

**Registered Company Number: 08922456**

**LOGISTICS DEVELOPMENT GROUP PLC  
ANNUAL REPORT AND ACCOUNTS  
FOR THE 13 MONTH PERIOD TO 31 DECEMBER 2024**

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# Letter from Chairman

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Dear Shareholders

I present the annual report and audited financial statements for Logistics Development Group plc (“LDG”, the “Company or, together with its subsidiaries, the “Group”) for the 13 month period to 31 December 2024. For the 13 month period to 31 December 2024, the Company reported an underlying EBIT<sup>1</sup> of a profit of £18.4m (2023: loss of £12.0m) and a profit before tax of £19.8m (2023: loss before tax of £10.7m).

It has been a very busy and broadly productive year for your company and the various corporate actions are all set out in the Business and Financial Review which follows my letter.

I should like to welcome Colin Kingsnorth and Mark Butcher to the Board, and I would like to thank them and my other fellow director David Facey for the hours spent helping drive through the corporate actions which have taken place over the past 13 months. I should also like to extend my thanks to Peter Nixon for all his hard work over the years, who resigned in the period.

I would also like to take this opportunity to congratulate our investment manager, DBAY Advisors Limited, on being ranked the 3<sup>rd</sup> best small cap private equity manager in the UK and 7<sup>th</sup> in Europe in the prestigious 2024 HEC Paris-Dow Jones small cap rankings. This notable recognition stands as a testament to the strength of DBAY’s investment strategy, their execution, and their commitment to delivering long-term value to investors. Significantly, this marks the third consecutive year in which DBAY has been ranked among the top 10 small cap managers in Europe and the top 20 globally.

As you can see our portfolio now consists of three holdings, details of which are set out later, the largest of which is Finsbury Foods, which is performing well. We also now have an agreed formula for distributing cash to shareholders on any future realisations and are now publishing a quarterly unaudited estimated net asset value per share.

In addition, the post-period tender offer was successful and satisfied in full, with the repurchase of 110,526,351 Ordinary Shares, returning £21.0m to shareholders.

I hope we can now enter a period of corporate calm unlike the events taking place on the global stage.

**Adrian Collins**

*Chairman*

<sup>1</sup> Underlying EBIT is an alternative performance measure (see Note 3) and is defined as profit/loss before interest and tax and adding back exceptional items.

# Investment Manager's report

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The Company has been implementing its broader investing policy since its approval in January 2022. Fixtaia Limited ("Fixtaia") has been set up as the subsidiary vehicle for investments for the Company. All reference to investments are held in Fixtaia. Details of the investments held at 31 December 2024 are listed below.

## Finsbury Food Group Limited

**(Holding company: Frisbee TopCo Limited)**

**Status:** Private (delisted) | **Staff:** ~3,500 | **Operations:** UK & Europe

**FY24 Revenue:** £452.4m

**Fixtaia Investment:** £14.2m for 27.5% equity stake

### Overview

Finsbury Food Group ("Finsbury") is a leading UK and European speciality bakery business, producing fresh bread, buns, rolls, and celebration cakes. Its portfolio balances daily staples with licensed event-driven products for brands such as Disney, Thorntons, and Mars. Customers include major UK supermarkets (Tesco, Sainsbury's, Co-op) and foodservice providers (Costa Coffee, KFC, Bidfood).

The group operates across the UK and Europe through subsidiaries in France and Poland. With a history dating back to 1925, Finsbury was taken private during the period.

### Performance & Outlook

For FY24 (June year-end), Finsbury reported revenue of £452.4 million, delivering solid profitability. In Q2 FY25, revenue softened by 5% due to product rationalisation, but underlying profitability showed improvement year-on-year. The business is benefiting from price recovery, deflation in key inputs, and operational efficiency via the "Operating Brilliance" programme.

Management has reaffirmed its FY25, with margins expected to improve despite a slight dip in top-line revenue. The company continues to pursue strategic M&A opportunities within the bakery and food manufacturing space.

## SQLI S.A.

**Status:** Private (delisted) | **Employees:** ~2,000 | **Operations:** France, DACH, Benelux, Morocco

**FY24 Revenue:** €247m

**Fixtaia Investment:** £13.34m for 10.8% indirect equity stake

### Overview

SQLI is a pan-European digital services group delivering customer experience and enterprise IT solutions across France and key European markets. Its capabilities span strategy, design, and technology integration for digital platforms, with a focus on long-term client relationships across retail, manufacturing, and financial services.

In December 2024, DBAY Advisors successfully completed a tender offer to take SQLI private. The de-listing is expected to simplify operations, improve strategic flexibility, and facilitate a future exit. As part of succession planning, Erwan le Duff (formerly COO) succeeded Philippe Donche-Gay as CEO at year-end, with Donche-Gay transitioning to Chairman.

### Performance & Outlook

For FY24, SQLI reported revenue of €247 million achieving margins of 9.5%, up 1.5 percentage points versus the prior year. The group delivered strong cash generation, with over 90% of profits converting to free cash flow, driven by improvements in working capital processes.

Despite softer demand trends across parts of Europe, the group achieved modest top-line growth (+1% like-for-like) and continues to benefit from operational discipline. The FY25 budget targets 4% revenue growth and a further 200bps margin expansion, supported by continued process optimisation and leadership transition momentum.

# Investment Manager's report

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continued

## Alliance Pharma plc

**Status:** Private (delisted) | **Employees:** ~290 | **Operations:** Global

**FY24 See-through Revenue:** £180.3m | **Underlying PBT:** £31.5m

**Fixtara Investment:** £39m for 13.2% stake

### Overview

Alliance Pharma is an international healthcare group specializing in consumer healthcare and prescription medicines. The company's portfolio includes well-known brands such as Kelo-Cote™, MacuShield™, and Hydromol™, with a global reach across Europe, North America, and Asia Pacific. Alliance operates an asset-light model, outsourcing manufacturing and logistics to focus on brand management and market expansion.

### Performance & Outlook

In FY24, Alliance reported see-through revenue of £180.3 million, a slight decrease of 1% from the previous year, while maintaining strong underlying profitability. The company achieved a 37% increase in free cash flow to £29.1 million and reduced net debt by 34% to £60.1 million.

Despite challenges in certain product lines, such as Nizoral™, which saw a 24% revenue decline due to distributor order timing, other brands like Kelo-Cote™ and MacuShield™ experienced growth, with revenues increasing by 6% and 11% respectively.

On 10 January 2025, DBAY announced a recommended offer for the entire share capital of Alliance of 62.50p per share representing a 14% increase in value per share compared to LDG's average purchase price and a 37% premium to the valuation as at 31 December 2024. On 10 March 2025, DBAY announced an increase in its offer to 64.75p per share, representing an 18% increase in value per share compared to LDG's average purchase price and a 42% premium to the valuation as at 31 December 2024. The offer had been conducted as a scheme of arrangement, which became effective on 14 May 2025.

# Business and Financial Review

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for the 13 month period to 31 December 2024

## Review of the period

On 19 December 2023, the Company sold its entire investment holding in Trifast plc (AIM:TRI LN) for £3.1m, realising a gain of £0.4m.

On 9 February 2024, the Company subscribed for £10.0m fixed rate unsecured 15.0% series A loan notes and payment in kind (PIK) notes issued by The Power of Talent Midco Limited (“Midco”), to be redeemed no later than 9 February 2027. Midco is a special purpose company that ultimately owns the operating companies in Nash Squared Group. The Board announced, on 23 December 2024, that the Nash Squared group had completed the disposal of its NashTech division. The sale realised a cash distribution to the Group of c.£13.1m and generating a net IRR of c. 36% over the holding period.

During the financial year, LDG made partial divestments of its holding in Mission Group PLC (AIM: TMG LN) (“Mission”). Mission operates a marketing agency and focuses on new product development and solves business problems. The agency collective has more than 1,100 people in 28 locations over 3 continents. In July 2024, LDG sold its remaining holding, making an overall realised gain of £0.6m on these disposals.

A second buyback (“Second Buyback”) of ordinary shares in its own capital (“Ordinary Shares”), as announced on 4 April 2023, concluded on 9 May 2024 and was not renewed at the AGM of the Company held that day. Under the Second Buyback, the Company acquired (and subsequently cancelled) an aggregate 37,414,326 ordinary Shares at an average price of 13.645 pence per share.

On 13 August 2024, it was announced by the Company that, following completion of the Second Buyback, trading in the Company’s Ordinary Shares had returned to a level which represented a significant discount to the Company’s unaudited and estimated net asset value (“NAV”) of 18.89p per ordinary share as at 31 May 2024. It was subsequently announced by the Company that it intended to seek shareholder approval to acquire up to a further 15% of the voting share capital. The general meeting to approve a general authority for on-market share purchases (“Proposed Share Buyback”) and approve a waiver of Rule 9 of the City Code (“Waiver”) was held on 4 September 2024. As a result of the Waiver resolution not passing at the general meeting, the Company did not implement the Proposed Share Buyback as contemplated in the circular to shareholders dated 13 August 2024.

On 4 September 2024, LDG announced it had received a requisition notice (the “Requisition Notice”) from Huntress (CI) Nominees Limited a/c KGRIG in respect of 35,972,566 Ordinary Shares, representing approximately 6.9% of LDG’s issued Ordinary Shares at that time. Due to certain resolutions in the Requisition Notice not being effective and compliant with LDG’s articles of association, only one resolution out of three, which proposed that an additional director be appointed to the board of LDG, was valid and effective to be put to shareholders. The board of LDG recommended that shareholders vote against this resolution. The Requisitioned General Meeting was held on 16 October 2024 at which the resolution to appoint the additional director was not carried by shareholders.

On 29 November 2024, the Company announced that the accounting reference date had changed from 30 November to 31 December. The new accounting reference date is now in line with the private investment funds of the Investment Manager and allows for more efficient reporting of financial performance. Consequently, this financial report covers the 13 month period to 31 December 2024.

On 24 December 2024, it was announced that the Board and DBAY Advisors Limited (“DBAY”) were reviewing the Company’s distribution policy. Since becoming an investing company in December 2020 and up until December 2024, LDG has distributed c. £27.0m to shareholders, primarily through share buyback mechanisms. The Board planned for a further distribution and announced it was contemplating a tender offer to return up to c. £21.0m to shareholders. It was proposed that the tender offer be effected at a price of 19 pence per share. Any tender offer would be subject to, *inter alia*, shareholder approval. The Board proposed a future plan to make additional distributions as investments are realised. These will be based on 50% of net cash profits realised from each asset sale, though timings will remain contingent on market conditions.

It was also confirmed in December 2024 that LDG intended to publish unaudited NAV estimates on a quarterly basis, with unaudited NAV estimates expected to be announced around two months after the relevant quarter end.

# Business and Financial Review

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continued

## Changes to the Board

Peter Nixon resigned from the Board on 29 November 2024. The Company announced that Colin Kingsnorth was appointed as a non-executive director and Mark Butcher was appointed as an independent non-executive director on the same day.

## Subsequent events

On 10 January 2025, DBAY announced a recommended offer for the entire share capital of Alliance of 62.50p per share representing a 14% increase in value per share compared to LDG's average purchase price and a 37% premium to the valuation as at 31 December 2024. On 10 March 2025, DBAY announced an increase in its offer to 64.75p per share, representing an 18% increase in value per share compared to LDG's average purchase price and a 42% premium to the valuation as at 31 December 2024. The offer had been conducted as a scheme of arrangement, which became effective on 14 May 2025.

On 17 March 2025, LDG announced its quarterly portfolio data. As at 31 December 2024, LDG's unaudited estimated NAV per share was £0.223. An update on the investments was also provided, along with a distribution update in that LDG intended to launch a tender offer in the coming weeks.

On 28 March 2025, LDG announced that it had published a circular ("Circular") containing details of a proposed tender offer to return up to £21.0m to shareholders at a tender price of 19 per share (the "Tender Offer"). If implemented in full the tender offer would result in the purchase, by the Company, of 110,526,315 Ordinary Shares or approximately 21.08% of the voting share capital. The Circular also contained a notice of general meeting of the Company in relation to the Tender Offer, which was held on 22 April 2025. The resolution approving the Tender Offer at the general meeting of the Company was passed by the shareholders and the Tender Offer closed that day.

On 24 April 2025, the Company announced the results of the Tender Offer. Valid tenders were received for basic entitlements in respect of 105,721,869 Ordinary Shares, which were satisfied in full. Valid excess tenders were scaled back such that the Tender Offer was implemented in full. The 110,526,315 Ordinary Shares tendered have been repurchased by the Company and subsequently cancelled, pursuant to which the Company's issued share capital comprises 413,824,079 Ordinary Shares.

## Financial performance

On 29 November 2024, it was announced the Company would amend its financial year end to 31 December to align with its investment manager, DBAY. The financial statements are results for the 13 month period to 31 December 2024 and reflect the Company structure as at 31 December 2024.

The Directors consider the Company is an investment entity per IFRS 10 and measure its investments at fair value through profit and loss. The Company's investments are all held through Fixtaia.

Had the Company not met the definition of an investment entity, it would be required to prepare consolidated financial statements which involve presenting the results and financial position of the Company and Fixtaia as those of a single economic entity.

At the reporting date, the fair value ascribed to the investments was £87.2m (2023: £55.4m) which reflects the current NAV of the underlying investments at the reporting date. The Directors have reviewed this valuation approach and consider it to be appropriate.

Administrative expenses are on par with the prior year at £1.0m (2023: £1.0m).

The Company's underlying EBIT<sup>1</sup> in the year was a profit of £18.4m (2023: loss of £12.0m) and statutory profit before tax was £19.8m (2023: loss before tax of £10.7m).

## Net cash

As at the reporting date, the Company has cash and cash equivalents of £29.6m (2023: £42.6m). Related party transactions amounted to £0.1m (2023: £0.2m). See note 14.

<sup>1</sup> Underlying EBIT is an alternative performance measure (see Note 3) and is defined as profit/loss before interest and tax adding back exceptional items.

## Exceptional items

During the year there were no exceptional items to report.

## Tax

The Company is expected to have taxable profits in future periods and will be making use of existing tax losses. Therefore, a deferred tax asset has been recognised on this basis.

A tax liability of £0.8m has been recognised in the period in relation to activities of Fixtaia. See note 7.

## Dividends

The Company did not pay an interim dividend (2023: £Nil) and no final dividend is being recommended (2023: £Nil).

## Earnings per share<sup>2</sup>

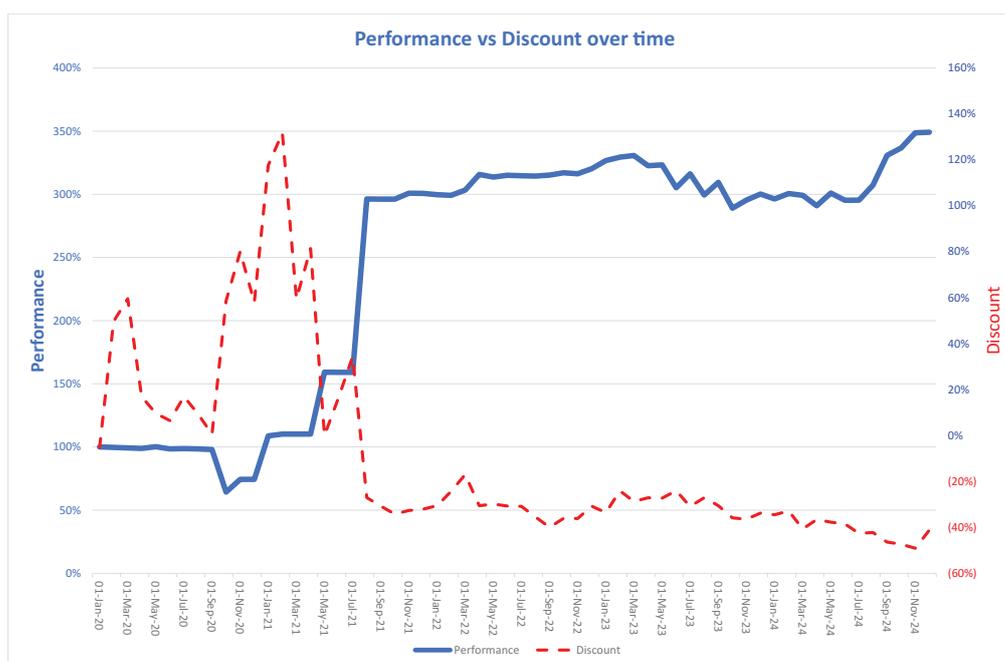
Underlying basic and diluted earnings per share are both 3.5p (2023: underlying basic and diluted loss per share were both 2.3p). Statutory basic and diluted earnings per share are both 3.6p (2023: statutory basic and diluted loss per share were both 1.8p). See note 3 and 9.

## Information about the Investment Manager

DBAY is an Isle of Man based asset management firm with offices in London and Douglas, Isle of Man. Founded in 2011, DBAY is owned by its partners and is licensed by the Isle of Man Financial Services Authority. The firm follows a value investing approach and invests in listed equities across Europe, as well as in private equity style control investments. The core DBAY team, who have worked together for over 20 years, have developed a diversified set of skills from financial and operational backgrounds, with deep insight into a number of industry sectors. DBAY comprises a team of 16 investment and operating professionals. Capital is managed on behalf of institutional investors, endowments, foundations, family offices and pension funds.

## Investment Policy and Strategy

The investment objective of the Company is to provide shareholders with attractive total return achieved through capital appreciation and, when prudent, shareholder distributions or dividends.



<sup>2</sup> Earnings per share ("EPS") serves as an indicator of a company's profitability. EPS measures the amount of a company's profit on a per share basis (see notes 3 & 9).

# Business and Financial Review

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continued

The Directors believe that opportunities exist to create significant value for shareholders through the acquisition of, and the implementation of substantial operational improvements in, businesses in the sectors outlined in the Company's Investing Policy.

The investing policy can be found on the website [www.ldgplc.com](http://www.ldgplc.com).

DBAY is tasked with full authority to manage the Company's assets to deliver the investment strategy set out below in accordance with its investing policy, reporting to the Board on a regular basis.

The Investing Policy, approved by shareholders on 31 January 2022, states that the Company will seek to achieve its investment objectives by making investments within the following parameters:

- **Characteristics:** investment primarily in undervalued companies, with a focus on companies that generate or have the potential to generate significant cash flows, where there is a high degree of revenue visibility and a strong and distinctive market position;
- **Investment Type:** investment in equity and equity related products, in both quoted and unquoted companies, and in the DBAY Investment Funds;
- **Sectors:** a broad range of sectors, such as business services including, amongst others, logistics, distribution, technology services, security and manufacturing, or in funds managed by DBAY which invest in the aforementioned sectors;
- **Geography:** there is no geographical restriction but expected to be primarily within the United Kingdom or the European Union;
- **Ownership:** will range from a minority position to 100%, non-operating ownership; and
- **Restrictions:** a maximum of 50% of the Company's NAV at the time the relevant investment is made, using the latest available management accounts of the Company, can be invested in DBAY Investment Funds. Investments made outside of the DBAY Investment Funds will be limited to 10% of NAV per investment (on the same basis), unless approved by the Board.

## Investment Management agreement amendments

An investment management agreement was entered into on 14 January 2022. At the general meeting held on 31 January 2022, the investment management agreement and amended investing policy was approved by shareholders. The changes were:

- DBAY will not receive management or performance fees from LDG in respect of funds committed to the DBAY Investment Funds by the Company. Fees will only be charged by the fund, to ensure there will be no double charging;
- DBAY have made a commitment to ensure that any DBAY Investment Funds in which the Company invests will retain investment policies that are substantially the same as the new investing policy of the Company;
- DBAY has made a commitment that it will provide the Company with an amount which is equal to the Company's reasonable corporate expenses in the given year, provided that such amount shall not exceed the lower of: (i) £800,000; or (ii) the management fees in respect of investments made and/or amounts committed by the Company which are received by DBAY in the relevant year; and
- DBAY will ensure that there is, at all times, a contingency amount of at least £2.0m on the Company's balance sheet to cover any exceptional expenses that may arise in the future.

The investment management agreement was further amended by way of an addendum dated 30 March 2023, to state that, with effect from the beginning of the current financial year, the maximum amount payable would not exceed the lower of (i) £800,000; and (ii) amounts paid to DBAY in respect of investments in DBAY Investment Funds specifically, and not all management fees received by DBAY.

## Annual general meeting

The Company intends to hold its Annual General Meeting on 25 June 2025 in London. Further details will be set out in the Notice of Meeting to be sent to shareholders in due course and published on our website [www.ldgplc.com](http://www.ldgplc.com).

# Risk Management and Principal Risks

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## Risk management framework

The Board is ultimately responsible for setting the Company's risk appetite and overseeing the effective management of risk. The Board has delegated oversight of risk management and internal controls to the Audit Committee.

During the 2024 financial year, day to day risk management was the responsibility of the directors. The risk management framework setting out the Company's risk management processes and procedures is reviewed by the Audit Committee annually. The mitigating factors and actions in place for each risk was recorded on a risk register and review of that register was completed by the Board and Audit Committee.

## Principal risks

The Company has delegated the management of its assets to DBAY as Investment Manager and the remaining corporate and compliance risks are managed by the Company Secretary reporting to the Board. The risk management framework has been updated to reflect the differing nature of the principal risks faced by the Company. These risks are reviewed by the Directors through the Audit Committee and at regular Board meetings.

RISKS	MITIGANTS
The Company may not achieve its strategic investment objectives in a competitive market and challenging economic environment.	The Board believes the investing policy allows for a wider range of investment opportunities and has appointed an experienced Investment Manager to manage the Company's assets.
The Company's level of profit will be reliant upon the performance of the assets acquired and the Investing Policy.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.
The success of the Investing Policy depends on the Investment Manager's ability to identify investments in accordance with the Company's investment objectives and to interpret market data correctly. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.
No assurance can be given that the strategy to be used will be successful under all or any market conditions or that the Company will be able to generate positive returns for shareholders.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.

## Section 172 Statement

The Directors consider that, both individually and collectively, they have acted in good faith in a way which would most likely promote the success of the Company for the benefit of the members as a whole, and in doing so have had a regard (amongst other matters) to factors in (a) to (f) as set out in s.172 (1) of the Companies Act 2006 for the decisions during the 13 month period to 31 December 2024. In making this statement the Directors have considered the following matters:

- **Likely consequences of any decision in the long-term:** the Board reviewed the Company's strategy, as disclosed in the Strategic Report, during the year and concluded that it remains appropriate to support the long-term success of the Company. Shorter term expectations in supporting that strategy are approved by the Board as part of the annual budgeting process, against which the performance of the Company is then monitored. Decisions taken during the year are made in the context of the Company's strategy in order to ensure that they are consistent with that strategy. The appointment of an investment manager to implement the Company's investing policy is consistent with this strategy.

# Risk Management and Principal Risks

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- **The interests of the Company's employees:** The Company is an Investing Company with (at the date of this report) no employees. The Board would have ultimate responsibility for ensuring the Company's decisions consider the interest of our employees.
- **The need to foster the Company's business relationships with suppliers, customers and others:** managing the Company's relationships with its professional suppliers and its investee companies is critical in ensuring the Company delivers on its strategy. The Board will maintain an ongoing dialogue with the Investment Manager, shareholders and investee companies.
- **The impact of the Company's operations on the community and the environment:** the Company does not have any tangible assets or properties. However, it will ensure that, through the Investment Manager, its investee companies will seek to have a positive impact on the communities in which they operate and minimise the environmental impact of their operations.
- **The desirability of the Company maintaining a reputation for high standards of business conduct:** the Board regularly reviews and updates, where appropriate, its business conduct and ethics policies and ensures that these are communicated to relevant stakeholders.
- **The need to act fairly as between members of the Company:** The Company always seeks to ensure that its communications are transparent, and its actions are in accordance with the Company's stated strategic aims to promote the long-term success of the Company. On page 13, within the corporate governance statement, we detail how we engage with our shareholders, including both institutional investors and private investors.

This Strategic Report was approved by the Board on 21 May 2025 and signed on its behalf by:

**Adrian Collins**

*Chairman*

## Board of Directors

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### ADRIAN COLLINS

*Independent Non-executive Chairman*

Member of the Audit Committee and Chair of the Remuneration Committee

Appointed in April 2020

**Skills and experience:** Adrian has worked in the investment management industry for over 40 years most recently at Liontrust Asset Management where he served as Chairman from 2009 to 2019. Prior to that he was Managing Director at Gartmore Investment Management where he spent a large part of his career.

**Other roles:** Adrian is a Non-Executive Director, Chairman, of LSL Property Service Plc and Non-Executive Director of Quantum Base Holdings Plc. Former Non-Executive Director of Hargreaves Lansdown.

### DAVID FACEY

*Independent Non-executive Director*

Chair of the Audit Committee and member of the Remuneration Committee

Appointed in April 2021

**Skills and experience:** David is a Fellow of the Institute of Chartered Accountants. David has over 25 years of experience of corporate finance and was a founding partner of SP Angel Corporate Finance LLP, an AIM Nomad and broker. He was formerly a senior corporate finance executive with HSBC Investment Bank. During his career David has undertaken complex transactions advising governments, public companies and private companies of all sizes and has recent experience of being an executive director of AIM listed company.

**Other roles:** David is currently a Non-Executive Director of Astris Advisers UK Limited and Chacey Capital Limited.

### PETER NIXON

*Non-executive Director*

Member of the Audit Committee and the Remuneration Committee

Appointed in December 2021

Resigned in November 2024

**Skills and experience:** Peter has over 25 years of experience in finance and joined DBAY in 2009. Peter initially acted as Group Chief Accountant and Head of Shared Services at the logistics business, TDG, which was an investee company from 2008 to 2011 and has subsequently been involved in several other DBAY investments, including Eddie Stobart, Unlimited Group, Harvey Nash Group, Telit Communications and, most recently, LDG. Peter retired from his role at DBAY at the end of December 2021. Peter is a qualified Chartered Accountant, having been an Audit Manager at Deloitte, and holds a degree in mathematics and physics from Manchester University.

**Other roles:** Peter previously held senior roles at United Utilities Plc, BBA Group Plc and The Reader's Digest.

### COLIN KINGSNORTH

*Non-executive Director*

Member of the Audit Committee and the Remuneration Committee

Appointed in November 2024

**Skills and experience:** Mr Kingsnorth is founder and director of Ursus Capital Ltd and, previously, was co-founder of Laxey Partners Ltd.

## Board of Directors

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### MARK BUTCHER

*Independent Non-executive Director*

Member of the Audit Committee and the Remuneration Committee

Appointed in November 2024

**Skills and experience:** Mark has a wealth of public and private company board experience, having worked as an Investment Director for GPG (UK) Holdings plc, the UK investment arm of Guinness Peat Group plc. He has previously sat on the Boards of AssetCo plc and National Milk Records plc also as an Independent Non-Executive Director. Mark is qualified as a Chartered Accountant in South Africa

**Other roles:** Mark is presently an Independent Non-Executive Director of ZIGUP plc (previously Redde Northgate plc) and an Independent Non-Executive Director of Zytronic plc (AIM: ZYT) where he chairs the Audit Committees of both companies.

# Chairman's Governance Statement

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As Chairman, one of my key responsibilities is supporting and promoting the evolution of our governance framework to ensure it supports the successful achievement of the Company's strategy. By which I mean making sure we have practices in place and endorse behaviours that support the Company in setting and reviewing its strategy, monitoring its performance and that of the Investment Manager, understanding its risks and opportunities, and taking decisive action at the right time based on the right information.

As outlined in principle 8 of the QCA code, the culture we promote at Board level and within the businesses the Company invests in will be key to this success. This Board is committed to upholding high ethical standards that set the tone for how we expect the companies we invest in to conduct business.

The Directors acknowledge the importance of high standards of corporate governance. The Directors intend to continue to adhere to the QCA Corporate Governance Code which sets out a standard of minimum best practice for small and mid-sized companies, particularly AIM companies. As we move forward and our governance evolves, we will continue to be open and transparent about how we manage our business and how we take into account the interests of our shareholders and other stakeholders.

Further information about the work of the Board, Audit Committee and Remuneration Committee in 2024 is set out on pages 15 to 20.

**Adrian Collins**

*Chairman*

21 May 2025

# Chairman's Governance Statement

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continued

## Code compliance

The Company complied with the requirements and recommendations of the QCA Governance Code, which is considered appropriate for an AIM listed company, throughout the 13 month period to 31 December 2024. The Board considers this structure to be appropriate for the Company in its current status as an AIM Investing Company and anticipate that the Board will evolve in terms of its structure and diversity as the business grows and develops.

The Board intends to continue to comply with the QCA Governance Code to the extent the Code principles remain appropriate in the light of the Company's current status.

## Principles of the QCA Code

- 1 Establish a strategy and business model which promote long-term value for shareholders
- 2 Seek to understand and meet shareholder needs and expectations
- 3 Take into account wider stakeholder and social responsibilities and their implications for long-term success
- 4 Embed effective risk management, considering both opportunities and threats, throughout the organisation
- 5 Maintain the Board as a well-functioning, balanced team led by the chair
- 6 Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities
- 7 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement
- 8 Promote a corporate culture that is based on ethical values and behaviours
- 9 Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board
- 10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

## Governance Structure – QCA principle 9

Since the appointment of DBAY, the Company has not had an executive leadership team. The Board comprises of four Directors, of which three are independent non-executive Directors, and one a non-executive Director, reflecting a blend of different experience and backgrounds. The structure and diversity of the Board will develop as the business grows and develops.

The Company has appointed DBAY to act as Investment Manager with full power and authority to manage the assets of the Company under an Investment Management Agreement, which sets out the terms and responsibilities of the Manager. The Company has contracted with IQ EQ Global (UK) Limited for the provision of certain administrative services, including day-to-day financial accounting.

Following admission as an Investing Company on 31 December 2020, the Company entered into a Relationship Agreement with DBAY (as a significant shareholder) to manage the relationship between the Company and DBAY and ensure that the Company will be capable of carrying on its business independently and that all transactions between the Company and DBAY will be at arms' length and on normal commercial terms.

See pages 7 and 8 for further details of the investment policy and strategy and how the Investment Manager will manage the company assets to deliver on the investment strategy and create significant value for its shareholders - **QCA Principle 1**.

Copies of the Investment Management Agreement can be found on the company's website at [www.lgdplc.com](http://www.lgdplc.com).

# The Board

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## Role of the Board – QCA principle 9

The role of the Board is to meet regularly to review, formulate and approve the Company's strategy, budgets, corporate actions and oversee the Company's progress towards its goals. It has established an Audit Committee and a Remuneration Committee with formally delegated duties and responsibilities and with written terms of reference using recommendations from the QCA guides on Board committees and FRC guidance on Audit Committees. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises.

## Board members – QCA principle 5

Adrian Collins was appointed independent Non-executive Chairman in April 2020. Peter Nixon was appointed in December 2021 and has since resigned effective 29 November 2024. David Facey was appointed as an independent non-executive director in April 2021. Colin Kingsnorth was appointed as a non-executive director in November 2024. Mark Butcher was appointed as an independent non-executive director in November 2024. The Directors have determined that, given the size of the Board, it is not appropriate to appoint a senior independent non-executive director.

The Independence of Directors is reviewed annually, and the Board has determined that each of the Directors demonstrates strong independent judgement. Considering Colin Kingsnorth's former role with DBAY the Board has concluded that he should not be deemed independent. No other Director has a relationship that could materially interfere with the exercise of their independent judgement.

Since the appointment of DBAY, the Company has not had a Chief Executive and there is therefore no current document setting out a division of responsibilities. The Company has however published on its website a document describing the role of its non-executive Chairman.

## Skills and experience – QCA principle 6

The Board members bring a wealth of commercial and financial expertise to the Board from a variety of backgrounds. Please see the biographies of the Directors on page 11 for further information on their skills and experience.

Despite not having any executive Directors, the non-executive Directors believe the Board has an appropriate mix of skills and experience required for an AIM Investing Company, which currently has no operations. Each Director is aware of the importance of keeping their skills up to date. During the 2024 financial year, the Company Secretary provided briefings on developments in corporate governance and the regulatory framework and advisers have also provided briefings on regulatory obligations.

## Time commitment – QCA principle 5

The time commitment expected of the non-executive Directors is commensurate with the size and complexity of the Company and as necessary to properly perform their duties. Attendance at a minimum of ten Board meetings a year and the annual general meeting is expected when appropriate.

## Board Committees

The Board has established an Audit Committee and a Remuneration Committee. Given the size of the Board it is not considered necessary to establish a Nomination Committee.

During the 2024 financial year, all non-executive Directors continued to be members of the Audit Committee and Remuneration Committee. As noted above, the terms of reference of these committees, which are available on the Company's website, reflect the evolving governance structure of the Company as an Investing Company.

# The Board

continued

## Board and Committee meetings and attendance – QCA principle 5

Board meetings are scheduled to be held at least monthly with ad-hoc meetings called when needed. Twelve scheduled and five ad-hoc Board meetings were held in the 13 month period to 31 December 2024 and ad-hoc meetings were held to facilitate Board oversight as matters required attention between regular scheduled meetings. Three Audit Committee meetings of the Board were held in the 13 month period to 31 December 2024. The table below illustrates attendance by Directors at scheduled meetings in the 2024 financial year that they were entitled to attend as members.

Director	Board	Audit Committee	Remuneration Committee	Ad Hoc Board Meetings
<b>Directors</b>				
D Facey	12/12	3/3	0	5/5
P Nixon*	11/12	3/3	0	4/5
A Collins	12/12	3/3	0	5/5
M Butcher	1/12	0/3	0	1/5
C Kingsnorth	1/12	0/3	0	0/5

\* P Nixon resigned on 29/11/24

\*\* C Kingsnorth and M Butcher were appointed on 29/11/24

## Board activities

During 2024, the Board considered the strategic options available to the Company and addressed matters such as:

- in August 2024, a circular was published that contained details of a third buyback in that the Board intended to seek shareholder approval to acquire up to a further 15% of the voting share capital. As a result of the waiver resolution not passing at the general meeting, the Company did not implement the share buy back;
- a review of the Company's distribution policy and also the consideration of a Tender Offer which was subsequently announced on 28 March 2025;
- the implementation of quarterly unaudited NAV updates to shareholders;
- in conjunction with DBAY a review of potential new investments;
- board structure; and
- review and consideration of:
  - o annual budget and monitoring performance against budget
  - o approval of 2023 annual report and financial statements
  - o approval of 2024 interim report and financial statements.

## Interactions with investors – QCA principle 2

Effective communication with investors is an important part of the Board's role. During the 2024 financial year, the Board focused, in particular, on keeping investors promptly informed, to the extent practicable, of all material matters.

The Board continues to be committed to giving shareholders the opportunity to raise questions and to interact with the Directors. Directors meet with investors on request and shareholders generally have the opportunity to raise matters at the annual general meeting. The AGM was held on 9 May 2024 and the next AGM will be held on 25 June 2025.

## Take into account wider stakeholder and social responsibilities – QCA principle 3

As detailed in the Section 172 Statement, the Company does not have any tangible assets or properties. However, the Board ensures that, through its investment manager, its investee companies will seek to have a positive impact on the communities in which they operate and minimise the environmental impact of their operations. This is critical in ensuring the Company delivers on its strategy which in turn ensures the long-term success of the Company.

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The investment manager is a member of the Principles for Responsible Investment (“PRI”) and has established a Responsible Investment policy which was developed in accordance with PRI guidelines, stakeholder consultation and external ESG advisors. The policy can be found on the investment manager’s website <https://www.dbayadvisors.com/responsibility/> and is applied to all investments considered by the investment manager. Responsible investment is an approach to investment that explicitly acknowledges the relevance to the investor environment, social and governance factors and the long-term health and stability of the market. It recognises that the generation of long-term sustainable returns is dependent on stable, well -functioning and well-governed social, environmental, and economic systems.

**Performance evaluation – QCA principle 7**

An internal self-assessment Board evaluation process was conducted during 2024. There were no material findings from this review and the same process will be completed during year ended 2025.

## Audit Committee Report – QCA Principle 9

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### Audit Committee

David Facey was appointed as Chairman of the Audit Committee upon his appointment to the Board in April 2021. The other three Directors are members of the Committee. A majority of the members are independent. David Facey is the member identified as having recent and relevant financial experience.

### Meetings and attendance

The Audit Committee met three times during the 13 month period to 31 December 2024. During the 2024 financial year, meetings were usually attended by the external Auditors.

Attendance by Directors at meetings during the 2024 financial year is set out in the table on page 16.

Activities of the Audit Committee during the 2024 financial year included:

- reviewing the financial results for the half year 2024 and full year 2023 for approval by the Board;
- considering the appropriateness of preparing the financial statements on a going concern basis;
- recommending the re-appointment of HaysMac LLP as the Company's auditors;
- approving the audit plan for the 2024 financial year;
- reviewing and considering principal risks faced, risk management and internal controls; and
- receiving reports and updates on potential control and legal/regulatory compliance issues.

### Significant accounting judgements

The Audit Committee considered areas of significant accounting judgement in connection with the preparation of the 2024 financial statements, taking into account the views of the Company's external auditors.

### External auditors

The Audit Committee oversees the relationship with the external auditors. Having conducted its annual review, the Committee concluded that HaysMac LLP be re-appointed as auditors for the 13 month period to 31 December 2024. The re-appointment of HaysMac LLP is to be proposed by an Ordinary Resolution at the AGM held on 25 June 2025.

### Risk management, internal controls and internal audit – QCA principle 4

The Board had delegated to the Audit Committee the responsibility for reviewing the effectiveness of the Company's systems of internal control and oversight of its risk management system in 2024. This covered all material controls including financial, operational and compliance controls. The Company's risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company does not have an operating business with members of staff. Administrative services are provided to the Company by IQ EQ Global (UK) Limited under an administration agreement. Asset management services are provided by DBAY under an Investment Management Agreement. In the light of this structure, the Audit Committee has determined that it is not currently appropriate for the Company to engage any internal auditors in respect of the Company's internal controls. This decision will be regularly reviewed. The Committee recognises as the Company is an AIM Investing Company, it is likely to be appropriate for the Company to seek additional assurance about the Company's own internal control system and those of any material third party provider of services to the Company and also to seek information and assurance about the internal control and risk management system of any investee company.

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## Conflicts

The Committee undertakes an annual review of conflicts of interest of Directors. The Board has determined, based on the recommendation of the Audit Committee, that all Directors, with the exception of Colin Kingsnorth, are independent. Colin Kingsnorth was a director of the Investment Manager, DBAY, until 22 December 2020 and the Audit Committee have recommended that he should not be considered to be independent.

### **David Facey**

*Chairman of the Audit Committee*

21 May 2025

# Remuneration Committee Report

## QCA principle 9

With the Company being an Investing Company, the role of the Remuneration Committee is more limited as the Company does not have an operating business and at the reporting date has no employees in addition to the Directors. The Committee's responsibilities are currently to make recommendations to the Board as to the remuneration of Non-executive Directors and liaise with an investee company on remuneration matters if requested. This remuneration report focuses on the activities of the Committee and the approach to remuneration related matters in the 2024 financial year to the extent they are relevant.

## Approach to remuneration

The main role of the Remuneration Committee is to set the Company's remuneration policy, determine each executive Director's and senior management's total individual remuneration package and set targets for performance-related pay. During 2024 and prior financial years, the Company had no executive Directors or senior management, and therefore remuneration packages were not relevant. The only remuneration in the 2024 financial year relate to non-executive Directors.

## Directors' remuneration in the 13 month period to 31 December 2024

The remuneration of the Directors during the 13 month period to 31 December 2024 (current and former) is set out below together with comparable figures for the previous financial year.

	Salary/Fees <sup>1</sup> £'000		Benefits <sup>2</sup> £'000		Pension Costs £'000		Long-Term <sup>3</sup> Incentives £'000		Total £'000	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
<b>Current Directors</b>										
A Collins	104	96	–	–	–	–	–	–	104	96
D Facey	65	60	–	–	–	–	–	–	65	60
P Nixon*	75	60	–	–	–	–	–	–	75	60
A Butcher	5	–	–	–	–	–	–	–	5	–
C Kingsnorth	5	–	–	–	–	–	–	–	5	–
S Harley*	–	71	–	–	–	–	–	–	–	71

<sup>1</sup> This column sets out gross salary and fees received for the period from 1 December 2023 to 31 December 2024 and full financial year ended 30 November 2023.

<sup>2</sup> No benefits were paid during the period under review, benefits would include private medical insurance, life assurance, car allowance and tax paid by the Company on such benefits.

<sup>3</sup> None of the Directors have received cash under any incentive arrangement for the period from 1 December 2023 to 31 December 2024 and full financial year ended 30 November 2023.

\* The amounts paid to Peter Nixon and Stephen Harley include an agreed separation sum.

## Membership

Throughout the 2024 financial year, up to 31 December 2024, the Remuneration Committee consisted of Adrian Collins as Chairman and the three other Directors, David Facey (Independent non-executive Director), Colin Kingsnorth (non-executive Director) and Mark Butcher (Independent non-executive director). Peter Nixon resigned as a director, and also as a member of the Remuneration Committee, on 29 November 2024. The majority of members throughout 2024 were independent non-executive Directors.

## Meetings and attendance

The Remuneration Committee is expected to meet as required. The Committee did not meet in the 2024 financial year.

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## Activities

The Remuneration Committee has responsibility for determining, within the agreed terms of reference, the Company's policy on the remuneration packages of the Company's executive management, of which there is none. It will also have responsibility for recommending new appointments to the Board.

## Long-term incentives

There are no long-term incentives applicable to the Directors of the Company.

## Annual bonus

No cash or share based bonuses were paid in 2024.

## Salaries

With no Executive Directors, there were no salaries or fees to pay to Directors in 2024 other than non-executive fees.

## Directors' interests in shares

As at 20 May 2025, the latest practicable date prior to the approval of this Document, the Directors who held office during the 13 month period to 31 December 2024 held the following interests in shares of the Company:

- (i) Adrian Collins holds 656,995 ordinary shares of 1p each in the capital of the Company (2023:1,000,000) representing approximately 0.16% of the Company's issued share capital (2023: 0.19%); and
- (ii) Peter Nixon holds 465,688 ordinary shares of 1p each in the capital of the Company (2023: 706,467) representing approximately 0.11% of the Company's issued share capital (2023: 0.13%).
- (iii) Colin Kingsnorth holds 8,010,500 ordinary shares of 1p each in the capital of the Company (2023:11,838,807) representing approximately 1.95% of the Company's issued share capital (2023:2.26%)

No Directors disposed of shares in the 2024 financial period whilst they were Directors. The reduction of shares held by the Directors was the result of the Tender Offer held in April 2025.

## Letters of appointment

The non-executive Directors have letters of appointment for an initial three-year period, continuing thereafter subject to termination upon at least three months' notice by either party. The letters of appointment can be found on the Company's website [www.ldgplc.com](http://www.ldgplc.com).

# Directors' Report

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The Directors submit their report and the audited financial statements of Logistics Development Group plc for the 13 month period to 31 December 2024.

## Change of financial year end

On 29 November 2024, it was announced the Company would amend its financial year end to 31 December to align with its investment manager, DBAY. The financial statements are results for the 13 month period to 31 December 2024 and reflect the Company structure as at 31 December 2024.

## Results

The Company's underlying EBIT (see note 3) in the period was a profit of £18.4m (2023: loss of £12.0m) and statutory loss before tax was £19.8m (2023: loss before tax of £10.7m).

## Dividends

The Company did not pay an interim dividend (2023: £Nil) and the Directors do not recommend a final dividend for the period (2023: £Nil).

## Principal activities, business review and future developments

The Strategic Report on pages 2 to 9 describe the Company's principal activities and a review of the business during the 2024 financial period, as well as an indication of likely future developments.

## Directors

The Directors of the Company who were in office during the period and up to the date of signing the financial statements were:

Adrian Collins	
David Facey	
Peter Nixon	(Resigned on 29 November 2024)
Colin Kingsnorth	(Appointed on 29 November 2024)
Mark Butcher	(Appointed on 29 November 2024)

Directors' fees are set out in the Remuneration report on pages 20 to 21. The Company has Directors' and Officers' liability insurance in place.

## Share capital

Details of the authorised and issued share capital of the Company are set out in note 11 to the financial statements.

## Environmental policy

Maintaining and improving the quality of the environment in which we live is an important concern for the Board. The Company does not have any tangible assets, properties or staff as is an investment entity and investments are made in accordance with the Investing Policy. The investment manager is a member of the PRI and has established an ESG Policy which can be found at <https://www.dbayadvisors.com/responsibility/>.

The Company is exempt from reporting under Streamlined Energy & Carbon Reporting as it consumed less than 40,000 kilowatt hours of energy in the financial reporting year.

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## Interests in voting rights

As at 20 May 2025, the latest practicable date prior to the approval of this document, the Company had been notified of the following interests held by significant shareholders amounting to 3% or more of the voting rights attaching to the Company's issued share capital:

<b>Significant shareholders</b>	<b>Percentage of Voting Rights Held</b>
DBAY Advisors Limited	27.20%
Mr Richard Griffiths	15.28%
Cyrus Capital Partners	8.71%
Hargreaves Lansdown Asset Mgt (Nominee)	8.07%

## Employee engagement, Disabled employees, Health, safety and wellbeing – Principle 10

During the 2024 financial period, there were no employees of the Company other than the Directors. If this changes the Board will introduce measures as appropriate.

## Financial risk management

Information in respect of the financial risk management objectives and policies of the Company, is contained in note 11 of the financial statements.

## Political donations

The Company made no political donations during the period.

## Research and development activities

There were no research and development activities undertaken during the period.

## Related party transactions

Any related party transactions required to be disclosed under the AIM rules are disclosed in note 14 to the financial statements.

## Directors' indemnities

The Company's articles of association allow the indemnification of Directors out of the assets of the Company to the extent permitted by law.

## Annual General Meeting – Principle 10

The annual general meeting will be held on 25 June 2025 in London. Details of business to be conducted at this period's annual general meeting will be set out in the notice of the annual general meeting, which will be communicated to shareholders separately. It is the opinion of the Directors that the passing of these resolutions are in the best interest of the shareholders.

## Post balance sheet events

Post balance sheet events are disclosed in note 17 to the financial statements.

# Directors' Report

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continued

## Engagement with stakeholders – Principle 10

The Company keeps up to date with the views of its shareholders by dialogue and meetings with key investors and responding promptly to any questions or issues raised by shareholders.

## Going concern

The Directors are satisfied that the Company has adequate resources to continue in operation for the foreseeable future and that it is appropriate to prepare the financial statements on the going concern basis. Please see note 1 to the financial statements on page 36 for further information.

This Directors' report was approved by the Board on 21 May 2025 and signed by its order by;

**Sarah Wakeford**

*Company Secretary*

# Statement of Directors' Responsibilities in Respect of the Financial Statements

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The Directors are responsible for preparing the Annual Report and Accounts 2024 and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

Under company law, 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 company and of the profit or loss of the company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable international accounting standards in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

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.

## Directors' confirmations

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have 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 auditors are aware of that information.

# Independent Auditor's Report to the members of Logistics Development Group plc

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## Opinion

We have audited the financial statements of Logistics Development Group plc (the "Company") for the period ended 31 December 2024 which comprise the Company Statement of Comprehensive Income, the Company Statement of Financial Position, the Company Statement of Changes in Equity, the Company Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards ("IFRS").

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2024 and of the Company's loss for the period then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered areas where subjective judgement was exercised by the directors, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. Further details on this are set out in the Key Audit Matter below. We also assessed the risk of management override of controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud. We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account the accounting processes and controls, and the sector operated in. We have performed a full scope statutory audit on the Company. We communicated with the board of directors our planned audit work via our audit planning report and our audit planning call.

We communicated audit progress with the directors through interim progress calls. We have communicated all significant areas of our audit work with the board of directors at the completion call, and through the issue of our audit findings report for review during this call.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
<p><b>Valuation of investments</b></p> <p>The Company's investments as at the year-end date are represented by 100 per cent holding in Fixtaia Limited, whose value stood at £87.23 million on 31 December 2024. The value of Fixtaia is determined by its net asset value which is driven by the fair values of the Investments made by Fixtaia.</p> <p>During the year the Company injected a further £12.5 million into Fixtaia, enabling that subsidiary to expand its portfolio. Fixtaia holds a mix of listed and unlisted investments.</p> <p>The listed element — principally a stake in Alliance Pharma plc, after disposals of The Mission Group plc and Trifast plc — is valued with reference to the quoted market prices at the reporting date.</p> <p>The unlisted investments, comprising significant positions in Synsion Topco Limited and Frisbee Topco Limited, are more complex: management determines fair value of these by applying benchmark EBITDA multiples drawn from comparable companies to the investees' normalised earnings and then adjusting for net debt and the net assets/liabilities impact of the intermediary entities in the ownership chain.</p> <p>Because Fixtaia's net asset value underpins the Company's investment amount, any judgement exercised in its investees valued in line with level-3 valuations method has a direct and material effect on the Company's financial statements; even modest changes in the chosen multiples or earnings assumptions could alter reported net asset value materially.</p>	<p>We obtained management's assessment for the accounting for the investments held at the reporting date. Whilst material, we noted that the listed investments were not subject to any judgement and therefore the valuation is not considered to be complex.</p> <p>We examined the Company's additional financial contributions to Fixtaia, ensuring alignment with supporting documents and conducting substantive tests on the balances contributing to the net asset value of the investee entity. This involved challenging the assessment that all balances within the Fixtaia balance sheet represented their fair values at the financial reporting date.</p> <p>Our audit work concentrated on challenging the selection of comparable companies and transaction multiples for the unlisted holdings (with support from our valuation specialists), checking the mathematical accuracy of the models</p> <p>Our procedures entailed detailed challenge of the methodologies and calculations employed by management to ascertain the fair value and the resulting effects on profit and loss stemming from these investments. We recalculated expected balances at year-end and scrutinised the management's rationale behind their valuation decisions to consider the appropriateness of the accounting treatments applied, and considered whether alternative valuation approaches were available. Our focus on the judgements made by management was on the unlisted investments due to the subjectivity in the valuation approaches.</p> <p>We assessed the valuation technique applied to the unlisted investments in and Frisbee Topco Limited and Synsion Topco Limited., a significant constituent of Fixtaia's net assets, by engaging our own internal expert to consider the reasonableness of this approach. We obtained supporting documentation for all key inputs in the valuation and challenged management on the treatment of fair value at acquisition and at the year end.</p>

# Independent Auditor’s Report to the members of Logistics Development Group plc

continued

Key Audit Matter	How our scope addressed this matter
	<p>We obtained documentation for the intermediate holding entities for any evidence of material balances being excluded from the valuation. We obtained management’s memorandum on the valuation of Frisbee Topco Limited and Synsion Topco Limited. at the measurement date with reference to the requirements of IFRS 13 – Fair Value. We challenged management on their assessment of the level of inputs and obtained management commentary on how their assessment met the requirements. We obtained and critically assessed the EBTIDA multiple valuation assessment provided by engaging our internal expert to assess any impact of the model on the valuation used by management.</p> <p>We obtained and critically assessed management’s assessment of the application of IFRS 13 in relation to the unlisted investments. We corroborated this assessment to our own understanding and compared the judgements made by management to the specific IFRS requirements around fair value and the valuation approaches taken. We also engaged our own internal expert to consider the reasonableness of management’s approach.</p> <p>Our challenge of the year-end balance involved a recalculation of the gains within Fixtaia from the external investments as well as the overall gain recognised in the Company accounts from the investment in Fixtaia.</p> <p>We verified the percentage ownership of all holdings via reviews of external documentation to ensure that management had appropriately applied the requirements of IFRS 13 - Fair value measurement. We have also considered management’s application of IFRS 10 with regards to accounting for the investment in Fixtaia. We found that treatment of the investments in the financial statements to be appropriate and in line with the applicable financial reporting framework.</p>

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, in evaluating the effect of misstatements and in forming an opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements, or related disclosures, that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we used to determine the extent of testing needed, to reduce to an appropriately low level the risk that the aggregate of uncorrected and undetected misstatement exceeds materiality for the financial statements as a whole.

Materiality for the Company financial statements was set at £1,760,000. This was determined with reference to approximately 1.5% of the gross assets of the Company. This was selected as an appropriate measure of materiality on the basis that the Company is an investment company.

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On the basis of our risk assessment and review of the control environment, performance materiality was set at 75% of materiality, being £1,320,000.

The reporting threshold to the board of directors was set as 5% of materiality, being £88,000. If in our opinion differences below this level warranted reporting on qualitative grounds, these would also be reported.

## 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 audit procedures to evaluate the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included, but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the Company's ability to continue as a going concern;
- Evaluating the methodology used by the directors to assess the Company's ability to continue as a going concern;
- Reviewing the directors' going concern assessment and evaluating the key assumptions used and judgements applied to the cashflow produced;
- Performing sensitivities on management's cashflow forecast to undertake the extent of any changes to assumptions on the position of the Company;
- Verifying bank statements prior to the signing of the financial statements for any evidence of significant cash reduction post year-end which could significantly impact the cashflow forecast;
- Verifying further investments made post year-end and prior to signing of the financial statements.

## Other information

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

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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, based on the work undertaken in the course of the audit:

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

# Independent Auditor's Report to the members of Logistics Development Group plc

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continued

## Matters on which we are required to report by exception

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

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

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

## Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 25, 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 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 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.

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

## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for the company and investing regulations and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined the principal risks. Audit procedures performed by the engagement team included:

- Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;

- 
- Identifying and testing accounting journal entries, in particular those journal entries which exhibited the characteristics we had identified as possible indicators of irregularities; and
  - Challenging assumptions and judgements made by management in their critical accounting estimates

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

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

## Use of our report

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

**Ian Cliffe (Senior Statutory Auditor)**  
**For and on behalf of HaysMac LLP,**  
**Statutory Auditors**

10 Queen Street Place  
London  
EC4R 1AG

Date: 21 May 2025

# Company Statement of Comprehensive Income

for the 13 month period to 31 December 2024

	Note	13 month period to 31 December 2024 £'000	Year ended 30 November 2023 £'000
Gain/(loss) on investments measured at fair value through profit or loss –	10	19,336	(10,856)
Interest income	4	1,384	1,317
Other loss		–	(173)
<b>Net finance income/(cost)</b>		<b>20,720</b>	<b>(9,712)</b>
Administrative expenses		(968)	(974)
<b>Total administrative expenses</b>		<b>(968)</b>	<b>(974)</b>
<b>Profit/(loss) before tax</b>		<b>19,752</b>	<b>(10,686)</b>
Income tax (expense)/credit	7	(932)	566
<b>Profit/(loss) and total comprehensive income/(loss) for the period</b>		<b>18,820</b>	<b>(10,120)</b>
<b>Earnings per share</b>			
Basic	9	3.6p	(1.8p)
Diluted	9	3.6p	(1.8p)

The accompanying notes form part of the financial statements.

# Company Statement of Financial Position

as at 31 December 2024

	Note	31 December 2024 £'000	30 November 2023 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments at fair value through profit or loss	10	87,228	55,392
Deferred tax asset	7	428	566
		87,656	55,958
<b>Current assets</b>			
Other receivables	11	106	297
Cash and cash equivalents	11	29,613	42,644
		29,719	42,941
<b>Total assets</b>		<b>117,375</b>	<b>98,899</b>
<b>Current liabilities</b>			
Amounts owed to related undertakings	11	(4)	(35)
Current tax liability	7	(794)	
Other payables	11	(278)	(351)
		(1,076)	(386)
<b>Total liabilities</b>		<b>(1,076)</b>	<b>(386)</b>
<b>Net assets</b>		<b>116,299</b>	<b>98,513</b>
<b>Equity</b>			
Called up share capital	12	5,244	5,331
Retained earnings	13	111,055	93,182
<b>Total shareholders' funds</b>		<b>116,299</b>	<b>98,513</b>

The Company Financial Statements on pages 32 to 45 were approved by the Board of Directors on 21 May 2025 and were signed on its behalf by:

**Adrian Collins**

*Director*

21 May 2025

**Company number 08922456**

The accompanying notes form part of the financial statements.

# Company Statement of Changes in Equity

for the 13 month period to 31 December 2024

	Share capital £'000	Own shares £'000	Retained earnings £'000	Total £'000
<b>Balance at 1 December 2022</b>	<b>5,618</b>	<b>(11)</b>	<b>107,091</b>	<b>112,698</b>
Loss for the year	–	–	(10,120)	(10,120)
Share repurchase	(287)	–	(3,795)	(4,082)
Disposal/cancellation of own shares	–	11	6	17
<b>Balance at 30 November 2023</b>	<b>5,331</b>	<b>–</b>	<b>93,182</b>	<b>98,513</b>
Profit for the period	–	–	18,820	18,820
Share repurchase (note 12)	(87)	–	(947)	(1,034)
<b>Balance at 31 December 2024</b>	<b>5,244</b>	<b>–</b>	<b>111,055</b>	<b>116,299</b>

The accompanying notes form part of the financial statements.

# Company Cash Flow Statement

for the 13 month period to 31 December 2024

	Note	13 month period to 31 December 2024 £'000	Year ended 30 November 2023 £'000
<b>Cash flows from operating activities</b>			
Profit/(loss) for the period		18,820	(10,120)
<b>Adjustments for:</b>			
(Gain)/loss on investments measured at fair value through profit or loss – net	10	(19,336)	10,856
Interest income		(1,384)	(1,317)
Income tax expense/(credit)	7	932	(566)
<b>Changes in:</b>			
Decrease/(increase) in other receivables	11	191	(118)
Increase/(decrease) in other payables	11	(73)	(53)
<b>Net outflow from operating activities</b>		<b>(850)</b>	<b>(1,318)</b>
<b>Cash flows from investing activities</b>			
Purchase of investment	10	(12,500)	(31,910)
Amounts owed (to)/from related undertakings	11	(31)	173
Amounts owed to subsidiary	11	–	(617)
<b>Net cash outflow from investing activities</b>		<b>(12,531)</b>	<b>(32,354)</b>
<b>Cash flows from financing activities</b>			
Share repurchase	12	(1,034)	(4,082)
Disposal/cancellation of own shares	12	–	17
Interest income	4	1,384	1,317
<b>Net cash outflow from financing activities</b>		<b>350</b>	<b>(2,748)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(13,031)</b>	<b>(36,420)</b>
Cash and cash equivalents at the start of the financial period		42,644	79,064
<b>Cash and cash equivalents at the end of the financial period</b>		<b>29,613</b>	<b>42,644</b>

The accompanying notes form part of the financial statements.

# Notes to the Company Financial Statements

for the 13 month period to 31 December 2024

## 1. Basis of accounting

Logistics Development Group plc (the “Company”) is a public company limited by shares and incorporated and domiciled in England, United Kingdom. Its registered address is 4th Floor, 3 More London Riverside, London, SE1 2AQ.

### Basis of preparation

The Financial Statements were prepared in accordance with UK - adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 (“IFRS”).

The Financial Statements are presented in pounds sterling, rounded to the nearest thousand, unless otherwise stated.

The Company amended its financial year end to 31 December to align with the private investment funds of its investment manager, DBAY. These financial statements are for the 13 month period to 31 December 2024 with comparatives for a full year to 30 November 2023.

For the 13 month period to 31 December 2024, the Company has one subsidiary. As the Company is defined under IFRS10 as an Investment Entity, consolidation exemption allows the measuring of controlling interests in another entity at fair value through profit and loss.

The Financial Statements present Company only information for the current and comparative periods.

The Financial Statements were prepared under the historical cost convention, except for financial assets recognised at fair value through profit or loss, which have been measured at fair value. The Company is not registered for VAT and therefore all expenses are recorded inclusive of VAT.

### Going concern

The Directors have a reasonable expectation that the Company has sufficient resources to continue in operation for the foreseeable future, a period of at least 12 months from the date of this report. The Directors have prepared a cash flow forecast for a period of 18 months to May 2026 which indicates that available funds significantly exceed anticipated expenditure. Consequently, the Directors of the Company continue to adopt the going concern basis of accounting in preparing the annual financial statements.

## 2. Significant accounting policies

(a) **Fair value measurement** – the fair value measurement of the Company’s investments utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the “fair value hierarchy”):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data and may include using multiples of trading results or information from recent transactions).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

(b) **Financial instruments**

- Financial assets – other receivables and amounts owed to related undertakings. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, such assets are measured at amortised cost using the effective interest method, less any impairment losses.
- Cash and cash equivalents – in the Statement of Financial Position, cash includes cash and cash equivalents excluding bank overdrafts. No expected credit loss provision is held against cash and cash equivalents as the expected credit loss is negligible.

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- Financial liabilities – other payables and amounts owed to related undertakings. Such liabilities are initially recognised on the date that the Company becomes party to contractual provisions of the instrument. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.
  - Share capital – Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.
- (c) **Exceptional items** – items that are material in size or nature and non-recurring are presented as exceptional items in the Statement of Comprehensive Income. The Directors are of the opinion that the separate recording of exceptional items provides helpful information about the Company's underlying business performance. Events which may give rise to the classification of items as exceptional include restructuring of business units and the associated legal and employee costs, costs associated with business acquisitions, impairments and other significant gains or losses.
- (d) **Alternative performance measures (APMs)** – APMs, such as underlying results, are used in the day-to-day management of the Company, and represent statutory measures adjusted for items which, in the Directors' view, could influence the understanding of comparability and performance of the Company year on year. These items include non-recurring exceptional items and other material unusual items.
- (e) **Tax** – tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.
- (f) **Operating segments** – the Company has a single operating segment on a continuing basis, namely investment in a portfolio of assets.
- (g) **Fund raise costs** – transaction costs incurred in anticipation of an issuance of equity instruments are recorded as a deduction from the retained earnings reserve in accordance with IAS 32 and the Companies Act 2006.

#### **New and amended IFRS Accounting Standards that are effective for the current year**

In the current period, the Company has applied a number of new standards and amendments to existing IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IFRS 16 (amendments) - Lease Liability in a Sale and Leaseback (Effective 1 January 2024)
- IAS 1 (amendments) - Classification of liabilities as Current or Non-Current and Non-current Liabilities with Covenants (Effective date 1 January 2024)
- IAS 7 and IFRS 7 (amendments) - Supplier Finance Arrangement (Effective 1 January 2024)

#### **New and revised IFRS accounting standards in issue but not yet effective**

Certain standards, amendments to, and interpretations of, published standards have been published that are mandatory for the Company's accounting years beginning on or after 1 January 2025 or later years and which the Company has decided not to adopt early:

- IAS 21 (amendments) - Lack of Exchangeability (Effective 1 January 2025)

None of the above listed changes are anticipated to have a material impact on the Company's financial statements.

# Notes to the Company Financial Statements

continued

## 2. Significant accounting policies continued

### Critical judgements in applying the Company's accounting policies

In applying the Company's accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below) and have been identified as being particularly complex or involve subjective assessments.

(i) Measurement of the investments – during the year, the Company measured its investment in Fixtaia at fair value through profit and loss.

The strategy of the Company as an Investing Company is to generate value through holding investments for the short to medium term. Therefore, the Directors believe that the fair value method of accounting for the investment is in line with the strategy of the Company.

If the Company was not an Investing Company, the investments in Fixtaia would have been accounted for as a subsidiary undertaking in the consolidated financial statements.

(ii) Fair value of the investments – the Directors have recorded the current year investment in Fixtaia at fair value. All investments have, to date, for structuring purposes been held by Fixtaia. The fair value at the end of the period has been calculated on the basis of the net assets of Fixtaia. The net assets of Fixtaia consist of an investment in a listed entity, together with 2 private companies and cash/cash equivalents. The listed investment is carried at the quoted price as at 31 December 2024.

The Directors believe that this valuation approach represents the price the Company would expect to receive in an orderly transaction between market participants.

### Key sources of estimation in applying the Company's accounting policies

The Directors believe that there are no key assumptions concerning the future. Estimates utilised in preparing its financial statements are reasonable and prudent, however, actual results could differ from these estimates. The most significant estimates and judgements that are required to be made are in respect of the valuation of investments for which no reliable market price is available (see note 10).

## 3. Alternative performance measures reconciliations

Alternative performance measures (APMs), such as underlying results, are used in the day-to-day management of the Company, and represent statutory measures adjusted for items which, in the Directors' view, could influence the understanding of comparability and performance of the Company year on year. The reconciliation of APMs to the reported results is detailed below:

	2024 £'000	2023 £'000
Profit/(loss)	18,820	(10,120)
Interest income	(1,384)	(1,317)
Income tax expense/(credit)	932	(566)
<b>Underlying EBIT</b>	<b>18,368</b>	<b>(12,003)</b>
	2024 (in thousands)	2023 (in thousands)
Weighted average number of Ordinary Shares – Basic	526,129	552,189
Weighted average number of Ordinary Shares – Diluted	526,129	552,189
<b>Underlying Basic earnings/(loss) per share for total operations</b>	<b>3.5p</b>	<b>(2.3p)</b>
<b>Underlying Diluted earnings/(loss) per share for total operations</b>	<b>3.5p</b>	<b>(2.3p)</b>

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#### 4. Interest Income

In June 2024, the Company opened a deposit account with RBS. It continued to earn interest on its deposit account with Investec Bank plc until September 2024. Interest earned during 2024 amounted to £1,384k (2023: £1,317k), with £Nil (2023: £133k) of this receivable at the year end.

#### 5. Employees and Directors

Staff costs and the average number of persons (including Directors) employed by the Company during the period are detailed below:

	2024 £'000	2023 £'000
<b>Staff and Director costs for the Company during the period</b>		
Wages and salaries	255	287
Social security costs	12	23
	<b>267</b>	310
<b>Average monthly number of employees and Directors</b>		
Employees and Directors	3	4

A summary of Directors' remuneration (key management personnel) is detailed below:

	2024 £'000	2023 £'000
Emoluments, bonus and benefits in kind	255	287
<b>Total Directors' remuneration</b>	<b>255</b>	287

Remuneration of the highest paid Director is detailed below:

	2024 £'000	2023 £'000
Emoluments, bonus and benefits in kind	104	96

#### 6. Audit fees

During the period, the Company obtained the following services from the Company's auditors, the costs of which (inclusive of VAT as the Company is not registered for VAT) are detailed below:

	2024 £'000	2023 £'000
Fees payable for the audit of the Company's annual financial statements	103	82
Audit-related assurance services	–	–
<b>Total fees payable to Company's auditors</b>	<b>103</b>	82

# Notes to the Company Financial Statements

continued

## 7. Income tax

During 2024 the Company has held cash on deposit resulting in significant income received. In 2024, a deferred tax asset of £428k (2023: £566k) is recognised.

The income tax expense for the period included in the statement of comprehensive income can be reconciled to profit before tax multiplied by the standard rate of tax as follows:

	<b>2024</b>	<b>2023</b>
	<b>£'000</b>	<b>£'000</b>
Profit/(loss) before tax	<b>19,752</b>	(10,686)
Expected tax charge/(credit) based on an effective corporation tax rate of 25% (2023: 23.01%)	<b>4,938</b>	(2,459)
Effect of expenses not deductible in determining taxable profit	<b>21</b>	2,516
Tax rate changes	–	(45)
Movement of tax losses for which no deferred tax asset has been recognised	–	(578)
Income not taxable	<b>(4,834)</b>	–
Taxable interest income	<b>795</b>	–
Adjustments in respect of prior years	<b>12</b>	–
<b>Income tax expense/(credit)</b>	<b>932</b>	(566)

The main rate of corporation tax is 25% for the financial year beginning 1 April 2024 (previously 25% in the financial year beginning 1 April 2023). This main rate applies to companies with profits in excess of £250k. For profits below £50k, a lower rate of 19% is generally applicable.

Expenses not deductible consist of legal and professional fees relating to capital items for share buybacks.

Taxable interest income relates to interest income and loan redemption premium received by Fixtaia that has been brought into the charge to UK tax during the period by the Company.

## 8. Dividends

At the date of approving these Financial Statements, no final dividend has been approved or recommended by the Directors (2023: £Nil).

## 9. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the same period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the potentially dilutive instruments into ordinary shares. The Company has no dilutive instruments to be included in the calculation.

	<b>2024</b>	<b>2023</b>
	<b>£'000</b>	<b>£'000</b>
Profit/(loss) attributed to equity shareholders	<b>18,820</b>	(10,120)

	<b>2024</b>	<b>2023</b>
	<b>(in thousands)</b>	<b>(in thousands)</b>
Weighted average number of Ordinary Shares – Basic	<b>526,129</b>	552,189
Weighted average number of Ordinary Shares – Diluted	<b>526,129</b>	552,189

Basic earnings/(loss) per share for total operations	<b>3.6p</b>	(1.8p)
Diluted earnings/(loss) per share for total operations	<b>3.6p</b>	(1.8p)

## 10. Investments at fair value through profit or loss

	<b>At</b>	<b>Additions</b>	<b>Change in</b>	<b>Total</b>	<b>Fair value</b>
	<b>1 December</b>	<b>during</b>	<b>fair value</b>	<b>investments</b>	<b>level</b>
	<b>2023</b>	<b>the period</b>	<b>2024</b>	<b>2024</b>	
	<b>£'000</b>	<b>2024</b>	<b>£'000</b>	<b>£'000</b>	
		<b>£'000</b>			
Fixtaia Limited	55,392	12,500	19,336	<b>87,228</b>	3

	<b>At</b>	<b>Additions</b>	<b>Change in</b>	<b>Total</b>	<b>Fair value</b>
	<b>1 December</b>	<b>during</b>	<b>fair value</b>	<b>investments</b>	<b>level</b>
	<b>2022</b>	<b>the year</b>	<b>2023</b>	<b>2023</b>	
	<b>£'000</b>	<b>2023</b>	<b>£'000</b>	<b>£'000</b>	
		<b>£'000</b>			
Fixtaia Limited	34,338	31,910	(10,856)	<b>55,392</b>	3

Fixtaia is the subsidiary vehicle where all investment transactions are executed and held.

During the current period, the Company received 125 shares in Fixtaia for cash consideration of £12.5m. The number of shares held in Fixtaia as at December 2024 was 775.1 (2023: 650.01). At 31 December 2024, the investment in Fixtaia was revalued to £87.2m as per the net asset value of Fixtaia, resulting in a net revaluation gain of £19.3m through profit or loss.

The Company's accounting policy on fair value measurement is disclosed in note 2. The investment is categorised at Level 3 as there is no market activity on the date of measurement as they are a private company. Fixtaia is held at NAV.

Fixtaia holds a portfolio of listed and private assets. The listed assets are categorised as Level 1 and the private assets are categorised as Level 2/3 depending on the inputs used.

# Notes to the Company Financial Statements

continued

## 11. Financial assets and liabilities

	<b>2024</b>	<b>2023</b>
	<b>£'000</b>	<b>£'000</b>
<b>Financial assets at fair value through the profit or loss</b>		
Investments (see note 10)	87,228	55,392
<b>Financial assets at amortised cost</b>		
Amounts owed by related undertakings (see note 14)	–	–
Other receivables	106	297
<b>Total financial assets</b>	<b>87,334</b>	<b>55,689</b>
<b>Financial liabilities at amortised cost</b>		
Amounts owed to related undertakings (see note 14)	(4)	(35)
Current tax liability	(794)	–
Other payables	(278)	(351)
<b>Total financial liabilities</b>	<b>(1,076)</b>	<b>(386)</b>
Cash and cash equivalents	29,613	42,644
<b>Net funds</b>	<b>29,613</b>	<b>42,644</b>

The fair value of assets and liabilities approximates their book value.

Other receivables represent receivables, prepayments and accrued interest receivable. Other payables include accruals of £269k (2023: £288k).

The Company's overall risk management programme focuses on reducing financial risk as far as possible and therefore seeks to minimise potential adverse effects on the Company's financial performance. The policies and strategies for managing specific financial risks are summarised as follows:

### Market risk

Market price risk is the risk that the market price of a financial instrument will fluctuate due to changes in factors specific to the security or its issuer. This market risk comprises three elements – currency risk, interest rate risk and other price risk.

If the market value of the Company's investments increased/decreased in value by 10% as at 31 December 2024 the effect on the investment portfolio would have been an increase/decrease of £8,723k.

### Currency risk

The Company holds one investment, via its subsidiary Fixtaia, denominated in a currency other than Sterling (GBP). Consequently, the Company is exposed to currency risk as the value of the investment denominated in Euro's will fluctuate due to the change in the exchange rate. The Company does not currently engage in currency hedging activities. The Company's cash is held in GBP.

### Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect the level of income receivable on cash deposits. The Company's interest-bearing assets are cash and cash on deposit at Royal Bank of Scotland ("RBS"). The Company would be significantly affected by changes in interest rates on cash held on deposit with RBS. Interest rate movements may affect the fair value of investments in fixed interest and equity securities.

### Liquidity risk

Liquidity risk is the risk to Company will encounter difficulties in meeting its obligations associated with its financial liabilities. The Company undertakes short-term cash forecasting to monitor its expected cash flows against its cash availability. The Company also undertakes longer-term cash forecasting to monitor its expected funding requirements in order to meet its current business plan. The Company has sufficient cash to cover all outstanding current liabilities at the period end.

### Credit risk

The Company's principal exposure to credit risk is in the amounts owed by related undertakings. As at 31 December 2024, £4k is owed to DBAY Advisors Limited.

### Capital management

Capital comprises share capital of £5.2m (2023: £5.3m).

## 12. Capital and reserves

	No of shares '000	Called up share capital £'000
Ordinary shares of 1p each in issue at 30 November 2023	533,087	5,331
<b>Ordinary shares of 1p each in issue at 31 December 2024</b>	<b>524,350</b>	<b>5,244</b>

All ordinary shares in issue referred to in the table above were authorised and are fully paid.

### Share repurchase

A share buyback programme commenced in April 2023. During the current period, the Company cancelled 280,411 shares that were repurchased in the prior year. From December 2023 to May 2024, 8,455,757 shares were repurchased and cancelled resulting in share capital balance of £5,244k from 31 May 2024. The shares were purchased for a premium and incurred costs in the form of commission and levies, resulting in a reduction of retained earnings of £947k.

The share buyback programme concluded on 9 May 2024. A total of 37,414,326 shares were repurchased and cancelled throughout the programme.

## 13. Retained earnings

	31 Dec 2024 £'000	30 Nov 2023 £'000
At 1 December	93,182	107,091
Profit/(loss) for the period	18,820	(10,120)
Share repurchase	(947)	(3,795)
Disposal of own shares	-	6
<b>At 31 December and 30 November</b>	<b>111,055</b>	<b>93,182</b>

## 14. Related party transactions

	Transactions with related parties		Amounts owed by related parties		Amounts owed to related parties	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000	2024 £'000	2023 £'000
<b>Related party</b>						
DBAY Advisors Limited	(20)	(208)	-	-	(4)	(35)

During the period, DBAY Advisors Limited paid for expenses of £19k (2023: £35k) on the behalf of the Company. As at 31 December 2024, £4k is owed to DBAY Advisors Limited. (2023: £35k).

During the period, Fixtaia accrued performance fees of £3,149k (2023: £694k). The balance outstanding as at 31 December 2024 was £3,873k (2023: £889k).

The Company did not enter into any other related party transactions.

# Notes to the Company Financial Statements

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continued

## 15. Capital commitments

At 31 December 2024, the Company had no commitments (2023: £Nil).

## 16. Contingent liabilities

At 31 December 2024, the Company had no contingent liabilities (2023: £Nil).

## 17. Subsequent events

On 10 January 2025, DBAY announced a recommended offer for the entire share capital of Alliance of 62.50p per share representing a 14% increase in value per share compared to LDG's average purchase price and a 37% premium to the valuation as at 31 December 2024. On 10 March 2025, DBAY announced an increase in its offer to 64.75p per share, representing an 18% increase in value per share compared to LDG's average purchase price and a 42% premium to the valuation as at 31 December 2024. The offer is being conducted as a scheme of arrangement, which became effective on 14 May 2025.

On 17 March 2025, LDG announced its quarterly portfolio data. As at 31 December 2024, LDG's unaudited estimated NAV per share was £0.223. An update on the investments was also provided, along with a distribution update in that LDG intended to launch a tender offer in the coming weeks.

On 28 March 2025, LDG announced that it had published a circular ("Circular") containing details of a proposed tender offer to return up to £21.0m to shareholders at a tender price of 19 per share (the "Tender Offer"). If implemented in full the tender offer would result in the purchase, by the Company, of 110,526,315 Ordinary Shares or approximately 21.08% of the voting share capital. The Circular also contained a notice of general meeting of the Company in relation to the Tender Offer, which was held on 22 April 2025. The resolution approving the Tender Offer at the general meeting of the Company was passed by the shareholders and the Tender Offer closed that day.

On 24 April 2025, the Company announced the results of the Tender Offer. Valid tenders were received for basic entitlements in respect of 105,721,869 Ordinary Shares, which were satisfied in full. Valid excess tenders were scaled back such that the Tender Offer was implemented in full. The 110,526,315 Ordinary Shares tendered have been repurchased by the Company and subsequently cancelled, pursuant to which the Company's issued share capital comprises 413,824,079 Ordinary Shares.

# Glossary

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<b>Term</b>	<b>Definition</b>
<b>Accounts</b>	The financial statements of the Company
<b>Admission</b>	The admission of the issued ordinary shares in the Company admitted to trading on AIM that became effective on 31 December 2020
<b>AGM</b>	Annual general meeting of the Company
<b>AIM</b>	Alternative Investment Market of the London Stock Exchange
<b>AIM Rules</b>	The AIM Rules for Companies published by the London Stock Exchange from time to time (including, without limitation, any guidance notes or statements of practice) which govern the rules and responsibilities of companies whose shares are admitted to trading on AIM
<b>AIM Investing Company</b>	An Investing Company as defined by the AIM rules
<b>APMs</b>	Alternative Performance Measures
<b>Board</b>	The Board of Directors of the Company
<b>Company</b> or <b>LDG</b>	Logistics Development Group plc, a public limited company incorporated in England and Wales with registered number 08922456
<b>DBAY</b>	DBAY Advisors Limited and/or any fund(s) or entity(ies) managed or controlled by DBAY Advisors Limited as appropriate in the relevant context
<b>Directors</b>	The Directors of the Company as at the date of this document, as identified on page 11
<b>EPS</b>	Earnings per share
<b>Fixtaia</b>	Fixtaia Limited, a company incorporated in Jersey (company no. 140806). Fixtaia is the subsidiary investment vehicle. All investments are executed and held in Fixtaia. Registered office is at 2nd Floor, Gaspé House, 66-72 Esplanade, St. Helier, JE1 1GH, Jersey
<b>FY23</b>	Financial year ended 30 November 2023
<b>FY24</b>	Financial period for the 13 months to 31 December 2024
<b>HY24</b>	Six-month period ended 31 May 2024
<b>IAS</b>	International Accounting Standards
<b>IFRS</b>	International Financial Reporting Standards
<b>Investment Management Agreement</b>	An investment management agreement entered into between the Company and DBAY, pursuant to which DBAY has been appointed as the Company's Investment Manager
<b>Investing Policy</b>	The Company's investing policy more particularly set out on pages 7 and 8

# Glossary

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continued

<b>Term</b>	<b>Definition</b>
<b>Ordinary Shares/Shares</b>	Ordinary shares of £0.01 each in the capital of the Company
<b>QCA</b>	Quoted Companies Alliance
<b>QCA Governance Code</b>	QCA Corporate Governance Code for Small and Mid-Size Quoted Companies published by the QCA

# Advisors

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