

Registration number: 1382145

Newship Group Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2025

Newship Group Limited

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Newship Group Limited

Company Information

Directors	RJ Newman
	J W Newman
	A J Parker
	S E Leach
	L J Newman
Company secretary	AS Harrison
Registered office	Fernside Place
	179 Queens Road
	Weybridge
	Surrey
	KT13 0AH
Auditors	Cooper Parry Group Limited
	Broadwalk House
	5th Floor
	5 Appold St
	London
	EC2A 2AG

Newship Group Limited

Strategic Report for the Year Ended 31 December 2025

The directors present their strategic report for the year ended 31 December 2025.

Principal activity

The principal activity of the company is that of a group holding company. The activities of the subsidiary companies are building and packaging.

Fair review of the business

Group turnover for the year was £192.0 million, which is lower than the previous year. The operating profit before interest charges was £15.5 million and, after interest charges of £0.3 million and other finance income of £1.4 million, the profit before taxation was £16.5 million. After tax the profit amounted to £11.9 million.

Packaging Division - Beatson Clark Ltd

Turnover for the year ended 31 December 2025 was £77.7 million, a decrease compared to the previous year. The profit before taxation amounted to £8.3 million (2024: £9.5 million). Despite challenges in the market, management remain cautiously positive regarding the future prospects. Key to the company's future success is the ongoing significant investment in the Rotherham facility.

Pont Packaging

The Pont group of businesses generated turnover of £112.9 million, an increase of 18.2% compared to the previous year allowing for exchange variances.

Management continue to seek out and invest in profitable new projects and markets.

On the 31st October 2025 Newship purchased Campbell & Tate group, in the two months to December they generated turnover of £1.1m.

Lewis & Towers Ltd

Turnover for the year was £42.6 million, an increase compared to last year which allowed the company to generate a small profit.

Johnsen & Jorgensen Ltd

Turnover for the year was £5.0 million and the company traded successfully in the year.

Building Division - Rollalong Ltd

Turnover for the year was £8.2m, reflecting very difficult conditions in the UK construction sector. As a result Rollalong recorded a loss for the year. Nevertheless the company continues to invest heavily in product development and takes its obligation to comply with regulatory changes very seriously. Management remains optimistic about the company's prospects, both in its existing markets and new potential markets, backed by Rollalong's market leading reputation for quality and safety.

James Gibbons Format Ltd

Turnover for the year ended 31 December 2025 was £2.6 million. Trading conditions remained challenging, but careful cost management allowed the business to generate a small profit in the year.

Newship Developments Ltd

Turnover for the year was £1.3million, trading conditions are challenging with little confidence in the domestic housing market. The directors remain confident that conditions will improve and the market confidence returns.

Newship Group Limited

Strategic Report for the Year Ended 31 December 2025

The company's key financial and other performance indicators during the year were as follows:

Financial KPIs	Unit	2025	2024
Sales Value	£'000	192,042	201,653
Gross Profit	£'000	52,910	57,566
Inventory	£'000	40,760	33,047

Principal risks and uncertainties

The Board consider the following to be the principal risks and uncertainties facing the business.

Energy costs – prices are monitored on a daily basis and forward contracts negotiated where appropriate with key suppliers.

Pension funding – the group maintains four defined benefit pension schemes, all of which are now closed to new entrants. All of the schemes have been closed to future accrual. Fluctuations in financial markets can affect the value of assets in the schemes and may result in the need to increase contributions to the schemes, with a consequent reduction in operating cash flows available for future investment in the business.

Insurance – the group endeavours to maintain adequate insurance levels for all appropriate insurable risks.

Major disruption / disaster – business continuity planning is reviewed regularly.

Competitive risk – the group is exposed to competitive risk in the markets in which it operates. The group constantly monitors prices and undertakes regular market research to mitigate these risks.

Regulatory changes - the group monitors forthcoming and current legislation and ensures compliance.

Section 172(1) statement

The directors are constantly making decisions that impact the business and its stakeholders. Part of the process is the assessment of the probable impact that their decisions have for both the short and medium to long term and how they may affect the wider group of stakeholders. Choices are balanced to ensure the continued viability of not only the company but the individual elements that make up the whole group.

Fundamental to the success of our businesses is the engagement of our employees and we are focusing our efforts on putting engagement at the heart of our strategy. We have invested in improving our organisational capabilities and hiring talent to ensure we fulfil our potential. We are also conscious of the diversity position across our employee base. We continue to develop the diversity of our team through our internal development and recruitment processes. We pay employees equally for equal roles. We remain committed to promoting apprenticeship schemes throughout the organisation, championing young talent and nurturing our experts of the future.

We strive to always act with integrity, transparency and professionalism. We look to do the right thing by our people, customers, suppliers and for our local communities to ensure our actions have a positive impact on society and the environment. Our sites are engaged in activities to take steps to support the local communities in which we operate. As an organisation, we hold ourselves to high ethical and business standards.

We strive to ensure that where we can we reduce our impact on both our neighbours and also the environment as a whole. We have tried where possible to concentrate our warehousing close to our production facility to reduce the movement of product and also the number of daily vehicle movements on the site and also across the wider area.

We strive to achieve the highest standards in all aspects of the business. Our aim is to project a professional persona delivering above and beyond expectations.

Newship Group Limited

Strategic Report for the Year Ended 31 December 2025

We are committed to employment policies that provide and promote equal employment opportunities for all our employees and applicants, and to maintaining a workplace that ensures tolerance, respect and dignity for all staff. No employee, applicant, contractor or temporary worker should be treated less favourably, victimised or harassed on the grounds of disability, sex, marital or civil partnership status, race, nationality, colour, ethnicity, religion or similar philosophical belief, sexual orientation, age or any distinction other than merit.

We continually review our procedures and our actions to proactively improve the way we do business and interact with all our stakeholders. We remain committed to the ethos of treating others in the manner and a way we would wish to be treated ourselves.

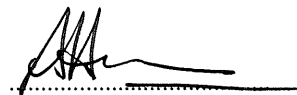
Engagement with employees

Fundamental to the success of our businesses is the engagement of our employees and we are focusing our efforts on putting engagement at the heart of our strategy. We have invested in improving our organisational capabilities, hiring talent to ensure we fulfil our potential. We are also conscious of the diversity position across our employee base. We continue to develop the diversity of our team through our internal development and recruitment processes. We pay employees equally for equal roles. We remain committed to promoting apprenticeship schemes throughout the organisation, championing young talent and nurturing our experts of the future.

Engagement with suppliers, customers and other relationships

We strive to always act with integrity, transparency and professionalism. We look to do the right thing by our people, customers, suppliers and for our local communities to ensure our actions have a positive impact on society and the environment. Our sites are engaged in activities to take steps to support the local communities in which we operate. As an organisation, we hold ourselves to high ethical and business standards.

Approved and authorised by the Board on 31 March 2026 and signed on its behalf by:

A handwritten signature in black ink, appearing to be 'AS Harrison', written over a horizontal dotted line.

AS Harrison
Company secretary

Newship Group Limited

Directors' Report for the Year Ended 31 December 2025

The directors present their report and the for the year ended 31 December 2025.

Directors of the group

The directors who held office during the year were as follows:

RJ Newman

J W Newman

A J Parker

S E Leach

N A Brice (resigned 31 December 2025)

L J Newman

Dividends

The directors paid a final dividend relating to 2024 of £8,366.35 per ordinary share and an interim dividend in respect of 2025 of £54,347.83 per B ordinary share for the current financial year (2024: £2,466.66).

Objectives and policies

Financial risk management objectives and policies

Financial risk - the group uses vanilla financial instruments to help manage liquidity, foreign currency and working capital risks. These include overdrafts, cash and other liquid resources and various other items such as trade debtors and creditors that arise directly from its operations. The main risks arising from the group's financial instruments are interest rate risk, liquidity risk and currency risk. The directors review and agree policies for managing each of these risks and they are summarised below.

Interest rate risk - the group finances its operation through a mixture of retained profits, bank overdrafts and borrowing from group companies. The group's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities.

Liquidity risk - the group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest any cash assets safely and profitably. Short term flexibility is achieved by overdraft facilities. Debt is structured so repayments can be made out of cash generated through operations.

Currency risk - the group is exposed to transaction foreign exchange risk. These exposures, including those associated with forecast transactions, are hedged when known using forward currency contracts. Whilst the aim is to achieve an economic hedge the group does not adopt an accounting policy of hedge accounting for these financial statements.

Employment of disabled persons

The group gives equal opportunities to disabled persons wherever possible both in recruitment and career development.

Newship Group Limited

Directors' Report for the Year Ended 31 December 2025

Employee involvement

The group has continued its practice of keeping employees informed of matters affecting them as employees and the financial and economic factors affecting the performance of the group.

The directors recognise the importance of employee involvement throughout the group which is fostered by the development of communications through the normal group reporting procedures.

Future developments

Packaging

The difficult global economic situation is expected to continue to present challenges and opportunities for all of the packaging division companies in 2026. The key to future success for the division lies in its ongoing commitment to product innovation. However the timing of orders remains unpredictable.

Building

Rollalong Ltd looks forward to 2026 with a number of interesting opportunities. James Gibbons Format Ltd remains committed to growth in both its UK and its export markets. Newship Developments Ltd is actively considering future development opportunities and remains committed to building high quality homes that delight our customers.

Research and development

The group places a strong emphasis on research and development which is needed to expand the scope of the products and manufacturing facilities and techniques required to meet the changing demands of the customers and the markets which it serves.

Environmental matters

Streamlined energy and carbon reporting (SECR)

Under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, together with the accompanying government guidance 'Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance March 2019', the group is required to report on its energy consumption.

The SECR disclosure represents the group carbon footprint within the UK across scope 1 and 2 emissions along with a relative intensity ratio.

Intensity ratio measurement

In accordance with the legislation an intensity ratio has been calculated which expresses the company's annual emissions in relation to a quantifiable factor or normaliser. The ratio chosen is tonnes of CO₂e per £m of turnover.

Greenhouse gas emissions and energy consumption

	2025	2024
Energy consumption (used to calculate emissions) in KWh	234,174,749	249,568,808
Scope 1 – Direct emissions from sources under our Control including fuel for furnaces, boilers and transport tCO ₂ e	45,448	48,947
Scope 2 – indirect emissions from purchased electricity tCO ₂ e	9,147	9,237
Intensity ratio: tonnes CO ₂ e per £1m turnover	284.37	288.44

Newship Group Limited

Directors' Report for the Year Ended 31 December 2025

Energy efficiency action summary

Newship Group Limited continues to achieve direct savings in energy and associated carbon emissions through operational and technological improvements including the following across all group companies:

- Reduction in commuting and business travel (some hybrid working / video conferencing)
- Energy efficiency via LED light installations including motion sensors
- Procurement of green energy
- Transition to hybrid, plug-in hybrid and electric vehicle fleet
- Ongoing educational awareness and training

Beatson Clark Limited

- All CAPEX decisions made with energy efficiency in mind
- 96% of site waste is recycled
- Product is 100% infinitely recyclable
- Over 75% of Beatson's post-consumer recycled glass (cullet) is generated by an onsite recycling plant, processing 35,500 tonnes of used glass per annum
- Including the recycling of its own internally generated glass waste, Beatson's recycled content amounts to more than 60% of total production
- Raw materials (sand, soda ash and limestone) are all locally sourced
- New designs favour lightweight products wherever possible

Other group companies

- Route planning software to optimise customer deliveries
- Filtered water units throughout to discourage use of plastic bottles
- Exploring the introduction of PV panels to generate on-site energy
- Exploring the rollout of electric forklift trucks
- Installation of EV chargers for employees, suppliers and customers
- Refurbishment of older factory roof to include modern insulation, reducing the space heating load on the building

Methodology Statement 2025

Our SECR disclosure can be found in the Annual Reports and Accounts. In that disclosure the methodology that we used in compiling our data is briefly introduced. For those readers that are interested, the purpose of this document is to supplement that commentary with a more detailed explanation of how we compile the data used to report our energy and carbon impacts.

Methodology and boundary

Calculations follow HM Government Environmental Reporting Guidelines using UK Government GHG conversion factors. The organisational boundary is based on financial control, and the data is presented on a consolidated basis for UK operations. Scope 1 emissions include direct emissions from fuel used in production equipment and boilers,. Scope 2 emissions include indirect emissions from purchased gas and electricity (location-based) and company-controlled vehicles.

	Scope - 1	Scope - 2
Organisational Boundary	UK	UK
Fuel Type	Grid Natural Gas, a limited amount of LPG and other bottled gasses & Grid Electricity	Grid Electricity, Grid Natural Gas, Diesel, Petrol with limited use of Hybrid (Electric) vehicles

Newship Group Limited

Directors' Report for the Year Ended 31 December 2025

Nature of Activity	The majority of the energy use is in the process of manufacturing. The main fuel is electricity, being used to power heavy machinery and air compressors. Gas is predominantly used for heating.	The majority of the warehouses and offices are heated by Gas burning heating systems, with light and IT infrastructure being powered by Grid Electricity. Land Transport is a mix of Diesel, Petrol and some Hybrid (Petrol/Electric) vehicles
Base Data source	Grid Natural Gas and Grid Electricity are metered, and data is captured from billing in Kwh.	Grid Natural Gas and Grid Electricity are metered, and data is captured from billing in Kwh.
Data period	1st January 2025 – 31st December 2025	1st January 2025 – 31st December 2025
Billing basis and adjustments	Bills are a mixture of actual and estimates. Where bills cross the start or end of the reporting period, the values are pro-rated.	Bills are a mixture of actual and estimates. Where bills cross the start or end of the reporting period, the values are pro-rated.
Carbon Factor sources	DEFRA	DEFRA
Carbon reporting unit	C02e	C02e
Carbon emissions type	Direct	Direct

Directors' liabilities

Internal control and risk assessment

The directors have responsibility for the systems of internal control and risk management. These processes are designed to manage rather than eliminate risk of failure to achieve the group's objectives. The company utilises the group's operating procedures including a comprehensive system for reporting financial and non-financial information to the directors. This includes management accounts, business plans and budgets. Regular meetings are held by the directors which include focusing on any new risks.

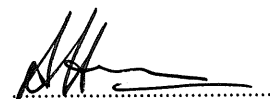
Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Cooper Parry Group Limited as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved and authorised by the Board on 31 March 2026 and signed on its behalf by:



AS Harrison
Company secretary

Newship Group Limited

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Newship Group Limited

Independent Auditor's Report to the Members of Newship Group Limited

Opinion

We have audited the financial statements of Newship Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, company Balance Sheet, Consolidated Statement of Changes in Equity, company Statement of Changes in Equity, Consolidated Statement of Cash Flows, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

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

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.

Newship Group Limited

Independent Auditor's Report to the Members of Newship Group Limited

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and 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 our knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

We have nothing to report in respect of the following matters where 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 Statement of Directors' Responsibilities set out on page 9, 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 Responsibilities for the audit of the financial statements

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

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

We gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company that were contrary to applicable laws and regulations, including fraud. We discussed with the Directors the policies and procedures in place regarding compliance with laws and regulations. We discussed amongst the audit team the identified laws and regulations, and remained alert to any indications of non-compliance.

Newship Group Limited

Independent Auditor's Report to the Members of Newship Group Limited

During the audit we focussed on laws and regulations which could reasonably be expected to give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006 and UK tax legislation. Our tests included agreeing the financial statement disclosures to underlying supporting documentation.

Our procedures in relation to fraud included but were not limited to: inquires of management whether they have any knowledge of any actual, suspected or alleged fraud, and discussions amongst the audit team regarding risk of fraud such as opportunities for fraudulent manipulation of financial statements. We determined that the principal risks related to posting manual journal entries to manipulate financial performance and management bias through judgements in accounting estimates. We also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

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



.....
Paul Hodgett BA (Hons) FCA (Senior Statutory Auditor)
For and on behalf of Cooper Parry Group Limited, Statutory Auditor

Broadwalk House
5th Floor
5 Appold St
London
EC2A 2AG

Date: 9 April 2026
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Newship Group Limited

Consolidated Profit and Loss Account for the Year Ended 31 December 2025

	Note	2025 £ 000	2024 £ 000
Turnover	3	192,042	201,653
Cost of sales		<u>(138,830)</u>	<u>(144,087)</u>
Gross profit		53,212	57,566
Distribution costs		(23,995)	(21,496)
Administrative expenses		(14,812)	(16,336)
Other operating income		<u>1,389</u>	<u>3,815</u>
Operating profit	4	<u>15,794</u>	<u>23,549</u>
Other interest receivable and similar income	6	1,363	1,428
Interest payable and similar expenses	7	<u>(371)</u>	<u>(384)</u>
		<u>992</u>	<u>1,044</u>
Profit before tax		16,786	24,593
Tax on profit	11	<u>(4,622)</u>	<u>(7,363)</u>
Profit for the financial year		<u>12,164</u>	<u>17,230</u>
Profit/(loss) attributable to:			
Owners of the company		12,160	17,224
Minority interests		<u>4</u>	<u>6</u>
		<u>12,164</u>	<u>17,230</u>

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2025

	2025 £ 000	2024 £ 000
Profit for the year	12,164	17,230
Foreign currency translation gains/(losses)	601	(721)
Share of associates and joint ventures other comprehensive income	(24)	(3)
	577	(724)
Total comprehensive income for the year	12,741	16,506
Total comprehensive income attributable to:		
Owners of the company	12,737	16,500
Minority interests	4	6
	12,741	16,506

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

(Registration number: 1382145)

Consolidated Balance Sheet as at 31 December 2025

	Note	2025 £ 000	2024 £ 000
Goodwill	12	1,589	-
Tangible assets	13	45,015	42,880
Investment property	14	1,044	1,044
		<u>47,648</u>	<u>43,924</u>
Current assets			
Stocks	16	41,062	33,047
Debtors	17	51,000	54,668
Cash at bank and in hand	18	41,654	52,097
		<u>133,716</u>	<u>139,812</u>
Creditors: Amounts falling due within one year	19	<u>(31,866)</u>	<u>(35,753)</u>
Net current assets		<u>101,850</u>	<u>104,059</u>
Total assets less current liabilities		149,498	147,983
Creditors: Amounts falling due after more than one year	19	(11,564)	(11,564)
Provisions for liabilities	20	<u>(988)</u>	<u>(631)</u>
Net assets		<u><u>136,946</u></u>	<u><u>135,788</u></u>
Capital and reserves			
Revaluation reserve	23	2,213	2,213
Retained earnings	23	<u>134,688</u>	<u>133,510</u>
Equity attributable to owners of the company		136,901	135,723
Minority interests		<u>45</u>	<u>65</u>
Shareholders' funds		<u><u>136,946</u></u>	<u><u>135,788</u></u>

Approved and authorised by the Board on 31 March 2026 and signed on its behalf by:

RJ Newman
Director

Newship Group Limited

(Registration number: 1382145)

Company Balance Sheet as at 31 December 2025

	Note	2025 £ 000	2024 £ 000
Fixed assets			
Tangible assets	13	2,958	2,991
Investments	15	7,640	7,638
		<u>10,598</u>	<u>10,629</u>
Current assets			
Debtors	17	4,074	4,216
Cash at bank and in hand	18	153	103
		<u>4,227</u>	<u>4,319</u>
Creditors: Amounts falling due within one year	19	<u>(858)</u>	<u>(870)</u>
Net current assets		<u>3,369</u>	<u>3,449</u>
Total assets less current liabilities		13,967	14,078
Creditors: Amounts falling due after more than one year	19	(11,564)	(11,564)
Provisions for liabilities	20	<u>(278)</u>	<u>(278)</u>
Net assets		<u>2,125</u>	<u>2,236</u>
Capital and reserves			
Revaluation reserve		1,725	1,725
Retained earnings		<u>400</u>	<u>511</u>
Shareholders' funds		<u>2,125</u>	<u>2,236</u>

The company's profit and total comprehensive income for the year was £11,472,000 (2024: £1,221,000) and (£111,000) loss (2024: £17,000) respectively.

Approved and authorised by the Board on 31 March 2026 and signed on its behalf by:

RJ Newman
Director

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2025 Equity attributable to the parent company

	Revaluation reserve £ 000	Profit and loss account £ 000	Total £ 000	Non- controlling interests £ 000	Total equity £ 000
At 1 January 2024	2,213	118,211	120,424	62	120,486
Profit for the year	-	17,224	17,224	6	17,230
Other comprehensive income	-	(721)	(721)	(3)	(724)
Total comprehensive income	-	16,503	16,503	3	16,506
Dividends	-	(1,204)	(1,204)	-	(1,204)
At 31 December 2024	2,213	133,510	135,723	65	135,788
	Fair value reserve £ 000	Profit and loss account £ 000	Total £ 000	Non- controlling interests £ 000	Total equity £ 000
At 1 January 2025	2,213	133,510	135,723	65	135,788
Profit for the year	-	12,160	12,160	4	12,164
Other comprehensive income	-	601	601	(24)	577
Total comprehensive income	-	12,761	12,761	(20)	12,741
Dividends	-	(11,583)	(11,583)	-	(11,583)
At 31 December 2025	2,213	134,688	136,901	45	136,946

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

Company Statement of Changes in Equity for the Year Ended 31 December 2025

	Revaluation reserve £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2024	1,725	494	2,219
Profit for the year	-	1,221	1,221
Dividends	-	(1,204)	(1,204)
At 31 December 2024	<u>1,725</u>	<u>511</u>	<u>2,236</u>
	Revaluation reserve £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2025	1,725	511	2,236
Profit for the year	-	11,472	11,472
Dividends	-	(11,583)	(11,583)
At 31 December 2025	<u>1,725</u>	<u>400</u>	<u>2,125</u>

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2025

	Note	2025 £ 000	2024 £ 000
Cash flows from operating activities			
Profit for the year	4	11,862	17,230
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	13	7,325	7,565
Loss/(profit) on disposal of tangible fixed assets		(4)	(57)
Interest received	6	(1,363)	(1,428)
Interest payable	7	371	384
Corporation tax expense	11	4,622	7,363
		<u>22,813</u>	<u>31,057</u>
Working capital adjustments			
(Increase) in stocks	16	(7,713)	(2,287)
(Increase) in debtors	17	5,502	(3,976)
Increase in creditors	19	(4,410)	1,496
Decrease in deferred income, including government grants		<u>-</u>	<u>(139)</u>
Cash generated from operations		16,192	26,151
Income taxes paid	11	(4,700)	(7,531)
		<u>11,492</u>	<u>18,620</u>
Cash flows from investing activities			
Interest received	6	1,363	1,428
Acquisition of tangible assets	13	(5,616)	(6,779)
Acquisition of investments in subsidiary undertakings		(9,171)	-
Cash received as part of acquisition		3,200	-
Proceeds from sale of tangible assets		5	104
Net cash flows from investing activities		<u>(10,219)</u>	<u>(5,247)</u>
Cash flows from financing activities			
Interest paid	7	(24)	(37)
Interest on preference shares		(347)	(347)
Dividends paid		(11,583)	(1,204)
Repayment of borrowings		<u>-</u>	<u>-</u>
Net cash used in financing activities		(11,954)	(1,588)
Net Increase in cash and cash equivalents		<u>(10,687)</u>	<u>11,785</u>

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2025

	Note	2025 £ 000	2024 £ 000
Net (decrease) / increase in cash and cash equivalents		(10,687)	11,785
Cash and bank overdrafts at 1 January		52,097	40,558
Effect of foreign exchange rates		244	(246)
Cash and bank overdrafts at 31 December	18	<u>41,654</u>	<u>52,097</u>
Relating to:-			
Bank balances and short term deposits included in 'Cash at bank and in hand'		41,654	52,097
	18	<u>41,654</u>	<u>52,097</u>
Reconciliation of net cash flow to movement in net debt			
		2025 £ 000	2024 £ 000
(Decrease) / Increase in cash		(10,784)	11,785
Cash outflows from repayment of loans		-	-
Change in net debt resulting from cash flows		<u>(10,784)</u>	<u>11,785</u>
Exchange differences		244	(246)
Movement in net debt		<u>(10,540)</u>	<u>11,539</u>
Net cash at 1 January		40,533	28,994
Net cash at 31 December	25	<u>29,993</u>	<u>40,533</u>

The notes on pages 21 to 49 form an integral part of these financial statements.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

1 General information

The company is a private limited company limited by share capital incorporated and domiciled in England and Wales.

The address of its registered office and principal place of business is:

Fernside Place
179 Queens Road
Weybridge
Surrey
KT13 0AH
United Kingdom

These financial statements were authorised for issue by the Board on 31 March 2026.

The principal activity of the company is that of a holding company. The activities of the subsidiary companies are building and packaging products.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Summary of disclosure exemptions - Company

The company has taken advantage of the exemption from disclosing the following information, as permitted by the reduced disclosure regime within FRS 102:

- Section 7 'Statement of Cash Flows' - Presentation of a Statement of Cash Flow and related notes and disclosures.
- Section 33 'Related Party Disclosures' - Compensation for key management personnel.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland and the Companies Act 2006'.

Basis of preparation

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies (Accounts and Reports) Regulations 2008, and under the historical cost convention, modified to include investment properties and certain financial instruments at fair value.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2025.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the profit and loss from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholders share of changes in equity since the date of the combination.

Company statement of comprehensive income

As permitted by s408 Companies Act, the company has not presented its own statement of comprehensive income. The company's profit and total comprehensive income for the year were £11,472,000 (2024: £1,221,000) and £111,000 deficit (2024: 17,000), respectively.

Judgements

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.

Long term contracts

The group undertakes long term contracts which extend over reporting dates. The group makes estimates and assumptions as to the stage of completion of each contract. The contract is separated into clearly identifiable elements, usually on a building by building basis. Each individual element is measured and estimates of the stage of completion are calculated based on known costs and time to complete the project.

Valuation of investment properties

The key accounting estimate in preparing these financial statements relates to the carrying value of the property which is stated at fair value. The company uses reports provided by Chartered Surveyors employed by the group's in-house management company as a basis for determining the directors' estimation of the fair value of the properties. However, the valuation of the company's property is inherently subjective, as it is made on the basis of valuation assumptions which may in future not prove to be accurate.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Pension scheme

Significant impacts arise within the financial statements as a result of the changes in the assumptions in respect of the valuation of the pension schemes. In order to obtain a fair valuation, the directors take advice from external actuaries as to the assumptions to be used taking account of market data and conditions at the year end.

The liabilities can be very sensitive to changes in the assumptions. However, following the purchase of the buy-in policy, any change to the liabilities due to changes in assumptions will be matched by an equal and offsetting change in the value of the Scheme's assets..

Deferred taxation

Deferred tax assets and liabilities are assessed on the basis of assumptions regarding the future, the likelihood that assets will be realised and liabilities will be settled, and estimates as to the timing of those future events and as to the future tax rates that will be applicable.

Leases

In categorising leases as finance leases or operating leases, management makes judgements as to whether significant risks and rewards of ownership have transferred to the group as lessee, or the lessee, where the group is a lessor.

Going concern

At the time of approving the financial statements, based on trading results and future cash flow forecasts, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from time of approval. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the group's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The group recognises revenue when: the amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity; and specific criteria have been met for each of the group's activities.

Contract revenue recognition

Long term contracts

The attributable profit on long-term contracts is recognised once their outcome can be assessed with reasonable certainty. The profit recognised reflects the proportion of work completed to date on the project.

Costs associated with long-term contracts are included in stock or amounts recoverable on contracts to the extent that they cannot be matched with contract work accounted for as turnover. Long-term contract balances included in stocks are stated at cost, after provision has been made for any foreseeable losses and the deduction of applicable payments on account.

Full provision is made for losses on all contracts in the year in which the loss is first foreseen.

Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the lease. The aggregate cost of incentives provided to lessees is recognised as a reduction of rental income over the lease term on a straight-line basis.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Government grants

Government grants in respect of capital expenditure are credited to a deferred income account and are released to profit over the expected useful lives of the relevant assets by equal annual instalments. Grants of a revenue nature are credited to income so as to match them with the expenditure to which they relate.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

The financial statements of overseas subsidiary undertakings are translated at the balance sheet date. The exchange differences arising on the retranslation of opening net assets are taken directly to reserves. All other translation differences are taken to the profit and loss account with the exception of differences on foreign currency borrowings to the extent that they are used to finance or provide a hedge against group equity investments in foreign enterprises. Tax charges and credits attributable to exchange difference on the net investment in these enterprises. Tax charges and credits attributable to exchange differences on those borrowings are also taken to reserves.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the group operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the group. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than assets under construction over their estimated useful lives, as follows:

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Asset class	Depreciation method and rate
Freehold buildings	Straight line over 20 to 50 years
Leasehold property	Straight line over period of the lease
Fixtures and fittings	Straight line over 10 years
Plant and machinery	Straight line over 2 to 25 years on cost according to asset type

The group as lessee - operating leases

All leases are operating leases and annual rents are charged to profit and loss on a straight line basis over the lease term.

The group as lessor - operating leases

Rental income from assets leased under operating leases is recognised on a straight line basis over the term of the lease. Rent free periods or other incentives given to the lessee are accounted for as a reduction to the rental income and recognised on a straight line basis over the lease term.

Investment property

Investment property is initially held at cost and subsequently measured at fair value through profit and loss. The investment property comprises long leasehold and freehold land and buildings. The fair value of the property has been arrived at on the basis of the returns generated by the property.

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired entity, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date. Goodwill is amortised over its useful life, which shall not exceed ten years if a reliable estimate of the useful life cannot be made.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Goodwill	Straight line over 4 years

Investments

Company

In the separate accounts of the company, interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. Interests in subsidiaries, associates and jointly controlled entities are assessed for impairment at each reporting date. Any impairments losses or reversals of impairment losses are recognised immediately in profit or loss.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Financial instruments

Classification

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments.

Recognition and measurement

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the group is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as an interest expense in the profit and loss account.

Financial assets

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Financial liabilities and equity

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar expenses.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Preference share capital is classified as a liability as it is redeemable on a specific date or at the option of the shareholders and as the dividend payments are not discretionary. Dividends thereon are recognised as interest expense in profit or loss as accrued.

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Defined benefit pension obligation

The group has four defined benefit schemes, all of which are closed to future accrual.

Net interest on the net defined benefit liability comprises the interest cost on the defined benefit obligation and interest income on the plan assets, calculated by multiplying the fair value of the plan assets at the beginning of the period by the rate used to discount the benefit obligations. The net interest is recognised in the profit and loss account.

Gains and losses arising from changes in actuarial assumptions and the difference between the interest income on the plan assets and the return on the plan assets are recognised in other comprehensive income.

The defined benefit schemes are funded, with the assets held separately from the group in separate trustee-administered funds. Full actuarial valuations, by a professionally qualified actuary, are obtained at least every three years, and updated to reflect current conditions at each balance sheet date. The pension scheme assets are measured at fair value. The pension scheme liabilities are measured using the projected credit unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency, for three of the four group schemes, the fourth scheme assets and liabilities are measured based on an estimate made by management. This estimate is based on the triennial funding assessments performed by a qualified actuary for the benefit of the trustees of the scheme and takes into account actual performance experience of the other defined benefit pension schemes operated by the wider Newship group. A pension scheme liability is recognised to the extent that the group has a legal or constructive obligation to settle the liability and as asset recognised where the group has a right to recover monies from the scheme.

3 Turnover

The analysis of the group's Turnover for the year from continuing operations is as follows:

	2025 £ 000	2024 £ 000
Sale of goods	182,217	169,329
Rendering of services	9,757	32,285
Rental income	68	39
	<u>192,042</u>	<u>201,653</u>

Total contract revenue recognised in the year, and included within Rendering of services, was £8,510,000 (2024: £29,625,000).

The analysis of the group's turnover for the year by class of business is as follows:

	2025 £ 000	2024 £ 000
Packaging	179,632	166,669
Building	12,342	34,945
Rental	68	39
	<u>192,042</u>	<u>201,653</u>

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

The analysis of the group's turnover for the year by market is as follows:

	2025 £ 000	2024 £ 000
UK	96,244	114,514
Europe	91,975	83,705
Rest of world	3,823	3,434
	<u>192,042</u>	<u>201,653</u>

4 Operating profit

Arrived at after charging/(crediting)

	2025 £ 000	2024 £ 000
Depreciation expense	7,325	7,565
Research and development cost	58	87
Operating lease expense - property	777	815
Operating lease expense - plant and machinery	272	333
Profit on disposal of property, plant and equipment	<u>(4)</u>	<u>(57)</u>

5 Government grants

The group has benefited from the receipt of capital investment grants.

Grant income is the unwinding of a regional development grant received by the group towards the rebuilding of one of the furnaces. The income is being recognised over the life of the furnace.

The amount of grants recognised in the financial statements was £Nil (2024 - £139,000).

6 Other interest receivable and similar income

	2025 £ 000	2024 £ 000
Interest income on bank deposits	1,351	1,428
Other finance income	<u>12</u>	<u>-</u>
	<u>1,363</u>	<u>1,428</u>

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

7 Interest payable and similar expenses

	2025	2024
	£ 000	£ 000
Interest on bank overdrafts and borrowings	2	37
Interest on preference shares	347	347
Other finance costs	22	-
	<u>371</u>	<u>384</u>

8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2025	2024
	£ 000	£ 000
Wages and salaries	30,917	31,063
Social security costs	4,518	4,524
Pension costs, defined contribution scheme	1,047	713
	<u>36,482</u>	<u>36,300</u>

Company

	2025	2024
	£ 000	£ 000
Wages and salaries	1,702	1,748
Social security costs	247	277
Pension costs, defined contribution scheme	304	127
	<u>2,253</u>	<u>2,121</u>

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

Group

	2025 No.	2024 No.
Production	416	438
Administration and support	87	95
Sales, marketing and distribution	154	149
	<u>657</u>	<u>682</u>

Company

	2025 No.	2024 No.
Administration and support	11	10

9 Directors' remuneration

The directors' remuneration for the year was as follows:

	2025 £ 000	2024 £ 000
Remuneration	640	677
Contributions paid to money purchase schemes	151	-
	<u>791</u>	<u>677</u>

Employers national insurance paid on the above remuneration was £77,000 (2024: £69,000).

In respect of the highest paid director:

	2025 £ 000	2024 £ 000
Remuneration	367	345

10 Auditors' remuneration

	2025 £ 000	2024 £ 000
Payable to auditors of consolidation and UK subsidiaries	154	128

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

11 Taxation

Tax charged/(credited) in the consolidated profit and loss account

	2025 £ 000	2024 £ 000
Current taxation		
UK corporation tax	1,134	4,384
Foreign tax	3,532	2,750
Total current income tax	4,666	7,134
Deferred taxation		
Arising from origination and reversal of timing differences	37	-
Arising from changes in tax rates and laws	(81)	229
Total deferred taxation	(44)	229
Tax expense in the income statement	4,622	7,363

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2024 - higher than the standard rate of corporation tax in the UK) of 25% (2024 - 25%).

The differences are reconciled below:

	2025 £ 000	2024 £ 000
Profit before tax	16,786	24,593
Corporation tax at standard rate	4,197	6,148
Tax increase from effect of capital allowances and depreciation	357	518
Effect of expense not deductible in determining taxable profit (tax loss)	98	-
Effect of foreign tax rates	127	434
Deferred tax (credit)/expense relating to changes in tax rates or laws	(81)	229
Tax increase from effect of adjustment in research and development tax credit	-	34
Total tax charge	4,698	7,363

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Deferred tax

Group

Deferred tax assets and liabilities

	Asset £ 000	Liability £ 000
2025		
Tax on fair value property plant and equipment	-	618
Tax losses carried forward	123	-
Difference between depreciation and capital allowances	-	39
	<u>123</u>	<u>657</u>
	Asset £ 000	Liability £ 000
2024		
Tax on fair value property plant and equipment	-	661
Tax losses carried forward	69	-
Difference between depreciation and capital allowances	-	39
	<u>69</u>	<u>700</u>

Company

Deferred tax assets and liabilities

	Asset £ 000	Liability £ 000
2025		
Revaluation of property, plant and equipment	-	278
	<u>-</u>	<u>278</u>
	Asset £ 000	Liability £ 000
2024		
Revaluation of property, plant and equipment	-	278
	<u>-</u>	<u>278</u>

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

12 Intangible assets

Group

	Goodwill on consolidation £ 000	Total £ 000
Cost or valuation		
Additions acquired separately	<u>1,589</u>	<u>1,589</u>
At 31 December 2025	<u>1,589</u>	<u>1,589</u>
Amortisation		
Carrying amount		
At 31 December 2025	<u><u>1,589</u></u>	<u><u>1,589</u></u>

The goodwill has been allocated to the non-monetary assets within the acquired business at the date of acquisition. The goodwill is recognised and matched in the profit and loss account as the assets are sold or depreciated. Goodwill recognised within cost of sales relates to the amount allocated to the stock in the acquired balance sheet. Goodwill recognised in distribution and administration expenses relates to the depreciation in the current period of certain fixed assets in the acquired balance sheet.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

13 Tangible assets

Group

	Land and buildings £ 000	Furniture, fittings and equipment £ 000	Other property, plant and equipment £ 000	Total £ 000
Cost				
At 1 January 2025	33,929	54	34,979	68,962
Foreign exchange movements	325	-	467	792
Additions	548	2	5,066	5,616
Acquired through business combinations	2,300	-	1,226	3,526
Disposals	(38)	-	(2,776)	(2,814)
At 31 December 2025	<u>37,064</u>	<u>56</u>	<u>38,962</u>	<u>76,082</u>
Depreciation				
At 1 January 2025	6,666	318	19,096	26,080
Foreign exchange movements	95	-	379	474
Charge for the year	900	5	6,421	7,326
Eliminated on disposal	(38)	-	(2,775)	(2,813)
At 31 December 2025	<u>7,623</u>	<u>323</u>	<u>23,121</u>	<u>31,067</u>
Carrying amount				
At 31 December 2025	<u>29,441</u>	<u>(267)</u>	<u>15,841</u>	<u>45,015</u>
At 31 December 2024	<u>27,263</u>	<u>22</u>	<u>15,595</u>	<u>42,880</u>

Included within the net book value of land and buildings above is £26,799,000 (2024: £26,916,000) in respect of freehold land and buildings and £347,000 (2024: £347,000) in respect of long leasehold land and buildings.

Fixtures and fittings, relating to leasehold improvements, held in a subsidiary company, which relate to freehold land and buildings held within the group have been transferred to land and buildings.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Company

	Land and buildings £ 000	Furniture, fittings and equipment £ 000	Total £ 000
Cost			
At 1 January 2025	3,392	54	3,446
Additions	-	2	2
At 31 December 2025	<u>3,392</u>	<u>56</u>	<u>3,448</u>
Depreciation			
At 1 January 2025	423	32	455
Charge for the year	30	5	35
At 31 December 2025	<u>453</u>	<u>37</u>	<u>490</u>
Carrying amount			
At 31 December 2025	<u>2,939</u>	<u>19</u>	<u>2,958</u>
At 31 December 2024	<u>2,969</u>	<u>22</u>	<u>2,991</u>

14 Investment properties

Group

	2025 £ 000
At 1 January	<u>1,044</u>
At 31 December	<u>1,044</u>

The directors have reviewed the carrying value of the investment property and feel that it is being held at a fair value.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

15 Investments

Company

	2025 £ 000	2024 £ 000
Investments in subsidiaries	7,640	7,638
Subsidiaries		£ 000
Cost		
At 1 January 2025		7,638
Additions		2
At 31 December 2025		7,640
Carrying amount		
At 31 December 2025		7,640
At 31 December 2024		7,638

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2025	2024
Subsidiary undertakings				
Newship Ltd	England and Wales	Ordinary	99.97%	99.97%

Subsidiary undertakings

Newship Ltd

The principal activity of Newship Ltd is a holding company.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Newship Limited is the parent company and owns 100% of the ordinary share capital of the following companies, either directly or indirectly:

Beatson Clark Ltd, a company registered in England and Wales and whose principal activity is the manufacture and distribution of hollow glass containers.

Lewis & Towers Ltd, a company registered in England and Wales and whose principal activity is the manufacture and distribution of hollow glass containers.

Rollalong Holdings Ltd, a company registered in England and Wales and whose principal activity is that of an intermediate holding company.

Rollalong Ltd, a company registered in England and Wales and whose principal activity is the manufacture and installation of permanent modular buildings.

Relocatable Homes Ltd, a company registered in England and Wales and is a dormant company.

Pont Packaging BV, a company registered in the Netherlands and whose principal activity is the manufacture and distribution of packaging solutions.

Pont Packaging GmbH, a company registered in Germany and whose principal activity is the distribution of packaging containers.

Pont Emballage SAS, a company registered in France and whose principal activity is the distribution of packaging containers.

Pont Packaging Ltd, a company registered in England and Wales and whose principal activity is the manufacture and distribution of packaging containers.

Johnsen & Jorgensen Ltd, a company registered in England and Wales and whose principal activity is the operation of a recycling facility.

Glass Container Decorating Services UK Ltd, a company registered in England and Wales and whose principal activity is the decoration of hollow glass containers.

Pont Europe Ltd, a company registered in England and Wales and is an intermediate holding company.

James Gibbons Format Ltd, a company registered in England and Wales and whose principal activity is the manufacture and distribution of architectural ironmongery.

Qdos Location Facilities Ltd, a company registered in England and Wales and is a dormant company.

Newship Developments Ltd, a company registered in England and Wales and whose principal activity is the development of residential properties.

Ringwood Homes Ltd, a company registered in England and Wales and is a dormant company.

Campbell & Tate Ltd, a company registered in England and Wales and whose principal activity is that of an intermediate holding company.

Coda Plastics Ltd, a company registered in England and Wales and whose principal activity is injection moulding, blow moulding, product design, development and prototyping.

Beatson Clark (Trustees) Ltd, a company registered in England and Wales and is a dormant company.

Newship Industries Ltd, a company registered in England and Wales and is a dormant company.

Newship Investments Ltd, a company registered in England and Wales and is a dormant company.

Newship Distribution Ltd, a company registered in England and Wales and is a dormant company.

Registered and operating addresses along with telephone numbers are shown on the group website: www.newship.co.uk.

Dormant companies above are exempt from audit.

On the 1st January 2025 Newship Ltd purchased 100% of the share capital of Newship Developments Ltd. The fair value of Newship Developments assets and liabilities showed a deficit of £2,000.

In the period since acquisition the company has generated £1.3m of turnover and a loss of £0.4m.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

On 31st October 2025 Newship Ltd acquired 100% of the share capital of Campbell & Tate Ltd for £9,171,000 cash. The fair value of the net assets purchased was £7,582,000, which included £3.5m of fixed assets including £2.3m of freehold property, £3.2m cash, £2.7m other assets including stock and trade debtors, there were liabilities of £1.9m. The purchase generated £1.6m of goodwill which will be amortised over the next four years. In the two months to December 2025 the companies generated £1.1m of turnover and a loss of £0.1m.

16 Stocks

	Group		Company	
	2025	2024	2025	2024
	£ 000	£ 000	£ 000	£ 000
Raw materials and consumables	2,613	2,354	-	-
Work in progress	11,985	7,410	-	-
Finished goods and goods for resale	26,903	23,283	-	-
Other inventories	(439)	-	-	-
	<u>41,062</u>	<u>33,047</u>	<u>-</u>	<u>-</u>

17 Debtors

Note	Group		Company	
	2025	2024	2025	2024
	£ 000	£ 000	£ 000	£ 000
Trade debtors	22,726	22,499	224	290
Gross amount due from customers for contract work	1,383	4,003	-	-
Amounts owed by related parties	30	-	3,238	3,284
Other debtors	19,589	23,569	439	378
Prepayments	4,537	3,660	173	264
Income tax asset	11	2,765	-	-
	<u>51,000</u>	<u>54,668</u>	<u>4,074</u>	<u>4,216</u>

18 Cash and cash equivalents

	Group		Company	
	2025	2024	2025	2024
	£ 000	£ 000	£ 000	£ 000
Cash at bank	<u>41,654</u>	<u>52,097</u>	<u>153</u>	<u>103</u>

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

19 Creditors

		Group		Company	
	Note	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
Due within one year					
Loans and borrowings	24	97	-	-	-
Trade creditors		15,818	14,401	17	203
Income tax liability	11	3,125	2,602	286	91
Social security and other taxes		3,651	4,101	130	154
Other payables		1,828	3,178	43	44
Accruals		7,347	11,471	382	378
		<u>31,866</u>	<u>35,753</u>	<u>858</u>	<u>870</u>
Due after one year					
Preference shares	24	11,564	11,564	11,564	11,564

The bank overdrafts are secured by a fixed and floating charge over the assets of the individual companies.

Bank overdrafts are annual facilities, subject to review in December 2025 and are repayable on demand. The average interest rate on bank overdrafts was 6.0% (2024: 7.25%), based on Bank of England Base rate plus 2.5%.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

20 Deferred tax and other provisions

Group

	Deferred tax £ 000	Total £ 000
At 1 January 2025	631	631
Increase (decrease) in existing provisions	(46)	(46)
Increase (decrease) through business combinations	403	403
At 31 December 2025	988	988

21 Pension and other schemes

Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £1,047,000 (2024 - £713,000).

Defined benefit pension schemes

Defined benefit pension schemes - group

The group operates four defined benefit pension schemes in the UK. The full actuarial valuations were carried out in three of the schemes in accordance with scheme requirements.

The fourth scheme has shown a surplus under the current reporting standards for more than five years. Under the standards the surplus is not disclosable on the balance sheet. The valuation of this scheme has not been updated, however the directors have taken necessary steps to satisfy themselves that if the scheme valuation was updated it would still show a surplus.

Based on the performance of the other three schemes which have had their valuations updated, it is considered fair to assume that the fourth scheme would remain in surplus.

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the balance sheet are as follows:

	2025 £ 000	2024 £ 000
Fair value of scheme assets	105,454	116,604
Present value of defined benefit obligation	(86,774)	(90,962)
	18,680	25,642
Other amounts not recognised in the balance sheet	(18,680)	(25,642)
Defined benefit pension scheme surplus/(deficit)	-	-

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Defined benefit obligation

Changes in the defined benefit obligation are as follows:

	2025
	£ 000
Present value at start of year	90,962
Interest cost	4,566
Actuarial gains and losses	(1,223)
Benefits paid	(7,531)
Present value at end of year	<u>86,774</u>

Fair value of scheme assets

Changes in the fair value of scheme assets are as follows:

	2025
	£ 000
Fair value at start of year	116,604
Interest income	4,566
Actuarial gains and losses	(8,185)
Benefits paid	(7,531)
Fair value at end of year	<u>105,454</u>

Analysis of assets

The major categories of scheme assets are as follows:

	2025	2024
	£ 000	£ 000
Cash and cash equivalents	4,048	2,131
Equity instruments	306	1,354
Debt instruments	15,948	98,372
Purchased annuities	85,152	14,747
	<u>105,454</u>	<u>116,604</u>

Return on scheme assets

	2025	2024
	£ 000	£ 000
Return on scheme assets	<u>(3,619)</u>	<u>(2,872)</u>

The pension scheme has not invested in any of the group's own financial instruments or in properties or other assets used by the group.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Principal actuarial assumptions

The principal actuarial assumptions at the balance sheet date are as follows:

	2025	2024
	%	%
Discount rate	5.40	5.00
Future salary increases	2.80	3.00
Inflation	2.20	3.00

Post retirement mortality assumptions

	2025	2024
	Years	Years
Current UK pensioners at retirement age - male	21.00	21.00
Future UK pensioners at retirement age - male	21.00	21.00

22 Share capital

Allotted, called up and fully paid shares

	2025		2024	
	No. 000	£ 000	No. 000	£ 000
350 A Ordinary shares of £1 each	-	-	-	-
138 B Ordinary shares of £1 each	-	-	-	-
11,563,653 3% Preference shares of £1 each	11,564	11,564	11,564	11,564
	11,564	11,564	11,564	11,564

Rights, preferences and restrictions

A Ordinary shares have the following rights, preferences and restrictions:

The company's ordinary shares, which carry no right to a fixed income, each carry the right to one vote at general meetings of the company.

B Ordinary shares have the following rights, preferences and restrictions:

The company's ordinary shares, which carry no right to a fixed income, each carry the right to one vote at general meetings of the company.

Preference shares have the following rights, preferences and restrictions:

The preference shares are classified as liabilities. The holder is entitled to a fixed dividend based on the nominal value of each share and the right to vote at general meetings of the company.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

23 Reserves

Group

Fair value reserve

Cumulative impact of fair value adjustments to Property, Plant and Equipment.

Profit and loss account

The profit and loss account is made up of retained profits of the group.

Company

Fair value reserve

Cumulative impact of fair value adjustments to Land and Buildings.

Profit and loss

The profit and loss account is made up of retained profits of the company.

24 Loans and borrowings

Current loans and borrowings

	Group		Company	
	2025	2024	2025	2024
	£ 000	£ 000	£ 000	£ 000
Hire purchase contracts	97	-	-	-

Non-current loans and borrowings

	Group		Company	
	2025	2024	2025	2024
	£ 000	£ 000	£ 000	£ 000
Redeemable preference shares	11,564	11,564	11,564	11,564

Borrowings are denominated and repaid in pounds sterling and have the following contractual interest rates:

Preference shares carry a 3.00% fixed dividend based on the nominal value of each share.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

25 Analysis of net debt

	At 1 January 2025	Cash Flow	Exchange movement	At 31 December 2025
	£'000	£'000	£'000	£'000
Cash at bank and in hand	52,097	(10,687)	244	41,654
Bank overdraft	-	-	-	-
	<u>52,097</u>	<u>(10,687)</u>	<u>244</u>	<u>41,654</u>
Debt due within one year	-	(97)	-	(97)
Debt due in more than one year	(11,564)	-	-	(11,564)
Net debt	<u>40,533</u>	<u>(10,784)</u>	<u>244</u>	<u>29,993</u>

26 Obligations under leases

Group

Operating leases

The total of future minimum lease payments is as follows:

	2025 £ 000	2024 £ 000
Not later than one year	441	732
Later than one year and not later than five years	208	649
	<u>649</u>	<u>1,381</u>

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Operating leases - lessor

The total of future minimum lease payments is as follows:

	2025 £ 000	2024 £ 000
Not later than one year	65	70
Later than one year and not later than five years	<u>-</u>	<u>10</u>
	<u>65</u>	<u>80</u>

Total contingent rents recognised as income in the period are £41,000 (2024 - £96,000).

Company

Operating leases - lessor

The total of future minimum lease payments is as follows:

Amounts receivable

	2025 £ 000	2024 £ 000
Not later than one year	205	170
Later than one year and not later than five years	<u>410</u>	<u>-</u>
	<u>615</u>	<u>170</u>

Total contingent rents recognised as income in the period are £170,000 (2024 : £170,000).

27 Dividends

	2025 £ 000	2024 £ 000
Final dividend of £8,366.35 (2024 - £Nil) per ordinary share	4,083	-
Interim dividend of £54,347.83 (2024 - £2,466.66) per ordinary share	<u>7,500</u>	<u>1,204</u>
	<u>11,583</u>	<u>1,204</u>

28 Commitments

Group

Capital commitments

The group is committed to make capital purchases in respect of additional manufacturing facilities and plant and machinery.

The total amount contracted for but not provided in the financial statements was £3,939,000 (2024 : £2,842,000).

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Other financial commitments

Currency forwards

The group enters into forward foreign currency contracts for the purchase of known currency positions. At the balance sheet date the fair value of these contracts is not materially different from cost.

29 Parent and ultimate parent undertaking

These financial statements are available upon request from the registered office. These financial statements are those of the ultimate parent undertaking.

The ultimate controlling party is J W Newman.

30 Related party transactions

Group

Income and receivables from related parties

	Entities with joint control or significant influence £ 000
2025	
Personnel costs	382
Amounts receivable from related party	34

	Entities with joint control or significant influence £ 000
2024	
Personnel costs	332
Amounts receivable from related party	151

Expenditure with and payables to related parties

	Entities with joint control or significant influence £ 000
2025	
Purchase of goods	68
Rendering of services	444
Leases	271
	783

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

	Entities with joint control or significant influence £ 000
2024	
Purchase of goods	41
Rendering of services	365
Leases	247
	<u>653</u>

The total net amount due to related parties at the balance sheet date is £28,000 (2024: £20,000). This amount is included in trade creditors and amounts due to related parties at the year end.

During the year the group and company paid a dividend of £348,000 (2024: £348,000) on the 3% preference shares to a director of the company.

The amounts outstanding are unsecured, non-interest bearing and will be settled in cash.

Company

Income and receivables from related parties

	Entities with joint control or significant influence £ 000
2025	
Personnel recharges	2,778
Leases	335
Interest on loan	378
	<u>3,491</u>

	Entities with joint control or significant influence £ 000
2024	
Personnel recharges	2,486
Leases	335
Interest on loan	378
	<u>3,199</u>

The total net amount due from related parties at the balance sheet date is £2,700,000 (2024: £2,700,000). This amount is included in amounts owed by related parties and trade debtors at the year end.

Newship Group Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

Expenditure with and payables to related parties

	Entities with joint control or significant influence £ 000
2025	
Personnel recharges	450
Amounts payable to related party	6
	Entities with joint control or significant influence £ 000
2024	
Personnel recharges	365
Amounts payable to related party	20

At the year end a total net amount of £6,000 (2024: £20,000) was due to related parties. These balances are included within trade creditors and amounts due to related parties.