Annual report and financial statements
31 December 2022

Petards Group plc

Registered number 2990100

Petards Group plc Annual report and financial statements 31 December 2022

Group plc

Introduction

Petards' operations continue to be focused upon the development, supply and maintenance of technologies used in advanced security, surveillance and ruggedized electronic applications, the main markets for which are:

Rail – software driven video and other sensing systems for on-train applications sold under the eyeTrain brand to global train builders, integrators and rail operators, and web-based real-time safety critical integrated software applications supporting the UK rail network infrastructure sold under the RTS brand;

Traffic –Automatic Number Plate Recognition ("ANPR") systems for lane and speed enforcement and other applications, and UK Home Office approved mobile speed enforcement systems, sold under the QRO and ProVida brands to UK and overseas law enforcement agencies and commercial customers; and

Defence – engineering services relating to electronic countermeasure protection systems, threat simulation systems, mobile radio systems, and other defence related equipment sold predominantly to the UK Ministry of Defence ("MOD").

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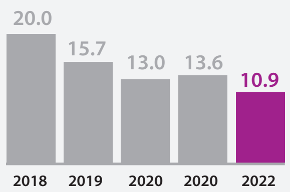
Financial and operational highlights

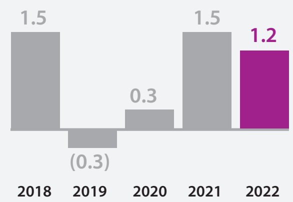
Revenue

£10.9m -20%



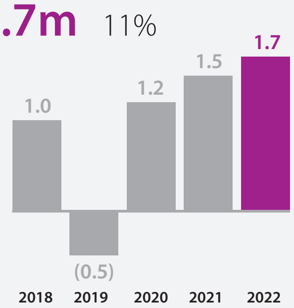
Adjusted EBITDA*

£1.2m -24%



Net funds/(debt)

£1.7m 11%



	2022 £000	2021 £000
Revenue	**10,872**	13,574
Adjusted EBITDA*	**1,161**	1,534
Operating profit	**225**	570
Profit before taxation	**178**	502
Profit after taxation	**524**	865
Net cash from operating activities	**583**	745
Net funds (cash less debt)	**1,677**	1,510
Current net funds*	**1,891**	2,018
Net assets	**8,247**	7,722

* See Alternative Performance Measures Glossary on page 69.

Chairman's statement

Introduction

I am pleased to report that in the second half of 2022 the Group continued to trade profitably on similar levels of revenue as achieved in the first half of the year. While lower than the previous year, profits were in line with market expectations.

Revenues for the year ended 31 December 2022 totalled £10.9 million (2021: £13.6 million), with adjusted EBITDA of £1.16 million (2021: £1.53 million), and profit after tax £0.52 million (2021: £0.86 million). Reduced sales into the rail market led to Group revenues and profits being lower than those achieved in 2021. However, gross profit margins for the year improved to 51% (2021: 44.9%) and were up on the first half of 2022. This reflected the full year effect of efficiencies made in operations as well as a focus on higher margin spares, repairs, and engineering services across the Group.

Net funds (cash less debt including IFRS 16 lease liabilities) at 31 December 2022 increased to £1.68 million (31 December 2021: £1.51 million). Net cash generated from operating activities was £0.58 million (2021: £0.75 million), and after capital expenditure of £0.3 million (2021: £0.12 million) and debt and finance repayments of £0.55 million (2021: £0.55 million), cash balances at 31 December 2022 closed at £2.02 million (31 December 2021: £2.28 million).

The Group's balance sheet and finances continued to improve with shareholders' funds up 7% to £8.25 million (31 December 2021: £7.72 million) with 20.3% being held in net funds at the year end (2021: 19.6%).

Market conditions remained much the same for the second half of the year as those I reported in my interim statement last September. In the second half year, strong demand for the Group's ANPR solutions continued, and since the final quarter of 2022 the UK rail market for our core eyeTrain systems has shown signs of recovery, with significantly higher bid levels than have been seen over the last two years.

The Strategic Report provides details of the performance of the Group's operations during the year.

The Board

We were delighted to appoint John Wakefield as a second independent non-executive director to the Board post the year end in February 2023. John's appointment has strengthened the Group's governance and other elements of activities in the year as set out in the Section 172 Statement of the Strategic Report.

Environmental Social Governance ("ESG")

The Group continues to develop its strategies and targets for ESG activities as well as making some specific progress in certain areas.

Petards will continue to embrace ESG considerations in partnership with all stakeholders including its customers, suppliers, and the communities in which it operates.

Personnel

Petards success is very much due to the individual efforts and contributions of its personnel at all levels. That has been particularly the case in the challenging macroeconomic environment experienced in recent years.

On behalf of the Board and shareholders, I am delighted to express our thanks to them all for their continued support and dedication throughout the year and would also like to take the opportunity to welcome recently joined employees to the Group.

Acquisitions

We are seeing more acquisition opportunities with owners deciding that the time is now right to sell their businesses at valuations that more realistically reflect the current economic environment.

The Board believes that the Company is presently well placed to make the right acquisitions and has some potential targets under review, together with a pipeline of other businesses of interest. I hope to be able to update shareholders on progress made in this area during the course of the coming year.

Outlook

The Group performed well in 2022 generating profits and cash from operations in challenging conditions, particularly in the Rail market. The current financial year has started satisfactorily with the Group continuing to trade cash generatively.

The focus of the Group's business in 2022 was on shorter delivery, lower value but higher margin contracts, due to market conditions in the UK rail market which affected order book levels. A significant proportion of the Group's revenues were derived from such contracts and from our high and growing base of service related revenues, much of which is contracted on a month-to-month basis. These service revenues are expected to continue their increasing trend as the installed base grows.

At 31 December 2022 the order book stood at just over £4 million (31 December 2021: £7 million), most of which is scheduled for delivery in 2023. We are now seeing encouraging signs for new projects, particularly in the new build and retrofit rail rolling stock market, for some of which we are currently in active negotiations.

Management is continuing to drive the Group's development forward, and the Board's objectives for 2023 are for improved results, strong cash generation and to further strengthen the Group's portfolio of businesses.

Raschid Abdullah
Chairman

5 May 2023

Strategic report

Business review

Petards' operations continue to be focused upon the development, supply and maintenance of technologies used in advanced security, surveillance and ruggedised electronic applications, the main markets for which are:

- *Rail* – software driven video and other sensing systems for on-train applications sold under the eyeTrain brand to global train builders, integrators and rail operators, and web-based real-time safety critical integrated software applications supporting the UK rail network infrastructure sold under the RTS brand;
- *Traffic* – Automatic Number Plate Recognition ("ANPR") systems for lane and speed enforcement and other applications, and UK Home Office approved mobile speed enforcement systems, sold under the QRO and ProVida brands to UK and overseas law enforcement agencies and commercial customers; and
- *Defence* – engineering services relating to electronic countermeasure protection systems, threat simulation systems, mobile radio systems, and other defence related equipment sold predominantly to the UK Ministry of Defence ("MOD").

Our objective is to develop and grow our businesses on a sustainable basis through increasing profitability and free cash flow for re-investment throughout the Group through the fair treatment, ingenuity and efforts of our primary asset, our people, working ethically and in close partnership with our customers, suppliers and stakeholders with the objective of delivering above average returns for our investors.

Operating review

We were pleased that our strategy to grow recurring revenues from licencing, maintenance, spares and engineering support and similar activities continued to have a positive effect. While total Group revenues were lower than the prior year, overall revenues from these activities grew by 11% in 2022 to over £5 million, accounting for almost half of total Group revenues for the year.

The postponements concerning the transfer of contracts to Great British Railways impacted the wider UK rail market resulting in "maintain and operate" contracts being let by the Department for Transport throughout the year. This affected the acquisition of new clients and orders for both eyeTrain systems and RTS's Ops Suite software. The UK rail market accounts for a significant proportion of the Group's activities and while market conditions remained difficult, we believe Petards is well positioned for growth once the new contracts are in place.

The Group has invested significantly in developing its eyeTrain technologies in recent years and we were pleased that during the year the final delivery of systems and software for the Greater Anglia CL745 and CL755 fleets were achieved. This included the fleet implementation of Petards' on-cloud eyeBos back-office system. This enables operators to access and retrieve video footage and update train software remotely and helps train operators to improve their timetable adherence, while reducing their operating costs.

Our strategy for the eyeTrain portfolio has been, wherever possible, to continue to develop its software in a way that makes enhancements to functionality as cost effective as possible while retaining the proven "core" that has undergone many years operation both in-the-field and on test rigs. This enables customers to benefit from the reliability that comes from a wide installed base operating across different train types and the opportunity to increase functionality of their systems cost effectively to take account of changes in operational circumstances and new technologies.

At InnoTrans in Berlin, the world's leading international trade fair for transport technology, Petards was able to present its development plans to the industry. In partnership with UK rail industry companies and various technology partners, the Group has embarked on several trials using analytics software and Petards eyeTrain systems which we expect will successfully address a number of different safety and operational challenges faced by rail and train operators. We believe Petards is exceptionally well placed, with its large installed UK base of on-train cameras, to provide competitive and cost effective solutions to these challenges.

As referred to above, market conditions restricted RTS in its ambitions to grow its customer base for its software solutions such as Ops Suite and Asset Management Services. However, during the year it secured the renewal of all its existing software licence and maintenance contracts that came up for renewal in the period and was successful in increasing the number of SaaS user licences sold. It also progressed the development of its mobile solution for its existing software offering. Investment was made in the year in both sales and marketing resource and later in the period, product development personnel.

Our Defence activities contributed slightly lower revenues than the prior year, but still made a very good contribution to the overall Group's results.

The Group has a long history as a supplier to the MOD and UK prime defence contractors and it continued to operate as provider of specialist engineering services and value-added reseller to those customers. While the conflict in Ukraine has increased the UK Government's focus on overall defence spending, little benefit has yet to be seen in the volumes of the engineering services we provide.

Alongside its existing offerings, the Group continued to develop opportunities for its own Defence products. Further progress was made during the year in the development of the Group's eyeCraft360 situational awareness system by incorporating enhanced video technology from the eyeTrain portfolio. We expect eyeCraft360 to undergo further trials with the UK MOD and overseas customers during 2023.

The results delivered by our QRO ANPR products were extremely pleasing despite the challenges presented earlier in the year by extremely long lead times on microprocessors used in those systems. Revenues and contribution have grown each year since the QRO brand became part of the Group in 2016 and revenues in 2022 were three times those achieved in the first full year of Petards ownership.

The issue of critical electronic component long lead times was addressed by the decision to design a new dedicated ANPR platform for mobile use, QBOX. This was largely based on a common hardware platform used in the QRO's existing successful NASBOX system. The compact design, cost effectiveness, operational performance and combination with the QRO Android based Instant Alerting Console, allowed a significant number of shipments to be made to UK police forces that might otherwise have been delayed. This new platform accounted for almost 40% of QRO systems revenues in 2022. The success of the product culminated in a presentation by two police forces at the UK National ANPR conference in November attended by key decision makers from all UK police forces, which has led to an increasing number of inquiries.

Building on the success of the QBOX and in response to customer demand, a mobile digital video surveillance product that runs on the QBOX platform has been developed and was launched in March 2023 with a first order for a trial system received that month.

The QRO brand continues to increase market share and has become one of the UK's leading suppliers of ANPR solutions in this field.

In terms of its supply chain, as noted above, the Group has not been immune to the on-going effects of Brexit, Covid-19 and the war in Ukraine on its supply chain and on its business more generally. While global component shortages are easing, management has had to work hard to mitigate the effect these had on delivery timescales.

We have not seen any supply chain or inflationary pressures specific to the Ukrainian conflict and the Group does not have any customers or direct supply chain dependencies in Ukraine. While the situation remains concerning, we are not expecting any specific supply chain inflation attributable to these factors.

However, the general geo-political risk of the Group's supply chain is an area of increased focus for management and action has been taken in terms of both new product development and revenue protection. Management also continues to be proactive in enhancing measures to reduce its exposure to cyber threats.

Financial review

Operating performance

Group revenues decreased to £10,872,000 (2021: £13,574,000), largely as a result of the delays in order placement for new-build and refurbishment train programmes experienced in the transitioning to the new organisational structure and operating model of the UK's railways referred to above. QRO ANPR products and services revenues grew by 17% year-on-year continuing to increase the Group's share of the UK ANPR market.

The increase in overall gross profit margin seen at the half year stage continued into the second half of 2022. All product areas saw their gross profit margins at either similar or increased levels as compared with those in 2021.

Higher levels of recurring, licencing, maintenance and support revenues across all of the Group's activities contributed to higher overall gross profit margin which improved to 51.0% (2021: 44.9%).

The Group did experience some inflationary pressure in its overheads and during the year increased spending on sales and marketing resources and activities, including exhibitions and travel. However, these increases were offset by reducing costs in other areas and administrative expenses reduced by £207,000 to £5,323,000 (2021: £5,530,000).

Strategic report (continued)

Business review (continued)

Earnings before interest, tax, depreciation, amortisation, exceptional items, acquisition costs and share based payment charges ("adjusted EBITDA"), reduced from £1,534,000 in 2021 to £1,161,000 in 2022.

Net financial expenses reduced to £47,000 (2021: £68,000) due to reduced interest cost on lease liabilities and lower interest on the Group's CBILs term loan as that loan reduced through repayments of principal during the year. The loan was interest free for the first year to May 2022, the interest charge has been shown gross and the interest saving of £6,000 shown as other income.

The tax credit of £346,000 (2021: £363,000 credit) comprised net credits of £64,000 in respect of the current year and £280,000 in respect of prior years. The £280,000 prior year credit largely arose from SME R&D reliefs relating to 2021 that were claimed and recognised in 2022. Some of the tax losses arising were able to be surrendered for R&D tax credits totalling £182,000, the cash for which has been received post year-end. Claims for 2022 R&D activities will be made and recognised in 2023. The balance of the 2022 tax credit related mainly to the offset of 2022 profits against previously unrecognised tax losses and from net credits arising between the differential tax rates between current and deferred tax of 19% and 25% respectively.

The overall result for the Group for the year was a profit after tax of £524,000 (2021: £865,000) and represented diluted earnings per share of 0.91p (2021: 1.47p).

Research and development

The Group continued to invest in its internally developed software and hardware solutions. That investment totalled £247,000 in 2022 amounting to 2.3% of revenues (2021: £553,000), of which £164,000 was capitalised (2021: £17,000). The capitalised development costs related to enhanced functionality for the QBOX ANPR system launched in the year and the Group's eyeTrain advanced on-train sensing software and systems.

Cash, cash flow and net debt

The Group again recorded a strong cash generative operating performance with net cash inflows from operating activities totalling £583,000 (2021: £745,000). This was despite working capital increasing by a net £563,000 in the year., This increase was primarily driven by an increase in ANPR related inventories to address lead times and higher trade receivables following strong ANPR system revenues in the last few weeks of the year compared to the prior year.

Capitalised development expenditure and a new IT environment and significant ERP software upgrade accounted for the majority of the £298,000 net cash outflows from investing activities (2021: £127,000). The net financing outflows of £546,000 (2021: £545,000) related to repayments of the 5-year term loan and the principal paid on lease liabilities. At 31 December 2022 the term loan had only two remaining quarterly instalments, totalling £125,000.

At 31 December 2022 the Group's cash and cash equivalents were £2,016,000 (2021: £2,277,000) and net funds at 31 December 2022 were £1,677,000 (2021: £1,510,000) after deducting IFRS 16 lease liabilities of £214,000 (2021: £392,000).

The Group retains a £2.5 million overdraft facility, not due for renewal until May 2024, providing the Group with additional capacity to finance investment as appropriate, although this was not utilised in 2022 or subsequently to date.

Our businesses, business model and strategy

Petards Group plc was listed on AIM in 1997 and the Group supplies advanced security and surveillance systems to three markets:

Rail – Software driven on-board digital video and sensor systems for fitment to new build or retrofitted to existing rolling stock. Applications include Driver Controlled Operation (DCO), Automatic Selective Door Opening (ASDO), condition monitoring, saloon car CCTV, drivers view cameras and automatic passenger counting systems, as well as software solutions and services that support the UK rail network including incident and fault management, work site management, resource management, machine plant and asset/inventory management.

Traffic – ANPR systems for lane and speed enforcement and other applications, and UK Home Office approved mobile speed enforcement systems, sold under the QRO and ProVida brands to UK and overseas law enforcement agencies and commercial customers.

Defence – engineering services relating to electronic defensive countermeasure systems for rotary and fixed wing aircraft, threat simulation systems, mobile radio systems, and other defence related equipment predominantly for the UK Ministry of Defence.

The Group's customer base mainly comprises international 'blue chip' and government agencies and their strength, often global, gives rise to the opportunity to develop Petards' business through the provision of good quality professional service in support of its existing and future product ranges.

The Group develops its own products and services for sale to the Rail and Traffic markets whereas within the Defence market, in which it has a heritage of over 70 years, it is primarily a specialist "value added" re-seller and supplier of related engineering services.

The Board believes that the Group operates in growth areas and that it has the products and services plus available technical and technological skills to develop new products as well as the sales and marketing abilities to become a larger and more successful operator in each of the sectors in which it operates.

The Group's overriding objective is to achieve attractive and sustainable rates of growth and returns for shareholders and its strategy to achieve this objective is:

- to focus upon the Group's core products and services which are used in the rail, defence and traffic industries;
- to continue to invest in developing technologies to enhance its product portfolio;
- to increase revenues both organically by exploiting the synergies within the Group and by acquisition;
- to expand revenues globally into the Group's target markets; and
- to improve operating margins through cost management.

Key performance indicators

The Group uses a number of key performance indicators (KPI's) to monitor its progress against its objectives. These KPI's, have been identified as measures that key stakeholders find useful, and which have a focus on those that provide a measure of business growth, cash generation, total indebtedness and that requiring servicing within one year and comparability with similar businesses.

In addition to on time delivery and quality standards, the main KPI's, which have been reported on in the Financial Review, are:

	2022 £000	2021 £000
Revenue	**10,872**	13,574
Adjusted EBITDA[1]	**1,161**	1,534
Net cash from operating activities	**583**	745
Net funds[2]	**1,677**	1,510
Current net funds[3]	**1,891**	2,018

1 Adjusted EBITDA comprises operating profit/(loss) adjusted to remove the impact of depreciation, amortisation, exceptional items, acquisition costs and share based payments. A reconciliation of Adjusted EBITDA to operating profit/(loss) is included on the face of the consolidated income statement. An Adjusted EBITDA KPI is considered useful to the Board since by removing exceptional items, acquisition costs and share based payments, the year on year operational performance comparison is more transparent.

2 Net funds comprises cash and cash equivalents (note 16) less interest bearing loans and borrowings (note 17).

3 Current net funds comprises cash and cash equivalents (note 16) less current liabilities in respect of interest bearing loans and borrowings, (note 17) excluding liabilities arising on the adoption of IFRS 16 'Leases'.

See Alternative Performance Measures Glossary on page 69 for a full list of Alternative Performance Measures.

Strategic report (continued)

Principal risks and uncertainties

The management of the business and the execution of the Group's strategy is subject to a number of risks. The main business risks affecting the Group are outlined below.

The Group may face increased competition – the Group may face greater competition including that from competitors with greater capital resources than those of the Group.

The Group may need future access to capital – the Group's capital requirements depend on numerous factors. In order to make future acquisitions and to fund growth, the Group may require further financing. This may not be able to take place if financing is not available.

The financial results of the Group can be materially affected by the timing of large contracts – the Group's revenue is generated from a mix of longer and shorter lead time orders. The timing of order placement and delivery of the larger orders is inherently difficult to predict potentially causing material fluctuations in actual results compared with expectations or plans.

Government expenditure – many of the industries that utilise the Group's products receive funding from central and local governments. The levels of funding for those industries may impact on demand for the Group's products. The Group has sought to mitigate this potential exposure by increasing its customer base and by supplying a range of products and services.

Dependence on key personnel – the Group's performance depends to a significant extent upon a limited number of key employees. The loss of one or more of these key employees and the inability to recruit people with the appropriate experience and skills could have a material adverse effect on the Group. The Group has endeavoured to ensure that these key employees are incentivised, but their retention cannot be guaranteed.

Technological changes – the Group's product offerings may be under threat should technologies be developed by competitors that render those products either redundant or uncompetitive. This could potentially result in a reduction in revenues generated by the products affected. The Group also incurs expenditure in developing new products and services. Should such development projects not be successfully completed or result in offerings that are not attractive to customers, the costs incurred may not be fully recoverable.

Further details regarding the key accounting estimates and judgements are included in note 1.

Directors' statement under Section 172 (1) of the Companies Act 2006

This section serves as our section 172 statement and should be read in conjunction with the rest of the Strategic Report set out on pages 4 to 8 (inclusive).

The Board is collectively responsible for the decisions made towards the long-term success of the Company and the directors are fully aware of their duty to promote the success of the Company in accordance with section 172 of the Companies Act 2006. Section 172 requires directors to take into consideration the interests of various stakeholders in their decision making, have regard, amongst other things, to:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationship with suppliers, customers and others;
- the impact of the Company's operations on the community and environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

Employees

Petards' employees are one of the primary assets of its business and the Board recognises that the Group's employees are the key resource which enables delivery of the Company's vision and goals. Pay reviews are carried out to determine whether all levels of employees are benefitted equally and to retain and encourage skills vital for the business. Employee interests and welfare continued to be at the forefront of directors' minds during 2022.

Suppliers, customers and regulatory authorities

The Board acknowledges that a strong business relationship with suppliers and customers is a vital part of the Group's growth prospects. Whilst day to day business operations considering suppliers and customers are delegated to local executive management, the Board sets directions and evaluates policies with regard to new business ventures and investing in research and development. The Board upholds ethical business behaviour and encourages management to seek comparable business practices from all suppliers and customers doing business with the Company. We value the feedback we receive from our stakeholders and we take every opportunity to ensure that where possible, their wishes are duly considered.

Community and environment

The Board seeks to uphold high standards of care towards the community and environment and is conscious of the fact that the nature of the Company's business may require measures to help protect the environment. The Group has various recycling and waste reduction programmes and when developing new electronic products seeks to reduce their power consumption. A cycle to work scheme was introduced at the Group's largest site in the year and while the Group only has a very small number of company cars, the only addition in the year was a fully electric vehicle. Community engagement included the support of apprenticeships and the recruitment of appropriately skilled staff from within the communities in which the Group's operations are based. The number of local apprentices employed by the Group are planned to increase by four early in the second quarter of 2023.

Maintaining high standards of business conduct

The Company is incorporated in the UK and governed by the Companies Act 2006. The Company has adopted the Quoted Companies Alliance Corporate Governance Code 2018 (the 'QCA Code') and the Board recognises the importance of maintaining a high level of corporate governance, which together with the requirements to comply with the AIM Rules ensures that the interests of the Company's stakeholders are safeguarded. The Company's expectation of honest, fair and professional behaviour is reflected by this and there is zero tolerance for bribery and unethical behaviour by anyone relating to the Company. The importance of making all staff feel safe in their environment is maintained and policies are in place to enable staff to confidentially raise concerns freely and to discuss any issues that arise. A comprehensive review of the Group's control environment was undertaken during the year. This confirmed the Board's view that strong financial controls are in place and these are documented in an updated Group Controls Framework. Standardised operations reporting was also introduced during 2022.

Strategic report (continued)
Directors' statement under Section 172 (1) of the Companies Act 2006 (continued)

Shareholders

The Board places equal importance on all shareholders and recognises the significance of transparent and effective communications with its investors. As an AIM listed company there is a need to provide fair and balanced information in a way that is understandable to all stakeholders and particularly our shareholders. The primary communication tool with our shareholders is through the Regulatory News Service, ("RNS") on regulatory matters and matters of material substance. The Company's website provides details of the business, details of the Board and Board Committees, changes to major shareholder information, QCA Code disclosure and updates under AIM Rule 26. Changes are promptly published on the website to enable the shareholders to be kept abreast of Company's affairs. The Company's Annual Report and Notice of Annual General Meetings (AGM) are available to all shareholders. The Interim Report and other investor presentations are also available for at least the last six years and can be downloaded from our website. The Board acknowledges that encouraging effective two-way communication with shareholders encourages mutual understanding and better connection with them. The benefits include improved information on the business and its performance, appropriate consideration of all shareholders views, as well as instilling trust and confidence to allow informed investment decisions to be made.

Strategic activity during the year

In the year to 31 December 2022 the main strategic activities of the Board were.

Significant events/decisions	Key Section 172 matters affected	Actions and impact
Activities undertaken by Petards Virtual Technology Centre (PVTC)	Shareholders, customers and employees	The PVTC provides a forum for Petards' various teams to collaborate across disciplines to capitalise upon the wider Group's technical and development expertise. Included in the PVTC's activities in the year was the enhancement of eyeTrain on-train sensing systems through use of "best of breed" third party applications, particularly those related to data capture, transmission and analytics, the development and launch of the QBOX mobile ANPR system, mobile functionality for RTS software, and new camera technologies. Shareholder value expected to increase. Improved customer service. Greater opportunities for employee skills development.
Continued to consider appropriate opportunities to grow the existing business by acquisition or by joint ventures	Shareholders and employees	The Group reviewed many such opportunities in the year of which two remain under consideration. Others were not progressed for several reasons including the Group being outbid by other interested parties, unrealistic price expectations of vendors, and the target proving not to meet the Group's required financial performance criteria.
Review of supply chain activities to reduce dependence on third parties where appropriate and to address risks of increasing lead times for key products and components.	Shareholders, customers and employees	Increased level of in-house assembly to address capacity issues within the Group's supply chain and increased utilisation of Group's overall resources. Development of own product to replace certain key components reducing geo-political risk in the Group's supply chain. Increased stocking of long lead and last-time-buy components to reduce lead times and secure supplies.

Signed on behalf of the Board

Osman Abdullah
Group Chief Executive

Parallel House
32 London Road
Guildford
Surrey
GU1 2AB

5 May 2023

Chairman's corporate governance statement

The Board is collectively responsible for Corporate Governance and I, as Chairman of the Board, am ultimately responsible for ensuring that a high level of Corporate Governance is embedded in the Company's culture.

As a company whose shares are traded on the Alternative Investment Market ('AIM') of the London Stock Exchange, Petards Group plc recognises its responsibility for the proper management of the Company and the importance of sound corporate governance, commensurate with the size and nature of the Company and the interests of its shareholders. In accordance with AIM Rule 26, which requires AIM companies to comply with a recognised code of Corporate Governance, the Board believes that the Quoted Companies Alliance Corporate Governance Code 2018 (the "QCA Code") provides a suitable framework by which it is able to continue to commit to maintaining high standards of corporate governance. Accordingly, the Company complies with the 10 principles of the QCA Code where considered relevant and appropriate, having regard to the size, current stage of development and resources of the Company.

The QCA Code is applied by the Company primarily through its Board process, which includes regular meetings covering financial as well as non-financial matters which affect not only the Company's shareholders but other significant stakeholders, including employees. The Board process and corporate governance is enhanced by the establishment of Audit, Remuneration and Nominations Committees.

The Board believes that, having regard to the size of the Group, its stage of development and the resources it has available, its governance structures and practices are in compliance with the expectations of the QCA Code.

Set out below are the 10 principles of the QCA Code, together with a summary under each heading explaining how the Company has applied these. In fulfilling their responsibilities, the directors believe that they govern the Company in the best interests of its shareholders, whilst having due regard to the interests of other stakeholders in the Group including, in particular, customers, employees and creditors.

1. Establish a strategy and business model which promotes long-term value for shareholders

Application

The Board must be able to express a shared view of the Company's purpose, business model and strategy. It should go beyond the simple description of products and corporate structures and set out how the Company intends to deliver shareholder value in the medium to long-term. It should demonstrate that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the Company from unnecessary risk and securing its long-term future.

Compliance

The Company's vision is to invest in and develop its business to deliver long term, sustainable growth in shareholder value. This may come from organic growth, acquisitions or divestments.

The strategy for achieving this focuses on maintaining acceptable gross profit margins, underpinned with sensible cost and cash management, having regard to perceived risks within the industry market and sector parameters, as well as the macro-economic environment.

The Chairman's Statement and Strategic Report include detailed analysis of the Group's strategy, financial performance, principal risks and uncertainties and future expectations.

2. Seek to understand and meet shareholder needs and expectations

Application

Directors must develop a good understanding of the needs and expectations of all elements of the Company's shareholder base. The Board must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.

Compliance

The Board recognises and understands that it has a fiduciary responsibility to the shareholders. The Board is aware of the need to protect the interests of minority shareholders and balancing these interests with those of any more substantial shareholders. The Chairman is responsible for ongoing dialogue and relationships with shareholders supported by the other directors. As such, members of the Board meet with the Company's larger shareholders during the course of the year. The Annual General Meeting is always an opportunity for the Board to communicate with shareholders and the Board welcomes the attendance and participation of all shareholders.

Chairman's corporate governance statement (continued)

This communication allows the Board to understand the shareholders' views, and to ensure that the strategies and objectives of the Group are aligned with shareholders. In its decision-making, the Board will have regard to the ascertained expectations and needs of its shareholders (as appropriate in accordance with its statutory and fiduciary duties).

The Group's website (www.petards.com) allows shareholders access to information including; contact details, major shareholders and external advisors. In addition, all announcements issued since 2014 via RNS are available, together with an archive of recent financial reports and accounts and interim statements.

The resolutions to be put to a vote at each AGM can be found at the back of the relevant Annual Financial Report and the Financial Reports and Circulars section of the Company's website for any forthcoming AGM. Past AGM resolutions can be found at the back of each Annual Financial Report with the results now published in the RNS section.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

Application

Long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others). The Board needs to identify the Company's stakeholders and understand their needs, interests and expectations.

Where matters that relate to the Company's impact on society, the communities within which it operates or the environment have the potential to affect the Company's ability to deliver shareholder value over the medium to long-term, then those matters must be integrated into the Company's strategy and business model.

Feedback is an essential part of all control mechanisms. Systems need to be in place to solicit, consider and act on feedback from all stakeholder groups.

Compliance

The Group's responsibilities to stakeholders including staff, suppliers and customers and the wider society are also recognised as important to the delivery of the Company's business objectives.

The Company is committed to a series of Corporate Social Responsibility principles that provide a reference point for all stakeholders on the elements that define the conduct of the Company's business and relationships in the geographical markets in which it operates.

These principles are subject to periodic review and cover the following areas; ethics and business conduct, employees (including our supply chain), health and safety, environment and community.

The environmental impact of the Group's activities is carefully considered, and the maintenance of high environmental standards is a priority. The Group is committed to reducing that impact as far as reasonably possible through full regulatory compliance, recycling programmes and other initiatives.

The Board has regard to the feedback of relevant stakeholders in its decision-making and the formulation of strategy.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

Application

The Board needs to ensure that the Company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy; companies need to consider their extended business, including their supply chains, from key suppliers to end-customer.

Setting strategy includes determining the extent of exposure to the identified risks that the Company is able to bear and willing to take (risk tolerance and risk appetite).

Compliance

The Board has established Audit and Remuneration Committees full details of which are contained in principle 9, below.

The Company also receives feedback from its external auditors on the effectiveness of its internal control structure.

The Audit Committee believes that there should be no internal audit function for the Group at this time considering the size of the Group and the close involvement of senior management over the Group's accounting systems. However, the Committee will keep this matter under review in the event that circumstances warrant an internal function in the future.

In addition to the activities of the Board's sub-committees, the Board approves the annual budget each year. This process allows the Board to identify key performance targets and risks expected during the upcoming year. The Board also considers the agreed budget when reviewing trading updates and considering expenditures throughout the year. Progress is monitored via monthly reporting of actual financial performance against budget. Where appropriate, forecasts are prepared to further appraise any risks arising during the year.

The Group has clear authority limits deriving from the list of matters reserved for decision by the Board, including capital expenditure approval procedures.

The Board regularly reviews and monitors Key Performance Indicators, including those related to banking covenants.

The Board plans to develop a risk register to assist in addressing and monitoring the risks critical to executing and delivering its strategy.

5. Maintain the Board as a well-functioning, balanced team led by the Chair

Application

The Board members have a collective responsibility and legal obligation to promote the interests of the Company 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 (and any committees) should be provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight.

The Board should have an appropriate balance between executive and non-executive directors and should have at least two independent non-executive directors. Independence is a Board judgement and takes into account length of time directors have been involved with the Company and any interests in shares held.

The Board should be supported by committees (e.g. audit, remuneration, nomination) that have the necessary skills and knowledge to discharge their duties and responsibilities effectively.

Directors must commit the time necessary to fulfil their roles.

Compliance

The principal risks faced by the Group are addressed by the appointment of an experienced executive Board supported by experienced independent non-executive directors and a team of appropriately qualified professional advisers.

The executive directors are closely involved in the day to day operations of the Group and report to the Board in detail, typically on a monthly basis. Their reports include the status and trends of agreed Key Performance Indicators that are noted in the Group's Annual Financial Report in the Strategic Report and Financial and Operational Highlights.

Eleven main Board meetings were held during 2022. The Board records attendance at all Board meetings and the table below shows attendance by each director.

Raschid Abdullah	11/11
Osman Abdullah	11/11
Paul Negus	11/11
Terry Connolly	11/11

Chairman's corporate governance statement (continued)

The Board considers itself sufficiently independent. The QCA Code suggests that a board should have at least two independent non-executive directors. The Board have considered each non-executive directors' length of service and interests in the share capital of the Group and consider that Mr Connolly and the recently appointed Mr Wakefield are independent of the executive management and free from any undue extraneous influences which might otherwise affect their judgement. All board members are fully aware of their fiduciary duty under company law and consequently seek at all times to act in the best interests of the Company as a whole.

The role of the independent non-executive directors is to bring independent judgement to Board deliberations and decisions. The independent non-executive directors have no personal financial interest, other than as shareholders, in the matters to be decided. Whilst the Company is guided by the provisions of the QCA Code in respect of the independence of directors, it gives regard to the overall effectiveness and independence of the contribution made by directors to the Board in considering their independence and does not consider a director's period of service in isolation to determine this independence. The Board acknowledge that the tenure of Mr Connolly, who joined the Board in 2007, is over the suggested nine years for directors but the Board considers him to be independent in terms of character and judgement.

The Board has sub-committees appointed to review the specific matters of Audit, Remuneration and Nominations. The Audit and Remuneration Committees are chaired by Mr Connolly and the Nominations Committee is chaired by Mr Wakefield. Further details are provided under principle 9, below.

The Board is confident that each current member has the necessary skills, experience and knowledge to discharge his duties and responsibilities effectively and that each commits the time necessary to fulfil his role.

6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

Application

The Board must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities. The Board should understand and challenge its own diversity, including gender balance, as part of its composition.

The Board should not be dominated by one person or a group of people. Strong personal bonds can be important but can also divide a Board.

As companies evolve, the mix of skills and experience required on the Board will change, and Board composition will need to evolve to reflect this change.

Compliance

Each Board director has a wealth of knowledge and experience of the Group's business operations and financial management, and of the market the sector in which it operates.

The Board is collectively aware of its need to consider and review its composition, in terms of individual personalities, diversity and gender. Having regard to the size and stage of development of the Group and of its internal resources and management support structure beneath it, the Board believes that it currently has an appropriate mix of personal qualities, experience and capability.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

Application

The Board should regularly review the effectiveness of its performance as a unit, as well as that of its committees and the individual directors.

The Board performance review may be carried out internally or, ideally, externally facilitated from time to time. The review should identify development or mentoring needs of individual directors or the wider senior management team.

It is healthy for membership of the Board to be periodically refreshed. Succession planning is a vital task for Boards. No member of the Board should become indispensable.

Compliance

The Board undertakes regular monitoring of personal and corporate performance using agreed key performance indicators and detailed financial reports.

Key performance indicators include; revenues, Adjusted EBITDA, pre-tax profit, cash generation, net cash, net assets and earnings per share.

The Board considers the need for refreshing its membership and is also responsible for succession planning. Having regard to the size and stage of development of the Group and of its internal resources and management support structure beneath it, the Board believes that it currently has an appropriate mix of personal qualities, experience and capability and that it undertakes sufficient procedures to review its own effectiveness and performance as a unit, as well as that of its committees and individual members.

8. Promote a corporate culture that is based on ethical values and behaviours

Application

The Board should embody and promote a corporate culture that is based on sound ethical values and behaviours and use it as an asset and a source of competitive advantage.

The policy set by the Board should be visible in the actions and decisions of the Chief Executive and the rest of the management team. Corporate values should guide the objectives and strategy of the Company.

The culture should be visible in every aspect of the business, including recruitment, nominations, training and engagement. The performance and reward system should endorse the desired ethical behaviours across all levels of the Company.

The corporate culture should be recognisable throughout the disclosures in the Annual Report, website and any other statements issued by the Company.

Compliance

The Board is committed to embodying and promoting a sound corporate culture and has endorsed various policies which require ethical behaviour of staff and relevant counterparties (such as those mandating anti-corruption, anti-counterfeiting, fair treatment and equality of opportunity).

The Board and management conduct themselves ethically at all times. The Group values its reputation for ethical behaviour and has a set of values that are at the core of its business philosophy.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

Application

The Company should maintain governance structures and processes in line with its corporate culture and appropriate to its:

- size and complexity; and
- capacity, appetite and tolerance for risk.

The governance structures should evolve over time in parallel with its objectives, strategy and business model to reflect the development of the Company.

Compliance

Whilst the Company recognises the importance of high standards of Corporate Governance, the Board has sought to address the matter in a proportionate way having regard to the size and resources of the Group.

The principal risks faced by the Group are addressed by the appointment of an experienced executive Board, supported by experienced independent non-executive directors, an experienced, capable and diverse operational management support structure and a team of appropriately qualified external professional advisers.

Chairman’s corporate governance statement (continued)

The Board aims to hold twelve formally constituted meetings per annum at which it typically reviews the Group’s financial performance and risk profile and considers strategies for future growth.

The Board is supported by the Company Secretary who records and distributes minutes of the meetings on a timely basis.

In support of its aim of maintaining governance structures and processes, the Board has sub-committees appointed to review the specific matters of Audit, Remuneration and Nominations.

Audit Committee

The Audit Committee is responsible for ensuring that the financial performance of the Group is properly reported on and monitored and for meeting the auditors and reviewing their reports in relation to the accounts and the audit. It holds a formal meeting with the external auditors at least twice a year.

The Audit Committee evaluates the independence and objectivity of the external auditor and takes into consideration all United Kingdom professional and regulatory requirements. Consideration is given to all relationships between the Group and the audit firm including in respect of the provision of non-audit services. The Audit Committee considers whether those relationships appear to impair the auditor’s judgement or independence. The Audit Committee believes they do not.

The Audit Committee believes that there should be no internal audit function for the Group at this time considering the size of the Group and the close involvement of senior management over the Group’s accounting systems. However, the Committee will keep this matter under review in the event that circumstances warrant an internal function for the Group in the future.

Remuneration Committee

The Remuneration Committee is responsible for setting the scale and structure of the executive directors' remuneration. It also recommends the allocation of share options to directors and other employees.

The responsibilities of both the Audit and Remuneration Committees are undertaken by the Company’s independent non-executive directors, who seek independent advice from external advisors as he feels is appropriate and necessary.

Nomination Committee

The whole Board undertakes the Nomination Committee responsibilities. The remit comprises all new appointments of directors and senior management throughout the Group; nominations, interviewing, taking up references and considering related matters.

10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

Application

A healthy dialogue should exist between the Board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the Company.

In particular, appropriate communication and reporting structures should exist between the Board and all constituent parts of its shareholder base. This will assist:

– the communication of shareholders’ views to the Board; and
– the shareholders’ understanding of the unique circumstances and constraints faced by the Company.

It should be clear where these communication practices are described.

Compliance

The Board is conscious of the need to engage with shareholders and other stakeholders so that interested parties have sufficient information on which to make informed decisions about the Company.

The Company's Annual Financial Report provides information on a number of key areas, including the following:

- corporate governance, including reference to the QCA Code;
- operational and financial review;
- a summary of the business, the business model and strategy;
- significant risks and uncertainties;
- significant accounting policies and particularly areas which are subject to judgements, estimates and assumptions; and
- a Remuneration Committee Report.

No separate Audit Committee Report is provided as its Chairman considers that its activities are adequately set out within Principle 9 above.

The Company's website provides further information on a number of key areas, including the following:

- material on the Company's corporate governance framework;
- the AGM Statement and results of voting at the AGM;
- regulatory news; and
- historical Annual Financial Reports.

Both this Annual Financial Report and the Company's website provide information on forthcoming AGMs and a list of external advisers.

Further details regarding the communication between the Company and its shareholders is explained in the disclosure above against principle 2.

Directors' remuneration report

Remuneration Committee

The Remuneration Committee is presently comprised of the two non-executive directors, chaired by Mr T Connolly.

Remuneration policy

The Remuneration Committee reviews the performance of executive directors and sets the scale and structure of their remuneration and other benefits. Individual rewards and incentives are aligned with the performance of the Group and the interests of the shareholders and are set at an appropriate level in order to attract, retain and motivate executives who are expected to meet challenging performance criteria.

The committee also recommends the allocation of share options to directors and other employees.

Service contracts

No directors have contracts of service with notice periods that exceed 12 months.

Directors' emoluments

Details of individual director's emoluments are set out in note 4 to the financial statements.

Directors' share interests

The directors' beneficial interests in the shares of the Company at the year-end were as follows:

	Ordinary Shares of 1p each at 31 December 2022	Ordinary Shares of 1p each at 31 December 2021
R Abdullah	**3,476,909**	3,476,909
O Abdullah	**2,139,948**	2,139,948
T Connolly	**30,000**	30,000
P Negus	**575,000**	575,000

Directors' interests in share options

At 31 December 2022 the number of options to subscribe for ordinary shares of 1p held by directors was as follows:

	Number of options at 1 January 2022	Exercised during the year	Granted during the year	Number of options at 31 December 2022	Exercise price (pence)	Date first exercisable	Expiry date
R Abdullah	850,000	–	–	850,000	12.25p	06.01.19	05.01.26
	575,000	–	–	575,000	21.50p	31.10.21	30.10.28
O Abdullah	1,312,500	–	–	1,312,500	8.00p	25.11.13	24.11.23
	850,000	–	–	850,000	12.25p	06.01.19	05.01.26
	575,000	–	–	575,000	21.50p	31.10.21	30.10.28
P Negus	300,000	–	–	300,000	21.50p	31.10.21	30.10.28

The share price at 31 December 2022 was 10.00p and the share price ranged during the year from 8.25p to 13.00p.

There have been no changes to directors' interests since the year end.

Non-executive directors

Fees for the non-executive directors are determined by the Board as a whole having regard to the time devoted to the Company's affairs. The non-executive directors are not part of any pension, share option or bonus schemes of the Group.

Terry Connolly
Director

5 May 2023

Directors' report

The directors present their report and financial statements for the year ended 31 December 2022.

Board of Directors and Directors' interests

The Board currently comprises an executive Chairman, two executive directors and two non-executive directors as follows:

Raschid Abdullah – Executive Chairman

Raschid was appointed Executive Chairman in January 2013 and until its purchase by Petards was also Executive Chairman of Water Hall Group plc, which was listed on AIM.

He was previously Executive Chairman of Evered Holding plc, a fully listed public company specialising in industrial and quarry related products, from 1982 to 1989. Raschid started his commercial life within the construction industry in the areas of building product supplies and the provision of specialist subcontracting services starting his first business in 1971 which he sold to a competitor in 1976. He then joined the family business providing a range of services to clients in the Middle East.

Osman Abdullah – Group Chief Executive

Osman Abdullah was appointed to the Board in September 2010 as a Non-Executive Director, becoming executive chairman of the Group's principal trading subsidiary in 2013 and was appointed as Group Chief Executive in January 2016.

He was formerly Group Chief Executive of Evered Holdings plc, a fully listed public company specialising in industrial manufacturing, distribution and quarry mining related products from 1981 to 1989. He subsequently served as a non-executive director of Umeco plc from 1993 to 2005 a fully listed company specialising in component distribution and the manufacture of composite material based products principally to the aerospace industry.

Paul Negus – Director

Paul Negus joined the Board in September 2014 responsible for business development for Petards rail products. He has considerable commercial experience having spent eight years as Managing Director of PIPS Technology Limited, a developer of automatic number plate recognition and CCTV systems, first under private ownership and latterly under the ownership of Federal Signal Inc.

Terry Connolly FCA – Non-Executive Director

Terry Connolly was appointed in August 2007. He is a chartered accountant and had a career in advertising and the entertainment sector where as Group Managing Director of Chrysalis he was responsible for taking that company to a public listing. Since 1989 he has been a self-employed consultant specialising in strategic and corporate affairs. He is Chairman of the Audit and Remuneration Committees.

John Wakefield – Non-Executive Director

John Wakefield was appointed in February 2023. He is an experienced quoted company director and corporate adviser. He qualified as a solicitor with McKenna & Co (now CMS) before moving into corporate finance, first with Williams de Broe Limited and then at Rowan Dartington & Co. Limited, where he was a founder director and shareholder and head of corporate finance. He was a corporate finance director of WH Ireland Limited from 2009 until 2016.

He has been a member of the AIM Advisory Group, chairman of the London Stock Exchange Regional Advisory Group for the South West and chairman of South West Angel and Investor Network Limited (SWAIN) from 2008 until 2016. He is currently Non-Executive Chairman of Baron Oil plc and a non-executive director of Drumz plc. John is Chairman of the Nominations Committee and a member of both the Audit and Remuneration Committees.

Directors' interests in the share capital of the Company are set out in the Remuneration Report.

Research and development

The Group is committed to research and development activities in order to secure competitive advantage in the markets in which it operates. An amount of £164,000 (*2021: £17,000*) has been capitalised during the year which relates to the ongoing development of the Group's rail products. In addition, the Group expensed other development expenditure totalling £140,000 (*2021: £536,000*) directly to the Income Statement.

Financial instruments and financial risk management

The Group presently finances its operations through a mixture of cash resources, bank borrowings, retained earnings and share capital. Its principal financial instruments comprise cash and bank borrowings together with trade receivables and trade payables.

The Group's other financial instruments arise from its day to day operations and comprise primarily of short term debtors and creditors and, where deemed appropriate, forward currency contracts.

Further details of the Group's financial instruments are given in note 23 to the financial statements and the directors consider the principal risk associated with the Group's financial instruments to be liquidity risk.

Employment policies

The Group has established policies to comply with the relevant legislation and codes of practice regarding employment and equal opportunities. It keeps its employees informed of matters affecting them as employees through regular team briefings throughout the year and has a policy that training, career development and promotion opportunities should be available to all employees.

It is the Group's policy to give full and fair consideration to applications for employment by people who are disabled, to continue wherever possible the employment of staff who become disabled and to provide equal opportunities for the career development of disabled employees.

Fostering relationships with stakeholders

The Board is committed to fostering good relationships with stakeholders and its approach is outlined in the Section 172 Statement on page 9.

Disclosure of information to auditor

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Substantial shareholdings

At 2 May 2023 the Company was aware of the following interests in three percent or more of its issued share capital.

Name of holder	Number of shares	Percentage held
K7 Financial Company WLL	8,615,268	15.24%
Charwell Investments Limited	5,083,767	8.99%
R M Abdullah	3,476,909	6.15%
A Perloff	3,000,000	5.31%
T W G Charlton	2,450,000	4.33%
O Abdullah	2,139,948	3.79%
Miton UK Microcap Trust PLC	2,123,063	3.76%
M T Zahid	1,875,000	3.32%
Y T Zahid	1,875,000	3.32%

Directors' report (continued)

Results and dividends

The profit for the year after tax was £524,000 *(2021: £865,000)*. The Directors do not recommend the payment of a dividend.

Going concern

After making detailed enquiries, the Board has a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and accordingly continues to prepare the financial statements on a going concern basis. Further details relating to going concern are provided at note 1 on page 35 to the financial statements.

Auditor

In accordance with section 489 of the Companies Act 2006, a resolution for the reappointment of BDO LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

Raschid Abdullah
Director

Parallel House
32 London Road
Guildford
Surrey
GU1 2AB

5 May 2023

Statement of directors' responsibilities in respect of the annual report and the financial statements

The directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. As required by the AIM Rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with UK adopted international accounting standards and have elected to prepare the parent Company financial statements in accordance with UK adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006. 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 parent Company and of their profit or loss for that period. In preparing each of the Group and parent Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK adopted international accounting standards;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

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

Independent auditor's report to the members of Petards Group plc

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2022 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 and 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.

We have audited the financial statements of Petards Group plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2022 which comprise the Consolidated Income Statement, Statements of Changes in Equity, Balance Sheets, Statements 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 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.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Group and the 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The Directors' method for assessing going concern including the relevance and reliability of underlying data used to make the assessment, and whether assumptions and changes to assumptions from prior years are appropriate and where relevant consistent with each other. In our evaluation of reliability of underlying data and assumptions used in the assessment, we compared current year actual results to budgets and forecasts prepared in the previous year,
- The Directors' plans for future actions in relation to the going concern assessment including whether such plans are feasible in the circumstances. This included considering the accuracy of historic forecasting, that the directors have appropriately considered the current economic environment and carrying out sensitivity analysis,
- The Directors' stress-testing of the forecasts to the extent of reasonable worst-case scenarios, which included modelling revenue slippage in the delivery of contracts in the rail business. We have assessed these assumptions against past performance and the Group's results for the financial year to date,
- The compliance with covenants, including reviewing the calculations with reference to the loan agreement and determine if the calculations have been appropriately applied in the sensitised scenario, and
- The adequacy and appropriateness of disclosures in the financial statements regarding the going concern assessment in accordance with the relevant accounting standards.

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

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

Overview

Coverage across the Group from components subject to full-scope audit	94% (2021: 92%) of Group revenue 98% (2021: 98%) of Group total assets		
Key audit matters		2022	2021
	Revenue recognition	✓	✓
	Goodwill and intangible asset impairment	✓	✓
Materiality	*Group financial statements as a whole* £110,000 (2021: £110,000) based on 1% (2021: 0.8%) of revenue		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

The Group's operations are based in Gateshead, Kettering, Leeds and Guildford in the United Kingdom.

We identified six components, three of which were considered significant and subject to a full-scope audits by the group audit team. The non-significant components were subject to desktop reviews and specific audit procedures on certain financial statements areas by the group audit team.

Key audit matters

Key audit matters are those matters that, in our professional judgement, 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) that 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.

Independent auditor's report to the members of Petards Group plc (continued)

Key audit matter		How the scope of our audit addressed the key audit matter
Revenue recognition *The accounting policy in respect of the accounting for contracts with customers is included within the accounting policy on pages 42 to 44; the accounting estimates and judgements in respect of revenue recognition are included within the accounting judgements and estimates note on page 36.*	The Group earns revenue from the sale of engineering services, software and hardware. We consider there to be a risk that revenues relating to engineering services, software and hardware may be overstated due to hardware and software delivered around the year end being recognised before the performance obligations have been satisfied, or service revenues not being appropriately deferred. For these reasons we considered this to be a key audit matter.	We tested a sample of hardware and software sales, assessing whether revenue was recognised in the appropriate accounting period through agreeing revenue recorded to supporting documentation such as despatch notes and customer acceptance. This testing was carried out with a particular focus on transactions with a close proximity to the year end. We also tested a sample of non-recurring engineering (NRE) contracts through reviewing contract terms, performance obligations and allocation of the contract price to performance obligations, to check revenue recognition was appropriate throughout the year. For service revenues, on a sample basis we recalculated the revenue to be recognised over time with reference to the contractual terms and also recalculated the deferred revenue at the year end date. **Key observations:** Based on the procedures performed, we have not identified any instances that may suggest that revenue has been inappropriately recognised.
Goodwill and other intangible asset impairment risk; subsidiary carrying value impairment risk within the parent company financial statements (see note 11) *The accounting policy in respect of the accounting for impairment is included within the accounting policy on page 39. The accounting estimates and judgements in respect of revenue recognition are included within the accounting judgements and estimates note on page 36.*	Goodwill is tested for impairment at least annually through comparing the recoverable amount of the cash-generating unit, based on a value-in-use calculation, to the carrying value. Furthermore, other intangible assets are tested for impairment where an indicator of impairment arises. The risk that goodwill and intangible assets may be impaired is considered to be a key audit matter due to the level of judgement involved in the impairment review and the opportunity and incentive for management bias within the impairment model assumptions. At parent company level, the risk also applies to the carrying value of the subsidiary entities.	We examined the Group's goodwill and intangible assets for indicators of impairment such as considering whether there was any evidence of a decline in the value of the assets due to events during the year and comparing net assets to market capitalisation. In our consideration of evidence of decline in value of assets, we compared actual revenues to previous forecasts, reviewing whether cash generating unit actual revenues were on the decline, indicating possible obsolescence in the intangible assets. We also assessed impairment reviews prepared by management, specifically reviewing the integrity of management's value-in-use model, such as agreeing the inputs on a sample basis to source documentation such as board approved forecasts and checking the mathematical accuracy. With the assistance of our internal valuation experts, we challenged the key assumptions and estimates, being forecast growth rates, operating cash flows and the discount rate. We stress tested the models by flexing the assumptions impacting estimated future operating cashflows. Furthermore, with the assistance of our internal valuation experts we used market data to independently calculate a discount rate for comparison and also performed our own sensitivity analysis upon the key valuation inputs. At parent company level, we considered impairment indicators through comparing the carrying value of the investments in subsidiaries with the market capitalisation of the Group at the balance sheet date. Our key challenges to management included challenging the recoverability of the investments in the subsidiary entities held by the parent company, particularly in light of the market capitalisation of the Group being below the aggregate carrying values of the investments Our work involved assessing the cost of the investments held by the parent company in the subsidiaries against their estimated value in use, with similar procedures performed to those carried out on management's impairment reviews of the cash-generating units within the Group financial statements **Key observations:** Based on the work performed, we found management's judgements and assumptions in this area to be reasonable.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent Company financial statements	
	2022 £000	2021 £000	**2022 £000**	2021 £000
Materiality	**110**	110	**100**	100
Basis for determining materiality	1% of revenue	0.8% of revenue	95% of Group materiality	95% of Group materiality
Rationale for the benchmark applied	Revenue is considered to be one of the principal considerations for the users of the financial statements in assessing the financial performance of the Group.		95% of Group materiality given the assessment of the components aggregation risk.	
Performance materiality	**83**	76	**75**	70
Basis for determining performance materiality	75% (2021: 70%) of materiality. This was on the basis of our risk assessment, together with our assessment of the Group's and Parent Company's overall control environment and our past experience of the audit which has indicated a low number of corrected and uncorrected misstatements in the prior periods and Management's willingness to investigate and correct these.			

Component materiality

We set materiality for each significant component of the Group based on a percentage of between 29% and 95% (2021: 29% and 95%) of Group materiality dependent on the size and our assessment of the risk of material misstatement of that component. Component materiality ranged from £7,000 to £100,000 (2021: £4,000 to £100,000). In the audit of each component, we further applied performance materiality levels of 75% of the component materiality to our testing to ensure that the risk of errors exceeding component materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £3,300 (2021: £2,300). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The Directors are responsible for the 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. 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.

Independent auditor's report to the members of Petards Group plc (continued)

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic Report and Directors' Report	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. In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.
Matters on which we are required to report by exception	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 statement of Directors' responsibilities in respect of the annual report and the financial statements, 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.

Extent to which the audit was capable of detecting irregularities, including fraud

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.

Based on:

– Our understanding of the Group and the industry in which it operates;
– Discussion with management and those charged with governance and the Audit Committee; and
– Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be UK adopted international accounting standards, Companies Act 2006, QCA Code, AIM Listing Rules.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be tax legislation and health and safety legislation.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory or tax authorities for any instances of non-compliance with laws and regulations;
- Review of the financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit;
- Engagement partner assessment that the engagement team collectively had the appropriate competence and capabilities to identify or recognize non-compliance with laws and regulations based on experience of the industry; and
- Review of legal expenditure accounts to understand the nature of the expenditure incurred.

We focused on laws and regulations that could give rise to a material misstatement in the Group financial statements.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance (including the Audit Committee) regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these;
- Obtaining an understanding of how cash can be fraudulently taken out of the Group, and how other assets (including stock) can be misappropriated; and

Based on our risk assessment, we considered the areas most susceptible to fraud to be:

- revenue recognition;
- posting of inappropriate manual journal entries; and
- adoption of undue management bias in accounting estimates and judgements.

Our procedures in respect of the above included:

- Testing a sample of revenue transactions around year end to ensure revenue was recognised in the appropriate period, as noted in the revenue recognition key audit matter.
- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by checking against supporting documentation; and
- Assessing significant estimates made by management for bias (particularly discount rates and growth rates adopted in impairment assessment).

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Independent auditor's report to the members of Petards Group plc (continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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 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.

Malcolm Thixton (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Southampton
United Kingdom
5 May 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated income statement

For year ended 31 December 2022

	Note	2022 £000	2021 £000
Revenue	2	**10,872**	13,574
Cost of sales		**(5,330)**	(7,482)
Gross profit		**5,542**	6,092
Administrative expenses		**(5,323)**	(5,530)
Other income		**6**	8
Adjusted EBITDA*		**1,161**	1,534
Amortisation of intangibles	11	**(586)**	(603)
Depreciation of property, plant and equipment	8	**(149)**	(193)
Amortisation of right-of-use assets	10	**(200)**	(136)
Share based payment charges	19	**(1)**	(32)
Operating profit		**225**	570
Finance income	5	**1**	–
Finance expenses	5	**(48)**	(68)
Profit before tax	3	**178**	502
Income tax	6	**346**	363
Profit for the year attributable to equity shareholders of the parent		**524**	865
Other comprehensive income		**–**	–
Total comprehensive income for the year		**524**	865
Profit per ordinary share (pence)			
Basic	7	**0.93**	1.51
Diluted	7	**0.91**	1.47

* Earnings before financial income and expenses, tax, depreciation, amortisation, exceptional items, acquisition costs and share based payment charges. See Alternative Performance Measures Glossary on page 69.

The accompanying notes form an integral part of the financial statements.

Statements of changes in equity

For year ended 31 December 2022

Group	Share capital £000	Share premium £000	Treasury shares £000	Equity reserve £000	Retained earnings £000	Total equity £000
At 1 January 2021	575	1,624	–	14	4,715	6,928
Profit for the year	–	–	–	–	865	865
Total comprehensive income for the year	–	–	–	–	865	865
Contributions by and distributions to owners						
Equity-settled share based payments	–	–	–	–	32	32
Purchase of treasury shares (note 21)	–	–	(103)	–	–	(103)
Total contributions by and distributions to owners	–	–	(103)	–	32	(71)
At 31 December 2021	575	1,624	(103)	14	5,612	7,722
At 1 January 2022	575	1,624	(103)	14	5,612	7,722
Profit for the year	–	–	–	–	524	524
Total comprehensive income for the year	–	–	–	–	524	524
Contributions by and distributions to owners						
Equity-settled share based payments	–	–	–	–	1	1
Total contributions by and distributions to owners	–	–	–	–	1	1
At 31 December 2022	**575**	**1,624**	**(103)**	**14**	**6,137**	**8,247**

Company	Share capital £000	Share premium £000	Treasury shares £000	Equity reserve £000	Retained earnings £000	Total equity £000
At 1 January 2021	575	1,624	–	14	7,987	10,200
Profit for the year	–	–	–	–	153	153
Total comprehensive income for the year	–	–	–	–	153	153
Contributions by and distributions to owners						
Equity-settled share based payments	–	–	–	–	32	32
Purchase of treasury shares (note 21)	–	–	(103)	–	–	(103)
Total contributions by and distributions to owners	–	–	(103)	–	32	(71)
At 31 December 2021	575	1,624	(103)	14	8,172	10,282
At 1 January 2022	575	1,624	(103)	14	8,172	10,282
Profit for the year	–	–	–	–	229	229
Total comprehensive income for the year	–	–	–	–	229	229
Contributions by and distributions to owners						
Equity-settled share based payments	–	–	–	–	1	1
Total contributions by and distributions to owners	–	–	–	–	1	1
At 31 December 2022	**575**	**1,624**	**(103)**	**14**	**8,402**	**10,512**

The accompanying notes form an integral part of the financial statements.

Balance sheets

At 31 December 2022

	Note	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
ASSETS					
Non-current assets					
Property, plant and equipment	8,9	**593**	686	**–**	–
Right of use assets	10	**236**	366	**–**	–
Intangible assets	11	**3,829**	4,031	**–**	–
Investments	12	**5**	5	**12,856**	12,856
Deferred tax assets	13	**519**	396	**191**	191
		5,182	5,484	**13,047**	13,047
Current assets					
Inventories	14	**1,841**	1,659	**–**	–
Trade and other receivables	15	**2,502**	1,989	**229**	216
Cash and cash equivalents	16	**2,016**	2,277	**129**	1,028
		6,359	5,925	**358**	1,244
Total assets		**11,541**	11,409	**13,405**	14,291
EQUITY AND LIABILITIES					
Equity attributable to equity holders of the parent					
Share capital	20	**575**	575	**575**	575
Share premium		**1,624**	1,624	**1,624**	1,624
Treasury shares	21	**(103)**	(103)	**(103)**	(103)
Equity reserve	22	**14**	14	**14**	14
Retained earnings		**6,137**	5,612	**8,402**	8,172
Total equity		**8,247**	7,722	**10,512**	10,282
Non-current liabilities					
Interest-bearing loans and borrowings	17	**105**	284	**–**	125
Trade and other payables	18	**–**	–	**1,018**	979
		105	284	**1,018**	1,104
Current liabilities					
Interest-bearing loans and borrowings	17	**234**	483	**125**	250
Trade and other payables	18	**2,955**	2,920	**1,750**	2,655
		3,189	3,403	**1,875**	2,905
Total liabilities		**3,294**	3,687	**2,893**	4,009
Total equity and liabilities		**11,541**	11,409	**13,405**	14,291

As permitted by section 408 of the Companies Act 2006, the parent company's income statement has not been included in these financial statements. The parent company's profit for the financial year was £229,000 (2021: £153,000).

These financial statements were approved by the Board of Directors on 5 May 2023 and were signed on its behalf by:

Raschid Abdullah
Director

Registered number: 02990100

The accompanying notes form an integral part of the financial statements.

Statements of cash flows

For year ended 31 December 2022

	Note	Group 2022 £000	2021 £000	Company 2022 £000	2021 £000
Cash flows from operating activities					
Profit for the year		**524**	865	**229**	153
Adjustments for:					
Depreciation of property, plant and equipment	8, 9	**149**	193	**–**	–
Amortisation of right of use assets	10	**200**	136	**–**	–
Amortisation of intangible assets	11	**586**	603	**–**	–
Profit on disposal of property, plant and equipment		**(15)**	–	**–**	–
Profit on disposal of right of use assets		**–**	(8)	**–**	–
Financial income	5	**(1)**	–	**(1)**	–
Financial expenses	5	**48**	68	**45**	41
Equity settled share-based payment expenses	19	**1**	32	**1**	32
Income tax (credit)	6	**(346)**	(363)	**(2)**	(46)
Operating cash flows before movement in working capital		**1,146**	1,526	**272**	180
Change in inventories		**(182)**	713	**–**	–
Change in trade and other receivables		**(334)**	641	**(13)**	9
Change in trade and other payables		**(47)**	(2,596)	**(866)**	138
Cash generated from operations		**583**	284	**(607)**	327
Tax received		**–**	461	**2**	–
Net cash from operating activities		**583**	745	**(605)**	327
Cash flows from investing activities					
Acquisition of property, plant and equipment	8, 9	**(61)**	(118)	**–**	–
Acquisition of intangible assets	11	**(93)**	–	**–**	–
Sale of right of use assets	10	**–**	8	**–**	–
Sale of property, plant and equipment	8	**20**	–	**–**	–
Capitalised development expenditure	11	**(164)**	(17)	**–**	–
Net cash outflow from investing activities		**(298)**	(127)	**–**	–
Cash flows from financing activities					
Bank loan repaid	17	**(250)**	(250)	**(250)**	(252)
Interest paid on loans and borrowings	5	**(12)**	(18)	**(44)**	(16)
Principal paid on lease liabilities	17	**(248)**	(122)	**–**	–
Interest paid on lease liabilities	17	**(24)**	(27)	**–**	–
Other interest and foreign exchange	5	**(12)**	(25)	**–**	(25)
Purchase of treasury shares	21	**–**	(103)	**–**	(103)
Net cash outflow from financing activities		**(546)**	(545)	**(294)**	(396)
Net increase/(decrease) in cash and cash equivalents		**(261)**	73	**(899)**	(69)
Total movement in cash and cash equivalents in the year		**(261)**	73	**(899)**	(69)
Cash and cash equivalents at 1 January		**2,277**	2,204	**1,028**	1,097
Cash and cash equivalents at 31 December	16	**2,016**	2,277	**129**	1,028

The accompanying notes form an integral part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Petards Group plc (the "Company") is a company incorporated in the UK.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The parent company financial statements present information about the Company as a separate entity and not about its Group.

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

Statement of compliance

Both the parent company financial statements and the Group financial statements have been prepared and approved by the directors in accordance with UK adopted international accounting standards and the parent company financial statements in accordance with UK adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006. On publishing the parent company financial statements here together with the Group financial statements, the Company is taking advantage of the exemption in section 408 of the Companies Act 2006 not to present its individual income statement and related notes that form a part of these approved financial statements.

Basis of preparation

The financial information is presented in Pounds Sterling, rounded to the nearest thousand, and is prepared on the historic cost basis.

Going concern

Petards is a critical supplier to many of its customers supporting the UK's police and armed forces as well as the safe running of the railways. The main risks to the Group's cash flows identified are firstly, that customers may delay or re-schedule deliveries for orders already in the Group's order book and secondly that, in the short term, contract awards that the Group was expecting to secure for revenue in 2023 may be delayed. By their nature these risks are difficult for the Group to directly influence or control, but by keeping in close contact with our customers we are seeking to ensure that we are well-informed about their plans and prepared to secure contracts awards as and when the opportunities arise. The Group is fortunate that its customer base comprises blue chip companies, the UK Government and its agencies and its exposure to credit risk is low.

The Group currently meets its day to day working capital requirements through its own cash resources and a 3-year overdraft facility of £2.5 million which is available until May 2024. The overdraft facility was not drawn during the year. Interest bearing loans and borrowings, excluding lease liabilities, totalled £125,000 at the year-end.

The Group has prepared working capital forecasts based on the 2023 budget updated for material known changes since it was prepared and the 2023 management accounts to 31 March 2023. The time period reviewed is to 30 April 2024. At 31 March 2023 the Group had cash balances of £2.2 million and the £2.5 million overdraft facility was undrawn. The model also considers the potential impact of rail contract awards that the Group is expecting to secure for revenue during the period that may be delayed or cancelled.

The Board has concluded, after reviewing the work performed and detailed above, that there is a reasonable expectation that the Group has adequate resources to continue in operation until at least 30 April 2024. Accordingly, they have adopted the going concern basis in preparing these financial statements.

Changes in accounting policies

The Group has applied the following standards and amendments for the first time in the annual reporting period commencing *1 January 2022, which have had no material impact on the Group's financial statements for the year ended 31 December 2022:*

- Onerous contracts – Costs of Fulfilling a Contract (Amendments to IAS 37);
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).

Notes (continued)

(forming part of the financial statements)

1 Accounting policies continued

Judgements and estimates

The preparation of financial statements requires the directors to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets and liabilities, and income and expenses. The key areas requiring the use of estimates and judgements which may significantly affect the financial statements are considered to be:

Key Judgements

a) *Revenue recognition (note 2)*

The Group recognises revenue when it transfers control over a product or service to its customer. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Where a modification to an existing contract occurs, the Group assesses the nature of the modification and whether it represents a separate performance obligation required to be satisfied by the Group, or whether it is a modification to the existing performance obligation.

The Group applies judgements and estimates to its portfolio of contracts in order to identify specific performance obligations and the timing of transfer of control of a product or service to a customer. The most significant area of judgement arises in the determination of revenue recognition when undertaking engineering development contracts. Those undertaken in 2021 and 2022 have been recognised at a point in time on acceptance, rather than over the duration of the project. The impact of this is to defer revenue to the point at which the development is completed. At 31 December 2022 contract liabilities (note 18) included no revenues deferred in this way (2021: nil).

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group has not needed to apply estimates and judgements in respect of the time value of money as applied to transaction prices.

b) *Recognition of deferred tax assets (notes 6 and 13)*

The Group has substantial deferred tax assets. Determining how much of these assets can be recognised requires an assessment of the extent to which it is probable that future taxable profits will be available. This assessment is based on management's future assessment of the Group's financial performance and forecast financial information. If sufficient future taxable profits are not available, the value of the deferred tax asset will reduce by an amount equal to 25% of any shortfall.

c) *Impairment of intangible assets (note 11)*

The Group performs impairment reviews at the reporting period end to identify any intangible assets that have a carrying value that is in excess of its recoverable value. Determining the recoverability of an intangible asset requires judgement in both the methodology applied and the key variables within that methodology. Where it is determined that an intangible asset is impaired, its carrying value will be reduced to its recoverable value with the difference recorded as an impairment charge in the income statement.

Sensitivity analysis has been performed on the key assumptions for discount rate and forecast future cashflows to determine when impairment would occur.

d) *Capitalised development expenditure (note 11)*

This involves judgement in the identification of development expenditure which is appropriate to capitalise and which is recoverable through future product revenue, together with an assessment of the estimated useful economic life of any asset recognised. Assets recognised in this way are also subject to impairment reviews.

1 Accounting policies continued

The estimates and associated assumptions are based on forecasts of future product revenues, historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The impact should the actual useful economic lives of one or more of the products be shorter than estimated would be an additional amortisation charge at that time. The conservative nature of the rail industry, and the long asset lives of the rail vehicles to which the Group's products are fitted, has historically meant that no material adjustments of this nature have been required. At 31 December 2022 the net book value of capitalised development expenditure was £1,809,000 *(2021: £2,169,000)*.

Basis of consolidation

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Inter-company balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated when preparing the consolidated financial information.

Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the income statement.

Classification of financial instruments issued by the Group

In accordance with IAS 32, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company (or Group); and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of financial expenses. Finance payments associated with financial instruments that are classified in equity are treated as distributions and are recorded directly in equity.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment in the Company balance sheet.

Derivative financial instruments

Derivative financial instruments are recognised both initially and subsequently at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the income statement.

Notes (continued)

(forming part of the financial statements)

1 Accounting policies continued

Intra-group financial guarantee contracts

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its Group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the income statement on a straight line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

Leasehold improvements	life of lease straight line
Plant and equipment:	
Plant and equipment	3-10 years
Computer equipment	3-5 years
Furniture and fittings	3-5 years
Motor vehicles	4-5 years

The residual values and useful economic lives are reassessed annually.

Business combinations

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.

Acquisitions on or after 1 January 2010

For acquisitions on or after 1 January 2010, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured, and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

On a transaction-by-transaction basis, the Group elects to measure non-controlling interests, which have both present ownership interests and are entitled to a proportionate share of net assets of the acquiree in the event of liquidation, either at its fair value or at its proportionate interest in the recognised amount of the identifiable net assets of the acquiree at the acquisition date. All other non-controlling interests are measured at their fair value at the acquisition date.

1 Accounting policies continued

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged on a straight line basis over the estimated useful lives of intangible assets. Other intangible assets are amortised from the date they are available for use.

Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Expenditure on activities for the development of new or substantially improved products is capitalised if the product is technically and commercially feasible, and the Group has the technical ability and has sufficient resources to complete development and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Development expenditure not meeting the above criteria is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

Internally generated development expenditure is amortised on a straight line basis over the period which the directors expect to obtain economic benefits (typically 3 to 8 years from asset being available for use). Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Amortisation is charged to the income statement on a straight line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Technology related assets	4-10 years
Customer related assets	3-5 years

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. Bank borrowings that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

Impairment

The carrying amounts of the Group's assets, other than inventories and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Goodwill is allocated to cash generating units and is tested annually for impairment and more frequently if there are indications of impairment.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis. A cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed.

An impairment loss in respect of other assets is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes (continued)

(forming part of the financial statements)

1 Accounting policies continued

Interest-bearing borrowings

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

Employee benefits

Defined contribution plans

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

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payment transactions

Options granted under the Group's employee share schemes are equity settled. The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due only to share prices not achieving the threshold for vesting.

Treasury shares

Treasury shares are held as a deduction from equity and are held at cost price.

Exceptional items

Exceptional items are items of income and expenditure that are individually material due to size or incidence that the directors consider require separate disclosure in order for the reader to obtain a full understanding of the performance of the Group in the year.

Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected, risk adjusted, future cash flows at a pre-tax risk-free rate.

Financial assets and liabilities

Classification and measurement

The Group classifies its financial instruments in accordance with IFRS 9 Financial Instruments.

The Group has no derivative financial instruments either designated as cash flow hedges or not qualifying for hedge accounting.

Impairment of financial assets

The Group has two types of financial assets that are subject to IFRS 9's expected credit loss model:

- trade and other receivables; and
- contract receivables.

1 Accounting policies continued

The Company has one type of financial asset that is subject to IFRS 9's expected credit loss model:

- amounts owed by group undertakings in respect of the Company.

Trade and other receivables and contract receivables do not contain a significant financing element and therefore expected credit losses are measured using the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from the initial recognition of the receivables.

The Group has assessed credit risk in relation to defence-related sales to government customers or sub-contractors to governments and believes it to be extremely low, therefore no expected credit loss provision is required for these trade and other receivables, or contract receivables. The Group also considers expected credit losses for non-government commercial customers, however this risk is not expected to be material to the financial statements.

Impairment provisions in respect of amount owed by group undertakings are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve-month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, no impairment loss was identified.

Classification
The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

Measurement
At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not measured at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

The Group subsequently measures trade and other receivables, amounts owed by group undertakings in respect of the Company and contract receivables at amortised cost.

Impairment
For trade and other receivables, contract receivables and amounts due from equity accounted investments, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial liabilities
Financial liabilities include the following items:

Bank borrowings are initially recognised at fair value net of any directly attributable transaction costs. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Trade and other payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Notes (continued)

(forming part of the financial statements)

1 Accounting policies continued

Contracts with customers

Revenue represents income derived from contracts for the provision of goods and services by the Group to customers in exchange for consideration in the ordinary course of the Group's activities. Revenue is stated net of VAT, discounts and rebates.

Performance obligations

Upon approval by the parties to a contract, the contract is assessed to identify each promise to transfer either a distinct good or service or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customer. Goods and services are distinct and accounted for as separate performance obligations in the contract if the customer can benefit from them either on their own or together with other resources that are readily available to the customer and they are separately identifiable in the contract.

Transaction price

At the start of the contract, the total transaction price is estimated as the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods and services to the customer, excluding sales taxes. Variable consideration, such as price escalation, is included based on the expected value or most likely amount only to the extent that it is highly probable that there will not be a reversal in the amount of cumulative revenue recognised. The transaction price does not include estimates of consideration resulting from contract modifications, such as change orders, until they have been approved by the parties to the contract. The total transaction price is allocated to the performance obligations identified in the contract in proportion to their relative stand-alone selling prices. Given the bespoke nature of many of the Group's products and services, which are designed and/or manufactured under contract to the customer's individual specifications, there are sometimes no observable stand-alone selling prices. Instead, stand-alone selling prices are typically estimated based on expected costs plus contract margin consistent with the Group's pricing principles.

Revenue and profit recognition

Revenue is recognised as performance obligations are satisfied and control of the goods or services is transferred to the customer.

The majority of the Group's revenue is derived from selling goods with revenue recognised at the point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. However, for export sales, control might also be transferred when delivered either to the port of departure or port of arrival, depending on the specific terms of the contract with a customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, and usually will have a present right to payment and retains none of the significant risks and rewards of the goods in question.

A small minority of contracts are negotiated on a bill and hold basis. In such arrangements revenue is recognised even though the Group still has physical possession only if:

- the arrangement is substantive (i.e. requested by the customer);
- the finished goods have been identified separately as belonging to the customer;
- the product is ready for physical transfer to the customer; and
- the Group does not have the ability to use the product to direct it to another customer.

Some goods sold by the Group include warranties which require the Group to either replace or mend a defective product during the warranty period if the goods fail to comply with agreed-upon specifications. In accordance with IFRS 15, such warranties are not accounted for as separate performance obligations and hence no revenue is allocated to them. Instead, a provision is made for the costs of satisfying the warranties in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

1 Accounting policies continued

Performance obligations are satisfied over time if one of the following criteria is satisfied:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as it performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and it has an enforceable right to payment for performance completed to date.

For each performance obligation to be recognised over time, the Group recognises revenue using an input method, based on costs incurred in the period. Revenue and attributable margin are calculated by reference to reliable estimates of transaction price and total expected costs, after making suitable allowances for technical and other risks. Revenue and associated margin are therefore recognised progressively as costs are incurred, and as risks have been mitigated or retired. The Group has determined that this method faithfully depicts the Group's performance in transferring control of the goods and services to the customer.

The Group's contracts that satisfy the over time criteria are typically services and maintenance support contracts where the customer simultaneously receives and consumes the benefit provided by the Group's performance.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately as an expense.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust its transaction price for the time value of money.

Software licences

The Group sells software licences either separately or together with other goods and services. Revenue recognition in respect of software licences sold as part of a bundle of goods and services is considered separately when the licence is determined to be a separate performance obligation. Software licences either represent a right to access the Group's intellectual property as it exists throughout the licence period or a right to use the Group's intellectual property as it exists at the point in time at which the licence is granted. Revenue in respect of right to access licences is recognised over the licence term and revenue in respect of right to use licences is recognised upfront on delivery to the customer.

Contract modifications

The Group's contracts are sometimes amended for changes in customers' requirements and specifications. A contract modification exists when the parties to the contract approve a modification that either changes existing or creates new enforceable rights and obligations. The effect of a contract modification on the transaction price and the Group's measure of progress towards the satisfaction of the performance obligation to which it relates is recognised in one of the following ways:

(a) prospectively as an additional, separate contract;

(b) prospectively as a termination of the existing contract and creation of a new contract; or

(c) as part of the original contract using a cumulative catch up.

The majority of the Group's contract modifications are treated under either (a) (for example, the requirement for additional distinct goods or services) or (c) (for example, a change in the specification of the distinct goods or services for a partially completed contract), although the facts and circumstances of any contract modification are considered individually as the types of modifications will vary contract-by-contract and may result in different accounting outcomes.

Costs to obtain a contract

The Group expenses pre-contract bidding costs which are incurred regardless of whether a contract is awarded. The Group does not typically incur costs to obtain contracts that it would not have incurred had the contracts not been awarded.

Notes (continued)

(forming part of the financial statements)

1 Accounting policies continued

Costs to fulfil a contract

Contract fulfilment costs in respect of over time contracts are expensed as incurred. Contract fulfilment costs in respect of point in time contracts are accounted for under IAS 2 Inventories.

Inventories

Inventories include raw materials, work-in-progress and finished goods recognised in accordance with IAS 2 in respect of contracts with customers which have been determined to fulfil the criteria for point in time revenue recognition under IFRS 15. It also includes inventories for which the Group does not have a contract. This is often because fulfilment costs have been incurred in expectation of a contract award. The Group does not typically build inventory to stock. Inventories are stated at the lower of cost, including all relevant overhead expenditure, and net realisable value.

Contract receivables

Contract receivables represent amounts for which the Group has an unconditional right to consideration in respect of unbilled revenue recognised at the balance sheet date and comprises costs incurred plus attributable margin.

Contract liabilities

Contract liabilities represent the obligation to transfer goods or services to a customer for which consideration has been received, or consideration is due, from the customer.

Right of use assets and leases

The Group recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, comprising the initial amount of the lease liability plus any initial direct costs incurred and any lease payments made at or before the lease commencement date, less any lease incentives received. The right of use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot readily be determined, the incremental borrowing rate. The lease liability is subsequently measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or a rate or a change in the Group's assessment of whether it will exercise an extension or termination option. When the lease liability is re-measured, a corresponding adjustment is made to the right of use asset.

Judgements are involved in determining the lease term, particularly if extension or termination options are included in property leases across the Group. In determining the lease term, management considers all facts and circumstances that create an economic incentive to extend or terminate a property lease. Termination options are only included in the lease term if it is reasonably certain that the lease will be terminated. The assessment of the lease term is reviewed if a significant event or a significant change in circumstances occurs that is within the control of the Group.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are assets with a value of less than £5,000 when new, typically small items of IT equipment, office equipment and office furniture.

Expenses

Operating lease payments

In applying paragraph 6 of IFRS 16, short term leases and leases for low value assets are not recognised as lease liabilities with a corresponding right of use asset. Payments under such leases are recognised in the income statement on a straight line basis over the term of the lease.

Finance income

Financial income comprises interest receivable on funds invested, and foreign exchange gains. Interest income is recognised in the income statement as it accrues using the effective interest method.

Finance expenses

Financial expenses comprise interest payable on borrowings, interest on leases and foreign exchange losses.

1 Accounting policies continued

Taxation

Income tax on the profit or loss for the period comprises both current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

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

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

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

2 Segmental information

The analysis by geographic segment below is presented in accordance with IFRS 8 on the basis of those segments whose operating results are regularly reviewed by the Board of Directors (the Chief Operating Decision Maker as defined by IFRS 8) to make strategic decisions, to monitor performance and allocate resources.

The Board regularly reviews the Group's performance and balance sheet position for its entire operations as a whole. The Board receives financial information, assesses performance and makes resource allocation decisions for its UK based business as a whole, therefore the directors consider the Group to have only one segment in terms of products and services, being the development, supply and maintenance of technologies used in advanced security, surveillance and ruggedised electronic applications.

As the Board of Directors receives revenue, adjusted EBITDA and operating profit on the same basis as set out in the consolidated income statement no further reconciliation or disclosure is considered necessary.

Revenue by geographical destination can be analysed as follows:

	2022 **£000**	2021 £000
United Kingdom	**10,524**	12,162
Continental Europe	**276**	834
Rest of World	**72**	578
	10,872	13,574

The timing of revenue recognition can be analysed as follows:

	2022 **£000**	2021 £000
Products and services transferred at a point in time	**6,990**	11,370
Products and services transferred over time	**3,882**	2,204
	10,872	13,574

Details of the revenues relating to the Group's main customers in the year are given in note 15.

Notes (continued)

(forming part of the financial statements)

3 Expenses and auditor's remuneration

Profit before tax is stated after charging/(crediting):

	2022 £000	2021 £000
Amortisation of intangibles	**586**	603
Depreciation of property, plant and equipment	**149**	193
Amortisation of right of use assets	**200**	136
Development costs expensed directly to income	**140**	536
Net write down of inventories	**86**	61
Other grant income	**–**	(8)

Auditor's remuneration:	2022 £000	2021 £000
Audit of these financial statements	**22**	21
Amounts receivable by the Company's auditor and its associates in respect of:		
Audit of financial statements of subsidiaries pursuant to legislation	**65**	55

Amounts receivable by the Company's auditor and its associates in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis.

4 Staff numbers and costs

The aggregate payroll costs, including directors, were as follows:

	Group	
	2022 £000	2021 £000
Wages and salaries	**3,868**	3,910
Share based payments (note 19)	**1**	32
Social security costs	**417**	395
Other pension costs (note 19)	**172**	206
	4,458	4,543

The monthly average number of employees during the year (including directors) was as follows:

	Group	
	2022 Number	2021 Number
Direct labour	**40**	47
Development	**13**	14
Sales	**5**	4
Administration	**23**	22
	81	87

4 Staff numbers and costs continued

Directors' remuneration

	2022 £000	2021 £000
Directors' emoluments	349	566
Company contributions to defined contribution pension schemes	–	1
	349	567

The aggregate of emoluments of the highest paid director was £154,000 (*2021: £202,000*).

	Salaries and fees		Other benefits		Bonuses		Share options exercised		Total	Total
Name of Director	2022 £000	2021 £000	2022 £000	2021 £000	2022 £000	2021 £000	2022 £000	2021 £000	2022 £000	2021 £000
R Abdullah	150	140	2	–	–	30	–	–	152	170
O Abdullah	150	140	4	–	–	30	–	–	154	170
P Negus [1]	19	202	–	–	–	–	–	–	19	202
T Connolly	24	24	–	–	–	–	–	–	24	24
	343	506	6	–	–	60	–	–	349	566

[1] 2021 included fees for the services of P Negus payable to Adcel Limited and Innu Limited of £178,000.

No directors are accruing rights to shares under long term incentive schemes.

	2022 Number	2021 Number
Number of directors exercising share options	–	–
Number of directors accruing benefits under a defined contribution pension scheme	1	1

Directors' rights to subscribe for shares in the Company are as follows:

Director	At start of year Number of shares	At end of year Number of shares	Exercise price (pence)
R Abdullah	1,425,000	1,425,000	12.25p – 21.5p
O Abdullah	2,737,500	2,737,500	8p – 21.5p
P Negus	300,000	300,000	21.5p

Further details of movement in rights to subscribe for shares are included in the Remuneration Report, under the heading 'Directors' Interests in Share Options', which forms part of these audited financial statements.

Notes (continued)

(forming part of the financial statements)

5 Finance income and expenses

	2022 £000	2021 £000
Recognised in profit or loss		
Interest on bank deposits	1	–
Financial income	1	–

	2022 £000	2021 £000
Interest expense on financial liabilities at amortised cost	6	16
Interest expense on lease liabilities	24	27
Other interest payable	6	20
Other exchange loss	12	5
Financial expenses	48	68

6 Taxation

Recognised in the income statement

	2022 £000	2022 £000	2021 £000	2021 £000
Current tax (credit)/expense				
Current tax charge	116		43	
Adjustments in respect of prior years	(224)		(532)	
Total current tax		(108)		(489)
Deferred tax (credit)/expense				
Origination and reversal of temporary differences	(144)		(90)	
Utilisation of recognised tax losses	27		76	
Recognition of tax losses	(65)		–	
Adjustment in respect of prior years	(56)		234	
Effect of change in rate of corporation tax	–		(94)	
Total deferred tax		(238)		126
Total tax credit in income statement		(346)		(363)

The £224,000 credit to current tax in respect of prior years predominantly relates to enhanced tax deductions for R&D tax claims and losses surrendered for R&D tax credits in respect of prior years. These claims are recognised when receipt is determined to be probable.

6 Taxation continued

Reconciliation of effective tax rate

	2022 £000	2021 £000
Profit before tax	**178**	502
Tax using the UK corporation tax rate of 19% (*2021: 19%*)	**34**	95
Non-deductible expenses	**8**	9
Non-taxable income	**(1)**	(10)
Utilisation of previously unrecognised tax losses	**(64)**	(65)
Adjustments in respect of prior years	**(280)**	(298)
Effect of differential tax rate for deferred tax	**(43)**	–
Effect of change in rate of corporation tax	**–**	(94)
Total tax credit	**(346)**	(363)

Factors that may affect future current and total tax charges

The main rate of UK corporation tax, which was 19% for the year, changed to 25% with effect from 1 April 2023. That change was substantively enacted on 24 May 2021 and therefore the effect of this rate increase has been applied to the deferred tax balances as at 31 December 2021 and 31 December 2022.

7 Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to the shareholders by the weighted average number of shares in issue.

	2022	2021
Earnings		
Profit for the year (£000)	**524**	865
Number of shares		
Weighted average number of ordinary shares ('000)	**56,528**	57,441
Basic profit per share (pence)	**0.93**	1.51

Diluted earnings per share

Diluted earnings per share assumes conversion of all potentially dilutive ordinary shares, which arise from share options that would decrease earnings per share or increase loss per share from continuing operations and is calculated by dividing the adjusted profit for the year attributable to the shareholders by the assumed weighted average number of shares in issue.

	2022	2021
Adjusted earnings		
Profit for the year (£000)	**524**	865
Number of shares		
Weighted average number of ordinary shares ('000)	**57,830**	58,744
Diluted profit per share (pence)	**0.91**	1.47

Notes (continued)

(forming part of the financial statements)

8 Property, plant and equipment – Group

	Leasehold improvements £000	Plant and equipment £000	Motor vehicles £000	Total £000
Cost				
Balance at 1 January 2021	286	2,103	11	2,400
Additions	-	37	81	118
Disposals	-	(3)	–	(3)
Reclassification	3	(3)	–	–
Balance at 31 December 2021	289	2,134	92	2,515
Balance at 1 January 2022	289	2,134	92	2,515
Additions	–	61	–	61
Disposals	–	(21)	–	(21)
Balance at 31 December 2022	**289**	**2,174**	**92**	**2,555**
Depreciation and impairment				
Balance at 1 January 2021	263	1,365	11	1,639
Depreciation charge for the year	17	165	11	193
Disposals	–	(3)	–	(3)
Balance at 31 December 2021	280	1,527	22	1,829
Balance as 1 January 2022	280	1,527	22	1,829
Depreciation charge for the year	8	124	17	149
Disposals	–	(16)	–	(16)
Balance at 31 December 2022	**288**	**1,635**	**39**	**1,962**
Net book value				
At 1 January 2021	23	738	–	761
At 31 December 2021 and 1 January 2022	9	607	70	686
At 31 December 2022	**1**	**539**	**53**	**593**

9 Property, plant and equipment – Company

	Plant and equipment £000
Cost	
Balance at 1 January 2021	5
Additions	–
Balance at 31 December 2021	5
Balance at 1 January 2022	5
Additions	–
Balance at 31 December 2022	**5**
Depreciation and impairment	
Balance at 1 January 2021	5
Depreciation charge for the year	–
Balance at 31 December 2021	5
Balance at 1 January 2022	5
Depreciation charge for the year	–
Balance at 31 December 2022	**5**
Net book value	
At 1 January 2021	–
At 31 December 2021 and 1 January 2022	–
At 31 December 2022	**–**

Notes (continued)

(forming part of the financial statements)

10 Right of use assets – Group

Assets	Land and buildings £000	Motor vehicles £000	Total £000
Cost			
Balance at 1 January 2021	575	99	674
Additions	115	–	115
Disposals	–	(40)	(40)
Balance at 31 December 2021	690	59	749
Balance at 1 January 2022	690	59	749
Additions	18	52	70
Disposals	–	(13)	(13)
Balance at 31 December 2022	**708**	**98**	**806**
Amortisation			
Balance as 1 January 2021	222	65	287
Amortisation charge for the year	122	14	136
Disposals	–	(40)	(40)
Balance at 31 December 2021	344	39	383
Balance as 1 January 2022	344	39	383
Amortisation charge for the year	180	20	200
Disposals	–	(13)	(13)
Balance at 31 December 2022	**524**	**46**	**570**
Net book value			
At 1 January 2021	353	34	387
At 31 December 2021 and 1 January 2022	346	20	366
At 31 December 2022	**184**	**52**	**236**

The Company has no right of use assets.

10 Right of use assets – Group continued

	Land and buildings £000	Motor vehicles £000	Total £000
Lease liabilities			
Balance at 1 January 2021	363	35	398
Additions	115	–	115
Interest expense	26	1	27
Lease payments	(138)	(10)	(148)
Balance at 31 December 2021	366	26	392
Balance at 1 January 2022	366	26	392
Additions	18	52	70
Interest expense	23	1	24
Lease payments	(249)	(23)	(272)
Balance at 31 December 2022	**158**	**56**	**214**
Payable within one year (note 17)	87	22	109
Payable after more than one year (note 17)	71	34	105
Balance at 31 December 2022	**158**	**56**	**214**
Payable within one year (note 17)	224	9	233
Payable after more than one year (note 17)	142	17	159
Balance at 31 December 2021	366	26	392

Notes (continued)

(forming part of the financial statements)

11 Intangible assets – Group

	Customer related intangibles £000	Technology related intangibles £000	Goodwill £000	Development costs £000	Asset under construction £000	Total £000
Cost						
Balance at 1 January 2021	178	598	1,488	6,047	–	8,311
Additions - internally developed	–	–	–	17	–	17
Disposals	–	–	–	(1,934)	–	(1,934)
Balance at 31 December 2021	178	598	1,488	4,130	–	6,394
Balance at 1 January 2022	178	598	1,488	4,130	–	6,394
Additions	–	–	–	164	220	384
Balance at 31 December 2022	**178**	**598**	**1,488**	**4,294**	**220**	**6,778**
Amortisation and impairment						
Balance at 1 January 2021	178	162	–	3,354	–	3,694
Amortisation charge for the year	–	62	–	541	–	603
Disposals	–	–	–	(1,934)	–	(1,934)
Balance at 31 December 2021	178	224	–	1,961	–	2,363
Balance as 1 January 2022	178	224	–	1,961	–	2,363
Amortisation charge for the year	–	62	–	524	–	586
Balance at 31 December 2022	**178**	**286**	**–**	**2,485**	**–**	**2,949**
At 1 January 2021	–	436	1,488	2,693	–	4,617
At 31 December 2021 and 1 January 2022	–	374	1,488	2,169	–	4,031
At 31 December 2022	**–**	**312**	**1,488**	**1,809**	**220**	**3,829**

Development costs relate to the ongoing development of the Group's rail products. This includes an amount of £60,000 *(2021: £210,000)* for which amortisation has not yet commenced.

The asset under construction relates to the replacement of the IT infrastructure and business management system at the Group's largest operation, which is planned to become operational during 2023.

Amortisation

The amortisation charge is recognised within administrative expenses in the income statement.

Impairment testing

The Group considers that for the purpose of goodwill impairment testing it has three cash generating units (CGUs) involved in the development, supply and maintenance of technologies used in advanced security, surveillance, web-based real-time safety critical integrated software applications and ruggedised electronic applications.

11 Intangible assets – Group continued

Goodwill has been allocated to cash generating units as follows:

	2022	2021
	£000	£000
Petards Joyce-Loebl	**219**	219
QRO Solutions	**488**	488
RTS Solutions	**781**	781
	1,488	1,488

Impairment is tested by calculating its value in use by reference to discounted cash flow forecasts over a five year period. The key assumptions for the value in use calculation are those regarding the growth rates, discount rates and expected changes in profit margins during the period. These are based on approved forecasts for the next two years and an assumption of no growth thereafter applied in perpetuity *(2021: approved forecasts for the next year and an assumption of no growth thereafter, applied in perpetuity)* and are based on the forecast profit margin being maintained *(2021: profit margin maintained)*. The discount rate applied is 13% *(2021: 10%)*.

For Petards Joyce-Loebl the discount rate would have to increase to 43% before there is an impairment. The gross profit would have to fall by 70% before there is an impairment.

For QRO Solutions the discount rate would have to increase to 127% before there is an impairment. The gross profit would have to fall by 87% before there is an impairment.

For RTS Solutions the discount rate would have to increase to 32% before there is an impairment. The gross profit would have to fall by 55% before there is an impairment.

The Company had no intangible assets in 2021 or 2022.

12 Investments

The Group and Company have the following investments in subsidiary undertakings:

Name of company	Country of operation and registration	Nature of business	Holding	Proportion held Group	Proportion held Company
Petards Joyce-Loebl Limited	England (2)	Specialist electronic systems	Ordinary shares	100%	100%
QRO Solutions Limited	England (1)	Specialist electronic systems	Ordinary shares	100%	100%
RTS Solutions (UK) Limited	England (1)	Specialist electronic systems	Ordinary shares	100%	100%
RTS Solutions (Holdings) Limited	England (1)	Non-trading	Ordinary shares	100%	100%
Water Hall Group plc	England (1)	Non-trading	Ordinary shares	100%	100%
Petards Limited	England (2)	Dormant	Ordinary shares	100%	100%
Joyce-Loebl Group Limited	England (2)	Dormant	Ordinary shares	100%	100%
Petards International Limited	England (2)	Dormant	Ordinary shares	100%	100%
Petards Traincare Limited	England (1)	Dormant	Ordinary shares	100%	100%
Petards Railcare Limited	England (1)	Dormant	Ordinary shares	100%	100%

Registered offices:
(1) Parallel House, 32 London Road, Guildford, GU1 2AB
(2) 390 Princesway, Team Valley, Gateshead, Tyne and Wear, NE11 0TU

Notes (continued)

(forming part of the financial statements)

12 Investments continued

Company	Shares in subsidiary undertakings £000
Cost	
Balance at 1 January 2021	18,370
Disposal of dormant subsidiary	(1,180)
Balance at 31 December 2021	17,190
Balance at 1 January 2022	17,190
Balance at 31 December 2022	**17,190**
Provisions for impairment in value	
Balance at 1 January 2021	5,514
Disposal of dormant subsidiary	(1,180)
Balance at 31 December 2021	4,334
Balance at 1 January 2022	4,334
Balance at 31 December 2022	**4,334**
Net book value	
At 1 January 2021 and 31 December 2021	12,856
At 31 December 2022	**12,856**

The Group's investments comprise £5,000 relating to a small minority shareholding in a private technology company acquired in 2020. That investment is included in the Company's investments set out above.

13 Deferred tax assets and liabilities

Group

Recognised deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2022 £000	2021 £000	**2022 £000**	2021 £000	**2022 £000**	2021 £000
Property, plant and equipment	**–**	–	**(66)**	(81)	**(66)**	(81)
Provisions	**7**	6	**–**	–	**7**	6
Tax value of loss carry-forwards	**931**	926	**–**	–	**931**	926
Intangible fixed assets	**–**	–	**(353)**	(455)	**(353)**	(455)
Tax assets/(liabilities)	**938**	932	**(419)**	(536)	**519**	396
Offset of tax	**(419)**	(536)	**419**	536	**–**	–
Net tax assets	**519**	396	**–**	–	**519**	396

The deferred tax assets are expected to be recovered against future taxable profits, projected on a conservative basis, within 3 years.

13 Deferred tax assets and liabilities continued

Unrecognised deferred tax assets are attributable to the following:

	Assets 2022 £000	Assets 2021 £000
Property, plant and equipment	**306**	365
Provisions	**2**	5
Tax value of loss carry-forwards	**1,829**	1,856
Tax assets	**2,137**	2,226

There is no expiry date on the above unrecognised deferred tax assets.

Movement in deferred tax during the year

	1 January 2022 £000	Recognised in income £000	31 December 2022 £000
Property, plant and equipment	**(81)**	**15**	**(66)**
Provisions	**6**	**1**	**7**
Tax value of loss carry-forwards	**926**	**5**	**931**
Intangible fixed assets	**(455)**	**102**	**(353)**
	396	**123**	**519**

	1 January 2021 £000	Recognised in income £000	31 December 2021 £000
Property, plant and equipment	(48)	(33)	(81)
Provisions	5	1	6
Tax value of loss carry-forwards	937	(11)	926
Intangible fixed assets	(372)	(83)	(455)
	522	(126)	396

Company

Recognised deferred tax assets are attributable to the following:

	Assets 2022 £000	Assets 2021 £000
Tax value of loss carry-forwards	**191**	191
Tax assets	**191**	191

Notes (continued)

(forming part of the financial statements)

13 Deferred tax assets and liabilities continued

Unrecognised deferred tax assets are attributable to the following:

	Assets 2022 £000	Assets 2021 £000
Property, plant and equipment	**34**	34
Provisions	**2**	5
Tax value of loss carry-forwards	**24**	91
Tax assets	**60**	130

There is no expiry date on the above unrecognised deferred tax assets.

14 Inventories

	Group		Company	
	2022 £000	2021 £000	**2022 £000**	2021 £000
Raw materials and consumables	**1,585**	1,310	**–**	–
Work in progress	**256**	349	**–**	–
	1,841	1,659	**–**	–

The directors consider all inventories to be essentially current in nature although the duration of certain contracts is such that a proportion of inventories will not be realised within 12 months. It is not possible to determine this amount with precision as this is dependent on several matters including future order volumes, the timing of project milestones and customer call off schedules.

Inventories recognised as cost of sales in the year amounted to £4,037,000 *(2021: £6,014,000)*. At 31 December 2022 inventories are shown net of provisions of £457,000 *(2021: £388,000)*.

15 Trade and other receivables

	Group		Company	
	2022 £000	2021 £000	**2022 £000**	2021 £000
Trade receivables	**1,957**	1,683	**–**	–
Amounts owed by group undertakings	**–**	–	**200**	200
Corporation tax recoverable	**179**	–	**–**	–
Other receivables	**82**	152	**–**	–
Prepayments and accrued income	**284**	154	**29**	16
	2,502	1,989	**229**	216

At 31 December 2022 trade receivables included retentions of £451,000 *(2021: £390,000)*.

The Group has a variety of credit terms depending on the customer and these generally range from 14 to 60 days. The majority of the Group's sales are made to government agencies and blue chip companies and consequently have very low historical default rates. No expected credit loss provision is considered necessary.

At 31 December 2022 trade receivables are shown net of an allowance for credit notes of £nil *(2021: £nil)* arising from the ordinary course of business.

15 Trade and other receivables *continued*

The ageing of trade receivables at the balance sheet date was:

	Group	
	2022 Gross and net trade receivables £000	2021 Gross and net trade receivables £000
Group		
Not past due date	**1,557**	1,444
Past due date (0-90 days)	**400**	239
Past due date (over 90 days)	**–**	–
	1,957	1,683

Management has no indication that any unimpaired amounts will be irrecoverable. No other receivables are past due in either the current or prior year.

In 2022 revenues from two customers exceeded 10% of the Group's revenues being £1,530,000 and £2,137,000 respectively *(2021: Two customers: £3,323,000 and £1,642,000)*. In 2022 £440,000 (2021: £507,000) relating to those customers was outstanding at year end.

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	Group	
	2022 £000	2021 £000
UK	**1,492**	1,233
Europe	**464**	396
Other regions	**1**	54
	1,957	1,683

The Group's exposure to credit and currency risks and impairment losses related to trade receivables is disclosed at note 23.

The Company has no trade receivables but it has receivables from group undertakings which are analysed at note 27. No expected credit loss provision is considered necessary.

16 Cash and cash equivalents

	Group		Company	
	2022 £000	2021 £000	**2022 £000**	2021 £000
Cash and cash equivalents				
Cash and cash equivalents per balance sheet and per cash flow statement	**2,016**	2,277	**129**	1,028

The Group's exposure to credit and currency risk related to cash and cash equivalents is disclosed at note 23.

Notes (continued)

(forming part of the financial statements)

17 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the Group's and Company's interest-bearing loans and borrowings, which are measured at amortised cost. More information about the Group's and Company's exposure to interest rate and foreign currency risk is disclosed at note 23.

	Group		Company	
	2022	2021	**2022**	2021
	£000	£000	**£000**	£000
Non-current liabilities				
Bank loan	**–**	125	**–**	125
Lease liabilities	**105**	159	**–**	–
	105	284	**–**	125
Current liabilities				
Bank loan	**125**	250	**125**	250
Lease liabilities	**109**	233	**–**	–
	234	483	**125**	250

The interest rate on the bank loan is set at The Bank of England bank rate plus 3.25% and the loan is secured by a fixed and floating charge over the assets of the Group. In May 2021 the bank loan was re-financed as a CBILS term loan over the existing term and no interest was payable for the first year. The Group has available a £2.5 million 3-year overdraft facility which expires in May 2024 and which was undrawn at 31 December 2022.

Changes in liabilities from financing activities

	Non-current loans and borrowings £000	Current loans and borrowings £000	Lease liabilities £000
Balance at 1 January 2022	125	250	392
Cash items:			
Repayment of bank loan and interest	–	(256)	–
Payment of lease liabilities	–	–	(272)
Non-cash items:			
New lease liabilities (note 10)	–	–	70
Interest expense	–	6	24
Re-classified from non-current to current in year	(125)	125	–
Balance at 31 December 2022	**–**	**125**	**214**

17 Interest-bearing loans and borrowings continued

	Non-current loans and borrowings £000	Current loans and borrowings £000	Lease liabilities £000
Balance at 1 January 2021	375	252	398
Cash items:			
Repayment of bank loan and interest	–	(268)	–
Payment of lease liabilities	–	–	(148)
Non-cash items:			
New lease liabilities (note 10)	–	–	115
Interest expense	–	16	27
Re-classified from current to non-current in year	(250)	250	–
Balance at 31 December 2021	125	250	392

18 Trade and other payables

	Group		Company	
	2022 £000	2021 £000	**2022 £000**	2021 £000
Non-current liabilities				
Amounts owed to group undertakings	**–**	–	**1,018**	979
Current liabilities				
Trade payables	**782**	606	**46**	60
Amounts owed to group undertakings	**–**	–	**1,533**	2,289
Contract liabilities	**671**	69	**–**	–
Non-trade payables and accrued expenses	**1,502**	2,245	**171**	306
	2,955	2,920	**1,750**	2,655

Contract liabilities

	Group		Company	
	2022 £000	2021 £000	**2022 £000**	2021 £000
At 1 January	**564**	1,177	**–**	–
Amounts included in contract liabilities that were recognised as revenue during the year	**(564)**	(1,177)	**–**	–
Cash received in advance of performance and not recognised as revenue during the year	**671**	69	**–**	–
At 31 December	**671**	69	**–**	–

At 31 December 2021, contract liabilities relating to deferred income totalling £495,000 were included within non-trade payables and accrued expenses.

At 31 December 2022 contract liabilities of £671,000 relates to deferred income.

No amounts included in current liabilities are expected to be settled in more than 12 months *(2021: £nil)*. In both 2021 and 2022 amounts payable to group undertakings in current liabilities are due on demand but have no fixed repayment dates.

The non-current amount payable to a group undertaking is formally agreed, attracts interest at The Bank of England Base rate plus 2.5% and is not repayable before 30 April 2024.

Notes (continued)

(forming part of the financial statements)

19 Employee benefits

Defined contribution plans

The Group operates defined contribution pension plans.

The total expense relating to defined contribution plans in the current year was £172,000 *(2021: £206,000)*.

Share-based payments

The Company has granted share options under its Enterprise Management Incentive Scheme ('EMI Scheme'), and an Unapproved Share Option Scheme ('Unapproved Scheme'). Options granted have a contractual life of ten years and are exercisable on the third anniversary from the date of grant. All options are to be settled by physical delivery of shares.

The unexercised options at 31 December 2022 are stated below.

Date of grant	Scheme	Exercise price (pence)	Number of options granted	Vesting conditions	Exercise period
Nov 2013	EMI Scheme	8.00p	1,312,500	(1)	Nov 2013 – Nov 2023
Jan 2016	EMI Scheme	12.25p	1,510,204	(2)	Jan 2019 – Jan 2026
Jan 2016	Unapproved Scheme	12.25p	189,796	(2)	Jan 2019 – Jan 2026
Jul 2017	EMI Scheme	29.00p	80,000	(2)	Jul 2021 – Jul 2027
Oct 2018	EMI Scheme	21.50p	575,000	(2)	Oct 2022 – Oct 2028
Oct 2018	Unapproved Scheme	21.50p	875,000	(2)	Oct 2022 – Oct 2028
Apr 2019	EMI Scheme	23.50p	75,000	(2)	Apr 2022 – Apr 2029

(1) Fully vested

(2) 3 years from date of grant

	2022 Number of shares	2022 Weighted average exercise price £	2021 Number of shares	2021 Weighted average exercise price £
Outstanding at beginning of the year	**4,617,500**	**0.144**	4,697,500	0.144
Forfeited/lapsed	**–**	**–**	(80,000)	0.1225
Outstanding at the end of the year	**4,617,500**	**0.144**	4,617,500	0.144
Exercisable at the end of the year	**4,617,500**	**0.144**	4,622,500	0.143

The estimated fair value of the options ranges between 2.5p and 9.8p. These were calculated by applying the Black-Scholes option pricing model. The model inputs were the share price at the date of grant, the appropriate exercise price, expected volatility of 30.7% *(2021: 30.7%)* and a risk free interest rate of 0.8% *(2021: 0.8%)*. It was assumed that option holders would exercise their options during the first year after the option vesting date. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the period of one year to the date of grant.

The options outstanding at 31 December 2022 had exercise prices ranging from 8p to 29p and the weighted average remaining contractual life of the options was 3.4 years.

The Group and Company recognised a total expense of £1,000 *(2021: £32,000)* in respect of equity settled share options.

20 Share capital

	At 31 December 2022 Number	At 31 December 2021 Number
Number of shares in issue – allotted, called up and fully paid		
Ordinary shares of 1p each	**57,528,229**	57,528,229
	£000	£000
Value of shares in issue – allotted, called up and fully paid		
Ordinary shares of 1p each	**575**	575

The Company's issued share capital comprises 57,528,229 ordinary shares of 1p each, of which 1,000,000 are held in treasury. Therefore, the total number of voting rights in the Company is 56,528,229.

21 Treasury shares

	At 31 December 2022		At 31 December 2021	
	Number of shares	Cost £000	Number of shares	Cost £000
At 1 January	**1,000,000**	**103**	–	–
Acquired in the period	**–**	**–**	1,000,000	103
At 31 December	**1,000,000**	**103**	1,000,000	103

22 Equity reserve

The equity reserve relates to the fair value of the share options issued but not yet exercised in respect of the acquisition of Water Hall Group plc in 2013.

23 Financial risk management

The Group's and Company's policy is to maintain a strong capital base with a view to ensuring that entities within the Group will be able to continue as going concerns.

The Group's and Company's principal financial instruments comprise short term debtors and creditors, short term bank deposits, cash, bank borrowings, leases and, when required, forward currency contracts and options. Neither the Group nor the Company trades in financial instruments but, where appropriate, uses derivative financial instruments in the form of forward foreign currency contracts and options to help manage foreign currency exposures. The prime objective of the Group's and Company's policy towards financial instruments is to manage their working capital requirements and finance their ongoing operations.

Capital management

The Group's and Company's policy is to maintain a strong capital base with a view to ensuring that entities within the Group will be able to continue as going concerns. The Group and Company finance their operations through retained earnings, cash resources, bank borrowings, share placings and the management of working capital. It is the intention to issue new shares when satisfying share based incentive schemes. Capital is defined as total equity as set out in the balance sheet.

Notes (continued)

(forming part of the financial statements)

23 Financial risk management continued

Management of financial risk

The main risks associated with the Group's financial instruments have been identified as credit risk, liquidity risk and foreign currency risk. The main risks associated with the Company's financial instruments have been identified as liquidity risk. The Board is responsible for managing these risks and the policies adopted, which have remained largely unchanged throughout the year.

Credit risk

The carrying amount of financial assets included in the balance sheet, which represents the maximum credit risk, and the headings in which they are included are as follows:

	Group		Company	
	2022	2021	**2022**	2021
	£000	£000	**£000**	£000
Current assets				
Trade receivables	**1,957**	1,683	**–**	–
Other receivables	**82**	152	**–**	200
Cash and cash equivalents	**2,016**	2,277	**129**	1,028
	4,047	4,112	**129**	1,228

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers. The Group's risk is influenced by the nature of its customers. The majority of sales are made to government agencies and blue chip companies. New customers are analysed for creditworthiness before the Group's standard payment and delivery terms and conditions are offered and appropriate credit limits set. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis. The carrying amount of trade receivables in the balance sheet represents the maximum exposure to credit risk and further details are given in note 15 to the financial statements. The Board considers the Group's exposure to credit risk to be acceptable and normal for an entity of its size given the industries in which it operates.

The Company's financial assets comprise amounts owed by group undertakings and the Board considers that there is no significant exposure to credit risk.

Surplus cash balances are placed on short term deposit with UK banks.

Interest rate risk

The Group has financed its operations from its own cash resources and a bank loan originally drawn in 2018 for the acquisition of RTS Solutions (Holdings) Limited. The Group's bank borrowings bear interest at The Bank of England's bank rate plus 3.25%. If The Bank of England's bank rate were to change by 50% the impact would be approximately £3,000 per annum.

23 Financial risk management continued

The interest rate risk profile of the Group's and Company's interest bearing financial instruments was as follows:

	Group		Company	
	2022	2021	**2022**	2021
Interest rate risk profile of financial assets	**£000**	£000	**£000**	£000
Floating rate assets (by currency):				
Sterling	**2,015**	2,163	**129**	1,028
US dollar	**1**	114	**–**	–
	2,016	2,277	**129**	1,028
Interest rate profile of financial liabilities				
Fixed rate liabilities (by currency):				
Sterling	**214**	392	**–**	–
Floating rate liabilities (by currency):				
Sterling	**125**	375	**125**	375

The fixed rate financial liabilities comprise lease liabilities.

While the Group and Company have access to an overdraft facility which carries a variable interest rate, this facility was undrawn at 31 December 2022, so the Group and Company are not exposed to interest rate risk on this facility.

Liquidity risk

Liquidity risk is the risk that the Group and Company will not be able to access the necessary funds to finance their operations. Their own cash resources and bank borrowings are the predominant source of funds. Surplus cash is placed on short term deposit with UK banks.

The Group manages its liquidity risk by monitoring existing facilities and cash flows against forecast requirements based on a rolling cash forecast.

The carrying amount of financial liabilities included in the balance sheet and the headings in which they are included are as follows:

	Group		Company	
	2022	2021	**2022**	2021
	£000	£000	**£000**	£000
Current liabilities				
Trade and other payables	**2,284**	2,356	**217**	298
Lease liabilities	**109**	233	**–**	–
Bank loan	**125**	250	**125**	250
Amounts owed to group undertakings	**–**	–	**1,372**	2,288
Non-current liabilities				
Lease liabilities	**105**	159	**–**	–
Bank loan	**–**	125	**–**	125
Amounts owed to group undertakings	**–**	–	**1,018**	979
	2,623	3,123	**2,732**	3,940

Notes (continued)

(forming part of the financial statements)

23 Financial risk management continued

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

2022	Carrying amount £000	Contractual cash flows £000	1 year or less £000	1 to <2 years £000	2 to <5 years £000	5 years and over £000
Non-derivative financial liabilities						
Lease liabilities	**214**	**238**	**123**	**58**	**57**	**–**
Bank loan	**125**	**128**	**128**	**–**	**–**	**–**
Trade and other payables	**2,284**	**2,284**	**2,284**	**–**	**–**	**–**
		2,650	**2,535**	**58**	**57**	**–**

The contractual cash flows include interest estimated at a rate of between 3.5% and 7.25%.

2021	Carrying amount £000	Contractual cash flows £000	1 year or less £000	1 to <2 years £000	2 to <5 years £000	5 years and over £000
Non-derivative financial liabilities						
Lease liabilities	392	431	253	105	73	–
Bank loan	375	386	260	126	–	–
Trade and other payables	2,356	2,356	2,356	–	–	–
		3,173	2,869	231	73	–

The directors consider that the carrying amounts of financial assets and liabilities approximate their fair values.

Foreign currency risk

The Group is exposed to currency risk on purchases and occasionally on sales, that are denominated in a currency other than the respective functional currencies of Group entities. About 3 percent *(2021: 6 percent)* of the Group's sales were to customers in Continental Europe and less than 1 percent *(2021: less than 4 percent)* were to customers in the Rest of the World. These sales were priced in Pounds Sterling. The Group makes purchases in Pounds Sterling, Euros and US Dollars and the Group's policy is to reduce currency exposures through, where appropriate, forward foreign currency contracts.

Currency risk of financial assets and liabilities

The Group also has non-structural currency exposures i.e., those exposures arising from sales and purchases by group companies in currencies other than that company's functional currency. These exposures give rise to net currency gains/losses recognised in the income statement and represent monetary assets and liabilities of the Group that were not denominated in the functional currency of the company involved.

23 Financial risk management continued

At 31 December 2022 and 2021 the exposures in this respect were trade receivables and payables and were as follows:

	2022 Receivables £000	**2022 Payables £000**	2021 Receivables £000	2021 Payables £000
Currency				
US dollar	**21**	**(53)**	–	(21)
Euro	**–**	**(15)**	–	–
	21	**(68)**	–	(21)

In the opinion of the directors the business has no significant exposure to market risk arising from currency exchange or other price fluctuations at 31 December 2022 and it has therefore not been deemed necessary to include a sensitivity analysis.

24 Lease expenses

	Group		**Company**	
	2022 £000	2021 £000	**2022 £000**	2021 £000
Short term lease expense	**22**	37	**20**	17
Low value lease expense	**4**	4	**–**	–
	26	41	**20**	17

25 Capital commitments

At 31 December 2022 the Group was not committed to any capital expenditure *(2021: £22,000)*. The Company had no such commitments *(2021: none)*.

26 Contingent liabilities

At 31 December 2022 the Company has guaranteed the contract performance of subsidiary companies in respect of customer contracts which have yet to be completed amounting to £7,328,000 *(2021: £7,328,000)*.

27 Related party transactions

Transactions/ balances with subsidiaries – Company

During the year the Company provided administrative services to subsidiary undertakings totalling £1,172,000 *(2021: £1,055,000).*

The balances due by subsidiaries at year end are shown in note 15 and comprised an amount owed by RTS Solutions (Holdings) Ltd of £200,000 (2021:£200,000).

The balances due to subsidiaries at the year end shown in note 18 comprised amounts owed to Petards Joyce-Loebl Ltd of £15,000 *(2021:£355,000)*, QRO Solutions Ltd of £304,000 *(2021: £723,000)*, Water Hall Group plc £1,018,000 *(2021: £979,000)* and to RTS Solutions (UK) Ltd £1,215,000 *(2021: £1,209,000)*.

There is no ultimate controlling party of Petards Group plc.

Transactions with directors – Group

There were no transactions with directors in the year *(2021: £178,000* were paid to Adcel Limited and Innu Limited, companies wholly controlled by P Negus, in respect of fees for the provision of consultancy services (note 4).

Notes (continued)

(forming part of the financial statements)

27 Related party transactions continued

Key management compensation

Key management compensation comprises salaries, fees, bonuses, employer pension contributions, share based payment charges and employer social security costs.

The key management of the Group are the directors and officers of Petards Group plc and their compensation is as follows:

	Group	
	2022	2021
	£000	£000
Salaries, fees, bonuses and other benefits	**437**	566
Employer pension contributions	**–**	1
Share based payment charges	**4**	25
Employer social security costs	**61**	46
	502	638

Alternative performance measures glossary

This report provides alternative performance measures ("APMs"), which are not defined or specified under the requirements of International Financial Reporting Standards. The Board believes that these APMs provide management with useful performance measurement indicators and readers with important additional information on the business.

Adjusted EBITDA

Adjusted EBITDA is earnings before financial income and expenses, tax, depreciation, amortisation, exceptional items, acquisition costs and share based payment charges. Adjusted EBITDA is considered useful by the Board since by removing exceptional items, acquisition costs and share based payment charges, the year on year operational performance comparison is more comparable.

Order intake

The value of contractual orders received from customers during any period for the delivery of performance obligations. This allows management to monitor the performance of the business.

Order book

The value of contractual orders received from customers yet to be recognised as revenue. This allows management to monitor the performance of the business and provides forward visibility of potential earnings.

Net funds

Total net funds comprises cash and cash equivalents less interest bearing loans and borrowings. This allows management to monitor the indebtedness of the Group.

Current net funds

Current net funds comprises cash and cash equivalents less current liabilities in respect of interest bearing loans and borrowings, excluding liabilities recognised on the adoption of IFRS 16 'Leases'. This allows management to monitor the short term indebtedness of the Group.

Directors, officers and advisors

Directors:
Raschid Abdullah *(Chairman)*
Osman Abdullah
Terry Connolly FCA
Paul Negus

Company Secretary:
Ben Gillam CA

Registered Office:
32 London Road
Guildford
Surrey
GU1 2AB

Company Registration Number:
02990100

Independent Auditor:
BDO LLP
Arcadia House
Maritime Walk
Ocean Village
Southampton
SO14 3TL

Bankers:
Santander UK plc
1 Dorset Street
Southampton
SO15 2DP

Nominated Advisor & Joint Broker:
WH Ireland Limited
24 Martin Lane
London
EC4R 0DR

Joint Broker:
Hybridan LLP
1 Poultry
London
EC2R 8EJ

Registrar:
Share Registrars
3, The Millenium Centre
Crosby Way
Farnham
GU9 7XX

Website:
www.petards.com

Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Petards Group plc (the "Company") will be held at The County Club, 158 High Street, Guildford, Surrey GU1 3HJ on 14 June 2022 at 11.00 a.m.

The Meeting will deal with the following items:

Ordinary Business

1. To receive and consider the audited accounts of the Company for the year ended 31 December 2022 together with the directors' report and the auditor's report.
2. That Osman Abdullah, who retires by rotation, be re-elected as a director of the Company.
3. That Terry Connolly, who retires having been originally elected as a non-executive director more than nine years ago, be re-elected as a director of the Company.
4. That John Wakefield, having been appointed as a director since the last Annual General Meeting be elected as a director.
5. To re-appoint BDO LLP as auditor to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the accounts are laid before the Company.
6. Subject to resolution 4 being approved, to authorise the directors to fix the auditor's remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution number 7 shall be passed as an ordinary resolution and resolution numbers 8 and 9 shall be passed as special resolutions:

7. That, in substitution for all existing authorities, to the extent unused, and pursuant to section 551 of the Companies Act 2006 (the "Act") the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £186,543 (being approximately 33% of the present issued ordinary share capital of the Company) provided that this authority shall, unless renewed, varied or revoked, expire on the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the directors be and they are hereby entitled, as contemplated by section 551(7) of the Act, to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
8. That, subject to and conditional on resolution 7 above being duly passed, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) in the capital of the Company for cash pursuant to the authority conferred by resolution 7 above as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
   (A) in connection with an offer of such securities by way of rights, or other pre-emptive offer, to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any relevant territory, or the requirements of any regulatory body or stock exchange; and
   (B) otherwise than pursuant to (a) above up to a maximum aggregate nominal amount of £84,792 (being approximately 15% of the present issued ordinary share capital of the Company):

   provided that such power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the Company may make an offer or agreement prior to such expiry which would or might require equity securities to be allotted after the expiry of such power, and the directors may allot equity securities in pursuance of that offer or agreement as if such power had not expired.
9. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 1p each of the Company provided that:
   (A) the maximum number of ordinary shares authorised to be purchased is 5,652,822 (representing 10 per cent of the Company's issued ordinary share capital as at 12 May 2023;
   (B) the minimum price which may be paid for an ordinary share is 1 pence (exclusive of expenses);

Notice of Annual General Meeting (continued)

(C) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 5 per cent above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange for the 5 business days immediately preceding the date on which the ordinary share is contracted to be purchased;

(D) unless previously received, varied, or revoked, the authority hereby conferred shall expire at the conclusion of the Company's Annual General Meeting to be held in 2024; and

(E) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract.

BY ORDER OF THE BOARD

Ben Gillam
Company Secretary

12 May 2023

Registered Office:
Parallel House
32 London Road
Guildford
Surrey
GU1 2AB

Company Number: 02990100

Notes:

1. Pursuant to Part 13 of the Act and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those members registered in the register of members of the Company at 11.00 a.m. on 12 June 2023 (or if the AGM is adjourned, 48 hours, excluding non-working days, before the date fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. Members who wish to attend the AGM in person should ensure that they arrive at the venue for the AGM in good time before the commencement of the meeting. Members may be asked to provide proof of identity in order to gain admission to the AGM.
3. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment).
4. You can register your vote(s) for the Annual General Meeting either:
   - by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
   - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 10 below.

   In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. on 12 June 2023.
5. A form of proxy accompanies this document. The notes to the proxy form include instructions on how to appoint the Chairman of the AGM as a proxy and should be followed carefully.
6. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by no later than 11.00 a.m. on 12 June 2023.
7. If a member returns more than one proxy form, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence.
8. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote shall be accepted to the exclusion of the votes of other joint holders.
9. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done by the appointment of a proxy (described in Notes 3 to 7 above).
10. In order for a proxy appointment made by means of CREST 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 must be transmitted so as to be received by Share Registrars (**ID 7RA36**) no later than 48 hours, excluding non-working days, before the time fixed for the AGM. 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 Share Registrars is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST System by any particular time. 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.

petards
Group plc
Parallel House, 32 London Road, Guildford, GU1 2AB, United Kingdom
Tel: +44 (0) 1483 230345

www.petards.com