finance expenditure excluding exceptional item	5	(1,877,120)	(1,253,090)
Non-cash exceptional finance cost	5	(3,447,203)	-
Finance income	5	338,710	44,073
<b>Profit / (loss) before tax</b>	-	1,421,892	(14,400,626)
Income tax credit	7	604,800	746,807
<b>Profit / (loss) for the year after tax</b>	-	2,026,692	(13,653,819)
<b>Total comprehensive income / (expense) for the year</b>	-	2,026,692	(13,653,819)
<b>Earnings / (loss) per share</b>			
Basic	23	0.85p	(6.76)p
Diluted	23	0.82p	(6.76)p

The notes on pages 26–53 form part of these financial statements.

## Consolidated Statement of Financial Position as at 30 June 2025

	Notes	30 June 2025 (£)	30 June 2024 (£)
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	9	15,911,732	14,170,410
Property, plant and equipment	10	1,316,097	1,131,528
Other non-current assets	14	849,684	-
Total non-current assets	-	18,077,513	15,301,938
<b>Current assets</b>			
Inventories	13	4,074,508	8,050,899
Trade and other receivables	14	52,622,837	2,355,402
Current tax recoverable	7	2,682,039	831,085
Cash	-	4,272,396	2,777,083
Restricted cash	12	5,675,894	949,115
Total current assets		69,327,674	14,963,584
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	15	(42,105,407)	(3,807,712)
Borrowings	16	(10,715,228)	(10,711,673)
Current tax liabilities	7	(1,246,196)	-
Lease liabilities	17	(235,548)	(241,098)
Total current liabilities	-	(54,302,379)	(14,760,483)
<b>Net current assets</b>		15,025,295	203,101
<b>Total assets less current liabilities</b>		33,102,808	15,505,039
<b>Non-current liabilities</b>			
Borrowings	16	(5,882,022)	(2,955,864)
Lease liabilities	17	(369,313)	(496,003)
Total non-current liabilities	-	(6,251,335)	(3,451,867)
<b>Net assets</b>		26,851,473	12,053,172
<b>Shareholders' equity</b>			
Share capital	18	250,208	222,634
Share premium account	-	42,189,056	33,179,666
Retained loss	20	(24,525,590)	(26,839,724)
Other reserves	20	8,937,799	5,490,596
<b>Total shareholders' equity</b>		26,851,473	12,053,172

The financial statements were approved by the Board of Directors on 21 October 2025 and were signed on its behalf by:

**S. Tucker,**  
Director

The notes on pages 26-53 form part of these financial statements.

## Company Statement of Financial Position as at 30 June 2025

	Notes	30 June 2025 (£)	30 June 2024 (£)
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	11	35,024,253	35,024,253
Property, plant and equipment	10	437,121	300,223
Other non-current assets	14	7,218,462	-
Total non-current assets		42,679,836	35,324,476
<b>Current assets</b>			
Other receivables	14	400,981	5,593,176
Cash	-	3,961,789	187,670
Restricted cash	12	4,704,441	-
Total current assets		9,067,211	5,780,846
<b>Current liabilities</b>			
Trade and other payables	15	(1,238,689)	(490,183)
Borrowings	16	(10,715,228)	(10,711,673)
Lease liabilities	17	(114,548)	(120,098)
Total current liabilities		(12,068,465)	(11,321,954)
<b>Net current liabilities</b>		(3,001,254)	(5,541,108)
<b>Total assets less current liabilities</b>		39,678,582	29,783,368
<b>Non-current liabilities</b>			
Borrowings	16	(5,882,022)	(2,955,864)
Lease liabilities	17	(179,949)	(204,724)
Total non-current liabilities		(6,061,971)	(3,160,588)
<b>Net assets</b>		33,616,611	26,622,780
<b>Shareholders' equity</b>			
Share capital	18	250,208	222,634
Share premium account	-	42,189,056	33,179,666
Retained loss	20	(12,332,256)	(6,841,920)
Other reserves	20	3,509,603	62,400
<b>Total shareholders' equity</b>		33,616,611	26,622,780

The loss for the year ended 30 June 2025 was £5,777,778 (15-month period ended 30 June 2024: loss £2,476,590).

The financial statements were approved by the Board of Directors on 21 October 2025 and were signed on its behalf by:

**S Tucker,**  
Director

The notes on pages 26-53 form part of these financial statements.

Company's registered number: 05459678

## Consolidated Statement of Cash Flows for the year ended 30 June 2025

	Notes	Year ended 30 June 2025 (£)	Year ended 30 June 2024 (£)
<b>Cash generated from / (used in) operating activities</b>	22	1,009,197	(13,277,621)
Corporation tax received	-	-	685,205
<b>Net cash generated from / (used in) operating activities</b>		1,009,197	(12,592,416)
<b>Investing activities</b>			
Expenditure on product development	9	(4,433,910)	(5,732,755)
Purchase of property, plant and equipment	10	(546,070)	(267,865)
Interest received	5	338,710	44,073
<b>Net cash used in investing activities</b>	-	(4,641,270)	(5,956,547)
<b>Financing activities</b>			
Gross proceeds on issue of shares	-	9,544,795	15,947,332
Costs of issue of shares	-	(507,831)	(939,621)
New loans issued	-	22,922,318	7,190,020
Loan repayments	-	(19,992,604)	(1,524,983)
Lease repayments	-	(263,308)	(319,848)
Loan Interest paid	5	(1,849,205)	(1,208,402)
<b>Net cash generated from financing activities</b>		9,854,165	19,144,498
<b>Net increase in cash and cash equivalents</b>		6,222,092	595,535
<b>Net cash and cash equivalents at beginning of period</b>		3,726,198	3,130,663
<b>Net cash and cash equivalents at end of period</b>		9,948,290	3,726,198

### Reconciliation of liabilities arising from financing activities for the year ended 30 June 2025 and the 15-month period ended June 2024

	2025 (£)	Interest (£)	New loans (£)	New leases (£)	Cash flow (£)	2024 (£)
Bank loan	-	35,984	-	-	(1,535,984)	1,500,000
Equipment loan	2,987,250	109,656	625,664	-	(1,595,607)	3,847,537
Ocean Infinity loan	-	419,794	16,996,654	-	(17,416,448)	-
Loan notes	13,610,000	1,283,771	5,300,000	-	(1,293,771)	8,320,000
Lease liabilities	604,861	27,915	-	103,153	(263,308)	737,101
<b>Total</b>	<b>17,202,111</b>	<b>1,877,120</b>	<b>22,922,318</b>	<b>103,153</b>	<b>(22,105,118)</b>	<b>14,404,638</b>

	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
<b>Total</b>	<b>14,404,638</b>	<b>1,253,090</b>	<b>7,190,020</b>	<b>124,944</b>	<b>(3,053,233)</b>	<b>8,889,817</b>

The notes on pages 26–53 form part of these financial statements.

## Company Statement of Cash Flows for the year ended 30 June 2025

	Notes	Year ended 30 June 2025 (£)	15 months ended 30 June 2025 (£)
<b>Cash used in operating activities</b>	22	(1,799,599)	(5,085,390)
<b>Investing activities</b>			
Purchase of property, plant and equipment	10	(223,302)	(18,860)
Investment in subsidiaries	11	-	(14,100,000)
Interest received	-	106,434	44,043
<b>Net cash used in investing activities</b>		(116,868)	(14,074,817)
<b>Financing activities</b>			
Gross proceeds on issue of shares		9,544,795	15,947,332
Costs of issue of shares		(507,831)	(939,621)
New loans issued		22,922,318	7,190,020
Loan repayments		(19,992,605)	(1,524,983)
Lease repayments		(142,308)	(177,134)
Loan interest paid		(1,429,342)	(1,173,872)
<b>Net cash generated from financing activities</b>		10,395,027	19,321,742
<b>Net increase in cash and cash equivalents</b>		8,478,560	161,535
<b>Net cash and cash equivalents at beginning of year</b>		187,670	26,135
<b>Net cash and cash equivalents at end of year</b>		8,666,230	187,670

### Reconciliation of liabilities arising from financing activities for the year ended 30 June 2025 and year ended 30 June 2024

	2025 (£)	Interest (£)	New loans (£)	New leases (£)	Cash flow (£)	2024 (£)
Bank loan	-	35,984	-	-	(1,535,984)	1,500,000
Equipment loan	2,987,250	109,657	625,664	-	(1,595,608)	3,847,537
Ocean Infinity loan	-	-	16,996,654	-	(16,996,654)	-
Loan notes	13,610,000	1,283,771	5,300,000	-	(1,293,771)	8,320,000
Lease liabilities	294,497	8,829	-	103,153	(142,307)	324,822
<b>Total</b>	<b>16,891,747</b>	<b>1,438,241</b>	<b>22,922,318</b>	<b>103,153</b>	<b>(21,564,324)</b>	<b>13,992,359</b>

	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
<b>Total</b>	<b>13,992,359</b>	<b>1,187,930</b>	<b>7,190,020</b>	<b>41,810</b>	<b>(2,875,989)</b>	<b>8,448,590</b>

The notes on pages 26-53 form part of these financial statements.

## Consolidated Statement of Changes in Equity for the year ended 30 June 2025

	Share capital (£)	Share premium (£)	Retained earnings (£)	Other reserves (£)	Total (£)
<b>At 31 March 2023</b>	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)
<b>Transactions with owners</b>					
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
<b>At 30 June 2024</b>	222,634	33,179,666	(26,839,724)	5,490,596	12,053,172
Total comprehensive income for the year	-	-	2,026,692	-	2,026,692
<b>Transactions with owners</b>					
Issue of equity share capital	27,574	9,517,221	-	-	9,544,795
Cost of issue of equity share capital	-	(507,831)	-	-	(507,831)
Warrants charge	-	-	-	3,447,203	3,447,203
Share based payment charge	-	-	287,442	-	287,442
<b>At 30 June 2025</b>	250,208	42,189,056	(24,525,590)	8,937,799	26,851,473

## Company Statement of Changes in Equity for the year ended 30 June 2025

	Share capital (£)	Share premium (£)	Retained earnings (£)	Other reserves (£)	Total (£)
<b>At 31 March 2023</b>	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)
<b>Transactions with owners</b>					
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
<b>At 30 June 2024</b>	222,634	33,179,666	(6,841,920)	62,400	26,622,780
Total comprehensive expense for the year	-	-	(5,777,778)	-	(5,777,778)
<b>Transactions with owners</b>					
Issue of equity share capital	27,574	9,517,221	-	-	9,544,795
Cost of issue of equity share capital	-	(507,831)	-	-	(507,831)
Warrants charge	-	-	-	3,447,203	3,447,203
Share based payment charge	-	-	287,442	-	287,442
<b>At 30 June 2025</b>	250,208	42,189,056	(12,332,256)	3,509,603	33,616,611

The notes on pages 26–53 form part of these financial statements.

# Notes to the Accounts for the Year Ended 30 June 2025

## 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 year. During the previous 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 cash.

The level of future cash to be generated is dependent on the timing of the execution of contracts and cash receipts from the Group's systems business. Five significant systems contracts have now been awarded to the Group

and following the achievement of contractual milestones during the year, these have generated significant cash receipts to date and are expected to generate further material cash receipts in the next 12 months. During this rapid growth phase there is the possibility of a mismatch between customer receipts and supplier payments which could require bridging finance. There are loan notes repayments which fall due within the next 12 months, whilst the Group has an extensive track record of securing such facilities and has a secured loan note programme with sufficient capacity, there is no guarantee of such financing. These conditions represent a material uncertainty that may cast significant doubt upon the Group and company's ability to continue as a going concern and that, therefore, the Group and company may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors do however 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, which is at least 12 months from the date of approval of these accounts, 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 meet the criteria of a development expense and therefore, can be capitalised, and this is done by reference to a number of criteria as set out in these accounting policies. During the year ended 30 June 2025, the Group has capitalised development costs of £4,433,910 (15-month period ended 30 June 2024: £5,732,755).

- **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. The judgement to determine the performance obligation is dependent on whether these services can be sold separately and whether the customer can benefit from each item individually.

- **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 pages 29–30.

- **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 considers 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 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 £15,911,732 (2024: £14,170,410) including goodwill of £633,645 (2024: £633,645).

As noted above, the commencement of five material projects in the Group's systems business and the receipt of some significant amounts of cash to date has greatly reduced the ongoing variability in trading

conditions and has given management greater surety over the Group's on-going forecasts. As such, the impairment indicator over the intangibles linked to the long-term contracts, identified in the previous period no longer exists.

However, included in the intangibles figure of £15.9m, there are £8.7m of pre-revenue products in the transceivers business which are not linked to the above contracts and as a result, these uncertainties are heightened. The recoverability of these assets is dependent on the initial launch of the product together along with sales and associated cash receipts of the marine technology products being delivered in line with forecast. The timing and actuality of these 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. The sensitivities around these forecasts have been disclosed in note 9.

## Other areas 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 £1,316,097 (2024: £1,131,528). Whilst recognising the challenges in forecasting the exact timing of these cash flows, the directors consider that the unpredictability in these cash flows that was identified in the prior period accounts has now reduced and as such the impairment indicator disclosed in the previous period no longer exists.

### • Valuation of inventory

Inventory is held at the lower of cost and net realisable value and is held for the Group's transceiver business £1,917,749 and its systems business £2,156,759. 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 2025 amounted to £1,211,204 (2024: £967,889).

### • Recoverability of inventory

Management recorded inventory at the lower of cost 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 £877,217 (2024: £1,534,501) that is held for anticipated contracts, against which no provision is maintained. The realisation of this value is dependent on a follow-on contract with an existing customer being signed, delivered and cash collected. Whilst the directors are confident that this follow-on contract will be secured to realise this value, there remains some uncertainty in this regard.

### • Investments and intercompany receivables

The company accounts include an investment in subsidiaries balance of £35,024,253 (2024: £35,024,253) and inter-company receivable balances of £7,218,462 (2024: £5,258,783). Management tests investments for impairment if and when indicators of impairment arise.

#### – Systems

During the year the Group has commenced five material projects in its systems business and following the achievement of some contractual milestones the Group has received some significant cash receipts and expects to continue do so in the coming years. Whilst recognising the challenges in forecasting the exact timing of these cash flows, the directors consider that the unpredictability in these cash flows that was previously identified has now reduced and as such the impairment indicator disclosed in the previous period no longer exists.

#### – Transceivers

In the transceivers business the recoverability of the investment in the company accounts is dependent on the sales and associated cash receipts of the marine technology products being delivered in line with forecast. The timing and actuality of these 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.

## 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 period 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. For training the group measures progress as each training course is delivered. For support services and maintenance the group measures progress as the customer benefits from 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 and are accounted for within accruals & deferred income and prepayments & accrued income.

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 £252,566,753 (2024: £nil). 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 2025, there was a provision of £379,251 (2024: £705,262) 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

During the financial year, there were amendments to IAS 1 Presentation of Financial Statements. This had no material impact in disclosure in the financial statements.

### New standards and interpretations not yet adopted

During the next financial year, there will not be any material amendment to standards that would impact the disclosure 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 regions as set out below:

Revenue by geographical destination	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
Europe	3,715,774	6,106,091
Middle East	22,416,844	1,714,328
North America	1,175,438	1,557,998
UK	2,753,361	3,243,214
South East Asia	47,380,491	1,049,615
Other	579,229	1,143,286
	<b>78,021,137</b>	<b>14,814,532</b>

Included within revenue is two customers (2024: one) with an amount exceeding 10% of the Group's total revenue. In the current period, the largest customer was from Southeast Asia with sales amounting to £43,860,312 and the second largest customer was from the Middle East with sales of £19,031,143 (2024 – the largest customer was from the UK with sales of £2,492,475). All sales were within the Marine technology business segment.

Revenue from the Group's customers in the Middle East and Southeast Asia are 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:

Year ended 30 June 2025	Salary £	Bonus £	Pension £	Total £
<b>Executive Directors</b>				
S Tucker	292,202	126,262	-	418,464
N Peniket	195,895	85,470	9,871	291,236
R Hurd	146,875	67,987	7,344	222,206
JF Bonnin	159,724	20,000	-	179,724
<b>Non Executive Directors</b>				
K Finn	51,250	-	-	51,250
S Barrell	38,875	-	-	38,875
O Plunkett (appointed 26 November 2024)	18,542	-	-	18,542
S Rogers	25,625	-	-	25,625
<b>Total</b>	<b>928,988</b>	<b>299,719</b>	<b>17,215</b>	<b>1,245,922</b>

15-month period ended 30 June 2024	Salary £	Bonus £	Pension £	Total £
<b>Executive Directors</b>				
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
<b>Non Executive Directors</b>				
K Finn	62,500	-	-	62,500
S Barrell	45,000	-	-	45,000
S Rogers	25,000	-	-	25,000
<b>Total</b>	<b>1,070,519</b>	<b>-</b>	<b>20,095</b>	<b>1,090,614</b>

Share options at 30 June 2025	Total options	Exercise price	Expiry date
<b>Executive Directors</b>			
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	4 June 2035
JF Bonnin	325,000	0.1p	22 May 2030
<b>Non Executive Directors</b>			
K Finn	1,000,000	32.5p	27 May 2030
S Barrell	300,000	32.5p	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 at year end 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 expiry dates 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 year end, the 2 and 5 year vesting criteria has been met and therefore 35% of those options have vested and are exercisable. No other vesting criteria has been met and as such the remaining 65% of those options have not yet vested and are not exercisable.

During the year, JF Bonnin exercised 175,000 of these options.

## Options expiring May 2032

In May 2022 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.

## Options expiring June 2035

During the year, 500,000 options were granted to JF Bonnin at an exercise price of 0.1p. These options vest annually in even tranches over a 5-year period and then are exercisable in four equal tranches dependant on the share price exceeding 75p, £1.25, £1.50 and £2.00. As at year end, none of the above criteria have been met and therefore none of the options have vested nor are they exercisable.

An insurance premium of £25,536 (2024: £28,021) 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:

	Year ended 30 June 2025 (No.)	15 months ended 30 June 2024 (No.)
Technical	92	82
Administration, sales and other	30	27
	122	109

	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
<b>Staff costs for the above persons were:</b>		
Wages and salaries	7,840,524	6,278,125
Social security costs	698,096	673,396
Pension costs – defined contributions	257,999	235,997
	<b>8,796,619</b>	<b>7,187,518</b>

Total amounts payable for wages and salaries exclude costs capitalised as development expenditure within intangible assets, amounting to £3,061,039 (2024: £3,693,954). Total amounts payable for wages and salaries include an amount of £287,442 (2024: £391,661) in respect of share-based payment charges.

The Company employed an average of 11 persons within administration, sales and other (2024: 11) with total wages and salaries of £1,291,751, (2024: £1,260,483), including social security costs of £64,916 (2024: £41,461) and pension costs of £19,744 (2024: £14,909). The wages and salaries of the Company also include an amount of £287,442 (2024: £391,661) in respect of share-based payment charges.

## 5. Finance income and expenditure

Group	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
Bank interest payable	35,984	147,062
Loan interest payable	1,283,771	1,025,580
Equipment loan interest payable	109,656	35,760
Ocean Infinity loan interest payable	419,794	-
Lease liabilities interest payable	27,915	44,688
Total interest payable	1,877,120	1,253,090
Bank interest receivable	(338,710)	(44,073)

### Exceptional finance charge

As set out in note 16, during the year Ocean Infinity was granted 20,000,000 warrants at a strike price of 35p, and an exercise period of 3 years. The issue of warrants was for the provision of a guarantee in respect of a project performance bond.

In accordance with International Accounting Standards, these warrants have been valued during the period over the expected life of the services that are provided, being the guarantee. The assumed expected life of the guarantee is the period to 30 June 2025. This has generated a notional non-cash exceptional finance charge in the statement of comprehensive income for the year of £3,447,203.

## 6. Operating profit/(loss)

Operating profit / (loss) for the period is stated after charging:	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
Inventories recognised as an expense	8,995,044	7,122,926
Amortisation of intangible assets (included in administrative costs)	2,692,588	3,319,062
Depreciation	464,654	517,504
Auditors' remuneration		
Fees payable to the company's auditor for the audit of the parent company's accounts	61,700	40,000
Fees payable to the company's auditor for other services:		
- audit of the company's subsidiaries	100,000	100,000
- audit-related assurance services	7,980	4,500
Exchange loss	121,590	215,024
Research and development costs not capitalised	360,549	263,363

## 7. Taxation

<b>Tax credit</b>	<b>2025 (£)</b>	<b>2024 (£)</b>
UK corporation tax at 25% (2024: 25%)	(671,248)	(836,141)
Adjustments in respect of prior periods	70,252	11,338
Foreign taxation	1,246,196	77,996
Deferred tax credit	(1,250,000)	-
<b>Tax on profit / (loss) on ordinary activities</b>	<b>(604,800)</b>	<b>(746,807)</b>
<b>Reconciliation of tax charge</b>		
Profit / (loss) on ordinary activities before tax	1,421,892	(14,400,626)
Tax on profit / (loss) on ordinary activities at standard corporation tax rate of 25% (2024: 25%)	325,884	(3,604,615)
Effects of:		
Fixed asset differences	3,553	(21,401)
Expenses not deductible for tax purposes	650	2,753
Other differences	911,928	73,763
Additional deduction for R&D expenditure	-	(852,164)
Surrender of tax losses for R&D tax credit refund	-	852,901
R&D expenditure credits	(464,073)	49,545
Foreign taxation	1,246,196	77,996
Adjustments to tax charge in respect of previous periods	70,252	11,338
Adjustments to tax charge in respect of previous periods - deferred tax	(98,683)	-
Temporary differences not recognised in the computation	-	13,360
Movement in deferred tax not recognised	(2,600,507)	2,649,717
<b>Tax credit for the year</b>	<b>(604,800)</b>	<b>(746,807)</b>

	<b>2025 (£)</b>	<b>2024 (£)</b>
<b>Taxation continued</b>		
Losses carried forward	31,205,123	35,422,122
<b>Movement in deferred tax asset</b>		
At 1 July 2024	-	-
Deferred tax (charge) / credit	1,250,000	-
At 30 June 2025	1,250,000	-
<b>Deferred tax asset</b>		
Fixed asset temporary differences	(3,593,213)	(3,411,353)
Short-term temporary differences	23,711	24,382
Losses and other deductions	4,819,502	3,386,971
Deferred tax asset / (liability)	1,250,000	-
<b>Current tax asset</b>		
At 1 July 2024	836,141	968,607
Recovered during the year	-	(957,269)
Adjustments to prior period	(70,252)	(11,338)
R&D tax credit asset	666,150	836,141
At 30 June 2025	1,432,039	836,141
<b>Current tax liability</b>		
At 1 July 2024	-	-
Foreign taxation	1,246,196	77,996
Paid during the year	-	(77,996)
At 30 June 2025	1,246,196	-
<b>Unprovided deferred tax</b>		
Short term temporary differences	27,241	28,101
Losses and other deductions	2,653,335	5,285,420
Unprovided deferred tax asset	2,680,576	5,313,521

## 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 year ended 30 June 2025, dealt with in the financial statements of the Company, was £5,777,778 and included an exceptional finance charge of £3,447,203 as set out in note 5 (15-month period ended June 30 2024: loss £2,476,950). The Company made no gains or losses which would be reported in other comprehensive income in the year ended 30 June 2025 and 15-month period ended 30 June 2024 and therefore the Company has not published its individual Statement of Comprehensive Income.

## 9. Intangible assets

	Patent (£)	Development costs (£)	Goodwill (£)	Total (£)
<b>Cost</b>				
At 1 April 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
Additions	-	4,433,910	-	4,433,910
At 30 June 2025	54,160	42,091,056	633,645	42,778,861
<b>Amortisation</b>				
At 1 April 2023	54,160	20,801,319	-	20,855,479
Charge for the year	-	3,319,062	-	3,319,062
At 30 June 2024	54,160	24,120,381	-	24,174,541
Charge for the period	-	2,692,588	-	2,692,588
At 30 June 2025	54,160	26,812,969	-	26,867,129
<b>Net book value</b>				
At 30 June 2025	-	15,278,087	633,645	15,911,732
At 30 June 2024	-	13,536,765	633,645	14,170,410
At 31 March 2023	-	11,123,072	633,645	11,756,717

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 10% 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. In the transceivers business, we have applied

sensitivities over the forecasted sales, over the next 10 years it would require a drop of over 25% to not recover the carrying value of the asset developed. In the systems business the sensitivity exists on not completing the current projects to budget and securing future contracts in a timely manner.

Management have concluded, based on its forecasts and the net present value of its forecast future cash flows, that there is no recognised impairment.

Development costs in respect of assets not in use are subject to an impairment review.

## 10. Property, plant and equipment

Group	Plant and equipment		Land and buildings		Total (£)
	Owned assets (£)	Right of use assets (£)	Right of use assets (£)	Right of use assets (£)	
<b>Cost</b>					
At 1 April 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
Additions	546,070	103,153		-	649,223
At 30 June 2025	3,305,747	658,090		1,391,315	5,355,152
<b>Depreciation</b>					
At 1 April 2023	1,941,402	390,549		724,946	3,056,897
Charge for the year	251,703	111,291		154,510	517,504
At 30 June 2024	2,193,105	501,840		879,456	3,574,401
Charge for the period	241,716	97,320		125,618	464,654
At 30 June 2025	2,434,821	599,160		1,005,074	4,039,055
<b>Net book value</b>					
At 30 June 2025	870,926	58,930		386,241	1,316,097
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
Company	Plant and equipment		Land and buildings		Total (£)
	Owned assets (£)	Right of use assets (£)	Right of use assets (£)	Right of use assets (£)	
<b>Cost</b>					
At 1 April 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
Additions	223,302	103,153		-	326,455
At 30 June 2025	917,054	657,898		495,206	2,070,158
<b>Depreciation</b>					
At 1 April 2023	555,175	390,551		291,818	1,237,544
Charge for the year	50,623	111,098		44,215	205,936
At 30 June 2024	605,798	501,649		336,033	1,443,480
Charge for the period	56,865	97,320		35,372	189,557
At 30 June 2025	662,663	598,969		371,405	1,633,037
<b>Net book value</b>					
At 30 June 2025	254,391	58,929		123,801	437,121
At 30 June 2024	87,954	53,096		159,173	300,223
At 31 March 2023	119,717	122,384		203,388	445,489

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 2023	20,924,253
Additions	14,100,000
At 30 June 2024 and 2025	35,024,253

The additions during the previous 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

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.

During the year, a branch of SRT Marine System Solutions Limited was incorporated in Saudi Arabia with address at 2377 Airport Road, Qurtubah, Riyadh 13244, Saudi Arabia. This is not a separate legal subsidiary.

The following subsidiary has taken exemption from audit under s479a of Companies Act 2006:

- SRT Marine Technology Limited

## 12. Restricted cash

As at 30 June 2025, the Group had a balance of £5,675,894 (2024: £949,115) which was held in a restricted bank account by the Group's bankers. The Company had a Restricted cash balance of £4,704,441 (2024: £nil). These balances are being held as security against any possible liabilities arising from performance bonds issued by the bank to the Group's customers in respect of its systems projects. The Group does not expect any liabilities to arise on these projects and thus the cash to be returned on completion of the projects.

## 13. Inventories

Group	30 June 2025 (£)	30 June 2024 (£)
Raw materials and consumables	2,113,830	6,694,980
Finished goods	1,960,678	1,355,919
	4,074,508	8,050,899

## 14. Trade and other receivables

Group	30 June 2025 (£)	30 June 2024 (£)
Trade receivables	47,482,265	1,096,302
Other receivables	664,006	178,168
Prepayments and accrued income	4,476,566	1,080,932
	52,622,837	2,355,402

Current 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 £43,489,855 and was collected subsequent to the year end.

Included within prepayments and accrued income is a balance of £3,998,800 which relates to contract asset balances at the year end (2024: £629,365).

Included in other non-current assets is an accrued income balance of £849,684, relating to a long-term project receivable. This was discounted at a rate of 3.8% and will be settled in instalments ending January 2028.

As at 30 June 2025 and 2024 the following movements in the provision account for credit losses were recognised during the year:

Group	2025 (£)	2024 (£)
Balance at 1 June	705,562	8,155
Amounts written off during the year	(9,817)	-
Prior year provision written back	(316,494)	-
Provision made during the year	-	697,407
Balance at 30 June	379,251	705,562

As at 30 June 2025 trade receivables and contract asset balances of £1,406,453 (2024: £372,801) were past due but not impaired. The ageing analysis of these trade receivables is set out below and £394,863 of those items more than 6 months past due was collected after the year end. 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 2025 (£)	30 June 2024 (£)
Up to 3 months past due	152,169	372,801
3 to 6 months past due	843,438	-
Over 6 months past due	410,846	-
	1,406,453	372,801

Company	30 June 2025 (£)	30 June 2024 (£)
<b>Current</b>		
Prepayments and accrued income	295,647	275,875
Amounts owed by group undertakings	-	5,258,783
Other receivables	105,334	58,518
	400,991	5,593,176
<b>Non-current</b>		
Amounts owed by group undertakings	7,218,462	-

The amounts owed from group companies has been assessed as non-current given information available in the current year based on the expected time to recover the balances.

## 15. Trade and other payables

Group	30 June 2025 (£)	30 June 2024 (£)
Trade payables	5,217,814	2,434,373
Other tax and social security payable	309,907	246,123
Other payables	77,782	100,466
Accruals and deferred income	36,499,904	1,026,750
	42,105,407	3,807,712

Included with accruals and deferred income is a balance of £34,898,731 which relates to contract liabilities at the year end (2024: £515,877).

Company	30 June 2025 (£)	30 June 2024 (£)
Trade payables	781,726	375,439
Other tax and social security payable	28,516	8,459
Accruals and deferred income	428,447	106,285
	1,238,689	490,183

## 16. Borrowings

Group and Company	30 June 2025 (£)	30 June 2024 (£)
<b>Less than one year:</b>		
Bank loan	-	1,500,000
Loan notes	9,125,000	7,830,000
Equipment loan	1,590,228	1,381,673
	10,715,228	10,711,673
<b>More than one year:</b>		
Loan notes	4,485,000	490,000
Equipment loan	1,397,022	2,465,864
	5,882,022	2,955,864

### Bank loan

The outstanding balance on the bank loan which was drawn in September 2023 as a loan under the UK government Recovery Loan Scheme was repaid during the year.

## Loan notes

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 10%–12%. The loan notes have maturity dates as follows:

	£
August 2025	1,670,000
October 2025	2,330,000
December 2025	4,635,000
March 2026	490,000
March 2027	4,485,000
	<b>13,610,000</b>

The loan notes are subject to covenants relating to gearing and debt service cover which were tested and passed at 31 March 2025 and will be retested at 31 March 2026. Subsequent to the year end the balances maturing in August 2025 and October 2025 were refinanced for a further 2 years.

During the year the amount of loans drawn under the programme increased by £5,300,000.

## Equipment loan

During the year, an additional equipment loan of £625,664 (2024: £4,145,020) was drawn in respect of purchases for a systems project. The loans are repayable in quarterly instalments over a 3-year period with an interest rate of 4%.

## Ocean Infinity loan

On 28th October 2024, an existing shareholder, Ocean Infinity Group Limited (Ocean Infinity) provided a \$21.3m 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 \$21.3m at an interest rate of 0.75% per month. During the year the loan was repaid as the guarantee was replaced with firstly a bank guarantee on Ocean Infinity's behalf and then a combination of SRT's own cash resources and the UKEF guarantee program. In return for providing this guarantee, Ocean Infinity was granted 20,000,000 warrants at a strike price of 35p, with an exercise period of 3 years – see note 5.

Total new loans during the year amounted to £22,912,318 (2024: £7,190,020) with loan repayments of £19,992,604 (2024: £1,542,983).

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

## 17. Lease liabilities

Group	30 June 2025 (£)	30 June 2024 (£)
<b>Lease liabilities</b>		
Current	235,548	241,098
Non-current	369,313	496,003
	604,861	737,101
<b>Company</b>		
	30 June 2025 (£)	30 June 2024 (£)
<b>Lease liabilities</b>		
Current	114,548	120,098
Non-current	179,949	204,724
	294,497	324,822

The group has long term property leases with a total value of £494,817 and with maturity dates varying between 1 and 5 years. Furthermore, it has leases on office equipment with a value of £110,044 with maturity dates varying between less than one year and 2–3 years.

The company has long term property leases with a total value of £184,865 and with a maturity date of 3–4 years. Furthermore, it has leases on office equipment with a value of £109,632 with maturity dates varying between less than one year and 2–3 years.

The group 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 group 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 year ended 30 June 2025 has been disclosed in note 5. The depreciation charged on leases for the year ended 30 June 2025 has been disclosed in note 10.

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

Group	30 June 2025 (£)	30 June 2024 (£)
<b>Lease liabilities</b>		
Current	235,547	241,239
Non-current	409,166	560,906
	644,713	802,145
<b>Company</b>		
	30 June 2025 (£)	30 June 2024 (£)
<b>Lease liabilities</b>		
Current	114,547	120,239
Non-current	188,750	219,039
	303,297	339,278

## 18. Called up share capital

<b>Number of shares allotted and authorised: Ordinary shares of 0.1p each</b>	<b>30 June 2025 No.</b>	<b>30 June 2024 No.</b>
	<b>£</b>	<b>£</b>
Number of shares allotted	250,207,656	222,634,086
<hr/>		
Value of shares allotted	250,208	222,634
<hr/>		
<b>Reconciliation of movements in share capital</b>		<b>No.</b>
Shares outstanding as at 31 March 2023		181,516,939
Exercise of share options (a)		8,000
Share placing June 2023 (b)		10,720,000
Exercise of share options (c)		183,000
Share placing December 2023 / January 2024 (d)		30,000,147
Exercise of share options (e)		206,000
Shares outstanding as at 30 June 2024		222,634,086
Share placing December 2024 (f)		27,228,570
Exercise of share options (g)		100,000
Exercise of share options (h)		20,000
Exercise of share options (i)		225,000
Shares outstanding as at 30 June 2025		250,207,656

### Notes

- a) 8,000 share options were exercised at a price of 0.1p in April 2023.
- b) The placing in June 2023 took place at 50p per share raising gross proceeds of £5,360,000 before costs of £364,484.
- c) 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.
- d) 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.
- e) 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.
- f) The placing in December 2024 took place at 35p per share raising gross proceeds of £9,530,000 before costs of £507,831.
- g) 50,000 share options were exercised at a price of 29p in April 2025 with a further 50,000 share options exercised at a price of 0.1p
- h) 20,000 share options were exercised in April 2025 at a price of 0.1p
- i) 225,000 share options were exercised in June 2025 at a price of 0.1p

## 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 five 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:

	<b>No. of options</b>	<b>Weighted average exercise price</b>
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
Granted during the year	800,000	0.1p
Exercised during the year	(345,000)	4.3p
Lapsed during the year	(90,000)	26.0p
Balance at 30 June 2025	11,795,000	3.7p
Balance exercisable at 30 June 2025	2,991,000	5.0p
Balance exercisable at 30 June 2024	1,950,000	4.2p

The value of the options granted during the year 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 3 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 37.5p–68.5p.

Expected volatility was determined by referencing volatility data received and using historical data for similar sized companies over the previous five years and ranged from 68%–76% for the grants made during the year. Risk free rates were determined using government bonds and amounted to 4.2%. 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:

<b>Vesting date / criteria</b>	<b>Number issued</b>	<b>Exercise price</b>	<b>Expiry date</b>
Vested and exercisable immediately	900,000	0.1p	Aug 2026
Vested and exercisable immediately	180,000	0.1p	Dec 2026
Vested and exercisable immediately	100,000	0.1p	May 2028
Vested and exercisable immediately	847,000	0.1p	May 2030
Vested and exercisable immediately	455,000	32.5p	May 2030
Vested and exercisable immediately	150,000	0.1p	Dec 2030
Vested and exercisable immediately	15,000	0.1p	Apr 2032
Vested and exercisable immediately	200,000	0.1p	Sept 2032
Vested and exercisable immediately	69,000	0.1p	Feb 2033
Vested and exercisable immediately	25,000	0.1p	Apr 2033
Vested and exercisable immediately	50,000	0.1p	Jul 2023
Share price / retention criteria not met	1,800,000	0.1p	Aug 2026
Share price / retention criteria not met	1,878,000	0.1p	May 2030
Share price / retention criteria not met	845,000	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	621,000	0.1p	Feb 2033
Share price / retention criteria not met	225,000	0.1p	Apr 2033
Share price / retention criteria not met	300,000	0.1p	Dec 2034
Share price / retention criteria not met	500,000	0.1p	Jun 2035
<b>Total outstanding options</b>	<b>11,795,000</b>	-	-

## 20. Reserves

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

Group	Capital redemption reserve (£)	Warrant reserve (£)	Merger reserve (£)	Total (£)
At 31 March 2023 and 30 June 2024	2,857	62,400	5,425,339	5,490,596
Exceptional finance charge (note 5)	-	3,447,203	-	3,447,203
At 30 June 2025	2,857	3,509,603	5,425,339	8,937,799

  

Company	Capital redemption reserve (£)	Warrant reserve (£)	Merger reserve (£)	Total (£)
At 31 March 2023 and 30 June 2024	-	62,400	-	62,400
Exceptional finance charge (note 5)	-	3,447,203	-	3,447,203
At 30 June 2025	-	3,509,603	-	3,509,603

### Capital redemption reserve

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.

### Merger reserve

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.

### Warrant reserve

A balance of £62,400 arose in 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.

During the year an exceptional finance charge of £3,447,203 arose from the issuance of 20,000,000 warrants to Ocean Infinity in exchange for a performance guarantee. See note 5.

### Retained earnings

Retained earnings represent the profits and losses 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 £111,365 (2024: £156,124) was recognised during the year in respect of share options granted to directors, together with an aggregate charge relating to directors' employer's national insurance contributions of £64,075 (2024: £54,439).

During the year, there were expenses charged from the Company to its subsidiaries which are related parties for services provided. These transactions amounted to £1,864,720 (2024: £1,686,694). As at 30 June 2025, the Company had an outstanding receivables balance from SRT Marine Technology Ltd of £11,164,562 (30 June 2024: £4,989,790) and an outstanding payables balance with SRT Marine System Solutions Ltd of £4,589,930 (30 June 2024: receivable balance of £286,259).

Ocean Infinity Group Limited is a significant shareholder of the Group and its Chief Executive Officer, Oliver Plunkett was appointed to the board of SRT Marine Systems plc on 26 November 2024. As set out in note 16, Ocean Infinity provided the Group with a short-term cash loan of \$21.3m to enable the group to issue a performance bond which resulted in Ocean Infinity being granted 20,000,000 warrants by the Group. This loan was repaid during the year together with interest of £419,794. In addition, the Group made arm's length transactions with Ocean Infinity Solutions Limited, a subsidiary of Ocean Infinity Group Limited. During the year, the Group purchased £2,696,961 of equipment and sold £608,755 of equipment. Included in trade receivables is a balance with Ocean Infinity of £372,241 and included in trade payables is a balance of £1,644,975.

## 22. Cash generated from/(used in) operations

Group	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
Operating profit / (loss)	6,407,505	(13,191,609)
Depreciation of property, plant and equipment	464,654	517,504
Amortisation of intangible fixed assets	2,692,588	3,319,062
Share based payment charge	287,442	391,661
Decrease / (increase) in inventories	3,976,391	(4,585,273)
(Increase) / decrease in trade and other receivables	(51,117,078)	3,473,250
Increase / (decrease) in trade and other payables	38,297,695	(3,202,216)
	1,009,197	(13,277,621)
Company	Year ended 30 June 2025 (£)	15 months ended 30 June 2024 (£)
Operating loss	(1,660,198)	(1,332,704)
Depreciation of property, plant and equipment	189,557	205,936
Share based payment charge	287,442	391,661
Increase in trade and other receivables	(66,588)	(186,385)
Increase in amounts owed by group undertakings	(1,298,314)	(4,232,031)
Increase in trade and other payables	748,501	68,133
	(1,799,599)	(5,085,390)

Excluded from the increase in amounts owed by group undertakings is group tax relief of £661,365 surrendered by the company to a group subsidiary.

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

The basic earnings per share has been calculated on the profit after taxation of £2,026,692 (2024: loss £13,653,819) divided by the weighted number of ordinary shares in issue of 238,278,281 (2024: 202,114,658).

During the current year the calculation of diluted earnings per share has been calculated on profit after taxation of £2,026,692. It assumes conversion of all potentially dilutive ordinary shares, all of which arise from share options and warrants. 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 and warrants. The number of dilutive shares under option and warrant was 7,550,639 and the weighted average number of ordinary shares for the purposes of dilutive earnings per share was 245,828,975.

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

## 24. Financial instruments

### 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 2025 (2024: £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:

	30 June 2025 (£)	30 June 2024 (£)
Trade receivables and accrued income	50,781,868	1,643,806
Cash and cash equivalents	9,948,290	3,726,198
	60,730,158	5,370,004

At 30 June 2025, the Company has cash and cash equivalents of £8,666,230 (30 June 2024: £187,670) 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 £338,710 (2024: £44,073) during the year. Interest payable on the short and medium term loans at a variable rate amounted to £1,849,205 (2024: £1,208,402) for the Group and Company together with interest on lease liabilities of £27,915 (2024: £44,688).

### 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 it 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, Philippine Peso and Kuwaiti Dinar. 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, Philippine Peso and Kuwaiti Dinar. Such transactions give rise to net currency gains and losses recognised in profit or loss. At the year end this exposure comprised the following:

<b>30 June 2025</b>	<b>Monetary assets (£)</b>	<b>Monetary liabilities (£)</b>
US Dollar	8,487,770	3,487,180
Euro	45,946,155	27,837,751
Saudi Riyal	1,077,302	578,543
Philippine Peso	533,856	262,140
Kuwaiti Dinar	2,418	358,672

<b>30 June 2024</b>	<b>Monetary assets (£)</b>	<b>Monetary liabilities (£)</b>
US Dollar	1,099,438	970,816
Euro	320,153	46,729
Saudi Riyal	737,251	230,422
Philippine Peso	60,018	43,549
Kuwaiti Dinar	-	-

The table below illustrates the hypothetical sensitivity of the Group's reported profits and equity to a 10% increase and decrease in exchange rates relating to all of the above currencies at the year 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 1.37 (2024: 1.26), Euro 1.17 (2024: 1.18), Saudi Riyal 5.14 (2024: 4.74), Philippine Peso 77.29 (2024: 74.09) and Kuwaiti Dinar 0.42.

<b>Sterling strengthens by 10%</b>	<b>Year ended 30 June 2025 (£)</b>	<b>15 months ended 30 June 2024 (£)</b>
US Dollar	(450,963)	(11,693)
Euro	(1,646,219)	(24,857)
Saudi Riyal	(45,342)	(46,075)
Philippine Peso	(24,701)	(1,505)
Kuwaiti Dinar	32,837	-

<b>Sterling weakens by 10%</b>	<b>Year ended 30 June 2025 (£)</b>	<b>15 months ended 30 June 2024 (£)</b>
US Dollar	496,059	12,862
Euro	1,810,840	27,342
Saudi Riyal	49,876	50,683
Philippine Peso	27,172	1,656
Kuwaiti Dinar	(35,625)	-

## 25. Capital risk management

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 £26,861,473 at 30 June 2025 (30 June 2024: £12,053,172). 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 2025, the Group had financial commitments amounting to £133,417,987 (2024: £1,471,121).

## 27. Subsequent events

As set out in note 16, loan notes amounting to £1,670,000 and £2,330,000 which matured in August 2025 and October 2025 respectively, were re-financed for a further 2 years.

In September 2025, the Group received notification of an award from a new sovereign customer for the supply of a substantial maritime surveillance system. The contract is expected to be worth approximately US\$200m. The award is subject to completion of the project contract and a project financing package.

## 28. Ultimate controlling party

There was no overall controlling party as at 30 June 2025 or 30 June 2024.

## 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 4 December 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 year ended 30 June 2025.
2. To reappoint S&W Audit 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 S&W Audit's remuneration as the auditors of the Company.
4. To re-elect Richard Hurd as a director of the Company.
5. To re-elect Jean-Francois Bonnin as a director of the Company.
6. To reappoint Simon Barrell 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 £83,864, 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 £25,159.

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  
27 October 2025

**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. Additional proxy forms may be obtained by contacting the Registrar on +44 (0)370 707 1304 or the proxy form may be photocopied.

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's Registrar at Computershare Investor Services PLC, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom,
  - b) you can submit your proxy vote electronically by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and entering the Control Number, Shareholder Reference Number and PIN printed on the Form of Proxy, or
  - c) 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. If you need help with voting, please contact our Registrars, Computershare Investor Services on +44 (0)370 707 1304 or by email on [webcorres@computershare.co.uk](mailto:webcorres@computershare.co.uk).
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. 2 December 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 2 December 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 27 October 2025, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 251,590,656 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 4 December 2025, is set out on pages 54–55 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 year ended 30 June 2025

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 year ended 30 June 2025. 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 S&W Audit. 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 S&W Audit be reappointed.

This resolution proposes the reappointment of S&W Audit as auditors of the Company.

### Resolution 3 – Auditors' remuneration

This resolution gives authority to the directors to determine the remuneration of S&W Audit as auditors of the Company.

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

Richard Hurd, Jean-Francois Bonnin and Simon Barrell 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.

### 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 £83,864.

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 £83,864, 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 £25,159 (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.





- 56782303028613956031
- 023652718967403218
- 492886570326036687033
- 15695626832602267681531
- 2302683370380337 ■ 023652718967403218



### **SRT Marine Systems Plc**

Wireless House  
Westfield Industrial Estate  
Midsomer Norton  
Bath, BA3 4B5  
England, UK

### **Contact**

+44 (0)1761 409 500  
+44 (0)1761 410 093  
  
[srt-marine.com](http://srt-marine.com)  
[info@srt-marine.com](mailto:info@srt-marine.com)

**Registered Number: 05459678**