

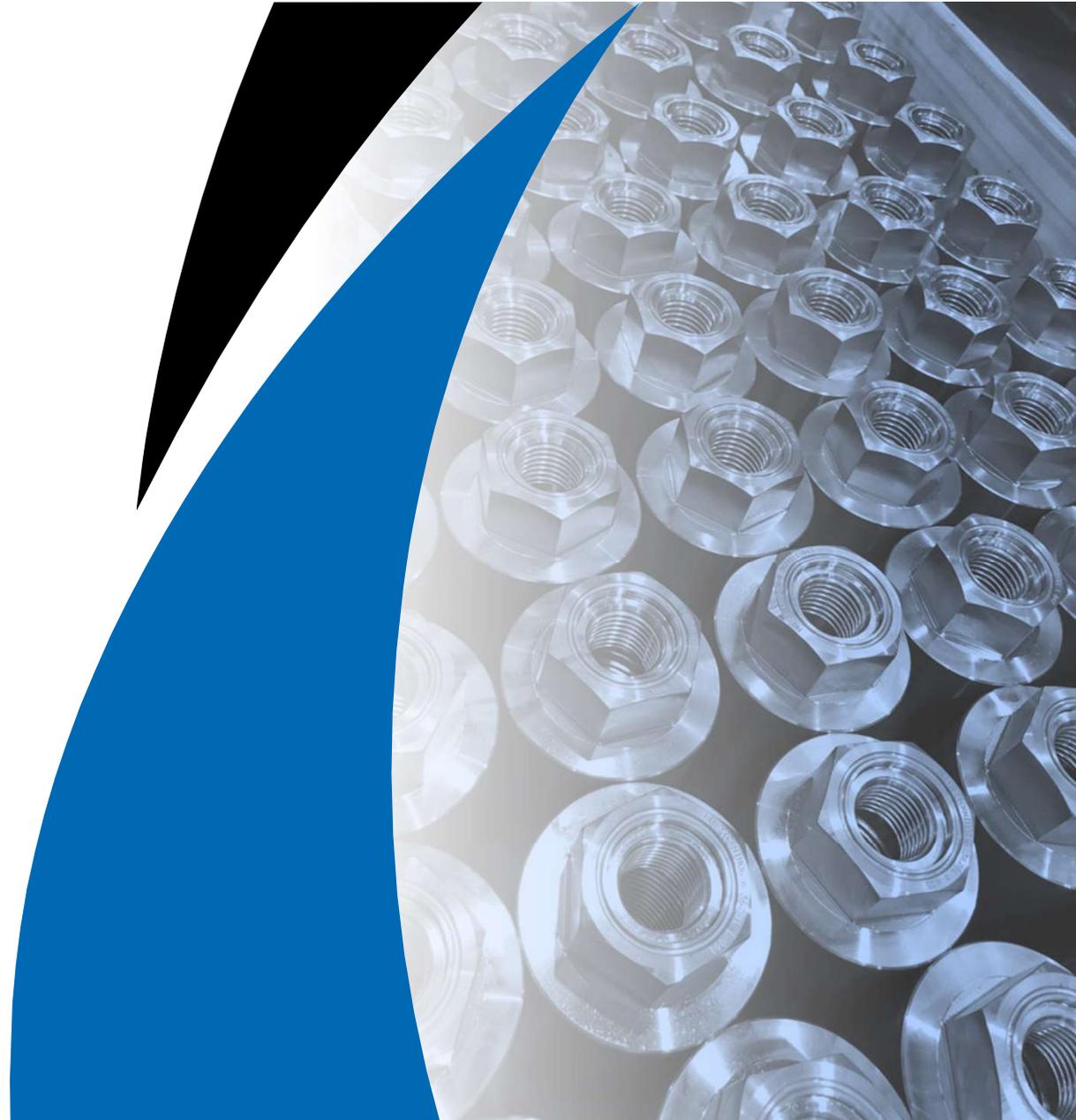


# Q4 2024 UNAUDITED FINANCIAL REPORT

**USD 40m Senior secured  
bond issue**

28 February, 2025

[www.whitworthmidco.com](http://www.whitworthmidco.com)





# SUMMARY

- > Whitworth Midco plc acquired the LoneStar Group on the 8 March 2023. Financial information for Q4 2024 and the financial position at 31 December 2023 is presented on a consolidated basis at the level of Whitworth Midco plc. Comparatives including certain pre-acquisition financial information are presented on a pro forma basis.
- > All financial data is unaudited and the information is presented before any FY24 audit adjustments, unless otherwise stated.
- > On 1 October 2024 the group completed the acquisition of Tachart Limited (“Tachart”). Unless otherwise stated, profit and loss financial information is included on a pro forma basis. Balance sheet and cash flow information is shown on a post-acquisition basis.
- > **Q4 trading**
  - Q4 2024 revenue of c.£50.0m, an increase of c.£3.2m/c.6.8% on Q4 2023, at a gross margin of c.33.3%, with the revenue increase vs Q4 2023 driven by the Americas, partly offset by a decrease in the Europe and MENA/APAC regions.
  - Q4 2024 EBITDA of c.£8.05m was up c.£1.5m/c.23.6% on Q4 2023. The Americas saw an increase in EBITDA and net Central costs were below the prior year comparative period, being partly offset by Europe and MENA/APAC being behind the prior year comparative period EBITDA.
  - Reported full year 2024 sales and EBITDA on a pro forma basis of c.£206.7m and c.£30.8m. Excluding Tachart group sales and EBITDA of c.£201.4m and c.£29.6m respectively.

## Disclaimer

We, Whitworth Midco plc (the “Issuer”), have prepared this information material, together with its enclosures and appendices (collectively, the “Information Material”), in order to provide information with regards to the Issuer’s results. This Information Material does not constitute an offer, invitation or solicitation of an offer to buy any securities.

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A description of the principal risks and uncertainties in respect of the Issuer can be found in the Admission Document dated 18 December 2023.

## > Order intake and order book (excluding Tachart)

- The group order book at 31 December 2024 was c.£46.9m (down from c.£47.3m at 30 September 2024) with order intake in Q4 2024 at c.£48.5m, c.12.1% up on Q4 2023 order intake of c.£43.3m on an excluding Tachart basis. LTM order intake of c.£203.3m on an excluding Tachart basis as at 31 December 2024.

## > Balance sheet

- Net assets (pre-subordinated shareholder loans) at 31 December 2024 amounted to c.£38.8m. Net assets after subordinated shareholder loans at 31 December 2024 was c.£21.7m.
- As at 31 December 2024, the Group recorded a cash balance of c.£8.5m with financial debt consisting of term loan, revolver and bond of c.£62.4m (including c.£31.9m relating to the bond).

## > Cash flow

- Q4 2024 cash flow reflects operating cash flow (OCF) inflow of c.£1.1m in Q4 2024, after c.£2.6m of capital expenditure.
- Overall net cash inflow of c.£1.9m for Q4 2024 and c.£0.1m for YTD 2024.

## > Covenant

- Leverage Ratio at 31 December 2024 of c.1.9x with Consolidated Net Debt of c.£54.3m and adjusted LTM EBITDA for covenant purposes (after adjusting for excess exceptionals) of c.£28.9m.

Notes: Consolidated Net Debt figure excludes c.£0.3m of cash collateral held as security for covenant purposes. On a balance sheet basis net debt (excluding subordinated shareholder loans) was c.£53.9m as at 31 December 2024.

# PROFIT AND LOSS



## Summary P&L

	Q4 2024		
	Actual	Prior Year	
	£'000	£'000	Var
<b>Net Revenue</b>	<b>50,007</b>	<b>46,841</b>	<b>6.8%</b>
<b>Cost of sales</b>	<b>(33,376)</b>	<b>(30,829)</b>	<b>8.3%</b>
<i>% of Net revenue</i>	<b>66.7%</b>	<b>65.8%</b>	<b>0.9%</b>
<b>Gross Profit</b>	<b>16,630</b>	<b>16,012</b>	<b>3.9%</b>
<b>Gross Margin</b>	<b>33.3%</b>	<b>34.2%</b>	<b>-0.9%</b>
<b>Operating Expenses</b>	<b>(9,204)</b>	<b>(10,073)</b>	<b>-8.6%</b>
<i>% of Net revenue</i>	<b>18.4%</b>	<b>21.5%</b>	<b>-3.1%</b>
<b>Add: depreciation</b>	<b>622</b>	<b>573</b>	<b>8.5%</b>
<b>EBITDA</b>	<b>8,048</b>	<b>6,512</b>	<b>23.6%</b>
<i>% Net Margin</i>	<b>16.1%</b>	<b>13.9%</b>	<b>2.2%</b>
<b>Depreciation</b>	<b>(622)</b>	<b>(573)</b>	
<b>EBITA</b>	<b>7,426</b>	<b>3,422</b>	<b>117.0%</b>
<b>Loan Amortisation</b>	<b>(49)</b>		
<b>Goodwill Amortisation</b>	<b>(930)</b>		
<b>FX gain / ( loss)</b>	<b>(553)</b>		
<b>Management Fees</b>	<b>(73)</b>		
<b>Exceptional Costs</b>	<b>(1,865)</b>		
<b>Net Interest</b>	<b>(1,586)</b>		
<b>Corporation Taxes</b>	<b>(326)</b>		
<b>Net Income</b>	<b>2,045</b>		
<i>% of Net revenue</i>	<b>4.1%</b>		
<b>Interest on shareholders loan notes</b>	<b>(104)</b>		
<b>Net Income</b>	<b>1,941</b>		
<i>% of Net revenue</i>	<b>3.9%</b>		

	YTD 2024		
	Actual	Prior Year	
	£'000	£'000	Var
<b>Net Revenue</b>	<b>206,679</b>	<b>198,880</b>	<b>3.9%</b>
<b>Cost of sales</b>	<b>(138,874)</b>	<b>(129,843)</b>	<b>7.0%</b>
<i>% of Net revenue</i>	<b>67.2%</b>	<b>65.3%</b>	<b>1.9%</b>
<b>Gross Profit</b>	<b>67,805</b>	<b>69,037</b>	<b>-1.8%</b>
<b>Gross Margin</b>	<b>32.8%</b>	<b>34.7%</b>	<b>-1.9%</b>
<b>Operating Expenses</b>	<b>(39,396)</b>	<b>(40,314)</b>	<b>-2.3%</b>
<i>% of Net revenue</i>	<b>19.1%</b>	<b>20.3%</b>	<b>-1.2%</b>
<b>Add: depreciation</b>	<b>2,400</b>	<b>2,258</b>	<b>6.3%</b>
<b>EBITDA</b>	<b>30,809</b>	<b>30,981</b>	<b>-0.6%</b>
<i>% of Net revenue</i>	<b>14.9%</b>	<b>15.6%</b>	<b>-0.7%</b>
<b>Depreciation</b>	<b>(2,400)</b>	<b>(2,258)</b>	
<b>EBITA</b>	<b>28,409</b>	<b>26,206</b>	<b>8.4%</b>
<b>Loan Amortisation</b>	<b>(195)</b>		
<b>Goodwill Amortisation</b>	<b>(3,551)</b>		
<b>FX gain / ( loss)</b>	<b>(411)</b>		
<b>Management Fees</b>	<b>(186)</b>		
<b>Exceptional Costs</b>	<b>(4,801)</b>		
<b>Net Interest</b>	<b>(6,251)</b>		
<b>Corporation Taxes</b>	<b>(3,165)</b>		
<b>Net Income</b>	<b>9,849</b>		
<i>% of Net revenue</i>	<b>4.8%</b>		
<b>Interest on shareholders loan notes</b>	<b>(1,321)</b>		
<b>Net Income</b>	<b>8,528</b>		
<i>% of Net revenue</i>	<b>4.1%</b>		

	LTM	FY23
	Actual	Actual
	£'000	£'000
<b>Net Revenue</b>	<b>206,679</b>	<b>198,880</b>
<b>Cost of sales</b>	<b>(138,874)</b>	<b>(129,843)</b>
<i>% of Net revenue</i>	<b>67.2%</b>	<b>65.3%</b>
<b>Gross Profit</b>	<b>67,805</b>	<b>69,037</b>
<b>Gross Margin</b>	<b>32.8%</b>	<b>34.7%</b>
<b>Operating Expenses</b>		
<i>% of Net revenue</i>		
<b>Add: depreciation</b>		
<b>EBITDA</b>	<b>30,809</b>	<b>30,981</b>
<i>% of Net revenue</i>	<b>14.9%</b>	<b>15.6%</b>
<b>Depreciation</b>		
<b>EBITA</b>		
<b>Loan Amortisation</b>		
<b>Goodwill Amortisation</b>		
<b>FX gain / ( loss)</b>		
<b>Management Fees</b>		
<b>Exceptional Costs</b>		
<b>Net Interest</b>		
<b>Corporation Taxes</b>		
<b>Net Income</b>		
<i>% of Net revenue</i>		
<b>Interest on shareholders loan notes</b>		
<b>Net Income</b>		
<i>% of Net revenue</i>		

## Consolidated P&L

> Whitworth Midco plc acquired the LoneStar Group on 8 March 2023. LoneStar Group completed the acquisition of Tachart Limited on 1 October 2024. Prior Year YTD, LTM and FY23 figures to EBITDA are presented on a pro forma basis.

> Q4 2024 revenue of c.£50.0m, an increase of c.£3.2m/c.6.8% on Q4 2023, driven by the Americas, partly offset by a decrease in the Europe and MENA/APAC regions.

> Gross profit margin was c.33.3% in Q4 2024, down from c.34.2% in Q4 2023, primarily driven by a decrease in gross margin %age in Europe.

> Q4 2024 EBITDA of c.£8.05m was up c.£1.5m/c.23.6% on Q4 2023. The Americas saw an increase in EBITDA and net Central costs were below the prior year comparative period, being partly offset by Europe and MENA/APAC being behind the prior year comparative period EBITDA.

Notes: Prior year, LTM and FY23 results are prepared on a pro-forma basis and after FY23 audit adjustments. FY24 results are before any audit adjustments.

# BALANCE SHEET



Balance Sheet £'000	Inc. Tachart				
	Dec-23	Mar-24	Jun-24	Sep-24	Dec 24
Cash	8,403	11,708	8,504	6,613	8,525
Trade Receivables	32,045	33,889	38,215	36,601	38,184
Other Receivables	1,227	2,209	3,262	2,626	3,115
Inventory	47,932	47,796	48,952	50,686	58,318
<b>Total Current Assets</b>	<b>89,606</b>	<b>95,602</b>	<b>98,933</b>	<b>96,526</b>	<b>108,141</b>
Plant, Property and Equipment	7,531	7,876	9,549	9,923	13,314
Other non current assets	10,120	9,247	8,374	7,500	9,918
<b>Total Assets</b>	<b>107,257</b>	<b>112,725</b>	<b>116,855</b>	<b>113,948</b>	<b>131,373</b>
Trade Accounts Payable	(17,536)	(15,579)	(16,689)	(16,036)	(21,114)
VAT	1,484	748	1,504	1,039	1,449
Other Payables	(1,888)	(1,978)	(1,153)	(1,216)	(1,034)
Accrued Expenses	(12,536)	(14,707)	(14,427)	(13,649)	(13,501)
Income tax payable	327	6	16	(803)	(1,229)
Interest accrual	(284)	(345)	(337)	(344)	(328)
<b>Total Current Liabilities</b>	<b>(30,433)</b>	<b>(31,856)</b>	<b>(31,086)</b>	<b>(31,010)</b>	<b>(35,757)</b>
<b>Non Current Liabilities</b>					
Deferred tax Asset	5,150	5,196	5,187	4,883	5,121
Other Non Current Liabilities					
<b>Total Non Current Assets / Liabilities</b>	<b>5,150</b>	<b>5,196</b>	<b>5,187</b>	<b>4,883</b>	<b>5,121</b>
<b>Total Liabilities</b>	<b>(25,283)</b>	<b>(26,660)</b>	<b>(25,900)</b>	<b>(26,126)</b>	<b>(30,636)</b>
<b>Financial Debt</b>					
Term Loans	(38,919)	(38,061)	(36,881)	(34,003)	(34,908)
Revolver	(14,401)	(17,161)	(20,631)	(19,143)	(27,540)
Capitalised debt fees	684	635	586	538	489
Deferred consideration	0	0	0	0	0
<b>Total Financial Debt</b>	<b>(52,636)</b>	<b>(54,586)</b>	<b>(56,925)</b>	<b>(52,608)</b>	<b>(61,959)</b>
<b>Net Assets (pre Subordinated shareholder loans)</b>	<b>29,337</b>	<b>31,479</b>	<b>34,031</b>	<b>35,214</b>	<b>38,778</b>
<b>Subordinated shareholder loans (shown as shareholder loans within equity in management accounts)</b>	<b>(15,721)</b>	<b>(16,212)</b>	<b>(16,596)</b>	<b>(16,928)</b>	<b>(17,032)</b>
<b>Net Assets (post Subordinated shareholder loans)</b>	<b>13,616</b>	<b>15,267</b>	<b>17,435</b>	<b>18,286</b>	<b>21,747</b>

## Consolidated Balance Sheet

- > The adjacent table presents the unaudited consolidated balance sheet on a post-acquisition basis.
- > Please note that the December 2024 balances remain subject to audit. In addition, accounting for the Tachart acquisition is ongoing and will be completed as part of the year end statutory accounts process and the impact of any adjustments will be included in the statutory accounts.
- > The issued bond makes up c.£31.9m within the c.£34.9m of term loans in the balance sheet at 31 December 2024.

Notes: Subordinated shareholder loans are shown as shareholder loans within equity for management account purposes, are subordinated to the bond and are excluded from the debt figure for bond covenant calculation purposes. Financial Debt excludes bonds/guarantees.

# CASH FLOW



	<u>Q4 2024</u> £'000	<u>FY24 YTD</u> £'000
<b>EBITDA</b>	<b>8,048</b>	<b>29,772</b>
Movement in WC	(4,121)	(13,444)
FX on WC	1,991	456
<b>Total</b>	<b>(2,129)</b>	<b>(12,989)</b>
<b>Capex</b>	<b>(2,579)</b>	<b>(6,825)</b>
<b>Operating Cash Flow (pre Exceptionals)</b>	<b>3,340</b>	<b>9,958</b>
<b>Exceptional Costs</b>	<b>(1,857)</b>	<b>(4,776)</b>
<b>Management Fees</b>	<b>(73)</b>	<b>(186)</b>
<b>Corporation Taxes</b>	<b>(262)</b>	<b>(2,041)</b>
<b>Operating Cash Flow</b>	<b>1,148</b>	<b>2,956</b>
Net interest payments	(1,602)	(6,185)
Long term debt	6,862	8,660
<b>Total Debt Service</b>	<b>5,260</b>	<b>2,475</b>
<b>Acquisitions (exc. debt drawdown)</b>	<b>(5,532)</b>	<b>(5,532)</b>
<b>FX/Other Movement</b>	<b>1,036</b>	<b>224</b>
<b>Net Cash Flow</b>	<b>1,912</b>	<b>123</b>
Opening Cash	6,613	8,403
Net Cash Flow	1,912	123
Closing Cash	8,525	8,525

## Consolidated Cash Flow

- > The adjacent table presents the consolidated cash flow of Whitworth Midco plc. Cash flow is shown on a post-acquisition basis in respect of Tachart.
- > Underlying operating cash flow before exceptional costs and tax was a c.£3.3m inflow for Q4 2024 and a c.£10.0m inflow (c.33% of EBITDA) for 2024 YTD. Operating cash flow, after exceptional costs and tax, of c.£1.1m inflow in Q4 2024 and c.£3.0m inflow for 2024 YTD.
- > Exceptionals costs of c.£4.8m for FY24 YTD include c.£3.1m in respect of site moves.
- > Overall net cash inflow of c.£0.1m for 2024 YTD. Long term debt inflow of c.£6.9m for Q4 2024 reflects the net drawdown on the group's existing ABL facility after scheduled term loan repayments and includes drawings in respect of the consideration due on the acquisition of Tachart. The c.£5.5m outflow on acquisitions is net of cash acquired as part of the Tachart acquisition.



# THANK YOU

## CONTACT US

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