

PORVAIR PLC
ANNUAL REPORT & ACCOUNTS 2025

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COMPANIES HOUSE

SPECIALIST FILTRATION
LABORATORY
ENVIRONMENTAL TECHNOLOGY

Porvair is a specialist filtration, laboratory and environmental technology group.

From clean water analysis to lightweight sustainable metals, from reducing marine pollution to filtration in aerospace, energy and industrial processes, Porvair's capabilities help to address our customers' key challenges.

Many of the products developed by Porvair are used to the benefit of the environment and wider society. Increasing demand for our expertise and solutions is driven by established global growth trends, deep customer relationships, technical excellence and the move towards a sustainable future.

We are strongly positioned in end markets with long-term growth potential.

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Strategic purpose and ESG commitment

Porvair's strategic purpose is the development of specialist filtration, laboratory and environmental technology businesses for the benefit of all stakeholders. Principal measures of success, on which management incentives are based, are consistent earnings growth, and improvement in selected ESG metrics.

Sustainability is embedded in how we operate as a company and sustainability-related content is included throughout this report.

www.porvair.com

Find out more about Porvair and its latest financial information, results, presentations, reports and shareholder services or view and download a pdf version of the 2025 Annual Report & Accounts.

Summary Group performance in 2025

Financial summary

Revenue (£m)	Profit before tax (£m)	Adjusted basic earnings per share* (pence)
£194.0m	£23.3m	42.3p
Operating profit (£m)	Adjusted profit before tax* (£m)	Closing cash (£m)
£24.5m	£25.1m	£22.9m
Adjusted operating profit* (£m)	Basic earnings per share (pence)	Total dividend (pence per share)
£26.2m	39.3p	6.7p

*See notes 2, 3 and 8 for definitions and reconciliations.

Group highlights and ESG performance

- Record revenue, profit and margin.
- Strength in environmental and aerospace markets.
- Ended the year in strong financial position.
- Continued investment in automation, productivity and capacity.
- Executive Committee formed, responsible for the management of the Group.
- Carbon intensity reduced by a further 2% from 2024.
- Continued focus on Employee Engagement and talent development activities.
- Reduced our water usage by 19% from 2024.
- Acquisition of Drache Umwelttechnik GmbH on 12 January 2026.

CAGR* track record

Porvair's performance has remained relatively consistent over many years and the Group's track record for growth, cash generation and investment is:

	5 years	10 years	15 years
Revenue – base year	£135.0m	£95.8m	£63.6m
Revenue CAGR*	8%	7%	8%
Earnings per share CAGR*	16%	10%	14%
Adjusted earnings per share CAGR*	14%	11%	15%
*Compound annual growth rate.			
	5 years £m	10 years £m	15 years £m
Cash generated from operations	120.4	191.4	248.4
Investment in acquisitions and capital expenditure	54.8	105.3	127.0

This longer-term growth record gives the Board confidence in the Group's capabilities and is the basis for capital allocation and planning decisions.

Group overview

Our core capabilities are delivered through our three divisions.

AEROSPACE & INDUSTRIAL DIVISION The Aerospace & Industrial division designs and manufactures a broad range of specialist filtration equipment for aerospace, energy, and industrial applications. End markets • Industrial and laboratory process • Aerospace • Microelectronics • Filtration media • Power generation 43% % of Group revenue 2025 £83.7m 2025 revenue Main operating companies	LABORATORY DIVISION The Laboratory division designs and manufactures instruments and consumables for use in environmental and bioscience laboratories, with a particular focus on water analysis instruments, diagnostics and sample preparation equipment. End markets • Environmental laboratories • Bioscience laboratories • Sample preparation • Instruments and consumables 35% % of Group revenue 2025 £66.9m 2025 revenue Main operating companies	METAL MELT QUALITY DIVISION The Metal Melt Quality division designs and manufactures porous ceramic filters for the filtration of molten metals. It is a world leader in the filtration of cast house aluminium and superalloys. End markets • Global aluminium • Foundry • Superalloys • Aerospace • Auto, rail, agricultural machinery 22% % of Group revenue 2025 £43.4m 2025 revenue Main operating companies
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*Acquired on 12 January 2026.

Our geographic presence follows the markets we serve.

We have operating plants in the UK, US, Germany, Hungary, the Netherlands, Belgium, India and China. Our global manufacturing footprint allows us to be flexible and resilient, and deliver innovative solutions to customers in all geographies.

Group locations by division

AEROSPACE & INDUSTRIAL

It has operations in the UK, US, the Netherlands, Belgium and India, and its sales are global.

LABORATORY

It has operations in the UK, US, Germany, Hungary, the Netherlands and China, and its sales are global.

METAL MELT QUALITY

It has operations in the US, Germany and China, and its sales are global.

Revenue by customer location

44% Americas
27% Continental Europe
16% Asia
11% UK
2% Africa

Revenue by manufacturing location

45% US
26% UK
25% Continental Europe
4% Asia

US 7 sites	○○○	EUROPE 8 sites	○○○
UK 4 sites	○○	CHINA 2 sites	○○
INDIA 1 site	○		

We have leading positions in attractive and growing niche markets that have robust demand drivers; product regulation or accreditation requirements; and need specialist design and engineering skills.

AEROSPACE | MARKET

The Group is a leading specialist in the design and manufacture of filtration components and assemblies for the aerospace industry. Our components are designed specifically for, and specified on, most of the world's commercial airframes.

Expertise:

- Fuel tank inerting.
- Coolant systems for aircraft control systems.
- Fuel line and hydraulic filters.

LABORATORY | MARKET

The Group designs and manufactures a range of equipment for use in laboratories. Seal Analytical is a global leader in the manufacture of laboratory based instruments and robotics for clean water analysis. Porvair life sciences businesses produce a broad range of microplates, filters, tubing, pipette tips, and associated consumables used in diagnostics, sample preparation and chromatography applications.

Expertise:

- Sample preparation, filtration, and separation.
- The filtration of genetic material.
- Chromatography consumables.
- Clean water analysis.
- Laboratory robotics.
- Vyon and porous plastics.

INDUSTRIAL | MARKET

The Group provides filtration solutions for energy and industrial process applications. Our filters are to be found in many of the harshest industrial environments.

Expertise:

- Hot gas and gasification filtration.
- Pulse jet filtration systems.
- Nuclear containment filtration.
- FCC slurry oil filtration.
- Microelectronics manufacturing filtration.

METAL MELT QUALITY | MARKET

The Group's Metal Melt Quality division specialises in the design and manufacture of ceramic filters for molten metal. The Group provides patent protected filters for: the aluminium cast house industry; the filtration of gray and ductile iron; and the filtration of superalloys used in the manufacture of turbine blades.

Expertise:

- Cast house aluminium filtration including high grade alloys.
- Gray and ductile iron filters in the US.
- Filters for casting aerospace and industrial gas turbine blades.

Our products and solutions help curtail emissions, identify pollutants, reduce waste, analyse impurities and improve process efficiency and product quality.

Strategy, resilience and growth

We have a clear strategy and a proven and resilient business model with a long track record of growth, cash generation and investment.

Strategic statement and business model

Porvair's strategic purpose is the development of specialist filtration, laboratory and environmental technology businesses for the benefit of all stakeholders. Principal measures of success include consistent earnings growth and selected ESG measures as set out in the Group's ESG report on pages 28 to 47.

Porvair businesses have certain key characteristics in common:

- specialist design, engineering or commercial skills are required;
- product use and replacement is mandated by regulation, quality accreditation or a maintenance cycle; and
- products are typically designed into a system that will have a long life-cycle and must perform to a given specification.

Orders are won by offering the best technical solutions or commercial service at an acceptable cost. Technical expertise is necessary in all markets served. New products are often adaptations of existing designs with attributes validated in our own test and measurement laboratories. Experience in specific markets and applications is valuable in building customer confidence. Domain knowledge is important, as is deciding where to direct resources.

ESG is at the heart of who we are and what we do

Porvair contributes to a sustainable future through the products we make; the way we operate; and how we engage with our employees.

Meeting evolving customer needs and exceeding their expectations with product innovations, quality, efficiency and service and the way we conduct our business, is a fundamental part of our operating model and our values.

A diverse and inclusive culture supports performance and growth.

STRONG
FUNDAMENTALS

A PROVEN STRATEGIC
DIRECTION

FOCUSED ON
OPERATIONAL DELIVERY

DELIVERING LONG-TERM
PERFORMANCE

The range of our activities, differentiated product portfolio and strong domain expertise combine to support Group performance and deliver consistent results and sustainable value over the long-term.

1 We focus on markets with long-term growth potential.

We focus on three operating divisions: Aerospace & Industrial; Laboratory; and Metal Melt Quality. All have clear long-term growth drivers.

We serve filtration, laboratory and environmental technology markets that have attractive characteristics:

- Regulated markets with long-term structural growth drivers.
- Long product life cycles.
- Products that require an element of bespoke design.
- Barriers to entry based on product differentiation, regulation or quality accreditation.
- High consumable demand.

Well positioned to benefit from global trends and opportunities

- Tightening environmental regulation.
- Growth in analytical science.
- The need for clean water.
- The development of carbon-efficient transportation.
- The replacement of plastic and steel by aluminium.
- The drive for manufacturing process quality and efficiency.

2 We look for applications where product use is mandated and replacement demand is regular.

Our products typically reduce emissions or protect complex downstream systems and, as a result, are replaced regularly. A high proportion of our annual revenue is from repeat orders.

Repeat orders

- Aviation filters are replaced as part of regular maintenance checks.
- Metal melt filters are replaced after each use.
- Sample preparation filters used in analytical sciences are replaced after each use.

Strong relationships

- We have close long-term relationships with customers, suppliers and other stakeholders, centred on trust and collaboration.

3 We make new product development a core business activity.

Through a focus on new product development, we aim to generate growth rates in excess of the market. Where possible, we build intellectual property around our product developments.

Robust intellectual property

- Most individual filtration products and technical laboratory consumables require process qualification.
- All aviation filters have design accreditation.

4 We establish geographic presence where end-markets require.

Our geographic presence follows the markets we serve

In the last twelve months:

- **44% of revenue was in the Americas.**
- **27% in Continental Europe.**
- **16% in Asia.**
- **11% in the UK.**
- **2% in Africa.**

The Group has plants in the US, UK, Belgium, Germany, Hungary, the Netherlands, India and China.

In the last twelve months:

- **45% of revenue was manufactured in the US.**
- **26% in the UK.**
- **25% in Continental Europe.**
- **4% in Asia.**

5 We invest in both organic and inorganic growth.

We aim to meet dividend and investment needs from free cash flow and modest borrowing facilities. In recent years we have expanded manufacturing capacity in the US, UK, Germany, Hungary and China, and made several acquisitions. All investments are subject to a hurdle rate analysis based on strategic and financial priorities.

Robust financial framework

- Over the last five years the Group has delivered £120.4m in cash from operations and invested £54.8m in capital expenditure and acquisitions.

● **Chief Executive's report** on pages: 8 to 15.
ESG report on pages: 28 to 47.



Chair's statement

We have delivered a strong financial performance, with record revenue, profit and margin in 2025. This performance is a testament to the strengths of the Group and the commitment of our people.

John Nicholas
Chair

Closing cash

£22.9m

Closing cash was £22.9m (2024: £13.7m) after investing £7.7m (2024: £5.1m) in capital expenditure.

Progressive dividend

6.7p

The dividend increased to 6.7 pence per share (2024: 6.3 pence).

Introduction

Porvair's strategic purpose is the development of specialist filtration, laboratory and environmental technology businesses for the benefit of all stakeholders. Principal measures of success include consistent earnings growth and selected ESG measures. During the year, the strategy has been reviewed, continuing to build on the many strengths of the Group, while further accelerating momentum to deliver long-term value. This covers the approach to market, capital allocation priorities, innovation, operational performance, and, underpinning all of what we do, continuing to invest in our people and talent development across the business. Porvair will host a capital markets event in the second half of the year to provide more detail.

Porvair delivered record revenue, profit and margin in 2025, despite mixed trading conditions across our end markets. Overall, the Group has delivered another year of progress despite economic uncertainty and end-market inconsistency. This performance demonstrates the resilience and quality of our business, together with agility in managing near-term macro-economic uncertainty.

Results

2025 was a year of record revenue and profit. Revenue in the year to 30 November 2025 was 1% higher at £194.0m (2024: £192.6m). Operating profit was 7% higher at £24.5m (2024: £22.8m) and adjusted operating profit was 7% higher at £26.2m (2024: £24.5m). Basic earnings per share were 39.3 pence (2024: 35.8 pence) and adjusted earnings per share were 42.3 pence (2024: 38.6 pence). At 30 November 2025 the Group had closing cash of £22.9m (2024: £13.7m) after investing £7.7m (2024: £5.1m) in capital expenditure.

Dividends

The Board is recommending a final dividend of 4.5 pence per share, at a value of £2.1m (2024: 4.2 pence per share, at a value of £1.9m). The full year dividend increases by 6% to 6.7 pence per share, a value of £3.1m (2024: 6.3 pence per share, a value of £2.9m).

Our people

Our people and culture are critical to the successful delivery of our strategy and our employees are pre-eminent stakeholders in the business. We are very grateful for the hard work, enthusiasm and dedication of all our employees.

Board composition and changes

Having completed 9 years as a Non-Executive Director at Porvair, Sally Martin retired from the Board on 4 November 2025. Sally has been a valued member of the Board and made a very constructive contribution to the direction, strategy and control of the business. We thank her and wish her well.

Following Sally's retirement, Sheena Mackay was appointed Senior Independent Non-Executive Director of the Board and the Non-Executive Director responsible for Employee Engagement, having previously taken over as Chair of the Remuneration Committee from 15 April 2025. We also welcomed Lisa Anson as Independent Non-Executive Director with effect from 1 October 2025.

Key Board decisions

The principal decisions taken by the Board in 2025 were those of a strategic nature that are significant to any of our key stakeholder groups. In 2025 these were: the decision to acquire Drache Umwelttechnik GmbH; the decision to pay the interim dividend and recommend the final dividend for 2025; and approval of the Porvair strategic plan for 2026 to 2030. These are described in full on page 50.

Current trading and outlook

Porvair delivered record revenue, profit and margin in 2025, despite mixed trading conditions across our end markets. As expected, aerospace demand increased in the second half of the year, while petrochemical sales slowed, and industrials remained mixed. The laboratory end markets showed steady progress throughout the year, with environmental demand continuing to improve. Overall, the Group delivered another year of progress despite economic uncertainty and end-market inconsistency. This performance demonstrates the resilience and quality of our business, together with agility in managing near-term macro-economic uncertainty.

The Group's long-term fundamental demand drivers have not changed and Porvair remains well positioned to take advantage of tightening environmental regulation; the growth of analytical science; the need for clean water; the development of carbon-efficient transportation; the replacement of plastic and steel by aluminium; and the drive for manufacturing process quality and efficiency. It is these trends, and Porvair's business model, that have driven the Group's consistent longer-term track record.

In the near-term there is much to look forward to in 2026, including welcoming the team at Drache to the Group; continuing to drive operational performance; new product introductions in aerospace, Seal Analytical and Porvair Life Sciences; the installation of our new manufacturing line for aluminium filtration; and industrial demand recovery. The Board remains committed to a strategy of organic and inorganic growth and is optimistic about the future.

Governance

The Board sets high standards for its corporate governance. Porvair has a clear purpose; integral to delivering it is being a socially responsible company that demonstrates strong ethical behaviour within a framework of transparent and robust governance.

The Board complied with all aspects of the 2018 UK Corporate Governance Code throughout the year ended 30 November 2025. The Board notes the introduction of the Corporate Governance Code 2024 which will apply to the Group from 1 December 2025 and 1 December 2026 for Provision 29 – Material Controls Declaration.

Stakeholder engagement

Open, regular and transparent engagement with all our stakeholders is fundamental to the way we do business and ensures we operate in a balanced and responsible way. I would like to thank all our stakeholders for their continued support for the Group.

John Nicholas

Chair

6 February 2026

STAKEHOLDERS AND SUSTAINABILITY

Porvair is a company built on strong fundamentals, a successful strategy and business model and consistent long-term growth track record.

The Group is well positioned to play its part in the drive towards a sustainable future. We aim to develop our businesses for the benefit of all our stakeholders.

PEOPLE AND CULTURE

Our success depends on the skills and expertise of our people.

SHAREHOLDERS

We create value for shareholders through earnings generation and dividend payments.

CUSTOMERS

We strive to deliver the most innovative and sustainable products and solutions to our customers worldwide.

SUPPLIERS

We have longstanding and beneficial relationships with our partners and suppliers.

COMMUNITIES AND THE ENVIRONMENT

We understand our role in society and contribute to the communities in which we operate.

Chief Executive's report

This performance reflects the resilience and quality of our business and agility of our business model. Market trends and momentum in the business supports our confidence in a positive outlook and to deliver on our long-term growth potential.

Hooman Caman Javvi
Chief Executive

Revenue

£194.0m

Revenue up 1% to £194.0m (2024: £192.6m).

Investment in capital expenditure

£7.7m

£7.7m (2024: £5.1m) invested in capital expenditure.

Adjusted earnings per share*

42.3p

Adjusted earnings per share* up 10 % to 42.3 pence (2024: 38.6 pence).

2025 performance overview

2025 was a year of record revenue, profit and margin, achieved despite variable demand patterns across our end markets. The Group reported 1% revenue growth (2% constant currency). Adjusted operating profit was 7% ahead of the prior year with an operating margin of 13.5%, an 80bps improvement from 2024, with margin progress across all three divisions. Cash generation was strong, with closing cash of approximately £23m at 30 November 2025, after investing £7.7m in capital expenditure.

Trading was mixed across our end markets. As expected, we experienced stronger aerospace demand in the second half of the year, following a slower first six months. Industrial demand was mixed, with nuclear sales growing, while petrochemical sales, which can be lumpy, had a stronger first half than second. The end market for aluminium and superalloys continued to show progress, while the auto, truck and agriculture end markets, which represent a smaller part of the Group, was lower. The laboratory end markets showed steady growth, with the environmental market improving.

Porvair serves a range of markets in different parts of the world and trading can be affected by both local and global events, such as the changing tariff landscape during 2025. The Group's manufacturing footprint mainly serves local customers. Despite variation in the end markets in a particular year, Porvair benefits from underlying growth trends that have not changed. Our decentralised management structure is helpful in volatile trading conditions, enabling key commercial decisions to be made closer to customers and suppliers. The benefit of the Group's diverse operating spread is shown in the consistent long-term track record, despite inconsistent demand across end markets.

Since joining the Group, I have visited all our locations and spent time with our highly talented global teams over the year. We have implemented various changes to the way the team works together. In order to enhance our execution and increase momentum, we have formed an Executive Committee responsible for the management of the Group, consisting of the Executive Directors and key members of the senior leadership team. We also added a central resource during the year to support M&A activities and proactively manage the pipeline.

* See notes 2, 3 and 8 for definitions and reconciliations.

Divisional performance on pages: 10 to 15.
ESG report on pages: 28 to 47.

During the year, we reviewed the strategy and business model, continuing to build on the many strengths of the Group, while further accelerating momentum to deliver long-term value. This covers the approach to market, capital allocation priorities, innovation, operational performance, and, underpinning all of what we do, continuing to invest in our people and talent development across the business. I am confident that Porvair is well-placed to deliver sustainable growth for stakeholders.

Financial results

	2025 £m	2024 £m	Growth %
Revenue	194.0	192.6	1
Adjusted operating profit*	26.2	24.5	7
Adjusted operating margin %*	13.5%	12.7%	80bps
Adjusted profit before tax	25.1	22.7	11
Adjusted basic earnings per share (pence)*	42.3p	38.6p	10
Cash generated from operations	29.2	25.7	14
Closing cash	22.9	13.7	67
Statutory performance:			
Operating profit	24.5	22.8	7
Profit before tax	23.3	20.9	11
Basic earnings per share (pence)	39.3p	35.8p	10

*See notes 2, 3 and 8 for definitions and reconciliations.

Revenue is up 1% to £194.0m (2024: £192.6m), 2% higher on a constant currency basis. Adjusted operating margin is up 80bps to 13.5% (2024: 12.7%), with margin progress across all three divisions.

Strategic update and near-term priorities

Porvair's strategic purpose is the development of specialist filtration, laboratory and environmental technology businesses for the benefit of all stakeholders. Principal measures of success, on which management incentives are based, are consistent earnings growth, and improvement in selected ESG metrics.

Sustainability is embedded in how we operate as a company. Meeting evolving customer needs and exceeding their expectations with our technical expertise, product innovations and quality in a decentralised management structure continues to be a fundamental part of our operating model. Our strategy combines market-leading innovation and sustainability to drive growth and improve customers' performance. Underpinning all of what we do are our people and we continue to invest in our people and talent development across the business.

1. Markets and growth potential

We focus on markets with long-term growth potential through our three divisions: Aerospace & Industrial, Laboratory and Metal Melt Quality. The Group's low customer concentration and diverse end-market and geographical spread, along with the high proportion of recurring revenue and differentiated product portfolio contributes to a source of resilience and consistency.

2. Product portfolio and demand

Our products typically protect customers' critical and complex downstream systems and, as a result, are replaced regularly. This leads to a high proportion of our annual revenue deriving from repeat orders. Orders are won by offering the best technical solution, quality and service to our customers.

3. New product development, innovation and IP

Our decentralised structure makes the Group companies agile with commercial decisions being made in proximity with the customers. Customer-led new product development continues to be a core business activity and where possible we build intellectual property around our product developments.

4. Operational performance

While the Group's operating model empowers our businesses to make decisions close to the markets they serve, continuous improvement and leveraging the experience across the Group remains important. Our operating model drives profitable growth while we continue to strengthen accountability across the business. To enhance execution and increase momentum, we have during the year formed an Executive Committee responsible for the management of the Group.

5. Investment in organic and inorganic growth

Our capital allocation priorities continue to focus on investment in organic growth and margin-enhancing opportunities. We supplement this with inorganic growth by acquiring complementary businesses to underpin the Group's long-term growth potential. We have during the year added a central resource to support M&A activities and proactively manage the pipeline.

CAGR* track record

Porvair's performance has remained relatively consistent over many years and the Group's track record for growth, cash generation and investment is:

	5 years	10 years	15 years
Revenue – base year	£135.0m	£95.8m	£63.6m
Revenue CAGR*	8%	7%	8%
Earnings per share CAGR*	16%	10%	14%
Adjusted earnings per share CAGR*	14%	11%	15%
*Compound annual growth rate.			
	5 years £m	10 years £m	15 years £m
Cash generated from operations	120.4	191.4	248.4
Investment in acquisitions and capital expenditure	54.8	105.3	127.0

This longer-term growth record gives the Board confidence in the Group's capabilities and is the basis for capital allocation and planning decisions.



Chief Executive's report continued

AEROSPACE & INDUSTRIAL | DIVISIONAL PERFORMANCE

EFFICIENCY INNOVATION GROWTH

The AEROSPACE & INDUSTRIAL DIVISION designs and manufactures a wide range of specialist filtration products for critical process applications across diverse industries and markets.

Our specialist filtration expertise helps to address the challenges of climate change and energy transition, and plays a vital role in shaping a cleaner and greener future.

End markets

- Industrial and laboratory process
- Aerospace
- Microelectronics
- Filtration media
- Power generation

Stronger demand is supporting aerospace recovery and driving growth

Following a robust recovery, the aviation sector is set for sustainable growth, driven by societal and economic drivers and industry response to energy transition and climate-change. Key trends include growth in global passenger traffic, measured in Revenue Passenger Kilometres ("RPKs") and the transformation towards a more sustainable and efficient global aviation system.

Global passenger traffic reached approximately 5bn in 2025, with airlines facing the challenge of maintaining high levels of fleet availability, reliability and operational excellence as well as efficiency. Increasing global demand for new passenger and freighter aircraft, will not only cater to meeting demand growth but also drive the crucial replacement of older, less fuel-efficient fleets and achieving Net Zero carbon emissions by 2050.

Growth trends and demand drivers

Global passenger traffic growth
forecast (RPKs)

c.4% (until 2045)

Global passenger traffic
in 2025

c.5bn

Custom engineered solutions to improve performance and efficiency

Our expertise

Porvair Filtration Group develops high performance innovative materials and solutions for applications in filtration, separation and flow control. Our filters protect vital sub-systems in aircraft and are used for processes such as fuel management, power generation and environment control. Our products provide effective filtration within aircraft, vital to ensure that all systems are free from contaminants and to guarantee safety, long-life service, reliability and cost-effective operation in demanding conditions.

Safety

Reliability

Quality

Efficiency

Sustainability

Summary financial performance in 2025

	2025 £m	2024 £m	Growth %
Revenue	83.7	84.2	(1)
Adjusted operating profit*	11.9	11.8	1
Adjusted operating margin %*	14.2%	14.0%	20bps
Operating profit	11.1	10.8	3

*See notes 2 and 3 for definitions and reconciliations.

Adjusted operating profit* (£m)

£11.9m

(2024: £11.8m)

Revenue (£m)

£83.7m

(2024: £84.2m)

% of Group revenue 2025

43%

Divisional performance in 2025

The Aerospace & Industrial division designs and manufactures a wide range of specialist filtration products, demand for which is driven by customers seeking better engineered, cleaner, safer or more efficient operations. Differentiation is achieved through design engineering; the development of intellectual property; quality accreditations; and customer service. The division operates from sites in the UK, US, the Netherlands, Belgium and India, and its sales are global.

Revenue in the year declined by 1% (flat on constant currency). Aerospace revenue grew by 4% for the full year, despite being 8% lower in the first half. Petrochemical sales, which can be lumpy, were 6% lower compared with a strong comparator last year. The European petrochemical market is expected to remain subdued in 2026. EFC, which was acquired in December 2023, continues to perform well. Weakness in the general US industrial market

continued but nuclear demand improved in the second half of the year, finishing 8% up over the prior year. Gasification revenue, which is project related, was down on the prior year. Adjusted operating profit showed 1% growth over the prior year and was impacted by product mix.

Cleaner – Quieter – Smarter

The Airbus A321XLR is the newest, long-range member of the A320 family. Efficiency features include: Reduced NOx emissions, 30% lower fuel burn, capable of flying with up to 50% SAF, with Airbus targeting 100% SAF capability by 2030.

Porvair supplies a significant quantity of parts for the A321XLR (200 plus for each aircraft), these include filters, assemblies and other components for systems such as primary/secondary flight control, fuel tank inerting, fuel management, engine control and auxiliary power.

Chief Executive's report continued

LABORATORY | DIVISIONAL PERFORMANCE

EFFICIENCY INNOVATION GROWTH

The LABORATORY DIVISION designs and manufactures instruments and consumables for use in environmental and bioscience laboratories, with a particular focus on water analysis instruments, diagnostics and sample preparation equipment.

Our systems are specifically designed to meet the challenges of laboratories, delivering precision, efficiency and reliable results.

End markets

- Environmental laboratories
- Bioscience laboratories
- Sample preparation
- Instruments and consumables

Tightening regulation and the need for clean water drives increasing demand

Water is a vital resource and essential to life and every ecosystem, and is imperative to a sustainable future.

Drinking water analysis

By maintaining rigorous testing protocols and accurate measurements, drinking water laboratories ensure that the water consumed by the public is safe, clean, and free from pollutants that could pose health risks. With growing demands for clean water and heightening testing requirements, reliable automated analysers and sample preparation systems are playing an ever-growing role in helping laboratories achieve their testing needs.

Seawater analysis

Oceanographers, marine biologists, and seawater researchers around the world measure changes to ocean nutrient concentrations at the smallest levels available. These measurements are crucial for understanding ecosystem health, supporting marine life, and monitoring the impacts of pollution and climate change.

Wastewater analysis

Wastewater analysis is critical for protecting public health, maintaining water quality, and ensuring compliance with environmental regulations. By monitoring nutrient levels, organic pollutants, and hazardous substances, wastewater testing helps treatment plants optimise processes, minimise ecological impact, and meet discharge standards. Accurate analysis safeguards aquatic ecosystems and supports sustainable water management in urban, industrial, and agricultural settings.

Advancing environmental analysis through cutting-edge laboratory automation

Our expertise

Seal Analytical is a leading player in water quality accreditation products. We design, develop and manufacture a broad range of industry-leading analysers, robotic handling systems and sample preparation equipment used in environmental, agricultural and commercial laboratories worldwide. We provide advanced solutions for monitoring nutrients in wastewater, drinking water, seawater, rivers, lakes and estuaries, soils and plant materials. Our systems are specifically designed to meet the challenges of environmental testing laboratories, delivering precision, efficiency and reliable results that comply with local and international regulations. From safeguarding drinking water to protecting ecosystems, Seal's technologies empower laboratories to address regulatory requirements while making meaningful environmental impact.

Efficient soil and plant analysis

Soil and plant quality analysis is crucial for optimising agricultural crop yields and understanding the health of natural ecosystems. Seal offers reliable solutions that automate an otherwise slow and manual process to elevate productivity and flexibility.

Growth trends and demand drivers

- Drive to automate
- Innovative laboratory analysers and robotics
- Water quality accreditation

Environmental laboratories growth

5%+ CAGR

Population growth

c.10.4bn by 2100

Global freshwater demand is predicted to exceed supply by 40% by 2030.

40% (Source: UN)

Summary financial performance in 2025

	2025 £m	2024 £m	Growth %
Revenue	66.9	64.4	4
Adjusted operating profit*	10.9	9.5	15
Adjusted operating margin %*	16.3%	14.8%	150bps
Operating profit	10.0	8.7	15

*See notes 2 and 3 for definitions and reconciliations.

Adjusted operating profit* (£m)

£10.9m
(2024: £9.5m)

Revenue (£m)

£66.9m
(2024: £64.4m)

% of Group revenue 2025

35%

Divisional performance in 2025

The Laboratory division has two operating businesses: Porvair Life Sciences (including Porvair Sciences, Finneran, Kbiosystems and Ratiolab) and Seal Analytical. The division operates from sites in the UK, US, Germany, Hungary, the Netherlands and China, and its sales are global.

- Porvair Life Sciences manufactures laboratory filters, small instruments and associated consumables, for which demand is driven by sample preparation in analytical laboratories. Differentiation is achieved through proprietary manufacturing capabilities; control of filtration media; and customer service.
- Seal Analytical supplies instruments and consumables to environmental laboratories, for which demand is driven by water quality regulations. Differentiation is achieved through consistent new product development focused on improving detection limits and improving laboratory automation.

Revenue growth of 4% (5% on constant currency) was driven by steady progress across the end markets, with the environmental end market growing 9% over the prior year. Several new product developments in Seal Analytical, Porvair Sciences and Kbiosystems were launched during the year, with good early interest from the market, which should be promising for the coming year and beyond. The adjusted operating profit grew 15%, with a 150bps improvement in operating margin, driven by improved operational focus and continued investment in automation and capacity across the businesses.

Chief Executive's report continued

METAL MELT QUALITY | DIVISIONAL PERFORMANCE

EFFICIENCY INNOVATION GROWTH

The METAL MELT QUALITY DIVISION manufactures filters for molten aluminium, ductile iron and nickel-cobalt alloys to meet unique filtration challenges.

Our specialist filtration helps improve safety, maximise environmental performance, reduce greenhouse gas emissions and contributes to a circular economy.

End markets

- Global aluminium
- Foundry
- Superalloys
- Aerospace
- Auto, rail, agricultural machinery

Global demand for aluminium is driven by its lightweight and recyclability

The market for aluminium replacing plastic and steel is driven by its lightweight properties, superior recyclability, and growing demand for sustainable materials. Aluminium is a circular material, capable of being recycled over-and-over again without losing its original properties (lightness, conductivity, formability, durability, permeability and multiple recyclability). Its properties make it a vital resource for a climate neutral and circular economy, and the material of the future for applications in key sectors such as automotive, aerospace, construction and beverage packaging which are increasingly adopting aluminium to reduce weight and emissions, improve energy efficiency and meet environmental goals.

Strongly positioned to meet growing demand

Our expertise

Selee continues to lean into its history of innovation in its pursuit of new filtration products for the aluminium cast house industry. It is currently completing a significant investment in its flagship Hendersonville USA facility securing needed capacity for the next 20+ years. With production bases in North America, Asia, and Europe following the acquisition of Drache, the Metal Melt Quality division remains close to customers in these growing regions.

Growth trends and demand drivers

Industry growth

c80m T/yr to 120m T/yr

Global aluminium demand is expected to grow to c.120 million tonnes per year by 2030, requiring a substantial increase in production.

Global demand growth

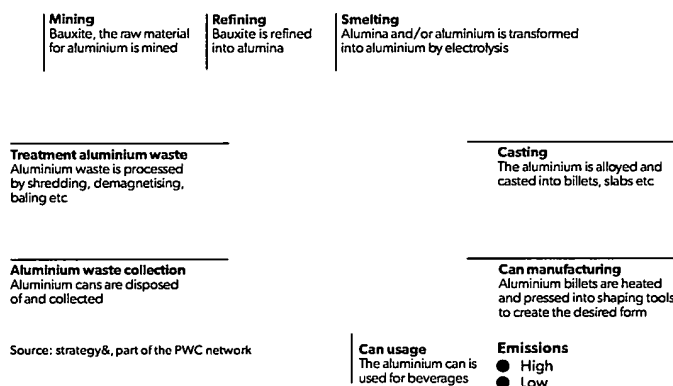
80%

Global demand expected to grow by 80% by 2050, with increased demand from China, North America and Europe.

Key drivers for aluminium substitution

- **Weight reduction:** Aluminium is lighter than steel, which is crucial for fuel efficiency and performance in applications in automotive and aerospace industries where reducing weight is crucial for fuel efficiency and performance.
- **Sustainability and recyclability:** Aluminium can be recycled infinitely without losing its properties, unlike many plastics that degrade with each recycling cycle. This closed-loop recycling is highly valuable in the construction and packaging industries for creating more sustainable buildings and products.
- **Durability and corrosion resistance:** In some applications, aluminium alloys offer sufficient strength to replace steel while providing better resistance to corrosion.

Life-cycle of aluminium can



Efficiency

75%

On average 75% of end-of-life aluminium is recaptured globally through efficient downstream waste collection.

Recycling aluminium

95%

Recycling aluminium saves more than 95% of the energy needed to make new aluminium.

Can stock (2022-2032)

3.5% CAGR

Can stock production will grow as aluminium replaces plastic packaging.

Summary financial performance in 2025

	2025 £m	2024 £m	Growth %
Revenue	43.4	44.1	(1)
Adjusted operating profit*	6.6	5.9	12
Adjusted operating margin %*	15.2%	13.4%	180bps
Operating profit	6.6	5.9	12

*See notes 2 and 3 for definitions and reconciliations.

Adjusted operating profit* (£m)

£6.6m

(2024: £5.9m)

Revenue (£m)

£43.4m

(2024: £44.1m)

% of Group revenue 2025

22%

Divisional performance in 2025

The Metal Melt Quality division manufactures filters for molten aluminium, ductile iron and nickel-cobalt alloys. It has a well-differentiated product range based on patented products and extensive experience in melt quality assessment. Following the acquisition of Drache in January 2026, the division operates from sites in the US, Germany and China, and its sales are global.

Revenue declined 1% (1% up on constant currency), while adjusted operating profit increased by 12%. Demand within the auto, truck and agriculture end markets, which represent a smaller part of the Group, was lower, although sales picked up in the second half of the year. This reduction was partially offset by increased aluminium cast house demand and strong demand for superalloys. The operations in China continued to improve in a year affected by increased geopolitical uncertainty and the current tariff environment, and delivered modest profit growth on the prior year.

The £5.5m investment in the Group's aluminium cast house production capabilities in Hendersonville is progressing to plan and

remains on track to complete in the first half of 2026. These assets require replacement on a 20-25 year cycle and will increase capacity, lower unit costs and reduce carbon emissions.

On 12 January 2026, the Group announced the acquisition of Drache. Founded in 1984, Drache is a molten metal filtration business in Diez, Germany. This acquisition is a strong strategic fit with our Metal Melt Quality division, bringing complementary products and engineering experience, while expanding the divisions global reach with a new European base alongside its American and Asian operations. Drache's unaudited 2025 revenue is expected to be approximately €20m.

These investments will position the Group well to benefit from growing global demand for aluminium filtration. This global growth trend is underpinned by the infinite recyclability of aluminium; its strength-to-weight benefits for use in transportation; the replacement of plastic and steel with aluminium; and the energy efficiency of cast house recycling compared to primary production.

Finance Director's review

Our strong financial performance extends our track record of delivering long-term compound growth and strong returns. Our balance sheet remains strong, providing flexibility to support our continued growth strategy.

James Mills
Finance Director

Adjusted operating profit*

£26.2m

Adjusted operating profit* up 7% to £26.2m (2024: £24.5m).

* See notes 2 and 3 for definitions and reconciliations.

Cash generated from operations

£29.2m

Cash generated from operations in 2025 was £29.2m (2024: £25.7m).

Group results

	2025 £m	2024 £m	Growth %
Revenue	194.0	192.6	1
Operating profit	24.5	22.8	7
Profit before tax	23.3	20.9	11
Profit after tax	18.2	16.6	10

Revenue was 1% higher on a reported currency basis and 2% higher at constant currency (see note 2). Operating profit was £24.5m (2024: £22.8m) and profit before tax was £23.3m (2024: £20.9m). Profit after tax was £18.2m (2024: £16.6m). An operating review, together with a review of divisional performance, is included in the Chief Executive's report on pages 8 to 15.

Alternative performance measures – Group profit

The Group presents alternative performance measures to support the understanding of its trading performance (see note 2).

Adjusted profit excludes £1.6m (2024: £1.7m) for the amortisation of acquired intangible assets and £0.1m (2024: £nil) for costs incurred in relation to the acquisition of the 100% share capital of Drache Umwelttechnik GmbH, which completed after the reporting date on 12 January 2026:

	2025 £m	2024 £m	Growth %
Adjusted operating profit	26.2	24.5	7
Adjusted profit before tax	25.1	22.7	11
Adjusted profit after tax	19.5	17.9	9

Impact of exchange rate movements on performance

The international nature of the Group's business means that relative movements in exchange rates can affect reported performance. The rates used for translating the results of overseas operations were:

	2025	2024
Average rate for translating the results:		
US\$ denominated operations	\$1.31:£1	\$1.28:£1
Euro denominated operations	€1.17:£1	€1.18:£1
Closing rate for translating the balance sheet:		
US\$ denominated operations	\$1.33:£1	\$1.27:£1
Euro denominated operations	€1.14:£1	€1.20:£1

Revenue (£m)

£194.0m

Cash generated from operations (£m)

£29.2m

Adjusted profit before tax* (£m)

£25.1m

*See notes 2 and 3 for definitions and reconciliations.

During the year, the Group experienced a £2.4m (2024: £4.2m) year-on-year reduction in revenue from the net movement in the exchange rates used to retranslate the results of overseas operations (note 2) and a £1.1m loss on the retranslation of overseas net assets (2024: £1.6m).

During the year, the Group sold US\$24.9m (2024: US\$29.8m) at a net rate of US\$1.29:£1 (2024: US\$1.26:£1) and sold €7.7m (2024: purchased €3.8m) at a net rate of €1.17:£1 (2024: €1.20:£1). At 30 November 2025, the Group had US\$3.0m (2024: US\$4.0m) of outstanding forward foreign exchange contracts; hedge accounting has not been applied to these contracts.

Net finance costs

Net finance costs comprise interest income on deposits, interest on borrowings, lease liabilities, and the Group's retirement benefit obligations, together with the cost of unwinding discounts on provisions. The Group also incurs undrawn commitment fees on the Group's available banking facilities. Net finance costs of £1.2m (2024: £1.9m) decreased in the year following the repayment of borrowings in the prior year. Interest cover from operating profit was 21 times (2024: 12 times). Interest cover from operating profit on net bank finance costs only was 156 times (2024: 33 times).

Tax

The total Group tax charge for the year was £5.1m (2024: £4.3m), including the tax effect of the adjusting items set out in note 2. The adjusted tax charge was £5.5m (2024: £4.8m), with the effective rate of income tax on adjusted profit before tax at 22% (2024: 21%).

Strong financial position and capital allocation priorities.

Margin expansion and operational performance

We have delivered another year of margin progress for the Group, with improvement across all three of our divisions. Customer-led innovation and operational performance drives our organic performance.

Cash generation

The cash generative nature of the Group's business model underpins the Group's capital allocation strategy including investing in organic growth and margin enhancement; M&A; and a progressive dividend for shareholders.

Inorganic growth

We have a disciplined approach to M&A and a long-standing commitment to responsible business ownership. We choose to pursue companies that complement our core businesses and deliver sustainable value.

Finance Director's review continued

The Group has current tax provisions of £0.2m (2024: £1.6m), which includes £0.8m (2024: £0.9m) for uncertainties relating to the interpretation of tax legislation in the Group's operating territories, offset by payments on account and amounts recoverable for overpayments of tax.

The Group carries a deferred tax asset of £nil (2024: £0.1m) and a deferred tax liability of £4.9m (2024: £3.7m). Deferred tax assets relate principally to retirement benefit obligations and share-based payments. The deferred tax liability relates to accelerated capital allowances, acquired intangible assets arising on consolidation and other timing differences.

Cash flow, cash and net debt

The table below summarises the cash flow for the year:

	2025 £m	2024 £m
Operating cash flow before working capital	33.0	31.7
Working capital movement	(1.6)	(3.8)
Post-employment benefits	(2.2)	(2.2)
Cash generated from operations	29.2	25.7
Interest	(0.2)	(0.7)
Tax	(5.1)	(3.4)
Capital expenditure	(7.7)	(5.1)
	16.2	16.5
Acquisitions (net of cash acquired)	–	(10.2)
Share issue proceeds	–	0.6
Purchase of Employee Benefit Trust shares	(0.9)	(0.7)
Dividends	(3.0)	(2.8)
Repayment of lease liabilities	(3.2)	(3.5)
Increase/(decrease) in cash	9.1	(0.1)
	2025 £m	2024 £m
Net cash/(debt) reconciliation		
Net (debt)/cash at 1 December	(3.7)	0.7
Increase/(decrease) in cash	9.1	(0.1)
Decrease/(increase) in lease liabilities	3.2	(4.4)
Exchange	(0.2)	0.1
Net cash/(debt) at 30 November	8.4	(3.7)
Cash and cash equivalents	22.9	13.7
Lease liabilities	(14.5)	(17.4)
Net cash/(debt) at 30 November	8.4	(3.7)

Cash generation is central to the Group's business model. Cash generated from operations was £29.2m (2024: £25.7m). Working capital increased by £1.6m (2024: £3.8m) and remained at 17% of revenue (2024: 17%).

Capital expenditure on property, plant and equipment was £7.7m (2024: £5.1m), with the Group continuing to invest in a range of capital projects across all three divisions with an emphasis on automation, productivity and capacity. The £5.5m capital investment for the update and expansion of the Group's aluminium cast house production capabilities in Hendersonville, US, is progressing to plan, with a further £3.0m spent during the year (2024: £1.0m). The project remains on track and is expected to complete in the first half of 2026.

The Group started the year with cash and cash equivalents of £13.7m and finished the year with £22.9m, having invested £7.7m in capital expenditure (2024: £5.1m).

Bank borrowings at 30 November 2025 were £nil (2024: £nil). As at 30 November 2025, the Group had €20.0m/£17.5m (2024: €19.6m/£16.3m) of unused credit facilities and an unutilised £2.5m (2024: £2.5m) net overdraft facility.

Return on capital employed

The Group's return on capital employed was 14.4% (2024: 14.6%). Excluding the impact of goodwill, acquired intangible assets and retirement benefit obligations, the return on operating capital employed was 34.5% (2024: 36.0%).

Retirement benefit obligations

Retirement benefit obligations measured in accordance with IAS 19 *Employee Benefits* were £3.3m (2024: £5.9m). The Group supports its defined benefit pension scheme in the UK ("the Plan"), which is closed to new entrants, and provides access to defined contribution schemes for its other employees.

The Plan's liabilities decreased in the year to £29.7m (2024: £31.3m), whilst Plan assets increased to £26.5m (2024: £25.5m). Following a change in financial and demographic assumptions, a net of tax actuarial gain of £0.5m (2024: loss £0.1m) was recognised within the statement of comprehensive income. Cash contributions paid to the Plan were £2.6m (2024: £2.6m), which included a deficit recovery payment of £2.1m (2024: £2.1m).

The Plan's triennial actuarial valuation was completed in the year based on the position at 31 March 2024. Following the valuation, the Group agreed to maintain deficit recovery payments of £2.1m per annum. This funding position will be reviewed once again, in line with standard procedures, at the time of the 31 March 2027 triennial actuarial.

Total equity

Total equity at 30 November 2025 was £167.7m (2024: £153.3m), an increase of 9% over the prior year. The net increase in total equity includes profit after tax of £18.2m (2024: £16.6m), a net of tax actuarial gain of £0.5m (2024: loss £0.1m), together with the £1.1m exchange loss (2024: £1.6m) on the retranslation of foreign subsidiaries.

Events after the reporting date

On 12 January 2026, the Group acquired 100% of the share capital of Drache Umwelttechnik GmbH on a cash free, debt free basis and subject to an agreed level of working capital. Cash consideration of £17.8m was paid in January 2026.

Further detail is provided in note 26.

Finance and treasury policy

The treasury function at Porvair is managed centrally, under Board supervision. It seeks to limit the Group's trading exposure to currency movements. The Group does not hedge against the impact of exchange rate movements on the translation of profits and losses of overseas operations. The Group finances its operations through share capital, retained profits and, when required, bank borrowings. It has adequate facilities to finance its current operations and capital plans for the foreseeable future.

James Mills

Group Finance Director
6 February 2026

Our financially disciplined capital allocation priorities are compounding growth through organic growth and M&A.

Capital allocation priorities

Allocating capital to deliver organic growth and deliver against our acquisitions pipeline is a key foundation of our growth strategy. Organic investment supports revenue growth and margin progress, which in turn generates strong surplus cash for further reinvestment. The focus of our acquisitions programme is to maintain a healthy pipeline of opportunities and to integrate acquisitions efficiently and effectively.

Performing against our financial KPIs

We have delivered another year of financial progress, executing well against our Key Performance Indicators. The financial performance has delivered consistent earnings growth; further margin progress; consistent returns; strong cash generation; and a strong balance sheet to support future investment.

● **Key performance indicators** on pages: 20 and 21.
ESG report on pages: 28 to 47.
Financial statements on pages: 84 to 137.

Key performance indicators

Remuneration & Risk

Variable remuneration of the Executive Directors and senior management is based on adjusted EPS growth, cash generation from operations and other non-financial metrics including ESG performance. Further details on remuneration policies and the metrics used to determine them are set out in the Remuneration report.

We recognise that the management of risk has a key role to play in the achievement of our strategy and KPIs.

FINANCIAL KPIs

REVENUE GROWTH

1 2 3 4 5

Performance

1%

REVENUE GROWTH AT CONSTANT CURRENCY

Performance

2%

Definition

Revenue growth captures year-on-year performance in the main tenets of our business model: meeting customer requirements; developing new products; expanding geographically; and making acquisitions.

Constant currency revenue growth presents a measure of growth from the retranslation of overseas subsidiaries at fixed constant exchange rates (see note 2).

Performance in 2025

The performance of the Group is explained in full in the Chief Executive's report and the Finance Director's review. At constant currency, revenue growth within Aerospace & Industrial was flat at 0% (2024: 28%), Laboratory 5% (2024: 9%), and Metal Melt Quality 1% (2024: 5% reduction).

Alignment to strategic objective

- 1 Focus on markets where we see long-term growth potential.
- 2 Look for applications where product use is mandated and replacement demand is regular.
- 3 Make new product development a core business activity.
- 4 Establish geographic presence where end-markets require.
- 5 Invest in both organic and inorganic growth.

ADJUSTED OPERATING MARGIN*

1 2 3

Performance

14%

Definition

Operating margins, excluding adjusting items (see note 2), demonstrate the Group's ability to turn revenue into profits.

Performance in 2025

The Group adjusted operating margin increased by 0.8% to 13.5% (2024: 12.7%). Adjusted operating margins were 14.2% in Aerospace & Industrial (2024: 14.0%), 16.3% in Laboratory (2024: 14.8%), and 15.2% in Metal Melt Quality (2024: 13.4%).

ADJUSTED PROFIT BEFORE TAX (PBT) GROWTH*

1 2 3

Performance

11%

Definition

Adjusted PBT growth, which excludes adjusting items (see note 2), measures profit growth before corporation tax.

Performance in 2025

The performance is described in full in the Chief Executive's report and the Finance Director's review. Revenue growth of 1% has delivered 11% growth in adjusted PBT. Interest decreased year-on-year following the repayment of borrowings in the second half of the prior year. Productivity investments made in recent years have supported margins, as has careful management of input costs and pricing.

BASIC EARNINGS PER SHARE (EPS) GROWTH

1 2 3

Performance

10%

Definition

Basic EPS growth gives a measure of the Group's ability to deliver consistent earnings growth for its shareholders.

Performance in 2025

Basic EPS growth reflects the growth in PBT, with a 22% effective rate of corporation tax (2024: 21%).

ADJUSTED BASIC EARNINGS PER SHARE (EPS) GROWTH*

1 2 3

Performance

10%

Definition

Adjusted basic EPS growth, which excludes adjusting items (see note 2), gives a measure of the Group's ability to deliver consistent earnings growth for its shareholders.

Performance in 2025

Adjusted basic EPS performance was supported by the growth in adjusted PBT, with a 22% effective rate of corporation tax (2024: 21%).

*Alternative performance measure as defined in note 2 on pages 100 and 101.

CASH GENERATED FROM OPERATIONS LESS NET INTEREST PAID

1 2 3

Performance

£29.0m

Definition

Cash generated from operations less net interest payments gives a measure of the cash generating capabilities of the Group.

Performance in 2025

The Group's cash performance was driven by a continued focus on working capital management. Net interest payments decreased year-on-year following the repayment of borrowings in the second half of the prior year.

ADJUSTED POST-TAX RETURN ON CAPITAL EMPLOYED*

1 2 3

Performance

14%

Definition

Adjusted post-tax return on capital employed gives a measure of financial return from all invested capital in the business, other than net cash (excluding lease liabilities). A return higher than the Group's weighted average cost of capital is deemed satisfactory.

Performance in 2025

The Group's adjusted return on capital employed of 14.4% (2024: 14.6%) reduced in the year given the investment in assets under construction, together with an increased effective rate of income tax.

ADJUSTED POST-TAX RETURN ON OPERATING CAPITAL EMPLOYED*

1 2 3

Performance

35%

Definition

Adjusted post-tax return on operating capital employed gives a measure of financial return from invested capital in the business excluding goodwill; acquired intangible assets (net of deferred tax); retirement benefit obligations (net of deferred tax); and net cash (excluding lease liabilities).

Performance in 2025

The Group's adjusted return on operating capital employed of 34.5% (2024: 36.0%) reduced in the year given the investment in assets under construction, together with an increased effective rate of income tax.

NON-FINANCIAL KPIs

Non-financial KPIs seek to measure the performance of important aspects of the business that cannot be measured through financial reporting. The Group reports on:

- The Voluntary Quit Rate of employees;
- Lost Time Accidents; and
- Greenhouse Gas Intensity.

EMPLOYEE VOLUNTARY QUIT RATE

Performance

9.0%

Definition

The Voluntary Quit Rate measures the number of resignations per plant as a percentage of the average number of employees in each plant. The Board uses this metric on a plant-by-plant basis, in conjunction with employee surveys as part of its assessment of employee satisfaction.

Performance in 2025

The Voluntary Quit Rate has increased marginally during the year following three years of reduction from 15.4% in 2021. The rate varies from plant to plant with several factors having an effect including the nature of the work at each plant and the local labour market dynamics.

LOST TIME ACCIDENTS PER 100 EMPLOYEES

Performance

0.48

DAYS LOST TO ACCIDENTS PER 100 EMPLOYEES

Performance

2.4

Definition

Lost time accidents and days lost per 100 employees give a measure of the frequency and severity of accidents in our plants.

Performance in 2025

There were five incidents across the Group which resulted in 25 working days lost (2024: three incidents resulting in 24 working days lost). The Aerospace & Industrial and Laboratory divisions each had two incidents, with Metal Melt Quality having one.

Although the number of incidents increased from the prior year, the severity and therefore the number of working days lost per incident decreased. Every incident is thoroughly assessed and mitigations implemented to prevent the incident reoccurring in the future.

GREENHOUSE GAS TOTAL INTENSITY RATIO

Performance

0.096 (kCO₂/£)

Definition

The total intensity ratio is measured in kilogrammes of CO₂ per pound Sterling of revenue.

Performance in 2025

In 2020 the Group set a target of reducing its carbon intensity ratio 10% by 2025, having met this target in 2022 the Group set an additional target of reducing the ratio a further 10% by 2025. In 2025 the Group met the targets, reducing 31% from 2020 and 11% from 2022.

Principal risks and uncertainties

Risk management framework

The Group has a well-established system of internal control and risk management.

Risk appetite

The Board assesses its risk appetite annually and applies consideration of risk in its business planning process.

Our approach to risk management

The Board has carried out an assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. It has implemented a risk management process with specific steps scheduled throughout the financial year. The process adopted by the Group is outlined below:

- Key risks are identified by the management team of each operation and discussed within the Executive Committee, which consists of the Executive Directors and key members of the senior leadership team.
- A register of risks and mitigations is assessed, covering:
 - Board appetite for each category;
 - Existing and evolving risks; and
 - Mitigation actions in place or required.
- Actions arising are incorporated into operating plans and budgets.
- Internal audit peer reviews analyse the risk registers kept by each business and ensure that:
 - The mitigation steps identified are in place; and
 - Any commitments made in the planning process have been actioned.

Risk governance

The Board has overall responsibility for effective risk management and has:

- defined the Group's risk appetite;
- reviewed any identified failures, mistakes or oversights in risk assessments;
- considered the findings of the internal audit reviews in relation to risk management; and
- conducted a robust annual effectiveness review of the process.

Principal risks and uncertainties

The principal risks and uncertainties described are those which individually or collectively might be expected to have the most significant impact on the Group's long-term performance and prospects.

Risk assessment review

Risk assessment	Review
Identify	Group Executive
Assess	Audit Committee
Mitigating actions	Board

EVOLVING RISKS

- ER 1 – Regulation risk – tariffs
- ER 2 – Environmental and climate-related risk

GROUP PRINCIPAL RISKS

REVENUE RISKS

- A – Existing market risk
- B – New products and markets risk
- C – Large contracts risk
- D – Competitive risk

MANUFACTURING AND OPERATIONAL RISKS

- E – Facilities and IT risk
- F – Cyber-attack risk
- G – Supply chain disruption; input, cost and production risk
- H – People risk

FINANCE AND MANAGEMENT RISKS

- I – Financing and liquidity risk
- J – Foreign currency, interest rate, credit risk

Risk trends

The ongoing review of the Group's principal risks focuses on how these risks may evolve. The chart below makes an estimate of the relative likelihood and impact of the risks described and shows which are considered to be increasing or decreasing in severity.

Risk impact analysis

Mitigated residual risk impact

ALIGNMENT TO STRATEGIC OBJECTIVE

- 1 Focus on markets where we see long-term growth potential.
- 2 Look for applications where product use is mandated and replacement demand is regular.
- 3 Make new product development a core business activity.
- 4 Establish geographic presence where end-markets require.
- 5 Invest in both organic and inorganic growth.

CHANGE IN LEVEL OF RISK:

- ↔ No change to risk
- ↘ Risk exposure reduced
- ↗ Risk exposure increased

EVOLVING RISKS

ER 1 – REGULATION RISK – TARIFFS

Changes to trade terms can affect Group competitiveness. This risk is affected by periods of political change. Given the mitigations in place, as described below, this evolving risk is yet to have a significant impact on the Group's performance. The risk continues to be closely monitored.

Mitigation

The Board is tolerant of most trade and tariff risks and particularly monitors UK/US; UK/EU; US/EU; and UK/US/China trade relations. The Board is intolerant of trading risk in parts of the world where standards of legal and commercial protection are inconsistent. The Group's manufacturing footprint mainly serves local customers. The Group may amend how and where it manufactures or sells goods to minimise tariff impacts or avoid trade barriers. The Group seeks to pass on cost increases where these cannot be avoided.

1 2 3 4 5

Change ↗

ER 2 – ENVIRONMENTAL AND CLIMATE-RELATED RISK

Climate-related events, including extreme weather, and a disorderly transition to a low-carbon economy, have the potential to adversely impact the Group's operations and financial well-being.

Mitigation

The Board accepts that all Group sites face certain risks from climate-related events (see also Risk E – Facilities on page 24). The Board is averse to manufacturing processes that carry medium to high pollution risk. Management monitors relevant regulations to ensure environmental compliance in its operations, for all of which the Board has set targets for reducing carbon intensity.

The Group annually reviews how a move to Net Zero might affect Group markets and operations and publishes this in its ESG report, where both risks and opportunities are outlined.

1 2 3 4 5

Change ↔

Principal risks and uncertainties continued

REVENUE RISKS

A – EXISTING MARKET RISK

The Group serves a range of specialist filtration, laboratory and environmental technology markets, all of which may suffer economic downturn or instability.

Mitigation

The Board is tolerant of such risks and accepts that business cycle fluctuations are inevitable. The spread of Group activities has enabled the Group overall to perform creditably in recent downturns. Many of the Group's products are consumable and are essential to the safe operation of customers' systems and processes, so whilst volumes can be impacted by changes in economic circumstances, sustained fluctuations for other reasons are rare.

1 2 Change ↔

B – NEW PRODUCTS AND MARKETS RISK

The Group aims to grow through new product development, expansion into new territories, and acquisitions, all of which can create new risks.

Mitigation

The Board sees such risks as inevitable in a growing international business and seeks to manage and mitigate through the strategy review process together with a careful assessment of investments, all of which are subject to internal hurdle rates, technical assessments and levels of approval.

1 2 3 Change ↔

C – LARGE CONTRACTS RISK

The Group on occasion supplies filtration equipment to large industrial installations. The frequency and scale of orders can materially affect the results of the Group.

The Group has several long-term supply agreements for filters and agreements with key distributors for certain of its products.

Mitigation

The Board is averse to risks associated with orders that are of disproportionate scale to the rest of the business or the operation in which they sit. Large order approval is a 'Matter Reserved for the Board' which will assess risk on a case-by-case basis. Such commercial deals have close senior management involvement.

The Board seeks to maintain a relatively low customer or supplier concentration in any given operation.

1 2 Change ↔

D – COMPETITIVE RISK

The Group operates in competitive global markets.

Mitigation

The Board recognises that the Group's future depends on its continued competitiveness and is tolerant of risks associated with maintaining competitiveness. The Group seeks to build its competitive advantage through technical differentiation, product quality and customer service, all of which are reviewed regularly by management and in reports to the Board.

1 2 Change ↔

MANUFACTURING AND OPERATIONAL RISKS

E – FACILITIES AND IT RISK

The Group operates 22 operating plants, the largest facility generating between 20% and 25% of the Group's revenue.

The Group relies on IT systems for all its record maintenance and is dependent upon good bandwidth connections between its sites.

Mitigation

The Board accepts that all businesses carry a small risk of catastrophic failure due to fire, flood or similar. All businesses have disaster recovery plans and periodic reviews are carried out. The Group maintains insurance of its equipment and facilities and carries business interruption insurance to cover loss of profits. In addition, the Group has ISO 9001 and other industry specific quality control systems which reduce the risk that a disaster will occur.

The Group has resilient and distributed IT systems and invests in new servers, software and bandwidth to improve the resilience of its systems. It has comprehensive IT disaster recovery plans, which are periodically tested.

1 2 Change ↔

F – CYBER-ATTACK RISK

The nature and scale of cyber risk is changing and increasing in all businesses. Greater system dependence and more sophisticated attacks increase the businesses' vulnerability.

Mitigation

The Board sees this as a risk that requires investment and vigilance to mitigate. The Group's systems have been tested against actual cyber-attacks with, to date, only minimal consequences. The Group has distributed systems such that a virus or cyber-attack should be contained within one operation. Periodic cyber risk reviews are carried out and best practice is shared across the divisions.

1 2 Change ↔

MANUFACTURING AND OPERATIONAL RISKS CONTINUED

G – SUPPLY CHAIN DISRUPTION; INPUT, COST AND PRODUCTION RISK

The Group seeks stable and reliable supply chains, production processes and commercial environments. Any of these, from time to time, may deteriorate or fluctuate, as a result of global events.

Mitigation

The Board is tolerant of such risks and recognises that they are a normal part of operating internationally. It observes that the end-markets served by the Group are normally more stable than volatile. Specific mitigations to reduce volatility further include dual sourcing of key inputs, buffer stock of key supplies; long-term supply contracts for key inputs and/or customers; and regular preventative maintenance of equipment. The Group seeks to pass on cost increases wherever goods inflation cannot be avoided.

1 2 3 4 5

Change ↔

H – PEOPLE RISK

The Group employs approximately 1,000 people across its global manufacturing footprint. Failure to attract, retain and develop our people, or to create the right environment in which they can succeed, may adversely impact business performance.

Mitigation

The Board recognises that the Group's people deliver its success, and that a diverse and inclusive culture supports performance and growth. The Group has policies and standards which support its approach including Employee Engagement; Health & Safety; Diversity; Training & Development; Senior Leadership Coaching; and Succession Planning. Balanced and competitive compensation packages are on offer. The Board believes in devolving management autonomy as far as possible and management teams are remunerated in part by how well they execute the Employee Engagement framework set out by the Board. Sheena Mackay, the Group's Senior Non-Executive Director, is the designated Director responsible for Employee Engagement.

1 2 3 4 5

Change ↔

FINANCE AND MANAGEMENT RISKS

I – FINANCING AND LIQUIDITY RISK

The Group uses borrowings to finance its operations.

Mitigation

The Board is tolerant of financial and liquidity risk, seeking sufficient financial headroom for expansion and investment. The Board has indicated it is tolerant of a maximum level of debt up to 1.5 - 2.0 times EBITDA, beyond which it would be averse to further risk. The Board notes that it has access to equity financing and that the Group has several large, well-capitalised investors who are long-term supporters of the Group.

1 2 3

Change ↔

J – FOREIGN CURRENCY, INTEREST RATE, CREDIT RISK

As an international business, the Group is subject to risk in its use of currency (both transactional and translational), interest rates and credit.

Mitigation

The Board is tolerant of such risks provided risk levels remain proportionate to overall Group performance.

Foreign exchange risk

The Group is mainly exposed to £/US\$ fluctuation. The UK operations generate US dollar and Euro revenue, for which exposure is managed through forward currency contracts and periodic sales of US dollars and Euros. The Group does not apply hedge accounting to these transactions.

Interest rate cash flow risk

The Group has minimal interest-bearing liabilities. In view of the low levels of Group borrowing, the Group does not have any interest rate hedging instruments.

Credit risk

The Group applies appropriate credit checks on potential customers before sales are made. Debtor finance is very rarely used. The Group monitors the level of deposits held with overseas banks and financial institutions and repatriates cash as part of its treasury management.

5

Change ↔

ALIGNMENT TO STRATEGIC OBJECTIVE

- 1 Focus on markets where we see long-term growth potential.
- 2 Look for applications where product use is mandated and replacement demand is regular.
- 3 Make new product development a core business activity.
- 4 Establish geographic presence where end-markets require.
- 5 Invest in both organic and inorganic growth.

CHANGE IN LEVEL OF RISK:

- ↔ No change to risk
- ↘ Risk exposure reduced
- ↗ Risk exposure increased

Viability and going concern

Selection of Viability period

The Group has significant revenue streams of bespoke consumable parts that, as a result of either quality accreditation or regulatory requirements, are expected to continue for many years. However, the Board considers that a review of the Group's plans over a three year period is reasonable because:

- the Group's planning processes extend over three years and provide the Board with a reasonable timeframe over which developments can be foreseen with a degree of certainty;
- its specific investment plans can be reasonably foreseen and will be implemented within the period covered;
- there is a reasonable expectation that changes to current market trends can be anticipated over the period; and
- to the extent that the Group has long-term supply contracts with its key customers, these usually have three year renewal periods.

Integration with the Group's strategy and business model

The Group's strategy is set out on pages 4, 5 and 9. The aspects of the strategy that have the most impact on the viability of the business are:

- **the characteristics of specialist filtration, laboratory and environmental technology businesses.**
Generally, the products the Group designs and manufactures are mandated by regulation, quality accreditation or a maintenance cycle. Our products are generally protecting much more costly or complex downstream systems. Products are often designed for specific applications, which typically have long life cycles, and have regular replacement cycles. These characteristics provide the business with a degree of repeatability of orders and a reasonable level of revenue security;
- **our ability to apply our expertise to a range of attractive niche markets.**
Filtration and emission control products are required to perform to a given specification. Our filtration expertise is applicable across all our markets. We win business by applying that expertise to offer the best technical solution at an acceptable cost to a particular application; and
- **our approach to investment and growth.**
We aim to meet our dividend and investment needs from free cash flow and modest borrowing. We aim for a mix of organic and acquisition growth funded from our own resources. Over the medium-term the Group has demonstrated an ability to generate free cash flow and integrate modest acquisitions.

The Group has an annual Strategic Planning process, which includes a strategic plan, a detailed budget for 2026 and financial projections covering a three year period. The strategic planning process is integrated with the risk management and reporting processes, designed to produce consolidated and operating unit level business objectives, risk management plans and operating budgets.

The plans are reviewed each year by the Board. Once approved by the Board, the plans are adopted throughout the operations and provide the basis for strategic decision-making and objective setting. Progress towards these objectives and financial performance compared with plans are monitored by the Board throughout the year.

In undertaking its review in 2025, the Board considered the prospects of the Group over the one and three year periods to 30 November 2026 and 2028, respectively. The one year planning period normally has a greater level of certainty and is, therefore, used to set detailed budgetary targets throughout the Group – it is also used by the Remuneration Committee to set targets for annual incentives. The three year period provides less certainty of outcome, but sets out the medium-term objectives of the Group and the investment plans and financial targets associated with those objectives. It is also used by the Remuneration Committee for setting the performance targets for the long-term incentive plans.

Scenarios

The Group has considered the principal risks outlined on pages 22 to 25, together with the potential impact of those risks which might pose the greatest threat to the business model, future performance and liquidity over the assessment period.

Climate-related scenarios

In assessing principal risks over the assessment period, the Group has also considered climate-related scenarios including taking into account a possible 2°C and 4°C rise in global temperature. Demand for filtration solutions is expected to remain whatever the impact of climate change and the management does not consider any of its plants' operations to be at risk from changes in the climate. However, reducing demand for the Group's US foundry activities has been identified as a climate-related risk, given the Automotive sector's move towards Net Zero with more renewable propulsion methods and the consequent reduction in demand for internal combustion engine components and castings. As described below, this reduction would not significantly impact the viability of the Group over the assessment period. The Group does not expect any other significant impacts on its ability to operate as a result of climate-related changes.

Stress tests

The three year viability period has been stress tested with the following severe but plausible combined downside scenarios:

- a global event impacting Aerospace revenues, such that demand in FY2026 and FY2027 reduces to the FY2021 run rate, being the year following the Covid-19 outbreak (principal risks: Supply chain disruption; input, cost and production);
- a 25% decline in US foundry revenue as the Automotive sector accelerates its Net Zero activities (principal risk: Environmental and climate-related);
- demand reduction for Laboratory and Industrial consumables, such that planned revenues reduce by 25% in all three years (principal risk: Existing market);
- an eighteen month forced shutdown of the Group's largest production line requiring lengthy remedial work over FY2026 and FY2027 (principal risks: Facilities and IT and Environmental and climate-related); and
- an economic downturn impacting Metal Melt Quality, with certain product lines suffering a 25% revenue reduction throughout the three year period (principal risk: Existing market).

The stress tests incorporate those ones which are within the Group's control, including a reduction in capital expenditure, together with a potential utilisation of the Group's committed €20m revolving credit facility. The results of the stress tests demonstrated that, based on the balance sheet position at 30 November 2025, the Group would be able to withstand the impact, should all these scenarios arise together over the three year assessment period.

Viability assessment

On the basis of this and other matters considered by the Board during the year, the Board has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three year period assessed. In doing so, it is recognised that such future assessments are subject to a level of uncertainty that increases with time and, therefore, future outcomes cannot be guaranteed or predicted with certainty.

Going concern assessment

The Directors have made appropriate enquiries and reviewed the current financial position, including all the information presented in its strategic review of the business and the forecast covering the twelve months from the date of this report ("the going concern assessment period") and have considered foreseeable downsides, stress tests and scenarios as outlined above. The Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the going concern assessment period. Accordingly, they continue to adopt the going concern basis in preparing these accounts.

ESG report

ENVIRONMENTAL SOCIAL GOVERNANCE

Porvair contributes to a sustainable future through the products we make; the way we operate; and how we engage with our employees.

Many of the products developed by Porvair are used to benefit the environment and wider society. We also recognise that our own operations can make an important contribution to a cleaner and safer world. Our aim is to act responsibly and with integrity wherever we operate.

Measuring and reporting our environmental, social and governance performance is key to understanding the impact of our operations; driving continuous improvement; and maintaining a transparent dialogue with our stakeholders.

The Group supports the UK Government goal of reducing greenhouse gas emissions to Net Zero by 2050. In compliance with the requirements of Listing Rule 9.8.6R and the Companies Act's Climate-related Financial Disclosures, in this section we have provided disclosure on Porvair's governance around climate-related risks and opportunities and how this informs our future strategy, risk management approach, and the metrics and targets we use to monitor our progress.

ESG is at the heart of who we are and what we do. Principal measures of success at Porvair, on which management incentives are based, are consistent earnings growth, and improvement in selected ESG metrics.

An ESG framework to create shared value

Strong ESG performance is essential to deliver on our strategic purpose and create value for each of our stakeholders. Our established framework helps us to set targets, drive progress, and enhance transparency through our reporting and disclosures.

The metrics we use to measure our performance

ESG metrics

- Carbon intensity.
- Lost time accidents.
- Employee Engagement.
- Senior employees' gender balance.
- Employee voluntary quit rate.

Aligning with UN Sustainability goals

In the 'decade of delivery' for the UN Sustainable development goals, we note through this report the eight that are most relevant to Porvair's business and where we can make the biggest contribution.

What ESG means at Porvair

ENVIRONMENTAL

Porvair products are used to curtail emissions, cut waste, reduce pollution or improve process efficiency. The Group has followed an environmental technology strategy since 2004. Over the past 15 years, this has delivered compound annual growth of 14% in earnings and 8% in revenues. As the company grows and evolves, climate change and the transitions it will bring remain at the heart of our strategic thinking – as seen in the notes on pages 30 to 39.

Just as we seek to help customers reduce their environmental footprint, we strive to do the same.

Carbon intensity reduction from 2020

31%

Having reduced our carbon intensity by 22% between 2020 and 2022, we set a target to reduce our carbon intensity by a further 10% between 2022 and 2025. In 2025 we reduced our intensity by a further 2%, therefore meeting our updated target, making our carbon intensity 11% lower than 2022 and 31% lower than 2020.

SOCIAL

We recognise how critical employee and community involvement is for all our companies and the areas in which they operate. In recent years we have concentrated on getting better at this critical activity as shown in the report on pages 40 to 45. Senior employees' incentives are linked to Employee Engagement improvement.

Gender diversity

32%

We are committed to developing a diverse and inclusive workplace. 32% of the Group's permanent workforce are female. This is slightly down from 2024 (33%) however the composition of senior managers and Directors has remained consistent at 32%.

GOVERNANCE

As a UK public company we understand and conform to all regulatory, governance and fiduciary guidelines and listen closely to feedback from stakeholders. Recent amendments to our governance framework are set out on page 46.

Engagement and decision-making

s172

Open, regular and transparent engagement with stakeholders is integral to decision-making and to the way we do business and ensures we continue to operate in a balanced and responsible way.



ESG report continued

ENVIRONMENTAL

From clean water analysis to lightweight sustainable metals, from reducing marine pollution to filtration in aerospace, energy and industrial processes, Porvair’s capabilities help to address key environmental challenges for our customers.

Porvair businesses support many critical industries by providing products and solutions that meet increasing demands for safety, efficiency and environmental benefit.

We recognise our responsibility to the wider community in which we operate, managing our impact as well as understanding emerging environmental trends that may have an impact on our business, our customers and wider stakeholders over time.

In our own operations, we are reducing our carbon intensity, resource usage and waste streams to make incremental reductions in environmental impact.

Measuring performance in 2025

Carbon Intensity Ratio

In 2020 the Group set a target of reducing its carbon intensity ratio 10% by 2025, having met this target in 2022 the Group set an additional target of reducing the ratio a further 10% by 2025. In 2025 the Group met the targets, reducing 31% from 2020 and 11% from 2022.

GHG emissions (total gross emissions)

18,516(tCO₂)

70% of carbon emissions arise in the Metal Melt Quality division (2024: 72%).

Carbon intensity

0.096(kCO₂/£)

Carbon intensity is 11% lower than 2022 and 31% lower than 2020.

Reducing our carbon intensity since 2010

57% reduction

The Group has monitored its carbon intensity ratio since 2010 and in that time the intensity ratio has dropped by 57% from 0.224 to 0.096(kCO₂/£).

Increasing demand for our products and solutions is driven by established global growth trends, strong customer relationships, technical excellence and the move towards a sustainable future.

**AEROSPACE
FILTRATION**

Many of the Group's filters provide protection from contamination for aerospace systems and processes, which helps improve quality and longevity and reduces waste.

**METAL MELT QUALITY
PRODUCTS**

The Group's Metal Melt Quality products remove contamination, cut waste and help to improve the strength to weight ratio of metal components.

**WATER
ANALYSIS**

The Group's water analysis equipment ensures drinking water is fit for consumption and wastewater is not contaminated.

**WASTE
REDUCTION**

Many of the Group's filters are cleanable and reusable and can replace single use disposable filters, reducing waste in customers' filtration systems.

**MARITIME WATER
ANALYSIS**

The Group's maritime water analysis equipment monitors small changes in the oceans' chemical composition.

**PETROCHEMICAL
FILTRATION**

The Group offers filtration solutions to oil refineries to reduce refinery waste and to improve the quality of bunker fuel for ships.

**INDUSTRIAL
FILTERS**

The Group's industrial filters contain and reduce emissions.

**NUCLEAR
FILTERS**

The Group's nuclear filters prevent emissions of fissile material.

Our products and solutions help curtail emissions, identify pollutants, reduce waste, analyse impurities and improve process efficiency and product quality.

ESG report continued

ENVIRONMENTAL | Social | Governance

Task Force on Climate-related Financial Disclosures ("TCFD")

The Financial Stability Board's TCFD recommendations encourage clear disclosure of governance, strategy, risk management, metrics, and targets in relation to our climate-related risks and opportunities, enabling transparent disclosure on how we are taking action on climate change.

The Group adopted TCFD recommendations in 2022. These climate-related financial disclosures also comply with the requirements of the Companies Act 2006 as amended by the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022.

Aligning our reporting to the TCFD recommendations informs our key stakeholders of the climate-related issues that may impact the Group. Using this format enables us to explain our process for responding to these challenges in a purposeful and comparable context.

We have based our disclosures on the TCFD 'Guidance for all sectors'. The table below sets out where you can find information on how we have applied each of the recommendations of the TCFD and, where we have not adopted the TCFD recommendations in full, we have explained the reasons. We understand that what is important to our shareholders evolves over time and we will continue to assess our approach to ensure we remain relevant in what we measure and disclose.

	Recommendations and disclosure summary	Porvair's alignment and cross-referencing	
• Governance Disclose the governance around climate-related risks and opportunities.	a. Describe the board's oversight of climate-related risks and opportunities. b. Describe management's role in assessing and managing climate-related risks and opportunities.	The Board has direct responsibility and accountability for the assessment and management of all risks and opportunities, including climate change. It has not delegated ESG matters to a separate Committee. The Group Chief Executive has executive responsibility for delivering the Group's ESG strategy. ESG matters (including climate-related risks and opportunities) are included within the monthly Executive Committee meetings. Senior management incentives include progress on ESG performance, including climate change. We have processes in place to ensure our employees and other stakeholders are aware of our focus in this area.	 Page 46 and 59 to 61
• Strategy Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning, where such information is material.	a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long-term. b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning. c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	We have assessed climate-related risks and the impact on our strategy and markets, those deemed most significant are described on page 35. As a specialist filtration and environmental technology business, we have a part to play in easing the transition to lower emissions. We are well placed to support our customers with their own sustainability undertakings. We will further accelerate the reduction of our emissions by anticipating and taking advantage of opportunities presented by emerging technology and process innovations. There are limited issues faced by our operations as a direct result of changes in climate. Our focus is on finding solutions for our customers' challenges, which arise over time and on an uncertain timescale. We have considered the impact of both 2°C and 4°C and disclosed our findings within the Viability Report on page 27 on a qualitative basis.	 Pages 33 to 37  Pages 26 and 27
• Risk management Disclose how the organisation identifies, assesses and manages climate-related risks.	a. Describe the organisation's processes for identifying and assessing climate-related risks. b. Describe the organisation's processes for managing climate-related risks. c. Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.	Climate change issues are integrated into our Group risk management and planning processes. Climate-related risks are addressed as an evolving risk to the business in the Group's review of principal risks. The Group identifies, assesses and manages climate-related and Net Zero risks and opportunities as part of its regular risk assessment process. Strategic risks are discussed at an annual Board strategy review. Investment priorities are set accordingly. Capital investment options are assessed for their carbon impact.	 Page 23
• Metrics and targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities, where such information is material.	a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks. c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	The Group's key target was to cut our Scope 1 and Scope 2 carbon intensity ratio by 10% between 2020 and 2025 as a first step towards reaching Net Zero emissions across our direct operations by no later than 2050. It achieved this in 2022, and this year achieved the additional target of a further reduction of 10% between 2022 and 2025. Porvair manufactures thousands of different products and components each year, which are included in a wide range of customers' products and processes. We have looked at including a Scope 3 measure into our targets but cannot see a reliable way of reporting Scope 3 emissions for the time being. The Group includes achievement of specific division-related ESG targets, including climate change, as a metric in senior management annual bonus schemes. The Group monitors its water usage and seeks to reduce usage in each of its plants. Our banking fee arrangements include a margin benefit for reducing our greenhouse gas emissions and operating more safely.	 Pages 38 and 39  Page 39  Page 38

HOW CLIMATE CHANGE AND ENERGY TRANSITION INFLUENCE OUR STRATEGIC PLANS

TOWARDS NET ZERO

As industries and governments embrace carbon reduction goals and energy transition policies, there will be both challenges and opportunities for industry. The following pages examine how these longer-term trends might affect the markets served by Porvair and identifies how the Group might be affected.

In thinking about strategy and capital allocation, the Board uses scenario planning as set out below.

Strategic time horizons

Short-term – one to three years.

- Impacts expected over the short-term are disclosed in the viability report on page 27 and the evolving risks on page 23.

Medium-term – three to ten years.

- The challenges and opportunities described on page 35 and 36 will become clearer over this period.

Long-term – over ten years.

- The opportunities described on page 35 and 36 will develop over the medium-term and given the annuity nature of many of the Group's products the full benefit will accrue over the long-term.

Strategic Planning framework

For the remainder of the 2020s and into the 2030s we make the following assumptions:

- **Water.** Clean water and sanitation is a critical UN development goal. The WHO estimates that only 73% of the global population had access to a safely managed drinking water source in 2022. The economic and social effects of clean-water access are well known. The quality and cleanliness of oceans, rivers and wetlands are also critical. Porvair is a relatively small player in water filtration, a market dominated by much larger competitors, but through Seal Analytical the Group is a leading player in water quality accreditation products. This is a market that will grow steadily both as water quality regulation tightens around the world, and as the methods used to test water are automated.



Through Seal Analytical the Group is a leading player in water quality accreditation products. This is a market that will grow steadily both as water quality regulation tightens around the world, and as the methods used to test water are automated.

- **Aerospace.** Demand for air travel is expected to grow (Airbus estimates 3.6% CAGR 2025-2044, Boeing estimates 4.2% over the same period) with an increasing middle-class and urban global population driving demand through tourism and family ties. The industry is responding to energy-transition and climate change drivers and this will lead to aero component development with a burst of new product activity across the aero supply chain. Work published in the UK by both the Jet Zero Council and the Aerospace Technology Institute is helpful in identifying likely technology pathways which will include the development of: zero-carbon emission aircraft, for which demonstrators are expected around 2030; ultra-efficient aircraft, with the first narrow-bodied airframe expected around 2035; cross-cutting and enabling technologies, including electronics and materials; and NOx, SOx, vapour and particulate emission reductions, for which upgraded technology is emerging. In the period to 2030, changes will come in the proportion of synthetic aviation fuel ("SAF") used; in emissions management (combustion and vapour); in the development of both composite and specialist aluminium alloys; and in electrical systems.

ESG report continued

ENVIRONMENTAL | Social | Governance

Strategic planning framework continued

- Total energy consumption, under our current trajectory, will peak in the 2030s, rising by c.15%. Under a 2°C scenario it will peak and start falling at the turn of this decade. Energy consumption growth over the first half of the outlook is entirely accounted for by higher demand in emerging economies, driven by rising prosperity and growing populations. In both scenarios, the fossil fuel share of that energy reduces to below 60% in 2035. By 2050 this is expected to be <50% in the current trajectory and to c.25% in the 2°C scenario. (Source: BP energy outlook 2025).
- Electric power will continue to replace internal combustion engines, albeit at a slightly slower rate than anticipated at the start of the 2020s. Battery, hydrogen combustion, and fuel cells will all be used as motive power sources where practical, but miles driven by electric vehicles will not exceed those fuelled by hydrocarbons until around 2035. As electric vehicle use grows, demand for critical minerals including noble metals, graphite, nickel and copper will expand. Vehicles of all descriptions will need to be lighter and stiffer to balance power density with battery weight.
- Solar and wind will grow rapidly, becoming the dominant source of power generation, supported by sustained competitiveness. (Source: BP energy outlook 2025). According to the International Energy Agency's latest nuclear outlook (2025), global nuclear capacity is projected to rise from around 416GW in 2023 to approximately 650GW by 2050 under current stated policies. In more ambitious pathways, nuclear capacity could exceed 1,000GW by 2050.
- Hydrogen infrastructure will develop as green hydrogen production grows. The IEA expects hydrogen demand to increase from 94mMT

in 2022 to >400mMT by 2050. 'Green' hydrogen from electrolysis driven by renewable energy is expected to become dominant over time, with regions suited to renewable power (large scale PV and onshore wind) becoming net exporters. This will generate significant growth in hydrogen infrastructure: electrolyzers, conversion plants (e.g. into ammonia for transportation followed by cracking to release the gas), storage tanks, pipelines, pumps, filters and seals. There is a good deal of literature in this area, much of it well summarised by the Hydrogen Council.

- The International Renewable Energy Agency ("IRENA") argues that the building of utility-scale renewable power plants will attract other power-hungry industries such as aluminium recycling and data processing.
- Oil extraction will diminish, as will oil-based plastics and greenhouse gas contributing derivatives like methane. Carbon Capture and Storage technologies will develop, but more slowly than anticipated in the early 2020s. Work by the IEA and others discuss these and related themes.
- All forms of recycling will become increasingly regulated. More easily recyclable materials will benefit. Consumers will demand increasing proportions of recycled plastics and aluminium in their products. In 2025, c.35% of global aluminium production was recycled. Global demand is expected to grow by 80% by 2050, with increased demand from China, North America and Europe.
- Plastics and chemical manufacture will move to low carbon feedstocks, chemical or biochemical transformations and renewable utilities. This, as the Energy Transitions Commission and others show, will require new industrial feedstock processes capable of much lower emissions.

- Agribusinesses will transform: fossil-based inputs will diminish through regulation and price; competition from digital chemistry and biology products will increase (meat, flour and fish from bacteria); and moves to re-wild agricultural land will accelerate. Similar pressures will transform global fishing (Source: Deloitte).
- Manufacturers will seek to eliminate the direct use of fossil fuels and will invest in technologies to boost labour and carbon productivity and make more efficient use of electrical power and water.
- Gas pipelines will remain critical to energy transport, but the difficulties of transporting hydrogen as a gas will lead to increased demand for sea freight. The growth in global trade will mean sea freight, albeit with much tighter emission and ballast regulations as well as anti-piracy protections, will remain critical. This will be balanced by the costs, complexity and carbon load of international transport which will encourage shorter supply chains for manufactured goods.
- Investment in life sciences will be driven by population growth and population ageing. Investment in biosciences will be driven by biotechnology development, synthetic biology growth, demand for clean technologies and digital products. Both will be helped by AI-directed molecule design, robotic synthesis and quantum simulation. Smaller, less expensive and more accurate analytical instruments will speed up research and boost laboratory automation. Further, consolidation of laboratories will boost demand for higher-throughput automation products and LIMS software.
- Emissions standards across industry will tighten.

▶ As industrial emission regulations tighten, process efficiency will require cleaner working environments and higher purity raw materials. Both will drive investment in more efficient equipment and more specialist filtration.

► **Aerospace (approximately 15% of Group sales) will remain a key end-market for the Group. As aerospace develops, SAF will need specialist filtration; ultra-efficient engines will need optimised turbine blades; ultra-efficient airframes will need higher specification aluminium alloys; electrical systems will require dust and air filters.**

How this framework might affect Porvair's markets

The severity and impact of climate change will vary across the globe. Due to our geographical diversity the impact of any singular physical event is not considered material. In 2024, Selee's site in Hendersonville, North Carolina was impacted by Hurricane Helene. The event saw flood levels exceed the 500-year limit and caused significant damage in the surrounding area, however, due to the resilience of our people and operations, within a week the site had returned to full production.

Challenges. Some of our activities will decline under these planning assumptions. Our approach is to manage this decline, find alternative revenue streams, and approve only maintenance capital expenditure. Such activities include:

- Internal combustion engine components. Around 4% of Group revenues are associated with internal combustion engines, both auto and agricultural. These applications, including filters for engine blocks and gearbox housings, air intake ports and silencers will decline as electric vehicle usage grows. Electric vehicles made up c.25% of new car sales in 2025, this is expected to grow to c.40% in 2030 (source: EV Volumes). This is a lower percentage than anticipated in 2022, suggesting that the demise of the internal combustion engine may take longer than currently expected, but nonetheless the global trend is clear.

- Plastics and chemicals. Filters used in fossil-based olefins, aromatics and polymers account for less than 5% of Group sales and are likely to decline. Where they are replaced by similar materials made from bio-feedstocks, a new category of process filtration will emerge, with similar levels of filtration required.

- Laboratory consumables (around 15% sales) are often single-use plastic and demand for recyclable alternatives will grow. This could be an opportunity for glass. The Group has capabilities in both materials. Plastics emit more carbon per tonne in manufacture than glass but are less breakable and easier to manufacture. In some clinical applications the need for cleanliness and chemically inert surfaces will be paramount and virgin materials made in clean-room environments will be needed. The Group has invested in clean-and-recycle capability, but this is yet to be proven in exacting applications.

More broadly the Board's view is that overall growth in laboratory activities (expected to grow 5% CAGR to 2031. Source: Transparency Market Research) will counteract these challenges. The development of smaller and more accurate analytical instruments will in turn require higher-throughput sample preparation materials and consumables. The Group has invested in clean, low cost capacity in Hungary to remain competitive in this field. Further, the Group has invested in small-scale lab automation capability to meet the needs of a consolidating end market.

Opportunities. Capital allocation will be directed to those segments where long-term growth is expected, and to products that directly and indirectly reduce emissions, facilitate recycling, prolong operating life or cut process waste.

- As industrial emission regulations tighten, process efficiency will require cleaner working environments and higher purity raw materials. Both will drive investment in more efficient equipment and more specialist filtration. Around 19% of Group sales are used in industrial and energy processing, a US\$35bn market growing at 4.9% per annum (Source: Markets And Markets 2024). Environmental sustainability, the need for ever purer raw materials and feedstocks and the implementation of stricter regulatory standards worldwide will drive investment to reduce emissions, minimise waste and meet compliance obligations. Filtration technology will develop to enable the wider use of previously unviable waste products; to promote re-usable filters for recyclability, longer life and less waste. Filtration is critical in almost all recycling processes, notably aluminium and, increasingly, plastics. High quality filtration for the containment of fissile material and nuclear waste will be critical to the safe expansion of nuclear power.
- Aerospace (approximately 15% of Group sales) will remain a key end-market for the Group. As aerospace develops, SAF will need specialist filtration; ultra-efficient engines will need optimised turbine blades; ultra-efficient airframes will need higher specification aluminium alloys; electrical systems will require dust and air filters; and batteries, electrical motors and computer systems will all require efficiently filtered coolant architecture. Product development in all these areas is well underway.

ESG report continued

ENVIRONMENTAL | Social | Governance

- Tighter regulation will also drive growth in test and measurement capabilities. Water quality standard accreditation (around 15% of Group sales) will rise as the developing world brings its standards towards those in place in the EU, US and China. Further, as the use of costly or dangerous reagents is increasingly restricted, accurate and automated analyser use will become essential. More general analytical instrumentation use will increase as laboratory equipment gets smaller and less expensive; while laboratory labour skills will get harder to find and more expensive. Both will drive the need for laboratory automation (5% Group sales).
- Aluminium filtration (around 10% sales). Global aluminium demand is expected to grow 3.2% CAGR 2024-2028 (Source: CRU) as the lightweight and fully recyclable properties of the metal become more valuable. Aluminium content per auto vehicle will rise 3% CAGR to 2030 (Source: CRU) with EVs using aluminium for chassis strength, thermal management and battery housing and foils. Can stock production will grow 3.5% CAGR 2022-2032 (Source: CRU) as aluminium packaging replaces plastic. Further, global trade disturbance is driving re-shoring of aluminium production to the US and EU, particularly of higher grade and recycled grades of metal, both of which require better filtration.

- Battery pack enclosures
- Body construction
- Charging infrastructure

Risk management

The Group identifies, assesses and manages climate-related and net zero risks and opportunities as part of its regular risk assessment process as set out in the Annual Report & Accounts.

Strategic risks are discussed at the annual Board strategy review. Investment priorities are set accordingly. Capital investment options are assessed for their carbon impact.

Aluminium filtration (around 10% sales). Global aluminium demand is expected to grow 3.2% CAGR 2024-2028 (Source: CRU) as the lightweight and fully recyclable properties of the metal become more valuable.

Aluminium demand growth from the Transportation sector between 2020 and 2030 by region (%)

33% China
22% North America
19% Europe
19% Asia exc. China
7% ROW

Around 63% of the growth from this sector is expected to come from the adoption of electric vehicles, especially in regions like China, Europe and North America.

Average aluminium content

3% CAGR to 2030

The aluminium content used in auto vehicles is expected to increase at 3% CAGR to 2030.

Source: CRU

Carbon intensity and climate-related business process improvement

The Group has a 'Reduce, Replace, Remove' framework for managing its carbon intensity goals.

We focus on our material impacts by optimising energy use; reducing GHG emissions; reducing waste and water usage and optimising material efficiency.

For each of these focus areas we implement measures to mitigate, prevent or minimise impacts and drive progress against our environmental targets.

**CARBON:
REDUCE
REPLACE
REMOVE**

REDUCE

We aim to reduce our carbon (and other) emissions by amending processes or adopting better abatement technologies.

Actions include:

- Moving to LED lighting in plants.
- Switching from hydraulic to servo-assisted power packs.
- Switching waste disposal from landfill to recycling.
- As production equipment comes to the end of its life and is replaced, new equipment purchasing decisions are based in part on energy efficiency.
- Optimising run times and repairing air leaks to increase cycle time and reduce unnecessary energy use from our compressors – lowering both water and heating temperatures at the boiler to improve efficiency.

REPLACE

We aim to replace fossil fuels, where feasible with greener forms of energy.

Actions include:

- The Group's largest use of fossil fuels is in its ovens and furnaces used in ceramic and glass manufacture. Oil and gas fired boilers for heating are the next biggest source. The Group actively assesses alternative technologies for both these processes. More efficient burners, refractories and control systems are specified in maintenance cycles.
- Adding solar power to buildings where sensible.
- Where electricity can be reliably sourced from renewable sources, it is used.

REMOVE

We aim to remove more carbon-intense raw materials and practices from our operations.

Actions include:

- Behavioural controls – Standardising site opening and shutdown procedures to ensure a consistent approach to eliminating energy waste.
- The Group's two largest fossil fuel related raw materials categories are foam and organic binders in metal melt filters and various plastics for moulded labware and sintered plastic filters.
 - The Group has developed a foam-free molten metal filter that is increasingly used by customers, albeit for relatively small applications.
 - Removing foam from larger aluminium filters has been a long-held goal, but the technical challenges are substantial. The use of foam in this application also has to be assessed in the wider context: the growth in aluminium can-stock demand driven by the replacement of plastic packaging.
- The Group regularly assesses the volume of technical plastics used in laboratory filtration. Where technical characteristics such as cleanliness or inertness are needed, investments are directed at recycling off-cuts; reducing scrap and energy used; and re-designing to lower product weight.

ESG report continued

In our own operations, we are reducing our carbon intensity, resource usage and waste streams to make incremental reductions in environmental impact.

ENVIRONMENTAL | Social | Governance

Greenhouse gas emissions

The Group has implemented the UK Government's guidance on measuring and reporting greenhouse gas emissions, in line with DEFRA guidelines, using conversion units published by the Carbon Trust. The Group reports 'Scope 1 and 2' emissions in tonnes of carbon dioxide. Scope 1 covers direct emissions that emanate directly from Group operations. This is principally natural gas burned in manufacturing and fuel used in company owned vehicles. Scope 2 covers indirect emissions, those generated by key suppliers, principally electricity.

The Group used 74.4 million (2024: 76.6 million) kWh of energy in the year. 5.9 million (2024: 5.4 million) kWh was used in the UK.

Gross emissions of 18,516 tCO₂ (2024: 18,937 tCO₂) are 2% lower than the prior year.

The Metal Melt Quality division accounts for 70% (2024: 72%) of Group emissions. Its emissions fell by 4% compared with a 1% reduction in reported revenue.

The division runs gas powered furnaces to fire its ceramic filters. The gas to run these furnaces is the largest component of the Group's emissions. The division has started to install a more efficient cast shop furnace, which is set to be completed in 2026. In the installation and commissioning phase, emissions are likely to increase because of parallel running the old and new furnace. When the old furnace is decommissioned, there should be a drop in future emissions.

Electricity provides heat, light and power for the Group's premises and other plant and equipment. The plant and equipment is mainly light manufacturing equipment but does include some high pressure presses and electric furnaces.

Group CO₂ emissions were highest in 2018 at 20.7 ktCO₂ and are 11% lower in 2025 at 18.5 ktCO₂. In the same period, Group revenue has increased by 51%.

Water strategy

Water is a vital resource and essential to every ecosystem and imperative to a sustainable future. Our water strategy is focused on exploring efficiency improvement opportunities to optimise water usage across our operations. We also contribute to the availability of clean water through products our customers use to improve water quality and treat wastewater.

2010 is used as a base year and 'kilogrammes of CO₂ emission per pound sterling of revenue' as a measure of intensity. The intensity ratio in 2025 was 57% lower than 2010. In 2020 the Group set a target of reducing its carbon intensity ratio 10% by 2025, having met this target in 2022 the Group set an additional target of reducing the ratio a further 10% by 2025. In 2025 the Group met the targets, reducing 31% from 2020 and 11% from 2022.

Energy Saving Opportunity Scheme ("ESOS")

The UK Government established ESOS to implement Article 8 (4-6) of the EU Energy Efficiency Directive (2012/27/EU). ESOS is the mandatory energy assessment scheme for larger organisations in the UK meeting the qualification criteria. The Environment Agency ("EA") is the UK scheme administrator.

Porvair has completed three full EA audits. Porvair is required to carry out further ESOS assessments every 4 years. Reports by the auditors will incorporate recommendations identifying opportunities for cost saving energy measures.

REACH

The impacts of REACH (the European Union regulation concerning the Registration, Evaluation, Authorisation & restriction of Chemicals) have had an impact on some Porvair processes.

Trichloroethylene and chromium trioxide appear on the ECHA Annex XIV list of products that have been banned unless specifically authorised for use. The last processes using trichloroethylene were completed in 2016 and since then, trichloroethylene has not been used by Porvair. To replace chromium trioxide, used in Alocrom 1200, Porvair Filtration Group's Segensworth plant designs new products using a replacement treatment (SURTEC). Alternative chromium trioxide coatings for chemical conversion coating in the Aerospace and Defence industry have

been authorised until September 2036 for these products. Work continues with customers to replace these coatings with non-Hexavalent coatings on a case-by-case basis.

The Metal Melt Quality division keeps under review its use of boric acid, which is a substance named in the Candidate List of the REACH regulations, to ensure that it meets its REACH reporting obligations on filters shipped into the EU.

Waste

The Board monitors waste disposal and recycling volumes. The Board uses categories of waste set out in ISO 14001: 2015, Environmental Management Systems, to categorise its solid and liquid waste. The Board expects that a focus on the treatment of waste will lead to reductions in waste and an increase in recycling.

Water

The Group's operations are not large users of water. Total Group consumption of water in 2025 was 37.6 million litres (2024: 46.3 million litres). 42% (2024: 46%) of the Group's water usage occurs in the Aerospace & Industrial division, where the sintering furnaces use significant amounts of water in their cooling systems. Installation of a closed-loop chiller system to cool our US based sintering furnaces was commissioned in the middle of 2024. 47% (2024: 45%) of the usage arises in the Metal Melt Quality division, where water is a key component of the ceramic slurry used to make ceramic filters. The Metal Melt Quality division uses water recovery systems and waste water filtration to minimise its usage and to return only clean water to the waste water system. Water usage in the division reduced by 3.4 million litres in the year.

Total Group water consumption

37.6 million litres

(2024: 46.3 million litres).

Reduction in water usage

19% from 2024

(2024: 16% reduction from 2023).

Closed-loop chiller system in Caribou

To prevent oxidation and improve handling, our furnaces use a cooling process after sintering. Previously, aging chillers supplemented by city water led to excessive water consumption. In response, we installed a high-capacity closed-loop chiller system with seasonal efficiency modes, reducing reliance on city water and saving energy during cooler months. Since implementation, when fully operational, water usage drops to a monthly average of 120,000 litres, achieving an average savings of 1.6 million litres per month.

Carbon intensity targets

In 2020 the Group set a target of reducing its carbon intensity ratio 10% by 2025, having met this target in 2022 the Group set an additional target of reducing the ratio a further 10% by 2025. In 2025 the Group met the targets, reducing 31% from 2020 and 11% from 2022.

The Group does not set an absolute greenhouse gas emission target. We expect demand for our products to grow and we therefore believe carbon intensity is a better measure than absolute emissions.

Carbon & Emissions data									
Greenhouse gas (GHG) emissions*									
	Year ended 30 November 2025 tCO ₂	Year ended 30 November 2024 tCO ₂	Year ended 30 November 2010 tCO ₂						
Scope 1 – Direct GHG Emissions									
Gas	10,639	11,056	8,571						
Owned vehicles	573	543	368						
Total Scope 1 gross emissions	11,212	11,599	8,939						
Scope 2 – Indirect GHG Emissions									
Electricity	7,304	7,338	5,204						
Total Scope 2 gross emissions (location based)	7,304	7,338	5,204						
Total gross emissions	18,516	18,937	14,143						
	kCO ₂ /£	kCO ₂ /£	kCO ₂ /£						
Scope 1 intensity ratio	0.058	0.060	0.142						
Scope 2 intensity ratio	0.038	0.038	0.082						
Total intensity ratio	0.096	0.098	0.224						
Geographical breakdown (tonnes of CO₂)									
	Year ended 30 November 2025		Year ended 30 November 2024	Year ended 30 November 2010					
	Scope 1 tCO ₂	Scope 2 tCO ₂	Total tCO ₂	Scope 1 tCO ₂	Scope 2 tCO ₂	Total tCO ₂	Scope 1 tCO ₂	Scope 2 tCO ₂	Total tCO ₂
UK	470	1,848	2,318	403	1,796	2,199	479	1,497	1,976
US	8,887	4,279	13,166	9,450	4,332	13,782	8,350	3,639	11,989
ROW	1,855	1,177	3,032	1,746	1,210	2,956	110	68	178
Total	11,212	7,304	18,516	11,599	7,338	18,937	8,939	5,204	14,143
Energy consumption by geography (Geographical breakdown tCO ₂)				Energy consumption by division (Energy consumption %)					
US: 13,166				70% Metal Melt Quality					
ROW: 3,032				15% Aerospace & Industrial					
UK: 2,318				15% Laboratory					
Total for year ended 30 November 2025				Total for year ended 30 November 2025					

Total gross emissions

18,516(tCO₂)

Total CO₂ gross emissions decreased by 2% to 18,516 tonnes in 2025.

Waste management

ISO 14001: 2015

The Board uses categories of waste set out in ISO 14001: 2015, Environment Management Systems, to categorise its solid and liquid waste.

The Board expects that a focus on the treatment of waste will lead to reductions in waste and an increase in recycling.

Scope 1

Direct emissions

Scope 1 covers direct emissions from owned or controlled sources.

- We pursue energy efficiency and emissions reduction opportunities.
- We explore electrified solutions to reduce natural gas and fuel combustion.

*Greenhouse gas emissions are categorised into three groups or 'Scopes' by the most widely-used international accounting tool, the Greenhouse Gas ("GHG") Protocol.

Scope 2 & Scope 3

Indirect emissions and Supply chain

Scope 2 covers indirect emissions from the generation of purchased electricity, steam, heating and cooling consumed by the reporting company. Scope 3 includes all other indirect emissions that occur in a company's value chain.

- Porvair manufactures thousands of different products and components each year, which are included in a wide range of customers' products and processes. We have looked at including a Scope 3 measure into our targets but cannot see a reliable way of capturing Scope 3 emissions for the time being. This will be kept under review pending wider industry initiatives to better capture Scope 3 emissions.



ESG report continued

SOCIAL

Our people and culture are critical to the successful delivery of our strategy and our employees are pre-eminent stakeholders in the business. Wherever the Group operates, we are committed to creating shared value by engaging with local communities, investing in local supply chains and employing local people.

We aim to attract and retain the very best people by creating an environment for colleagues based on respect, personal growth, skills development, reward and recognition.

In 2025, we have continued to develop our Employee Engagement activities, gaining valuable feedback on how we perform and how we might do better.

Measuring performance in 2025			
Workforce Diversity We are committed to developing a diverse and inclusive workplace and to making progress in this area.			
Senior employees' gender diversity	Employees' gender diversity	Board gender diversity	Board ethnic diversity
Senior employees and Directors	Total employees	Total number in the workforce	
32%	32%	992 (2024: 1,001)	
32% (2024: 32%) of the Group's senior employees and Directors are female.	32% (2024: 33%) of the Group's permanent workforce are female.	The total Group permanent workforce as at 30 November 2025.	

A diverse and inclusive culture supports performance and growth.

Capabilities and skills

Porvair provides employment in a wide range of disciplines associated with the design and manufacture of specialist filtration, laboratory and environmental technologies.

Diversity, equity and inclusion

It is the Group's policy to recruit, train, promote and treat all personnel on grounds solely based on individual ability and performance. These principles are applied regardless of gender, sexual orientation, religion, age, nationality or ethnic origin. The employees in each plant are generally representative of the ethnic diversity and backgrounds of the local population surrounding the plant.

Applications for employment by disabled persons are always considered in full, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of employees becoming disabled, every effort is made to ensure that their employment with the Group continues and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion opportunities for a disabled person should, as far as possible, be identical to that of all other employees.

The Board and Senior Executives' gender and ethnic diversity are disclosed in the Report of the Nomination Committee on page 62. 32% of the Group's workforce is female, 1% lower than 2024 (33%). The composition of senior employees and Directors has stayed consistent at 32%. In 2025 the number of female permanent employees reduced by 5% and the number of male employees increased by 1%.

Employee turnover

The Board uses a Voluntary Quit Rate metric that measures the voluntary resignations each year as a percentage of the average workforce in each plant. The metric is used in conjunction with employee surveys to provide an indication of employee satisfaction in each plant. The Group Voluntary Quit Rate in 2025 was 9.0% (2024: 8.2%). The Voluntary Quit Rate of the median plant was 5.2% (2024: 8.3%).

The Group continues to focus on the wellbeing of all employees. Despite a slight increase in the Voluntary Quit Rate from 2024, this is continuing to have a positive impact on employee retention over recent years.

Training and development

Training and development programmes are important both for our employees to fulfill their potential and to help our business achieve its goals. Much of our training uses the experience found within our own operations.

Our training programmes mainly concern:

- Senior Executive coaching;
- Technical skills and knowledge transfer;
- Sponsorship for tertiary education qualifications;
- Team leadership;
- Training apprentices;
- Health & Safety; and
- Quality.

Measuring performance in 2025

Employee Voluntary Quit Rate

Performance

9.0%

The Voluntary Quit Rate measures the number of resignations per plant as a percentage of the average number of employees in each plant. The Board uses this metric on a plant by plant basis in conjunction with employee surveys as part of its assessment of employee satisfaction.

Performance in 2025

The Voluntary Quit Rate has increased marginally during the year following three years of reduction from 15.4% in 2021. The rate varies from plant to plant with several factors having an effect including the nature of the work at each plant and the local labour market dynamics.

ESG report continued

Environmental | **SOCIAL** | Governance

Board's Employee Engagement system

The Board seeks to maintain good channels of communication with all employees. The Board considers it important that the views and concerns of employees are heard; that the objectives of each business are understood; and that standards of behaviour are shared by all. Clear two-way communication is important. The Board reviews every employee survey and all comments arising along with other employees' suggestions. While almost all issues raised are resolved at a local level, Board members make sure they understand the views and concerns of all employees. Sheena Mackay, the Group's Senior Non-Executive Director, is the designated Director responsible for Employee Engagement.

The system works as follows:

- Yearly reports are given to the Board from each plant on the employee consultations and communications. Reports include all the enquiries that have been made by employees and comments on how they have been resolved.
- At least annually, all plants undertake a confidential employee survey with 17 standard questions plus any other questions relevant locally. The results of these surveys and any issues raised are presented to the Board.

Employee Engagement: additional aspects

- Annual employee surveys are reviewed with employees, who know that results are seen at Group Board level.
- The Board holds one meeting each year at one of our operating locations to strengthen engagement with our businesses. In September, the Board convened at Seal GmbH's offices in Norderstedt, Germany. This visit provided an invaluable opportunity for the Board to interact directly with employees, gain insights into local operations, and reinforce our commitment to collaboration across the Group.
- Suggestion boxes allow comment and feedback – anonymous if necessary – to be fed through to management. Employees know that all suggestions posted may be reported to the Board.
- All sites hold all-employee 'town hall' meetings monthly or quarterly (depending on the number of employees on the site). Employees' concerns may be raised at these meetings, and any issues raised through employee surveys or suggestion boxes are addressed at these meetings. These meetings cover matters of concern to all employees including:
 - Health & Safety matters;
 - Financial and operational metrics of the plant;
 - Significant plant or HR developments;
 - Employees' questions and answers including responses to questions raised previously, or comments on previous questions from the Board;
 - Long service and other awards; and
 - Local community interaction.
- Workers' Council meetings. Some EU sites have workers' councils. The proceedings and issues they raise are reported to the Board.
- Senior management annual bonuses have an Employee Engagement metric.

Review of Employee Engagement effectiveness

The Board has continued to raise the profile of Employee Engagement across the whole Group. It considers the Employee Engagement system to be working well: workforce views are fairly reflected; communication is two-way; Board discussion and decision-making are influenced by the reports received; and participation by all employees is encouraged.

The Employee Engagement incentives included in the General Managers' bonus arrangements and the two-way feedback between the Chief Executive, Sheena Mackay, the designated Non-Executive Director, and the General Managers has improved Employee Engagement.

The Group maintains a small head office and devolves authority to individual plant General Managers. This leads to each site doing Employee Engagement differently depending on local issues; employees' expectations; site scale; and culture.

The Employee Engagement reports show that the process is well established and embedded within the Group. Surveys and employees' commentaries are reported even when this is uncomfortable (and we should note that most comments are positive). Over the past few years, all sites have been more active in Employee Engagement and the divisional management ensures that all sites have implemented, usually through town halls, feedback sessions to communicate and discuss the results of the surveys. There are still opportunities to improve across the Group, some of our sites have been going through changes in senior management personnel, which naturally has an impact on the employees.

Employee Engagement effectiveness

The Board has continued to raise the profile of Employee Engagement across the whole Group. It considers the Employee Engagement system to be working well: workforce views are fairly reflected; communication is two-way; Board discussion and decision-making are influenced by the reports received; and participation by all employees is encouraged.

Safety in the workplace is an important responsibility to protect employees and drive our business success.

Health, safety & wellbeing

Ensuring a safe and secure working environment and supporting employee wellbeing

The Group recognises its responsibilities for the health and safety of its employees and to the communities in which the Group operates. By prioritising health and safety, and reducing accidents and injuries, employees benefit from safer working environments and the Group benefits from settled and more secure employees. Discretionary health and safety benefits for employees include the availability of gyms and onsite nursing and counselling employees at certain operations. Reportable actions are discussed at the monthly Executive Committee meetings.

Health and safety responsibility is delegated to senior managers within each business. These officers perform regular reviews and inspect the conditions in which the Group's employees work. The Aerospace & Industrial division continues to align with the principles of ISO 45001 (Occupational Health & Safety) and ISO 14001 (Environmental Management) through periodic internal audits. In the year a Mental Health Liaison Committee was established which drives initiatives to provide support and resources to employees. The Metal Melt Quality division held an all hands safety day that included a refresher on many aspects of safety including first aid and fire routines.

The Group's insurers and insurance brokers carry out a rolling programme of reviews of the Group's operations as part of their risk assessments, and the recommendations of the consultants are generally implemented in full.

2025 Performance

There were five incidents across the Group which resulted in 25 working days lost (2024: three incidents resulting in 24 working days lost). The Aerospace & Industrial and Laboratory divisions each had two incidents, with Metal Melt Quality having one.

Although the number of incidents increased from the prior year, the severity and therefore the number of working days lost per incident decreased. Every incident is thoroughly assessed and mitigations put in place to prevent the incident reoccurring in the future.

Measuring performance in 2025

Lost Time Accidents (per 100 employees)

Keeping our employees safe is an important responsibility. Our focus is to create a safe working environment and embed rigorous safety processes and procedures.

Days lost to accidents (per 100 employees)

2.4

Lost time accidents (per 100 employees)

0.48

ESG report continued

Environmental | **SOCIAL** | Governance

Working with customers

The Group's products are generally bespoke for specific customers and often have a very long product lifecycle. This naturally requires the Group to build close relationships with its customers.

A high percentage of the Group's annual revenue comes from repeat business from existing customers. Most new product introductions are developed with existing customers. When new customers are gained it is often after a long development period over which a close relationship has developed, and a long-term relationship is expected. Particularly in the aerospace and energy sectors, the Group builds relationships with the immediate customer for the product and also with the ultimate end user or manufacturer, who is often the party that certifies the product. For example, the airframe manufacturer will be an important stakeholder but the customer will usually be a sub-assembly manufacturer.

Responsible and resilient supply chains

The Group has an extensive network of suppliers and subcontractors, many of whom are critical to the manufacture of specific parts. The Group has a stable supplier base. It seeks to increase this base by extending the number of suppliers only where there are perceived to be risks of under capacity or resilience in its existing supply chain. Suppliers are generally only removed from the approved list for persistent quality or delivery failures.

Wherever possible, the Group seeks local suppliers to fulfil its requirements. The Group selects its suppliers carefully. As part of building a long-term relationship with its critical suppliers, the Group works closely with them to ensure that the quality and delivery standards required by the Group are achieved.

Customers and suppliers

Our unique engineering capabilities and specialist filtration expertise, products and services enable us to support customers as they seek to deliver efficient and sustainable solutions and processes.

We develop mutually beneficial and long-term relationships with our suppliers to build resilience, quality and efficiency across our supply chain.

Community engagement and social impact

We aim to contribute positively to the local communities in which we operate and society.

Local investment and support helps us to build strong relationships and contributes to local sustainable development.

Porvair and the local community

We aim to contribute positively to our local communities and society. Our products and services support critical global industries and our operations around the world play a role in local economies through job creation; procurement; operating responsibly and ethically; and engaging directly. The management of each operation is aware of its role within its community. It seeks to recruit locally, retain a skilled workforce and are encouraged to build relationships with community organisations. The workforce composition generally mirrors the diversity of the local population.

Charity, fundraising and volunteering

Across all divisions, our companies actively engage with local communities through various initiatives. Highlights include:

- Ratiolab employees joined World Clean Up Day 2025, collecting nearly 11 kg of rubbish in just 90 minutes.
- PFG Inc., Ashland hosted engineering interns from the Commonwealth Center for Advanced Manufacturing, sharing career insights, discussing filtration applications, and providing a plant tour.

- Porvair Sciences employees ran the Chester 10km, raising £780 for Claire House Children's Hospice.
- Seal GmbH took part in Hamburg's 'City Cycling for a Good Climate' where during the month of June the team racked up over 2,000km.

Health and Safety

During the year, employees at Selee's Hendersonville facility participated in Safety Day training, which included a CPR certification among other critical safety skills. This training proved invaluable when two team members were called upon to apply their CPR knowledge in real-life emergencies – one in the company car park and another at a local store – successfully assisting individuals experiencing heart attacks.

ESG report continued

Strong governance and ethical practice are essential to Porvair.

GOVERNANCE

Strong governance is fundamental to building a resilient and successful organisation. Robust policies, standards and management systems guide our operations to address risks and opportunities and enable us to measure our performance and commitments over time.

We believe that strong ESG performance can be a source of competitive advantage. Transparent and robust governance, safe and responsible operations, continuous improvement and innovation are key to delivering our strategy.

Non-Financial and Sustainability Reporting requirements

We will continue to comply with the Non-Financial and Sustainability Reporting requirements contained in Section 414CB of the 2006 Companies Act.

Section 172(1) Reporting

Porvair is required to provide information on how the Directors have performed their duty under Section 172 of the Companies Act 2006 to promote the success of Porvair, including how the interests of Porvair's key stakeholders have been taken into account by the Directors.

TCFD Reporting

Aligning our reporting to the TCFD recommendations informs our key stakeholders of the climate-related issues that may impact Porvair.

UK Corporate Governance Code 2024 (the 2024 Code)

The Board acknowledges the introduction of the new and updated requirements of Corporate Governance Code 2024 taking effect from 1 December 2025 and 1 December 2026 for Provision 29, Material Controls Declaration.

ESG governance and oversight

The Board is collectively responsible and accountable for the delivery of our strategy and ensuring we sustain our ESG commitments and balance the interests of all our stakeholders over the long-term.

The Board is committed to maintaining high standards of corporate governance and ensuring values and behaviours are consistent across the business. The Board expects steady and continuous improvement in the Group's governance procedures.

The Board as a whole has significant ESG and Climate Change related experience. The Board takes direct responsibility for developing and implementing ESG policies and procedures for the whole Group. The Group CEO is the member of the Board responsible for delivery of the Group's ESG compliance.

The 2018 UK Corporate Governance code applied to the Group from 1 December 2019. The Board complied with all aspects of the Code throughout the year ended 30 November 2025.

More details of the Group's approach to corporate governance are given in the Group's Annual Report & Accounts section on Corporate Governance on pages 52 to 83.

Risk management

Risk management and review is a core responsibility of the Executive Committee, with risk assessments and actions arising discussed with each management team. Implementation of mitigation procedures is monitored through the Executive Committee and the internal audit process. The outputs from these reviews are fed through to the Board as required and discussed as part of the annual strategy review. Further details are given on pages 60, 61, 63 and 64.

Anti-bribery and corruption policy

The Group prohibits all forms of bribery and corruption within its business and complies with the requirements of all applicable laws designed to combat bribery and corruption. The Group requires all employees, agents, intermediaries and consultants to conduct themselves in accordance with the Group's anti-bribery and corruption policy. The Group conducts periodic compliance reviews and professional training for employees who have contact with customers and suppliers.

Modern Slavery

The Group has zero tolerance of slavery and human trafficking in all their different forms in any part of its business and in its supply chain. This approach reflects a commitment to act ethically and responsibly in all business relationships and to ensure that slavery and human trafficking are not present in any part of its business or in its supply chain.

A copy of the Group's Modern Slavery Statement is available on the Group's website at www.porvair.com.

Human rights

The Group supports and is committed to upholding the UN Guiding Principles on Business and Human Rights, and the core labour standards set out by the International Labour Organisation.

The Group is aware of its requirements to respect human rights in all jurisdictions in which it operates. It pays particular attention to its responsibilities in its operations in China and India. The Group has nothing further to disclose.

Gender Pay Gap

Porvair Filtration Group, the Group's principal UK employer, discloses its Gender Pay Gap information on its website – www.porvairfiltration.com.

Climate-related governance at Porvair

The Board Oversight and climate-related risks

Nomination Committee

Balance of skills, knowledge, experience and diversity on the Board

Audit Committee

Review of the Company's Principal risks

Remuneration Committee

Remuneration Policy linked to ESG

Executive Committee

Consisting of the Executive Directors and key members of the senior leadership team responsible for the management of the Group.

Group Divisions & Operating Companies

Aerospace & Industrial Division

Laboratory Division

Metal Melt Quality Division

Effective engagement with stakeholders and transparent reporting promotes the success of the Group.

CUSTOMERS

- We seek to build long-term stable relationships with our customers.
- Our products are usually bespoke for specific customers and are designed and tested in partnership with those customers.
- Our products often have long lifecycles and our customers provide us with stable revenues.
- Through research and development, we seek to offer customers regular upgrades and improvements to the products we offer.
- We operate according to strict anti-bribery and corruption policies.

SUPPLIERS

- The Group has a stable supplier base and seeks to build long-term relationships.
- Many of our suppliers are critical to the manufacture of specific parts.
- The Group works closely with its suppliers to ensure quality and delivery standards.
- We operate according to strict anti-bribery and corruption policies.

EMPLOYEES

- We provide a broad range of roles in design, manufacture, sales and administration.
- We have both formal and informal communication processes.
- We recruit, train and develop employees solely on the basis of ability.
- Our employees generally reflect the ethnic diversity of the local population close to each plant.
- We operate in accordance with local laws and customs, and with due regard for human rights.
- We meet local living wage requirements.

COMMUNITIES & THE ENVIRONMENT

- Our employee profiles mirror the diversity of the local communities around each plant.
- We seek to use local suppliers where possible.
- The local environment is important to us and we take care to keep our waste to a minimum.
- Our employees are active in their local communities and contribute time and money to local charities.

SHAREHOLDERS

- We seek to provide shareholders with informative and comprehensive communications.
- We seek to publish results promptly, usually within 10 weeks for year end results and 5 weeks for interim results.
- The Executive Board members meet regularly with our key investors to discuss Group performance and to hear their views.
- Board members make themselves available to meet with shareholders and potential investors when requested.

Stakeholders and Section 172 Statement

Understanding the needs and priorities of our key stakeholders and building strong and positive relationships are critical to our success. Stakeholder engagement takes place across the Group, operationally by our divisional teams, Group management and by the Board.

How the Board considers stakeholder interests in the **s172 Statement** on pages: 48 to 50.

Section 172 Statement

This s172 Statement focuses on matters of strategic importance to the Group. It sets out the Board's approach to decision-making; its stakeholder engagement; and key decisions taken in 2025.

STAKEHOLDER ENGAGEMENT AND DECISION-MAKING

s172(1) Reporting

The Companies (Miscellaneous Reporting) Regulations 2018 ("2018 MRR") require Directors to explain how they considered the interests of key stakeholders and the broader matters set out in Section 172(1) (A) to (F) of the Companies Act 2006 ("s172") when performing their duty to promote the success of the Company under s172. This includes considering the interests of other stakeholders which will have an impact on the long-term success of the Company. This s172 Statement reviews the principal decisions made by the Board of Directors and how the Directors have engaged with stakeholders.

This s172 Statement focuses on matters of strategic importance to the Group, and the level of information disclosed is consistent with the size and the complexity of the business.

Key to s172 considerations

- (A) – The likely consequences of any decision in the long-term.
- (B) – The interests of the company's employees.
- (C) – The need to foster the company's business relationships with suppliers, customers and others.
- (D) – The impact of the company's operations on the community and the environment.
- (E) – The desirability of the company maintaining a reputation for high standards of business conduct.
- (F) – The need to act fairly as between members of the company.

General confirmation of Directors' duties

The Board has a framework for determining the matters within its remit and has approved Terms of Reference for the matters delegated to its committees. Certain financial and strategic thresholds have been determined to identify matters requiring Board consideration and approval and delegated authorities are set out in the Group's reporting and accounting manual.

When making decisions, each Director ensures that they act in the way they consider, in good faith, would most likely promote the Company's success for the benefit of all of its stakeholders.

The Board's approach to decision-making

s172(1) (A) – The likely consequences of any decision in the long-term

The Directors consider the long-term consequences of their decisions with reference to their understanding of the business and the markets in which it operates.

- Porvair aims to develop specialist filtration, laboratory, and environmental technologies for the benefit of all stakeholders.
- The Board reviews its strategy each year, which drives a medium-term review of the likely outlook for the Group as described in the Group's viability assessment (See pages 26 and 27).
- In considering its long-term development, the Board will allocate capital and resources according to strategic priorities.

These include:

- investments in research and development, sales and marketing, and production capabilities;
- capital expenditures to boost organic growth; and
- acquisition investments to increase technical expertise or routes to market.

The Group seeks to balance the short-term costs of these investments with their likely future benefit.

s172(1) (E) – The desirability of the company maintaining a reputation for high standards of business conduct

- All of the Group's operations maintain ISO9001 quality standards as a minimum, with certain plants conforming to quality standards specific to their market (e.g. Aerospace).
- The Board monitors compliance with local laws and standards and has policies on modern slavery, anti-bribery and corruption, and human rights.
- Remuneration arrangements for senior management are tied to Group corporate and social responsibility standards which specify four areas of focus: business integrity and ethics; people; HSE performance; and relationships and community impact.

The Board's approach to stakeholder engagement

s172(1) (B) – The interests of the company's employees

Employees are fundamental to our business. Success depends on attracting, retaining and motivating employees by providing:

- Fair pay and benefits;
- Training and development opportunities;
- A workplace environment with a high regard for health and safety procedures;
- A broad range of roles in engineering, manufacture, sales and administration;
- Formal and informal communication processes; and
- Employees' development solely on the basis of ability.

Our employees reflect the ethnic diversity of the local population close to each plant.

We operate in accordance with local laws and customs and with due regard for human rights.

The Directors recognise that our pensioners, though no longer employees, also remain important stakeholders.

More information on this can be found within our report on Employee Engagement (See pages 40 to 42).

In their decision-making, the Directors are careful to properly consider the interests of all stakeholders.

s172(1) (C) – The need to foster the company's business relationships with suppliers, customers and others

Delivering our strategy requires mutually beneficial relationships with suppliers, customers and regulatory bodies. The Board expects all such relations to be conducted appropriately and in conformity with Group policies.

Relationships with customers

- Because of the nature of its products, the Group typically has long customer relationships.
- Most new product introductions are developed with existing customers as a means of deepening the relationship with a valued client.
- Senior management will engage personally with all key commercial contacts to ensure good communications.
- The Group rarely makes significant changes to its terms and conditions, valuing stability in its commercial relationships.

Relationships with suppliers

- The Group typically has long relationships with its suppliers.
- The Board considers supplier resilience as a critical strategic risk and reviews key supply arrangements in its risk management process.
- The Group works closely with its suppliers to ensure that quality and delivery standards are met.
- Senior management engage personally with all key commercial contacts to ensure good communications.
- The Group rarely makes significant changes to its terms and conditions, valuing stability in its commercial relationships.

Relationship with Group operating companies

- The Board has overall responsibility for the control and management of Group strategy and performance.
- The Group believes in giving management teams autonomy, such that most decisions can be made close to the stakeholders affected. Only when it is more efficient are activities managed centrally.
- The Board has established a framework of controls encompassing procedures applicable to all businesses that are subject to executive review.

Relationship with regulatory bodies

The Board encourages its operations to engage constructively with regulatory bodies and to maintain regulatory approvals through the relevant audit processes.

s172(1) (D) – The impact of the company's operations on the community and the environment

- The development of safe and responsible operations is fundamental to the Group's purpose.
- The Board regularly reviews reports on the Group's impact on the environment.
- The Board reviews reports on the Group's community involvement projects during site visits or following material events.
- All Group operations draw employees, ancillary services and supplies from the local economies wherever practical.
- The Board monitors key environmental metrics including carbon intensity; waste and landfill; and use of water.

s172(1) (F) – The need to act fairly as between members of the company

- The Board maintains a regular dialogue with its members through meetings with investors, its AGM, and comments received in relation to its regulatory releases and publications.
- The Board publishes results promptly, usually within 10 weeks for year end results and 5 weeks for interim results.
- The Board provides briefings to analysts and media outlets, who in turn provide an independent perspective on the Company for the benefit of their clients and readers.
- The Board uses judgement and analysis of information gained through this information exchange to act fairly as between the Company's members.
- The Board seeks to provide shareholders with informative and comprehensive communications.
- The Executive Board members meet regularly with our key investors to discuss Group performance and to hear their views.
- Board members make themselves available to meet with shareholders and potential investors when requested.

Section 172 Statement continued

Principal decisions taken by the Board in 2025

DEFINITION OF PRINCIPAL DECISIONS

We define principal decisions taken by the Board as those decisions in 2025 that were of a strategic nature and that are significant to any of our key stakeholder groups. As outlined in the FRC Guidance on the Strategic report, we include decisions related to capital allocation, dividend policy and strategy.

1. Decision to acquire Drache Umwelttechnik GmbH ("Drache").

Decision taken in November 2025

The outcome

The Group announced the acquisition of Drache Umwelttechnik GmbH on 12 January 2026.

The acquisition will complement our existing businesses within the Metal Melt Quality division. Drache is active in the development, manufacture, and distribution of filters of all kinds, consumables, and equipment for the molten metal industry.

How stakeholders were considered

The deal expands the capabilities and capacity of the Metal Melt Quality division, and in so doing strengthens the career prospects and continued employment for both existing Porvair employees and those employees joining the Group through acquisition. The same is true of the customers and suppliers of the acquired businesses who will benefit from association with a larger Group that offers a stronger financial base. Synergies in production and distribution will, over time, benefit wider Group stakeholders including shareholders. The acquisition was funded from the Group's cash resources and existing banking arrangements, leaving funds available to resource the pension fund and to continue to deliver a progressive dividend for shareholders.

2. Decisions to pay the interim dividend and recommend the final dividend for 2025.

Decisions taken in June 2025 and February 2026

The outcome

Prior to finalising the Group's interim and final accounts the Board considered whether it was appropriate to raise the interim and final dividend. The Board concluded that the interim dividend should be raised by 0.1 pence to 2.2 pence and recommended that the final dividend should be increased by 0.3 pence to 4.5 pence.

How stakeholders were considered

The Board has a stated policy of paying a progressive dividend. The Board concluded that the dividend was sufficiently well covered; that there were adequate distributable reserves; and the Group had access to sufficient finance. Employees, customers, suppliers and the future investment opportunities for the business were considered to be unaffected by the decision to pay the dividend and shareholders received the income from the Group that they would have expected.

3. Approval of Porvair's strategic plan for 2026 to 2030.

Decision taken in November 2025 and December 2025

The decision

The Board conducts a strategic review each year which considers the strategic direction of the Group and its immediate and medium-term priorities. The strategic plan represents an evolution of the previous strategy focusing on both organic and inorganic growth. Five and four year plans are considered.

How stakeholders were considered

The Group's strategic framework specifically considers the benefits to all stakeholders. Particular emphasis is given to shareholders, employees and pensioners.

NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT

This section of the Strategic report constitutes the non-financial and sustainability information statement of Porvair plc, produced to comply with sections 414CA and 414CB of the Companies Act. The information listed in the below table is incorporated by cross reference.

Reporting requirement	Policies and standards which govern our approach	Additional information and cross-referencing
Stakeholders	Summary statement	- s172 (1) Statement and Stakeholder Engagement on pages: 48 to 50 - ESG report on pages: 28 to 47
Environmental matters	- Environmental performance - Taskforce on Climate-related Financial Disclosures ("TCFD")	- ESG report on pages: 30 to 39 - TCFD report on page: 32
Employees	- Employee Engagement - Whistleblowing policy - Health & Safety policy - Diversity policy - Training and development	- s172 (1) Statement and Stakeholder Engagement on pages: 48 to 50 - ESG report on pages: 40 to 45 - Governance report on pages: 46 and 54 to 83
Respect for human rights	- Modern Slavery Act statement - Human rights	ESG report on page: 46
Social matters	- Porvair in the community - Relationship with customers and suppliers	- s172 (1) Statement and Stakeholder Engagement on pages: 48 to 50 - ESG report on pages: 40 to 45
Anti-bribery and corruption	Anti-bribery and corruption policy	ESG report on page: 46
Description of principal risks and impact on business activity	Risk assessment	Principal risks and uncertainties on pages: 22 to 25
Description of the business model	How it links to strategy and delivers value to stakeholders	- Strategy on pages: 4, 5 and 9 - Chief Executive's report on pages: 8 to 15
Non-financial key performance indicators	Relevant key performance indicators	- Key Performance Indicators on pages: 20 and 21 - ESG report on pages: 28 to 47

The policies mentioned above form part of the Group's policies, which act as the strategic link between our purpose and how we manage our day-to-day business. During the year, the Board determined that the policies remain appropriate and support its long-term sustainable success.

This Strategic report was approved by the Board.

By order of the Board


Andrew Douglass
Company Secretary
6 February 2026

Board of Directors

The Board is collectively responsible for the long-term success of Porvair and the delivery of sustainable stakeholder value.

John Nicholas N R
Independent Non-Executive Chair

Appointed to the Board in October 2017, he became Chair in April 2018.

Previous career:

John was Non-Executive Chair of Diploma PLC until January 2022. He was previously Senior Non-Executive Director of Mondi plc, Rotork plc and Ceres Power Holdings plc and Chair of the Audit Committee of Hunting plc. He was Group Finance Director of Tate & Lyle plc from 2006 to 2008 and, prior to that, Group Finance Director of Kidde plc from its demerger from Williams plc in 2000 until its acquisition by United Technologies in 2005. John was a member of the UK Financial Reporting Review Panel for six years until April 2015.

Relevant experience:

John is an experienced Non-Executive Director with broad experience in manufacturing and service industries. John brings strong leadership skills and provides an effective commitment to the Board. John holds an MBA from Kingston University and is a Chartered Certified Accountant.

Committee membership:

Chair of the Nomination Committee and member of the Remuneration Committee.

Hooman Caman Javvi
Group Chief Executive

Appointed to the Board in January 2025.

Previous career:

Hooman was previously Group Chief Operating Officer and member of the Board at FTSE 250 listed Hill & Smith plc. Before joining Hill & Smith in 2022, Hooman spent 11 years in senior management roles at Hitachi Energy and the ABB Group.

Relevant experience:

Hooman has a proven track record in the leadership of industrial engineering businesses. He has an Engineering and Management degree from Linköping University in Sweden and an MBA from the Stockholm School of Economics.

Committee membership:

None.

James Mills

Group Finance Director

Appointed to the Board in April 2021.

Previous career:

James was previously a divisional Finance Director for Ricardo plc. Prior to Ricardo, he was responsible for group reporting at G4S plc.

Relevant experience:

James brings significant expertise and relevant experience in strategic financial management for engineering led businesses. He is a Chartered Accountant, who qualified with KPMG.

Committee membership:

None.

Composition of the Board

Executive and Non-Executive Directors

Non-Executive Tenure

Board changes during FY25 and the year to date:

- Ben Stocks retired from the Board at the Company's AGM on 15 April 2025. On the same date, Hooman Caman Javvi formally took the position of Chief Executive Officer.
- Sheena Mackay became Chair of the Remuneration Committee on 15 April 2025 and Senior Independent Non-Executive Director on 4 November 2025.
- Lisa Anson was appointed to the Board as an Independent Non-Executive Director on 1 October 2025.
- Sally Martin retired from the Board on 4 November 2025.

Further information on the appointments and Board succession planning activities can be found on pages 60 and 62.

Key to Board Committee Membership

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee
- Blue background denotes Committee Chair

Sheena Mackay A N R
Senior Independent Non-Executive Director
Appointed to the Board in October 2024.

External appointments:

Sheena is a Non-Executive Director of Lords Group Trading plc, an AIM listed building material distributor, and of King's College Hospital NHS Foundation Trust. For Lords Group, she Chairs both the Remuneration Committee and Nomination Committee and is a member of the Audit Committee. She also Chairs the People Committee for Kings. Previously, Sheena was a Non-Executive Director at Foxtons Group plc, the London based estate agency, from 2017 to 2023.

Relevant experience:

Sheena's executive career spans more than 30 years in human capital management. Sheena was Group Human Resources Director for Smiths Group plc, a FTSE 100 global industrial technology company, between 2016 and 2022. Prior to Smiths, Sheena held various senior roles at a number of international industrial and manufacturing companies.

Committee membership:

Chair of the Remuneration Committee and member of the Audit and Nomination Committees. Designated Board member for Employee Engagement.

Ami Sharma A N R
Independent Non-Executive Director
Appointed to the Board in January 2023.

External appointments:

Ami is currently Group Chief Financial Officer and Company Secretary of SDI Group plc, an AIM listed manufacturing group. He was Group CFO at FTSE 250 listed Ultra Electronics Holdings plc, an international aerospace and defence group, from 2016 to 2019. He was CFO of Gibbs and Dandy plc from 2005 to 2009. Ami has, in the past, held senior finance roles at Senior plc and Saint Gobain Building Distribution and was an audit manager with KPMG.

Relevant experience:

Ami has over 30 years' experience in public and private companies with particular focus on international manufacturing, high growth businesses, corporate transactions, driving operational improvements and raising finance. This track record makes him ideally suited to Chair the Audit Committee. He is a Chartered Accountant.

Committee membership:

Chair of the Audit Committee and member of the Remuneration and Nomination Committees.

Lisa Anson A N R
Independent Non-Executive Director
Appointed to the Board in October 2025.

External appointments:

Lisa is currently Chief Executive Officer of Redx Pharma Limited, a UK based, privately held clinical-stage biotech business; a position she held when Redx was publicly listed on AIM. In addition, she is a Supervisory Board Member for Apoplex Medical Technologies GmbH, a private German company and is an elected Board Member of the UK BioIndustry Association (BIA). She was previously a Board Member and then Chair at the Association of the British Pharmaceutical Industry (ABPI).

Relevant experience:

Lisa's career spans almost 30 years in the pharmaceutical and Biotech industry including more than twenty years at AstraZeneca PLC. She has extensive global leadership and commercial experience, including several USA based roles and most recently at AstraZeneca was Country President for the UK and Ireland.

Committee membership:

Member of the Audit, Remuneration and Nomination Committees.

Board diversity

It is the Board's policy to maintain a small Board with a minimum of two male and two female Directors. The Board was compliant with this policy for the period presented.

The Board diversity from 1 December 2024 to the date of signing the report was:

	Gender		Ethnicity		
	Male	Female	White British or Other White	Asian/Asian British	Other Ethnic Group
1 December 2024 to 5 January 2025	67%	33%	5	1	–
6 January 2025 to 15 April 2025	71%	29%	5	1	1
16 April 2025 to 1 October 2025	67%	33%	4	1	1
2 October 2025 to 4 November 2025	57%	43%	5	1	1
5 November 2025 to date	67%	33%	4	1	1

Ethnic Groups as defined by the Office of National Statistics

Chair's introduction to governance

The Board provides effective and strategic leadership to the Group within a framework of robust corporate governance.

Dear shareholder

The Board is committed to maintaining high standards of corporate governance and ensuring values and behaviours are consistent across the business. The Board expects steady and continuous improvement in the Group's governance procedures.

In the Governance section of this report, the Board sets out the information, policies and procedures adopted by the Group to ensure compliance with the relevant governance codes and financial law. The Governance section includes the Directors' report, the Corporate governance report, the Report of the Nomination Committee, the Report of the Audit Committee and the Remuneration report and Remuneration policy.

The Board

The Board consists of four Non-Executive Directors and two Executive Directors. The Board provides strategic leadership and guidance with the aim of allowing the Executive team to develop the business profitably within the framework of risk management and compliance.

The Board has established three Committees to advise the Board:

- The Audit Committee advises the Board on matters relating to internal controls and financial reporting of the Group.
- The Remuneration Committee determines and recommends the framework and policy for the remuneration of the Executive Directors.
- The Nomination Committee provides a process and procedure for the appointment of new Directors.

The Nomination Committee and the Remuneration Committee comprise all of the Non-Executive Directors. As Chair of the Group, I do not sit on the Audit Committee.

I confirm that, following performance evaluation of each Non-Executive Director, their performance continues to be effective with appropriate commitment to the role.

Compliance with the Code

The Board complied with all aspects of the 2018 UK Corporate Governance Code throughout the year ended 30 November 2025. The Board notes the introduction of the Corporate Governance Code 2024 which will apply to the Group from 1 December 2025 and 1 December 2026 for Provision 29 – Material Controls Declaration.

Developments in 2025

Non-Executive Directors

Lisa Anson was appointed as an Independent Non-Executive Director with effect from 1 October 2025. Sally Martin retired from the Board on 4 November 2025. Sheena Mackay became Chair of the Remuneration Committee on 15 April 2025 and Senior Independent Non-Executive Director on 4 November 2025.

Chief Executive

Ben Stocks retired from the Board at the Company's AGM on 15 April 2025. On the same date, Hooman Caman Jawi formally took the position of Group Chief Executive having served as Chief Executive designate since 6 January 2025.

John Nicholas

Chair

6 February 2026

Transparent reporting

Porvair has a clear purpose; integral to delivering it is being a socially responsible company that demonstrates strong ethical behaviour within a framework of transparent and robust governance.

Section 172 Statement

In line with the reporting requirements of the 2018 UK Corporate Governance Code, our stakeholder engagement section describes how our stakeholders, and the matters set out in Section 172 of the Companies Act 2006, have been considered in Board discussions and decision-making. The Board actively engages with our shareholders, employees and wider stakeholder groups when making decisions, and considers the impact of Group activities on the community, environment and its reputation.

Compliance with the UK Corporate Governance Code 2018

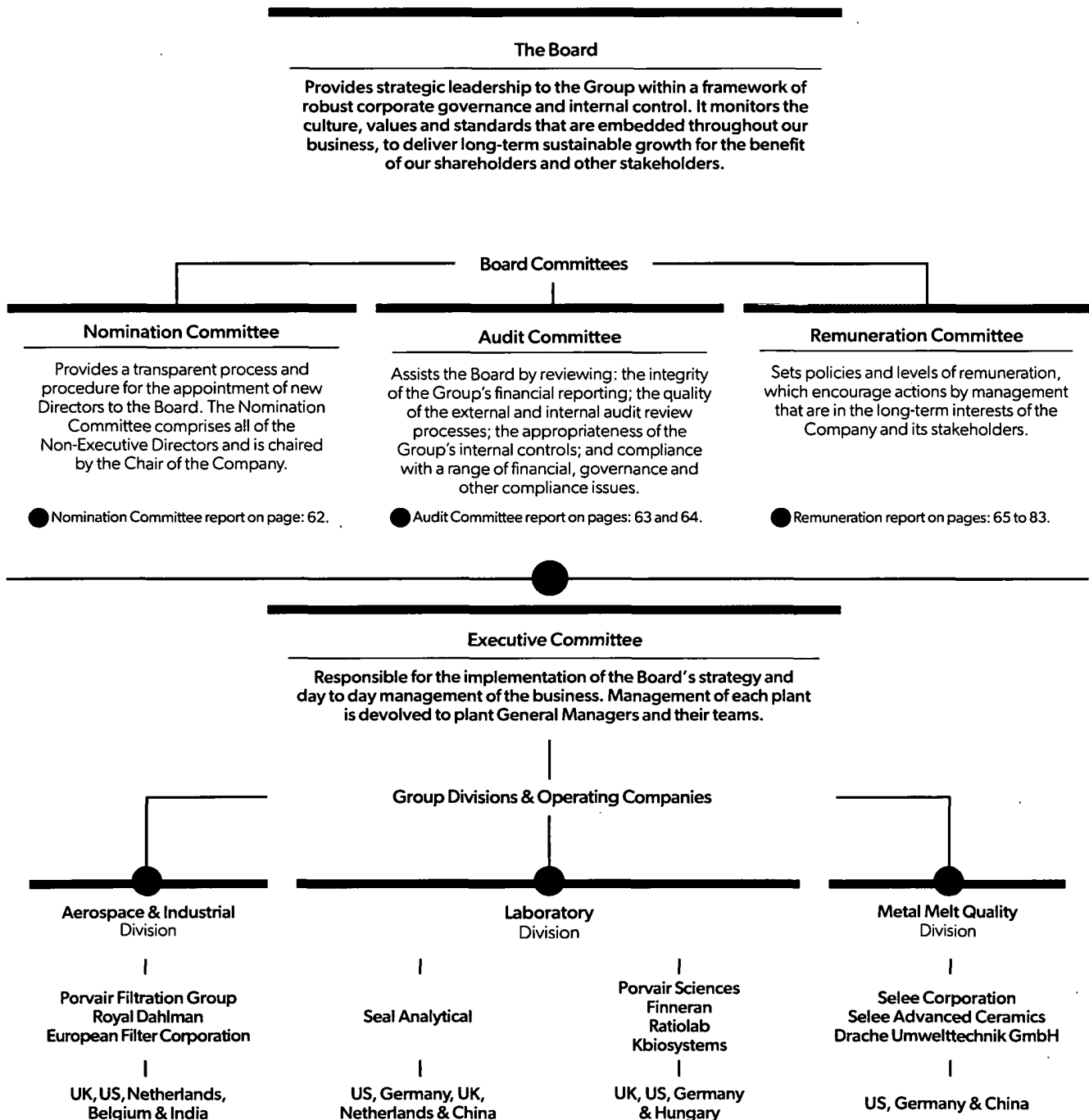
The principles set out in the UK Corporate Governance Code 2018 (the "Code") emphasise the value of good corporate governance for long-term sustainable success. The Board applied the principles and complied with all provisions of the Code throughout the year ended 30 November 2025.

Further details on how we have applied the principles set out in the Code can be found as follows:

- Section 1: Board leadership and Company purpose on page: 59.
- Section 2: Division of responsibilities on page: 59.
- Section 3: Composition, succession and evaluation on pages: 60 and 62.
- Section 4: Audit, risk and internal control on pages: 60, 61, 63 and 64.
- Section 5: Remuneration on pages: 65 to 83.

Porvair's governance structure

Good governance continues to provide the framework for effective delivery of our strategy. The Board is committed to maintaining very high standards of corporate governance and ensuring values and behaviours are consistent across the business. The Board provides strategic leadership and guidance with the aim of allowing the Executive team to develop the business profitably within the framework of risk management and compliance.



Directors' report

The Directors are pleased to present their Annual Report and the audited accounts of the Group for the year ended 30 November 2025.

The Company

Porvair plc is a public limited company incorporated in England and Wales and domiciled in the UK, with a listing on the London Stock Exchange under the symbol PRV. The address of its registered office is 7 Regis Place, Bergen Way, King's Lynn, Norfolk, PE30 2JN.

Business review

The business review is covered in the Strategic report on pages 1 to 51. The Group's purpose, strategy, objectives, key performance indicators, likely future developments, and risks and uncertainties are discussed throughout the report.

Dividends

An interim dividend of 2.2 pence per share (2024: 2.1 pence per share) was paid on 22 August 2025. The Directors recommend the payment of a final dividend of 4.5 pence per share (2024: 4.2 pence per share) on 8 June 2026 to shareholders on the register on 1 May 2026; the ex-dividend date is 30 April 2026. This makes a total dividend for the year of 6.7 pence per share (2024: 6.3 pence per share).

Directors and their interests

The names and biographical details of the Directors are set out on pages 52 and 53. Ben Stocks retired from the Board on 15 April 2025 at the Company's AGM. Following Ben's retirement, Hooman Caman Jawi became Chief Executive Officer, having joined the Board on 6 January 2025 as Chief Executive designate. Lisa Anson joined the Board on 1 October 2025. Sally Martin retired from the Board on 4 November 2025. All other Directors served throughout the year. In accordance with best practice, it is the Board's policy that all Directors, who continue to serve, should offer themselves for re-election each year.

The appointment and replacement of Directors is governed by the Articles, the Companies Act 2006, the UK Corporate Governance Code and related regulation and legislation applying to UK listed companies. The Articles require there to be a minimum of three Directors (and permit a maximum of 15) and provide that the business of the Company shall be managed by the Board of Directors, which may exercise all powers of the Company. The Board of Directors may make such arrangements as they see fit to delegate those powers, except that the Board retains specific authority over the matters reserved for the Board, which are summarised in the Role of the Board section in the Corporate governance report on page 59.

The Executive Directors have service contracts that include a rolling 12 month notice period. The Non-Executive Directors have letters of appointment that include a rolling three month notice period unless they are not re-elected at the Annual General Meeting, in which case, the Non-Executive Director will resign immediately.

During the year, and up to the date of this report, the Group maintained insurance providing liability cover for its Directors.

Details of all the beneficial and non-beneficial interests of the Directors in the shares of the Company, and share options are set out in the Remuneration report on pages 65 to 74. None of the Directors had a material interest in any contract of significance in relation to the Company or its subsidiaries during the year.

There are no agreements between the Company and its Directors or employees that provide for compensation for loss of office or employment in the event of a takeover of the Company. No additional matters under the UK Listing Rules have been identified, which require disclosure.

The Company has in place procedures to deal with conflicts of interest. The Company follows the guidance on conflicts of interest issued by the Association of General Counsel and Company Secretaries of the FTSE. See page 60 for more details.

Research and development

The Group continues to undertake a research and development programme with the objective of identifying and developing new materials and products which have the potential to contribute to the growth of the Group. During the year, £4.0m (2024: £3.8m) of development expenditure was written off to the income statement and development expenditure capitalised was de minimis (2024: £nil).

Greenhouse gas emissions

The disclosure of the Group's greenhouse gas emissions is given in the ESG report on pages 38 and 39, which forms part of this report and is incorporated into it by cross reference.

Share capital

The Company has one class of ordinary share capital which carries no right to fixed income. All of the Company's shares in issue are fully paid and each share carries the right to vote at general meetings of the Company. During the year, the Company issued 2,855 (2024: 136,755) shares to satisfy the exercise of SAYE share options.

The Group uses an Employee Benefit Trust ("EBT") to purchase shares in the Company to satisfy entitlements, granted since the Company's AGM in 2015, under the Group's Long Term Share Plan. The EBT has waived its rights to dividends. During the year, the Group purchased 120,000 ordinary shares of 2 pence each (2024: 110,000) for a total consideration of £0.9m (2024: £0.7m). During the year, the EBT issued 75,450 ordinary shares (2024: 242,240) to satisfy the exercise of Long Term Share Plan share options. The cost of the shares held by the EBT is deducted from retained earnings. The EBT is financed by a repayable-on-demand loan from the Group of £6.1m (2024: £5.3m). As at 30 November 2025, the EBT held a total of 408,010 ordinary shares of 2 pence each (2024: 363,460) at a cost of £2.7m (2024: £2.2m) and a market value of £3.3m (2024: £2.4m).

Further details of the share capital of the Company are given in note 22 to the financial statements.

There are no specific restrictions on the size of a holding in the Company nor on the transfer of shares, which are both governed by the provisions of the Articles and prevailing regulations and legislation governing UK listed companies. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on voting rights. No person has special rights of control over the Company's share capital.

Each year the Board seeks shareholder approval to renew the Board's authority to allot relevant securities and to purchase its own shares.

Contracts

The Company is party to a number of agreements that take effect, alter or terminate upon a change of control of the Company, such as commercial contracts, banking agreements, property lease arrangements and employee share plans.

Section 172 of the Companies Act 2006 disclosure

Details of the Board's compliance with the requirements of Section 172 of the Companies Act 2006 are given on pages 48 to 50.

Non-financial and sustainability information statement

Non-financial and sustainability information required by s414CB of the Companies Act 2006 can be found by using the references given on page 51 of the Strategic report.

Substantial shareholders

As at 6 February 2026, the Company has been notified of the following substantial shareholdings comprising 3% or more of the issued share capital of the Company.

	Ordinary shares (number)	Percentage (%)
GGG SpA	13,042,531	28.05
Long Path Partners	5,586,615	12.01
Brianwood Chase Management	3,181,764	6.84
Blackrock Investment Management	2,362,852	5.07
Financiere de L'Echiquier	1,846,538	3.97
Liontrust Asset Management	1,762,276	3.79
BGF Investment Management	1,664,850	3.58
Alantra Asset Management	1,660,913	3.57

Corporate governance

The Company's statement on corporate governance can be found in the Corporate governance report on pages 59 to 61 of these financial statements. The Corporate governance report forms part of this Directors' report and is incorporated into it by cross reference.

Employment policies and engagement

The Group's employment policies and Employee Engagement activities are described in the ESG report on pages 40 to 45, which forms part of this report and is incorporated into it by cross reference.

Relationships with customers, suppliers and local communities

The Group's relationships with customers, suppliers and interaction with the local community are described on pages 44, 45 and 47, which forms part of this report and is incorporated by cross reference.

Financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of price risk, foreign exchange risk, credit risk, liquidity risk and interest rate cash flow risk. The Group has in place risk management procedures that seek to limit the adverse effects on the financial performance of the Group of these financial risks.

Given the size of the Group, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies set by the Board of Directors are implemented by the Company's finance department, which has a policy and procedures manual that sets out specific guidelines to manage interest rate risk and credit risk, and circumstances where it would be appropriate to use financial instruments to manage these.

Further details on the specific risks related to financial management and their mitigation are given on pages 25 and 61.

Events after the reporting date

On 12 January 2026, the Group, through its subsidiary Porvair Holdings B.V., acquired 100% of the issued share capital of Drache Umwelttechnik GmbH ("Drache"). Drache, located in Diez, Germany, is active in the development, manufacture, and distribution of filters of all kinds, consumables, and equipment for the molten metal industry. Cash consideration of £17.8m was paid after the year-end in January 2026.

Going concern

The Directors statement on going concern is incorporated in its review of viability and going concern on pages 26 and 27.

Annual General Meeting

The Annual General Meeting of the Company is to be held on Tuesday 14 April 2026. The notice for this meeting and proxy forms will be sent to shareholders separately.

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors have elected under company law, and are required under the Listing Rules of the Financial Conduct Authority, to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards. The Directors have elected under company law and the Listing Rules of the Financial Conduct Authority to prepare the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The Group financial statements are required by law and UK-adopted International Accounting Standards to present fairly the financial position and performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 the profit or loss of the Group for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted International Accounting Standards;
- for the Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Company financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

Directors' report continued

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

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

The Directors consider that the Annual Report & Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

Each of the Directors, whose names and functions are listed on pages 52 and 53, confirms that, to the best of their knowledge:

- the financial statements, prepared in accordance with the applicable set of 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 Strategic report and the Directors' report include 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 it faces.

Directors' responsibility for provision of information to the Auditor

So far as each Director is aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

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

Independent Auditor

RSM UK Audit LLP has indicated its willingness to continue in office as the Company's Auditor. A resolution concerning its appointment will be put to the Annual General Meeting.

By order of the Board



Andrew Douglass
Company Secretary
6 February 2026

Corporate governance

Compliance

The Company has adopted the principles of good governance set out in the 2018 UK Corporate Governance Code. This section describes how the Board has applied those principles. The Directors are of the opinion that the Company has complied with the provisions of the UK Corporate Governance Code (which is publicly available at www.frc.org) throughout the year.

Corporate Governance Code 2024

In preparation for the new Corporate Governance Code which will apply to the Group from the accounting period beginning 1 December 2025, the Board reviewed the changes that will be relevant to the Group in meeting these updated requirements. A particular focus of the Audit Committee will be the requirements of Provision 29, Material Controls Declaration, which will be applicable to the Group from the accounting period beginning 1 December 2026.

LEADERSHIP AND COMPANY PURPOSE

Company Purpose

The Board has defined the Company's purpose as "Porvair aims to develop specialist filtration, laboratory and environmental technologies for the benefit of all stakeholders". Measures of success include consistent earnings per share growth and improvement in selected ESG metrics. Details of how the corporate purpose has been embedded in the operations and the metrics used to measure success are given in the Strategic report on pages 1 to 51. Details of the Board's approach to investing in and rewarding the workforce are given in the ESG report on pages 40 to 44.

Role of the Board

The Group is directed and controlled by the Board. It provides strategic leadership and support with the aim of developing the business profitably, whilst assessing and managing the associated risks. The Board ensures that the financial management, controls and resources are in place to enable the business to meet its objectives. The Directors take collective responsibility for the Group's performance.

The Board has a formal schedule for reviewing the Group's operating performance and has other specific responsibilities reserved to it, which include:

- Approval of the published financial results and dividends;
- Appointments to the Board and other Board committees;
- Approval of the strategic direction of the business;
- Approval of the Group's approach to climate-related activities;
- Approval of contracts outside the normal course of business;
- Approval of expenditure over certain limits;
- Approval for acquisitions and disposals;
- Approval of treasury policy and significant new financing; and
- Approval of the funding policies of the defined benefit pension scheme.

The Chair is responsible for leadership of the Board. The responsibilities of the Chair and Senior Independent Non-Executive Director are set out clearly in a written document approved by the Board, available from the Company Secretary on request.

The Executive Directors manage the day-to-day operations of the business, under the leadership of the Chief Executive, within the framework set out by the Board. Outside the formal schedule of Board meetings, the Chair and Non-Executive Directors make themselves available for consultation with the Executive team as necessary.

All Directors have access to the advice and services of the Company Secretary, who is responsible for ensuring that Board procedures are complied with. The Company Secretary is responsible for advising the Board, through the Chair, on all governance matters.

The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The Board has a schedule of six pre-arranged meetings during the year. In addition, other meetings are arranged to deal with specific issues or transactions, as required. There was full attendance by Directors at all pre-arranged Board meetings.

Takeover Directive

Disclosures relating to the Takeover Directive are included in the Directors' report (under "Share capital") on page 56.

DIVISION OF RESPONSIBILITIES

Board of Directors

The Board consists of six Directors: two Executive Directors and four Non-Executive Directors, including the Chair. The Board is chaired by John Nicholas. Hooman Caman Jawi is the Group Chief Executive, James Mills is the Group Finance Director. John Nicholas, Sheena Mackay, Ami Sharma and Lisa Anson are Independent Non-Executive Directors. Sheena Mackay is the Senior Independent Non-Executive Director.

The Directors' appointment and removal is a matter for the Board as a whole. The Senior Non-Executive Director is available for consultation with shareholders through the Company Secretary, by written submission.

The Executive Directors and the Chair meet with the Company's major shareholders and other potential investors on a regular basis and have reported to the Board on those meetings.

The Board considers the independence of each Non-Executive Director and assesses relationships and circumstances likely to affect each Director's judgement. The Board considers each Non-Executive Director to be independent of management.

All of the Directors offer themselves for re-election at each Annual General Meeting.

On joining the Board, a new Director receives appropriate induction including meeting with other Directors, visiting the Group's principal operations and meeting with senior management and the Group's principal advisers.

The Board has put in place a procedure by which any Director may take independent professional advice at the expense of the Company in furtherance of their duties as a Director of the Company.

The Company maintains Directors' and Officers' liability insurance.

Corporate governance continued

COMPOSITION, SUCCESSION, EVALUATION AND REMUNERATION

Board Committees

The Board has set formal terms of reference for each of its committees setting out the composition, scope of work and reporting requirements for each Committee.

Nomination Committee

The Board has established a Nomination Committee to provide a transparent process and procedure for considering succession and the appointment of new Directors to the Board.

The Report of the Nomination Committee on page 62 includes details of the Nomination Committee's remit, composition, attendance, approach to diversity and scope of work in the year.

The Nomination Committee's full terms of reference are available on the Group's website, www.porvair.com.

Audit Committee

The Board has established an Audit Committee to review and advise the Board on matters relating to the internal controls and financial reporting of the Group.

The Report of the Audit Committee on pages 63 and 64 includes details of the Audit Committee's remit, composition, attendance, scope of work in the year and related judgements. A discussion of the Group's internal controls and its approach to internal audit is given in the Audit risk and internal control section on this page.

The Audit Committee's full terms of reference are available on the Group's website, www.porvair.com.

Remuneration Committee

The Board has established a Remuneration Committee to review and advise the Board on matters relating to the Executive Directors' remuneration.

The Remuneration report on pages 65 to 83 includes details on Remuneration policy, practices and the remuneration of the Directors.

The Remuneration Committee's full terms of reference are available on the Group's website, www.porvair.com.

Evaluation

The Board undertakes a rigorous self-assessment review each year to consider its own performance. The procedures include individual interviews by the Chair with each Director, review of an assessment form and discussion of the findings at a Board meeting. The Senior Independent Non-Executive Director maintains regular contact with the other Independent Non-Executive Directors and the Executive Directors, sufficient to monitor the performance of the Chair. The Chair, in consultation with the Executive Directors, monitors the performance of the Non-Executive Directors.

The Chair has conducted interviews and assessments with each Director and the performance of the Executive Directors has been considered in detail by the Remuneration Committee without the Executive Directors present. The Chair considers that, following the application of the Board's formal performance evaluation programme, each Director's performance continues to be effective and each Director has demonstrated commitment to their role.

Conflicts of interest

The Board has an annual process for disclosing any conflicts of interest with Directors required to update the Board with any changes throughout the year. There were no disclosed conflicts of interest in the year (2024: none).

AUDIT RISK AND INTERNAL CONTROL

Internal control

The Board has overall responsibility for ensuring that the Group maintains a system of internal controls and for reviewing its effectiveness. The system does not guarantee the Group's objectives will be achieved, but rather ensures an ongoing process for identifying, evaluating, and managing significant risks. As with any such system, it can only provide reasonable, but not absolute, assurance against material misstatement or loss. The Board has reviewed the effectiveness of the process regularly throughout the year. The Group's key procedures are as follows:

Control environment – Group management and Board controls

Each operating division has its own management group which meets regularly to monitor operational matters. Each operating division is responsible for establishing its own system of internal controls and for ensuring compliance with those controls. The Divisional Director of each operating division reports to the Group Chief Executive, and clearly defined lines of responsibility have been established within this organisational structure. The senior finance executive in each operation has a dual responsibility to report within their operation to the Divisional Director and to the Group Finance Director.

The Executive Directors meet online weekly with the divisional senior management as a group to discuss operating performance and the near-term outlook. An Executive Committee has been formed in the year, consisting of the Executive Directors and the three Divisional Directors.

The Executive Committee meets on a monthly basis, either in person or on-line, and covers:

- Health and safety;
- Operational performance;
- Risk reviews, including climate-related risks;
- Employee Engagement activities; and
- Investment decisions, including atmospheric carbon dioxide reduction activities.

The Executive Directors visit all operations regularly to perform reviews. Findings from these reviews are reported to each Board Meeting as part of the review of operations.

Control environment – Operational controls – in addition to the Group internal control systems, each business follows control procedures set out by regulators and customer requirements.

These include:

- ISO 9001 systems and controls;
- Occupational Safety and Health Administration (OSHA) health and safety reviews;
- Quality control procedures and inspections;
- Insurance provider reviews;
- Export International Traffic in Arms Regulations (ITAR) compliance controls;
- Customer site and product reviews;
- Aerospace/nuclear compliance and traceability;
- Aerospace Standards (AS) 9100 compliance audits;
- Environmental Protection Agency (EPA) compliance audits; and
- Good Laboratory Practice/Food and Drug Administration (GLP/FDA) compliance.

Risk management – operating division management has clear responsibility for the identification of risks facing each operation, and for establishing procedures to investigate and monitor such risks. A review of each operation's risk management is included in the normal cycle of Executive Directors' reviews of the divisions. The Board reviews the Group's register of risks and mitigations on a regular basis as part of its normal Board reporting. The Board also commissions independent reviews of the key risks facing the Group as appropriate. Full details of the Group's risk management processes are given in the section on Principal risks and uncertainties on pages 22 to 25.

Information and control systems – the Group's systems provide management with regular and reliable management information. Information systems are specific to each reporting entity and separate from other entities' systems. Common Group processes are used for management reporting and consolidation. The Group has a comprehensive process of annual budgets, target setting, and detailed monthly reporting. Senior management annual incentives include rewards for delivering financial performance and progress towards targets, including ESG and climate-related metrics.

The annual budget of each operation is reviewed in detail by the Executive Directors. The consolidated Group budget is approved by the Board as part of its normal responsibilities.

Each operation produces full monthly management accounts comprising an income statement, cash flow statement, balance sheet, comparisons with prior year and the budget, and a forecast for the full year. The Executive management team review the performance with the operations' management.

Monthly management accounts are consolidated at Group level. The Board receives copies of the monthly management accounts and reviews the performance of the Group in detail at each Board meeting.

Monitoring system – the Board has established a framework of controls encompassing procedures applicable to all businesses that are subject to executive review.

The Group operates a self-assessment process so that the operating businesses can quantify the extent of their compliance with control objectives. Each separate accounting entity completes an annual self-assessment questionnaire which highlights areas where control improvements could be made. The results of these control questionnaires are reviewed with senior management and new controls are implemented as necessary.

The Group operates an internal audit cycle consisting of peer reviews conducted by the Group's financial controllers or other suitably experienced employees or by external professional services firms. The scope of the reviews each year is agreed in advance with the Audit Committee and the formal reports on each review are considered by the Audit Committee.

The Group Finance Director conducts monthly reviews with the senior finance executive of each business, focused on controls and governance, together with commercial and operational matters.

The Audit Committee considers that the Group's internal audit arrangements provide an acceptable level of review, appropriate for the size of the business.

Consolidation process – full management accounts for each entity in the Group are consolidated each month and review and analysis is carried out on those results. These consolidated accounts form the basis of reports that are provided to Board members every month. Statutory consolidated results are prepared at each half year and full year which are reconciled with the consolidated management accounts.

Whistleblowing policy – the Group has a formal whistleblowing procedure which gives employees the opportunity to escalate their concerns for investigation, ultimately to the Senior Non-Executive Director. There were no matters arising in 2025 that were treated as whistleblowing incidents (2024: none).

The Audit Committee and the Board have reviewed the effectiveness of the Group's internal controls for the period from 1 December 2024 up to the date of approval of this Annual Report & Accounts and have addressed issues as they have been identified.


Andrew Douglass
Company Secretary
6 February 2026

Report of the Nomination Committee

Governance

The Company's Nomination Committee provides a transparent process and procedure for the appointment of new Directors to the Board. The Nomination Committee comprises all of the Non-Executive Directors and is chaired by the Chair of the Company. The Nomination Committee's responsibilities include:

- Identifying and nominating candidates to fill Board vacancies;
- Evaluating the balance of skills, diversity, knowledge and experience on the Board and the leadership needs of the organisation; and
- Succession planning.

The balance of skills, diversity, knowledge and experience, the leadership of the organisation and succession planning are considered by the Board as a whole at least annually.

Succession planning

The Committee monitors the length of service and the skills and experience of the Non-Executive Directors to assist in succession planning. Succession plans for the Executive Directors are routinely discussed between them and the Chair. The Committee is confident that the Board has the necessary skills and experience to contribute to the Group's strategic direction and expects to continue to strengthen the Non-Executive Directors' knowledge and experience of the Group's operations in the coming year.

Succession plans for the Group's most senior roles, taking into account gender and ethnic diversity, are considered by the Committee at least once a year to identify likely succession requirements and to ensure that development plans are in place to prepare those managers expected to be able to fill more senior positions as they arise.

Board recruitment process

An external search consultancy is appointed to advise on each appointment to the Board and seek suitable candidates. In the case of Executive Directors, the Committee seeks to include candidates, if appropriate, from the existing employees. Candidates from an initial list are interviewed by the Chair and Chief Executive. Following selection by the Chair and Chief Executive, shortlisted candidates (generally no more than three) are then interviewed by the other Directors. Once a suitable candidate has been identified, the Chair of the Committee recommends to the Board that the Company make a formal offer of employment to the candidate.

2025 activities

The Nomination Committee met twice during the period to appoint a new Non-Executive Director and to consider the Group's leadership development, succession planning and gender diversity, it was fully attended by all members at each meeting. The Board takes into account gender and racial diversity when considering appointments to the Board. The Board considers that the current composition of the Board has an appropriate balance of gender and ethnic diversity.

In preparation for Sally Martin's retirement from the Board, the Committee, with the help of Korn Ferry, began a search for a new female Non-Executive Director. The Committee recommended to the Board that Lisa Anson be appointed from a shortlist of candidates. Lisa joined the Board on 1 October 2025.

All Directors are required to submit themselves for re-election every year at the Annual General Meeting.

Boardroom diversity

Recruitment of Board candidates is conducted, and appointments made, on merit and suitability against objective selection criteria with consideration of, amongst other things, the benefits of diversity on the Board, including gender and ethnicity. Further details are disclosed below and on page 53.

The tables below set out the gender and ethnic diversity of the Board and executive management as at 30 November 2025 as disclosed to the Company by each individual concerned:

Gender diversity

As at 30 November 2025	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	4	67%	3	5	83%
Women	2	33%	1	1	17%
Total	6	100%	4	6	100%

Ethnic diversity

As at 30 November 2025	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
White British or other White	4	67%	3	6	100%
Asian/Asian British	1	17%	–	–	–
Other Ethnic Group	1	17%	1	–	–
Total	6	100%	4	6	100%

The Board is compliant with the FCA's diversity and inclusion disclosure requirements except that the Board currently has less than 40% women. This arises because the Committee sees benefits in having only a small number of Board Directors, currently there are six. The Board normally expects to have either five or six Directors. The Board's policy is to have at least two female and two male Directors. The Board was compliant with its policy for the whole period.

John Nicholas
Chair of the Nomination Committee
6 February 2026

Report of the Audit Committee

Statement by the Chair of the Audit Committee

The Committee's role is to assist the Board by reviewing the integrity of the Group's financial reporting; the quality of the external and internal audit processes; the appropriateness of the Group's internal controls; and compliance with a range of financial, governance and other compliance matters.

The Committee has put a particular emphasis in the year on:

- visiting various operating businesses around the Group;
- ensuring that internal controls are maintained throughout the Group;
- reviewing the overall financial control framework;
- monitoring, through regular update meetings, the scope and delivery of the External Auditor's work, in particular the hybrid mix of visits to physical locations and an online audit approach; and
- the transitional arrangements following the mandatory rotation of the previous audit engagement partner.

Ami Sharma

Chair of the Audit Committee
6 February 2026

Report of the Audit Committee

The Audit Committee has an agreed timetable of meetings with agendas. Representatives of the Group's External Auditor, RSM UK Audit LLP ("RSM"), attend meetings by invitation. Other employees of the Company may be invited to attend meetings as and when required.

The Audit Committee consists of all the Company's Independent Non-Executive Directors, with the exception of the Chair of the Group. Ami Sharma is the Chair of the Audit Committee with Sheena Mackay and Lisa Anson being the other members of the Committee. Sally Martin was a member of the Committee until her retirement from the Board on 4 November 2025. Lisa Anson joined the Board and Committee on 1 October 2025. The Board has designated Ami Sharma as the member of the Committee with recent and relevant financial experience. All members of the Committee are deemed to have the necessary ability and experience to understand the financial statements. The Committee as a whole has competence relevant to the sector in which the Group operates.

The Audit Committee met three times during the year. There was full attendance by the members. Two of those meetings were held prior to the Board meetings to approve the announcement of the Group's interim and full year announcements. At those meetings, the Committee considered the financial reporting judgements made by management. Its deliberations were informed by accounting papers and financial reports prepared by management and reports prepared by the Group's External Auditor. The third meeting focused on the work that RSM planned to undertake in conducting their annual audit.

The particular area of focus for the Committee in reviewing the judgements underlying the financial statements this year has been those in relation to major contracts. The Group is party to several major long-term filtration projects entered into in previous years and in the year ended 30 November 2025. These contracts contain warranties. Management has assessed the likelihood of future economic outflows in relation to these contracts and has made provisions based on its best estimate of the probable economic outflows.

Management has recognised provisions of £3.4m as at 30 November 2025, of which £3.0m relates to warranties on contracts with £1.7m relating to a single customer. The Committee recognises the high degree of judgement and estimation involved in determining these provisions. It has reviewed the basis for the provisions set out by management and has challenged management on the likelihood of the related risks arising. The Committee concurred with the accounting and presentation of these provisions.

The Committee also reviewed papers prepared by management specifically relating to:

- the carrying value of goodwill and intangible assets;
- the accounting for the Group's defined benefit pension scheme;
- contract judgements, including provisions; and
- going concern and viability.

Meetings between the Committee Chair, the External Auditor and the Group Finance Director in advance of the scheduled meetings provided an early review of the judgements and assumptions included in each paper and enabled the Chair of the Committee to direct additional work as required. The Committee was able to further challenge management and assess the External Auditor's work in the February 2026 Audit Committee meeting, such that the Committee was able to satisfy itself that the External Auditor had demonstrated professional scepticism and challenged management's assumptions and judgements. The Committee was able to satisfy itself that the assumptions and judgements included in the papers prepared by management were reasonable and appropriate.

The Committee also reported to the Board that it considered that, taken as a whole, the 2025 Annual Report was fair, balanced and understandable and included the necessary information to assess the performance, business model and strategy of the Group.

In addition to its work reviewing the Group's financial statements, the Committee has:

- reviewed announcements relating to the Group's financial performance and reviewed significant financial reporting judgements contained therein, in particular the information contained in the Group's interim report;
- monitored the Group's internal financial controls and the Group's internal control and risk management systems and ensured that these are properly reviewed by the Group's management in line with the procedures set out on pages 60 and 61. The Committee noted the requirements of the Corporate Governance Code 2024, in particular Provision 29, which will be an area of focus for the coming year ending 30 November 2026;
- reviewed the scope of the internal audit work performed in assessing the operating companies' internal controls and procedures. The internal audit work is generally undertaken through a system of peer reviews by the Group's finance function. The Committee considers the Group to be too small to justify a dedicated internal audit function;
- agreed the scope, remuneration and terms of engagement of the External Auditor; specifically the Committee sought to ensure that the audit covered the Group as a whole and included tests and procedures on the smaller entities that might otherwise have been considered immaterial for review;
- considered the requirement for statutory audits of smaller entities as part of the audit planning process;

Report of the Audit Committee continued

- monitored the External Auditor's effectiveness, independence and objectivity. The Committee carefully monitored the review, undertaken by RSM, of the interim financial information for the six months ended 31 May 2025 and the work carried out by RSM in relation to their audit of the Group and Company accounts for the year ended 30 November 2025. The Committee is satisfied with the quality and independence of their work;
- considered the robustness of the audit process; the quality and timeliness of its delivery; the quality of the External Auditor's employees and reporting; and its value for money. In making its assessment, the Committee made use of a professionally prepared checklist to guide its assessment; discussed the audit delivery with management; and met with the audit partner at each Audit Committee meeting in the year;
- assessed the extent to which the External Auditor challenged the judgements made by management. The Committee, management and the External Auditor consider the key areas of judgement within the accounts well in advance of the year-end audit. These areas of judgement are included for specific focus in the audit plan. The Committee is presented with papers from management on the key areas of judgement in the accounts. The judgements contained within these papers are assessed by the External Auditor in their reporting to the Committee. Outside the formal meetings, the Chair of the Committee meets with the audit partner ahead of each Committee meeting to obtain a detailed understanding of the audit work that has been undertaken;
- reviewed arrangements by which employees of the Group may raise concerns about possible improprieties in matters of financial reporting or other matters;
- considered its own effectiveness by means of a professionally prepared checklist and made recommendations to the Board for improvements where necessary; and
- reported to the Board on how it has discharged its responsibilities.

The Audit Committee has set a policy which is intended to maintain the independence and objectivity of the Company's External Auditor when acting as External Auditor of the Group accounts. The policy governs the provision of audit and non-audit services provided by the External Auditor and limits the fees and scope of the services that may be performed by the Group's External Auditor. In summary, the External Auditor is limited to non-audit fees of no more than 70% of the average fees agreed for the audit in the prior three years and may only undertake:

- reporting required by law or regulation to be provided by the External Auditor;
- reviews of the interim financial information;
- reporting on regulatory returns;
- reporting on government grants;
- reporting on internal financial controls when required by law or regulation;

- extended audit work authorised by the Audit Committee in relation to financial information and/or financial controls where this work is integrated with the audit work and is performed on the same principal terms and conditions;
- reports required by competent authorities/regulators supervising the Group where the authority/regulator has either specified the External Auditor or identified to the Group that the External Auditor would be an appropriate choice of service provider; and
- audit or other services provided as External Auditor or Reporting Accountant that an objective, reasonable and informed third-party would conclude the understanding of the Group obtained by the External Auditor is relevant to the service and the nature of the service provided would not compromise independence.

All non-audit services in excess of £20,000 provided by the External Auditor must be approved by the Committee.

The fees paid to the External Auditor for audit services, audit related services and other non-audit services are set out in note 4 of the consolidated financial statements. The only non-audit service provided by the External Auditor was a review of the Group's interim financial information. RSM has not provided any other services to the Group in the year.

The Audit Committee is authorised to engage the services of external advisers, as it deems necessary, at the Company's expense in order to carry out its function.

Tenure of the Auditor

RSM was initially appointed on 15 September 2020 following a competitive tender process. A competitive re-tender was undertaken in 2023. Having considered quality, challenge and technical competence of the short-listed audit firms, RSM was re-appointed as Auditor. Graham Ricketts was audit partner until a mandatory rotation following the year ended 30 November 2024. Andrew Allchin took over as the RSM audit partner for the year ended 30 November 2025.

Remuneration report

Annual Statement by the Chair of the Remuneration Committee ("the Committee")

On behalf of the Board, I am pleased to present our Remuneration report for 2025. This will be my first Remuneration report as the Chair of the Committee. I would like to take this opportunity to acknowledge and thank Sally Martin for all her previous work as Chair. In line with the UK Government reporting regulations on Directors' pay, introduced in October 2013, and the 2018 UK Corporate Governance Code, this report has been split into three sections:

- a statement by the Chair of the Committee;
- an annual report on remuneration that discloses how the current Remuneration policy has been implemented during the year ended 30 November 2025 and includes a summary of the plans in place for 2026; and
- a Remuneration policy statement that sets out the components of the Company's Remuneration policy, which was approved at the AGM on 16 April 2024 and will be in place for three years from that date.

At the AGM on 14 April 2026 we will seek your support for the annual report on remuneration, in the form of an advisory vote.

We would like to thank shareholders for their support of the 2024 Remuneration report. At the AGM on 15 April 2025, the resolution concerning the 2024 Remuneration report received 99% of the votes in favour.

The Committee's objectives

The Committee's remit is to set policies and levels of remuneration to encourage actions by management that are in the long-term interests of the Company and its shareholders. The Committee met three times during the year. The meetings were fully attended by all Committee members.

The Committee aims to provide remuneration packages that:

- are competitive, but not excessive;
- are designed to attract, retain and motivate managers of high quality to deliver growth for the business;
- are aligned with shareholders' interests;
- align variable pay to Company strategy;
- encourage out-performance against both short-term and medium-term objectives;
- include an element of the potential reward linked to personal objectives; and
- encourage Executive Director share ownership.

Corporate Governance Code

Our remuneration principles are underpinned by compliance with corporate governance guidelines and specifically with Provision 40 and Section 41 disclosures of the 2018 UK Corporate Governance Code. How we have applied these principles is demonstrated in the Remuneration report on pages 65 to 83.

Clarity:

Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.

Simplicity:

Remuneration structures should avoid complexity, and their rationale and operation should be easy to understand.

Risk:

Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.

Predictability:

The range of possible values of rewards and any limits or discretion should be identified and explained at the time of approving the policy.

Proportionality:

The link between individual awards, the delivery of strategy and the long-term performance of the company should be clear.

Alignment to culture:

Incentive schemes should drive behaviours consistent with company purpose, values and strategy.

Group Finance Director remuneration

James Mills was appointed to the Board as Group Finance Director in April 2021. His salary on appointment was set intentionally below market norms to reflect this being his first listed company director role, but with a commitment to keep this under review and increase it over time subject to performance. The first stage of this phased adjustment was a merit increase awarded with effect from 1 December 2023, but which continued to position James' base salary at a material discount to the market median.

The Committee, in consultation with Ellason LLP, considered benchmarking information and agreed:

- given his continued strong performance, the Committee resolved mid-year to complete the planned rebasing of James' salary in two further increments – to £270,000 p.a. with effect from 1 May 2025, and to £300,000 p.a. with effect from 1 December 2025.
- the decision was also taken to increase the annual bonus opportunity to 125% of salary from the financial year ending 30 November 2026, within existing headroom limits provided in the Remuneration policy. 25% of any bonus earned will be required to be deferred into shares for two years, irrespective of the extent to which the in-post shareholding guideline has been met.

These changes were evaluated by the Committee in the context of the competitive landscape, using market data commissioned from our independent advisors for Group Finance Director roles at other FTSE companies of comparable sector and scale to Porvair. The Committee is comfortable that the Group Finance Director's new package is now positioned to be more appropriately competitive and reflects his proven experience and contribution. All being equal, the Committee anticipates future increases in James' salary to be in line with those awarded to the wider workforce.

Annual bonus awards and vesting of Long Term Share Plan ("LTSP")

Porvair's corporate purpose, as stated on pages 4, 5 and 9 is to develop specialist filtration, laboratory and environmental technologies for the benefit of all stakeholders. Success of the strategy is measured by consistent earnings per share growth, and improvement in selected ESG metrics. The annual bonus is based on cash generated from operations as well as achievement of strategic objectives including ESG metrics. Growth in earnings per share is rewarded through the long-term incentive awards.

Remuneration report continued

2025 bonus and LTSP vesting

In the past year, the cash generation of the Group exceeded the 2025 plan. The Committee approved a 70% of salary reward for the financial component of the annual bonus, being the maximum award. Progress was also made towards the agreed strategic objectives. The Committee decided that a 27% of salary award would be made for achievement of these objectives, representing 90% of the maximum in relation to this component of the annual bonus.

In 2022, the Committee set a target for the long-term incentive award, granted in February 2023, of adjusted earnings per share of 50.5 pence in the year ended 30 November 2025 to achieve 100% vesting. 20% of the award would vest if the Group achieved adjusted earnings per share of 37.3 pence in FY2025. A sliding scale would operate if the adjusted earnings per share is between 37.3 pence and 50.5 pence. Adjusted earnings per share in the year ended 30 November 2025 was 42.3 pence, and accordingly, 50% of the granted options vested.

2026 targets and grants

For 2026, the Committee has decided that the potential bonus award should be increased to a maximum of 125% of salary with 87.5% of salary available for achievement of financial objectives and 37.5% for progress on strategic objectives. Stretching targets have been set to achieve the maximum payout.

The Committee has decided that it should award the Executive Directors with LTSP 2018 options with a face value of 150% of salary that may vest based on the adjusted earnings per share in the year ending 30 November 2028. Vesting in full will require the Group to achieve adjusted earnings per share of at least 64.3 pence, requiring 15% compound annual growth over the three year period. Further details are given on pages 70 and 71.

Sheena Mackay

Chair of the Remuneration Committee
6 February 2026

ANNUAL REPORT ON REMUNERATION

This report complies with the UK Corporate Governance Code published in July 2018 (the "UK Corporate Governance Code") and other relevant regulation, including the remuneration reporting regulations (The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013) (the "Remuneration Regulations"). It sets out the Group's Remuneration policy and details of Directors' remuneration. A resolution to approve this report will be proposed at the Annual General Meeting on 14 April 2026.

The Committee

Sheena Mackay is the Chair of the Committee, having succeeded Sally Martin with effect from 15 April 2025. The Group Chief Executive may be invited to attend and speak at meetings of the Committee but does not participate in any matter which impacts upon his own remuneration arrangements. The Committee met three times during the year. The meetings were fully attended by all of its members.

The Committee recommends to the Board the framework, or broad policy, for the remuneration and long-term incentive arrangements of the Company's Executive Directors and Chair. The Committee also has an advisory role in relation to major changes in employee benefit structures throughout the Company and the Group. The Committee uses external published benchmark data to guide its deliberations. The remuneration of the Non-Executive Directors is set by the Executive Directors.

The members of the Committee are drawn solely from the independent Non-Executive Directors. The Committee currently comprises all of the independent Non-Executive Directors of the Company. Lisa Anson joined the Committee on 1 October 2025 and Sally Martin retired from the Committee on 4 November 2025. To be quorate at least two members of the Committee must attend.

INFORMATION REQUIRED TO BE AUDITED

Summary of Executive Directors' remuneration packages

The Executive Directors' remuneration packages consist of: a base salary; a discretionary annual cash bonus earned for the achievement of financial and non-financial objectives; the grant of share options and long-term incentives with three year financial performance targets; the provision of pension benefits, or a cash allowance in lieu of pension benefits; and other benefits. The terms of their service contracts are disclosed in the Directors' report on page 56.

Executive Directors' remuneration

As disclosed in 2024, Hooman Caman Jawi joined the Board on 6 January 2025 as Chief Executive designate. He assumed the role of Chief Executive Officer following the retirement of Ben Stocks at the Company's AGM on 15 April 2025.

The following table shows the total remuneration of the Executive Directors for the year:

	Base salary and fees £'000	Taxable benefits £'000	Pension £'000	Fixed Total 2025 £'000	Annual bonus £'000	Long-term incentives £'000	Variable Total 2025 £'000	Total 2025 £'000
2025								
<i>Executive Directors</i>								
H Caman Jawi (appointed on 6 January 2025)	418	12	–	430	380	–	380	810
J A Mills	256	14	18	288	262	215	477	765
B D W Stocks (retired on 15 April 2025)	139	18	5	162	135	290	425	587
	Base salary and fees £'000	Taxable benefits £'000	Pension £'000	Fixed Total 2024 £'000	Annual bonus £'000	Long-term incentives £'000	Variable Total 2024 £'000	Total 2024 £'000
2024								
<i>Executive Directors</i>								
J A Mills	229	15	16	260	222	288	510	770
B D W Stocks	360	36	101	497	349	492	841	1,338

In 2025, the Executive Directors incurred PAYE tax and national insurance contributions amounting to £993,000 (2024: £965,000).

James Mills was appointed to the Board as Group Finance Director in April 2021. His salary on appointment was set intentionally below market norms to reflect this being his first listed company director role, but with a commitment to keep this under review and increase it over time subject to performance. The first stage of this phased adjustment was a merit increase awarded with effect from 1 December 2023, but which continued to position James' base salary at a material discount to the market median.

In last year's Remuneration report, the Committee disclosed an inflationary salary increase of 3% for James, with effect from 1 December 2024. However, we remained mindful of the continued and material gap to market that the resulting salary represented, notwithstanding James' strong performance in role and his valuable contribution during a period of leadership transition at Porvair and to the Company's strategic progress more generally.

Given his continued strong performance, the Committee resolved mid-year to complete the planned rebasing of James' salary in two further increments – to £270,000 p.a. with effect from 1 May 2025, and to £300,000 p.a. with effect from 1 December 2025.

Hooman was also awarded a salary increase of 3% effective 1 December 2025, in line with the wider workforce average.

Remuneration report continued

Benefits

Benefits for the Executive Directors comprised: a cash allowance in lieu of a company car; medical insurance and wellness benefits; life assurance; and permanent health insurance. Life assurance benefits covering a lump sum of four times salary on death in service were provided to both Executive Directors through Registered Life Schemes. The Executive Directors are covered by the Group's permanent health insurance scheme.

Pension entitlements

Both Executive Directors receive a 7% of base salary contribution towards a defined contribution pension scheme, in line with the benefit provided to UK employees. Hooman Caman Jawvi has elected to receive a cash contribution of the equivalent percentage of salary in lieu of pension benefits.

Annual bonus

Bonus payments to Executive Directors are made at the discretion of the Committee for achievement of Group financial performance targets and strategic objectives. In 2025, awards were capped at 100% of base salary. Up to 70% related to achievement of financial performance targets and up to 30% related to achievement of strategic objectives. Bonuses are not pensionable but may be paid directly into the Executive Directors' pension schemes if requested.

The table below shows the targets set for 2025:

Target	Target at operating plan level	Target for maximum payout	% salary awarded for operating plan achievement	% salary awarded for maximum achievement	Achieved	% of salary awarded
Adjusted operating cash flow	£24.40m	£28.05m	25%	70%	£28.16m	70%
Strategic: For successful management transition, evolution of strategy and execution of growth projects	N/A	N/A	N/A	30%	see below	27%

The adjusted operating cash flow can be reconciled to the cash generated from operations. It is based on the management accounts for the year, which differ from the reported financial statements only because they are translated at constant exchange rates. This ensures that the cash flows in foreign subsidiaries are based on the same rates as the target. It is a measure that reflects Group profitability and control of working capital.

In the past year, the cash generation of the Group was better than planned. The Committee approved a 70% of salary reward for the financial component of the annual bonus, being 100% of the maximum award.

The Committee noted that, in relation to the strategic objectives: demonstrable progress was made across the various components of the objective and overall the new management team was settled and moving ahead effectively. The Committee concluded that a 27% of salary bonus should be paid, to reflect the progress made in the year. This represents 90% of the maximum bonus achievable for strategic objectives.

Following the rebasing of James Mills' salary, the decision was also taken to increase the annual bonus opportunity to 125% of salary from the financial year ending 30 November 2026, within existing headroom limits provided in the Remuneration policy. 25% of any bonus earned will be required to be deferred into shares for two years, irrespective of the extent to which the in-post shareholding guideline has been met. The decision to increase the bonus opportunity was taken to strike a balanced approach to bridging the competitive gap in our pay practices, by using existing incentive headroom limits (the delivery of which is conditional on performance and partly awarded in shares) to the extent possible. This ensures continued emphasis on performance-related pay while strengthening alignment with shareholder interests. Targets will be set commensurate with the incremental opportunity. Together, these changes bring James Mills' overall remuneration into line with the market median and commensurate with our positioning philosophy for a sustained strong performer.

The increase in annual bonus opportunity will also apply to the CEO, Hooman Caman Jawvi, to ensure a consistency of approach between Executive Directors. Increased emphasis on variable pay linked to stretch performance further aligns Executive Director reward to shareholder interests and brings both Executive Directors remuneration opportunity more into line with competitive market practice, after a successful first year in the role for the CEO.

Up to 87.5% of salary may be paid on achievement of financial performance targets based on adjusted operating cash flow, and up to 37.5% on achievement of strategic objectives. The targets for adjusted operating cash flow, which are commercially sensitive, are set by the Committee before the start of the financial year. Achievement of plan will be rewarded with a 31.25% of salary award, with sliding scales operating between zero bonus for performance more than 10% below plan and 87.5% of salary rewarded for performance 20% above plan.

Strategic targets will be based on achieving revenue and profitability initiatives; progress of major projects; integration of acquisition; and progress on ESG initiatives, including Employee Engagement. The Committee considers these targets to be consistent with the Group's strategy and purpose.

Vesting of Long Term Share Plan

2024 vesting

Options granted in 2022 under LTSP 2018 scheme could only be exercised in full if the Committee was satisfied that in the financial year ended 30 November 2024 ("FY2024") the Group had achieved adjusted earnings per share of at least 38.3 pence. 20% of the award would vest if the Group had achieved adjusted earnings per share of 28.3 pence in FY2024. A sliding scale operated if adjusted earnings per share were between 28.3 pence and 38.3 pence. No shares vested if the adjusted earnings per share in FY2024 were below 28.3 pence. As adjusted earnings per share of 38.6 pence were achieved in FY2024, 100% of the options granted vested.

2025 vesting

Options granted in 2023 under LTSP 2018 scheme could only be exercised in full if the Committee was satisfied that in the financial year ended 30 November 2025 ("FY2025") the Group had achieved adjusted earnings per share of at least 50.5 pence. 20% of the award would vest if the Group had achieved adjusted earnings per share of 37.3 pence in FY2025. A sliding scale operated if adjusted earnings per share were between 37.3 pence and 50.5 pence. No shares vest if the adjusted earnings per share in FY2025 were below 37.3 pence. As adjusted earnings per share of 42.3 pence were achieved in FY2025, 50% of the options granted vested.

These options are subject to an additional two year holding period after the end of the vesting period. After the vesting period, before the end of the two year holding period, the option holder may exercise the option but may only sell sufficient shares to settle the option price and the income tax payable.

Share options and long-term incentive plan shares

Awards of share options and long-term incentive plan shares are at the discretion of the Committee.

The Company operates a discretionary share option plan, which was updated by a resolution put to the AGM on 17 April 2018. The scheme provides nominally priced options or share awards with a ten year life, subject to vesting conditions after three years based on performance conditions set by the Committee. The LTSP 2018 includes:

- provision to allow the Committee to make normal awards up to 150% of salary per annum to an Executive;
- a cap of 250% of base salary, at the discretion of the Committee, to be used in exceptional circumstances;
- malus provisions;
- clawback provisions at the discretion of the Committee; and
- a required holding period of up to two years after the end of the vesting period.

The Company also periodically offers invitations to all UK permanent employees to join Save As You Earn ("SAYE") schemes. Currently there are three year and five year schemes running following invitations in June 2021, June 2023 and June 2025.

The maximum number of shares that may be issued under the Company's option schemes may not exceed 10% of the Company's issued share capital in any 10 year period.

The market price of the Company's ordinary shares as at 30 November 2025 was 810 pence per share (2024: 654 pence per share). The range of market prices during the year was between 626 pence and 854 pence (2024: between 590 pence and 730 pence).

Directors' holdings in shares and share options

In awarding long-term incentive shares to the Executive Directors, the Committee encourages the Executive Directors to build up a holding of shares in the Company. The Committee requires the Executive Directors to build up a shareholding through the retention of long-term incentive awards equal to twice base salary within five years of joining. Hooman Caman Jawi has until January 2029 and James Mills has until April 2026 to achieve the target.

The beneficial interests at 30 November 2025 and 30 November 2024 of the Directors and their connected persons in the ordinary shares of the Company are shown below. There have been no changes in those interests up to the date of this report.

	2025		2024	
	Ordinary shares (number)	Share options (number)	Ordinary shares (number)	Share options (number)
<i>Executive Directors</i>				
H Caman Jawi (appointed on 6 January 2025)	–	128,641	N/A	N/A
J A Mills	16,040	238,251	16,040	212,656
B D W Stocks (retired on 15 April 2025)	N/A	N/A	195,008	265,825
<i>Non-Executive Directors</i>				
LM W Anson (appointed on 1 October 2025)	–	–	N/A	N/A
S M Mackay	2,956	–	2,956	–
S J Martin (retired on 4 November 2025)	N/A	N/A	–	–
J E Nicholas	7,500	–	7,500	–
A Sharma	–	–	–	–

Remuneration report continued

Details of the share options held by the Executive Directors at the end of the year, which have been granted under Porvair Share Option Schemes, are as follows:

	As at 30 November 2024 (number)	Granted in the year (number)	Lapsed in the year (number)	Exercised in the year (number)	At 30 November 2025 (number)	Exercise price	Grant date	Exercisable from	Expiry date
H Caman Jawvi (appointed on 6 January 2025)									
Unvested									
LTSP 2018	-	123,280	-	-	123,280	2p	12/02/2025	12/02/2028	12/02/2035
SAYE	-	5,361	-	-	5,361	581p	01/06/2025	01/06/2030	01/12/2030
	-	128,641	-	-	128,641				
J A Mills									
Vested									
LTSP 2018	46,200	-	-	-	46,200	2p	21/04/2021	21/04/2024	21/04/2031
LTSP 2018	44,150	-	-	-	44,150	2p	02/02/2022	02/02/2025	02/02/2032
LTSP 2018	57,070	-	(28,535)	-	28,535	2p	02/02/2023	02/02/2026	02/02/2033
Unvested									
SAYE	5,836	-	-	-	5,836	514p	01/06/2023	01/06/2028	01/12/2028
LTSP 2018	59,400	-	-	-	59,400	2p	07/02/2024	07/02/2027	07/02/2034
LTSP 2018	-	54,130	-	-	54,130	2p	12/02/2025	12/02/2028	12/02/2035
	212,656	54,130	(28,535)	-	238,251				

Scheme interests awarded during the financial year

The table below sets out the options granted during 2024 and 2025:

	Date of grant	Scheme	Number	Exercise price	Share price used to value grant	Face value of grant £'000
H Caman Jawvi (appointed on 6 January 2025)	12 February 2025	LTSP 2018	123,280	2p	654p	806
	1 June 2025	SAYE 2024	5,361	581p	726p	39
B D W Stocks (retired on 15 April 2025)	7 February 2024	LTSP 2018	92,900	2p	579p	538
J A Mills	7 February 2024	LTSP 2018	59,400	2p	579p	344
	12 February 2025	LTSP 2018	54,130	2p	654p	354

For performance over the three year period to 30 November 2028, the Committee has decided that Hooman Caman Jawvi will be awarded 88,110 2 pence options and James Mills will be awarded 59,680 2 pence options under the LTSP 2018 scheme immediately after the announcement of the Group's results. The share price used to value the grant was 754 pence per share.

The LTSP shares to be granted are calculated to equal 150% of a year's salary for each Executive Director based on the average share price over the final quarter of the preceding financial year and the Executive Director's salary at 1 December 2025. Future awards will be calculated on the same valuation basis. The LTSP shares are options issued at the nominal value of the Company's ordinary shares of 2 pence.

Performance conditions of the unvested share options

Options granted in 2024 under the LTSP 2018 scheme can only be exercised in full if the Committee is satisfied that in the financial year ending 30 November 2026 ("FY2026") the Group has achieved adjusted earnings per share of at least 56.6 pence. 25% of the award will vest if the Group has achieved adjusted earnings per share of 41.8 pence in FY2026. A sliding scale will operate if adjusted earnings per share are between 41.8 pence and 56.6 pence. No shares vest if the adjusted earnings per share in FY2026 are below 41.8 pence.

Options granted in 2025 under the LTSP 2018 scheme can only be exercised in full if the Committee is satisfied that in the financial year ending 30 November 2027 ("FY2027") the Group has achieved adjusted earnings per share of at least 58.7 pence. 20% of the award will vest if the Group has achieved adjusted earnings per share of 43.4 pence in FY2027. A sliding scale will operate if adjusted earnings per share are between 43.4 pence and 58.7 pence. No shares vest if the adjusted earnings per share in FY2027 are below 43.4 pence.

The Committee intends to grant options after announcement of the Group results under the LTSP 2018 scheme, which can only be exercised in full if the Committee is satisfied that in the financial year ending 30 November 2028 ("FY2028") the Group has achieved adjusted earnings per share of at least 64.3 pence. 20% of the award will vest if the Group has achieved adjusted earnings per share of 47.6 pence in FY2027. A sliding scale will operate if adjusted earnings per share are between 47.6 pence and 64.3 pence. No shares vest if the adjusted earnings per share in FY2028 are below 47.6 pence.

These unvested options are subject to an additional two year holding period after the end of the vesting period. After the vesting period, before the end of the two year holding period, the option holder may exercise the option but may only sell sufficient shares to settle the option price and the income tax payable.

The Company funds the Employee Benefit Trust, approved at the 2015 AGM, to settle incentive share awards. At 30 November 2025, the Trust held 408,010 shares (2024: 363,460 shares).

The table below sets out the options exercised during 2025:

	Date of exercise	Scheme	Number	Exercise price	Share price on date of exercise
B D W Stocks (retired on 15 April 2025)	11 February 2025	LTSP 2018	75,450	2p	716p

The table below sets out the options exercised during 2024:

	Date of exercise	Scheme	Number	Exercise price	Share price on date of exercise
B D W Stocks	5 February 2024	LTSP 2018	142,280	2p	650p

The Executive Directors' total gain on the exercise of share options in 2025 was £538,713 before deduction of taxes.

Non-Executive Directors

The terms of appointment of the Non-Executive Directors are disclosed in the Directors' report on page 56. The table below gives the salary and fees of the Non-Executive Directors:

	Base salary and fees £'000
2025	
L M W Anson (appointed on 1 October 2025)	8
S M Mackay	51
S J Martin (retired on 4 November 2025)	50
J E Nicholas	119
A Sharma	54
	282
2024	
S M Mackay (appointed on 28 October 2024)	4
S J Martin	52
J E Nicholas	115
A Sharma	52
S B Vawda (resigned on 2 April 2024)	15
	238

Included in the table above is additional remuneration of £8,500 (2024: £7,500) per annum for Non-Executive Directors, for chairing a Board Committee. A fee of £7,500 was introduced in the year ended 30 November 2025 for the Senior Independent Non-Executive Director. The Non-Executive Directors received no other remuneration from the Group.

Payments to former Directors

Ben Stocks retired from the Board on 15 April 2025. As noted in 2024, Ben Stocks was eligible to receive 37.5% of the declared bonus, based on salary at leaving, reflecting his contribution up to retirement in April 2025. He will retain a proportion of his share options post-retirement based on the percentage of the performance period that he was employed prior to retirement and the eventual performance outcome.

Chris Tyler resigned from the Board on 20 April 2021. He retained his role as Group Company Secretary and moved to a part-time contract on 1 June 2021. He retired from Porvair on 12 September 2025. Until the point of retirement, Chris received salary and benefits in line with other Group senior managers for this role and retained the options, which have since all been exercised, under the LTSP 2018 scheme granted to him prior to 20 April 2021.

No other payments (2024: £nil) were made during the year ended 30 November 2025 to any other former Directors of the Company or any other Group company.

Remuneration report continued

INFORMATION NOT REQUIRED TO BE AUDITED

Performance graph and table

The following graph charts total shareholder return against the FTSE SmallCap Index for the last 10 years. Given the size and nature of the Group, the FTSE SmallCap Index is considered to be the logical comparator index.

10 year total shareholder return

The table below shows the total remuneration for the Chief Executive Officer and the percentages of the maximum awards of performance related pay received over the past ten years. Hooman Caman Jawi joined the Board on 6 January 2025 as Chief Executive designate and assumed the role of Chief Executive Officer following the retirement of Ben Stocks at the Company's AGM on 15 April 2025. As such, Hooman's single figure total remuneration, as disclosed on page 67, has been pro-rated below to reflect the period for which he was Chief Executive Officer.

Year	CEO	Single figure total remuneration £'000	Annual variable element % of max	Long-term incentives % of max
2025	H Caman Jawi (assumed position on 15 April 2025)	552	97%	N/A
2025	B D W Stocks (retired on 15 April 2025)	587	97%	50%
2024	B D W Stocks	1,338	97%	100%
2023	B D W Stocks	1,303	88%	100%
2022	B D W Stocks	962	95%	92%
2021	B D W Stocks	665	90%	0%
2020	B D W Stocks	429	0%	0%
2019	B D W Stocks	996	57%	100%
2018	B D W Stocks	1,078	83%	100%
2017	B D W Stocks	1,029	87%	88%
2016	B D W Stocks	991	90%	95%

The table below shows the percentage change in remuneration of the Executive Directors and the Group's UK employees as a whole between 2024 and 2025.

	Percentage increase/(decrease) in remuneration in 2025 compared with 2024		
	Chief Executive Officer	Group Finance Director	UK employees
Salary and fees	18%	12%	5%
Taxable benefits	(27)%	3%	(4)%
Annual bonuses	13%	18%	6%
Single figure remuneration	(15)%	(1)%	5%

The table below shows the percentage change in single figure remuneration over the last 5 years for each of the Directors compared with the Group's UK employees as a whole.

	Change to:			
	2025	2024	2023	2022
H Caman Jawi (appointed on 6 January 2025)	N/A	N/A	N/A	N/A
B D W Stocks (retired on 15 April 2025)	N/A	3%	35%	45%
J A Mills	(1)%	13%	68%	N/A
L M W Anson (appointed on 1 October 2025)	N/A	N/A	N/A	N/A
S M Mackay (appointed on 28 October 2024)	N/A	N/A	N/A	N/A
S J Martin (retired on 4 November 2025)	N/A	5%	14%	13%
J E Nicholas	3%	4%	11%	7%
A Sharma	4%	N/A	N/A	N/A
UK employees	5%	5%	7%	7%

The UK employees are considered a suitable comparator Group because the Chief Executive Officer and Group Finance Director are UK based and subject to the same macro-economic conditions as other UK employees.

The table below shows the ratio between the consolidated single total figure of remuneration of the Group Chief Executive and the lower, median and upper quartile pay of our UK employees. We have used the remuneration of the permanent full time UK employees who have been employed throughout the year ended 30 November 2025 as the comparator Group. We have used Option A as we consider it to be the most comprehensive and accurate method of comparison.

Year	Method	25th percentile	50th percentile	75th percentile
2020/2021	Option A	27	21	16
2021/2022	Option A	36	28	21
2022/2023	Option A	46	39	29
2023/2024	Option A	46	38	29
2024/2025	Option A	36	31	24
Year ended 30 November 2025		25th percentile	50th percentile	75th percentile
Salary		£30,767	£36,096	£46,000
Total remuneration		£31,267	£36,824	£46,791

The ratio of the Chief Executive's single figure remuneration with the quartiles of the pay of our UK employees is lower than the prior year. This is primarily as a result of the reduction of shares vesting under the LTSP. In 2025, 38,600 shares vested compared with 75,450 in 2024. The single figure remuneration of the Chief Executive is more volatile than the pay of the UK employees because the senior executives have higher elements of variable performance related pay compared with the workforce as a whole.

The Committee has considered the wider workforce alignment of total reward with the Executive Directors. Alignment of salary percentage increases, subject to the adjustments to James Mills' salary, and the reduction in pension contribution rates to align with the workforce are recent examples of the Committee's work in this area.

Relative importance of spend on pay

As required by the Remuneration Regulations, the table below compares total employees' remuneration with the amounts paid in dividends to shareholders. This enables a comparison between the amounts paid to employees and the amounts paid to shareholders.

	2025 £'000	2024 £'000	Difference £'000
Total spend on pay	62,983	60,893	2,090
Dividends paid	2,953	2,811	142

Remuneration report continued

Statement of voting at the Annual General Meeting

A resolution to approve the Remuneration report included in the 2024 Annual Report & Accounts was passed by the shareholders at the AGM on 15 April 2025. 99% of votes were cast in favour of the resolution. 1% of votes were cast against the resolution and 13,788 votes were withheld.

A resolution to approve the Remuneration report included in the 2023 Annual Report & Accounts was passed by the shareholders at the AGM on 16 April 2024. 97% of votes were cast in favour of the resolution. 3% of votes were cast against the resolution and 373,614 votes were withheld.

A resolution to approve the Remuneration policy included in the 2023 Annual Report & Accounts was passed by the shareholders at the AGM on 16 April 2024. 97% of votes were cast in favour of the resolution. 3% of votes were cast against the resolution and 373,047 votes were withheld.

Advisers to the Committee

During the year, the Committee has reviewed published surveys of the remuneration of directors of similar sized companies. Ellason LLP assisted with benchmarking activities and provided independent advice, their fee totalled £10k. Independent advice on remuneration was also taken as part of the recruitment process for the new Chief Executive. Korn Ferry advised the Committee, their fee was included within the fee for recruitment of the Chief Executive.

The Committee received input into its decision-making from reports prepared by the Executive Directors, none of whom were present at any time when their own remuneration was being considered.

Comparator group

There is not a well-matched comparator group for the Group as there are no other similar UK quoted filtration and environmental technology businesses. The selected comparator Group contains similar sized UK quoted industrial manufacturing businesses. The comparator companies are reviewed by the Committee as part of the Remuneration policy review every three years, the next review will take place in 2026. The last review took place in 2023 in preparation for the 2024 Directors' Remuneration policy renewal.

The Committee uses data from these companies only as a guide to the competitiveness of the overall remuneration packages. We do not seek to position our remuneration at any defined point against the benchmarks or set targets that use relative performance.

For this year past, the Group Finance Director's remuneration was benchmarked due to CEO replacement in 2024 and, in light of the Group Finance Director's remuneration being behind market. The Committee deemed it timely to bring forward a benchmarking of the Group Finance Director's pay around the same time as the CEO's for market competitiveness and retention purposes. The Committee will review the benchmarking timeline as part of the overall policy review next year.

Comparator Group

Avon Protection	Luceco	Trealt	Xaar
Carclo	Ricardo	Trifast	Zotefoams
Dialight	Severfields	TT Electronics	

The Committee retains the right to alter the comparator group as it sees fit in order to ensure it remains an appropriate and relevant benchmark.

Remuneration policy

The Remuneration policy, set out on pages 75 to 83, is as presented as approved by shareholders at the Annual General Meeting on 16 April 2024. The Remuneration policy is expected to remain in force until the AGM in 2027.

On behalf of the Board

Sheena Mackay

Chair of the Remuneration Committee

6 February 2026

The Remuneration policy, set out on pages 75 to 83, is presented as approved by shareholders at the Annual General Meeting on 16 April 2024. The Remuneration policy is expected to remain in force until the AGM in 2027.

Remuneration policy as presented and approved at the Group's 2024 AGM

Introduction

The Group's policy is to provide remuneration packages for its senior executives that reflect their contribution to the business, the performance of the Group, and the need to attract and retain executives of the highest quality.

The Remuneration Committee ("the Committee") seeks to provide straightforward and easily understood remuneration packages, which align the interest of the Directors with those of shareholders. The Committee seeks to set remuneration guidelines that incentivise management to deliver on the Group's long-term strategy and short-term goals with an appropriate mix of fixed and variable pay.

The Committee aims to provide remuneration packages that:

- are competitive, but not excessive;
- are designed to attract, retain and motivate managers of high quality;
- are aligned with shareholders' interests;
- include an element of the potential reward linked to personal performance; and
- encourage the Executive Directors to accumulate shares in the Company.

The policy set out below was presented for approval by shareholders at the Annual General Meeting on 16 April 2024, effective immediately thereafter, and will remain in force until the Annual General Meeting in 2027.

Changes from the previous policy

The Committee believes that the previous Remuneration policy has served the Group and its shareholders well and, given that it is well aligned with current best practice, does not believe that any structural changes are required. However, the Committee is concerned that by providing fixed pay levels which are below market median requires it to reconsider the maximum bonus opportunity to ensure that the Group can continue with this approach, whilst providing a suitably high variable opportunity.

Therefore, the historic annual bonus policy maximum of 100% of salary is to be increased to 125% (although there is no intention to increase the opportunity for FY2024). No change is being made to the maximum opportunity for LTSP awards, which remains at 150% of salary.

This change, together with some minor wording changes, are reflected in the new policy set out overleaf.

The policy

In this forward-looking section the Group's remuneration policies and potential future outcomes for each Executive Director and the Group's policy for rewarding Non-Executive Directors are described.

These policies and the individual elements of the reward package are reviewed each year to ensure that they remain in line with good practice and support the delivery of the Group's strategy.

Remuneration report continued

Remuneration policy as presented and approved at the Group's 2024 AGM

The table below summarises the main components of the proposed remuneration package for Executive Directors:

Variable remuneration components

Remuneration component	How the component operates	Maximum payouts
Base salary Purpose: To attract and retain executives of high quality.	Initial salaries on joining or appointment to the role are set by reference to: - The level of skill and experience of the individual. - The scope of responsibilities required in the role. - Market comparators for similar roles in similar sized quoted businesses. Salaries are reviewed annually and fixed for a year. The rate of increase is influenced by: - The annual increase given to other UK employees. - The current rate of UK CPI inflation. - Market comparators for similar roles in similar sized quoted businesses.	Current salary levels are disclosed in the Remuneration report. Salary increases will normally be in line with those awarded in the UK operations of the Group. Increases above this level may be made in specific situations, such as progression and development in the role; material changes to the business; or changes to the remit or responsibilities of the executive.
Pensions Purpose: To provide a competitive package for Executive Directors.	- The Executive Directors are provided with a defined contribution scheme with contributions in line with the other UK employees or, if they choose, a cash contribution of the equivalent percentage of salary in lieu of pension benefits. - Ben Stocks is a member of the closed Porvair Pension Plan and his benefits up to a capped limit of salary are provided by the Plan. Above the limit he receives a cash contribution in lieu of pension benefits.	The level of contribution currently provided to the Executive Directors is in line with that offered to other UK employees which is currently at 7%. Executive Director pension contributions will be adjusted in line with any adjustments to the pension contribution rate for UK employees. The Committee may change the Directors' pension arrangements in response to new legislation or regulations provided that any changes do not materially increase the cost to the Company.
Benefits Purpose: To provide a competitive package for Executive Directors.	Benefits comprise: - A company car or allowance, including car insurance. - Medical insurance and health benefits. - Life insurance/spouse's pension. - Permanent health insurance. - Certain professional and membership fees. - Relocation allowances.	The Committee reserves the power to deliver benefits which, in aggregate, have a cost of up to 25% of base salary. The Committee may exceed this limit in exceptional circumstances, including (but not limited to) where there are changes in the underlying benefits provided; changes to benefit providers; and changes in individual circumstances (such as health status or location).

Performance conditions

No performance measures apply to the fixed elements of remuneration; however the performance of the Group and the individual are taken into account in determining annual pay and benefit awards.

Remuneration policy as presented and approved at the Group's 2024 AGM

Variable remuneration components continued

Remuneration component	How the component operates	Maximum payouts
Annual bonus Purpose: To encourage and reward actions consistent with the near-term (annual) priorities of the Group.	Executive Directors are eligible to participate in an annual bonus scheme. Participation in each annual scheme and the objectives set are entirely at the discretion of the Committee. The Committee administers the scheme, which is governed by terms set out in the minutes of the Committee's meetings. The performance targets for the year are set following the Group's annual strategy review and their delivery is assessed after the Group's financial year end. The final determination of awards is based on the Group's audited financial statements. The principal elements of the scheme are: - The Committee determines the maximum potential annual award at the start of each financial year. - An element of the annual bonus is based on the financial performance of the Group in the year and an element is based on the delivery of strategic objectives, which may be financial or non-financial. - The annual bonus is not pensionable. - The bonus is paid after confirmation of the Group's annual results. - The payment for achievement of the threshold financial performance target is no greater than 25% of salary. - The bonus is normally paid in cash. However, the Deferred Share Bonus Plan will require deferral of 25% of any bonus payable to the Executive Directors if both of the following apply: - If the shareholding requirement has not been met; and - If the annual bonus maximum has been set above 75% of base salary. - Bonus deferral may also be operated under the Deferred Share Bonus Plan in other circumstances in agreement with the Executive Directors.	The Committee determines, at the start of each year, the maximum amount that the Executives may earn under the annual bonus scheme. The maximum that the Executives can earn in annual bonuses in each year is disclosed in the Remuneration report. The Committee may not offer an annual bonus scheme with the potential to earn more than 125% of base salary.

Performance conditions

At the start of each financial year, the Committee sets performance targets based on Group financial operating expectations and strategic objectives designed to reward the Executives for delivering near-term priorities of the Group. At the same time, the Committee determines the ratio of awards between each element of the bonus.

Performance targets, set with reference to the Group's annual operating plan and strategic priorities for the year, are disclosed in the Remuneration report. The Group's annual operating performance targets, which typically relate to adjusted annual operating profit, annual operating cash flow, or similar annual operating metrics, are measured on a sliding scale with the maximum payout reserved for significant outperformance compared to plan. The strategic targets are typically based on specific identified objectives critical to the delivery of the Group's annual or three-year operating plans and ESG targets; their achievement is based on the judgement of the Committee.

Remuneration report continued

Remuneration policy as presented and approved at the Group's 2024 AGM

Variable remuneration components continued

Remuneration component	How the component operates	Maximum payouts
Long term share plan and share options Purpose: To motivate and incentivise Executive Directors to deliver sustained performance over the longer-term in line with shareholder interests.	Awards under the LTSP are generally made in the form of 2 pence options but may also be made as direct awards of shares under the LTSP 2018. The scheme is operated by the Committee under the specific scheme rules. Each year the Committee determines: - The period of time over which performance will be judged, which may not be shorter than three years under the scheme rules. - That there will be a holding period of up to two years following the end of the performance period, such that the period from the date of grant to the first time that awards may be realised will be five years. - The number of shares to be awarded as options and to whom. - The performance criteria. - The level of vesting for threshold performance, which cannot exceed 30% of the shares under award. Vested awards may be settled by the issue of new shares or from shares held by an Employee Benefit Trust ("EBT"). Shares awarded under the LTSP 2018 are subject to malus and clawback provisions as described below. For options issued under the LTSP 2018, after the vesting period but before the end of the holding period, the Executive may exercise the options and sell only sufficient shares to settle the option price and tax liability arising on the exercise. The remaining shares must be held until the end of the holding period. For shares awarded under the LTSP 2018, the Executive may sell sufficient shares on vesting to settle any tax liability arising but must hold the remainder until the end of the holding period. Shares or options that vest are eligible for dividend equivalent payments for the period from award to the end of the holding period at the discretion of the Committee.	The Committee determines, at the start of each year, the amount of option or award shares that the Executives will be granted in the year. This amount is disclosed in the Remuneration report each year. The Committee may offer awards up to 150% of base salary in any one year, based on the average share price of the Group over the final quarter of the preceding financial year.

Performance conditions

The scheme rules require the Remuneration Committee to set performance criteria for the vesting of each LTSP award. The Committee aims to set stretching vesting criteria based on achievement of financial goals set out in the Group's annually updated three-year strategic plan. It seeks to set criteria that are simple to manage and understand and which are, if applied consistently, aligned over the longer-term with the delivery of value to shareholders. The Committee discloses in the Remuneration report the performance criteria for each unvested award including those awards to be made in the coming year.

There is generally a minimum metric below which there is no vesting and a maximum metric which earns 100% of the award. A sliding scale of vesting operates between the minimum and maximum.

The Remuneration Committee has adopted stretching EPS growth as the performance criteria for the LTSP as it believes that this provides a reliably measurable target in line with the Group's medium and long-term objectives. As part of its annual awards process, the Committee considers each year whether this basis remains appropriate. Each year the Remuneration report discloses the prospective awards and performance conditions that will apply. The Committee has discretion to adopt alternative performance metrics should it conclude that alternative targets better align the Executive performance with the long-term delivery of value to shareholders.

Remuneration policy as presented and approved at the Group's 2024 AGM

Variable remuneration components continued

Remuneration component	How the component operates	Maximum payouts
Save as you earn scheme Purpose: - To encourage and incentivise regular saving for all UK employees. - To allow UK employees to benefit from tax efficient HMRC approved gains from any growth in the Group's share price. - To encourage ownership of the Group's shares.	UK employees are entitled to subscribe for options under the Group's three and five year Save As You Earn Schemes. The scheme is governed by the rules set out in the Porvair plc SAYE Share Options Plans 2014 and 2024. The Group offers new SAYE schemes to coincide with the maturity of previous SAYE schemes. The scheme rules allow the options to be issued at up to a 20% discount to the prevailing market price, which is determined at the time the offer is made to employees, generally approximately two months before the start of the scheme. At the end of the savings period, provided the employee has maintained the monthly savings plan, the option shares vest and the employee has the choice of a return of the cash saved in the building society account or to use the savings to acquire the option shares. The options must be exercised within six months of the date of vesting. Vested awards may be settled by the issue of new shares or, for issues made after the 2015 Annual General Meeting, from shares held by an Employee Benefit Trust ("EBT"). Non-Executive Directors may not join the scheme.	SAYE schemes allow a maximum of £500 per month to be saved. The Group offers three and five year saving schemes. The number of shares under option is determined by the amount saved in an authorised building society account plus interest over the vesting period divided by the option price determined at the date of subscription to the scheme.

Performance conditions

The scheme has no performance conditions.

Shareholding requirement

The Committee has set a target for Executive Directors to hold the equivalent of at least the value of two year's base salary in Porvair shares within five years of joining the Board.

A post-employment shareholding requirement is also in place and will apply to all shares vesting from incentive awards granted after the adoption of this policy. In the first year post-employment, executive directors will normally be required to hold the lower of their applicable shareholding on leaving employment or 200% of their final base salary. In the second year post-employment they will normally be required to hold the lower of their applicable shareholding on leaving employment or 100% of final base salary.

External appointments

Executive Directors are able to undertake one Non-Executive Directorship outside the Company with the consent of the Board. Any fees received may be retained by the Director.

Discretions

The Committee retains certain discretions over the management and operation of the variable elements of the Executive Directors' remuneration. The annual bonus scheme is discretionary and therefore the Committee retains full authority to vary its terms and its payouts in each financial year. Its powers are limited by the maxima set out in this policy and by the limits it sets for the Executives within the Committee minutes. The limits for each annual bonus are published in advance in the Remuneration report.

The long-term share plans are governed by the scheme rules approved by shareholders. The rules of the scheme allow for the fair operation of the scheme through discretions delegated to the Committee. Under these discretions the Committee may:

- waive the requirement for the employee to pay the employer's National Insurance;
- grant options with a shorter life than 10 years;
- award the option holder with additional shares equivalent to the dividends that the option holder would have earned if the shares had been held throughout the option period;
- increase the number of shares that can be exercised by a good leaver or the personal representatives of an employee dying in service, which would normally be based on the proportion of the performance period that has elapsed prior to their cessation of employment, having due regard for the likelihood that the performance conditions will be met;

Remuneration report continued

Remuneration policy as presented and approved at the Group's 2024 AGM

- allow an employee leaving for reasons other than as a good leaver to be able to exercise their options after the date that they have given notice to leave employment;
- amend the performance conditions if an event has occurred such that the performance of the Company should be measured by a fairer measure affording a more effective incentive to the employee;
- in determining whether a performance condition has been met, make such adjustments as they consider necessary to take account of underlying performance;
- determine whether performance conditions have been met in the event of a corporate event such as change of control or demerger;
- in the event of a change of control, in exceptional circumstances, permit more award shares or options to become vested than would be calculated by the proportion of the performance period that has elapsed;
- in the event of a rights issue or capitalisation issue, make such adjustments as it considers appropriate to the number of shares under option; and/or
- make minor amendments to the plan to improve its administration, reflect changes in legislation, or to maintain favourable tax treatment for the participants or the Company.

Long Term Share Plan – Performance adjustment (malus)

The Committee may, at its absolute discretion, require an Executive Director to forfeit all or a proportion of the unvested award shares and/or all or a proportion of the vested award shares in respect of which the option award has not otherwise been settled, in the exceptional circumstances of corporate failure, reputational damage, misconduct or misstatement by the Executive Director (or for which the Executive Director is determined, in the Committee's absolute discretion, to be solely or jointly accountable). The terms of any forfeiture shall be determined by the Committee.

Long Term Share Plan – Forfeiture of vested awards (clawback)

At the award date, the Committee determines whether an award should be granted subject to clawback. If it is decided that the award should be subject to clawback then in the exceptional circumstances of corporate failure, reputational damage, misconduct or misstatement by the Executive Director (or for which the Executive Director is determined, in the Committee's absolute discretion, to be solely or jointly accountable), which had it been known at the time of vesting would have caused the Committee to take a different decision regarding the vesting of the award shares, the Committee may, in its absolute discretion, take any or all of the following steps in respect of the vested award shares:

- reduce the number of unvested award shares to which the Executive Director is entitled under any other award and/or proportion of the vested award shares in respect of which the Executive Director has not exercised an option award (or in respect of which the option award has not otherwise been settled);
- require the Executive Director to transfer any vested award shares back to the Company, or to such other person or persons as the Company shall nominate, for nil consideration;
- reduce the amount of any further awards to be granted to the Executive Director;
- reduce the amount of any cash bonus or shares payable to the Executive Director under any other plan operated by the Company; and/or
- require the Executive Director to pay to the Company or any Group company an amount equal to the amount of any or all of the proceeds the Executive Director realised on the disposal of any of the shares acquired pursuant to the award.

When enforcing the clawback terms, the Committee shall take into account:

- the amount (if any) paid by the Executive Director to acquire any shares in relation to the award;
- the amount of tax and national insurance contributions actually paid or still to be paid by the Executive Director in relation to the award or the sale of any of the shares acquired in relation to the award (after taking account of any relief available); and
- the number of shares subject to the award that would have vested (if any) had the misconduct or misstatement been known by the Remuneration Committee at the time.

If the Committee wishes to exercise its right to enforce clawback in respect of any award (or part of an award) in accordance with its powers, it shall communicate the clawback terms to the Executive Director in writing on or around the time that the misconduct or misstatement is discovered.

Clawback ceases to apply to any award (or part of an award) after three years from the date on which the award shares became vested award shares.

Remuneration policy as presented and approved at the Group's 2024 AGM

Annual Bonus – Malus and Clawback

The annual bonus is discretionary and therefore the Committee retains full authority to vary its terms each year within the framework set out in this policy. In the exceptional circumstances of corporate failure, reputational damage, misconduct or misstatement by the Executive Director, the Committee may take any, or all, of the following steps:

- Cancel or reduce the bonus earned by the Executive Director in the year in which the misconduct or misstatement comes to light.
- Reduce the amount of awards in future years.
- Require the Executive Director to repay bonuses and deferred bonuses relating to the financial years affected by the misconduct or misstatement.

When enforcing any clawback of bonus the Committee will take into account amounts of tax and national insurance paid, or still to be paid in relation to previously awarded bonuses, which cannot be recovered.

Estimate of the total future potential remuneration

The charts below set out estimates of the potential remuneration for each of the Executive Directors based on their remuneration packages for the year ending 30 November 2024, using the LTSP awards to be made in 2024 to calculate the variable element of pay. The assumptions included in each scenario are described below:

Fixed

- Consists of base salary, pension and benefits.
- Base salary is the current salary.
- Benefits are assumed to be in line with those received in 2023.
- Pensions are assumed to be in line with current practice.

For performance in line with both the annual and three-year operating plan and assuming no share price increase, based on:

- Annual bonus of 35% of salary.
- Long term share plan ("LTSP") award of 25% of maximum.

For performance significantly above both the annual and three-year operating plan and assuming no share price increase, the maximum award is based on:

- Annual bonus of 100% of salary.
- LTSP award of 150% of salary.

For the maximum award assuming a 50% increase in the share price the calculation is based on:

- Annual bonus for 125% of salary.
- LTSP award of 150% of salary.

Remuneration report continued

Remuneration policy as presented and approved at the Group's 2024 AGM

Policy on Non-Executive Directors

The Non-Executive Directors receive letters of appointment with a maximum notice of three months. They are subject to annual re-election, in common with the Executive Directors, in accordance with the best practice set out in the UK Corporate Governance Code. In the event that a Non-Executive Director fails to be re-elected at the Annual General Meeting, they are required to resign with immediate effect. The Remuneration policy for Non-Executive Directors is set out below.

Remuneration component	How the component operates	Maximum payout
Fees	Cash fees normally paid on a monthly basis. Fees are reviewed annually. Non-Executive Directors receive a fixed annual fee, which reflects their time commitment to the business and comparatives from similar sized quoted companies, plus expenses reimbursement. Non-Executives are not eligible for any bonus or incentive or pension schemes. Additional fees are paid for chairing a committee of the Board but no additional fee is paid for acting as Senior Non-Executive Director. The Board reserves the right to introduce this in appropriate circumstances.	There is no prescribed maximum individual fee or fee increase, but fees are subject to the cap set out in the Articles of Association which may be revised from time to time but only with shareholder approval. Current fee levels are set out below for information.

The current scale of remuneration is:

	£'000
Chair	106
Base fee for other Non-Executive Directors	44
Additional fee for chairing a Board Committee	7.5

Engagement with shareholders

The Committee considers shareholder feedback received during the AGM and any other shareholder meetings as part of its annual review of its remuneration. The Chair of the Remuneration Committee is available, on request, to discuss issues of remuneration with shareholders of the Group.

Where the Remuneration Committee proposes to make material changes to the Remuneration policy or the way that it is implemented or to introduce a new long-term incentive plan, the Committee seeks the views of major shareholders prior to seeking, where required, general shareholder approval at a general meeting.

Consultations were held with a number of major shareholders prior to the 2024 AGM to explain the terms of the proposed Remuneration policy, positive feedback was received from all respondents.

Relationship with employees' pay

All employees receive a salary, pension and benefit package with levels of salary commensurate with their responsibilities. Executives throughout the Group participate in various bonus schemes designed to reward good performance in their operations.

The Committee takes into account proposed or agreed changes to employees' pay and conditions as part of its review of the remuneration of Executive Directors. Except in exceptional circumstances, this results in the percentage annual pay increases awarded to Executive Directors being broadly in line with the percentage increases applied to other UK employees.

The Committee maintains an overview of the remuneration policies throughout the Group. It seeks to ensure that employees are paid a market rate for their particular roles and that there is consistency in targets set where performance related pay might be awarded. Employees are not consulted in the process of setting the policy for Executive Directors' remuneration.

Recruitment of Directors

In the event that the Company appoints a new director, in determining appropriate remuneration arrangements, the Committee will take into consideration all relevant factors (including but not limited to quantum, the type of remuneration being offered and the candidate's background) to ensure that arrangements are in the best interests of both the Company and its shareholders without paying more than is necessary to recruit a director of the required calibre. The Committee will align the remuneration package offered with the Remuneration policy outlined in the policy table on pages 76 to 79.

Depending on an individual's prior experience, the Committee may set salary below market norms, with the intention that it is realigned over time, typically two to three years, subject to performance in the role. In this situation, the Committee is permitted to exceed the "normal" rate of annual salary increase set out in the policy table on page 76.

Remuneration policy as presented and approved at the Group's 2024 AGM

In the year of appointment, the Committee may offer additional remuneration arrangements that it considers appropriate and necessary to recruit and retain the individual. The Committee may authorise:

- awards to 'buy-out' remuneration arrangements forfeited on leaving a previous employer. In such circumstances any arrangement will only compensate for remuneration foregone. The Committee will take account of relevant factors including any performance conditions attached to these awards, the form in which they were granted (e.g. cash or shares) and the time over which they would have vested. Any 'buy-out' of long-term incentives on joining or initial incentives would normally be made under the LTSP 2018, and therefore subject to the rules of that scheme, but may be made outside of the LTSP 2018 using exemptions permitted under the Listing Rules;
- an award made under the LTSP 2018 in the first financial year of service which would be limited to a maximum of 250% of base salary on joining, subject to suitably stretching performance criteria and a minimum vesting period of three years. An award in excess of the normal annual limit would only be made in exceptional circumstances; and
- other payments in relation to relocation expenses and other incidental expenses as appropriate.

For internal promotions, the Committee reserves the right to satisfy pre-existing executive incentive awards and other obligations which may be in place at the time of appointment.

Service contracts and policy in respect of payments for loss of office

The Executive Directors have rolling contracts with the Company which can be terminated by either party giving twelve months' notice. This is considered to be an appropriate balance between flexibility and commitment by both parties.

Executive Directors' employment contracts provide for the Executive to receive salary; private medical insurance; use of a company car; and participate in the Group's annual bonus, share option plans and pension scheme.

Payments for loss of office are determined by the Committee based on the contractual entitlements of the Director concerned under service contracts and the terms of the Porvair plc LTSP 2018 and Porvair plc SAYE share option plans 2014 and 2024.

Service contracts do not provide explicitly for termination payments or damages but the Company may make payments in lieu of notice. For this purpose, pay in lieu of notice would normally consist of base salary and other relevant emoluments for the relevant notice period but would always exclude any bonus or incentive payments. In addition, the Company has discretion in certain circumstances to pay certain fees relating to the termination; for example, fees for legal advice received by the Executive Director and fees for outplacement services. The Company may pay any statutory entitlements or settle or compromise claims in connection with a termination of employment where considered in the best interests of the Company.

Annual bonus payments are normally only payable to Executives that are in employment and not in a notice period at the date when the bonuses are approved by the Committee. However, an annual bonus may be payable with respect to the proportion of a financial year served, although it would be pro-rated for time and paid at the normal payment date. Any deferred share element could be paid in cash. Any outstanding deferred bonus may be released or paid in cash subject to the terms of the relevant plan rules.

The LTSP and SAYE plans have normal good leaver and bad leaver provisions which determine the extent to which options and awards may be vested and exercised in the event of the Executive leaving the Group. The schemes also include provisions to determine the extent that options may be exercised or award shares received in the event of a change in control of the Group.

For good leavers under the LTSP, awards will usually vest at the normal vesting date, subject to the satisfaction of any performance conditions and will be reduced pro-rata in accordance with the plan rules. However, the Remuneration Committee has discretion to allow awards to vest at an earlier date and discretion to disapply the normal pro-rata reduction.

When making decisions regarding the treatment of remuneration at the date of termination, the particular circumstances of the Executive Director's loss of office will be taken into account by the Committee to determine the extent to which mitigation of payments should apply; LTSP and SAYE options can be vested and exercised; and the extent to which payments under the discretionary annual bonus plan would be paid.

Independent Auditor’s report to the members of Porvair plc

Opinion

We have audited the financial statements of Porvair plc (the ‘parent company’) and its subsidiaries (the ‘Group’) for the year ended 30 November 2025 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, the Parent Company Balance Sheet and the Parent Company Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. 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 Financial Reporting Standard 101 “Reduced Disclosure Framework” (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the Group’s and of the parent company’s affairs as at 30 November 2025 and of the Group’s profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Summary of our audit approach

Key audit matters	Group
	• Revenue recognition
	Parent Company
	• None
Materiality	Group
	• Overall materiality: £1,003,000 (2024: £1,045,000) • Performance materiality: £752,000 (2024: £784,000)
	Parent Company
	• Overall materiality: £216,000 (2024: £200,000) • Performance materiality: £162,000 (2024: £150,000)
Scope	Our audit procedures covered 90% of revenue, 90% of total assets and 94% of profit before tax.

Key audit matters

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

Revenue recognition

Key audit matter description	(Refer to Note 1 regarding the accounting policy in respect of revenue recognition and Note 3 in respect of revenue and operating segments). Appropriate and accurate revenue recognition is required to be applied by the Directors to ensure that revenue is fairly stated in the financial statements and reported in the correct period. There is a risk that revenue is recognised inappropriately due to fraud or error and that the revenue recognised is not in line with the underlying trading arrangements. As a result of the diverse nature of the Group both in terms of its activities, customer base and geographic spread, there are numerous different revenue streams with some revenue falling due to be recognised over time and other at a point in time. The timing of revenue recognition often involves the use of significant judgements and estimates over the interpretation of complex contractual arrangements, including consideration as to whether Contract Assets and/or Contract Liabilities should be recognised in the Consolidated Balance Sheet. Therefore, due to the above factors, there is a risk that revenue is not accurately captured within the financial statements, recognised within the correct period or that the established revenue recognition policies are not appropriately applied given the various types of revenue earned.
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How the matter was addressed in the audit	The Group's revenue recognition accounting policies were scrutinised against the requirements of IFRS 15, and we reviewed the Group's application of such policies across the various types of revenue. In respect of the risk that revenue is not recognised within the correct period our procedures included: • Performing substantive tests of detail on a sample of revenue items across all revenue streams recognised both pre and post year end where we corroborated satisfaction of performance obligations back to underlying supporting documentation; • Assessing the reasonability of management's estimate of the stage of completion of revenue at the year-end in respect of revenue recognised over time; and • Substantively tested the contract assets and liabilities through to supporting documentation to substantiate whether revenue has been appropriately recognised or deferred at the year end date. In respect of the risk that revenue is not appropriately captured we performed data analytic procedures to review revenue transactions which fell outside the expected revenue cycle.
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Key observations	Based on the results of the audit procedures outlined above, we consider management's assessment of the timing of revenue recognition to be reasonable. Disclosure of the key aspects of revenue recognition including that recognised over a point in time and over time and the associated contract balances is included in Note 3.
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Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
Overall materiality	£1,003,000 (2024: £1,045,000)	£216,000 (2024: £200,000)
Basis for determining overall materiality	5% (2024: 5%) of profit before tax	0.1% (2024: 0.2%) of net assets
Rationale for benchmark applied	Profit before tax is considered to be the most appropriate benchmark as it is a key performance metric for the users of the consolidated financial statements.	Net assets is considered to be the most appropriate benchmark for the parent company as it is primarily a holding company.
Performance materiality	£752,000 (2024: £784,000)	£162,000 (2024: £150,000)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £50,000 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £11,000 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

Independent Auditor's report to the members of Porvair plc continued

An overview of the scope of our audit

Porvair plc is a multi-national group operating across the UK, Europe, the US, and Asia. Its key operations are located in the UK and the US, with its headquarters in the UK. During the year ended 30 November 2025 the Group consisted of 21 components, located in the following countries:

- UK
- USA
- The Netherlands
- Germany
- Hungary
- China
- India
- Belgium

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level.

The coverage achieved by our audit procedures was:

	Number of components	Revenue	Total assets	Profit before tax
Full scope audit	5	53%	76%	63%
Specific audit procedures	7	37%	14%	31%
Total	12	90%	90%	94%

The Group audit team performed all audit procedures and no component auditors were used.

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's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining and assessing management's assessment of going concern for the going concern assessment period;
- Obtaining an understanding of management's going concern model, including how it incorporates climate-related risks and management's stress test scenarios;
- Reviewing the reasonableness of management's stress-test scenarios and considering the completeness of risks included in the stress testing and consistency with management's identified principal risks;
- Checking the mathematical accuracy of management's forecasts and assessing and challenging the assumptions for the assessed period;
- Assessing the reliability of management's forecasting, including comparison of historic forecasts to actual results;
- Corroborating cash balances and banking facilities at the reporting date and re-calculating compliance with banking covenants at the year end and throughout the assessed period;
- Completing sensitivity analysis over management's forecasts to incorporate the impact of extreme downside scenarios and the impact this would have on the Group's available headroom; and
- Assessing the completeness and accuracy of the disclosures made in the financial statements in respect of going concern.

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

In relation to the entity reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, 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 those reports have been prepared in accordance with applicable legal requirements;
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements; and
- information about the company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in:

- the Strategic Report or the Directors' Report; or
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 of the FCA Rules.

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; or
- a corporate governance statement has not been prepared by the parent company.

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the parent company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified;
- Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why the period is appropriate;
- Directors' statement on whether it has a reasonable expectation that the Group will be able to continue in operation and meets its liabilities;
- Directors' statement on fair, balanced and understandable;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems; and,
- Section describing the work of the audit committee.

Independent Auditor's report to the members of Porvair plc continued

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the Group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the Group and parent company operate in and how the Group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud; and
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

The most significant laws and regulations were determined as follows:

Legislation/ Regulation	Additional audit procedures performed by the Group audit engagement team included:
IFRS/UK-adopted IAS, FRS 101, Companies Act 2006 and the Listing Rules	• Review of the financial statement disclosures and testing to supporting documentation. • Completion of disclosure checklists to identify areas of non-compliance.
Tax compliance regulations	• Inspection of advice received from internal /external tax advisors inspection of correspondence with local tax authorities. • Input from a tax specialist was obtained regarding the tax impact of certain aspects of international and overseas taxation. • Consideration of whether any matter identified during the audit required reporting to an appropriate authority outside the entity.
Health and Safety Legislation	• Inquiry of management and where appropriate, those charged with governance and inspection of legal and regulatory correspondence, if any.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
Project Revenue recognition	For project revenue procedures included: • Evaluating the application of IFRS 15 to contracts, including the identification of performance obligations and whether revenue is recognised over time or at a point in time; • Recalculating revenue to be recognised in the financial year based on our IFRS 15 assessment which included corroboration to supporting contractual evidence; and • Assessing and challenging the assumptions and estimates used in recognition of revenue on projects where revenue is recognised over time.
Revenue cut off from the sale of goods	For revenue from sale of goods procedures included: • Performing substantive tests of detail on a sample of revenue items recognised both pre and post year end where we corroborated satisfaction of performance obligations back to underlying supporting documentation.
Warranty provisions	For warranty provisions procedures included: • Evaluating the application of IAS37 to provisions, including the assessment of whether an obligation from a past event exists for a probable future outflow of resources which can be reliably estimated; • Assessing and challenging the estimates and assumptions used by management and movements arising in the year; and • Corroborating any provision arising or movement thereon to underlying evidence.
Management override of controls	• Testing the appropriateness of journal entries and other adjustments; • Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and • Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

Other matters which we are required to address

Following the recommendation of the audit committee, we were appointed by the board on 15 September 2020 to audit the financial statements for the year ending 30 November 2020 and subsequent financial periods.

The period of total uninterrupted consecutive appointments is 6 years, covering the years ended 30 November 2020 to 30 November 2025.

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 our audit.

Our audit opinion is consistent with the additional report to the audit committee in accordance with ISAs (UK).

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.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rules, these financial statements will form part of the Annual Financial Report prepared in Extensible Hypertext Markup Language (XHTML) format and filed on the National Storage Mechanism of the UK FCA. This auditor's report provides no assurance over whether the annual financial report has been prepared in XHTML format.

RSM UK Audit LLP

Andrew Allchin (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants

25 Farringdon Street
London
EC4A 4AB

Date: 6 February 2026

Consolidated income statement

For the year ended 30 November	Note	2025 £'000	2024 £'000
Continuing operations			
Revenue	2,3	193,977	192,639
Cost of sales		(125,320)	(127,534)
Gross profit		68,657	65,105
Distribution costs		(3,722)	(3,524)
Administrative expenses		(40,471)	(38,784)
Adjusted operating profit	2,3	26,236	24,540
Adjustments:			
Amortisation of acquired intangible assets		(1,633)	(1,743)
Other acquisition-related costs		(139)	–
Operating profit	2,3	24,464	22,797
Finance income		93	51
Finance costs	6	(1,267)	(1,936)
Profit before tax	3,4	23,290	20,912
Adjusted income tax expense	2	(5,538)	(4,751)
Adjustments:			
Tax effect of adjustments to operating profit		418	441
Income tax expense	7	(5,120)	(4,310)
Profit for the year		18,170	16,602
Profit attributable to:			
– Owners of the parent		18,149	16,479
– Non-controlling interests		21	123
Profit for the year		18,170	16,602
Earnings per share (basic)	8	39.3p	35.8p
Earnings per share (diluted)	8	39.3p	35.8p
Adjusted earnings per share (basic)	8	42.3p	38.6p
Adjusted earnings per share (diluted)	8	42.2p	38.6p

Consolidated statement of comprehensive income

For the year ended 30 November	2025 £'000	2024 £'000
Profit for the year	18,170	16,602
Other comprehensive income/(loss)		
Items that will not be reclassified to profit or loss:		
Actuarial gain/(loss) in defined benefit pension plans net of tax	456	(64)
Items that may be subsequently reclassified to profit or loss:		
Exchange loss on translation of foreign subsidiaries	(1,110)	(1,566)
Total other comprehensive loss for the year	(654)	(1,630)
Total comprehensive income for the year	17,516	14,972
Comprehensive income attributable to:		
– Owners of the parent	17,495	14,849
– Non-controlling interests	21	123
Total comprehensive income for the year	17,516	14,972

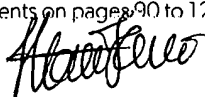
Consolidated balance sheet

Company registered number 01661935

As at 30 November	Note	2025 £'000	2024 £'000
Non-current assets			
Property, plant and equipment	10	32,630	29,327
Right-of-use assets	11	13,466	16,433
Goodwill and other intangible assets	12	87,926	89,792
Deferred tax asset	19	–	84
		134,022	135,636
Current assets			
Inventories	14	32,955	31,969
Trade and other receivables	15	33,690	31,665
Derivative financial instruments	13	32	7
Cash	16	22,873	15,838
		89,550	79,479
Current liabilities			
Trade and other payables	17	(29,538)	(27,408)
Bank overdrafts	16	–	(2,097)
Current tax liabilities		(242)	(1,572)
Lease liabilities	11	(2,445)	(2,487)
Derivative financial instruments	13	–	(40)
Provisions	21	(2,982)	(3,256)
		(35,207)	(36,860)
Net current assets		54,343	42,619
Non-current liabilities			
Borrowings	18	–	–
Deferred tax liability	19	(4,933)	(3,704)
Retirement benefit obligations	20	(3,335)	(5,897)
Other payables		(45)	(85)
Lease liabilities	11	(11,986)	(14,969)
Provisions	21	(385)	(346)
		(20,684)	(25,001)
Net assets		167,681	153,254
Capital and reserves			
Share capital	22	930	930
Share premium account	22	38,421	38,407
Cumulative translation reserve		8,149	9,259
Retained earnings		120,032	104,530
Equity attributable to owners of the parent		167,532	153,126
Non-controlling interests		149	128
Total equity		167,681	153,254

The financial statements on pages 90 to 127 were approved by the Board of Directors on 6 February 2026 and were signed on its behalf by:

H Caman Javvi



J A Mills



Consolidated cash flow statement

For the year ended 30 November	Note	2025 £'000	2024 £'000
Cash flows from operating activities			
Cash generated from operations	24	29,214	25,744
Interest paid		(281)	(739)
Tax paid		(5,100)	(3,488)
Net cash generated from operating activities		23,833	21,517
Cash flows from investing activities			
Interest received		91	49
Acquisition of subsidiaries (net of cash acquired)	25	(37)	(10,204)
Purchase of property, plant and equipment	10	(7,523)	(4,839)
Purchase of intangible assets	12	(201)	(289)
Proceeds from sale of property, plant and equipment		33	5
Proceeds from sale of share capital of non-controlling interests		-	5
Net cash used in investing activities		(7,637)	(15,273)
Cash flows from financing activities			
Proceeds from issue of ordinary shares	22	14	632
Purchase of Employee Benefit Trust shares		(885)	(724)
Proceeds of loans and borrowings		-	10,721
Repayments of loans and borrowings		-	(10,721)
Dividends paid to shareholders	9	(2,953)	(2,811)
Repayments of lease liabilities	11	(3,237)	(3,485)
Net cash used in financing activities		(7,061)	(6,388)
Net increase/(decrease) in cash and cash equivalents		9,135	(144)
Effects of exchange rate changes		(3)	(167)
		9,132	(311)
Cash and cash equivalents at 1 December		13,741	14,052
Cash and cash equivalents at 30 November	16	22,873	13,741

Reconciliation of net cash flow to movement in net cash/(debt)

For the year ended 30 November	Note	2025 £'000	2024 £'000
Net (debt)/cash at 1 December		(3,715)	653
Increase/(decrease) in cash and cash equivalents		9,135	(144)
Net movement in borrowings		-	-
Lease liabilities additions, exits and accretion of interest	11	759	(4,994)
Lease liabilities acquired	11	-	(2,044)
Lease liabilities interest incurred	11	(741)	(811)
Lease liabilities repaid	11	3,237	3,485
Effects of exchange rate changes		(233)	140
Net cash/(debt) at 30 November		8,442	(3,715)
Cash and cash equivalents		22,873	13,741
Lease liabilities		(14,431)	(17,456)
Net cash/(debt) at 30 November		8,442	(3,715)

Consolidated statement of changes in equity

For the year ended 30 November	Note	Share capital £'000	Share premium account £'000	Cumulative translation reserve £'000	Retained earnings £'000	Non-controlling interest £'000	Total equity £'000
At 1 December 2023		927	37,778	10,825	90,908	–	140,438
Profit for the year		–	–	–	16,479	123	16,602
Other comprehensive loss		–	–	(1,566)	(64)	–	(1,630)
Total comprehensive (loss)/income for the year		–	–	(1,566)	16,415	123	14,972
Purchase of own shares (held in trust)		–	–	–	(724)	–	(724)
Issue of ordinary share capital	22	3	629	–	–	–	632
Share-based payments (net of tax)		–	–	–	742	–	742
Changes in non-controlling interests		–	–	–	–	5	5
Dividends paid	9	–	–	–	(2,811)	–	(2,811)
At 30 November 2024		930	38,407	9,259	104,530	128	153,254
Profit for the year		–	–	–	18,149	21	18,170
Other comprehensive (loss)/income		–	–	(1,110)	456	–	(654)
Total comprehensive (loss)/income for the year		–	–	(1,110)	18,605	21	17,516
Purchase of own shares (held in trust)		–	–	–	(885)	–	(885)
Issue of ordinary share capital	22	–	14	–	–	–	14
Share-based payments (net of tax)		–	–	–	735	–	735
Changes in non-controlling interests		–	–	–	–	–	–
Dividends paid	9	–	–	–	(2,953)	–	(2,953)
At 30 November 2025		930	38,421	8,149	120,032	149	167,681

Notes to the consolidated financial statements

1 Summary of significant accounting policies

Porvair plc is a public company limited by shares incorporated in the UK under the Companies Act 2006 and listed on the London Stock Exchange. The Company is registered in England and Wales and its registered office is 7 Regis Place, Bergen Way, King's Lynn, Norfolk, PE30 2JN.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated. These statements are presented in UK Pounds Sterling, with all values rounded to the nearest 1,000 except where otherwise indicated.

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with the Companies Act 2006 and UK-adopted International Accounting Standards. The Company has elected to prepare its entity accounts in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP"), including Financial Reporting Standard 101 – *Reduced Disclosure Framework* (FRS 101), and these are presented on pages 128 to 137. The financial statements have been prepared on a going concern basis and under the historical cost convention as modified by the recognition of certain financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 30 November each year. Control is achieved when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group applies the acquisition method to account for business combinations. On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the fair value of consideration over the fair value of identifiable net assets acquired is recognised as goodwill. Acquisition-related costs are expensed as incurred. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date on which control is transferred to the Group and are deconsolidated from the date on which control ceases. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of contingent consideration are recognised in profit or loss. Cash flows arising from obtaining control of subsidiaries are presented separately on the face of the consolidated cash flow statement and are classified within investing activities. Such cash flows will include the repayment of debt for businesses acquired which is non-discretionary in nature and triggered by the business combination.

All intra-group transactions, balances, income and expenditures are eliminated on consolidation. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. The carrying amount of non-controlling interests is the amount at initial recognition plus the share of subsequent changes in equity. Profit or loss and other comprehensive income are attributed to the owners of the parent company and to the non-controlling interests.

Going concern

The Directors have made appropriate enquiries and reviewed the current financial position, including all the information presented in its strategic review of the business and the forecast covering the twelve months from the date of this report ("the going concern assessment period") and have considered foreseeable downsides, stress tests and scenarios. The Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the going concern assessment period. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further detail is contained in the viability statement and going concern disclosure included in the Strategic report on pages 26 and 27.

Accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Significant judgements in applying the Group's accounting policies

In the course of preparing the financial statements, certain judgements may be made when applying the Group's accounting policies, other than those involving estimations, which may have a significant, rather than critical, effect on the amounts recognised in the financial statements. Whilst the judgemental areas in preparing the financial statements are listed below, in the year ended 30 November 2025 there are no specific significant judgements to disclose:

- Revenue recognition

Judgement can be required when determining the performance obligations within a customer contract; whether or not a product is bespoke; and whether an enforceable right to payment for work completed to date includes a reasonable profit margin. These judgements may impact the timing and quantum of revenue recognised.

- Recognition of warranty provisions on project filtration systems

Judgement can be required when assessing whether future economic outflows are probable or possible, in relation to past events. These judgements may inform whether or not a provision is recognised.

- Research and development costs

Judgement can be required when assessing whether expenditure in the period on research and development activity meets all of the necessary criteria to support the recognition as an intangible asset. Key judgements can include an assessment of technical feasibility and the probability that the research and development expenditure will generate future economic benefits. Management make judgements across the project portfolio when assessing whether expenditure meets all of the necessary IAS 38 criteria.

1 Summary of significant accounting policies continued

(b) Key sources of estimation uncertainty

Estimates and assumptions are made in particular with regard to impairment testing; the fair value of assets and liabilities on acquisition; establishing uniform depreciation and amortisation periods for the Group; assumptions used in the calculation of share-based payments; allocating fixed and variable production overheads to inventories; parameters for measuring pension and other provisions; the uncertainties relating to the interpretation of tax legislation; and the likelihood that tax assets can be realised.

Climate change has been considered within the going concern cash flow projections, impairment reviews and viability assessments. The impact of climate change is not currently deemed to have a significant impact on these assessments and is therefore not deemed to be a key source of estimation uncertainty. The impact of climate change will continue to be monitored over the coming years.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

- Retirement benefit obligation

The Group operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The pension scheme is financed through a separate trust fund and is closed to new entrants. The present value of the obligations of this scheme is subject to financial assumptions, and management obtains external actuarial guidance on this. Sensitivities in the principal assumptions on valuing the Plan's defined benefit obligation at 30 November 2025 have been calculated and are given in note 20.

Revenue

The Group's revenue streams are from the sale of goods and the provision of services to customers served by the Aerospace & Industrial, Laboratory and Metal Melt Quality divisions. Revenue is recognised in a manner that depicts the transfer of promised products or services to the customer for an amount that reflects the consideration expected in exchange for those goods or services.

A customer contract is deemed to exist when the Group is in possession of documentation to provide products or services on agreed terms and conditions which can be invoiced against and paid for by the customer.

Sales of goods and services are distinct and accounted for as separate performance obligations if they are separately identifiable in the contract and the customer can benefit from them, either on their own or together with other readily available resources.

Where multiple distinct performance obligations are identified within a contract, the total transaction price is allocated to each in proportion to their relative stand-alone selling prices. Stand-alone selling prices are typically estimated based on expected costs plus contract margin.

For each distinct performance obligation, the Group determines whether they are satisfied over time or at a point in time. Revenue is recognised over time if any of the following apply:

- The Group is creating a bespoke item which does not have an alternative use and the entity has an enforceable right to payment for work completed to date, including a reasonable profit margin.
- The customer controls the asset being created or enhanced during the manufacturing process.
- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Judgement can be involved when determining performance obligations; whether or not a product is bespoke; and whether an enforceable right to payment for work completed to date includes a reasonable profit margin.

For certain engineering contracts within the Aerospace & Industrial division, multiple distinct performance obligations may exist whereby allocated revenue is recognised over time for each on an input basis as the work progresses, with progress measured by reference to actual costs incurred as a proportion of total expected costs.

Revenue is also recognised over time for certain service and maintenance contracts within the Laboratory division. For these contracts, the performance obligations are deemed to be satisfied evenly over the contractual term and revenue is recognised evenly over time as the client simultaneously receives and consumes the benefits provided by the Group.

For the majority of goods sold by the Aerospace & Industrial, Laboratory and Metal Melt Quality divisions, revenue does not meet the criteria to be recognised over time and is instead recognised at the point in time when the Group has satisfied its performance obligations and control of the goods has passed to the customer, which is typically on delivery or collection. Where the Group has bill-and-hold arrangements with customers, this revenue is recognised when the Group considers that performance obligations have been met and they meet the following criteria:

- The reason for the bill-and-hold arrangement is substantive (usually, the arrangement has been requested by the customers to facilitate their shipping arrangements).
- The product is identified separately as belonging to the customer and it cannot be used to satisfy other orders.
- The product is ready for physical transfer to the customer.
- The Group does not have the ability to use the product or direct it to another customer.

Revenue recognised excludes sales taxes and includes estimates for any variable consideration including any penalties for late engineering contract delivery. Variable consideration is recognised only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty is subsequently resolved. Revenue is not reduced for bad debts or any performance related warranties, both of which are accounted for as cost provisions.

Notes to the consolidated financial statements continued

1 Summary of significant accounting policies continued

Leasing

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, being the initial amount of the lease liability adjusted for any lease payments made at or before commencement date. Lease liabilities are recorded at the present value of lease payments. Leases are discounted at the incremental borrowing rate, being the rate that the relevant entity would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Right-of-use assets are depreciated on a straight line basis over the lease term, or useful life if shorter. Lease payments relating to low value assets or to short-term leases are recognised as an expense on a straight line basis over the lease term. Short-term leases are those with 12 months or less duration. Low value assets are those below a cost of £4,000.

Foreign currencies

The consolidated financial statements are presented in UK Pounds Sterling, which is the Company's functional and presentation currency. The Group determines the functional currency of each entity based on the primary economic environment in which the entity operates and items included in the financial statements of each entity are measured using that functional currency.

On consolidation, the assets and liabilities of the Group's overseas operations, borrowings and other currency instruments are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are classified as other comprehensive income and transferred to the Group's cumulative translation reserve. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Borrowings

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

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur, within the consolidated statement of comprehensive income.

The retirement benefit obligation in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets. Company contributions to the UK Plan are reset every three years following a triennial funding valuation and assessment of economic circumstances, with the funding objective of targeting low risk self-sufficiency by December 2028. In the event of any surplus existing, any balance in the trust assets is repayable to Porvair plc.

Taxation

The tax expense represents the sum of the current tax and deferred tax. Current tax is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates which have been enacted. Tax provisions are based on management's interpretation of country specific tax laws and the likelihood of any tax risks. Management uses professional firms, in-house knowledge and previous experience when calculating tax and assessing these risks. Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. 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 taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control 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 is calculated at the tax rates which have been enacted or substantively enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is recognised in the income statement, except when it relates to items recognised directly in other comprehensive income or directly in equity. In this case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

1 Summary of significant accounting policies continued

Property, plant and equipment

Property, plant and equipment for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at their cost less any subsequent accumulated depreciation and impairment losses. Cost comprises the purchase price plus costs directly incurred in bringing the assets into use. Depreciation for these assets commences when the assets are ready for their intended use. Depreciation is charged so as to write assets down to their residual value, other than assets under construction, over their estimated useful lives, using the straight line method, on the following bases: Buildings between 40 and 50 years; Plant, machinery and equipment between 3 and 25 years; Freehold land is not depreciated. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in the income statement. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of consideration over the Group's interest in the fair value of identifiable assets and liabilities and contingent liabilities of a subsidiary at the date of acquisition. The cost of acquisition includes the fair value of deferred and contingent consideration. Goodwill is recognised as an asset at cost less accumulated impairment losses and is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate potential impairment. Any impairment is recognised immediately in the income statement and is not subsequently reversed. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units that is expected to benefit from the synergies of the combination. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Acquired intangible assets

Intangible assets acquired in a business combination that are either separable or arising from contractual rights are recognised at fair value at the date of acquisition. Such intangible assets include customer contracts and relationships, patents, trademarks and know-how. The fair value of acquired intangible assets is determined by use of the appropriate valuation techniques and is subsequently amortised on a straight line basis over the estimated useful lives, which range between 6 months and 15 years.

Internally generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's product development expenditure is recognised only if all of the following criteria are demonstrable:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use the intangible asset or to sell it;
- The way in which the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

Internally generated intangible assets are stated at cost and held at cost less accumulated amortisation and impairment losses. Amortisation is recognised as an expense on a straight line basis over their estimated useful lives. Useful lives are determined with reference to estimated product lives in the relevant industry within which the expenditure has been incurred, with lives currently ranging between 3 and 10 years. Amortisation commences when development has been completed to management satisfaction and the project is ready for its intended use. Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Software

Software costs are classified as intangible fixed assets and measured initially at purchase cost. Amortisation is charged on a straight line basis over their estimated useful lives ranging between 3 and 5 years.

Impairment of property, plant and equipment, right-of-use assets and intangible assets

The Group reviews annually the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment (if any). For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Recoverable amount is the higher of 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 for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. An impairment is recognised as an expense immediately. When an impairment subsequently reverses, the carrying amount of the asset or cash generating unit (other than goodwill) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment been recognised for the asset or cash generating unit in prior years. A reversal of an impairment is recognised in the income statement immediately.

Notes to the consolidated financial statements continued

1 Summary of significant accounting policies continued

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is assigned using either the first-in first-out or weighted average cost formula. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Where necessary, provision is made for obsolete, slow moving and defective inventories.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

(a) Trade and other receivables

Trade and other receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost, less provision for impairment. Trade receivables are assessed for impairment using the IFRS 9 – *Financial Instruments* simplified approach to the expected credit loss ("ECL") model, which applies a default rate that increases as the unpaid receivable ages. The impairment assessment considers both past experience and future expectations of credit losses. In order to assess the ECL over the lifetime of the asset, a provision matrix is used to inform a group-wide default rate, which is adjusted for current and expected future economic conditions. Trade receivables are provided in full and subsequently written off when there is no reasonable expectation of recovery. Indicators that there may be no reasonable expectation of recovery include evidence that the customer has entered administration or liquidation proceedings, or the persistent failure of a customer to enter into or adhere to a repayment plan.

(b) Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

(c) Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest method and are added to the carrying amount of the instrument, to the extent that they are not settled in the period in which they arise.

(d) Trade and other payables

Trade and other payables are not interest bearing and are initially recognised at fair value and subsequently held at amortised cost.

(e) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments in the form of forward foreign exchange contracts to hedge its foreign currency exposure. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and subsequent changes in the fair value of foreign currency derivatives are recognised immediately in the consolidated income statement. The Group does not currently apply hedge accounting. The Group recognises all forward foreign exchange contracts on the balance sheet at fair value using external market data.

Equity instruments

Ordinary shares are classified as equity. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Where any Group company purchases the Company's equity share capital ("treasury shares"), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

Provisions

A provision is recognised when there is a present (legal or constructive) obligation as a result of a past event, and it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions have been made for future dilapidation costs on leased property and for warranties on shipped goods sales, and warranty costs on relevant sale contracts. These provisions are the Directors' best estimates, given that the actual costs and timing of future cash flows are dependent on future events. Any difference between expectations and the actual future liability will be accounted for in the period when such determination is made. Where the impact of discounting is material, the Group discounts at its weighted average cost of capital, unless some other rate is more appropriate in the circumstances.

Share-based payments

The Group issues equity settled, share-based payments to certain employees. Equity settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled, share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. The corresponding entry is recognised in equity. Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Adjusting items

When items of income or expense are material and they are relevant to an understanding of the Group's financial performance, they are disclosed separately on the face of the consolidated income statement as an adjusting item, together with the associated tax thereon. Adjusting items also include the creation or reversal of provisions related to changes in estimates for contingent consideration, earn-out costs, the amortisation of acquired intangible assets and other acquisition-related costs.

1 Summary of significant accounting policies continued

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group). An operating segment's operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments are aggregated into reporting segments where they share similar economic characteristics as a result of the nature of the products sold or the services provided, the production processes used to manufacture the products, the type of customer for the products and services, and the methods used to distribute the products or provide the services.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

Cumulative translation reserve

The cumulative translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations that are not integral to the operations of the Company itself. On disposal of a foreign operation, the cumulative translation reserve is recycled and included within the profit or loss on disposal.

New standards and amendments

(a) Standards and amendments effective for the first time in the year ended 30 November 2025:

The following amendments to existing standards were effective for the first time in the financial year ended 30 November 2025:

- *Classification of Liabilities as Current or Non-current (Amendments to IAS 1)*
- *Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)*
- *Non-current Liabilities with Covenants (Amendments to IAS 1)*
- *Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)*

These amendments have not had a material effect on the Group's financial statements.

(b) Standards and amendments effective for the first time in the year ending 30 November 2026 which have not been early adopted:

The following amendment to an existing standard is effective for the first time in the year ending 30 November 2026:

- *Lack of Exchangeability (Amendments to IAS 21)*

The Group does not anticipate that the adoption of this amendment will have a material effect on its financial statements.

(c) UK and EU endorsed standards and amendments effective in future:

- *Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)*
- *Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments*
- *Annual Improvements to IFRS Accounting Standards – Volume 11*
- *IFRS 18 – Presentation and Disclosure in Financial Statements*

The adoption of IFRS 18 will likely impact the presentation and disclosure within the Group's financial statements for the year ending 30 November 2028. The full impact is under review. The Group does not anticipate that the adoption of other standards and amendments will have a material effect on its financial statements.

Notes to the consolidated financial statements continued

2 Alternative performance measures

Alternative performance measures are used by the Directors and management to monitor business performance internally and exclude certain cash and non-cash items to reflect a more consistent measure of underlying trading performance. The Directors believe that disclosing such non-IFRS measures enables a reader to isolate and evaluate the impact of such items on results and allows for a fuller understanding of performance from year to year. Alternative performance measures may not be directly comparable with other similarly titled measures used by other companies.

Alternative revenue measures	2025 £'000	2024 £'000	Growth %
Aerospace & Industrial			
Revenue at constant currency	82,333	82,215	–
Exchange	1,343	2,002	
Revenue as reported	83,676	84,217	(1)
Laboratory			
Revenue at constant currency	64,599	61,444	5
Exchange	2,285	2,919	
Revenue as reported	66,884	64,363	4
Metal Melt Quality			
Revenue at constant currency	40,706	40,291	1
Exchange	2,711	3,768	
Revenue as reported	43,417	44,059	(1)
Group			
Revenue at constant currency	187,638	183,950	2
Exchange	6,339	8,689	
Revenue as reported	193,977	192,639	1

Revenue at constant currency is derived from translating overseas subsidiaries results at fixed constant exchange rates. In 2025 and 2024, the rates used were US\$1.40:£1 and €1.20:£1, compared with reported rates of US\$1.31:£1 (2024: US\$1.28:£1) and €1.17:£1 (2024: €1.18:£1).

Alternative profit measures

A reconciliation of the Group's adjusted performance measures to the reported IFRS measures is presented below:

	2025			2024		
	Adjusted £'000	Adjustments £'000	Reported £'000	Adjusted £'000	Adjustments £'000	Reported £'000
Operating profit	26,236	(1,772)	24,464	24,540	(1,743)	22,797
Finance income	93	–	93	51	–	51
Finance costs	(1,267)	–	(1,267)	(1,936)	–	(1,936)
Profit before tax	25,062	(1,772)	23,290	22,655	(1,743)	20,912
Income tax expense	(5,538)	418	(5,120)	(4,751)	441	(4,310)
Profit for the year	19,524	(1,354)	18,170	17,904	(1,302)	16,602

2 Alternative performance measures continued

An analysis of adjusting items is given below:	2025 £'000	2024 £'000
Affecting operating profit:		
Amortisation of acquired intangible assets	(1,633)	(1,743)
Other acquisition-related costs	(139)	–
	(1,772)	(1,743)
Affecting tax:		
Tax effect of adjustments to operating profit	418	441
Total adjusting items	(1,354)	(1,302)

Adjusted earnings are calculated as earnings from continuing operations excluding the amortisation of acquired intangible assets; the creation or reversal of provisions related to changes in estimates for contingent consideration; earn-out costs; other acquisition-related costs; together with the associated taxation thereon. The Directors consider that adjusted earnings, which constitute an alternative performance measure, represent a more consistent measure of underlying performance as it excludes amounts not directly linked with trading. There is no corresponding revenue attached to these adjustments.

Adjusted operating profit excludes:

- the amortisation of intangible assets arising on acquisition of businesses of £1.6m (2024: £1.7m); and
- other acquisition-related costs of £0.1m (2024: £nil) incurred in relation to the acquisition of the 100% share capital of Drache Umwelttechnik GmbH acquired in January 2026. Further details are disclosed in note 26.

Adjusted earnings before interest; tax; depreciation; and amortisation of intangible assets ("EBITDA")

The Group's adjusted EBITDA is determined as follows:

	2025 £'000	2024 £'000
Operating profit	24,464	22,797
Amortisation of acquired intangible assets	1,633	1,743
Other acquisition-related costs	139	–
Adjusted operating profit	26,236	24,540
Depreciation of property, plant and equipment	3,763	3,576
Depreciation of right-of-use assets	2,604	2,201
Amortisation of other intangible assets	155	184
Impairment of property, plant and equipment	–	16
Adjusted EBITDA	32,758	30,517

Return on capital employed

The Group uses two return measures to assess the return it makes on its investments:

- adjusted post tax return on capital employed of 14.4% (2024: 14.6%) is the tax adjusted operating profit as a percentage of the average capital employed. Capital employed is the average of the opening and closing Group net assets less the average of the opening and closing cash and cash equivalents, and borrowings; and
- adjusted post tax return on operating capital employed of 34.5% (2024: 36.0%) is calculated on the same basis except that the capital employed is adjusted to remove the average of the opening and closing goodwill; the average of opening and closing acquired intangible assets (net of deferred tax); and the opening and closing retirement benefit obligations (net of deferred tax) to give a measure of the operating capital.

Compound annual growth rate ("CAGR")

The Group reports long-term performance trends on a compound growth basis, across reported revenue and earnings per share:

	5 years	10 years	15 years
Revenue – base year	£135.0m	£95.8m	£63.6m
Revenue CAGR	8%	7%	8%
Earnings per share – base year	18.4p	15.5p	5.2p
Earnings per share CAGR	16%	10%	14%
Adjusted earnings per share – base year	21.6p	15.5p	5.2p
Adjusted earnings per share CAGR	14%	11%	15%

Notes to the consolidated financial statements continued

3 Segment information

The chief operating decision maker has been identified as the Board of Directors. The Board of Directors has instructed the Group's internal reporting to be based around differences in products and services, in order to assess performance and allocate resources. The key profit measure used to assess the performance of each reportable segment is adjusted operating profit/(loss). Management has determined the operating segments based on this reporting.

At 30 November 2025, the Group is organised on a worldwide basis into three operating segments:

- (1) Aerospace & Industrial – principally serving the aviation, and energy and industrial markets;
- (2) Laboratory – principally serving the bioscience and environmental laboratory instrument and consumables market; and
- (3) Metal Melt Quality – principally serving the global aluminium, iron foundry and superalloys markets.

Other Group operations' costs, assets and liabilities are included in the "Central" division. Central costs mainly comprise Group corporate costs, including new business development costs, some research and development costs and general financial costs. Central assets and liabilities mainly comprise Group retirement benefit obligations, tax assets and liabilities, cash and cash equivalents, and borrowings.

The segment results for the year ended 30 November 2025 are as follows:

30 November 2025	Note	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Central £'000	Group £'000
Total segment revenue		83,712	68,320	43,417	–	195,449
Inter-segment revenue		(36)	(1,436)	–	–	(1,472)
Revenue		83,676	66,884	43,417	–	193,977
Costs		(72,588)	(56,880)	(36,793)	(3,252)	(169,513)
Adjusted operating profit/(loss)		11,865	10,860	6,624	(3,113)	26,236
Adjustments:						
Amortisation of acquired intangible assets	2	(777)	(856)	–	–	(1,633)
Other acquisition-related costs	2	–	–	–	(139)	(139)
Operating profit/(loss)		11,088	10,004	6,624	(3,252)	24,464
Finance income		–	–	–	93	93
Finance costs	6	–	–	–	(1,267)	(1,267)
Profit/(loss) before tax		11,088	10,004	6,624	(4,426)	23,290

The segment results for the year ended 30 November 2024 are as follows:

30 November 2024	Note	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Central £'000	Group £'000
Total segment revenue		84,266	65,840	44,059	–	194,165
Inter-segment revenue		(49)	(1,477)	–	–	(1,526)
Revenue		84,217	64,363	44,059	–	192,639
Costs		(73,371)	(55,645)	(38,142)	(2,684)	(169,842)
Adjusted operating profit/(loss)		11,804	9,503	5,917	(2,684)	24,540
Adjustments:						
Amortisation of acquired intangible assets	2	(958)	(785)	–	–	(1,743)
Operating profit/(loss)		10,846	8,718	5,917	(2,684)	22,797
Finance income		–	–	–	51	51
Finance costs	6	–	–	–	(1,936)	(1,936)
Profit/(loss) before tax		10,846	8,718	5,917	(4,569)	20,912

3 Segment information continued

Other segment items included in the income statement are as follows:

30 November 2025	Note	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Central £'000	Group £'000
Depreciation – property, plant and equipment	10	1,713	1,408	633	9	3,763
Depreciation – right-of-use assets	11	1,440	939	190	35	2,604
Amortisation – intangible assets	12	800	955	33	–	1,788
		3,953	3,302	856	44	8,155

30 November 2024	Note	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Central £'000	Group £'000
Depreciation – property, plant and equipment	10	1,606	1,533	428	9	3,576
Depreciation – right-of-use assets	11	1,078	837	243	43	2,201
Amortisation – intangible assets	12	1,312	587	28	–	1,927
		3,996	2,957	699	52	7,704

The segment assets and liabilities at 30 November 2025 are as follows:

30 November 2025	Note	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Central £'000	Group £'000
Segmental assets		86,731	72,388	39,343	2,237	200,699
Cash	16	–	–	–	22,873	22,873
Total assets		86,731	72,388	39,343	25,110	223,572
Segmental liabilities		(26,096)	(11,936)	(6,452)	(8,072)	(52,556)
Retirement benefit obligations	20	–	–	–	(3,335)	(3,335)
Bank overdrafts	16	–	–	–	–	–
Total liabilities		(26,096)	(11,936)	(6,452)	(11,407)	(55,891)

The segment assets and liabilities at 30 November 2024 are as follows:

30 November 2024	Note	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Central £'000	Group £'000
Segmental assets		87,154	73,447	36,477	2,199	199,277
Cash	16	–	–	–	15,838	15,838
Total assets		87,154	73,447	36,477	18,037	215,115
Segmental liabilities		(26,604)	(12,585)	(6,573)	(8,105)	(53,867)
Retirement benefit obligations	20	–	–	–	(5,897)	(5,897)
Bank overdrafts	16	–	–	–	(2,097)	(2,097)
Total liabilities		(26,604)	(12,585)	(6,573)	(16,099)	(61,861)

Notes to the consolidated financial statements continued

3 Segment information continued

Geographical analysis

	2025		2024	
	By destination £'000	By origin £'000	By destination £'000	By origin £'000
Revenue				
United Kingdom	21,763	51,161	20,180	51,714
Continental Europe	53,188	48,315	54,025	48,652
United States of America	78,950	86,317	77,731	87,008
Other North America	3,799	–	4,926	–
South America	1,902	–	1,826	–
Asia	31,184	8,184	31,359	5,265
Africa	3,191	–	2,592	–
	193,977	193,977	192,639	192,639

Total revenue comprises revenue recognised at a point in time of £189.5m (2024: £187.8m), and revenue recognised over time of £4.5m (2024: £4.8m). No customer accounts for greater than 10% of revenue in 2025 or 2024.

	2025 £'000	2024 £'000
Non-current assets		
United Kingdom	35,583	36,334
Continental Europe	36,334	38,239
Americas	62,104	60,874
Asia	1	105
Unallocated deferred tax asset	–	84
	134,022	135,636

	2025 £'000	2024 £'000
Capital expenditure, including right-of-use assets		
United Kingdom	2,175	5,532
Continental Europe	1,446	1,396
Americas	6,151	2,938
Asia	131	82
	9,903	9,948

4 Profit before income tax

The following items have been included in arriving at profit before income tax:

	Note	2025 £'000	2024 £'000
Staff costs	5	64,599	60,893
Inventories – cost of inventories recognised as an expense (included in cost of sales)		70,341	74,741
Net realised foreign exchange gain		(370)	(411)
Depreciation on property, plant and equipment – owned	10	3,763	3,576
Depreciation on right-of-use assets	11	2,604	2,201
Amortisation of intangible assets	12	1,788	1,927
(Gain)/loss on disposal of assets		(32)	184
Lease rentals payable:			
– Plant and machinery	–	177	113
– Property		26	73
Repairs and maintenance on property, plant and equipment		1,847	1,966
Trade receivable (reversal of) impairment		7	(132)
Research and development expenditure		3,959	3,791

4 Profit before income tax continued

The total remuneration of the Group's Auditor, RSM UK Audit LLP, for services provided to the Group is analysed below:

	2025 £'000	2024 £'000
Fees payable to the Company's Auditor and its associates for audit of parent company and consolidated financial statements	184	177
Interim review	37	35
Fees payable to the Company's Auditor and its associates for other services: – the audit of Company's subsidiaries	296	296
	517	508

5 Employee benefit expense

The average monthly number of staff, including Executive Directors, employed during the year is detailed below:

	2025 Average number	2024 Average number
Number		
Aerospace & Industrial	414	402
Laboratory	405	412
Metal Melt Quality	183	185
Central	9	8
	1,011	1,007

	2025 £'000	2024 £'000
Staff costs		
Wages and salaries	51,586	48,775
Social security costs	8,864	7,980
Other pension costs	3,484	3,387
Share-based payments	665	751
	64,599	60,893

The number of Directors to whom retirement benefits are accruing under a defined contribution pension scheme is 1 (2024: 1). There are no Directors to whom retirement benefits are accruing under a defined benefit pension scheme (2024: 1).

Detailed disclosures of Directors' emoluments and interests in share options are shown in the Remuneration report on pages 65 to 83.

The key management comprise the Directors of Porvair plc and their remuneration is disclosed in note 29.

6 Finance costs

	Note	2025 £'000	2024 £'000
Interest payable on bank loans and overdrafts		250	750
Interest payable on lease liabilities	11	741	811
Unwinding of discount on provisions		39	44
Pension scheme finance expense	20	237	331
		1,267	1,936

Notes to the consolidated financial statements continued

7 Income tax expense

	Note	2025 £'000	2024 £'000
Current tax			
UK Corporation tax		771	752
Adjustment in respect of prior periods – UK		(31)	265
Overseas tax		3,798	3,360
Adjustment in respect of prior periods – overseas		430	(145)
		4,968	4,232
Deferred tax			
Origination and reversal of temporary differences – UK		609	500
Origination and reversal of temporary differences – overseas		(425)	(93)
Adjustment in respect of prior periods – UK		2	(70)
Adjustment in respect of prior periods – overseas		(33)	(259)
Effect of change in deferred tax rates		(1)	–
	19	152	78
		5,120	4,310

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the UK tax rate applicable to profits of the consolidated companies, as follows:

	2025 £'000	2024 £'000
Profit before tax	23,290	20,912
Tax at the UK Corporation tax rate of 25% (2024: 25%)	5,823	5,228
Current tax adjustments in respect of prior periods	399	120
Deferred tax adjustments in respect of prior periods	(31)	(329)
Deferred tax on share-based payments within the income statement	–	(119)
Permanent differences	(727)	(476)
Effect of change in deferred tax rates	(1)	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	(343)	(114)
Tax charge	5,120	4,310

In addition to the amount charged to the income statement, the following tax was charged/(credited) direct to equity/comprehensive income:

	2025 £'000	2024 £'000
Deferred tax on share-based payments (direct to equity)	(79)	9
Deferred tax on actuarial gain/(loss) on the pension fund (direct to comprehensive income)	149	(22)
Current tax on share-based payments (direct to equity)	9	(18)
	79	(31)

The current tax provision includes £0.8m (2024: £0.9m) for uncertainties relating to the interpretation of tax legislation in the Group's operating territories.

8 Earnings per share ("EPS")

As reported	2025			2024		
	Earnings £'000	Weighted average number of shares	Per share Pence	Earnings £'000	Weighted average number of shares	Per share Pence
Profit for the year – attributable to owners of the parent	18,149			16,479		
Shares in issue		46,497,038			46,399,931	
Shares owned by the Employee Benefit Trust		(367,660)			(355,411)	
Basic EPS	18,149	46,129,378	39.3	16,479	46,044,520	35.8
Dilutive share options outstanding	–	34,555	–	–	5,762	–
Diluted EPS	18,149	46,163,933	39.3	16,479	46,050,282	35.8

In addition to the above, the Group also calculates an EPS based on adjusted profit as the Board believes this to be a better measure to judge the progress of the Group, as discussed in note 2.

The following table reconciles the Group's profit to adjusted profit used in the numerator in calculating adjusted EPS:

Adjusted	Note	2025			2024		
		Earnings £'000	Weighted average number of shares	Per share Pence	Earnings £'000	Weighted average number of shares	Per share Pence
Profit for the year – attributable to owners of the parent		18,149			16,479		
Adjusting items	2	1,354			1,302		
Adjusted profit – attributable to owners of the parent		19,503			17,781		
Adjusted Basic EPS		19,503	46,129,378	42.3	17,781	46,044,520	38.6
Adjusted Diluted EPS		19,503	46,163,933	42.2	17,781	46,050,282	38.6

9 Dividends per share

	2025		2024	
	Per share Pence	£'000	Per share Pence	£'000
Final dividend paid – in respect of prior year	4.2	1,939	4.0	1,842
Interim dividend paid – in respect of current year	2.2	1,014	2.1	969
	6.4	2,953	6.1	2,811

The Directors recommend the payment of a final dividend of 4.5 pence per share (2024: 4.2 pence per share) to be paid on 8 June 2026 to shareholders on the register on 1 May 2026; the ex-dividend date is 30 April 2026. This makes a total dividend for the year of 6.7 pence per share (2024: 6.3 pence per share).

Notes to the consolidated financial statements continued

10 Property, plant and equipment

	Land and buildings £'000	Assets in course of construction £'000	Plant, machinery and equipment £'000	Total £'000
Cost				
At 1 December 2023	15,488	883	52,437	68,808
Reclassification	6	(601)	595	–
Additions	1,198	2,086	1,555	4,839
Acquisitions	–	–	119	119
Disposals	(257)	–	(1,215)	(1,472)
Exchange	(126)	8	(277)	(395)
At 30 November 2024	16,309	2,376	53,214	71,899
Accumulated depreciation				
At 1 December 2023	(5,229)	–	(35,250)	(40,479)
Charge for year	(311)	–	(3,265)	(3,576)
Disposals	257	–	1,026	1,283
Exchange	23	–	177	200
At 30 November 2024	(5,260)	–	(37,312)	(42,572)
Net book value at 30 November 2024	11,049	2,376	15,902	29,327
	Land and buildings £'000	Assets in course of construction £'000	Plant, machinery and equipment £'000	Total £'000
Cost				
At 1 December 2024	16,309	2,376	53,214	71,899
Reclassification	(106)	(2,052)	2,142	(16)
Additions	83	5,590	1,850	7,523
Disposals	(4)	–	(832)	(836)
Exchange	(232)	(117)	(827)	(1,176)
At 30 November 2025	16,050	5,797	55,547	77,394
Accumulated depreciation				
At 1 December 2024	(5,260)	–	(37,312)	(42,572)
Reclassification	–	–	(21)	(21)
Charge for year	(446)	–	(3,317)	(3,763)
Disposals	3	–	832	835
Exchange	131	–	626	757
At 30 November 2025	(5,572)	–	(39,192)	(44,764)
Net book value at 30 November 2025	10,478	5,797	16,355	32,630

11 Leases – Right-of-use assets and lease liabilities

Right-of-use assets

The movement in right-of-use assets is set out below:

	Land and buildings £'000	Plant, machinery and equipment £'000	Total £'000
Cost			
At 1 December 2023	18,344	970	19,314
New leases	4,847	147	4,994
Acquisition	1,725	70	1,795
Exit from leases	(1,974)	(98)	(2,072)
Exchange	(331)	(35)	(366)
At 30 November 2024	22,611	1,054	23,665
Accumulated depreciation			
At 1 December 2023	(6,663)	(515)	(7,178)
Charge for year	(1,984)	(217)	(2,201)
Exit from leases	1,974	87	2,061
Exchange	70	16	86
At 30 November 2024	(6,603)	(629)	(7,232)
Net book value at 30 November 2024	16,008	425	16,433

	Land and buildings £'000	Plant, machinery and equipment £'000	Total £'000
Cost			
At 1 December 2024	22,611	1,054	23,665
New leases	1,864	315	2,179
Exit from leases	(4,291)	(133)	(4,424)
Reclassifications	(76)	76	–
Exchange	178	54	232
At 30 November 2025	20,286	1,366	21,652
Accumulated depreciation			
At 1 December 2024	(6,603)	(629)	(7,232)
Charge for year	(2,389)	(215)	(2,604)
Exit from leases	1,543	123	1,666
Exchange	7	(23)	(16)
At 30 November 2025	(7,442)	(744)	(8,186)
Net book value at 30 November 2025	12,844	622	13,466

Notes to the consolidated financial statements continued

11 Leases – Right-of-use assets and lease liabilities continued

Lease liabilities

The movement in lease liabilities is set out below:

	2025 £'000	2024 £'000
At 1 December	(17,456)	(13,399)
New leases	(2,179)	(4,994)
Acquisitions	–	(2,044)
Exit from leases	2,938	–
Lease repayments	3,237	3,485
Interest on lease liabilities	(741)	(811)
Exchange	(230)	307
Net book value at 30 November	(14,431)	(17,456)

Analysed as:

	2025 £'000	2024 £'000
Repayable within one year	(2,445)	(2,487)
Repayable after one year	(11,986)	(14,969)
	(14,431)	(17,456)

Lease liabilities mature as follows:

	2025 £'000	2024 £'000
Minimum lease liabilities falling due		
Within one year – land and buildings	(2,750)	(3,109)
Within one year – property, machinery and equipment	(165)	(59)
Total within one year	(2,915)	(3,168)
Between one and five years – land and buildings	(9,294)	(9,976)
Between one and five years – property, machinery and equipment	(354)	(85)
Total between one and five years	(9,648)	(10,061)
Greater than five years – land and buildings	(4,322)	(7,311)
Greater than five years – property, machinery and equipment	–	–
Total greater than five years	(4,322)	(7,311)
Total commitment	(16,885)	(20,540)
Less: finance charges included above	2,454	3,084
Net present value of lease liabilities	(14,431)	(17,456)

The total cash outflow for finance and operating leases in the year amounts to £3.4m (2024: £3.7m).

The Group enters into leases for offices, industrial units and machinery. The remaining lease terms range from a few months to 13 years (2024: few months to 14 years). Many of the leases have break options and/or extension options to provide operational flexibility. Management assesses the lease term at inception based on the facts and circumstances applicable to each asset, including the period over which the investment appraisal was initially considered.

The main leases entered into during the year were for premises in the US and The Netherlands with 5 and 10 year terms. The lease for premises in the Netherlands was exited within the year.

12 Goodwill and other intangible assets

	Goodwill £'000	Acquired intangible assets £'000	Development expenditure capitalised £'000	Software capitalised £'000	Total £'000
Net book amount at 30 November 2023	75,168	7,335	–	446	82,949
Additions	–	–	49	240	289
Acquisitions	5,504	4,092	–	–	9,596
Amortisation charges	–	(1,743)	(8)	(176)	(1,927)
Exchange	(842)	(268)	–	(5)	(1,115)
Net book amount at 30 November 2024	79,830	9,416	41	505	89,792
At 30 November 2024					
Cost	98,501	15,971	956	2,155	117,583
Accumulated amortisation and impairment	(18,671)	(6,555)	(915)	(1,650)	(27,791)
Net book amount at 30 November 2024	79,830	9,416	41	505	89,792
Net book amount at 30 November 2024	79,830	9,416	41	505	89,792
Reclassification	–	–	–	37	37
Additions	–	–	36	165	201
Amortisation charges	–	(1,633)	(14)	(141)	(1,788)
Exchange	(641)	331	–	(6)	(316)
Net book amount at 30 November 2025	79,189	8,114	63	560	87,926
At 30 November 2025					
Cost	97,831	16,293	981	2,339	117,444
Accumulated amortisation and impairment	(18,642)	(8,179)	(918)	(1,779)	(29,518)
Net book amount at 30 November 2025	79,189	8,114	63	560	87,926

Internally generated intangible assets arising from the Group's product development are recognised only if all conditions are met as described in the Summary of significant accounting policies (note 1).

Intangible assets are comprised of development expenditure, software and trademarks, know-how and other intangibles. Within these balances, individually material balances relate to:

- Customer list of Keystone – £0.5m (2024: £0.7m) – with a remaining amortisation period of 2 years.
- Customer list of the Royal Dahlman Group – £0.6m (2024: £0.7m) – with a remaining amortisation period of 8 years.
- Customer relationships of Kbiosystems – £0.6m (2024: £1.2m) – with a remaining amortisation period of 5 years.
- Customer relationships of Ratiolab – £1.9m (2024: £1.9m) – with a remaining amortisation period of 13 years.
- Customer relationships of EFC – £2.8m (2024: £2.9m) – with a remaining amortisation period of 10 years.

Notes to the consolidated financial statements continued

12 Goodwill and other intangible assets continued

Impairment tests for goodwill

Goodwill is allocated to the Group's cash generating units (CGUs).

A segment level summary of the goodwill allocation is presented below.

	2025				2024			
	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Total £'000	Aerospace & Industrial £'000	Laboratory £'000	Metal Melt Quality £'000	Total £'000
Net book amount of goodwill	27,108	35,039	17,042	79,189	26,293	34,366	19,171	79,830

Significant CGU groups

CGU groups to which 10% or more of the total goodwill balance is allocated and deemed to be significant are as follows:

CGU Group	Segment	2025 £'000	2024 £'000
Selee Corporation	Metal Melt Quality	17,042	19,171
Porvair Filtration Group Inc.	Aerospace & Industrial	10,089	10,517
Seal Analytical Group	Laboratory	11,957	11,948
		39,088	41,636

Impairment testing is completed at CGU level. The recoverable amount of the goodwill is based on value in use calculations. The calculations use cash flow projections based on financial budgets approved by management covering a four-year period. Pre-tax cash flows beyond the four-year period are extrapolated using the estimated growth rates stated below.

Key assumptions used for value in use calculations in 2025:

	Aerospace & Industrial			Laboratory			Metal Melt Quality
	US	UK	Continental Europe	US	UK	Continental Europe	US
Budgeted gross margin	32%	25%	31%	35%	35%	29%	29%
Long-term growth rate	3.9%	3.4%	3.2%	3.9%	3.4%	2.9%	3.9%
Pre-tax discount rate	11.1%	12.4%	10.3%	10.8%	12.0%	9.1%	11.1%

Key assumptions used for value in use calculations in 2024:

	Aerospace & Industrial			Laboratory			Metal Melt Quality
	US	UK	Continental Europe	US	UK	Continental Europe	US
Budgeted gross margin	30%	28%	32%	35%	38%	31%	28%
Long-term growth rate	4.3%	3.4%	2.6%	4.3%	3.4%	2.8%	4.3%
Pre-tax discount rate	11.9%	12.3%	10.5%	11.5%	12.0%	9.9%	11.9%

These assumptions have been used for the analysis of each operation within the operating segment. Management determined budgeted gross margins based on past performance and its expectations for the development in its markets. The average long-term growth rates used are consistent with past experience and market expectations. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs.

The Group has conducted a sensitivity analysis on the impairment test of each CGU's carrying value by comparing to the CGU's value in use. The sensitivity analysis shows that the most sensitive CGU (to which goodwill with a carrying value of £3.1m is allocated) is sensitive to a change in the discount rate. With all other variables being equal, the headroom would be eliminated if the discount rate were to increase from 12.0% to 14.7%. As at 30 November 2025, the recoverable amount exceeds the carrying value for this CGU by £1.9m (2024: £1.7m). Based on the results of the current year impairment review, no impairment charges have been recognised by the Group in the year ended 30 November 2025 (2024: £nil).

13 Derivative financial instruments

	2025		2024	
	Assets £'000	Liabilities £'000	Assets £'000	Liabilities £'000
Forward foreign exchange contracts – current	32	–	7	(40)

The gain recognised in the income statement in the year for non-hedged derivatives amounted to £65,000 (2024: loss £283,000).

The notional principal amounts of the outstanding forward foreign exchange contracts at 30 November 2025 are US\$3.0m (2024: US\$4.0m).

14 Inventories

	2025 £'000	2024 £'000
Raw materials	9,780	9,530
Work in progress	11,972	11,194
Finished goods	11,203	11,215
	32,955	31,969

The Group has recognised a reduction of £0.6m (2024: increase of £0.7m) for the movement in inventory provision during the year ended 30 November 2025. The Group has utilised provisions of £nil (2024: £1.2m) during the year ended 30 November 2025.

15 Trade and other receivables

	2025 £'000	2024 £'000
Current		
Trade receivables	30,018	28,369
Less: provision for impairment	(864)	(855)
Trade receivables – net	29,154	27,514
Other receivables	2,073	2,250
Prepayments	2,463	1,901
	33,690	31,665

There is no difference between the fair value of trade and other receivables and their carrying value.

Contracts recognised over time with outstanding performance obligations as at 30 November 2025 form part of contracts with expected duration of one year or less.

Included within 'Other receivables' is accrued income of £0.6m (2024: £1.1m) and VAT receivable of £0.8m (2024: £0.8m).

Credit risk in relation to trade receivables

The Group has a diverse customer base both geographically and in the number of industries in which it operates. There is credit risk associated with a decline in a particular industry or geographic region. To offset this risk, the Group has implemented policies that require appropriate credit checks to be performed on significant potential customers before sales are made. Customer orders are checked against pre-set criteria before acceptance and credit control procedures are applied. Letters of credit and payments in advance are obtained from customers as appropriate.

Trade and other receivables are non-interest bearing and generally on terms between 30 to 90 days. The Group does not hold any collateral or other credit enhancements over its trade receivables, nor does it have a legal right to offset against any amounts owed to the counterparty, so was exposed to credit risk in respect of the gross trade receivables balance of £30.0m (2024: £28.4m).

Trade receivables are assessed for impairment as described in note 1. On that basis, the loss allowance as at 30 November 2025 was determined as follows for trade receivables:

	2025			2024		
	Expected loss rate	Gross carrying amount £'000	Loss allowance £'000	Expected loss rate	Gross carrying amount £'000	Loss allowance £'000
Trade receivables (current):						
Not yet due	–	25,532	–	–	24,470	–
0 – 30 days	–	3,002	–	–	2,039	–
31 – 60 days	20%	589	116	20%	1,062	214
61 – 90 days	47%	223	104	34%	178	60
91 – 180 days	88%	238	210	78%	179	140
> 180 days	100%	434	434	100%	441	441
Total		30,018	864		28,369	855

Notes to the consolidated financial statements continued

15 Trade and other receivables continued

Movements in the Group provision for impairment of trade receivables are as follows:

	2025 £'000	2024 £'000
At 1 December	855	1,443
Charge/(reversal) of receivables impairment	7	(132)
Acquisition	–	186
Receivables written off during the year as uncollectable	–	(622)
Exchange	2	(20)
At 30 November	864	855

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. There have been no changes to the credit ratings of these counterparties in the last financial year.

Foreign exchange risk in relation to trade receivables is disclosed in note 27.

16 Cash and cash equivalents

	2025 £'000	2024 £'000
Cash	22,873	15,838
Bank overdrafts	–	(2,097)
	22,873	13,741

The credit risk associated with cash and cash equivalents is mitigated by holding funds with banks with high credit ratings from AA– to A as assigned by international credit rating agencies.

Included within bank overdrafts is £nil (2024: £2.1m) representing non-interest bearing balances on cash pooling arrangements in the Group.

Cash and cash equivalents held in the UK are subject to a Composite Account System, which is a banking offset arrangement that allows the set-off of overdraft balances with retained cash for interest calculation purposes.

Overdraft limits within the Composite Account System are £13.0m gross of which £nil is utilised (2024: £2.1m).

The Group held no bank overdrafts, excluding balances on cash pooling arrangements.

The Group's cash balances are denominated in the following currencies:

	2025 £'000	2024 £'000
Pound Sterling	8,533	3,412
US dollar	6,673	5,362
Euro	6,750	4,196
Other	917	771
	22,873	13,741

17 Trade and other payables

	2025 £'000	2024 £'000
Amounts falling due within one year:		
Trade payables	9,357	9,286
Taxation and social security	1,014	896
Other payables	1,355	2,030
Accruals and contract liabilities	17,812	15,196
	29,538	27,408

Included within 'Accruals and contract liabilities' are contract liabilities of £7.4m (2024: £4.0m). Of the £4.0m contract liabilities at November 2024, £4.0m has been recognised as revenue in 2025. Of the £7.4m contract liabilities at November 2025, approximately £7.0m is expected to be recognised as revenue in the year ending 30 November 2026.

The balance within 'Other payables' is primarily employee-related liabilities.

18 Borrowings

	2025 £'000	2024 £'000
Secured multi-currency revolving credit facility	–	–

In August 2025, the Group exercised the one-year extension option, extending the maturity of the previously agreed €20m (£17.5m) secured revolving credit facility, together with a €20m (£17.5m) accordion facility, with Barclays Bank plc and Citibank N.A., London Branch, to August 2029.

The multi-currency facility is secured against the assets of certain group subsidiaries and a margin benefit exists within the agreement for delivering progress against certain sustainability targets.

Loan issue costs of £0.3m (2024: £0.4m) are being amortised over the life of the loan arrangements.

At 30 November 2025, the Group had €20.0m/£17.5m (2024: €19.6m/£16.3m) of unused credit facility and an unutilised net £2.5m (2024: £2.5m) overdraft facility.

19 Deferred tax

The movement of deferred tax assets and (liabilities) during the year is as follows:

	Accelerated capital allowances £'000	Other short- term timing differences £'000	Intangibles £'000	Share-based payments £'000	Retirement obligations £'000	Total £'000
At 1 December 2023	(4,500)	1,892	(2,987)	519	1,894	(3,182)
Acquisitions	–	207	(1,013)	–	–	(806)
Credited/(charged) to income statement	388	(165)	439	(110)	(474)	78
Credited to equity	–	–	–	(9)	–	(9)
Credited to comprehensive income	–	–	–	–	22	22
Exchange	283	(206)	200	–	–	277
At 30 November 2024	(3,829)	1,728	(3,361)	400	1,442	(3,620)
Reclassification	(940)	(215)	–	–	–	(1,155)
Credited/(charged) to income statement	74	(234)	421	78	(491)	(152)
Credited to equity	–	–	–	/9	–	79
Charged to comprehensive income	–	–	–	–	(149)	(149)
Exchange	96	(20)	(12)	–	–	64
At 30 November 2025	(4,599)	1,259	(2,952)	557	802	(4,933)

The net deferred tax liability of £4.9m (2024: £3.6m) comprises £2.8m deferred tax liabilities (2024: £1.8m) of Group entities based in the US, £1.6m deferred tax liabilities (2024: £1.9m) of Group entities based in Continental Europe, and £0.5m deferred tax liabilities (2024: £0.1m deferred tax assets) of Group entities based in the UK.

At the balance sheet date, the Group has unused tax losses of £5.7m (2024: £6.5m) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses (2024: £nil) as it is not deemed probable that taxable profit will be available against which the unused tax losses can be utilised.

20 Retirement benefit obligations

	2025 £'000	2024 £'000
Defined benefit plan	3,206	5,766
Additional defined benefit obligations	129	131
	3,335	5,897

(a) Defined contribution schemes

For its US employees, the Group operates a defined contribution pension plan ("the Pension Plan") covering all eligible full-time employees. The Group contributes 3% of each participant's base salary each year to the Pension Plan. In 2025, this amounted to £0.6m (2024: £0.6m). In 2025, the Group also made payments of £0.7m (2024: £0.7m) to designated US 401k schemes on behalf of its employees. In the UK, after the closure of the defined benefit plan to new members, the Group introduced a stakeholder plan to be offered to all new employees. Total employer contributions in the UK paid to defined contribution schemes were £1.6m (2024: £1.5m).

(b) Defined benefit plan

The Group operates a defined benefit pension scheme, the Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The pension scheme is a final salary scheme and is financed through a separate trust fund administered by Trustees with an independent Chair. The Plan was closed to new entrants in October 2001. The defined benefit scheme exposes the Group to actuarial risks, such as longevity risk, inflation risk, interest rate risk and market (investment) risk. The Group is not exposed to any unusual, entity specific or scheme specific risks.

Notes to the consolidated financial statements continued

20 Retirement benefit obligations continued

Formal valuations of the Plan by a professionally qualified actuary are carried out at least every three years using the projected unit method. Under this method, the current service cost will increase in relation to the salaries of the members in future years as those members approach retirement.

A full triennial actuarial valuation of the assets and liabilities of the Plan was completed, based on data at 31 March 2024. The actuarial value of the assets on the funding basis was sufficient to cover 76% of the benefits that had accrued to members after allowing for expected increases in pensionable remuneration. The funding deficit amounted to £8.3m at 31 March 2024. As a result of the review, the Group and the Trustees agreed for employer contributions to be 10.9% of salary. A £293,000 annual cash contribution towards the running costs of the scheme was also agreed, increasing by 3.5% per annum. The Group also committed to maintain annual contributions in respect of the past service deficit at £2.1m per annum until 1 December 2027 and a final contribution of £0.3m on 1 December 2028. Contributions to the Plan are reset every three years following the triennial funding valuation, with the funding objective of targeting low risk self-sufficiency by December 2028. In the event of any surplus arising, any balance in the trust assets is repayable to Porvair plc. The next full actuarial valuation of the scheme will be based on the pension scheme's position at 31 March 2027 and is expected to be completed before June 2028.

The principal actuarial assumptions adopted in the 2024 valuation were:

2024 valuation
assumptions

Pre-retirement discount rate	Gilts + 0.5%
Post-retirement discount rate	Gilts + 0.5%
Salary increases	CPI + 0.5%

The pension charge to the consolidated income statement for the year was £0.6m (2024: £0.7m) and the funding via employer contributions was £2.6m (2024: £2.6m). The Group expects to make contributions of £2.5m to the Plan in the next financial year.

The valuation of the deficit in the balance sheet is based on the most recent actuarial valuation of the Plan as updated by a qualified actuary to take account of the market value of the assets and the present value of the liabilities of the Plan at 30 November 2025.

Balance sheet

The financial assumptions used to calculate Plan liabilities under IAS 19 were:

	2025	2024
	Projected Unit	Projected Unit
Valuation method		
Discount rate	5.4%	5.1%
RPI inflation rate	2.8%	3.2%
CPI inflation rate	2.4%	2.8%
General salary increases	2.4%	3.0%
Rate of increase of pensions in payment:		
– pre 6 April 1997	0.0%	0.0%
– post 5 April 1997 to pre 6 April 2005	2.4%	2.7%
– post 5 April 2005	1.8%	1.9%
Rate of increase for deferred pensioners	2.4%	2.8%

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in the industry. The S4PA base mortality tables have been used, with a 108%(M)/113%(F) multiplier allowing for future improvements of 1.25% per annum (2024: 1.25% per annum). These assumptions translate into an average life expectancy in years for a pensioner retiring at age 65:

	2025 Years	2024 Years
Retiring at the end of the reporting period:		
– Male	20.8	19.5
– Female	22.8	21.7
Retiring 15 years after the end of the reporting period:		
– Male	21.7	20.2
– Female	23.8	22.7

The Plan's membership numbers at the year end are as follows:

	2025 Number of members	2024 Number of members
Active	19	26
Deferred	171	180
Pensioner	282	273
	472	479

20 Retirement benefit obligations continued

Sensitivities have been calculated by valuing the Plan's defined benefit obligation at 30 November 2025 using the same methodology, with relevant changes to the assumptions. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.1%	Decrease of 1.1%	Increase of 1.1%
Inflation rate	0.1%	Increase of 0.7%	Decrease of 0.5%
Life expectancy	1 year	Increase of 2.9%	Decrease of 3.0%

The assets in the Plan are:

	Value at 30 November 2025 £'000	Value at 30 November 2024 £'000
Equities	4,019	4,827
Bonds	–	2,533
Gilts	4,383	2,073
Liability driven investment	10,019	8,004
Infrastructure	5,379	5,043
Other	2,666	3,046
Fair value of Plan assets	26,466	25,526
Present value of unfunded obligations	(29,672)	(31,292)
Deficit in the Plan (excluding deferred tax)	(3,206)	(5,766)

The assets listed above are stated at their quoted market price in an active market. Investment performance and asset class designation are regularly reviewed by the Plan's trustees.

The analysis of movement in the deficit in the Plan for the year is as follows:

	2025 £'000	2024 £'000
Deficit at 1 December	(5,766)	(7,576)
Contributions paid	2,551	2,612
Current service cost	(63)	(89)
Administration expense	(287)	(296)
Other finance expense	(237)	(331)
Actuarial gain/(loss)	596	(86)
Deficit at 30 November	(3,206)	(5,766)

The change in the present value of the Plan assets during the year is as follows:

	2025 £'000	2024 £'000
Plan assets at 1 December	25,526	23,273
Benefit payments	(1,859)	(1,478)
Company contributions	2,551	2,612
Administration expense	(287)	(296)
Member contributions	95	127
Interest income on Plan assets	1,314	1,223
(Loss)/gain on Plan assets (excluding interest income)	(874)	65
Plan assets at 30 November	26,466	25,526

The change in the present value of the Plan liabilities during the year is as follows:

	2025 £'000	2024 £'000
Plan liabilities at 1 December	(31,292)	(30,849)
Current service cost	(63)	(89)
Interest cost	(1,551)	(1,554)
Member contributions	(95)	(127)
Benefits paid	1,859	1,478
Loss on change in demographic assumptions	(664)	(106)
Gain/(loss) on change in financial assumptions	1,978	(167)
Gain on experience adjustment	156	122
Plan liabilities at 30 November	(29,672)	(31,292)

Notes to the consolidated financial statements continued

20 Retirement benefit obligations continued

The Plan liabilities by participant member status are as follows:

	2025 £'000	2024 £'000
Active	(5,295)	(7,296)
Deferred	(10,281)	(12,704)
Pensioner	(14,096)	(11,292)
Plan liabilities at 30 November	(29,672)	(31,292)

The weighted average duration of the Plan scheme liabilities at the end of the reporting period is 12 years (2024: 12 years).

The movements in the Plan during the year are as follows:

Income statement	2025 £'000	2024 £'000
Analysis of amounts chargeable to operating profit:		
Current service cost	(63)	(89)
Administration expense	(287)	(296)
Amount chargeable to operating profit	(350)	(385)
Analysis of amounts (charged)/credited to other finance income and costs:		
Interest on Plan liabilities	(1,551)	(1,554)
Expected return on Plan assets	1,314	1,223
Net amount charged to other finance income and costs	(237)	(331)
Total chargeable to the income statement before deduction of tax	(587)	(716)
Other items		
Analysis of amounts recognised in the consolidated statement of comprehensive income:		
Actual (loss)/gain on assets in excess of expected return	(874)	65
Loss on change in demographic assumptions	(664)	(106)
Gain/(loss) on change in financial assumptions	1,978	(167)
Gain on experience adjustment	156	122
Total actuarial gain/(loss) recognised in the consolidated statement of comprehensive income	596	(86)
Cumulative actuarial loss recognised in the consolidated statement of comprehensive income	(7,063)	(7,659)

21 Provisions

	Dilapidations £'000	Warranty £'000	Total £'000
At 1 December 2024	346	3,256	3,602
Additional charge in the year	–	403	403
Utilisation of provision	–	(188)	(188)
Release of provision	–	(464)	(464)
Unwinding of discount	39	–	39
Exchange	–	(25)	(25)
At 30 November 2025	385	2,982	3,367

Provisions arise from potential claims on major contracts, sale warranties, and discounted dilapidations for leased property. Matters that could affect the timing, quantum and extent to which provisions are utilised or released, include the impact of any remedial work, claims against outstanding performance bonds, and the demonstrated life of the filtration equipment installed. The outflow of economic benefits in relation to warranty provisions is expected to be within one year, whilst the outflow on dilapidations is expected to be greater than one year.

Whilst agreement has been reached on a maximum settlement of £1.1m in relation to historical contracts, the timing and amount of settlement remain uncertain and therefore continues to be recognised in provisions.

Analysis of total provisions	2025 £'000	2024 £'000
Current	2,982	3,256
Non-current	385	346
Net book value at 30 November	3,367	3,602

22 Share capital and share premium account

	Number of shares	Share capital £'000	Share premium account £'000	Total £'000
At 1 December 2023	46,359,798	927	37,778	38,705
Issue of shares on exercise of share options	136,755	3	629	632
At 30 November 2024	46,496,553	930	38,407	39,337
At 1 December 2024	46,496,553	930	38,407	39,337
Issue of shares on exercise of share options	2,855	–	14	14
At 30 November 2025	46,499,408	930	38,421	39,351

The Company has one class of ordinary shares which carry no right to fixed income. All of the Company's shares in issue are fully paid and each share carries the right to vote at general meetings.

In 2025, 2,855 (2024: 136,755) ordinary shares of 2 pence each were issued on the exercise of Save As You Earn share options for cash consideration of £14,000 (2024: £0.6m).

The Group uses an Employee Benefit Trust ("EBT") to purchase shares in the Company to satisfy entitlements, granted since the Company's AGM in 2015, under the Group's Long Term Share Plan. The EBT has waived its rights to dividends. During the year, the Group purchased 120,000 ordinary shares of 2 pence each (2024: 110,000) for a total consideration of £0.9m (2024: £0.7m). During the year, the EBT issued 75,450 ordinary shares (2024: 242,240) to satisfy the exercise of Long Term Share Plan share options. The cost of the shares held by the EBT is deducted from retained earnings. The EBT is financed by a repayable-on-demand loan from the Group of £6.1m (2024: £5.3m). As at 30 November 2025, the EBT held a total of 408,010 ordinary shares of 2 pence each (2024: 363,460) at a cost of £2.7m (2024: £2.2m) and a market value of £3.3m (2024: £2.4m).

The movements in the EBT during the year were:

	2025 £'000	2024 £'000
Opening weighted average cost of shares held	2,243	2,981
Purchases	885	724
Fulfilment of options	(471)	(1,462)
Closing weighted average cost of shares held	2,657	2,243

23 Share options and share-based payments

Share options are granted to Executive Directors and to selected employees. Details of the share options awarded to the Executive Directors, including exercise price and performance conditions, are disclosed in the Remuneration report on pages 65 to 83.

These equity settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled, share-based payments is expensed to the income statement on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. The corresponding entry is recognised in equity.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Details of the outstanding share options are:

Scheme	Year of grant	Exercise period	Subscription price (pence)	2025 Number of shares	2024 Number of shares
2014 5yr Save As You Earn Scheme	2021	2026	460.00	32,885	32,993
2018 Long Term Share Plan	2021	2024 – 2031	2.00	46,200	46,200
2018 Long Term Share Plan	2022	2025 – 2032	2.00	44,150	119,600
2014 3yr Save As You Earn Scheme	2023	2026	514.00	92,987	100,443
2014 5yr Save As You Earn Scheme	2023	2028	514.00	58,317	58,317
2018 Long Term Share Plan	2023	2026 – 2033	2.00	67,135	154,545
2018 Long Term Share Plan	2024	2027 – 2034	2.00	101,948	152,300
2018 Long Term Share Plan	2025	2028 – 2035	2.00	177,410	–
2024 3yr Save As You Earn Scheme	2025	2028	581.00	72,472	–
2024 5yr Save As You Earn Scheme	2025	2030	581.00	30,555	–
At 30 November				724,059	664,398

The outstanding share options have a weighted average contractual life of 1.6 years (2024: 2.0 years).

Notes to the consolidated financial statements continued

23 Share options and share-based payments continued

Movements in share options during the year were:

	2025 Weighted average exercise price (pence)	2024 Weighted average exercise price (pence)	2025 Number of shares	2024 Number of shares
At 1 December	147.09	190.73	664,398	919,379
Options granted	217.99	2.00	282,970	152,300
Options forfeited	28.70	503.02	(145,004)	(28,286)
Options exercised	20.67	142.75	(78,305)	(378,995)
At 30 November	212.18	147.09	724,059	664,398
Options exercisable at 30 November	2.00	2.00	90,350	46,200
Options not exercisable at 30 November	242.14	209.56	633,709	618,198
Total	212.18	147.09	724,059	664,398

Options granted during the year were:

	Year of grant	Scheme	Exercise price (pence)	2025 Number of shares	2024 Number of shares
	2024	2018 LTSP	2.00	–	152,300
	2025	2018 LTSP	2.00	177,410	–
	2025	3yr SAYE	581.00	75,005	–
	2025	5yr SAYE	581.00	30,555	–
Total				282,970	152,300

Options forfeited/lapsed during the year were:

	Year of grant	Scheme	Exercise price (pence)	2025 Number of shares	2024 Number of shares
	2021	3yr SAYE	460.00	–	5,752
	2023	3yr SAYE	514.00	4,601	22,534
	2021	5yr SAYE	460.00	108	–
	2023	2018 LTSP	2.00	87,410	–
	2024	2018 LTSP	2.00	50,352	–
	2025	3yr SAYE	581.00	2,533	–
Total				145,004	28,286

Options exercised during the year were:

	Year of grant	Scheme	Exercise price (pence)	2025 Number of shares	2024 Number of shares
	2019	5yr SAYE	470.00	–	20,422
	2021	3yr SAYE	460.00	–	114,399
	2023	3yr SAYE	514.00	2,855	1,934
	2020	2018 LTSP	2.00	–	84,640
	2021	2018 LTSP	2.00	–	157,600
	2022	2018 LTSP	2.00	75,450	–
Total				78,305	378,995

For options exercised in the year, the weighted average share price at the date of exercise was 711 pence (2024: 653 pence).

23 Share options and share-based payments continued

A summary of the outstanding share option fair value assumptions is given below:

Grant date	24/04/21 Porvair 2018 LTSP	01/06/21 SAYE 2014 5 year	04/02/22 Porvair 2018 LTSP	01/06/23 SAYE 2014 3 year	01/06/23 SAYE 2014 5 year	02/02/23 Porvair 2018 LTSP	07/02/24 Porvair 2018 LTSP	12/02/25 Porvair 2018 LTSP	01/06/25 SAYE 2024 3 year	01/06/25 SAYE 2024 5 year
Scheme										
Share price at grant date	552.00p	570.00p	676.00p	650.00p	650.00p	640.00p	650.00p	726.00p	814.00p	814.00p
Exercise price	2.00p	460.00p	2.00p	514.00p	514.00p	2.00p	2.00p	2.00p	2.00p	2.00p
Shares under option	46,200	32,885	44,150	92,987	58,317	67,135	101,948	177,410	72,472	30,555
Vesting period (years)	3	5	3	3	5	3	3	3	3	5
Expected volatility	46%	42%	47%	52%	47%	46%	46%	43%	41%	42%
Expected life (years)	3	5	3	3	5	3	3	3	3	5
Risk free rate	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%	1.50%
Dividend yield	0.91%	0.88%	0.72%	0.89%	0.89%	0.77%	0.92%	0.87%	0.79%	0.79%
Fair value per option (£)	5.35290	2.38850	6.59547	2.72508	2.97161	6.23556	6.30335	7.05432	3.29658	3.75191

The expected volatility is based on historic share price movements. The Directors anticipate it is possible the performance criteria in relation to certain share options may not be met.

Share-based payments

	2025 £'000	2024 £'000
Charge for the year	665	751

24 Cash generated from operations

	Note	2025 £'000	2024 £'000
Operating profit		24,464	22,797
Adjustments for:			
– Fair value movement of derivatives through profit and loss		(65)	283
– Share-based payments	23	665	751
– Depreciation of property, plant and equipment	10	3,763	3,576
– Depreciation of right-of-use assets	11	2,604	2,201
– Amortisation of acquired intangible assets	12	1,633	1,743
– Amortisation of other intangible assets	12	155	185
– Impairment of property, plant and equipment		–	16
– Gain on exit of lease		(180)	–
– (Gain)/loss on disposal of assets		(32)	184
Operating cash flows before movement in working capital		33,007	31,736
– (Increase)/decrease in inventories		(1,196)	548
– Increase in trade and other receivables		(2,456)	(7,161)
– Increase in trade and other payables		2,259	2,876
– Decrease in provisions		(199)	(27)
Increase in working capital		(1,592)	(3,764)
Post-employment benefits		(2,201)	(2,228)
Cash generated from operations		29,214	25,744

Notes to the consolidated financial statements continued

25 Acquisitions

Deferred consideration from prior period acquisitions

A summary of remaining deferred consideration on previous acquisitions is as follows:

	2025 £'000	2024 £'000
At 1 December	123	161
Cash paid in year	(37)	(38)
Exchange	(4)	–
At 30 November	82	123
	2025 £'000	2024 £'000
Included within other payables:		
– Current	37	38
– Non-current	45	85
At 30 November	82	123

26 Events after the reporting date

Drache Umwelttechnik GmbH

Following the year-end, on 12 January 2026 the Group acquired 100% of the share capital of Drache Umwelttechnik GmbH ("Drache"). Founded in 1984 and headquartered in Diez, Germany, Drache is active in the development, manufacture, and distribution of filters, consumables, and equipment for the molten metal industry, and is a leading supplier to the aluminium filtration market. Drache will join the Group's Metal Melt Quality division, bringing complementary products and engineering experience, while expanding the division's global reach with a new European base alongside its American and Asian operations.

The acquisition is on a cash free, debt free basis and subject to an agreed level of working capital. Cash consideration of £17.8m was paid after the year-end in January 2026.

In accordance with the sale and purchase agreement, completion accounts are not required until after the date of approval of these financial statements. Adjustments have not yet been made to the net assets acquired to reflect their fair values, including the recognition of acquired intangible assets separable from goodwill. The provisional values for consideration and net assets acquired will be determined in future in accordance with IFRS 3 *Business Combinations* and the sale and purchase agreement. Due to the proximity of the acquisition date to the date these financial statements were authorised for issue, the initial accounting for the business combination is incomplete and so the disclosures required by IFRS 3 *Business Combinations* cannot be made at this stage.

Other

Apart from the dividend declared, as disclosed in note 9, and the acquisition detailed above, no other matter or circumstance has arisen since 30 November 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

27 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate cash flow risk), credit risk, and liquidity risk. The Group's overall risk management programme is disclosed on pages 22 to 25 of the Strategic report, page 57 of the Directors' report, and pages 60 and 61 of the Corporate Governance report. The Group uses derivative financial instruments to hedge certain risk exposures.

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily in respect of the US dollar and the Euro. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, and net investments in foreign operations.

(i) US dollar

The Group has investments in its US based subsidiaries denominated in US dollars. The Group does not hedge against the impact of exchange rate movements on the retranslation of profits and losses of overseas operations.

The UK operations generate significant US dollar revenue and forward contracts are used to reduce the impact of movements in the US dollar exchange rate.

The Group has the following outstanding US dollar forward contracts:

	2025 US\$'000	2024 US\$'000
Outstanding forward contracts	3,000	4,000

The Group has the following current assets and liabilities denominated in US dollars:

	2025 US\$'000	2024 US\$'000
Trade receivables	22,622	20,026
Cash balances	8,842	6,816
Other current assets	10,629	11,518
Trade payables	(5,024)	(4,637)
Other current liabilities	(5,783)	(5,156)
	31,286	28,567

The US dollar weakened by 4% over the year to 30 November 2025 (2024: weakened by under 1%) compared to Sterling. For illustrative purposes, if the US dollar exchange rate were to move by 10% against Sterling, the Group would make the following gains/(losses):

	2025 £'000	2024 £'000
US dollar strengthens	2,624	2,497
US dollar weakens	(2,147)	(2,043)

(ii) Euro

The Group has investments in its European based subsidiaries denominated in Euros. The Group does not hedge against the impact of exchange rate movements on the retranslation of profits and losses of overseas operations.

The Group has the following current assets and liabilities denominated in Euros:

	2025 €'000	2024 €'000
Trade receivables	7,333	6,868
Cash balances	7,706	4,196
Other current assets	5,947	12,236
Trade payables	(3,664)	(3,209)
Other current liabilities	(4,692)	(8,024)
	12,630	12,067

Notes to the consolidated financial statements continued

27 Financial risk management continued

The Euro strengthened by 5% over the year to 30 November 2025 (2024: weakened by 4%) compared to Sterling. For illustrative purposes, if the Euro exchange rate were to move by 10% against Sterling, the Group would make the following gains/(losses):

	2025 £'000	2024 £'000
Euro strengthens	1,229	1,114
Euro weakens	(1,006)	(912)

Cash flow interest rate risk

The Group is exposed to cash flow risk when accessing borrowing facilities. For illustrative purposes, if interest rates had been 0.5% higher/lower on borrowings throughout the year with all other variables held constant, the post tax profit for the year would have been £nil (2024: £37,000) lower/higher, respectively.

Credit risk

Credit risk is disclosed in notes 15 and 16.

Liquidity risk

Banking facilities are disclosed in note 18. Interest is payable based on the length of the revolving facilities, typically between 1 and 3 months. The Group is required to meet banking covenants on a quarterly basis. Whilst the Group has sufficient cash reserves and expects future trading to enable it to meet its cash flow obligations, should trading performance prevent it from doing so then the lender has recourse over the Group's assets. Cash and cash equivalents held in the UK are subject to a Composite Account System, which is a banking offset arrangement that allows the set-off of overdraft balances with retained cash.

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date until the contractual maturity date. Derivative financial liabilities are included in the analysis to the extent that their contractual maturities are essential for an understanding of the timing of cash flows. The amounts disclosed are the contractual undiscounted cash flows.

	Less than 1 year £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Greater than 5 years £'000	Effect of discounting/ financing rates £'000	Carrying amount liabilities £'000
Lease liabilities	2,915	2,915	6,733	4,322	(2,454)	14,431
Trade and other payables excluding non-financial liabilities	22,044	–	–	–	55	22,099
Bank loans	–	–	–	–	–	–
At 30 November 2025	24,959	2,915	6,733	4,322	(2,399)	36,530

	Less than 1 year £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Greater than 5 years £'000	Effect of discounting/ financing rates £'000	Carrying amount liabilities £'000
Lease liabilities	3,168	3,168	6,893	7,311	(3,084)	17,456
Derivatives	40	–	–	–	–	40
Trade and other payables excluding non-financial liabilities	23,360	–	–	–	–	23,360
Bank loans	400	–	–	–	(400)	–
At 30 November 2024	26,968	3,168	6,893	7,311	(3,484)	40,856

27 Financial risk management continued

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Quoted prices in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial instruments at fair value through profit or loss:				
– Trading derivative assets	–	32	–	32
– Trading derivative liabilities	–	–	–	–
At 30 November 2025	–	32	–	32
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial instruments at fair value through profit or loss:				
– Trading derivative assets	–	7	–	7
– Trading derivative liabilities	–	(40)	–	(40)
At 30 November 2024	–	(33)	–	(33)

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. There have been no movements between levels in the year.

The tables below analyse financial instruments by category:

	2025				2024			
	Other financial assets at amortised cost £'000	Financial assets at fair value through profit and loss £'000	Financial assets at fair value through comprehensive income £'000	Total £'000	Other financial assets at amortised cost £'000	Financial assets at fair value through profit and loss £'000	Financial assets at fair value through comprehensive income £'000	Total £'000
Assets as per the balance sheet								
Foreign exchange contracts	–	32	–	32	–	7	–	7
Trade and other receivables excluding prepayments	31,227	–	–	31,227	29,764	–	–	29,764
Cash	22,873	–	–	22,873	15,838	–	–	15,838
At 30 November	54,100	32	–	54,132	45,602	7	–	45,609

	2025				2024			
	Other financial liabilities at amortised cost £'000	Financial liabilities at fair value through profit and loss £'000	Financial liabilities at fair value through comprehensive income £'000	Total £'000	Other financial liabilities at amortised cost £'000	Financial liabilities at fair value through profit and loss £'000	Financial liabilities at fair value through comprehensive income £'000	Total £'000
Liabilities as per the balance sheet								
Foreign exchange contracts	–	–	–	–	–	(40)	–	(40)
Trade and other payables excluding non-financial liabilities	(22,044)	–	–	(22,044)	(23,360)	–	–	(23,360)
Bank overdrafts	–	–	–	–	(2,097)	–	–	(2,097)
At 30 November	(22,044)	–	–	(22,044)	(25,457)	(40)	–	(25,497)

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short term nature. The fair values of the Group's other financial instruments are not materially different to the book value recorded within these accounts.

Notes to the consolidated financial statements continued

27 Financial risk management continued

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns, while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

The Group's objectives when managing capital are to safeguard the Group's ability to operate as a going concern in order to provide returns to shareholders, benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as cash and cash equivalents and borrowings, divided by total capital. Total capital is calculated as 'equity' as shown in the consolidated balance sheet. The gearing ratio at 30 November 2025 was not applicable because the Group had a net cash position (2024: not applicable).

The Group's borrowings are subject to certain covenant restrictions imposed by the banks. These covenants have been fully complied with during the year ended 30 November 2025. The multi-currency facility is secured against assets of certain group subsidiaries.

28 Commitments

Capital and other financial commitments

Contracts placed for future capital expenditure on property, plant and equipment not provided in the financial statements at 30 November 2025 were £2.0m (2024: £2.2m).

29 Key management compensation and related party transactions

The Board of Directors, including the Non-Executive Directors, are classified as key management. Their remuneration is shown in the Remuneration report. Their aggregate emoluments are disclosed in the table below.

	2025 £'000	2024 £'000
Salaries and other short-term employee benefits	1,916	1,449
Post-employment benefits	23	117
Share-based payments	505	541
	2,444	2,107

Dividends paid to the Board of Directors, including the Non-Executive Directors, during the year were £1,700 (2024: £26,000).

The balance outstanding at year end with Porvair Filtration India Private Limited was £0.5m (2024: £0.7m). Transactions during the year totalled £217,000 (2024: £182,000).

There were no other related party transactions in the years ended 30 November 2025 and 30 November 2024.

30 Subsidiary undertakings

The Group's ultimate parent company is Porvair plc which is incorporated in England.

Details of the Group's subsidiary undertakings at 30 November 2025 are as follows:

Subsidiary name	Subsidiary registered address	Activity	Country of incorporation and operation	% holding in ordinary shares
<i>Held directly:</i>				
Porvair Corporation	700 Shepherd Street, Hendersonville, NC 28792, USA	Holding	USA	100%
Porvair Filtration India Private Limited	401 Centrum IT Park, Thane MH 400604, India	Trading	India	60%
Porvair Filtration Limited*	7 Regis Place, Bergen Way, King's Lynn, UK	Holding	England	100%
Porvair Holdings B.V.	Nordezee 8, 3144DB, Maassluis, Netherlands	Holding	Netherlands	100%
Porvair Selee Filtration Technology (Hubei) Company Limited	Chengdong Area, Square Industrial Park, Xiaogan 432000, China	Trading	China	100%
Seal Analytical Limited*	7 Regis Place, Bergen Way, King's Lynn, UK	Trading	England	100%
Seal Analytical Shanghai Company Limited	Room 413, Building 12, No. 128, Xiang Yin Road, Shanghai 200433, China	Trading	China	100%
Kbiosystems Limited*	7 Regis Place, Bergen Way, King's Lynn, UK	Trading	England	100%
<i>Held indirectly:</i>				
Dahlman Industrial Group B.V.	Nordezee 8, 3144DB, Maassluis, Netherlands	Holding	Netherlands	100%
Dahlman Filter Services B.V.	Business Park Stein 139,6181 MA Elsloo, Netherlands	Trading	Netherlands	100%
Dahlman Filter Services GmbH	Hoffmannallee 41-51, 47533 Kleve, Germany	Trading	Germany	100%
J G Finneran Associates, Inc.	3600 Reilly Court, Vineland, NJ 08360, USA	Trading	USA	100%
Microfiltrex Limited	7 Regis Place, Bergen Way, King's Lynn, UK	Dormant	England	100%
Kbioservices Limited	7 Regis Place, Bergen Way, King's Lynn, UK	Dormant	England	100%
Platex, Plaat- en Constructiewerken B.V.	Nordezee 8, 3144DB, Maassluis, Netherlands	Dormant	Netherlands	100%
Porvair Filtration Group Inc.	301 Business Lane, Ashland, VA 23005, USA	Trading	USA	100%
Porvair Filtration Group Limited	7 Regis Place, Bergen Way, King's Lynn, UK	Trading	England	100%
Porvair Sciences Limited	7 Regis Place, Bergen Way, King's Lynn, UK	Trading	England	100%
Pulse Instrumentation GmbH	Werkstrasse 5, 22844 Norderstedt, Germany	Trading	Germany	100%
Rohasys B.V.	Provinciënbaan 4, 5121 DL Rijen, Netherlands	Trading	Netherlands	100%
Seal Analytical GmbH	Werkstrasse 5, 22844 Norderstedt, Germany	Trading	Germany	100%
Seal Analytical Inc.	6501 W. Donges Bay Road, Mequon, WI 53092, USA	Trading	USA	100%
Selee Corporation	700 Shepherd Street, Hendersonville, NC 28792, USA	Trading	USA	100%
Technisch Bureau Dahlman B.V.	Nordezee 8, 3144DB, Maassluis, Netherlands	Trading	Netherlands	100%
Ratiolab GmbH	Am Siebenstein 12, 63303 Dreieich, Germany	Trading	Germany	100%
Ratiolab Hungary Kft.	2111 Szada, Ipari Park út, Budapest, Hungary	Trading	Hungary	100%
European Filter Corporation NV	Deleestraat 30, 3560 Lummen, Belgium	Trading	Belgium	100%

*Porvair Filtration Limited (03115555), Seal Analytical Limited (04008521) and Kbiosystems Limited (02389004) have taken the audit exemption under S479A Companies Act 2006.

Parent Company – Balance sheet

Company registered number 01661935

As at 30 November

	Note	2025 £'000	2024 £'000
Non-current assets			
Property, plant and equipment	4	20	16
Right-of-use assets	5	494	529
Intangible assets	6	134	50
Investments	7	87,262	81,702
Deferred tax asset	13	1,277	1,798
Amounts receivable from Group undertakings	8	13,575	15,356
		102,762	99,451
Current assets			
Amounts receivable from Group undertakings	8	2,121	7,479
Other receivables	9	432	133
Derivative financial instruments	14	32	–
Cash and cash equivalents	10	6,342	9
		8,927	7,621
Current liabilities			
Trade and other payables	11	(2,320)	(1,960)
Income tax payable		(248)	(251)
Lease liabilities	5	(21)	(19)
Overdraft and borrowings	12	–	(2,097)
Derivative financial instruments	14	–	(40)
		(2,589)	(4,367)
Net current assets		6,338	3,254
Non-current liabilities			
Lease liabilities	5	(476)	(510)
Retirement benefit obligations	15	(3,206)	(5,766)
		(3,682)	(6,276)
Net assets		105,418	96,429
Capital and reserves			
Share capital	16	930	930
Share premium account		38,421	38,407
Retained earnings		66,067	57,092
Total equity		105,418	96,429

The financial statements on pages 128 to 137 were approved by the Board of Directors on 6 February 2026 and were signed on its behalf by:

H Caman Javvi



J A Mills



Parent Company – Profit for the financial year

As permitted by Section 408 of the Companies Act 2006, no income statement is presented for the parent company.

The profit for the financial year is £11.6m (2024: £14.4m).

Parent Company – Statement of changes in equity

	Note	Share capital £'000	Share premium account £'000	Retained earnings £'000	Total equity £'000
At 1 December 2023		927	37,778	45,514	84,219
Profit for the year		–	–	14,435	14,435
Other comprehensive income:					
Actuarial loss in defined benefit pension plans (net of tax)		–	–	(64)	(64)
Total comprehensive income for the year		–	–	14,371	14,371
Share-based payments charge (net of tax)		–	–	742	742
Purchase of own shares (held in trust)		–	–	(724)	(724)
Issue of ordinary share capital	16	3	629	–	632
Dividends paid		–	–	(2,811)	(2,811)
At 30 November 2024		930	38,407	57,092	96,429
Profit for the year		–	–	11,622	11,622
Other comprehensive income:					
Actuarial gain in defined benefit pension plans (net of tax)		–	–	456	456
Total comprehensive income for the year		–	–	12,078	12,078
Share-based payments charge (net of tax)		–	–	735	735
Purchase of own shares (held in trust)		–	–	(885)	(885)
Issue of ordinary share capital	16	–	14	–	14
Dividends paid		–	–	(2,953)	(2,953)
At 30 November 2025		930	38,421	66,067	105,418

Parent Company – Notes to the financial statements

1 Summary of significant accounting policies

Basis of accounting

The Company financial statements are presented as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under Financial Reporting Standard ("FRS") 100 – *Application of Financial Reporting Requirements* issued by the Financial Reporting Council. Accordingly, the financial statements have been prepared in accordance with FRS 101 – *Reduced Disclosure Framework* as issued by the Financial Reporting Council.

The financial statements have been prepared on a going concern basis and under the historical cost convention as modified by the recognition of certain financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

The following exemptions from the requirements of International Financial Reporting Standards ("IFRS") have been applied in the preparation of these financial statements, in accordance with FRS 101 – *Reduced Disclosure Framework*:

- IFRS 2 – *Share-based Payment*: paragraphs 45(b) and 46 to 52 (details of the number and weighted average exercise prices of share options, and how the fair value of goods or services received was determined).
- IFRS 7 – *Financial Instruments: Disclosures*.
- IFRS 13 – *Fair Value Measurement*: paragraphs 91 to 99 (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- IFRS 16 – *Leases*:
 - (i) paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93.
 - (ii) paragraph 58, provided that the disclosure of details of indebtedness required by paragraph 61(1) of Schedule 1 to the Regulations is presented separately for lease liabilities and other liabilities, and in total.
- IAS 1 – *Presentation of Financial Statements*:
 - (i) paragraph 38 (comparative information requirements) in respect of:
 - paragraph 79(a)(iv);
 - paragraph 73(e) of IAS 16 – *Property, Plant and Equipment*;
 - paragraph 118(e) of IAS 38 – *Intangible Assets* (reconciliations between the carrying amount at the beginning and end of the period).
 - (ii) paragraph 16 (statement of compliance with all IFRS);
 - (iii) paragraph 38A (requirement for minimum of two primary statements, including cash flow statements);
 - (iv) paragraph 38B–D (additional comparative information);
 - (v) paragraph 40A (retrospective restatement);
 - (vi) paragraph 111 (cash flow statement information); and
 - (vii) paragraph 134 to 136 (capital management disclosures).
- IAS 7 – *Statement of Cash Flows*.
- IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors*: paragraph 30 and 31 (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- IAS 24 – *Related Party Disclosures*:
 - (i) paragraph 17 (key management compensation).
 - (ii) disclosures to disclose related party transactions entered into between two or more members of the group.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS 101 – *Reduced Disclosure Framework* requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Critical judgements in applying the Company's accounting policies

In the course of preparing the financial statements, no judgements have been made in the process of applying the Company's accounting policies, other than those involving estimations, that have had a significant effect on the amounts recognised in the financial statements.

1 Summary of significant accounting policies continued

(b) Key sources of estimation uncertainty

Material estimates and assumptions are made in particular with regard to: establishing uniform depreciation periods for the Company; assumptions used in the calculation of share-based payments; parameters for measuring pension and other provisions; and the likelihood that tax assets can be realised. The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

- Retirement benefit obligation

The Company operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The Plan is financed through a separate trust fund and is closed to new entrants. The present value of the obligations of the Plan is subject to financial assumptions, and management obtains external actuarial guidance on this. Sensitivities in the principal assumptions on valuing the Plan's defined benefit obligation at 30 November 2025 have been calculated and are given in note 20 of the Group financial statements.

- Estimation of LTSP share option charge

The long term share plan share options ("LTSPs") have vesting conditions, as outlined in the Remuneration report, which can result in the vesting of between 0% to 100% of each LTSP grant. One element of the share-based payment charge calculation of these LTSPs relies on management's best estimate forecast of the performance of the Group. As an example, if the success rate of the unvested share options was increased/decreased by 10% then the share option charge would be £70,000 higher/lower.

Property, plant and equipment

Plant and equipment is capitalised at cost and is depreciated on a straight line method over their estimated useful lives of between 3 and 10 years.

Intangible assets

Software costs are classified as intangible fixed assets and measured initially at purchase cost. Amortisation is charged on a straight line basis over their estimated useful lives of 3–5 years.

Investments

Investments are stated at cost less provision for impairment. Where the Company has granted rights over its equity instruments to the employees of subsidiary companies, there is a corresponding increase recognised in the investment in subsidiary undertakings in those years.

Interest income

Interest income is accrued on a straight line basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividends

Dividends received from subsidiaries are recognised when received. Dividends paid to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

Impairment of assets

Assets are regularly reviewed to confirm their carrying values and in addition if there is indication of impairment. The company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. Where the expected realisable value is lower than the book value, the excess of book value is charged to the income statement during the year. A provision for the impairment of amounts receivable from group undertakings is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Foreign exchange

Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at the rates of exchange ruling at the end of the financial year. Foreign exchange differences are taken to the income statement in the year in which they arise.

Taxation

Current tax is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that are relevant to the period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. 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 taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates which have been enacted or substantively enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is recognised in the income statement, except when it relates to items recognised directly to other comprehensive income or directly to equity. In this case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Parent Company – Notes to the financial statements continued

1 Summary of significant accounting policies continued

Pensions

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur.

The retirement benefit obligation in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost and as reduced by the fair value of scheme assets.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

(a) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

(b) Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest method and are added to the carrying amount of the instrument, to the extent that they are not settled in the period in which they arise.

(c) Trade and other receivables

The Company's receivables relate entirely to balances due from other group companies. Where the intercompany receivable is payable on demand the Company determines whether any impairment provision is required by assessing the group company's ability to repay the loan. Where it is considered that the group company does not have the capacity to repay the loan or the loan is not repayable on demand, an expected credit loss model is used to calculate the impairment provision required.

(d) Trade and other payables

Trade and other payables are not interest bearing and are initially recognised at fair value and subsequently held at amortised cost.

(e) Lease liabilities

Lease liabilities are recorded at the present value of lease payments. Leases are discounted at the Company's incremental borrowing rate, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Right-of-use assets are depreciated on a straight line basis over the lease term, or useful life if shorter.

Lease payments relating to low value assets or to short term leases are recognised as an expense on a straight line basis over the lease term. Short term leases are those with 12 months or less duration. Low value assets are those below a cost of £4,000.

(f) Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments in the form of forward foreign exchange contracts to hedge its foreign currency exposure. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and subsequent changes in the fair value of foreign currency derivatives are recognised immediately in the income statement. The Company recognises all forward foreign exchange contracts on the balance sheet at fair value using external market data.

Share-based payments

Where the Company has granted rights over its equity instruments to the employees of subsidiary companies, there is a corresponding increase recognised in the investment in subsidiary undertakings in those years.

The Company issues equity settled, share-based payments to certain employees. Equity settled, share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity settled, share-based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of shares that will eventually vest. The corresponding entry is recognised in equity.

At each balance sheet date, the Company revises its estimates of the number of share options that are expected to vest. It recognises the impact of the revisions to original estimates, if any, in the income statement or, if relating to a subsidiary undertaking in investment in subsidiary undertakings, with a corresponding adjustment to equity.

Fair value is measured by use of a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Equity instruments

Ordinary shares are classified as equity. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Where the Company purchases its equity share capital ("treasury shares"), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

Retained earnings

The retained earnings account represents the distributable reserves of the Company.

2 Profit before income tax

During the year, the Company obtained the following services from the Company's Auditor, RSM UK Audit LLP:

	2025 £'000	2024 £'000
Fees payable to the Company's Auditor for audit of parent company financial statements	34	32
	34	32

3 Employees and Directors

The staff cost, including Executive Directors, for the year is shown below:

	2025 £'000	2024 £'000
Staff costs		
Wages and salaries	2,805	2,136
Social security costs	380	339
Other pension costs	126	131
Share-based payments	529	595
	3,840	3,201

The average monthly number of staff, including Directors, employed during the year is as below:

	2025 Average Number	2024 Average Number
Administration	13	12
	13	12

The number of Directors to whom retirement benefits are accruing under a defined contribution pension scheme is 1 (2024: 1). There are no Directors to whom retirement benefits are accruing under a defined benefit pension scheme (2024: 1).

Detailed disclosures of Directors' individual remuneration and share options are given in the Remuneration report on pages 65 to 74, and in note 29 of the Group financial statements.

4 Property, plant and equipment

	Plant and equipment £'000
Cost	
At 1 December 2024	170
Additions	13
Disposals	(3)
At 30 November 2025	180
Accumulated depreciation	
At 1 December 2024	(154)
Charge for year	(9)
Disposals	3
At 30 November 2025	(160)
Net book value	
At 30 November 2025	20
At 30 November 2024	16

The Company did not have any capital commitments at 30 November 2025 or 30 November 2024.

Parent Company – Notes to the financial statements continued

5 Leases – Right-of-use assets and lease liabilities

Right-of-use assets

The movement in right-of-use assets is set out below:

	Leasehold buildings £'000	Plant and equipment £'000	Total £'000
Cost			
At 1 December 2024	539	5	544
Additions	–	–	–
Disposals	–	(5)	(5)
At 30 November 2025	539	–	539
Accumulated depreciation			
At 1 December 2024	(10)	(5)	(15)
Charge for year	(35)	–	(35)
Disposals	–	5	5
At 30 November 2025	(45)	–	(45)
Net book value			
At 30 November 2025	494	–	494
At 30 November 2024	529	–	529

Lease liabilities

The movement in the lease liability is set out below:

	2025 £'000	2024 £'000
At 1 December	(529)	(9)
New leases	–	(560)
Lease repayments	68	51
Interest on lease liabilities	(36)	(11)
At 30 November	(497)	(529)

Lease liabilities mature as follows:

	2025 £'000	2024 £'000
Minimum lease liabilities falling due		
Non-current	(476)	(510)
Current	(21)	(19)
Total at 30 November	(497)	(529)

6 Intangible assets

	Software capitalised £'000
Cost	
At 1 December 2024	56
Additions	84
At 30 November 2025	140
Accumulated amortisation and impairment	
At 1 December 2024	(6)
Amortisation charges	–
At 30 November 2025	(6)
Net book value	
At 30 November 2025	134
At 30 November 2024	50

The above intangible assets include software under development as at 30 November 2025.

7 Investments

Investments in subsidiary undertakings:

	2025 £'000	2024 £'000
Cost		
At 1 December	81,702	71,257
Additions	5,378	10,294
Disposals	–	(5)
Capital contributions arising from share-based payments charge	182	156
At 30 November	87,262	81,702
Net book value		
At 30 November	87,262	81,702
At 1 December	81,702	71,257

The investment additions above relate to the increased equity investment in Ratiolab Hungary kft. (2024: Acquisition of European Filter Corporation NV).

The capital contributions arising from the share-based payment charge represent the Company granting rights over its equity instruments to the employees of subsidiary undertakings. This results in a corresponding increase in investments in subsidiary undertakings.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

Details of the Company's subsidiary undertakings are given in note 30 of the Group financial statements.

8 Amounts receivable from group undertakings

	2025 £'000	2024 £'000
Loans to subsidiary undertakings – Non-current assets	13,575	15,356
Loans to subsidiary undertakings – Current assets	2,121	7,473
Other amounts receivable from group undertakings	–	6
	15,696	22,835

Amounts owed by group undertakings are unsecured. Intercompany interest is charged at a commercial rate.

Amounts classified as current assets are loans expected to be repaid within the following 12 months.

9 Other receivables

	2025 £'000	2024 £'000
Amounts falling due within one year:		
Prepayments	432	133
	432	133

10 Cash and cash equivalents

	2025 £'000	2024 £'000
Cash at bank and in hand	6,342	9

Parent Company – Notes to the financial statements continued

11 Trade and other payables

	2025 £'000	2024 £'000
Amounts falling due within one year:		
Trade creditors	75	26
Taxation and social security	170	170
Accruals and deferred income	2,075	1,764
	2,320	1,960

12 Overdraft and borrowings

	2025 £'000	2024 £'000
Bank overdraft	–	2,097
	–	2,097

Bank and other loans of the Company are repayable as follows:

	2025 £'000	2024 £'000
Within one year	–	2,097

In August 2025, the Group exercised the one-year extension option, extending the maturity of the previously agreed €20.0m (£17.5m) secured revolving credit facility, together with a €20.0m (£17.5m) accordion facility, with Barclays Bank plc and Citibank N.A., London Branch, to August 2029.

At 30 November 2025, the Company had €20.0m/£17.5m (2024: €19.6m/£16.3m) of unused credit facility and an unutilised net £2.5m (2024: £2.5m) overdraft facility.

The multi-currency facility is secured against the assets of the Company and certain subsidiaries.

Included within bank overdrafts is £nil (2024: £2.1m) representing non-interest bearing balances on cash pooling arrangements in the Group. Cash and cash equivalents held in the UK is subject to a Composite Account System, which is a banking offset arrangement that allows the set-off of overdraft balances with retained cash for interest calculation purposes.

13 Deferred tax asset

The movement of deferred tax assets during the year is as follows:

	Accelerated capital allowances £'000	Other short-term timing differences £'000	Share- based payments £'000	Retirement obligations £'000	Total £'000
At 1 December 2023	(2)	4	435	1,893	2,330
(Charged)/credited to the income statement	(5)	27	(93)	(474)	(545)
Credited to equity in respect of share options	–	–	(9)	–	(9)
Charged to comprehensive income in respect of retirement benefit obligations	–	–	–	22	22
At 30 November 2024	(7)	31	333	1,441	1,798
(Charged)/credited to the income statement	(10)	(16)	66	(491)	(451)
Credited to equity in respect of share options	–	–	79	–	79
Charged to comprehensive income in respect of retirement benefit obligations	–	–	–	(149)	(149)
At 30 November 2025	(17)	15	478	801	1,277

There were no unrecognised deferred tax amounts at 30 November 2025 (2024: £nil).

14 Derivative financial instruments

	2025 £'000	2024 £'000
Forward foreign exchange contract assets and liabilities		
Forward foreign exchange contracts – Current assets	32	–
Forward foreign exchange contracts – Current liabilities	–	(40)
	32	(40)

15 Retirement benefit obligations

	2025 £'000	2024 £'000
Defined benefit scheme deficit	3,206	5,766

The Company operates a defined benefit pension scheme, The Porvair plc Pension and Death Benefit Plan (the "Plan"), covering a number of employees in the UK. The Plan is financed through a separate trust fund administered by Trustees with an independent Chair. The Plan was closed to new entrants in October 2001. Further details of the retirement benefit obligations are disclosed in note 20 of the Group financial statements.

The Company operates a defined contribution pension scheme for a certain number of its employees. As at 30 November 2025, £7,000 (2024: £6,000) in relation to this pension scheme was outstanding to be paid.

16 Called up share capital

	2025 £'000	2024 £'000
Allotted and fully paid:		
46,499,408 ordinary shares of 2 pence each (2024: 46,496,553)	930	930

Details of shares issued and share options are disclosed in notes 22 and 23 of the Group financial statements, respectively.

17 Share-based payments

Details of share options of the Company and the share-based payments charge during the year are given in note 23 of the Group financial statements.

18 Dividends

Details of dividends paid in the year and final dividends recommended to be paid after the year end are disclosed in note 9 of the Group financial statements.

19 Contingent liabilities

The Company has no contingent liabilities at 30 November 2025 (2024: none).

Shareholder information

Registrar services

Our shareholder register is managed and administered by MUFG Corporate Markets. MUFG Corporate Markets should be able to help you with most questions you have in relation to your holding in Porvair plc shares.

MUFG Corporate Markets can be contacted at:

MUFG Corporate Markets

Central Square
29 Wellington Street
Leeds
LS1 4DL

 <https://www.mpms.mufg.com/en/mufg-corporate-markets/>

 Telephone: 0371 664 0300 if calling from the United Kingdom, or +44 (0) 371 664 0300 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00–17:30, Monday to Friday excluding public holidays in England and Wales.

 Email: shareholderenquiries@cm.mpms.mufg.com

In addition, MUFG Corporate Markets offers a range of other services to shareholders including a share dealing service and a share portal to manage your holdings.

Share dealing service

A share dealing service is available to existing shareholders to buy or sell the Company's shares via MUFG Corporate Markets Share Dealing Services. Online and telephone dealing facilities provide an easy to access and simple to use service.

For further information on this service, or to buy or sell shares, please contact:

 <https://sharedeal.cm.mpms.mufg.com/> – online dealing.

 0371 664 0445 – telephone dealing (from outside the UK: +44 (0) 371 664 0445).

 Email: info.uk@cm.mpms.mufg.com

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell their shares. Shareholders in any doubt as to what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

Financial calendar

Financial calendar 2026

30 November 2025	Financial year end 2025
9 February 2026	Full year 2025 results announcement
14 April 2026	AGM
30 April 2026	Ex-dividend date
1 May 2026	Record date for dividend
31 May 2026	Half year 2026 period end
8 June 2026	Payment date for dividend
29 June 2026	Half year 2026 results announcement
16 July 2026	Ex-dividend date
17 July 2026	Record date for dividend
21 August 2026	Payment date for dividend
30 November 2026	Financial year end 2026
8 February 2027	Full year 2026 results announcement

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Forward-looking statement

This Annual Report contains forward-looking statements with respect to the financial condition, operations and performance of the Group. By their nature, these statements involve uncertainty since future events and circumstances can cause results and developments to differ materially from those anticipated. The forward-looking statements reflect knowledge and information available at the date of preparation of this Annual Report and the Company undertakes no obligation to update these forward-looking statements. Nothing in this Annual Report should be construed as a profit forecast.

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