



DeLaRue

Annual Report 2025



*usted
ency partner*

A trusted currency partner

Strong economies and inclusive societies require trust.

Governments and central banks need a partner that reflects their goals.

Our focus on currency allows us to deliver our purpose to secure trust between people, businesses and governments.

Throughout this report you will find how we are shining a light on five of the key reasons why our customers and stakeholders see us as a trusted currency partner.

Centuries of innovation



Established global partnerships



Financial resilience

+ Read more about our financial performance on page 32

Deeply integrated design

+ Read more about our success in design on page 16

Responsible operations



Who we are

Founded in 1813, De La Rue is a leading commercial supplier of banknotes and a long-standing trusted partner to central banks and governments worldwide. Banknotes have a fundamentally important role to play in the global economy, providing choice, protecting privacy and making the payments landscape more resilient.

Headquartered in the UK, De La Rue operates on a global basis, supplying 55% of the world's central banks and manufacturing in the UK, Europe and Asia. We offer world-leading banknote design and technical support, fully finished banknotes and components thereof, including our durable SAFEGUARD® polymer substrate and advanced security features that are resilient against counterfeiting attempts. Our products are optimised for ease of manufacture, reduced environmental impact and cash cycle efficiency.

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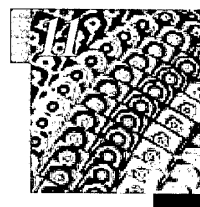
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2025 highlights

***FY25 has been
a turning point
for the business.***

Successful strategic achievements:

- Agreed sale of Authentication division to Crane NXT for £300m.
- Repaid revolving credit facility in full shortly after year end, on completion of the sale of Authentication.
- Sale of remaining business to a company managed by Atlas Holdings completed after the year end.

Financial highlights

Revenue £217.5m FY24: £207.1m +5.0%	Controllable adjusted operating profit* £34.2m FY24: £29.5m +15.9%	Adjusted operating profit* £11.8m FY24: £6.4m +84.4%
Loss before tax £22.4m FY24: £28.3m +20.8%	Basic loss per share 9.6p FY24: 10.2p +5.9%	Currency order book £342.5m FY24: £239.2m +43.2%

* A reconciliation of IFRS measures to non-IFRS financial measures can be found on pages [160] to [163].

Market highlights

55% of issuing authorities use De La Rue products	39% of all denominations issued since 2022 printed by De La Rue	60% of commercially printed banknotes in the last five years designed by De La Rue
35% of circulating denominations feature De La Rue thread	95 denominations circulating on SAFEGUARD®	

Strategic report

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CEO review



“FY25 was truly transformational, with agreement reached to sell Authentication, securing our financial future and our Currency operations benefiting from our growing order book.”

Clive Vacher, Chief Executive Officer

The last twelve months were momentous for De La Rue. This period has seen the recovery in the Currency market, the first shoots of which we saw at the end of 2023, really take hold. At the same time we agreed the sale of Authentication to Crane NXT for £300m in cash. This enabled us to repay and cancel our revolving credit facilities in full and provided the means to reduce substantially the outstanding deficit on the defined benefit pension scheme. With the completion of the recommended acquisition of De La Rue plc by ACR Bidco Limited, a company indirectly wholly owned by funds managed and advised by Atlas FRM LLC (Atlas), in July 2025, the long term ownership of the business is now also secure.

When we set out our Turnaround Plan five years ago, we were doing so in the knowledge that, unless we substantially changed the funding, cash flow and operations of the business, the business did not have a future. Five years on, we have repaid our banking facilities in full, we have substantially reduced the deficit on our pension fund and we have sold Authentication for a price that reflects the quality of the customer contracts and opportunities within it. In addition our Currency business is seeing increasing sales, using the additional capacity for polymer substrate production that we built in Westhoughton as part of the Turnaround Plan and we are operating our three banknote printing facilities efficiently and profitably.

£217.5m

revenue from continuing operations (FY24: £207.1m)

£342.5m

Currency order book at yearend (FY24: £239.2m)

CEO review continued

We are now seeing the tangible benefits of the transformation of the business that we have enacted over the last five years. With the sale of Authentication now complete and the Revolving Credit Facility (RCF) repaid in full, we are able to focus fully on our world-leading Currency business and delighting our customers.

Currency

One important element of the Turnaround Plan detailed our strategy within Currency for growing our sales of security features and polymer substrate, as well as reorganising our manufacturing and administrative operations to make them more efficient and effective. The aftermath of the Covid pandemic meant that it took substantially longer than originally envisaged to achieve this growth, but the impact of those plans put in place five years ago is now being reflected in our financial results.

Through calendar 2024 we saw our Currency order book grow. As the second half of FY25 progressed, we increased production in our manufacturing operations as the fresh orders that we had signed in the previous months moved through to production. With increasing manufacturing volumes, we saw a significant jump in second half revenue, bringing the total for the year to £217.5m (FY24: £207.1m). The higher production volumes fed through, combined with the benefits of our more efficient operations, to almost double our adjusted operating profit from continuing operations to £11.8m (FY24: £6.4m).

At the same time as progressing those orders which we had already closed, we continued to add to our order backlog. Our win rate for tenders in which we participate has continued at the same high level that we have seen in recent years. At the end of March 2025 our order book had climbed to £342.5m (FY24: £239.2m), giving us comfort that our performance and activity levels through FY26 and into FY27 will continue at this higher level.

Authentication

Authentication provided a solid performance during FY25, despite sales to Sudan being impacted by the ongoing unrest there and the considerable upheaval and extra work required in separating the division from the Group prior to sale.

The sale of this division, agreed in October 2024 and completed in May 2025, to Crane NXT for £300m in cash has provided the capital to secure the future of the remainder of De La Rue, as well as finding a good home for the division as it embarks on its next phase.



Responsible business

Doing business responsibly remains at the very heart of what we do. Our strategy encompasses clear commitments to act with integrity at all times and to lead our industry in sustainability. We have recently completed a double materiality assessment considering both De La Rue's impact on the environment and people and the outside world's impact on value creation by the Group. The assessment, which included consultation with a range of our stakeholders, highlighted the importance of protecting our business ethics and integrity, preventing counterfeiting through product quality and employee wellbeing and inclusion. These results simply bring into focus what we have prioritised for some time, whether it is through use of our Code of Business Principles, the development

work that we continually undertake to ensure our banknotes incorporate the latest anti-counterfeiting measures or the wide range of initiatives we use to increase employee satisfaction. Having completed this assessment, we have refreshed our Responsible Business framework, taking the opportunity to formalise where we focus our energies as we work to improve our impact on the world around us.

Our ISO 37001 anti-bribery and corruption certification was subsequently renewed with no non-conformances raised for the second year in a row. We were thrilled to achieve another improvement in our EcoVadis score, achieving a silver medal for the third year running. Further information on De La Rue's approach to responsible business can be found on pages 21 to 47.



For more information visit:
delarue.com/responsible-business

CEO review continued

Debt facilities

On 1 May 2025, on completion of the sale of Authentication, the outstanding balances drawn on the cash portion and the guarantees on the bond and guarantee portion of the RCF were repaid and the facility was cancelled. Cancellation of the RCF removed a substantial administrative burden from De La Rue, as well as providing the direct financial benefit of no longer needing to pay interest.

Pension

With the completion of the sale of Authentication, an additional £35m of pension deficit reduction payments were made to the legacy defined benefit UK pension scheme (the Pension Scheme), being a £32.5m accelerated payment agreed with the pension trustee at the time the sale of Authentication was agreed in October 2024 and £2.5m of additional deficit reduction payments agreed at the time of the debt refinancing arrangements agreed in 2023.

Since the last actuarial valuation of the Pension Scheme at 30 September 2023, which showed a deficit of £78m, De La Rue has now made deficit reduction payments totalling £45m.



“With both revenue and adjusted operating profit increasing, FY25 has seen the benefit of the operational efficiencies that we have achieved over the last five years.”

An important part of reaching agreement with Atlas for the purchase of De La Rue plc was ensuring adequate protection for the members of the defined pension scheme going forward. Prior to the Board recommending Atlas' offer, Atlas entered into a Memorandum of Understanding providing protection for the Pension Scheme members now De La Rue is an Atlas portfolio company.

Employees

We continue to keep the health, safety and welfare of our employees centre stage.

Overall, we have had an excellent year for health and safety compliance exceeding our targeted lost time injury frequency rate, through the active continuation of our 'Safe, Secure and Sustainable' layered audit programme. We completed the year with just one governmental reportable accident across all sites, even with extensive construction work at our Malta site.

Elsewhere we have supported employee welfare by further developing site employee engagement teams. These teams organise events and activities for their sites including community support and fundraising.

We have taken care to keep our employees as fully abreast of the various strategic developments that have occurred during the last year as we can. Gearing up the business for the higher levels of currency manufacture that we are now producing, at the same time as separating the Authentication division into separate legal and physical structures, as well as dealing with the additional work generated by the sale process, has made FY25 a transformational year for De La Rue. The resilience, adaptability and commitment of our employees have been essential in meeting the time lines that we set. A particular mention must go to our Malta-based teams, who have managed the very complex separation of Authentication and Currency operations into two distinct areas, on a site manufacturing for both divisions, while maintaining production schedules throughout. On behalf of all the Board, I would like to thank all our employees for their efforts and am grateful for their continued contributions.

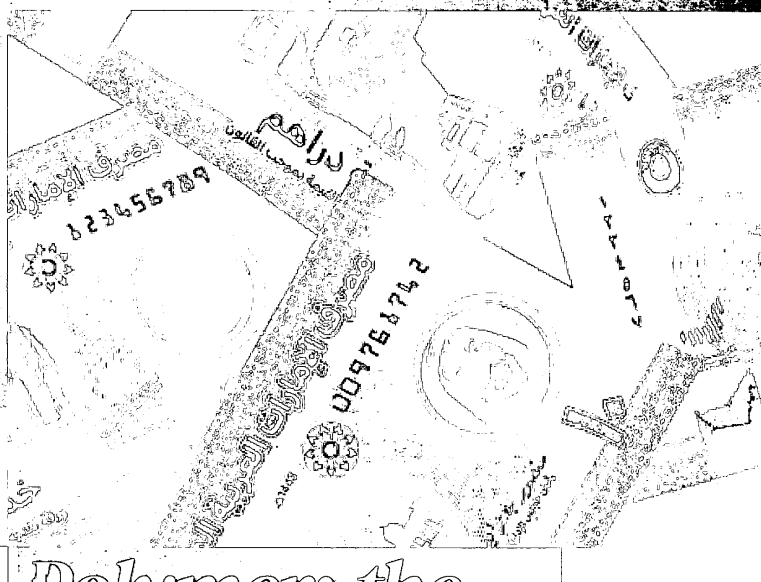
Current trading and outlook

As indicated at the time of announcement of our interim results and in our trading update in March 2025, the strong order book and the additional orders that we have won give us confidence for the outlook for Currency. As we move into FY26 with a strong order book, fresh orders continuing to be won, an optimised production schedule and without the burden of excessive gearing that we have recently endured, that confidence continues to firm.

Clive Vacher,
Chief Executive Officer

1 August 2025

A trusted currency partner



Polymer: the future of banknotes



For more information visit
delarue.com/currency

Delta Rue is the only global banknote printer that also produces polymer substrate. We leverage our understanding of the print process when we work with a central bank's design team on a new polymer note, to create a banknote that is both straightforward for secure printing facilities to print and difficult to counterfeit.

When central banks and issuing authorities transition to polymer they often begin with one denomination and then convert their series over time. The Central Bank of the United Arab Emirates (CBUAE) recently completed this transition, having started on their modernisation strategy in 2021. Delta Rue is proud to have partnered with CBUAE throughout this project.

The latest denomination to convert is the UAE 100 Dirham, which launched in March 2025 and uses SAFEGUARD® polymer substrate.

CBUAE's strategic conversion to polymer notes has enhanced the durability and sustainability of circulating currency, incorporated improved security features to combat the risk of counterfeiting, promoted national identity and increased accessibility for visually impaired users through incorporating tactile features within the notes.

Our markets

Cash in circulation is growing by 5% annually



Cash has a number of unique functionalities:

- Tangible
- Ubiquitous, with extensive infrastructure
- Financially inclusive: no need for a bank account or internet connection
- Improved resilience of the payments landscape
- Free-to-use
- Helps budgeting
- Protects a fundamental right to privacy
- No risk of identity theft or exposure to cybercrime
- Quick and instant
- Good for emergency preparedness
- No data transfer involved in a transaction
- Seigniorage (e.g. £4.2bn raised for UK public purse in 2023–24).

750bn

estimated banknotes in circulation globally

1st choice

at POS in Africa, Middle East and Latin America

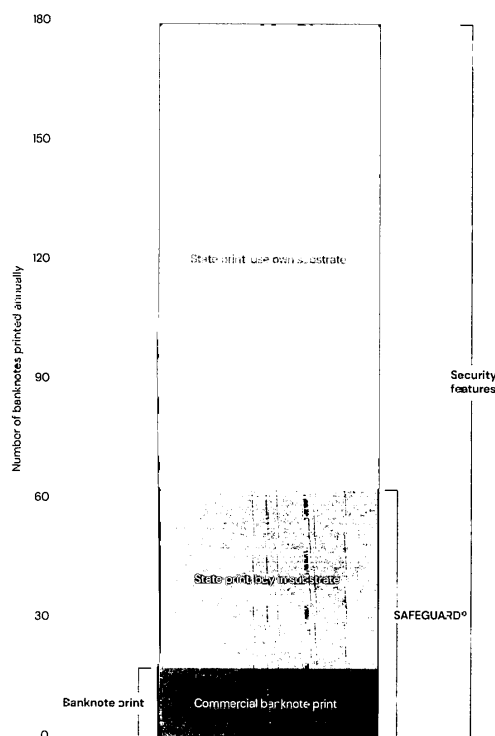
Our markets continued

Banknote issuing authorities around the world employ a variety of strategies for securing the banknotes they need for a functioning economy. The addressable market for De La Rue depends on which strategy they follow.

Some countries have their own banknote printworks. Of these, some also use cotton paper made in their own mills. Others buy in that substrate. A third group do not have their own printworks and rely on commercial banknote printers such as De La Rue to manufacture banknotes.

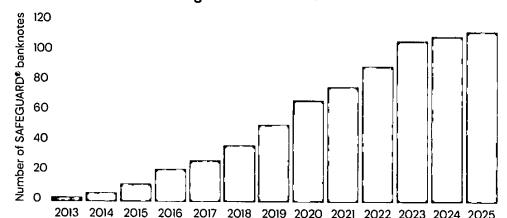
Three quarters of De La Rue sales are to territories where cash is the main or even the only method of payment.

Addressable annual banknote market bn



Polymer substrate currently represents around 5% of total annual issuance, but is growing strongly.

SAFEGUARD® circulating denominations



Sterling banknotes featuring a portrait of King Charles III were issued for the first time in June 2024. De La Rue worked in partnership with the Bank of England to introduce His Majesty's portrait into the existing polymer series.

Our markets continued

Global macro trends – A number of global macro trends are impacting our Currency business:

Governments wish to act responsibly and sustainably



Why this is important

Our customers' desire to act ethically and to safeguard the planet's resources leads them to seek goods and services which are sustainable in nature from companies who conduct business in an ethical way.

Our response

De La Rue's Code of Business Principles defines the way in which we conduct ourselves and forms a key part of our robust framework of anti-bribery policies and processes.

We continue to decarbonise our operations and value chain, as we work towards net zero by 2050.

Our SAFEGUARD® polymer substrate lasts longer, stays cleaner and is better able to be recycled than the cotton paper equivalent.

15.5%

reduction in energy use per tonne good output

Rise in digital payments



Why this is important

The rise in digital payments is driven by technological advances which have resulted in changing consumer behaviour. This increase has slowed dramatically since COVID and countries like the UK have seen increases in the proportion of transactions in cash in recent years.

Our response

Many of the significant countries in which De La Rue operates have infrastructure, cultural habits and financial literacy levels that inhibit the natural adoption of digital payments by large sections of the population.

For central banks that recognise that cash will have a significant role to play even in a lower cash society, SAFEGUARD® polymer banknotes are a cost-effective solution to maintaining a functioning cash cycle.

De La Rue is monitoring the rise of digital currencies and is pro-active in influencing discussions about access to cash and central bank digital currencies.

1.4bn

people without access to a bank account*

* Source: World Bank

Population growth in developing countries



Why this is important

Populations are still growing in developing countries. This leads to a greater need for goods and services, more cash being stored and a higher number of cash transactions.

Our response

De La Rue is well-placed with long-standing customer relationships (over 60 central banks have been our customers for over 20 years) to provide banknotes to countries where cash will remain a significant payment method.

Our cash cycle analytics tool is designed to help central banks and issuing authorities forecast future demand more easily as factors such as population growth impact banknote demand.

75.1%

proportion of Currency revenue from Asia, Middle East and Africa

Increasing sophistication of counterfeiters



Why this is important

Counterfeiters are becoming ever more sophisticated over time and take advantage of the developments in commercially available equipment and materials to produce fake banknotes. Global fragmentation increases the chances of state sponsored counterfeiting attacks.

Our response

De La Rue banknotes are designed to deter counterfeiters through the effective layers of security features integrated into an engaging and easy-to-authenticate banknote design. We design the majority of commercially produced banknotes and provide the only solution for central banks seeking a covert authentication feature that forms part of the polymer banknote substrate.

De La Rue also has expertise in holographics, colourshifting and micro-optic technology, allowing us to maximise the complexity of a banknote and minimise the risk of simulation.

95

denominations circulating on SAFEGUARD® polymer substrate

A trusted currency partner

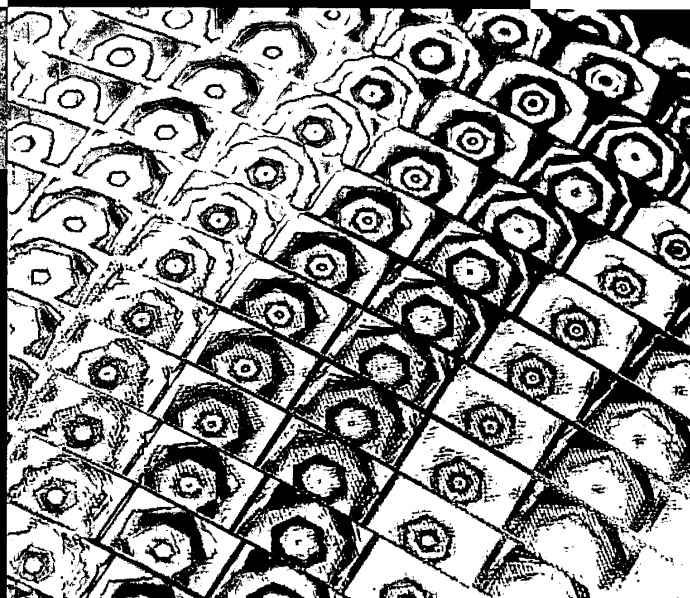
Cutting edge security features

Our IGNITE® security thread uses state-of-the-art combinational technology and a wide palette of vibrant colours to create change that is precisely coupled with striking movement effects.

The vibrant colours make IGNITE® stand out and the effects are sharp, clear and obvious when tilted across a wide range of viewing angles. Two highly secure technologies, colourshift and micro-optics, combine to create double the counterfeit barrier and lead to a thread that is highly secure as well as visually striking.

Unlike other colourshifting threads, IGNITE® does not copy well, making it resistant to one of the more popular methods of simulation attacks.

This latest thread from De La Rue has proved popular for use in mid and high denomination paper banknotes, increasing their counterfeit resilience. We have invested in additional bespoke machinery to meet this demand.



For more information visit:
delarue.com/currency

Our business model

We are the currency partner of choice

Our purpose is to secure trust between people, businesses and governments.

We offer world-leading banknote design and technical support, fully finished banknotes and advanced security features, including our durable SAFEGUARD® polymer substrate. Our products are optimised for ease of manufacture, reduced environmental impact and cash cycle efficiency.

Our products in use:

- Enable secure participation in the economy
- Help to deliver economic confidence
- Support social and financial inclusion
- Provide a strong symbol of national identity
- Are designed specifically for the needs of each nation

Why our customers choose us

Trusted brand

De La Rue is a trusted British brand with long-standing relationships with many governments and central banks around the world and printing expertise stretching back over 200 years.

➤ Read more on page 7

Design expertise

Our in-house design studio leads the industry with a team that has over 300 years of experience, collaborating with customers through the development process.

➤ Read more on page 16

Long-standing relationships

Trust is paramount in the secure print industry. Sales cycles are long and customers seek to build partnerships over time. Many of our customers have dealt with De La Rue for decades and we have built relationships with them up to the highest level over the years, providing support and advice throughout the lifecycle of their notes.

➤ Read more on page 10

Research and development

Our research and development activities provide innovation, leveraging our deep knowledge of our customer needs, such as security features like IGNITE®.

➤ Read more on page 11

Manufacturing and development capability

We have invested in world class facilities for the manufacture of banknotes, security features and SAFEGUARD® polymer substrate. We can scale up to meet demand without further investment.

➤ Read more on page 15

Core expertise in secure printing and integration

Our dedicated employees work closely with our customers to produce secure printed products of the highest quality with all elements within them well integrated.

➤ Read more on page 31

Suppliers and partners

We build enduring relationships with our suppliers and partners all over the world to ensure ethical, sustainable and reliable delivery to our customers.

➤ Read more on page 29

Our business model continued

How our strengths come together...

Understanding customer needs	Design and technical expertise	Precision manufacturing	Operations
 - Our customers are largely banknote issuing authorities and state print works. We are relied upon by them as a trusted partner. We understand the national significance of the introduction of a new denomination or banknote series and work closely with our customers from design through to implementation. - Given we design so many of all circulating banknotes, we have a uniquely broad and diverse range of customers and are exceptionally well-placed to manage every type of cash cycle and situation.	 - We layer traditional design techniques such as engraving with the latest security features to produce attractive and robust banknotes. These combine national symbols, logos, colour, features and substrate to create an attractive, sustainable, cost effective, resilient completed product. - The integration skills of De La Rue's designers ensure that our products are easy to authenticate, but also resistant to counterfeiting.	 - We produce goods of the highest quality at volume. - Each banknote is different at the end of the manufacturing process in order to be traceable, but must also be verifiable, so designed for recognition and authentication.	 - Our physical products are produced and shipped to meet customer timetables. We plan our product on timetables carefully to meet customer needs and maximise operational efficiency across our sites. - We maintain a range of ISO certifications across our sites to provide independent reassurance to our customers that we act ethically, manufacture safely and with high quality standards, with due regard to the environment and according to the standards set up by the secure printing industry.

...to create value for our stakeholders

Customers >2.5 times polymer banknote lifespan over paper	Gain durable, high-quality banknotes, exemplifying the country they represent, embedding a combination of features that combat counterfeiting.
Suppliers >95% of supplier spend is repeat orders	- Gain a long-term working relationship with an ethical partner. - Receive repeat orders from a customer that treats them with respect.
Employees 1,768 health and safety training days provided in FY25	We promote an inclusive culture which values diversity, the health and wellbeing of our employees and whether they can achieve their potential.
Communities	We are conscious of our responsibilities to the communities in which we work and are committed to minimising the impact of our operations on the environment.
Shareholders 214% total shareholder return in last 5 years	Our strategy is designed to achieve sustainable profitability and cash generation to create long-term shareholder value.
The environment 16% reduction in energy use per tonne good output	We aim to become carbon neutral from our own operations by 2030 and seek to minimise energy used per tonne of good output.

Our strategy

Our day-to-day strategic focus has three broad pillars:

I  **Grow repeatable business**
Increasing our revenue through relationships, expertise and high-quality products.

II  **Drive efficient operations**
Continuing our strategy towards cost efficient operations and a long-term resilient business.

III  **Invest for the future**
Complete planned investments and drive innovation using our deep market understanding to develop future solutions.

⊕ Find out more about how we measure progress against our strategic aims in KPIs on pages 48 to 51.

Grow repeatable business



What this strategic pillar covers

Continue our high win rate to supply secure innovative banknotes of the highest quality to our customers

Continue to operate in accordance with the highest ethical standards

Continue to build trusted relationships with state printworks (and central banks in countries with state printworks) to grow sales of:

- polymer,
- security features, and
- overspill services

Progress in FY25

Currency revenue for the year of £217.5m (FY24: £207.1m)

Currency order book grew to £342.4m (FY24: £239.2m) over the year

Sustained long-term position as leading designer of commercially produced banknotes

Grew the SAFEGUARD® polymer external order book by 183% over the year, including new banknotes printed by state printworks

Drive efficient operations



What this strategic pillar covers

Stabilise the funding position of the Group

Balance Currency operations to anticipated demand – continue to print banknotes profitably

Resolve remaining legacy issues affecting shareholder value

Deliver further areas of operational efficiency improvement, with strong focus on cash generation

Deliver seamlessly for our customers

Progress in FY25

Agreed sale of Authentication for £300m, sufficient to clear outstanding debt and reduce remaining pension fund deficit substantially

Amended shift pattern at manufacturing facilities to vary with level of order intake

Currency achieved 5.0% growth in revenue and 89% growth in adjusted operating profit compared with prior year

Produced a range of market-leading notes, including award-winning notes for Bermuda, Peru, the Eastern Caribbean Central Bank, Thailand and Tonga

Invest for the future



What this strategic pillar covers

Commercialise the next generation of effects, security features and product formats using our expertise in design optical science and process engineering.

Evolve SAFEGUARD® to enable the next generation of security features and maintain 'best for printers' focus

Continue to decarbonise our operations and value chain, as we work towards net zero by 2050

Progress in FY25

Progressed investments in Malta supersite, with improved capability and capacity from H2 FY26

Production volume of SAFEGUARD® more than doubled compared with prior year

16% decrease in energy use per tonne good output

A trusted currency partner



The investments that we have made, implementing our Turnaround Plan which we first set out five years ago in 2020, are now providing returns.

We have more than doubled our capacity to produce SAFEGUARD® polymer substrate in Westhoughton and invested in machinery to expand our range of security features. We are now completing a state-of-the-art banknote printing facility in Malta to complete our transformation. This will allow us to deliver efficiently and effectively for our customers as our revenue grows.

Investing to deliver our strategy

⊕ For more information
see page 14

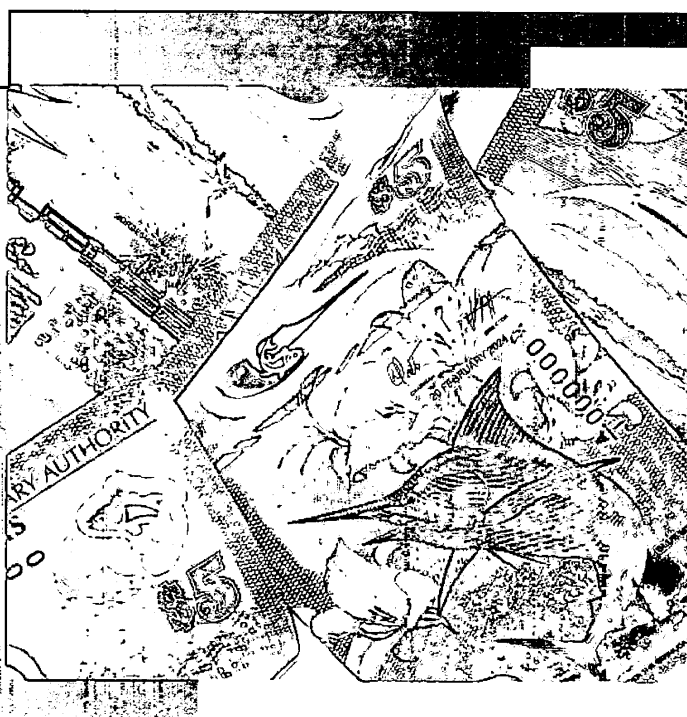
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Designing for the world

The Bermuda Monetary Authority's new \$5 polymer banknote won the International Bank Note Society's "Bank Note of the Year Award" for 2024. This is a prestigious award that is voted for IBNS members and reflects the most favoured design of the year.

Designed and printed by De La Rue on SAFEGUARD® polymer substrate, this banknote incorporates the latest innovations in banknote security features such as an ARGENTUM™ tuna fish and Enhanced GEMINI™ patterns that appear under ultraviolet light.

The note has a half window depicting a cloudy sky and an underwater scene viewable from both sides. Surrounding the window, security features such as ILLUMINATE™ and ROTATE™ are integrated into the tridescent ink design of waves, multiple fish, and a sun, which appear when the notes are tilted.



For more information visit
delarue.com/currency

Stakeholder engagement and Section 172 statement

We recognise the importance of engagement with all our stakeholders

Our Directors are focused on delivering the Company's strategy and understand the importance of communication and engagement with all stakeholders in achieving that objective.

This section provides insight into the discussions held by the Board and the ways in which the Board engaged, both directly and indirectly, with key stakeholders, and how this engagement informed the Board's decision making during FY25. In its discussions and decision making during the year to 29 March 2025, the Board acted in the way that it considered, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

Further, during the year, we have undergone a double ESG materiality assessment and have engaged with a range of stakeholders, including employees, customers and investors, through a combination of in-depth interviews and questionnaires, to enable us to hear directly from our stakeholders on what is most important to them in relation to De La Rue's Environmental, Social and Governance impacts, risks and opportunities. More information on this can be found on pages 25 and 26.

Methods used by the Board

The Executive Directors and other members of the Executive Leadership Team, supported by senior management, undertake the key engagement with stakeholders. All of our internal and external relationships are built on trust and communication. As such, we maintain clear accountabilities for relationship management across the business, to ensure that we protect and develop our reputation with all our stakeholders.

During FY25 the Board was kept up to date with shareholder and other stakeholder views through reports from Executive Directors, members of the Executive Leadership Team, brokers and advisers, and directly from meeting shareholders and employees. All of our Board members are encouraged to spend time in the business and to meet with our workforce.

How our Board are making decisions on relevant matters

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Stakeholder engagement and Section 172 statement continued

Whilst the Directors' primary focus is to deliver a return to shareholders that is sustainable over the long term, the Directors are aware of their wider obligations to all stakeholders.

Our strategic objectives

-  Grow repeatable business
-  Drive efficient operations
-  Invest for the future

Investors

Link to strategy



Why we engage

Our shareholders are the owners of the Company – and as such the views of our investors are an important part of Board decision making. Engaging with shareholders is a continual process throughout the year, and the Board is aware that understanding investors' priorities and maintaining a clear and open dialogue is important.

Company engagement

We have an Investor Relations team, and during FY25 had an active investor relations programme meaning that investor views were regularly summarised and presented to the Board. In addition, movements in our share register were reported to the Board when applicable.

We engaged proactively with shareholders and institutional fund managers and discussed a range of strategic, financial and operational matters, with particular focus on the repayment of debt. Throughout the year our Chairman and Chief Executive Officer regularly met our major shareholders directly to discuss their views on the divestment of the Authentication division, the preliminary possible conditional cash offer, and the Formal Sale Process, which resulted in the recommended acquisition of the Group by ACR Bidco Limited. The views of our investors were reported directly to the Board as a whole.

For our other shareholders with smaller holdings, our full and half yearly results presentations were webcast and available for all. In addition, shareholders were entitled to attend the AGM and we provided a Q&A facility on our website in advance of general meetings. At our September 2024 AGM, all resolutions passed in excess of 96%. Shareholders were invited to the Court Meeting and General Meeting on 3 June 2025 to speak and vote on the recommended acquisition of the Group by ACR Bidco Limited.

[➔ Read more on page 20](#)

Lenders and Pension Trustee

Link to strategy



Why we engage

Our lenders have been a key stakeholder for the Group in relation to the revolving facility agreement that was extended to 1 July 2025 in December 2023. These facilities were repaid in full on 1 May 2025.

Our relationship with the Pension Trustee is key for the protection of current and former members of the Pension Scheme.

Company engagement

Throughout the year, we engaged directly with, and sought approval from, the Lenders and Pension Trustee, in relation to both the sale of our Authentication Division which allowed us to repay the Group's existing revolving credit facility and the acquisition of the Group by ACR Bidco Limited.

The proceeds of sale of Authentication enabled us to reduce significantly the deficit on the Group's legacy defined benefit pension scheme by paying £32.5m as an accelerated contribution as well as £2.5m in additional pension deficit repair contributions agreed at the time of the June 2023 refinancing. All these payments have been applied to further reduce the deficit.

Subsequent to the year end, on the acquisition of the Group by ACR Bidco Limited, a Memorandum of Understanding with the Pension Trustee was entered into offering protection to members of the DLR Pension Scheme.

[➔ Read more on pages 56 to 57](#)

Stakeholder engagement and Section 172 statement continued

Employees**Link to strategy****Why we engage**

We rely on our highly skilled global workforce to deliver our business results, and the Board understands that having regular engagement with the workforce can help to drive people to perform. The Board is keen to understand the views of employees, and always has due regard to their interest, in particular so to be able to motivate and retain key talent. During FY25, our employees had to face a period of uncertainty and change within the Group, and therefore the Board was focused on understanding the impact of this on staff to recognise what has worked well, and where there were areas for improvement.

Company engagement

We invited UK Viabiles site representatives to meet the Board to have a two-way dialogue on the impact of the Authentication divestment and the commencement of the Formal Sale Process. In addition both Clive Vacher and Ruth Euling undertook site visits to engage with local employees directly.

In FY24, to enhance recognition of our workforce, we launched our Golden Ticket scheme which enabled senior leaders to give on the spot awards for exceptional effort or contribution. Further, our sites hold recognition celebration events whereby employees or managers can nominate another employee based on their demonstration of our Values in their work, as well as recognising long service, recent qualifications and other achievements.

➤ Read more on page 33

Customers, third party sales consultants (TPPs) and other suppliers**Link to strategy****Why we engage**

We are proud of the strong relationships we have built with our customers over many years. We understand that our relationships with our suppliers and Third Party Partners (TPPs) are fundamental to our ability to operate our business effectively and deliver our strategy.

Our relationships with our customers and suppliers are based on mutual understanding, respect and trust. While much of this engagement is led by executive management, the Board kept the status of our supply chain under review during the year as well as approving both supply and customer contracts of significant value.

Company engagement

In addition, we work closely with our suppliers and customers to ensure that our supply chain process is compliant with local and international legislation. We have continued to develop our third party screening systems and processes this year; we continually review an ongoing stream of high-quality data to ensure that we have a deep understanding of the suppliers, TPPs and customers that we trade with. We are fully committed to meeting the Environment, Health and Safety (EHS) requirements of our customer base and we actively work with them on their requests for data and technical support.

➤ Read more on pages 29 and 37

Other stakeholders: Trade bodies, regulators, partners in sustainability**Link to strategy****Why we engage**

The Board has regard to the interests of a range of other stakeholders, including industry bodies, regulators and our partners in sustainability.

We are heavily involved in leading the industry through our involvement with trade bodies, in order to drive best practice.

Company engagement

We are one of the founder members of the Bank Note Ethics Initiative, and Ruth Euling, Executive Director, is the Vice Chair on the International Currency Association. The ICA works to promote the currency industry through industry conferences, consumer marketing and a focus on sustainability.

We are a member of the Expert Working Committee for Intergraf, therefore working with other security specialists from the industry, consulting with Intergraf on improvements to additional security and inclusion of technology.

The Directors continue to pursue longer-term sustainability goals, including carbon targets for 2050, in each case supported by action plans. In recognition of these efforts, in FY25 the Group was awarded B for Climate Change by CDP, giving De La Rue leadership status in this area.

Stakeholder engagement and Section 172 statement continued

How we factor our stakeholders into our decision making

During FY25 a key matter for consideration by the Board was the entering into of a definitive agreement for the sale of the Group's Authentication Division to Crane NXT, Co. ("Crane NXT") for a cash consideration representing an enterprise value of £300m (the "Transaction") as announced in October 2024.

Another key matter for the Board's consideration was the decision to commence a Formal Sale Process of the Company, as announced in February 2025, and the ultimate recommendation to shareholders of the Group's acquisition by Atlas for 130 pence per share (the "Recommended Acquisition").

The Board considered that, following the period of unprecedented change for the Group, including the three-year turnaround plan launched in 2020, various legacy headwinds, and the substantial deficit on the Group's Pension Scheme, conflicting stakeholder objectives had arisen. Following Clive Whiley's appointment in May 2023, the Board had instigated a detailed review of the core strategic strengths of the Group which had determined how best to optimise the underlying intrinsic value of the Group's business. This review enabled the Board to engage constructively with a number of parties that had expressed an interest in each of the Group's divisions and the Group as a whole.

Following this review, the Board held additional meetings where it discussed and:

- Considered the Transaction value of £300m by Crane NXT that would unlock the intrinsic value of the Authentication Division.
- Considered the impact of the Transaction on our stakeholders including:
 - **Lenders:** The Group's revolving credit facility with our lenders would be repaid in full and cancelled.
 - **Pension Trustee:** The outstanding deficit on the Pension Scheme would be substantially reduced by payment of a £30m pension deficit repair contribution. Further, in relation to the Pension Trustee, the resulting net cash position of the Group, together with the reduced deficit on the Pension Scheme, would materially de-risk the Group and assist in delivering a long-term solution for the Pension Scheme.
 - **Employees:** The Board considered that Crane NXT was a strong buyer for the Authentication Division, following its acquisition of OpSec, and recognised that Crane NXT provided an excellent fit for the Authentication Division's people. Following the announcement of the Transaction, employee communications including newflashes and an update call from the Chief Executive Officer were undertaken to ensure employees were kept apprised of the situation. Further, during the separation process, employee consultation was paramount with presentations to teams explaining the impact to them. For more information on employee engagement, please go to page 29.
- **Investors:** Following the Transaction, the Group comprises a profitable Currency Division, being a market leader in its field, with net cash on the balance sheet. Clive Whiley engaged directly with our major shareholders during the year to discuss the Transaction to ensure their support.
- Debated the preliminary possible conditional cash offer of £1.25 per share received from PSFC Entities as first announced in December 2024. Further, as announced in February 2025, this possible offer proposed a transaction structure including the issuance of a debt instrument to the PSFC Entities and a share buyback at £1.25 per share.
- Determined that, following interest from a number of parties, in February 2025, a Formal Sale Process of the Group should be commenced.
- Considered the business and stakeholder impact and the decision on the agreement with Atlas to acquire the issued share capital of the Group for 130 pence per share:
- **Employees:** The Board considered that the recommended acquisition, leaving the Group under private ownership puts it in a better position for further investment, as well as providing a scaled, better capitalised and actively growing business, therefore providing more opportunities and stability for our workforce. Following the announcement of the recommended acquisition, employee communication was key including newflashes and an update call from the Chief Executive Officer.

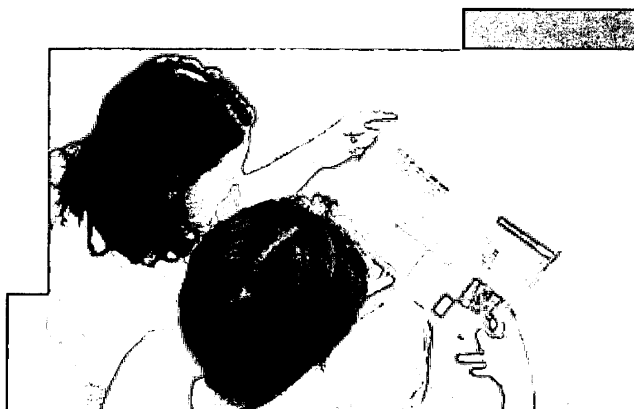
Further, we ensured guidance and support was available to those employees who were participants in a share scheme so that they understood what actions were required of them.

- **Investors:** The acquisition price offered to investors of £1.30 per share would return approximately £263m to investors, and a 38% increase of the share price on 14 October (being the day before the Group announced the sale of the Authentication division).
- **Pension Trustee:** The Board considered that Atlas would be a strong sponsor for the Pension Fund, being experienced in investing in companies with significant stakeholder relationships, like the Pension Trustee. Atlas entered into a Memorandum of Understanding with the Pension Trustee, therefore providing protection to the members of this Pension Scheme, whilst giving the Group the ability to operate its business outside of the current capital constraints, and operating alongside the support of a well-capitalised owner.

Following the Court Meeting and General Meeting on 3 June 2025, the recommended acquisition was approved by shareholders, and received sanction by the Court on 30 June 2025. The Company was delisted from the London Stock Exchange on 3 July 2025.

Responsible business report

Acting with integrity in all that we do



As a responsible business it is important that we uphold the highest ethical, social and environmental standards in the way we conduct our business, acting with integrity in all that we do.

This report outlines some of the ways we are fulfilling these commitments.

Further information demonstrating how Environmental, Social and Governance (ESG) considerations are embedded in our performance and strategy to support the long-term interests of the business and its stakeholders can be found throughout the Annual Report and on our website www.delarue.com.

We support:



We continue to be transparent about our environmental initiatives through our CDP (formerly known as the Carbon Disclosure Project) disclosure. We have disclosed publicly to the CDP on Climate Change since 2011 and Water Security since 2022. In FY25 we also disclosed publicly on Forests, marking the first year we have disclosed on all three topics in line with our commitment to transparency.



De La Rue has been awarded a Silver EcoVadis Medal for the third year running, placing us among the top 15% of companies assessed by EcoVadis. Our EcoVadis score has improved again this year, recognising our strong sustainability management system across the four pillars of Environment, Labour & Human Rights, Ethics and Sustainable Procurement.



De La Rue has been a participant in the UN Global Compact (UNGC), the world's largest corporate sustainability initiative, since 2016 and we remain aligned with the universal principles on human rights, labour, environment and anti-corruption that are championed by the UNGC.

Responsible business report continued

Acting with integrity

We have fully updated and refreshed our Responsible Business framework this year, by carrying out a double materiality assessment, taking the opportunity to consult with and listen to our stakeholders and to seek to understand what matters most to the people and organisations that we engage with, and where to focus our energies as we work to improve the world around us. The refreshed and refocused framework that is laid out in this responsible business report will form the foundation of our ESG strategy going forwards. We remain committed to the UN Global Compact, which we have been a participant in since 2016, and believe that through our work to act with integrity in all that we do, we make a significant contribution to many of the UN Sustainable Development Goals (SDGs).



“We have a long-held belief that as a business we have a responsibility to operate in a way that improves the world around us: for our customers, our employees and the wider communities in which we work.”

Clive Vacher, Chief Executive Officer

Highlights**ISO37001**

In 2025 we were recertified with no non-conformances

- We have maintained our Banknote Ethics Initiative (BnEI) accreditation, and are working in active participation with BnEI to develop this important ethical collective action initiative for the banknote industry.
- We have been recertified for our ISO37001 (anti-bribery management system), with no non-conformances for the second year in a row.
- During a period of significant change we have maintained our employee communications through multiple forums and channels. We are grateful to our employees for sharing honest and open feedback with us.
- We have achieved another improvement in our EcoVadis score, achieving a Silver EcoVadis Medal for the third year running, placing us in the top 15% of companies assessed by EcoVadis.
- We have submitted our first CDP disclosure across all three scored topics.

**Looking forward**

- We will continue to uphold our Code of Business Principles, which sets out the core principles defining the way we behave and work daily.
- We will continue to develop our governance framework and to train and communicate with our employees across our key ethics and compliance topics.
- We will continue our focus on diversity, equity and inclusion by ensuring everyone understands the importance of fairness and respect in the workplace through a clearly communicated policy and training programme.
- We will continue to seek to employee feedback through regular engagement surveys.
- We are committed to supporting the circular economy through working with our stakeholders to implement polymer recycling solutions for all our customers.
- We will continue to decarbonise our operations and value chain and are committed to publishing our transition plan to achieve net zero by 2050 within the next two years.

Responsible business report continued

Acting with integrity

Through good governance



We operate with a robust governance and compliance structure, underpinned by our Code of Business Principles, and comprising internal policies, processes and oversight and compliance assurance standards.

Material Issues

- Business ethics and integrity
- Preventing counterfeiting through product quality
- Cybersecurity and data privacy

FY25 Highlights

- Maintained our BnEI accreditation and worked closely with BnEI to further develop this important ethical collective action initiative for our industry.
- Recertified for our ISO37001 (anti-bribery management system) accreditation, with no non-conformances for the second year in a row.
- Certified for ISO27001 (information security management systems) to the 2022 standard, introducing a wide range of additional information security controls.

For our people



We are committed to creating a culture of respect and inclusivity for every individual who works within our business, prioritising their health, safety, wellbeing and fair treatment.

Material Issues

- Employee wellbeing and inclusion
- Sustainable supply chain management

FY25 Highlights

- Reviewed best practice around Modern Slavery including development of KPIs.
- Celebrated and raised awareness of global cultural events and activities through an ongoing targeted communication campaign.
- Managed a large and complex employee engagement programme related to the sale of the Authentication business, actively supporting our employees through a time of significant change.

For the environment



We seek to continuously improve our management of environmental sustainability, focusing on assessing the potential risks and opportunities for the business and reducing the impact of our operations and products on the environment.

Material Issues

- Supporting the circular economy
- Climate adaptation and resilience
- Sustainable supply chain management

FY25 Highlights

- Reduced our overall carbon emissions by 24% compared to last year.
- Identified additional recycling routes for our Westoughton polymer substrate waste. See page 39 for further details.
- Updated our Banknote Lifecycle Assessment (LCA) model. See page 38 for further details.
- Built upon our environmental metrics. See page 46 for further details.

Responsible business report continued

Supporting the UN SDGs through our work

We have been a participant in the UN Global Compact (UNGC), the world's largest corporate sustainability initiative, since 2016 and we remain aligned with the universal principles on human rights, labour, environment and anti-corruption that are championed by the UNGC.

United Nations Sustainable Development Goals

We believe that by adopting internal policies and processes which have a positive impact on our stakeholders, we make a significant contribution to the following 17 UN SDGs:

Contributing to the UN SDGs

Through good governance



Our highly secure products underpin the integrity of economies and trade. Our Currency products and services promote financial inclusion, enabling all citizens, including those with little or no access to the banking system, to participate in the global economy.



Our products are designed to deter counterfeiters and protect the integrity of currencies around the world, enabling and supporting strong Central Banks, which underpin peace and justice.



By delivering on our purpose and working closely with governments, central banks and commercial organisations, we provide products which improve economies, particularly amongst developing countries.

For people



We are proud of our diversity, equity and inclusion programme and have a gender target for our management population which is a KPI. We report and publish information in line with our obligations under the UK Equality Act (Gender Pay Gap Information) Regulations.



We work with governments to secure trust and build strong economies by providing solutions which underpin the integrity of economies and trade. We protect labour rights and promote safe and secure working environments for our workers and expect our suppliers to do the same.



According to the World Bank, as recently as 2021, 14 billion adults did not have a bank account, representing 24% of adults globally, with gender, income, age, education and workforce gaps in every region of the world in terms of access to banking services. Our Currency products enable all members of society, including those without access to banking services or cashless payment methods, to have access to finance.

For the environment



We are committed to leading our industry in sustainability, working on the sustainability credentials of our products through their lifecycle and investing in recycling and waste management initiatives and carbon footprint models. We disclose annually to the CDP, have approved SBTi targets, and support the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).



We recognise the need for concrete climate action and have driven various initiatives to reduce our impact. We report on Scope 1, Scope 2 and all relevant Scope 3 emissions annually and have set targets to reduce our absolute emissions.

✚ See pages 27 to 30 for further information about our good governance.

✚ See pages 31 to 37 for further information about our people impact.

✚ See pages 38 to 47 for further information about our environmental impact.

Our additional UN SDG contributions



Responsible business report continued

Using materiality to strengthen our commitment

This year, we have conducted a double materiality assessment, to define and rank our material issues in terms of people and planet, assessing both impact materiality (our impact on the environment and people) and financial materiality (the outside world's impact on our value creation).

Key learnings from 2024

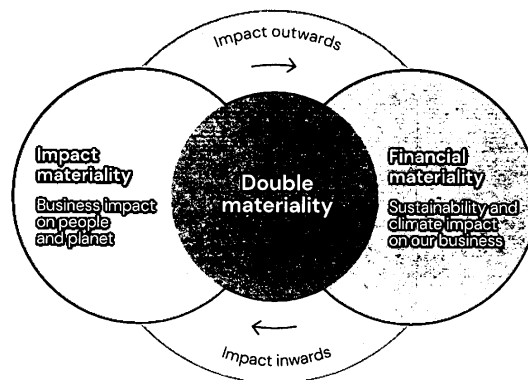
We chose to conduct the materiality assessment because we recognise that our sustainability strategy and goals must align to the needs of our key stakeholders, must focus our efforts and resources on the issues that have the highest significance for our environment and the people that we impact, and that represent the greatest risks and opportunities to our business, both now and in the future.

The assessment has both provided reassurance that we are focusing in the right places, and also helped us to understand where we need to continue to grow and develop. We were especially encouraged to see very clear alignment between the different stakeholder groups in the assessment of which issues matter most, and that we are already taking the right steps to address these key areas.

The process we followed

1. Topic identification through peer review and a review of industry and ESG reporting standards.
2. Stakeholder engagement through independent interviews with key stakeholders including members of our executive leadership team, customers and suppliers.
3. Significance scoring through conducting surveys to determine stakeholder scoring of the initial priorities identified and then to prioritise issues and stress test them against their, scope, scale, likelihood, remediability and magnitude. This stage engaged a wide range of employees, customers, suppliers and investors.
4. Matrix development, mapping the issues on a matrix based on their impact on the business and external environment.

The double materiality assessment process



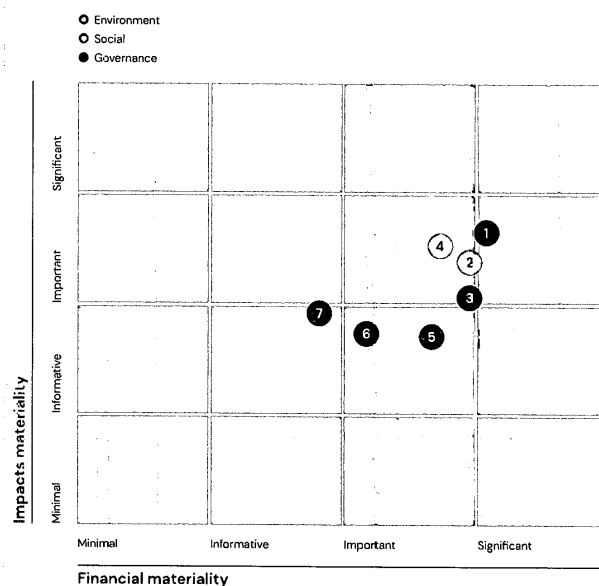
Responsible business report continued

Materiality matrix

Following the completion of our double materiality assessment the following material issues have been mapped onto the materiality matrix, showing their ranking according to their impact on the business or environment.

- 1. Business ethics and integrity;** upholding ethical standards, transparency and integrity in all business operations to foster trust and compliance while fighting corruption and bribery across the industry.
- 2. Preventing counterfeiting through product quality;** safeguarding consumer trust by implementing rigorous measures to prevent counterfeit products and ensure product quality, safety and authenticity.
- 3. Cybersecurity and data privacy;** protecting digital infrastructure and data from cyber threats to maintain security and privacy.
- 4. Employee wellbeing and inclusion;** creating a safe, inclusive workplace that fosters employee wellbeing through equal opportunities, professional development, and supports a culture that attracts and retains diverse talent.

- 5. Sustainable supply chain management;** responsible sourcing of materials and rigorous screening of partners in the supply chain to ensure standards are met to mitigate ESG or human rights breaches.
- 6. Supporting the circular economy;** implementing waste reduction, recycling and circular practices to reduce environmental impact of our products, from design to disposal to support a circular economy.
- 7. Climate adaptation and resilience;** preparing business operations across the value chain to withstand climate-related impacts, such as the transition to net zero while improving energy efficiency to reduce reliance on fossil fuels and reduce overall GHG emissions from direct and indirect business operations.



The chart above shows the results of our double materiality assessment, considering both impact and financial materiality.

Each material issue has been plotted in terms De La Rue's impact on:

• the environment and the people (y-axis)

• how people and environment impact De La Rue's economic value creation and financial risk (x-axis)

➤ Read more on page 25

Responsible business report continued

Acting with integrity through good governance

It is vital that we conduct our business with integrity, honesty and transparency. The risks of unethical conduct are recognised and managed through a robust governance and compliance structure, underpinned by our Code of Business Principles, and comprise internal policies, processes and oversight and compliance assurance standards.



The Board encourages a culture of strong governance across the business and has oversight of all our ESG initiatives through regular reporting to our Board and its Committees. During FY25 Clive Vacher was the nominated Director with overall responsibility for our sustainability strategy, and the Executive Leadership Team (ELT) played a key role, with responsibility for strategy implementation, setting targets, ensuring ongoing monitoring of performance and that ESG issues are an integral part of day-to-day business decision making. Our ethical credentials were monitored by the Ethics Committee during the year, via formal internal and external audits, and by senior management review forums.

Securing trust:

Code of Business Principles

Our Code of Business Principles is available in English, Maltese and Sinhala to ensure accessibility for all colleagues.

It is divided into three sections:

Our People, Our Business Standards and Our Information. Further details about the subject areas covered in each section are shown in the Ethical Framework graphic on page 28. The Code includes an ethical decision guide, scenarios based on each subject covered, and details on how to raise ethical concerns.

Every employee has to confirm that they understand and will adhere to the Code and will speak up if they become aware of any breaches.

Anyone who raises a concern in good faith will be fully supported by the Company. If an employee is found to have acted in breach of the Code, the Group takes appropriate action to address that breach, including disciplinary action and ultimately terminating employment in the most serious cases. Contractors and all those acting on our behalf are also expected to adhere to these standards.

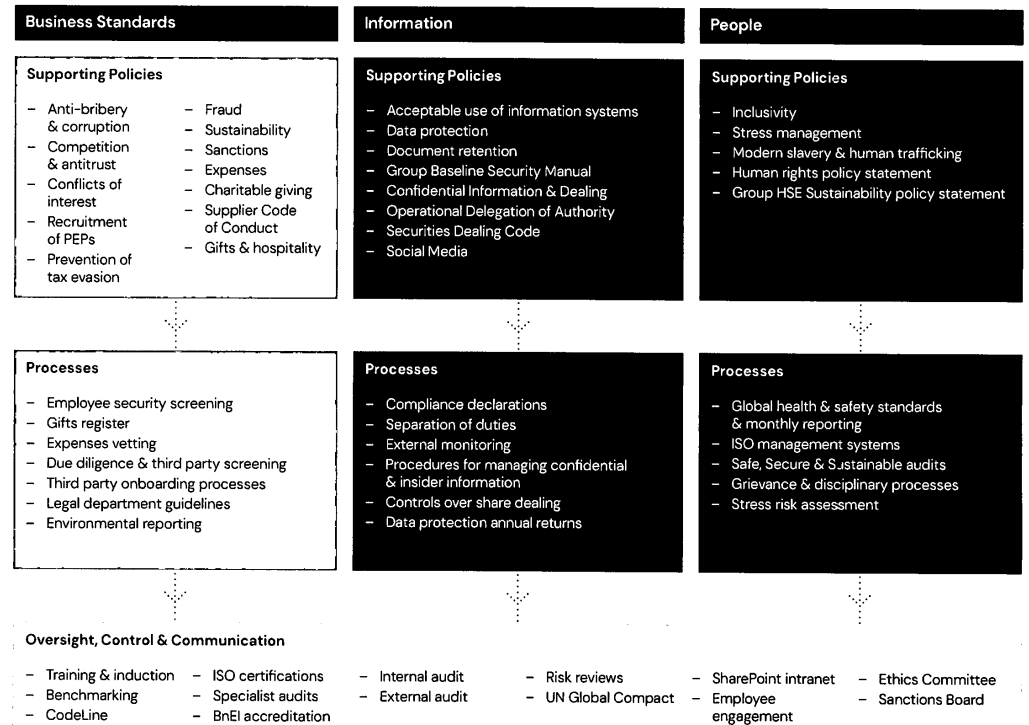
Responsible business report continued

Governance framework

Our comprehensive ethical framework is deeply embedded within our day-to-day operations and our strategic decision making processes, guaranteeing that we operate to the highest ethical standards. During FY25 this included:

- Robust third party screening and continuous monitoring against relevant Sanctions, Watchlists, and Adverse Media
- Senior Management forums met regularly to review the effectiveness of our ongoing controls, including:
 - Sanctions Board
 - Anti Bribery Management System (ABMS) management reviews
 - Ethics Committee reviews
 - Prevention of Facilitation of Tax Evasion reviews
 - Prevention of Fraud reviews
 - Enterprise Risk Management reviews
- Highest available BnEI accreditation regarding ethical business practice
- ISO37001 Anti Bribery Management Systems accreditation

Code of Business Principles



Responsible business report continued

Ethics champions

The Group's network of Ethics Champions ensures that each site has local support and representation for Code of Business Principles matters and continues to play an integral part in ensuring that strong ethical values are embedded across the business. All new Ethics Champions receive one-to-one training. Ethics Champions are the local points of contact for employees to discuss ethical matters in confidence. They also ensure that our Code of Business Principles and CodeLine service remain high profile in all our locations. We seek the views of our Ethics Champions when considering any changes to the Code and, where possible, they are involved with employee inductions to ensure new starters know who they can approach with questions around ethical practices.

Anti-bribery and corruption

We have a zero-tolerance policy on bribery and corruption and have a robust framework of policies and processes to prevent our employees, contractors, third party partners, consultants and other representatives from engaging in bribery or other corrupt practices. All employees are made aware of our stance through their acknowledgement of our Code of Business Principles and those in roles which may have a higher potential exposure to bribery and corruption risk are required to complete detailed mandatory online training every two years.

We have continued to operate an anti-bribery management system review board, a forum which is attended by senior managers from enabling functions and the divisions. The role of the forum is to monitor the continuing suitability, adequacy and effectiveness of the management system in light of our changing internal and external environment as it relates to bribery and corruption risk. The activities of this forum are reported to the Ethics Committee. Our most recent external ISO37001 (Anti-Bribery & Corruption) audit conducted in January 2025 found that the anti-bribery management system was working well and our accreditation was reconfirmed with no non-conformances.

We have a clear approval process for gifts, entertainment and hospitality offered by or given to our employees. All employees are required to comply with the gifts and hospitality policy which has recently been reviewed and updated. The policy requires all gifts, entertainment and hospitality above a nominal value which are given or received to be recorded on a central gift register. This register is regularly reviewed by executive management. Colleagues who have regular contact with customers and suppliers are asked to acknowledge annually their understanding of and adherence to our gifts and hospitality policy.

Third party partner sales consultants (TPPs) and suppliers

We recognise that, as well as our employees, TPPs who represent us or act on our behalf around the world could be exposed to ethical risks. There is a continuing requirement for TPPs to undergo our mandatory anti-bribery and corruption training programme and to conduct business in compliance with our expected ethical standards. Due diligence is undertaken on all our TPPs before they are engaged and this process is refreshed on a regular basis. TPPs are given regular training to ensure they remain alert to potential risks, and we encourage them to raise any ethical concerns to us either directly or via our CodeLine whistleblowing service. We have robust risk management measures and controls in place including controls in relation to remuneration, structured levels of approval required to onboard or renew agreements based on their size and risk, and fees which are based on time and effort and milestone deliverables to ensure accountability and transparency. Activities are monitored through regular reporting and we ensure that the remuneration structure does not incentivise unethical behaviour.

Our Supplier Code of Conduct clearly sets out the ethical standards to which we expect our suppliers to adhere, including in relation to bribery and corruption and human rights. We have continued to communicate the updated Code to all of our suppliers to ensure that they have a clear understanding of the ethical standards that we require them to uphold. Our ethics and procurement teams have continued to work in close partnership this year to ensure that we have a clear

understanding of any ethical risks or issues within our supply chain and that any risks or issues, once flagged, are escalated and resolved to our satisfaction.

Training

Regular, relevant and focused training is important to support high standards of business behaviours. During the period we continued our mandatory training programme, allocating anti-bribery and corruption, competition law, modern slavery, sanctions, and gifts and hospitality training to new joiners in relevant roles. Please see page 35 for further information on our training programme. During FY25 the Ethics Committee has reviewed compliance of training completion information.

Fraud

We are committed to ensuring that all of our employees and partners act honestly and with integrity at all times, and we will never tolerate fraud. All of our employees are made aware of our stance through their acknowledgement of our Code of Business Principles and we have a robust framework of policies and processes in place to prevent our employees, contractors, third party partners, consultants and other representatives from engaging in fraud. We are currently updating these policies and procedures and plan to roll out further training to employees and to implement a fraud prevention management system review board to monitor the continuing suitability, adequacy and effectiveness of the management system in light of our changing internal and external environment as it relates to fraud risk.

Responsible business report continued

Tax transparency

It is important that the Group pays the right amount of tax at the right time, complying with all relevant tax laws and regulations in the jurisdictions in which we do business while both respecting existing arrangements or seeking to reach agreements with tax authorities. De La Rue's tax strategy is reviewed annually by the Board and published on our website.

Cyber security and data privacy

We take the protection and security of our internal and customer information very seriously, and have a mature information security management system which we work to continually improve. During the year we were certified for ISO27001 (information security management systems) to the newer 2022 standard, introducing a wide range of additional controls. Our information security policies and standards are managed independently of the departments that handle the information, ensuring there is no conflict of interest and clear segregation of duties. Controls are introduced in collaboration with internal and external stakeholders, designing security into our processes. We also recognise the importance of security throughout the supply chain, including the information security at third party suppliers within our supply chain. Further information can be found in the Risk and Risk Management report on page 58.

Preventing counterfeiting through product quality

Our products are designed to safeguard customer and consumer trust through having the highest possible quality. We have a rigorous product development process underpinned by regular portfolio reviews and project stage gate reviews. These cover both new product developments and product or process improvements. All include performance testing and adversarial analysis carried out both in-house and independently along with thorough productionisation testing. The purpose is to ensure that all banknote and banknote component developments are fit for purpose and meet all necessary standards to ensure product quality and security. All product launches, including those due in the coming year, go through this process.

Accreditations and certifications

De La Rue is an accredited and founding member of the Banknote Ethics Initiative (BnEI), which was established to promote ethical business practice in the banknote industry. The initiative sets out a robust framework for promoting high ethical standards with a focus on the prevention of corruption and on compliance with anti-trust law. Members are required to commit to the Code of Ethical Business Practice developed in partnership with the Institute of Business Ethics. Compliance with the code is subject to an external independent audit every three years which rigorously tests anti-bribery and anti-trust processes, procedures and controls against an audit framework. De La Rue is accredited at Level 1, the highest level.

We have worked closely with the BnEI this year to support the development of the standard and to explore opportunities for the organisation to engage effectively across the Currency industry.

In addition to BnEI accreditation, De La Rue maintains ISO management system standards for anti-bribery (ISO 37001), occupational health and safety (ISO 45001), environmental management systems (ISO 14001), information security (ISO 27001), security printing (ISO 14298), quality management (ISO 9001) and business continuity management systems (ISO 22301). Our ISO standards are all certified by a UKAS, INTERGRAF or international equivalent certified auditing body. Further information on the auditing and scope of each standard can be found on our website.

Non-financial and sustainability information statement

This section (pages 21 to 47) provides information as required by regulation in relation to:

	Page
Environmental matters including TCFD	38
Our employees	31
Social matters	37
Human rights	31
Anti-bribery & corruption	29

Other related information can be found as follows:

Our business model	12
Key performance indicators	48
Non-financial key performance indicators	51
Risk & risk management	58
Directors' report	80

Responsible business report continued

Acting with integrity for our people

We are committed to creating a culture of respect and inclusivity for every individual who works within our business, prioritising their health, safety, wellbeing and fair treatment. Meaningful engagement with our employees, customers, suppliers and investors – as well as the communities in which we operate – enables us to react and respond to their needs and feedback, working together to achieve positive outcomes.



Human rights

De La Rue fully supports the principles set out in the UN Declaration of Human Rights and we have effective management systems in place to protect human rights. De La Rue has been a participant in the UN Global Compact (UNGC) since 2016 and is committed to its principles which include human rights and labour issues.

De La Rue's Human Rights Policy Statement, which is published on our website, confirms our commitment to diversity, equity and inclusion and freedom from discrimination, fair pay and working conditions, freedom of association and collective bargaining, the elimination of forced, compulsory and child labour, health, safety and wellbeing, our expectations of our suppliers and ways to raise concerns.

Our Code of Business Principles covers human rights issues including fairness and respect, modern slavery, employment principles, health, safety and wellbeing, anti-bribery and corruption and the protection of personal information, underpinned by our Company Values. The Code also highlights that we seek to provide an environment where employees can raise any concerns via a variety of mechanisms, including a whistleblowing hotline, known as CodeLine, which is managed by an external third party, and a network of Ethics Champions across the Group so issues can be raised in confidence.

Our Supplier Code of Conduct also defines the human rights standards that we require our suppliers to uphold within our supply chain. See page 29 for further information.

The business has remedial processes in place should there be any human rights infringements. These include claims procedures, trade union engagement procedures, and rights to immediately exit supplier relationships if human rights infringements are found within our supply chain.

Further information outlining our approach to specific human rights matters is detailed below.

Modern slavery

De La Rue directly employed around 1,600 people during FY25 and provides livelihoods to thousands more indirectly. We are committed to preventing slavery and human trafficking in our operations and in our supply chain. Our Modern Slavery policy statement, available on our website, details the preventative steps we take and how we comply with the UK Modern Slavery Act 2015. Modern slavery training is mandated for relevant employees. Suppliers are obliged to abide by the United Nations Convention on the Rights of the Child and International Labour Conventions 138 and 182. Our supplier onboarding process considers modern slavery risk.

Responsible business report continued

Diversity, equity and inclusion

Our principle of Be Heard. Be Valued. Be You. provides the framework of our diversity, equity and inclusion (DEI) activities across the Group. Our Values and People Managers' Charter outline our expectations of all employees and managers and these behaviours are reinforced through our performance management and recognition processes. We promote diversity in all respects through initiatives including training, awareness and continued robust recruitment, succession and development practices. For example, we use a calibration process to ensure that talent and performance are carried out and reviewed fairly and transparently. In addition, all recruitment is managed through a central recruitment system and interview panels must always be made up of at least two people to remove discrimination from the recruitment process. We are confident that the measures we have in place will help us to continue to make De La Rue a place where differences are embraced and allow us to explore additional ways of improving our working practices.

We regularly review our policies to ensure they are written in an accessible way and we maintain global Inclusivity and Fairness and Respect policies. Our family-friendly policies will continue to be reviewed and updated and we have taken steps to ensure that we offer health and wellbeing services that support us in promoting diversity in all its forms. External benchmarking such as that done by EcoVadis helps us identify our strengths and areas for improvement.

While legislation in many countries prevents us from asking candidates for diversity data, the UK data that we collect tells us we attract a broad range of people across different diversity types including age, ethnicity and beliefs and we continue to look for opportunities to improve our recruitment and retention practices. UK employees are invited to provide us with their diversity data and pronouns on a voluntary basis.

We receive positive feedback about our internal communications activities focused on wellbeing and inclusivity. We recognise the benefits to employee wellbeing that inclusive practices can have – a place they can bring their whole self to work. We celebrate a wide range of cultural events throughout the year with the input and support of our colleagues to raise awareness of the cultures and beliefs in the countries where we operate.

As at 29 March 2025, the male/female gender split across the organisation was 70/30 (versus a target of an average male/female ratio of 70/30 or better) and in management the split was 66/34 (against a target of 60/40). We continue to work on initiatives to support the achievement of our gender targets.

Our employees are treated fairly and equitably, irrespective of any factor including the protected characteristics of age, gender reassignment, being married or in a civil partnership, being pregnant or on maternity leave, disability, race, religion or belief, sex or sexual orientation along with trade union affiliation.

UK gender pay gap

We publish information in line with our obligations under UK Equality Act 2010 (Gender Pay Gap Information) Regulations 2017.

Since 2017, any UK organisation that has 250 or more employees must publish and report specific figures about their gender pay gap on an annual basis.

The gender pay gap is the difference between the average earnings of men and women relative to men's earnings.

Between 2018, when we first reported our Gender Pay Gap, and 2022 we saw year-on-year improvements, attributed primarily to a healthy increase in the number of female appointments to our more senior roles and a continued focus on increasing the number of women in managerial positions. De La Rue underwent organisational changes and headcount reductions within our UK operations, which had the effect of a marginal widening of the gap since our last report.

In 2024, our Gender Pay Gap (based on a snapshot of data taken at 5 April 2024) sat at 6.4% (mean) and 9.0% (median). We remain confident that we do not have issues of equal pay and are committed to continuing to take proactive steps to ensure the number of women in senior roles either reflects or exceeds representation in the wider workforce. We recognise that women remain underrepresented in the manufacturing industry generally and we continue to focus on promoting the role of women in senior positions and offering equal progression pathways for everyone, not only in manufacturing but in all areas of the business. We monitor and review our internal and external recruitment and talent processes to remove bias. We continue to see lower gaps than those reported in the wider Manufacturing industry, 11.2% (mean) and 15.9% (median) (ONS, 2023). The full Gender Pay Gap report can be found on our website www.delarue.com



Employees in Sri Lanka taking part in Sinhala New Year celebrations

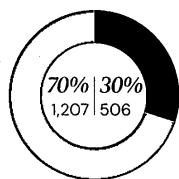
Responsible business report continued

A full breakdown of our workforce by gender can be found below:

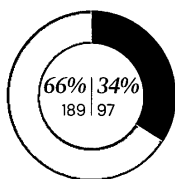
Gender diversity statistics at 29 March 2025

	Female	%	Male	%	Total
All employees	506	30%	1,207	70%	1,713
Management ¹	97	34%	189	66%	286
Senior Managers ²	23	47%	26	53%	49
Executive	2	33%	4	67%	6
Board	1	14%	6	86%	7

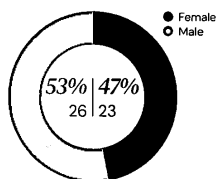
All employees



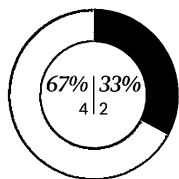
Management¹



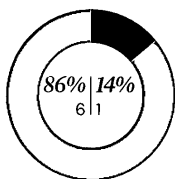
Senior Managers²



Executive



Board



Notes:

1. All managerial employees including senior managers but excluding executives.
2. Includes executive management.

Employee engagement and culture

We continue to focus on regular engagement with our employees. We share regular business updates at Group, divisional and site level and provide many opportunities for two-way communications with our employees, particularly in light of the changes that have been taking place related to the sale of Authentication.

Many of our sites run local employee groups to talk about what matters to them and to organise internal events. Examples of this include our Forum in our head office in Basingstoke; our Employee Involvement Group in our Debden, UK site; the ACE (Activities, Culture and Engagement) teams in Logan, USA and Dubai, UAE and the Malta site Sports & Social club.

These groups organise a variety of events often centred around health and wellbeing such as raising awareness of men's and women's cancers along with social events ranging from steps challenges to treasure hunts and children's Christmas parties to Diwali celebrations and baking competitions.

Activities often support and benefit the local community.

During the year, Chairman Clive Whiley was our Non-executive Director responsible for workforce engagement and recently met with members of our UK Employee Forum to gather feedback and answer their questions in relation to the sale of Authentication and the acquisition of the Group by Atlas.

Our UK National Employee Forum and European Employee Forum meet regularly with senior leaders to discuss company matters. These forums represent the views of all employees, whether covered by a collective bargaining agreement or not. All available executives and relevant subject matter experts attended the Forums' joint annual meeting in July 2024 and the UK Forum in January 2025. Information from these meetings is then cascaded through the organisation.

We are extremely grateful to all our employees and in particular our representatives who give up their time alongside their day jobs to show their commitment to constructive engagement.

➕ See Charitable and community activities section on page 37 for more information

Responsible business report continued

Health, safety and wellbeing

Occupational health and safety

Throughout FY25, we continued to prioritise the health and safety of our workforce. Our main manufacturing sites are all certified to ISO 45001:2018, the international standard for occupational health and safety management systems, and all sites are audited by our accredited provider annually. We ensure all our health and safety processes are robust and meet our responsibility to keep our employees and everyone visiting our sites safe and secure. This is done through clearly defining responsibilities, good communication and training, risk assessment and the implementation of appropriate controls. We continue to track several key metrics regarding health and safety, including governmental reportable accidents, lost time accidents, near miss reporting and corrective actions. This takes place alongside proactive measures such as HSE training, compliance to our Safe, Secure, and Sustainable layered audit programme and by providing specific health and safety training for managers and supervisors and performance against FY25 health and safety objectives.

All significant incidents are reported monthly to the Executive Leadership Team to support and agree any corrective actions required. The major development in Malta continues with no significant incidents resulting in harm (injury or ill-health) to our employees.

Performance against FY25 health and safety objectives

Objective	Outcome
Zero lost time to accidental injuries and a lost time injury frequency rate (LTIFR) per 200,000 worked hours of ≤ 0.40 over 12 months.	Achieved. Our end of year LTIFR rate outcome is 0.39; globally we had four lost time accidents. Severity of these lost time accidents was reduced compared to the previous year.
Ensure that $\geq 80\%$ of all operational line managers and process leaders are trained to IOSH Managing Safely level, or an equivalent or higher qualification within 12 weeks of starting a new role.	Achieved. 93% of all operational line managers and process leaders are trained to IOSH Managing Safely level, or an equivalent.
Increase the number of reported near miss/my safety concerns and achieve a five-day closure rate of $\geq 85\%$ at all facilities.	Achieved. The near-miss closure rate has exceeded the set target, 86% on average over the full year. We have also seen a good increase of near miss reports, up 97% on previous year.
Achieve a $\geq 90\%$ compliance to our area Safe, Secure and Sustainable inspection programmes.	Achieved. Compliance to this programme has been met this year with an average of 93% over the year. Good focus by all the sites helping reduce our lost time accidents.
Achieve good HSE training delivery performance of over $\geq 1,370$ 8hr person days per year.	Achieved. Great year for HSE training with a total of 1,768 days achieved.

FY26 health and safety objectives

Objective
Zero lost time accidental injuries and to achieve a lost time injury frequency rate (LTIFR) per 200,000 worked hours $\geq 40\%$ below the UK Labour Force Survey average calculated LTIFR rate.
Maintain our operational manager and supervisor IOSH Managing Safely (or equivalent or higher qualification) training at over 80% within 12 weeks of starting a new role.
Improve our near miss/my safety concern reporting to an average of at least 1.5 near misses per employee, with a five-day closure rate of $\geq 85\%$ at all facilities.
Conduct a review of our Safe, Secure, and Sustainable inspection programmes with a view to achieving 90% compliance at all sites.
Ensure that at least 90% of our employees have completed HSE training, and continue to develop and roll out environmental awareness training.

Wellbeing

Wellbeing support is widely available in all our sites and we monitor and compare what we offer between sites to ensure levels of support are comparable.

In the past year, across different countries, we have provided information and support on a broad range of topics including men's and women's health, musculoskeletal health, neurodiversity and financial wellbeing.

We offer free services such as flu vaccines, health check-ups and access to GP and occupational health services as well as comprehensive Employee Assistance Programmes.

Where possible, we offer hybrid working to give employees flexibility to their working hours and location and accommodate requests for different working patterns as much as we are able to whilst meeting business requirements. Our family-friendly policies offer different types of leave for those with caring responsibilities.

In parallel, we encourage our employees to come together regularly to collaborate, support each other and spend time socially.

All our sites have accredited Mental Health First Aiders (or equivalent, where this exists) and we ensure they receive regular training and support.

Responsible business report continued

Training and development

We provide all employees with access to our Learning Management System (LMS) covering an array of both mandatory and optional learning and development materials. The content is regularly reviewed and updated. This gives employees the opportunity to access content that aligns with their learning styles and preferences by providing a variety of written and video content.

We have created a learning syllabus to help employees navigate the learning opportunities they may require, depending on their role and development pathway. We regularly update this to incorporate new learning opportunities.

All people managers are required to complete a mandatory Management Fundamentals training module.

Employees and managers hold development conversations as part of our performance management process. We encourage all employees and their managers to create personal development plans which are recorded in our HR system to agree and capture what training is required and our in-house learning and development team can then support these requests.

We continue to deliver virtual classroom and face-to-face workshops such as Presenting & Storytelling and Insights Discovery.

We facilitate mentoring and coaching where appropriate to support employees with their development.

We encourage the use of the apprenticeship levy for both continuous professional development and for building skills and capability across all sites in the UK, covering areas such as professional coaching, software development, data, finance and project management.

A summary of the key training courses that we offer to employees is shown below:

Topic	Training delivered to
Code of Business Principles	all employees
Anti-Bribery & Corruption	employees in relevant roles
Antitrust	employees in relevant roles
Gifts & Hospitality	employees in relevant roles
Sanctions	employees in relevant roles
Modern Slavery	employees in relevant roles
Preventing Tax Evasion	employees in relevant roles
Insider Dealing	employees in relevant roles
Fair Competition	employees in relevant roles
Information Security Awareness	employees in relevant roles
Security Awareness	site dependent
Corporate Travel and Travel Risk Management	employees in relevant roles
Business Continuity Awareness	employees in relevant roles
Presenting & Storytelling	open to all
Insights Discovery	open to all
Management Fundamentals	all people managers

Responsible business report continued

Working with our unions

We maintain strong and productive relationships with the unions in the countries where we have manufacturing operations and in FY25 we recognised the following unions: UNITE (UK), General Workers Union (Malta), and De La Rue Branch – Internal Company Employees Union (Sri Lanka).

Overall, around 58% of our employees globally are part of a Collective Bargaining Agreement.

During the year, some of the key areas where we worked closely with our unions were:

- Consultation in our Debden and Westhoughton sites for significant headcount ramp up to meet business needs and customer orders reflecting an upturn in market demand and the most effective and efficient means to achieve this.
- Positive union relations with our Union Representatives in Sri Lanka, bolstering positive working relations with our collectively bargained employees.
- Constructive union relations with our Union Representatives in Westhoughton in the proposed updates to the Collective Agreement and associated collective terms.
- Attendance from UNITE UK and General Workers Union external officials at our annual UK National and European Employee Forum meeting in July 2024.
- Commencement of negotiations for our collectively bargained employees in Sri Lanka, Westhoughton, Debden and Viables for the FY26 pay review, nearing conclusion.

Raising concerns

We encourage our employees to speak up about any concerns regarding unethical behaviours or business practices. Internal reporting via line managers, senior management, Ethics Champions or our Human Resources teams are encouraged, and our CodeLine whistleblowing service, operated by an independent third party, is available for all employees to use, giving them the opportunity to report anonymously. De La Rue's policy is that every employee and business partner is able to raise any genuine concerns regarding suspected breaches of or questions about any aspect of the De La Rue Code of Business Principles without fear of prejudice, retaliation, disciplinary action or victimisation. Regular communications are issued regarding the importance of speaking up about ethical issues and how to do so, as well as ensuring posters are on display at sites to ensure awareness of the service is maintained.

External stakeholder engagement

Engagement with our customers, suppliers and investors, as well as the communities in which we operate, is crucial to the success of our business. Some of the ways we interact with them are summarised below.

Investors

The Board values the importance of building strong relationships with stakeholders. During FY25 we held roadshows with our investors following full and half year results where the Chairman, CEO and CFO met significant shareholders. There was also additional engagement as the future strategic direction of the Group evolved through the year, with the proposed sale of Authentication and throughout the Formal Sale Process. We also held regular review meetings with members of our banking syndicate while the revolving credit facility remained in place.

Further detail can be found in the Section 172 statement on pages 17 to 20.

Customers

De La Rue maintains close contacts with many of our business, government and central bank customers, frequently updating them on our latest news, developments and initiatives. Our relationships frequently go back over decades and in-person interactions are supported by digital marketing activities, such as social media, webinars, newsletters and the www.delarue.com website.

A multi-tiered approach is taken towards customer needs. Our advanced cash cycle analytics platform contains comprehensive data and models to help inform the strategies of currency issuing authorities. Our design workshops involve deep immersion in the cultural and functional needs of an individual cash cycle. Our scientists and designers co-collaborate with customers on specific projects. Structured surveys, market testing and voice-of-the-customer interviews are carried out, feeding into our innovation plans and customer offering. Account management and support team feedback is also regularly captured and used across the business.

The various interactions happen virtually, via territory visits, visits to De La Rue sites and at a range of conferences. These include key industry events, as well as our own events and courses. As a founding member of the International Currency Association (ICA), we play an active role in providing thought leadership content about the payments landscape and importance of cash, working within a team who are collectively driving the future of the banknote industry for our customers. We have also continued to embed and develop our due diligence systems and procedures during this year, building a deep and broad understanding of our customers and supporting our relationship building with strong data.

Responsible business report continued

Suppliers

We have worked in close partnership with our key suppliers throughout the year, including continuing to build and develop relationships with our portfolio of banknote paper suppliers, to build capacity and flexibility into our supply chain as our volumes grow.

We have continued with our Scope 3 analysis work, recognising this significant carbon impact, and are currently engaging with a range of our key suppliers who collectively account for 80% of our total procurement spend across the business. We have continued to progress the EcoVadis ESG rating programme; three quarters of our identified suppliers have so far been invited to participate in the assessment programme. This is enabling us to drive both improved understanding and visibility of our suppliers' ESG impacts and sustainability improvements across our supply chain.

We have also continued to develop and embed our due diligence systems and procedures during the year, as we work to build a deep and broad understanding of our suppliers and any exposure we may encounter doing business with them, supporting our relationship building with strong data.

Charitable and community activities

We aim to have a positive impact on the communities in which our operations are based, often focusing on supporting charities of importance to, and chosen by, our employees.

Examples of charitable activities around our sites during the year included:

- Malta colleagues donated to L'Istrina, an annual national charity event in aid of the Malta Community Chest Fund Foundation. An employee attended the event and presented the donation on behalf of De La Rue on national television. The funds are mostly used to help finance expensive overseas medical treatment for patients, including children.
- Malta colleagues took part in a charity football match in aid of Puttinu Cares. Puttinu Cares is a children's cancer support group – this organisation is dedicated to addressing not just the medical needs, but also the emotional, social and practical challenges faced by families.
- Westhoughton colleagues organised a charity bike ride for Derian House, a children's hospice in the North West of the UK. In September 2024, eight De La Rue Westhoughton employees participated in a 60-mile sponsored bike ride. Following the bike ride they were able to donate £1,915 to Derian House.

- Colleagues in our head office in Basingstoke, UK collected Christmas gifts for all the children attending Saxon Wood School, a local special school.
- Westhoughton employees held a winter clothing collection to assist those facing financial difficulties and those living on the streets via 'The Brick', an anti-poverty charity dedicated to helping individuals who are at risk of or experiencing homelessness and financial crises.
- Debden employees took part in a 10-mile fundraising walk in aid of two UK charities – Mind and Cancer Research – that have directly helped colleagues.

Several of our employees give their time voluntarily by serving as trustees of the De La Rue Charitable Trust, which is an independent, UK-registered charity established in 1977 to provide donations to assist in education development, skills-based learning, self-sufficiency promotion and relief from suffering in the UK and across the world. The Trust provides donations to charities both by supporting employees who raise funds through a fundraising matching scheme, and by making direct donations to a range of charities, with a focus on those supporting causes in developing nations, educational charities promoting relevant skills and international understanding, disaster funds, and local charities or community projects.

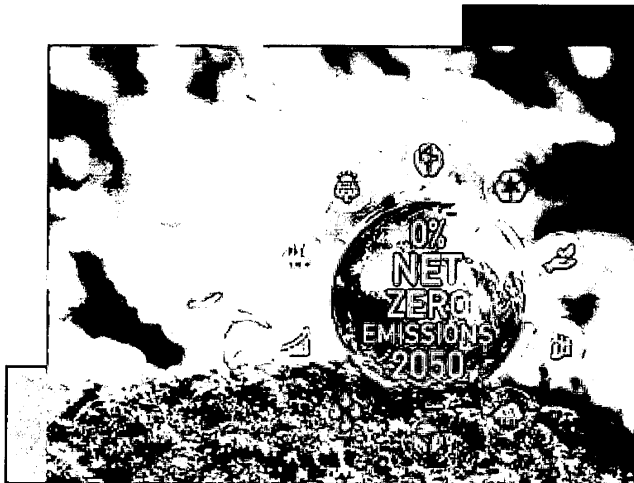


Employees in our Westhoughton site took part in a charity bike ride

Responsible business report continued

Acting with integrity for the environment

We have been driving an ambitious and wide-reaching environmental sustainability agenda since 2020. During that time, we have sought to embed sustainability as a core part of our business. This environmental report provides a review of our progress this year against the goals we have set in previous years.



Our double materiality assessment has reinforced our belief that it is right that we focus on environmental sustainability in the three key areas where we are best placed to drive good environmental practices: climate adaptation and resilience, supporting the circular economy and sustainable supply chain management.

Climate adaptation and resilience

This report contains our latest Streamlined Emissions and Carbon Reporting (SECR) and Task Force on Climate-Related Financial Disclosures (TCFD) disclosures, which outline the actions that we are taking to reduce greenhouse gas (GHG) emissions in our business and across our value chain to achieve our carbon reduction targets, including achieving net zero by 2050, as well as our climate-related risks and opportunities.

Credible carbon reduction pathways require transformative change throughout all aspects of the business. Through our Lifecycle Assessment Model we have identified key areas in our manufacturing processes where we can influence the required transformative change. In our operations, we strive to improve energy efficiency and increase our consumption of renewable energy. In FY25, we completed a UK-wide energy audit in compliance with the Energy Savings and Opportunities Scheme (ESOS) and identified opportunities for savings. In FY26, we will be undertaking similar energy audits of our Malta and Sri Lanka sites.

We have disclosed publicly to the CDP on Climate Change since 2011 and Water Security since 2022. In FY25 we also disclosed publicly on Forests, marking the first year we have disclosed on all three topics. We achieved a B in Climate Change, B in Water and C in Forests, and an A grading for the Emission Reduction and Low Carbon Initiatives section, highlighting the efforts that we have made on energy efficiency and value chain emission reductions.

Our material issues

Climate adaptation
and resilience

Supporting the
circular economy

Sustainable supply
chain management

➤ Read more on pages 25 to 26

Responsible business report continued

Supporting the circular economy

Reducing the impact of our products throughout their entire lifecycle is a key priority for the business. We have adopted the waste hierarchy to manage waste throughout our operations and value chain.

As experts in banknotes, building a more sustainable banknote starts at the design stage with the choice of substrate and features. The durability of polymer banknotes results in reduced GHG emissions due to its extended lifecycle making it the preferred substrate for many central banks and issuing authorities around the world. In addition, as polymer banknotes are made out of high-quality polypropylene, there are opportunities to use the existing polypropylene recycling infrastructure globally to recycle our banknotes and therefore repurpose banknotes in a meaningful way.



#MadeofMoney sunglasses made with recycled polymer banknotes

In FY25, we have taken significant steps to improve the ability of our customers to find local recycling solutions in region to maximise the environmental benefit of switching to polymer banknotes. Our #MadeofMoney campaign in particular aims to incentivise and build solutions with central banks and local communities in regions where there is minimal to negligible existing recycling infrastructure.

We are committed to recycling 100% of our polymer waste from manufacturing throughout the Group. Presently, 100% of our waste from polymer manufacturing at our Westhoughton site goes through blended recycling. Our polymer waste is granulated on-site, packed in bags and then sent to the recycler to undergo blended recycling where it is transformed into pellets which can be repurposed into various applications from underground pipes to chairs. Our ambition is to ensure this internal success can be replicated for our customers.

Good waste management at De La Rue extends beyond polymer banknotes, and throughout the Group, all sites continue to implement measures that reduce our waste. We have set a goal of zero landfill by 2030 for all our operations. In the UK and Sri Lanka, 100% of our waste is diverted from landfill and we have been working with various stakeholders to access alternative options to landfill. For further details on metrics related to waste and the circular economy, please refer to page 46.

Sustainable supply chain management

Managing our supply chain is vital to achieving De La Rue's targets, including our SBTi validated target for Scope 3 emissions, as GHG emissions from the goods and services we purchase account for 65% of our total emissions. The majority of these emissions are attributed to select critical suppliers who account for 80% of our supply chain emissions. Through our sustainable procurement programme, in partnership with the global sustainability ratings platform EcoVadis, we have onboarded key Currency suppliers and have been able to assess their sustainability performance.

Over the next two years, we aim to strengthen our sustainable procurement strategy and increase our engagement with our suppliers on sustainability issues key to our transition to net zero. Our double materiality assessment has highlighted multiple opportunities which De La Rue can review and take action on to improve the sustainability credentials of our products.

Streamlined Emissions and Carbon Reporting (SECR)

As a large company meeting the requirements of the SECR, De La Rue is required to report its energy use and carbon emissions. The data detailed here represents emissions and energy use for which De La Rue is responsible, including electricity, gas use, process, and fugitive emissions in offices.

To meet the requirements of the SECR, we have collected data from all sites within our operational control which includes our manufacturing sites and head office. As with previous years, due to the timing of the data collection, estimates have been made for March 2025 where data was not available. In addition, following an independently commissioned third party limited assurance verification of our direct (Scope 1) and market-based indirect (Scope 2) GHG emissions for FY24, we have adjusted our emissions from previous years due to the availability of the previously estimated figures. The methodology used to calculate our emissions is aligned with Greenhouse Gas Protocol and the limited assurance verification was aligned with the ISO 14064-3 standard. Emission factors were obtained from the UK Government GHG Conversion Factors for Company Reporting 2024, IEA Emissions Factors and AIB5 Residual Mix Emissions Factors. These emissions factors were applied to the energy consumption data collated for De La Rue's facilities.

As the sale of Authentication was finalised on 1 May 2025, the figures provided for FY25 are for the Group including Authentication. De La Rue will be readjusting our historical figures accordingly to represent the current make-up of the Group and will be reporting as such from FY26 onwards. As we are now mid-way through our SBTi target year of 2030, from when those targets were set, an assessment of the suitability of our SBTi validated near-term target will be run concurrently with the readjustment of historical figures.

Responsible business report continued

Type of emissions	FY25			FY24			FY23		
	UK and offshore		% of total	UK and offshore		% of total	UK and offshore		% of total
	tCO ₂ e	Global*		tCO ₂ e	Global*		tCO ₂ e	Global*	
Direct (Scope 1)	3,002	640	3.9	2,886	391	2.7	5,192	461	2.3
Indirect (Scope 2 – market-based)	–	5,425	5.7	–	4,671	3.8	–	4,341	1.7
Indirect (Scope 2 – location-based)	2,505	7,037		2,280	7,212		3,191	8,128	
Scope 1 & 2 (market-based)	3,002	6,065		2,886	5,062		5,192	4,802	
Indirect other (Scope 3)**	84,687			115,261			238,186		
1. Purchased goods and services	39,920		42.6	79,014		64.1	158,900		64.0
2. Capital goods	3,940		4.2	8,714		7.1	10,160		4.9
3. Fuel and energy related activities	3,081		3.3	2,800		2.3	4,486		1.8
4. Upstream transportation and distribution	21,919		23.4	12,338		10.0	41,409		16.7
5. Waste generated in operations	284		0.3	372		0.3	478		0.2
6. Business travel	4,216		4.5	1,154		0.9	942		0.4
7. Employee commuting	1,567		1.7	1,322		1.1	1,959		0.8
8. Upstream leased assets	570		0.6	81		0.06	91		–
9. Downstream transportation and distribution	3,361		3.6	3,674		3.0	13,928		5.6
12. End-of-life treatment of sold products	5,828		6.2	5,791		4.7	5,883		2.4
Total gross emissions (market-based)	93,755		100.0	123,199		100.0	248,180		100.0
Intensity ratio UK and Global: Tonnes of gross CO ₂ e (Scope 1 and 2 market-based) per million GB £ turnover	28.81			25.61			28.58		
Energy consumption used to calculate Scope 1 and 2 emissions/kWh	20,473,896	20,305,927		21,926,470	21,338,878		34,507,797	22,673,342	

Notes:

* Global includes all sites outside of the UK.

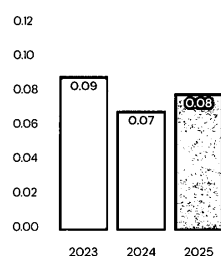
** Scope 3 emission categories 10, 11, 13, 14 and 15, associated with the processing of sold products, use of sold products, downstream leased assets, franchises and investments are not applicable to De La Rue.

In FY25, De La Rue has continued to procure 100% renewable electricity across all our UK facilities, which totaled 12,099,843 kWh. We have also purchased renewable energy certificates that ensured the Sri Lanka facility ran on 100% renewable electricity for the reporting year. Our Scope 2 emissions saw an increase this year primarily due to a rise in energy consumption in Malta where De La Rue has decided not to purchase Guarantees of Origin (GoOs) for the reporting year until FY26, following the completion of the sale of Authentication. As a result, Scope 2 (market-based) emissions increased by 16%.

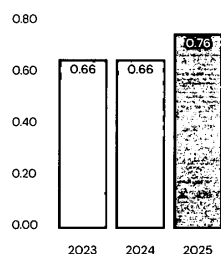
Additional energy efficiency measures include the retrofitting of LED lights where existing lighting infrastructure has reached the end of natural working life.

De La Rue's Currency division experienced a significant increase in production in FY25 attributing to higher energy consumption across key sites across the Group. However against FY24, the total energy consumption had decreased by 2.6% due to the closure of the Gateshead site in December.

Responsible business report continued

Scope 1 & 2 emission/floor area (kgCO₂e/m²)

Floor area is inclusive of all Authentication sites. Due to an increase in our Scope 2 emissions a slight increase in the metric was noted in FY25. Prior year figures were adjusted due to emerging new evidence.

Scope 1 & 2 emission/output (kgCO₂e/tonne)

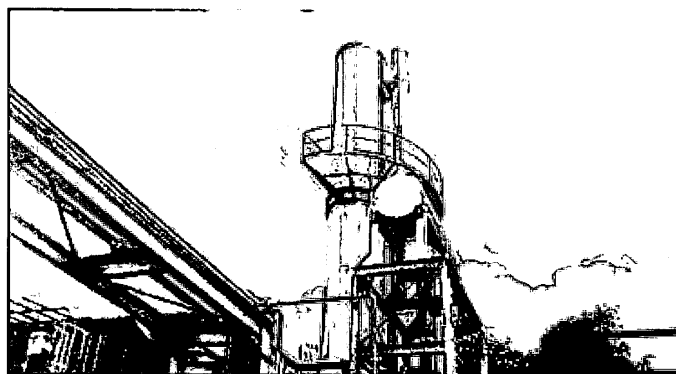
In FY25, due to increased Scope 2 emissions, a small increase was reported in FY25 for this metric. Prior year figures have been adjusted to reflect new evidence.

Scope 1 and 2 (market-based) gross normalised emissions against revenue increased by 8% due to a 16% increase in our Scope 2 emissions for the aforementioned reasons. This represents a 25% decrease against our FY20 base year. However, overall emissions have decreased year-on-year by 24%, representing a 54% decrease against our SBTi target. This is as a result of several initiatives actioned by De La Rue in FY25.

We have improved our data collection for our supply chain emissions in FY25. As a result of moving towards the utilisation of activity data from our suppliers, our Scope 3, Category 1 emissions decreased by nearly 50% against FY24. We aim to improve our data collection further in FY26, as increasing the quality of our supplier data has resulted in a 75% decrease in our Category 1 emissions against our baseline year. We will endeavour to collect data for previous years to allow for better comparison of figures.

In FY25, De La Rue acquired additional leased assets which included offices space and outsourced storage outside our operational control. This has resulted in a seven-fold increase in our Scope 3, Category 8 emissions. In FY26, we expect this to decrease following the sale of Authentication.

Increased production in the Currency division resulted in a 77% increase in Scope 3, category 4 emissions due to an increase in transport mileage across all modes of transport. However, there was, in addition, an increase in the emission intensities applied to our transport emissions by our suppliers.



Our higher energy efficiency Regenerative Thermal Oxidiser in the Westhoughton site, which will reduce gas usage by an additional 30%.

Similarly, due to increased demand in the Currency industry as well as activities related to the sale of Authentication that took place in FY25, business travel across the Group increased significantly, resulting in an 18% increase in related emissions compared to our base year.

Looking towards FY26 and beyond, we will be developing our transition plan to achieve our net zero by 2050 target with publication expected in FY27. This will outline the actions required to reduce our GHG emissions and achieve net zero.

Responsible business report continued

Task Force on Climate-related Financial Disclosures (TCFD)

De La Rue supports the recommendations of the TCFD, which was established by the Financial Stability Board with the aim of improving the reporting of climate-related risks and opportunities. De La Rue has publicly declared support for the TCFD recommendations and has joined the TCFD Supporters Group to work with like-minded organisations, acknowledging that climate change represents a financial risk.

De La Rue has concluded that we are aligned with recommended TCFD disclosures regarding governance, strategy, risk management and metrics and targets. We acknowledge that there is an ongoing action for us to improve our alignment with the TCFD recommendations as we refine our approach on Climate Scenario Analysis (CSA), with a focus on delivering insight for our internal and external stakeholders. We aim to improve the integration of the financial impacts of climate-related risks and opportunities into future strategic reports.

Pillar	Recommended disclosures	Compliance status	Alignment	Reference
Governance	a) Describe the Board's oversight of climate-related risks and opportunities.	Full	Included in this report	Page 43
	b) Describe management's role in assessing and managing climate-related risks and opportunities.	Full	Included in this report	Page 43
Strategy	a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term.	Full	Included in this report	Pages 43 to 46
	b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.	Full	Included in this report	Pages 43 to 46
	c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Full	Included in this report	Pages 43 to 46
Risk management	a) Describe the organisation's processes for identifying and assessing climate-related risks.	Full	In this report we outline the process and framework for identifying and assessing climate-related risks, also linking out to our wider risk management framework.	Pages 58 to 67
	b) Describe the organisation's processes for managing climate-related risks.	Full	During the year, the Risk Committee has reviewed the mitigations and controls relating to climate risks.	Pages 58 to 67
	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	Full	Climate risks are managed through De La Rue's enterprise risk management framework. During the year, risks have been monitored and reported to the Audit and Risk Committees.	Pages 58 to 67
Metrics and targets	a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	Full	Included in this report	Page 46
	b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.	Full	Included in this report	Pages 40 to 41
	c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	Full	Included in this report	Page 46

Responsible business report continued

Governance

During the year the Board had overall accountability for the management of all risks and opportunities, including climate change. Further detail on our ESG and Risk Management governance structure can be found on pages 58 and 59. While the Board had overall accountability for climate change-related matters, the Chief Executive Officer, Clive Vacher, was the Director responsible for our climate change agenda during the year under review.

The Board delegated specific climate change matters to the following Board committees:

- Audit Committee: oversight of the monitoring and reviewing of our internal control and risk management systems including a synopsis of material risks including climate change-related risks from the Risk Committee Chair. This included reviewing the scope and results of any internal and external assurance activities obtained over the disclosures.
- Risk Committee: oversight of the identification, evaluation and monitoring of climate-related risks. This included reviewing the mitigations and controls relating to those risks.
- Remuneration Committee: oversight of the remuneration policy and supporting the alignment of De La Rue's incentive plan with our climate-related metrics and targets.

The Board has been supported by the Executive Leadership Team (ELT) and the Group Health, Safety and Sustainability Committee (GHSSC). In FY25, the ELT discussed key strategic sustainability matters in its monthly meetings with subject matter experts invited to discuss progress against our climate-related legislation, initiatives and

targets. The GHSSC has overseen progress against key sustainability obligations and targets including compliance against climate-related reporting and measures.

Executive remuneration for the Executive Directors and senior managers was set by the Remuneration Committee. Changes to the Annual Bonus Plan (ABP) in FY25 resulted in ESG metrics accounting for 10% of the weighting attached to the ABP. The ESG metric of the ABP accounted for 10% of the maximum 20% of the personal weighting.

Strategy

We have ambitious and clear near-term carbon reduction targets aligned with achieving net zero by 2050. Our three key areas of focus, climate adaptation and resilience, supporting the circular economy and sustainable supply chain management, will ultimately support our journey to net zero. In addition, they reflect climate-related risks and opportunities identified for the business.

Climate scenario analysis

Our risk management framework helps us to assess, manage, monitor and act on risks, including Sustainability and Climate Change which is one of our principal risks. We review our climate-related risks and opportunities over medium and long-term time horizons in line with our risk management framework and financial planning process, and due to the nature of climate risks, we have considered the following time periods for our analyses – short term (within 2 years), medium term (between 2 to 5 years) and long term (greater than 5 years). Our long-term time horizon is closed out by the year 2050 to align our climate scenario analyses against achieving

net zero by 2050. Our time horizons have been refined in FY25 to interpret our results from climate scenario analysis more quantitatively and better align with our strategic time horizons.

In alignment with the TCFD recommendations, we have conducted qualitative scenario analyses using two scenarios, including a well-below 2°C. In developing the scenario analysis, we considered a well-below 2°C scenario by 2100 and a 4°C by 2100 scenario to map the potential financial impacts of climate change on our business. In developing our scenario analysis, we took the two pathways and considered a range of risk and opportunity types using the TCFD framework. We used these two scenarios to model a simple and discrete narrative where a well-below 2°C would primarily model transition risks and a 4°C scenario physical risks, with no significant transition risks assumed. We have further reviewed the results of this qualitative assessment and have estimated the financial impact where relevant in line with the TCFD recommendations.

Risks were evaluated as transition (market, technology, policy and legal, reputation) and physical (acute and chronic). Opportunity types considered include resource efficiency, resilience and innovation. The scope of our assessment included our operations, our supply chain, our products, and investment in research and development. Below we have summarised our top three climate-related risks and opportunities relevant to our business and activities for both scenarios. These risks and opportunities were identified through Group forums and discussions with internal stakeholders and subject matter specialists. The impacts are not listed in order of significance, nor are they meant to be exhaustive. In assessing the financial impact, we assumed there would be no action or controls put in place from De La Rue, thus the financial impacts are not reflective of our mitigation and adaptation activities. In disclosing the financial impact of risks and opportunities, any assessment is scenario-based and thus should not be considered as a financial forecast.

Scenario	Temperature Rise Equivalent	Scenario Descriptions
Intergovernmental Panel on Climate Change (IPCC) Representative Concentration Pathways (RCP) 8.5	3.5°C – 4.5°C	High emissions and disorderly transition Emissions continue to rise without intervention from current rates.
International Energy Association (IEA) Net Zero by 2050	Well-below 2°C	Low emissions and orderly transition Rapid and persistent transition to a zero-carbon future.

Responsible business report continued

Risk

Risk	Type of risk	Time horizon	Financial impact	Mitigation and adaptation
Embedding climate action and progress into strategy	Transition – Reputation/ Policy	Short to Medium term	Embedding climate change into strategy is an expectation of our customers, employees and regulatory bodies. As an organisation that produces products considered a vital part of national identities, our customers expect us to reduce the environmental impact of our products and to embed climate change considerations into our wider strategy. For example, this has been seen in tenders where climate change is a part of the scoring criteria. Due to the global nature of our customer base, scoring criteria are not uniform and as a result the financial impact on the business is difficult to quantify. However, a lack of action to implement climate change policies and reduce the carbon footprint of our products would be likely to result in reputational damage and a resulting loss of orders. Additionally, inaction would lead to De La Rue not meeting any future regulatory requirements i.e. carbon tax which would result in a material financial impact.	We have set and implemented several initiatives to monitor and reduce our carbon footprint as well as introducing strong governance measures. An example would be our SBTi targets for carbon emissions. The cost of achieving our SBTi target has yet to be fully costed, however based on initial experience we do not expect this to be material. Our biggest area of risk is the carbon footprint of our products, and we work with our suppliers, primarily through the EcoVadis scheme, to reduce our supply chain emissions. Current annual expenditure on climate-related improvement initiatives including EcoVadis account for less than 0.05% of total revenue. Future investment may include realisation of energy efficiency projects identified in our UK energy audit. If all identified projects were to be realised, then this would cost approximately the equivalent of 0.8% of total revenue resulting in an estimated 10–15% reduction in Scope 1 and 2 emissions as well as further cost savings.
Increased scrutiny on plastic	Transition – Market	Medium term	Global attention on plastic pollution and single-use plastics has rightly increased. A potential risk identified in our scenario analysis is the potential of any adverse reactions or bad publicity to our polymer banknotes in regions with strong anti-plastic sentiment. This would result in a barrier to entry for polymer banknotes which may result in reduced growth of our polymer substrate. The financial impact of this risk is difficult to quantify, again due to the diverse nature of our markets and specifications, however there is potential for this risk to be material, affecting over 5% of our revenue.	Polymer banknotes have been proven to have a lower carbon footprint compared to conventional paper banknotes and are also increasingly secure, making them a desirable option for our customers. We have invested in several initiatives to further reduce our product carbon footprint (see above and page 40). The biggest risk is tackling public perception. Banknotes are rarely discarded which decreases the likelihood of polymer banknotes becoming a contributor to plastic pollution. As a polymer product, recycling can take place through existing infrastructure without additional other investment. As detailed on page 39, we continue to work with various recyclers to identify polymer recycling solutions for our customers. In addition, with each polymer banknote launch, we continue to work with our customers to develop public education programmes on the benefits of polymer banknotes.
Cotton shortage driven by water scarcity	Physical – Acute/ Chronic	Short to Medium term	Despite the growth of polymer banknotes, the majority of De La Rue's products incorporate paper substrate. Cotton comber and noils, a waste product of the textile industry is the principal raw material used for paper banknotes. Under RCP 8.5, exposure to drought and a decrease in growing days would roughly impact 50% of global cotton production. As a result, knock-on effects in the upstream supply chain may result in higher prices for paper substrate.	We have built relationships and engaged with multiple paper suppliers that are geographically diverse. This will help us to mitigate the impacts of any future cotton shortages.

Responsible business report continued

Opportunities

Opportunity type	Time horizon	Description
Products and services	Medium term	Reducing the carbon footprint of our products and activities will help De La Rue transition into the zero-carbon economy. For example, the switch to polymer from paper banknotes allowed De La Rue to offer a more environmentally friendly option. Polymer banknotes have been proven to have a longer lifecycle and are able to be recycled at end-of-life. By developing our product Life Cycle Assessments we are investing in an opportunity to understand the carbon impact of our products and subsequently to lower our footprint.
Resilience	Short to Medium term	Building resilience as we transition to the low carbon economy is vital. This is why De La Rue has submitted science-based targets to reduce our carbon footprint and lower our impact. We expect this will come with an associated cost and as such we are reviewing our trajectory and aligning it with our financial planning for FY25 and beyond.

Next steps

Our mitigation and adaptation activities are indicative of the steps De La Rue have taken as business to build our resilience against climate-related risks. Furthermore, one of the key climate-related opportunities identified is to build business resilience as we transition to the low carbon economy through setting climate reduction targets. For the year under review, De La Rue has evaluated our climate-related risks and opportunities and has determined that our strategy is aligned with the above. We are currently unable to determine the full financial impact on the business of our sustainability strategy. However for FY26, we will look to understand further our exposure to climate-related risks and opportunities.

Risk Management

The Risk and Risk Management section on pages 58 to 67 describes our risk framework and how we identify, assess and manage all principal risks. This includes sustainability and climate-related risk as mentioned previously.

Methodology

- **Greenhouse Gas (GHG) Emissions:** see pages 40 to 41
- **Energy:** Total energy consumption in kilowatt hours for all manufacturing sites, including Gateshead and Head Office. Sites outside of our operational control are not in-scope. All of our sites report on energy consumption, with data sourced directly from sites and third party energy partners. Consumption for each source of energy is recorded individually.
- **Waste to landfill:** Tonnes of waste for each waste stream is provided by our third party waste treatment providers including waste sent to landfill.
- **Good output:** This is a measure of total production in tonnes packed.

Responsible business report continued

Metrics and targets

Our short- and medium-term climate metrics and targets are as follows:

Themes	Target	Performance to date
Carbon	SBTi near-term targets, Reduce Scope 1, 2 & 3 by 46.1% against FY20 base year by FY30	See page 40 for details of our performance in FY25.
	Reduce Scope 1 & Scope 2 by 23% against FY20 base year by FY26	See page 40 for details of our performance in FY25.
	Suppliers accounting for 80% of total procurement spend to be invited to complete/ share an EcoVadis scorecard	By the end of FY25, we had engaged with 75% of our targeted suppliers on EcoVadis and had 50% of our key supplier spend accounted for on the platform. Due to activities related to the sale of Authentication, progress on this target has remained static. In FY26, due to the sale of Authentication this will be adjusted to account for the removal of Authentication suppliers.
Energy and energy efficiency	Reduce absolute energy use by 20% FY26 vs FY20 base year	We achieved a 33% reduction in FY25 against our FY20 base year. This was a result of dynamic changes within the business which has affected our overall energy consumption, primarily the closure of Gateshead. In FY26 we will be readjusting our values to account for the sale of Authentication. We believe this target is still fit for purpose as operations continue to stabilise.
	10% Group power use from onsite renewable sources by FY27	Solar panels at our Westhoughton site currently generate roughly 100,000 kWh per year which was also the case in FY24. We are looking to increase our use of solar energy both in the UK and overseas.
Sustainable consumption	Reduce waste to landfill by 45% by FY26 against FY23 baseline. (Zero waste to landfill by 2030)	We saw a 7% decrease in waste to landfill in FY24 against our baseline FY23 baseline year. In FY25 there was a further 12% decrease in waste sent to landfill.
	Solid waste tonnes per tonne of good output (SWKPI)	For FY25 we have not set an SWKPI target however we continue to monitor this KPI. Our performance to date is as follows: FY23: 0.24, FY24: 0.23, FY25: 0.23.

In FY23, De La Rue conducted a review of all our reporting performance indicators and targets to assess their suitability for the business. In the upcoming year, following the sale of Authentication and the double materiality assessment, De La Rue will reassess our metrics and targets for continued suitability and also to identify additional metrics relevant to our material issues.

De La Rue's targets are aligned with the climate-related opportunities outlined on page 43, and specifically, our carbon reduction targets have been designed to build resilience as we transition to a low-carbon economy.

In FY25, De La Rue has used an internal carbon price of \$50 per tonne of carbon which is primarily used to evaluate internal projects from a carbon perspective. Changes within the business and our carbon reduction targets warrant this review to inform future Group strategy. We believe the targets we have set are correct for the Group and have captured the key strategic goals including reducing the carbon and environmental impact of our products.

A trusted currency partner



Responsible operations



For more information:
see page 21

One of the ways in which we measure our sustainability performance is undertaking an annual assessment by independent third party EcoVadis, who assess over 150,000 companies each year. The assessment takes a holistic approach, considering sustainability criteria across the four pillars of Environment, Labour and Human Rights, Ethics and Sustainable Procurement.

In FY25 our score in the EcoVadis assessment improved again and we achieved a Silver EcoVadis Medal for the third year running. This recognises that De La Rue performed within the top 15% of companies assessed by EcoVadis in the year.

The assessment report also suggests areas in which to improve in preparation for the following year's assessment. For example, one priority recommendation highlighted in FY25 was to complete a double materiality assessment, which we had already determined to perform and have since completed.

Key performance indicators

We use a balance of financial and non-financial key performance indicators to measure our performance

Our strategic objectives

-  Grow repeatable business
-  Drive efficient operations
-  Invest for the future

 Find out more in Remuneration on pages 69 to 79.

A reconciliation between IFRS and non-IFRS measures can be found on pages 160 to 163.

Revenue

Link to strategic pillars



Link to remuneration



Definition

We measure IFRS revenue from continuing operations less, in FY21 and before, 'pass through' revenue relating to non-novated contracts following the sales of certain historic businesses.

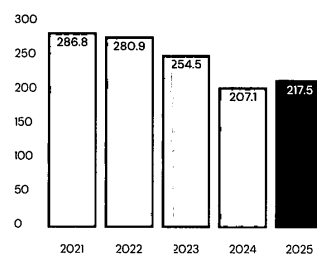
Why it is important

Increasing revenue is the bedrock upon which the business is able to grow.

Performance in FY25

Production volumes increased in the second half of FY25 as the growing order book fed through to production, leading to revenue for FY25 being 5.0% higher than FY24.

Historic performance £m



Adjusted operating profit

Link to strategic pillars



Link to remuneration



Definition

IFRS operating profit from continuing operations, less exceptional items and amortisation on acquired businesses.

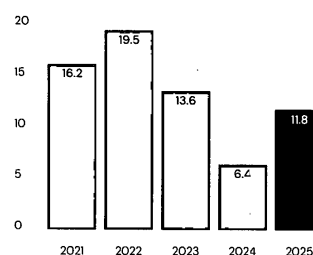
Why it is important

This key performance measure of profitability is followed closely both within the business and externally.

Performance in FY25

In FY25 Currency benefitted from higher production volumes, a higher margin mix of projects and cost efficiencies from higher utilisation of assets that were experienced in FY24, leading to an 89% increase in adjusted operating profit.

Historic performance £m



Key performance indicators continued

Adjusted EBITDA and free cash flow

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

Adjusted EBITDA is calculated as result for the year, adding back tax, net interest, exceptional items, depreciation and amortisation. Free cash flow is net cash flow before financing activities, plus interest paid, lease payments and dividends paid to minorities.

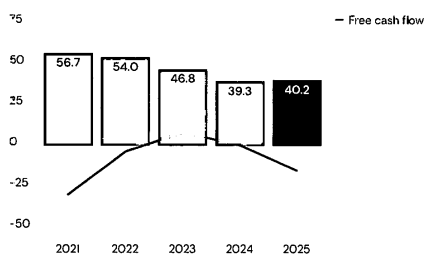
Why it is important

Adjusted EBITDA gives an indication of how much cash the Group is generating from operations. Free cash flow shows how much cash is being generated for shareholders and is a metric used in assessment of our Performance Share Plan.

Performance

In FY25 adjusted EBITDA improved, driven by the better performance within Currency compared with FY24. Free cash flow was adversely impacted by lower operating cash flow and higher capital expenditure than prior year.

Historic performance £m



Net debt

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

Net debt is the net of borrowings and cash and cash equivalents, excluding net losses on debt modification. RCF drawn shows the gross amount outstanding on the revolving credit facility at each period end.

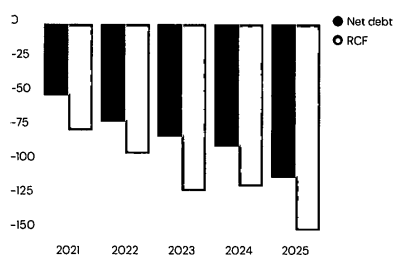
Why it is important

Net debt is a key measure of our indebtedness, monitored both internally and externally. RCF drawn gives a more focused view of the balance on which interest is paid.

Performance

Net debt and RCF drawn increased towards the end of FY25 as the Currency division invested in working capital, particularly inventory, as production increased to meet demand. The RCF was repaid in full on 1 May 2025.

Historic performance £m



Net debt/EBITDA covenant ratio

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

This is the ratio between year end net debt and adjusted EBITDA, both adjusted in accordance with the definition of the covenant within our banking agreements.

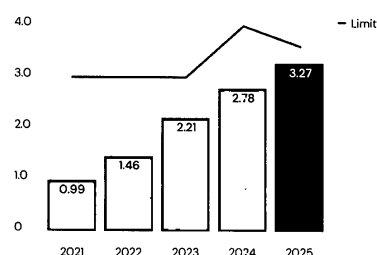
Why it is important

Maintenance of this ratio below a certain level, for FY25 less than 3.6, is a key covenant within our banking agreements.

Performance

This ratio was higher at FY25 year end than it was at the same point in the previous year as the increase in EBITDA was not sufficient to completely counterbalance the rise in year end net debt.

Historic performance Ratio



Key performance indicators continued

EBIT/net interest covenant ratio

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

This is the ratio between adjusted EBIT (for continuing and discontinued operations) and net interest payable, both adjusted in accordance with the definition of the covenant within our banking agreements.

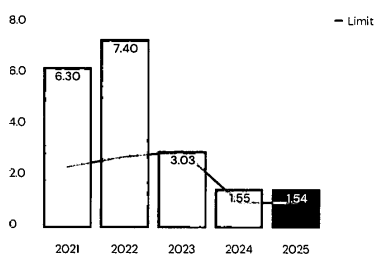
Why it is important

Maintenance of this ratio above a certain level, for FY25 more than 1.0, is a key covenant within our banking agreements.

Performance

This ratio was higher in FY25 than for the previous financial year given the improvement in EBIT and broadly unchanged interest payments.

Historic performance Ratio



Total shareholder return

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

Total shareholder return of De La Rue shares compared with that of the FTSE 250 index (excluding investment trusts).

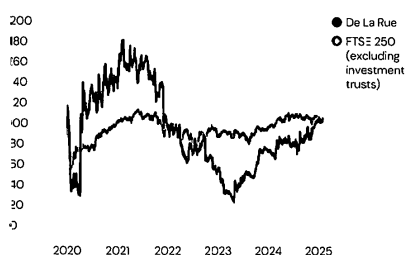
Why it is important

This is a performance measure under both the historic Performance Share Plan and the new Investor Return Plan.

Performance

The De La Rue share price rose over the course of FY25 with positive market reaction to the strategic developments that we announced during the year, including the proposed sale of Authentication, as well as to the increasing order book in the Currency division.

Historic performance Ratio



Basic earnings per share

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

Adjusted basic earnings per share is calculated as the earnings attributable to equity shareholders excluding amortisation and exceptional items, divided by the average number of ordinary shares outstanding during the year.

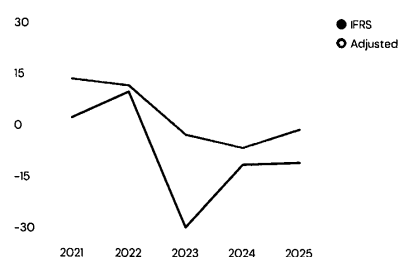
Why it is important

This is a performance measure under the Performance Share Plan.

Performance

Adjusted EPS was higher in FY25 than in prior year, reflecting the improvement in underlying performance of the business in the period. Loss per share on an IFRS basis was marginally less than last year as the underlying performance benefit was offset by higher exceptional costs.

Historic performance p



Key performance indicators continued

Gender diversity in management

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

We monitor our gender diversity among our management team, looking to reach 60/40 male/female split. This year we have looked at this breakdown for the Group as a whole as at year end, so it includes staff that transferred with the sale of Authentication.

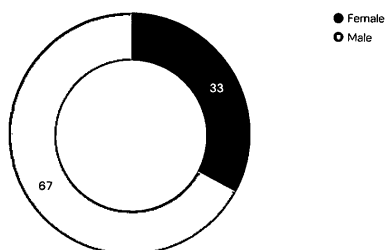
Why it is important

This is a key target that we set to encourage gender diversity at a senior level within the business.

Performance

While we have not yet reached our target, the proportion of women in management roles remains higher than that of the overall workforce and is increasing. We continue to focus on the progression of women across the organisation into management positions.

Historic performance %



Energy used per tonne of good output

[Link to strategic pillars](#)
[Link to remuneration](#)


Definition

We measure our energy efficiency in terms of the energy used per tonne of good output.

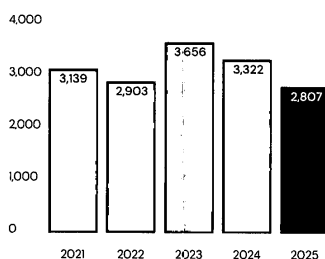
Why it is important

We believe this is a representative indicator of the energy efficiency of our operations.

Performance

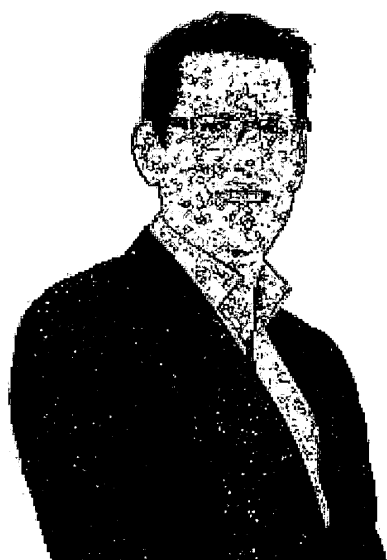
Our energy use per tonne of good output has decreased by 15.5% this year as the higher throughput allowed us more efficient operation of our facilities.

Historic performance kWh/tonne



“We have seen a turning point in our KPIs in FY25, with most metrics showing an improving performance compared with prior year.”

Financial review



Securing the future of De La Rue

Michael Aumann, Chief Financial Officer

To provide increased clarity on the underlying performance of our business, we have reported gross profit and operating profit on an IFRS and adjusted basis, together with adjusted EBITDA and adjusted controllable operating profit (adjusted operating profit before enabling function cost allocation), for our ongoing business. Further details on non-IFRS financial measures can be found on pages 160 to 163.

100% of Group revenue from continuing operations for FY25 of £217.5m (FY24: £207.1m) originated from our Currency division. Authentication has been accounted for as a discontinued operation and prior year comparatives have been restated to reflect that.

The Group saw an IFRS operating loss of £6.1m, smaller than the loss of £7.1m (as restated) incurred in FY24. The increase in net exceptional charges from continuing operations to £17.9m in FY25 (FY24: net charge of £13.5m) was less than the increase in adjusted operating profit.

84%

increase in adjusted operating profit from continuing operations compared with prior year

£7.3m

cash inflow from operating activities (FY24: £28.5m inflow)

Financial review continued

Currency

The Currency division designs and manufactures highly secure banknotes and banknote components that are optimised for security, manufacturability, cash cycle efficacy and public engagement.

	FY25 £m	FY24 (restated) £m	Change
Revenue	217.5	207.1	+5.0%
Gross profit	53.3	46.6	+14.4%
Adjusted controllable operating profit*	35.6	29.5	+20.7%
Adjusted operating profit*	11.8	6.4	+84.3%
Operating (loss)	(6.1)	(7.1)	+14.1%
	%	%	
Gross profit margin	24.5	22.5	200bps
Adjusted controllable operating profit margin*	16.4	14.2	220bps
Adjusted operating profit margin*	5.4	3.1	230bps
Operating (loss) margin	(2.8)	(3.4)	60bps

* Non-IFRS measure

Revenue for the year in the Currency division rose 5.0% compared with last year to £217.5m (FY24: £207.1m). Volumes and revenue increased substantially during the second half as we geared up operationally and worked through the higher level of orders that had been closed in the previous months. Gross profit rose 14.4% to £53.3m (FY24: £46.6m), benefiting from a good mix of higher margin projects, particularly in the second half.

Adjusted controllable operating profit rose to £35.6m (FY24: £29.5m) thanks to both the better mix of projects mentioned above and the efficiencies from the additional utilisation of assets that higher activity levels demand.

The allocation of enabling function costs to the division rose slightly in relative terms, given the slightly greater proportional contribution of divisional revenue to the Group in FY25. When added to the higher adjusted controllable operating profit, this led adjusted operating profit to almost double to £11.8m (FY24: £6.4m).

£17.9m (FY24: £13.5m as restated) of exceptional costs led to an operating loss of £6.1m (FY24: loss of £7.1m as restated) on an IFRS basis. Further details of exceptional items are given in the next column.

Enabling function costs

In FY25, enabling function costs of both continuing and discontinued activities totalled £33.5m (FY24: £33.9m), a marginal fall. The completion of the closure of Gateshead at the end of calendar 2024 and a lower ongoing run rate in Kenya led to a slight decline overall in enabling costs compared with prior year, despite the impact of a number of non-recurring project costs.

We expect enabling costs to fall substantially in FY26 as a material portion of these costs have transferred to Crane NXT with the sale of the Authentication division.

In addition, we have already embarked on a process to adjust staffing levels required to support a smaller group with only one operating division. Atlas have also stated that they believe that a limited number of other functions will no longer be required as the Company is no longer listed. In aggregate, as a result of these actions, it is likely that there will be a reduction in De La Rue's overall headcount of approximately 4%.

Exceptional items

Exceptional items relating to continuing operations during the period constituted a net charge of £17.9m (FY24: £13.5m) before tax.

Exceptional charges on continuing operations before tax included:

	FY25 £m	Cash £m	Non-cash £m	FY24 £m
Divestiture costs	17.3	11.1	6.2	–
Site relocation and restructuring costs	2.3	2.4	(0.1)	8.3
Write back on Portals loan notes	(1.9)	(2.1)	0.2	(0.5)
Pension underpin costs	0.2	0.2	–	0.3
Costs in relation to pension payment deferment and banking refinancing	–	–	–	5.4
	17.9	11.6	6.3	13.5

In addition a further £0.4m of charges (FY24: nil) of divestiture costs related directly to the Authentication division and were classified as exceptional costs of discontinued operations.

Financial review continued

£17.3m (FY24: nil) of divestiture costs comprised professional and other costs in relation to the following areas:

- £6.7m relating to investigating the strategic options for optimising the value of the business.
- £3.5m relating to finance and legal vendor due diligence for the Currency division and the remaining group.
- £1.8m relating to the sale of Authentication.
- £3.2m relating to the physical separation of the Group's operating site in Malta in contemplation of the Authentication sale.
- £2.1m in relation to the Pension Scheme and Pension Trustee.

£2.3m (FY24: £8.3m as restated) of exceptional site relocation and restructuring costs comprised:

- £1.0m (FY24: £0.2m) charge in relation to the closure of our site in Gateshead. This primarily related to the costs of relocating assets from Gateshead to Malta.
- £1.3m (FY24: £0.2m) of charges incurred in Malta in relation to labour, assembly, transportation and shipping costs in relation to relocating assets following the closure of Gateshead.
- In FY24 £3.3m of redundancy and legal fees and £3.4m of impairment charges were incurred. These costs were not repeated in FY25.

During FY25, a net credit loss provision release of £1.9m (FY24: £0.5m) was reported on the loan notes held in Portals International Limited and Portals Finance Ltd where a further cash repayment of £1.9m was received during the period.

Pension underpin costs of £0.2m (FY24: £0.3m) relate to legal fees, net of amounts recovered, incurred in the rectification of certain discrepancies identified in the Scheme's rules. The Directors do not consider this to have an impact on the UK defined benefit pension liability at the current time, but they continue to assess this.

In FY24 £5.4m of costs associated with pension payment deferment and the banking refinancing were incurred.

Of the pre-tax net exceptional charge on continuing operations of £17.9m (FY24: £13.5m as restated), £6.3m (FY24: £4.8m) relates to non-cash items and £11.6m (FY24: £8.7m) relates to cash items.

Tax related to exceptional items amounted to a £0.2m tax credit (FY24: tax credit of £5.2m). Included within exceptional tax items are:

- £0.1m credit (FY24: £2.7m credit) representing the tax relief impact of the exceptional costs detailed above.
- £0.1m credit (FY24: £0.2m credit) for the release of other tax provisions no longer considered necessary.

In FY24 a £2.3m tax credit was also posted, relating to the release of a provision following the expiry of an indemnity period, following the Cash Processing Solutions Limited business sale in May 2016.

Finance costs

The Group's net finance charge was £16.3m (FY24: £21.2m). This included interest income of £0.3m (FY24: £0.5m), interest expense of £14.3m (FY24: £19.2m) and retirement benefit finance expense of £2.3m (FY24: expense of £2.5m).

Interest expense comprised:

	FY25 £m	FY24 £m
Bank loan interest	12.0	12.3
Other, including amortisation of finance arrangement fees	5.0	3.7
Net (gain)/loss on debt modification	(3.3)	2.7
Interest on lease liabilities	0.6	0.5
	14.3	19.2

The slight decrease in bank loan interest paid in FY25 reflected the marginally lower average of Bank of England base rates, offset by the marginally higher average principal outstanding over the period. In FY25 base rates gradually fell through the year from 5.25% to 4.5%. In FY24, while rates were between 4.25% and 5.25%, they spent most of the year at the highest of these rates.

The net gain on debt modification of £3.3m (FY24: loss of £2.7m) relates to the unwinding of prior year modification losses recognised. The charge in prior year related to the changes in banking facilities in existence over the course of the year, treated as a non-substantial modification under IFRS 9 "Financial Instruments". The modification gain is a non-cash item. See note 6 of the Financial Statements for further information.

Financial review continued

The IAS 19 related finance cost, which represents the difference between the interest on pension liabilities and assets, was an expense of £2.3m (FY24: £2.5m expense). The charge in the period was due to the opening IAS 19 pension valuation, being a deficit of £51.6m (FY24: deficit of £54.7m).

Taxation

The total tax charge in the Consolidated Income Statement for the year was £4.1m (FY24: charge of £3.7m). This includes a £1.3m deferred tax charge (FY24: net charge of £3.7m), a net tax credit on exceptional items of £0.2m (FY24: credit of £5.2m) and a tax credit attributable to discontinued operations of £0.3m (FY24: credit of £0.8m).

The Group paid corporate income tax of £3.2m in FY25 (FY24: £2.3m).

Discontinued operations – Authentication

The Authentication division leveraged advanced digital software solutions and security labels to protect revenues and reputations from the impacts of illicit trade, counterfeiting, and identity theft. The sale of this division to Crane NXT was agreed in October 2024 and completed on 1 May 2025.

In FY25 Authentication revenue fell 6.8% to £96.2m (FY24: £103.2m), with Sudan within the GRS sub-segment particularly hard hit given the ongoing civil war in large parts of the country.

Adjusted controllable operating profits, at £20.7m (FY24: £25.4m), slipped by 18.5%, affected by the drop in revenue and a number of non-recurring costs. Adjusted operating profits fell 24.0% to £11.1m (FY24: £14.6m) despite the division being allocated a lower proportion of enabling function costs, as both divisional revenue was lower and Group revenue was higher than last year.

Exceptional costs allocated to Authentication amounted to £0.4m in relation to costs incurred by the Authentication business in relation to the divestiture. In FY24 £0.7m was incurred in relation to restructuring initiatives. As a result IFRS operating profit for the division fell 22.5% to a profit of £10.0m (FY24: £12.9m).

Earnings per share

The basic weighted average number of shares for earnings per share ('EPS') purposes was 196.2m (FY24: 195.7m).

Adjusted basic earnings per shares was 0.1p (FY24: loss per share of 5.3p), reflecting adjusted basic loss for the Group moving from £10.0m in FY24, as restated to a profit of £2.2m in FY25.

IFRS basic loss per share from continuing operations was 14.3p (FY24 as restated: loss per share of 19.7p), given the lower IFRS operating loss recorded in FY25 and reflecting a basic loss of £26.8m (FY24: loss of £32.8m as restated).

Cash flow

The conservation and generation of cash within the business has been an area of stringent focus during the period. Net working capital increased by £7.4m (FY24: reduction of £5.9m) as inventory levels and trade debtors rose towards the end of the year as production increased. This was not fully offset by the increase in trade payables that occurred during the same period.

More detail on the movements within our cash flows for the period are set out below.

Post tax cash flow from operating activities was a net cash inflow of £4.1m (FY24: £26.2m inflow), generated after adjusting the £12.5m loss before tax (FY24: £15.4m loss) for:

- £16.3m of net finance expense (FY24: £21.2m).
- £18.1m of depreciation and amortisation (FY24: £19.3m).
- nil of asset impairment (FY24: £4.5m).
- share-based payment expense of £1.7m (FY24: £1.4m).
- £0.3m decrease in provisions (FY24: £4.2m decrease).
- £7.8m related to the agreed deficit repair contributions, together with the administrative costs of running the pension scheme. FY24 administrative costs of running the Scheme totalled £1.5m, but De La Rue did not pay any deficit repair contributions, having secured a moratorium on such payments for FY24.
- £6.8m net working capital outflow (FY24: £5.9m inflow) including:
 - £3.5m increase in inventory (FY24: £7.6m decrease);
 - £32.5m increase in trade and other receivable and contract assets (FY24: £2.3m decrease); and
 - £29.2m increase in trade and other payables and contract liabilities (FY24: £4.0m decrease).
- tax payments of £3.2m (FY24: £2.3m).

Financial review continued

The cash outflow from investing activities of £8.3m (FY24: £7.8m outflow) included:

- capital expenditure on property, plant and equipment, after cash receipts from grants, of £6.3m (FY24: £4.1m), largely relating to the construction of our expanded facility in Malta.
- capital expenditure on software intangibles and development assets of £4.6m (FY24: £4.6m).
- £0.3m (FY24: £0.6m) of interest received.
- £2.1m (FY24: £0.3m) repayment in respect of other financial assets was received.

The cash inflow from financing activities was £13.2m (FY24: outflow £29.0m), and included:

- £32.0m net draw down of borrowings (FY24: net repayment of £4.0m),
- £14.6m (FY24: £14.1m) of interest payments,
- £0.2m (FY24: £5.5m) of payments for debt issue costs, and
- £4.1m (FY24: £2.5m) of IFRS 16 lease liability payments.

In FY24 £3.2m of dividends were paid to non-controlling interests, mostly due to a repatriation of cash from Sri Lanka. This was not repeated in FY25.

The net increase in cash and cash equivalents in the period was £9.1m (FY24: £10.6m decrease).

As a result of the cash flow items referred to above, Group net debt increased from £89.4m at 30 March 2024 to £112.4m at 29 March 2025.

Net debt

The analysis below provides a reconciliation between the opening and closing positions for gross borrowings together with movements in cash and cash equivalents:

	At 30 March 2024 £m	Cash flow £m	Foreign exchange and other £m	At 29 March 2025 £m
Gross borrowings	(118.7)	(32.0)	–	(150.7)
Cash and cash equivalents	29.3	9.1	(0.1)	38.3
Net debt	(89.4)	(22.9)	(0.1)	(112.4)

Net debt is presented excluding unamortised pre-paid borrowing fees of £1.5m (FY24: £5.0m), loss on debt modification of £0.2m (FY24: £3.5m) and £19.6m (FY24: £11.6m) of lease liabilities.

Banking facilities

Following amendments on 29 June 2023 and 18 December 2023, the revolving facility agreement with the Group's lending banks and their agents extended to 1 July 2025. Under this amended agreement the Group had bank facilities of £235m including an RCF cash drawn component of up to £160m and bond and guarantee facilities of a maximum of £75m. The facilities were secured against material assets and shares within the Group.

During FY25, the Group was subject to the following financial covenants and spread levels:

- EBIT/net interest payable more than or equal to 1.0 times.
- Net debt/EBITDA less than or equal to 3.6 times.
- Minimum Liquidity testing monthly, testing at each weekend point on a 4-week historical basis and 13-week forward-looking basis. The minimum liquidity was defined as "available cash and undrawn RCF greater than or equal to £10m".
- spread rates calculated on the leverage ratio as follows:

Leverage (consolidated net debt to EBITDA)	Margin (% per annum)
Greater than 3.5:1	4.35
Greater than 3.0:1 and less than or equal to 3.5:1	4.15
Greater than 2.5:1 and less than or equal to 3.0:1	3.95

The covenant tests used earlier accounting standards, excluding adjustments for IFRS 16. Net debt for covenants included the borrowings, where the RCF amount is considered, the principal amount withdrawn, (excluding unamortised pre-paid borrowing fees and the net loss on debt modification) net of cash and cash equivalents.

Covenant test results as at 29 March 2025:

Test	Requirement	Actual at 29 March 2025
EBIT to net interest payable	More than or equal to 1.0 times	1.54
Net debt to EBITDA	Less than or equal to 3.6 times	3.27
Minimum liquidity testing	Testing at each weekend point on a 4-week historical basis and 13-week forward looking basis. The minimum liquidity is defined as "available cash and undrawn RCF greater than or equal to £10m".	No breaches

On 29 March 2025 the Group had bank facilities of £235.0m (FY24: £235.0m) including an RCF cash drawn component of up to £160.0m (FY24: £160.0m) and bond and guarantee facilities of a maximum of £75.0m (FY24: £75.0m), which were due to mature on 1 July 2025.

Financial review continued

On 29 March 2025, the Group had a total of undrawn RCF committed borrowing facilities, all maturing in less than one year, of £10.0m (FY24: £42.0m, all maturing in more than one year). The amount of loan drawn on the £160.0m RCF cash component was £150.0m on 29 March 2025 (30 March 2024: £118.0m).

Guarantees of £20.7m (FY24: £41.8m) were drawn using the £75.0m guarantee facility on 29 March 2025.

On 1 May 2025, following completion of the sale of the Authentication division, the amounts drawn on the RCF cash and guarantee facilities were repaid in full and the RCF was cancelled.

A separate borrowing facility for financing equipment under construction is in place and at the end of FY25 the amount outstanding on this facility is £0.7m (FY24: £0.7m). This balance was not repaid following the completion of the sale of Authentication.

Pension scheme

The Company recommenced payment of deficit repair contributions to the Pension Scheme in July 2024, following the completion of a deferral period agreed with the Pension Scheme Trustee in 2023. The Company paid £6.0m in deficit repair contributions to the Scheme during FY25 (FY24: nil), in accordance with the schedule of repair contributions agreed with the Trustee following an actuarial valuation undertaken at 30 September 2023.

The actuarial valuation of the Scheme on 30 September 2023 showed a Scheme deficit of £78m. As a result of this valuation, on 18 December 2023, the Company and the Scheme Trustee agreed a new schedule to fund the deficit. The funding moratorium until July 2024 as previously agreed was retained, followed by deficit repair contributions from the Company of £8m per annum to the end of FY27, and then followed by higher contributions that at no time exceed £16m per annum and which run until December 2030 or until the Scheme becomes fully funded.

On 13 October 2024, De La Rue plc entered into a further agreement with the Pension Trustee. Under this agreement De La Rue agreed to pay £30m to the Scheme by way of pension deficit repair contributions on completion of the sale of Authentication, materially reducing the outstanding deficit on the pension scheme. This was paid on 1 May 2025, with £5m of additional payments linked to the sale and the RCF repayment paid on the following day.

Atlas has entered into a legally binding Memorandum of Understanding with the Pension Trustee dated 10 April 2025, which governs the ongoing covenant offered by De La Rue to the Pension Scheme with effect from completion of Atlas' purchase of De La Rue.

The valuation of defined benefit pension schemes of the Group on an IAS 19 basis at 29 March 2025 is a net liability of £43.6m (FY24: net liability of £51.6m).

The charge to the adjusted operating profit in respect of the administration of the Scheme in FY25 was £1.7m (FY24: £1.5m). Under IAS 19 there was a finance charge of £2.3m (FY24: finance charge of £2.5m) arising from the difference between the interest cost on liabilities and the interest income on scheme assets.

Capital structure

At 29 March 2025, the Group had net liabilities of £12.7m (FY24: net assets of £2.6m).

The movement during the period included:

	£m
Opening net assets – 30 March 2024	2.6
Loss for the period	(16.6)
Remeasurement loss on retirement benefit obligations	3.8
Tax related to remeasurement of net defined benefit liability	(1.0)
Foreign exchange movements	(2.9)
Movement in cash flow hedges	0.2
Employee share scheme charges	1.0
Share capital issued	0.2
Closing net (liabilities)/assets – 29 March 2025	(12.7)

Risk and risk management

How we manage our principal risks and uncertainties

How we manage risk

Risk management is the responsibility of the Board, supported in FY25 by the Risk Committee, which comprised members of our Executive Leadership Team (ELT) and was attended by the Group Director of Security, HSE and Risk. The Risk Committee is accountable for identifying, mitigating and managing risk. Our formal risk identification process evaluated and managed our significant risks in accordance with the requirements of the UK Corporate Governance Code. Our divisional risk registers feed into a Group risk structure that identifies the risks, their potential impact and likelihood of occurrence, the key controls and management processes. We then establish how to mitigate these risks, and the investment and timescales required to reduce the risk to an acceptable level within the Board's risk appetite.

The Risk Committee met four times during the year to review risk management and monitor the status of key risks, as well as the actions we took to address these at both Group and functional level. It also examined possible emerging risks by considering both internal and external indicators and challenges, together with whether it had identified the principal risks that could impact the business in the context of the environment in which we operate.

The Board received regular updates on risk management and material changes to risk, while the Audit Committee also reviewed the Group's risk report.

Management is responsible for implementing and maintaining controls, which have been designed to manage rather than eliminate risk. These controls can only provide reasonable, but not absolute, assurance against material misstatement or loss.

Principal risks and uncertainties

The following pages set out the principal risks and uncertainties that we believe could crystallise over the next three years. The Board has undertaken a robust risk assessment to identify these risks, which are referred to as principal risks to the business. There may be other risks that we currently believe to be less material. These could become material, either individually or simultaneously, and significantly affect our business and financial results. Our ongoing risk review mechanisms will seek to identify and escalate any such risks. We have modelled potential scenarios of these risks crystallising to assess the Group's risk capacity.

Due to the nature of risk, the mitigating factors stated cannot be viewed as assurance that the actions taken or planned will be wholly effective.

Risk appetite

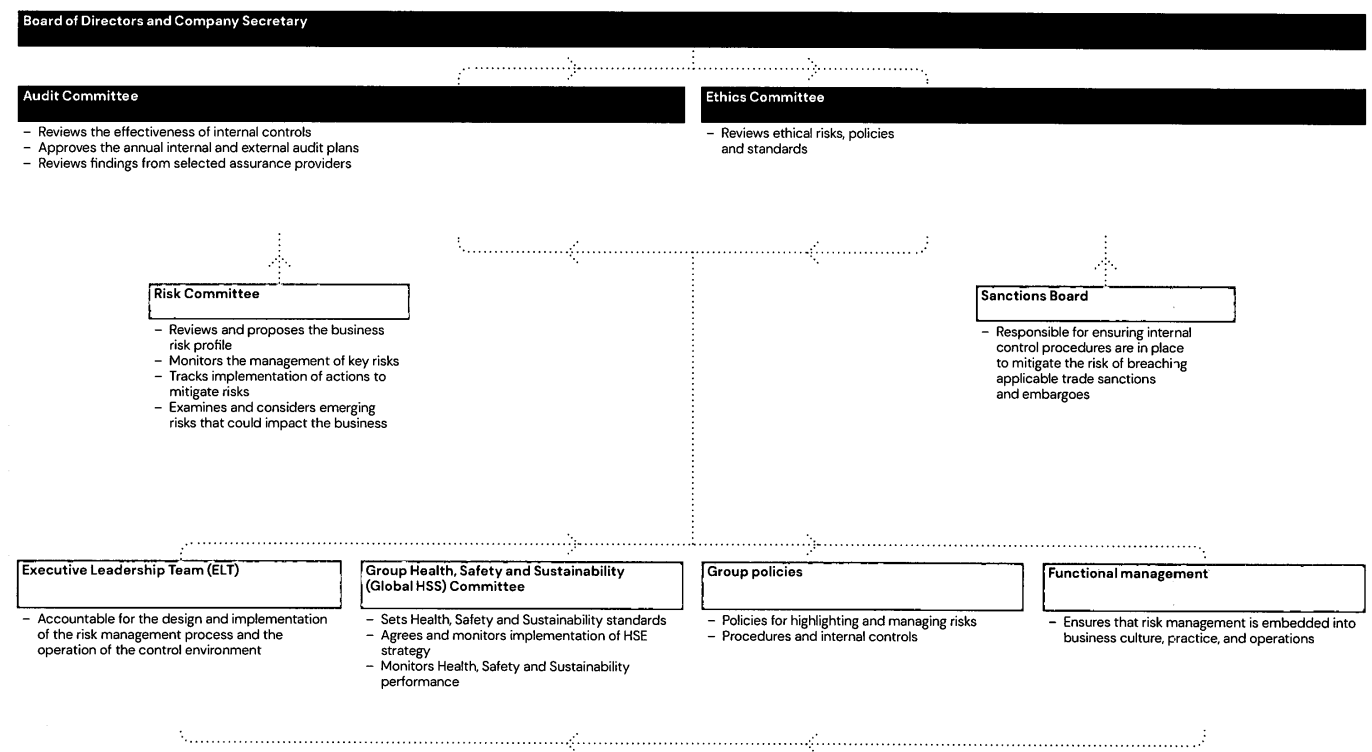
The Board has reviewed our principal risks and considered whether they reflect an acceptable level of risk. Where this is not the case, the Board has also considered what further investment is being made to reduce the likelihood and potential impact of the risk. The Board either approves the level of risk being taken or requires management to reduce the risk exposure.

For core areas of the business, the Board uses several methods to ensure that management operates within an accepted risk appetite. These include delegated authority levels, the approval of specific policies and procedures and the approval of the annual insurance programme. The Board receives regular feedback on the degree to which management is operating within acceptable risk tolerances.

This feedback includes regular operational and financial management reports, internal audit reports, external audit reporting and any reports to the whistleblowing hotline. All members of the ELT have individual or joint ownership of one or more of the principal risks. Management of those risks forms part of their personal objectives.

Risk and risk management continued

De La Rue's risk management framework in FY25



Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

-  Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25

Risk	Internal controls	External assurance	Oversight forum	Change
Bribery and corruption The pressure to meet sales targets, on either a third party or an employee, could increase the risk of the payment of a bribe on behalf of De La Rue or anti-competitive behaviour, leading to damage to our reputation from a successful prosecution, financial loss and disbarment from tenders and substantial fines. Link to our strategic pillars 	- Whistleblowing policy and associated procedures are integral aspects of the compliance framework, which is complemented by a whistleblowing hotline. - Mandatory training on anti-bribery and corruption, and competition law. - Our rigorous process for the appointment, management, and remuneration of third party partners (TPPs), operating independently from the sales function, which was enhanced in FY24. - We have a focus on raising awareness through local Ethics Champions.	- We have Level 1 accreditation to the Banknote Ethics Initiative (BnEI), which provides governments and central banks assurance regarding our ethical standards and business practices. - We maintain certification to ISO 37001, the anti-bribery management system, which assists the organisation to prevent, detect and address bribery attempts. - Cross-functional anti-bribery management system (ABMS) review forum to monitor risks and effectiveness of controls. - External scrutiny of TPP fee structure.	Audit Committee Risk Committee Ethics Committee	
Quality management and delivery failure A failure in our Quality Management System, including specification, controls, and enforcement issues, could lead to a major customer quality incident, resulting in late delivery penalty clauses and increased costs. Link to our strategic pillars   	- Implementing a product quality strategy to reduce instances and costs of quality incidents. - Operational management boards monitoring KPIs. - Design approval process. - Regular reviews and audits of critical suppliers to ensure standardisation. - Central quality team inspect and test regime for all processes and features. - Service monitoring tools in place to manage performance and response times to remain within service level agreements. 24/7 support and IT coverage to minimise downtimes. - In process inspection systems validating key areas.	- All sites are certified to ISO 9001, quality management system. - Clearly defined targets and key performance indicators on quality, waste and complaint severity. - Weekly and monthly quality site reviews as well as supplier auditing regime. - Inclusion within regular customer audits.	Divisional business reviews Business Process Review (BPR) updates Risk Committee	

Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

 Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Macroeconomic and geo-political environment As a manufacturing business operating worldwide, the Group is exposed to the challenges of the prevailing macroeconomic environment, inflationary pressures, supply chain headwinds and stress to sales pipelines which could impact its operations and ability to financially forecast accurately. The Group also maintains operations in territories that are exposed to economic and/or political instability. This type of instability, which includes the uncertainties of regime change, creates risks both for our manufacturing footprint and locally based direct sales operations.	- A robust prioritisation process with regular reviews of programmes and projects. - A robust incident management framework, including annual exercising. - Procurement conducting single and sole source supplier reviews as well as risk assessments on financial and operational risks from suppliers. - Regular reviews of the anticipated impacts of pricing pressures in the supply chain fed into the established Business Process Review (BPR) and budget review processes. - Maintain strong employee relations in all locations. - A comprehensive travel management programme. - A comprehensive insurance programme. - Consideration of contracts being designated in GBP or hard currency, if possible, subject to local regulations. - Regular monitoring of financing and fiscal matters, seeking early advice, diversification, longer-term funding, and hedging, if facilities are available. - ELT functional review meetings.	- Third party risk management alerting (hotspots/regions of concern) and risk reporting. - External auditing of risk and resilience.	Divisional business reviews Business Process Review updates Risk Committee	
Loss of key site or process The loss of a key site or process, due to external threats or internal system failures, could lead to reduced operational capacity and result in disruption to customer service delivery, brand damage and increased costs.	- We invest in capacity, equipment and facilities, multiple sources of supply to drive down single points of failure. - We hold business continuity planning (BCP) stock for critical activities. - Monthly KPIs monitor BCP preparedness. - Internal audit of all manufacturing sites, including BCP preparedness. - Supplier strategy and sourcing reviews. - Business continuity coordinators at all sites, supported by a central coordinator.	- Under a central certification we are certified at Head Office and all production and storage sites to ISO 22301:2019 standards, ensuring a robust business continuity management system throughout the Group. - Inclusion within regular customer audits. - The appropriate levels of business interruption insurance are in place to satisfy the needs of the business.	Group integrated security and business continuity steering committee Risk Committee Audit Committee	

Link to our strategic pillars



Link to our strategic pillars



Risk and risk management continued

Our strategic pillars



Grow repeatable business



Drive efficient operations



Invest for the future

Change in risk levels in FY25 (last 12 months)

Increased

Static

Decreased

New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Sustainability and climate change Climate change is recognised as a significant global and business risk. Governments, the financial community, and businesses (including our own and our customers) see the current decade 2020-2030 as a call to action, with major new commitments to achieving net zero emissions by 2050. Link to our strategic pillars  	- De La Rue continues to decarbonise our operations and value chain as we work towards Net Zero by 2050. - We have implemented an internal audit programme that assesses the effectiveness of our environmental management system against international standards. - We have completed an energy audit of our UK sites in alignment with the Energy Savings and Opportunities Scheme (ESOS). Further energy audits are planned to take place in FY26 for our overseas sites. - We continue to work on our supplier sustainable procurement strategy with engagement with suppliers on key environmental issues including driving low carbon initiatives. - All employees undergo environment and sustainability awareness training with further training provided to those in specific roles.	- All our manufacturing sites and Head Office are certified to the ISO 14001 standard which helps the organisation reduce its environmental impact. - We disclose our environmental data to the CDP publicly. In FY25, we submitted our response on Climate Change, Water Security and Forests. - We have aligned our external reporting with international standards including the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). De La Rue's TCFD disclosures can be found within the Responsible Business section, indexed on page 42. - We have obtained an independent third-party limited assurance verification of our Scope 1 and 2 emissions under ISO 14064-3. - Our near-term carbon reduction target has been validated by the Science Based Target Initiative (SBTi). See page 41 for further details.	Global Health, Safety and Sustainability Committee (GHSS) Monthly ELT updates Risk Committee	

Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

-  Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Breach of information security A breakdown in the control environment: – Including collusion or non-compliance (excluding external attack) could lead to a breach of data. – Resulting in an external attack (including malware, ransomware and/or hacking). Either of these could lead to a cyber security breach/incident impacting the confidentiality, integrity and/or availability of customer and/or other critical data.	– We have implemented control measures around customer, company, and employee data, demonstrating a clear approach to identify and mitigate information security risks. – On an annual basis we conduct internal audits of our customer and ISO standards to an agreed plan. Any findings are risk assessed and remediation activities agreed and tracked. – Data classification policy and handling process with monitoring of classification changes and email traffic. – We have cyber awareness training at all levels of the business. – Group policies support and enable our integrated security management system. – IT technical controls include security incident and event management software (SIEM), event logging and management, managed by an in-house security operations centre (SOC). Ensuring information security is designed in from the ground up for all deployed hardware and software, including the use of multifactor authentication (MFA) where appropriate. – Due diligence performed on software and suppliers. – Contractually bound data protection provisions with third parties handling personal data.	– Under a central certification we are certified across the Group to ISO 27001 standards, ensuring we manage information security under a robust framework. – The appropriate levels of professional indemnity and cyber insurance are in place to satisfy contractual and business requirements, including internal and external incident response support. – External compliance audits are conducted on a regular basis, including benchmarking to international standards. – We have instigated a programme of both internal and external penetration and vulnerability testing on corporate and customer facing systems. – Regular customer compliance and governance audits.	Group integrated security and business continuity steering committee Monthly ELT updates Risk Committee Audit Committee	

Link to our strategic pillars



Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

-  Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Supply chain failure The failure of a key supplier to deliver the products or services that we need on time or to specification, through either a supply failure or a business failure, could lead to disruption to our operations and associated costs, an inability to fulfil customer contractual requirements, resulting in penalties and forfeit of performance bonds, loss of customer contracts and reputational damage. The ethical failure of a key supplier, such as a failure to adhere to our requirements on Modern Slavery or Bribery and Corruption in our supply chain, could lead to major reputational and financial damage and potentially prosecution, and a failure to control and limit price inflation in our supply chain could lead to significant erosion of our profitability.	- Key supplier risk assessments reviewing the risk of supply failure, credit risk, price increases and ethical failure. - Prioritised, supplier-specific action plans for key risks with monthly reporting on progress to ELT. - Supplier vetting platform to risk assess all key and new suppliers, engaging SMEs to review standards across ethics, quality, information and product security and environmental management. - Regular reviews of the risk assessment to ensure that it remains up to date with latest available data. - Ensure that all key strategic supplier contracts are fit for purpose. - Deepened Supplier Relationship Management programme, with direct and regular engagement at executive level with all key suppliers, to provide early warning of issues and ensure that De La Rue's needs are prioritised by our key suppliers. - Utilise and fully deploy spend analytics tool to increase visibility of the full supply base and drive integrated data-driven action planning.	- We are externally audited for ISO 14298 (Security Print), ISO 22301 (Business Continuity) and PwC on procurement and supply chain controls. - Supplier Quality Audit programme. - Supplier ethics committee.	Monthly divisional and ELT updates	
Breach of security – product security A breakdown in the control environment, including collusion, non-compliance, or an external attack, could lead to a security breach resulting in the loss of client-sensitive product and significant damage to De La Rue's reputation.	- Monthly security KPIs monitor and maintain the holistic security environment. - We ensure that all shipment routes and transit plans are appropriately risk assessed and have appropriate mitigations in place, by air, sea, or road. - Dedicated security professionals at all sites, supported by a central function. - Layered auditing at all sites, enhancing security behaviours and culture. - Materials control to ensure product security verification and reconciliation.	- All manufacturing sites certified to ISO 14298 and INTERGRAF 14298 and/or 15374, which ensures an aligned security print management system across the Group. - We are subject to regular regulatory and customer compliance audits.	Group integrated security and business continuity steering committee Risk Committee	

Link to our strategic pillars



Link to our strategic pillars



Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

-  Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Sanctions Entering a contract or other commitment with a customer, supplier or partner which is subject to a sanction or trade embargo could lead De La Rue to be in breach of sanctions. Breach could result in imprisonment and substantial fines for individuals, the leadership team (including the Board) and De La Rue. In addition, it may lead to a withdrawal of our banking facilities, as well as disbarment from future tenders. De La Rue may be unable to effect payments or to be paid by customers due to compliance matters when operating in higher risk and sanctioned territories. Additionally banking partners may not be willing to support bonds or guarantees for some countries.	- A robust request for approval (RFA) process ensures commercial bid teams consider risk. - As a responsible business, we actively and continuously monitor and conduct due diligence on all of our customers, suppliers, and partners. Any alerts or flagged entities are assessed by Group Legal and Treasury. - We conduct regular Internal audits of our sanctions compliance programme. - We mandate sanctions training to raise awareness of risks and to clarify escalation routes for concerns. - Sanctions impact reviewed on a case-by-case basis against a known list of sanctioned territories and potential customers.	We ensure both internal and external audit of sanctions compliance programme.	Sanctions Board Audit Committee Board briefings	
Loss of key talent There is a risk that there may be a reduced ability to attract and retain key talent with skills and knowledge required for the business. This is likely to impact the organisational ability to deal with the current level of change, and our employees' bandwidth to manage the workload.	- Remuneration structure designed to support retention. - Organisational talent process and succession planning to provide early identification of single points of failure and capability gaps. - Set clear objectives for the coming financial year that people can align around. - Train senior leaders and managers on expectations and how to deliver against these. - Regular communication and support services offered for employee welfare.	- Benchmarking to known best practice. - External auditing of people risk.	HR Leadership Team reviews Talent Board reviews annually Risk Committee	

Link to our strategic pillars



Link to our strategic pillars



Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

-  Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Banking facilities Following the completion of the sale of its Authentication division to CA-MC Acquisition UK Limited ("CA-MC"), a subsidiary of Crane NXT, Co. (together with CA-MC, "Crane NXT") on 1 May 2025 the Group's existing revolving credit facility has been repaid in full. This has allowed the remaining group to operate on a 'go-forward' basis with sufficient liquidity with no current requirement for a revolving credit facility. Bonding lines and hedging facilities remain available to utilise as and when the business requires them. Banking facilities is no longer deemed a significant risk to the business following the successful sale of the Authentication division. Link to our strategic pillars 	– Manage and develop relationships with existing and new banks to continue to support the business in its liquidity, bonding, and ancillary needs. – Regular dialogue with ELT, banking partners and other stakeholders. – Proactive management of cash and borrowings as well as guarantees to make best use of capacity. – Support from external advisors.	– External auditing by EY.	Functional risk reviews ELT reviews Risk Committee Audit Committee Board briefings	
Currency sales pipeline Currency sales had experienced historic low volumes post-pandemic. There remains a concern that reductions in future sales or orders could impact long-term financial forecasts for the Group and market expectations. This includes banknote production, security features and polymer sales opportunities. Link to our strategic pillars 	– Enhanced governance and monitoring of sales pipeline. – Enhanced focus on Sales activity – time in territory, customer engagement, number of visits, etc. – Executive Sales & Operational Planning (S&OP) framework provides overview of must wins and critical close dates. – Business Process Review (BPR) held weekly to discuss tactical progress on pipeline targets. – Enhanced account close plans in place and monitored monthly by senior team including detailed reviews with CEO/ELT.	– N/A	Business Process Review (BPR) Currency and Executive Leadership Team reviews	

Risk and risk management continued

Our strategic pillars

-  Grow repeatable business
-  Drive efficient operations

-  Invest for the future

Change in risk levels in FY25 (last 12 months)

-  Increased
-  Decreased
-  Static
-  New risk

How we managed principal risks in FY25 continued

Risk	Internal controls	External assurance	Oversight forum	Change
Business separation On 16 October 2024, De La Rue entered into an agreement with Crane NXT for the purchase of the Authentication division. Up until this sale which completed on 1 May 2025 there were operational, financial, legal, strategic and reputational risks to which the Group was exposed.	– Regular programme board meetings to track workstream progress. – Communication plan for stakeholders. – Thorough due diligence and scenario analysis. – Phased transition plan. – Contingency funds. – Post-separation roadmap.	– External legal and tax experts to advise and review the sale process.	Board ELT	

Link to our strategic pillars



Strategic report

This Strategic report, comprising pages 4 to 67 inclusive, was approved by the Board on 1 August 2025.

By order of the Board

Michael Aumann
Chief Financial Officer
1 August 2025

Governance report

In this section:

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Remuneration

Dear Shareholder,

On behalf of the Board, I am pleased to present the Directors' remuneration report for the period ending 29 March 2025. Following the Court sanctioning the acquisition of the De La Rue group on 30 June 2025, the Company delisted on 3 July 2025, resulting in the resignation of the Non-executive Directors and the disbanding of the previous Remuneration Committee of the Board. This report will set out to you the decisions made by the Remuneration Committee during the FY25 financial year, and remuneration decisions made following the Group's delisting and new ownership.

The Directors remuneration policy that applied during FY25 was approved by shareholders, with a 96.8% positive vote, at the AGM on 7 September 2023, and had a binding effect from that date. This policy can be found on the De La Rue website on page 107 to 114 of the 2023 Annual Report and Accounts.

Looking back over FY25

During the financial year, the Remuneration Committee focused on the improving performance of the Group, whilst navigating the divestment of the Authentication Division which completed on 1 May 2025, and the commencement of the Formal Sales Process, which resulted in the announcement of the recommended acquisition of the Group by ACR Bidco Limited on 15 April 2025, which was sanctioned by the Court on 30 June 2025. Whilst navigating both corporate actions, the Group saw a strengthening in the Currency division with a strong order book of £342.5m at the year end (FY24: £239.2m).

In light of the two corporate actions, the Committee's focus had been on how to remunerate the executive team and employees as a whole, in terms of motivation and retention during a period of significant change and increased work pressures, whilst balancing shareholder and other stakeholder experiences.

Base salary

As disclosed in the FY24 Annual Report, Clive Vacher received a 3% increase in base salary for FY25 and Ruth Euling received a 5% increase, but her overall fees reduced to reflect a reduction in working hours. Dean Moore, being on an interim contract, did not receive an increase in base pay. The average increase across the workforce for employees for FY25 was 3.8%. No change was made to the fees payable to the Non-executive Directors during FY25.

During the year, the Committee considered the sustained additional time commitment from Clive Whiley as Chairman, in supporting the pursuit of the divestment of the Authentication and the recommended acquisition of the Group. Clive Whiley's fee of £182,000 had been benchmarked on an average basis of 1-2 days per week, however given the position of the business, Clive Whiley was working 4 days per week. As such, and based on his regular meetings with shareholders, chairing an internal committee on the work of the strategic review and having direct ownership of the relationship with the Pension Trustee, the Committee agreed to increase his fee from £182,000 to £365,000 which was backdated to October 2024 when the divestment of Authentication was confirmed.

Annual Bonus Plan

Prior to the acquisition of the Group, the Committee determined that a Transaction Bonus Award should be paid to the Executive Directors in the event that there was a sale of either the Currency division, or a complete change of control/sale of the whole Group. As such, following the Court sanctioning the acquisition of the Group by ACT Bidco, Clive Vacher, Ruth Euling and Dean Moore received a cash bonus of £494,281, £300,000 and £350,000 respectively. The Committee considered that these amounts, as 100% of full time equivalent in salary, were in line with the Remuneration Policy, and reflected the increased workload, contribution and support from the Executive Directors during a year of significant change.

Following the acquisition, the Board considered the FY25 ABP targets and concluded that the plan should pay out in line with formulaic calculations. Under the scheme, financial measures account for 80% of maximum ABP with the remaining 20% equally weighted based on achievement against strategic personal objectives, and a formulaic ESG metric. Whilst performance did not trigger the entry points for bonus under revenue and operating profit, there was a payout based on the closing net debt figures and both the personal objective and ESG metric.

The Board continues to believe that it is vital that executive remuneration is fair and competitive so that the Group continues to motivate and retain the highly talented people required to deliver the challenging targets to which were committed.

Long-Term Incentive Plan

The Committee determined during FY25 that based on the strategic position of the Group and the need to focus on the short term and immediate activity relating to the Authentication sale and the acquisition of the Group, that no award under either the Performance Share Plan or the Investor Returns Plan would be granted to Executive Directors or senior employees during the year.

Looking ahead to FY26

Due to the acquisition of the Group, the Remuneration Committee determined that as a result of a change of control, awards granted under the Performance Share Plan and Investor Returns Plan could have accelerated vesting and were exercisable on completion in accordance with the rules of the relevant plans, the Directors' Remuneration Policy and standard market practice. For the LTIP awards, time apportionment provisions and performance conditions were calculated and applied with no performance conditions waived. Following vesting, no deferral or holding requirements were imposed by the plan rules. For information on the share vestings, please see page 74 of this report.

The Board does not intend to make any material changes to the current remuneration policy, and will continue to apply this for FY26, however, the new Board will review and consider the remuneration of the executive team and employees as a whole as they evaluate the business to ensure it remains appropriate for the new structure.

Michael Aumann
Director

1 August 2025

Remuneration continued

Annual Report on remuneration

This section of the Directors' remuneration report shows how the Remuneration Committee implemented the policy on Directors' remuneration in the year ended 29 March 2025 including all elements of remuneration received by Executive Directors and the incentive outturns for FY25.

Single figure of remuneration for each Director (audited)

	Fixed							Variable				Total Variable	Total	
	Salary and fees ^a		Benefits (excluding pensions) ^b		Pensions		Total Fixed	Bonus ^c	Long term incentive (vested) ^d					
	2025 £'000	2024 £'000	2025 £'000	2024 £'000	2025 £'000	2024 £'000			2025 £'000	2024 £'000	2025 £'000			
Executive Directors														
Clive Vacher	489	480	29	28	49	48	567	180	66	–	–	180	747	622
Ruth Euling	176	154	10	9	18	16	204	75	21	–	–	75	279	200
Dean Moore	350	235	–	–	–	–	350	–	–	–	–	–	350	235
	1,015	869	39	37	67	64	1,121	255	87	–	–	255	1,376	1,057
Chairman														
Clive Whiley ^d	274	158	17	38	–	–	291	–	–	–	–	–	291	196
Non-executive Directors														
Nick Bray	60	60	–	–	–	–	60	–	–	–	–	–	60	60
Brian Small	60	34	–	–	–	–	60	–	–	–	–	–	60	34
Mark Hoad	60	56	–	–	–	–	60	–	–	–	–	–	60	56
Aggregate emoluments	1,469	1,177	56	75	67	64	1,592	255	87	–	–	255	1,847	1,403

Notes:

The figures in the single figure table above are derived from the following:

a Salary and fees: the actual salary and fees received during the period.

b Benefits (excluding pensions): the gross value of all taxable benefits received in the period, including for example car allowance and private medical and permanent health insurance.

c Bonus: This includes both the Transaction Award as described on page 73 and the FY25 ABP. A description of the performance measures that applied for the year FY25 is provided on page 76.

d Long term incentive: no FY25 awards vested for Executive Directors.

e The benefits figure for Clive Whiley reflects taxable business expenses.

f The fees for Clive Whiley reflect the change to his salary that was backdated to October 2024, as set out on page 73.

Remuneration continued

Annual Report on remuneration continued

Changes in Executive Directors during the year

No changes during the year to individual elements of remuneration for the Executive Directors. Following the end of the financial year, on 2 July 2025, with the acquisition of the Group by ACR Bidco Limited, Dean Moore retired from the Board, along with the Non-executive Directors.

Base salary and fees (audited)

Base salaries for Executive Directors are normally reviewed annually by the Remuneration Committee and are set with reference to individual performance, experience and responsibilities, Group performance, affordability and market competitiveness.

The Directors' remuneration policy approved by shareholders at the 2023 AGM sets out an expectation that increases in salary for Executive Directors will not normally exceed the range of increases awarded to other employees in the Group except in the specific circumstances listed in the remuneration policy.

The Committee determined that Executive Directors received pay awards in FY25 that were commensurate with the wider workforce.

In July 2024, Clive Vacher's salary increased by 3% and Ruth Euling's salary increased by 5%. In January 2025, Ruth Euling's salary increased to £222,324 as a result of a change in working hours. For FY26, Clive Vacher and Ruth Euling will receive an increase in line with employees.

	Base salary level July 2024 £'000	Base salary level July 2023 £'000	Increase %
Clive Vacher	489	480	3
Dean Moore	350	350	–
Ruth Euling	176	159	5

The remuneration policy for Non-executive Directors, other than the Chairman, is determined by the Board. The Remuneration Committee determines the Chairman's fee. Fees reflect the responsibilities and duties of Non executive Directors while also having regard to the marketplace. The Non-executive Directors do not participate in any of the Group's share incentive plans, nor do they receive any benefits or pension contributions. It is the intention that consistent with the policy for Executive Directors, increases for Non-executive Directors would not normally exceed the range of increases awarded to the wider workforce.

The fees for the Non-executive Directors did not increase in FY25. The Committee has determined that no further increase would be made in FY26.

Following a review of Clive Whiley's increase in working hours and direct involvement with the divestment of the Authentication Division, he received an increase in base fee to £365,000 that was backdated to October 2024.

The fees for FY25 were as follows:

Non-executive Director fees

	July 2024 £'000	July 2023 £'000
Basic fee	51.7	51.7
Additional fee for chairmanship of Audit and Remuneration Committees and Senior Independent Director	8	8

External directorships of Executive Directors

The Board considers whether it is appropriate for an Executive Director to serve as a non-executive director of another company. During FY25, Clive Vacher and Ruth Euling did not hold a remunerated external directorship appointment, however Dean Moore was independent Non-executive Director at both Griffin Mining Ltd and THG plc throughout the financial period.

Pension contributions (audited)

During FY25 Clive Vacher and Ruth Euling received a pension contribution of 10% of salary on the basis of a 6% individual contribution, in line with levels available to other UK-based employees.

Dean Moore as Interim CFO chose not to participate in the pension scheme.

Remuneration continued

Annual Report on remuneration continued

Variable remuneration (audited)

Annual bonus for FY25

The Annual Bonus Plan for FY25 was issued with the following financial structure and targets:

Measure	Threshold	Target	Maximum	Actual	% of maximum achieved
Group revenue	£326.1m	£333.0m	£385.0m	£313.7m	0%
Group adjusted operating profit	£27.3m	£29.0m	£32.0m	£22.8m	0%
Group closing net debt	£90.6m	£88.0m	£83.0m	£88.1m	48.1%

All financial metrics, Group revenue, adjusted operating profit and average net debt were based on an entry point set at the upper end of consensus expectation and maximum award being achieved at a stretch target significantly above market expectations, the plan is subject to an operating profit underpin. While operating profit over achieved the required underpin the revenue and operating profit trigger points did not result in any payout at individual target level with operating profit threshold at £27.3m and we achieved £24.5m, however the closing net debt did meet target, therefore the Board was satisfied that it was appropriate for a payout to be calculated formulaically on this trigger point and the non-financial elements.

Long Term Incentive Plan awards

Due to the ongoing strategic position of the Group during FY25, no awards were made under the Performance Share Plan (PSP) or Investor Return Plan (IRP).

Further, following a review on the PSP grants made in 2022, these were deemed to have not met performance criteria and therefore no awards vested under the PSP in FY25 for any Executive Director.

Deferred Bonus Plan

During the year, awards granted under the Deferred Bonus Plan (DBP) in July 2022 automatically vested for the Executive Directors. Further awards were granted under the DBP to Clive Vacher and Ruth Euling in July 2024 in relation to the FY24 bonus. Details can be found in the tables on pages 73 and 74.

Shareholding requirements

Executive Directors are required to build up a shareholding equivalent to 200% of salary over a five year period. It is intended that this is met by Executive Directors retaining 100% of vested post-tax Deferred Bonus shares, restricted shares and performance shares until the requirement is met in full.

The policy has a post-employment shareholding requirement of 200% of salary (or the actual shareholding if lower) for the first year following exit and 50% of this guideline level for the second year following exit. Due to the acquisition of the Group on 2 July 2025 following the acquisition by ACR Bidco Limited, this requirement was waived.

Executive Directors' service contracts

The table below summarises the notice periods contained in the service contracts for Executive Directors in office as at 29 March 2025.

Year of award	Date of contract	Date of appointment	Notice from Company	Notice from Director
Clive Vacher	6 October 2019	7 October 2019	6 months	6 months
Ruth Euling	1 April 2021	1 April 2021	6 months	6 months
Dean Moore	4 August 2023	4 August 2023	6 months	6 months

Non-executive Directors' letters of appointment

The Chairman and Non-executive Directors had letters of appointment rather than service contracts, and the table below summarises the letters of appointment in effect as at 29 March 2025.

Non-executive Director	Date of appointment	Current letter of appointment end date
Nick Bray	21 July 2016	AGM 2025
Clive Whaley	18 May 2023	18 May 2026
Brian Small	8 September 2023	8 September 2026
Mark Hoad	13 September 2022	29 September 2025

Payments for loss of office (audited)

There were no payments for loss of office during the period.

Remuneration continued
Annual Report on remuneration continued

Directors' interests in shares (audited)

The Directors and their connected persons had the following interests in the ordinary shares of the Company at 29 March 2025:

	Current shareholding ordinary shares (held outright)	Current shareholding as % of salary	Variable					Vested shares	
			Subject to performance conditions		Not subject to performance conditions			Vested shares unexercised during the period	Vested shares exercised during the period
			Performance Share Plan	Investor Returns Plan	Performance Share Plan	Deferred Bonus Plan	SAYE		
Executive Directors									
Clive Vacher	338,687 ¹	85	763,661 ²	640,878 ²	–	25,748 ²	29,925 ²	–	–
Dean Moore	–	0	–	–	–	–	–	–	–
Ruth Euling	102,225 ¹	71	364,743 ²	212,079 ²	–	8,347 ²	–	10,131 ²	–
Non-executive Chairman									
Clive Wiley	200,000 ¹	n/a	–	–	–	–	–	–	–
Non-executive Directors									
Nick Bray	–	n/a	–	–	–	–	–	–	–
Mark Hoad	50,000 ¹	n/a	–	–	–	–	–	–	–
Brian Small	–	n/a	–	–	–	–	–	–	–

Notes:

1 All ordinary shares were transferred to ACR Bidco Limited ("Bidco") on 2 July 2025 as a result of the acquisition of De La Rue plc ("De La Rue") by Bidco.

2 All outstanding share option awards were exercised on 30 June 2025 and resulting De La Rue ordinary shares held sold on 2 July 2025 as a result of the acquisition of De La Rue by Bidco.

All interests of the Directors and their families are beneficial.

The current shareholdings as a percentage of salary during the period are calculated using the closing De La Rue plc share price of 122p on 28 March 2025, being the last working day before the end of FY25.

Remuneration continued

Annual Report on remuneration continued

	Date of award	Total award as at 30 March 2024	Awarded during the year	Exercised during the year	Lapsed/ cancelled during the year	Awards held at 29 March 2025	Awards vested (unexercised) during the year	Strike price (pence)	Market price per share at exercise date (pence)	Date of vesting	Expiry date
Ruth Euling											
Deferred Bonus Plan¹											
	Jul 22	31,844	–	31,844	–	–	–	78.87 ²	–	Jul 24	Jul 24
	Jul 24	–	4,174	–	–	4,174 ⁶	–	100.64 ²	–	Jul 25	Jul 25
	Jul 24	–	4,173	–	–	4,173 ⁶	–	100.64 ²	–	Jul 26	Jul 26
Performance Share Plan											
	Jun 15	2,531	–	–	–	2,531 ¹¹	2,531	541.00 ²	–	Jun 18	Jun 25
	Jun 15	1,799	–	–	–	1,799 ¹¹	1,799	541.00 ²	–	Jun 19	Jun 25
	Jun 16	2,655	–	–	–	2,655 ¹¹	2,655	520.85 ²	–	Jun 19	Jun 26
	Jun 16	1,858	–	–	–	1,858 ¹¹	1,858	520.85 ²	–	Jun 20	Jun 26
	Jun 17	773	–	–	–	773 ¹¹	773	680.10 ²	–	Jun 20	Jun 27
	Jun 17	515	–	–	–	515 ¹¹	515	680.10 ²	–	Jun 21	Jun 27
	Jun 21	135,586	–	–	135,586	–	–	191.76 ²	–	Jun 24 ⁵	Jun 31
	Aug 22	252,158	–	–	–	252,158 ⁷	–	84.55 ²	–	Aug 25 ⁵	Aug 32
	Oct 23	102,454	–	–	–	102,454 ⁸	–	62.00 ²	–	Oct 26 ⁵	Oct 33
Investor Returns Plan											
	Oct 23	212,079	–	–	–	212,079 ⁹	–	80.00 ⁴	–	Oct 26 ⁵	Oct 33
Total		744,252	8,347	31,844	135,586	585,169	10,131				
Sharesave options¹	–	–	–	–	–	–	–	–	–	–	–

Notes:

1 These awards do not have any performance conditions attached.

2 Mid-market share value of a De La Rue plc ordinary share averaged over the five dealing days immediately preceding award date.

3 For Sharesave options, the share price shown is the exercise price which was 80% of mid-market value of an ordinary share averaged over the three dealing days immediately preceding award date.

4 For the Investor Returns Plan, the share price shown is the exercise price which has been set at 80p, a premium of 29% to the share price of 62p at the time of grant.

5 Three-year vesting period post award date plus a further two-year holding period subject to the award vesting.

6 Awards granted in July 2024 under the rules of the De La Rue Deferred Bonus Plan 2020 were released in full on 30 June 2025 and resulting De La Rue plc ordinary shares held sold on 2 July 2025 as a result of the acquisition of De La Rue plc ("De La Rue") by ACR Bidco Limited ("Bidco").

7 Awards granted in August 2022 under the rules of the De La Rue Performance Share Plan 2020 did not meet performance criteria and lapsed in full on 30 June 2025 as a result of the acquisition of De La Rue by Bidco.

8 Awards granted in October 2023 under the rules of the De La Rue Performance Share Plan 2020 vested at 58% based on the financial figures presented to the Remuneration Committee in May 2025 and were time pro-rated for two-thirds. These awards were exercised on 30 June 2025 and resulting De La Rue plc ordinary shares held sold on 2 July 2025 as a result of the acquisition of De La Rue by Bidco.

9 Awards granted in October 2023 under the rules of the De La Rue plc Investor Returns Plan 2023 vested in full and were time pro-rated for two-thirds and were exercised on 30 June 2025 and resulting De La Rue plc ordinary shares held sold on 2 July 2025 as a result of the acquisition of De La Rue by Bidco.

10 Awards granted in February 2023 under the rules of the De La Rue plc Sharesave Plan 2022 were exercised to the amount accrued on 30 June 2025 and resulting De La Rue plc ordinary shares held sold on 2 July 2025 as a result of the acquisition of De La Rue by Bidco.

11 Awards granted in June 2015, June 2016 and June 2017 under the rules of the De La Rue Performance Share Plan were exercised on 30 June 2025 and resulting De La Rue plc ordinary shares held sold on 2 July 2025 as a result of the acquisition of De La Rue by Bidco.

Remuneration continued

Annual Report on remuneration continued

Chief Executive Officer pay, Total Shareholder Return (TSR) and all employee pay

This section of the report enables our remuneration arrangements to be seen in context by providing:

- A history of De La Rue's Chief Executive Officer's remuneration for the current and previous nine years
- De La Rue's TSR performance for the 10 years to 30 March 2025
- A comparison of the year on year change in De La Rue's Chief Executive Officer's remuneration with the change in the average remuneration across the Group
- A year on year comparison of the total amount spent on pay across the Group with profit before tax and dividends paid

Chief Executive Officer's pay

Period ended March	2016	2017	2018	2019	2020	2020	2021	2022	2023	2024	2025
Chief Executive Officer	Martin Sutherland	Martin Sutherland	Martin Sutherland	Martin Sutherland	Martin Sutherland ¹	Clive Vacher ²	Clive Vacher	Clive Vacher	Clive Vacher	Clive Vacher	Clive Vacher
Single figure of total remuneration £'000	998	899	783	954	340	249	1,106	792	542	622	747
Annual bonus payout as a % of maximum opportunity	57	40	Nil	29	Nil	Nil	98	42	Nil	10	36.3
LTIP vesting against maximum opportunity (%)	Nil	Nil	25	25	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

¹ Appointed 13 October 2014, resigned on 7 October 2019.

² Appointed 7 October 2019.

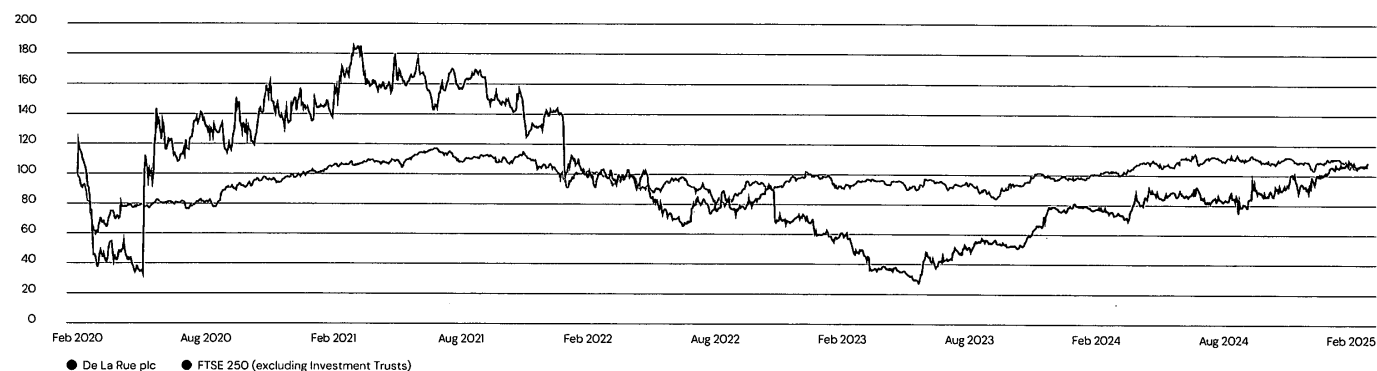
TSR performance

The graph below shows the value, by 30 March 2025, of £100 invested in De La Rue plc on 30 March 2015, compared with the value of £100 invested in the FTSE 250 Index (excluding Investment Trusts) on the same date, assuming that all dividends paid are reinvested and on the other normal principles for assessing Total Shareholder Return (TSR). The other points plotted are the values at intervening trading days.

Remuneration continued
Annual Report on remuneration continued

Total shareholder return

Source: FactSet



Chief Executive Officer pay ratio

The table below sets out the CEO pay ratios from FY20 comparing the single total figure of the remuneration with the equivalent figures for lower quartile, median and upper quartile UK employees. UK employees were chosen as a comparator group to avoid the impact of exchange rate movements over the year. UK employees make up approximately 40% of the total employee population.

As the quartile individuals are representative of the Company's pay distribution the ratios presented are consistent with the pay, reward and progression policies for the UK employees. A significant portion of the CEO remuneration is delivered through variable incentives where awards are linked to business performance over a longer term. This means that ratios may fluctuate year to year.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024/2025	Option A	19:1	15:1	10:1
2023/2024	Option A	16:1	12:1	9:1
2022/2023	Option A	14:1	12:1	9:1
2021/2022	Option A	21:1	16:1	13:1
2020/2021	Option A	30:1	24:1	18:1
2019/2020	Option B	19:1	14:1	9:1

Remuneration continued

Annual Report on remuneration continued

Total pay and benefits amounts used to calculate ratio.

Year	Method	25th percentile ratio		50th percentile ratio		75th percentile ratio	
		Total pay and benefits	Total salary	Total pay and benefits	Total salary	Total pay and benefits	Total salary
2024/2025	Option A	£39,736	£35,667	£51,468	£45,349	£76,467	£59,552
2023/2024	Option A	£40,057	£33,884	£50,414	£44,844	£72,435	£58,952
2022/2023	Option A	£37,556	£33,905	£46,886	£42,66C	£61,407	£56,377
2021/2022	Option A	£36,997	£28,376	£49,614	£44,233	£62,554	£54,285
2020/2021	Option A	£37,017	£32,585	£45,423	£41,795	£62,771	£53,919
2019/2020	Option B	£32,001	£24,511	£44,450	£39,316	£65,908	£54,000

Percentage change in Directors' remuneration

The table below compares the percentage change in the Directors' salary, bonus and benefits to the average change in salary, bonus and benefits for all UK employees between FY21 and FY25. The percentage change in Benefits for Ruth Euling reflects the cessation of a pension supplement that was previously paid as a cash allowance and reported under "Benefits" up to the end of FY23. From FY24 onwards, this supplement was replaced by employer pension contributions. The change in Ruth Euling's salary reflects an increase in working hours in January 2025, following a reduction in hours at the start of the prior financial year. ABP and Sales Incentive Plans were not paid in FY23. The table shows the UK employee average percentage salary change which is comprised of collective and individual awards throughout the financial year.

	2024/25			2023/24			2022/23			2021/22			2020/21		
	Salary/fees	Benefits	Annual bonus	Salary/fees	Benefits	Annual bonus	Salary/fees	Benefits	Annual bonus	Salary/fees	Benefits	Annual bonus	Salary/fees	Benefits	Annual bonus
Executive Directors															
Clive Vacher	2.0%	3.6%	172.2%	0.6%	0.0%	-	2.5%	0%	-	2.0%	0.0%	-55.0%	3.6%	26.0%	-
Ruth Euling	14%	11.1%	257.1%	-42%	-76.0%	-	2.5%	2.4%	-	-	-	-	-	-	-
Dean Moore	48.9%	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-executive Directors															
Clive Whaley (Chairman)	73.4%	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mark Hoad	7.1%	-	-	116.4%	-	-	-	-	-	-	-	-	-	-	-
Brian Small	76.5%	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nick Bray	0%	-	-	0.0%	-	-	10%	-	-	2.0%	-	-	0.0%	-	-
UK employee average	3.5%	0%	68.6%	2.6%	0%	-	4.8%	0%	-	1.5%	0.0%	-146.0%	3.8%	0.0%	-

Remuneration continued

Annual Report on remuneration continued

Relative spend on pay

The following table sets out the percentage change in payments to shareholders and the overall expenditure on pay across the Group.

	2024/25 £m	2023/24 £m	Change %
Dividends (note 10 to the financial statements)	–	–	N/A
Overall expenditure on pay (note 4 to the financial statements)	611	58.7	–20

Statement of shareholder voting

The Directors' remuneration report was approved by shareholders at our AGM on 25 September 2024. Details of the poll voting result on the relevant resolutions are shown below:

	Total votes cast	For ¹	(%)	Against	(%)	Votes withheld ²
Approval of remuneration report	118,676,140	115,310,107	97.16	3,366,033	2.84	218,183

Notes:

¹ The votes 'For' include votes given at the Chairman's discretion.

² A vote withheld is not legally a vote cast and, as such, is not counted in the calculation of the proportion of votes 'For' and 'Against'.

De La Rue carefully monitors shareholder voting on the remuneration policy and implementation and the Company recognises the importance of ensuring that shareholders continue to support the remuneration arrangements. All voting at the AGM is undertaken by poll.

Remuneration advice

The Remuneration Committee consults with the Chief Executive Officer on the remuneration of executives directly reporting to him and other senior executives and seeks to ensure a consistent approach across the Group taking account of seniority and market practice and the key remuneration policies outlined in this report. During FY25, the Committee also received advice from Willis Towers Watson who has no other connection with the Company or individual Directors. Willis Towers Watson has been formally appointed by the Remuneration Committee and advised on the structure, measures and target setting for incentive plans, executive remuneration levels and trends, corporate governance developments and Directors' remuneration report preparation. The Remuneration Committee requests Willis Towers Watson to attend meetings periodically during the year.

Willis Towers Watson is a member of the Remuneration Consultants' Group and has signed up to the code of conduct relating to the provision of executive remuneration advice in the UK. In light of this, and the level and nature of the service received, the Committee remains satisfied that the advice has been objective and independent.

Total fees for advice provided to the Remuneration Committee during the year by Willis Towers Watson were £25,500.

Dilution limits

The share incentives operated by the Company comply with the institutional investors' share dilution guidelines.

The Directors' remuneration report was approved by the Board on 1 August 2025 and signed on its behalf.



Michael Aumann
Director

1 August 2025

Directors' report

The Directors present their annual report on the affairs of the Group for the period ended 29 March 2025.

Introduction

At 29 March 2025, De La Rue plc was a public limited company, registered in England and Wales as company number 3834125 and has its registered office at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire RG22 4BS. On 2 July 2025, a scheme of arrangement for the acquisition of the Company by ACR Bidco Limited became effective and on 7 July 2025, De La Rue plc was re-registered as a private limited company. As such, it is subject to the reporting requirements set out in the Companies Act 2006.

Our reporting to shareholders

The Strategic report provides an overview of the development and performance of the Group's business for the period ended 29 March 2025 and likely future developments in the Group. The various sections of that report, from page 4 to 67 of this Annual Report, together provide information which the Directors consider to be of strategic importance to the Group.

The following disclosures are hereby incorporated by reference into, and form part of, this Directors' report:

- Data on greenhouse gas emissions and other climate change-related disclosures on page 40. This information was included in the Strategic report as the Directors consider those matters to be of strategic importance to the Group;
- Details of Directors' interests in the shares of the Company, within the Directors' remuneration report on pages 70 to 79;
- Information relating to financial instruments and financial risk management, as provided in note 15 to the financial statements; and
- Related party transactions as set out in note 29 to the financial statements.

The Company has not complied with the disclosures required by the Corporate Governance Code as it is no longer listed.

Dividends

In November 2019, the Board decided to suspend future dividend payments. In the Turnaround Plan, first announced in February 2020 and subsequently expanded upon in the prospectus published in June 2020, the Board explained that the resumption of dividends would only occur when restrictions agreed with our lending banks fell away and the Company was generating sustainable positive free cash flow. No interim dividend was paid or final dividend recommended in respect of FY23 or FY24. The Directors did not declare an interim dividend and do not recommend a final dividend to be paid in respect of FY25.

Directors

The names and biographical details of the Directors of the Company at the date of this report, and the names and dates of service of others who served as Directors during the period, were:

- Clive Whiley – resigned on 2 July 2025
- Clive Vacher
- Ruth Euling
- Dean Moore – resigned on 2 July 2025
- Mark Hoad – resigned on 2 July 2025
- Nick Bray – resigned on 2 July 2025
- Brian Small – resigned on 2 July 2025
- Peter Bacon – appointed on 2 July 2025
- Daniel Merriam – appointed on 2 July 2025
- Phil Schuch – appointed on 2 July 2025
- Michael Aumann – appointed on 7 July 2025

Subject to the Company's articles of association, the Companies Act 2006 and any directions given by the Company in general meeting by a special resolution, the business of the Company is managed by the Board who may exercise all the powers of the Company, whether relating to the management of the business of the Company or not.

The Directors recognise their duty to have regard to the Company's business relationships with suppliers, customers and others and to consider the long-term environmental and reputational impacts of their decisions. Details of how these considerations were factored into the principal decisions taken during the period can be found in the section 172 statement on pages 17 to 20.

The rules governing the appointment and removal of Directors are set out in the Company's articles of association. Following the re-registration of the Company as a private limited company on 7 July 2025, the Company adopted new articles of association, a copy of which is available on the Company's website www.delarue.com.

Details of the Company's contracts of service with the Executive Directors that served during FY25 can be found on page 72 and details of the Company's letters of appointment for the Non-executive Directors are on page 72.

Directors' report continued

Details of Directors' remuneration are provided in the Directors' remuneration report on pages 70 to 79. The interests of the Directors who served during FY25 and their families in the share capital of the Company are shown in the Directors' remuneration report on page 73.

At the date of this report, the Company has agreed, to the extent permitted by the law and the Company's articles of association, to indemnify its Directors and officers in respect of all costs, charges, losses, damages and expenses arising out of claims made against them in the course of the execution of their duties as a Director or officer of the Company or any associated company. The Company may advance defence costs in civil or regulatory proceedings on such terms as the Board may reasonably determine, but any advance must be refunded if the Director or officer is subsequently convicted or found against. The indemnity will not provide cover where the Director or officer has acted fraudulently or dishonestly.

The Group also maintains Directors' and officers' liability insurance cover for the Directors and officers of the Company and of all Group subsidiary companies.

Shares

Structure of the Company's share capital

As at 29 March 2025, the share capital of the Company comprised 196,391,787 ordinary shares of 44^{1/2}/p each and 111,673,300 deferred shares of 1p nominal value, all of which are credited as fully paid. The ordinary shares therefore comprised approximately 99%, and the deferred shares approximately 1%, of the issued share capital.

The deferred shares carry no voting or other participation rights and extremely limited economic rights. They are not listed or admitted to trading on any market and are not transferable except in accordance with the articles of association. Any or all of the deferred shares can be repurchased at any time by the Company without notice for a total consideration of one penny, following which they may be cancelled.

As at the date of this report, the share capital of the Company comprised 201,296,031 ordinary shares of 44^{1/2}/p each, and 111,673,300 deferred shares of 1p nominal value, all of which are credited as fully paid.

As at 29 March 2025, the ordinary shares of the Company were listed in the UK and admitted to trading on the London Stock Exchange. Following the scheme of arrangement for the acquisition of the Company by ACR Bidco Limited becoming effective, trading in the Company's ordinary shares was suspended and they were delisted on 3 July 2025.

Rights of holders of ordinary shares and restrictions on transfer

The rights and obligations attaching to the Company's ordinary shares, in addition to those conferred on their holders by law, are set out in the Company's articles of association, a copy of which is available on the Company's website www.delarue.com. The key rights are summarised below:

- Voting – on a show of hands at a general meeting of the Company, each holder of ordinary shares present in person or by proxy and entitled to vote shall have one vote and, on a poll, shall have one vote for every ordinary share held. Electronic and paper proxy appointments and voting instructions must be received by the Company's registrar no later than 48 hours before a general meeting.
- Dividends and distributions to shareholders on winding up – holders of ordinary shares may receive interim dividends approved by Directors and dividends declared in general meetings. On a liquidation and subject to a special resolution of the Company the liquidator may divide among members in specie the whole or any part of the assets of the Company and may, for such purpose, value any assets and may determine how such division shall be carried out. Transfer of shares – the Company's articles of association place no restrictions on the transfer of ordinary shares or on the exercise of voting rights attached to them except in very limited circumstances. Certain restrictions, however, may from time to time be imposed by law or regulation.

The articles of association may only be amended by special resolution of the holders of the Company's ordinary shares. On 3 June 2025, the articles of association were amended by special resolution by the shareholders and shareholders further approved the adoption of new articles of association following and with effect from the re-registration of the Company as a private company on 7 July 2025.

Special rights attaching to shares

There are no shares issued by the Company which confer any special voting or other rights regarding the control of the Company.

Shareholder agreements and consent requirements

There are no known arrangements under which financial rights conferred by any of the shares in the Company are held by a person other than the holders of those shares.

As at the date of this report, the Company is aware of a total of 292,396 ordinary shares which are held on behalf of an entity which is the subject of sanctions imposed by the United Kingdom of Great Britain and Northern Ireland (The Russia (Sanctions) (EU Exit) Regulations 2019), the European Union (Council Regulation (EU) No 269/2014 of 17 March 2017) and the United States of America (Executive Order 14024). These sanctions restrict any person from dealing in relation to those shares for so long as the sanctions remain in place. Specific arrangements relating to these shares were included within the scheme of arrangement for the acquisition of the Company by ACR Bidco Limited.

Directors' report continued

The Company is not aware of any agreements between shareholders that may result in any restriction on the transfer of shares or exercise of voting rights.

Rights attaching to shares under employee share schemes

Options and awards held by relevant participants under the Company's various share plans carry no voting rights until the shares are issued. The trustee of the De La Rue Employee Share Ownership Trust does not seek to exercise voting rights on existing shares held in the employee trust. No shares are currently held in trust.

Directors' authorities in relation to share capital

Power to issue and allot

At the AGM held on 25 September 2024 the Directors were generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £29,319,869 (being approximately one third of the Company's then issued share capital) or up to an aggregate nominal value of £58,639,738 (being approximately two thirds of the Company's then issued share capital) in respect of a strictly pro-rata rights issue.

The Pre-emption Group updated its Statement of Principles in November 2022, whereby companies are now permitted to seek a general disapplication of pre-emption rights to issue, for cash, equity securities representing no more than 10% of the issued ordinary share capital plus an additional 10% in connection with an acquisition or specified capital investment. At the Company's 2023 AGM, we sought authorities in line with the revised Principles; however we received a significant vote against. Therefore, at the 2024 AGM the Directors sought and were granted additional powers to allot ordinary shares for cash (i) up to a nominal value of £4,397,980 (being approximately 5% of the Company's then issued share capital) and (ii) up to a further nominal value of £4,397,980, in each case without regard to the pre-emption provisions of the Companies Act 2006, provided that the authority under (ii) can only be used in connection with an acquisition or specified capital investment. These authorities are valid until the conclusion of the next following AGM.

At the 2024 AGM the Directors were granted additional powers to allot ordinary shares for cash (i) up to a nominal value of £8,795,960 (being approximately 10% of the Company's then issued share capital). This authority is valid until the conclusion of the next following AGM.

510,631 shares were issued for cash during the period to satisfy the vesting of awards or the exercise of options under the Company's employee share schemes. Subsequent to 29 March 2025, 4,896,117 shares were issued for cash to satisfy the vesting of awards or the exercise of options under the Company's employee share schemes. Details of shares issued during the year and outstanding options and awards are given in notes 21 and 22 to the financial statements, and those notes are incorporated by reference into this report. Details of the share-settled long-term incentive schemes are provided in the Directors' remuneration report on pages 74 and 75.

Authority to purchase own shares

At the 2024 AGM, shareholders gave the Company authority to make market purchases of up to 19,603,834 of its own ordinary shares (being approximately 10% of the Company's then issued ordinary share capital). Any shares purchased in this way could either be cancelled or held in treasury (or a combination of these). No purchases have been made under this authority.

Our employees and workforce generally

Employment of disabled persons

The Group gives full and fair consideration to applications for employment from disabled persons, where the requirements of the job can be adequately fulfilled by that person. Where existing employees become disabled it is the Group's policy, wherever practicable, to provide continuing employment under normal terms and conditions and to provide training, career development and promotion to disabled employees wherever appropriate.

Employee communications and engagement

The Group provides its entire workforce (including employees) with information on matters that could be of concern to them as our workforce. This includes building common awareness of the financial and economic factors affecting the Group's performance through newsletters, all-employee emails and conference calls with the CEO on the day that our results are announced to the market or there is a material development in the Group's business.

Directors' report continued

Where appropriate, we consult members of our workforce or their representatives on a regular basis so that their views can be taken into account in making decisions which are likely to affect their interests.

While we were a public listed company, we encouraged involvement in the Company's performance by our employees and workforce and offered awards under the discretionary share schemes to those more senior employees who were best placed to influence that performance, and through options granted under our Sharesave scheme to all eligible employees in the UK.

The views of our employees and contractors are important. To make sure that these views are heard and are taken into account, the Board has designated an independent Non-executive Director to oversee its engagement with the workforce. For further details of our stakeholder engagement, please see pages 17 to 20.

Other statutory disclosures**Branches**

De La Rue is a global business and our activities and interests are operated through subsidiaries, branches of subsidiaries and associates which are subject to the laws and regulations of many different jurisdictions. Our subsidiaries and associates are listed in note 30 to the financial statements. There were no branches of the Company in existence during the period ended 29 March 2025.

Essential contracts or other arrangements

The Group has a number of suppliers of key goods and services, the loss of any of which could disrupt the Group's ability to deliver on time, in full or at all. For further details, please refer to the discussion of this risk on page 64.

Financial risk management

Please refer to the disclosures in note 15 to the financial statements.

Political donations

The Group's policy is not to make any political donations and none were made during the period.

Research and development

The Group's business is underpinned by a significant amount of intellectual property. As at the date of this report (and following the sale of the Group's Authentication division after the financial year end, the Group held over 90 families of patents which support its business. There are around 915 patents and patent applications, of which over 685 have been granted and circa 250 applications are pending. During the year the Group had 15 patents granted in Europe, UK and the US.

The Group's key activity in the field of research and development is discussed in the strategy discussion on pages 11 and 14.

Audit exemption

For the period ended 29 March 2025, De La Rue Limited has provided a legal guarantee under s479A of the Companies Act 2006 to the following companies:

- DLR (No.1) Limited (5466948)
- DLR (No.2) Limited (6554391)
- De La Rue Holdings Limited (00058025)
- De La Rue Overseas Limited (355881)
- De La Rue Finance Limited (6465548)
- De La Rue Investments Limited (2527386)
- Portals Group Limited (164544)
- De La Rue Scandinavia Limited (2636802)
- Harrison & Sons Limited (168827)
- Portals Property Limited (656722)

This guarantee is dated 1 August 2025 and all the above entities have 29 March 2025 year ends.

Auditor

Ernst & Young LLP have expressed their willingness to be re-appointed as auditor of the Company. A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be proposed at the forthcoming AGM.

This confirmation is given, and should be interpreted, in accordance with the provisions of section 418 of the Companies Act 2006.

Disclosure of information to the external auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- So far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' report continued

Going concern

The Board has determined that the going concern basis of accounting in the preparation of the consolidated financial statements is appropriate. The Directors, when determining the going concern assessment period, took consideration of the completion of the Authentication transaction to Crane NXT on 1 May 2025. This resulted in full repayment of the RCF facility and a day one opening liquidity of £96m. Shortly after the completion of the Authentication transaction a further £35m was paid into the pension scheme to further de-risk the pension scheme deficit by almost half compared with the last actuarial valuation at 30 September 2023 of £78m.

Management also considered the acquisition of the De La Rue Plc group ("De La Rue") by ACR Bidco Limited ("Bidco") which completed on 2 July 2025. Cashflow forecasts have been prepared for the group under both a base case and severe but plausible downside scenario through to the end of the going concern period, being 31 August 2026. This modelling has been prepared on an underlying "Business as Usual" ("BAU model") basis, as well as an overlay to take into account expected changes following the acquisition of the group by Atlas Holdings ("acquisition model").

The severe but plausible downside modelling includes known potential risks relating to contract execution, margin erosion, cost challenges and other cash timing risks.

Under the BAU model prepared by the Board, it was concluded that the group and company has sufficient liquidity in both the base case modelling and the severe yet plausible modelling, specifically that the group and company would have sufficient liquidity to continue operating as a going concern over the 12-month period ending 31 August 2026. This is based on the cash position of the group following the sale of the Authentication division as well as a strong Currency orderbook.

While the acquisition model shows sufficient headroom in a severe but plausible downside scenario, the new owners are in the process of finalising the funding structure following the acquisition by Atlas Holdings. As this is not finalised at the time of signing these accounts, the Directors' have obtained assurances from Atlas Capital Resources IV LP that it will support the group to meet its liabilities as they fall due, to the extent that this required, for a period until at least 31 August 2026.

Having considered all these factors, the Directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence until at least 31 August 2026. Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and accounts

Post-balance sheet events

On 15 October 2024, the Company announced the sale of the Group's Authentication division by way of a Share Purchase Agreement to Crane NXT, Co. for a price of £300m which completed on 1 May 2025. As a result, the Group's Revolving Credit Facility has been repaid.

On 15 April 2025, the boards of ACR Bidco Limited (Bidco) and De La Rue plc announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of De La Rue (the Acquisition) for a price of £1.30 per share, to be effected by means of a Court-sanctioned scheme of arrangement under Part VIII of the Companies Act 2006 (the Scheme). On 9 May 2025, De La Rue published a scheme document in connection with the Acquisition, setting out the terms and conditions of the Scheme.

On 30 June 2025, De La Rue and Bidco announced that the Court had sanctioned the Scheme to implement the Acquisition and the Scheme became effective on 2 July 2025.

Trading in De La Rue shares on the Main Market of the London Stock Exchange was suspended on 2 July 2025 and the listing of the shares was cancelled on 3 July 2025.

This Directors' report was approved by the Board on 1 August 2025.

By order of the Board


Michael Aumann
Director
1 August 2025

Directors' responsibility statement

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 UK law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with UK-adopted international accounting standards (IFRSs) and have elected to prepare the Parent Company financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102")), and applicable law.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of their profit or loss for the period.

In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- Select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (and, in respect of the Parent Company financial statements, Section 10 of FRS 102) and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Provide additional disclosures when compliance with the specific requirements in IFRSs (and, in respect of the Parent Company financial statements, FRS 102) is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and Company financial position and financial performance;
- In respect of the Group financial statements, state whether UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- In respect of the Parent Company financial statements, state whether FRS 102 has been followed, subject to any material departures disclosed and explained in those financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Parent Company will continue in business.

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

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic report, Directors' report, Directors' remuneration report that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website.

Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Fair, balanced and understandable

The Directors believe that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's financial position, performance, business model and strategy.

Responsibility statement

Each of the Directors at the date of approval of this statement confirms that, to the best of his or her knowledge:

- The Group financial statements, prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation taken as a whole; and
- The annual report, including the Strategic report on pages 4 to 67 and the Directors' report on pages 80 to 84, includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

By order of the Board



Michael Aumann
Director

1 August 2025

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Independent Auditor's Report

Opinion

In our opinion:

- De La Rue Ltd's group financial statements and parent company financial statements (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 29 March 2025 and of the group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

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.

We have audited the financial statements of De La Rue Ltd (the 'parent company') and its subsidiaries (the 'group') for the period ended 29 March 2025 which comprise:

Group	Parent company
Consolidated balance sheet as at 29 March 2025	Balance sheet as at 29 March 2025
Consolidated income statement for the period then ended	Statement of changes in equity for the period then ended
Consolidated statement of comprehensive income for the period then ended	
Consolidated statement of changes in equity for the period then ended	Related notes 1a to 8a to the financial statements including a summary of significant accounting policies
Consolidated statement of cash flows for the period then ended	
Related notes 1 to 32 to the financial statements, including material accounting policy information	

Independence

We are independent of the group and parent 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 public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting the audit.

Conclusions relating to going concern

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

- We confirmed our understanding of management's going concern assessment process as well as the review controls in place over the preparation of the group's going concern model and the memoranda on going concern presented to the board of directors. We performed procedures in conjunction with EY modelling specialists to test the appropriateness of management's underlying modelling, including validating those formulae logic applied was appropriate and confirming that any other inputs had been accurately modelled.

- We challenged the appropriateness of the duration of the going concern assessment period to 31 August 2026 ('the going concern period') and considered the existence of any significant events or conditions beyond this period based on our enquiries and knowledge arising from other areas of the audit.
- We obtained the cash flow, covenant forecasts and sensitivities for the going concern period prepared by management and tested for arithmetical accuracy of the models as well as checking liquidity position during the GC period.
- We reviewed actual post period-end trading to the end of June 2025 against the forecast. We performed procedures to validate that we were aware of all relevant factors from the period-end date to the approval date of the financial statements, including trading performance, liquidity movements and other material events since the period-end date, where applicable.
- We also challenged the reasonableness of the forecasts with reference to the level of secured orders and the unsecured pipeline by corroborating to supporting evidence including signed orders and offer letters. Further, we validated other assumptions including both fixed and variable costs by obtaining relevant agreements as well as performing analytical procedures. We assessed whether all key factors have been considered by management, through inquiry with management and assessment against other risks addressed in the audit.

Independent Auditor's Report continued

- We evaluated the key assumptions underpinning the group's assessment by challenging the measurement and completeness of severe but plausible downside modelled by management, including an analysis of historical forecasting accuracy and the work performed on the orderbook as detailed above. We compared these key assumptions with the principal risks and uncertainties of the group.
- We analysed management's severe but plausible downside scenario and its impact on liquidity. Further, we evaluated whether it was plausible that liquidity could be exhausted during the going concern period considering the analysis of fixed versus variable costs, the proportion of revenue secured through orderbook coverage, and recent forecast accuracy.
- We challenged each of the available mitigating actions (e.g., reduced capital expenditure and reductions in discretionary spend) and obtained analysis to determine if these were in the control of management and evaluated the expected impact of the mitigation in the light of our understanding of the business and its cost structures.
- The group sold its Authentication division on 1 May 2025, with the proceeds utilised to repay in full the RCF and make agreed pension scheme contributions. Further to this, in April 2025, the Board accepted an offer for the full shareholding of the group from Atlas Holdings LLC., which completed on 2 July 2025. As such, we have obtained management's updated going concern model 'which takes into account changes post-acquisition and delisting of the group,

including acquisition and other related costs, which we have assessed and challenged. However, given that the new owners have not yet finalised the funding structure following the acquisition by Atlas, the Directors have obtained assurances from Atlas Capital Resources IV LP that it will support the group to meet its liabilities as they fall due, to the extent required, for a period until at least 31 August 2026. We have assessed the ability of Atlas Capital Resources IV LP to provide this support and concluded this assumption is appropriate.

- We challenged the extent to which emerging climate-related risks may affect the group's assessment and the assumptions around the costs anticipated in meeting the group's target to become carbon neutral for its own operations by 2030. This includes the capital expenditure required to enable the group to reduce its carbon footprint, energy usage, waste, and reliance on plastics. Additionally, we considered other macroeconomic factors such as the rising cost of materials, energy and labour which are critical parts of the group's operations.
- We corroborated whether the group's forecasts in the going concern assessment were consistent with other forecasts used by the group in its accounting estimates, including non-current asset impairment and deferred tax asset recognition.
- We held discussions with the Audit Committee and full board of directors to corroborate the forecasts and their basis as prepared by management.
- We discussed the appropriateness of management's disclosures in the financial statements, specifically whether the description of the going concern basis sufficiently and appropriately reflects the going concern assessment, key judgements made and outcomes.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period to 31 August 2026. Going concern has also been determined to be a key audit matter.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Overview of our audit approach

Audit scope	We performed an audit on the complete financial information of 3 components and audit procedures on specific balances for a further 4 components and specified procedures on 8 components.
Key audit matters	- Going Concern - Revenue Recognition
Materiality	Overall group materiality of £0.80m which represents 2% of Adjusted EBITDA, wherein Adjusted EBITDA represents Earning Before Depreciation, Interest, Tax, Amortization and exceptional items.

An overview of the scope of the parent company and group audits

a. Scoping

In the current year our audit scoping has been updated to reflect the new scoping requirements of ISA (UK) 600 (Revised). We have followed a risk-based approach when developing our audit approach to obtain sufficient appropriate audit evidence on which to base our audit opinion. We performed risk assessment procedures, with input from our component auditors, to identify and assess risks of material misstatement of the Group financial statements and identified significant accounts and disclosures. When identifying components at which audit work needed to be performed to respond to the identified risks of material misstatement of the Group financial statements, we considered our understanding of the Group and its business environment, the potential impact of climate change, the applicable financial framework, the group's system of internal control at the entity level, the existence of centralised processes, applications and any relevant internal audit results.

We determined that centralised audit procedures would be performed on retirement benefit obligations, alternative performance measures, investment in subsidiaries (parent company), goodwill, right of use assets and lease liabilities, share based payments, intercompany eliminations and consolidation adjustments. We also centrally tested the cash & cash equivalents and expected credit losses in components that did not form part of the overall scoping assessment outlined below, to the extent that the total amounts not tested across the group were immaterial.

We then identified 3 components as individually relevant to the Group due to materiality or financial size of the component relative to the group.

Independent Auditor's Report continued

For those individually relevant components, we identified the significant accounts where audit work needed to be performed at these components by applying professional judgement, having considered the group significant accounts on which centralised procedures will be performed, the reasons for identifying the financial reporting component as an individually relevant component and the size of the component's account balance relative to the group significant financial statement account balance.

We then considered whether the remaining group significant account balances not yet subject to audit procedures, in aggregate, could give rise to a risk of material misstatement of the group financial statements. We selected 12 components of the group to include in our audit scope to address these risks.

Having identified the components for which work will be performed, we determined the scope to assign to each component.

Of the 15 components selected, we designed and performed audit procedures on the entire financial information of 3 components ('full scope components'). For 4 components, we designed and performed audit procedures on specific significant financial statement account balances or disclosures of the financial information of the component ('specific scope components'). For the remaining 8 components, we performed specified audit procedures to obtain evidence for one or more relevant assertions.

Our scoping to address the risk of material misstatement for each key audit matter is set out in the Key audit matters section of our report.

Involvement with component teams

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the Group audit engagement team, or by component auditors operating under our instruction. The audit procedures on the 3 full scope components (all of which comprise parts of the UK operating business) were performed directly by the primary audit team. For the 4 specific scope components, where the work was performed by component auditors, we determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the Group as a whole.

During the current year's audit cycle, a visit was undertaken by the senior statutory auditor to the component team in Malta. This visit involved an in-person meeting with local management, visiting the production facilities, discussions on the audit approach and key challenges faced by the component team. The Group audit team interacted regularly with the component teams where appropriate during various stages of the audit, reviewed relevant working papers and were responsible for the scope and direction of the audit process. Where relevant, the section on key audit matters details the level of involvement we had with component auditors to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the Group as a whole.

This, together with the additional procedures performed at Group level, gave us appropriate evidence for our opinion on the Group financial statements.

Climate Change

Stakeholders are increasingly interested in how climate change will impact the De La Rue Ltd. The Group has determined that the most significant future impacts from climate change on its operations will be from emerging regulatory changes and physical risks and the group's ability to react to such changes, for example, the risk of flooding of key sites as a result of rising water levels and precipitations patterns; and the risk of being unable to execute the transition of operations required to effectively reduce its footprint, energy usage, waste and reliance on plastics in its operations. These are explained on page 42 of the Task Force On Climate Related Financial Disclosures and on page 62 in the principal risks and uncertainties. They have also explained their climate commitments on page 41. All of these disclosures form part of the 'Other information', rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on 'Other information'.

In planning and performing our audit we assessed the potential impacts of climate change on the group's business and any consequential material impact on its financial statements.

The group has explained in their strategic report articulation of how climate change has been reflected in the financial statements under Strategic Report including how the group aligns with its commitment to the aspirations of the Paris Agreement to achieve net zero emissions by 2050. There are no significant judgements or estimates relating to climate change in the notes to the financial statements.

Our audit effort in considering the impact of climate change on the financial statements

was focused on evaluating management's assessment of the impact of climate risk, physical and transition, their climate commitments, the effects of material climate risks disclosed on pages 44 and 45 and whether these have been appropriately reflected in the going concern and viability considerations of the group, and other key assessments where values are determined through modelling future cash flows including assumptions around the costs anticipated in meeting the group's target to become carbon neutral for its own operations by 2030. Where required by the relevant accounting standard, this includes the capital expenditure required to enable the group to reduce its carbon footprint, energy usage, waste and reliance on plastics. As part of this evaluation, we performed our own risk assessment supported by our climate change internal specialists, to determine the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

We also challenged the Directors' considerations of climate change risks in their assessment of going concern and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

Based on our work, whilst we have not identified the impact of climate change on the financial statements to be a standalone key audit matter, we have considered the impact in the Going Concern key audit matter. Details of the impact, our procedures and findings are included in our explanation of key audit matter in the conclusions relating to Going Concern above.

Independent Auditor's Report continued

b. 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. These matters included 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 our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk
Revenue recognition – (Continuing operations: FY25: £217.5m, FY24 £207.1m; Discontinued Operations: FY25: £96.2m, FY24: £103.2m) Accounting policies (page 100); and Note 2 of the Consolidated Financial Statements (page 111) Risk on revenue cut-off We have identified that there is a risk that revenue is manipulated at or near to the period end to meet income statement targets through management override of controls. This cut-off risk manifests itself in different ways based on the terms of the contract and the associated accounting policy under IFRS 15. The risk applies to both revenues recognised over time or at a point in time. Risk on bill & hold arrangements We have identified a risk that revenue is manipulated through bill and hold arrangements (which refers to revenue recognised at the period end date for which the goods have not been shipped by period end in accordance with the terms of contract) to meet income statement targets through management override of controls. From previous years, we understand a large portion of the orders completed and revenue recognised relates to those under contracts with bill and hold terms. Due to the unique criteria required to be met to recognise this revenue it is deemed an area for possible manipulation.	Risk on revenue cut-off For point in time revenue contracts, we selected a sample of revenue transactions around the period-end date (including those transaction before and after the year-end) and for our sample selected, we tested to corroborate that there was appropriate evidence to support that control has passed to the customer and that revenue was recognised in the appropriate period based on the agreed contractual terms. This included checking to third party evidence of delivery, where applicable. For over time revenue contracts, we performed a review of all new material underlying agreements to determine judgements made by management in concluding that the company has an enforceable right to payment, enquiring with external legal counsel where relevant. The group uses the input method to record revenue over time. For all material contracts, we have tested actual costs incurred to underlying supporting documents and challenged the appropriateness of the estimated cost to complete the performance obligation. We have also tested the appropriateness of the margin applied by agreeing the calculation through to contractual terms (e.g. unit prices and total contract value). We have also checked that the correct percentage of completion (POC) has been applied in determining the amount of revenue to be recognised. Risk on bill & hold arrangements For bill and hold arrangements we have reviewed all underlying contracts with customers to validate contractual terms allowed for bill and hold recognition under IFRS 15. We have performed full inventory counts at the balance sheet date and we have agreed amounts to the underlying supporting documents such as payments and invoices. We have reviewed certificate of completion and communication with the customer to ensure customer acceptance is as per terms of contract.
Key observations communicated to the Audit Committee Based on our audit procedures we have concluded that revenue is appropriately recognised in the period and appropriately accrued or deferred as at 29 March 2025. How we scoped our audit to respond to the risk and involvement with component teams We have performed testing using the lowest end of the performance materiality range applicable for addressing the occurrence assertion impacted by a significant risk. At each full, and specific scope component with significant revenue streams (4 components) including (where relevant) consolidation adjustments, we performed audit procedures which covered 96% of the group revenue. We also performed specified procedures on material revenue amounts earned in the remainder of the group which covered 4% of the group's revenue. The primary audit team and specific scope component teams performed the audit procedures over the group's revenue.	
In the prior year, our auditor's report included a key audit matter over retirement benefit obligations. We note that our assessment of the likelihood of misstatement has reduced in the current year compared with previous years. As a result, we have downgraded the associated risk and have not recognised this area of our audit to be a key audit matter during the current period.	

Independent Auditor's Report continued

c. Materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be £0.80 million (2024: £0.78 million), which is 2% (2024: 2%) of adjusted EBITDA. Given the focus on the group's ability to continue operating as a going concern in recent periods, we believe that there remains a focus on the banking covenants applicable to the company which are based on adjusted EBITDA. As such, we believe that adjusted EBITDA provides us with a reasonable basis for determining materiality and is the most relevant performance measure to the stakeholders of the entity. Adjusted EBITDA is also the main metric used by directors and investors to assess the performance of the business.

We determined materiality for the Parent Company to be £143 million (2024: £145 million), which is 2% (2024: 2%) of Equity.

Starting basis	– Group EBITDA £19,386,681
Adjustments	– Exceptional Costs: £24,385,963
Materiality	– Total Adjusted EBITDA : £43,772,644
	– Materiality of £0.80M (2% of Adjusted EBITDA)

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 50% (2024: 50%) of our planning materiality, namely £0.40m (2024: £0.39m). We have set performance materiality at this percentage due to an expectation of possible audit misstatements in the current period driven by the volume and quantum of audit misstatements identified in the prior audit.

Audit work was undertaken at component locations for the purpose of responding to the assessed risks of material misstatement of the group financial statements. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was £0.1m to £0.38m (2024: £0.06m to £0.3m).

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £40,000 (2024: £39,000), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report set out on pages 1 to 85, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

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

Independent Auditor's Report continued

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 85, 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 and 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.

Explanation as to what extent the audit was considered 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 irregularities, including fraud. 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 or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and determined that the most significant are those related to the reporting framework (IFRS, UK generally accepted accounting practice and the Companies Act 2006) and the relevant tax compliance regulations in the countries of operations for the reporting components. In addition, we concluded there are certain laws and regulations which may influence the determination of the amounts and disclosures in the financial statements. These are based on the nature of the Group's operations and the key geographies in which they operate in and include (but are not limited to): labour and employment laws, health and safety, the modern slavery act 2015, the bribery act 2010 and the Listing Rules of the London Stock Exchange.
- We understood how De La Rue Ltd is complying with the applicable frameworks by making enquiries of management including internal legal counsel to understand how the company maintains and communicates its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We obtained and inspected the code of conduct policy and ethics framework issued by the group. Where relevant we liaised with external legal counsel to understand the potential impact of claims brought against the company. We also reviewed correspondence with relevant authorities, including HMRC.

Independent Auditor's Report

- We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and through assessing revenue as a fraud risk through recognising revenue in the incorrect period. Our procedures to address this involved:
 - Understanding the revenue recognition process, policy and how it is applied, including relevant controls.
 - Selecting a sample of key contracts to test based on various risk criteria. For the same contracts we performed detailed contract reviews, including challenging management assumptions on the revenue recognition process.
 - For those contracts where revenue has been recognised over time or at a point-in-time, and under bill and hold arrangements our procedures and conclusions are documented in the key audit matters' table above.
 - We incorporated data analytics into our testing of manual journals, including segregating of duties, and in respect of our testing of revenue recognition, investigated journals posted to revenue, with focus on manual transactions recorded at or close to the period end date.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Where we identified potential non-compliance with laws and regulations, we developed an appropriate audit response and communicated directly with the components impacted, where applicable. Our procedures involved:
 - understanding the process and controls to identify non-compliance,
 - reading the correspondence between group and their regulators,
 - review of whistleblowing logs and understanding management's response, inquiring of internal and external legal counsel and reading their report,
 - understanding the fact patterns in each case and documenting the positions taken by the management and using EY specialists (including forensics) to support us in concluding on the matters identified.

If any instances of non-compliance with laws and regulations were identified, these were communicated to the relevant local EY teams who performed sufficient and appropriate audit procedures supplemented by audit procedures performed at the group level.

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

Other matters we are required to address

- Following the recommendation from the audit committee, we were appointed by the company on 21 September 2017 to audit the financial statements for the period ending March 31, 2018, and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments is 8 years, covering the periods ending 31 March 2018 to 29 March 2025.
- The audit opinion is consistent with the additional report to the audit committee.

Use of our report

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

ERNST & YOUNG LLP

Sanjaya Gunapala (Senior statutory auditor)
for and on behalf of Ernst & Young LLP,
Statutory Auditor

Reading

4 August 2025

Consolidated income statement

for the period ended 29 March 2025

Continuing Operations	Notes	2025 £m	2024 Restated £m	Earnings per ordinary share	Notes	2025 £m	2024 £m
				Continuing Operations:			
Revenue from customer contracts	2	217.5	207.1	Basic EPS (pence per share)	8	(14.3)p	(19.7)p
Cost of sales	4	(164.2)	(160.5)	Diluted EPS (pence per share)	8	(14.3)p	(19.7)p
Gross Profit		53.3	46.6				
Adjusted operating expenses	4	(41.5)	(40.9)				
Other operating income	3	–	0.7	Discontinued Operations:			
Adjusted operating profit		11.8	6.4	Basic EPS (pence per share)	8	4.7p	9.5p
Adjusted Items ² :				Diluted EPS (pence per share)	8	4.7p	9.5p
– Net exceptional items – expected credit loss	5	1.9	0.5				
– Net exceptional items – divestiture costs	5	(17.3)	–	Total:			
– Net exceptional items – site relocation and restructuring costs	5	(2.3)	(8.3)	Basic EPS (pence per share)	8	(9.6)p	(10.2)p
– Net exceptional items – other	5	(0.2)	(5.7)	Diluted EPS (pence per share)	8	(9.6)p	(10.2)p
– Net exceptional items – Total	5	(17.9)	(13.5)				
Operating loss		(6.1)	(7.1)				
Interest income	6	0.3	0.5				
Interest expense	6	(14.3)	(19.2)				
Net retirement benefit obligation finance (expense)	6, 25	(2.3)	(2.5)				
Net finance expense		(16.3)	(21.2)				
Loss before taxation from continuing operations		(22.4)	(28.3)				
Taxation	7	(4.4)	(4.5)				
Loss for the year from continuing operations		(26.8)	(32.8)				
Profit after tax for the year from discontinued operations (attributable to equity holders of the company)	9	10.2	13.7				
Loss for the period		(16.6)	(19.1)				
Attributable to:							
– Owners of the parent		(18.8)	(20.0)				
– Non-controlling interests		2.2	0.9				
Loss for the year		(16.6)	(19.1)				

Notes:

¹ The consolidated income statement has been re-presented to reflect discontinued operations arising from the intended disposal of the Authentication division. The current and comparative results for this division are presented within 'profit from discontinued operations' and note 9.

² For adjusting Items, the cash flow impact of exceptional Items can be found in note 5 and there was no cash flow impact for the amortisation of acquired Intangible assets.

Consolidated statement of comprehensive income

for the period ended 29 March 2025

	Notes	2025 £m	2024 £m
Loss for the year		(16.6)	(19.1)
Other comprehensive income			
Items that are not reclassified subsequently to profit or loss:			
Remeasurement gain on retirement benefit obligations	25	3.8	5.4
Tax related to remeasurement of net defined benefit liability	7	(1.0)	(1.3)
		2.8	4.1
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences for foreign operations continued		(2.7)	(3.5)
Foreign currency translation differences for foreign operations discontinued		0.6	0.7
Foreign currency translation differences for foreign operations – non-controlling interests		(0.9)	0.6
Change in fair value of cash flow hedges	15(a)	(2.7)	(1.9)
Change in fair value of cash flow hedges transferred to profit or loss	15(a)	2.9	0.6
		0.2	(1.3)
		(2.8)	(3.5)
Other comprehensive (loss)/ income for the year, net of tax		–	0.6
Total comprehensive loss for the year		(16.6)	(18.5)
Comprehensive income for the year attributable to:			
Equity shareholders of the Company		(17.8)	(20.0)
Non-controlling interests		1.2	1.5
		(16.6)	(18.5)

Consolidated balance sheet

at 29 March 2025

	Notes	2025 £m	2024 £m		Notes	2025 £m	2024 £m
ASSETS							
Non-current assets				Non-current liabilities			
Property, plant and equipment	10	62.9	85.4	Borrowings	19	(0.4)	(117.2)
Intangible assets	11	8.2	37.2	Retirement benefit obligations	25	(43.7)	(51.6)
Right-of-use assets	24	19.6	10.2	Deferred tax liabilities	17	(1.5)	(1.9)
Deferred tax assets	17	–	0.1	Lease liabilities	24	(17.6)	(9.1)
Derivative financial assets	15a	0.1	–	Provisions for liabilities and charges	20	(0.5)	–
		90.8	132.9	Derivative financial liabilities	15a	(0.1)	–
Current assets				Other non-current liabilities		(1.0)	(1.1)
Inventories	13	33.7	41.7			(64.8)	(180.9)
Trade and other receivables	14	86.8	72.8	Total liabilities		(359.8)	(291.7)
Contract assets	2	5.1	16.7	Net (liabilities)/assets		(12.7)	2.6
Current tax assets		0.3	0.2	EQUITY			
Derivative financial assets	15a	1.1	0.7	Share capital	21	89.2	89.0
Cash and cash equivalents	16	31.4	29.3	Share premium account		42.3	42.3
		158.4	161.4	Capital redemption reserve		5.9	5.9
Assets held for sale	12	97.9	–	Hedge reserve		(1.0)	(1.2)
		256.3	161.4	Cumulative translation adjustment		4.4	6.4
Total assets		347.1	294.3	Other reserve		(83.8)	(83.8)
LIABILITIES				Retained earnings		(85.2)	(70.2)
Current liabilities				Total (deficit) attributable to shareholders of the Company		(28.2)	(11.6)
Borrowings	19	(149.0)	–	Non-controlling interests		15.5	14.2
Trade and other payables	18	(102.0)	(82.8)	Total equity		(12.7)	2.6
Current tax liabilities		(19.5)	(20.4)	Approved by the Board on 1 August 2025.			
Derivative financial liabilities	15a	(3.3)	(3.3)				
Lease liabilities	24	(2.2)	(2.5)				
Provisions for liabilities and charges	20	(0.8)	(1.8)				
		(276.8)	(110.8)				
Liabilities directly associated with the assets held for sale	12	(18.2)	–	Clive Vacher	Michael Aumann		
		(295.0)	(110.8)	Chief Executive Officer	Chief Financial Officer		

Registered number: 3834125

Consolidated statement of changes in equity

for the period ended 29 March 2025

	Attributable to equity shareholders							Disposal group held for sale £m	Non-controlling interests £m	Total equity £m
	Share capital £m	Share premium account £m	Capital redemption reserve £m	Hedge reserve £m	Cumulative translation adjustment £m	Other reserve £m	Retained earnings £m			
Balance at 25 March 2023	88.8	42.2	5.9	0.1	9.2	(83.8)	(55.7)	–	15.9	22.6
Loss for the year	–	–	–	–	–	–	(20.0)	–	0.9	(19.1)
Other comprehensive income for the year, net of tax	–	–	–	(1.3)	(2.8)	–	4.1	–	0.6	0.6
Total comprehensive income for the year	–	–	–	(1.3)	(2.8)	–	(15.9)	–	1.5	(18.5)
Transactions with owners of the Company recognised directly in equity:										
Share capital issued	0.2	0.1	–	–	–	–	–	–	–	0.3
Employee share scheme:										
– value of services provided	–	–	–	–	–	–	1.4	–	–	1.4
Dividends paid	–	–	–	–	–	–	–	–	(3.2)	(3.2)
Balance at 30 March 2024	89.0	42.3	5.9	(1.2)	6.4	(83.8)	(70.2)	–	14.2	2.6

Consolidated statement of changes in equity
for the period ended 29 March 2025 continued

	Attributable to equity shareholders							Non-controlling interests £m	Total equity £m
	Share capital £m	Share premium account £m	Capital redemption reserve £m	Hedge reserve £m	Cumulative translation adjustment £m	Other reserve £m	Retained earnings £m		
Balance at 30 March 2024	89.0	42.3	5.9	(1.2)	6.4	(83.8)	(70.2)	14.2	2.6
Loss for the year	–	–	–	–	–	–	(18.8)	2.2	(16.6)
Other comprehensive income/(loss) for the year, net of tax	–	–	–	0.2	(2.0)	–	2.8	(0.9)	0.1
Total comprehensive loss for the year	–	–	–	0.2	(2.0)	–	(16.0)	1.3	(16.5)
Discontinued operations	–	–	–	–	–	–	–	–	–
Transactions with owners of the Company recognised directly in equity:									
Share Capital issued	0.2	–	–	–	–	–	–	–	0.2
Employee share scheme:									
– value of service provided	–	–	–	–	–	–	1.0	–	1.0
Dividends paid	–	–	–	–	–	–	–	–	–
Balance at 29 March 2025	89.2	42.3	5.9	(1.0)	4.4	(83.8)	(85.2)	15.5	(12.7)

Notes:

Share premium account

This reserve arises from the issuance of shares for consideration in excess of their nominal value.

Capital redemption reserve

This reserve represents the nominal value of shares redeemed by the Company.

Hedge reserve

This reserve records the portion of any gain or loss on hedging instruments that are determined to be effective cash flow hedges. When the hedged transaction occurs, the gain or loss on the hedging instrument is transferred out of equity to the income statement. If a forecast transaction is no longer expected to occur, the gain or loss on the related hedging instrument previously recognised in equity is transferred to the income statement.

Cumulative translation adjustment (CTA)

This reserve records cumulative exchange differences arising from the translation of the financial statements of foreign entities since transition to IFRS. Upon disposal of foreign operations, the related accumulated exchange differences are recycled to the income statement. This reserve also records the effect of hedging net investments in foreign operations.

Other reserves

On 1 February 2000, the Company issued and credited as fully paid 191,646,873 ordinary shares of 25p each and paid cash of £103.7m to acquire the issued share capital of De La Rue plc (now De La Rue limited), following the approval of a High Court Scheme of Arrangement. In exchange for every 20 ordinary shares in De La Rue plc, shareholders received 17 ordinary shares plus 920p in cash. The other reserve of £83.8m arose as a result of this transaction and is a permanent adjustment to the consolidated financial statements.

On 17 June 2020, the Group announced that it would issue new ordinary shares via a "cash box" structure to raise gross proceeds of £100m, in order to provide the Company and its management with operational and financial flexibility to implement De La Rue's turnaround plan, which was first announced by the Company earlier in the year. The cash box completed on 7 July 2020 and consisted of a firm placing, placing and open offer. The Group issued 90.9m new ordinary shares each with a nominal value of 44.152/175p, at a price of 110p per share (giving gross proceeds of £100m). A "cash box" structure was used in such a way that merger relief was available under Companies Act 2006, section 612 and thus no share premium needed to be recorded and instead an 'other reserve' of £51.9m was recorded, increasing other reserves from a deficit of £83.8m to a deficit of £31.9m. This section applies to shares which are issued to acquire non-equity shares (such as the Preference Shares) issued as part of the same arrangement.

The Group recorded share capital equal to the aggregate nominal value of the ordinary shares issued (£40.8m) and merger reserve equal to the difference between the total proceeds net of costs and share capital. As the cash proceeds received by De La Rue plc were loaned via intercompany account to a subsidiary company to enable a substantial repayment of the RCF, the increase to other reserves of £51.9m was treated as an unrealised profit. In the year ended 25 March 2023, the Group recorded an impairment of the intercompany loan. As a matter of generally accepted accounting practice, a profit previously regarded as unrealised becomes realised when there is a loss recognised on the write-down for depreciation, amortisation, diminution in value or impairment of the related asset. In the year ended 25 March 2023, the £51.9m previously treated as unrealised within Other Reserves was treated as a realised amount which could be considered distributable and was reclassified from "Other Reserves" to "Retained earnings". Given the reversal of the impairment recorded to intercompany during the year ended 30 March 2024, the £51.9m is now considered to be unrealised.

for the period ended 29 March 2025

Note:

1 The net purchases of property, plant and equipment of £8.6m (FY24: £4.1m) includes additions to property, plant and equipment in the year of £8.6m (FY24: £4.1m) (note 10), down payments and capex creditors cash movement of £nil (FY24: £0.5m) and excludes £nil (FY24: £0.5m) of grants not yet received.

Accounting policies

General information

De La Rue plc (the Company) was a public limited company incorporated and domiciled in the United Kingdom, whose shares are publicly traded on the London Stock Exchange. The registered office is located at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS. On 7 July 2025, the Company changed its name to De La Rue Limited. From 3 July 2025, the Company's shares were no longer listed on the London Stock Exchange, following completion of the acquisition on the Company by ACR Bidco Limited on 2 July 2025.

De La Rue plc and its subsidiaries (together "Group") had two principal segments Currency and Authentication:

- In Currency, we design, manufacture and deliver bank notes, polymer substrate and security features around the world.
- In Authentication, we supply products and services to governments and Brands to assure tax revenues and authenticate goods as genuine.

The financial statements for FY25 have been prepared as at 29 March 2025, being the last Saturday in March. The comparatives for the FY24 financial period are for the period ended 30 March 2024.

The consolidated financial statements of the Company for the period ended 29 March 2025 were authorised for issuance by the Board of Directors on 1 August 2025.

Company financial statements

The Company has elected to prepare its entity only financial statements in accordance with FRS 102 Financial Reporting Standard applicable in the UK and Republic of Ireland. These are set out on pages 155 to 159 and the accounting policies in respect of the Company financial statements are set out on pages 157 and 158.

Material accounting policy information

I Basis of preparation

The consolidated financial statements of the Company for the period ended 29 March 2025 have been prepared in accordance with UK-adopted International Accounting Standards ("IFRS") in accordance with the requirements of the Companies Act 2006. IFRS includes standards issued by the International Accounting Standards Board ("IASB") that are endorsed for use in the UK.

The consolidated financial statements are prepared on a going concern basis under the historical cost convention with the exception of certain items which are measured at fair value as disclosed in the accounting policies below.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or key areas of estimation uncertainty in preparing the consolidated financial statements, are disclosed below in V 'Critical accounting estimates, assumptions and judgements'.

The Group has not experienced any specific impact from the war in Ukraine or the Israel-Hamas war, other than the global economic conditions.

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below or have been incorporated with the relevant notes to the accounts where appropriate. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Climate change

In preparing the Consolidated Financial Statements management has considered the impact of climate change and the actions that the Group will take in order to fulfil its sustainability strategy and satisfy its commitment to become carbon neutral from its own operations by 2030. This includes the estimates around future cash flows used in impairment assessments of the carrying value of goodwill and intangible assets in De La Rue Authentication Inc., recoverability of deferred tax assets and the useful economic life of plant and equipment, especially assets which are power-intensive and expected to be replaced.

This is within the context of the disclosures included in Strategic report, including those made in accordance with the recommendation of the Task force on Climate-related Financial Disclosures and the Companies (Strategic report) Climate-related Financial Disclosure Regulations 2022 this year. These considerations did not have a material impact on the financial reporting judgements and estimates.

Going concern

In line with IAS 1 "Presentation of financial statements", and the FRC guidance on "risk management, internal control and related financial and business reporting", when assessing the Group's ability to continue as a going concern, the Directors have taken into account all available information for a period up to 31 August 2026, being the going concern period.

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out on pages 4 to 10 of the Strategic Report. In addition, pages 56 to 67 include the Group's objectives, policies and processes for financial risk management, details of its financial instruments and hedging activities and its exposure to credit risk, liquidity risk and commodity pricing risk. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described on pages 52 to 57 of the Strategic Report.

The Board has determined that the going concern basis of accounting in the preparation of the consolidated financial statements is appropriate. The Directors when determining the going concern assessment period took consideration of the completion of the Authentication transaction to Crane NXT on 1 May 2025. This resulted in full repayment of the RCF facility and a day one opening liquidity of £96m. Shortly after the completion of the Authentication transaction to a further £35m was paid into the pension scheme to further de-risk the pension scheme deficit by almost half compared with the last actuarial valuation at 30 September 2023 of £78m.

Accounting policies continued

Management also considered the acquisition of the De La Rue Plc group ("De La Rue") by ACR Bidco Limited ("Bidco") which completed on 2 July 2025. Cashflow forecasts have been prepared for the group under both a base case and severe but plausible downside scenario through to the end of the going concern period, being 31 August 2026. This modelling has been prepared on an underlying "Business as Usual" ("BAU model") basis, as well as an overlay to take into account expected changes following the acquisition of the group by Atlas Holdings, which completed on 2 July 2025 ("acquisition model").

The severe but plausible downside modelling includes known potential risks relating to contract execution, margin erosion, cost challenges and other cash timing risks.

Under the BAU model prepared by the Board, it was concluded that the group and company has sufficient liquidity in both the base case modelling and the severe yet plausible modelling, specifically that the group and company would have sufficient liquidity to continue operating as a going concern over the 12-month period ending 31 August 2026. This is based on the cash position of the group following the sale of the Authentication division as well as a strong Currency order book.

While the acquisition model shows sufficient headroom in a severe but plausible downside scenario, the new owners are in the process of finalising the funding structure following the acquisition by Atlas Holdings. As this is not finalised at the time of signing these accounts, the Directors' have obtained assurances from Atlas Capital Resources IV LP that it will support the group to meet its liabilities as they fall due, to the extent that this required, for a period until at least 31 August 2026.

Having considered all these factors, the Directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence until at least 31 August 2026. Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and accounts.

II New Standards, interpretations and amendments adopted by the Group

Other than as described below, the accounting policies adopted in the preparation of these consolidated financial statements are consistent with those applied by the Group in its consolidated financial statements as at, and for the period ended, 30 March 2024.

As at the reporting date, 29 March 2025, several amendments apply for the first time in FY25 and their impact on these consolidated financial statements of the Group is described below.

For the amendments that become effective for future periods the Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

New standards and amendments effective in the year:

- **Amendments to IAS 12 "International Tax Reform – Pillar Two Model Rules"** – Introduction of a mandatory exception in IAS 12 from recognising and disclosing deferred tax assets and liabilities related to Pillar Two income taxes. The amendments require incomes taxes arising from tax law enacted or substantively enacted to implement Pillar Two Model Rules published by the Organisation for Economic Cooperation and Development (OECD), requiring qualified

domestic minimum top-up taxes.

- **Amendments to IAS 1 "Presentation of financial statements"** – Classification of Liabilities as Current or Non-current – The amendments clarify: what is meant by a right to defer settlement; that a right to defer must exist at the end of the reporting period; that classification is unaffected by the likelihood that an entity will exercise its deferral right and that only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification.
- **Amendments to IFRS 16 "Leases"** – Lease liabilities in a sale and leaseback – This amendment to IFRS 16 specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.
- **Amendments to IAS 7 "Statement of Cash Flows" and IFRS 7 "Financial Instruments: Disclosures"** – Supplier Finance Arrangements, subject to UK endorsement – The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The impacts of applying these policies are not considered material.

New standards and amendments not yet effective:

- **Amendments to IAS 21 "The effect of changes in foreign exchange rates"** – Lack of exchangeability – The amendment specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The impacts of applying this policy is not considered material.

Effective for periods commencing after 1 January 2026, all subject to UK endorsement:

- **Amendments to IFRS 9 "Financial Instruments" and IFRS 7 "Financial Instruments: Disclosures"** – Classification and measurement of financial instruments:
 - clarifies that a financial liability is derecognised on the 'settlement date'. It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.
 - clarifies how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features.
 - clarifies the treatment of non-recourse assets and contractually linked instruments.
 - requires additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked) and equity instruments classified at fair value through other comprehensive income.
- **Annual improvements to IFRS Accounting Standards – Volume II** – These deal with non-urgent but necessary, clarifications and amendments to IFRS.

The impacts of applying these policies are ongoing.

Accounting policies continued

Effective for periods commencing after 1 January 2027, all subject to UK endorsement:

- **Amendments to IFRS 18 “Presentation and disclosure in financial statements”** – **Presentation and disclosure in financial statements** – This introduces new categories and subtotals in the statement of profit and loss. It also requires disclosure of management-defined performance measures (as defined) and includes new requirements for the location, aggregation and disaggregation of financial information. The impacts of applying this policy are ongoing.

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

III Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and entities controlled by the Company and its subsidiaries prepared at the consolidated statement of financial position date (29 March 2025).

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group is considered to control an entity when it is exposed to, or has rights to, variable returns from its involvement with an entity and has the ability to affect those returns through exerting control over the entity.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated financial statements from the date that control commences or until the date that control ceases. Intra-group balances and transactions are eliminated on consolidation. The majority of the subsidiaries prepare their financial statements up to 29 March 2025.

The results of subsidiaries where the financial statements are not prepared to 30 March are still included in the consolidation as at 30 March with the income statement and other financial information being also prepared for the year ended 29 March 2025.

For partly owned subsidiaries, the allocation of net assets and net earnings to outside shareholders is shown in the line “Attributable to Non-controlling interests” on the face of the consolidated statement of comprehensive income and the consolidated statement of financial position.

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method of accounting. The consideration transferred in the acquisition is measured at fair value as are the identifiable assets and liabilities acquired. The excess of the fair value of consideration transferred and the amount of non-controlling interests (as applicable) over the fair value of net assets acquired is accounted for as goodwill. Any goodwill that arises is tested annually for impairment. Transaction costs are expensed as incurred and are presented within exceptional items in accordance with the Group's policy.

IV Material accounting policy information

The material accounting policies adopted in the preparation of these consolidated financial statements have been incorporated into the relevant notes where possible. General accounting policies which are not specific to an accounting area are set out below.

A Foreign currency

1. Foreign currency transactions

These financial statements are presented in sterling, which is the functional and presentational currency of the Company. The functional currency of Group entities is principally determined by the primary economic environment in which the respective entity operates.

Transactions in foreign currencies entered into by Group entities are translated into the functional currencies of those entities at the rates of exchange at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rate of exchange ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement.

Foreign currency non-monetary items measured in terms of historical cost are translated at the rate of exchange at the date of the transaction. Exchange differences on non-monetary items measured at fair value are recognised in line with whether the gain or loss on the non-monetary item itself is recognised in the income statement or other comprehensive income.

In order to hedge its exposure to certain foreign exchange risks, the Group enters into forward contracts. Refer to note 15 for details of the Group's accounting policies in respect of such derivative financial instruments.

2. Translation of foreign operations on consolidation

Assets and liabilities of foreign operations, including goodwill and intangible assets, are translated into GBP (the presentational currency of the Group) at the exchange rate prevailing at the balance sheet date. Income and expenses are translated at average exchange rates (which approximate to actual rates). Exchange differences arising on re-translation are recognised in other comprehensive income within the Group's currency translation reserve, which is a component of equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

B Revenue recognition

The Group accounts for revenue under IFRS 15. IFRS 15 provides a single, five-step principles-based model to be applied to all contracts with customers which requires identification of the contract for accounting purposes, the separate performance obligations within the contract, the transaction price for the contract, allocation of the transaction price and recognition of revenue on satisfaction of performance obligation.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Accounting policies continued

Type of product/ service/segment	Nature and timing of satisfaction of performance obligations	Revenue recognition under IFRS 15
Authentication segment	The Group has certain contracts which operate in the form of an umbrella agreement with the local government which awards the Group to be the provider of an end-to-end authentication track and trace system. The umbrella agreement specifies the nature of services and products to be provided. However, these agreements do not include any purchase commitments from local governments and do not give the Group an enforceable right to payment. Instead, the umbrella agreement allows for the Group to enter into individual agreements with individual manufacturers and provides it with the right to sell physical authentication products (such as tax stamps) thus giving the Group an enforceable right to payment from each individual manufacturer for physical products sold. Authentication also enters into contracts with performance obligations that include access to systems which incorporates system configuration and integration and the provision of authentication products such as tax stamp, all of which are provided together. For contracts entered into with a single party and where multiple performance obligations are included, the transaction price for the contract is allocated to each performance obligation separately identified. The Group has determined that for certain authentication contracts (given the highly bespoke nature of the products) with enforceable right to payment, the customer controls all of the work in progress as the products are being manufactured. This is because under those contracts, authentication products are made to a customer's specification and if a contract is terminated by the customer, then the Group is entitled to reimbursement of the costs incurred to date, plus a reasonable profit margin.	The Group has therefore determined that these umbrella contracts do not meet the definition of a contract for IFRS 15 accounting purposes. Instead, the relevant contract for IFRS 15 purposes is the contract with the individual manufacturers in the country. It is the manufacturers which represent the customers from an IFRS 15 perspective. The Group has two performance obligations in the revenue contract with the manufacturer: 1) Delivery of tax stamps to the customer when a right to payment arises 2) Provision of software to track tax stamps, where a right to payment arises on services provided over the life of the contract Management judgement has been applied to the split of the total contract between the two performance obligations. Revenue on the sale of authenticity products, including tax stamps, is recognised when control passes to the customer based on the standalone selling price of the product. Standalone selling prices are typically calculated using the "expected cost-plus margin" approach. Control generally passes on delivery of the physical product to the customer or the issuance of a digital security key. Revenue in relation to system access is recognised on a straight-line basis over the life of the contract as the customer receives the benefit. Revenue for certain Authentication contracts with enforceable right to payment will be recognised over time for physical product produced to date and ahead of delivery to the customer. Revenue is recognised progressively based on the input method based on the cost incurred relative to the expected total cost.
Currency segment: Supply of banknotes	The Group has determined that for certain banknote contracts (given the highly bespoke nature of the products) with enforceable right to payment, the customer controls all of the work in progress as the products are being manufactured. This is because under those contracts, currency products are made to a customer's specification and if a contract is terminated by the customer, then the Group is entitled to reimbursement of the costs incurred to date, plus a reasonable margin. For other banknote contracts, where customers do not take control of the goods until they are completed or delivered, revenue is recognised at the point in time when control transfers to the customer. If the Group has recognised revenue, but not issued an invoice, then the entitlement to consideration is recognised as a contract asset. The contract asset is transferred to receivables when the entitlement to payment becomes unconditional.	Revenue for certain banknote contracts with enforceable right to payment will be recognised over time for banknotes produced to date and ahead of delivery to the customer. Revenue is recognised progressively based on the input method based on the cost incurred relative to the expected total cost. Revenue for other banknote contracts, where customers do not take control of the goods until they are completed is recognised based on contractual terms which will determine when control has passed to the customer. This might include recognition of revenue on inventory placed into storage for the customer, so long as it is demonstrated that control of the product has passed to the customer.
Currency segment: Supply of banknotes along with other services	In addition to the supply of banknotes, which is a separate performance obligation (see above), additional and separate performance obligations such as design and storage services have been identified.	The value attributable to the additional performance obligations is deemed to be immaterial. Accordingly, no separate value will be attributed to these performance obligations; instead, the consideration in the contract will be entirely allocated to the single performance obligation of supplying currency.

Accounting policies continued

C Costs to obtain contracts**1. Sales commissions**

Management expects that incremental commission fees paid to intermediaries and employees as a result of obtaining long-term sales contracts are recoverable. The Group therefore capitalises them as contract costs where the contract signed with the customer creates enforceable rights and obligations. If a sales contract takes the form of an over-arching umbrella agreement which does not create such enforceable rights and obligations (i.e. committed sales volumes and values from the customer) then sales commission payments are not capitalised.

2. Capitalised commission fees are amortised when the related revenues are recognised. The Group applies the practical expedient in IFRS 15 and recognises the incremental costs of obtaining contracts as an expense when incurred, if the amortisation period of the assets that the Group otherwise would have recognised is one year or less.

3. Bid costs

Bid costs are capitalised only when they relate directly to a contract and are incremental to securing the contract and would not have been incurred had the contract not been won. There were £nil capitalised bid costs in FY25 (FY24: £nil) where costs met this requirement. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred.

4. Deferred costs

The Group incurs costs on certain (mainly Authentication division) contracts in advance of recording revenue. On these contracts costs are capitalised on the balance sheet and recognised in the income statement over the period when revenue is recognised if the following criteria are met:

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
- the costs generate or enhance resources of the entity that will be used in satisfying (or continuing to satisfy) performance obligations in the future; and
- costs are expected to be recovered.

D Other revenue recognition matters**1. Bill and hold revenue**

Certain customers require the Group to store completed inventory for them ahead of them taking delivery once they require it. Revenue is recognised on a bill and hold basis when:

- It can be demonstrated that the arrangement is substantive, for example, that the customer has requested it.
- It can first be demonstrated that control of the product has passed to the customer – principally because the customer has taken the risk and/or title for the product transferred to them and the Group has an enforceable right to payment;
- The manufacturing process is complete and the product is ready for physical transfer to the customer; and
- The bespoke nature of the products manufactured, the Group cannot use or direct the product to another customer.

2. Variable consideration on contracts

The Group has a small number of contracts where the terms with the customers place a limit on the profit margin that can be earned under these. As these profit margins impact the amount of revenue that the Group can bill the customers, detailed reconciliations of the profit margins earned on these contracts at each reporting period end are completed to ensure that amount of revenue recorded in the year is not overstated (i.e. to ensure the transaction price is “constrained” in accordance with IFRS 15). Any adjustment required is recorded as a reduction to revenue based on the most likely amount.

The Group also has other potential forms of variable consideration in the form of price concessions and discounts which may be offered to customers and penalties or fines which might be incurred if the Group did not fully perform against contract deliverables.

If a discount or price concession is offered to a customer this is taken into account in the estimated transaction price for the contract to ensure it is “constrained” in accordance with IFRS 15. If the Group anticipates a penalty or a fine to be incurred this is estimated and accounted for as a reduction from the transaction price again to ensure it is “constrained” in accordance with IFRS 15.

3. Warranties

All warranties are considered to be of a standard nature (assurance type) and as such are accounted for under IAS 37 rather than IFRS 15.

Accounting policies continued

V Critical accounting estimates, assumptions and judgements

Management has discussed with the Audit Committee the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates. Management is required to exercise significant judgement in the application of these policies. Estimates are made in many areas and the outcome may differ from that calculated.

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out in "B. Critical accounting estimates" below.

Other accounting estimates that are not considered to have a significant risk of causing a material adjustment with the next financial year but which the Group would like to draw attention to due to judgements or longer-term estimates are set out in "C. Other areas of accounting estimates" below.

A Critical accounting judgements

1. Revenue recognition and cut-off

Customer contracts will often include specific terms that impact the timing of revenue recognition. The timing of the transfer of control varies depending on the individual terms of the sales agreement.

For sales of products the transfer usually occurs on loading the goods onto the relevant carrier; however the point at which control passes may be later if the contract includes customer acceptance clauses or control passes on arrival at the customer location. Control will also pass if the customer requests that goods are held in storage until required. Specific consideration is needed at year end to ensure revenue is recorded within the appropriate financial year.

This judgement is particularly important in the Currency division due to the material nature of certain contracts which may ship near to a reporting period end. Management has carefully reviewed material customer contracts with particular focus on those shipping in the last quarter of the financial period to ensure revenue has been recorded in the correct year.

2. Revenue recognition and determination of whether an enforceable right to payment exists
For certain customer contracts, revenue is recognised over time in accordance with IFRS 15, as the Group has an enforceable right to payment.

Determination of whether the Group had an enforceable right to payment requires careful analysis of the legal terms and conditions included within the customer contract and consideration of applicable laws and customary legal practice in the territory under which contract is enforceable.

External legal advice is obtained if considered necessary to allow management to make this assessment. Management has carefully reviewed material contracts relating to revenue recognised in the period to determine if an enforceable right to payment exists which results in revenue being recorded 'over-time' rather than 'point in time'.

In FY25, the Group has had customer contracts where revenue is recognised 'over-time' in the Currency and Authentication divisions. The Material Accounting Policy section, Part B – Revenue Recognition above details how the Group has judged these contracts to be suitable for recognition over-time treatment.

3. Classification of exceptional items

The Directors consider items of income and expenditure which are material by size and/or by nature and not representative of normal business activities should be disclosed separately in the financial statements so as to help provide an indication of the Group's underlying business performance. The Directors label these items collectively as 'exceptional items'. Determining which transactions are to be considered exceptional in nature is often a subjective matter.

However, circumstances that the Directors believe would give rise to exceptional items for separate disclosure would include: gains or losses on the disposal of businesses, curtailments on defined benefit pension arrangements or changes to the pension scheme liability which are considered to be of a permanent nature and non-recurring fees relating to the management of historical scheme issues; restructuring of businesses; asset impairments and costs associated with the acquisition and integration of business combinations. Refer to note 5 for further details.

Accounting policies continued

4. Accounting for the extension of the factory site in Malta

On 9 September 2021, the Group signed an Agreement with Malta Enterprise ("ME") where ME finances the construction, civil works and machinery and equipment installations to be carried out at the premises located in Malta. The premises included land, the demolition of an existing building and a rebuild to the Group's specifications. On 14 September 2021, the Company signed a lease for the premises for an initial term of 20 years. The Group is managing the construction of the new buildings for the lessor to the pre-agreed specifications.

Management has made a judgement as to whether the Company has control of the site during the construction period. If the Group has the right to control the use of the identified asset for only a portion of the term of the contract, the contract contains a lease for that portion of the term. It was determined that control exists only after the build is completed and site becomes available for use.

Management has made a judgement that control and use of the new Malta premises passed to the Group from 1 February 2025. Production commenced from this date due to the installation of machinery and utilities, enabling the secure operation of the equipment. Therefore, management has concluded that the lease should be recognised in FY25. This lease was split into two leases being separate physical components before 18 February 2025, when the Authentication division was held for sale.

The Currency lease is included within the right-of-use assets and lease liabilities disclosed in Note 24, with a carrying value of £11.3m for the right-of-use asset and £10.0m for the lease liability. Management has assessed the lease terms based on the Group's current expectations regarding the exercise of break or renewal options. The lease term has been determined as 20 years, as the Group does not have reasonable certainty that the renewal option for an additional 20 years will be exercised. This is due to the length of the underlying lease and the change in business ownership.

Management has made certain judgements on the lease term of a property which has been included in the sale of the Authentication Division. The option to extend the lease has been excluded from the ROU Asset and Lease liabilities included within Assets and Liabilities Held for Sale, as the future operational requirements of the site will not be determined by DLR Group (note 12).

5. Accounting for the change in the terms of the banking facilities

a. 29 June 2023 amendments

On 29 June 2023, the Company entered into a number of documents which had the effect of amending the terms of the revolving facility agreement with its lending banks and their agents.

A quantitative assessment was carried out where the updated terms are considered to have been substantially modified where the net present value of the cash flows under the updated terms, including any fees paid and discounted using the original Effective Interest rate ("EIR") differs by at least 10% from the present value of the remaining cash flows under the original terms. Based on the procedure performed, there was a net impact of 4.64%. Therefore, there is no substantial modification on a quantitative basis.

A qualitative review was also undertaken where all the key changes in the updated facility were assessed. Excluding those that had quantitative impacts, the other changes related to covenants. The changes to the covenant tests are not considered substantial as they are amending previously agreed limits with the exception of the minimum liquidity testing, which is a new test. The minimum liquidity test is not considered to be substantial.

The change in existing banking facilities is treated as a non-substantial modification under IFRS 9 "Financial Instruments", as the refinancing did not result in an extinguishment of debt. The difference between the amortised cost carrying amount of the previous terms of the facility and the present value of the updated terms of the facility, discounted using the effective interest rate, resulted in a modification loss.

b. 18 December 2023 amendments

On 18 December 2023, the Company entered into a number of documents which had the effect of amending the terms of the revolving facility agreement with its lending banks and their agents.

A quantitative assessment was carried out where the updated terms are considered to have been substantially modified where the net present value of the cash flows under the updated terms, including any fees paid and discounted using the original Effective Interest rate ("EIR") differs by at least 10% from the present value of the remaining cash flows under the original terms. Based on the procedure performed, there was a net impact of 1.45%. Therefore, there is no substantial modification on a quantitative basis.

A qualitative review was also undertaken where all the key changes in the updated facility were assessed. Excluding those that had quantitative impacts, the other changes related to covenants. The changes to the covenant tests are not considered substantial as they are amending previously agreed limits with the exception of the minimum liquidity testing, which is a new test. The minimum liquidity test is not considered to be substantial.

The change in existing banking facilities is treated as a non-substantial modification under IFRS 9 "Financial Instruments", as the refinancing did not result in an extinguishment of debt. The difference between the amortised cost carrying amount of the previous terms of the facility and the present value of the updated terms of the facility, discounted using the effective interest rate, resulted in a modification loss.

The net loss on debt modification was £5.6m, including a loss on the debt modification in June 2023 of £4.8m and a loss on the debt modification in December 2023 of £0.8m. No amendments in banking arrangement which impact income statements in FY25. Please refer to the post balance sheet section for subsequent development in banking facility.

Accounting policies continued

6. Assets held for sale

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The IFRS 5 criteria for held for sale classification is regarded as met only when:

- a sale is highly probable
- the asset or disposal group is available for immediate sale in its present condition

Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and sale is expected to be completed within one year from the date of the classification.

Assets and liabilities classified as held for sale are presented separately as current items in the consolidated statement of financial position.

Management's assessment is that sale of the Authentication Division is dependent on successful novation of key customer contracts and the completion of certain group reorganisation transactions. Management has determined that the Authentication Division met the IFRS 5 held for sale criteria on 18 February 2025. At this date, the sale became highly probable with the successful novation of the Kingdom of Saudi Arabia's contract and relevant reorganisation transactions were complete such that the division was available for immediate sale in its present condition.

7. Discontinued operations

For operations classified as discontinued operations, management has considered the facts and circumstances of each transaction, with consideration of IFRS 5 as to whether the disposal or ceased activity represents a 'discontinued operation'.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

The Group's Authentication division has been assessed as a discontinued operation during the financial period, due to the linked held for sale assessment above, covering the coordinated externally communicated plan to dispose of the division within a specified time frame.

The Authentication division provides physical and digital solutions to authenticate products through the supply chain and to provide tracking of excisable goods to support compliance with government regulators.

This is considered to be a separate major line of business from the Group's remaining line of business which exclusively covers provision of Banknote print, Polymer and Security features.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is represented as if the operation had been discontinued from the start of the comparative year.

Cash flows from discontinued operations are included in the consolidated statement of cash flows and are disclosed separately in note 9

All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

Accounting policies continued

B Critical accounting estimates**1. Recoverability of other financial assets**

In FY23, management assessed the recoverability of the carrying value of securities interests held in the Portals International Limited group on the balance sheet and recorded an expected credit loss provision in relation to the original principal value and interest receivable which was recorded in exceptional items in FY23 consistent with the original recognition as part of the loss on disposal (note 5).

Management carefully assessed the recoverability of the other financial assets on the balance sheet as at 25 March 2023 based on information available to them and performed probability weighted modelling against three scenarios determining that an expected credit loss provision of £8.5m was required which fully impaired these other financial assets.

This provision accounts for the risk that the full amounts due will not be recovered rather than the instruments being credit impaired. Management noted that if factors change again in the future, this may alter the judgements made resulting in a revision to the value of expected credit loss provision to be recognised.

During FY24, £0.5m credit was reflected in exceptional items to settle some of the other financial assets. During FY25, the amount of £1.9m has been received (note 5). After a further review, management has concluded that there has been no change in this assessment of the remaining other financial assets in FY25 and no further amounts were expected as at 29 March 2025.

The amount presented on the balance sheet within other financial assets as at 29 March 2025 of £nil (30 March 2024: £nil) included the original principal received and accrued interest amounts, fully offset by the expected credit loss provision.

2. Post-retirement benefit obligations

Pension costs within the income statement and the pension obligations/assets as stated in the balance sheet are both dependent upon a number of assumptions determined by management with advice from professional actuaries. These include the rate used to discount future liabilities, the expected longevity for current and future pensioners and estimates of future rates of inflation. The discount rate is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations.

The Group engages the services of professional actuaries to assist with calculating the pension liability (note 25).

3. Tax

The Group is subject to income taxes in numerous jurisdictions and significant judgement is required in determining the worldwide provision for those taxes. The level of current and deferred tax recognised is dependent on subjective judgements as to the outcome of decisions to be made by the tax authorities in the various tax jurisdictions around the world in which the Group operates.

It is necessary to consider which deferred tax assets should be recognised based on an assessment of the extent to which they are regarded as recoverable, which involves assessment of the future trading prospects of individual statutory entities, the nature and level of any deferred tax liabilities from other items in the accounts such as pension positions, and overseas tax credits that are carried forward for utilisation in future periods, including some that have been allocated to Governmental authorities as part of investment projects. Note 7 Taxation contains further details regarding changes to recognised deferred tax assets balances as at 29 March 2025.

The actual outcome may vary from that anticipated. Where the final tax outcomes differ from the amounts initially recorded, there will be impacts upon income tax and deferred tax provisions and on the income statement in the period in which such determination is made.

The Group has current tax provisions recorded within Current tax liabilities, in respect of uncertain tax positions. In accordance with IFRIC 23, tax provisions are recognised for uncertain tax positions where it is considered probable that the position in the filed tax return will not be sustained and there will be a future outflow of funds to a taxing authority. Tax provisions are measured either based on the most likely amount (the single most likely amount in a range of possible outcomes) or the expected value (the sum of the probability-weighted amounts in a range of possible outcomes) depending on management's judgement on how the uncertainty may be resolved.

Accounting policies continued

The Group is disputing tax assessments received in certain countries in which the Group operates. These tax assessments have been subject to court ruling both in favour of the Group and also against the Group. The rulings are subject to ongoing appeal processes. The Group has increased the relevant tax provisions and is fully provided where necessary as required by the relevant accounting standards. The disputed tax assessments are subject to ongoing dialogue with the relevant tax authorities to reach a settlement without the requirement to continue in a protracted legal process. Please refer to notes 7 and 17 for further information.

During the year end 29 March 2025, uncertain tax positions were reduced from £18.2m at 30 March 2024 to £16.8m. The £1.3m reduction relates to the release of tax provisions no longer considered necessary based on reassessment of the risk. The remaining £0.1m relates to favourable movements in exchange rates for other provisions rather than a change to the underlying provided amounts.

C Other areas of accounting estimates**1. Impairment test of Goodwill and acquired Intangibles**

Goodwill relates to the acquisition in FY17 of De La Rue Authentication Inc. (previously DuPont Authentication Inc). The goodwill has been tested for impairment during the year as IAS 36 "Impairment of Assets" requires annual testing for assets with an indefinite life. For the purposes of impairment testing the Cash Generating Unit ("CGU") for the goodwill has been determined as the De La Rue Authentication entities in the US.

The FY25 impairment test calculated the recoverable amount using the fair value less costs to sell approach as it was considered to provide a higher amount than the value in use approach. Fair value less costs to sell is the arm's length sale price between knowledgeable willing parties less costs of disposal. Fair value represents Level 3 in the FV hierarchy.

The fair value less costs of disposal for the CGU relating to De La Rue Authentication Inc. was derived from a percentage of the sale price agreed for the Authentication Division as a whole, consisting of 11 entities, with Crane NXT, which is considered to be at arm's length. To determine the percentage, management analysed the contribution of the CGU to total Authentication division's EBITDA for FY24 (actual).

The recoverable amount at the testing date was significantly in excess of the carrying value at 29 March 2025.

The key assumptions supporting the recoverable amount include valuation of the Authentication division as a whole, along with the budgeted revenue, EBITDA and Adjusted operating profit contributions of the CGU (expressed as a percentage of the total). There are no reasonable possible changes in these key assumptions that would cause the recoverable amount to fall below the carrying amount of the CGU. A decrease in the fair value of the CGU of 5% would result in a reduction of the headroom of 9% and would not result in an impairment.

2. Onerous contract provisions

The financial statements included a small number of onerous contract provisions for loss making contracts. Management has assessed these and applied judgement in determining the required level of provisioning including how, in accordance with IAS 37, the lowest unavoidable costs of exiting or fulfilling the contract have been calculated.

3. Estimation of provisions

The Group holds a number of provisions relating to warranties for defective products and contract penalties. Management has assessed these and applied judgement in determining the value of provisions required.

Notes to the accounts

1 Segmental analysis

The continuing operations of the Group has one main operating unit: Currency (provides Banknote print, Polymer and Security features).

The Board, which is the Group's Chief Operating Decision Maker, monitors the performance of the Group at this level and there is therefore one reportable segment. The principal financial information reviewed by the Board is revenue, adjusted operating profit, and assets and liabilities.

Inter-segmental transactions are eliminated upon consolidation. There is no history of seasonality or cyclical of operations.

FY25	Currency £m	Unallocated £m	Total of Continuing operations £m	FY24	Currency £m	Unallocated £m	Total of Continuing operations Restated ¹ £m
Total revenue from contracts with customers	217.5	–	217.5	Total revenue from contracts with customers	207.1	–	207.1
Less: inter-segment revenue	–	–	–	Less: inter-segment revenue	–	–	–
Revenue from contracts with customers	217.5	–	217.5	Revenue from contracts with customers	207.1	–	207.1
Cost of sales	(164.2)	–	(164.2)	Cost of sales	(160.5)	–	(160.5)
Gross profit	53.3	–	53.3	Gross profit	46.6	–	46.6
Adjusted operating expenses	(41.5)	–	(41.5)	Adjusted operating expenses	(40.9)	–	(40.9)
Other operating income	–	–	–	Other operating income	0.7	–	0.7
Adjusted operating profit	11.8	–	11.8	Adjusted operating profit	6.4	–	6.4
Adjusted items:				Adjusted items:			
– Net exceptionals	–	(17.9)	(17.9)	– Net exceptionals	(7.4)	(6.1)	(13.5)
Operating profit/(loss)	11.8	(17.9)	(6.1)	Operating loss	(1.0)	(6.1)	(7.1)
Interest income	–	0.3	0.3	Interest income	–	0.5	0.5
Interest expense	(0.6)	(13.7)	(14.3)	Interest expense	(0.7)	(18.5)	(19.2)
Net retirement benefit obligation finance expense	–	(2.3)	(2.3)	Net retirement benefit obligation finance income	–	(2.5)	(2.5)
Net finance expense	(0.6)	(15.7)	(16.3)	Net finance expense	(0.7)	(20.5)	(21.2)
Profit/(Loss) before taxation	11.2	(33.6)	(22.4)	Loss before taxation	(1.7)	(26.6)	(28.3)
Capital expenditure on property, plant and equipment (excluding grants received)	(10.6)	–	(10.6)	Capital expenditure on property, plant and equipment (excluding grants received)	(7.8)	(0.4)	(8.2)
Capital expenditure on intangible assets	(3.7)	–	(3.7)	Capital expenditure on intangible assets	(1.2)	(0.1)	(1.3)
Depreciation of property, plant and equipment and right-of-use assets	(9.4)	(1.0)	(10.4)	Impairment of property, plant and equipment	(4.5)	–	(4.5)
Amortisation of intangible assets	(1.1)	–	(1.1)	Depreciation of property, plant and equipment and right-of-use assets	(9.8)	(0.9)	(10.7)
				Amortisation of intangible assets	(1.2)	(0.1)	(1.3)

Note:

¹ The segmental analysis has been re-presented to exclude discontinued operations arising from the intended disposal of the Authentication division.

Notes to the accounts continued

1 Segmental analysis continued

	Currency £m	Authentication £m	Unallocated £m	Total of Continuing operations £m	Held for Sale £m	Total of Continuing operations £m
FY25						
Segmental assets	195.6	–	53.6	249.2	97.9	347.1
Segmental liabilities	(103.1)	–	(238.5)	(341.6)	(18.2)	(359.8)
FY24						
Segmental assets	155.3	83.3	55.7	294.3	–	294.3
Segmental liabilities	(700)	(15.0)	(206.7)	(291.7)	–	(291.7)

Authentication assets and liabilities are those classified as held for sale at period end.

Unallocated assets principally comprise deferred tax assets of £0.1m (FY24: £0.1m), cash and cash equivalents of £31.3m (FY24: £29.3m), derivative financial instrument assets of £12m (FY24: £0.7m), centrally managed property, plant and equipment of £9.1m (FY24: £17.5m), and centrally managed right-of-use assets of £2.9m (FY24: £3.1m), as well as current tax assets, and amounts due from associates.

Unallocated liabilities principally comprise retirement benefit obligations of £43.7m (FY24: £51.6m), borrowings of £149.0m (FY24: £117.2m), current tax liabilities of £19.5m (FY24: £20.4m), derivative financial instrument liabilities of £3.3m (FY24: £3.3m), lease liabilities of £3.7m (FY24: £3.9m) as well as deferred tax liabilities and centrally held accruals and provisions.

Geographic analysis of non-current assets

	2025 £m	2024 £m
UK	56.2	88.0
Malta	29.8	25.2
USA	–	13.1
Sri Lanka	4.6	6.0
Other countries	0.1	0.5
	90.7	132.8

Note:
1 Deferred tax assets of £0.1m in FY25 (FY24: £0.1m) are excluded from the analysis shown above.

Major customers

The Group has one major customer (FY24: no) from which it derived total revenues in excess of 10% of Group revenue.

2 Revenue from contracts with customers

Information regarding the Group's major customers, and a segmental analysis of revenue is provided in note 1.

Timing of revenue recognition across the Group's revenue from contracts with customers is as follows:

	Currency £m	Total of Continuing operations £m
FY25		
Timing of revenue recognition:		
Point in time	214.6	214.6
Over time	2.9	2.9
Total revenue from contracts with customers	217.5	217.5

	Currency £m	Total of Continuing operations Restated ¹ £m
FY24		
Timing of revenue recognition:		
Point in time	180.9	180.9
Over time	26.2	26.2
Total revenue from contracts with customers	207.1	207.1

Revenue by customer type

	2025 £m	2024 Restated ¹ £m
Government contracts	195.1	187.0
Corporate contracts	22.4	20.1
	217.5	207.1

Notes to the accounts continued

2 Revenue from contracts with customers continued**Geographic analysis of revenue from continuing operations by destination**

	2025 £m	2024 Restated ¹ £m
Middle East and Africa	130.4	117.3
Asia	33.0	24.1
UK	23.6	16.3
The Americas	19.8	22.0
Rest of Europe	9.8	21.4
Rest of world	0.9	6.0
	217.5	207.1

Note:

¹ The analysis of revenue has been re-presented to exclude discontinued operations arising from the intended disposal of the Authentication division.

Contract balances

The contract balances arising from contracts with customers are as follows:

	Note	2025 £m	2024 £m
Trade receivables	14	51.0	39.6
Provision for impairment	14	(0.1)	(0.6)
Net trade receivables	14	50.9	39.0
Contract assets		5.1	16.7
Contract liabilities	18	–	(0.2)
Payments received on account	18	(43.8)	(23.1)

Trade receivables have increased to £51.0m in FY25 (FY24: £39.6m) reflecting timing of payments on certain material customer contracts.

The Group applies the simplified approach when measuring the contract assets' expected credit losses. The approach uses a lifetime expected credit loss allowance. The expected credit losses are reviewed annually and the credit loss relating to contract assets is not significant.

Costs to obtain contracts of £nil (FY24: £nil) have been capitalised in the year where the contract has yet to be won.

Payments on account

	2025 £m	2024 £m
Balance at the start of the year	23.1	22.7
Additions	85.9	42.8
Revenue recognised	(65.2)	(42.4)
Balance at the end of the year	43.8	23.1

3 Other operating income

	2025 £m	2024 £m
Other operating income	–	0.7

Other operating income in FY25 of £nil (FY24: £0.7m) relates other miscellaneous income.

Notes to the accounts continued

4 Operating expenses

Note	2025 £m	2024 Restated ¹ £m
Cost of sales relating to inventory	159.5	153.0
Depreciation of property, plant and equipment ²	10 8.3	8.8
Amortisation of intangibles ³	11 1.1	1.3
Impairment of inventories	13 1.8	2.7
Depreciation of right-of-use assets ⁴	24 2.1	1.7
Expenses related to short-term and low-value leases	24 0.3	0.3
Research and non-capitalised development expense*	(0.8)	(0.8)
Employee costs (including Directors' emoluments)	26 61.1	58.7
Share based payments	22 1.7	1.4
Foreign exchange loss	3.0	1.3
Amounts payable to EY and its associates:		
– Audit of these consolidated financial statements	1.1	0.7
– Audit of the financial statements of subsidiaries pursuant to legislation	0.4	0.5
– Non-audit services	–	0.2
– Taxation services	–	–

Notes:

- 1 The analysis of operating expenses has been re-presented to exclude discontinued operations arising from the intended disposal of the Authentication division.
- 2 Excludes depreciation for held for sale of £17m (FY24: £21m).
- 3 Excludes amortization for held for sale of £46m (FY24: £46m).
- 4 Excludes depreciation for held for sale of £0.3m (FY24: £0.8m).
- * Includes £0.7m income in FY25 for RDEC claims (FY24: £0.7m). The Group policy is to net RDEC relating to research and development against the expense.

5 Exceptional items**Accounting policies**

Exceptional items are disclosed separately in the financial statements to provide readers with an increased insight into the underlying performance of the Group.

	2025 £m	Cash £m	Non- cash £m	2024 Restated £m	Cash Restated £m	Non- cash Restated £m
Site relocations and restructuring costs	2.3	2.4	(0.1)	8.3	3.6	4.7
Pension underpin costs	0.2	0.2	–	0.3	0.3	–
Costs associated with pension deferment and banking refinancing	–	–	–	5.4	5.1	0.3
Divestiture costs	17.3	11.1	6.2	–	–	–
	19.8	13.7	6.1	14.0	9.0	5.0
(Reversal)/recognition of expected credit loss provision on other financial assets	(1.9)	(2.1)	0.2	(0.5)	(0.3)	(0.2)
Total exceptional items	17.9	11.6	6.3	13.5	8.7	4.8
Tax credit on exceptional items	(0.2)			(5.2)		
Net exceptionals	17.7			8.3		

Site relocation and restructuring costs

- Site relocation and restructuring costs in FY25 of £2.3m (FY24: £8.3m) included the following:
- The recognition of £10m (FY24: £0.2m) of restructuring charges related to the cessation of banknote production at our Gateshead facility primarily relating to the costs of relocating assets to Malta. This relocation of assets is expected to be completed in FY26 as the Group continues its expansion of the manufacturing facilities in Malta and the Group works towards exiting from the Gateshead facility. In addition, £13m (FY24: £0.2m) of costs net of grant income received of £0.3m (FY24: £0.1m), were incurred in Malta for ongoing labour, assembly, transportation and shipping cost in relation to relocation of assets following the clearance of the Gateshead site in the UK.
 - A £nil (FY24: £3.3m) charge for redundancy and legal fees were made in relation to restructuring initiatives in Currency £nil (FY24: £2.8m), and Central enabling functions £nil (FY24: £0.5m) in order to right-size the divisions for future operations.
 - In FY25, impairment charges of £nil (FY24: £3.4m) were made in relation to plant and machinery and £nil (FY24: £11m) in Assets under construction. A review was carried out of assets held by the Currency division and as a result £nil (FY24: 4.5m) of assets were identified for impairment, mostly relating to assets that were originally to be utilised in another location where there is no longer the demand.

Notes to the accounts continued

5 Exceptional items continued

Pension underpin costs

Pension underpin costs of £0.2m (FY24: £0.3m) relate to legal fees, net of amounts recovered, incurred in the rectification of certain discrepancies identified in the Scheme's rules. The Directors do not consider this to have an impact on the UK defined benefit pension liability at the current time, but they continue to assess this.

Costs associated with pension payment deferment and banking refinancing

Costs associated with pension payment deferment and the banking refinancing amounted to £nil (FY24: £5.4m) in the period.

Pension payment deferment

On 3 April 2023, the Company and the Trustee agreed to defer the deficit reduction contribution due under the previous Recovery Plan, payable on 5 April 2023, to 26 May 2023. Subsequently, on 25 May 2023 the Company and the Trustee agreed to defer the deficit contribution due on 26 May 2023 to 5 July 2023. In June 2023, the Company and the Trustee agreed to defer all the deficit reduction contributions due to recommence from 5 April 2024 and a new Recovery Plan has been agreed between the Company and the Trustee. The legal and professional advisor costs associated with this pension payment deferment were £nil (FY24: £1.3m).

An actuarial valuation of the Scheme has been undertaken as at 30 September 2023. This was required by the Trustee to support the Company's renegotiation of the funding arrangements. This was not a normal cycle valuation and therefore the costs associated with this have been recorded as exceptional items due to their nature and size.

The new valuation showed a Scheme deficit of £78m. As a result of this new valuation, on 18 December 2023, the Company and the Scheme Trustee agreed a new schedule to fund the deficit. The funding moratorium until July 2024 as previously agreed will be retained, with the only payment being £2.5m due on a repayment event such as either on the repayment of the RCF or when the RCF is wholly refinanced or the end of the current RCF facility in July 2025. This will be followed by deficit repair contributions from the Company of £8m per annum to the end of FY27, followed by higher contributions that at no time exceed £16m per annum and which run until December 2030 or until the Scheme becomes fully funded.

Refer to the disclosure notes 25 in relation to the Memorandum of Understanding with the Pension Trustee.

Refer note 32(a) for the deficit repair contribution made post year end from the proceeds of the sales of Authentication division.

Divestiture Costs

The Board reviewed the Group's core strategic strengths to determine the most effective ways to enhance the intrinsic value of the business, ensuring benefits for all stakeholders. The related cost of the strategic review in FY25, amounting to £17.3m, included the following:

- A £6.7m charge was incurred for advisory and legal fees, salary costs, and employee expenses related to investigating potential options for optimizing the value of the business.
- The recognition of £3.5m in finance and legal advisory expenses related to vendor due diligence for the Currency division and the remaining group.
- On 15 October 2024, the Group announced a definitive agreement to sell the Authentication division to Crane NXT, Co ("Crane NXT") and its related entities for a cash consideration representing an enterprise value of £300m. An expenditure of £1.8m was incurred to separate the Authentication business from the remaining De La Rue Group. This excluded a £0.4m charge incurred by the Authentication business (note 9).
- A £3.2m charge for the physical separation of the Authentication business from the Currency business at the Malta site, enabling each to operate autonomously and providing the Group with the flexibility to sell the Authentication division. This includes decommissioning, relocation and installation plant and machinery, construction and finishing of working area.
- An exceptional charge of £2.1m was incurred in FY25 for work with the Pension Trustee and pension advisors following the proposed sale of the Authentication division to Crane NXT, including £1.4m related to the sale and £0.7m for due diligence on the proposed sale.

(Reversal)/recognition of expected credit loss provision on other financial

Other financial assets comprise securities interests held in the Portals International Limited group which were received as part of the consideration for the paper disposal in 2018. In accordance with IFRS 9, management assessed the recoverability of the carrying value on the balance sheet and recorded an expected credit loss provision in relation to the original principal value and interest receivable. This was recorded in exceptional items in FY23, consistent with the original recognition as part of the loss on disposal. The amount presented on the balance sheet within other financial assets as at 30 March 2025 of £nil (25 March 2024: £nil) included the original principal received and accrued interest amounts, fully offset by the expected credit loss provision.

On 19 June 2024, the Company received notice that Portals International Limited were to repay an amount of £104,245 (which comprised the principal amount of £85,801 and accrued interest of £18,144) on 24 June 2024. This was part of the £899,138 loan notes issued by Portals in November 2021. This was unexpected. A credit of £0.1m was recognised in exceptional items as this is an adjusting post balance sheet event under IAS 10 "Events after the reporting period".

Notes to the accounts continued

5 Exceptional items continued

On 19 June 2024, the Company also received notice that Portals Finance Limited were to repay an amount of £147,887 (which comprised the principal amount of £81,537 and accrued interest of £66,350) on 24 June 2024. This was part of the £32,000,000 loan notes issued by Portals in March 2018. This was unexpected. A credit of £0.1m was recognised in exceptionals in FY24 as this is an adjusting post balance sheet event under IAS 10 "Events after the reporting period".

During FY25, the company received cash totalling £2.1m, which included repayment amounts of £104,245 and £147,887 detailed above. The amount of £1.9m posted as a credit in the income statement, was unexpectedly received due to the completion of a sale of land by Portals and was recognised as a reversal of the expected credit loss provision relating to our financial assets.

Management has assessed that no further amounts are expected to be received and hence no change has been made to the expected credit loss.

Taxation relating to exceptional items

The overall tax credit relating to continuing exceptional items arising in the period was £0.2m (FY24: tax credit £5.2m), and relates to the following items:

- £0.1m credit for the release of other uncertain tax positions no longer considered necessary.
- £0.1m credit for the tax relief on exceptional costs before tax, at broadly 25%.

6 Interest income and expense

Accounting policies

Interest income/expense is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash flows through the expected life of the financial asset/liability to the net carrying amount of that asset/liability.

	2025 £m	2024 £m
Recognised in the income statement		
Interest income:		
– Other interest	0.3	0.5
Total interest income	0.3	0.5
Interest expense:		
– Interest on bank loans	(12.0)	(12.3)
– Other, including amortisation of finance arrangement fees	(5.0)	(3.7)
– Net gain/(loss) on debt modification	3.3	(2.7)
– Interest on lease liabilities (note 24)	(0.6)	(0.5)
Total interest expense	(14.3)	(19.2)
Retirement benefit obligation finance (expense) (note 25)	(2.3)	(2.5)
Net finance expense	(16.3)	(21.2)

All finance income and expense arise in respect of assets and liabilities not restated to fair value through the income statement.

Notes to the accounts continued

6 Interest income and expense continued

Net loss on debt modification

The Company entered into a number of documents which had the effect of amending and restating the terms of the revolving facility agreement with its lending banks and their agents. This change in existing banking facilities is treated as a non-substantial modification under IFRS 9 "Financial Instruments", as the refinancing did not result in an extinguishment of debt. The difference between the amortised cost carrying amount of the previous terms of the facility and the present value of the updated terms of the facility, discounted using the effective interest rate, resulted in a modification loss.

On 18 December 2023, the Group entered into a new agreement with its banking syndicate to extend its banking facilities to July 2025. From this date the Group will have bank facilities of £235m including an RCF cash drawn component of up to £160m (a reduction of £15m) and bond and guarantee facilities of a maximum of £75m. Covenant tests will continue to apply to the facilities, other than the liquidity covenant where the minimum headroom is now defined as "available cash and undrawn RCF greater than or equal to £10m", to reflect the £15m reduction in RCF. In addition, an arrangement fee was due, equal to 1% of the facility, which will reduce to 0.5% if the facility is refinanced before 30 June 2024. This change in existing banking facilities is treated as a non-substantial modification under IFRS 9 "Financial Instruments", as the refinancing did not result in an extinguishment of debt. The difference between the amortised cost carrying amount of the previous terms of the facility and the present value of the updated terms of the facility, discounted using the effective interest rate, resulted in a modification loss.

The net gain on debt modification of £3.3m is due to unwinding of prior year modification losses recognized. In FY24, the net of loss of £2.7m was recognised due to the debt modification.

Retirement benefit obligation finance (expense)/income

The retirement benefit obligation finance income/expense is calculated under IAS 19 "Employee Benefits" and represents the difference between the interest on pension liabilities and assets. The loss in FY25 of £2.3m (FY24: loss £2.5m) was due to the opening pension valuation on an IAS 19 basis as at 30 March 2024 being a deficit of £51.6m (25 March 2023: deficit of £54.7m).

7 Taxation

Accounting policies

The tax expense included in the income statement comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, including adjustments in respect of prior periods, using tax rates enacted or substantively enacted by the balance sheet date. 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.

Deferred tax is provided on temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured using tax rates that have been enacted or substantively enacted by the balance sheet date and that are expected to apply when the asset is realised, or the liability is settled.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill not deductible for tax purposes or result from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit, except for transactions giving rise to equal taxable and deductible temporary differences including temporary differences associated with right-of-use assets and lease liabilities. In respect of right-of-use lease assets and liabilities, in jurisdictions where the entity receives a tax deduction when it makes lease payments the tax deductions have been attributed to the lease liability as they relate to settling a liability rather than acquiring an asset.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are only offset to the extent that there is a legally enforceable right to offset current tax assets and current tax liabilities, they relate to taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis or to realise an asset and settle a liability simultaneously.

Notes to the accounts continued

7 Taxation continued

De La Rue has extensive international operations and is subject to various legal and regulatory regimes, including those covering taxation matters from which, in the ordinary course of business, uncertainty over the tax treatment can arise. De La Rue assesses whether it is probable or not the tax authority will accept the tax treatment; if probable that the treatment will be accepted then the potential tax effect of the uncertainty is a tax-related contingency. If it is not probable of being accepted, the most likely amount or the expected value is recognised. There are some tax assessments where a provision has been made on the basis of a combination of advice received and management judgement. The amount provided may be less than the headline figures on assessments received from a tax authority and reflect an estimate of a more likely outcome on the basis of current communications with the tax authority. In the possible event that there was an adverse outcome to any dispute this could result in a material outflow.

	2025 £m	2024 £m
Consolidated statement of comprehensive income:		
– On remeasurement of net defined benefit liability	1.0	1.3
Income tax charge/(credit) reported within other comprehensive income	1.0	1.3

	2025 £m	2024 Restated £m
Current tax		
UK corporation tax:		
– Current tax	0.7	0.7
– Adjustment in respect of prior years	0.5	0.3
	1.2	1.0
Overseas tax charges:		
– Current year	3.2	(0.8)
– Adjustment in respect of prior years	(1.4)	(0.2)
	1.6	(1.0)
Total current income tax charge	2.8	–
Deferred tax:		
– Origination and reversal of temporary differences, UK	1.2	4.2
– Origination and reversal of temporary differences, overseas	0.1	(0.5)
Total deferred tax charge (note 17)	1.3	3.7
Total income tax charge in the consolidated income statement	4.1	3.7
Tax on continuing operations attributable to:		
– Operating activities	4.6	9.6
– Exceptional items (note 5)	(0.2)	(5.1)
Continuing operations	4.4	4.5
Discontinued operations	(0.3)	(0.8)
Total	4.1	3.7

Notes to the accounts continued

7 Taxation continued

The tax on the Group's consolidated loss before tax differs from the UK tax rate of 25% as follows:

	2025				2024			
	Continuing operations			Total £m	Continuing operations			Total £m
	Before exceptional items £m	Exceptional items £m	Discontinued operations £m		Before exceptional items £m	Exceptional items £m	Discontinued operations £m	
Profit/(loss) before tax	(4.4)	(17.9)	10.0	(12.3)	(14.7)	(13.5)	12.8	(15.4)
Tax calculated at UK tax rate of 25% (FY24: 25.0%)	(1.1)	(4.5)	2.5	(3.1)	(3.7)	(3.4)	3.2	(3.9)
Effects of overseas taxation	0.5	0.1	0.8	1.4	0.7	-	-	0.7
Charges/(credits) not allowable/taxable for tax purposes	2.0	4.3	(1.9)	4.4	2.5	-	(4.0)	(1.5)
Changes in uncertain tax provisions	(1.3)	(0.1)	-	(1.4)	(1.3)	(2.5)	-	(3.8)
Movement in unrecognised deferred tax assets	4.1	-	(1.7)	2.4	11.6	0.6	-	12.2
Adjustments in respect of prior years	0.4	-	-	0.4	(0.2)	0.2	-	-
Tax charge/(credit)	4.6	(0.2)	(0.3)	4.1	9.6	(5.1)	(0.8)	3.7

The Group is subject to income taxes in numerous jurisdictions and significant judgement is required in determining the worldwide provision for those taxes. The level of current and deferred tax recognised is dependent on subjective judgements as to the outcome of decisions to be made by the tax authorities in the various tax jurisdictions around the world in which the Group operates. It is necessary to consider which deferred tax assets should be recognised based on an assessment of the extent to which they are regarded as recoverable, which involves assessment of the future trading prospects of individual statutory entities.

The actual outcome may vary from that anticipated. Where the final tax outcomes differ from the amounts initially recorded, there will be impacts upon income tax and deferred tax provisions and on the Income Statement in the period in which such determination is made.

The Group has current tax provisions recorded within current tax liabilities, in respect of uncertain tax positions. In accordance with IFRIC 23, tax provisions are recognised for uncertain tax positions where it is considered probable that the position in the filed tax return will not be sustained and there will be a future outflow of funds to a taxing authority. Tax provisions are measured either based on the most likely amount (the single most likely amount in a range of possible outcomes) or the expected value (the sum of the probability weighted amounts in a range of possible outcomes) depending on management's judgement on how the uncertainty may be resolved.

The Group is disputing tax assessments received from the tax authorities of some countries in which the Group operates. The disputed tax assessments are at various stages in the appeal processes, but the Group believes it has a supportable and defensible position (based upon local accounting and legal advice), and is appealing previous judgments and communicating with the relevant tax authority. The Group's expected outcome of the disputed tax assessments is held within the relevant provisions in the 2025 financial statements.

The uncertain tax positions credit of £1.4m (FY24: £3.8m credit) includes £0.1m within exceptional tax items related to favourable movements in exchange rates for other provisions rather than a change to the underlying provided amounts. The remaining uncertain tax position credit of £1.3m relates to the release of tax provisions no longer considered necessary to retain based on a reassessment of the risk. The remaining provision for uncertain tax positions total £17.0m (FY24: £18.4m) and is contained within current tax liabilities.

Notes to the accounts continued

8 Earnings per share

Accounting policies

Basic earnings per share ("EPS") is calculated by dividing the profit attributable to equity shareholders by the weighted average number of ordinary shares outstanding during the year, excluding those held in the employee share trust which are treated as treasury shares.

For diluted EPS, the weighted average number of ordinary shares in issue is adjusted for the impact of the dilutive effect of share options.

The Directors are of the opinion that the publication of the adjusted EPS, before exceptional items, is useful to readers of the accounts as it gives an indication of underlying business performance.

Earnings per share	2025 pence per share	2024 pence per share
Basic EPS – continuing operations	(14.3)	(19.7)
Basic EPS – discontinued operations	4.7	9.5
Basic EPS – Total	(9.6)	(10.2)
Diluted EPS – continuing operations ¹	(14.3)	(19.7)
Diluted EPS – discontinued operations	4.7	9.5
Diluted EPS – Total	(9.6)	(10.2)
Adjusted EPS		
Basic EPS – total	0.1	(5.3)
Diluted EPS –total	0.1	(5.3)
Number of shares (m)		
Weighted average number of shares	196.2	195.7
Dilutive effect of shares	0.4	0.2
	196.6	195.9

Note:
¹ The Group reported a loss from continuing operations attributable to the ordinary equity shareholders of the Company for FY24. The Diluted EPS is reported as equal to Basic EPS; no account can be taken of the effect of dilutive securities under IAS 33.

Reconciliations of the earnings used in the calculations are set out below:

Note	Continuing Operations 2025 £m	Discontinued Operations 2025 £m	Total 2025 £m	Continuing Operations 2024 £m	Discontinued Operations 2024 £m	Total 2024 £m
Loss for basic EPS	(24.8)	8.1	(16.7)	(38.6)	18.6	(20.0)
Add: amortisation of acquired intangibles	11	–	0.7	–	1.0	1.0
Less: Tax on amortisation for acquired intangibles	–	(0.2)	(0.2)	–	(0.3)	(0.3)
Add: exceptional items (excluding non-controlling interests)	5	17.9	0.4	13.5	0.7	14.2
Less: tax on exceptional items	7	(0.2)	(0.2)	(5.2)	–	(5.2)
Loss for adjusted EPS	(7.1)	9.0	1.9	(30.3)	20.0	(10.3)

9 Discontinued operations

On 15 October 2024, De La Rue plc publicly announced that its wholly owned subsidiary, De La Rue Holdings, had entered into a definitive agreement for the sale of the Group's Authentication Division to Crane NXT, Co for cash consideration of £300m. The transaction was to be implemented under a put and call option arrangement, whereby completion of the transaction was subject to a number of conditions.

On 7 April 2025, De La Rue publicly announced that all conditions to the exercise of the options granted under the agreement had been satisfied or waived. As a result, De La Rue Holdings and Crane NXT had entered into the share purchase agreement relating to the sale of the Authentication division. The sale of the Authentication division was completed on 1 May 2025.

The business activity of the Group's Authentication division during the period was therefore considered to be Discontinued Operations. During FY25, the Authentication division consisted of the trading activity of 11 legal entities within the De La Rue group. In addition, from the start of FY25 up to the end of January 2025 the Authentication division traded through De La Rue International Limited and De La Rue Currency & Security Print Limited. Both of these two entities were not disposed of as part of the transaction with Crane NXT, and also had trade unrelated to the Authentication division which is not included in the note below. The Group conducted certain reorganisation transactions within its subsidiaries to facilitate the sale.

Notes to the accounts continued

9 Discontinued operations continued

Financial performance and cash flow information for discontinued operations:

	2025 £m	2024 £m
Revenue from customer contracts	96.2	103.2
Cost of sales	(60.9)	(63.7)
Gross Profit	35.3	39.5
Adjusted operating expenses	(24.2)	(24.7)
Adjusted operating profit	11.1	14.8
Adjusted Items¹:		
– Amortisation of acquired intangibles	(0.7)	(10)
– Net exceptional items – others (note 5)	(0.4)	(0.8)
Total adjusted items	(1.1)	(18)
Operating profit	10.0	13.0
Interest expense	(0.1)	–
Net finance expense	(0.1)	–
Profit before taxation from discontinued operations	9.9	13.0
Taxation	0.3	0.7
Profit after taxation for the year from discontinued operations	10.2	13.7
Profit per share from discontinued operations (pence per share)		
Basic profit per share (pence per share)	4.7	9.5
Diluted profit per share (pence per share)	4.7	9.5
Cash flows from/(used in) discontinued operations		
Net cash flows from operating activities	13.5	16.7
Net cash flows from investing activities	(1.8)	(2.6)
Net cash flows from financing activities	(1.0)	(0.7)
Net increase in cash generated by discontinued operations	10.7	13.4

Note:

¹ For adjusting items, the cash flow impact of exceptional items can be found in note 5 and there was no cash flow impact for the amortisation of acquired intangible assets.

10 Property, plant and equipment**Accounting policies**

Property, plant and equipment are stated at cost, less accumulated depreciation and any accumulated provision for impairment in value. Assets in the course of construction are included in property, plant and equipment on the basis of expenditure incurred at the balance sheet date. Costs of major maintenance activities are capitalised and depreciated over the estimated useful life for the asset. Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. The grant reduces the carrying amount of the asset and then is recognised in profit or loss over the useful life of the depreciable asset by way of a reduced depreciation charge.

No depreciation is provided on freehold land. Building improvements are depreciated over their estimated useful economic lives of 50 years. Other leasehold interests are depreciated over the lease term.

Plant and machinery are depreciated on a straight-line method over their estimated useful lives which typically range from 10 to 20 years. Fixtures and fittings and motor vehicles are depreciated on a straight-line method over their estimated useful lives which typically range from two to 15 years. No depreciation is provided for assets in the course of construction until they are ready for use.

Depreciation methods, residual values and useful lives are reviewed at least at each financial year end, taking into account commercial and technical obsolescence as well as normal wear and tear, provision being made where the carrying value exceeds the recoverable amount.

Notes to the accounts continued

10 Property, plant and equipment continued

	Land and buildings £m	Plant and machinery £m	Fixtures and fittings and motor vehicles £m	In course of construction £m	Total £m
Cost					
At 25 March 2023	52.2	226.6	32.1	18.3	329.2
Exchange differences	(0.1)	(1.8)	(0.1)	(0.5)	(2.5)
Additions ¹	–	(8.4)	0.1	12.4	4.1
Reclassifications and transfers	–	7.2	1.2	(8.0)	0.4
Disposals	–	(0.8)	–	–	(0.8)
At 30 March 2024	52.1	222.8			330.4
Exchange differences	(0.1)	(1.8)	(0.1)	(0.5)	(2.5)
Additions ¹	–	(2.4)	0.1	10.9	8.6
Reclassifications and transfers	–	6.1	(0.6)	(5.5)	–
Disposals	(3.5)	(20.8)	(5.2)	(2.4)	(31.9)
Reclassified as held for sale	(1.0)	(25.2)	(1.9)	(7.3)	(35.4)
At 29 March 2025	47.5	178.7	25.6	17.4	269.1
Accumulated depreciation					
At 25 March 2023	29.3	180.6	22.2	–	232.1
Exchange differences	(0.1)	(1.7)	(0.1)	–	(1.9)
Depreciation charge for the year	0.9	8.0	2.0	–	10.9
Disposals	–	(0.6)	–	–	(0.6)
Impairments ²	–	3.4	–	1.1	4.5
At 30 March 2024	30.1	189.7	24.1	1.1	245.0
Exchange differences	(0.1)	(1.7)	(0.2)	–	(2.0)
Depreciation charge for the year	0.4	8.1	1.5	–	10.0
Disposals	(3.5)	(20.4)	(5.3)	–	(29.2)
Reclassifications and transfers	–	0.3	(0.3)	–	–
Reclassified as held for sale	(0.2)	(16.0)	(1.3)	–	(17.5)
At 29 March 2025	26.7	160.0	18.5	1.1	206.3
Net book value at 29 March 2025	20.8	18.7	7.1	16.3	62.9
Net book value at 30 March 2024	22.0	33.1	9.2	21.1	85.4

Notes:

- 1 During the year £2.8m (FY24: £8.5m) of government grants were received by the Group in cash for the purchase of certain items of property, plant and equipment, which is offset against the plant and machinery additions of £0.4m (FY24: £0.1m). The following conditions are attached to these grants:
- Malta Phase 1 – to retain an average employment level of 250 workers for a period of 8 years and retain qualifying investment project for a minimum of 8 years. The investment project began on 1 September 2015, therefore ended in September 2023.
 - Malta Phase 2 – A further investment project commenced on 9 September 2021 linked to adding a further 100 employees within 4 years of 1 December 2020 and covering a further 8 years of funding.
- 2 Impairments in FY24 of £4.5m in plant and machinery related assets held in the Currency division that were originally to be utilised in other locations where there is no longer the demand (note 4).

Notes to the accounts continued

11 Intangible assets

Accounting policies

Impairment of intangible assets

Intangible assets that are subject to amortisation are reviewed for impairment whenever events or circumstances indicate that the carrying value may not be recoverable. In addition, goodwill is tested at least annually for impairment. Impairment tests are performed for all Cash Generating Units ("CGU"s) to which goodwill has been allocated at the balance sheet date or whenever there is indication of impairment. For the sensitivity information in impairment of goodwill, refer to Accounting policies – "C Other long-term estimation uncertainties".

An impairment loss is recognised immediately in the income statement for the amount by which the asset's carrying value exceeds its recoverable amount, the latter being the higher of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In testing intangible assets for impairment, a number of assumptions must be made when calculating future cash flows. These assumptions include growth in customer numbers, market size and sales prices and volumes, all of which will determine the future cash flows.

Other information

Intangible assets purchased separately, such as software licences that do not form an integral part of related hardware, are capitalised at cost less accumulated amortisation and impairment losses. Software intangibles are amortised on a straight-line basis over the shorter of their useful economic life or their licence period at rates which vary between three and five years.

Expenditure incurred in the development of products or enhancements to existing product ranges is capitalised as an intangible asset if the recognition criteria in IAS 38 'Intangible Assets' have been met. Development costs not meeting these criteria are expensed in the income statement as incurred. Capitalised development costs are amortised on a straight-line basis over their estimated useful economic lives, which vary between five and ten years, once the product or enhancement is available for use. Product research costs are written off as incurred.

Intangible assets purchased through a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial acquisition, intangible assets acquired through a business combination are reported at cost less accumulated amortisation and impairment losses.

Intellectual property recorded on the balance sheet relates to the acquisition of De La Rue Authentication Solutions Inc. and is amortised over its expected life of 10 years. Customer relationships, relating to those acquired in the acquisition of De La Rue Authentication Solutions Inc. are amortised over their expected lives of 10 to 15 years. Trade names relating to the acquisition of De La Rue Authentication Solutions Inc. are amortised over their expected lives of 15 years. Intellectual property is classified as held for sale and amortisation ceased from the point assets were classified as held for sale (18th February 2025).

Assets in course of construction relates to internally generated software which is not yet completed.

Goodwill

Goodwill relates to the acquisition in FY17 of De La Rue Authentication Inc. (previously DuPont Authentication Inc). The goodwill has been tested for impairment during the year as IAS 36 "Impairment of Assets" requires annual testing for assets with an indefinite life. For the purposes of impairment testing the Cash Generating Unit ("CGU") for the goodwill has been determined as the De La Rue Authentication entities in the US.

The FY25 impairment test calculated the recoverable amount using the fair value less costs to sell approach as it was considered to provide a higher amount than the value in use approach. Fair value less costs to sell is the arm's length sale price between knowledgeable willing parties less costs of disposal. Fair value represents Level 3 in the FV hierarchy.

The fair value less costs of disposal for the CGU relating to De La Rue Authentication Inc. was derived from a percentage of the sale price agreed for the Authentication Division as a whole, consisting of 11 entities, with Crane NXT, which is considered to be at arm's length. To determine the percentage, management analysed the contribution of the CGU to total Authentication division's EBITDA for FY24 (actual).

The recoverable amount at the testing date was significantly in excess of the carrying value at 29 March 2025.

The key assumptions supporting the recoverable amount include valuation of the Authentication division as a whole, along with the budgeted revenue, EBITDA and Adjusted operating profit contributions of the CGU (expressed as a percentage of the total). There are no reasonable possible changes in these key assumptions that would cause the recoverable amount to fall below the carrying amount of the CGU. A decrease in the fair value of the CGU of 5% would result in a reduction of the headroom of 11% and would not result in an impairment.

Notes to the accounts continued

11 Intangible assets continued

	Goodwill £m	Development costs £m	Software assets £m	Intellectual property £m	Customer relationships £m	Trade names £m	In course of construction £m	Total £m
Cost								
At 25 March 2023	9.2	27.6	18.7	3.9	4.6	0.2	10.9	75.1
Exchange differences	(0.3)	(0.1)	(0.1)	(0.2)	(0.1)	–	–	(0.8)
Additions	–	–	0.1	–	–	–	4.5	4.6
Reclassifications and transfers to Property, plant and equipment	–	0.9	5.1	–	–	–	(6.4)	(0.4)
At 30 March 2024	8.9	28.4	23.8	3.7	4.5	0.2	9.0	78.5
Exchange differences	(0.2)	–	–	(0.1)	(0.1)	–	–	(0.4)
Additions	–	–	0.2	–	–	–	4.7	5.0
Disposals	–	(1.5)	(4.0)	–	–	–	–	(5.5)
Reclassifications and transfers	–	0.5	5.3	–	–	–	(5.8)	–
Reclassified as held for sale	(8.7)	(9.6)	(20.3)	(3.6)	(4.4)	(0.2)	(2.0)	(48.8)
At 29 March 2025	–	17.8	5.0	–	–	–	5.9	28.7
Accumulated amortisation								
At 25 March 2023	–	18.2	11.8	2.9	2.8	0.1	–	35.8
Exchange differences	–	–	(0.1)	(0.2)	(0.1)	–	–	(0.4)
Amortisation for the year	–	2.2	2.7	0.6	0.4	–	–	5.9
At 30 March 2024	–	20.4	14.4	3.3	3.1	0.1	–	41.3
Exchange differences	–	–	–	(0.1)	–	–	–	(0.1)
Amortisation for the year	–	2.1	2.9	0.4	0.3	–	–	5.7
Disposals	–	(1.6)	(3.9)	–	–	–	–	(5.5)
Reclassifications and transfers	–	–	–	–	–	–	–	–
Reclassified as held for sale	–	(5.0)	(8.8)	(3.6)	(3.4)	(0.1)	–	(20.9)
At 29 March 2025	–	15.9	4.6	–	–	–	–	20.5
Net book value at 29 March 2025	–	1.9	0.5	–	–	–	5.8	8.2
Carrying value at 30 March 2024	8.9	8.0	9.4	0.4	1.4	0.1	9.0	37.2

Notes to the accounts continued

12 Assets held for sale

On 15th of October 2024, De La Rue plc publicly announced that its wholly owned subsidiary, De La Rue Holdings, had entered into a definitive agreement for the sale of the Group's Authentication Division to Crane NXT, Co for cash consideration of £300m. The transaction was to be implemented under a put and call option arrangement, whereby completion of the transaction was subject to a number of conditions.

Management's assessment is that sale of the Authentication Division is dependent on successful novation of key customer contracts and the completion of certain group reorganisation transactions. Management has determined that the Authentication Division met the IFRS 5 held for sale criteria on 18 February 2025. At this date, the sale became highly probable with the successful novation of the Kingdom of Saudi Arabia's contract and relevant reorganisation transactions were complete such that the division was available for immediate sale in its present condition. The sale of the Authentication division was completed on 1 May 2025.

Therefore at 29 March 2025, the assets and liabilities of the Authentication division was considered to be held for sale. The note below includes the assets and liabilities of the 11 legal entities within the De La Rue group that were subsequently disposed of after the period end on 1 May 2025.

The major classes of assets and liabilities of Group's Authentication division classified as held for sale as at 29 March 2025 are as follows:

	2025 Total £m
Property, plant and equipment	17.9
Intangible assets	27.9
Right-of-use assets	4.2
Deferred tax assets	0.1
Trade and other receivables	24.8
Contract assets	5.4
Inventories	10.7
Cash and cash equivalents	6.9
Assets classified as held for sale	97.9
Trade and other payables	(11.1)
Current tax liability	(0.3)
Deferred tax liability	(2.8)
Lease liabilities	(3.8)
Provisions for liabilities and charges	(0.2)
Liabilities directly associated with assets classified as held for sale	(18.2)

13 Inventories

Accounting policies

Inventories and work in progress are valued at the lower of cost and net realisable value. Cost is determined on a weighted average cost basis and comprises directly attributable purchase and conversion costs, including direct labour and an allocation of production overheads based on normal operating capacity that have been incurred in bringing those inventories to their present location and condition. Net realisable value is the estimated selling price less estimated costs of completion and selling costs.

Valuation of inventory

At any point in time, the Group has significant levels of inventory, including work in progress. Manufacturing is a complex process and the final product is required to be made to exacting specifications and tolerance levels. In valuing the work in progress at the balance sheet date, assessments are made over the normal levels of waste contained within the product based on the production performance to date and past experience. Any abnormal levels of waste is expensed as incurred.

In assessing the recoverability of finished stock, assessments are made to validate that inventory is correctly stated at the lower of cost and net realisable value and that obsolete inventory, including inventory in excess of requirements, is provided against.

	2025 £m	2024 £m
Raw materials	16.6	23.5
Work in progress	6.0	11.1
Finished goods	11.1	7.1
	33.7	41.7
Inventory provisions		
	2025 £m	2024 £m
Balance at the beginning of the year	(3.9)	(2.9)
Impairment losses recognised in operating expenses (note 4)	(1.8)	(2.7)
Utilised	1.7	1.7
Transferred to Held for Sale	0.5	-
Balance at the end of the year	(3.5)	(3.9)

The replacement cost of inventories is not materially different from original cost.

Notes to the accounts continued

14 Trade and other receivables**Accounting policies**

Trade receivables that do not contain a significant financing component are recognised at the transaction price and other receivables are measured at amortised cost. Trade and other receivables are recognised net of allowance for expected credit loss ("ECL"). The Group calculates an allowance for potentially uncollectable accounts receivable balances using the ECL model and follows the simplified approach. The Group has calculated the ECL by segmenting its accounts receivable balances into different segments representing the risk levels applying to those customer groupings and thus allowing for the calculation of the ECL by applying the expected loss rate relevant to each segment. The loss rates applied to each segment are based on the Group historical experience of credit losses in addition to available knowledge of potential future credit risk based on available data such as country credit ratings. The Group reviews the account receivable ledger to identify if there are any collectability issues which might require the recognition of an expected credit loss allowance (i.e. a specific bad debt provision) in addition to the expected credit loss allowance calculated based on historical experience. The Group's policy for managing credit risk is set out in note 15.

	2025 £m	2024 £m
Trade receivables	51.0	39.6
Provision for impairment	(0.1)	(0.6)
Net trade receivables	50.9	39.0
Other receivables ¹	27.8	27.4
Prepayments	8.1	6.4
	86.8	72.8

Note:
¹ Other receivables of £27.8m (FY24: £27.4m) included VAT recoverable of £3.3m (FY24: £3.7m), project work-in-progress costs of £0.1m (FY24: £2.7m), RDEC of £1.4m (FY24: £2.0m) and deposits for assets under construction of £2.2m (FY24: £2.2m).

The Group has considered the impact of the war in Ukraine on the recoverability of amounts due from customers in Ukraine, Belarus and Russia. At 29 March 2025 there was £0.1m (FY24: £0.3m) of current balances due relating to Ukraine covered by existing pledges to settle (all of which has been settled in April 2025), a £nil (FY24: £nil Russia, £nil Belarus) balance relating to Russia and Belarus. There is no impact on the Group of the Israel/Hamas conflict as the Group does not trade here. The Group continued to monitor activities in these areas.

The ageing of trade and other receivables (excluding prepayments and provisions for impairment) at the reporting date was:

	Gross 2025 £m	ECL allowance 2025 £m	Gross 2024 £m	ECL allowance 2024 £m
Not past due	72.0	(0.03)	63.4	(0.2)
Past due 0–30 days	2.4	(0.02)	2.0	(0.1)
Past due 31–120 days	3.6	(0.03)	0.7	–
Past due more than 120 days*	0.8	(0.02)	0.9	(0.3)
	78.8	(0.1)	67.0	(0.6)

Note:
 * Of the amounts past due more than 120 days of £0.8m as at 29 March 2025, £0.5m was settled post year-end and therefore excluded from the ECL allowance calculation.

The provision for impairment in respect of trade receivables is used to record losses unless the Group is satisfied that no recovery of the amount owing is possible; at that point the amounts considered irrecoverable are written off against the financial asset directly.

The following expected credit loss rates were applied in the year:

	2025		2024	
	Government departments and National banks (for Moody's sovereign rating graded as 'speculative' only)	Private or publicly traded organisations	Government departments and National banks (for Moody's sovereign rating graded as 'speculative' only)	Private or publicly traded organisations
Current not yet due	0.08%	0.25%	0.25%	1%
<6 months overdue	1%	2%	1%	2%
<1 year overdue	5%	50%	5%	50%
<2 years overdue	25%	100%	25%	100%
>2 years overdue	100%	100%	100%	100%

Notes to the accounts continued

14 Trade and other receivables continued

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2025 £m	2024 £m
Balance at beginning of the year	(0.6)	(0.6)
Impairment losses recognised	(0.2)	(0.1)
Utilised	0.6	0.1
Impairment losses reversed	–	–
Transferred to held for sale	0.1	–
Balance at end of the year	(0.1)	(0.6)

15 Financial risk

Financial risk management

The Group's activities expose it to a variety of financial risks, the most significant of which are liquidity risk, market risk and credit risk.

The Group's financial risk management policies are established and reviewed regularly to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The use of financial derivatives is governed by the Group's risk management policies approved by the Board of Directors, which provide written principles on the use of financial derivatives consistent with the Group's risk management strategy. The Group's treasury department is responsible for the management of these financial risks faced by the Group.

Group treasury identifies, evaluates and in certain cases hedges financial risks in close cooperation with the Group's operating units. Group treasury provides written principles for overall financial risk management as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, use of derivative financial instruments and the investment of excess liquidity.

15(a) Financial instruments

As permitted by IFRS 9, the Group has continued to apply the requirements of IAS 39 only in relation to hedge accounting at the current time. Derivative financial instruments are recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The gain or loss on subsequent fair value measurement is recognised in the income statement unless the derivative qualifies for hedge accounting when recognition of any resultant gain or loss depends on the nature of the item being hedged.

Cash flow hedges

Changes in the fair value of derivative financial instruments that are designated and are effective as hedges of future cash flows are recognised directly in equity and the ineffective portion is recognised immediately in the income statement. Amounts accumulated in equity are recycled to the income statement in the period in which the hedged item also affects the income statement. However, if the hedged item results in the recognition of a non-financial asset or liability, the amounts accumulated in equity on the hedging instrument are transferred from equity and included in the initial measurement of the cost of the asset or liability. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised, or no longer qualifies for hedge accounting. At that time, for forecast transactions, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the income statement. Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement as they arise. The causes of hedge ineffectiveness principally arise from a mismatch in critical terms. For a hedge or forecast sales or purchases, or of a firm commitment where relevant, the following factors could cause a mismatch in critical terms and therefore lead to hedge ineffectiveness: the maturity date of the underlying transaction and the hedging instrument do not match; the underlying transaction is cancelled; the amount of hedged item is reduced so there becomes an over-hedge or the currency of the transaction changes.

Fair value hedges

For an effective hedge of an exposure to changes in fair value of a recognised asset or liability or an unrecognised firm commitment, the hedged item is adjusted for changes in fair value attributable to the risk being hedged with the corresponding entry in net income. Gains or losses from remeasuring the derivative or, for non-derivatives, the foreign currency component of its carrying value, are recognised in net income.

Embedded derivatives

Derivatives embedded in other financial liability instruments or other non-financial host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not carried at fair value. Any unrealised gains or losses on such separated derivatives are reported in the income statement within revenue or operating expenses, in line with the host contract.

Notes to the accounts continued

15(a) Financial instruments continued**Fair values**

The fair value of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

	Note	Fair value hierarchy	Total fair value 2025 £m	Carrying amount 2025 £m	Total fair value 2024 £m	Carrying amount 2024 £m
Financial assets						
Derivative financial instruments:						
– Forward exchange contracts designated as cash flow hedges		Level 2	0.4	0.4	0.4	0.4
– Foreign exchange fair value hedges		Level 2	0.4	0.4	0.2	0.2
– other economic hedges		Level 2	0.4	0.4	0.1	0.1
– Embedded derivatives			1.2	1.2	0.7	0.7
Financial liabilities						
Unsecured bank loans ⁱ	19	Level 2	(150.7)	(150.7)	(118.7)	(118.7)
Derivative financial instruments:						
– Forward exchange contracts designated as cash flow hedges		Level 2	(2.2)	(2.2)	(1.5)	(1.5)
– Short duration swap contracts designated as fair value hedges		Level 2	(0.1)	(0.1)	(0.1)	(0.1)
– Foreign exchange fair value hedges		Level 2	(0.4)	(0.4)	(1.4)	(1.4)
– other economic hedges		Level 2	(0.7)	(0.7)	(0.3)	(0.3)
– Embedded derivatives			(3.4)	(3.4)	(3.3)	(3.3)
Total financial liabilities			(154.1)	(154.1)	(122.0)	(122.0)

Note:

ⁱ Excludes unamortised pre-paid loan arrangement fees of £15m (FY24: £5.0m) and carrying balance on debt modification of £0.2m (FY24: £3.5m).

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

- Level 1 valuations are derived from unadjusted quoted prices for identical assets or liabilities in active markets
- Level 2 valuations use observable inputs for the assets or liabilities other than quoted prices
- Level 3 valuations are not based on observable market data and are subject to management estimates

There has been no movement between levels during the current or prior periods.

Fair value measurement basis for derivative financial instruments

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. The valuation bases are classified according to the degree of estimation required in arriving at the fair values. See fair value hierarchy above.

Forward exchange contracts used for hedging

The fair value of forward exchange contracts has been determined using quoted forward exchange rates at the balance sheet date.

Embedded derivatives

The fair value of embedded derivatives is calculated based on the present value of forecast future exposures on relevant sales and purchase contracts and using quoted forward foreign exchange rates at the balance sheet date.

Notes to the accounts continued

15(a) Financial instruments continued**Determination of fair values of non-derivative financial assets and liabilities**

Non-derivative financial liabilities (including unsecured bank loans) are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. The floating rate was determined with the banks and amortised cost approximates fair value.

Hedge reserves

The hedge reserve balance on 29 March 2025 was a loss of £1.0m (FY24: loss £1.2m).

	Cash flow hedges £m	Fair value hedges £m	Total £m
Hedge reserve balance at 30 March 2024	(1.2)	–	(1.2)
Change in fair value of hedges	(2.7)	–	(2.7)
Change in fair value of hedges transferred to profit and loss	2.9	–	2.9
Hedge ineffectiveness	–	–	–
Tax related movements	–	–	–
Hedge reserve balance at 29 March 2025	(1.0)	–	(1.0)
Split by:			
– continuing hedges	(1.0)	–	(1.0)
– where hedge accounting is no longer applied	–	–	–

Comprehensive income after tax was a loss of £1.0m (FY24: £1.3m loss) which includes a loss of £2.7m (FY24: loss £1.9m) of fair value movements on new and continuing cash flow hedges and a gain of £2.9m (FY24: gain £0.6m) on maturing cash flow hedges.

Deferred tax on the gain of £0.2m (FY24: loss £1.3m) amounted to £nil (FY24: £nil).

Hedge reserve movements in the income statement were as follows:

	Revenue £m	Operating expense £m	Exceptional items £m	Total £m
29 March 2025				
Maturing cash flow hedges	0.4	(3.3)	–	(2.9)
Ineffectiveness on de-recognition of cash flow hedges	–	–	–	–
	0.4	(3.3)	–	(2.9)
30 March 2024				
Maturing cash flow hedges	1.1	(1.7)	–	(0.6)
Ineffectiveness on de-recognition of cash flow hedges	–	–	–	–
	1.1	(1.7)	–	(0.6)

The ineffective portion of fair value hedges that was recognised in the income statement amounted to £nil (FY24: £nil).

The ineffective portion of cash flow hedges that was recognised in the income statement within operating expenses was a £nil (FY24: £nil) and within exceptional items was a £nil loss (FY24: £nil).

Notes to the accounts continued

15(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities where due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages this risk by ensuring that it maintains sufficient levels of committed borrowing facilities and cash and cash equivalents. The level of headroom needed is reviewed annually as part of the Group's planning process.

A maturity analysis of the carrying amount of the Group's borrowings is shown below in the reporting of financial risk section together with associated fair values.

The following are the contractual undiscounted cash flow maturities of financial liabilities, including contractual interest payments and excluding the impact of netting agreements.

29 March 2025	Note	Due within 1 year £m	Due between 1 and 2 years £m	Due between 2 and 5 years £m	After 5 years £m	Total undiscounted cash flows £m	Impact of discounting and netting £m	Carrying amount £m
Non-derivative financial liabilities								
Unsecured bank loans ¹	19	153.3	–	0.7	–	154.0	(3.3)	150.7
Trade and other payables ²	18	56.2	–	–	–	56.2	–	56.2
Obligations under leases	24	3.1	3.2	5.2	34.4	45.9	(26.1)	19.8
Derivative financial liabilities								
Gross amount payable from currency derivatives:								
– Forward exchange contracts designated as cash flow hedges*		104.2	–	–	–	104.2	(102.0)	2.2
– Short duration swap contracts designated as fair value hedges*		21.0	–	–	–	21.0	(20.9)	0.1
Fair value hedges – other economic hedges*		36.8	5.5	–	–	42.3	(41.9)	0.4
		374.6	8.7	5.9	34.4	423.6	(194.2)	229.4
30 March 2024								
	Note	Due within 1 year £m	Due between 1 and 2 years £m	Due between 2 and 5 years £m	After 5 years £m	Total undiscounted cash flows £m	Impact of discounting and netting £m	Carrying amount £m
Non-derivative financial liabilities								
Unsecured bank loans ¹	19	10.9	120.7	0.7	–	132.3	(13.6)	118.7
Trade and other payables ²	18	57.6	–	–	–	57.6	–	57.6
Obligations under leases	24	2.9	2.2	4.2	23.1	32.4	(20.8)	11.6
Derivative financial liabilities								
Gross amount payable from currency derivatives:								
– Forward exchange contracts designated as cash flow hedges*		77.7	–	–	–	77.7	(76.2)	1.5
– Short duration swap contracts designated as fair value hedges*		28.7	–	–	–	28.7	(28.6)	0.1
Fair value hedges – other economic hedges*		81.5	–	–	–	81.5	(80.1)	1.4
		259.3	122.9	4.9	23.1	410.2	(219.3)	190.9

Notes:

* Excludes embedded derivatives.

¹ Excludes unamortised pre-paid loan arrangement fees of £1.5m (FY24: £5.0m) and carrying balance of £0.2m (FY24: £3.5m).

² Excludes social security and other taxation amounts of £1.7m (FY24: £1.9m), contract liabilities of £nil (FY24: £0.2m) and payments on account of £43.8m (FY24: £23.1m).

Notes to the accounts continued

15(b) Liquidity risk continued

The following are the contractual undiscounted cash flow maturities of financial assets, including contractual interest receipts and excluding the impact of netting agreements.

29 March 2025	Note	Due within 1 year £m	Due between 1 and 2 years £m	Due between 2 and 5 years £m	Due after 5 years £m	Total undiscounted cash flows £m	Impact of discounting and netting £m	Carrying amount £m
Derivative financial assets								
Gross cash outflow from currency derivatives:								
– Forward exchange contracts designated as cash flow hedges		25.3	–	–	–	25.3	(24.9)	0.4
– Short duration swap contracts designated as fair value hedges		5.9	–	–	–	5.9	(5.9)	–
– Fair value hedges – other economic hedges*		20.9	–	–	–	20.9	(20.5)	0.4
		52.1	–	–	–	52.1	(51.3)	0.8
30 March 2024	Note	Due within 1 year £m	Due between 1 and 2 years £m	Due between 2 and 5 years £m	Due after 5 years £m	Total undiscounted cash flows £m	Impact of discounting and netting £m	Carrying amount £m
Derivative financial assets								
Gross cash outflow from currency derivatives:								
– Forward exchange contracts designated as cash flow hedges		18.4	–	–	–	18.4	(18.0)	0.4
– Short duration swap contracts designated as fair value hedges		6.7	–	–	–	6.7	(6.7)	–
– Fair value hedges – other economic hedges*		25.9	–	–	–	25.9	(25.7)	0.2
		51.0	–	–	–	51.0	(50.4)	0.6

Note:
* Excludes embedded derivatives.

The fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged instrument is more than 12 months and as a current asset or liability if the maturity of the hedged instrument is less than 12 months.

Cash and cash equivalents, trade and other current receivables, contract assets, bank loans, trade payables and other current liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

Notes to the accounts continued

15(b) Liquidity risk continued

Banking facilities

For information on bank facilities refer to note 19 "Borrowings".

Forward foreign exchange contracts

The net principal amounts of the outstanding forward foreign exchange contracts as at 29 March 2025 are US dollar 71.2m, Euro 30.8m, Swiss franc 11.7m, Saudi Arabian riyal 5.5m, Singapore dollar 2.0m and United Arab Emirates dirham 6.2m.

None of the net principal amounts outstanding under forward contracts have maturities greater than 14 months.

These forward contracts are designated as cash flow hedges or fair value hedges as appropriate.

Gains and losses recognised in the hedging reserve in equity on forward foreign exchange contracts at 29 March 2025 will be released to the income statement at various dates between one month and 12 months from the balance sheet date. For this financial year the tables below include all net foreign exchange deliverable forward contracts over £500k.

		Split by:			Split by:			
	Notional amount in currency 'm	Cash flow hedges in currency 'm	Fair value hedges in currency 'm	Notional amount in £m	Cash flow hedges in £m	Fair value hedges in £m	Maturity	Average forward rate
Hedges versus GB Pounds only								
As at 29 March 2025								
Forward exchange forward contracts:								
USD	73.3	22.9	50.4	(56.8)	(17.7)	(39.1)	2026	1.2895
EUR	(42.3)	(70.0)	27.7	36.9	60.3	(23.4)	2026	1.1399
CHF	(3.2)	(3.2)	–	2.9	2.9	–	2026	1.0885
SAR	(5.5)	(5.5)	–	1.1	1.1	–	2025	4.8321
AED	(6.2)	(6.2)	–	1.3	1.3	–	2025	4.7706
SGD	2.0	2.0	–	(1.2)	(1.2)	–	2025	1.6880
As at 30 March 2024								
Forward exchange forward contracts:								
USD	76.1	19.9	56.2	(60.0)	(15.8)	(44.2)	2025	1.2680
EUR	(50.5)	(44.0)	(6.5)	45.0	38.9	6.1	2025	1.1223
CHF	(0.4)	(0.2)	(0.2)	0.4	0.2	0.2	2024	1.1061
SAR	(8.9)	(6.6)	(2.3)	1.9	1.4	0.5	2025	4.6255
AED	(6.2)	(2.4)	(3.8)	1.4	0.6	0.8	2023	4.5837

Note:
Forward sales shown as positive, and purchases shown as negative.

Notes to the accounts continued

15(b) Liquidity risk continued

Hedges versus other currencies	Notional amount currency 1 in m	Split by:		Notional amount currency 2 in m	Split by:		Maturity	Average forward rate
		Cash flow hedges	Fair value hedges		Cash flow hedges	Fair value hedges		
As at 29 March 2025								
Forward exchange forward contracts:								
EUR/CHF	9.3	9.3	–	(8.5)	(8.5)	–	2026	0.9216
EUR/USD	2.0	2.0	–	(2.1)	(2.1)	–	2025	1.0461
As at 30 March 2024								
Forward exchange forward contracts:								
EUR/CHF	6.0	6.0	–	(5.7)	(5.7)	–	2025	0.9386
EUR/USD	2.8	2.8	–	(3.1)	(3.1)	–	2024	1.0840

Notes:

Forward sales are shown as positive and purchases are shown as negative.
 Notional amount in currency 1 refers to Euro and notional amounts in currency 2 refer to CHF or USD as indicated.
 Notional amounts are shown in the currency as stated and not in GBP.

Short duration swap contracts**(i) Cash management swaps**

The Group uses short duration currency swaps to manage the level of borrowings in foreign currencies. The fair value of cash management currency swaps at 29 March 2025 was £nil (30 March 2024: £nil). Gains and losses on cash management swaps are included in the consolidated income statement.

The principal amounts outstanding under cash management currency swaps at 29 March 2025 are: Euro 3.1m, Swiss Franc 1.5m US, Dollar 0.7m, Saudi Arabian riyal 9.0m, Hong Kong Dollar 0.4m and United Arab Emirates Dirham 0.3m.

(ii) Balance sheet swaps

The Group uses short duration currency swaps to manage the translational exposure of monetary assets and liabilities denominated in foreign currencies. The fair value of balance sheet swaps as at 29 March 2025 was a £0.1m liability (30 March 2024: £0.1m liability). Gains and losses on balance sheet swaps are included in the consolidated income statement.

The principal amounts outstanding under balance sheet swaps at 29 March 2025 are US dollar 9.0m (FY24: 9.9m), Euro 16.0m (FY24: 14.9m) and Swiss franc nil (FY24: nil).

Embedded derivatives

Embedded derivatives relate to sales and purchase contracts denominated in currencies other than the functional currency of the customer/supplier, or a currency that is not deemed to be a commonly used currency of the country in which the customer/supplier is based. The net fair value of embedded derivatives at 29 March 2025 was a £0.3m liability (30 March 2024: £0.3m liability).

Gains and losses on fair value hedges

The gains and losses recognised in the year on the Group's fair value hedges were a loss of £0.4m (FY24: loss £0.3m) relating to balance sheet hedges, gain of £0.4m (FY24: gain of £1.8m) relating to other fair value hedges and a loss of £0.2m (FY24: £0.1m) relating to cash management hedges.

Notes to the accounts continued

15(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The Group uses a range of derivative instruments, including forward contracts and swaps to hedge its risk to changes in foreign exchange rates and interest rates with the objective of controlling market risk exposures within acceptable parameters, while optimising the return. Derivative financial instruments are only used for hedging purposes.

Currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and the euro. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, unrecognised firm commitments and investments in foreign operations.

To manage their foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, entities in the Group use forward contracts, transacted with Group treasury. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. Group treasury is responsible for managing the net position in each currency via foreign exchange contracts transacted with financial institutions.

The Group's risk management policy aims to hedge firm commitments in full, and between 60% and 100% of forecast exposures in each major currency for the subsequent 12 months to the extent that forecast transactions are highly probable.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. The Group's policy is to manage the currency exposure arising from the net assets of the Group's foreign operations primarily through borrowings denominated in the relevant foreign currencies.

Exposure to currency risk

The following significant exchange rates applied during the year:

	Average rate		Reporting date spot rate	
	2025	2024	2025	2024
US dollar	1.28	1.25	1.29	1.26
Euro	1.19	1.16	1.20	1.17
XAF	780	760	787	768
LKR	380	398	383	379

Sensitivity analysis

A 10% strengthening of Sterling against the following currencies at 29 March 2025 and 30 March 2024 would have increased/(decreased) profit or loss by the amounts shown below based on the Group's external monetary assets and liabilities.

	2025 £m	2024 £m
XAF	(0.1)	(0.5)
EURO	–	0.6
LKR	(0.6)	(0.6)
USD	0.2	0.3

A 10% weakening of Sterling against the above currencies at 29 March 2025 and 30 March 2024 would have had the following effect:

	2025 £m	2024 £m
XAF	0.1	0.6
EURO	–	(0.7)
LKR	0.7	0.7
USD	(0.2)	(0.3)

The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for FY24.

Interest rate risk

All material financial assets and liabilities are initially contracted at floating rates of interest. Where the Group has forecast average levels of net debt above £50.0m on a continuing basis, the policy is to use floating to fixed interest rate swaps to fix the interest rate on a minimum of 50% of the excess over £50.0m of the Group's forecast average levels of net debt for a period of at least 12 months, if sufficient capacity is available in the market to do so. This remains the policy in the medium-term; however the Group was unable to apply this policy during FY25 due to market conditions and this remains the policy in the medium-term and will be reviewed periodically.

Notes to the accounts continued

15(c) Market risk continued

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	Note	Carrying amount	
		2025 £m	2024 £m
Variable rate instruments:			
Financial assets	16	31.4	29.3
Financial liabilities	19	(150.7)	(118.7)
		(119.3)	(89.4)

At the year ending 29 March 2025 the Group had no floating to fixed interest rate swaps with financial institutions in place.

Excluded from the above analysis is £19.8m (FY23: £11.6m) of amounts payable under leases, which are subject to fixed rates of interest (note 24).

Sensitivity analysis

A change of 100 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit and loss by the amounts shown below. The analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit and loss		Equity	
	100bp increase £m	100bp decrease £m	100bp increase £m	100bp decrease £m
Variable rate instruments cash flow sensitivity (net)				
29 March 2025	(1.1)	1.1	–	–
30 March 2024	(1.0)	1.0	–	–

15(d) Credit risk

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 and investment securities.

The Group's exposure to credit risk is influenced by various factors, largely pertaining to the profile of the customer as acknowledged in our IFRS 9 Receivables segmentation, in particular the customer's status as a Government or Banking institution as compared to that of a private or publicly owned entity. Due to the large make up of Government or central banks at around 80% of the Group's revenues, measuring credit risk is largely driven by factors including the country's sovereign rating, historic knowledge, local market insights and political factors in country. Industry credit risk is not an influencing factor. The Group's long-standing historic trade with Government and central bank institutions guides strongly towards the lower credit or doubtful debt risk that these customers represent. Where private or publicly owned Business Trade applies, the Business adopts a conventional and in-depth trading entity credit review. Where appropriate, letters of credit are used to reduce the credit risk for the Business and where possible advanced payments are also requested.

All credit assignment risk is mitigated through a threshold-based sign-off matrix, where larger value credit exposures require multiple and more senior Business sign-off. The Group has processes in place to ensure appropriate credit limits are set for customers and for ensuring appropriate approval is given for the release of products to customers where any perceived risk has been highlighted.

Exposure to credit risk

The carrying amount of financial assets represents the credit exposure at the reporting date. The exposure to credit risk at the reporting date was:

	Notes	Carrying amount	
		2025 £m	2024 £m
Trade and other receivables ¹	14	74.0	60.7
Contract assets	2	5.1	16.7
Cash and cash equivalents	16	31.4	29.3
Forward exchange contracts used for hedging	15(a)	0.8	0.6
Embedded derivatives	15(a)	0.4	0.1
		111.7	107.4

Note:

¹ Excludes prepayments of £8.1m (FY24: £6.4m), RDEC of £14m (FY24: £2.0m) and VAT recoverable of £3.3m (FY23: £3.7m).

Notes to the accounts continued

15(d) Credit risk continued

The maximum exposure to credit risk for trade and other receivables (excluding prepayments, RDEC and VAT recoverable) by geographic region was:

	Carrying amount	
	2025 £m	2024 £m
UK	23.9	15.5
Rest of Europe	3.0	12.4
Africa	29.3	10.9
Rest of world	17.8	21.9
	74.0	60.7

The maximum exposure to credit risk for trade and other receivables (excluding prepayments, RDEC and VAT recoverable) by type of customer was:

	Carrying amount	
	2025 £m	2024 £m
Banks and financial institutions	36.7	14.8
Government institutions	4.9	11.3
Other	32.4	34.6
	74.0	60.7

Fair value adjustment to credit risk on derivative contracts

The impact of credit related adjustments being made to the carrying amount of derivatives measured at fair value and used for hedging currency and interest rate risk has been assessed and considered to be immaterial. These derivatives are transacted with financial institutions. Similarly, the impact of the credit risk of the Group on the valuation of its financial liabilities has been assessed and considered to be immaterial.

15(e) Capital management

The Board's policy is to maintain a strong capital base in order to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group finances its operations through a mixture of equity funding and debt financing, which represent the Group's definition of capital for this purpose.

	Notes	2025 £m	2024 £m
Total deficit attributable to shareholders of the Company		(22.9)	(11.6)
Add back long-term pension deficit	25	43.6	51.6
Adjusted equity attributable to shareholders of the Company		20.7	40.0
Net debt*	23	112.4	89.4
Group capital		133.1	129.4

Note:

* Net debt excludes loss on debt modification.

The long-term pension deficit has been removed as a separate agreement is in place regarding the funding for this deficit which is paid out of cash flows from continuing operations. The Group's debt financing is also analysed in notes 19 'Borrowings' and 23 'Analysis of Net Debt'.

Included within the Group's net debt are £nil (FY24: £nil) cash and cash equivalent balances that are not readily available for use by the Group.

In FY25, earnings per share and dividend payments were the two measures which, in the Board's view, summarised best whether the Group's objectives regarding equity management were being met. The Group's earnings and dividends per share and relative rates of growth illustrate the extent to which equity attributable to shareholders has changed. Both measures are disclosed and discussed within the Strategic report. Earnings per share is disclosed in note 8.

There is no proposed dividend to De La Rue plc shareholders for the year. Dividends can be paid pro-rata to all shareholders (including external parties) in respect of companies treated as consolidated subsidiaries that have non-controlling interests.

As explained in note 32, the sale of the Group to ACR Bidco successfully completed in July 2025. Looking ahead, the Group's objective will be to maximise sustainable long-term growth and hence the long-term cash return to its new sole shareholder.

Notes to the accounts continued

15(f) Changes in liabilities arising from financing activities

The analysis below provides a reconciliation between the opening and closing positions in the balance sheet for liabilities arising from financing activities excluding movements in cash and cash equivalents.

	Note	At 30 March 2024 £m	Cash flow £m	Exchange differences and other £m	New leases and modifications £m	Non-cash movements £m	At 29 March 2025 £m
Borrowings (gross)	19	(118.7)	(32.0)	–	–	–	(150.7)
Loss on debt modification	19	(3.5)	–	–	–	3.3	(0.2)
Prepaid loan arrangement fees	19	5.0	(0.2)	–	–	(3.3)	1.5
Borrowings		(117.2)	(32.2)	–	–	–	(149.4)
Lease liabilities ¹	24	(11.6)	4.7	–	(16.1)	3.2	(19.8)
Liabilities arising from financing activities		(128.8)	(27.5)	–	(16.1)	3.2	(169.2)

	Note	At 25 March 2023 £m	Cash flow £m	Exchange differences and other £m	New leases and modifications £m	Non-cash movements £m	At 30 March 2024 £m
Borrowings (gross)	19	(122.7)	4.0	–	–	–	(118.7)
Loss on debt modification	19	(0.7)	–	–	–	(2.8)	(3.5)
Prepaid loan arrangement fees	19	5.0	5.5	–	–	(5.5)	5.0
Borrowings		(118.4)	(9.5)	–	–	(8.3)	(117.2)
Lease liabilities ¹	24	(13.3)	3.0	–	(0.8)	(0.5)	(11.6)
Liabilities arising from financing activities		(131.7)	12.5	–	(0.8)	(8.8)	(128.8)

Note:
¹ Lease liability payments include principal of £4.1m (FY24: £2.5m) and interest of £0.6m (FY24: £0.5m) (note 6).

Notes to the accounts continued

16 Cash and cash equivalents

Accounting policies

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

	2025 £m	2024 £m
Cash at bank and in hand	22.9	21.8
Short-term bank deposits	8.5	7.5
Cash at banks and short-term deposits attributable to assets held for sale	6.9	–
	38.3	29.3

There are no cash and cash equivalents in the Group that are not readily available or restricted.

An analysis of cash and cash equivalents is shown in the Group cash flow statement. Certain cash and deposits are of a floating rate nature and are recoverable within three months.

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 15.

17 Deferred taxation

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

	2025 £m	2024 £m
Deferred tax assets	0.1	0.1
Deferred tax liabilities	(4.3)	(1.9)
	(4.2)	(1.8)

The gross movement on the deferred income tax account is as follows:

	2025 £m	2024 £m
Beginning of the year	(1.8)	3.1
Exchange differences	(0.1)	0.1
Tax charge to income statement	(1.3)	(3.7)
Tax charge to OCI	(1.0)	(1.3)
Transferred to assets held for sale	2.7	–
End of the year	(1.5)	(1.8)

The movement in deferred tax assets and liabilities during the period is as follows:

Deferred Tax Liabilities	Property, plant and equipment £m	Temporary differences relating to leases £m	Fair value gains £m	Development costs	Other £m	Total £m
At 25 March 2023	(1.9)	(2.8)	(0.8)	(3.3)	–	(8.8)
Recognised in the income statement	0.9	0.4	0.3	0.4	–	2.0
Recognised in OCI	–	–	–	–	–	–
Exchange differences	–	–	0.1	–	–	0.1
Subtotal	(1.0)	(2.4)	(0.4)	(2.9)	–	(6.7)
Jurisdictional offset						4.8
At 30 March 2024						(1.9)
At 30 March 2024	(1.0)	(2.4)	(0.4)	(2.9)	–	(6.7)
Recognised in the income statement	(1.7)	(0.4)	0.2	0.7	(0.1)	(1.3)
Recognised in OCI	–	–	–	–	–	–
Exchange differences	–	(0.1)	–	–	–	(0.1)
Subtotal	(2.7)	(2.9)	(0.2)	(2.2)	(0.1)	(8.1)
Jurisdictional offset						3.8
Transferred to assets held for sale						2.8
At 29 March 2025						(1.5)

Notes to the accounts continued

17 Deferred taxation continued

Deferred Tax Assets	Property, plant and equipment £m	Temporary differences relating to leases £m	Retirement benefits £m	Tax losses £m	Other £m	Total £m
At 25 March 2023	-	3.1	1.4	6.3	1.1	11.9
Recognised in the income statement	-	(0.7)	0.5	(6.3)	0.8	(5.7)
Recognised in OCI	-	-	(1.3)	-	-	(1.3)
Recognised in equity	-	-	-	-	-	-
Exchange differences	-	-	(0.1)	-	0.1	-
Subtotal	-	2.4	0.5	-	2.0	4.9
Jurisdictional offset	-	-	-	-	-	(4.8)
At 30 March 2024	-	-	-	-	-	0.1
At 30 March 2024	-	2.4	0.5	-	2.0	4.9
Recognised in the income statement	-	-	0.9	-	(0.9)	-
Recognised in OCI	-	-	(1.0)	-	-	(1.0)
Recognised in equity	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-
Subtotal	-	2.4	0.4	-	1.1	3.9
Jurisdictional offset	-	-	-	-	-	(3.8)
Transferred to assets held for sale	-	-	-	-	-	(0.1)
At 29 March 2025	-	-	-	-	-	-

Other deferred tax assets comprise of gross overseas tax credits of £0.7m (FY24: £0.8m), as well as various other net temporary differences totalling £0.4m (FY24: £1.1m).

Given the recent history of tax losses in the UK group, deferred tax assets have not been recognised on UK tax losses carried forward or UK deductible temporary differences in excess of taxable temporary differences, on the basis that it is not probable that there will be sufficient taxable profit to realise the deferred tax assets.

At FY25 there were unrecognised deferred tax assets totalling £54.0m (FY24: £51.5m) comprising:

- £9.6m (FY24: £9.2m) relating to gross UK tax losses of £38.2m (FY24: £36.8m)
- £7.5m (FY24: £7.5m) relating to gross non-UK tax losses of £23.1m (FY24: £27.5m)
- £10.5m (FY24: £12.4m restated) relating to the UK pension deficit of £42.0m (FY24: £49.6m)
- £17.6m (FY24: £14.5m) related to UK tax interest restrictions carried forward of £70.4m (FY24: £58m)
- £7.9m (FY24: £5.8m) relating to UK fixed assets temporary differences of £31.5m (FY24: £23.2m)
- £0.9m (FY24: £2.1m) relating to other UK temporary differences of £3.5m (FY23: £8.3m)

Tax losses carried forward do not have an expiry date.

Unremitted foreign earnings totalled £169.2m at 29 March 2025 (FY24: £187.3m). Deferred tax liabilities have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries where the timing of the reversal can be controlled and it was considered unlikely that dividends would be paid from those subsidiaries.

UK capital losses of £317.0m are carried forward at 29 March 2025 (FY24: £317.2m). No deferred tax asset has been recognised in respect of these losses. The capital losses do not have an expiry date.

Notes to the accounts continued

18 Trade and other payables**Accounting policies**

Trade and other payables are measured at carrying value which approximates to fair value.

Payments received on account relate to monies received from customers under contract, as per individual contract agreements, prior to commencement of production of goods or delivery of services. Once the obligation has been fulfilled the revenue is recognised in accordance with IFRS 15.

Contract liability is recognised when a payment from customer is due or already received, before a related performance obligation is satisfied for the contract agreements that have started production of goods or delivery of services.

	2025 £m	2024 £m
Current liabilities		
Payments received on account	43.8	23.1
Contract liabilities	–	0.2
Trade payables	30.7	33.7
Social security and other taxation	1.7	1.9
Accrued expenses ¹	22.1	17.9
Other payables ²	3.7	6.0
	102.0	82.8

Notes:

¹ Accrued expenses included commissions of £nil (FY24: £0.6m), rebate accruals of £1.5m (FY24: £1.5m), employee related accruals of £3.8m (FY24: £3.1m), freight accruals £3.6m (FY24: £2.3m), royalties and TTP Accruals of £1.7m (FY24: £2.5m).

² Other payables include capex creditors £0.5m (FY24: £0.3m) and interest payable £1.9m (FY24: £1.6m).

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 15.

19 Borrowings**Accounting policies**

Borrowings are recognised at amortised cost. For more information about the Group's exposure to interest rate, foreign currency and liquidity risk (note 15).

	29 March 2025				30 March 2024			
	Gross borrowings £m	Unamortised pre-paid borrowing fees £m	Loss on debt modification £m	Total £m	Gross borrowings £m	Unamortised pre-paid borrowing fees £m	Loss on debt modification £m	Total £m
Reported within:								
Current liabilities	(150.0)	1.2	(0.2)	(149.0)	–	–	–	–
Non-current liabilities	(0.7)	0.3	–	(0.4)	(118.7)	5.0	(3.5)	(117.2)
Total Borrowings	(150.7)	1.5	(0.2)	(149.4)	(118.7)	5.0	(3.5)	(117.2)

	Currency	Nominal interest rate	Year of maturity	Principal amount 2025 £m	Carrying amount 2025 £m	Principal amount 2024 £m	Carrying amount 2024 £m
Non-current liabilities							
Unsecured bank loans	EUR	4.45%	2029	0.7	0.7	0.7	0.7
Unsecured bank loans	GBP	8.64%	2025	150.0	150.0	118.0	118.0
Total interest-bearing liabilities				150.7	150.7	118.7	118.7

Notes to the accounts continued

19 Borrowings continued

The total interest-bearing liabilities above is presented excluding unamortised pre-paid borrowing fees of £15m (FY24: £5.0m) and the carrying balance on debt modification of £0.2m (FY24: £3.5m), assessed under IFRS 9.

Under the Group's banking arrangements there is no right of offset and no overdraft facilities as at 29 March 2025.

Banking facilities

The banking facilities expiration on 1 July 2025 remains unchanged.

On 1 May 2025, De La Rue plc announced the completion of the sale of its Authentication division to CA-MC Acquisition UK Limited in accordance with the terms of the share purchase agreement entered into on 4 April 2025.

As a result, the Group's existing revolving credit facility has been repaid in full.

The covenant tests use earlier accounting standards, excluding adjustments for IFRS 16. Net debt for covenants includes the borrowings, where the RCF amount is considered, the principal amount withdrawn, (excluding unamortised pre-paid borrowing fees and the net loss on debt modification) net of cash and cash equivalents.

Covenant test results as at 29 March 2025:

Test	Requirement	Actual at 29 March 2025
EBIT to net interest payable	More than or equal to 1.0 times	1.54
Net debt to EBITDA	Less than or equal to 3.6 times	3.27
Minimum liquidity testing	Testing at each weekend point on a 4-week historical basis and 13-week forward looking basis. The minimum liquidity is defined as "available cash and undrawn RCF greater than or equal to £10m".	No Breaches

As at 29 March 2025, the Group had a total of undrawn RCF committed borrowing facilities, all maturing in less than one year, of £10.0m (30 March 2024: £42.0m, all maturing in more than one year). The amount of loans drawn on the £160.0m RCF cash component facility was £150.0m as at 29 March 2025 (30 March 2024: £118.0m).

Minimum liquidity at 29 March 2025 was in excess of the £10m limit required under the covenant tests.

Guarantees of £20.7m (30 March 2024: £41.8m) have been drawn using the £75.0m guarantee facility. The accrued interest in relation to cash drawdowns outstanding as at 29 March 2025 is £0.4m (30 March 2024: £0.3m).

	Actual as at 29 March 2025 £m	Maximum facility £m
Facilities:		
Cash	150.0	160.0
Bonds and guarantees	20.7	75.0
	170.7	235.0

A separate borrowing facility for financing equipment under construction is in place and at 29 March 2025 the amount outstanding on this facility is £0.7m (30 March 2024: £0.7m).

20 Provisions for liabilities and charges**Accounting policies**

Provisions are recognised when the Group has a present obligation in respect of a past event, it is probable that an outflow of resources will be required to settle the obligation, and where the amount can be reliably estimated. Provisions are measured at the management's best estimate of the amount required to settle the obligation at the balance sheet date and are discounted where the time value of money is considered material.

	Restructuring £m	Warranty £m	Other £m	Total £m
At 25 March 2023	1.8	0.9	3.3	6.0
Charge for the year	0.8	0.7	1.6	3.1
Utilised in the year	(1.9)	(0.5)	(0.5)	(2.9)
Released in the year	(0.6)	(0.5)	(3.3)	(4.4)
At 30 March 2024	0.1	0.6	1.1	1.8
Charge for the year	0.2	–	0.2	0.4
Utilised in year	(0.3)	–	–	(0.3)
Released in year	–	(0.1)	(0.3)	(0.4)
Transferred to held for sale	–	–	(0.2)	(0.2)
At 29 March 2025	–	0.5	0.8	1.3
Expected to be utilised within 1 year	–	0.5	0.3	0.8
Expected to be utilised after 1 year	–	–	0.5	0.5

Notes to the accounts continued

20 Provisions for liabilities and charges continued**Restructuring provisions**

Restructuring provisions as at 29 March 2025 reduced to £nil (FY24: £0.1m). Previously this related to redundancy and other employee termination costs as a result of restructuring programmes within the Currency and Authentication divisions.

Warranty provisions

Warranty provisions relate to present obligations for defective products. The provisions are management judgements based on information currently available, past history and experience of the products sold. However, it is inherent in the nature of the business that the actual liabilities may differ from the provisions. The precise timing of the utilisation of these provisions is uncertain but is generally expected to fall within one year.

The Group measures warranty provisions at the Directors' best estimate of the amount required to settle the obligation at the balance sheet date, discounted where the time value of money is considered material. These estimates take account of available information, historical experience and the likelihood of different possible outcomes. Both the amount and the maturity of these liabilities could be different from those estimated.

Other provisions

Other provisions comprise of a number of liabilities with varying expected utilisation rates. The liabilities include £0.1m (FY24: £nil) of provision for the customs tax assessment in Kenya, a small number of onerous contract provisions of £0.2m (FY24: £0.1m), employee related liabilities of £nil (FY24: £0.5m), IBNR provision of £nil (FY24: £0.5m) and cyber tech insurance excess provision of £0.5m (FY24: £0.5m). All provisions are expected to be utilised within one year, with the exception of the cyber tech insurance.

Onerous contract provisions arise where the unavoidable costs under a contract exceed the economic benefits expected to be received under it. Unavoidable costs represent the least net cost of exiting the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs to fulfil a contract include those that directly relate to the contract, including incremental costs and allocation of production overheads. The precise timing of the utilisation of these onerous contract provisions is uncertain but is generally expected to fall within one year.

21 Share capital

	2025 £m	2024 £m
Issued and fully paid		
196,391,787 ordinary shares of 44 ¹⁵² / ₁₀₀ p each (FY24: 195,889,223 ordinary shares of 44 ¹⁵² / ₁₀₀ p each)	88.1	87.9
111,673,300 deferred shares of 1p each (FY24: 111,673,300 deferred shares of 1p each)	1.1	1.1
	89.2	89.0

	2025		2024	
	Ordinary shares '000	Deferred shares '000	Ordinary shares '000	Deferred shares '000
Allotments during the year				
Shares in issue at 30 March 2024/25 March 2023	195,889	111,673	195,437	111,673
Issued under Savings Related Share Option Scheme	31	–	4	–
Issued under Annual Bonus Plan	140	–	417	–
Issued under Performance Share Plan	332	–	31	–
Shares in issue at 29 March 2025/30 March 2024	196,392	111,673	195,889	111,673

The deferred shares carry limited economic rights (and no right to receive a dividend) and no voting rights. They are unlisted and are not transferable except in accordance with the articles.

Notes to the accounts continued

22 Share based payments

Accounting policies

The Group operates various equity settled option schemes.

For equity settled share options, the services received from employees are measured by reference to the fair value of the share options. The fair value is calculated at grant date and recognised in the consolidated income statement, together with a corresponding increase in shareholders' equity, on a straight-line basis over the vesting period, based on the numbers of shares that are actually expected to vest, taking into account non-market vesting conditions (including service conditions). Vesting conditions, other than non-market-based conditions and non-vesting conditions (requirement to save) are taken into account when estimating the fair value.

On the performance related awards, until 2020 performance measure was based on ROCE and EPS. From 2020 ROCE was replaced by TSR, a market-based condition. 2023 introduced Free Cash Flow (FCF), and TSR was applied to a separate class of share options – Investors Return Plan.

At 29 March 2025, the Group has a number of share-based payment plans, which are described below. The compensation cost and related liability that have been recognised for the Group's share-based plans are set out in the table below.

	Expense recognised for the year	
	2025 £m	2024 £m
Annual Bonus Plan	–	0.1
Performance and Investor returns Share Plans	0.9	0.7
Savings Related Share Option Scheme	0.8	0.6
	1.7	1.4

Reconciliations of option movements over the period to 29 March 2025 for each class of share awards are shown below.

Annual Bonus Plan

For details of the Annual Bonus Plan, refer to the Directors' remuneration report on pages 70 to 79.

Reconciliation of option movements:

	2025 Number of awards '000	2024 Number of awards '000
Share awards outstanding at start of year	140	557
Granted	34	–
Forfeited	–	–
Vested	(140)	(417)
Outstanding at end of year	34	140
Exercisable at end of year	–	–

During the period the weighted average share price on share awards exercised in the period was 96.44p (FY24: 43.39p).

Performance Share Plan ("PSP") and Investor Returns Plan ("IRP")

For details of the Performance Share Plan and Investor Returns Plan, refer to the Directors' remuneration report on pages 70 to 79.

During the year ended 29 March 2025, the Company did not grant any PSP and IRP options to Executive Directors and other employees.

Reconciliation of option movements:

	2025 Number of awards '000	2024 Number of awards '000
Share awards outstanding at start of year	8,119	4,548
Granted	–	5,135
Forfeited	(1,078)	(1,564)
Exercised	(332)	–
Outstanding at end of year	6,709	8,119
Exercisable at end of year	16	18

Notes to the accounts continued

22 Share based payments continued

During the period the weighted average share price on share awards exercised in the period was 112.63p (FY24: nil).

The range of exercise prices for the share options outstanding at the end of the year is between 0.00p and 0.62p (FY24: between 0.00p and 0.80p).

The weighted average remaining contractual life of the outstanding share options is 1.15 years (FY24: 1.85 years).

Savings Related Share Option Scheme

The scheme is open to all UK employees. Options are granted at the prevailing market price at the time of the grant (with a discretionary discount to the market price) to employees who agree to save between £5 and the maximum savings amount offered per month over a period of three or five years.

During the year ended 29 March 2025, the Company did not make a SAVE grant.

Reconciliation of option movements:

	2025		2024	
	Weighted average exercise price pence per share	Number of options '000	Weighted average exercise price pence per share	Number of options '000
Options outstanding at start of year	68.40	3,841	130.91	4,612
Granted	–	–	68.40	999
Forfeited/Cancelled	67.20	(348)	81.28	(1,508)
Exercised	100.87	(31)	60.15	(4)
Expired	131.10	(197)	108.55	(258)
Outstanding at end of year	60.55	3,265	68.40	3,841
Exercisable at end of year		126		–

The range of exercise prices for the share options outstanding at the end of the year is between 60.15p and 112.43p (FY24: between 60.15p and 131.10p).

The weighted average remaining contractual life of the outstanding share options is 1.18 years (FY24: 2.05 years).

During the period the weighted average share price on options exercised in the period was 100.87p (FY24: 60.15p).

Market share purchase of shares by Trustee De La Rue Employee Share Ownership Trust

The De La Rue Employee Share Ownership Trust (Trust) is a separately administered trust established to administer shares granted to Executive Directors and senior employees under the various discretionary share option plans established by the Company. Liabilities of the Trust are guaranteed by the Company and the assets of the Trust mainly comprise shares in the Company. Equiom (Guernsey) Limited is the Trustee. The own shares held by the Trust are shown as a reduction in shareholders' funds. The shares will be held at historical rates until such time as they are disposed of. Any profit or loss on the disposal of own shares is treated as a movement in reserves rather than as an income statement item.

The Trustee held nil shares at 29 March 2025 (30 March 2024: nil).

23 Analysis of net debt

The analysis below provides a reconciliation between the opening and closing of the Group's net debt position (being the net of borrowings and cash and cash equivalents).

	Note	At 30 March 2024 £m	Cash flow £m	Foreign exchange and other £m	At 29 March 2025 £m
Gross Borrowings	19	(118.7)	(32.0)	–	(150.7)
Cash and cash equivalents	16	29.3	9.1	(0.1)	38.3 ¹
Net debt		(89.4)	(22.9)	(0.1)	(112.4)

Note:
1 Includes cash held within the Authentication division of £8.9m. This has been transferred to assets held for sale on the Statement of Financial Position.

	Note	At 25 March 2023 £m	Cash flow £m	Foreign exchange and other £m	At 30 March 2024 £m
Gross Borrowings	19	(122.7)	4.0	–	(118.7)
Cash and cash equivalents	16	40.3	(10.6)	(0.4)	29.3
Net debt		(82.4)	(6.6)	(0.4)	(89.4)

Net debt is presented excluding unamortised pre-paid borrowing fees of £1.5m (FY24: £5.0m), net loss on debt modification of £0.2m (FY24: £3.5m) and £19.8m (FY24: £11.6m) of lease liabilities.

	At 30 March 2024 £m	Cash flow £m	Non-cash movements £m	At 29 March 2025 £m
Unamortised pre-paid borrowing fees	5.0	(0.2)	(3.7)	1.5

Refer to note 32A for details on repayment of the Group's revolving credit facility post year end.

Notes to the accounts continued

24 Leases

Accounting policies

At the inception of a contract, the Group assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group accounts for identified leases in accordance with IFRS 16 ('Leases').

Management has made certain judgements on lease terms based on the Group's current expectations of whether break or renewal options will be taken. Judgements have also been made in estimating the incremental borrowing rates to use when discounting lease payments.

Leases are recognised on the balance sheet (unless they are low value or for a term of less than 12 months) with a right-of-use asset and corresponding lease liability being recorded at the date the lease asset is available for use.

The right-of-use asset is depreciated over the shorter of, the assets useful economic life and the lease term. Each lease payment is allocated between repayment of the lease liability and finance cost.

The finance cost is charged to the income statement over the lease term to produce a constant periodic rate of interest on the remaining lease liability.

At commencement date of the lease, a lease liability is initially recognised on the balance sheet at the present value of future lease payments (including fixed payments and variable lease payments that depend upon an index) and any lease penalties payable on the early exit of a lease if management anticipates taking these, discounted using the incremental borrowing rate appropriate for that lease, absent of the interest rate implicit in the lease being available.

The right-of-use asset is initially measured at cost, being the initial value of the lease liability, any lease payments made (net of any incentives received from the lessor) before the commencement of the lease and any initial direct costs and any restoration costs. Payments in respect of short-term leases (duration of less than 12 months) or low value leases continue to be charged to the income statement on a straight-line basis over the lease term. Right-of-use assets are tested for impairment when indicators of impairment exist.

The Group has lease contracts for various properties and ground leases in addition to other equipment used in its operations. Leases for property and ground leases range from two years to in excess of 100 years in certain cases. Leases for other equipment used in operations are typically for periods of 2 to 5 years. There are several lease contracts which include extensions and termination options and these are discussed below.

The Group also has certain leases that have terms of less than 12 months or lease or where equipment is of a low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions.

Right-of-use assets

Set out below are the carrying amounts of right-to-use assets recognised and the movement during the period:

	Land and buildings £m	Plant and equipment £m	Total £m
At 25 March 2023	11.4	0.7	12.1
Additions – change in lease assessment	0.7	(0.1)	0.6
Depreciation expense	(2.3)	(0.2)	(2.5)
At 30 March 2024	9.8	0.4	10.2
Additions	14.4	–	14.4
Change in lease assessment	1.7	–	1.7
Depreciation expense	(2.2)	(0.2)	(2.4)
Exchange differences	(0.1)	–	(0.1)
Reclassified as held for sale	(4.2)	–	(4.2)
At 29 March 2025	19.4	0.2	19.6

Notes to the accounts continued

24 Leases continued**Lease liabilities**

Set out below are the carrying amounts of lease liabilities and the movement during the period:

	Land and buildings £m	Plant and equipment £m	Total £m
At 25 March 2023	(12.6)	(0.7)	(13.3)
Additions including change in lease assessment	(0.9)	0.1	(0.8)
Accretion of interest (note 6)	(0.5)	–	(0.5)
Lease payments ²	2.8	0.2	3.0
At 30 March 2024	(11.2)	(0.4)	(11.6)
Additions ¹	(14.4)	–	(14.4)
Change in lease assessment ²	(1.7)	–	(1.7)
Accretion of interest (note 6)	(0.6)	–	(0.6)
Lease payments ³	4.5	0.2	4.7
Reclassified as held for sale	3.9	–	3.9
At 29 March 2025	(19.6)	(0.2)	(19.8)
	2025 £m		2024 £m
Included within:			
Current liabilities	(2.2)		(2.5)
Non-current liabilities	(17.6)		(9.1)
	(19.8)		(11.6)

Notes:

- 1 Lease additions mainly include £13.2m of leases for two buildings in Malta.
- 2 Change in lease assessment mainly includes £1.3m for leases in the USA and refers to the lease modifications recognised where the rent has increased or the lease term has been extended.
- 3 Lease payments include principal of £4.2m (FY24: £2.5m) and interest of £0.6m (FY24: £0.5m).

The following amounts have been recognised in the income statement:

	2025 £m	2024 £m
Depreciation of right-of-use assets	(2.4)	(2.5)
Interest expense on lease liabilities (note 6)	(0.6)	(0.5)
Expense relating to short-term leases	(0.1)	(0.2)
Expenses relating to leases of low-value assets	(0.2)	(0.2)

The Group had total cash outflows for leases of £4.8m in FY25 (FY24: £3.4m), including amounts relating to principal payment £4.1m (FY24: £2.5m), interest payments of £0.6m (FY24: £0.5m) and short and low value assets £0.5m (FY24: £0.4m).

The Group also had non-cash additions to right-of-use assets £11.3m (FY24: £0.6m) and liabilities of £11.3m (FY24: £0.8m).

Extension of the factory site in Malta

On 9 September 2021, the Group signed an Agreement with Malta Enterprise ("ME") where ME finances the construction, civil works and machinery and equipment installations to be carried out at the premises located in Malta. The premises included land, the demolition of an existing building and a rebuild to the Group's specifications. On 14 September 2021, the Company signed a lease for the premises for an initial term of 20 years. The Group is managing the construction of the new buildings for the lessor to the pre-agreed specifications.

Management has made a judgement as to whether the Company has control of the site during the construction period. If the Group has the right to control the use of the identified asset for only a portion of the term of the contract, the contract contains a lease for that portion of the term. It was determined that control exists only after the build is completed and the site becomes available for use.

Management has made a judgement that control and use of the new Malta premises passed to the Group from 1 February 2025. Production commenced from this date due to the installation of machinery and utilities, enabling the secure operation of the equipment. Therefore, management has concluded that the lease should be recognised in FY25. This lease was split into two leases being separate physical components before 18 February 2025, when the Authentication division was held for sale.

Management has assessed the lease terms based on the Group's current expectations regarding the exercise of break or renewal options. The lease term has been determined as 20 years, as the Group does not have reasonable certainty that the renewal option for an additional 20 years will be exercised. This is due to the length of the underlying lease and the change in business ownership. The undiscounted potential future rental payment relating to the period following the exercise date of the extension that are not included in the lease term would amount to 20 years at market rate.

Management has made certain judgements on the lease term of a property which has been included in the sale of the Authentication Division. The option to extend the lease has been excluded from the ROU Asset and Lease liabilities included within Assets and Liabilities Held for Sale, as the future operational requirements of the site will not be determined by DLR Group (note 12).

The lease has been included within the right of use assets (£11.3m) and lease liabilities (£11.3m) disclosed above.

Notes to the accounts continued

25 Retirement benefit obligations

Accounting policies

The Group operates retirement benefit schemes, devised in accordance with local conditions and practices in the country concerned, covering the majority of employees. The assets of the Group's schemes are generally held in separately administered trusts or are insured. The major schemes are defined benefit pension schemes with assets held separately from the Group. The cost of providing benefits under each scheme is determined using the projected unit credit actuarial valuation method. The major defined benefit pension scheme is based in the UK and is now closed to future accrual. The current service cost and gains and losses on settlements and curtailments are included in operating costs in the Group income statement. The interest income on the plan assets of funded defined benefit pension schemes and the imputed interest on pension scheme liabilities are disclosed as retirement benefit obligation net finance expense/income respectively in the income statement.

Return on plan assets excluding assumed interest income on the assets, changes in the retirement benefit obligation due to experience and changes in actuarial assumptions are included in the statement of comprehensive income in full in the period in which they arise.

The net liability/surplus recognised in respect of defined benefit pension schemes is the present value of the defined benefit obligation less the fair value of the scheme assets, as determined by actuarial valuations carried out at the balance sheet date. Any net pension surplus is recognised at the lower of the net surplus in the defined benefit pension valuation under IAS 19 and the asset ceiling.

The Group's contributions to defined contribution plans are charged to the income statement in the period to which the contributions relate. A trustee board has been appointed to operate the UK defined benefit scheme in accordance with its governing documents and pensions law. The scheme meets the legal requirement for member nominated trustee representation on the trustee board and a professional independent trustee has been appointed as chair of the Board. The trustee board undertakes regular training to ensure they are able to fulfil their function as a trustee and have appointed professional advisers to give them specialist expertise where required.

The Group has calculated the value of the minimum funding commitments to its schemes and determined that if there was a surplus the value of any minimum funding commitments would not result in an additional liability under IFRIC 14 as the Group has an unconditional right to any surplus. No significant judgements were involved in making this determination. The Group has recorded a net deficit on an IAS 19 basis within non-current liabilities on the balance sheet as at 29 March 2025. A deferred tax asset has been recognised on the pension deficit and was included within deferred tax assets as at 29 March 2025 (see note 17).

Memorandum of Understanding with the Pension Trustee

In April 2025, Atlas entered into a legally binding Memorandum of Understanding (MOU) with the Pension Trustee. This MOU will govern the ongoing covenant offered by De La Rue to the DLR DB Pension Scheme.

Under the terms of the MOU, Atlas agreed to protect the £37 million contribution to the DLR DB Pension Scheme split between £32.5 million funded following completion of the sale of the Authentication Division and £4.5 million falling due in April 2025. These contributions, totalling £37.0m, have now been made to the DLR DB Pension Scheme.

Going forward, De La Rue will also be required to make incremental contributions in the event of the agreed funding targets for the DLR DB Pension Scheme not being met, and/or in the event of De La Rue's level of indebtedness exceeding specified levels, or if De La Rue becomes insolvent. Atlas has put into place a limited covenant to the Pension Trustee to make contributions into an account held by De La Rue for the benefit of the DLR DB Pension Scheme if De La Rue fails to make required contributions.

As required by the MOU, the DLR DB Pension Scheme is undergoing an Actuarial Valuation as at 31 March 2025 to align with the funding targets agreed in the MOU. The Actuarial Valuation is expected to show that, after allowing for the £37 million contribution already received, the DLR DB Pension Scheme is broadly fully funded.

Notes to the accounts continued

25 Retirement benefit obligations continued**Qualifying insurance policy**

On 24 May 2022, the Trustees of the Main Scheme entered into a partial pensioner buy-in contract (qualifying insurance policy) for a proportion of pension members. In return for a premium paid from the Scheme's assets, from the date of the buy-in, payments will be made to the Scheme that match the benefit payments to those Scheme members covered under the buy-in contract. The buy-in is considered to be a qualifying insurance policy. The premium paid to the insurer was £319.0m. As at 29 March 2025, the value of the buy-in contract was £187.7m (30 March 2024: £214.1m). The impact of the partial pensioner buy-in has been recognised as a loss on the scheme assets.

Other matters

In addition, during FY25, legal fees of £0.3m (FY24: £0.3m) have been incurred in the rectification of certain discrepancies identified in the Scheme's rules (note 5). This has no impact on the UK defined benefit pension liability.

(a) Defined benefit pension schemes

Amounts recognised in the consolidated balance sheet:

	2025 £m	2024 £m
UK retirement benefit deficit	(42.0)	(49.7)
Overseas retirement liability	(1.6)	(1.9)
Retirement benefit deficit	(43.6)	(51.6)
Reported in:		
Non-current liabilities	(43.6)	(51.6)

The majority of the Group's retirement benefit obligations are in the UK:

	2025 UK £m	2025 Overseas £m	2025 Total £m	2024 UK £m	2024 Overseas £m	2024 Total £m
Equities	4.3	–	4.3	3.9	–	3.9
Bonds	92.5	–	92.5	91.6	–	91.6
Secured/fixed income	140.1	–	140.1	91.7	–	91.7
Liability Driven Investment Fund	115.8	–	115.8	183.7	–	183.7
Multi Asset Credit	26.0	–	26.0	46.7	–	46.7
Qualifying insurance policy	187.7	–	187.7	214.1	–	214.1
Other	12.6	–	12.6	12.4	–	12.4
Fair value of scheme assets	579.0	–	579.0	644.1	–	644.1
Present value of funded obligations	(617.2)	–	(617.2)	(689.4)	–	(689.4)
Funded defined benefit pension schemes	(38.2)	–	(38.2)	(45.3)	–	(45.3)
Present value of unfunded obligations	(3.8)	(1.6)	(5.4)	(4.4)	(1.9)	(6.3)
Net (deficit)/surplus	(42.0)	(1.6)	(43.6)	(49.7)	(1.9)	(51.6)

Notes to the accounts continued

25 Retirement benefit obligations continued

Amounts recognised in the consolidated income statement:

	2025 UK £m	2025 Overseas £m	2025 Total £m	2024 UK £m	2024 Overseas £m	2024 Total £m
Included in employee benefits expense:						
— Current service cost	—	—	—	—	—	—
— Administrative expenses and taxes	(1.3)	—	(1.3)	(1.3)	—	(1.3)
		—				
Included in interest on retirement benefit obligation net finance expense:						
— Interest income on scheme assets	30.5	—	30.5	31.2	—	31.2
— Interest cost on liabilities	(32.8)	—	(32.8)	(33.7)	—	(33.7)
Retirement benefit obligation net finance expense (note 6)	(2.3)	—	(2.3)	(2.5)	—	(2.5)
Total recognised in the consolidated income statement	(3.6)	—	(3.6)	(3.8)	—	(3.8)
Return on scheme assets excluding assumed interest income	(57.3)	—	(57.3)	(17.8)	—	(17.8)
Remeasurement gains/(losses) on defined benefit pension obligations	60.8	0.3	61.1	23.5	(0.3)	23.2
Amounts recognised in other comprehensive income	3.5	0.3	3.8	5.7	(0.3)	5.4

Major categories of scheme assets as a percentage of total scheme assets:

	2025 UK %	2025 Overseas %	2025 Total %	2024 UK %	2024 Overseas %	2024 Total %
Equities	1	—	1	1	—	1
Bonds	16	—	16	14	—	14
Secured/fixed income	24	—	24	14	—	14
Liability Driven Investment Fund	20	—	20	28	—	28
Multi Asset Credit	5	—	5	8	—	8
Qualifying insurance policy	32	—	32	33	—	33
Other	2	—	2	2	—	2
	100	—	100	100	—	100

The Liability Driven Investment ("LDI") fund consists of fixed interest and inflation linked bond holdings and interest, inflation, credit default and other swaps. Derivatives have been valued on a "mark to market basis".

The Multi Asset Credit Fund invests in a variety of debt instruments. Multi Asset Credit, Diversified Growth Funds, Secured income and LDI asset categories include certain assets which are not quoted in an active market and are stated at fair value estimates provided by the manager of the investment fund.

Debt securities (bonds) have quotes prices in active markets and equity instruments consist of private indices with underlying equities with quoted prices in active markets. Multi Asset Credit and LDI asset categories include certain assets which are not quoted in an active market and are stated at fair value estimates provided by the manager of the investment fund.

Other UK assets comprise cash, interest rate swaps and floating rate notes.

Principal actuarial assumptions:

	2025 UK %	2025 Overseas %	2024 UK %	2024 Overseas %
Discount rate	5.70%	—	4.90%	—
CPI inflation rate	2.75%	—	2.80%	—
RPI inflation rate	3.15%	—	3.20%	—

Notes to the accounts continued

25 Retirement benefit obligations continued

The financial assumptions adopted as at 29 March 2025 reflect the duration of the scheme liabilities which has been estimated to be broadly 11 years (FY24: broadly 13 years).

As at 29 March 2025 mortality assumptions were based on tables issued by Club Vita, with future improvements in line with the CMI model, CMI_2023 (FY24: CMI_2022) with a smoothing parameter of 2.5 and a long-term future improvement trend of 1.25% per annum (FY24: long-term rate of 1.25% per annum) and w2023 parameter of 25% (FY24: w2022 parameter 75%). The resulting life expectancies within retirement are as follows:

		2025	2024
Aged 65 retiring immediately (current pensioner)	Male	21.5	21.3
	Female	23.7	23.5
Aged 50 retiring in 15 years (future pensioner)	Male	21.9	21.8
	Female	25.2	25.0

The defined benefit pension schemes expose the Group to the following main risks:

Mortality risk – An increase in the life expectancy of members will increase the liabilities of the schemes. The mortality assumptions are reviewed regularly and are considered appropriate.

Interest rate risk – A decrease in bond yields will increase the liabilities of the scheme. Liability driven investment strategies are used to hedge part of this risk.

Investment risk – The value of pension scheme assets varies with changes in interest rates, inflation expectations, credit spreads, exchange rates, and equity and property prices. There is a risk that asset returns are volatile and that the value of pension scheme assets may not move in line with changes in pension scheme liabilities. To mitigate against investment risk the pension scheme invests in derivatives which aim to hedge a proportion of the movements in assets and liabilities. The pension scheme invests in a wide range of assets to provide diversification in order to reduce the risk that a single investment or type of asset class could have a materially adverse impact on total scheme assets. The investment strategy and performance of investment funds are reviewed regularly to ensure the asset strategy of the pension schemes continues to be appropriate.

Inflation risk – The liabilities of the scheme are linked to inflation. An increase in inflation will result in an increase in liabilities. There are caps in place for UK scheme benefits to mitigate the risk of extreme increases in inflation. Liability driven investment strategies are used to hedge part of this risk. Any increase in the retirement benefit obligation could lead to additional funding obligations in future years.

The table below provides the sensitivity of the liability in the scheme to changes in various assumptions:

Assumption change	Change in assumptions	Increase in assumption approximate impact on liability	Decrease in assumption approximate impact on liability
Discount rate	0.5% p.a.	Decrease by c£30.3m	Increase of c£33.2m
Inflation (RPI and CPI inflation)	0.25% p.a.	Increase by c£7.9m	Decrease by c£7.6m
RPI inflation only	0.25% p.a.	Increase by c£0.6m	Decrease by c£0.6m
CPI inflation only	0.25% p.a.	Increase by c£7.3m	Decrease by c£7.0m
Life expectancy	1 year	Increase by c£24.3m	Decrease by c£24.3m

The liability sensitivities have been derived using the duration of the scheme based on the membership profile as at 30 September 2023 and assumptions chosen for the FY25 year end. The sensitivity analysis does not allow for changes in scheme membership since the September 2023 actuarial valuation or the impact of the Scheme or Group's risk management activities in respect of interest rate and inflation risk on the valuation of the Scheme assets.

The largest defined benefit pension scheme operated by the Group is in the UK. Changes in the fair value of UK scheme assets:

UK Scheme assets	2025 £m	2024 £m
At 25 March 2023/26 March 2022	644.1	678.2
Assumed interest income on scheme assets	30.5	31.2
Scheme administration expenses	(1.3)	(1.3)
Return on scheme assets less interest income	(57.3)	(17.8)
Employer contributions and other income ¹	7.8	1.5
Benefits paid (including transfers)	(44.9)	(47.7)
At 30 March 2024/5 March 2023	578.9	644.1

Note:
¹ The £7.8m (FY24: £1.5m) of pension payments includes £6.0m (FY24: £nil) payable under the Recovery Plan, agreed in May 2020, and a further £1.8m (FY24: £1.5m) relating to payments made by the Group towards the administration costs of running the scheme.

Notes to the accounts continued

25 Retirement benefit obligations continued

Changes in the fair value of UK defined benefit pension obligations:

	2025 £m	2024 £m
UK defined benefit pension obligations		
At 30 March 2024/25 March 2023	(693.8)	(731.3)
Interest cost on liabilities	(32.8)	(33.7)
Effect of changes in financial assumptions	55.9	7.3
Effect of changes in demographic assumptions	(1.5)	19.3
Effect of experience items on liabilities	6.4	(3.1)
Benefits paid (including transfers)	44.9	47.7
At 29 March 2025/30 March 2024	(620.9)	(693.8)

United Kingdom Pension Benefits — High Court of Justice Ruling on Actuarial Confirmations

In June 2023, the High Court ruled in the case between Virgin Media and the NTL Pension Trustee II Limited (and others) that the absence of a "Section 37" certificate accompanying an amendment to benefits in a contracted-out pension scheme would render the amendment void. If upheld, the High Court's decision could have wider ranging implications, affecting other defined benefit pension schemes in the United Kingdom that were contracted-out on a salary-related basis, and made amendments between April 1997 and April 2016. The appeal brought by Virgin Media was dismissed by the Court of Appeal in July 2024.

In a statement issued on 5 June the Government said it was aware that, following last year's Court of Appeal judgment in Virgin Media Limited v NTL Pension Trustees Limited, there is increased uncertainty in the pensions industry but that it recognised that schemes and sponsoring employers need clarity around scheme liabilities and member benefit levels in order to plan for the future. As a consequence, the Government will introduce legislation to give affected pension schemes the ability to retrospectively obtain written actuarial confirmation that historic benefit changes met the necessary standards.

The Company has a contracted out defined benefit pension fund scheme. The pension fund trustees have determined that there were eight amendments in the scheme for the period from 2003 – 2016. The pension scheme administrators and trustees have carried out a full review of these amendments and historical actuarial certification dating back to 1997. No material liabilities have been identified that would need to be rectified under the new legislation. No quantification has been carried out pending further development of the court case, the existence of the planned retrospective legislation and the fact it has yet to be approved through parliament and any related guidance issued by the Department for Work and Pensions.

(b) Defined contribution pension plans

The Group operates a number of defined contribution plans for which the charge in the consolidated income statement for the year was £3.3m (FY24: £3.2m).

26 Employee information

	2025 Continued	2025 Discontinued	2025 Total	2024 Continued	2024 Discontinued	2024 Total
Average number of employees						
United Kingdom and Ireland	521	142	663	561	130	691
Rest of Europe	352	199	551	362	186	548
The Americas	2	53	55	4	53	57
Rest of World	323	55	378	331	47	378
	1,198	449	1,647	1,258	416	1,674
	2025 £m Continued	2025 £m Discontinued	2025 £m Total	2024 £m Continued	2024 £m Discontinued	2024 £m Total
Employee costs (including Directors' emoluments)						
Wages and salaries	52.0	14.2	66.2	49.7	15.6	65.3
Social security costs	4.9	1.4	6.3	4.6	1.3	5.9
Pension costs	2.5	0.8	3.3	3.0	0.8	3.8
	59.4	16.4	75.8	57.3	17.7	75.0
Share incentive schemes	0.9	–	0.9	0.8	–	0.8
Sharesave schemes	0.8	–	0.8	0.6	–	0.6
	1.7	–	1.7	1.4	–	1.4
	61.1	16.4	77.5	58.7	17.7	76.4

More detailed information regarding the Directors' remuneration, shareholdings, pension entitlement, share options and other long-term incentive plans is shown in the Directors' remuneration report on pages 70 to 79.

Notes to the accounts continued

27 Capital and other commitments

	2025 £m	2024 £m
Capital and other expenditure contracted but not provided:		
Property, plant and equipment	6.3	5.9
Lease commitments	–	13.3
	6.3	19.2

2024 Lease commitments relate to the factory site extension in Malta where the Company has signed a lease for the premises for an initial term of 20 years. The lease was recognised from February 2025 when the building was considered to be available for use.

28 Contingent assets and liabilities

In FY23, De la Rue was made aware that the Central Bureau of Investigation in India (CBI-I) had launched an investigation into the conduct of Arvind Mayaram, the former Indian Finance Secretary, in which the historical activities of De La Rue in India prior to 2016 had been implicated. The Company still has not received any official direct communication of this investigation from the CBI-I but has learned about it from publicly available sources. De La Rue has not served the Government of India or the Central Bank of India in any capacity since 2016. The Company believes that there is no merit to the allegations that relate to De La Rue.

The Group also provides guarantees and performance bonds which are issued in the ordinary course of business. In the event that a guarantee or performance bond is called, a provision may be required subject to the particular circumstances including an assessment of its recoverability.

29 Related party transactions

During the year the Group traded on an arm's length basis with the associated company Fidink (33.3% owned). The Group's trading activities with Fidink in the period comprise £18.8m (FY24: £18.7m) for the purchase of ink and other consumables on an arm's length basis. At the balance sheet date there was £2.2m (FY24: £3.7m) owing to this company.

The value of the Group's investment in associate is not material and hence not disclosed on the face of the balance sheet.

Intra-group transactions between the Parent and the fully consolidated subsidiaries or between fully consolidated subsidiaries are eliminated on consolidation.

There were no material changes to these related parties in the period, other than changes in the composition of the Board. Other than total compensation in respect of key management, no material related party transactions have taken place during the current period.

Directors and key management compensation

Directors	2025 £'000	2024 £'000
Aggregate emoluments	1,847	1,588
Aggregate gains made on the exercise of share options	–	–
	1,847	1,588

Directors and key management	2025 £m	2024 £m
Salaries and other short-term employee benefits	2.9	2.4
Retirement benefits – Defined contribution	0.1	0.1
Termination benefits	–	–
Share-based payments	–	0.3
	3.0	2.8

Key management comprises members of the Board (including the fees of Non-executive Directors) and the Executive Leadership Team. Termination benefits include compensation for loss of office, ex gratia payments, redundancy payments, enhanced retirement benefits and any related benefits in kind connected with a person leaving office or employment.

Notes to the accounts continued

30 Subsidiaries and associated companies as at 29 March 2025

A full list of subsidiary and associated undertakings is below. Unless otherwise stated all Group owned shares are ordinary.

Country of incorporation	Name and Registered Office address and operation	Activities	De La Rue interest %	Country of incorporation	Name and Registered Office address and operation	Activities	De La Rue interest %
Europe				Malta	De La Rue Currency and Security Print Limited, B40/43 Industrial Estate, Bulebel, Zejtun, Malta	Trading	100
United Kingdom	DLR (No.1) Limited	Holding company	100		DLR NewCo Malta Limited, ⁷ BLB040X, Industrial Estate, Bulebel, Zejtun, Malta	Trading	100
	DLR (No.2) Limited ¹	Holding company	100	Sweden	De La Rue (Sverige) AB, Box 6343, 102 35 Stockholm, Sweden	Non-trading	100
	De La Rue Holdings Limited	Holding and general commercial activities	100	Switzerland	Thomas De La Rue A.G., Boulevard de Pérolles 7, c/o Cédric Page, Hartmann Dreyer, 1700 Fribourg, Switzerland	Holding company	100
	De La Rue International Limited	Trading	100	North America			
	DLR Newco Limited ⁷	Trading	100	USA	De La Rue North America Holdings Inc. ^{4,7}	Holding company	100
	De La Rue Overseas Limited	Holding company	100		De La Rue Authentication Solutions Inc. ⁷	Trading	100
	De La Rue Finance Limited	Internal financing	100		1750 North 800 West, Logan, Utah 84321, USA		
	De La Rue Investments Limited	Holding company	100	Canada	De La Rue Canada One Limited, 1400-340 Albert Street, Ottawa, ON K1R 0A5, Canada	Non-trading	100
	Portals Group Limited ²	Holding company	100	South America			
	De La Rue Consulting Services Limited ⁷	Trading	100	Brazil	De La Rue Cash Systems Industrias Limitada, ⁵ Rua Boa Vista, 254, 13th Floor, Suite 40, Centro, Sao Paulo, State of Sao Paulo, 01014-907, Brazil	Non-trading	100
	De La Rue Healthcare Trustee Limited	Dormant	100		De La Rue Cash Systems Limitada, ⁴ Rua Boa Vista, 254, 13th Floor, Suite 41, Centro, Sao Paulo, State of Sao Paulo, 01014-907, Brazil	Trading	100
	De La Rue Pension Trustee Limited	Dormant	100	Africa			
	De La Rue Scandinavia Limited	Holding company	100	Kenya	De La Rue Currency and Security Print Limited	Trading	100
	Harrison & Sons Limited	Non-trading	100		De La Rue Kenya EPZ Limited, ABC Towers, 6th Floor, ABC Place, Waiyaki Way, Nairobi, Kenya	Trading	60
	Portals Holdings Limited	Dormant	100	Nigeria	De La Rue Commercial Services Limited, 7th Floor, Marble House, 1 Kingsway Road, Ikoyi, Lagos, Nigeria	Trading	100
	Portals Property Limited	Trading	100	Senegal	De La Rue West Africa SARL, Grant Thornton Senegal, Building Clairafrique 6th Floor, Street Malenfant, 0033889070, BP 7642 Daka, Senegal	Trading	100
	De La Rue House, Jays Close, Viabes, Basingstoke, Hampshire RG22 4BS, United Kingdom						
Guernsey	The Burnhill Insurance Company Limited, Level 5, Mill Court, La Charroterie, St Peter Port, GY1 1EJ, Guernsey	Insurance	100				
	De La Rue (Guernsey) Limited, PO Box 142, Suite 2, Block C, Hirzel Court, St Peter Port, GY1 3HT, Guernsey	Non-trading	100				
Ireland	Thomas De La Rue and Company (Ireland) Limited, Floor 3, Block 3, Miesian Plaza, Dublin 2, D02 Y754, Ireland	Dormant	100				

Notes to the accounts continued

30 Subsidiaries and associated companies as at 29 March 2025 continued

Country of incorporation	Name and Registered Office address and operation	Activities	De La Rue interest %	Country of incorporation	Name and Registered Office address and operation	Activities	De La Rue interest %
South Africa	De La Rue Global Services (SA) (Pty) Limited, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, 2196, South Africa	Non-trading	100	United Arab Emirates	De La Rue FZCO, ⁷ Dubai Airport Free Zone Authority, Building 6 East B, Smart Office number 339-SD52, Dubai, United Arab Emirates	Trading	100
Ghana	De La Rue Buck Press LTD ^{6,7} Buck Press Building, Accra-Nsawam Hwy, Accra, Ga West, Greater Accra, P.O. Box AN 12321, Accra GA/R, Ghana	Trading	49	Saudi Arabia	De La Rue Communication and Information Technology Co LLC, Akaria Plaza, Gate "D", Level 6, Olaya Main St, Riyadh, 1148, Kingdom of Saudi Arabia ⁸	Trading	100
Australia and Oceania					De La Rue Regional Headquarters LLC, ⁷ 7235 Al Ulaya – Al Ulaya, Unit No 30, Riyadh 12244 – 2393, Kingdom of Saudi Arabia	Trading	100
Australia	De La Rue Australia Pty Limited, Level 7, 151 Clarence Street, Sydney NSW 2000, Australia	Trading	100	Associates			
Far East and Asia				Switzerland	Fidink S.A.	Trading	33
China	De La Rue Security Technology (Beijing) Co. Ltd, Room 5051, Unit 501, 5th Floor, Building No. 26, Jingali, Chaoyang District, Beijing, PR, China	Trading	100	Notes:			
Hong Kong	Thomas De La Rue (Hong Kong) Limited, Suite 1106-8, 11/F Tai Yau Building, No 181 Johnson Road, Wanchai, Hong Kong	Trading	100	1	Ordinary shares held directly by De La Rue plc.		
Sri Lanka	De La Rue Lanka Currency and Security Print (Private) Limited, Industrial Promotion Zone, Biyagama, Malwana, Sri Lanka	Trading	60	2	Ordinary shares, cumulative preference shares and deferred shares.		
India	De La Rue India Private Limited, ⁷ 312 Vardaan House, 7/28 Ansari Road, Darya Gank, Central Delhi, Delhi, 110002, India	Trading	100	3	Liquidated on 21 March 2025.		
Malaysia	De La Rue Asia Sdn. Bhd., No. 256B, Jalan Bandar 12, Taman Melawati, 53100 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Non-Trading	100	4	Common stock.		
Qatar	De La Rue Doha LLC, ⁷ Desk BL24, 22nd Floor, Tornado Tower, Westbay, Doha, Qatar	Trading	100	5	Quotas.		
Singapore	De La Rue Currency and Security Print Pte Ltd, 80 Raffles Place, #32-01, UOB Plaza, 048624, Singapore	Non-trading	100	6	De La Rue Buck Press LTD is fully consolidated because the Group retains operational control of the company.		
				7	Sold with effect from 1 May 2025 as a result of the sale of the Authentication Division to CA-MC Acquisition UK Limited.		
				8	Sold with effect from 21 July 2025 as a result of the sale of the Authentication Division to CA-MC Acquisition UK Limited.		

Notes to the accounts continued

31 Non-controlling interest

The Group has three subsidiaries with material non-controlling interests:

- De La Rue Buck Press Limited, whose country of incorporation is Ghana;
- De La Rue Lanka Currency and Security Print (Private) Limited, whose country of incorporation is Sri Lanka; and
- De La Rue Kenya EPZ Limited, whose country of incorporation and operation is Kenya.

The accumulated non-controlling interest of the subsidiary at the end of the reporting period is shown in the Group balance sheet. The following table summarises the key information relating to these subsidiaries, before intra-group eliminations.

	Ghana ¹	Sri Lanka	Kenya ²	Ghana	Sri Lanka	Kenya
Non-controlling interest percentage	51%	40%	40%	51%	40%	40%
	2025 £m	2025 £m	2025 £m	2024 £m	2024 £m	2024 £m
Non-current assets	0.3	4.6	0.1	0.1	6.0	0.2
Current assets	9.7	33.0	20.2	7.1	30.0	20.3
Non-current liabilities	–	(0.1)	–	–	(0.5)	–
Current liabilities	(6.4)	(12.1)	(11.3)	(4.6)	(13.5)	(11.2)
Net assets (100%)	3.6	25.4	9.0	2.6	22.0	9.3
	2025 £m	2025 £m	2025 £m	2024 £m	2024 £m	2024 £m
Revenue	14.4	40.9	–	10.9	33.8	0.2
Profit/(loss) for the year	1.9	3.3	(0.3)	(0.2)	2.7	(0.2)
(Loss)/profit allocated to non-controlling interest	1.0	1.3	(0.1)	(0.1)	1.1	(0.1)
Dividends declared by non-controlling interest	–	–	–	–	3.2	–
Cash flows from operating activities	1.1	1.3	0.1	(3.7)	6.6	(0.3)
Cash flows from investing activities	(0.2)	(0.1)	(0.1)	(0.1)	(0.1)	0.1
Cash flows from financing activities	–	–	–	–	(7.9)	–
Net (decrease)/increase in cash and cash equivalents	0.9	1.2	–	(3.8)	(1.4)	(0.2)

Notes:

¹ Part of the Authentication Division.

² In January 2023, the Group announced that it had suspended banknote printing operations Kenya. Operations ceased in FY24 (note 5).

32 Post balance sheet events**A. Sale of the Authentication Division for £300m**

On 7 April 2025, De La Rue plc announced that all conditions to the exercise of options granted under the put and call agreement entered into by its subsidiary, De La Rue Holdings Limited and CA-MC Acquisition UK Limited, a subsidiary of Crane NXT, Co. on 15 October 2024 for the sale of the Group's Authentication division had been satisfied or waived. As a result, De La Rue Holdings and Crane NXT entered into the share purchase agreement relating to the sale of the Authentication division, as contemplated in the announcement of the proposed sale on 15 October 2024.

On 1 May 2025, De La Rue plc announced the completion of the sale of its Authentication division to CA-MC Acquisition UK Limited in accordance with the terms of the share purchase agreement entered into on 4 April 2025.

As a result, the Group's existing revolving credit facility has been repaid in full and a sum of £35m has been paid to the trustee of the Group's defined benefit pension scheme by way of an accelerated deficit repair contribution.

B. Sale of De La Rue to ACR Bidco Limited

On 15 April 2025, the boards of directors of ACR Bidco Limited (a subsidiary of Atlas Holdings LLC) and De La Rue plc ("De La Rue") announced that they have reached agreement on the terms and conditions of a recommended all cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of De La Rue.

On 30 June, the Acquisition was implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (although Bidco reserves the right to effect the Acquisition by way of a Takeover Offer, with the consent of the Takeover Panel and subject to the terms of the Co-operation Agreement).

Under the terms and conditions of the Acquisition, each De La Rue Shareholder was entitled to receive 130 pence in cash per De La Rue Share.

The Acquisition values the entire issued share capital of De La Rue at approximately £263 million.

Company balance sheet

at 29 March 2025

	Notes	2025 £m	2024 £m
Fixed assets			
Investment in subsidiary	3a	160.2	72.9
		160.2	72.9
Current assets			
Debtors: receivable within one year	4a	130.5	113.9
Cash at bank and in hand		0.2	0.2
		130.7	114.1
Creditors:			
Amounts falling due within one year	5a	(1.6)	(1.4)
		(1.6)	(1.4)
Net current assets		129.1	112.7
Total assets less current liabilities		289.3	185.6
Net assets		289.3	185.6
Capital and reserves			
Share capital	6a	89.2	89.0
Share premium account		42.3	42.3
Capital redemption reserve		5.9	5.9
Profit and loss account		151.9	48.4
Total shareholders' funds		289.3	185.6

The profit for the year of the Company was £102.1m (FY24: profit £111.3m).

Approved by the Board on 1 August 2025



Clive Vacher
Chief Executive Officer



Michael Aumann
Chief Financial Officer

Company statement of changes in equity

for the period ended 29 March 2025

	Share capital £m	Share premium account £m	Capital redemption reserve £m	Other reserve £m	Profit and loss account ¹ £m	Total equity £m
Balance at 25 March 2023	88.8	42.2	5.9	–	(64.3)	72.6
Profit for the financial year	–	–	–	–	111.3	111.3
Share capital issued	0.2	0.1	–	–	–	0.3
Employee share scheme: – value of services provided	–	–	–	–	1.4	1.4
Balance at 30 March 2024	89.0	42.3	5.9	–	48.4	185.6
Profit for the financial year	–	–	–	–	102.1	102.1
Share capital issued	0.2	–	–	–	–	0.2
Employee share scheme: – value of services provided	–	–	–	–	1.4	1.4
Balance at 29 March 2025	89.2	42.3	5.9	–	151.9	289.3

Note:
¹ At 29 March 2025, the Profit and Loss Account included £100.0m (FY24: negative £3.5m) of realised profits and £51.9m (FY24: £51.9m) of unrealised profits. On the same date, the amount considered to be distributable was £100.0m (FY24: negative £3.5m). Refer to the Other Reserves section below for further information.

Share premium account

This reserve arises from the issuance of shares for consideration in excess of their nominal value.

Capital redemption reserve

This reserve represents the nominal value of shares redeemed by the Company.

Other reserve

On 1 February 2000, the Company issued and credited as fully paid 191,646,873 ordinary shares of 25p each and paid cash of £103.7m to acquire the issued share capital of De La Rue plc (now De La Rue Limited), following the approval of a High Court Scheme of Arrangement. In exchange for every 20 ordinary shares in De La Rue plc, shareholders received 17 ordinary shares plus 920p in cash. The other reserve of £83.8m arose as a result of this transaction and is a permanent adjustment to the consolidated financial statements.

On 17 June 2020, the Company announced that it would issue new ordinary shares via a "cash box" structure to raise gross proceeds of £100m, in order to provide the Company and its management with operational and financial flexibility to implement De La Rue's turnaround plan, which was first announced by the Company earlier in the year. The cash box completed on 7 July 2020 and consisted of a firm placing and open offer. The Company issued 90.9m new ordinary shares each with a nominal value of 44 152/175p, at a price of 110p per share (giving gross proceeds of £100m). A "cash box" structure was used in such a way that merger relief was available under Companies Act 2006, section 612 and thus no share premium needed to be recorded and instead an 'other reserve' of £51.9m was recorded. This section applies to shares which are issued to acquire non-equity shares (such as the Preference Shares) issued as part of the same arrangement.

The Company recorded share capital equal to the aggregate nominal value of the ordinary shares issued (£40.8m) and merger reserve equal to the difference between the total proceeds net of costs and share capital. As the cash proceeds received by De La Rue plc were loaned via intercompany account to a subsidiary company to enable a substantial repayment of the RCF, the increase to other reserves of £51.9m was treated as an unrealised profit. In the year ended 25 March 2023, the Company recorded an impairment of the intercompany loan. As a matter of generally accepted accounting practice, a profit previously regarded as unrealised becomes realised when there is a loss recognised on the write-down for depreciation, amortisation, diminution in value or impairment of the related asset. As a result, the £51.9m previously treated as unrealised within Other Reserves was treated as a realised amount which could be considered distributable and reclassified from "Other Reserves" to "Profit and Loss Account".

Given the subsequent reversal of the impairment recorded in relation to intercompany during the year ended 30 March 2024, the £51.9m is now considered to be unrealised.

Accounting policies – Company

Basis of preparation

The financial statements of De La Rue plc (the Company) have been prepared in accordance with the revised Financial Reporting Standard 102. The presentation and functional currency of these financial statements is GBP.

Under section s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

In accordance with FRS 102, the Company meets the definition of a qualifying entity and has therefore taken advantage of the exemptions from the following disclosure requirements listed below:

- Disclosures in respect of transactions with wholly owned subsidiaries
- Cash Flow Statement and related notes
- Key Management Personnel compensation

As the consolidated financial statements of the Company include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Share based payment – share based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured and explanation of modifications to arrangements;
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1; and
- The Company proposes to continue to adopt FRS 102 with the above disclosure exemptions in its next financial statements.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

Critical accounting estimates

Carrying amount of “Investment in Subsidiary” and “Amounts owed by Group undertakings”:

In assessing the recoverable amount of the Company’s “Investment in Subsidiary” and previously impaired “Amounts owed to Group undertakings”, management has identified a number of indicators of an impairment reversal. These included:

- a) improved trading in the Company’s subsidiaries;
- b) a strong and contractually committed order book that indicates further material growth in key financial metrics over the course of the next financial year;
- c) the successful sale of the Authentication division (by one of the Company’s subsidiaries) to Crane NXT on 1 May 2025, which in turn allowed for the full repayment of the Group’s revolving credit facility and a significant improvement in the Group’s overall liquidity position; and
- d) the fair value achieved through the sale of the Company and its subsidiaries to Atlas Holdings on 2 July 2025.

As such, management have assessed the recoverable amount of the investment in DLR (No. 2) Limited to determine if an impairment reversal was appropriate. Having performed this assessment, management concluded that the the FY25 value in use supported a reversal of the £85.6m impairment charge previously recognised in FY23. In FY23, the present value of the estimated cash flows for amounts owed by group undertakings was concluded to be nil due to the time period over which the expected cashflows were due to be recovered.

The FY25 value in use was based on projected net cash flows modelled over a three year period. A terminal growth rate of 2% was applied thereafter. The net present value of the projected cash flows was calculated using a post-tax WACC rate of 12.9%.

The Directors noted that an increase in the WACC rate by 100 bps (from 12.9% to 13.9%) would not have changed their conclusions regarding the impairment reversal, with the recoverable amount remaining over 30% above the adjusted carrying value. This headroom remained over 40% when the terminal growth rate was stress tested down to 1%.

With respect to amounts owed by group undertakings, management assessed the requirements of FRS 102 section 11 regarding impairment reversals. In FY24, £113.9m of impairments previously recognised in FY23 were reversed. The events listed above provide evidence to support a further £8.5m impairment reversal in FY25.

Accounting policies – Company continued

Measurement convention

The financial statements are prepared on the historical cost basis.

Foreign currencies

Amounts receivable from overseas subsidiaries which are denominated in foreign currencies are translated into sterling at the appropriate period end rates of exchange. Exchange gains and losses on translating foreign currency amounts are included within the interest section of the profit and loss account except for exchange gains and losses associated with hedging loans that are taken to reserves.

Transactions in foreign currencies are translated into the functional currency at the rates of exchange prevailing at the dates of the individual transactions. Monetary assets and liabilities denominated in foreign currencies are subsequently retranslated at the rate of exchange ruling at the balance sheet date. Such exchange differences are taken to the profit and loss account.

Dividends

Under FRS 102, final ordinary dividends payable to the shareholders of the Company are recognised in the period that they are approved by the shareholders. Interim ordinary dividends are recognised in the period that they are paid.

Investments in subsidiaries

These are separate financial statements of the Company. In the transition to FRS 102 the Company took the first-time adoption exemption for separate financial instruments and as such the carrying amount of the Company's cost of investment in subsidiaries is its deemed cost at transition date, 30 March 2014, and subsequently measured at cost less impairment.

Employee benefits**Defined benefit plans**

The pension rights of the Company's employees are dealt with through a self-administered scheme, the assets of which are held independently of the Group's finances. The scheme is a defined benefit scheme and is largely closed to future accrual. The Group agrees deficit funding with the scheme Trustees and Pension Regulator. The Company is a participating employer but the Group has adopted a policy whereby the scheme funding and deficit are recorded in the main UK trading subsidiary of the Company, De La Rue International Limited, which pays all contributions to the scheme and hence these are not shown in the Company accounts. Full details of the scheme can be found in note 25 to the consolidated financial statements.

Share-based payment transactions

Full details of the share-based payments schemes operated by the Group are found in note 22 to the consolidated financial statements.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

Financial guarantee contracts

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, 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.

Notes to the accounts – Company

1a Employee costs and numbers

Employee costs are borne by De La Rue Holdings Limited. For details of Directors' remuneration, refer to disclosures in the Directors' remuneration report on pages 69 to 79 relating to Executive Directors.

	2025 number	2024 number
Average employee numbers	3	4

2a Auditor's remuneration

Auditor's remuneration is borne by De La Rue Holdings Limited. For details of auditor's remuneration, see note 4 to the consolidated financial statements.

3a Investment in subsidiary

The investment in subsidiary is stated at deemed cost in the balance sheet, less provision for impairment.

	2025 £m	2024 £m
Investment comprises:		
Investment in subsidiary	160.2	72.9
Cost at 30 March 2024 and 25 March 2023	72.9	71.8
Additions	1.7	1.1
Reversal of impairment	85.6	–
Cost at 29 March 2025 and 30 March 2024	160.2	72.9

Where the Company grants share options over its own shares to the employees of its subsidiary undertakings these awards are accounted for by the Company, as an additional investment in its subsidiary. The costs are determined in accordance with FRS 102. Any payments made by the subsidiary undertaking in respect of these arrangements are treated as a return of this investment.

For further details on the impairment, see the 'Critical accounting estimates and judgements' section on page 157 of Accounting Policies.

For details of investments in Group companies, refer to the list of subsidiary and associated undertakings in note 30 to the consolidated financial statements.

4a Debtors

The amounts owed by Group undertakings are repayable on demand but are not expected to be realised within 12 months. Refer to page 157 for the details of the impairment reversal.

	2025 £m	2024 £m
Amounts falling due within one year		
Amounts owed by Group undertakings	130.5	113.9
	130.5	113.9

5a Creditors

	2025 £m	2024 £m
Amounts falling due within one year		
Amounts due to Group undertakings	1.5	1.3
Accruals and deferred income	0.1	0.1
	1.6	1.4

6a Share capital

For details of share capital, see note 21 to the consolidated financial statements.

7a Share based payments

The Company operates various equity option schemes although the majority of plans are settled by the issue of shares. The services received from employees are measured by reference to the fair value of the share options. The fair value is calculated at grant date and recognised in the profit and loss account, together with a corresponding increase in shareholders' funds, on a straight-line basis over the vesting period, based on an estimate of the number of shares that will eventually vest. Vesting conditions, other than market conditions, are not taken into account when estimating the fair value. FRS 102 has been applied to share settled share options granted after 7 November 2002.

Where the Company grants options over its own shares to the employees of its subsidiary undertakings these awards are accounted for by the Company, as an additional investment in its subsidiary. The costs are determined in accordance with FRS 102. Any payments made by the subsidiary undertaking in respect of these arrangements are treated as a return of this investment.

For details of share-based payments, see note 22 to the consolidated financial statements and the Directors' remuneration report on pages 69 to 79.

8a Related party transactions

The Company has no transactions with or amounts due to or from subsidiary undertakings that are not 100% owned either directly by the Company or by its subsidiaries. For details of key management compensation, see note 29 to the consolidated financial statements.

Non-IFRS measures

De La Rue plc publishes certain additional information in a non-statutory format in order to provide readers with an increased insight into the underlying performance of the business. These non-statutory measures are prepared on a basis excluding the impact of exceptional items and amortisation of intangibles acquired through business combinations, as they are not considered to be representative of underlying business performance. The measures the Group uses along with appropriate reconciliations to the equivalent IFRS measures where applicable are shown in the following tables.

The Group's policy on classification of exceptional items is also set out below:

The Directors consider items of income and expenditure which are material by size and/or by nature and not representative of normal business activities should be disclosed separately in the financial statements so as to help provide an indication of the Group's underlying business performance. The Directors label these items collectively as 'exceptional items'. Determining which transactions are to be considered exceptional in nature is often a subjective matter. However, circumstances that the Directors believe would give rise to exceptional items for separate disclosure would include: gains or losses on the disposal of businesses, curtailments on defined benefit pension arrangements or changes to the pension scheme liability which are considered to be of a permanent nature such as the change in indexation or the GMPs, and non-recurring fees relating to the management of historical scheme issues, restructuring of businesses, asset impairments and costs associated with the acquisition and integration of business combinations. All exceptional items are included in the appropriate income statement category to which they relate.

A Adjusted operating profit

Adjusted operating profit represents earnings from continuing operations adjusted to exclude exceptional items and amortisation of acquired intangible assets.

	2025 £m	2024 £m
Operating profit on an IFRS basis	3.8	5.8
Amortisation of acquired intangible assets	0.7	1.0
Exceptional items	18.3	14.2
Adjusted operating profit from operations	22.8	21.0

B Adjusted basic earnings per share

Adjusted earnings per share are the earnings attributable to equity shareholders, excluding exceptional items and amortisation of acquired intangible assets and discontinued operations divided by the weighted average basic number of ordinary shares in issue. It has been calculated by dividing De La Rue plc's adjusted operating profit from operations for the period by the weighted average basic number of ordinary shares in issue excluding shares held in the employee share trust.

	2025 £m	2024 £m
Loss attributable to equity shareholders of the Company from operations on an IFRS basis	(18.8)	(20.0)
Amortisation of acquired intangible assets	0.7	1.0
Exceptional items	18.3	14.2
Tax on amortisation of acquired intangible assets	–	(0.3)
Tax on exceptional items	(0.2)	(5.2)
Adjusted loss attributable to equity shareholders of the Company from operations	0.0	(10.3)
Weighted average number of ordinary shares for basic earnings	196.2	195.7

	2025 pence per share	2024 pence per share
Operations		
Basic earnings per ordinary share on an IFRS basis	(9.6)	(10.2)
Basic adjusted earnings per ordinary share	0.1	(5.3)
Diluted adjusted earnings per ordinary share ¹	0.1	(5.3)

Note:
¹ As there is a loss from total operations attributable to the ordinary equity shareholders of the Company for FY24, the Diluted EPS is reported as equal to Basic EPS, as no account can be taken of the effect of dilutive securities under IAS 33.

C Net Debt

Net Debt is a non-IFRS measure. See note 23 for details of how net debt is calculated.

Non-IFRS measures continued

D Adjusted EBITDA and Adjusted EBITDA margin

Adjusted EBITDA represents earnings from operations before the deduction of interest, tax, depreciation, amortisation and exceptional items.

The EBITDA margin percentage takes the applicable EBITDA figure and divides this by the total revenue in the period of £313.7m (FY24: £310.3m). The covenant test (note 19) uses earlier accounting standards and excludes adjustments for IFRS 16 and takes into account lease payments made.

	2025 £m	2024 £m
Loss for the year	(14.9)	(19.1)
Add back:		
Taxation	2.3	3.7
Net finance expenses	16.4	21.2
Profit before interest and taxation from operations	3.8	5.8
Add back:		
Depreciation of property, plant and equipment	10.0	10.9
Depreciation of right-of-use assets	2.4	2.5
Amortisation of intangible assets	5.7	5.9
EBITDA	21.9	25.1
Exceptional items	18.3	14.2
Adjusted EBITDA	40.2	39.3
Revenue £m	313.7	310.3
EBITDA margin	7.0%	8.1%
Adjusted EBITDA margin	12.8%	12.7%

The adjusted EBITDA split by division was as follows:

	Currency £m	Authentication £m	Central £m	Total of operations £m
FY25				
Operating (loss)/profit on IFRS basis	11.7	10.0	(17.9)	3.8
Add back:				
Net exceptional items	–	0.4	17.9	18.3
Depreciation of property, plant and equipment and right-of-use assets	9.3	2.1	1.0	12.4
Amortisation of intangible assets	1.1	4.6	–	5.7
Adjusted EBITDA	22.1	17.1	1.0	40.2
FY24				
Operating (loss)/profit on IFRS basis	(1.0)	12.9	(6.1)	5.8
Add back:				
Net exceptional items	7.4	0.7	6.1	14.2
Depreciation of property, plant and equipment and right-of-use assets	9.8	2.7	0.9	13.4
Amortisation of intangible assets	1.2	4.6	0.1	5.9
Adjusted EBITDA	17.4	20.9	1.0	39.3

Non-IFRS measures continued

E Adjusted controllable operating profit by division

Adjusted controllable operating profit represents earnings from operations of the divisions adjusted to exclude exceptional items and amortisation of acquired intangible assets and costs relating to the enabling functions such as Finance, IT and Legal that are deemed to be attributable to the divisional structure model. Key reporting metrics for monitoring the divisional performance is linked to gross profit and controllable profit (being adjusted operating profit before the allocation of enabling function overheads).

FY25	Currency £m	Authentication £m	Central £m	Total of operations £m
Operating (loss)/profit on IFRS basis	11.7	10.0	(17.9)	3.8
Amortisation of acquired intangibles	–	0.7	–	0.7
Net exceptional items	–	0.4	17.9	18.3
Adjusted operating profit/(loss) (note 1)	11.7	11.1	–	22.8
Enabling function overheads	23.9	9.6	(33.5)	–
Adjusted controllable operating profit/(loss)	35.6	20.7	(33.5)	22.8

FY24	Currency £m	Authentication £m	Central £m	Total of operations £m
Operating (loss)/profit on IFRS basis	(10)	12.9	(6.1)	5.8
Amortisation of acquired intangibles	–	1.0	–	1.0
Net exceptional items	7.4	0.7	6.1	14.2
Adjusted operating profit/(loss) (note 1)	6.4	14.6	–	21.0
Enabling function overheads	23.1	10.8	(33.9)	–
Adjusted controllable operating profit/(loss)	29.5	25.4	(33.9)	21.0

F Covenant ratios

The following covenant ratios are applicable to the Group's banking facilities as at 29 March 2025.

1. Covenant net debt to EBITDA ratio

For covenant purposes the Net debt/EBITDA ratio is required to be less than or equal to 3.6 times from Q1 FY25 through to the end of the current agreement to 1 July 2025.

The definitions of "covenant net debt" and "covenant EBITDA" are different to those provided in note C and D above. These are defined below:

	2025 £m
Gross Borrowings	(150.7)
Cash and cash equivalents	38.3
Net debt (note 23)	(112.4)
Trapped and other cash adjustments per banking facilities agreement	(12.9)
Covenant net debt	(125.3)
Adjusted EBITDA	40.2
Adjustments per banking facilities agreement:	
IFRS 16 leases adjustment	(3.1)
Bank guarantee fees	1.2
Covenant EBITDA	38.3
Covenant net debt to EBITDA ratio	3.27

Non-IFRS measures continued

F Covenant Ratios continued

2. Covenant EBIT/net interest payable ratio

For covenant purposes the EBIT/net interest payable ratio is required to be more than or equal to 1.0 times.

The definition of "covenant EBIT" and "covenant net interest payable" are provided below:

	2025 £m
Adjusted operating profit	22.8
Adjustments per banking facilities agreement:	
IFRS 16 leases adjustment	(0.6)
Bank guarantee fees	1.2
Covenant EBIT	23.4

	2025 £m
Interest on bank loans (note 6)	12.0
Other, including amortisation of finance arrangement fees (note 6, note 9)	5.1
Adjustments per banking facilities agreement:	
Interest income	(0.3)
Exclude capitalization of borrowing costs	0.7
Exclude arrangement fees	(3.5)
Include bank guarantee fees	1.2
Covenant net interest payable	15.2

	2025 £m
Covenant EBIT/net interest payable ratio	1.54

Covenant test results as at 29 March 2025:

Test	Requirement	Actual at 29 March 2025
EBIT to net interest payable	More than or equal to 1.0 times	1.54
Net debt to EBITDA	Less than or equal to 3.6 times	3.27
Minimum liquidity testing	Testing at each weekend point on a 4-week historical basis and 13-week forward looking basis. The minimum liquidity is defined as "available cash and undrawn RCF greater than or equal to £10m".	No Breaches

G Free cash flow

Free cash flow is a Key Performance Indicator for the Group and shows how much cash is being generated for shareholders and is a metric used in assessment of the Group's Performance Share Plan. Free cash flow is defined below:

	2025 £m	2024 £m
Cash generated from operating activities	7.3	28.5
Add back: Pension recovery plan payments	7.8	–
Deduct: Purchases of property, plant and equipment (net of grants received)	(6.3)	(4.1)
Deduct: Purchases of software intangibles and development assets capitalised	(4.6)	(4.6)
Add back: Receipt from repayment of other financial assets	2.1	0.3
Deduct: Lease liability payments	(4.1)	(2.5)
Deduct: Interest paid	(14.6)	(14.1)
Deduct: Dividends paid to non-controlling interests	–	(3.2)
Free cash flow	(12.4)	0.3

Five-year record

Income Statement

	2021 £m	2022 £m	2023 £m	2024 £m	2025 £m
Revenue	397.4	375.1	349.7	310.3	313.7
Other operating income	–	–	–	0.7	–
Adjusted operating profit	38.1	36.4	27.8	21.0	22.8
– Amortisation of acquired intangible assets	(1.0)	(1.0)	(1.0)	(1.0)	(0.7)
– Net exceptional items	(22.6)	(5.7)	(47.1)	(14.2)	(18.3)
Operating profit/(loss)	14.5	29.7	(20.3)	5.8	3.8
Interest income	0.8	0.9	1.2	0.5	0.3
Interest expense	(7.1)	(6.2)	(11.6)	(19.2)	(14.3)
Retirement benefit obligation net finance expense/income	1.7	(0.2)	1.1	(2.5)	(2.3)
Profit/(loss) before taxation	9.9	24.2	(29.6)	(15.4)	(12.5)
Taxation	(1.4)	(1.3)	(27.6)	(3.7)	(4.1)
Profit/(loss) after taxation	8.5	22.9	(57.2)	(19.1)	(16.6)
(Loss)/profit from discontinued operations	(0.4)	0.8	–	–	–
Profit/(loss) for the year	8.1	23.7	(57.2)	(19.1)	(16.6)
Equity non-controlling interests	(2.2)	(2.2)	1.3	(0.9)	(2.2)
Profit/(loss) for the year attributable to equity shareholders	5.9	21.5	(55.9)	(20.0)	(18.8)
Dividends	–	–	–	–	–
Dividends per ordinary share	n/a	n/a	n/a	n/a	n/a
Earnings per share ("EPS")					
Basic EPS – continuing operations	3.7	10.6	(28.6)	(10.2)	(14.3)
Basic EPS – discontinued operations	(0.3)	0.4	–	–	4.7
Diluted EPS – continuing operations	3.7	10.5	(28.6)	(10.2)	(14.3)
Diluted EPS – discontinued operations	(0.3)	0.4	–	–	4.7
Adjusted basic EPS – continuing operations	14.7	13.0	(1.5)	(5.3)	0.1

Balance sheet

	2021 £m	2022 £m	2023 restated £m	2024 £m	2025 £m
Non-current assets	175.5	203.4	154.4	132.9	140.8
Net current (liabilities)/assets¹	21.3	43.5	15.3	21.3	29.9
Net debt	(52.3)	(71.4)	(82.4)	(89.4)	(112.4)
Non-current liabilities¹	(33.1)	(13.7)	(64.7)	(62.2)	(71.1)
Equity non-controlling interests	(16.4)	(18.0)	(15.9)	(13.3)	(13.4)
Total equity attributable to shareholders of the Company	95.0	143.8	6.7	(10.7)	(26.2)

Note:

¹ Excludes amounts included in net debt (note 23).

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