NAVIGATING COMPLEXITY

CLARKSON PLC

2024 Annual Report

85%
Of global trade carried on ships

1.5
Tonnes of seaborne trade per capita in 2024

~2%
Shipping's share of global greenhouse gas emissions

Clarksons' experts continuously navigate the complexities of global trade. Shifting geo-political landscapes. The progression towards decarbonisation. Digital advancements. Through our market-leading position and breadth of services, we work in partnership with our clients to help them understand emerging challenges and execute opportunities across an extraordinary ecosystem of markets.

THIS IS OUR EVERYDAY

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Forward-looking statements

Certain statements in this Annual Report are forward-looking. Although the Group believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. The Group undertakes no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

Alternative performance measures ('APMs')

Clarksons uses APMs as key financial indicators to assess the underlying performance of the Group. Management considers the APMs used by the Group to better reflect business performance and provide useful information. Our APMs include underlying profit before taxation and underlying earnings per share. See pages 215 and 216 for further information on APMs.

MANAGING CHANGE

Disruption events are increasingly changing the course of international trade, but the flow of resources and goods must remain resilient. From adverse weather patterns to human conflicts, regional politics to global pandemics, we help our clients navigate and overcome complex challenges. We do this every day, joining up our local presence, deep expertise and understanding of global events.

The Suez Canal is a vital shipping corridor. Disruption in the Red Sea has led to major changes in vessel deployment patterns.

MARKET TREND:

TRADE COMPLEXITY

Growth
Shipping is truly at the heart of global trade, crucial and fundamental to the world's supply chains. With economic development and population trends comes volume growth, and with rising geo-political tensions and extreme weather events comes ever-increasing complexity. Last year alone, seaborne trade volumes grew 300mt to reach 12.6bn tonnes, over 1.5 tonnes for every person on the planet. But changes in trading patterns meant cargo distances increased by 6% to 6.2 trillion tonne miles, the highest growth rate for over 10 years.

Disruption
Shipping is at the front line of global events and of underlying global macro change. Red Sea re-routing dramatically moved our markets in 2024, adding distance, disruption and shipping demand in many key segments. The impacts of sanctions continued to alter oil and gas trade flows, with Russian oil heading further east and European imports of both oil and gas pivoting towards longer-haul suppliers. Drought-induced disruption at the Panama Canal has normalised for the moment, but the global economic cycle, new trade tariffs and wider geo-political developments and tensions will again impact in 2025. Shipping must manage this disruption, retaining its vital resilience to protect global supply chains.

Trade
Clarksons is uniquely positioned to help support and guide our clients through these growing complexities. We facilitate and enable trade every second of every day. Our scale, our global presence, our cross-market coverage, our deep expertise and our data and intelligence-led understanding of market dynamics allow us to help manage risk and opportunity for our clients. We are the trusted partner for our industry as complexity builds in our markets.

85%
Global trade volumes carried on ships[1]

6%
Increase in global seaborne trade average haul across 2023-24[1]

-67%
Decline in vessel tonnage (GT) transiting the Suez Canal in 2024[1]

1 Source: Clarksons Research

EMPOWERING ACTION

Striving to reach net zero by 2050 is an ambitious yet essential goal. The green transition in shipping is moving towards alternative fuels and more efficient technology, driving an unprecedented fleet renewal programme. Complex emissions regulation must be understood, as must changes in the financial landscape. And the energy transition is powering opportunities in offshore wind. Every day, our clients face the huge opportunities and challenges that drive their energy transition strategy. We help empower them to act proactively and with confidence.

At the start of 2024, the shipping industry saw a milestone development in the extension of the EU Emissions Trading System ('ETS') to maritime, placing a price on carbon emissions for the first time.

MARKET TREND:

ENERGY TRANSITION

Green transition
The shipping industry produces circa 2% of all global emissions, and while a start on decarbonisation has been made, it is only the beginning of what will be a transition over many decades. Despite more varied government support for emissions regulation as geo-political priorities have evolved, a complex global and regional regulatory framework is being built out and impacting investment behaviour. Fleet renewal, including of alternative-fuelled vessels that made up 50% of new orders in 2024, alongside retrofitting of Energy Saving Technologies ('ESTs') and slow speeding are strategies being deployed by shipping companies and cargo owners. This green transition is central to Clarksons' strategy and we have invested to be able to lead positive change, building out our intelligence offering and also our capacity to provide clients with advisory and execution including across key newbuilding and fleet renewal investments.

Offshore transition
Offshore wind will play a vital role in the energy transition, building out from its 0.4% contribution to global energy supply today. A dedicated offshore wind fleet is being developed for this expansion, supporting the development and maintenance of offshore wind farms as this sector becomes increasingly international and moves further from shore. Our investments around data with Renewables Intelligence Network, the growth of our consultancy and offshore renewables shipbroking teams, our expertise in finance and our leading port services team are all helping empower the accelerated development of offshore renewables.

Energy transition
Nearly 40% of all seaborne trade today involves energy transportation, crucial to the global supply chains that ensure energy security. With the leading chartering teams globally, Clarksons enables this energy trade every day, supporting the global movement of both oil and expanding gas volumes. And we are also investing to support the development of the fuels of the future. Alternative fuels such as ammonia and methanol will require transportation in increasing volumes, requiring newbuilding investment, while transportation needs for CO_2 will also expand, requiring a new generation of tankers.

~1bn

Tonnes of CO_2 equivalent emitted by shipping in 2024[1]

50%

Vessel tonnage ordered in 2024 that is alternative-fuel capable[1]

77GW

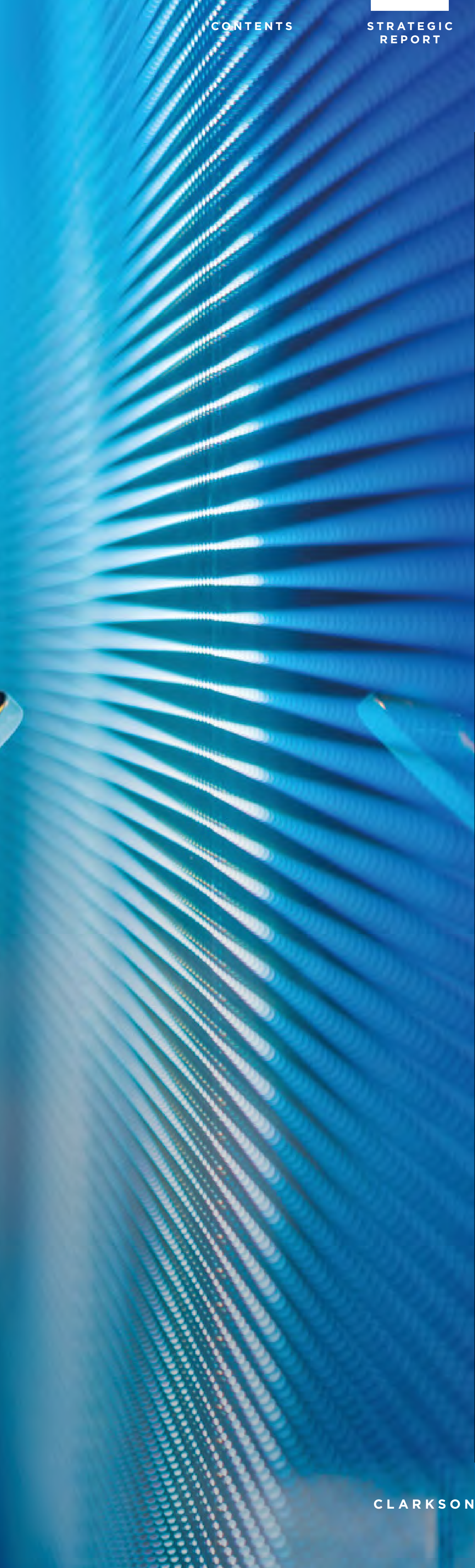
Offshore wind capacity online by the end of 2024[1]

1 Source: Clarksons Research

HARNESSING TECHNOLOGY

We harness technology to transform our business and how we work. It's increasing efficiency, reducing risk and accelerating progress. It's digitalising workflows, generating data and creating intelligence. It's providing solutions for our clients and the industry. And it's combining innovative technology with our trusted understanding of the shipping industry.

Technology is central to our strategy. The availability of reliable and trusted data, in a click, is becoming increasingly expected.



MARKET TREND:

TECHNOLOGY GROWTH

Opportunity
Rapidly evolving technology is introducing huge opportunities across all aspects of the economy and of society. And for shipping, there is the potential to utilise technology to radically improve efficiency, to manage regulatory compliance, to improve transparency and to reduce emissions.

Trust
But with the opportunities from new technology, such as AI, there are also risks. The need to provide trusted data and intelligence is more vital than ever. And while a range of new technology entrants are also looking to exploit technology opportunities within shipping, industry participants also look to partners with established critical mass, domain knowledge and industry understanding. Shipping must use innovative technology to digitalise its workflows but needs trusted partners that understand, not just technology, but also the complex needs of our industry.

Innovation
Technology is central to Clarksons' strategy. We invest in technology and data across every single one of our business lines. Our Broking business is a long-term investor in technology, and is today executing a digital transformation strategy, digitalising workflows and providing the tools for trade that differentiate us from the competitive landscape. Our Research division continues to utilise innovative technology to generate and deliver its proprietary data and intelligence. And our dedicated technology unit has built a market-leading intelligent freight platform, connecting charterers, brokers and owners to support streamlined workflows and deliver the digitalisation of freight and fixtures. Our platform enables greater collaboration and stronger governance across the chartering ecosystem, while also allowing users to optimise their freight and emissions.

4.9m
Vessel port callings tracked using AIS data in 2024[1]

25bn
Rows of data managed by Clarksons Research[1]

25,000
Users of Clarksons' digital platforms[1]

1 Source: Clarksons Research

STRATEGIC REPORT

PROTECTING INTEGRITY

Growing geo-political tensions. An increasingly complex sanctions regime. Compliance, regulation and the threat of corruption. Tackling this is our everyday. That's why we've made the deep investments in people, processes and technology needed to manage and facilitate trade against the backdrop of a rapidly changing geo-political and sanctions environment.

Conflicts in Ukraine and the Middle East are hugely complex, with an evolving sanctions regime and geo-political developments continuing to impact maritime.

MARKET TREND:

COMPLIANCE

Governance
Managing risk has always been critical across the maritime ecosystem. Now, driven by growing geo-political tensions, this risk is enhanced by an increasingly complex and fast-moving sanctions and compliance regime, impacting all aspects of the shipping industry like never before.

Since Russia's invasion of Ukraine, our industry has faced huge disruption, from immediate operational stress to fundamental changes in trade patterns surrounding the export of oil, natural gas and grain from the region. Sanctions have rapidly evolved, now impacting over 10% of the global tanker fleet. And with building geo-political uncertainty, the landscape will remain dynamic and fast-moving in the years ahead. We support our clients in managing this disruption through our deep understanding, global scale and our integrity in doing business.

Investment
Our investments in legal and compliance expertise are truly industry leading. We have built out a team of experts across legal, compliance and KYC that leverages our global scale and understanding. And combined with the use of our data and technology, we have developed robust and real-time systems that help us manage and facilitate trade for our clients in the rapidly changing geo-political world we now live in.

Community
Protecting integrity for Clarksons means much more than just compliance. It is about ensuring the maritime industry as a community keeps pace with change and continually professionalises people and process. We lend our support to the wider shipping community by helping to upskill the next generation of talent entering the industry. We run programmes such as summer internships which aim to improve the transition between academic learning environments and a commercial business role. Our active involvement in a range of initiatives and associations ensures we continue to protect the integrity of Clarksons, and indeed the shipping industry at large.

3%
Of global fleet capacity currently subject to sanctions (US/UK/EU/UN)[1]

250%
Increase in Russian crude oil exports to India and China since 2022[1]

12%
Of global crude tanker fleet capacity currently subject to sanctions (US/UK/EU/UN)[1]

1 Source: Clarksons Research

OUR BUSINESS

Clarksons is at the heart of global shipping, helping clients make smarter decisions at every stage of the shipping lifecycle. Our global presence, depth of relationships and total service offering are underpinned by research, enabled by technology and implemented by the best people.

OUR PURPOSE

We empower our clients and our people to make better informed decisions using our market-leading intelligence; and in doing so, meet the demands of the world's rapidly evolving maritime, offshore, trade and energy markets.

OUR VALUES

We always act with integrity
We are honest and straight talking with no tolerance for hidden agendas or politics. We act with thoughtfulness and integrity so our clients know they can trust us to do the right thing.

We are dedicated to excellence
We work as a team, using our insight and intelligence to explore innovative solutions. We strive to exceed clients' expectations, every time.

We collaborate and challenge
We are committed to collective success and we are not afraid of challenging the status quo to achieve it. Across over 60 offices in 25 countries, we work together to reach the best outcomes.

OUR BEHAVIOURS

Driven
...is the desire and passion to succeed, deliver excellence and make positive change: 'the will to win'.

Resilient
...is the ability to persist and adapt in difficult situations, bouncing back from setbacks.

Collaborative
...is working with colleagues to share information, develop skills, build Clarksons' community and deliver results.

Relationship builder
...is building strong, sustainable partnerships with colleagues, clients and stakeholders.

Smart
...is solving problems, providing advice and making smarter decisions based on logic, facts, data and a future view.

GLOBAL REACH

Where we operate

OUR DIVISIONS

Broking
Our broking services are unrivalled – in terms of the number and calibre of our brokers, our breadth of market coverage, geographical spread, digital solutions and depth of intelligence resources.

Financial
From full investment banking services to project finance and bespoke asset finance solutions for the shipping, offshore and natural resources markets, we help our clients arrange funding for transactions and conclude deals in a complex ship finance landscape.

Support
Our teams provide the highest levels of support with 24/7 attendance at strategically located ports in the UK, mainland Europe and Egypt, offering a wide range of services including port agency, freight forwarding, helicopter operations, supplies and tools for the marine and offshore industries.

Research
Clarksons Research is the market leader in providing authoritative intelligence on all aspects of shipping. Millions of data points are processed and analysed every day, used by both our clients and our internal teams to underpin their unique offerings.

25
Countries in which Clarksons operates

67
Clarksons offices

2,100+
Employees

KEY HIGHLIGHTS

EXPANDING OUR BROKING EXPERTISE

Our people are our biggest asset, so we were delighted to make a number of key hires and internal promotions during the year, deepening the breadth of our services in diverse areas including Offshore and Renewables in South Korea, establishing a new Deep Sea Tanker Projects desk in Brazil and expanding our Middle East offering with a new Sale & Purchase desk in Dubai. We have also developed our derivatives businesses and our coverage of commodities markets.

Read more
Keeping section 172 at the forefront of Board discussions on page 99.

DECARBONISING SHIPPING

The maritime industry is uniting to accelerate action towards more sustainable ways of shipping. Through 2024 we have played a key role in guiding our clients through this green transition, whilst continuing to meet the evolving demands of global trade and energy markets.

Read more
Executing shipping with greener outcomes (case study) on page 47.

SUSTAINABLE GROWTH

We have delivered strong financial performance in a challenging environment and supported our clients through extensive global change.

As I reflect on 2024, I am extremely proud of the way Clarksons has successfully navigated a landscape marked by significant political, economic and environmental change.

Our expert and market-leading global teams have supported our clients through these turbulent times, offering strategic insights to help overcome challenges and capitalise on emerging opportunities.

The geo-political landscape has been particularly fast-moving, with ongoing global conflicts underscoring the critical importance of strong governance, deep knowledge and high-quality data as we advise our clients on vital decision-making against a backdrop of increasingly complex international sanctions.

RESULTS

This year marks the third consecutive year that our business has achieved an underlying profit before tax[1] of over £100m. Revenue increased by 3.4% to £661.4m, driven by growth across the business. This outstanding achievement underscores the importance, and success, of our strategy to focus on global expansion, recognising opportunities, entering new markets, hiring the best individuals and teams, and building a business with the scale and leading market position to deliver sustained growth.

DIVIDEND

We are delighted that, for the 22nd consecutive year, and in line with our progressive dividend policy, the Board is recommending an increased final dividend of 77p per share, bringing the total dividend for 2024 to 109p per share, an increase of 7% compared to 2023.

PEOPLE

We are now a global group of over 2,100 talented and diverse employees with an expanded breadth of services and reach. We are proud of being able to attract and retain the best talent in the industry.

Our people are unquestionably our most important asset and the key to our success, and we thank each and every member of Clarksons for their unstinting hard work and dedication.

We know from employee feedback how The Clarkson Foundation aligns to the culture of the Group and are proud to be able to support its aim of making a meaningful positive impact in the world.

BOARD

In August we welcomed Constantin Cotzias to the Board as an independent Non-Executive Director, and member of the Audit and Risk Committee.

Constantin is European Director at Bloomberg, where he is Global Head of External Affairs, the Chair of Bloomberg Tradebook and a Director of Bloomberg Multilateral Trading Facility. Constantin brings a strong understanding of financial markets, data and technology, and also experience in growing data-focused businesses. His experience will be invaluable as we continue to grow the business across all of these areas.

Birger Nergaard stepped down from the Board in May 2024 following the Company's AGM. We thank him for nine years of valuable and dedicated service to the Group.

OUTLOOK

2024 has been a year of resilience and growth for Clarksons. We have delivered strong financial performance in a challenging environment and supported our clients through extensive global change.

The opportunity before us remains significant, as commodity demands combined with energy security and environmental factors, provide a complex backdrop for market growth in the medium term.

However, following a year of extensive political change, ongoing conflicts in the Middle East and Russia-Ukraine, adding further complexities, markets have slightly softened as economies grapple with the immediate impacts of this phase of change.

We are uniquely positioned through our global and regional expertise, accompanied by our exceptional data insights, to respond to any changes that arise. We will focus all our efforts on supporting our clients as they evolve their strategies to meet these changes.

As we look ahead, we continue to hire and build on our strengths, driving sustainable growth for our shareholders. Our robust cash flow and forward order book affords us agility and enables us to take swift and decisive decisions to make investments to support the business.

Thank you for your continued support.

Laurence Hollingworth
Chair
7 March 2025

INVESTMENT PROPOSITION

STRONG GROWTH

We are a consistently profitable and cash-generative business.

MOMENTUM

We continue to invest to build on our position as the market leader across our core sectors.

EXPERIENCE

We provide best-in-class advice and service to all our clients by having the best people.

TRACK RECORD

This is our 22nd year of consecutive dividend increases.

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

RECORD PERFORMANCE

Market complexities have continued to provide both challenges and opportunities for Clarksons.

2024 was another year of disruption, complexity and opportunity for global shipping markets, and I am immensely proud of, and grateful to, our colleagues across the world for their unwavering commitment and exceptional contributions, which have led to another record year for Clarksons.

The fundamental supply and demand dynamics of the industry remained in fine balance during the year, with underlying trade volume growth and disruptions to trade patterns increasing demand, while the supply side remained challenged by low orderbooks in certain sectors and a tight shipbuilding market. Seaborne trade grew by 2.4% in 2024, driven by global economic consumption and rising energy and resource requirements.

Conversely, despite a 13% increase in global shipyard output in the year, the global fleet grew steadily at 3.4%, weighted towards the containers and LNG sectors. Prices for newbuild vessels remained high, reaching peak 2008 levels, following inflationary pressures at shipyards, firm forward cover and strong ordering volume.

Ongoing conflicts in the Middle East and Russia-Ukraine continued to underscore the importance and fragility of global supply chains. An increasingly complex and evolving sanctions environment added to challenges for shipowners and charterers alike with some 1,300 ships in the global fleet now sanctioned. These events led to significant shifts in the global flows of energy and resources and the largest increase in tonne miles in the sector for 15 years. Our position at the forefront of the industry, bolstered by our global and regional expertise and deep market intelligence, has enabled us to support our clients in managing these complexities effectively.

The green transition remains a significant underlying trend as the industry moves towards alternative fuels and more efficient technology, and embarks on an unprecedented fleet renewal programme to meet 2030 and 2050 emissions targets. Half of orders by tonnage in 2024 involved alternative fuel and 7% of the global fleet is now fitted with green or alternative fuel technology, a number which is forecast to rise to 20% by 2030. Retrofitting has also been a key theme, with 34% of the fleet now equipped with energy-saving technology. Our Green Transition and Research teams continue to provide clients with the support, data and intelligence they need as they respond to the opportunities and challenges the move towards decarbonisation provides.

BROKING

The Broking division had a very strong year, supported by an active sale and purchase market across newbuilding and secondhand transactions, and generally robust conditions across all other sectors. The forward order book ('FOB') continues to grow, both for invoicing in 2025 and further out over the coming years. This FOB gives us good visibility of baseline future earnings.

Geo-political disruptions, the redistribution of energy flows and an underlying increase in Atlantic to Pacific commodity trade resulted in significantly increased tonne miles, supporting rates and activity in chartering. The offshore sector also performed well during the year, with rates reaching record levels on the back of investor sentiment following a supply-side rebalancing and incremental demand gains.

Carbon emissions from the industry increased slightly due to the increase in tonne miles. Our Broking and Green Transition teams continue to advise clients on fleet renewal programmes and the latest green technologies to achieve longer-term environmental targets.

The Broking division continued to invest in expanding its global footprint through the hiring of new people and teams both in the UK and overseas. Key hires included leaders from both competitors and principals, increasing the scope and services we offer our clients, and extending the products we cover in both the physical and derivative markets. The truly global nature of the business is demonstrated by the fact that two-thirds of our brokers are now based outside of the UK, with representation in every major shipping geography and sector. We remain focused on being best in class in every sector of shipping, servicing clients with local expertise supported by the data, technology and insights of a truly global business.

Segmental profit before taxation from Broking was £122.6m at a margin of 23.2% (2023: £121.2m and 23.5%).

FINANCIAL

The Financial division faced a more challenging year, with reduced investor risk appetite in certain sectors amid geo-political uncertainty. Capital markets activity was also tempered in shipping equities as companies continued to focus on debt repayments and returns to shareholders. Investor sentiment was more stable across the metals and minerals and offshore sectors.

Overall, our investment banking team supported and advised clients on executing a number of mandates across, particularly, debt capital markets and M&A.

Debt capital markets performed particularly well, supported by a record year of activity in the Nordic high-yield bond market.

Investor interest in shipping project finance remained healthy, albeit real estate market activity has continued to be challenged.

The division reported a segmental profit before taxation of £5.2m in 2024 compared with £6.6m in 2023.

SUPPORT

Our Support division had a record year despite the significant reduction in transits through the Suez Canal. The division's increasingly diversified offering across the offshore oil and gas, marine and renewable energy sectors, and broadening client base, has enhanced performance during recent years.

The activities of Gibb Group, specialists in tools and supplies, and safety and survival products, were enhanced further by the acquisition of Trauma & Resuscitation Services Limited, now rebranded to Gibb Medical and Rescue, in early 2024. The company is a leading provider of enhanced first aid training, compliance and emergency response services and has performed beyond management's expectations in its first year of ownership.

The Support division produced a segmental profit before taxation of £7.7m and a 11.8% margin in 2024 (2023: £6.4m and 11.3%).

RESEARCH

As markets become more complex and the supply of data becomes increasingly key to decision-making, our leading Research division plays a progressively more important role in offering depth of knowledge and best-in-class insights across the sector.

We continue to invest in providing market-leading intelligence which, combined with our understanding of the shipping and offshore markets and digital capabilities, is supporting over 3,500 clients globally. The division is constantly evolving its products across geo-political trends, the energy transition and fleet evolution. 2024 also saw increasing demand from clients to embed data within workflows to support real-time information and decision-making. The increasing demand from clients has resulted in recurring revenue increasing to 90%.

The division increased segmental profit before taxation by 13% to £9.5m (2023: £8.4m).

SEA

Our Sea platform continues to move forward, achieving growth in both customer base and volumes. Sea Trade 2.0 was released in the second half of the year, with all clients now successfully migrated to the new operating platform. This more flexible technology base will enable our clients to benefit from increasingly efficient workflows and data access to manage their pre-fixture activities, and will provide the base for faster and more extensive cross-market product releases in the future.

OUTLOOK

For some years now we have started each new financial period with an uncertain geo-political outlook; 2025 has started with more uncertainty than most due to political change, ongoing regional conflicts, increased trade tensions, tariffs and sanctions, inflation and changing monetary policy across global economies. As I write this report, the impact of these uncertainties is that freight rates and asset values have broadly fallen, which has meant that the value of spot business done to date is less than the same period last year.

Our FOB continues to grow, both for 2025 and beyond, providing good visibility of baseline future earnings. The FOB for invoicing in 2025, as at the end of 2024, amounted to US$231m, US$14m higher than at the beginning of 2024. The invoicing profile of this FOB, together with the expected uptick in spot revenues following a slow start to the year, means that 2025 is expected to be second-half weighted, as it has been in most years.

Once the current uncertainty starts to recede, the markets will, over time, rebalance, incorporating trade currently operated by the shadow fleet, and clients will again be able to be more strategic in their forward planning, including a focus on fleet renewal programmes. We will continue to invest in our business to ensure we maintain market-leading positions across all sectors, that we use value added technology, and that we have the best market intelligence and insight to support and advise our clients.

The strength of our balance sheet, excellent cash generation and a healthy FOB going forward many years gives us confidence to be at the forefront of opportunities for growth and to consider opportunities for M&A where accretive to the business. Clarksons is uniquely positioned to manage and advise clients through these more volatile markets.

Andi Case
Chief Executive Officer
7 March 2025

"I AM IMMENSELY PROUD OF, AND GRATEFUL TO, OUR COLLEAGUES ACROSS THE WORLD FOR THEIR UNWAVERING COMMITMENT AND EXCEPTIONAL CONTRIBUTIONS, WHICH HAVE LED TO ANOTHER RECORD YEAR FOR CLARKSONS.

Andi Case
Chief Executive Officer

CONTINUING TO DELIVER

For the third consecutive year, we are reporting profit before tax of over £100m and will continue our progressive dividend policy into its 22nd year.

The Group delivered another outstanding set of results in 2024, with revenue of £661.4m (2023: £639.4m) and underlying profit before taxation[1] of £115.3m (2023: £109.2m), both ahead of the comparative period. The performance was driven by a strong underlying operating result of £101.7m (2023: £100.2m) and finance income of £14.9m (2023: £10.5m), which benefited from the supportive interest rate environment. Underlying basic earnings per share[1] grew 4.3% to 286.9p (2023: 275.0p).

Reported profit before taxation and basic earnings per share were £112.1m (2023: £108.8m) and 277.1p (2023: 275.2p) respectively. Our performance has enabled the Group to continue its progressive dividend policy, which is now in its 22nd consecutive year. Accordingly, a full year dividend of 109p is recommended as described in more detail on page 21.

Free cash resources[1] increased to £216.3m (2023: £175.4m); the Group's diversified portfolio of businesses continues to deliver strong cash-generation across the cycle, which provides support for investment in the best people, market intelligence and technology to support and advise our clients. Where complementary to strategy, including establishing new teams, setting up in new geographies, expanding our coverage or increasing market presence, the Group actively pursues strategic and value-enhancing M&A opportunities.

£661.4m
Revenue
2023: £639.4m

£112.1m
Reported profit before taxation
2023: £108.8m

£115.3m
Underlying profit before taxation[1]
2023: £109.2m

109p
Dividend per share
2023: 102p

2024 performance overview

The Broking division had another successful year, reporting revenue of £529.3m (2023: £516.8m), representing growth of 2.4%. Supply and demand dynamics within the industry remained highly complex as global GDP growth and disruptions to trade patterns increased demand, while the supply side remained challenged by low orderbooks in certain sectors and a tight shipbuilding market. The division generated a segmental profit of £122.6m (2023: £121.2m), advising clients through complexity and enhancing its market-leading position across all sectors of shipping.

Geo-political complexity, energy security and the green transition remained consistent trends in 2024. Most sectors were impacted by disruption to key trade routes, notably the Suez and Panama canals. Whilst conditions in Panama eased towards the end of 2024, traffic through Suez remained at historically low levels. This disruption, in addition to the ongoing redistribution of energy flows following the Russia-Ukraine conflict, resulted in one of the largest increases in tonne miles for 15 years and provided upward momentum to rates across most sectors, in particular the dry cargo and containers sectors. Offshore oil and gas markets also performed well during the year, with day rates at record levels.

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

Newbuild sale and purchase activity across the industry was particularly strong in 2024, reaching the third highest total on record. Healthy cross-sector demand was supported by generally robust shipping markets, a focus on green fleet renewal and competition for berths at shipyards. Secondhand activity this year has also been positive, supported by bulker sales volumes and strong tanker and container activity against a backdrop of firm market conditions.

In the tankers and gases sectors, whilst market conditions were generally supportive of rates during the year, these were below the levels experienced in 2023. Both sectors experienced headwinds in the second half of the year from a slowdown in global demand, cuts in production and delays to projects coming online.

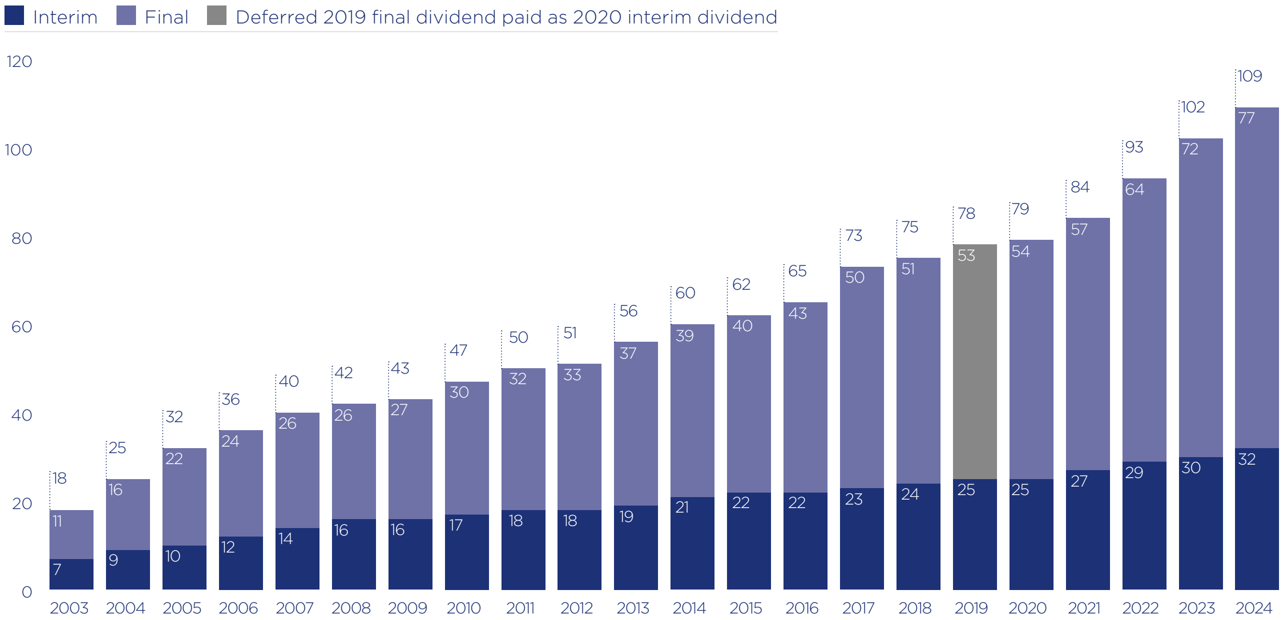
The Financial division faced a challenging economic backdrop in 2024, including inflation, extended periods of high interest rates and reduced investor confidence caused by geo-political tensions. Against this backdrop and faced with increased competition, the division performed well, reporting revenue of £42.6m (2023: £44.1m) and segmental profit before taxation of £5.2m (2023: £6.6m).

Activity and investor sentiment in the shipping and offshore markets remained generally positive throughout 2024 and the investment banking team remained active, executing several deals as clients sought to restructure and recapitalise their balance sheets or issue debt to support further investment and growth. Revenue from commissions on secondary trading was lower than in 2023, driven mainly by weaker activity in the equity capital markets. There was, however, strength in the debt capital markets, where favourable market conditions, particularly in the Nordic high-yield bond market, increased both revenue and the volumes of transactions executed.

Within the project finance business, positive investor sentiment enabled shipping and offshore activities to perform well, although real estate opportunities continue to be impacted by the prolonged high-interest rate environment, a volatile bond market and challenging construction and rental prices.

The Support division produced a record performance in 2024, delivering revenue of £65.0m (2023: £56.6m) and a segmental profit of £7.7m (2023: £6.4m). This was despite challenges in some sectors, including reduced transits through the Suez Canal impacting Egyptian agency business, delays and reduced activity in offshore energy projects in Northern Europe and pressure on margins in UK agency business. The division continues to look for opportunities to leverage its UK and Northern European footprint to support clients, including initiatives such as the

DIVIDEND PER SHARE (PENCE)



agreement with Norway-based Peak Group to combine expertise in port agency logistics, expanding its reach across the expanse of the North Sea.

In addition to core agency activity, the division continues to focus on supporting the offshore oil, gas and renewables sectors through the provision of specialist tooling, training and equipment. In February 2024, this offering was extended further through the acquisition of Trauma & Resuscitation Services Limited, which rebranded to Gibb Medical and Rescue during the year.

The Research division also produced another excellent financial performance generating revenue of £24.5m (2023: £21.9m) and a segmental profit of £9.5m (2023: £8.4m). Growth was achieved from new client penetration, and a cross-selling of services. Recurring revenue continues to represent over 90% of the division's sales, as clients value the market-leading insights and intelligence provided by the team. The division continues to innovate and invest in providing a consistent flow of high-quality, market-leading insights which this year have included a macro focus on decarbonisation and geo-political disruption.

Administrative expenses

The Group incurred underlying administrative expenses[1] of £526.0m (2023: £508.8m), representing an increase of 3.4%. The main driver of the increase year on year was continued investment in people and teams, which has enabled us to expand our product offering across new markets and geographies and to develop and train new talent across the business. Although the Group is focused on disciplined expense management, it is not immune from inflationary pressure and economic decisions affecting the global economy. The announcement in the Autumn 2024 Budget that UK employers' national insurance will rise by 1.2% is expected to increase the Group's remuneration and variable incentive costs in 2025.

The Group remains committed to investing across all areas of the business to ensure it has the best people, technology and market intelligence to support and service our clients globally.

Acquisitions

At the beginning of the year, the Group completed the acquisition of Trauma & Resuscitation Services Limited (since rebranded to Gibb Medical and Rescue) for an initial consideration of £2.0m. The acquisition extends the Group's offering to the oil and gas, marine and renewable energy sectors by providing market-leading first aid training, compliance and emergency response services. The business performed ahead of management's expectations in its first year of ownership, leveraging the breadth of the Group's network to generate new business opportunities.

In May 2024, the Group completed an asset purchase agreement with Independent Shipping Agencies Limited to acquire selected assets for an initial consideration of £0.1m. The investment increases the Support division's service offering to the dry cargo sector through the provision of superintending services.

In September 2024, the Support division also completed an asset purchase agreement with Wind Farm Equipment Limited for an initial consideration of £0.7m. This transaction further enhances the capabilities of the tooling and supplies business in the renewable energy sector.

Acquisition-related costs of £3.2m (2023: £2.6m), which include the above transactions, have been disclosed separately in the consolidated income statement, and relate to the amortisation of intangibles and costs linked to ongoing employment obligations. We estimate acquisition-related costs for 2025 to be £3.0m assuming no further acquisitions are made.

Dividend

The Board is recommending a final dividend in respect of 2024 of 77p (2023: 72p) which, subject to shareholder approval, will be paid on 23 May 2025 to shareholders on the register at the close of business on 9 May 2025.

Together with the interim dividend in respect of 2024 of 32p (2023: 30p), this would give a total dividend of 109p for 2024, an increase of 7% on 2023 (2023: 102p) and representing the 22nd consecutive year the Group has increased returns to shareholders. In reaching its decision, the Board took into consideration the Group's 2024 performance, balance sheet strength, ability to generate cash and forward order book.

Finance income and costs

The Group reported finance income of £14.9m (2023: £10.5m), as strong underlying cash generation from the business and proactive treasury management enabled the Group to capitalise on an extended period of high interest rates. Central banks' review of monetary policy saw interest rates cut towards the end of 2024, a trend which is forecast to continue in 2025. Finance costs were £1.9m (2023: £2.2m) and are mainly comprised of interest expenses on lease liabilities.

Taxation

The Group reported an underlying effective tax rate[1] of 22.5% (2023: 21.4%). The Group's underlying effective tax rate remains stable and is reflective of the broad international operations of the Group. The Group's reported effective tax rate was 23.0% (2023: 21.1%).

Foreign exchange

The Group is exposed to adverse movements in foreign exchange as its revenue is mainly denominated in US dollars whereas operating expenses are denominated in local currencies and financial performance is reported in sterling. The average sterling to US dollar exchange rate during the year was US$1.28 (2023: US$1.25), providing a headwind to this year's financial performance.

Free cash resources

The Group ended the year with cash balances of £431.3m (2023: £398.9m) and a further £62.0m (2023: £39.9m) held in short-term deposit accounts and government bonds, classified as current investments on the balance sheet.

Net cash and available funds[1], being cash balances after the deduction of the total cost of accrued bonuses, at 31 December 2024 were £243.7m (2023: £201.1m). The Board uses this figure as a better representation of the net cash available to the business since bonuses are typically paid after the year-end, hence an element of the year-end cash balance is earmarked for this purpose. It should be noted that accrued bonuses include amounts relating to the current year and amounts held back from previous years which will be payable in the future.

A further measure used by the Board in taking decisions over capital allocation is free cash resources[1], which deducts monies held by regulated entities from the net cash and available funds[1] figure. Free cash resources[1] at 31 December 2024 were £216.3m (2023: £175.4m).

In addition to these free cash resources[1], the Group has a strong balance sheet and has consistently generated an underlying operating profit and good cash inflow. Management has stress tested a range of scenarios from the base case, modelling different assumptions with respect to the Group's cash resources and, as a result, continues to adopt the going concern basis in preparing the financial statements. See pages 154 and 155 for further details.

Balance sheet

Net assets at 31 December 2024 were £495.7m (2023: £456.6m). The balance sheet remains strong, with net current assets and investments exceeding non-current liabilities (excluding pension assets and lease liabilities as accounted for under IFRS 16 'Leases') by £257.7m (2023: £206.5m). The Group's pension schemes had a combined surplus before deferred tax of £12.3m (2023: £13.4m).

Forward order book ('FOB')

The Group earns some of its commissions on contracts where the duration extends beyond the current year. Where this is the case, amounts that can be invoiced during the current financial year are recognised as revenue accordingly. Those amounts which are not yet invoiced, and therefore not recognised as revenue, are held in the FOB. In challenging markets, such amounts may be cancelled or deferred into later periods.

The Directors review the FOB at the year-end and only publish the FOB items which will, in their view, be invoiced in the following 12 months. At 31 December 2024, this estimate was US$231m (31 December 2023: US$217m).

Alternative Performance Measures ('APMs')

Clarksons uses APMs as key financial indicators to assess the underlying performance of the Group. Management considers the APMs used by the Group to better reflect business performance and provide useful information. Our APMs include underlying profit before taxation, underlying earnings per share, net funds and free cash resources. See pages 215 and 216 for further information on APMs.

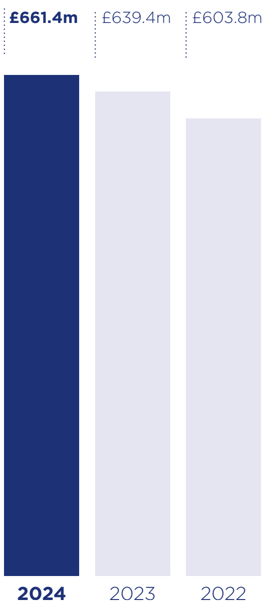
Jeff Woyda
Chief Financial Officer
& Chief Operating Officer
7 March 2025

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

SUSTAINABLE RETURNS

Our financial indicators show our progress in delivering against our strategy to create long-term sustainable value for all stakeholders.

REVENUE



£661.4m

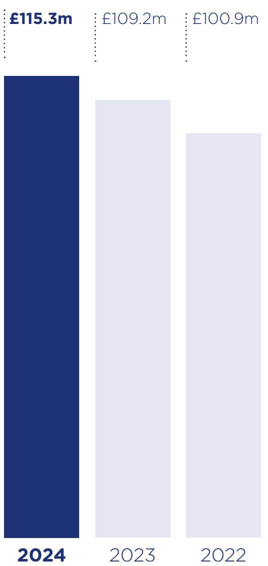
Definition
Revenue in sterling equivalent, translated at the rate of exchange prevailing on the date of the transaction. We have four revenue segments: Broking, Financial, Support and Research.

Why it is important for Clarksons
Revenue drives the business, resulting in cash generation and rewards to stakeholders.

Performance in 2024
Revenue increased by 3.4% versus 2023, driven by growth across the Broking, Research and Support divisions. A challenging market backdrop saw revenue decrease slightly in the Financial division.

Read more
Note 3 of the consolidated financial statements on pages 166 and 167.

UNDERLYING PROFIT BEFORE TAXATION[1]



£115.3m

Definition
Profit before taxation, exceptional items and acquisition-related costs as shown in the consolidated income statement.

Why it is important for Clarksons
The Board considers that this measurement of profitability provides stakeholders with information on trends and performance, before the effect of exceptional items, acquisition-related costs and different tax regimes around the world.

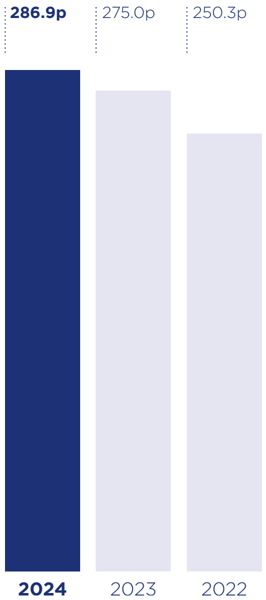
Performance in 2024
This increased by 5.6% compared to the previous year following a strong operating performance and a supportive interest rate environment.

Read more
Financial review on pages 18 to 21.

Whilst we use non-financial metrics within the business, such as in relation to employment matters, we do not use non-financial KPIs to measure the strategic performance of the Group.

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

UNDERLYING EARNINGS PER SHARE[1]



286.9p

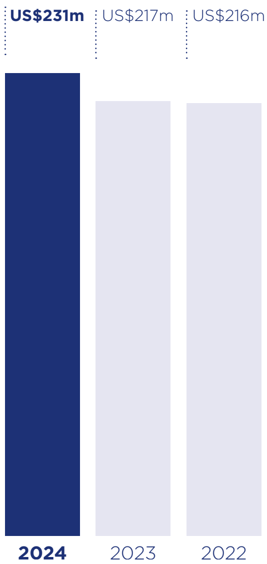
Definition
Profit after taxation and before exceptional items and acquisition-related costs attributable to equity holders of the Parent Company divided by the weighted average number of ordinary shares in issue during the year.

Why it is important for Clarksons
This measure shows how much money the Group is generating for its shareholders. It takes into consideration changes in profit and the effects of issuance of new shares but excludes the impact of exceptional items and acquisition-related costs. It is an important variable in determining our share price.

Performance in 2024
This increased by 4.3% in line with the growth in underlying profit before taxation[1] and reduced minority interest.

Read more
Note 8 of the consolidated financial statements on page 172.

FORWARD ORDER BOOK ('FOB') AT 31 DECEMBER FOR FOLLOWING YEAR



US$231m

Definition
The Directors' best estimate of commissions to be invoiced over the following 12 months as payments fall due.

Why it is important for Clarksons
The FOB gives a degree of forward visibility of income.

Performance in 2024
The FOB for the next 12 months has increased by US$14m compared to the equivalent 2023 position with strong freight rates across key markets, an increased focus on period business across all segments and increased newbuilding business driven by the green transition, leading to more long-term fixtures executed.

Read more
Financial review on pages 18 to 21.

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

AN INTEGRATED OFFERING

At the heart of global shipping.

OUR COMPETITIVE STRENGTHS

Leading reputation
Our clients remain loyal to us due to our end-to-end global offering, unrivalled service, breadth of knowledge and industry-leading range of products that span the maritime and financial markets.

The best people in the business
Our people are our most important asset, differentiating us from our competitors. We attract, retain and develop the best talent in the market, and our people have a track record of delivering for our global client base.

Understanding our clients' needs
We understand the challenges our clients face in a rapidly evolving world, drawing on our expertise to provide them with tailored solutions and services and the intelligence and tools they need to make smarter and cleaner decisions.

Authoritative intelligence
Research sits at the heart of everything we do, enabling us to develop bespoke solutions for our clients and support them in making fully informed business decisions across their freight and asset-owning strategies.

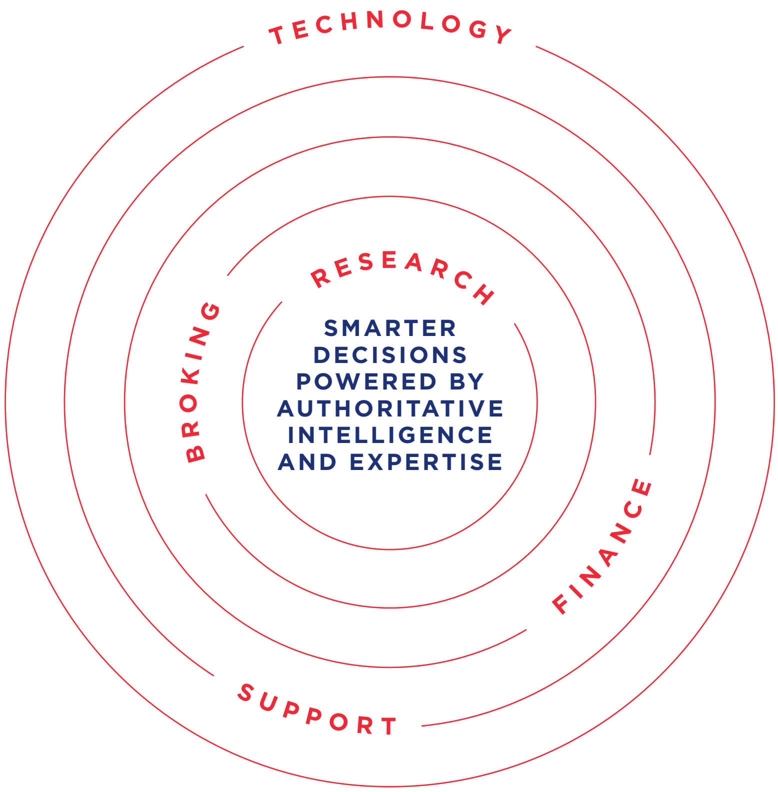
Robust technology platforms and tools
Our investment in technology complements the expertise of our people and provides our clients with real-time intelligence for decision-making and innovative tools for trade.

Green Transition
Through our Green Transition offering, we are committed to supporting our stakeholders across the industry as they move towards a cleaner future for global trade.

WHAT WE DO

Enabling global trade
As a strategic partner with a global presence, we help our clients make smarter decisions at every stage of the shipping lifecycle.

Everything we do is underpinned by research, enabled by technology and implemented by the best people.



LEADING POSITIVE CHANGE

Decarbonising shipping
Guiding the maritime industry through the green transition, and supporting our clients to reduce their carbon footprint through sector intelligence, technology and vessel replacement strategies.

Enabling digital transformation
Investing in our internal tools to build data-driven solutions for our clients, and further developing our Sea proposition to bring transformative digital solutions to the freight transaction process.

BROKING

Our brokers act as intermediaries between shipping principals in all major global markets. We help the principals negotiate the terms of a voyage, a timecharter hire or a contract of affreightment. We also help clients contract newbuildings, buy and sell secondhand vessels, and arrange the scrapping of older tonnage. Additionally, we provide derivative broking services to enable principals to manage and mitigate their risks.

How we make money
We earn a broking commission based on the value of the freight, the hire or the asset. On our derivative broking services we earn commission based either on the underlying contract value or as a fixed fee per contract.

FINANCIAL

The Financial division provides full investment banking services, project finance and bespoke asset finance solutions to the shipping, offshore and natural resources markets. We help clients to manage risk, arrange funding for transactions and conclude deals in a complex ship finance landscape.

How we make money
We earn commissions and fees from these activities.

SUPPORT

The Support division provides the highest standards of support to the marine and offshore industries with 24/7 attendance at strategically located ports. Our services include port agency, project logistics, freight forwarding, warehousing, crew travel and industrial supplies.

How we make money
We earn fixed agency fees and revenue from the sales of supplies.

RESEARCH

The Research division provides and sells data, analysis and intelligence covering every aspect of our markets, including shipping, trade, offshore and maritime. We provide clients with access to the information they need to operate their businesses more effectively.

How we make money
We earn revenue from digital offerings, typically recurring, alongside the provision of specialist services including data feeds, consultancy, valuations and market reports.

Read more
Business review on pages 28 to 43.

THE VALUE WE CREATE

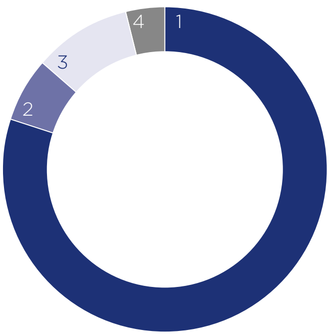
Our clients
Offering a market-leading service at every step of the shipping lifecycle.

Our people
Providing a great place to work where everyone can fulfil their potential.

Our communities
Having a positive impact on both the shipping community and wider society.

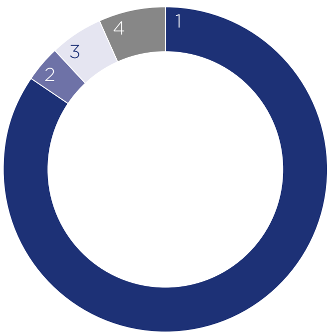
Our shareholders
Generating sustainable long-term value and returns.

SHARE OF REVENUE



	2024 £m
1. Broking	529.3
2. Financial	42.6
3. Support	65.0
4. Research	24.5

SEGMENTAL SPLIT OF UNDERLYING PROFIT BEFORE TAXATION



	2024 £m
1. Broking	122.6
2. Financial	5.2
3. Support	7.7
4. Research	9.5

LONG-TERM VALUE

Our strategy is to create long-term sustainable value for all of our stakeholders. We do this by building on our strong performance, which allows us to maintain and develop our position as the global market leader in shipping services.

BREADTH

Expanding our breadth to better tailor our integrated offer
With an expanding and industry-leading range of products and services spanning the maritime, offshore, trade and energy markets, and more touch points across the industry than anyone else, we are uniquely positioned to empower our clients to make better informed decisions, whilst enabling smarter, cleaner global trade.

Achievements
— Launch of a new desk by our Futures business focused on broking base and battery metals in both the futures and physical markets.
— Acquisition of Trauma & Resuscitation Services Limited, allowing Gibb Group to strengthen its offering to include comprehensive training courses on offshore first aid.

REACH

Extending our reach to support clients globally
Our global presence enables us to meet client needs wherever and whenever they arise. Through our growing global office network we share culture, values, IT systems and high standards of corporate governance across our business, as we use our local knowledge to provide our clients with truly global, cross-border advice.

Achievements
— Continued strategic expansion into South America by the establishment of a Deep Sea Tankers Projects desk in Rio de Janeiro.
— Expansion of our Middle East offering by adding a dedicated Sale & Purchase desk in Dubai.
— Establishment of a strategic collaboration with Peak Group, which provides agency services along the Norwegian coastline, broadening our port agency service offering.
— Investments into Research headcount focused on our Asian operations, with the expansion of our teams in Shanghai, Singapore and Delhi.

UNDERSTANDING

Stronger understanding of clients' needs
With a broad and long-established client base, we have worked with many of our clients for generations, building a deep understanding of their businesses and providing the services that have helped them to prosper. We use our leading technology and authoritative intelligence to offer unique and tailored solutions to meet our clients' needs.

Achievements
— Launch of a new Trade solution by Sea, with existing clients migrated to a more modern technology base, forming a solid foundation for the Sea platform and offering a seamless workflow, faster iterations and one data structure.
— Further expansion of our Sea offering with the introduction of Compliance Manager, allowing clients to ensure compliance with increasingly complex regulations within the fixture workflow, and Carbon Exposure, which empowers clients to manage voyage carbon emissions and costs through forecasting and tracking emissions.

PEOPLE

Empowering people to fulfil their potential
We are committed to attracting and retaining the best people, providing them with the tools and training that empower them to fulfil their potential. Our employees have access to our leading technology and authoritative intelligence, enabling them to support our clients to make smarter and better informed decisions.

Achievements
— Expansion of our bespoke Leadership Development Programme with a virtual offering in our Asia offices.
— Further embedded our competency and behaviours framework to support leadership and employee development, performance management and promotions based on consistent criteria.
— 2024 launch of the Trainee Broker Programme, designed to provide trainees with experience across various broking teams to accelerate their career development and develop the next generation of brokers.
— Enhancement of our structured training programme through the launch of Clarksons Academy Plus, a platform that features curated learning pathways for all employees.
— Joined Encompass Equality, a membership organisation which supports companies to advance DEI with a focus on investing in female retention and progression.

TRUST

Maintaining trust in shipping intelligence
Globally respected as a provider of market-leading data and intelligence, our research and data is widely trusted across the shipping industry to inform effective decision-making.

Achievements
— Regular tracking and briefings around market impacts of Red Sea disruption, tariffs on car imports, US East and Gulf Coast port strikes, the building geo-political complexities and evolution in US policy around sanctions, trade tariffs and energy.
— Addition of new data and functionality to the World Fleet Register around ports, liner services, incidents and vessel deployment.
— Further enhancements of Renewables Intelligence Network, providing leading data on offshore renewables, including new data on cable interconnectors, power purchase agreements and vessel sector utilisation alongside a series of country briefings.

GROWTH

Growing our business to improve performance
We are a consistently profitable and cash-generative business that is focused on creating long-term value for our shareholders. We continue to invest to build on our position as the market leader across our core sectors through the provision of best-in-class advice and service to our clients.

Achievements
— Maintained our progressive dividend policy and increased our dividend for the 22nd consecutive year.
— Attained a 5.6% increase in underlying profit before tax[1].
— Remained cash-generative and increased our free cash resources.[1]
— Continued to invest in new people, teams and geographies, developing our existing talent and expanding our product footprint whilst continuing to invest in market-leading tools and intelligence.

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

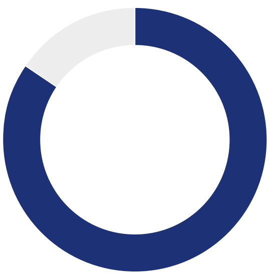
BROKING

Servicing clients with local expertise, supported by the data, technology and insights of a truly global business.

SHARE OF REVENUE

£529.3m
2023: £516.8m

SEGMENTAL SPLIT OF UNDERLYING PROFIT BEFORE TAXATION



£122.6m
2023: £121.2m

EMPLOYEES

1,450
2023: 1,365

FORWARD ORDER BOOK FOR 2025

US$231m*

As at 31 December 2023 for 2024: US$217m*

* Directors' best estimate of deliverable forward order book ('FOB')

Services:
- Dry cargo
- Containers
- Tankers
- Specialised products
- Gas
- Sale and purchase
- Offshore and offshore renewables
- Futures

"ALL BULKCARRIER SEGMENTS PERFORMED MORE STRONGLY IN 2024, WITH THE CAPESIZE MARKET SEEING THE SECOND FIRMEST YEAR SINCE 2010.

21%
Increase in average bulkcarrier earnings in 2024 vs 2023

>10%
Increase in containership demand from Red Sea re-routing

DRY CARGO

The dry cargo sector supports a range of important industrial sectors including construction, energy and agriculture, moving a record 5.7bn tonnes of cargo last year. Our dry cargo shipbroking team have a leading position across all ship sizes, performing robustly in 2024 and including strong growth in longer-term business. Overall, 2024 was a generally positive year for the bulkcarrier sector, with Clarksons' weighted earnings averaging over US$15,000/day, up 21% on 2023 and 18% on the 10-year average. All sub-segments saw improved earnings year on year but gains were most significant in the Capesize sector, where spot earnings averaged over US$25,000/day, the second strongest year since 2010. This was in part driven by strong trade volumes, which grew by circa 3.3% to 5.7bn tonnes, led by strong demand from China. Firm iron ore and bauxite exports from the Atlantic to Asia were particularly supportive to the Capesize sector, while the re-routing of vessels away from the Red Sea also added to vessel demand, albeit to a lesser degree than some other sectors. The bulkcarrier market ended the year on a softer note, as the typical seasonal upswing in demand in the fourth quarter disappointed; restrictions on Panama Canal transits (which provided some disruption upside in the first half) eased; and steady fleet growth (circa 3% in the full year) added to vessel supply. Looking ahead, demand trends remain reasonable heading into 2025, although growth rates could trend lower than 2024. Alongside another year of steady fleet growth (circa 3% is expected), earnings overall could see a softer tone with potential trade tariffs; the unwinding of Red Sea re-routing; and developments in the Chinese economy potentially impacting.

CONTAINERS

The container sector facilitates the transportation of a wide range of typically manufactured goods, including consumer and industrial goods, foodstuffs, chemicals and other manufactures. Container shipping markets experienced high freight and charter conditions across 2024, and our container shipbroking team leveraged its expertise and global breadth to successfully support clients on asset and chartering decisions in a volatile market heavily impacted by geo-political events. Diversions away from the Red Sea by major liner companies amid the hostility in the region generated a significant increase in vessel demand, amplified by underlying trade expansion and port congestion hotspots. As a result, and despite rapid fleet capacity growth (more than 10%) and record newbuilding deliveries, both box freight rates and timecharter rates hit extremely strong levels. The SCFI Spot Box Freight Index stood at 3,734 points in early July, the highest level outside of the exceptional 2020-22 COVID-19 era. It ended the year at 2,460 points after some erosion post-peak season and amid ongoing fleet growth, although still 2.4 times the 2023 average. Containership charter markets had an exceptionally strong year as liners sought 'extra-loaders' to cover Red Sea-related disruption. Clarksons Containership Timecharter Rate Index hit 182 points in mid-July, up 258% versus the 2010-19 average, although still lower than the all-time-high COVID-19 markets, and ended the year at 178 points (up 165% versus the end of 2023). Looking ahead, the short-term outlook for the sector is closely linked to trends in the Red Sea, with any significant resumption of transits expected to drive softer market conditions.

"

2024 WAS ANOTHER STRONG YEAR FOR TANKER MARKETS OVERALL.

13

Global offices with a specialised products team presence

TANKERS

The tanker sector plays a crucial role in global energy supply chains, moving crude oil and refined oil products to facilitate their eventual use as transportation fuels, for heating and electricity generation, and as industrial feedstocks. 2024 was another strong year for tanker markets overall, and our tanker shipbroking team experienced another very successful year, utilising its scale and deep expertise to support clients through the volatile and complex markets. In general, the second half of the year was softer than the first for the tanker shipping market. There remained variation across sectors, with Suezmaxes and Aframaxes outperforming VLCCs over the year, while LR product tankers fared better than MRs. VLCC earnings were strong across the first quarter, before easing seasonally across the second and third quarters. However, the typical strong seasonal increase in the fourth quarter failed to materialise. OPEC+ production cuts and a decline in Chinese crude imports impacted the market. Overall, average VLCC earnings declined year on year with our index averaging US$33,502/day, close to long-term averages. Suezmaxes and Aframaxes earnings also eased, softening by 16% and 22% year on year respectively. However, markets overall remained historically strong, boosted by the continued impact of altered trade flows due to sanctions on Russia.

Products tanker earnings were driven to high levels in early 2024, primarily boosted by the re-routing of vessels via the Cape of Good Hope. This strength persisted throughout the first half of the year. However, the third quarter saw a notable increase in the use of crude oil tankers to transport clean products cargoes, while softer refining margins also impacted markets. In spite of the softer second half of the year, earnings for LR2s and LR1s on the benchmark Middle East – Far East route increased by 11% and 7% year on year respectively in 2024. However, average MR earnings declined by 5% year on year across 2024 and averaged US$16,501/day across the fourth quarter. Tanker fleet growth was very low in 2024, falling below 1%, and while product tanker fleet growth is expected to pick up in 2025, total crude tanker fleet growth is set to remain supportively low.

SPECIALISED PRODUCTS

The specialised products tanker market moves a diverse range of liquid cargoes derived from natural gas, crude oil, agricultural crops (including biofuels) and other manufacturing processes. All are intrinsically linked to end consumer demand and play a crucial part in global supply chains for finished goods and products.

The specialised products tanker market had a strong year overall, although trends varied across 2024. The first half of the year saw freight rates surge to new record highs, largely on the back of re-routing around the Cape of Good Hope which led to longer voyage distances. However, rates eased across the second half of the year amid weaker consumer demand, as well as softer trends in the adjacent clean petroleum products market, although rate levels remained fairly healthy in a historical context with supply side growth limited over recent years. In a complex and evolving market, our specialised products team navigated these shifts with confidence and grew market share. The team has expanded its regional presence to 13 offices

"

THE VLGC MARKET SOFTENED IN 2024 BUT WAS STILL HEALTHY FOR MUCH OF THE YEAR.

globally and using our strategic expertise, analytical insight and broking experience, is uniquely positioned to participate in the global chemical tanker market and support our clients.

GAS

LPG/PCG

The gas shipping markets move liquefied petroleum and other gases such as ammonia and ethane, supporting a wide range of sectors from plastics and rubber production to industrial and domestic energy markets.

While VLGC markets softened in 2024, rates were still relatively healthy for much of the year. Markets started strongly in the early weeks of 2024, following on from record levels in late 2023 when disruption at the Panama Canal supported markets. However, rates began to soften as Panama disruption eased, while continued firm fleet growth (VLGC fleet capacity grew a further 6% in 2024) and higher terminal fees in the US also impacted. Overall, spot earnings for a non-scrubber fitted 'eco' VLGC averaged circa US$42,000/day on the Ras Tanura-Chiba route, down 54% year on year but standing in line with long-run averages. The market started 2025 relatively balanced although there are a range of uncertainties for the year ahead.

2024 also proved to be another healthy year for the petrochemical gas sector, with timecharter rates generally continuing to climb as charterers sought to secure term coverage. Rates for a 22.5k cbm Handysize fully ref. vessel were up by 10% on 2023 on average, despite some challenges in European and Asian petrochemical markets and a drop in US ethylene exports.

Newbuilding activity was very strong in 2024 with a record volume of LPG carrier tonnage ordered, including the first orders for 'ULECs' (specialist ethane carriers of circa 150,000 cbm).

LNG

The LNG carrier sector transported circa 410mt of liquefied natural gas in 2024 on a fleet of highly specialised vessels. This sector is critical to both energy transition and energy security, and is set for a major phase of expansion in the coming years following record levels of investment in LNG vessels and LNG export capacity.

Spot LNG freight rates dropped across 2024 as limited trade volume growth (amid delays in the commissioning of several LNG export terminals in North America and West Africa); strong LNG carrier fleet expansion (67 units were delivered in 2024 – an annual record); and a narrow Atlantic-Pacific arbitrage saw spot tonnage availability grow, despite support to tonne-mile trade from re-routing of vessels away from both the Suez and Panama canals. Overall, LNG carrier spot rates for a 160k cbm TFDE vessel averaged circa US$42,000/day, down 57% year on year, with rates falling to record lows during Q4 2024.

Four new export projects with an aggregate capacity of 30mtpa reached FID in 2024, and there is more than 60mtpa of capacity that is scheduled to take FID in 2025. Newbuild vessel ordering remained firm in 2024, led by Qatari requirements, and further orders are expected from new projects and for fleet renewal through 2025. Our LNG team continues to provide excellent support to clients across spot, period, newbuilding and Sale & Purchase.

SALE AND PURCHASE ('S&P')

Secondhand

S&P markets remained active in 2024, with over 2,000 vessels of over 115m dwt combined and an estimated value of in excess of US$50bn reported sold in the full year, down around 9% year on year in tonnage terms but still firm by historical standards, with 2024 the fourth consecutive year with sales volumes topping 100m dwt.

Activity was supported by near record bulker sales volumes and strong tanker and container activity. This was against a backdrop of firm charter market conditions that supported buyer demand, high pricing offering a return on assets for some sellers and with some owners using the secondhand market to progress fleet renewal plans due to newbuild prices and yard lead times being elevated. However, volumes varied through the year, with the first half seeing particularly firm trends amid strong sentiment in various shipping sectors, before activity slowed by around a quarter in the second half of the year as sentiment in some segments became more uncertain. Secondhand prices were generally very firm, with our overall Secondhand Price Index increasing by 22% between the start of 2024 and the end of August, before easing back at the end of the year. Tanker and bulker pricing eased by around 10-15% between the summer and year-end, while containership prices continued to rise. Our S&P team remained very active, with several key hires made during the year.

Newbuilding

The newbuilding market was incredibly active in 2024, with the largest order intake for 17 years. Contracts totalling 66m CGT and US$204bn were placed, with appetite strong across segments. The containership sector saw particularly firm activity (4.4m TEU ordered), while there was also a good flow of gas carrier and tanker orders. The overall orderbook increased by 26% across the year and average lead times lengthened. Chinese builders consolidated their lead position, taking two-thirds of orders, and are the only major producer expanding capacity (through expansion of existing and reactivation of dormant facilities). However, some much smaller players are looking strategically at their shipbuilding positions. Newbuilding prices remained close to record highs, edging up a further 6% across the year with some softening in certain segments towards the year-end. Meanwhile, half of orders by tonnage in 2024 involved alternative fuel, with LNG dual fuel dominating.

Our global newbuilding broking team had an excellent year, benefiting from its market-leading position and strong cross-segment demand. We also remained very active supporting clients with alternative fuel newbuild orders, as green fleet renewal and an increasingly complex and evolving regulatory backdrop drive investment decisions. The newbuilding team has expanded through a number of key hires across our offices.

OFFSHORE AND OFFSHORE RENEWABLES

Offshore oil and gas

The offshore oil and gas vessel sector supports the development, production and support of offshore oil and gas fields, with over 13,000 mobile vessels and rigs playing a vital role in supporting operations across the lifecycle of offshore energy projects. Our offshore broking team remained very active through 2024, with markets strengthening further across the first half of the year, before sentiment and rate levels eased from all-time highs towards year-end. Overall, offshore project investment remained relatively positive amidst a continued focus on energy security, with oil projects in South America and West Africa accounting for the majority of CAPEX (in total, an estimated US$81bn). Rig vessel markets had a mixed 2024, with space in the backlog and impacts from some contract suspensions being weathered well initially, although dayrates eased across the second half amid increased unit availability. However, underlying fleet supply constraints should remain supportive in the medium and long term. The OSV sector faced seasonal pressures in the second half, following record markets earlier in

"THE S&P MARKET REMAINED ACTIVE IN 2024, WHILE THE NEWBUILDING MARKET SAW THE LARGEST ORDER INTAKE FOR 17 YEARS.

>115m dwt
S&P volumes in 2024, the fourth consecutive year with volumes over 100m dwt

50%
Of tonnage ordered in 2024 was alternative fuel capable

the year. Subsea markets had another strong year, and the backlog of leading EPC contractors is today at record highs. Meanwhile, the MOPU sector made further progress with a number of awards confirmed.

In the near term, there is some uncertainty around demand trends and impacts from heightened geo-political uncertainty. However, supply constraints are generally set to remain a key supportive feature of offshore vessel markets, with the newbuilding interest that materialised in 2024 in some sectors relatively modest in scale.

Offshore renewables
The offshore renewables industry continues to expand, and going forward is expected to account for a growing share of the global energy mix supported by energy transition and energy security trends. 2024 was generally a mixed year for the offshore wind sector, with installed offshore wind capacity continuing to expand but lower year-on-year project sanctioning, with project economics becoming increasingly important and political support being more varied across geographies.

European wind vessel markets were strong in 2024, with WTIV availability in the next few years expected to remain tight, while C/SOV units were effectively fully utilised in the summer. Although challenges remain, the long-term outlook for the sector remains positive.

Our offshore renewables team continued to utilise its expertise and network to support clients through the evolving and growing market, and actively engaged in discussions around technical green solutions and initiatives as focus on the green transition continues to develop.

FUTURES

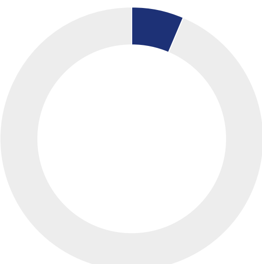
Our Futures business is a leading provider of freight derivative products, helping shipping companies, banks, investment houses and other institutions seeking to manage freight exposure by increasing or reducing risk. The dry futures market remains competitive but our team saw a strong end to 2024 and have increased market share in some key sectors. Our tanker FFA team had a strong year, with disruption and volatility supporting trading volumes, particularly in the first half of the year.

> "THE OFFSHORE RENEWABLES INDUSTRY CONTINUES TO EXPAND, AND WILL ACCOUNT FOR A GROWING SHARE OF THE GLOBAL ENERGY MIX GOING FORWARD.

FINANCIAL

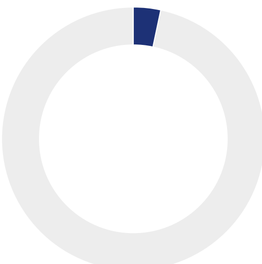
Offering a unique combination of deep expertise, shipping investment advisory, progressive innovation and expert execution in a complex ship finance landscape.

SHARE OF REVENUE



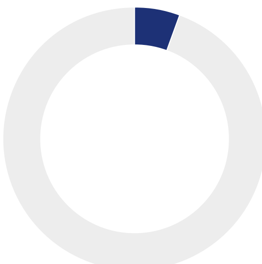
£42.6m
2023: £44.1m

SEGMENTAL SPLIT OF UNDERLYING PROFIT BEFORE TAXATION



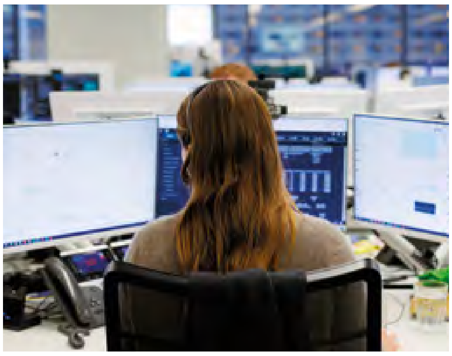
£5.2m
2023: £6.6m

EMPLOYEES



120
2023: 115

Services:
- Securities
- Project finance
- Structured asset finance



2024 SAW INCREASED ACTIVITY IN THE DEBT AND EQUITY CAPITAL MARKETS.

SECURITIES

Clarksons Securities is a sector-focused investment bank for the shipping, offshore energy, renewables and minerals industries, with deep sector knowledge and global reach driven by research and relationships. Despite facing a more challenging economic backdrop, the division performed well during the year. Increased activity in the debt and equity capital markets offset some of the reduction in activity in M&A and convertible bonds.

Secondary trading

Activity in the secondary trading sector fell in the second half of the year on the back of reduced investor risk appetite amid volatility and geo-political uncertainty, as well as the ongoing strength in the primary credit market. While total trading volumes for 2024 decreased on 2023, the Clarksons Securities team was still able to execute an increased number of blocks.

Shipping

The shipping industry experienced a generally weak stock performance in 2024, whilst in terms of capital market activity, listed shipping companies remained disciplined and focused on returning capital to shareholders and taking advantage of a strengthening bond market.

Energy services

The second half of the year began with a sell-off in oil services stocks, erasing earlier gains, amid lower oil prices and investor uncertainty. Capital markets activity was lower in the second half, although Brazil's deepwater market continued to show strength. Credit markets remained strong, and M&A opportunities remained in focus.

Metals and minerals

2024 saw generally more positive and stable trends in the metals and minerals sector after a volatile 2023. Clarksons Securities was actively engaged in several transactions, particularly within the strong credit market and M&A segment in the mining industry.

Renewable energies

Despite some challenges around investor appetite in the renewables segment, underlying activity continued to grow strongly, and investments generally continued to be made, with clients valuing assistance in navigating growth and financing options. Despite some delays to transaction execution in certain subsectors, the renewables coverage team completed various private M&A and equity transactions during 2024.

Exploration & Production ('E&P')

Capital market transactions in the E&P sector were robust, encompassing both M&A and debt activities. Clarksons Securities participated in several transactions, and there is good momentum going into 2025.

Debt capital markets

The Nordic high-yield bond market experienced strong growth in 2024, marking a record year in terms of issuance volume and market activity, and both existing bond issuers and new entrants capitalised on the favourable window. Across the year, Clarksons Securities participated in transactions across shipping, offshore and natural resources.

"HEALTHY INVESTOR INTEREST IN SHIPPING AND OFFSHORE SUPPORTED ACTIVITY IN THE NORWEGIAN PROJECT FINANCE MARKET."

PROJECT FINANCE

Our project finance business is a leading Nordic player within shipping and real estate project finance, which has in recent years offered investment opportunities in modern fuel (and carbon) efficient shipping and offshore assets, with an overall focus on assisting the shipping and offshore industry in transitioning to more sustainable and less carbon-intensive transportation.

Our project finance team recorded good results in 2024, with healthy investor interest in both shipping and offshore projects supporting activity in the Norwegian market. The attractions of the Norwegian partnership model encouraged more shipowners to participate in the sector, and projects were concluded across a range of vessel segments. There remains good availability of competitive bank finance for non-recourse projects, and investor interest remains promising.

STRUCTURED ASSET FINANCE

Our structured asset finance business provides clients with both general advice and support on specific financing and reporting requirements, helping industrial clients and cargo owners to structure bespoke financial solutions and evaluate the impact of changing accounting and environmental regulations on the fulfilment of their shipping finance requirements.

2024 was a successful year for our structured asset finance team, with our expertise helping clients to navigate the wide range of available financing choices and weigh up various financial, legal, accounting, tax and risk transfer implications. Our position as expert independent financial advisers with a first-class execution track record helped us to develop new capital sources and products to support our clients in a fast-changing world.

The ship finance market generally in 2024 was characterised by owners lowering leverage and re-financing existing facilities on lower margins as they reacted to having more liquidity on improved earnings. This was countered slightly by a higher interest rate environment during the first half, increased liquidity costs and upward pressure on margins for some mainstream traditional shipping banks.

The mortgage-backed debt market appears as a three-tier market. The Poseidon Principles banks offer lower margins than other sources but access to funding is usually limited to blue chip borrowers for green vessels and/or projects.

However, savings remain relatively modest compared to more conventional financing. Non-Poseidon banks remain a competitive source of finance with fewer constraints, although pressure is still growing to reduce portfolio emissions. Restrictions on 'financeable' assets have resulted in a growing third group of debt lenders, represented by credit funds and providers of private credit facilities, typically seeking higher margins and returns but offering cashflow-driven leverage and with appetite for a wider range of tonnage (including older vessels).

Leasing remains the other main asset-backed finance product supporting the shipping sector, and here too a tiered market is apparent. In the first tier are products offered by some larger Chinese leasing companies, and French and Japanese tax-based products. Generally attractive terms led to a stable flow of leasing transactions through 2024.

However, many lessors were focused on preservation rather than active growth of portfolios. The market also continues to be served by some of the smaller Chinese and European leasing companies and some credit funds. With typically higher margins, this sector has seen some of the largest pre-payments over recent years, and financier responses have included retrenching domestically and diversifying sectors (eg offshore oil transactions).

Overall, there are plenty of financing sources currently available for investments in newbuilding and secondhand tonnage, with a focus on optimisation of financing arrangements rather than securing funds. From a macro perspective, the credit outlook in 2025 appears broadly neutral, but there are a range of risks from Chinese and European economic trends, uncertainty around US policy and geo-political flashpoints.

"

PRESSURE FROM BANKS IS GROWING TO REDUCE PORTFOLIO EMISSIONS.

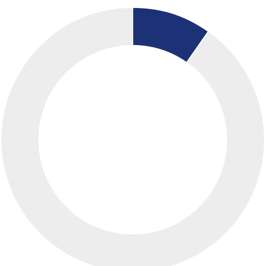
US$2.1tn

Value of the world fleet and orderbook

SUPPORT

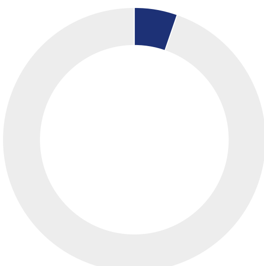
Offering a wide range of services to the marine and offshore industries at a range of strategically located ports in the UK, mainland Europe and Egypt.

SHARE OF REVENUE



£65.0m
2023: £56.6m

SEGMENTAL SPLIT OF UNDERLYING PROFIT BEFORE TAXATION



£7.7m
2023: £6.4m

EMPLOYEES

441
2023: 383

Services:
- Shortsea broking
- Gibb Group
- Vessel agency, project logistics and customs clearance
- Stevedoring
- Egypt agency

SHORTSEA BROKING

Our specialist shortsea broking team saw significantly increased revenue in 2024 despite softer freight rates, with support from stronger UK grain imports amid a poor harvest. The client base and team also continue to grow and collaboration with the dry cargo shipbroking team within the Broking division was enhanced.

GIBB GROUP

Gibb Group, the industry's leading provider of PPE and MRO products and services and an experienced supplier into the renewable energy sector, made very good progress during 2024. This included expanding the business' offering in several UK and mainland European locations, opening facilities in the Far East to service regional offshore wind activity and continued growth in recently opened facilities. Performance by Gibb Medical and Rescue, which was acquired in early 2024, has exceeded initial expectations.

VESSEL AGENCY, PROJECT LOGISTICS AND CUSTOMS CLEARANCE

Through exceptional port agency and first-class logistics services, our business provides a range of solutions for clients in the marine and energy sectors. Record profits were achieved in 2024, supported by project income, strong UK grain imports, growth in the aggregates business, oil and gas decommissioning and offshore windfarm maintenance.

STEVEDORING

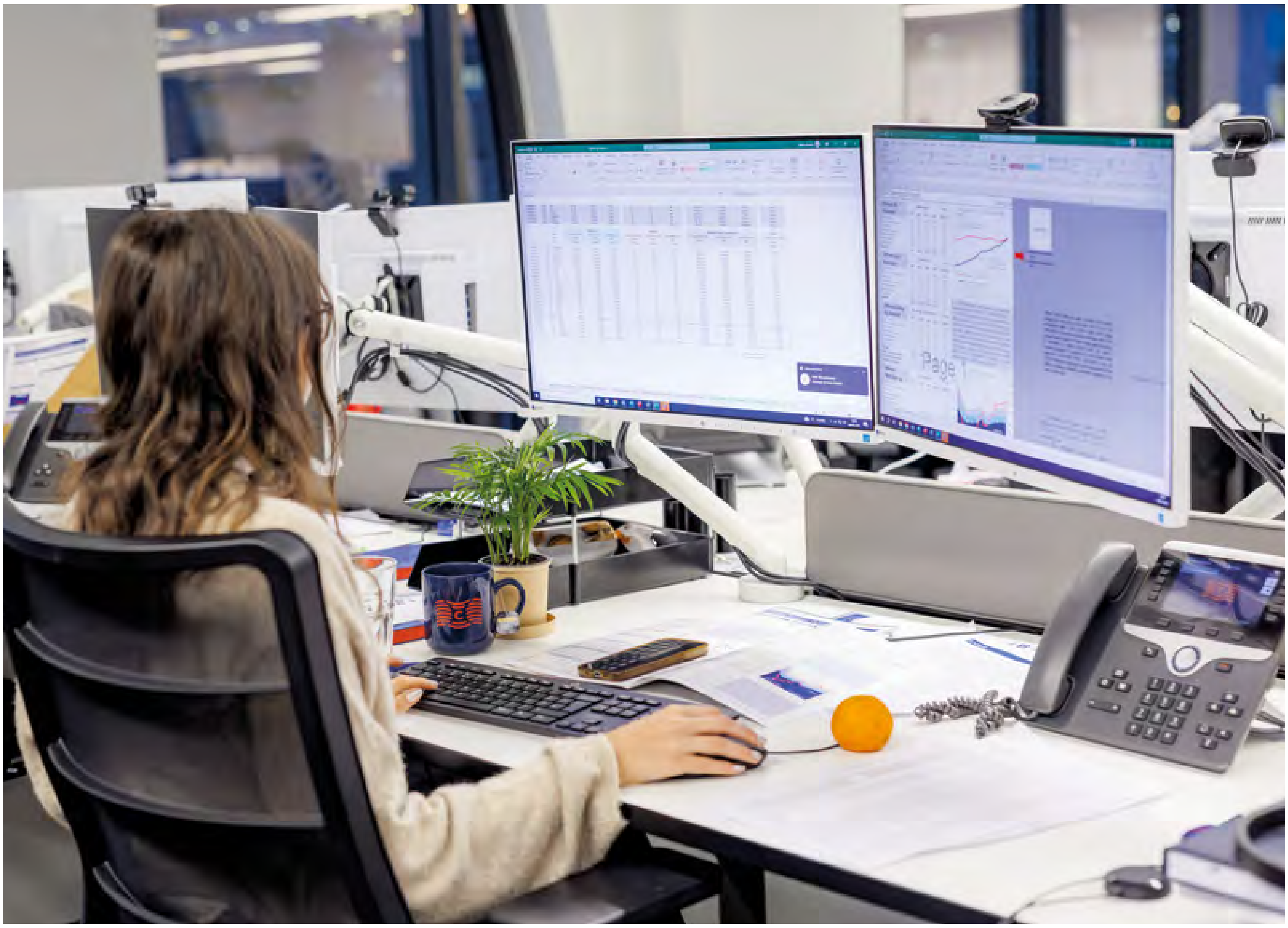
Our stevedoring business, highly experienced in loading and discharging bulk cargoes, saw impacts in 2024 from weaker UK grain exports, although increased rental income from storage volumes of imported grain helped to offset the decline.

EGYPT AGENCY

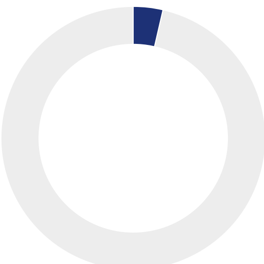
2024 was a challenging year for our Egypt agency business, although the team still delivered solid results. While the drop in Suez Canal transits due to vessel attacks in the Red Sea impacted, increased Egyptian port calls, a new strategic regional partnership and increased chartering fixtures provided some support.

RESEARCH

Delivering market-leading data and best-in-class insights across the sector to both our teams and our clients.

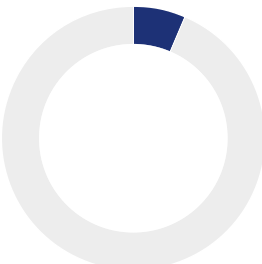


SHARE OF REVENUE



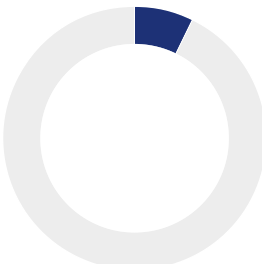
£24.5m
2023: £21.9m

SEGMENTAL SPLIT OF UNDERLYING PROFIT BEFORE TAXATION



£9.5m
2023: £8.4m

EMPLOYEES



157
2023: 141

Services:

Digital

Services

Clarksons Research, the data and analytics arm of Clarksons, are market leaders in the provision of independent data and intelligence around shipping, trade, offshore and the maritime energy transition.

Millions of data points are processed and analysed each day to provide trusted and insightful intelligence to thousands of organisations across maritime, supporting decision-making across our increasingly complex markets.

Research performed encouragingly over 2024. This continues a long-term growth trajectory, facilitated by ongoing investments into our proprietary database, the delivery of trusted insights and in the development of our market-leading digital platform. Recurring revenue has now reached 90% of sales across a client base involving over 3,500 companies and 15,000 platform users. Research has developed excellent client penetration across all aspects of the maritime ecosystem, including owners, financiers, yards, equipment suppliers, government agencies, energy, cargo, traders, insurance and developers while also expanding its position in Asia and other emerging markets.

Besides its role as a cash-generative and industry-leading intelligence provider, Research also continues to support the Broking, Financial and Support divisions and the Technology business with differentiating data, research and profile. These synergies were successfully enhanced in 2024.

DIGITAL

Developments across our digital platform included:

Shipping Intelligence Network ('SIN'), our market-leading offering providing data and analysis tracking and projecting shipping market supply and demand, freight, vessel earnings, asset values and macro-economic data around trade flows and global economic developments, experienced strong sales growth in 2024. This was supported by well-received intelligence briefings on the market impacts of Red Sea disruption, tariffs on car imports, US East and Gulf Coast port strikes and the building geo-political complexities in a seaborne trade matrix that reached 12.6bn tonnes in 2024 and experienced the fastest growth in distance of trade for over 10 years. Our intelligence flow also tracked many of the major themes in the shipping markets in 2024: cross-market strength in dayrates, albeit with a softer tone in some segments towards year-end; an energy security and energy transition focus; volume growth in the 'gases'; additional tonne mile demand from geo-political disruption; active S&P markets; a strong flow of newbuild orders; and continued supply side constraints despite some reactivation of shipyard capacity.

World Fleet Register ('WFR') sales also grew strongly, as client interest in shipbuilding capacity, alternative fuels and energy saving technologies strengthened. Besides providing granular data on the world fleet, vessel equipment, companies, shipyards and ports, the WFR focuses on the tracking of green technology and decarbonisation across the shipping industry, aligning with the broader Group's investments around the green transition. New data and functionality around ports, liner services, incidents and vessel deployment were added to this offering in 2024.

Offshore Intelligence Network ('OIN') provides data and analysis of utilisation, dayrates and market supply and demand of the offshore oil and gas fleet including rigs, OSVs, subsea and floating production. Supported by strong client appetite as market conditions reached all-time highs in some segments, sales also benefited from the roll-out of regional and country profiles leveraging newly developed utilisation and deployment data. Although market conditions have softened in early 2025, offshore oil and gas still supplies over 16% of global energy supply.

Renewables Intelligence Network ('RIN') provides comprehensive data, intelligence and analysis around every offshore wind farm in the world and the fleet of vessels that support development and maintenance of offshore wind farms. Despite mixed market conditions in 2025, with project sanctioning down but vessel dayrates firm, offshore wind's contribution to global energy supply has reached 0.4% and is expected to play a key long-term role in global needs for both energy transition and energy security. New data on cable interconnectors, Power Purchase Agreements and vessel sector utilisation, alongside a series of country briefings, were added to the offering. Despite a strong competitive landscape, sales grew in 2024.

Seanet has been developed in conjunction with the Clarksons technology business, Maritech. This vessel movement system blends satellite, vessel and land-based AIS data with the Clarksons Research database of vessels, ports and berths. Investments into our underlying AIS data sources, our processing stack and the expansion of cloud capacity were made.

5,000
Digital platform users

16%
Contribution of offshore oil and gas to global energy supply

12.6bn
Tones of global seaborne trade volumes in 2024

SERVICES

Our dedicated services team, managing data contracts and multi-year research agreements across key corporates operating in maritime, was very active in 2024. There was strong demand and uptake of our API offering, allowing our powerful data to be embedded within the workflows of clients, and also of our modelling of forecasts for trade, fleet development, shipbuilding capacity and sector earning potential. Our valuation offering remains the industry benchmark for trusted valuations to the ship finance market, leveraging the expertise of the world's largest shipbroker with the diligence and technology of shipping's leading research unit. Investments into our valuation technology offer has supported our banking and leasing clients in monitoring of their portfolios and in meeting the needs of regulators.

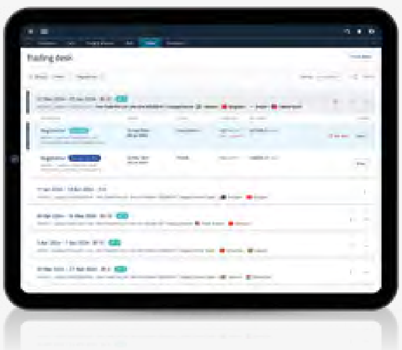
Investments into headcount focused on our Asian operations, with expansion of our teams in Shanghai, Singapore and Delhi. Our data analytics, digital development, market analyst and business development teams were also expanded, in part through our highly effective graduate programme. There have been investments to fully digitalise workflows across business development, account management, renewals, invoicing and KYC. Research is actively pursuing investment opportunities.

TECHNOLOGY

The Intelligent Marketplace For Fixing Freight.

Our technology arm, Sea, saw continued progress and growth in its client base through 2024. Our platform driving the digitalisation of freight and fixtures ('The Intelligent Marketplace For Fixing Freight') is enabling charterers, brokers and owners to benefit from seamless workflows, access to the right data at the right time, and integrated governance, leading to better optimisation of both dollars and carbon when fixing freight.

A new Trade solution was launched in 2024, with existing clients migrated to a more modern technology base, forming a solid foundation for the Sea platform and offering a seamless workflow, faster iterations and one data structure. Compliance Manager was also introduced in 2024, allowing users to ensure compliance with increasingly complex regulations within the fixture workflow.



The client base continued to grow across our Intelligence, Contracts and Trade solutions, increasing the benefits for all participants. The remaining clients from the Mardocs acquisition in 2023 migrated to Recap Manager, providing the tanker industry with a unified contract management system. AI-powered features are being developed, which will act as cognitive amplifiers throughout the platform, leaving users to focus on the vital fixing process.

Meanwhile, our business unit dedicated to contract management for commodity transactions (ICP commodities) made inroads into new segments and onboarded a major new grains client, while expanding the platform's functionality and gearing for further expansion.

BUILDING A MORE SUSTAINABLE FUTURE

1 ENVIRONMENT

Drive the green transition in shipping
Support the reduction of carbon emissions across the maritime industry through research, innovation and expertise

Reduce our environmental footprint
Take action to reduce our resource consumption and achieve net zero by 2050

Read more
Environment on pages 46 and 47.

2 SOCIAL

Support our people to thrive
Build a diverse and inclusive workplace where we prioritise the health, wellbeing and development of our employees

Deliver impact in our communities
Support charities and communities to deliver impact

Read more
Social on pages 48 to 57.

3 GOVERNANCE

Lead a responsible business
Operate with high standards and integrity. Maintain trust with our stakeholders and deliver sustainable value

Read more
Governance on page 58.

ESG GOVERNANCE

Our strategy is to create long-term sustainable value for all our stakeholders, and we are committed to enabling smarter, cleaner global trade. Whilst our critical work in driving the green transition in shipping is where we can have the most impact, we continue to progress initiatives to secure our own sustainable future. Empowering our people and communities is central to our strategy.

Over the year we have continued to develop our ESG governance. We launched an ESG Steering Group with appropriate members to drive collaboration and progress. Following the materiality assessment conducted in 2023, we have advanced our data maturity and, where possible, we have set internal targets and action plans for each material topic. We have clearly defined responsibilities for our ESG commitments which are overseen by the ESG Steering Group and monitored by the CFO & COO and the Board.

We continue to work with specialist external agencies that advise on sustainability and reporting across all areas of the business. During the year, Clarksons Port Services and Gibb Group developed their sustainability programme with the appointment of a dedicated sustainability manager. Both companies have operations and offer services which have specific environmental considerations.

We are continuing to evolve our ESG reporting to recognise market and regulatory developments. We are monitoring the developments, announced in February 2025 regarding the EU's Corporate Sustainability Reporting Directive ('CSRD') and are considering their impact on the reporting requirements of the Group.

ESG GOVERNANCE STRUCTURE

BOARD

— Approval of Clarksons' internal ESG strategy, including ESG targets and key performance indicators

ESG STEERING GROUP

Chair and executive sponsor: CFO & COO

— Oversees and drives forward the implementation of Clarksons' internal ESG strategy

— Ensures that Clarksons has appropriate policies to effectively manage and progress its ESG strategy

— Proposes ESG targets and key performance indicators for Board approval and monitors them on an ongoing basis

— Monitors ESG-related requests from stakeholders

WE HAVE CLEARLY DEFINED RESPONSIBILITIES FOR OUR ESG COMMITMENTS WHICH ARE OVERSEEN BY THE ESG STEERING GROUP AND MONITORED BY THE CFO & COO AND THE BOARD.

ENVIRONMENT

Driving the green transition in shipping
Our purpose as a Company is to enable smarter, cleaner global trade and to lead positive change, which is aligned with our strategy, in particular our strategic pillars of Breadth, Reach, Understanding, People and Trust (read more on pages 26 and 27). As an enabler of global trade, we work closely with our clients to lead and facilitate positive environmental change in shipping through our Green Transition offering. We are uniquely positioned to guide the maritime industry through this unprecedented change.

In line with our purpose and strategy, the Board has set an objective to work alongside our clients to minimise emissions from the shipping industry by:

— Raising awareness and understanding amongst our clients of changes in IMO and EU regulation.
— Providing our clients with the data and tools necessary to make decarbonisation decisions.
— Helping clients to meet their climate-related goals by working with them to identify solutions.

The Board assesses whether this objective has been met through a number of measures, which include:

— Developments in our Research division to broaden the intelligence available to clients.
— Investment in divisional teams to better support our clients in their decarbonisation strategies.
— Evolving our technology offering to provide clients with the tools to inform cleaner decisions.

The Board noted the progress set out on the next page against these measures in 2024.

Reducing our environmental footprint
Every business must play its part in achieving a more sustainable future. At Clarksons, we are committed to reaching net zero by 2050 and to reducing resource consumption across our operations. We continue to implement energy-saving measures within our offices and sites, such as efficient lighting and heating, alternative fuels and identifying sustainable suppliers. Our sites in Aberdeen, Great Yarmouth and Belfast now operate with 100% renewable energy.

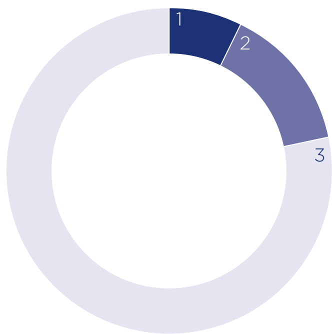
We also encourage our employees to adopt sustainable practices, including recycling and minimising waste, cycle to work and electric vehicle schemes.

Over 2024, we have focused on increasing our GHG emissions data maturity, particularly within Scope 3, and analysing our emissions to identify the areas with the greatest potential for improvement.

A breakdown of our GHG emissions in 2024 is to the right. A detailed overview of our 2024 environmental performance can be found on pages 78 and 79.

“WE ARE UNIQUELY POSITIONED TO GUIDE THE MARITIME INDUSTRY THROUGH THIS UNPRECEDENTED CHANGE.

GHG EMISSIONS 2024 (TCO_2E)



1. Scope 1	680
2. Scope 2 (market basis)	1,300
3. Scope 3[1]	7,116

1 Select Scope 3 emissions (business travel, waste, water and paper).

CASE STUDY:

Reducing our emissions
Clarksons Port Services made a significant step this year by transitioning from diesel to Hydrotreated Vegetable Oil (‘HVO’) across our heavy vehicle operations at Sentinel in Ipswich.

HVO is a 90% cleaner, more eco-friendly alternative to diesel, offering substantial reductions in carbon emissions and contributing to a greener future.

We proudly received our first batch of HVO in November 2024. With Sentinel consuming over 75,000 litres of fuel annually, this transition is a significant step in reducing emissions and driving us closer to our environmental goals.

MEASURE	UPDATE
Developments in our Research division to broaden the intelligence available to clients.	— Growth of data streams on every vessel type, supporting clients in selecting the most environmentally friendly ships.
	— Enhanced provision of market-leading data on alternative-fuelled vessels, Energy Saving Technologies, vessel speed and CII ratings.
	— Release of market impact assessments around fuelling transition, IMO short-term measures and the EU ETS.
	— Further enhancements of Renewables Intelligence Network, providing leading data on offshore renewables generally, including the fast-growing offshore wind market.
	— Development of the Clarksons Research energy transition model, which supports our clients in planning for the coming decades around changes in the energy mix.
	— Increasing use of data and intelligence by the global shipping industry, academic research and policymakers as a trusted source.
Investment in divisional teams to better support our clients in their decarbonisation strategies.	— Focused the Gibb Safety and Survival business in the Support division on meeting the needs of the industry which supports the construction and maintenance of offshore wind farms.
	— Further development and expansion of the Green Transition team, launched in 2021.
	— Enhancement of expertise within the newbuilding team to support clients in their decisions regarding alternative-fuelled vessels, thereby evolving the tonnage on the water towards lower-emitting vessels.
	— Deal-flow within the Securities business across renewable and clean technology.
Evolving our technology offering to provide clients with the tools to inform cleaner decisions.	— Introduction of Sea's Carbon Exposure solution, which empowers clients to manage voyage carbon emissions and costs through forecasting and tracking emissions.

CASE STUDY:

Executing shipping with greener outcomes

The steel industry alone accounts for more than 8% of the world's CO_2 emissions. That's why our client, Stegra, the Sweden-based hydrogen and steel producer, needed an exclusive shipping partner who could help them achieve cleaner, more carbon-efficient freight for their new steel plant in Sweden.

We brought together a multi-disciplined team:

- Our Broking team is providing expertise and insights across the deep sea and short sea market to inform Stegra's freight strategies.
- The Green Transition team is providing guidance on how best to reduce CO_2 emissions from Stegra's ocean supply chain. This will include advising on alternative-fuelled ships, speed-consumption calculations, and adherence to regulatory and voluntary carbon-reduction commitments, including the newly introduced EU ETS and Fuel EU.
- Our Sale & Purchase/Projects desk is providing visibility on yard availability and newbuilding pricing. With this insight, Clarksons Securities is liaising with owners on raising equity and debt capital which will then be used to finance the build of fuel-efficient ships, suitable for Stegra's requirements.
- The Digital Transformation team is focused on integrating systems between the broking team and Stegra to deliver relevant data that will drive smarter and more sustainable decision-making.

The result: a stronger, longer-term relationship with a shared vision and goal across disciplines that will help Stegra to operate and grow sustainably. Clarksons is committed to playing its role in ensuring the shipping industry can meaningfully contribute towards the global climate change agenda in ever-more effective ways.

SOCIAL

Supporting our people to thrive

Clarksons sits at the heart of global shipping; we deliver world-leading services that support our clients to make the best decisions for their business. Through geo-political disruption and environmental challenges, our people keep trade moving around the world with their unparalleled expertise.

We invest in our people; we equip them with the knowledge and resources they need to navigate these huge market moments through extensive training and career development programmes. Clarksons is a relationship-driven business, and we are dedicated to delivering a diverse and engaging workplace where employees can thrive and feel valued.

Employee engagement

Central to our success is a deep commitment to engaging with our people and understanding what matters most to them. We foster a culture that values open, transparent and direct communication across all levels to ensure that Clarksons is a great place to work.

We equip our managers with the tools and support they need to engage meaningfully with their teams, facilitating open and constructive conversations that address the needs and aspirations of our people. Regular feedback and insights are encouraged, with both informal communication channels and more structured forums enabling employees to share their perspectives and contribute to shaping the future of our business.

We run Employee Voice Forum meetings which provide employees with the opportunity to raise and discuss important topics with each other and our Employee Engagement Director (a Non-Executive Director). The forums rotate geographically to ensure that we receive a global perspective from employees at all levels. Other initiatives include monthly global and divisional management forums, employee pulse surveys, and regular internal communications that feature company updates and educational content.

Diversity, equity and inclusion (‘DEI’)

We are dedicated to attracting and retaining a diverse range of talent. We believe that our strength lies in the diversity of thought, perspective, and experience across our teams. Fostering an inclusive culture and a strong sense of belonging is a core priority at Clarksons, and we strive to create an environment where everyone can contribute and thrive.

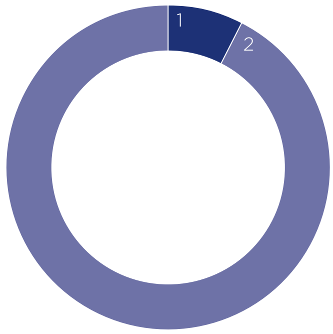
The maritime industry is a sector that continues to face challenges in attracting diverse talent, particularly regarding gender. We continue to expand our recruitment practices, policies and campaigns to create a diverse and inclusive workplace. We have focused on removing barriers to potential candidates and growing our network of diverse talent pools.

This year we were pleased to join Encompass Equality as one of its founding members. The membership organisation supports companies to advance diversity, equity and inclusion with a focus on investing in female retention and progression. Over the next year, we will be enhancing our DEI employee training and data practices to improve insights at all levels of the business.

GENDER DIVERSITY

AS AT 31 DECEMBER 2024

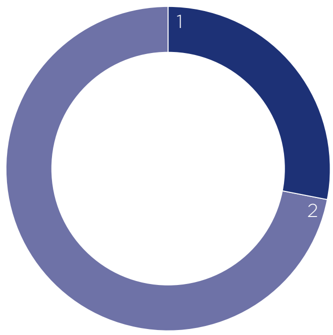
SENIOR MANAGERS[1]



1. Female	18	7.7%
2. Male	217	92.3%

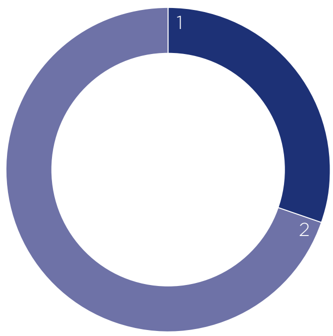
1 Employees who have responsibility for planning, directing or controlling the activities of the Group, including all directors of subsidiary companies.

ALL EMPLOYEES



1. Female	617	28.3%
2. Male	1564	71.7%

NEW JOINERS



1. Female	138	30.5%
2. Male	315	69.5%

"WE CONTINUE TO EXPAND OUR RECRUITMENT PRACTICES, POLICIES AND CAMPAIGNS TO CREATE A DIVERSE AND INCLUSIVE WORKPLACE.

35%

Female intake in our Global Trainee Broker Programme in 2023 and 2024

Recruitment and talent management
Clarksons delivers world-leading expertise through our dedicated and innovative people. We continue to attract and retain the best talent in the industry. We partner with talent agencies that share and support our DEI aspirations, and ensure that we are increasing the diversity of recruitment pools. Our early careers initiatives are having an impact on changing the gender profile of our broking workforce. The intakes of our Global Trainee Broker Programme in 2023 and 2024 were both over 35% female.

We offer exceptional career opportunities in a fast-paced, innovative industry, where our employees are encouraged to grow and challenge themselves. We provide resources and support that empower individuals to develop into future leaders. Key initiatives include an annual performance review and bi-annual promotions process, based on a consistent competency-based performance framework.

Clarksons Leadership Development Programme
Our bespoke Leadership Development Programme delivers a series of in-depth training modules to business leaders, supporting them to develop the skills that they need to lead successful teams that continually raise the bar. Modules include personal leadership style and communication skills, with participants receiving detailed feedback from their teams to reflect upon. This year we were delighted to expand the training programme with a virtual offering in our Asia offices.

Learning and development
The maritime industry is fast-paced and ever-changing. We create teams that can quickly and effectively meet the unique needs of each of our clients. We foster an environment of hands-on and integrated learning for our employees, to give them an unrivalled understanding of global shipping.

Read more
Learning and development opportunities on page 51.

CASE STUDY:

Leadership Development Programme
Jae Sung Choi, from Clarksons Korea, completed the Leadership Development Programme this year.

"The Leadership Development Programme's objective self-assessment framework was transformative, offering valuable insights into my leadership approach. Through structured feedback and reflection exercises, I gained a deeper understanding of my strengths and areas for growth, which has been instrumental in shaping my leadership journey.

"The programme highlighted the importance of empathetic team management, inspiring me to initiate company social activities like hiking. These initiatives have strengthened team bonds and improved workplace dynamics. This has already had a positive impact on team engagement and collaboration.

"The Leadership Development Programme provides essential tools for self-discovery and practical leadership skills. It pushed me to think beyond traditional management approaches and implement meaningful team-building initiatives. The experience has been invaluable in developing a more inclusive and effective leadership style."

"THE LEADERSHIP DEVELOPMENT PROGRAMME PROVIDES ESSENTIAL TOOLS FOR SELF-DISCOVERY AND PRACTICAL LEADERSHIP SKILLS.

CLARKSONS ACADEMY PLUS

Launched in 2024

Alongside this experiential and team-centred learning, we deliver structured training through the Clarksons Academy. Our global learning portal encompasses technical and industry training, as well as professional and personal skills. This year we further developed our training programme by launching Clarksons Academy Plus, a platform that features curated learning pathways with access to thousands of multilingual videos and modules.

Throughout the year we deliver seminars and webinars on current affairs, key topics, regulations and challenges to ensure our teams can meet the demands of the global shipping industry. We have long-term partnerships with initiatives such as the UK's Maritime Masters programme and support employees to study for membership of the Institute of Chartered Shipbrokers.

Health, safety and wellbeing

At the core of our operations is the health, safety and wellbeing of our people. This year, we have continued our commitment to supporting employees' mental and physical health through a variety of resources. These include digital therapy services, access to the Thrive mental health app, and our comprehensive Employee Assistance Programme.

Our approach to health and safety is guided by the Group Health and Safety Framework, which was approved by the Board. To ensure effective oversight, the CFO & COO has been appointed as the sponsor for health and safety. The Group Health and Safety Committee plays a key role in monitoring compliance with the framework, providing regular updates, and reporting any concerns to the Board.

Each site is responsible for managing its health and safety practices in alignment with the Group Health and Safety Framework, whilst adhering to local regulations and laws. Most of our locations engage in office-based activities, which are considered low risk. However, certain higher-risk activities within our Support division, such as port agency operations and freight forwarding, are managed separately by a dedicated Health and Safety Committee, reporting into the Group Health and Safety Committee.

LEARNING AND DEVELOPMENT OPPORTUNITIES

Clarksons is committed to investing in the next generation of talent and provides numerous opportunities for young people from all backgrounds to explore a career in the maritime industry.

Summer internships and apprenticeships
Each year we run apprenticeships and a summer internship to give the next generation of talent insight into the maritime industry. This year, we welcomed interns to a number of our global offices to learn from teams across different departments.

Dry Cargo Shipping Diploma
Once again Clarksons delivered the Dry Cargo Shipping Diploma. Now in its 12th year, this five-day intensive programme is designed specifically for aspiring brokers and operators. This year was our largest group to date with 30 participants, including Clarksons' employees as well as participants from clients who are in the early stages of their careers.

Trainee Broker Programme
Launched in 2023, our Trainee Broker Programme continues to go from strength to strength. The entry-level programme provides candidates from all locations and backgrounds the opportunity to accelerate their careers and to gain valuable experience in the shipbroking industry.

The programme includes rotational seats across some of our key shipbroking divisions, with accelerated development of technical, organisational, and professional knowledge and skills. Upon completion of the one-year programme, trainees are considered for a further one-year extension, which may include a secondment in one of our overseas offices.

In 2024 we grew our cohort of trainees to 22 individuals across seven locations, with 100% of trainees rating their experience as 'excellent'.

"THE PROGRAMME OFFERS AN UNMATCHED OPPORTUNITY TO IMMERSE YOURSELF IN SHIPPING.

CASE STUDY:

Trainee Broker Programme
Hear from Eashwar Umaidurai, a trainee based at our Singapore office:

"The various desks I've been on at Clarksons have been exceptionally supportive, providing comprehensive training, and invaluable industry insights. From structured sessions to real-time guidance on deals, they create an environment where questions are encouraged, and growth is a priority. The open and collaborative culture fosters both professional development and personal confidence which are fundamental for a trainee.

"A real highlight was successfully securing my first fixture, which involved thorough market analysis, strategic negotiation and aligning client expectations. This achievement not only bolstered my confidence but also gave me a better understanding of the complexities of the broking industry.

"The programme offers an unmatched opportunity to immerse yourself in shipping, combining structured learning with practical experience. The mentorship, global exposure, and robust support network make it an ideal platform to start your career."

22 Participants in our 2024 Trainee Broker Programme

7 Locations welcoming trainee brokers

DELIVERING IMPACT IN OUR COMMUNITIES

Industry partnerships
We deeply value our partnerships with associations and communities across the maritime industry. Over 2024 we have grown our long-term partnerships and welcomed new ones to our networks.

The Women's International Shipping & Trading Association ('WISTA') remains an important partner for Clarksons. WISTA is an international networking organisation whose mission is to attract and support women in the maritime, trading and logistics sectors. Our female employees are encouraged to become members and to attend training and networking events.

Clarksons is a proud sponsor of events hosted by Women Together – a networking community for women in shipping, commodities and trading.

Clarksons sponsored the launch reception of the upcoming 2025 London International Shipping Week, bringing together representatives from our global team with industry authorities and maritime leaders.

Clarksons Research plays a pivotal role in advancing maritime education and research by offering access to comprehensive data and insights to over 60 maritime university and research programmes worldwide. We also provide data and intelligence to inter-governmental organisations, governments, regulators and various industry and trade bodies, helping frame debate and policy decisions around the development of the shipping industry, including climate change and safety at sea.

"

OVER 2024 WE HAVE GROWN OUR LONG-TERM PARTNERSHIPS AND WELCOMED NEW ONES TO OUR NETWORKS.

WISTA UK

Partnering with WISTA, to attract and support women in the maritime, trading and logistics sectors.

WomenTogether

Sponsoring events hosted by Women Together, a networking community for women in shipping, commodities and trading.

CASE STUDY:

Contributing to the maritime professional services community
This year, Sandra Rosignoli, our Group General Counsel and Head of Compliance, was appointed to the Board of Directors for Maritime London. As an industry-led body representing the UK's maritime professional services, Maritime London works to ensure that the UK remains a world-leading location for maritime-related business and trade.

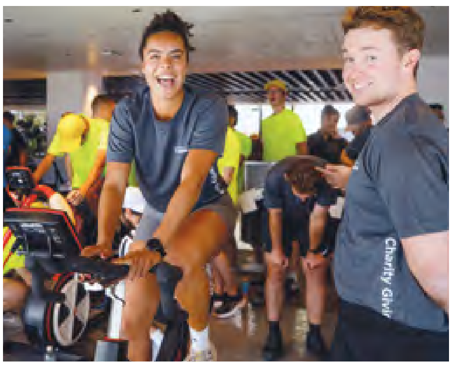
"

I AM HONOURED TO BE OFFERED THE OPPORTUNITY TO CONTRIBUTE TO THE UK MARITIME PROFESSIONAL SERVICES COMMUNITY. I HOPE, IN PARTICULAR, THAT MY VOICE CAN REPRESENT MARITIME LONDON'S LEGAL AND SHIPBROKING MEMBERS' INTERESTS.

Charitable giving and volunteering

Clarksons is a company of passionate people; we are dedicated to giving back to our communities and leading positive change. We are incredibly proud of how our teams generously offer their time, energy and funds to support the critical work of many charitable organisations. 2024 was no exception, as our teams poured their enthusiasm into volunteering and fundraising. Just some of the many highlights include:

— Our biggest ever Charity Giving Day, 'A Day at the Races', saw 280 team members from 10 of our global offices take to static bikes and battle it out across famous racetracks. The proceeds from the day were donated to The Clarkson Foundation.
— Clarksons hosted a career panel discussion and participated in a speed networking event to support young people in reaching their potential. The events were held in partnership with the Renaissance Foundation, an organisation that supports young carers and patients.
— Our teams came together to donate, wrap and deliver gift hampers, school packs, hygiene kits and Christmas gifts for different causes around the world.
— Inspiring employees completed sponsored marathons, mountain treks and challenges to raise money for causes close to their hearts.
— Over the year, teams from across the Group came together to renovate community spaces, hold beach clean-ups and support people affected by natural disasters.



CASE STUDY:

Giving back to our communities

Vicki Oosthuizen from our Cape Town office is one of Clarksons' champion volunteers and fundraisers.

"2024 was perhaps the busiest and most rewarding year for me personally. I was able to take on even more charitable projects in South Africa and this was due to the amazing support of my colleagues and The Clarkson Foundation.

"For one of our projects, my team and I renovated a creche in a local township that supports 70 children from low-income families. The creche receives very little financial support and was in need of repair. We repainted the classrooms, built a play area and provided furniture, toys and equipment. The creche didn't have running water so we installed a rainwater tank and a pump to provide working toilets. Clarksons also kindly sponsored the installation of a jungle gym – this was a real winner with the kids!

"This was my big labour of love project, and I still continue to visit the creche every second week to see how I can support their needs."

"THIS WAS MY BIG LABOUR OF LOVE PROJECT, AND I STILL CONTINUE TO VISIT THE CRECHE EVERY SECOND WEEK TO SEE HOW I CAN SUPPORT THEIR NEEDS.

280
Employees participated in our Charity Giving Day

The Clarkson Foundation

INTRO FROM THE CHAIR

The Clarkson Foundation supported 18 charities through its grant programme during the year. 20% of the total grant value was directed toward new charities, supporting them for the first time, while 80% was allocated to charities with whom we already have established relationships. This balance allows us to expand the number and diversity of great causes we can support while deepening connections with established and trusted partners to help them achieve greater progress toward their goals.

New causes we supported in 2024 ranged from smaller, impactful one-time donations to more significant investments. Some examples include:

— **Ipswich Playbus "Dennis":** A small but meaningful contribution helped this mobile play service continue to run, bringing joy to underprivileged children in remote areas of Suffolk.
— **Strongbones:** A larger donation funded the purchase and installation of mobility equipment, directly supporting individuals with serious bone diseases.
— **The Gurkha Welfare Trust:** Supporting veterans, their families and communities in Nepal, a donation funded the rebuild of a widow's home following a devastating earthquake.

When considering grants, we prioritise the long-term impact of our donations and the potential number of people it will benefit. Now in our fourth year, we wanted to build on some of the success that had been achieved in previous years and demonstrate ongoing commitment to the causes we are passionate about. By fostering deeper relationships with charities we've supported before, our aim is to amplify the impact they can continue to make. Our relationships with these charity leaders are built on trust and proven results, and with regular updates and conversations with them, it reaffirms how our support is making a real difference.

This was evident during the year when the Trustees collaborated with five charity leaders to identify new initiatives and explore how different fundraising milestones could translate into meaningful projects. Having these tangible goals in place inspired Clarksons' staff in their fundraising efforts during Clarksons' Charity Giving Day, knowing how their generous contributions would make a tangible difference. I'm delighted to share that across the fundraising from the Charity Giving Day and the proceeds from The Clarkson Foundation gala dinner held the same day, we were able to donate the sufficient amount for all five charities to achieve their identified projects.

Learn more
Scan to learn more about the Foundation.

Ipswich Playbus "Dennis" – bringing joy to underprivileged children.

Jeff Woyda provides an update on the Foundation's impact during the gala dinner event.

We were joined by key charity leaders at the Foundation's gala dinner, including Ken Cowen from the charity School of Hard Knocks.

A NEW RELATIONSHIP SET TO ACHIEVE AMAZING RESULTS

Beyond repeat financial contributions, relationship-building has enabled us to better understand the challenges charitable organisations face, how they overcome them, and how the Foundation can provide further support in the form of time, volunteering, expertise and skill swap, or facility usage.

A fantastic example of this can be seen in our relationship with UK-based youth homeless charity, Centrepoint. We're delighted to announce a £1.25 million donation to Centrepoint in support of its Independent Living Programme. The donation will go towards the building of a new housing unit for 18 to 24 year olds, designed to help break the cycle of homelessness. The journey to get to this point has not been straightforward with plenty of planning applications and creative thinking across a three-year period to make it a reality. But the close collaboration, determination and a shared ambition between The Clarkson Foundation Trustees and the project leads at Centrepoint has made it possible. With planning permission now approved, we look forward to sharing more on the development of 'Clarkson House' and the success that it can bring for the young people who will live there, in their first step into independent living.

Clarksons was honoured to be a part of the Centrepoint Awards in October 2024. The evening was hosted by charity patron HRH Prince William, and recognises the incredible achievements of the young people that Centrepoint supports. Clarksons was the proud sponsor of the Independent Living Award which shines a light on individuals demonstrating significant independence despite facing personal or societal challenges. I had the absolute pleasure of presenting the award to an inspiring young man named Andrew who has thrived in managing his own life with resilience, demonstrated self-sufficiency, and served as an example of determination and capability. Once Clarkson House is complete, many more will be able to follow in the footsteps of Andrew.

We look forward to growing these relationships further and exploring new ones in 2025 and beyond.

Jeff Woyda
Chair of The Clarkson Foundation

The Centrepoint Awards were hosted at The British Museum. Jeff Woyda is pictured on stage to present the Independent Living Award (sponsored by the Foundation), alongside charity patron, HRH Prince William, Lady Kitty Spencer and event host Claudia Winkleman.

Spotlight stories

SPREAD A SMILE

Every year, this charity brings joy and laughter to seriously ill children in NHS hospitals and hospices around the UK. Through in-person and virtual visits and events, Spread a Smile's entertainers, magicians, artists, fairies and therapy dogs enhance the wellbeing of young patients, and help them and their families to cope with the pain of serious illness and hospitalisation. In reaching our fundraising goals, Spread a Smile were able to fund 72 further visits, helping to make over 1,000 children smile.

The team from Spread A Smile joined in the fundraising efforts at Clarksons' annual Charity Giving Day.

RENAISSANCE FOUNDATION

Located close to our London office, the Renaissance Foundation supports young carers and patients whose academic attainment could be limited due to the extra responsibilities and healthcare obligations they need to fulfil. This year's grant-giving will support 15 young people to complete an employability skills and mentoring programme which will include career exploration activities, leadership skill workshops and work experience placements, ensuring that they have the essential skills they need to succeed as they leave formal education.

The Lotus Flower supports women displaced by conflict to develop new skills, such as sewing, to help rebuild confidence and future prospects.

THE LOTUS FLOWER

Since supporting The Lotus Flower, we've heard about the positive impact that the charity has had on hundreds of people across Kurdistan who have been displaced by conflict. Founder, Taban Shoresh OBE, identified how our support could help to complete a shortfall in an existing women's business incubator and mental health programme, which is providing livelihood training and financial grants for women, enabling them to start their own sustainable business alongside mental stability, suicide prevention and traumatisation support.

Spread a Smile entertainers in action at an event hosted in the summer.

SCHOOL OF HARD KNOCKS

Many young people are at risk of losing their way in school, at risk of exclusion or venturing into anti-social behaviour, for many different reasons. SOHKs is a social-inclusion charity, using rugby and mentoring sessions to help young people make positive changes to their behaviours, attitudes and mindsets. We're delighted to continue our support for the Bacon's College girls programme for the 2024-25 academic year, which will fund the staffing, training and qualifications that the professionals need to support young people effectively, along with additional resources for some of the pupils who may not be able to afford sports kits or away days.

The programme at Bacon's College is supporting 11 to 16 year girls across the 2024-25 academic year.

Teachers and school children at Kenene Primary School in Bomet County, Kenya have directly benefited from the installation of sanitary water solutions.

DIG DEEP

Charity leader Ben Skelton and his team have delivered life-changing impact for thousands of people in Bomet County, Kenya by bringing clean running water to villages and schools. Dig Deep has proven approaches to installing spring water systems, providing education on good hygiene and safety within toilet facilities at schools and promoting community engagement to ensure sustainable success. Our fundraising will do more of the same – bringing fresh, clean, running water to a community and building toilet blocks within the local school. This basic amenity will help over 5,000 people and ensure their local economy can start to grow.

“

WE HAVE A DEEPLY EMBEDDED CULTURE OF ETHICS AND COMPLIANCE AT CLARKSONS.

See more online
Modern Slavery and Human Trafficking Statement at www.clarksons.com/2024-modern-slavery

GOVERNANCE

Leading a responsible business

Ethics and Compliance at Clarksons

We conduct our business responsibly and operate with the highest standards. With robust governance, we maintain trust with our stakeholders and deliver sustainable value. Our principles, policies and practices are designed to ensure that we:

- Act honestly, fairly and with integrity at all times, and that we comply with all applicable laws.
- Treat our employees, clients, contractors, suppliers and other stakeholders fairly and with respect.
- Create a high-quality, equal opportunity workplace for all our employees, based on merit and free from discrimination, bullying and harassment.
- Respect human rights.

We have a deeply embedded culture of ethics and compliance at Clarksons. We have a risk-based compliance programme which includes risk assessments across numerous factors including the location of our operations, our industry, the regulatory environment, potential clients and business partners, transactions with foreign governments, gifts, travel and entertainment.

Our Compliance Code contains a suite of policies and procedures that mitigate legal risks such as sanctions breaches, bribery and corruption, money laundering, insider dealing, market abuse and conflicts of interest. A clear and accessible whistleblower policy supports anonymous reporting of misconduct to an independent external provider. Each year all employees, officers and Board members are required to read and commit to our Compliance Code, and to complete mandatory bespoke training to ensure that our policies are integrated into the organisation. Additional training is given to employees in relevant control functions. The Audit and Risk Committee oversees our compliance programme.

Sanctions

Clarksons is renowned for its exceptional sanctions compliance programme. With the largest KYC team in the industry, we set the highest standards in sanctions risk management. Our programme includes bespoke proprietary tracking tools and illicit behaviour risk tools. Our robust approach safeguards both our operations and, by extension, our clients.

Human rights and modern slavery

We believe that the respect of human rights is integral to being a responsible business and we are committed to treating individuals with respect and dignity.

Clarksons places value on difference and believes that diversity of people, skills and abilities is a strength that helps the business and the individuals within it to thrive. Any discrimination based on race, religion, nationality, gender, age, marital status, disability, sexual orientation or political affiliation is prohibited within the business. We are committed to providing a workplace free of any form of harassment or discrimination and expect our suppliers to do the same.

Our Supplier Charter asks our suppliers to commit to respecting human rights, diversity, inclusion and the environment. Suppliers are required to have effective systems and controls in place to prevent modern slavery. Our General Terms and Conditions also include client obligations to comply with modern slavery legislation.

We continue to review the effectiveness of our current arrangements and, where necessary, implement additional safeguards and procedures. In line with the Modern Slavery Act 2015, we publish an annual Modern Slavery and Human Trafficking Statement on our website.

COMMITTED TO EFFECTIVE ENGAGEMENT

We recognise the value of building strong relationships with our stakeholders to gain a better understanding of what matters to them and how our decisions will impact them.

We have identified the following as our principal stakeholders:

OUR CLIENTS

OUR PEOPLE

OUR SHAREHOLDERS

OUR COMMUNITIES

OUR CLIENTS

Who they are

We have over 5,000 clients globally which includes charterers, vessel owners, trust funds, investors and ship agents.

What they care about

- Integrity
- Quality of service
- Expertise
- Trusted advisor
- Innovation and technology
- Market leadership
- Sustainable products and solutions
- Business conduct

Why they are important to us

As the world's leading provider of integrated shipping services, our market-leading technology and intelligence set us apart. This allows us to influence client decisions at every step of the shipping lifecycle and form the trusted partnerships with our clients that continue to drive our business.

How we engage with them

Adopting a bespoke approach is key to how we engage with our clients. This includes:

- Client meetings and presentations
- Client forums
- Client feedback and input into product development
- Social media
- Website

Issues raised during the year

- Decarbonisation of the industry, including the fuelling transition (transition in the industry away from conventional fuels for vessels), energy transition (impact on trade flows of changes in energy usage) and growth of the offshore renewables market
- The digital transformation of the industry
- Impact of geo-political uncertainty on trade flows and supply chains

Actions and outcomes

- Continued focus from the Green Transition team on working with clients on understanding evolving regulations and broader decarbonisation strategies
- Continued investment in and development of technological solutions (eg to facilitate decision-making to support decarbonisation of the industry, and to support negotiation and management of freight transactions)
- Continued development of our sanctions compliance programme

2,100+
Employees

67
Clarksons offices

25
Countries in which Clarksons operates

OUR PEOPLE

Who they are
We have over 2,100 employees across more than 60 offices in 25 countries.

What they care about
- Client relationships
- Maintaining market position
- Broad experience and leading the way in industry change
- Culture and values
- Training and development
- Employer brand
- Reward and benefits
- ESG

Why they are important to us
As a trusted advisor to our clients leveraging market-leading intelligence enabled by technology, our people are our biggest asset. We continually strive to engage, develop and retain them.

How we engage with them
- Leadership and divisional management forums
- Employee Voice Forum
- Global conferences
- Active management
- Performance management
- Training and development
- Internal communications channel (Voyage)
- Social media
- Digital platforms
- Social and networking opportunities
- CSR activities

Issues raised during the year
- The green transition
- Strategic client engagement
- Leadership in complex global markets
- The digital transformation of the industry
- ESG agenda
- CSR priorities

Actions and outcomes
- New training and development and cross-business collaboration on key market developments around digitisation and the green transition
- Funding and supporting charitable causes that are meaningful to our people and communities
- Evolution of ways of working and bringing the Group together: new channels of communication, new networks of collaboration and a consistency of knowledge sharing
- Continued focus on leading in a complex world, and enhancement of focus on management and leadership skills and competencies
- Continued evolution of our ESG governance and, where possible, the setting of internal targets and action plans for each material topic

OUR SHAREHOLDERS

Who they are
Our shareholders range from small private investors to large institutional investors.

What they care about
- Operating and financial performance
- Strategy and outlook
- Shareholder value creation
- Dividend policy
- ESG performance
- Remuneration

Why they are important to us
Our shareholders own our business and provide us with the capital that enables us to continue to grow the business.

How we engage with them
- One-to-one meetings
- Investor roadshows
- Capital markets days
- Analyst briefings
- Half year and full year results presentations
- Annual Report
- AGM
- Website

Issues raised during the year
- Strategy
- Business performance and prospects
- Sustainability matters
- Diversity
- Executive remuneration
- Succession planning

Actions and outcomes
- Continued strong financial performance
- Maintenance of the Company's progressive dividend policy
- Enhanced understanding of the Company's executive remuneration structures
- Continued evolution of our ESG governance and, where possible, the setting of internal targets and action plans for each material topic

OUR COMMUNITIES

Who they are
The shipping community, industry-related partnerships and the wider communities in which we operate.

What they care about
- Authoritative data and intelligence
- Sustainability
- Clarksons as a responsible group
- Employment opportunities
- Charities and community causes

Why they are important to us
All participants in the wider shipping community play an important role in shaping the industry in which we operate, as well as being our current, and potentially, our future clients. Furthermore, we want to have a positive and lasting impact on communities, and fundamentally believe that behaving in a socially responsible way is the right thing to do.

How we engage with them
- Publications and our database
- Sharing of expertise and knowledge through participation in industry forums and employee directorships of shipping-related boards
- Industry partnerships
- Volunteering
- Charitable donations
- Social media

Issues raised during the year
Decarbonisation of the industry, including the fuelling transition (transition in the industry away from conventional fuels for vessels), energy transition (impact on trade flows of changes in energy usage) and growth of the offshore renewables market

Actions and outcomes
- Continued support of already established industry partnerships and establishment of new partnerships
- Provision of Sea technology modules to maritime universities at a heavily reduced price
- Focus on our local communities through charitable giving and employee volunteering
- Continued charitable giving by The Clarkson Foundation
- Continued evolution of our ESG governance and, where possible, the setting of internal targets and action plans for each material topic

EFFECTIVE RISK MANAGEMENT

Preserving the integrity and reputation of the Clarksons brand in a fast-changing world.

Our risk profile continues to evolve as a result of fast-changing market conditions and regulations; global macro-economic and geo-political uncertainty with associated market volatility; increasing cyber crime; and climate change.

This evolving external context also brings strategic opportunities such as the green transition and technology, and data-driven commercial options which enable us to lead positive change in the shipping industry and develop the tools to future-proof our business.

Our risk management framework ensures that we manage risks against a risk appetite that seeks to protect on the downside, while promoting the necessary entrepreneurism to seize opportunities which further our strategy to create value for shareholders and other stakeholders.

Risk environment

Our business model determines our inherent internal risk.

As intermediaries, we are bound by the scope and authority determined by our General Terms and Conditions, which are communicated to our clients on commencement of business.

We do not take principal trading positions, other than in exceptional circumstances in the Financial division should there be a failure of a client to meet its obligations during the settlement period.

The strength of our balance sheet comes from cash and other current working capital balances which grow with our consistently profitable business. Our profit and cash flows are not exposed to asset valuations or the risk of loss or damage to physical assets of material value integral to our day-to-day business.

Aside from regulatory capital commitments in our regulated entities, we are not required to commit amounts of capital in the conduct of our day-to-day business. The Group has no borrowings.

Risk culture
Risk management is an integral part of all of our activities. Risks are considered in conjunction with opportunities in all business decisions. We focus on the principal risks which could affect our business performance and therefore the achievement of our strategic objectives.

Our flat management structure and culture of open communication across all areas of the business enables employees to identify, assess, manage and report current, potential or emerging risks to senior management in a timely manner. Employees are actively encouraged to suggest improvements to processes and controls.

Risk appetite
Risk appetite reflects the overall level of risk we are willing to seek or accept in order to achieve our strategic objectives and is therefore at the heart of our risk management processes. Determining the nature and extent of the risks we are willing to take is the responsibility of the Board. Our aim is to manage each of our principal risks and mitigate them to within their agreed individual risk appetite levels.

The Board approves the Group's policies, procedures and controls. This process enables, where possible, a reduction in risks to the tolerance levels set by the Board. In determining its risk appetite, the Board recognises that a prudent and robust approach to risk mitigation must be carefully balanced with a degree of flexibility so that appropriate levels of risk are accepted in line with our strategy, and the entrepreneurial spirit which has greatly contributed to the success of the Group is not inhibited.

Control environment
Our internal control system is embedded into our culture and encompasses the policies, processes and behaviours that, taken together:

— facilitate its effective and efficient operation by enabling us to respond appropriately to significant risks that prevent us from achieving our objectives. This includes the safeguarding of assets from inappropriate use or from loss or fraud, and ensuring that liabilities are identified and managed;
— ensure the appropriate quality of internal and external reporting. This requires the maintenance of proper records and processes that generate a flow of timely, relevant and reliable information that enables management to make appropriate strategic and operational decisions; and
— ensure compliance with applicable laws and regulations.

Our internal control system is designed to evaluate and manage, rather than totally eliminate, risk and can only provide reasonable, and not absolute, assurance against material loss or misstatement.

The Group continually seeks to improve and update existing procedures, to identify material controls, to introduce new controls where necessary and to evaluate emerging risks.

It is clearly communicated to all staff that they are responsible for ensuring compliance with Group policies, identifying risks within their business and ensuring these risks are controlled and monitored in the appropriate way. Annual mandatory training reinforces this approach.

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RISK MANAGEMENT IS AN INTEGRAL PART OF ALL OF OUR ACTIVITIES.

Read more
Our strategy on pages 26 and 27.
Market trends on pages 2 to 9.
Principal risks on pages 66 to 70.
Audit and Risk Committee Report on pages 108 to 116.

Top down
Risk oversight and assessment

THE BOARD IS RESPONSIBLE FOR:

- Managing risk to protect operations and deliver strategic opportunities.
- Setting the Group's strategic objectives and determining the nature and extent of the risks it is willing to take (the risk appetite) in achieving these strategic objectives.
- Establishing risk management policies, key controls and procedures to ensure that they continue to be effective and protect the Group's stakeholders.
- Maintaining the Group's system of internal controls and risk management and reviewing the effectiveness of these systems annually.

THE AUDIT AND RISK COMMITTEE IS RESPONSIBLE FOR:

- Overseeing the development of internal control procedures which provide assurance that the Group's material controls are both designed and operating effectively and are sufficient to counteract the risks to which the Group is exposed.
- Undertaking an annual review of the Group's internal controls and procedures.
- Reviewing the adequacy and effectiveness of the Group's risk management systems and processes.
- Reviewing internal control observations raised by the External Auditor as part of the audit process, and their remediation.
- Considering all internal audit reports, and overseeing implementation of associated recommendations.

OPERATIONAL MANAGEMENT IS RESPONSIBLE FOR:

- Ensuring effective risk identification, assessment and mitigation is performed across the business.
- Embedding risk management processes and internal controls across divisions and functional areas to mitigate risks
- Ensuring risk awareness and safety culture is embedded across the business.

Bottom up
Assessment at operational level

The Board recognises that it has limited control over many of the external risks it faces, including the macro-economic and geo-political environment and climate change. It nevertheless reviews the potential impact of such risks on the business and actively considers them in its decision-making. The Board monitors the principal risks at each Board meeting.

Every year, through the ongoing integration of culture and compliance, supplemented with mandatory training, we make further progress in embedding our risk management approach with all employees. Using our risk management system, we continue to improve risk awareness, refine key controls and enhance procedures to further mitigate risks.

The Board and senior management take a forward-looking approach to risk to ensure early identification, timely assessment and, where necessary, mitigation of new and emerging risks, such that they can be evaluated alongside known and continuing risks.

Priority for 2025

During the year, ahead of the updated Provision 29 of the UK Corporate Governance Code coming into effect for the year ended 31 December 2026, a comprehensive review of controls commenced to identify those controls which are deemed to be material and to rationalise the number of risks and controls. This work will remain a priority in 2025, alongside our regular risk management activities. In light of continually evolving geo-political, cyber and technological challenges in particular, we will continue to monitor the effectiveness of our controls and take action as needed to both protect the Group and allow opportunities to be acted on within a controlled environment.

Approach and framework

Our approach to assessing our risks, as well as maintaining and strengthening our risk management and internal control framework, follows these stages:

IDENTIFY AND DOCUMENT

1 Identify current and emerging risks facing the Group, including an appraisal of the extent to which the risk is affected by climate change.

2 Document risks on a centrally managed risk register.

3 Identify the level of appetite appropriate for each risk.

EVALUATE LIKELIHOOD AND IMPACT

4 Assess the likelihood of occurrence of each risk over a 36-month period.

5 Evaluate the potential impact of each risk on the Group using a quantified scale.

ASSESS AGAINST APPETITE

6 Determine the strength and adequacy of the controls operating over each risk.

7 Identify and assess the effect of any mitigating factors on both likelihood and impact.

8 Compare the residual risk against the identified risk appetite.

9 For each principal risk, identify if the risk exceeds appetite, and if so the extent.

CONTROL AND MONITOR

10 Document the plan to deliver enhanced controls and, where necessary, to bring the risk within appetite.

11 Consider the level of assurance derived from the Three Lines of Defence, including internal audit, and any recommended remedial actions.

12 Monitor all risks, any emerging risks, any changes to the level of risk appetite and the status of the plan on a regular basis. Report any significant changes to the Audit and Risk Committee. Enhance controls and take other corrective actions as required.

PRINCIPAL RISKS

We have maintained our focus on both our principal risks and emerging risks, and confirm that a robust assessment has been performed.

The backdrop to 2024 has been one of continued geo-political instability and increasingly sophisticated cyber crime. Against this wider context, whilst no changes were necessary to the principal risks in 2024, the Board determined that the risk factor of both macro-economic and geo-political factors and cyber risk and data security should be increased.

The risks that follow, whilst not exhaustive, are those principal risks which we believe could have the greatest impact on our business, and which link to the Group's strategic objectives (set out on pages 26 and 27). The Audit and Risk Committee and the Board review these risks in the knowledge that currently unknown, emerging or immaterial risks could turn out to be significant in the future, and the Board confirms that a robust assessment has been performed.

Whilst not a principal risk for the Group at this time, we consider climate change to be a thematic risk which potentially impacts a number of our principal risks. The Audit and Risk Committee recognises that the assessment of the opportunities and the impact on principal risks arising from climate change requires consideration of much longer timescales beyond the 36 months used in the viability analysis on page 81, and will continue to take a long-term view of the potential impacts and mitigants for the Group. In leading positive change in a fast-changing world, we continue to assess and manage areas where climate change can impact our business and clients, and seek ways in which we can proactively support our clients through the green transition.

"WHILST NOT A PRINCIPAL RISK FOR THE GROUP AT THIS TIME, WE CONSIDER CLIMATE CHANGE TO BE A THEMATIC RISK WHICH POTENTIALLY IMPACTS A NUMBER OF OUR PRINCIPAL RISKS.

Risk	Macro-economic and geo-political factors	Changes in the broking industry
Change in risk factor since 2023	▲	▶
Link to strategic objective	Understanding | Breadth | Reach | Growth	Understanding | Breadth | Reach | Trust | Growth
Description	The strength of, and changes in, world trade, global GDP and other general economic fluctuations impact the demand for and supply of ships. Supply/demand imbalances cause fluctuations in freight rates. If freight rates, volumes or asset prices fall, the commission that we receive will also fall. Whilst world seaborne trade increased in 2023, is estimated to have grown in 2024 and is forecast to continue to grow in 2025, there were considerable uncertainties in the geo-political landscape during 2024, including significantly heightened tensions across the Middle East and as a consequence of the Russia-Ukraine conflict.	Clients are becoming increasingly sophisticated and looking to technology to provide efficiencies, access to more intelligence for informed decision-making and data to meet their reporting requirements. Consideration of environmental factors is also coming to the forefront of clients' strategy. These changing requirements create business opportunities for the Group as a trusted advisor to our clients. Failure to consider these changes, both at a strategic and operational level, could lead to a loss of market share, loss of revenue and reputational damage.
Controls/ mitigating factors	— We are not dependent on any one country's economy as our operations and clients are located in all major maritime and trade centres globally. — Our business model is built on the ability to deal with downturns and remain profitable. As our employee remuneration is weighted toward profit-related variable compensation, overheads are responsive to swings in asset values and freight rates. — We have the resources and capability available to open offices in new locations, mitigating the reliance on regional performance. — Due to our broad product offering and expertise, we are well positioned to find new opportunities in volatile market conditions and can take advantage of market turnarounds. — We review the performance of each office and product line at least monthly.	— Monitor and develop technological applications to remain best-in-class. — Monitor competitors' activities in terms of product offerings and react accordingly. — Maintain strong client relationships and continuously improve our offering based on our clients' broking requirements. — Enhance our service offering to our clients and future-proof our business through the Sea suite of sophisticated technological tools. — Provide our brokers with insights into the near- and future-term shipping market through our market research and analysis, positioning them to support our clients to make smart decisions.
Activities in 2024	Our results for 2024 show the robustness of our strategy and business model against volatility in our markets. **Read more** Market trends on pages 2 to 9.	— We continued our strategy to be at the forefront of the digital transformation of our industry by investing in the Sea suite of tools to ensure that we anticipate and meet the evolving needs of our clients. — We continued to invest in internal tools for trade to provide our brokers with the best technology to service our clients. — We further grew our in-house specialist Green Transition team to complement our brokers' offering, helping clients understand, plan for and comply with changing environmental requirements. — We actively worked to take advantage of the opportunities which arose across all verticals from the green transition, as a result of the IMO target set for 2030. This will position the Group to play a strong role in these fast-changing markets over the longer term. — We expanded our research to both meet clients' needs and to ensure the best market intelligence for our Broking teams. **Read more** Business review on pages 28 to 43.

Risk	Adverse movements in foreign exchange	Financial loss arising from failure of a client to meet its obligations
Change in risk factor since 2023	▶	▶
Link to strategic objective	Growth	Understanding | Growth
Description	The Group can be exposed to adverse movements in foreign exchange as our revenue is mainly denominated in US dollars and the majority of expenses are denominated in local currencies, whilst we continue to report in sterling. The average exchange rate in 2024 of US$1.28/£1 was similar to that in 2023 when the average was US$1.25/£1. There is a risk of a weakening in the US dollar.	Uncertainty in our markets continues to affect the amount of debt that may be recoverable. Furthermore, any forward order book values may have to be written off, thereby impacting future income as well as existing booked income.
Controls/ mitigating factors	— Hedge currency exposure through forward sales of US dollar revenues. — Sell US dollars on the spot market to meet local currency expenditure requirements. — Continually assess rates of exchange, non-sterling balances and asset exposures by currency.	— Maintain good relationships and communication with our clients. — Regularly monitor global client debt levels and cash collections using information from a range of sources. — Raise provisions as necessary based on ageing of balances, disputes or doubts over recoverability.
Activities in 2024	— We continued to apply our hedging strategy consistently and, as at 31 December 2024, the Group had hedges in place for 2025, 2026 and 2027 of US$120m, US$70m and US$35m respectively. **Read more** Our financial risk management objectives and policies in note 27 on pages 190 to 193.	— We continued to provide for doubtful debts on a conservative basis. — There were no unexpected losses arising from a client failure in 2024. **Read more** Our trade receivables in note 15 on pages 179 and 180.

Risk	Cyber risk and data security	Breaches in rules and regulations
Change in risk factor since 2023	▲	▶
Link to strategic objective	Trust	Trust
Description	Financial loss, reputational damage or operational disruption resulting from a major breach in the confidentiality, integrity or availability of our IT systems and data. A breach could be caused by an insider, an external party, inadequate physical security, insecure software development, or inadequate supply chain management. The market continues to see high volumes of targeted phishing type emails and ransomware attacks. The prevalence of zero-day attacks and the ever-increasing sophistication of social engineering are further examples of the risks we face.	Breaches of regulations, intentional or unintentional, could have a significant financial and reputational impact on the Group. In regulated entities, this could result in the loss of licences required to operate. Regulations that could be breached include laws governing sanctions, bribery and corruption, market abuse (including insider dealing and market manipulation), money laundering, facilitation of tax evasion, data privacy, and health and safety.
Controls/ mitigating factors	— IT controls include regular penetration testing, monthly network vulnerability scans, market-leading anti-virus and firewall technologies, email scanning enhanced authentication and access control requirements. — Operational processes include 24/7 cyber threat monitoring, strict segregation of duties, stringent procedures for granting and removing access, frequent disaster recovery testing and regular cyber awareness training for all employees.	— Investment in compliance, KYC and legal functions. — Policies and procedures for all areas. — Regular training including mandatory annual training in all areas. — Due diligence performed on clients, vessels and transactions. — Various internal controls to identify, block, escalate and record activity that may be prohibited. — Regular monitoring and audits of relevant internal controls.
Activities in 2024	— We continued to invest significantly in providing enhanced security policies, appropriate technical and operational controls, skilled resources and up-to-date training dedicated to the prevention of cyber crime, both in an office and remote working environment. — Enhanced access control technologies and additional security monitoring, alerting and mitigation capabilities were implemented to combat the increased threat.	— Updated global risk assessments across various areas. — Increased and upgraded resources in KYC, sanctions and compliance support. — Reviewed and amended various policies, created additional policies and procedures, introduced various additional internal controls and upgraded functionality of various internal controls. — Created additional training. **Read more** Leading a responsible business on page 58.

Risk	Loss of key personnel – normal course of business	Loss of key personnel – Board members
Change in risk factor since 2023	▶	▶
Link to strategic objective	People	People
Description	As a relationship-driven business, our success depends on the experience, reputation and performance of our specialist teams across the Group. Losing key personnel could impair our coverage of a particular line of business. The strength of shipping markets has improved the financial position of competitors and thus their ability to poach our staff through enticing financial packages.	At the Annual General Meeting in May 2025, the Company will seek approval of its Directors' Remuneration Report ('DRR'). There is a risk that shareholders will not appreciate the context of the existing contractual arrangements for the Executive Directors (as reflected in the shareholder-approved Directors' Remuneration Policy). This could result in shareholders voting against the binding resolutions to re-elect individual Non-Executive Directors.
Controls/ mitigating factors	— We offer competitive remuneration, a wide range of progressive employee benefits, an excellent working environment and a working culture that is inclusive for all. — Employment contracts include restrictive covenants, appropriate notice periods and gardening leave provisions to prevent the loss of key information. — Group and divisional organisational and management structures provide clarity of strategic direction and goals. — Global mobility is encouraged and supported wherever possible. — We invest in our teams' personal and professional development. — Succession planning and a bi-annual promotions process encourage long-term retention of key personnel. — Cross-divisional and business collaboration is actively encouraged and key procedures are documented.	— Significant shareholder engagement programme undertaken. — Full disclosure in the DRR of the reasons for our remuneration structure. — Regular review by the Nomination Committee of Board and committee membership to ensure continuity of operation should the risk materialise.
Activities in 2024	— Continued focus on strategic hires and internal promotions to expand the pipeline of future leaders. — Further embedding of our competency and behaviours framework to support leadership and employee development, performance management and promotions based on consistent criteria of performance requirements. — Continued to roll out learning resources for employee development, including our bespoke management and leadership development programme. — Continued the Trainee Broker programme to develop the next generation of brokers. — Strengthened our employee engagement initiatives and continued to focus on the Employee Voice Forum including in global locations. — Analysis of turnover and absenteeism and exit interview data to actively address anything of concern. **Read more** Supporting our people to thrive on pages 48 to 51. Employee engagement on page 96.	— Continuing engagement with major shareholders to ensure an understanding of the context of the Directors' Remuneration Policy and its alignment and continuing importance to the success of the Group's strategy. **Read more** Directors' Remuneration Report on pages 117 to 134.

NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT

The table below constitutes the Company's non-financial and sustainability information statement, in compliance with sections 414CA and 414CB of the Companies Act 2006.

REPORTING REQUIREMENT	KEY POLICIES AND STANDARDS
Environmental matters	**Read more** Environment on pages 46 and 47.
Our employees	Global Staff Handbook Global Diversity and Inclusion Policy Compliance Code Global Privacy Statement and Policy Health and Safety Policy Statement Whistleblowing Policy **Read more** Supporting our people to thrive on pages 48 to 51. Leading a responsible business on page 58.
Social matters	**Read more** Delivering impact in our communities on pages 52 and 53.
Human rights	Ethics Policy Statement Modern Slavery and Human Trafficking Statement Global Privacy Statement and Policy **Read more** Leading a responsible business on page 58.
Anti-corruption and anti-bribery	Anti-Bribery and Corruption Policy **Read more** Leading a responsible business on page 58.
Business model	**Read more** Our business model on pages 24 and 25.
Principal risks	**Read more** Principal risks on pages 66 to 70.
Non-financial key performance indicators	**Read more** Key performance indicators on pages 22 and 23.
Climate-related financial disclosures	**Read more** TCFD on pages 74 to 77.

SECTION 172 STATEMENT

The Board recognises the value of building strong relationships with our stakeholders to gain a better understanding of what matters to them and how our decisions will impact them.

This helps to inform our decision-making, deliver our strategy in a sustainable way and meet our stated purpose. We are therefore committed to effective and regular engagement with each of the Company's stakeholders (as set out on pages 59 to 61).

The Board engages directly with shareholders and employees, and receives regular updates from the Executive Directors on how management engages with other stakeholders. Further information can be found on direct engagement activities on pages 96 and 97.

Read more
Our business model on pages 24 and 25.
Our strategy on pages 26 and 27.

In their discussions during the year ended 31 December 2024, the Company's Directors have acted in the way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to stakeholders and the matters set out in subsections 172(1)(a)-(f) of the Companies Act 2006). The Board considers these matters in all its discussions and decision-making, as set out in the example on page 99.

The likely consequences of any decision in the long term:
The Directors recognise the need to take a long-term view in every decision that they take to ensure the continued growth of a sustainable business.

Read more
Principal risks on pages 66 to 70.
Viability statement on pages 80 and 81.

The interests of the Company's employees:
Our people are at the heart of the Company, and how we engage with our clients and the products and services that we provide. As our biggest differentiating factor, engagement with our employees is key to our success. The Board actively engages with members of the Executive Team at various points in the year, including through business presentations at Board meetings and on site visits. This enables us to gain valuable insights into the perspectives of our employees. In addition, the attendance of our Employee Engagement Director (Heike Truol) at meetings of our Employee Voice Forum provides a further means of ensuring two-way communication – Heike shares employee views and feedback with the Board following each meeting of the Forum, and updates the Forum on relevant Board matters. Heike's updates help us to take account of the interests of our employees when taking decisions. Our Executive Directors also provide updates on people matters at each Board meeting.

The need to foster the Company's business relationships with suppliers, customers and others:
Our client base is diverse in terms of both size and needs, and our brokers' approach to engaging with our clients is bespoke to, and driven by, each client's needs. The most meaningful way for the Board to receive feedback gathered through this engagement is therefore through updates from management, including through the CEO's regular update to the Board and business presentations made by senior management. Trends in the marketplace and client feedback on products are also key elements that the Board takes into account in evolving the Group's strategy.

As with our clients, our stakeholders in the shipping community are diverse and management takes an appropriately tailored approach to engaging with them. The Executive Directors and senior management report back to the Board on key issues raised by our stakeholders, and updates are also provided by the Research division on the salient trends in the shipping community that frame our strategy.

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THE BOARD CONSIDERS THE MATTERS SET OUT IN SECTION 172 IN ALL ITS DISCUSSIONS AND DECISION-MAKING.

Whilst we do not consider our suppliers to be a significant stakeholder in our business, we are committed to treating them fairly. In particular, we recognise the importance of prompt payment of invoices for our smaller suppliers. The Board receives regular updates on supplier payment practices. Our largest operating subsidiary in the UK complies with payment practices reporting, with 95% of all invoices being paid within 60 days and 84% being paid within 30 days.

Read more
Our strategy on pages 26 and 27.
Our stakeholders on pages 59 to 61.

The impact of the Company's operations on the community and the environment:
The long-term partnerships that our brokers form with our clients, our expertise and depth of experience in our markets and our broad service offering (enabled by technology and data) mean that we are uniquely placed to drive forward change in the shipping industry. This is embodied in our short-form purpose – 'Enabling global trade. Leading positive change'. Our Green Transition offering forms the framework within which we are working with stakeholders to move towards the decarbonisation targets set by the maritime industry.

With regard to our own operations, whilst we are cognisant that as a largely office-based organisation our direct impact on the environment is modest, we are committed to monitoring and minimising our carbon footprint in the nearer term and achieving net zero by 2050 in line with current UK government targets.

Read more
Our strategy on pages 26 and 27.
Our impact on pages 44 to 58.
TCFD on pages 74 to 77.

The desirability of the Company maintaining a reputation for high standards of business conduct:
As a Board we are acutely aware of our responsibility for setting the tone from the top, which ensures that we maintain our reputation for providing the highest quality of service for our clients whilst operating at the highest level of integrity. We achieve this through the Company's clear purpose, which is embedded through our values and culture. Our governance framework enables effective decision-making, supported by day-to-day policies and procedures which are communicated to all. Our delegated authorities matrix supports the efficient operation of our business whilst retaining clear accountabilities.

Read more
Leading a responsible business on page 58.
Governance framework on pages 92 and 93.
Purpose, values, behaviours and culture on pages 94 and 95.
Audit and Risk Committee Report on pages 108 to 116.

The need to act fairly between the members of the Company:
The Board is conscious of the need to balance the broad range of interests and perspectives of our shareholders in our deliberations, whilst acknowledging that not every decision that we make will deliver everyone's desired outcome. Board papers for principal Board decisions include a section on stakeholder interests and impacts, which supports us in considering how our decisions might affect our shareholders.

Read more
Stakeholder engagement on pages 59 to 61.
Voting rights on page 136.

TCFD

The Company has reported consistent with the Taskforce on Climate-related Financial Disclosures ('TCFD') recommendations during the year ended 31 December 2024, with the exception of recommendations a) and c) under the Metrics and Targets pillar, where we have provided an explanation.

Our approach to the governance and risk management pillars of TCFD is integrated into our wider processes, and our reporting in relation to these areas is therefore set out within the relevant sections of the Annual Report.

Governance

Describe the board's oversight of climate-related risks and opportunities

The Board has overall responsibility and accountability for all risks and opportunities, including all climate-related matters. The Audit and Risk Committee monitors the impact of climate change on our principal risks, including their materiality, as part of their ongoing monitoring of actual and emerging business risks.

Read more
Governance framework on pages 92 and 93.

Describe management's role in assessing and managing climate-related risks and opportunities

Our CFO & COO takes overall executive responsibility for ESG matters (including climate change). Our CEO and the Executive Team lead the identification of climate-related opportunities as part of their responsibility for delivering the strategy, and identify and manage climate-related risks within their relevant areas.

Read more
Risk governance on page 64.
Governance framework on pages 92 and 93.

Strategy

Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term, and their impact on the organisation's business, strategy, and financial planning

The risks and opportunities for our business are identified through existing business planning and risk management processes. In 2024, we revisited previously identified risks and opportunities. We were satisfied that there were no new emerging risks to be considered and that the opportunities identified previously remained the most relevant.

Read more
Climate scenario analysis on pages 75 to 77.

Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario

We have undertaken climate scenario analysis to understand how the climate-related risks and opportunities that we face may manifest themselves under two different temperature pathways (including one aligned to the Paris Agreement).

Read more
Climate scenario analysis on pages 75 to 77.

Risk management

Describe the organisation's processes for identifying, assessing and managing climate-related risks and how those processes are integrated into the organisation's overall risk management

Our processes for identifying, assessing and managing the impact of climate change on our principal risks are integrated into our existing risk management processes.

Read more
Our risk management framework on pages 62 to 65.

Metrics and targets

Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process

We are continuing to evolve our ESG reporting to recognise market and regulatory developments. Increasing our data maturity across Scope 3 emissions and other environmental factors will remain an ESG priority in 2025 and will subsequently inform our strategy in setting the necessary targets.

The principal climate-related risk that we have identified relates to stakeholder environmental expectations, which the Board assesses through stakeholder feedback.

Read more
Our impact on pages 44 to 47.

Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas emissions, and the related risks

Our Scope 1, 2 and limited Scope 3 emissions are disclosed on pages 78 and 79. Following work commenced in 2023, we have focused on increasing our data maturity. We are continuing to assess all Scope 3 categories in relation to our largest broking subsidiary, and to satisfy the Audit and Risk Committee of the robustness of the Scope 3 data across these additional categories before it is disclosed. As an office-based company, we do not currently identify our greenhouse gas emissions as a material risk.

Read more
Environmental performance on pages 78 and 79.

Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets

We have confirmed our commitment to achieving net zero by 2050 in line with current UK government targets. We are continuing to evolve our ESG reporting to recognise market and regulatory developments. Increasing our data maturity across Scope 3 emissions and other environmental factors will remain an ESG priority in 2025 and will subsequently inform our strategy in setting the necessary targets.

Evaluating climate risks and opportunities

Whilst the risks and opportunities relating to climate change for our business are identified through existing business planning and risk management processes, in 2021 we conducted a thorough analysis of transition and physical risks and opportunities that could affect the shipping industry. As a result, one risk and two opportunities were assessed in terms of likelihood and impact, in line with our risk management framework. Risks and opportunities are assessed under short, medium and long-term timeframes of 0-5, 5-10 and 10+ years respectively.

Climate scenario analysis

Our Research division collects, validates, analyses and manages data on merchant shipping and offshore markets. Research has used this intelligence to develop regularly updated climate and energy transition scenarios as it provides an outlook on the way climate change will impact business activity specific to the maritime industry. Using these internally developed maritime-specific climate scenarios rather than generic frameworks enables us to best understand the impacts of different climate scenarios on the unique business environment that shipbroking offers.

These scenarios are aligned to the science behind global environmental change highlighted in the latest report by the Intergovernmental Panel on Climate Change. As per the TCFD recommendations, two climate scenarios were considered, including one (Rapid Decarbonisation) aligned to the Paris Agreement:

- The Gradual Transition scenario tracks to a moderate overshoot of the Paris Agreement 2°C temperature increase by 2100. In this scenario, CO_2 emissions peak in the late 2020s and then gradually decline through a gradual shift away from fossil fuel use and robust growth in solar, wind and other renewable energy sources, alongside some developments in carbon capture.
- The Rapid Decarbonisation scenario is compatible with the goals of the Paris Agreement, and requires steep global annual emissions reductions, sustained for decades, to stay within a 1.5°C to 2°C temperature increase. This scenario is characterised by a rapid decline in fossil fuel use, albeit with gas playing a role as a transition fuel, and an exponential growth of renewable energy production, developments in carbon capture and land use changes.

During the year, our Research division undertook an assessment of changes in the results of the energy transition scenarios set out above between 2021 and 2024. This work confirmed that there had been limited changes in the results of the energy transition scenarios, and we were satisfied that there were no new emerging risks or opportunities which needed to be factored into our assessment. The potential impact of the previously identified one risk and two opportunities if they were to occur is outlined on pages 76 and 77, along with our resilience to these risks and opportunities. However, these are not considered to be material to the Group at this time.

RISK

Stakeholder environmental expectations
Timeframe: Short term (0-5 years)

Recognising the importance of mitigating climate change, our investors, clients and employees (and in particular our future 'Gen Z' employees) are increasingly aware of the environmental credentials of their investee companies, suppliers and employer respectively. As a result, investors will expect companies to proactively align operations with external environmental frameworks through emission cuts and/or offsetting. Whilst we expect this to materialise in the short term, we are monitoring investor expectations due to the changing geo-political environment. Notwithstanding this, stakeholder environmental expectations will continue to develop and grow in the medium and long term as more transparency is required across the value chain.

Mitigation:
We are committed to proactively engaging with our investors and clients to understand their environmental expectations. We will collaborate with our key stakeholders to help them achieve the shared objective of reducing their impact on the environment. Our purpose statement and our Green Transition offering demonstrate to our stakeholders our commitment to be part of the solution through leading and facilitating positive change in the shipping industry.

Furthermore, we understand that transparency surrounding our position in the climate crisis is crucial. We are continuing to evolve our ESG governance and reporting to recognise market developments, building on our annual disclosures on GHG emissions and the recommendations of TCFD. As a business we are committed to supporting our stakeholders by providing the information necessary to contribute to the level of transparency required.

OPPORTUNITIES

Offshore wind energy
Timeframe: Medium term (5-10 years)

To meet both global and national climate targets, including the procurement of clean energy, renewables are expected to become an increasingly vital part of the energy mix. Due to higher and more consistent wind speeds, offshore wind farms can create more electricity than their onshore counterparts, whilst minimising noise and visual pollution and land use competition. Offshore wind energy therefore has the potential to significantly contribute to the decarbonisation of the energy mix. As important players in the financing, brokering and provision of research and port services for specialist vessels, this growing offshore wind energy market presents us with a significant opportunity. Although renewable energy sources are already starting to increase, we expect this to grow further in the medium term, within the next 10 years.

There is significant growth in offshore wind energy capacity and associated farms and turbines in both the Rapid Decarbonisation and Gradual Transition scenarios, with greater growth in the Rapid Decarbonisation case. However, the world continues to heavily rely on non-renewable energy sources, even though renewable sources have seen an uptick in recent years. The infrastructure for facilities such as offshore wind is still being developed and is unlikely to overtake consumption of fossil fuels in the short term (less than five years).

Harnessing this opportunity:
We need to be the way-finder for the industry, best able to provide research, advice, strategic guidance, and broking and financial execution services to support the development of offshore wind energy projects. Our renewables team was established over 20 years ago for this very purpose and has enabled us to hold a market leadership position in offshore wind energy intelligence. We will continue to adapt our policies, strategy and targets to maintain this position, and we will grow and pivot capacity towards offshore renewables brokerage, port services, banking and research.

"THE GROWING OFFSHORE WIND ENERGY MARKET PRESENTS US WITH A SIGNIFICANT OPPORTUNITY."

9%
Expansion in installed offshore wind capacity in 2024

7%
Potential share of offshore wind in the global energy mix by 2050, up from 0.4% in 2024

Trends in offshore wind energy forecasting do not show a uniform distribution around the world; certain areas are likely to grow more strongly, in part due to their geographical configuration. As such, identifying these at an early stage is crucial for us to consequently build our capacity in the relevant geographical areas. Offshore wind energy is a nascent industry for many areas of the world. Our broking and advisory teams are equipped to support these areas in procuring shipping vessels and infrastructure from more established markets, whilst concurrently supporting them in building a strong supply chain locally for future projects.

Moreover, and increasingly after 2030, a share of global annual investment will be required to replace existing or retired capacities with more advanced technologies. Our renewables team will play a crucial role in developing the intelligence required to best support clients in the replacement and retirement of offshore wind energy capacities.

As we evidence our expertise in these areas, we can gain a competitive advantage over those who do not align to a low-carbon future, ensuring we do not lose market share to new entrants to the market. Through the actions outlined above, we believe that we are in a strong position to capture a significant share of this growing market.

Newbuilding fleet renewal

Timeframe: Medium term (5-10 years)

Despite the present dominance of oil-powered ships, international commerce and climate change pacts and policies are already starting to impact on the current world fleet and newbuilding orderbook. Lowering the carbon emissions associated with the shipping industry will require new ships to be built, compatible with clean fuels. As the green transition evolves, older assets will need replacing and chartering strategies will evolve. Further, port and infrastructure investment will be required to accommodate renewed fleet standards. We expect this opportunity to materialise in the medium term, within the next 10 years.

Similar to the offshore wind energy opportunity, whilst the newbuilding fleet renewal opportunity is already providing opportunities for our business, there is potential for this opportunity to grow significantly in both the Gradual Transition and Rapid Decarbonisation scenarios. As policies and regulations in international maritime are still being developed, technology is still evolving, and the vast majority of the existing fleet is powered by conventional fuel, it is unlikely that in the next five years (a short-term horizon) demand for oil-powered ships will become obsolete.

Harnessing this opportunity:

To support this growing area of the business, we have invested in our market-leading teams which provide research, ship renewal expertise, advisory services and the execution and financing of alternate-fuelled newbuilding of vessels. We are focusing efforts on building expertise within newbuilding, sale and purchase, and our chartering brokerage. We remain a major tonnage provider to the key global shipbuilding players. As intermediaries, we are well informed on both demand- and supply-driven expectations, concerns and strategies. Our aim is to assist and support both shipowners and commodity interests towards the transition to a low-carbon economy. As the industry is becoming more complex, our unique level of understanding of the market and regulatory landscape is ever-more important to help clients navigate this fast-changing environment. We remain well placed to capitalise on this next phase of shipbuilding fleet renewal.

We are committed to closely monitoring the development of latest trends, regulations and technologies which will affect the need for fleet renewal. Environmental regulations are not rolled out uniformly around the world. We will leverage our position as a global company to use our experience in areas where environmental regulations are most stringent to best prepare for the transition in other areas. This opportunity is likely to be most significant in a scenario where the world undergoes an extensive transformation to a low-carbon economy by 2030.

“

LOWERING THE CARBON EMISSIONS ASSOCIATED WITH THE SHIPPING INDUSTRY WILL REQUIRE NEW SHIPS TO BE BUILT, COMPATIBLE WITH CLEAN FUELS.

36%

Of current fleet tonnage is aged over 15 years

50%

Vessel tonnage ordered in 2024 that is alternative-fuel capable

2024 ENVIRONMENTAL PERFORMANCE

The Companies Act 2006 requires Clarkson PLC to disclose annual UK energy consumption and Greenhouse Gas ('GHG') emissions from Streamlined Energy and Carbon Reporting ('SECR') regulated sources. Energy and GHG emissions have been independently calculated by Envantage Ltd for the 12-month period ended 31 December 2024.

Reported energy and GHG emissions data is compliant with SECR requirements and has been calculated in accordance with the GHG Protocol and SECR guidelines. Energy and GHG emissions are reported from buildings and transport where operational control is held – this includes all relevant Scope 1 and 2 emissions sources. Select Scope 3 emissions sources (business travel, waste, water, paper) have been disclosed. The table on the next page details the SECR-regulated energy and GHG emission sources from the current and previous reporting period.

2024 environmental performance Summary

Following continued growth in operations, Clarksons' total GHG emissions have increased since the prior year. Overall, on a market basis, our emissions were 9,095.7 tCO_2e, which is an increase of 6.5% on 2023. On a location basis, emissions were 9,104.1 tCO_2e.

While Scope 1 and 2 emissions and energy consumption levels reduced compared to 2023, the continued growth in business travel has resulted in an increase in Scope 3 and total emissions. This has been predominantly driven by flight emissions, which contributed to 73.9% of total emissions.

With regard to our carbon emissions intensity, in 2024, Clarksons averaged 3.9 tCO_2e per employee, a decrease of 7.1% compared to 2023.

Our energy efficiency initiatives

We are committed to reducing our environmental impact and contribution to climate change through continuous improvement procedures. We have continued a programme to replace fluorescent lighting with energy-efficient LED lighting in the main London office, data centre and server rooms. Furthermore, Clarksons Port Services has purchased an electric van at its Great Yarmouth office, and continued to explore opportunities to decarbonise the vehicle fleet and port-side fuels, including the use of biodiesel HVO. Its Netherlands business has reduced its emissions by switching from gas oil to electric trucks, whilst it has also switched several company vehicles to hybrid and electric models. There is continued focus on initiatives already in place across our global offices to recycle paper and food waste and print less.

Outlook

We are committed to monitoring and minimising our carbon footprint in the nearer term and achieving net zero by 2050 in line with current UK government targets.

Clarksons' GHG emissions (tCO_2e) and associated energy consumption (MWh) for 2024

	UK 2023 (tCO_2e)	Global (excluding UK) 2023 (tCO_2e)	**UK 2024 (tCO_2e)**	**Global (excluding UK) 2024 (tCO_2e)**	% change in total emissions (vs 2023)
Scope 1	448.6	355.1[1]	**452.7**	**227.2**	-15.4%
Natural gas	138.8	105.0	**136.7**	**112.9**	2.4%
Other fuels	228.3	57.4	**119.6**	**17.4**	-52.0%
Transport	81.5	192.7[1]	**105.0**	**96.9**	-26.4%
Refrigerants	–	–	**91.4**	**–**	100%
Scope 2 location-based electricity	638.2	685.4	**655.4**	**577.1**	-6.9%
Scope 2 market-based electricity	653.9	685.4	**647.1**	**577.1**	-8.6%
Scope 2 heating and cooling	–	86.3	**–**	**75.5**	-12.5%
Scope 3[2]	3,475.1	2,840.1	**3,959.1**	**3,157.0**	12.7%
Total Scope 1 + 2 + 3 (location-based)	4,561.9	3,966.9[1]	**5,067.3**	**4,036.8**	6.7%
Total Scope 1 + 2 + 3 (market-based)	4,577.6	3,966.9[1]	**5,058.9**	**4,036.8**	6.5%
Total energy usage (MWh)	5,234	3,966[1]	**4,904**	**3,478**	-8.9%
Total global (including UK) emissions/FTE		4.2[1]		**3.9**	-7.1%

1 Restated due to a change in methodology for some company vehicle data.
2 Scope 3 emissions from business travel and office operations (waste, water, paper).

Methodology
We are reporting our GHG emissions and associated energy use as required by the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (the '2018 Regulations') for our global operations.

We have reported the emission sources over which we have operational control for our global estate for the reporting period 1 January 2024 to 31 December 2024. A sample period of November 2023 to October 2024 was used to allow time to gather data and meet the internal deadline for this Annual Report.

Our GHG emissions were calculated in accordance with the requirements of the WRI 'GHG Protocol Corporate Standard' and Defra's 'Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance' (March 2019).

We have applied the appropriate GHG conversion factors from the UK Department for Energy Security and Net Zero, the International Energy Agency, as well as the EXIOBASE environmentally extended input-output database for expenditure conversions.

Global (excluding UK) transport data for 2023 has been restated to reflect spend on fuel rather than usage for some company vehicle data. This was above the 5% materiality threshold for Scope 1 and 2, triggering a restatement.

We have included in scope all the properties where we are directly responsible for the consumption of energy, including our tenanted offices. Our carbon footprint for the 2024 reporting year was calculated from activity data for Scope 1 emission sources and electricity consumption in Scope 2.

This disclosure builds on the minimum requirements for compliance with the 2018 Regulations to include additional material Scope 3 emissions from business travel and office operations (waste, water, paper). Our emissions are presented on both a location and market basis. Location-based reporting applies a country-specific factor to electricity consumption whilst market-based reporting takes account of the specific electricity tariff/supplier used.

Whilst we have endeavoured to obtain accurate and complete data wherever possible, where there were data gaps, we have used reasonable estimations such as annualisation of actual data, use of expenditure data as a proxy and typical office consumption benchmarks.

VIABILITY STATEMENT

Provision 31 of the 2018 UK Corporate Governance Code requires the Directors to make a statement in the Annual Report regarding the viability of the Group.

In carrying out their robust assessment, the Directors have considered the resilience of the Group with reference to:
- the risk appetite set by the Board;
- the Group's principal risks and their impact on its strategic objectives;
- the effectiveness of mitigating actions;
- the business model;
- future projected operational performance;
- financial performance, solvency and liquidity over the assessment period; and
- the robustness of the operating model and longer-term strategy.

The Board conducted this review for the three-year period to 31 December 2027, which is appropriate for the following reasons:
- in Broking, over 70% of the forward order book is due to be invoiced within the next three years;
- historical average newbuilding process from inception to delivery is two to three years;
- existing hedging activities extend to 2027;
- pension scheme funding is subject to triennial valuations; and
- external investment analysts provide estimates and forecasts for three years of market expectations for revenue and profit before taxation.

The Board has identified the principal risks that could impact the Group. See pages 66 to 70 for more information on these risks, together with mitigating factors and controls. The Board does not consider that any single event detailed on the next page would give rise to a viability event for the Group. Failure to monitor and take the appropriate mitigating actions could result in a combination of smaller events or circumstances accumulating to create conditions in which the longer-term viability is brought into question. The compounding of events will only occur if no action is taken to mitigate each of the smaller events which arise; therefore the probability of such a compound viability event is considered to be low.

The Group has considerable financial resources available to it, including a strong balance sheet. Furthermore, it has consistently generated an underlying profit and good cash inflow. As a result of this, the Directors believe the Group is well placed to manage its business risks successfully, despite the challenging market backdrop and geo-political tensions.

Management has stress tested a range of scenarios from the base case, which incorporates the Board-approved budget and monthly cashflows to 31 December 2027, modelling different assumptions with respect to the Group's cash resources. Three different scenarios were considered:
- Management modelled the impact of a reduction in profitability to £30m (a level of profit the Group has exceeded in every year since 2013), whilst taking no mitigating actions: the Group remained cash-generative before dividends.
- Management assessed the impact of a significant reduction in world seaborne trade similar to that experienced in the global financial crisis in 2008, the COVID-19 pandemic in 2020 and the Russia-Ukraine conflict in 2022: seaborne trade recovered in 2009, 2021 and 2023 along with the profitability of the Group. Since 1990, no two consecutive years have seen reductions in world seaborne trade.
- Management undertook a reverse stress test over a period of three years to determine what it might take for the Group to encounter financial difficulties. This test was based on current levels of overheads, the net cash and available funds[1] position at 31 December 2024, the collection of debts and the invoicing and collection of the forward order book. This test determined that, in the absence of any mitigating actions which would be applied in these circumstances, less than 30% of current levels of new business would be required to remain cash positive over a three-year period.

Under the first two scenarios, the Group is able to generate profits and cash, and has positive net cash and available funds[1]. In the third scenario, expected levels of new business and/or mitigating actions by management make it implausible that such an event could occur.

Given the net cash and available funds[1] of the Group and the forward order book for all future years, the probability of a compound series of events collectively resulting in the Group becoming unviable is low.

Based on their assessment of the prospects and viability of the Group and the outcome of the sensitivity analyses, the Directors confirm that they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period ending 31 December 2027. In doing so, it is recognised that such future assessments are subject to a level of uncertainty that increases with time and, therefore, future outcomes cannot be guaranteed or predicted with certainty.

The Group's viability and going concern status is reviewed regularly by the Audit and Risk Committee. The viability assessment is reviewed annually by the Board.

Viability analysis

The analysis below seeks to identify viability events which are considered material and which, if they arose and were not promptly mitigated, could be sufficiently material as to bring into question the viability of the Group.

RISK	ANALYSIS
Macro-economic and geo-political factors	Our markets are multi-cyclical and volatile. Our industry has not seen a two-year period of volume decline since 1990. The Group is consistently profitable, assisted by the forward order book. Sustained declines in world trade rarely occur overnight, so the business will be able to respond with appropriate measures, as occurred during the COVID-19 pandemic in 2020 and the Russia-Ukraine conflict in 2022.
Changes in the broking industry	Broking contributes a considerable proportion to the Group's results. We closely monitor technological changes which will impact the industry and are developing our own applications based on our views of clients' broking requirements.
Adverse movements in foreign exchanges	The majority of the Group's revenue is in US dollars. Over the last three years, the USD/GBP rate has reached lows of 1.08 and highs of 1.34. The Group has hedges in place for 2025, 2026 and 2027, reducing the effect of any significant changes in the exchange rate.
Financial loss arising from failure of a client to meet its obligations	The Group benefits from having thousands of clients spread around the world in a wide range of sectors. The largest client balance, other than amounts arising on a settlement across the year-end, accounts for 5% of the total outstanding trade receivables balance at 31 December 2024.
Cyber risk and data security	We utilise state-of-the-art internal processes and training to prevent any cyber attack breaching our defences. A successful attack could occur without warning and could affect the Group's ability to conduct business for a period of time. Emails can be quickly rerouted or run on other unaffected parts of our network. In the event of an attack which causes the loss of the network, it is possible to reconstruct it using backups. Assuming suitable hardware is available, key services can be restored within hours and all other services within days. Whilst this might result in errors, omissions and possible claims, key business decisions can still be taken using other forms of communication.
Breaches in rules and regulations	The Group has extensive and adequate tools and procedures to ensure compliance with rules and regulations. The Group continues to develop and invest in these tools to improve further the effectiveness of these procedures. It has a highly experienced, expert Compliance and Legal team.
Loss of key personnel – normal course of business	No one global divisional team accounted for more than 20% of revenue or 35% of underlying profit before taxation[1] in 2024. No individual generated more than 5% of new business for the Group in 2024 or 2023.
Loss of key personnel – Board members	The loss of one or more Non-Executive Director will not have a direct impact on the trading performance or financial position of the Group.

1 Classed as an APM. See pages 215 and 216 for more information.

GOING CONCERN

The Group has considerable financial resources available to it, a strong balance sheet and has consistently generated an underlying profit and good cash inflow. As a result of this, the Directors believe that the Group is well placed to manage its business risks successfully.

Management has stress tested a range of scenarios from the base case which are disclosed in more detail on pages 154 and 155. Following this exercise, management is satisfied that there are no material uncertainties related to events or conditions that cast doubt on the Group's ability to continue as a going concern.

Accordingly, the Directors have a reasonable expectation that the Group has sufficient resources to continue in operation for at least the next 12 months. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

The Group's business activities, strategic objectives, business performance and financial position, together with the factors likely to affect its future development, are set out in the Strategic Report on pages 2 to 83.

DIVERSITY

In accordance with the Listing Rules, we report on the gender identity and ethnicity of our Board and executive management. The data below was collected from Directors on a voluntary basis. The data of executive management was captured via the Company's internal HR system on a voluntary basis, with 19 different options being provided under ethnicity.

Gender

	Number of Board members	Percentage of the Board	Number of senior positions on the Board[1]	Number in executive management[2]	Percentage of executive management
Men	5	63%	3	17	85%
Women	3	37%	1	3	15%
Not specified/prefer not to say	–	–	–	–	–

Ethnicity

	Number of Board members	Percentage of the Board	Number of senior positions on the Board[1]	Number in executive management[2]	Percentage of executive management
White British or other White (including minority-white groups)	7	88%	4	14	70%
Mixed/Multiple Ethnic Groups	1	12%	–	2	10%
Asian/Asian British	–	–	–	–	–
Black/African/Caribbean/Black British	–	–	–	–	–
Other ethnic group, including Arab	–	–	–	1	5%
Not specified/prefer not to say	–	–	–	3	15%

1 Defined as Chair, Senior Independent Director, CEO and CFO & COO.
2 Defined as direct reports of the CEO and the Company Secretary.

The Strategic Report on pages 2 to 83 was approved by the Board and signed on its behalf by:

Jeff Woyda
Chief Financial Officer & Chief Operating Officer
7 March 2025

GOVERNANCE AT A GLANCE

We remain committed to effective corporate governance, which underpins everything that we do as a Group and supports the continued delivery of our strategy.

HIGHLIGHTS

109p
Full year dividend

1
New Non-Executive Director appointment

25%
Female representation among senior Board positions (Chair, Senior Independent Director, CEO or CFO)

100%
Attendance at Board meetings

ENGAGEMENT ACTIVITY

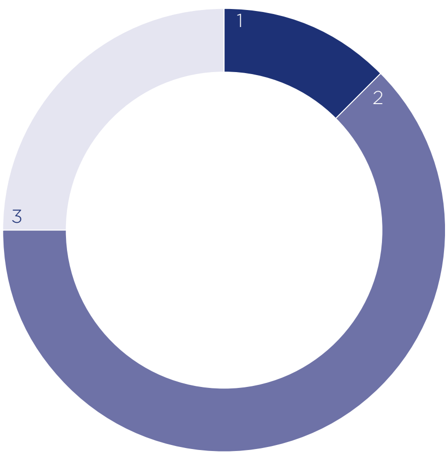
58
Results roadshow meetings with the CEO and CFO & COO

14
Shareholders engaged with by the Chair and/or the Remuneration Committee Chair

53%
Of employees participating in share plans/holding shares

23%
Of eligible employees took up an invitation to join ShareSave (or the local equivalent) in 2024

BOARD INDEPENDENCE



1. Non-Executive Chair	1
2. Independent	5
3. Executive	2

NON-EXECUTIVE DIRECTOR TENURE AS AT 31 DECEMBER 2024

Laurence Hollingworth	4 years 5 months
Martine Bond	3 years 9 months
Constantin Cotzias	0 years 5 months
Sue Harris	4 years 3 months
Dr Tim Miller	6 years 7 months
Heike Truol	4 years 11 months

Laurence Hollingworth
Chair

ON BEHALF OF THE BOARD, I AM PLEASED TO PRESENT THE CORPORATE GOVERNANCE REPORT FOR 2024.

The Board has remained focused on ensuring that our corporate governance framework provides a strong foundation to deliver on our purpose and our strategy, generating positive outcomes for all stakeholders. We have reviewed the additional requirements of the updated UK Corporate Governance Code and are taking the necessary actions to ensure compliance at the appropriate time.

Stakeholder engagement

The insights that we gain from engagement with our stakeholders provide essential context to our decision-making. As explained on page 96, our engagement with our clients and communities is primarily through our Executive Directors and their teams, who report back to us on these activities.

Heike Truol, our Employee Engagement Director, has continued to lead engagement with employees through our Employee Voice Forum meetings, which have been held in a number of global locations this year. Where there are opportunities to do so, the Board as a whole is keen to engage directly with our employees, and this year we were delighted that our visit to Aberdeen allowed us to meet employees from two of our divisions, across three different offices. We were able to experience first-hand the breadth and diversity of the services offered by Clarksons, and to gain a deeper understanding of the day-to-day challenges faced by our workforce.

We have continued to engage proactively with our shareholders to discuss a range of topics which are of mutual interest, particularly in relation to strategy, market outlook, governance, remuneration and sustainability. The Chair of our Remuneration Committee, Dr Tim Miller, and I, lead on engaging with shareholders throughout the year to ensure our message on the strategic link between our performance and remuneration is understood.

Sustainability

Following the materiality assessment that was undertaken in 2023, an ESG Steering Group has been established. This reports regularly to the Board, which has continued to oversee the development of our sustainability framework, pillars and goals.

In line with our purpose to enable 'smarter, cleaner global trade', our business divisions have remained focused on our Green Transition work to support the shipping industry in reducing greenhouse gas emissions. Our visit to Aberdeen, where the Offshore Renewables team and our Port Services businesses support the development and maintenance of renewable energy sources in the North Sea, provided us with valuable insights as to where we are making a difference. This area is evolving globally and remains a key element of our strategy. As a trusted advisor to our clients, we are conscious of the impact that we can have and will continue to invest accordingly.

Board changes

Non-Executive Director succession planning was a key area of focus for the Nomination Committee in 2024. We announced in March 2024 that Birger Nergaard would not seek re-election at the 2024 AGM, having served nine years as a Non-Executive Director. I would like to thank Birger for his invaluable contribution, advice and service to Clarksons. Following a rigorous external selection process, we were pleased to welcome Constantin Cotzias to the Board as an independent Non-Executive Director in August 2024. On his appointment, Constantin joined the Audit and Risk Committee, whilst Heike Truol stepped down as a member.

Looking forward

As a Board we will continue to support and challenge our Executive Directors and their teams in delivering our strategy and creating long-term success for our stakeholders.

Thank you to all our stakeholders for your continued support this year.

Laurence Hollingworth
Chair
7 March 2025

CODE COMPLIANCE

Statement of compliance with the UK Corporate Governance Code (the 'Code')

The Company complied with the principles and provisions of the Code during the year ended 31 December 2024 with the exception of the provision noted below where we have provided an explanation. The Code is available at www.frc.org.uk

Provision 38 (alignment of pension contribution rates for executive directors with those available to the workforce)

The Executive Directors receive a cash supplement in lieu of pension. Whilst not aligned with the contribution rates for the wider workforce for contractual reasons, the Company has undertaken to align this with that available to the majority of the wider workforce in the UK (or any other country in which the executive is based) when any new Executive Director is recruited.

PREPARING FOR THE NEW UK CORPORATE GOVERNANCE CODE (THE '2024 CODE')

— The new 2024 Code was published in January 2024.

— The majority of the provisions in the 2024 Code will apply to us from 1 January 2025.

— The Board and its Committees have reviewed the 2024 Code to assess our continuing compliance and we have already started to implement initiatives where needed to address the changes.

BOARD LEADERSHIP AND COMPANY PURPOSE

DIVISION OF RESPONSIBILITIES

COMPOSITION, SUCCESSION AND EVALUATION

AUDIT, RISK AND INTERNAL CONTROL

REMUNERATION

BOARD ACTIVITY/ATTENDANCE

"

WE REMAIN FOCUSED ON DELIVERING ON OUR PURPOSE AND OUR STRATEGY, GENERATING POSITIVE OUTCOMES FOR ALL OUR STAKEHOLDERS.

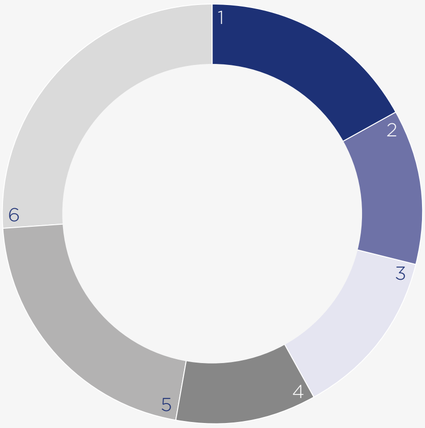
Laurence Hollingworth
Chair

BOARD MEETING ATTENDANCE

	Meetings
Current Directors	
Laurence Hollingworth (Chair)	7/7
Andi Case	7/7
Jeff Woyda	7/7
Martine Bond	7/7
Constantin Cotzias[1]	2/2
Sue Harris	7/7
Dr Tim Miller	7/7
Heike Truol	7/7
Former Director	
Birger Nergaard[2]	3/3

1 Appointed as a Director with effect from 5 August 2024.
2 Stepped down as a Director with effect from 9 May 2024.

HOW THE BOARD SPENT ITS TIME



1. Business performance and operations	17%
2. Financial matters	12%
3. Governance	13%
4. Risk management	11%
5. Stakeholder engagement	21%
6. Strategy	26%

1. Business performance and operations
Regular updates from the CEO and CFO & COO, as well as operational items such as the annual budget and insurance arrangements.

2. Financial matters
All matters relating to the release of preliminary and interim results and trading statements, including the Annual Report and dividend recommendations.

3. Governance
Various governance matters, including Director appointments and reappointments, review of Director conflicts, the annual review of Board and Committee effectiveness and approval of our Notice of Meeting.

4. Risk management
Regular updates on risks and controls.

5. Stakeholder engagement*
Updates on engagement with our stakeholders, including employee engagement updates from our Employee Engagement Director; shareholder engagement regarding areas such as remuneration, succession planning and diversity; and charitable activities.

6. Strategy
Regular updates on strategic matters.

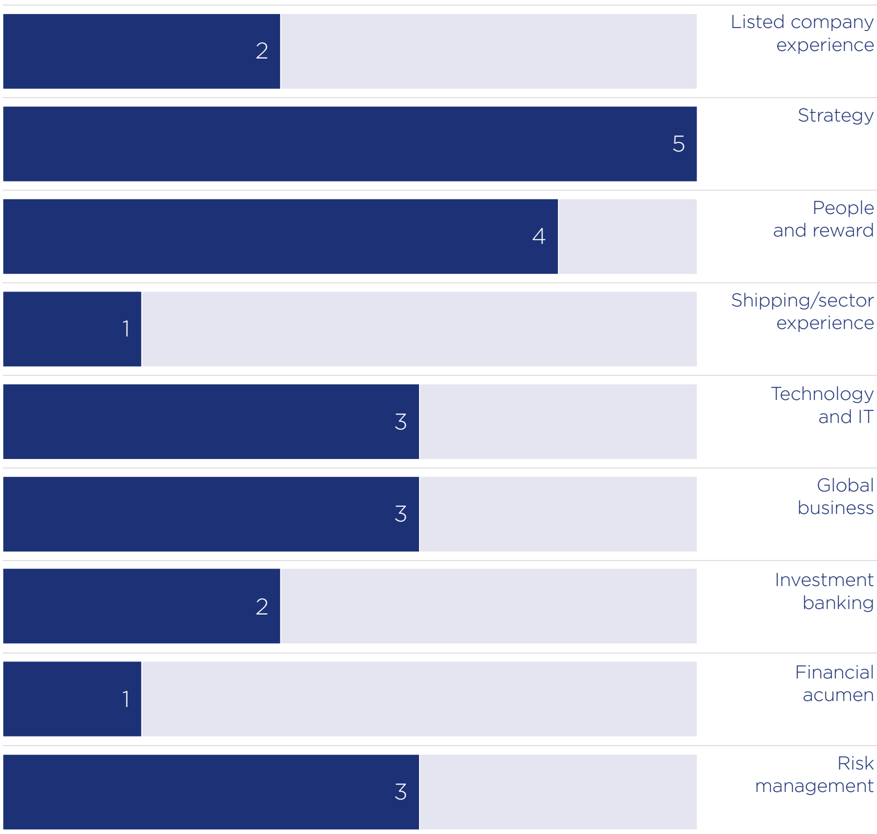
* Agenda items where the topic was specifically a stakeholder matter. Stakeholders are taken into account in all agenda items, but it is difficult to quantify these considerations and they are not therefore included in this category.

OUR BOARD

Our ability to meet our responsibilities is underpinned by the balance of skills, knowledge and experience on the Board and ensuring that it is appropriate to continue to challenge management and support the delivery of our strategy.

BOARD SKILLS, KNOWLEDGE AND EXPERIENCE

NUMBER OF NON-EXECUTIVE DIRECTORS (INCLUDING THE CHAIR) WHO ARE HIGHLY EXPERIENCED IN THAT AREA
AS AT 31 DECEMBER 2024



Committee membership

Audit and Risk Committee	A
Nomination Committee	N
Remuneration Committee	R
Chair	●

CHANGES IN BOARD MEMBERSHIP DURING THE YEAR AND TO THE DATE OF THIS REPORT

— Birger Nergaard resigned as an Independent Non-Executive Director on 9 May 2024.
— Heike Truol stepped down as a member of the Audit and Risk Committee and was appointed as a member of the Nomination Committee on 5 August 2024.
— Constantin Cotzias was appointed as an Independent Non-Executive Director and member of the Audit and Risk Committee on 5 August 2024.

Laurence Hollingworth N R
Chair

Appointed: July 2020
(and as Chair in March 2022)

Key areas of expertise:
Capital markets, investor relations, strategy

Skills and expertise:
Previously a senior leader in investment banking, Laurence brings significant capital markets experience to Clarksons which positions him well to guide the development of the financial business and wider strategy. Laurence has a strong understanding of broking and the relationship-led environment in which Clarksons operates, having been responsible for client relationship management with some of JP Morgan's most high-profile clients. This experience gave him broad exposure to different leadership styles and board dynamics, developing the skillset necessary to provide oversight and constructive challenge in the boardroom.

Career experience:
Laurence's 37-year career in stockbroking with Cazenove and latterly JP Morgan saw him hold several senior leadership roles including Head of UK Investment Banking, Head of EMEA Industry Coverage and finally as Vice Chairman for Equity Capital Markets EMEA.

Principal external appointments:
— Non-Executive Chairman and Chair of the Nomination Committee, Molten Ventures plc
— Non-Executive Director, Atom Bank plc
— Non-Executive Chairman, ABM Communications Limited

Andi Case
Chief Executive Officer

Appointed: June 2008

Key areas of expertise:
Global business, shipping/sector experience, strategy

Skills and expertise:
Having worked in shipbroking his entire career, Andi brings to the Board extensive knowledge and experience of global integrated shipping services. He is recognised in the market as an industry leader. His detailed knowledge of Clarksons' operations, combined with his commitment to drive the strategy, make him well placed to inspire and lead the Group.

Career experience:
Andi joined Clarksons in 2006 as Managing Director of the Group's shipbroking services. His shipbroking career began with C W Kellock & Co and later the Eggar Forrester Group. Prior to Clarksons, he was with Braemar Seascope for 17 years.

Principal external appointments:
— None

Jeff Woyda
Chief Financial Officer & Chief Operating Officer

Appointed: November 2006

Key areas of expertise:
Finance, strategy, technology

Skills and expertise:
Jeff brings broad-based experience across a number of disciplines to the role of Chief Financial Officer and Chief Operating Officer. In addition to his strong background in finance, Jeff has an impressive track record in managing and delivering across broking, corporate finance, IT implementation and software development, HR and regulatory compliance. His career has spanned both publicly listed and private companies, as well as regulated industries. He is also the Board Member responsible for ESG matters and the Chairman of Maritech, the SaaS provider of the Sea platform.

Career experience:
Before joining Clarksons, Jeff spent 13 years at the Gerrard Group PLC, where he was a member of the executive committee and Chief Operating Officer of GNI. Jeff began his career with KPMG and is a Fellow of the Institute of Chartered Accountants. He was previously Senior Independent Director and Chair of both the Remuneration and Audit Committees of Lok'n Store Group plc.

Principal external appointments:
— Chair, The Clarkson Foundation
— Non-Executive Chair and Director, International Transport Intermediaries Club Limited

Martine Bond

A R

Independent Non-Executive Director

Appointed: March 2021

Key areas of expertise:
Global business, strategy, technology

Skills and expertise:
Martine brings a wealth of knowledge in electronic trading, risk management and technology solutions. This experience, together with her track record of innovation, business growth and client acquisition, make her ideally placed to contribute to Clarksons' strategy to grow its technology business.

Career experience:
Martine has over 25 years' experience in the financial services industry at State Street, Morgan Stanley, JP Morgan and Goldman Sachs. She was previously the Executive Vice President, Head of State Street Global Markets for Europe, Middle East and Africa (EMEA) as well as running the electronic trading solutions within State Street. Martine has significant board experience across legal entities in Europe, North America and Asia. She studied business management at Queensland University of Technology in Brisbane, Australia.

Principal external appointments:
— Director, CF Global Trading (UK) Limited

Constantin Cotzias

A

Independent Non-Executive Director

Appointed: August 2024

Key areas of expertise:
Global business, strategy, technology

Skills and expertise:
Constantin brings a strong understanding of data and technology, as well as experience in growing data-focused businesses globally. He played a critical role in shaping the strategic development of Bloomberg Law. Constantin also has extensive financial markets experience gained across both legal and commercial roles.

Career experience:
Constantin has spent over 20 years with Bloomberg, holding a number of different roles including CEO of Bloomberg's legal and regulatory news and research division, Chief Counsel and, currently, the Global Head of External Affairs. Constantin sits on the Mayor of London's Business Advisory Board, and previously sat on Prime Minister May's Business Advisory Council. Prior to Bloomberg, Constantin was a senior mergers and acquisitions lawyer at Denton Wilde Sapte (presently Dentons). Constantin is a solicitor of the Supreme Court of England and Wales.

Principal external appointments:
— European Director, Bloomberg LP
— Global Head of External Affairs, Bloomberg
— Chair, Bloomberg Tradebook
— Director, Bloomberg Multilateral Trading Facility
— Board Member, The Mayor of London's Business Advisory Board

Committee membership

Audit and Risk Committee	A
Nomination Committee	N
Remuneration Committee	R
Chair	

Sue Harris A N

Senior Independent Director

Appointed: October 2020 (and as Senior Independent Director in September 2022)

Key areas of expertise:
Finance, listed company experience, risk management

Skills and expertise:
Sue brings significant financial, risk management and corporate development experience to her role at Clarksons, gained across listed companies in financial services and retail. She has extensive leadership and boardroom experience, having held a number of senior executive roles. Sue is a qualified chartered management accountant and experienced audit committee chair.

Career experience:
Sue served as a Non-Executive Director of The Co-operative Bank p.l.c, The Co-operative Bank Finance p.l.c. and The Co-operative Bank Holdings Limited up until its acquisition by the Coventry Building Society on 1 January 2025. In addition to Sue's current non-executive roles, Sue previously chaired the Audit and Assurance Council at the FRC and was a member of the Codes and Standards Committee. Prior to this, she held a number of senior executive positions in finance and corporate development at FTSE 100 businesses, including as Divisional Finance Director and Group Audit Director for Lloyds Banking Group.

Principal external appointments:
— Non-Executive Director and Chair of the Audit Committee, FNZ (UK) Limited
— Non-Executive Director, Schroder & Co. Limited, and Chair of the Audit and Risk Committee of Schroders plc's Wealth Management Division
— Independent Director, Barclays Pension Funds Trustees Limited

Dr Tim Miller A R

Independent Non-Executive Director

Appointed: May 2018

Key areas of expertise:
Global business, people and reward, listed company experience

Skills and expertise:
Tim has over 30 years' experience working in large-scale people businesses with significant international operations. As well as his extensive experience of HR and remuneration matters, Tim's executive roles also gave him exposure across a broad remit including compliance, audit, assurance, financial crime, property and legal. Tim is an experienced non-executive director and remuneration committee chair in listed companies. His role at Clarksons includes the role of Chair of the Trustees of the staff pension schemes.

Career experience:
The majority of Tim's executive career was within regulated industries, including roles at Glaxo Wellcome and Standard Chartered, with global responsibility for a wide variety of business services. He was previously a Non-Executive Director and Chair of the Remuneration Committee at Michael Page Group plc, Scapa Group plc, and Equiniti Group plc, and a Non-Executive Director at Equiniti Financial Services Limited and Otis Gold Corp.

Principal external appointments:
— None

Heike Truol N

Independent Non-Executive Director

Appointed: January 2020

Key areas of expertise:
Global business, shipping/sector experience, strategy

Skills and expertise:
With a 20-year track record of both advising large global organisations from the outside as a management consultant as well as driving performance from within, Heike brings significant experience of strategy development and delivery and client perspectives.

Heike serves as Clarksons' Employee Engagement Director.

Career experience:
Heike has been the Chief Strategy Officer for ALS Global, a global leader in providing testing solutions to clients in a wide range of industries, since November 2023. She was previously the Chief Commercial Officer for MineHub Technologies. Prior to that, she gained 11 years' experience at Anglo American where she was Executive Head, Commercial Services. On joining as Group Head of Strategy she helped evolve the strategy function working closely with the CEO and executive committee. Heike later helped establish the Marketing business and had P&L responsibility for Anglo American's global shipping activity. Prior to Anglo American, Heike was a management consultant and held roles at Marakon Associates and Deloitte.

Principal external appointments:
— Chief Strategy Officer, ALS Global

GOVERNANCE FRAMEWORK

We discharge some of our responsibilities through delegation to Board Committees. The Board Committees bring an increased focus on key areas and explore them more deeply. The Chair of each Board Committee reports to the Board on their activities following meetings.

Any delegation of authorities to Board Committees is formally documented in writing through Terms of Reference, while the Board maintains a schedule of key matters which are reserved for the Board's decision.

Furthermore, there is a clear division of responsibilities between the Chair and the CEO. The execution of the strategy and the day-to-day management of the Group and operational matters are delegated to the CEO.

The Group's executive governance structure maximises the opportunity for all parts of the business to have clarity on their goals and successfully execute on divisional and Group strategic plans.

BOARD

Key matters reserved for the Board:

- Purpose
- Strategy
- Setting the Group's culture, standards and values
- Internal controls and risk management
- Financial reporting and viability
- Capital and liquidity
- Board and Committee appointments
- Corporate governance matters
- ESG and stakeholder matters
- Material contracts

Nomination Committee

- Reviews the effectiveness of the Board, and its structure, size, composition and diversity
- Leads succession planning for the Board and oversees succession plans for senior management

Read more
On pages 100 to 107.

Audit and Risk Committee

- Monitors the integrity of the financial reporting for the Group and manages the relationship with the External Auditor
- Oversees the effectiveness of the risk management and internal control systems

Read more
On pages 108 to 116.

Remuneration Committee

- Sets the remuneration policy and packages for the Executive Directors and other members of the senior management team, whilst having regard to pay across the Group
- Approves the remuneration of the Chair

Read more
On pages 117 to 134.

Executive Team

- Assists the CEO and CFO & COO in running the business and delivering the strategy
- Develops and implements strategy and goals, operational plans, procedures and budgets, and monitors business performance (including competitive pressures)
- Oversees the assessment and control of risk

Conflicts of interest

The Company's Articles of Association permit unconflicted directors to authorise potential conflicts.

The Board may impose conditions on the authorisation of a conflict, for example that the Director should leave the boardroom when certain matters are discussed. Each Director is required to notify the Chair of any potential conflict or potential new appointment or directorship. The Nomination Committee provides the Board with guidance on the treatment of Directors' conflicts and conducts an annual review of the Register of Directors' Conflicts.

No new conflicts of interest or related party transactions were declared during the year.

See more online
The schedule of Matters Reserved for the Board; the Terms of Reference of the Board Committees; and the roles of the Chair, CEO, SID and Employee Engagement Director are available at www.clarksons.com/home/investors/corporate-governance

Read more
How we assess the independence of our Non-Executive Directors on page 104.

Individual roles and activities:

Chair
- Leads the Board, facilitating the contribution of all Directors and promoting an open and constructive relationship between the Executive and Non-Executive Directors
- Ensures the effectiveness of the Board
- Oversees the development of the Group's purpose, values and culture
- Promotes high standards of corporate governance
- Available to shareholders and fosters dialogue with other key stakeholders

Chief Executive Officer
- Responsible for the day-to-day management of the Group
- Develops the strategy and commercial objectives for approval by the Board, and leads management in delivering them within the risk appetite approved by the Board
- Promotes the embedding of the Group's culture throughout the organisation
- Leads the relationship with institutional investors and other stakeholders

Chief Financial Officer & Chief Operating Officer
- Manages the Group's financial and operational affairs and supports the CEO in the management of the Group
- Alongside the CEO, represents the Group in meetings with institutional shareholders and other stakeholders
- Takes responsibility for overseeing ESG matters

Senior Independent Director
- Acts as a sounding board for the Chair and leads the evaluation of his performance
- Serves as a trusted intermediary for other Non-Executive Directors
- Available to shareholders, particularly when their concerns have not been resolved through other channels

Independent Non-Executive Directors
- Contribute to the development of the strategy and scrutinise its execution by management
- Provide both objective and constructive challenge and support to the development of Board proposals and the performance of management
- Monitor management's progress against agreed performance objectives

Employee Engagement Director
- Facilitates two-way communication between the Board and the workforce through a programme of engagement initiatives
- Enhances the voice of the workforce by feeding their views into the Board's decision-making process

Group Company Secretary
- Acts as point of contact for the Chair and Non-Executive Directors, and facilitates the induction of new Non-Executive Directors
- Facilitates information flows between the Board and its Committees, and between management and the Board
- Advises the Board on all corporate governance matters and ensures good corporate governance practices throughout the Group

AN EFFECTIVE BOARD

The Board takes the opportunity to engage with members of senior management throughout the year, bringing Directors closer to the culture of the business.

The Board is accountable to shareholders for the creation of sustainable value, and to other stakeholders for the wider impact that we have. We have overall responsibility for leading the Group and are the decision-making body for matters which are significant to the Group as a whole, in particular strategic and financial matters, and those which could have a material reputational impact.

Our ability to meet our responsibilities is underpinned by having in place a balanced and effective Board, and our governance framework which enables effective decision-making within a structure of clear accountabilities. You can read more about our governance framework and individual roles and responsibilities on pages 92 and 93.

The Chair promotes an open and honest boardroom culture which ensures that the range of diverse skills, experience and perspectives brought collectively by the Non-Executive Directors can be utilised effectively. The boardroom is both supportive and challenging, and enables the Non-Executive Directors to bring independent oversight to strategic debates and contribute to the continued development of a sustainable strategy.

In developing the strategy, the Board takes account of, not only our obligations to shareholders, but also the considerable impact that the Group has on other stakeholders including our people, clients, the wider shipping community and the communities in which we operate. The Board monitors the implementation of the strategy through regular updates at Board meetings from senior managers on key initiatives as they progress. This also enables us to regularly review whether the strategy remains appropriate. The need to deliver the strategy within the Group's risk appetite, and ensuring that the Group has the appropriate resources, skills and competencies to achieve the strategy responsibly, are also key areas of focus.

The effectiveness of the Board is reviewed at least annually. You can read more about this year's Board and Committee effectiveness review on page 106.

Purpose, values, behaviours and culture

Our purpose communicates our strategic direction to our people, clients and wider stakeholders, and underpins everything that we do. Our values articulate the qualities that we embody and, to ensure the continued growth of a sustainable business, our values must remain at the core of the way we behave. Our behaviours set out clearly what is expected of all of our people to thrive and perform in our culture and act in line with our values. This is the foundation of our culture.

Our values represent our current and future aspirations for the business: to ensure we remain dedicated to excellence and retain our place as the world-leading strategic advisor to our clients. We believe our behaviours accurately reflect our expectations of our people, and provide clarity regarding the commercial and leadership requirements to deliver our purpose.

Our people are the driving force of our company, and we are committed to a diverse and inclusive workplace where we prioritise their health, wellbeing and development. Our greatest strength is the spirit of progressive and energetic teamwork and collaboration that underpins our success. Our people processes are designed to retain and empower our employees to drive the business forward, keep our clients at the core of our activities and align our interests with those of our stakeholders.

The Board has responsibility for setting and overseeing our culture. We set the tone from the top and reinforce this through all of our actions, including our decisions and own conduct.

The key elements of our culture

ELEMENT	OVERVIEW	BOARD AND COMMITTEE OVERSIGHT
Leading by example	The Board sets the tone from the top.	The Directors, Executive Team and senior management lead by example through all actions, reinforced through leadership forums such as our Global MDs Week and Executive Team meetings.
Performance metrics	The Board reviews a broad range of performance metrics that support our culture, including global turnover by business sector and location, annual promotions to early-, middle- and senior-level management positions, employee engagement outcomes, key remuneration frameworks and employee equity participation.	The performance metrics support the Board in its role in monitoring and assessing our culture.
Employee voice	We promote an open and honest environment in which our people are encouraged to share their views on a variety of priorities and topics. Employees are invited to a number of communication forums throughout the year, including the Employee Voice Forum, chaired by our Employee Engagement Director. Employees may also be invited to present to the Board on relevant matters. There are independent whistleblowing processes in place which allow reporting of wrongdoing on an anonymous basis.	Themes and discussion points from communication forums are reported to the Executive Team and Board, providing key insights. The Board also recognises the benefit of having direct access to our people through a number of direct lines of engagement and broad employee social events. Whistleblowing reports are investigated appropriately and reported to the Board.
Policies, pay, diversity and inclusion	We pay for performance and seek to ensure that the financial and non-financial rewards we give our employees are competitive and support attraction to the Company, engagement and retention. Our people are the driving force of our company, and we are committed to a diverse and inclusive workplace where we prioritise their health, wellbeing and development.	The Remuneration Committee oversees remuneration policy across the Group and reviews annually the remuneration trends across the Group. The Nomination Committee regularly reviews our Group Diversity and Inclusion Policy and receives updates on relevant initiatives to promote a diverse and inclusive workplace. The Remuneration Committee also reviews annually our Gender Pay Gap Report.
Risk management	Our internal controls and risk management systems are integral to the delivery of our strategy in a safe and sustainable way. They translate into our day-to-day risk culture.	The Audit and Risk Committee oversees our internal controls and risk management systems, including risk appetite, as well as reviewing internal audit reports.
The way we do business	Our Compliance Code is reissued to employees annually – it sets out the policies and standards we expect them to uphold to meet our objective of conducting our business in an ethical, honest and professional manner wherever we operate. Employees are also required to complete annual online training modules on a range of areas covered by the Compliance Code.	Key policies are reserved for the Board's approval. The Audit and Risk Committee receives updates on compliance with policies and completion of online training.
Health, safety and wellbeing	Our priority is to provide a safe and secure workplace for all, and we have policies and procedures in place to support this.	Whilst we view the majority of our activities as low risk, the Board monitors the health and safety culture through regular reporting.

STAKEHOLDER ENGAGEMENT

We are committed to effective engagement with our stakeholders and gather feedback and input from them through a variety of approaches. The Board engages directly with our people and our shareholders. In the case of engagement with clients and communities (who we have also identified as key stakeholders), management engagement is used to form proposals at a business level, with the Board being kept updated in various ways.

Where relevant, stakeholder considerations are also set out in Board papers. You can read more about our stakeholders on pages 59 to 61, and how we have taken them into account in meeting our responsibilities under section 172 of the Companies Act 2006 on pages 72, 73 and 99.

Our people

Engagement with our employees is driven through our Employee Engagement Director and our Employee Voice Forum (see below). We also provide opportunities for our Non-Executive Directors to meet a broad cross-section of our people at social and networking events throughout the year which provides a further opportunity for engagement on key topics. The Non-Executive Directors also receive regular updates from the Executive Directors and other executives on their own engagement with employees, for example through site visits, talent activities and town hall meetings.

Our shareholders

The Board understands that maintaining strong relationships and an open dialogue with investors underpins the long-term success of the Company. The Chair takes responsibility for ensuring that the views of shareholders are communicated to the Board as a whole.

The CEO and CFO & COO regularly update the Board on shareholders' views, which reflects both their own direct engagement with investors and feedback from the Company's joint corporate brokers and financial public relations advisor. The Chair and Non-Executive Directors also share the views and feedback from shareholders following any meetings they have attended.

Heike Truol engages with employees during a visit to our Aberdeen office.

CASE STUDY:

Employee Voice Forum

Our Employee Voice Forum encourages two-way communication between employees from various divisions across the business and our Non-Executive Directors. It is chaired by Heike Truol, our Employee Engagement Director. Participating employees are given the opportunity to raise any issues that they deem relevant or appropriate. In 2024, topics discussed included remuneration, ESG, technology and compliance in shipping markets, being part of the global group, experience of the early careers cohort and communication methods and channels. During the year, the Employee Voice Forum aimed to ensure a wide divisional input into Board engagement and Heike held meetings in Aberdeen, London and Houston. Following each meeting, Heike provides an overview to the Board of the topics discussed, which allows the views of employees to be factored in to future decision-making.

CASE STUDY:

Global MDs Week

Our annual Global MDs Week brings together senior management from across our global group. The event provides employees with the opportunity to hear directly from the CEO and CFO & COO regarding the Group's strategy and the market context, as well as to interact with their colleagues and voice their own views in focused but informal sessions. Our Non-Executive Directors are invited to join various sessions and events. This enables them to hear firsthand the views of our senior employees, understand how strategic initiatives are progressing and gain an insight into the Group's day-to-day culture.

Andi Case engages with our global leadership during Global MDs Week.

INSTITUTIONAL INVESTORS

Who they are

Large institutional investors such as investment managers and pension funds

Who engages with them

- The CEO and CFO & COO are the primary contacts for current and potential institutional investors
- The Chair, SID and all Non-Executive Directors are available to attend meetings if requested by shareholders

Engagement in 2024

- The Chair and/or the Remuneration Committee Chair engaged with 14 shareholders during the year in order to understand their views on the Company and its strategy, and to discuss other governance matters such as remuneration outcomes, environmental matters, succession planning and diversity
- The CEO and CFO & COO held over 100 meetings with potential and current investors (holding over 39% of the issued share capital) to discuss strategy and performance and to gain an understanding of shareholders' views and concerns

RETAIL SHAREHOLDERS

Who they are

Private investors holding around 5% of the issued share capital (excluding employee shareholders)

Who engages with them

- The Board through attendance at the AGM
- Our Company Secretariat team and our registrar (Computershare) are available to help retail shareholders with any queries

Engagement in 2024

- Achieved principally through our website and the AGM
- Full year and half year results announcements, the Annual Report and results presentations are all available on our website, as well as information regarding share price performance and governance matters

EMPLOYEE SHAREHOLDERS

Who they are

Employees holding around 11% of the Company's issued share capital, either through direct interests or through restricted shares granted under employee share plans

Who engages with them

- Employee shareholders (and the workforce as a whole) are kept informed by the Executive Directors and the Group Company Secretary of publicly available financial updates and governance changes such as new Director appointments

Engagement in 2024

- The Company issues an annual invitation to employees in the UK and our largest overseas locations to join a ShareSave plan (or similar local equivalent), which gives employees the opportunity to purchase shares in the Company at a discounted price
- The Board is extremely supportive of widening global participation in ShareSave or the local equivalent, which has been offered in seven overseas countries to date
- Around 63% of our global employees have been invited to join ShareSave or the local equivalent, and over 23% of eligible employees took up an invitation to participate during the year

Annual General Meeting

We view the AGM as an opportunity to engage directly with our shareholders on the key issues facing the Group and to respond to any questions shareholders may have on the business of the meeting.

At the 2024 AGM, votes were cast in relation to circa 74% of the issued share capital. Although all resolutions were passed by the required majority, the Board noted a significant vote against resolution 2 to approve the Directors' Remuneration Report, resolution 4 to re-elect Laurence Hollingworth (Company Chair) as a Director and resolution 9 to re-elect Dr Tim Miller (Chair of the Remuneration Committee) as a Director. Further detail regarding the actions taken by the Board in response to this outcome can be found in the Directors' Remuneration Report on pages 118 to 120.

We are pleased to confirm that this year's AGM will be held electronically by video webcast at 12 noon on Thursday 1 May 2025. Full details of the resolutions to be proposed at the meeting are set out in the Notice of Meeting. The Chair, as well as the Chairs of the Board Committees, will be at the meeting to answer questions on the business of the meeting.

BOARD VISIT TO ABERDEEN

As part of its learning and development programme, the Board undertook a visit to Clarksons in Aberdeen in June 2024.

Clarksons operates a number of offices and warehouses in Aberdeen and three were visited by Board members, where they received in-depth reviews of the current businesses and the prospects for new products and services.

At the Clarksons Offshore and Renewables office, which is part of our Broking division, the Board heard more about the projects and vessels that our specialist broking teams partner with our clients to support.

Part of our Support division, Gibb Group is an industry-leading supplier of products and services to the energy sector. We saw the range of tools, equipment and services the business provides across its four specialist business lines.

From the Clarksons Port Services ('CPS') office at Matthews Quay, Aberdeen Harbour, the Board took a walking tour of the port to see at firsthand some of the vessels CPS provides services for in the marine and offshore energy sector. A boat trip was also taken to the North Harbour and an offshore windfarm.

Informal employee focus groups

In addition to the Employee Voice Forum, facilitated by Heike Truol, our Employee Engagement Director, a number of informal employee events were held where Directors met a cross-section of Aberdeen-based employees in small groups, with no set agenda, in order that they could hear directly from employees. As the energy transition continues to evolve, the insights provided by our employees on the ground will provide crucial context for the Board's decisions and where we can make a difference.

The Board sets sail to an offshore rig in the North Sea.

The visit to Aberdeen provided further informal opportunities to meet employees.

The Board onboard an Offshore Support Vessel ('OSV').

KEEPING SECTION 172 AT THE FOREFRONT OF BOARD DISCUSSIONS

Area of focus

As a relationship-driven business, our ability to maintain our position as the world's leading provider of integrated shipping and offshore services is driven by our people, who are our biggest asset. Broking is our largest division in terms of our breadth of market coverage and geographical spread, as well as the number of brokers. Strategic broking hiring, complemented by internal development of talent and promotions, have therefore always been a key element of our strategy. This was a particular area of focus for the Board in 2024 as we sought to further expand our Broking expertise. Over the year, this has included extending our presence in Offshore and Renewables in South Korea, establishing a new Deep Sea Tanker Projects desk in Brazil and expanding our offering in the Middle East with a new Sale & Purchase desk in Dubai. We have also developed our derivatives businesses and our coverage of commodities markets.

How the Board considered section 172 matters through its discussions

Long-term consequences:
The Board was satisfied that the expansion of Broking expertise through key hires and internal promotions would support in particular the 'Enabling global trade' aspect of the Company's purpose. 85% of global trade is carried on ships, and our Broking division plays a key role in keeping global trade moving.

In addition, it would support the following strategic objectives:

BREADTH
Increasing the breadth of services offered to our clients by establishing new desks in key locations.

REACH
Expanding our global reach through new geographical locations.

PEOPLE
Broadening our leadership capability and strengthening our succession planning for key roles.

GROWTH
Allowing us to capitalise on opportunities for revenue growth in new markets and segments.

We also reviewed whether expanding our Broking expertise would create long-term financial and sustainable value for the Group's stakeholders and were of the view that it would.

Employees:
A number of strategic hires were made during the year, each providing a broad range of experience that more junior brokers could learn from and enhancing our leadership capabilities. Succession planning for senior management roles has also been a keen area of focus for the Board and plans have been enhanced by the new hires. The strength of our talent pipeline, which has been developed through our competency and behaviours framework and the learning opportunities we provide, has also enabled us to promote from within, which provides inspiration for the next generation of talent.

Fostering relations with clients:
The expansion of our expertise into both new products and new geographical areas provides benefits for the Group's clients, allowing us to better tailor our integrated offering and enabling our clients to make better informed decisions.

Impact on communities and environment:
The Group is committed to continuing to invest in the industry's green transition, which we see as making a crucial contribution to the communities in which we operate, and which will have a long-term positive impact on the environment. Led by key hires over the year, we are continuing to broaden our expertise in the services we provide to the offshore and renewables industry and to invest in our teams which advise on the execution and financing of alternate-fuelled newbuilding of vessels.

High standards of business conduct:
A key focus when making new hires is for management to satisfy itself that the standards of business conduct and the culture promoted within the Group will continue to be adhered to.

Board engagement

The Board has received regular updates on both strategic hires and internal promotions during the year from the Executive Directors and HR team, along with deep dives into how these are aligned with the wider Group strategy. We are satisfied that this ongoing investment in our broking expertise is continuing to deliver our strategy and generate value for our stakeholders.

Read more
Our section 172 statement on pages 72 to 73.

AT A GLANCE



CONTINUING TO FOCUS ON ALIGNING THE GROUP'S LEADERSHIP WITH THE SKILLS, EXPERIENCE AND DIVERSITY TO SUPPORT OUR GROWTH.

Laurence Hollingworth
Chair

MEETING ATTENDANCE

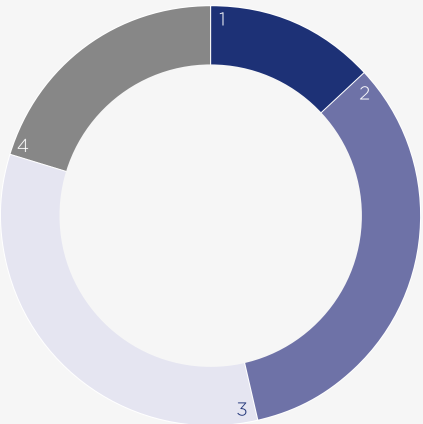
	Meetings
Current Directors	
Laurence Hollingworth (Chair)	5/5
Sue Harris	5/5
Heike Truol	5/5
Former Director	
Birger Nergaard[1]	2/2

1 Stepped down as a Director and member of the Committee with effect from 9 May 2024.

Read more
The skills and experience of Committee members, on pages 88 to 91.
The role and responsibilities of the Committee, on page 92.
The annual review of the Committee's effectiveness, on pages 106 to 107.

Click to find out more
The full Terms of Reference for the Committee at www.clarksons.com/home/investors/corporate-governance

HOW THE NOMINATION COMMITTEE SPENT ITS TIME



1. Annual effectiveness review	13%
2. Appointment/reappointment of Directors	33%
3. Governance	33%
4. Succession planning	21%

1. Annual effectiveness review
Review of actions arising from the 2023 review and agreeing the approach to the 2024 review.

2. Appointment/reappointment of Directors
Matters relating to the annual re-election of Directors, the appointment of a new Non-Executive Director and the reappointment of Directors at the end of their three-year term.

3. Governance
Various matters including the annual review of the Nomination Committee's effectiveness and the Nomination Committee Report in the Annual Report.

4. Succession planning
Review of plans and activities regarding non-executive, executive and senior management succession planning.

Laurence Hollingworth
Chair

I AM PLEASED TO PRESENT THIS REPORT ON THE WORK OF THE NOMINATION COMMITTEE OVER 2024.

The Committee has continued to focus on aligning the leadership of the Group with the skills, experience and diversity needed to support our long-term strategy, growth and delivery.

Succession planning

It was announced in March 2024 that Birger Nergaard would not seek re-election at the 2024 AGM, having served nine years as a Non-Executive Director. In anticipation of this, we previously confirmed that a search for a new Non-Executive Director had been initiated, and Constantin Cotzias joined the Board as an independent Non-Executive Director in August 2024. Constantin brings a strong understanding of financial markets, data, technology and experience in growing data-focused businesses. We believe that his knowledge and skills will be invaluable as we continue to grow the business.

The most recent review of Board and Committee performance reaffirmed the Committee's own view that the capabilities of the Board provide the right combination at the current time to develop and deliver our strategy. Looking forward, we will continue to appraise how Board skills and membership should evolve in response to changes in our business and our long-term direction.

The continued development of a talent pipeline of future leaders is of course a key element of executive succession planning, which has remained a priority this year for the Board as a whole. We have received regular updates from the Executive Directors and the Group Head of HR on both the initiatives in place to nurture our talent to be our future leaders, and the key strategic hires made during the year to complement our development programmes.

Diversity

The Board strongly believes that diversity at all levels of the business results in better business outcomes and helps us achieve our strategy.

We have continued to assess diversity across the Board, with particular focus on the requirements in the Listing Rules, the FTSE Women Leaders Review and the Parker Review. We have met the recommendation for female representation in key Board roles and we have one Director from an ethnic minority background. The Board currently comprises 37% women (three of our eight Directors) and we remain cognisant of the target for 40% female representation. Whilst the Committee is committed to ensuring that all aspects of diversity are reflected among Board members, our policy continues to be one of selecting candidates with an appropriate mix of skills, knowledge and experience to ensure the continued success of the business.

We remain equally focused on progress within our senior leadership population and have reviewed the initiatives which are being pursued to enhance diversity below Board level. Although shipping has traditionally been a male-dominated industry, the Our impact section includes more details of the actions being taken to foster a diverse and inclusive workplace for all which, in the longer term, will give rise to a more diverse talent pipeline (see pages 48 and 49).

Board and Committee performance reviews

Finally, I am pleased to report that this year's Board and Committee performance reviews, which were internally facilitated, concluded that the Board and its Committees continue to operate effectively. Some actions were identified to enhance the Board's effectiveness. You can read more about the process and the conclusions on pages 106 and 107.

Laurence Hollingworth
Nomination Committee Chair
7 March 2025

SUCCESSION PLANNING

Non-Executive Directors

The Nomination Committee reviews succession planning for the Non-Executive Directors. Whilst the tenure of the Directors is an important factor, the Nomination Committee is cognisant that this cannot be reviewed in isolation. Non-Executive Director succession planning is therefore considered within a wider context which includes the size, structure and composition of the Board; the current balance of skills, knowledge, experience and diversity on the Board and whether it is appropriate to continue to challenge management and support the delivery of the Group's strategy; provisions under the Code regarding Board Committee composition; and the benefits of refreshing the membership of the Board Committees.

Having reviewed the factors listed above, and taking account of feedback from the effectiveness evaluation of the Board undertaken in 2024, the Nomination Committee drew the following conclusions during the year:

- The tenure of the Directors (which is set out on page 84) does not give rise to any immediate concerns as four of the six Non-Executive Directors in office as at the date of this report are in their second three-year term and one is in his first three-year term.
- The size of the Board is conducive to an effective debate, being large enough to bring a broad and diverse range of backgrounds, perspectives and experiences, but not so large as to be unwieldy. The structure of the Board remains appropriate.
- The collective skills and experience of the Non-Executive Directors and the Board as a whole had been strengthened during the year by the appointment of Constantin Cotzias, who had brought to the Board a strong understanding of financial markets, data, technology and experience in growing data-focused businesses. The Nomination Committee was therefore satisfied that the Board's skills and experience remained aligned with the Group's operations and strategy.
- The target for ethnic diversity set out in the Parker Review and the recommendation under the FTSE Women Leaders Review to have at least one woman in a senior Board role had been met. However, the Nomination Committee remains cognisant of the benefits of continuing to enhance Board diversity and of the target for 40% female representation by the end of 2025.
- The Company complies with all provisions under the Code in relation to Board Committee memberships.

In addition to this longer-term view, the Nomination Committee has also considered succession planning across a short-term horizon. It was satisfied that, in the event that one of the Board Committee Chairs was unexpectedly unable to fulfil their duties, the current Board composition would allow contingency cover to be identified and the Board Committee to continue to operate effectively whilst still meeting any specific Code requirements.

Chair

To ensure that an effective Chair is in place at all times to lead the Board, and that the Board would be able to act quickly when a search for a new Chair needed to be undertaken in the future, the Nomination Committee has established a framework for Chair succession. This outlines the process to be followed, as well as confirming any arrangements to be implemented at short notice in the event of the Chair being temporarily absent.

Executive positions and senior management

Through the Nomination Committee, the Board has remained close to discussions on executive and senior management succession planning. A focus on the building-out of teams in both existing and new jurisdictions and business lines has been a focus for 2024. This has complemented the annual promotions process, which utilises a framework to assess, promote and develop our future leaders on a consistent basis and secure the pipeline of key talent for succession to more senior roles. The opportunity to develop as senior leaders is enhanced by the participation of our people in divisional management forums, management offsites, and attendance at our global strategy-setting meetings at the start of each year. Our key objective and focus is to ensure that our people become our future leaders. We create an environment in which our people have broad experience, collaborate across our business and participate in the running of their respective businesses to gain exposure to leadership responsibilities. Emergency succession plans are in place for the Executive Team and other key senior management positions.

The Nomination Committee remains satisfied that this approach is appropriate to continue to develop the right skills and capabilities in the levels below the Board, retain and develop key talent, and to mitigate risk.

BOARD APPOINTMENTS

The Nomination Committee is responsible for making recommendations to the Board regarding appointments of new Directors and membership of Board Committees, as well as reviewing the reappointment of Directors at the end of their three-year terms.

During the year, the Nomination Committee made recommendations to the Board to appoint Constantin Cotzias as a new Non-Executive Director and member of the Audit and Risk Committee, and to reappoint Martine Bond and Dr Tim Miller for a further three-year term.

Details of the process to appoint Constantin are set out below. Constantin's biography can be found on page 90.

PROCESS	APPOINTMENT
Board decision to initiate search process (made on the recommendation of the Nomination Committee)	New Non-Executive Director to be appointed in order to deepen knowledge on the Board of technology solutions, particularly around the use of data and analytics.
Selection of search firm, taking account of those firms who are signatories to the Voluntary Code of Conduct for Executive Search Firms	Following a selection process involving a number of firms, Russell Reynolds (who have no other connection with the Company or its Directors) were engaged.
Search firm provided with objective criteria to assess potential candidates against	— Significant and senior experience of a global data-focused business. — Experience of building, developing and retaining high-performing teams with a digital growth agenda. — Commercially astute and entrepreneurial, with a track record of delivering organic growth. — Good cultural fit, including a collaborative and consultative approach, whilst broadening the cognitive and cultural diversity of the Board.
Longlist debated by Nomination Committee	Considerations: — Suitability against the job specification. — Ability to commit sufficient time to the role. — Any potential conflicts.
Interviews with those shortlisted and preferred candidate confirmed	Constantin Cotzias nominated as preferred candidate: — Constantin would bring a strong understanding of financial markets, data, technology and experience in growing data-focused businesses. — Particular consideration was given to Constantin's time commitment in relation to his executive role at Bloomberg. — The potential for conflict between Constantin's executive role and his directorship at Clarksons was considered, and it was concluded that no conflicts existed.
Formal recommendation by Nomination Committee to Board and Board approval	Approved by the Board with effect from 5 August 2024.
Induction programme agreed	Details of our induction programme can be found below.

Induction

All newly appointed Directors receive a comprehensive induction programme which is tailored to their needs. The Chair and the Group Company Secretary are responsible for designing an effective induction programme, with the objectives of:

- Facilitating the Director's understanding of the Group from both an internal and an external perspective: its culture, stakeholders, key businesses and markets, and operations on the ground;
- Providing them with any key insights into Committee-specific matters, as relevant; and
- Enabling their effective contribution to the Board as early as possible.

Election and re-election of Directors

The Code sets out that all Directors should offer themselves for election by shareholders at the first AGM following their appointment, and for re-election on an annual basis thereafter. The Nomination Committee leads the process for evaluating whether the Board should recommend the election/re-election of Directors to shareholders. In forming a recommendation to the Board, it takes account of the contribution to the Group's strategy, performance, time commitment and independence of each Non-Executive Director. The appraisals of the Executive Directors are also considered by the Board prior to their re-election being recommended.

Contribution to strategy

The contribution that each Director makes to the Group's strategy is set out in their biographies on pages 89 to 91.

Director performance reviews

The process by which the performance of the Directors is reviewed is set out on page 106. The reviews concluded that each of the Directors continues to perform effectively and to demonstrate commitment to their role.

Time commitment

Although the letter of appointment of each Non-Executive Director includes an anticipated time commitment, the letter also states that Directors are expected to commit sufficient time to their directorship to discharge their obligations to the Company.

The Nomination Committee reviewed the time that each Non-Executive Director commits to the Company and was satisfied that this was sufficient to discharge their duties fully and effectively in each case.

The Nomination Committee also considered the external directorships and other commitments of each Director and confirmed that they did not give rise to any concerns that each Director was not able to commit sufficient time to their directorship at the Company.

Independence

The Nomination Committee assesses the independence of the Non-Executive Directors against the criteria set out in the Code. This highlights that to be classed as independent, non-executive directors should be independent in character and judgement and free from any relationships or circumstances which may affect that judgement. The Nomination Committee assesses independence annually prior to recommending the election/re-election of the Directors. However, the Nomination Committee also revisits its assessment as and when there are any changes in circumstances and prior to recommending any reappointments for a further term to the Board.

During its annual assessment, the Nomination Committee satisfied itself that there had not been any changes in circumstances which would impact on the previous assessment that all Non-Executive Directors were independent.

Conclusion

The Board approved the Nomination Committee's recommendation that each Director should be proposed for election/re-election at the 2025 AGM. Further information about the Directors, which highlights their skills and areas of expertise, is set out on pages 89 to 91.

Development

As part of our ongoing development, the Board receives briefings on legal, regulatory and governance matters as they arise. Details of training sessions held during the year can be found on page 107.

To improve our understanding and knowledge of the business, senior managers make presentations to the Board on strategic matters and key industry and business developments. This also provides us with an opportunity to engage with employees who may be considered as part of succession planning. During the year, we received updates on the market outlook, and deep-dives into key business lines were presented during the Board's visit to Aberdeen (read more on page 98). To ensure our ongoing awareness of Group policies and procedures, we also complete the online training modules that are mandatory for employees.

DIVERSITY

The Board is committed to supporting the work of the Group to look for new and innovative ways to ensure a diverse and inclusive workforce at every level of the organisation.

Board

We recognise that diversity, in its broadest sense, is a key driver of an effective board. We strive to ensure that we have a diverse board comprised of individuals with a broad range of backgrounds, skills, experience, expertise and perspectives, and which utilises these qualities in order to generate effective debate, challenge, problem solving and decision-making.

We have adopted a Group Diversity and Inclusion Policy, which also incorporates our approach to Board diversity. This confirms that the Board strongly supports the principle of boardroom diversity, which includes a number of aspects including gender, ethnicity, disability, religion and political views. It does not include measurable targets for any aspect of diversity and explains that all appointments are subject to formal, rigorous and transparent procedures and should be made on merit against a defined job specification and criteria.

As at 31 December 2024, the Board had met the recommendation under the Listing Rules and the FTSE Women Leaders Review to have at least one woman in a senior Board role (through the appointment of Sue Harris as SID).

The Nomination Committee remains cognisant of the target for 40% female representation on the Board and will take account of this in future succession planning, always noting that our priority remains the identification of the strongest candidate for the role, based on clear and objective search criteria. As at 31 December 2024, one member of the Board was from a minority ethnic background, meeting the target set out in the Listing Rules and the Parker Review recommendations.

Workforce

Our people are the driving force of our Company, and we are committed to a diverse and inclusive workplace where we prioritise their health, wellbeing and development. Our senior leaders and the wider business understand the value of an inclusive culture, where everyone has an equal chance to do well, and where all people can thrive and develop, helping the business to grow. We can see this represented in our nationality statistics – our workforce is made up of individuals from 60 different countries across the globe, which creates a vibrant and energetic environment that truly celebrates the varied cultures of those who work for us.

Our DEI focus prioritises practical steps that deliver tangible results including recruiting a workforce which represents people across all identities and backgrounds by diversifying our pool of candidates and recruitment channels.

We afford all our employees the same career opportunities through clarity of expectation and consistent assessment and promotion criteria, and ensure our staff feel part of the wider Clarksons global community through engagement, communication and support. We are improving our understanding of our workforce through data capture and analytics. An example of this in action is the cohorts of the Global Trainee Broker Programme in 2023 and 2024. The cohort was made up of multiple nationalities across a number of offices and was over 35% female.

Further examples of how we are strengthening our diverse pipeline include:

— Partnering with Encompass Equality as one of its founding members to increase diversity, equity and inclusion within the Group, with a focus on female retention and progression.

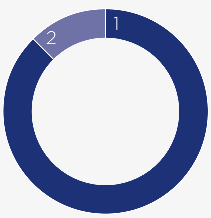
— Increasing the coverage and scope of our demographic data for current employees to better assess our diversity and identify areas to focus on.

— We are establishing a Women at Clarksons Committee to focus on employee-led initiatives already happening in the business.

BOARD AND SENIOR MANAGEMENT DIVERSITY

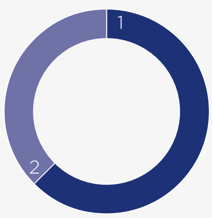
AS AT 31 DECEMBER 2024

BOARD – ETHNICITY



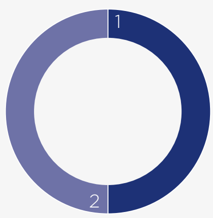
1. White	7
2. Mixed/multiple ethnic group	1

BOARD – GENDER



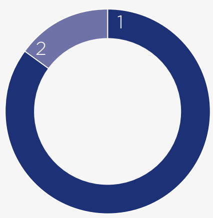
1. Male	5
2. Female	3

BOARD – AGE



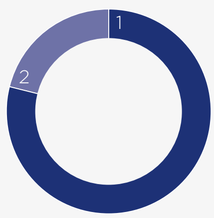
1. 50-59	4
2. 60-69	4

EXECUTIVE COMMITTEE – GENDER



1. Male	17
2. Female	3

EXECUTIVE COMMITTEE AND DIRECT REPORTS – GENDER



1. Male	227
2. Female	60

BOARD AND COMMITTEE PERFORMANCE REVIEWS

The Board is cognisant that changes in strategy, personnel and the external environment may need to drive changes in the way that we operate in order to maximise our effectiveness. We therefore recognise the benefits of regularly evaluating our own effectiveness and that of our Committees (at least annually) so that we can take any actions necessary to ensure that we continue to perform effectively.

2024 review

The 2024 review was internally facilitated. The Nomination Committee led the review. An overview of the process is provided to the right.

Outcome

The Board review highlighted the collaborative dynamics in the boardroom, emphasising the positive and constructive atmosphere which facilitates good dialogue between both the Non-Executive and the Executive Directors. As in previous years, the review also highlighted the benefit obtained from more informal Board interaction which facilitates the discussion of topics in a wider context. A number of areas were proposed for deep-dive discussions, and these are being incorporated into the 2025 Board programme.

The Board Committees were confirmed to be operating effectively, and fulfilling their Terms of Reference.

Nomination Committee members highlighted the importance of maintaining the focus on succession planning and further enhancing members' understanding of internal talent.

The Audit and Risk Committee noted the need to remain up to date with developments around ESG matters and risks in relation to sanctions, and agreed that further training on these areas should be arranged for 2025. The Audit and Risk Committee was also cognisant of the need to maintain its focus on the work being undertaken to comply in 2026 with the new provision 29 of the UK Corporate Governance Code regarding the effectiveness of material controls.

Members of the Remuneration Committee signalled the need to stay abreast of global market remuneration trends.

Director performance reviews

The performance of the Non-Executive Directors is reviewed annually in tandem with the Board and Committee performance reviews, and the Nomination Committee agrees the approach to be taken.

The performance of the Chair and the Non-Executive Directors was considered focusing on the contribution made by each Director over the year, how that contribution was made and their commitment to the role. The SID met separately with the Non-Executive Directors to seek feedback on the Chair's performance, and discussed the output with the Chair.

The performances of the CEO and the CFO & COO were also appraised separately, and feedback was presented to the Remuneration Committee as part of the annual remuneration review.

It was concluded that each Director continued to perform effectively and to demonstrate commitment to their role.

Stages of the Board and Committee performance review

October 2024
Approach and areas of focus agreed by the Nomination Committee

November–December 2024
Questionnaires completed

One-to-one meetings between the SID and other Directors to consider the performance of the Chair

January 2025
Output reviewed and discussed with the Chair, SID and Committee Chairs

Areas of focus for 2025 agreed

February 2025
Feedback discussed and action plans approved by the Board and its Committees

2023 review

The principal actions arising from the 2023 review have all been completed as set out below:

BOARD

Enhance some of the skills present in the boardroom	Fulfilled through the appointment of Constantin Cotzias in August 2024. **Read more** Board appointments on page 103.
Continue to provide opportunities for less formal interaction between Directors	The mid-year Board and Committee meetings were held in Aberdeen, providing more opportunities for the Board to interact informally both with each other and with senior employees. **Read more** Board visit to Aberdeen on page 98.
Business presentation at Board meetings to be continued	Presentations through the year included the Gibb Group and Clarksons Offshore and Renewables businesses.

NOMINATION COMMITTEE

Maintain the focus on succession planning	Continued to be an area of focus. **Read more** Succession planning on page 102.

AUDIT AND RISK COMMITTEE

Training to be undertaken on ESG matters and risks around cyber security	Training sessions were held during the year, facilitated by the Group Head of HR and the Chief Security Officer respectively.

REMUNERATION COMMITTEE

Stay abreast of market developments regarding remuneration	In-person updates provided by the Remuneration Committee's remuneration advisor, as well as the circulation of relevant market updates.
Training to be undertaken on financial crime legislation	Training session held during the year.

AT A GLANCE

RETAINING OUR FOCUS ON THE INTEGRITY OF OUR FINANCIAL REPORTING AND OUR ROBUST RISK MANAGEMENT SYSTEMS.

Sue Harris
Audit and Risk Committee Chair

COMPOSITION AND MEETING ATTENDANCE

	Meetings
Sue Harris (Chair)[1]	4/4
Martine Bond	4/4
Con Cotzias[2]	1/1
Dr Tim Miller	4/4
Heike Truol[3]	3/3

1 Sue Harris satisfies the requirement for the Committee to have a member with recent and relevant financial experience given that she is a chartered management accountant and gained a broad range of experience in senior finance roles during her career.

2 Appointed as a member with effect from 5 August 2024.

3 Stepped down as a member with effect from 5 August 2024.

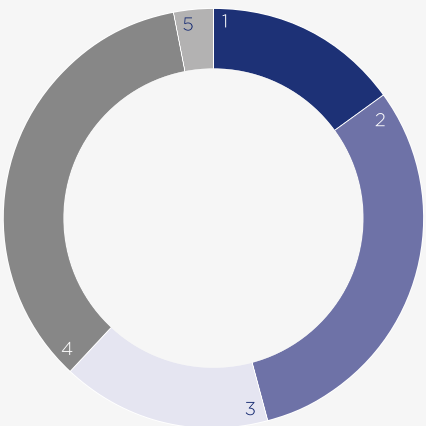
Other regular attendees at meetings include:

— CFO & COO and senior management in Finance
— Group Company Secretary
— Lead Audit Partner and Group Audit Director, PwC

Read more
The skills and experience of Committee members, on pages 88 to 91.
The role and responsibilities of the Committee, on page 92.
The annual review of the Committee's effectiveness, on pages 106 to 107.

Click to find out more
The full Terms of Reference for the Committee at www.clarksons.com/home/investors/corporate-governance

HOW THE AUDIT AND RISK COMMITTEE SPENT ITS TIME



1. Financial reporting	15%
2. External audit	31%
3. Internal audit	16%
4. Risk management and internal controls	35%
5. Governance	3%

1. Financial reporting
All matters relating to the release of preliminary and interim results and trading statements, including key judgements and estimates, viability and going concern assessments and the Annual Report.

2. External audit
Regular updates from the External Auditor on audit plans, progress and findings; private sessions with the External Auditor (without management present); and the recommendation to the Board to reappoint the External Auditor.

3. Internal audit
Regular review of plans and reports from internal audit outsourced partners, and the annual review of their effectiveness.

4. Risk management and internal controls
Strengthening the internal control framework and implementation of the next phase of our new global financial system, as well as regular updates on risk management, cyber security, compliance (including sanctions) and litigation.

5. Governance
Various matters including the annual review of the Audit and Risk Committee's effectiveness and its Terms of Reference.

Sue Harris
Audit and Risk Committee Chair

I AM PLEASED TO PRESENT OUR AUDIT AND RISK COMMITTEE REPORT FOR THE YEAR ENDED 31 DECEMBER 2024.

This report provides shareholders with an update on our key areas of responsibility: financial reporting, external audit, internal audit and risk management and internal controls.

Financial reporting

The Group recognises the importance of robust and informative financial reporting to investors, and the Committee places significant emphasis on overseeing the quality and integrity of the Group's reporting processes, accounting policies and practices. The Committee reviewed, and where necessary challenged, the significant financial judgements and estimates made by management in respect of the 2024 half year and full year results, supported by input from the External Auditor (PwC). The Committee considered the financial and narrative reporting to ensure consistency of the half year and full year reports before recommending them to the Board for approval.

The Committee also undertook a review of whether the 2024 Annual Report, taken as a whole, was fair, balanced and understandable and provides the necessary information to shareholders to assess the Group's position and performance, business model and strategy. This is described in more detail on page 111.

External audit

The Committee has an open relationship with the External Auditor, and effective and timely communication is key to this. We have had regular private meetings with the External Auditor during the year in order to allow both Committee members and the Auditor to raise any issues directly. I have also met regularly with Tim McAllister, our new external audit partner at PwC.

Internal audit

Our internal audit programme has continued to focus on our biggest risk areas, providing the Committee with assurance over these and making recommendations to enhance the control environment.

Risk management and internal controls

The Committee has continued to play a key role in promoting the maintenance of a robust risk management framework and internal control environment.

Management has remained focused on the implementation of our new global financial system which is providing significant improvements, efficiency and transparency in our financial control and reporting processes. Phase 3 was completed successfully during the year, whilst phase 4 went live in early 2025. The majority of our global locations are now using the system. It is already delivering benefits including less reliance on manual controls and enhanced management information. The Committee received regular updates on the implementation throughout the year and was satisfied that the approach being taken did not expose our financial reporting to any significant risks. We will gain further assurance over this during 2025, through an internal audit review of the implementation in our largest location in London, including the extent to which revised processes and controls have been embedded.

We have continued to consider evolving reporting requirements in this area, particularly the updated provision 29 of the UK Corporate Governance Code which will be effective for the year ended 31 December 2026. A comprehensive review of controls across the Group has commenced to identify those controls which are deemed to be material and to ensure they are appropriately embedded within our risk management framework. The Committee is satisfied with the approach being taken and the ongoing work will remain an area of focus in 2025.

Governance

The Committee's performance and effectiveness were reviewed as part of the internal Board evaluation undertaken during the year, more details of which can be found on page 106. I am pleased to confirm that the evaluation confirmed that the Committee is operating effectively and fulfilling the duties delegated to it by the Board.

I would like to welcome Constantin Cotzias who joined as a Committee member in August 2024, and to thank Heike Truol who stepped down as a Committee member after four years.

The Board remains satisfied that the Committee as a whole has experience and technical competence relevant to the sector in which we operate, and that the Committee members have the appropriate knowledge, skills and experience to enable effective challenge and fulfil the duties delegated to the Committee. To enhance this further, the Committee received training on sustainability reporting during the year.

Sue Harris
Audit and Risk Committee Chair
7 March 2025

SIGNIFICANT ISSUES CONSIDERED IN RELATION TO THE 2024 FINANCIAL STATEMENTS

RISK OF IMPAIRMENT OF TRADE RECEIVABLES

Area of focus
A number of judgements are made in the calculation of the provision for impairment of trade receivables, primarily the age of the balance, location and known financial condition of certain clients, existence of any disputes, recent historical payment patterns and any other available information concerning the creditworthiness of the counterparty.

Audit and Risk Committee review and conclusion
The Audit and Risk Committee discussed with management its analysis, associated judgements, the related controls and its conclusions.

The Audit and Risk Committee is satisfied with management's judgements and that the level of provisioning of £22.0m is consistent with the analysis.

The Audit and Risk Committee discussed with the External Auditor its audit procedures in relation to the provision and its findings.

CARRYING VALUE OF GOODWILL

Area of focus
Determining whether an impairment charge is required for goodwill involves significant judgements about forecast future performance and cash flows of cash-generating units ('CGUs'), including growth in revenues and operating profit margins. It also involves determining an appropriate discount rate and long-term growth rate.

Audit and Risk Committee review and conclusion
The Audit and Risk Committee discussed with management the results of its analysis and evaluated the appropriateness of the assumptions used within its impairment test model. It also considered appropriate stress testing of assumptions.

The Audit and Risk Committee is satisfied with management's assumptions and judgement, and with the conclusions not to record an impairment in any of the CGUs and that appropriate sensitivity disclosures have been included in the financial statements.

The Audit and Risk Committee discussed with the External Auditor the results of its testing, including its review of the appropriateness of the discount rate and growth assumptions.

CARRYING VALUE OF INVESTMENTS (PARENT COMPANY)

Area of focus
Determining whether an impairment charge is required in the balance sheet of the Parent Company in relation to its investments in subsidiaries involves significant judgements about forecast future performance and cash flows of the underlying investments, including growth in revenues and operating profit margins. It also involves determining an appropriate discount rate and long-term growth rate.

Audit and Risk Committee review and conclusion
The Audit and Risk Committee discussed with management the results of its analysis and evaluated the appropriateness of the assumptions used within its impairment test model.

The Audit and Risk Committee is satisfied with management's assumptions and judgement, and with the conclusion that no impairment charge on the investments is required.

The results of the Audit and Risk Committee's review of management's testing were subsequently discussed with the External Auditor.

FINANCIAL REPORTING

In reviewing the Company's half year and annual financial statements, the Audit and Risk Committee considers the overall requirement that the financial statements present a 'true and fair view' and takes account of the following:

- The accounting policies and procedures applied (see note 2 of the consolidated financial statements on pages 154 to 165).
- The significant issues set out on the previous page. These areas were agreed as part of the audit planning process and the Audit and Risk Committee discussed them in detail with management and the External Auditor throughout the year.
- Material accounting assumptions and estimates made by management (see page 110).
- Compliance with relevant accounting standards and other regulatory financial reporting requirements including the UK Corporate Governance Code and the European Single Electronic Format ('ESEF') regulation.
- The effectiveness and application of internal financial controls.
- The External Auditor's view of management's judgements (as set out on pages 141 to 143).

The Company has complied with ESEF, which requires the Annual Report to be filed in a 'tagged' format. The Finance department (which undertakes the tagging) has provided the Audit and Risk Committee with assurance as to the process by which this has been completed. The External Auditor is not required to audit the tagging.

Fair, balanced and understandable

The Audit and Risk Committee advises the Board as to whether the Annual Report, taken as a whole, is fair, balanced and understandable. In making its assessment in respect of the 2024 Annual Report, the Audit and Risk Committee considered that:

- The CFO & COO and Group Company Secretary oversaw the production of the Annual Report, with input and review provided by a cross-functional team of senior management.
- The messaging and tone were agreed at an early stage, and communicated to all contributors to ensure consistency between the narrative and financial reporting.
- The framework for the document was reviewed to ensure that it would drive a clear, balanced and understandable report from a shareholder and stakeholder perspective.
- An extensive verification process was undertaken to ensure factual accuracy.
- The External Auditor undertook comprehensive reviews of drafts of the Annual Report and presented the results of its audit work to the Audit and Risk Committee.
- Board members received drafts of the Annual Report for their review, challenge and input which provided an opportunity to ensure that the key messages in the report were aligned with the Company's position, performance and strategy, and consistent with the financial results.

The Audit and Risk Committee reviewed the final draft of the Annual Report, and paid particular attention to information and disclosures in the report in relation to our key risks, the financial review, strategy, TCFD and section 172 reporting. The Audit and Risk Committee also considered the Annual Report holistically and satisfied itself on the following points:

Is the Annual Report fair?

- Are we reporting on both our successes and opportunities as well as our difficulties and challenges?
- Are the key messages in the narrative highlighted appropriately and reflected in, and consistent with, the financial reporting?

Is the Annual Report balanced?

- Is there a good level of consistency between the narrative reporting in the front and the financial reporting in the back of the report?
- Are the statutory and adjusted measures explained clearly with appropriate relative prominence?

Is the Annual Report understandable?

- Is there a clear and understandable framework to the report?
- Do we explain our business model, strategy and accounting policies simply, using precise and clear language?
- Is the layout clear with good linkage throughout in a manner that reflects the Company's performance and prospects?

On the basis of the steps put in place by management and its own review and challenge of whether the information necessary for shareholders and stakeholders to assess the Group's position and performance, business model and strategy was appropriately disclosed, the Audit and Risk Committee concluded that the 2024 Annual Report is fair, balanced and understandable and advised the Board accordingly. The Board concurred with this view and the statement confirming it can be found on page 139.

Viability statement and going concern

The Audit and Risk Committee considered and reviewed three scenarios, with sensitivities, to assess the long-term viability of the Group. Those scenarios reflected key financial drivers, broad business and external market factors and principal risks. In preparing their analysis, management considered the compounding impact of certain drivers of performance. The viability assessment adopted a three-year time period, which the Audit and Risk Committee considered remained appropriate.

The early part of the viability assessment was used to support the adoption of the going concern basis for the preparation of the financial statements.

The Audit and Risk Committee was satisfied that the viability assessment was robust and that it could recommend it to the Board. Furthermore, the Audit and Risk Committee was also satisfied that the preparation of the financial statements on a going concern basis remained appropriate.

Further information about the viability and going concern assessments is set out on pages 80 to 82.

EXTERNAL AUDIT

The Audit and Risk Committee manages the relationship with the External Auditor on behalf of the Board. This includes assessing its performance, effectiveness and independence annually; recommending its appointment to the Board; and approving its remuneration.

Appointment and tender

PwC has been the External Auditor to the Group since 2009 and was reappointed as External Auditor in 2018 (in respect of the 2019 audit cycle) following a competitive tender process. PwC will be subject to mandatory rotation in 2029. Tim McAllister assumed the role of Lead Audit Partner from the 2024 audit cycle, having shadowed the previous Lead Audit Partner for the 2023 audit.

The Company is required to undertake a mandatory audit tender process after 10 years and the decision on precisely when to undertake such a process will be taken by the Committee. Having reviewed this requirement during the year, the Committee has concluded that it remains satisfied with the effectiveness and quality of PwC's audit work, their capabilities and their relationship with the Group. As a result, it is not currently anticipated that a tender process will be conducted before such a process is required, in respect of the 31 December 2029 year-end.

Audit planning

The Lead Audit Partner and the Group Audit Director are invited to attend all meetings of the Audit and Risk Committee. At appropriate points in the audit cycle, PwC presents reports to the Committee on its plan and approach for the full year audit and half year review (including how audit quality will be addressed), and the outcome of their audit work. Prior to these meetings, PwC engages extensively with management to ensure that planning is aligned appropriately with the key judgement areas and to challenge management's assumptions, judgements and estimates. The detailed reports that PwC presents to the Audit and Risk Committee at the full year and the half year allow the Audit and Risk Committee to assess the consistency of the work undertaken with the audit plan; and the quality of the audit, taking note of the level of professional scepticism employed and the degree of challenge of management.

The significant issues considered in relation to the 2024 financial statements are set out on page 110. These areas were agreed as part of the audit planning process. The Audit and Risk Committee has not requested that the External Auditor review any further areas falling outside of the scope agreed at the start of the audit.

Effectiveness

Alongside ongoing review throughout the year, the Audit and Risk Committee conducts an annual assessment of the effectiveness of the External Auditor and the external audit process. The views of members of the Audit and Risk Committee and management are sought and the areas covered include:

REVIEW AREA	CONCLUSIONS
Planning and delivery — The audit approach, plan and scope — Delivery and performance against the audit plan — Considering whether PwC is appropriately focused on the most significant risk areas, and the effectiveness of its review processes and partner oversight **Resources** — The qualifications, experience and expertise of the audit team — The availability of the necessary resources — The audit team's knowledge of the Company and the environment in which the Group operates **Communications** — The communication and engagement between management and PwC, and management's responsiveness to requests from PwC for information — The content and quality of PwC's written reports and contributions to the Audit and Risk Committee's discussions **Challenge** — The extent to which PwC demonstrates professional scepticism and challenges management — The confidence of the Audit and Risk Committee in PwC's judgements and its transparency with the Committee **Quality** — PwC's quality control procedures and how these support the delivery of a high-quality audit — The latest FRC Audit Quality Inspection report on PwC and actions being taken by PwC to address the findings raised	— The audit partner and team were confirmed to be of a high quality — A well planned and delivered audit, with work completed on schedule and management comfortable that any key findings had been raised appropriately — Active engagement on misstatements and appropriate judgements on materiality — Demonstrated a strong understanding of our business, the wider industry in which we operate and the risks and challenges we face — Appropriate focus on the areas of greatest financial reporting risk — Reporting to the Audit and Risk Committee was clear, open and thorough — An appropriate level of challenge during the course of the audit, with PwC and the Audit and Risk Committee challenging management's judgements and assertions on key accounting judgements

Following its annual review of effectiveness of the External Auditor, the Audit and Risk Committee reported its findings to the Board, concluding that PwC remained effective and had delivered a quality audit.

Independence

The Committee regards the independence of the External Auditor as absolutely crucial in safeguarding the integrity of the audit process. Processes (as set out to the right) have been implemented by both the Group and the External Auditor to safeguard the latter's independence from the Company.

The External Auditor confirmed that all partners and staff involved with the audit had complied with their ethics and independence procedures during the year. No other areas of concern were raised during the year, and the Audit and Risk Committee remains satisfied that the independence and objectivity of PwC have been maintained.

Auditor reappointment

Taking into account the review of effectiveness and independence of the External Auditor, the Audit and Risk Committee recommended to the Board the reappointment of PwC. Resolutions reappointing PwC as External Auditor and authorising the Directors to set the Auditor's remuneration will be proposed at the 2025 AGM.

Statutory Audit Services Order

The Audit and Risk Committee confirms its compliance for the year ended 31 December 2024 with the Competition and Markets Authority's Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

INTERNAL AUDIT

Internal audit is one of the principal elements of the Group's internal control system and provides the Audit and Risk Committee with independent assurance over, and insight into, the effectiveness of risk management systems, governance processes and business controls. Recommendations are made to address any key findings and improve processes.

PwC's annual independence letter

Provides the Audit and Risk Committee with assurances over the internal control procedures PwC has in place to safeguard its independence and objectivity, including confirmation that it operates in accordance with the ethical standards required of audit firms, and that all its partners and staff involved with the audit do not have any links to the Group.

Non-Audit Services Policy

Mandates that the External Auditor and their associated audit network firms will not be used for any non-audit services, other than certain prescribed exceptions. The exceptions relate to where services are required by statute or regulation; or the local statute law permits the provision of such services, and the External Auditor is best placed to preserve the quality of the non-audit service and there are limited feasible alternatives.

Note 3 on page 167 provides further information on the fees paid to the External Auditor during the year.

Policy on Employment of Former Employees of the Statutory Auditor

Requires the External Auditor's internal independence team to be consulted if a Group company wishes to consider employing a person who has been a member of the audit team within the past 24 months. The Group has not employed any member of the audit team or audit partners during the year.

Group activities

Grant Thornton was appointed by the Audit and Risk Committee as an outsourced partner to provide internal audit activities in the wider Group in late 2018 following a competitive tender process. Grant Thornton is considered by the Audit and Risk Committee to be independent.

A rolling three-year plan, which is aligned to the principal risks and focuses on the biggest risk areas, is in place to ensure appropriate coverage of key internal controls. The plan is approved annually, but remains under review and subject to change throughout the year to reflect any changes in risk profile, strategic and business objectives, regulatory changes and the wider external environment. Progress against the plan is monitored by the Audit and Risk Committee through regular updates on activities and on the status of actions arising from previous audits.

In 2024, audits were carried out on Sanctions, Cyber Security, ESG Approach, Minimum Controls Framework Testing and Expenses. No high-risk issues were identified through the course of the audits and implementation of audit actions is being tracked through regular updates to the Audit and Risk Committee.

The Committee Chair meets separately with Grant Thornton to receive updates on planned and completed internal audit activities. The Audit and Risk Committee meets privately with Grant Thornton without management present at least once every year in order that Grant Thornton can raise any issues directly.

The Audit and Risk Committee reviewed the effectiveness of the internal audit services provided by Grant Thornton during the year. This assessment focused on the purpose, processes, performance and relationships with Grant Thornton. The Committee concluded that Grant Thornton remained effective. At the time of Grant Thornton's engagement, the appointment of an outsourced partner had been agreed to be the most effective approach to supporting internal audit activities, and the Committee is satisfied that the current arrangements continue to provide effective assurance over the risk and control environment.

Clarksons Securities AS ('Securities AS')
Due to its regulated status, a separate internal audit arrangement is in place for our banking and finance operations headquartered in Norway. During 2024, KPMG performed this function on an outsourced basis. The Securities AS board approves the annual plan and reviews the results of audits. An update on activities was provided regularly to the Audit and Risk Committee. There were no significant issues identified during the year.

INTERNAL CONTROLS AND RISK MANAGEMENT

Together with the Board, the Audit and Risk Committee is responsible for reviewing the adequacy and effectiveness of the Group's system of internal control and the risk management framework.

Internal controls
The Group's system of internal control allows the Group to safeguard its assets, prevent and detect material fraud and errors, and ensure accuracy and completeness of its accounting records which are used to produce reliable financial information. It is 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. Key features of our system of internal control are set out to the right.

INTERNAL CONTROL FRAMEWORK

Governance Framework

A defined schedule of matters reserved for the Board, which is reviewed by the Board annually, supported by a governance framework with defined responsibilities and authorities.

Operating framework		Risk management framework	
Delegated authorities	An organisational structure with clearly defined levels of authority, which are documented through a matrix of delegated authorities.	**Risk identification and monitoring**	An embedded risk management process, underpinned by associated controls, which includes monitoring and assessing current and emerging risks and regular review of the risk register.
Staff awareness	Documented policies and procedures, which have been communicated across the Group.	**Risk culture**	A flat management structure and culture of open communication encourages employees to highlight emerging risks and suggest improvements to existing processes and controls. Promotion of awareness of key policies amongst the workforce through both internal online training and an annual requirement for employees to confirm that they have read and will comply with the Compliance Code, in which internal policies are documented.
Financial controls	A robust system of financial reporting and business planning. A Minimum Controls Framework which sets out the minimum level of financial controls that should be operated throughout the Group.		
IT controls	Applied to applications, databases and operating systems, to ensure appropriate access to, and integrity of data. A robust back-up system.		**Read more** Risk management on pages 62 to 65.

ASSURANCE FRAMEWORK

Provides independent assurance over the controls in place.

Internal audit	An internal audit plan focused on key risk areas and Audit and Risk Committee oversight of the outcomes, including any actions which have been satisfactorily completed and those which are outstanding.	**External audit**	Observations from the External Auditor on internal controls (including financial and IT controls) as part of the full year audit and the half year review.

During the year, the Audit and Risk Committee oversaw the following actions to further strengthen our internal controls:

- The completion of phase 3 and planning for phase 4 of the implementation of our new global financial system which is providing significant improvements, efficiency and transparency in our financial control and reporting processes.
- Ongoing review of the Minimum Controls Framework, which was enhanced during the year by the implementation of improvements suggested during an internal audit review.
- In preparation for the new provision 29 under the UK Corporate Governance Code (which will be effective for the year ended 31 December 2026), a comprehensive review of controls was commenced to identify those controls which are deemed to be material and to further rationalise the number of risks and controls. This work is ongoing and will remain an area of focus in 2025.
- Implementation of enhanced access control technologies and additional security monitoring to combat increased cyber risk.

Principal risks

The Audit and Risk Committee regularly reviews the principal risks and actions to mitigate them. No changes were made to our principal risks during 2024. Discussions during the year focused in particular on the heightened geo-political uncertainty and increased cyber risk. The risk factors associated with both the macro-economic and geo-political factors and cyber risk principal risks were increased during the year.

Risks from climate change continue to be at the forefront of our thinking and our strategy explicitly seeks to work with our clients to reduce the impact on the environment of shipping globally. Risks associated with climate change also remain an area of focus for the Group's stakeholders, and form part of our risk management processes.

The Audit and Risk Committee has maintained its focus on our reporting against the TCFD recommendations in 2024. The principal areas of focus have been continuing to evolve our sustainability framework (which will in turn impact on our TCFD disclosures) and on the approach to extending the limited Scope 3 emissions on which we already report. Work has continued to assess all Scope 3 categories in relation to our largest broking subsidiary, and to satisfy the Committee of the robustness of the Scope 3 data before it is disclosed. Work to evolve our ESG reporting in anticipation of the EU's Corporate Sustainability Reporting Directive has also commenced.

Aligned with disclosures in previous years, both management and the Audit and Risk Committee remain of the view that climate change, whilst not a principal risk for the Group, does give rise to a number of risks and opportunities, and is a thematic risk which potentially impacts across a number of our principal risks. Our disclosures against the TCFD recommendations can be found on pages 74 and 75.

Further information on all of our principal risks, the controls in place and actions taken during the year to mitigate them can be found on pages 66 to 70.

Compliance

The Audit and Risk Committee receives updates at each meeting on compliance with current and evolving regulatory requirements, best practice and areas of focus by the compliance team. These reports provide assurance to the Audit and Risk Committee in respect of the appropriateness of controls relating to compliance with laws and regulations in all jurisdictions in which the Group operates. Sanctions regimes have remained complex and continued to evolve over the year, requiring increased compliance oversight.

In order to support employees' understanding of the standards of conduct and ethics expected of them, the Board has approved a Compliance Code. This includes a suite of policies that mitigate ethics and compliance risks, which all employees and contractors must comply with. Annual training is provided which all employees must complete. In addition, the Group's regulated businesses are subject to further compliance requirements which are set out in local compliance manuals. Embedding of policies and processes is supported by a global compliance team, which was further strengthened during the year. The Audit and Risk Committee is satisfied that the team has the necessary skills and experience to fulfil its duties.

Further details regarding our policies and procedures in relation to anti-bribery and corruption, anti-money laundering and sanctions can be found on page 58.

Conclusion

The annual review of risk, controls and risk management processes was overseen by the Audit and Risk Committee. On the recommendation of the Audit and Risk Committee, the Board concluded that:

- The Group's systems of internal control and risk management were appropriately designed and operated effectively during the year;
- No significant control deficiencies had been identified during the year;
- The residual risks fall within the risk appetite for the Group; and
- Given the comprehensive nature of the annual formal assessment of risks and the regular monitoring throughout the year, it was satisfied that there were no significant known emerging risks which could materially impact on the achievement of the Group's strategic objectives in the near term.

REMUNERATION COMMITTEE – AT A GLANCE

WE HAVE ADOPTED A PROACTIVE APPROACH TO REACHING OUT TO OUR SHAREHOLDERS.

Dr Tim Miller
Remuneration Committee Chair

Read more
The skills and experience of Committee members, on pages 88 to 91.
The role and responsibilities of the Committee, on page 92.
The annual review of the Committee's effectiveness, on pages 106 to 107.

Click to find out more
The full Terms of Reference for the Committee at www.clarksons.com/home/investors/corporate-governance

COMPOSITION AND MEETING ATTENDANCE

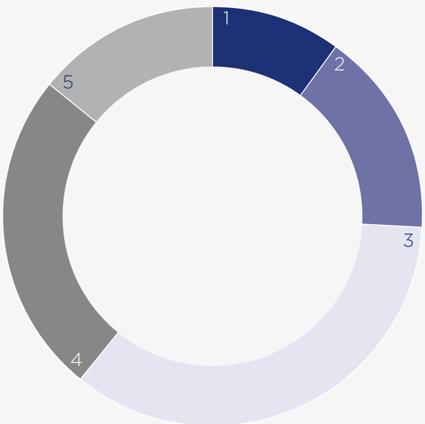
	Meetings
Current Directors	
Dr Tim Miller (Chair)[1]	3/3
Martine Bond	3/3
Laurence Hollingworth	3/3
Former Director	
Birger Nergaard[2]	1/2

1 Prior to his appointment, Dr Tim Miller had served on a remuneration committee for at least 12 months, and has previously served on (and chaired) the remuneration committee of other organisations.

2 Unable to attend one meeting due to illness. The Chair ensured that there was an opportunity for Birger to provide comments on the business of the meeting in advance.

Other regular attendees at meetings include:
— CEO and CFO & COO
— Group Head of HR
— Group Company Secretary
— Remuneration Committee advisor

HOW THE REMUNERATION COMMITTEE SPENT ITS TIME



1. Individual remuneration arrangements	10%
2. Performance-related incentive schemes	16%
3. Remuneration in the wider Group	35%
4. Strategy (including shareholder engagement)	25%
5. Governance	14%

1. Individual remuneration arrangements
Confirmation of remuneration outcomes in respect of 2023 for the Executive Directors, including the non-discretionary bonus outturn and the assessment of non-financial objectives for the CFO & COO.

2. Performance-related incentive schemes
Including 2023 bonus outturn, performance measures and targets for the 2024 performance year, and parameters and quantum of awards to be made under the LTIP in 2024.

3. Remuneration in wider Group
Annual review of workforce remuneration and gender pay gap reporting.

4. Strategy (including shareholder engagement)
Review of the Company's remuneration arrangements in the context of the wider market; and shareholder engagement strategy ahead of, and following, the 2024 AGM.

5. Governance
Various matters including the annual review of the Remuneration Committee's effectiveness, its Terms of Reference and the annual review of the effectiveness of the Remuneration Committee's advisor.

Dr Tim Miller
Remuneration Committee Chair

ON BEHALF OF THE BOARD, I AM PLEASED TO INTRODUCE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2024.

ALIGNING EXECUTIVE PAY WITH OUTSTANDING PERFORMANCE

Wider context

2024 was another highly successful year for the Company with underlying profit before taxation[1] of £115.3m (2023: £109.2m), reported earnings per share of 277.1p (2023: 275.2p) and increased free cash resources[1] of £216.3m (2023: £175.4m).

This improved financial position, strong free cash flow and forward visibility, provided by an increased forward order book of US$231m, gives the Board continued confidence in our progressive dividend policy, increasing the annual dividend for the 22nd consecutive year to 109p. Company outperformance is also evidenced through the continued delivery of superior total shareholder returns ('TSR') with a 10-year TSR of 177% (compared with 68% for the FTSE 250) and approximately 11% over the last three years (compared with minus 3% for the FTSE 250).

The performance of the business is the direct result of a clear, innovative and well-executed strategy driven by our Executive Directors and the Board. These results have been achieved by focusing on all aspects of the business, being thought leaders in the evolution of our industry and ensuring the Company is positioned to benefit from market opportunities whilst at all times maintaining the highest levels of client service and regulatory standards. These results reflect decisions taken over many years to invest in people, technology and data, together with corporate acquisitions, to broaden our product, sector and global offer.

We understand that our pay arrangements have not accorded with standard FTSE 250 practice for many years and we were pleased to see the leading shareholder bodies update their guidance in the year to recognise the need for companies to pay competitively. At Clarksons, our pay arrangements are embedded across the Company as a whole and, consistent with all forms of brokerage businesses, include a substantial component of annual bonus linked to individual contribution to overall profitability (in the form of actual or quasi-commission arrangements). The pay of our Executive Directors reflects these norms although, importantly, balanced through the very significant shareholdings which our Executive Directors have built up over many years. In the view of the Committee, this has been instrumental in delivering outstanding shareholder value, and incentivising and retaining our highly effective and long-serving Executive Directors. Those shareholders who have held our shares for an extended period understand the market in which we operate and the success of the Directors' Remuneration Policy (the 'Policy'), both in our specific context and against the delivery of the strategy. We hope that our performance and the success of the business again justifies our shareholders' support.

Performance and reward for 2024

Our full year performance bonuses were, as in previous years, based on a bonus pool linked to Group underlying profit before taxation[1] targets, which essentially operates as a profit-sharing arrangement. At the beginning of 2024, and in keeping with previously successful years where bonus thresholds were increased, the Remuneration Committee assessed the threshold levels for 2024 and increased them by 6%.

1 Classed as an APM. See pages 215 and 216 for further information on APMs.

The awards granted to the Executive Directors under the Long Term Incentive Plan ('LTIP') on 19 April 2022 were subject to challenging absolute EPS and relative TSR performance targets. In 2024, the performance of the Group was such that a 87.02% vesting was achieved.

Our Executive Directors have both served the Company since 2006, and this is therefore the 16th year whereby long-term incentives were capable of vesting. During their tenure, shares dependent on EPS targets have fully vested in only four years, partially vested in three years and lapsed completely in nine years and shares dependent on TSR targets have fully vested in five years, partially vested in 10 years and lapsed completely in one year. Consequently, on only two occasions during the tenure of our current Executive Directors, has the LTIP vested in full, confirming that the targets set for the LTIP are stretching and challenging.

On assessing the outturn, the Remuneration Committee was satisfied that this was appropriate.

Policy

Over the last 19 years, the Company's approach has led to the consistent delivery of exceptional returns for shareholders through the provision of a clear alignment between performance and reward. While our model is highly unusual in the context of a UK-listed company, it should be noted that it is very much the norm in shipping brokerage businesses and, indeed, in wider brokerage firms and many other aspects of financial services. The principal difference between our pay model and more normal arrangements is the operation of what some consider to be an uncapped bonus plan (the plan operates over fixed percentages of profit, is therefore aligned with the shareholder experience, and is capped by reference to those profits although there is no monetary cap on what an individual may receive). We believe that substantially all brokerage firms offer these arrangements and it is here that we compete for talent (rather than against other FTSE 250 companies generally). We continue to believe that this model has served the Company and its shareholders very well over many years, being a clear contributor to the Company growing to become the clear number one shipping brokerage firm globally. When assessing the effectiveness of these arrangements, it is essential to note that:

— The Company only has one other UK-listed competitor (and of a much smaller scale), with its principal competitors, against which it competes for talent, being privately owned firms.
— Our CEO's prime role is as the Company's leading 'star' broker with direct responsibility for a significant proportion of the Company's revenue (albeit increasingly in conjunction with other leading brokers given his commitment to developing colleagues).

It would not be practical to employ a globally recognised star broker without a market competitive bonus plan which recognises their contribution to overall performance. Other listed companies have sought to marry broader market expectations with this commercial reality through separation of roles, ie appointing a non-broking CEO separate from a non-Board head of brokerage. While this may be appropriate on future succession, it should be noted that experience elsewhere suggests this can be destructive of shareholder value through a combination of duplication of costs (paying for two separate executives) and, more importantly, through slowing down the decision-making processes in a fast-paced, highly dynamic marketplace. It also risks the retention of our other star brokers if they feel that their long-term career aspirations of occupying a combined role cannot be fulfilled in the listed arena.

Shareholder engagement

The Committee has not been complacent in simply staying with long-term contractual commitments to operate these arrangements for the incumbents. It recognises the default to wider market norms but also welcomes recent updating of guidelines by the various institutional shareholder bodies recognising the need to ensure that each listed company operates a pay model which meets its own culture and commercial needs. For several years, we have adopted a proactive approach to reaching out to our shareholders and engaged with our leading shareholders at least annually. In the last three years, we have engaged with 26 different shareholders, in some cases on multiple occasions, representing over 60% of our share capital. We are grateful to each of them for the time they have committed to this process. Even where shareholders have not supported our position, feedback has overwhelmingly recognised the need to honour contractual commitments and acknowledging of the link between performance and reward. We consider that these meetings remain critical, both to explain our position but also to have an open debate regarding potential alternative approaches. In the main, particularly when we meet the fund managers themselves, we find there is an increasing acknowledgement that our approach truly enhances shareholder value and a frustration when generic voting policies prevent their full support. We have also engaged with the main proxy agencies and met with them over this extended period.

We have previously committed to revising the arrangements on succession while ensuring that the core principles which underpin our success are maintained. The Policy will be subject to its three-yearly renewal at the 2026 AGM and we shall maintain our proactive approach to engagement throughout 2025 as we prepare for its renewal.

It is worth reiterating that both Andi Case and Jeff Woyda have proven to be exceptional leaders for our Company, and can be credited with developing and executing the strategy which has seen Clarksons develop into the industry leader that it is today, operating from over 60 offices across 25 countries, creating a team which has grown from 600 to over 2,100 people and securing a leading position in all market sectors.

The way in which remuneration and contractual commitments have been handled has been central to the Company's success and has served shareholders well since Andi became CEO in 2008 and Jeff became CFO in late 2006 (and also became COO in 2015). During their tenure at the helm:

- Clarksons' share price has increased from a low point in December 2008, following the credit crunch and collapse of freight rates, of £3.20 to £39.55 (as at the end of the financial year), a 1,136% increase in absolute terms, and an outperformance of the FTSE 250 by 902% over the same time.
- Ordinary dividends have increased by 143%, in line with our commitment to a progressive dividend policy which has been unbroken for 22 years.
- £308.6m has been paid in dividends to shareholders.

Implementation of the Directors' Remuneration Policy in 2025

The Policy will be implemented in 2025 for Executive Directors as follows:

- **Salary:** There will be no change to Executive Directors' salaries. This means that the CEO's salary is unchanged since his appointment as CEO in 2008, and the CFO & COO's remains unchanged since 2015.
- **Annual bonus:** Performance bonuses continue to be linked to the Group's underlying adjusted pre-tax profits for the year. No bonuses are payable to Executive Directors below a threshold level of profit. The CFO & COO's share of the pool varies depending upon the Remuneration Committee's assessment of the delivery of his personal objectives, as explained in more detail in the main report. These objectives reflect both his contribution to business success and to meeting the Group's strategic priorities.
- **LTIP:** The Executive Directors will receive LTIP awards equivalent to 150% of base salary in 2025. The performance targets will be, as in prior years, 50% based on EPS in the year of vesting and 50% based on relative TSR measured independently over a three-year period. The EPS performance target has been set at a threshold of 290p to a stretch target of 310p in 2027. The TSR targets will continue to be measured relative to the performance of the constituents of the FTSE 250 Index (excluding investment trusts). Any vested shares from the 2025 performance-related LTIP grant will be subject to a two-year post-vesting holding period.
- **Share ownership guidelines:** A guideline of two times salary will continue to apply for Executive Directors.

Applying a consistent approach to our pay arrangements over many years has both provided a clear incentive for the executives to deliver for our shareholders over time and has led to the build-up of significant shareholdings (approximately 43 times and 14 times salary for the CEO and CFO & COO respectively), which is significantly higher than typical FTSE 250 levels and which, in turn, reaffirms alignment with shareholders. This alignment is further reinforced by the existence of clawback provisions, four-year bullet vesting of deferred shares and a two-year post-vesting holding period on LTIP awards.

All-employee remuneration matters

The Board remains committed to giving as many employees as possible the opportunity to share in the Group's success through all-employee share plans, and I am delighted that, over the last few years, we have been able to extend invitations to participate in our ShareSave plans (or plans which operate in a similar way) to around 63% of our employees globally. We continue to strive to give as many colleagues as possible the opportunity to become shareholders in the Company.

While the Executive Directors themselves have not received salary increases since appointment to their current roles, the Company continues to recognise the need to pay other colleagues appropriately and 85% of the workforce received bonuses for 2024 with 66% receiving salary increases.

Conclusion

The remuneration outcomes detailed in this report rightly reflect the outstanding and record year of performance for the business, led by our Executive Directors. The results are proof of the successful execution of the strategy which benefits all stakeholders and is the driver of the Policy. We trust that you will vote in favour of the Directors' Remuneration Report at the 2025 AGM and we look forward to your support.

I, together with the Chair of Clarksons, will be engaging with major shareholders in the coming weeks. Should you wish for a meeting, or have any questions or comments, please contact me through the Group Company Secretary at company.secretary@clarksons.com

Dr Tim Miller
Remuneration Committee Chair
7 March 2025

ANNUAL REPORT ON REMUNERATION

Implementation of the Directors' Remuneration Policy for 2025

Base salary

No changes have been made to the base salaries of the Executive Directors for 2025, and salaries therefore remain as set out below:

	1 January 2025 £000	1 January 2024 £000	% change
Andi Case	**550**	550	0%
Jeff Woyda	**350**	350	0%

Taxable benefits

The taxable benefits received by the Executive Directors in 2024 included a car allowance, private medical insurance and club memberships. No material changes to taxable benefits are proposed for 2025.

Annual bonus for 2025

The annual bonus opportunity for 2025 will be calculated on the same basis as in previous years and will continue to be based on a bonus pool derived from Group profit before tax as follows:

— Below a 'profit floor' set by the Remuneration Committee: no bonus is triggered; and
— Above the profit floor: an escalating percentage of profits is payable into a bonus pool for progressively higher profit before tax performance.

As in 2024, the share of the executive bonus pool allocated to the CFO & COO will, in part, be determined by performance against a series of non-financial, strategic and operational objectives.

The profit floor and thresholds for 2025 have not been disclosed on a prospective basis as these are considered to be commercially sensitive, although disclosure will be provided retrospectively.

Consistent with the policy applied to the majority of senior employees, 90% of the bonus payable will be paid in cash with 10% deferred into restricted shares, which vest four years after grant subject to continued employment and good leaver provisions under the rules of the Long-Term Incentive Plan. The Executive Directors have agreed to this deferral, although they have no contractual obligation to defer bonuses. Clawback provisions will continue to apply in circumstances of misstatement or error.

Long-term incentive awards to be granted in 2025

Consistent with past practice, it is envisaged that:

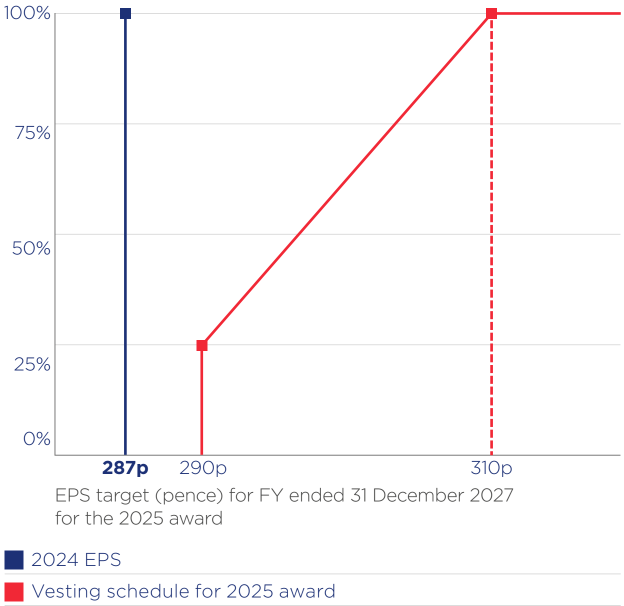
— Executive Directors will receive LTIP awards over shares worth up to 150% of salary in 2025;
— The vesting of 50% of the awards will be determined by the Company's Earnings Per Share ('EPS') for 31 December 2027, as shown in chart (I) on the next page. The EPS for 2024 is shown (blue line) for reference; and
— The vesting of the remaining 50% will be determined by the Company's Total Shareholder Return ('TSR') performance from 1 January 2025 to 31 December 2027 against the constituents of the FTSE 250 Index (excluding investment trusts), as shown in chart (II) on the next page. The level of TSR achieved against the FTSE 250 Index over the last three-year cycle is shown (blue line) for reference.

EPS and relative TSR are considered to be the most appropriate measures of long-term performance for the Group, in that they ensure executives are incentivised and rewarded for the earnings performance of the Group as well as returning value to shareholders.

The awards will be subject to clawback provisions and a two-year post-vesting holding period.

(I) EPS TARGET RANGE FOR 2025 AWARD (50% OF AWARD)

% of EPS award vesting (50% of award)



(II) TSR TARGET RANGE FOR 2025 AWARD (50% OF AWARD)

% of TSR award vesting (50% of award)

The Remuneration Committee has carefully considered the EPS range for the 2025 award and believes the 290p to 310p range is stretching against market consensus and the actual 2024 EPS delivered.

Fees for the Non-Executive Directors

Fees for the Non-Executive Directors (including the Chair) for 2025 are as set out below. Supplementary fees are paid in respect of certain additional duties.

	2025 £000	2024 £000	% change
Chair	**225**	210	7%
Non-Executive Director	**64**	62	4%
Chair of Committee[1]	**19**	19	0%
Senior Independent Director[1]	**19**	19	0%
Employee Engagement Director[1]	**15**	15	0%
Chair of the Trustees of staff pension schemes[1]	**15**	15	0%

1 Supplementary fee payable to the Chairs of the Audit and Risk Committee and the Remuneration Committee, the Senior Independent Director, the Employee Engagement Director and the Chair of the Trustees of staff pension schemes.

Single total figure tables (audited)

The following tables set out the total remuneration paid to the Directors for the years ended 31 December 2024 and 31 December 2023. We consider Clarkson PLC Directors to be the only key management personnel.

Executive Directors

2024	Base salary £000	Taxable benefits[1] £000	Pension[2] £000	Total fixed remuneration £000	Performance-related bonus[3] £000	Long-term incentives[4] £000	Total variable remuneration £000	Total remuneration[5] £000
Andi Case	**550**	**17**	**72**	**639**	**11,098**	**827**	**11,924**	**12,564**
Jeff Woyda	**350**	**16**	**46**	**412**	**2,870**	**526**	**3,396**	**3,808**
Total	**900**	**33**	**118**	**1,051**	**13,968**	**1,353**	**15,321**	**16,372**

2023	Base salary £000	Taxable benefits[1] £000	Pension[2] £000	Total fixed remuneration £000	Performance-related bonus £000	Long-term incentives[6] £000	Total variable remuneration £000	Total remuneration £000
Andi Case	550	17	72	639	10,412	1,239	11,651	12,291
Jeff Woyda	350	12	46	408	2,693	788	3,481	3,889
Total	900	29	118	1,047	13,105	2,028	15,133	16,180

1 Taxable benefits comprises the gross value of any benefits paid to the Director, whether in cash or in kind, prior to UK income tax being charged. Further details are provided on page 121. In addition, the following item has been included under taxable benefits:
— Participation by Jeff Woyda in the ShareSave Plan. Where the average share price over Q4 in the year of grant is higher than the option price, participation is included under taxable benefits. On this basis, participation in the 2024 invitation is included above. Further detail can be found on page 126.

2 Pension paid as a cash supplement. Further details are included on page 128.

3 Performance-related bonus represents the value of the total bonus, prior to any sums being deferred into shares. See page 124 for further detail on the 2024 bonus outcome. The bonus reflects the 5.6% increase in underlying profit before taxation. Underlying profit before taxation is classed as an APM (see pages 215 and 216 for further information).

4 Further detail regarding the vesting outcome is included on page 125.

5 In the year ended 31 December 2024, the aggregate remuneration paid to all Directors who served during the year in respect of qualifying services (comprising salary/fees, taxable benefits, cash contributions to pension arrangements and performance-related bonus) was £15.6m.

6 The vesting outcome has been restated based on the actual share price on the date of vesting (15 April 2024, £40.75), having been estimated in the 2023 Annual Report based on the average share price over the period 1 October 2023 to 31 December 2023.

Non-Executive Directors

	Appointment date (if later than 1 Jan 2023)	Resignation date (if earlier than 31 Dec 2024)	Fees[1,2,3] £000 2024	Fees[1,2,3] £000 2023
Current Directors				
Martine Bond			**62**	60
Constantin Cotzias	5 Aug 2024		**25**	–
Sue Harris			**99**	97
Laurence Hollingworth			**210**	210
Dr Tim Miller			**95**	94
Heike Truol			**77**	75
Former Director				
Birger Nergaard		9 May 2024	**21**	60
Total			**589**	596

1 Annual fee for the Chair increased from £185,000 to £210,000 in August 2023 with effect from 1 January 2023.

2 Annual fee for the Non-Executive Directors increased from £57,680 to £61,500 in November 2023 with effect from 1 June 2023.

3 The fees paid to the Non-Executive Directors relate to the period for which they held office.

Annual bonus targets (audited)

Consistent with the way in which it operated in prior years, the annual bonus for 2024 was based on the allocation of the following pool:

Executive Directors: bonus pool

Underlying profit before taxation and bonus (£135.3m)	% of pre-bonus profit
If profit < £35.64m	0%
If profit > £35.64m then £0m – £71.29m	8%
If profit > £71.29m then £71.29m – £83.11m	12%
If profit > £83.11m then on profits > £83.11m	13%

This formula generated a pool of £14.0m, with the CEO entitled to 79.5% of the pool and the CFO & COO entitled to 17.1% to 20.5% of the pool (dependent on delivery of his personal objectives). The pool operated in exactly the same way as in prior years. The above percentages reflect the proportion of the pool payable to the Executive Directors only. For ease, the percentages in the above table have been rounded to the nearest whole number.

The discretionary element of the CFO & COO's bonus for 2024 was dependent on personal performance against non-financial objectives set by the CEO and approved by the Remuneration Committee. The objectives set and a summary of achievements against those objectives are set out below.

Objective	Key achievements
ESG	— Further development of ESG governance through: — Establishment of the ESG Steering Group, including Terms of Reference and appropriate membership — Setting overarching ESG goals, taking account of upcoming reporting requirements — Developing an ESG action and implementation plan to identify short-, mid- and long-term actions — Actions initiated in preparation for reporting in accordance with mandated disclosures, eg Corporate Sustainability Reporting Directive
Technology	— Roll-out of Workday Financials to a further 14 locations, substantially increasing the proportion of accounting entries that do not require manual intervention — Launch of Trade 2.0 and Sea Contracts 2 within the Sea platform
Group development	— Focus on corporate development initiatives across all divisions — Integration of Trauma & Resuscitation Services Limited following acquisition in February 2024 — Focus maintained on succession planning, including hire of CFO, Broking
Risk and compliance	— Group operational resilience frameworks and plan reviewed and enhanced where necessary — Upgraded financial crimes risk compliance programmes where appropriate for each type of financial risk, ensuring each programme is fit for purpose — AML and market abuse risk assessments completed — Relationships built with regulators and a network of third-party compliance support globally

Following consideration of the recommendation from the CEO with regard to the CFO & COO's performance against his personal objectives, the Remuneration Committee decided to award the CFO & COO the maximum 20.5% of the bonus pool.

The bonus is paid 90% in cash and, although they have no contractual obligation, the Directors have agreed that 10% of the bonus will be deferred into shares, which vest after four years subject to continued employment and good leaver provisions under the rules of the Long-Term Incentive Plan. Both the cash and share element of the bonus are subject to clawback where overpayments may be reclaimed in the event of misstatement or error.

Long-term incentive award vesting (audited)

Long-term incentives relate to awards granted on 19 April 2022 which vest in April 2025 based on performance over the three-year period to 31 December 2024. The performance conditions attached to these awards and actual performance against these conditions are as follows:

Long-term incentive awards: performance outturn

Performance measure	Performance condition	Threshold target	Stretch target	Actual	% vesting
EPS (out of 50%)	25% of award vesting at threshold up to 100% of award vesting at stretch on straight-line basis	180p	210p	287p	50
TSR relative to the constituents of the FTSE 250 Index (excluding investment trusts) (out of 50%)	25% of award vesting at threshold up to 100% of award vesting at stretch on straight-line basis	Median	Upper quartile	Between median and upper quartile	37.02
Total vesting (out of 100%)					87.02

The awards vested as follows:

Long-term incentive awards: vesting outcome

Executive Directors	Number of options granted	Number of options to vest	Number of options to lapse	Estimated value of vested shares[1,2] £000
Andi Case	23,557	20,499	3,058	827
Jeff Woyda	14,991	13,045	1,946	526

1 The estimated value of the vested shares is based on the average share price over the three-month period from 1 October 2024 to 31 December 2024 (£37.50). Cash accrued in respect of dividend equivalents payable on vested shares is also included in the estimated value. The awards will vest on 19 April 2025. The value of the vested shares will be restated based on the actual share price on the date of vesting and disclosed in the single figure table in the 2025 Annual Report.

2 The awards were granted on 19 April 2022 based on the average share price over the period 12-14 April 2022 (£35.02). The average share price over the final three months of the financial year was £37.50, and therefore £50,938 of Andi Case's vesting amount and £32,415 of Jeff Woyda's vesting amount is attributable to share price growth. The value of the dividends as a proportion of the total value of awards vesting is 7.0% (Andi Case £58,217 and Jeff Woyda £37,048).

Scheme interests (audited)

The table below sets out the scheme interests held by the Executive Directors:

Director	Type of award[1]	Date of grant	No. of shares under award (01/01/24)	Granted during 2024	Vested during 2024[2]	Lapsed during 2024	Exercised during 2024[2]	No. of shares under award (31/12/24)	Exercisable from and/ or vesting date
Andi Case	Performance Award	7 May 20	34,190	–	–	–	34,190	–	7 May 23
	Deferred Award	7 May 20	9,952	–	9,952	–	–	–	7 May 24
	Performance Award	13 Apr 21	28,576	–	28,576	–	28,576	–	13 Apr 24
	Deferred Award	13 Apr 21	8,253	–	–	–	–	8,253	13 Apr 25
	Performance Award	19 Apr 22	23,557	–	–	–	–	23,557	19 Apr 25
	Deferred Award	19 Apr 22	13,495	–	–	–	–	13,495	19 Apr 26
	Performance Award	20 Apr 23	26,829	–	–	–	–	26,829	20 Apr 26
	Deferred Award	20 Apr 23	27,305	–	–	–	–	27,305	20 Apr 27
	Performance Award[3]	19 Apr 24	–	20,496	–	–	–	20,496	19 Apr 27
	Deferred Award[4]	19 Apr 24	–	25,868	–	–	–	25,868	19 Apr 28
Jeff Woyda	Performance Award	7 May 20	21,757	–	–	–	21,757	–	7 May 23
	Deferred Award	7 May 20	2,573	–	2,573	–	–	–	7 May 24
	Performance Award	13 Apr 21	18,184	–	18,184	–	18,184	–	13 Apr 24
	Deferred Award	13 Apr 21	2,134	–	–	–	–	2,134	13 Apr 25
	ShareSave (option)	1 Oct 21	572	–	–	–	572	–	1 Nov 24
	Performance Award	19 Apr 22	14,991	–	–	–	–	14,991	19 Apr 25
	Deferred Award	19 Apr 22	3,490	–	–	–	–	3,490	19 Apr 26
	Performance Award	20 Apr 23	17,073	–	–	–	–	17,073	20 Apr 26
	Deferred Award	20 Apr 23	7,061	–	–	–	–	7,061	20 Apr 27
	Performance Award[3]	19 Apr 24	–	13,043	–	–	–	13,043	19 Apr 27
	Deferred Award[4]	19 Apr 24	–	6,690	–	–	–	6,690	19 Apr 28
	ShareSave (option)[5]	27 Sep 24	–	606	–	–	–	606	1 Nov 27

1 Performance Awards are granted as nil-cost options, which lapse 10 years after the date of grant to the extent not previously exercised.
All Performance Awards are subject to performance measures (50% based on relative TSR measured over a three-year performance period and 50% based on EPS at the end of the performance period).
All Performance Awards have been granted equivalent to 150% of base salary.
Deferred Awards represent a deferral of 10% of bonus and are granted as restricted share awards. Restricted share awards are not subject to performance conditions. Further restricted share awards will be made to Andi Case and Jeff Woyda in 2025 in respect of the deferral of 10% of their 2024 bonus.

2 Deferred Awards which vested during the year were valued at £501,000 (based on the closing share price on the date of vesting). Gains on options exercised during the year were valued at £4,187,432 (based on the share price at the time of exercise).

3 Details of the award are set out on page 127.

4 Face values of £1,041,187 (award granted to Andi Case) and £269,273 (award granted to Jeff Woyda) calculated using the share price used to determine the number of shares under the award (£40.25). This share price was calculated using the average middle market quotation over the three-day period 16-18 April 2024.

5 Face value of £18,538 calculated using the share price used to determine the number of shares under the award (ie the option price, £30.59). The option price was calculated using the average middle market quotation over 29 August-2 September 2024, after the application of a 20% discount.

Further details of share-based payments during the year are included in note 22 to the consolidated financial statements.

Long-term incentive awards granted in 2024 (audited)

During 2024 the Executive Directors received LTIP awards over shares worth 150% of salary as set out below:

Long-term incentive awards: grant

Director	Type of award[1]	Date of grant	No. of shares under award	Face value[2]	Performance period ends	Vesting date
Andi Case	Performance Award	19 Apr 24	20,496	£824,964	31 Dec 26	19 Apr 27
Jeff Woyda	Performance Award	19 Apr 24	13,043	£524,981	31 Dec 26	19 Apr 27

1 Performance Awards are granted as nil-cost options, which lapse 10 years after the date of grant to the extent not previously exercised.

2 Face value is calculated using the share price used to determine the number of shares under the award (£40.25). This share price was calculated using the average middle market quotation over the three-day period 16-18 April 2024.

In line with policy, awards will vest three years after the date of grant, to the extent that the performance conditions (as set out below) are met:

Long-term incentive awards: performance conditions

Performance measure	Performance condition	Threshold target	Stretch target
EPS (out of 50%)	25% of award vesting at threshold up to 100% of award vesting at stretch on straight-line basis	301p	340p
TSR relative to the constituents of the FTSE 250 Index (excluding investment trusts) (out of 50%)	25% of award vesting at threshold up to 100% of award vesting at stretch on straight-line basis	Median	Upper quartile

A post-vesting holding period will apply requiring the shares (net of tax) to be retained for two years.

Directors' interests in shares (audited)

In order to further align the interests of the Executive Directors with those of shareholders, the Company has implemented share ownership guidelines which require Executive Directors to build a shareholding equivalent to 200% of salary. Until this is met they are required to retain 50% of any share award that vests (on a net of tax basis). The Executive Directors have both met the guideline levels.

The beneficial interests of the Executive Directors (and their connected persons) in the Company's shares are set out below:

Executive Directors' shareholdings

	No. of ordinary shares	**% of salary required to be held in shares**	**Unvested LTIPs (subject to performance conditions)**	**Unvested LTIPs (performance conditions already assessed)[2]**	**Vested and unexercised LTI (no longer subject to performance conditions)**	**Deferred bonus awards[1] (subject to service conditions)**	**ShareSave options (not subject to performance conditions)**
2024	**31 Dec 24**	**31 Dec 24**	**31 Dec 24**	**31 Dec 24**	**31 Dec 24**	**31 Dec 24**	**31 Dec 24**
Andi Case	**599,756**	**200**	**47,325**	**23,557**	**–**	**74,921**	**–**
Jeff Woyda	**127,062**	**200**	**30,116**	**14,991**	**–**	**19,375**	**606**

	No. of ordinary shares	% of salary required to be held in shares	Unvested LTIPs (subject to performance conditions)	Unvested LTIPs (performance conditions already assessed)	Vested and unexercised LTI (no longer subject to performance conditions)	Deferred bonus awards[1] (subject to service conditions)	ShareSave options (not subject to performance conditions)
2023	31 Dec 23	31 Dec 23	31 Dec 23	31 Dec 23	31 Dec 23	31 Dec 23	31 Dec 23
Andi Case	561,217	200	50,386	28,576	34,190	59,005	–
Jeff Woyda	103,959	200	32,064	18,184	21,757	15,258	572

1 Deferred bonus awards are granted as restricted share awards.

2 Further details regarding the vesting outcome are included on page 125. Options will lapse (as applicable) on the third anniversary of the grant date (19 April 2025).

The beneficial interests of the Non-Executive Directors (and their connected persons) in the Company's shares are set out below:

Non-Executive Directors' shareholdings

	31 December 2024	31 December 2023
Martine Bond	**–**	–
Constantin Cotzias	**1,147**	–
Sue Harris	**1,724**	1,724
Laurence Hollingworth	**9,000**	9,000
Dr Tim Miller	**2,640**	2,640
Heike Truol	**1,607**	1,607

There have not been any further changes in the beneficial interests of the Directors in the share capital of the Company between 31 December 2024 and the date of this report.

Pensions (audited)

Andi Case and Jeff Woyda receive a cash supplement (up to 15% of base salary) in lieu of pension (net of employer's national insurance contributions), which is included in the single figure table on page 123 as pension. No contributions were paid into Group pension schemes on their behalf.

Payments to past Directors (audited)

No payments were made during the year ended 31 December 2024 to any person who was not a Director of the Company at the time payment was made, but who had previously been a Director.

Payments for loss of office (audited)

No payments were made in respect of loss of office during the year ended 31 December 2024.

Details of service contracts and letters of appointment

Details of the current Executive Directors' service contracts are as follows:

	Date of contract	Unexpired term	Notice period
Andi Case	23 June 2008[1]	12 months	12 months
Jeff Woyda	3 October 2006	12 months	12 months

1 The effective date of the contract is 17 June 2008.

The service contracts are available for inspection at the Company's registered office.

Details of the Non-Executive Directors appointment terms are as follows:

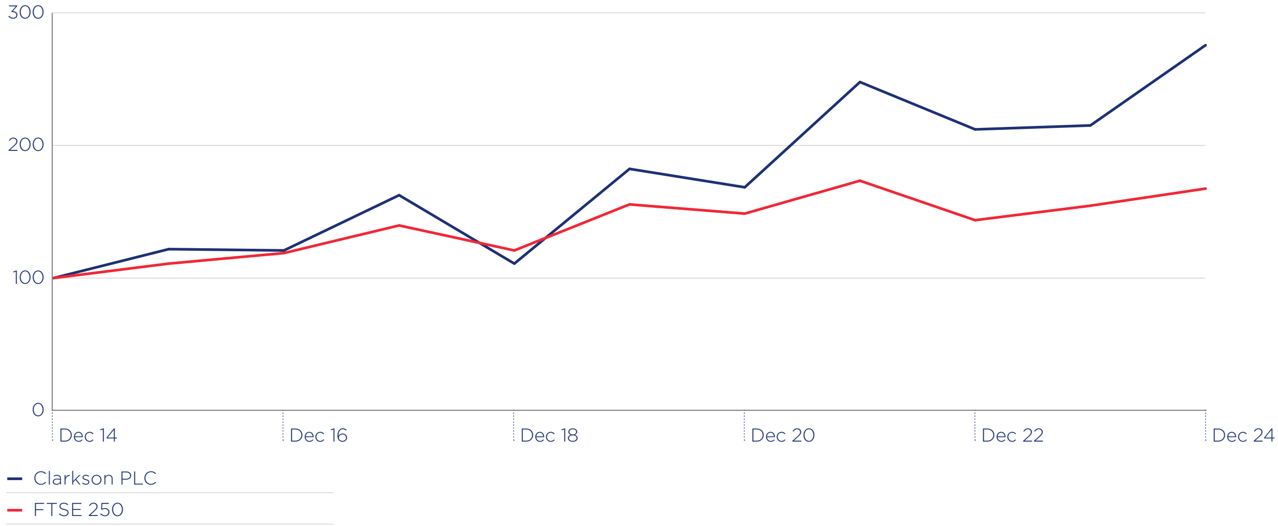
	Date of initial appointment	Date current term commenced	Unexpired term at 31 December 2024	Notice period
Martine Bond	26 March 2021	26 March 2024	33 months	3 months
Constantin Cotzias	5 August 2024	5 August 2024	31 months	3 months
Sue Harris	7 October 2020	7 October 2023	21 months	3 months
Laurence Hollingworth[1]	23 July 2020	2 March 2022	2 months	3 months
Dr Tim Miller	22 May 2018	22 May 2024	31 months	3 months
Heike Truol	31 January 2020	31 January 2023	13 months	3 months

1 Laurence Hollingworth was initially appointed as a Non-Executive Director on 23 July 2020. He entered into a new letter of appointment on his appointment as Chair with effect from 2 March 2022. Laurence's reappointment for a further three-year tem was approved by the Board in March 2025.

Non-Executive Directors are appointed by letter of appointment for a fixed term not exceeding three years, renewable on the agreement of both the Company and the Director, and are subject to re-election at each AGM. Each appointment can be terminated before the end of the three-year period with three months' notice due. Fees payable for a new Non-Executive Director appointment will take into account the experience of the individual and the current fee structure.

Performance graph

This graph compares the total shareholder return (that is, share price growth assuming reinvestment of any dividends) of £100 invested in the Company's shares and £100 invested in the FTSE 250 Index, which the Remuneration Committee considers appropriate for comparison purposes given the Company has been a member of this index over the period.



Total remuneration table

The table below shows the total remuneration figure for the CEO for each of the last 10 financial years:

CEO remuneration

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Single total figure of remuneration (£000)	**12,564**	12,291	10,154	6,648	3,170	3,265	2,758	4,043	3,706	4,958
Vested LTIP (as a % of maximum)	**87.02%**	100%	99.53%	100%	18%	30%	0%	30%	15%	70%

Annual change in remuneration of Directors and employees

The table on the next page shows the percentage change in the remuneration of each Director (salary/fees, taxable benefits and annual bonus) between the 2020, 2021, 2022, 2023 and 2024 financial years, compared to the average of those components of pay for all employees. The Company has chosen to voluntarily disclose this information as Clarkson PLC is not an employing company.

Relative pay

	Salary/fee and taxable benefits increase/ decrease % change					Annual bonus increase/decrease % change				
	2023/24	2022/23[1]	2021/22	2020/21	2019/20	**2023/24**	2022/23	2021/22	2020/21	2019/20
Executive Directors										
Andi Case	**-0.02%**	+0.26%	-0.35%	-0.15%	+0.61%	**+6.58%**	+24.0%	+77.66%	+98.34%	-0.31%
Jeff Woyda	**+1.10%**	-0.02%	-0.002%	+0.04%	-0.06%	**+6.58%**	+24.0%	+77.66%	+98.34%	-0.31%
Non-Executive Directors[2]										
Martine Bond[3]	**+2.66%**	+3.86%	0%	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Constantin Cotzias[4]	**N/A**	N/A	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	N/A
Sue Harris[5]	**+1.63%**	+18.82%	+8%	0%	N/A	**N/A**	N/A	N/A	N/A	N/A
Laurence Hollingworth[6]	**0%**	+28.26%	+184%	0%	N/A	**N/A**	N/A	N/A	N/A	N/A
Dr Tim Miller	**+1.70%**	+2.44%	0%	0%	0%	**N/A**	N/A	N/A	N/A	N/A
Heike Truol[7]	**+2.13%**	+20.33%	+8%	0%	N/A	**N/A**	N/A	N/A	N/A	N/A
Employees										
Average employee	**+1.2%**	+2.3%	+2.4%	+4.17%	+3.83%	**+5.8%**	-1.8%	+22.4%	+14.10%	+1.97%

1 The fees for the Chair and the Non-Executive Directors increased with effect from 1 January 2023 and 1 June 2023 respectively.
2 Where a Non-Executive Director has been appointed part-way through a financial year, for the purpose of this calculation their annual fee has been annualised to enable a meaningful year-on-year comparison.
3 Appointed as a Director with effect from 26 March 2021.
4 Appointed as a Director with effect from 5 August 2024.
5 Appointed as a Director with effect from 7 October 2020. Sue was appointed as SID with effect from 11 September 2022 and the increases in her fee in 2022 and 2023 reflect in part the supplemental fee paid in respect of this role.
6 Appointed as a Director with effect from 23 July 2020. Laurence was appointed as Chair with effect from 2 March 2022 and the increases in his fee in 2022 and 2023 reflect the fee paid in respect of this role.
7 Appointed as a Director with effect from 31 January 2020. Heike was appointed as Employee Engagement Director with effect from 11 September 2022 and the increases in her fee in 2022 and 2023 reflect in part the supplemental fee paid in respect of this role.

CEO pay ratio

The table below shows the pay ratio information in relation to the total remuneration of the CEO compared to the pay of the Company's UK employees for 2024. Over time, disclosure over a rolling 10-year period will be built up.

Financial year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024	**Option A**	**281:1**	**155:1**	**87:1**
2023	Option A	274:1	146:1	84:1
2022	Option A	210:1	121:1	70:1
2021	Option A	131:1	76:1	46:1
2020	Option A	72:1	42:1	25:1
2019	Option A	84:1	49:1	27:1

The Remuneration Committee has selected Option A as the method for calculating the CEO pay ratio. Option A calculates a single figure for every employee in the year to 31 December 2024 and identifies the employees that fall at the 25th, 50th and 75th percentiles. This method was chosen as it is considered the most accurate way of identifying the relevant employees and aligns to how the single figure table is calculated.

The Company has included the following elements of full-time annualised pay in its calculation (determined as at 31 December 2024): annual basic salary, allowances, bonuses (cash and shares), commission payments, employer's pension contributions and P11D benefits. These pay elements were separated into recurring, bonus and benefit components. The recurring components were scaled relative to the proportion of 2024 worked by each individual employee. Bonus pay elements have been scaled relative to the full-time equivalent of part-time employees. The scaled recurring pay elements and bonuses were then added to the benefits value.

This resulted in a single figure for each employee, from which the individuals at the 25th, 50th and 75th percentiles could be identified.

The table below sets out the total pay and benefits for individuals at the 25th, 50th and 75th percentiles, and the salary element within this.

Financial year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024	Total pay and benefits	£42,000	£76,000	£135,000
	Salary element of total pay and benefits	£33,000	£65,000	£110,000

The Remuneration Committee believes the median pay ratio for 2024 to be consistent with the reward policies for the Company's UK employees taken as a whole. UK-based employees have been selected as the most appropriate comparator as the CEO is a full-time UK-based employee.

The Company considers it appropriate to have a bias to variable pay as an employee moves up the organisation, so it is inherent in our pay policy that the Executive Directors should be more exposed to performance (up and down) than others. This is reflected in the change in the pay ratios.

Relative importance of spend on pay

The following table compares the total remuneration paid in respect of all employees of the Group in 2023 and 2024 and distributions made to shareholders in the same years:

Read more
Engagement with employees on remuneration on page 96.

	2024 £m	2023 £m	% change
Dividends	**31.5**	28.3	11%
Employee remuneration costs, of which:	**431.3**	416.3	4%
– Executive Directors' total pay excluding LTIP	**15.0**	14.1	6%
– Executive Directors' annual bonus	**14.0**	13.1	7%

Conflicts of interest

In order to avoid any conflict of interest, remuneration is managed through well-defined processes, ensuring no individual is involved in the decision-making process related to their own remuneration. In particular, the remuneration of all Executive Directors is set and approved by the Committee; and none of the Executive Directors are involved in the determination of their own remuneration arrangements. The Committee also receives support from external advisors and evaluates the support provided by those advisors annually to ensure that advice is independent, appropriate and cost effective. The Committee exercises its own judgement in considering such advice.

External advisor

Following an external selection process, the Remuneration Committee appointed FIT Remuneration Consultants LLP ('FIT') as its advisor in October 2018. FIT provides no other services to the Group, has no further connection with the Company or individual Directors and is a signatory to the Remuneration Consultants Group's Code of Conduct. The Remuneration Committee reviews the effectiveness of its advisor on an annual basis. It is satisfied that the quality of advice received during the year was sufficient and that the advice provided by FIT is objective and independent.

The fees paid by the Company to FIT during the financial year for advice to the Remuneration Committee and in relation to share plans were £27,924 (2023: £54,987). Fees were charged on a time spent basis.

Statement of shareholder voting at AGM

The following votes were received from shareholders at the last AGM at which the relevant resolutions were proposed:

	Date of meeting	In favour	% cast	Against	% cast	Withheld
Remuneration Policy	11 May 2023	12,092,273	56.27	9,395,816	43.73	1,497,061
Remuneration Report	9 May 2024	12,371,552	57.43	9,171,800	42.57	1,335,473

Details of the actions taken by the Board in response to the votes against the resolution in respect of the Remuneration Report registered at the 2024 AGM are included in the Remuneration Committee Chair's statement on pages 118 to 120.

This report was approved by the Board and signed on its behalf by:

Dr Tim Miller
Remuneration Committee Chair
7 March 2025

APPENDIX: DIRECTORS' REMUNERATION POLICY

We include the main tables from the shareholder-approved Directors' Remuneration Policy (the 'Policy'). A full version of the Policy (which was approved by shareholders on 11 May 2023) can be found in the 2022 Annual Report (available on our website at www.clarksons.com).

As indicated in previous reports, the Remuneration Committee (the 'Committee') recognises that listed company practice as regards their Executive Directors has changed over the years and that, for any new appointments to the Board, the Policy will be broadly consistent with current market practice. While there are no current plans to appoint a new Executive Director, the Committee confirms that any new appointments under the proposed Policy will also be subject to the following:
— Capping the annual bonus opportunity;
— Deferring a greater proportion of the annual bonus;
— Compensation for fixed pay only on severance;
— No enhancement on a change of control;
— The rate of any employer pension contributions will be aligned with that available to the majority of the wider workforce in the UK (or any other country in which the executive is based).

For any new Executive Director appointments, the Policy should be read as incorporating such additional requirements. In addition, the Committee will consider at the time other developments in market practice when constructing such an offer.

	Purpose and link to strategy	Operation	Maximum opportunity	Performance framework
Base salary	— To attract and retain high performing Executive Directors who are critical for the business — Set at a level to provide a core reward for the role and cover essential living costs	— Normally reviewed annually — Paid monthly — Salaries are determined taking into account: — the experience, responsibility, effectiveness and market value of the executive — the pay and conditions in the workforce	— There is no prescribed maximum annual increase. The Committee is guided by the general increase for the broader workforce but on occasion may recognise an increase in certain circumstances, such as assumed additional responsibility or an increase in the scale or scope of the role or, in the case of a new executive, a move towards the desired rate over a period of time where salary was initially set below the intended positioning	n/a
Benefits	— To provide a market standard suite of basic benefits in kind to ensure the Executive Directors' wellbeing	— Taxable benefits may include: — car allowance — healthcare insurance — club membership — Participation in HMRC-approved (or equivalent) schemes — Other benefits may be payable where appropriate — Any reasonable business-related expenses (including tax thereon) may be reimbursed if determined to be a taxable benefit	— A car allowance in line with market norm. The value of other benefits is based on the cost to the Company and is not predetermined — HMRC (or equivalent) scheme participation up to prevailing scheme limits	n/a

	Purpose and link to strategy	Operation	Maximum opportunity	Performance framework
Annual bonus (including deferred shares)	— To reward significant annual profit performance — To ensure that the bonus plan is competitive with our peers. As a result, bonus forms a significant proportion of the remuneration package — To ensure that if there is a reduction in profitability, the level of bonus payable falls away sharply	— 90% of the bonus is paid in cash and, although they have no contractual obligation, the Executive Directors have agreed that 10% of annual bonus payable is deferred in shares, vesting after four years — Executive Directors have voting rights and receive dividends on deferred shares — Performance criteria are reviewed and recalibrated carefully each year to ensure they are linked to strategic business goals, take full account of economic conditions, and are sufficiently demanding to control the total bonus pool and individual allocations — Clawback provision operates for overpayments due to misstatement or error	— In line with Clarksons' peers, the annual bonus is not subject to a formal individual cap. This policy, which is contractual for the current Chief Executive Officer and Chief Financial Officer & Chief Operating Officer, encourages the maximisation of profit, and ensures that Executive Directors are aligned with all stakeholders in the business	— Bonus is determined by Group performance measured over one year on the following basis: — below a 'profit floor' set by the Committee each year, no bonus is triggered — above the floor, an escalating percentage of profits is payable into a bonus pool for progressively higher profit before tax performance — profit for bonus calculations may be adjusted by the Committee where appropriate and does not include business that has not been invoiced — for Executive Directors with revenue-generating broking responsibilities, a further key determinant of the annual bonus is the significance of personally generated broking revenues — a proportion of an individual's share of the bonus pool may be based on the achievement of personal objectives set by the Committee at the start of the year
Long-term incentives	— To incentivise and reward significant long-term financial performance and share price performance relative to the stock market — To encourage share ownership and provide further alignment with shareholders	— Awards are performance-related and are normally structured as nil cost options — Awards are granted each year following the publication of annual results — Clawback provision operates for overpayments due to misstatement or error	— Annual maximum limit of 150% of base salary for awards subject to long-term performance targets (200% of base salary in exceptional circumstances) — Dividend equivalents (in cash or shares) may accrue between grant and vesting/expiry of any holding period, to the extent that shares under award ultimately vest	— Currently, the awards are subject to performance conditions measured on a combination of three-year EPS growth and relative TSR — The Committee may introduce new measures or reweight the current EPS and TSR performance measures so that they are directly aligned with the Company's strategic objectives for each performance period — Normally measured over a three-year performance period — 25% of an award will vest for achieving threshold performance, increasing pro-rata to full vesting for the achievement of stretch performance targets

	Purpose and link to strategy	Operation	Maximum opportunity	Performance framework
Pension	— To provide a market-competitive pension arrangement	— Executive Directors participate in a Company defined contribution pension scheme and/or receive a cash allowance in lieu of pension contributions	— Employer contributions are up to 15% of basic salary or an equivalent cash allowance net of employer's national insurance contributions	n/a
Non-Executive Directors' fees	— To attract and retain high calibre Non-Executive Directors through the provision of market competitive fees	— Reviewed annually — Paid monthly — Fees are determined taking into account: — the experience, responsibility, effectiveness and time commitments of the Non-Executive Directors — the pay and conditions in the workforce — Additional fees may be payable in relation to extra responsibilities undertaken such as chairing a Board Committee and/or a Senior Independent Director role or being a member of a Committee — Any reasonable business-related expenses (including tax thereon) can be reimbursed if determined to be a taxable benefit	— As for the Executive Directors, there is no prescribed maximum annual increase — Fee increases are guided by the general increase for the broader workforce but on occasion may recognise an increase in certain circumstances, such as assumed additional responsibility or an increase in the scale or scope of the role	n/a
Share ownership guidelines	— To provide alignment between the longer-term interests of Directors and shareholders	— Executive Directors are expected to build up and maintain shareholdings in the Company — Executives are required to retain at least half of the net of tax vested number of shares awarded and received until the guideline has been achieved	— Chief Executive Officer: 200% of salary — Other Executive Directors: 200% of salary	n/a

DIRECTORS' REPORT

The Directors present their Report and the audited consolidated financial statements for the year ended 31 December 2024. The Directors' Report and the Strategic Report (pages 2 to 83) together constitute the Management Report for the purpose of Rule 4.1.8R of the Disclosure Guidance and Transparency Rules. Other information relevant to the report, including information required pursuant to the Companies Act 2006 and UK Listing Rule 6.6.1R, is incorporated below by reference.

	Detail	Section	Location
Information incorporated by reference			
As permitted by the Companies Act 2006, the disclosures to the right, which are included in the Strategic Report, are incorporated into the Directors' Report by reference:	An indication of likely future developments in the business of the Company and its subsidiary undertakings.	Strategic Report	Pages 14 to 17 and 28 to 43
	An indication of the activities of the Company and its subsidiary undertakings in the field of research and development.	Strategic Report	Pages 2 to 9, 14 to 17 and 26 to 43
	Employment of disabled persons.	Strategic Report	Page 48
	Employee engagement (including participation in share plans).	Strategic Report	Pages 48, 96, 97 and 120
	Engagement with suppliers, customers and others.	Strategic Report	Pages 59 to 61
The Company is required to disclose certain information under UK Listing Rule 6.6.1R in the Directors' Report or advise where such information is set out. The information can be found in the sections of the 2024 Annual Report set out to the right:	Details of long-term incentive schemes.	Directors' Remuneration Report	Pages 121 to 134
	Any waiver of emoluments by a Director of the Company or any subsidiary undertaking.	N/A	
Directors	The names and biographical details of the Directors who served on the Board and Board Committees during the year, including changes that have occurred during the year and up to the date of this report, are shown in the Corporate Governance Report and incorporated into the Directors' Report by reference.	Corporate Governance Report	Pages 88 to 91
Appointment and retirement of Directors	The Company's Articles of Association, the Code, the Companies Act 2006 and related legislation govern the appointment and retirement of Directors.		
	In accordance with the Code and the Company's Articles of Association, all Directors are subject to election by shareholders at the first AGM following their appointment, and subject to annual re-election thereafter. The 2025 Notice of AGM sets out the reasons why the Board believes each Director should be re-elected (or elected in the case of Constantin Cotzias).	Corporate Governance Report	Page 104
Directors' powers	Subject to relevant company law and the Company's Articles of Association, the Directors may exercise all powers of the Company. Further details regarding authorities in relation to the allotment of shares and the repurchase of shares are set out on the next page.		
Directors' insurance and indemnities	Directors' and officers' liability insurance was maintained by the Company throughout 2024 and to the date of this report. Qualifying indemnity provisions are in place for the benefit of the Non-Executive Directors.		
Directors' interests	The interests of the Directors and their connected persons in the Company's shares are set out in the Directors' Remuneration Report.	Directors' Remuneration Report	Pages 126 to 128

	Detail	Section	Location
Share capital	At 31 December 2024, the Company's issued share capital consisted of 30,778,235 ordinary shares of £0.25 each. Further details on the issued share capital, including any changes during the year, can be found in the notes to the financial statements.	Note 24 to the consolidated financial statements	Page 188
Rights attaching to shares	All ordinary shares have equal voting rights, including the right to one vote at a general meeting, to receive an equal proportion of any dividends declared and paid, and to an equal amount of any surplus assets distributed in the event of a winding-up. There are no restrictions on the transfer of the Company's ordinary shares or on the exercise of voting rights attached to them, other than: — where the Company has exercised its right to suspend their voting rights or prohibit their transfer following the omission by their holders or any person interested in them to provide the Company with information requested by it in accordance with Part 22 of the Companies Act 2006; — where the holder is precluded from exercising voting rights by the Financial Conduct Authority's Listing Rules or the City Code on Takeovers and Mergers; and — pursuant to the Company's share dealing rules where the Directors and designated employees require approval to deal in the Company's shares. The Company is not aware of any further agreements between shareholders that may result in restrictions on the transfer of securities and/or voting rights.		
Authority to allot shares	The Company requests authority from shareholders for the Directors to allot shares on an annual basis, and a similar resolution will be proposed at the 2025 AGM. At the 2024 AGM, the Directors were authorised to allot shares up to an aggregate nominal amount of £2,561,855 or up to £5,123,710 in connection with a rights issue, and were empowered to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £768,556. In line with the Pre-Emption Group's updated Statement of Principles, published in November 2022, the Company will request authority from shareholders at the 2025 AGM to allot equity securities for cash on a non-pre-emptive basis up to 10% of the issued ordinary share capital (to be determined at the latest practicable date before publication of the Notice of Meeting).		
Purchase of own shares	At the 2024 AGM, the Company obtained shareholder approval to purchase up to 3,074,226 of its own ordinary shares of £0.25 each (representing 10% of its issued share capital). No shares were purchased under this authority during the year. At the 2025 AGM, the Directors will again seek authority to purchase the Company's own shares.		
Employee share scheme rights	The Company has established an Employee Benefit Trust ('EBT') for the purpose of facilitating the operation of the Company's share plans. The EBT waives any voting rights and dividends that may be declared in respect of such shares which have not been allocated for the settlement of awards made under the Company's share plans. Employees may direct the EBT as to how to exercise voting rights over shares in which they have a beneficial interest.		

	Detail	Section	Location
Substantial shareholders	As of 31 December 2024, the Company had been notified under the Disclosure Guidance and Transparency Rules of the following holdings of voting rights in its issued share capital: Shareholder — % of total voting rights disclosed Royal London Asset Management Ltd — 5.00% FMR LLC — 4.86% RS Platou Holding AS — 4.85% Invesco Ltd. — 3.18% Between 31 December 2024 and the date of this report, the Company received notifications from Royal London Asset Management Limited and RS Platou Holding AS disclosing interests of 4.92% and 3.94% respectively in the Company's total voting rights.		
Significant agreements	The service contracts of the CEO and CFO & COO include provisions regarding a change of control of the Company. Further details are included in the Directors' Remuneration Policy (which is available on the Company's website in the 2022 Annual Report). There are no further agreements between any Group company and any of its employees or any Director of any Group company which provide for compensation to be paid to an employee or a Director for termination of employment or for loss of office as a consequence of a takeover of the Company. There are no significant agreements to which the Company is a party that take effect, alter or terminate upon a change of control following a takeover bid for the Company.	2022 Annual Report	Page 137
Dividend	The Directors recommend a final dividend of 77p per ordinary share for the year ended 31 December 2024. Subject to shareholder approval at the AGM, the final dividend will be paid on 23 May 2025 to shareholders on the register at the close of business on 9 May 2025. The interim dividend paid during the year was 32p which, together with the final dividend, will provide a total dividend of 109p per ordinary share for the year (2023: 102p).		
External Auditor	The Board recommends that PricewaterhouseCoopers LLP ('PwC') be reappointed as the Company's External Auditor with effect from the 2025 AGM, at which resolutions regarding PwC's reappointment and to authorise the Board to set their remuneration will be proposed.	Audit and Risk Committee Report	Pages 113 to 114
Articles of Association	The Company's Articles of Association were adopted at the 2019 AGM. Any amendments to the Articles of Association can only be made by a special resolution at a general meeting of shareholders.		
Political donations	The Group did not make any political donations or incur any political expenditure in the UK or the EU during 2025.		
Financial instruments	Our risk management objectives and policies in relation to the use of financial instruments can be found in the notes to the consolidated financial statements.	Note 27 to the consolidated financial statements	Pages 190 to 193
Greenhouse gas emissions, energy consumption and energy efficiency reporting	Details relating to required emissions reporting are set out within the Disclosure Statements section.	Disclosure Statements	Pages 78 and 79
Corporate Governance statement	The Corporate Governance Report is incorporated by reference into this Directors' Report and includes details of our compliance with the Code and how the Company has applied the main Principles. The Corporate Governance Report also includes a description of the Group Diversity and Inclusion Policy, which incorporates Board diversity.	Corporate Governance Report	Pages 88 to 134

	Detail	Section	Location
Internal control and risk management systems	A description of the main features of the Group's internal control and risk management systems in relation to the financial reporting process can be found in the Strategic Report.	Strategic Report	Pages 62 to 70
Annual General Meeting	The 2025 AGM will be held electronically by video webcast on 1 May 2025. Details of the resolutions to be proposed are set out in a separate Notice of Meeting, which will be posted to those shareholders who receive hard copy documents, and which will be available on the Group's website for those who have elected to receive documents electronically.	Corporate Governance Report	Page 97
Events since the balance sheet date	Since 31 December 2024, there have been no material items to report.		
Disclosure of information to the Auditor	Each of the Directors who held office at the date of approval of this Directors' Report confirms that, so far as each Director is aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all steps that ought to have been taken to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.		
Statutory details for Clarkson PLC	The Company is a public company limited by shares, incorporated in the United Kingdom and registered in England and Wales with registered number 01190238. Its registered office is at Commodity Quay, St Katharine Docks, London E1W 1BF. The Company's shares are listed on the London Stock Exchange under the ticker CKN, and the Company is a constituent of the FTSE 250. It has no ultimate parent company, and details of the Company's substantial shareholders (as notified to the Company under the Disclosure Guidance and Transparency Rules) are set out on page 137.	Directors' Report	Page 137
Branches	A number of the Company's subsidiary undertakings maintain branches outside of the UK.	Note U to the Parent Company financial statements	Pages 209 to 214

By order of the Board:

Deborah Abrehart
Group Company Secretary
7 March 2025

The Directors are responsible for preparing the Annual Report 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 Group and the Parent Company financial statements in accordance with UK-adopted international accounting standards.

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 Group and the Parent Company and of the profit or loss of the Group 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 UK-adopted international accounting standards 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 Group and Parent Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Parent 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 Group's and Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Parent Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Parent 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

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

Each of the Directors, whose names and functions are listed in the Corporate Governance Report in this Annual Report, confirm that, to the best of their knowledge:

— the Group and Parent Company financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities and financial position of the Group and Parent Company, and of the profit of the Group; and
— the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Parent Company, together with a description of the principal risks and uncertainties that it faces.

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 Group's and Parent Company's Auditor is 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 Group's and Parent Company's Auditor is aware of that information.

Laurence Hollingworth
Chair
7 March 2025

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

In our opinion:

- Clarkson PLC's Group financial statements and Parent Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's profit and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the 2024 Annual Report (the "Annual Report"), which comprise: the consolidated and Parent Company balance sheets as at 31 December 2024; the consolidated income statement, the consolidated statement of comprehensive income, the consolidated cash flow statement and the consolidated and Parent Company statements of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit and Risk Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 3, we have provided no non-audit services to the Parent Company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- Our audit included full scope audits of eighteen components (two of which are significant due to their relative size). This gave us coverage of 91% (2023: 87%) of the Group's underlying absolute profit before taxation and 69% (2023: 70%) of the Group's revenue. There were no significant changes to the Group's operations during the year.

Key audit matters

- Carrying value of goodwill in respect of the Offshore broking and Securities CGUs (Group)
- Risk of impairment of trade receivables (Group)
- Carrying value of investments in subsidiaries (Parent Company)

Materiality

- Overall Group materiality: £5,790,000 (2023: £5,400,000) based on 5% of profit before taxation, adjusted for exceptional items and acquisition-related costs ('underlying profit before taxation').
- Overall Parent Company materiality: £3,854,000 (2023: £3,312,000) based on 1% of total assets.
- Performance materiality: £4,342,500 (2023: £4,050,000) (Group) and £2,890,500 (2023: £2,484,000) (Parent Company).

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.

Key audit matters
Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the 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) identified by the auditors, 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, and any comments we make on the results of our procedures thereon, 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.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Carrying value of goodwill in respect of the Offshore broking and Securities CGUs (Group) Refer to Note 2 (Statement of accounting policies) and Note 14 (Impairment testing of goodwill) of the Group financial statements. The goodwill balance is allocated across several cash generating units (CGUs) and is subject to an annual impairment test. As in the prior year, the headroom on the Offshore broking and Securities CGUs is low and as a result we identified a significant risk of impairment in these CGUs. The Offshore broking and Securities CGUs have allocated goodwill of £44.6m and £11.8m respectively. Management prepared a value-in-use discounted cash flows model to estimate the present value of forecast future cash flows for each CGU, the 'recoverable amount'. This was then compared with the carrying value of the net assets of each CGU (including goodwill) to determine if there was an impairment. Determining whether an impairment charge is required for goodwill involves significant estimates about forecast future performance and cash flows of the CGUs. It also involves determining an appropriate discount rate and long-term growth rate. Management's impairment review determined that the recoverable amounts of these two CGUs was higher than the carrying value of each of the CGU's net assets respectively. As a result, no goodwill impairment charge has been recognised in the current financial year. We focused on this matter due to the size of the balance and the significant judgements and estimation involved to determine whether the carrying value of goodwill is supportable.	Our audit procedures for the Offshore broking and Securities CGUs included: — We obtained management's annual impairment assessment and verified the mathematical accuracy of the calculations and that the methodology used was in line with the requirements of IAS 36 'Impairment of Assets'; — We compared the forecasts used in the impairment model to the latest Board approved budget and obtained and evaluated corroborative evidence supporting the future cash flow forecasts of the CGUs; — We compared the prior year budget to actual results in order to assess the historical forecasting accuracy of the business. We also considered available market data to challenge the significant assumptions used by management to determine the future cashflow forecasts; — We challenged the reasonableness of the discount rates by comparing the weighted-average cost of capital with comparable organisations and consulting with our own valuation experts; — We considered the long-term cyclical performance and verified that this had been appropriately factored into the long-term forecasts; and — We challenged the extent to which climate change considerations had been reflected, as appropriate, in management's impairment modelling process. We found the Directors' assumptions to be supportable. We also performed sensitivity analysis on the key drivers of the cash flow projections including assumed profits and long-term growth rates. We are satisfied that management's assessment is appropriate and concur that no impairment arises at 31 December 2024. We evaluated the disclosures made in Note 14 regarding the related assumptions and sensitivities and concluded these appropriately draw attention to the significant areas of estimation uncertainty.

Key audit matter	How our audit addressed the key audit matter
Risk of impairment of trade receivables (Group) Refer to Note 2 (Statement of accounting policies) and Note 15 (Trade and other receivables) of the Group financial statements. The Group had trade receivables of £132.6m (2023: £143.6m) before a loss allowance for expected credit losses of £22.0m (2023: £21.9m). Management applies the requirements of IFRS 9 'Financial Instruments' to determine the loss allowance for expected credit losses. The determination as to whether a trade receivable is recoverable and the measurement of any expected credit loss involves judgement. Specific factors which management considers include the age of the balance, location and known financial condition of certain customers, existence of disputes, recent historical payment patterns and any other available information concerning the creditworthiness of the counterparty. Management uses this information to determine whether a loss allowance for impairment is required, either for expected credit losses on a specific transaction or for a customer's balance overall. For certain customers, which were provided for at the time of invoicing, no revenue has been recognised, because collectability was not considered probable. We focused on the risk of impairment in trade receivables because it requires a high level of management judgement and because of the materiality of the amounts involved.	Our audit procedures included: — For specific allowances for expected credit losses, we selected a sample of items and understood management's rationale for an impairment being required. The impairments relate to customers in default or administration, where the customer or trade is sanctioned or there are legal disputes or those where no net revenue is recognised due to doubt regarding collectability at the time of invoicing; — Verifying whether payments had been received since the year end, reviewing historical payment patterns and inspecting any correspondence with customers on expected settlement dates; — The remaining trade receivables, which were not specifically impaired, were subject to management's calculation of an expected credit loss. We examined and tested source data and the mathematical accuracy of management's supporting calculations; this included consideration of the amount of the prior year's loss allowance that had been utilised for bad debt write-offs during the year and also the history of current receivables reaching default or extended overdue positions; and — We tested adjustments made by management to reflect certain market conditions, in terms of both the Group's markets and the territories where the receivables are due. From the work we performed, we consider the expected credit losses to be consistent with the evidence obtained.

Key audit matter	How our audit addressed the key audit matter
Carrying value of investments in subsidiaries (Parent Company) Refer to Note A (Statement of accounting policies) and Note F (Investments in subsidiaries) of the Parent Company financial statements. As disclosed in Note F, the Parent Company has investments of £163.2m in its subsidiaries. There is a risk that the performance of the subsidiary undertakings is not sufficient to support their carrying value and the assets may be impaired. In assessing for impairment triggers, management considers if the underlying net assets of an investment support the carrying amount. Where the carrying amount exceeds the net asset value of the subsidiary, an estimation of the value-in-use of the subsidiary is required. The value-in-use calculation requires an estimation of future cash flows expected to arise from the subsidiary, the selection of suitable discount rates and the estimation of future growth rates. As determining such assumptions is inherently judgemental, there is the potential these may differ in subsequent periods and materially change the conclusions reached. Based on management's assessment, no impairment or reversal of impairment in respect of the carrying value of investments in subsidiaries was identified as at 31 December 2024. We focused on this matter due to the size of the balance and the significant judgement and estimation involved to determine whether the carrying value of investments in subsidiaries is appropriate in the Parent Company balance sheet.	We obtained management's impairment of investment in subsidiaries assessment with supporting computations and: — Verified that the inputs to the assessment were mathematically accurate and, where appropriate, were consistent with the goodwill impairment assessment set out in the key audit matter above; — Compared the investment values against the net assets of the investments to identify whether the carrying amounts were supported by the net asset positions of the subsidiaries. Where the carrying amounts exceeded the net asset values of the subsidiaries, our procedures were focused on management's value in use calculations including evaluation of the key assumptions used. We are satisfied that management's assessment is appropriate and that there are no indicators of impairment or reversal of impairment in respect of the carrying value of the Parent Company's investments in subsidiaries as at 31 December 2024. We evaluated the disclosures made in Note F and concluded that the sensitivity disclosures appropriately draw attention to the significant areas of estimation uncertainty.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Parent Company, the accounting processes and controls, and the industry in which they operate.

The financial statements are a consolidation of components, comprising the Group's operating businesses and centralised functions. In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed at the components by us, as the Group engagement team, or by component auditors of other PwC network firms and other firms operating under our instruction. Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those components to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole. Our audit included full scope audits of eighteen components (two of which are significant due to their relative size); the remaining sixteen were considered to be non-significant. This gave us coverage of 91% (2023: 87%) of the Group's underlying absolute profit before taxation and 69% (2023: 70%) of the Group's revenue. The significant components were based in the UK and Norway. Our work included directly auditing the largest UK component and receiving reporting from our component audit teams. This, together with the additional procedures performed centrally at the Group level, including testing the consolidation process, gave us the evidence we needed for our opinion on the financial statements as a whole.

The impact of climate risk on our audit

As part of the audit, we have considered the Group's risk assessment process in identifying climate-related risks and their impact on the Group's business, which was supported by an external sustainability consultant engaged by management.

The procedures we undertook included obtaining an understanding of how management has considered the impact of their identified climate-related risks in the underlying assumptions and estimates used within the Group and Parent Company's financial statements. We challenged the completeness of management's climate risk assessment and specifically considered how climate-related risks might impact the significant assumptions made by management in determining the future cashflow forecasts used in their assessment of the carrying value of goodwill. We assessed the estimates and assumptions made by management in preparing the financial statements and did not identify any material impact as a result of climate risk on the Group's and Parent Company's financial statements. We also considered the consistency of the disclosures in relation to climate risk in the other information within the Annual Report (including the disclosures in the Task Force on Climate-Related Financial Disclosures ('TCFD') section) with the financial statements and our knowledge obtained from the audit.

Our responsibility over other information is further described in the 'Reporting on other information' section of our report.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

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

	Financial statements – Group	Financial statements – Parent Company
Overall materiality	£5,790,000 (2023: £5,400,000).	£3,854,000 (2023: £3,312,000).
How we determined it	5% of profit before taxation, adjusted for exceptional items and acquisition-related costs ('underlying profit before taxation')	1% of total assets
Rationale for benchmark applied	In our view, underlying profit before taxation represents the primary measure used by the shareholders in assessing the performance of the Group.	The Parent Company does not have trading activities. Therefore, total assets has been used as it represents a generally accepted auditing benchmark used to determine materiality in a holding company.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £30,100 and £3,854,000. Certain components were audited to a local statutory audit materiality that was also less than our overall Group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2023: 75%) of overall materiality, amounting to £4,342,500 (2023: £4,050,000) for the Group financial statements and £2,890,500 (2023: £2,484,000) for the Parent Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit and Risk Committee that we would report to them misstatements identified during our audit above £289,500 (Group audit) (2023: £270,000) and £192,700 (Parent Company audit) (2023: £165,600) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the Directors' assessment of the Group's and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- evaluating management's base case and downside scenarios, challenging and corroborating key assumptions;
- testing the accuracy of cash flow models used to assess available liquidity during the going concern period;
- ensuring consistency with the key assumptions used in other areas of our audit such as the assessment of goodwill impairment; and
- reading management's disclosures in the financial statements and relevant "other information" in the Annual Report and checking consistency with the financial statements and our knowledge based on our audit.

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

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Parent Company's ability to continue as a going concern.

In relation to the Directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Parent Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the Directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the Parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement, included within the Corporate Governance Report, is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The Directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Parent Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The Directors' explanation as to their assessment of the Group's and Parent Company's prospects, the period this assessment covers and why the period is appropriate; and
- The Directors' statement as to whether they have a reasonable expectation that the Parent Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the Directors' statement regarding the longer-term viability of the Group and Parent Company was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Parent Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The Directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Parent Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit and Risk Committee.

We have nothing to report in respect of our responsibility to report when the Directors' statement relating to the Parent Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to international trade regulations and regulatory licence requirements for the Group's Securities business, 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 financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the artificial inflation of reported results through the posting of inappropriate journal entries and management bias in accounting estimates. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

— Inspecting correspondence with regulators and tax authorities.
— Reviewing minutes of meetings of those charged with governance including the Board, Audit and Risk Committee and Remuneration Committee.
— Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulations and fraud.
— Evaluating management's controls designed to prevent and detect irregularities.
— Identifying and testing journals, in particular journal entries posted with unusual account combinations or postings by unusual users.
— Challenging assumptions and judgements made by management in their critical accounting estimates including the key audit matters described above.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report
This report, including the opinions, has been prepared for and only for the Parent Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

OTHER REQUIRED REPORTING

Companies Act 2006 exception reporting
Under the Companies Act 2006 we are required to report to you if, in our opinion:
— we have not obtained all the information and explanations we require for our audit; or
— adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
— certain disclosures of Directors' remuneration specified by law are not made; or
— the Parent Company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment
Following the recommendation of the Audit and Risk Committee, we were appointed by the members on 9 July 2009 to audit the financial statements for the year ended 31 December 2009 and subsequent financial periods. The period of total uninterrupted engagement is 16 years, covering the years ended 31 December 2009 to 31 December 2024.

OTHER MATTER

The Company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Timothy McAllister
Senior Statutory Auditor
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
7 March 2025

CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER

		2024			2023			
	Note(s)	**Before acquisition-related costs £m**	**Acquisition-related costs (note 6) £m**	**After acquisition-related costs £m**	Before exceptional items and acquisition-related costs £m	Exceptional items (note 5) £m	Acquisition-related costs (note 6) £m	After exceptional items and acquisition-related costs £m
Revenue	3, 4	**661.4**	**–**	**661.4**	639.4	–	–	639.4
Cost of sales	3	**(33.7)**	**–**	**(33.7)**	(30.4)	–	–	(30.4)
Trading profit		**627.7**	**–**	**627.7**	609.0	–	–	609.0
Administrative expenses		**(526.0)**	**(3.2)**	**(529.2)**	(508.8)	2.2	(2.6)	(509.2)
Operating profit/(loss)	3, 4	**101.7**	**(3.2)**	**98.5**	100.2	2.2	(2.6)	99.8
Finance income	3	**14.9**	**–**	**14.9**	10.5	–	–	10.5
Finance costs	3	**(1.9)**	**–**	**(1.9)**	(2.2)	–	–	(2.2)
Other finance income – pensions	3	**0.6**	**–**	**0.6**	0.7	–	–	0.7
Profit/(loss) before taxation		**115.3**	**(3.2)**	**112.1**	109.2	2.2	(2.6)	108.8
Taxation	7	**(26.0)**	**0.2**	**(25.8)**	(23.4)	0.3	0.1	(23.0)
Profit/(loss) for the year		**89.3**	**(3.0)**	**86.3**	85.8	2.5	(2.5)	85.8
Attributable to:								
Equity holders of the Parent Company		**87.9**	**(3.0)**	**84.9**	83.8	2.5	(2.5)	83.8
Non-controlling interests		**1.4**	**–**	**1.4**	2.0	–	–	2.0
Profit/(loss) for the year		**89.3**	**(3.0)**	**86.3**	85.8	2.5	(2.5)	85.8
Earnings per share								
Basic	8	**286.9p**		**277.1p**	275.0p			275.2p
Diluted	8	**284.9p**		**275.2p**	273.5p			273.6p

Included in the consolidated income statement are net impairment losses on financial assets amounting to £1.3m (2023: £3.9m).

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER

	Note(s)	**2024 £m**	2023 £m
Profit for the year		**86.3**	85.8
Other comprehensive loss:			
Items that will not be reclassified to profit or loss:			
Actuarial loss on employee benefit schemes – net of tax	23	**(0.9)**	(1.6)
Items that may be reclassified subsequently to profit or loss:			
Foreign exchange differences on retranslation of foreign operations		**(12.4)**	(17.5)
Foreign currency hedges recycled to profit or loss – net of tax	25	**0.1**	2.1
Foreign currency hedge revaluations – net of tax	25	**(4.9)**	5.7
Other comprehensive loss		**(18.1)**	(11.3)
Total comprehensive income for the year		**68.2**	74.5

Attributable to:		
Equity holders of the Parent Company	**67.2**	72.8
Non-controlling interests	**1.0**	1.7
Total comprehensive income for the year	**68.2**	74.5

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER

	Note(s)	2024 £m	2023 £m
Non-current assets			
Property, plant and equipment	10	**28.5**	28.5
Investment properties	11	**1.0**	1.0
Right-of-use assets	12	**32.0**	35.9
Intangible assets	13	**172.6**	182.9
Trade and other receivables	15	**1.0**	4.4
Investments	16	**1.9**	1.3
Employee benefits	23	**12.4**	13.8
Deferred tax assets	7	**18.1**	16.8
		267.5	284.6
Current assets			
Inventories	17	**4.3**	3.3
Trade and other receivables	15	**130.5**	147.5
Income tax receivable		**4.5**	1.2
Investments	16	**62.2**	40.1
Cash and cash equivalents	18	**431.3**	398.9
		632.8	591.0
Current liabilities			
Trade and other payables	19	**(326.4)**	(339.4)
Lease liabilities	20	**(10.6)**	(10.4)
Income tax payable		**(20.7)**	(20.9)
Provisions	21	**(1.0)**	(0.6)
		(358.7)	(371.3)
Net current assets		**274.1**	219.7
Non-current liabilities			
Trade and other payables	19	**(6.8)**	(3.2)
Lease liabilities	20	**(27.5)**	(32.8)
Provisions	21	**(3.6)**	(1.9)
Employee benefits	23	**(0.1)**	(0.4)
Deferred tax liabilities	7	**(7.9)**	(9.4)
		(45.9)	(47.7)
Net assets		**495.7**	456.6
Capital and reserves			
Share capital	24	**7.7**	7.7
Other reserves	25	**89.0**	104.9
Retained earnings		**395.3**	340.0
Equity attributable to shareholders of the Parent Company		**492.0**	452.6
Non-controlling interests		**3.7**	4.0
Total equity		**495.7**	456.6

The financial statements on pages 149 to 195 were approved by the Board on 7 March 2025, and signed on its behalf by:

Jeff Woyda
Chief Financial Officer & Chief Operating Officer
Registered number: 1190238

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER

	Note(s)	Attributable to equity holders of the Parent Company					
		Share capital £m	Other reserves £m	Retained earnings £m	Total £m	Non-controlling interests £m	Total equity £m
Balance at 1 January 2024		**7.7**	**104.9**	**340.0**	**452.6**	**4.0**	**456.6**
Profit for the year		**–**	**–**	**84.9**	**84.9**	**1.4**	**86.3**
Other comprehensive loss		**–**	**(16.8)**	**(0.9)**	**(17.7)**	**(0.4)**	**(18.1)**
Total comprehensive (loss)/income for the year		**–**	**(16.8)**	**84.0**	**67.2**	**1.0**	**68.2**
Transactions with owners:							
Share issues	24, 25	**–**	**1.2**	**–**	**1.2**	**–**	**1.2**
Employee share schemes	25	**–**	**(0.3)**	**(0.3)**	**(0.6)**	**–**	**(0.6)**
Tax on other employee benefits	7	**–**	**–**	**3.1**	**3.1**	**–**	**3.1**
Dividend paid	9	**–**	**–**	**(31.5)**	**(31.5)**	**(1.5)**	**(33.0)**
Other movements		**–**	**–**	**–**	**–**	**0.2**	**0.2**
Total transactions with owners		**–**	**0.9**	**(28.7)**	**(27.8)**	**(1.3)**	**(29.1)**
Balance at 31 December 2024		**7.7**	**89.0**	**395.3**	**492.0**	**3.7**	**495.7**

	Note(s)	Attributable to equity holders of the Parent Company					
		Share capital £m	Other reserves £m	Retained earnings £m	Total £m	Non-controlling interests £m	Total equity £m
Balance at 1 January 2023		7.7	114.8	287.2	409.7	3.5	413.2
Profit for the year		–	–	83.8	83.8	2.0	85.8
Other comprehensive loss		–	(9.4)	(1.6)	(11.0)	(0.3)	(11.3)
Total comprehensive (loss)/income for the year		–	(9.4)	82.2	72.8	1.7	74.5
Transactions with owners:							
Share issues	24, 25	–	1.9	–	1.9	–	1.9
Employee share schemes	25	–	(2.4)	(1.1)	(3.5)	–	(3.5)
Tax on other employee benefits	7	–	–	(0.2)	(0.2)	–	(0.2)
Tax on other items in equity	7	–	–	0.1	0.1	–	0.1
Dividend paid	9	–	–	(28.3)	(28.3)	(1.1)	(29.4)
Other movements		–	–	0.1	0.1	(0.1)	–
Total transactions with owners		–	(0.5)	(29.4)	(29.9)	(1.2)	(31.1)
Balance at 31 December 2023		7.7	104.9	340.0	452.6	4.0	456.6

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER

	Note(s)	2024 £m	2023 £m
Cash flows from operating activities			
Profit before taxation		**112.1**	108.8
Adjustments for:			
Foreign exchange differences	3	**(5.7)**	6.8
Depreciation	3, 10, 11, 12	**15.0**	14.7
Share-based payment expense	22	**2.5**	1.9
Gain on sale of property, plant and equipment		**(0.2)**	(3.6)
Gain on sale of investments		**(0.4)**	–
Amortisation of intangibles	3, 13	**5.2**	4.8
Difference between pension contributions paid and amount recognised in the income statement		**0.4**	0.6
Finance income	3	**(14.9)**	(10.5)
Finance costs	3	**1.9**	2.2
Other finance income – pensions	3	**(0.6)**	(0.7)
Increase in inventories	17	**(0.8)**	(0.9)
Decrease in trade and other receivables		**14.9**	2.0
Increase in bonus accrual		**32.4**	58.7
Decrease in trade and other payables		**(22.2)**	(7.2)
Increase in provisions		**2.3**	0.1
Cash generated from operations		**141.9**	177.7
Income tax paid		**(27.2)**	(22.4)
Net cash flow from operating activities		**114.7**	155.3
Cash flows from investing activities			
Interest received		**14.8**	10.3
Purchase of property, plant and equipment	10	**(5.7)**	(8.0)
Purchase of intangible assets	13	**(1.6)**	(2.8)
Purchase of investments		**(0.9)**	(0.3)
Proceeds from sale of investments		**0.7**	0.3
Proceeds from sale of property, plant and equipment		**0.4**	3.9
Transfer to current investments (cash on deposit and government bonds)	16	**(22.1)**	(36.8)
Acquisition of subsidiaries, net of cash acquired	13	**(2.5)**	(5.3)
Dividends received from investments	3	**0.1**	0.1
Net cash flow from investing activities		**(16.8)**	(38.6)
Cash flows from financing activities			
Interest paid and other charges		**(1.8)**	(2.0)
Dividend paid	9	**(31.5)**	(28.3)
Dividend paid to non-controlling interests		**(1.5)**	(1.1)
Repayment of borrowings		**–**	(0.5)
Principal elements of lease payments		**(10.9)**	(10.5)
Proceeds from shares issued		**1.2**	1.9
Contributions from non-controlling interests		**0.2**	–
ESOP shares acquired		**(26.4)**	(49.5)
Net cash flow from financing activities		**(70.7)**	(90.0)
Net increase in cash and cash equivalents		**27.2**	26.7
Cash and cash equivalents at 1 January		**398.9**	384.4
Net foreign exchange differences		**5.2**	(12.2)
Cash and cash equivalents at 31 December	18	**431.3**	398.9

1 Corporate information

The Group and Parent Company financial statements of Clarkson PLC for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Directors on 7 March 2025. Clarkson PLC is a Public Limited Company, listed on the London Stock Exchange, incorporated in the UK, registered in England and Wales and domiciled in the UK.

The term 'Parent Company' refers to Clarkson PLC and 'Group' refers to the Company, its consolidated subsidiaries and the relevant assets and liabilities of the share purchase trusts.

Copies of the Annual Report will be circulated to all shareholders and will also be available from the registered office of the Company at Commodity Quay, St Katharine Docks, London E1W 1BF.

2 Statement of accounting policies

2.1 Basis of preparation

The accounting policies which follow set out those policies which have been applied in preparing the financial statements for the year ended 31 December 2024. Additional accounting policies for the Parent Company are set out in note A to the Parent Company financial statements.

The financial statements are presented in pounds sterling and all values are rounded to the nearest one hundred thousand pounds sterling (£0.1m) except when otherwise indicated.

The consolidated income statement is shown in columnar format to assist with understanding the Group's results by presenting profit for the year before exceptional items and acquisition-related costs; this is referred to as 'underlying profit'. Items which are non-recurring in nature and considered to be material in size are shown as 'exceptional items'. The column 'acquisition-related costs' includes the amortisation of acquired intangible assets, the costs of acquiring new businesses and the expensing of the cash and share-based elements of consideration linked to ongoing employment obligations on acquisitions. These notes form an integral part of the financial statements on pages 149 to 195.

Except where noted, the accounting policies set out in this note have been applied consistently to all periods presented in these consolidated financial statements.

Statement of compliance

The consolidated financial statements of the Clarkson PLC Group have been prepared in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards and the Disclosure Guidance and Transparency Rules Sourcebook of the United Kingdom's Financial Conduct Authority.

Going concern

The consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, as modified by financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss and fair value through other comprehensive income.

The Group has considerable financial resources available to it, a strong balance sheet and has consistently generated a profit and good cash inflows. As a result of this, the Directors believe that the Group is well placed to manage its business risks successfully.

Management has stress tested a range of scenarios, using the Board-approved budget and monthly cash flows to 31 December 2027, modelling different assumptions with respect to the Group's cash resources. Three different scenarios were considered:

- Management modelled the impact of a reduction in profitability to £30m (a level of profit the Group has exceeded in every year since 2013), whilst taking no mitigating actions.
- Management assessed the impact of a significant reduction in world seaborne trade similar to that experienced in the global financial crisis in 2008, the pandemic in 2020 and the Ukraine conflict in 2022: seaborne trade recovered in 2009, 2021 and 2023. Since 1990, no two consecutive years have seen reductions in world seaborne trade.
- Management undertook a reverse stress test over a period of three years to determine what it might take for the Group to encounter financial difficulties. This test was based on current levels of overheads, the net cash and available funds* position at 31 December 2024, the collection of debts and the invoicing and collection of the forward order book.

Under the first two scenarios, the Group is able to generate profits and cash, and has positive net cash and available funds* available to it. In the third scenario, current net cash and available funds*, together with the collection of debts and the forward order book, would leave sufficient cash resources to cover at least the next 12 months without any new business.

Accordingly, the Directors have a reasonable expectation that the Group has sufficient resources to continue in operation for at least the next 12 months. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Basis of consolidation

The Group's consolidated financial statements incorporate the results and net assets of Clarkson PLC, its subsidiary undertakings and the relevant assets and liabilities of the share purchase trusts made up to 31 December each year.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are unconsolidated from the date that control ceases.

See note U to the Parent Company financial statements for full details on subsidiaries.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. However, for the purposes of segmental reporting, internal recharges are included within the appropriate segments.

2.2 Changes in accounting policy and disclosures

New and amended standards adopted by the Group

The Group has applied the following amendments for the first time for the annual reporting period commencing 1 January 2024:

- Classification of Liabilities as Current or Non-Current and Non-current liabilities with covenants – Amendments to IAS 1;
- Lease Liability in Sale and Leaseback – Amendments to IFRS 16; and
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New standards, amendments and interpretations issued but not yet effective for the financial year beginning 1 January 2024 and not early adopted

Certain new accounting standards, amendments to accounting standards, and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions, however, the way information is presented in the primary statements may change with the adoption of IFRS 18.

2.3 Critical accounting judgements and estimates

The following are the critical accounting judgements and estimations that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

* Classed as an APM. See pages 215 and 216 for further information.

2 Statement of accounting policies continued

2.3 Critical accounting judgements and estimates continued

Judgements

Revenue recognition

IFRS 15 'Revenue from Contracts with Customers' requires the Group to assess its revenue streams, including whether the recognition of revenue should be at a 'point in time' or 'over time'. Where revenue is at a point in time, a judgement is also required to determine at which point this is. The Group has defined and determined its performance obligation, which continues to be the successful satisfaction of the negotiated contract between counterparties and therefore recognises revenue at this point in time. This is a critical judgement, since if the performance obligation was deemed to be satisfied at an earlier point or over time, the revenue recognition would differ.

In addition, for certain clients, the Group considers that there is uncertainty at the time of invoicing as to whether the clients are capable of settling their invoices when due. The Group continues to trade with such clients, as they are deemed to be key market participants or preferred counterparties for certain transactions. At the point of revenue recognition, these amounts are invoiced but provisions are made which directly offset against revenue, on the basis consideration is not certain. See note 2.19 for further details.

Alternative performance measures

The Group excludes adjusting items (exceptional items and acquisition-related costs) from its underlying earnings measure. The Directors believe that alternative performance measures can provide users of the financial statements with a better understanding of the Group's underlying financial performance, if used properly. If improperly used and presented, these measures could mislead the users of the financial statements by obscuring the real profitability and financial position of the Group. Directors' judgement is required as to what items qualify for this classification. Further details are included on pages 215 and 216.

Recognition of software assets

A judgement is made regarding the decision to capitalise expenditure on the balance sheet relating to the development of software assets across the Group in accordance with IAS 38 'Intangible Assets'. This includes considering if the future economic benefit from the asset can be readily identified and estimated and will flow to the relevant entity in the Group. Once capitalised, a further judgement is made to determine the point at which the software becomes fully operational and thus when the asset will begin to be amortised through the income statement over its useful economic life.

IFRS 16 'Leases'

Key judgements made in calculating the initial measurement include determining the lease term where extension or termination options exist. In such instances, all facts and circumstances that may create an economic incentive to exercise an extension option, or not exercise a termination option, have been considered to determine the lease term. Extension periods (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated), such as for options with renewal dates in the next 12 months.

A judgement is made at the commencement of a lease as to whether elements of the contract are lease components or non-lease components. If an element does not convey the right to control the use of an identified asset for a period of time in exchange for consideration then this is treated as a non-lease component. The most significant non-lease component attributable to the Group is service charges.

Estimation uncertainty

The assumptions and estimates at the end of the current reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out on the next page.

Impairment of trade receivables
Trade receivables are amounts due from clients in the ordinary course of business. Trade receivables are classified as current assets if collection is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current assets. The provision for impairment of receivables represents management's best estimate of expected credit losses to arise on trade receivables at the balance sheet date. Determining the amount of the provision includes analysis of specific clients' creditworthiness which may be impaired as indicated by the age of the invoice, the existence of any disputes, recent historical payment patterns and any known information regarding the client's financial position. In a limited number of circumstances, where doubt exists as to the ability to collect payment, a provision is made at the time of invoicing (see Judgements: Revenue recognition on page 156). For clients where a specific provision is not recognised, management is required to estimate expected credit losses in accordance with IFRS 9 'Financial Instruments'. This estimate takes into account the Group's history of bad debt write-offs and extended unpaid invoices for each of its segments and also views on market conditions both for certain business lines and territories. Determining the amount of a provision for impairment is inherently challenging and in a given year there is a risk this estimate may materially change in the following year, either due to successful, unforeseen collections or sudden deterioration or failures of clients. This is therefore deemed to be a critical accounting estimate. See note 15 for further details.

Impairment testing of goodwill
The Group tests goodwill for impairment on an annual basis. For the 2024 and 2023 reporting periods, the recoverable amount of the cash-generating units to which assets on the balance sheet have been allocated was determined based on value-in-use calculations which requires estimation of future cash flows expected to arise for the cash-generating unit, the selection of suitable discount rates and the estimation of future growth rates. As determining such assumptions is inherently uncertain and subject to future factors, there is the potential that these may differ in subsequent periods. See note 14 for further details.

Employee benefits
The determination of the Group's defined benefit obligation depends on certain assumptions, such as the selection of the discount rate, inflation rates and mortality rates. These assumptions are considered to be a key source of estimation uncertainty as relatively small changes in the assumptions used may have a significant effect on the Group's financial statements within the next year. See note 23 for further details.

2.4 Property, plant and equipment
Land held for use in the production or supply of goods or services, or for administrative purposes, is stated on the balance sheet at its historical cost.

Freehold and long leasehold properties, leasehold improvements, office furniture and equipment and motor vehicles are recorded at cost less accumulated depreciation and any recognised impairment loss. Cost includes the original purchase price of the asset.

Land is not depreciated. Depreciation on other assets is charged on a straight-line basis over the estimated useful life (after allowing for estimated residual value, if material) of the asset, and is charged from the time an asset becomes available for its intended use. Estimated useful lives are as follows:

Freehold and long leasehold properties	**10 to 60 years**
Leasehold improvements	**Over the period of the lease**
Office furniture and equipment	**2 to 10 years**
Motor vehicles	**4 to 5 years**

Estimates of useful lives and residual scrap values are assessed annually.

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss.

2.5 Investment properties
Land and buildings held for long-term investment and to earn rental income are classified as investment properties. Investment properties are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is charged on a straight-line basis over the estimated useful life of the asset, and is charged from the time an asset becomes available for its intended use. The estimated useful life of investment properties is 60 years.

In addition to historical cost accounting, the Directors have also presented, through additional narrative, the fair value of the investment properties in note 11.

2 Statement of accounting policies continued

2.6 Business combinations and goodwill

Business combinations are accounted for using the acquisition method.

Goodwill is initially measured at cost being the excess of the cost of the business combination over the Group's share in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

All transaction costs are expensed in the income statement as incurred.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability are recognised in the income statement. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units identified according to operating segment.

2.7 Intangible assets

Separately acquired intangible assets are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition.

Costs incurred on development projects, relating to the introduction or design of new systems or improvement of the existing systems, are only capitalised as intangible assets if capitalisation criteria under IAS 38 'Intangible Assets' are met; that is, where the related expenditure is separately identifiable, the costs are measurable and management is satisfied as to the ultimate technical and commercial viability of the project such that it will generate future economic benefits based on all relevant available information. Capitalised development costs are amortised from the date the system is fully operational over their expected useful lives (not exceeding five years). Other costs linked to development projects that do not meet the above criteria such as data population, research expenditure and staff training costs are recognised within administrative expenses as incurred.

Costs incurred in the provision and implementation of Software as a Service ('SaaS') agreements, including subscriptions, software configuration and customisation, data migration, testing and training are expensed in the income statement as incurred. To the extent that a SaaS agreement has a separately identifiable intangible asset that is material, the costs are capitalised until the software application use commences and then amortised over their expected useful life (not exceeding five years).

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the income statement within administrative expenses.

Intangible assets are amortised as follows:

Trade name and non-contractual commercial relationships	**Up to 15 years**
Forward order book on acquisition	**Up to 5 years**
Development costs	**Up to 5 years**

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other available fair value indicators.

Impairment losses of continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the Group makes an estimate of the recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Goodwill

The Group assesses whether there are any indicators that goodwill is impaired at each reporting date. Goodwill is tested for impairment annually.

Any impairment of goodwill is determined by assessing the recoverable amount of the cash-generating units to which the goodwill relates. Where the recoverable amount of the cash-generating units is less than their carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods. The Group performs its annual impairment test of goodwill as at 31 December.

2.9 Investments and other financial assets

Classification

Financial assets within the scope of IFRS 9 'Financial Instruments' are classified as financial assets at fair value through profit or loss ('FVPL'), financial assets at fair value through other comprehensive income ('FVOCI') and financial assets at amortised cost.

The Group determines the classification of its financial assets on initial recognition, taking into account the purpose for which the financial assets were acquired.

Financial assets at fair value through profit or loss ('FVPL')

These assets are measured at fair value. Net gains and losses are recognised in profit or loss in finance income or finance costs. Any interest or dividend income are recognised in profit or loss in finance income or finance costs.

Financial assets at fair value through other comprehensive income ('FVOCI')

These assets are measured at fair value. Dividends are recognised when the entity's right to receive payment is established, it is probable the economic benefits will flow to the entity, and the amount can be measured reliably. Dividends are recognised in the income statement unless they clearly represent recovery of a part of the cost of the investment. Changes in fair value are recognised in other comprehensive income and are never recycled to the income statement, even if the asset is sold or impaired.

Recognition and measurement

Fair value

The fair value of investments in equity instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such valuation techniques include using recent arm's-length market transactions, reference to the current market value of another instrument which is substantially the same, discounted cash flow analysis, or other valuation models.

2 Statement of accounting policies continued

2.9 Investments and other financial assets continued

Amortised cost

Loans and receivables are measured at amortised cost. This is computed using the effective interest method less any allowance for impairment. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of the effective interest rate.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment.

2.10 Impairment of financial assets

The Group assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

Assets carried at amortised cost

Impairment losses for trade receivables are recognised within revenue to the extent there is uncertainty at the time of invoicing as to whether the clients are capable of settling their invoices when due. A provision for impairment is determined with reference to specific analysis of increased credit loss risk for clients and lifetime expected credit losses applied to all other trade receivables (the simplified approach). The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out ('FIFO') method and excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of between one day and three months.

2.13 Derivative financial instruments and hedge accounting

The Group uses various derivative financial instruments to reduce exposure to foreign exchange movements. These can include foreign currency contracts and currency options. All derivative financial instruments are initially recognised on the balance sheet at their fair value adjusted for transaction costs.

The fair values of financial instrument derivatives are determined by reference to quoted prices in an active market.

The method of recognising the movements in the fair value of the derivative depends on whether the instrument has been designated as a hedging instrument (determined with reference to IFRS 9 'Financial Instruments') and, if so, the cash flow being hedged. To qualify for hedge accounting, the terms of the hedge must be clearly documented at inception and there must be an expectation that the derivative will be highly effective in offsetting changes in the cash flow of the hedged risk. Hedge effectiveness is tested throughout the life of the hedge and if at any point it is concluded that the relationship can no longer be expected to remain highly effective in achieving its objective, the hedge relationship is terminated. The Group designates the hedged risk as movements in the spot rate, with changes in the forward rate recognised in other comprehensive income.

Gains and losses on financial instrument derivatives which qualify for hedge accounting are recognised according to the nature of the hedge relationship and the item being hedged.

Cash flow hedges: derivative financial instruments are classified as cash flow hedges when they hedge the Group's exposure to changes in cash flows attributable to a particular asset or liability or a highly probable forecast transaction. Gains or losses on designated cash flow hedges are recognised directly in equity in other comprehensive income, to the extent that they are determined to be effective. Any remaining portion of the gain or loss is recognised immediately in the income statement. On recognition of the hedged asset or liability, any gains or losses that had previously been recognised directly in equity are included in the initial measurement of the fair value of the asset or liability. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss in equity remains there and is recognised in the income statement when the forecast transaction is ultimately recognised. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement and reported in revenue.

Where financial instrument derivatives do not qualify for hedge accounting, changes in the fair market value are recognised immediately in the income statement.

2.14 Trade and other payables
Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. These are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.15 Provisions
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.16 Employee benefits
The Group operates various post-employment schemes, including both defined contribution and defined benefit pension plans.

Defined contribution plans
For defined contribution plans, the Group pays contributions to publicly or privately administered pension arrangements on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plans
Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The asset/liability recognised in the balance sheet in respect of defined benefit pension plans is the difference between the present value of the defined benefit obligation at the end of the reporting period and the fair value of plan assets. Where the Group does not have an unconditional right to a scheme's surplus, this asset is not recognised in the balance sheet. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that have terms to maturity approximating to the terms of the related pension obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past service costs are recognised immediately in administrative expenses.

The net benefit income/expense is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This income/expense is included in other finance income – pensions in the income statement.

2 Statement of accounting policies continued

2.17 Share-based payment transactions

Employees (including senior executives) of the Group receive remuneration in the form of share-based payment transactions, whereby consideration is received in the form of equity instruments for services rendered (equity-settled transactions).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value of these awards was valued using either a Monte Carlo valuation model or a Black-Scholes model, depending on the type of award being valued. See note 22 for further details.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share. See note 8 for further details.

The social security contributions payable in connection with the share options are considered an integral part of the grant itself, and the charge will be treated as a cash-settled transaction.

2.18 Share capital

Ordinary shares are recognised in equity as share capital at their nominal value. The difference between consideration received and the nominal value is recognised in the share premium account, except when applying the merger relief provision of the Companies Act 2006.

Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

Company shares held in trust in connection with the Group's employee share schemes are deducted from consolidated shareholders' equity. Purchases, sales and transfers of the Company's shares are disclosed as changes in consolidated shareholders' equity. The assets and liabilities of the trusts are consolidated in full into the Group's consolidated financial statements.

2.19 Revenue recognition

Revenue is recognised in accordance with the satisfaction of performance obligations of contracts.

Broking

Shipbroking and offshore revenue consists of commission receivable and is predominantly recognised at a point in time. The point in time is deemed to be when the underlying parties to the transaction have completed their respective obligations and successfully fulfilled the contract between them as brokered and overseen by Clarksons.

The transaction price is fixed and determined with reference to the contracted commission rate for the broker. Broking revenue contracts vary, with certain contracts having a single performance obligation and others, such as newbuilds, containing multiple performance obligations. In the case of single performance obligation contracts, the transaction is allocated wholly against that performance obligation. In the case of multiple performance obligation contracts, the transaction price is allocated with reference to the agreed stages of completion in the underlying contract. The price for such stages is agreed between the underlying counterparties and Clarksons' commission is derived as a percentage of this. The stage of completion is deemed a reasonable proxy for the allocation of the total consideration transaction price to performance obligations in the contract.

Time charter commission revenue is recognised over time in line with the period of time for which the vessel is being chartered, which is deemed to be the most faithful representation of the service provided over the period of the contract. The transaction price is apportioned evenly over the life of the charter per the contract.

Futures broking commissions are recognised when the services have been performed.

Financial

Revenue consists of commissions and fees receivable from financial services activities. Fees from investment banking activities, syndication and other financial solutions are recognised at a point in time, on a success basis, when certain criteria in applicable agreements have been met. Financial revenue usually involves a single performance obligation (being successful execution of the relevant financial services activity). The transaction price is allocated wholly to the point in time when this performance obligation is satisfied. The transaction price usually is determined as a fixed percentage of the underlying financial services transaction.

Support

Agency income is recognised at a point in time when vessels arrive in port. The transaction price is clearly defined in the contract as the fee for providing the service and an agreed charge is made for disbursements, if applicable.

Revenue from the sale of goods and services is recognised on the delivery of goods or the provision of services to the client. The transaction price is clearly defined in the sales order for each product ordered.

Port services income is recognised on the vessel load or discharge completion date and stores rent on an over time basis. The transaction price is clearly defined in the contract as the fee per tonne of product loaded, stored or discharged.

Freight forwarding income is recognised on the date of dispatch of goods or services. The transaction price is clearly defined as per the quote provided to the client for the storage or transportation of goods.

The transaction price is allocated wholly to the performance obligation.

Research

Revenue comprises both fees for one-off projects, which are recognised as and when services are performed, and sales of shipping publications and other information, which are recognised when the research products are delivered. Subscriptions to periodicals and other information are recognised over time, which is determined with reference to the subscription period and therefore the most faithful representation of how the client consumes the benefit. The transaction price is agreed in the contract and is on a per product basis and either recognised wholly at a point in time, or in the case of subscriptions, it is spread evenly over the subscription period. The transaction price is allocated wholly to the performance obligation.

Contract assets/liabilities

Except for Research, which is generally invoiced in advance, invoicing typically aligns with the timing that performance obligations are satisfied. Payment terms are set out in note 15.

At the year-end, there may be amounts where invoices have not been raised but performance obligations are deemed satisfied. These are recognised as contract assets and mainly arise in Broking and Financial. In Research, amounts invoiced ahead of performance obligations being satisfied are included as contract liabilities.

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group considers the executive members of the Company's Board to be the chief operating decision maker.

Transactions between operating segments are at arm's length.

2 Statement of accounting policies continued

2.21 Foreign currencies

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing on the date of the transaction. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the date of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates as at the date when the fair value was determined.

On consolidation, the assets and liabilities of the Group's overseas operations are translated into pounds sterling at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period as an approximation of rates prevailing at the date of the transaction. Exchange differences arising, if any, are recognised in the consolidated statement of comprehensive income and transferred to the Group's currency translation reserve. Such translation differences are recognised as income or expense in the period in which an operation is disposed. Cumulative translation differences were set to zero at the date of transition to IFRS.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.22 Taxation

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current income tax is recognised in the income statement, except on items relating to equity, in which case the related current income tax is recognised directly in equity.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. In calculating future taxable profits, the forecasts considered were consistent with those used for the purposes of the Group's annual goodwill impairment testing and relevant future taxable profits were generally forecast for a minimum time frame of five years. Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax relating to items recognised directly in equity is recognised in equity and not in profit or loss.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority, where there is an intention to settle the balances on a net basis.

2.23 Leases

The Group as lessee

The Group assesses whether a contract is, or contains, a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the lessee's incremental borrowing rate, if the rate implicit in the lease cannot be readily determined. The incremental borrowing rate is based on the rate payable for loans of a similar term and asset value, or from a series of inputs including government bond yields and adjustments to take into account entity-specific risk profiles.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments) less any lease incentives receivable; variable lease payments that depend on an index or rate; amounts expected to be payable by the lessee under residual value guarantees; the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) if one of the following occurs:

— The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of the exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
— The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate.
— A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Non-lease components are charged to the income statement in line with the services being provided.

The right-of-use assets comprise the initial measurement of the corresponding lease liability less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation.

Whenever the Group incurs an obligation for costs to restore the site on which it is located or to restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' with a corresponding entry within the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset and starts at the commencement date of the lease. See note 2.8 for the policy on impairment.

The Group as lessor

The Group enters into lease agreements as a lessor with respect to some of its properties. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

All of the Group's leases are classified as operating leases with rental income from these leases recognised on a straight-line basis over the term of the relevant lease.

3 Revenue and expenses

	2024 £m	2023 £m
Revenue		
Revenue from contracts with customers	**661.2**	639.0
Revenue from other sources: rental income	**0.2**	0.4
	661.4	639.4

Revenue is disaggregated further in note 4, which is the level at which it is analysed within the business. Further information on the timing of transfer of goods and services for revenue streams is included in note 2. Included in revenue is £10.7m (2023: £9.3m) that was included in the contract liability balance at the beginning of the year.

The forward order book comprises contracts where the Group's performance obligations are not yet satisfied and accordingly, no revenue or asset is recognised.

	2024 £m	2023 £m
Cost of sales		
Agency services	**10.8**	9.1
Inventories	**21.3**	19.6
Other	**1.6**	1.7
	33.7	30.4

	2024 £m	2023 £m
Finance income		
Bank interest income	**14.3**	9.6
Dividend income	**0.1**	0.1
Other finance income	**0.5**	0.8
	14.9	10.5

	2024 £m	2023 £m
Finance costs		
Interest expenses on lease liabilities	**1.5**	1.7
Other finance costs	**0.4**	0.5
	1.9	2.2

	2024 £m	2023 £m
Other finance income – pensions		
Net benefit income	**0.6**	0.7

Operating profit

Operating profit from continuing operations is stated after charging/(crediting):

	2024 £m	2023 £m
Depreciation	**15.0**	14.7
Amortisation of intangible assets	**5.2**	4.8
Net foreign exchange (gains)/losses	**(5.7)**	6.8
Research and development	**11.5**	16.2
Short-term lease expense	**0.3**	0.3

	2024 £000	2023 £000
Auditors' remuneration		
Fees payable to the Company's Auditors for the audit of the Company's and Group's financial statements	**438**	490
Fees payable to the Company's Auditors and their associates for other services:		
The auditing of financial statements of subsidiaries of the Company	**480**	478
Audit-related assurance services	**121**	94
	1,039	1,062

Audit-related assurance services consists of £48,000 (2023: £48,000) in relation to the half year review and £73,000 (2023: £46,000) of other audit-related services in relation to required regulatory reporting.

	2024 £m	2023 £m
Employee compensation and benefits expense		
Wages and salaries	**380.7**	370.2
Social security costs	**36.8**	34.2
Share-based payment expense	**2.5**	1.9
Pension costs – defined contribution plans	**11.3**	10.0
	431.3	416.3

The numbers above include remuneration and pension entitlements for each Director. Details are included in the Directors' Remuneration Report in the Directors' emoluments and compensation table on page 123. The Clarkson PLC Directors are considered to be the only key management personnel.

The average monthly number of persons employed by the Group during the year, including Executive Directors, is analysed below:

	2024 Number of employees	2023 Number of employees
Broking	**1,402**	1,337
Financial	**119**	115
Support	**432**	361
Research	**150**	133
	2,103	1,946

4 Segmental information

The Group considers the executive members of the Company's Board to be the chief operating decision maker. The Board receives segmental operating and financial information on a regular basis. The segments are determined by the class of business the Company provides and are Broking, Financial, Support and Research. This is consistent with the way the Group manages itself and with the format of the Group's internal financial reporting.

Clarksons' Broking division represents services provided to shipowners and charterers relating to the transportation by sea of a wide range of cargoes. It also represents sale and purchase services provided to buyers and sellers/yards of maritime assets. Also included is a futures broking operation which arranges principal-to-principal cash-settled contracts for differences based upon standardised freight contracts.

The Financial division represents full-service investment banking, specialising in the maritime, oil services and natural resources sectors. Clarksons also provides structured asset finance services and structured projects in the shipping, offshore and real estate sectors.

Support includes port and agency services representing ship agency services provided throughout the UK and Egypt.

Research services encompass the provision of shipping-related information and publications.

All areas of the business work closely together to provide the best possible service to our clients. Internal recharges are included within the appropriate segments. Segment revenue represents revenue from external clients.

The Group is not reliant on any major client that contributes more than 10% of Group revenue.

Business segments

	Revenue		Results	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Broking	**529.3**	516.8	**122.6**	121.2
Financial	**42.6**	44.1	**5.2**	6.6
Support	**65.0**	56.6	**7.7**	6.4
Research	**24.5**	21.9	**9.5**	8.4
Segment revenue/profit	**661.4**	639.4	**145.0**	142.6
Head office costs			**(43.3)**	(42.4)
Operating profit before exceptional items and acquisition-related costs			**101.7**	100.2
Exceptional items			**–**	2.2
Acquisition-related costs			**(3.2)**	(2.6)
Operating profit			**98.5**	99.8
Finance income			**14.9**	10.5
Finance costs			**(1.9)**	(2.2)
Other finance income – pensions			**0.6**	0.7
Profit before taxation			**112.1**	108.8
Taxation			**(25.8)**	(23.0)
Profit for the year			**86.3**	85.8

Business segments

	Assets		Liabilities	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Broking	**717.9**	665.0	**287.7**	286.6
Financial	**65.3**	76.1	**20.6**	26.0
Support	**63.9**	69.1	**26.9**	34.1
Research	**14.5**	10.9	**13.5**	14.1
Segment assets/liabilities	**861.6**	821.1	**348.7**	360.8
Unallocated assets/liabilities	**38.7**	54.5	**55.9**	58.2
	900.3	875.6	**404.6**	419.0

Unallocated assets predominantly relate to head office cash balances and cash on deposit, the pension scheme surplus and tax assets. Unallocated liabilities include the pension scheme deficit, tax liabilities and head office accruals.

Business segments

	Non-current asset additions*		Depreciation		Amortisation	
	2024 £m	2023 £m	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Broking	**9.9**	11.2	**11.4**	11.5	**4.6**	4.5
Financial	**0.1**	0.5	**1.1**	1.1	**–**	–
Support	**6.6**	11.7	**2.1**	1.7	**0.6**	0.3
Research	**–**	–	**0.4**	0.4	**–**	–
	16.6	23.4	**15.0**	14.7	**5.2**	4.8

* Excludes deferred tax assets and financial assets.

Geographical segments – by origin of invoice

	Revenue	
	2024 £m	2023 £m
Europe, Middle East and Africa*	**484.4**	464.2
Americas	**28.7**	33.6
Asia-Pacific	**148.3**	141.6
	661.4	639.4

Geographical segments – by location of assets

	Non-current assets**	
	2024 £m	2023 £m
Europe, Middle East and Africa*	**218.8**	236.2
Americas	**4.8**	4.9
Asia-Pacific	**13.4**	12.9
	237.0	254.0

* Includes revenue for the UK of £287.6m (2023: £281.9m) and non-current assets for the UK of £111.2m (2023: £116.0m).
** Non-current assets excludes deferred tax assets and employee benefits.

5 Exceptional items

There were no exceptional items in 2024.

In December 2023, the Group completed the sale of an industrial unit, which resulted in a gain of £3.5m, after transaction fees and costs. The Group donated £1.3m of the proceeds to The Clarkson Foundation. The net gain of £2.2m is shown as an exceptional item in 2023.

6 Acquisition-related costs

Included in acquisition-related costs is £0.5m (2023: £0.2m) relating to the amortisation of intangibles acquired and £1.2m (2023: £0.3m) of charges relating to previous acquisitions.

Also included is £0.3m (2023: £0.3m) relating to the amortisation of intangibles acquired and £1.1m (2023: £1.6m) of charges relating to current year acquisitions.

Included in administrative expenses is £0.1m (2023: £0.2m) of transaction costs relating to acquisitions in the current year. See note 13 for further details.

7 Taxation

Tax charged in the consolidated income statement is as follows:

	2024 £m	2023 £m
Current tax		
Tax on profits for the year	**27.5**	27.3
Adjustments in respect of prior years	**(2.0)**	(0.8)
	25.5	26.5
Deferred tax		
Origination and reversal of temporary differences	**0.3**	(3.1)
Impact of change in tax rates	**–**	(0.4)
	0.3	(3.5)
Total tax charge in the income statement	**25.8**	23.0

Tax relating to items (credited)/charged to equity is as follows:

		2024 £m	2023 £m
Current tax			
Employee benefits	– other employee benefits	**(1.1)**	(0.3)
		(1.1)	(0.3)
Deferred tax			
Employee benefits	– on pension benefits	**(0.4)**	(0.5)
Employee benefits	– other employee benefits	**(2.0)**	0.5
Foreign currency contracts		**(1.4)**	2.5
Other temporary differences		**–**	(0.1)
		(3.8)	2.4
Total tax (credit)/charge in the statement of changes in equity		**(4.9)**	2.1

Reconciliation of tax charge

The tax charge in the consolidated income statement for the year is lower (2023: lower) than the average standard rate of corporation tax in the UK of 25.0% (2023: 23.5%). The differences are reconciled below:

	2024 £m	2023 £m
Profit before taxation	**112.1**	108.8
Profit at UK average standard rate of corporation tax of 25.0% (2023: 23.5%)	**28.0**	25.6
Effects of:		
Expenses not deductible for tax purposes	**2.7**	2.4
Non-taxable income	**–**	(1.2)
Lower tax rates on overseas earnings	**(4.9)**	(3.3)
Tax losses recognised	**–**	(0.4)
Adjustments relating to prior year	**(2.0)**	(1.2)
Adjustments relating to changes in tax rates	**–**	(0.4)
Other adjustments	**2.0**	1.5
Total tax charge in the income statement	**25.8**	23.0

Deferred tax

Deferred tax charged/(credited) in the consolidated income statement is as follows:

		2024 £m	2023 £m
Employee benefits	– on pension benefits	–	0.1
Employee benefits	– on employee benefits	0.2	(3.0)
In relation to earnings of overseas subsidiaries		0.2	0.3
Other temporary differences		(0.1)	(0.9)
Deferred tax charge/(credit) in the income statement		0.3	(3.5)

Deferred tax included in the balance sheet is as follows:

		2024 £m	2023 £m
Deferred tax assets			
Employee benefits	– other employee benefits	19.5	17.7
Tax losses		0.1	–
Foreign currency contracts		0.7	–
Other temporary differences		2.2	3.1
Deferred tax assets before offset		22.5	20.8
Offset against deferred tax liabilities		(4.4)	(4.0)
Deferred tax assets in the balance sheet		18.1	16.8
Deferred tax liabilities			
Employee benefits	– on pension benefits	(3.1)	(3.5)
In relation to earnings of overseas subsidiaries		(3.4)	(3.1)
Foreign currency contracts		–	(0.8)
Intangible assets		(2.5)	(2.4)
Other temporary differences		(3.3)	(3.6)
Deferred tax liabilities before offset		(12.3)	(13.4)
Offset against deferred tax assets		4.4	4.0
Deferred tax liabilities in the balance sheet		(7.9)	(9.4)

Deferred tax assets and liabilities are offset and reported net where appropriate and permitted within territories.

Included in the above are deferred tax assets of £5.5m (2023: £6.4m) and deferred tax liabilities of £nil (2023: £nil) which are due within one year. Deferred tax assets are recognised to the extent that the realisation of the related tax benefit through future taxable profits is probable.

All deferred tax movements arise from the origination and reversal of temporary differences. The Group did not recognise a deferred tax asset of £2.9m (2023: £2.7m) in respect of unused tax losses of £9.8m (2023: £8.4m), which predominantly have either no expiry date or an expiry date of 10 years or more.

Deferred taxes at the balance sheet date have been measured using the appropriate and substantively enacted tax rates and are reflected in these financial statements.

8 Earnings per share

	2024 Underlying £m	2024 Reported £m	2023 Underlying £m	2023 Reported £m
Profit for the year attributable to equity holders of the Parent Company	**87.9**	**84.9**	83.8	83.8

	2024 Underlying Million	2024 Reported Million	2023 Underlying Million	2023 Reported Million
Weighted average number of ordinary shares (excluding share purchase trusts' shares) – basic	**30.7**	**30.7**	30.5	30.5
Dilutive effect of share options	**0.2**	**0.2**	0.2	0.2
Weighted average number of ordinary shares (excluding share purchase trusts' shares) – diluted	**30.9**	**30.9**	30.7	30.7

	2024 Underlying Pence	2024 Reported Pence	2023 Underlying Pence	2023 Reported Pence
Basic earnings per share	**286.9**	**277.1**	275.0	275.2
Diluted earnings per share	**284.9**	**275.2**	273.5	273.6

Basic earnings per share amounts are calculated by dividing profit for the year attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share amounts are calculated by dividing profit for the year attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares in issue during the year, plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an anti-dilutive effect on earnings per share.

The share awards relating to Directors, where the performance conditions have not yet been met at the balance sheet date, are not included in the above numbers. The weighted average number of these shares was 38,218 (2023: 50,196).

There are 65,148 share options in relation to the employee ShareSave scheme that are not included because they are anti-dilutive at the year-end (2023: 22,901). These options could potentially dilute basic earnings per share in the future.

9 Dividends

	2024 £m	2023 £m
Declared and paid during the year:		
Final dividend for 2023 of 72p per share (2022: 64p per share)	**21.8**	19.3
Interim dividend for 2024 of 32p per share (2023: 30p per share)	**9.7**	9.0
Dividend paid	**31.5**	28.3

Proposed for approval at the AGM (not recognised as a liability at 31 December):		
Final dividend for 2024 proposed of 77p per share (2023: 72p per share)	**23.6**	22.1

10 Property, plant and equipment

2024

	Freehold and long leasehold properties £m	Leasehold improvements £m	Office furniture and equipment £m	Motor vehicles £m	Total £m
Original cost					
At 1 January 2024	**11.3**	**21.7**	**31.4**	**0.9**	**65.3**
Additions	**0.1**	**1.5**	**3.8**	**0.3**	**5.7**
Arising on acquisitions	**–**	**–**	**0.3**	**–**	**0.3**
Disposals	**(0.3)**	**(1.1)**	**(3.4)**	**(0.2)**	**(5.0)**
Foreign exchange differences	**(0.2)**	**(0.1)**	**(0.6)**	**–**	**(0.9)**
At 31 December 2024	**10.9**	**22.0**	**31.5**	**1.0**	**65.4**
Accumulated depreciation					
At 1 January 2024	**1.9**	**12.1**	**22.3**	**0.5**	**36.8**
Charged during the year	**0.3**	**1.5**	**3.4**	**0.2**	**5.4**
Disposals	**(0.2)**	**(1.1)**	**(3.3)**	**(0.2)**	**(4.8)**
Foreign exchange differences	**(0.1)**	**(0.1)**	**(0.3)**	**–**	**(0.5)**
At 31 December 2024	**1.9**	**12.4**	**22.1**	**0.5**	**36.9**
Net book value at 31 December 2024	**9.0**	**9.6**	**9.4**	**0.5**	**28.5**

2023

	Freehold and long leasehold properties £m	Leasehold improvements £m	Office furniture and equipment £m	Motor vehicles £m	Total £m
Original cost					
At 1 January 2023	10.0	20.6	27.3	1.1	59.0
Additions	1.8	1.6	4.5	0.1	8.0
Arising on acquisitions	–	0.2	0.1	0.1	0.4
Disposals	(0.2)	(0.3)	–	(0.3)	(0.8)
Foreign exchange differences	(0.3)	(0.4)	(0.5)	(0.1)	(1.3)
At 31 December 2023	11.3	21.7	31.4	0.9	65.3
Accumulated depreciation					
At 1 January 2023	2.1	11.0	19.6	0.8	33.5
Charged during the year	0.1	1.5	3.1	0.1	4.8
Disposals	(0.1)	(0.2)	–	(0.2)	(0.5)
Foreign exchange differences	(0.2)	(0.2)	(0.4)	(0.2)	(1.0)
At 31 December 2023	1.9	12.1	22.3	0.5	36.8
Net book value at 31 December 2023	9.4	9.6	9.1	0.4	28.5

At 31 December 2024 there was £11.6m relating to fully depreciated property, plant and equipment that is still in use (2023: £15.2m).

11 Investment properties

	2024 £m	2023 £m
Cost		
At 1 January and 31 December	**2.1**	2.1
Accumulated depreciation		
At 1 January	**1.1**	1.1
Charged during the year*	**–**	–
At 31 December	**1.1**	1.1
Net book value at 31 December	**1.0**	1.0

* Depreciation charged each year is less than £0.1m, occasionally this leads to a £0.1m charge in this table.

The fair value of the investment properties at 31 December 2024 was £2.5m (2023: £2.2m). This was based on valuations from external independent valuers who have the appropriate professional qualifications and recent experience of valuing properties in the location and of the type being valued.

12 Right-of-use assets

			2024			2023
	Leasehold properties £m	Motor vehicles £m	Total £m	Leasehold properties £m	Motor vehicles £m	Total £m
Cost						
As at 1 January	**73.1**	**1.6**	**74.7**	70.1	0.7	70.8
Additions	**6.2**	**0.5**	**6.7**	3.5	0.9	4.4
Arising on acquisitions	**–**	**–**	**–**	3.5	–	3.5
Disposals	**(2.0)**	**–**	**(2.0)**	(1.3)	–	(1.3)
Foreign exchange differences	**(2.2)**	**–**	**(2.2)**	(2.7)	–	(2.7)
At 31 December	**75.1**	**2.1**	**77.2**	73.1	1.6	74.7
Accumulated depreciation						
As at 1 January	**38.3**	**0.5**	**38.8**	31.4	0.1	31.5
Charged during the year	**9.1**	**0.5**	**9.6**	9.5	0.4	9.9
Disposals	**(2.0)**	**–**	**(2.0)**	(1.3)	–	(1.3)
Foreign exchange differences	**(1.3)**	**0.1**	**(1.2)**	(1.3)	–	(1.3)
At 31 December	**44.1**	**1.1**	**45.2**	38.3	0.5	38.8
Net book value at 31 December	**31.0**	**1.0**	**32.0**	34.8	1.1	35.9

13 Intangible assets

2024

	Goodwill £m	Development costs £m	Other intangible assets £m	Total £m
Cost				
At 1 January 2024	**276.7**	**25.3**	**33.9**	**335.9**
Additions	**–**	**1.5**	**0.1**	**1.6**
Arising on acquisitions	**0.3**	**–**	**2.0**	**2.3**
Other (reclassification)	**(0.1)**	**–**	**0.1**	**–**
Foreign exchange differences	**(16.8)**	**–**	**(2.7)**	**(19.5)**
At 31 December 2024	**260.1**	**26.8**	**33.4**	**320.3**
Accumulated amortisation and impairment				
At 1 January 2024	**112.2**	**10.4**	**30.4**	**153.0**
Charged during the year	**–**	**4.5**	**0.7**	**5.2**
Foreign exchange differences	**(8.2)**	**–**	**(2.3)**	**(10.5)**
At 31 December 2024	**104.0**	**14.9**	**28.8**	**147.7**
Net book value at 31 December 2024	**156.1**	**11.9**	**4.6**	**172.6**

2023

	Goodwill £m	Development costs £m	Other intangible assets £m	Total £m
Cost				
At 1 January 2023	291.9	21.3	33.4	346.6
Additions	–	2.8	–	2.8
Arising on acquisitions	1.2	–	3.1	4.3
Other (reclassification)	–	1.2	(1.2)	–
Foreign exchange differences	(16.4)	–	(1.4)	(17.8)
At 31 December 2023	276.7	25.3	33.9	335.9
Accumulated amortisation and impairment				
At 1 January 2023	120.3	6.2	31.2	157.7
Charged during the year	–	4.2	0.6	4.8
Foreign exchange differences	(8.1)	–	(1.4)	(9.5)
At 31 December 2023	112.2	10.4	30.4	153.0
Net book value at 31 December 2023	164.5	14.9	3.5	182.9

Development costs are amortised based on their estimated useful life, which will not typically exceed five years, when ready for use. These costs represent expenditure incurred in relation to the Sea suite of products, see page 43 for further details on Sea.

All intangible assets are held in the currency of the businesses acquired and are subject to foreign exchange retranslations to the closing rate at each year-end.

In 2024 the Group made acquisitions, which are detailed further in this note, resulting in goodwill of £0.3m and £2.0m of other intangible assets.

13 Intangible assets continued

Acquisitions – 2024

Trauma & Resuscitation Services

On 5 February 2024, Gibb Group Limited acquired 100% of the share capital of Trauma & Resuscitation Services Limited. The initial cash consideration was £2.0m, with a further £0.3m paid during the year. An additional maximum £3.3m is payable contingent on the achievement of post-transaction earnings targets and ongoing employment.

This acquisition will increase Gibb Group's service offering, extending its strong coverage of the oil & gas, marine, and renewable energy sectors with the inclusion of the Trauma Resus EURIECA programme, which is recognised as the global standard for advanced first aid for the offshore wind sector.

Independent Shipping Agencies

On 31 May 2024, Clarkson Port Services Limited entered into an Asset Purchase Agreement with Independent Shipping Agencies Limited for cash consideration of £0.1m, with a further maximum amount payable of £0.2m contingent on the achievement of post-transaction earnings targets and ongoing employment.

The goodwill of £0.1m is attributable to the strategic benefits of integrating the workforce acquired.

This acquisition allows Clarksons Port Services to be the sole provider of agency services to a major international commodity house.

Wind Farm Equipment

On 20 September 2024, Gibb Group Limited entered into an Asset Purchase Agreement with Wind Farm Equipment Limited. The initial consideration was £0.7m.

The acquisition brings a leading brand in-house to Gibb Group, including its UK hire fleet assets.

The goodwill of £0.2m is attributable to strategic benefits of having alternative products to supply its customers and the increased ability to generate future cash flows from new customer relationships.

The following table summarises the consideration paid, the provisional fair value of the net assets acquired, and the liabilities assumed, for each acquisition.

	Trauma & Resuscitation Services £m	Independent Shipping Agencies £m	Wind Farm Equipment £m	Total £m
Intangible assets	1.7	–	0.3	2.0
Property, plant and equipment	0.1	–	0.2	0.3
Trade and other receivables	1.3	–	0.1	1.4
Cash and cash equivalents	0.6	–	–	0.6
Total assets	3.7	–	0.6	4.3
Trade and other payables	(0.8)	–	–	(0.8)
Income tax payable	(0.2)	–	–	(0.2)
Deferred tax liabilities	(0.4)	–	(0.1)	(0.5)
Total liabilities	(1.4)	–	(0.1)	(1.5)
Net identifiable assets acquired	2.3	–	0.5	2.8
Goodwill	–	0.1	0.2	0.3
Total consideration paid in cash	2.3	0.1	0.7	3.1

The table below details the revenue and net profit after tax contributed to the Group since each respective acquisition date, together with consolidated pro-forma revenue and reported profit for the year ended 31 December 2024, if the acquisitions had occurred on 1 January 2024.

	Trauma & Resuscitation Services £m	Independent Shipping Agencies £m	Wind Farm Equipment £m
Revenue contributed since acquisition	**4.1**	**0.2**	**0.1**
Net profit after tax since acquisition	**1.0**	**0.1**	**–**
Consolidated pro-forma revenue	**661.8**	**661.5**	**661.6**
Consolidated pro-forma reported profit for the year	**86.4**	**86.4**	**86.4**

These amounts have been calculated extrapolating the acquirees' results without the need for adjustments for differences in accounting policies, including the additional depreciation and amortisation that would have been charged assuming that the fair value adjustments to intangible assets had applied from 1 January 2024, together with the consequential tax effects.

This information is not necessarily indicative of the 2024 results of the combined Group had the acquisitions actually been made at the beginning of the period presented, or indicative of the future consolidated performance given the nature of the business acquired.

The table below sets out the net cash outflow of the acquisitions:

	2024 £m
Outflow of cash to acquire subsidiaries, net of cash acquired	
Trauma & Resuscitation cash consideration	**2.3**
Independent Shipping Agencies cash consideration	**0.1**
Wind Farm Equipment cash consideration	**0.7**
	3.1
Less: Cash acquired	**(0.6)**
Net outflow of cash – investing activities	**2.5**

Transaction costs of £0.1m are included in administrative expenses in the income statement and in operating cash flows in the cash flow statement.

Acquisitions – 2023

On 6 February 2023, Clarkson Port Services Holdings B.V. acquired 100% of the share capital of DHSS Service B.V., DHSS Logistics B.V., DHSS Projects B.V. and DHSS Aviation B.V., located in the Netherlands. Initial cash consideration was €4.6m (£4.1m), with a further €6.2m payable depending on the achievement of post-transaction earnings targets and ongoing employment.

On 28 March 2023, Maritech Services Limited acquired 100% of the MarDocs digital platform business. Total consideration was €1.5m (£1.2m).

On 31 March 2023, Maritech Services Limited acquired 100% of the share capital of Recap Manager Limited for negligible consideration.

On 31 October 2023, Clarksons Brasil Ltda entered into an Asset Purchase Agreement with a seller group, comprising Leme Chartering Comercio Maritimo Ltda and four individuals. Initial consideration was US$0.1m (£0.1m), with a further maximum amount payable of US$0.7m dependent on earn-out targets.

Further information on these acquisitions, including details of the consideration paid, the fair value of the assets acquired and the liabilities assumed, can be found on pages 180 and 181 of the 2023 Annual Report.

14 Impairment testing of goodwill

Goodwill is allocated to the Group's cash-generating units ('CGUs') identified according to operating division.

The carrying amount of goodwill acquired through business combinations is as follows:

	2024 £m	2023 £m
Dry cargo chartering	**16.0**	16.2
Container chartering	**2.0**	2.0
Tankers chartering	**9.9**	10.8
Specialised products chartering	**13.0**	13.1
Gas chartering	**2.8**	2.8
Sale and purchase broking	**38.8**	42.2
Offshore broking	**44.6**	46.3
Securities	**11.8**	13.0
Project finance	**10.5**	11.6
Port and agency services	**3.4**	3.2
Research services	**3.3**	3.3
	156.1	164.5

The movement in the aggregate carrying value is analysed in more detail in note 13.

Goodwill is allocated to CGUs which are tested for impairment at least annually. The goodwill arising in each CGU is similar in nature and thus the testing for impairment uses the same approach.

The recoverable amounts of the CGUs are assessed using a value-in-use model. Value-in-use is calculated as the net present value of the projected risk-adjusted cash flows of the CGU to which the goodwill is allocated.

The key assumptions used for value-in-use calculations are as follows:
— The pre-tax discount rate for the chartering and broking CGUs is 13.1% (2023: 12.3%); port and agency services is 13.0% (2023: 12.4%); research services is 13.2% (2023: 12.1%); and for securities and project finance is 13.2% (2023: 12.5%). As all broking and chartering CGUs have operations that are global in nature and similar risk profiles, the same discount rate has been used.
— These discount rates are based on the Group's weighted average cost of capital ('WACC') and adjusted for CGU-specific risk factors. The Group's WACC is a function of the Group's cost of equity, derived using a Capital Asset Pricing Model. The cost of equity includes a number of variables to reflect the inherent risk of the business being evaluated.
— The cash flow projections are based on financial budgets and strategic plans approved by the Board, extrapolated over a five-year period. These assume a level of revenue and profits which are based on both past performance and expectations for future market development and take into account the cyclicality of the business in which the CGU operates. The effect on cash flows of climate change was considered but assessed to have no material impact at this time. Cash flows beyond the five-year period are extrapolated in perpetuity using a conservative growth rate of 1.7% (2023: 1.7%) across all CGUs.

The results of the Directors' review of goodwill indicate headroom for all CGUs.

The offshore broking and securities CGUs are sensitive to changes in key assumptions and therefore sensitivity analysis has been carried out using reasonably possible changes to these key assumptions, none of which cause an impairment. An increase in the discount rate of 1% would decrease value-in-use by £3.6m for offshore broking and £0.8m for securities. A decrease in total pre-tax cash flows of 5% would decrease value-in-use by £2.9m for offshore broking and £0.7m for securities. For the other CGUs, there are no reasonably possible changes in key assumptions that would result in an impairment.

In light of continuing, global macro-economic and geo-political uncertainty, the Board keeps the carrying value of goodwill under constant review and continually monitors for any potential indicators of impairment.

15 Trade and other receivables

	2024 £m	2023 £m
Non-current		
Other receivables	**1.0**	1.7
Foreign currency contracts	**–**	2.7
	1.0	4.4

	2024 £m	2023 £m
Current		
Trade receivables	**110.6**	121.7
Other receivables	**7.0**	11.4
Foreign currency contracts	**1.1**	0.8
Prepayments	**9.0**	9.5
Contract assets	**2.8**	4.1
	130.5	147.5

Trade receivables are non-interest bearing and are generally on terms payable within 90 days. As at 31 December 2024, the allowance for impairment of trade receivables was £22.0m (2023: £21.9m). The allowance is based on experience and ongoing market information about the creditworthiness of specific counterparties and expected credit losses in respect of the remaining balances.

The Group has unconditional rights to consideration in respect of trade receivables, except for £1.2m (2023: £1.2m) which relates to amounts invoiced in respect of subscriptions where revenue is recognised over time and the right to payment is conditional on satisfying this performance obligation. These amounts are deferred as revenue and included within the contract liability balance. See note 19.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of invoices over a period of 36 months before 1 January 2024 and the corresponding historical credit losses experienced within this period. These are then adjusted, if necessary, to reflect current and forward-looking information, such as the general economic condition of the market in which the counterparty operates.

The following table shows the exposure to credit risk and expected credit losses of trade receivables as at 31 December:

	2024			2023		
	Expected loss rate %	**Gross carrying amount £m**	**Loss allowance £m**	Expected loss rate %	Gross carrying amount £m	Loss allowance £m
0 – 3 months	**3.8**	**99.0**	**3.8**	3.5	108.5	3.8
3 – 12 months	**26.7**	**21.0**	**5.6**	25.3	22.7	5.7
Over 12 months	**100.0**	**12.6**	**12.6**	100.0	12.4	12.4
		132.6	**22.0**		143.6	21.9

Movements in the loss allowance for trade receivables were as follows:

	2024 £m	2023 £m
At 1 January	**21.9**	19.6
Release of loss allowance	**(13.8)**	(11.8)
Receivables written off during the year as uncollectible	**(0.8)**	(0.5)
Increase in loss allowance	**14.4**	15.7
Foreign exchange differences	**0.3**	(1.1)
At 31 December	**22.0**	21.9

Included within the movements in the loss allowance were amounts which were provided at the time of invoicing for which no revenue has been recognised, because collectibility was not considered probable; see note 2. The other classes within trade and other receivables do not include any impaired items.

15 Trade and other receivables continued

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	2024 £m	2023 £m
US dollar	**83.8**	83.3
Sterling	**17.2**	24.1
Norwegian krone	**2.4**	5.5
Other currencies	**7.2**	8.8
	110.6	121.7

16 Investments

	2024 £m	2023 £m
Non-current		
Financial assets at fair value through profit or loss	**1.9**	1.3
	1.9	1.3

Current		
Cash on deposit	**62.0**	37.8
Government bonds	**–**	2.1
Financial assets at fair value through profit or loss	**0.2**	0.2
	62.2	40.1

The non-current financial assets at fair value through profit or loss relate to equity and other investments. The Group held deposits totalling £62.0m (2023: £37.8m) with maturity periods greater than three months and £nil of government bonds (2023: £2.1m). Current financial assets at fair value through profit or loss relate to convertible bonds in the Financial segment.

17 Inventories

	2024 £m	2023 £m
Finished goods	**4.3**	3.3

The cost of inventories recognised as an expense and included in cost of sales amounted to £21.3m (2023: £19.6m).

18 Cash and cash equivalents

	2024 £m	2023 £m
Cash at bank and in hand	**234.5**	281.2
Short-term deposits	**196.8**	117.7
	431.3	398.9

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. The fair value of cash and cash equivalents is £431.3m (2023: £398.9m).

Included in cash at bank and in hand is £1.5m (2023: £1.6m) of restricted funds relating to employee taxes, security trading deposits pending settlement and other commitments.

19 Trade and other payables

	2024 £m	2023 £m
Current		
Trade payables	**18.8**	34.4
Other payables	**7.4**	19.6
Other tax and social security	**5.1**	5.7
Deferred consideration	**–**	0.4
Foreign currency contracts	**1.8**	–
Bonus accruals	**249.6**	237.7
Other accruals	**31.2**	30.1
Contract liabilities	**12.5**	11.5
	326.4	339.4

	2024 £m	2023 £m
Non-current		
Other payables	**4.7**	3.2
Foreign currency contracts	**2.1**	–
	6.8	3.2

Trade payables and other payables are non-interest bearing and are normally settled on demand.

20 Lease liabilities

	2024 £m	2023 £m
Current		
Lease liabilities	**10.6**	10.4

	2024 £m	2023 £m
Non-current		
Lease liabilities	**27.5**	32.8

A maturity analysis of undiscounted lease liability payments is included within note 27.

Included within lease liabilities are £8.4m (2023: £10.0m) of leases where payments are linked to an index. The liabilities in relation to these leases are only adjusted as and when the change in rental cash flows takes effect.

21 Provisions

	2024 £m	2023 £m
Current		
At 1 January	**0.6**	0.6
Arising during the year	**0.6**	0.1
Foreign exchange differences	**(0.2)**	(0.1)
At 31 December	**1.0**	0.6

	2024 £m	2023 £m
Non-current		
At 1 January	**1.9**	1.9
Arising during the year	**1.7**	–
At 31 December	**3.6**	1.9

Provisions include £2.2m (2023: 1.5m) for various legal matters and for the dilapidation of various leasehold premises which will be utilised on cessation of the lease and £2.4m (2023: £0.9m) in relation to provisions for employee benefits.

22 Share-based payment plans

	2024 £m	2023 £m
Expense arising from equity-settled share-based payment transactions	**2.5**	1.9

The share-based payment plans are described below. There were no cancellations or modifications to any of the plans during 2024 or 2023.

Share options

Long-term incentive awards

Details of the long-term incentive awards are included in the Directors' Remuneration Report on page 133. Awards made to the Directors are given in the Directors' Remuneration Report on page 126. The fair value of awards that are not subject to a market-based performance condition were valued using a Black-Scholes model. The fair value of awards subject to a market-based performance condition were valued using a stochastic model. For awards subject to a holding period a Chaffe protective put method was used to estimate a discount for the lack of marketability.

ShareSave scheme

The ShareSave scheme (or local equivalent) enables eligible employees to acquire options to purchase ordinary shares in the Company at a discount. To participate in the scheme, the employees are required to save a set amount each month, up to a maximum of £500 (or local equivalent) per month, for a period of 24 to 36 months, depending on their jurisdiction. Under the terms of the scheme, at the end of the savings period the employees are entitled to purchase shares using their savings at a price of 15% to 20% (depending on jurisdiction) below the market price just ahead of the invitation date. Employees that remain in service at the end of the savings period and make the required savings from their monthly salary for the savings period will become entitled to purchase the shares. Employees who cease their employment, do not save the required amount from their monthly salary, or elect not to exercise their option to purchase shares will be refunded their full savings. In certain circumstances, employees who cease their employment may exercise their option to purchase shares. The fair value of these awards was valued using a Black-Scholes model.

Movements in the year

The following table illustrates the number of, and movements in, share options during the year:

	Outstanding at 1 January 2024	Granted in year	Lapsed in year	Exercised in year	Outstanding at 31 December 2024	Exercisable at 31 December 2024	Weighted average contractual life Years
Long-term incentive awards[1]	**185,157**	**33,539**	**–**	**(102,707)**	**115,989**	**–**	**8.26**
2020 ShareSave[2]	**34,201**	**–**	**(1,019)**	**(33,182)**	**–**	**–**	**–**
2021 ShareSave[3]	**22,901**	**–**	**(2,801)**	**(13,071)**	**7,029**	**7,029**	**0.33**
2022 ShareSave[4]	**201,697**	**–**	**(15,674)**	**(6,753)**	**179,270**	**–**	**1.33**
2023 ShareSave[5]	**166,330**	**780**	**(12,644)**	**(189)**	**154,277**	**–**	**2.29**
2024 ShareSave[6]	**–**	**71,488**	**(1,399)**	**–**	**70,089**	**–**	**3.21**
	610,286	**105,807**	**(33,537)**	**(155,902)**	**526,654**	**7,029**	

The exercise prices for share options outstanding at the year-end were: [1]£nil, [2]N/A, [3]£31.44, [4]£22.51, [5]£21.62–£23.07, [6]£30.59–£31.17.

The weighted average exercise price for each movement in share options is as follows:

	Outstanding at 1 January 2024 £	Granted in year £	Lapsed in year £	Exercised in year £	Outstanding at 31 December 2024 £	Exercisable at 31 December 2024 £
Long-term incentive awards	**–**	**–**	**–**	**–**	**–**	**–**
ShareSave	**22.39**	**30.55**	**23.16**	**22.64**	**23.73**	**31.44**
Total	**15.59**	**20.87**	**23.16**	**7.72**	**18.50**	**31.44**

The weighted average share price at the date of exercise was £39.77.

The following table illustrates the number of, and movements in, share options for the previous year:

	Outstanding at 1 January 2023	Granted in year	Lapsed in year	Exercised in year	Outstanding at 31 December 2023	Exercisable at 31 December 2023	Weighted average contractual life Years
Long-term incentive awards[1]	141,518	43,902	(263)	–	185,157	55,947	7.69
2019 ShareSave[2]	39,386	–	(1,561)	(37,825)	–	–	–
2020 ShareSave[3]	104,274	–	(4,663)	(65,410)	34,201	34,201	0.33
2021 ShareSave[4]	34,089	–	(11,188)	–	22,901	–	1.33
2022 ShareSave[5]	234,254	–	(32,404)	(153)	201,697	–	2.28
2023 ShareSave[6]	–	168,443	(2,113)	–	166,330	–	3.30
	553,521	212,345	(52,192)	(103,388)	610,286	90,148	

The exercise prices for share options outstanding at the year-end were: [1]£nil, [2]N/A, [3]£19.28, [4]£31.44, [5]£22.05–£22.51, [6]£21.62–£23.07.

The weighted average exercise price for each movement in share options are as follows:

	Outstanding at 1 January 2023 £	Granted in year £	Lapsed in year £	Exercised in year £	Outstanding at 31 December 2023 £	Exercisable at 31 December 2023 £
Long-term incentive awards	–	–	–	–	–	–
ShareSave	22.02	21.65	24.02	18.93	22.39	19.28
Total	16.39	17.17	23.90	18.93	15.59	7.30

The weighted average share price at the date of exercise was £29.08.

Significant inputs

The inputs into the models used to value options granted in the period fell within the following ranges:

	2024	2023
Share price at date of grant (£)	**36.35–40.35**	27.35–30.95
Exercise price (£)	**0.00–31.17**	0.00–23.07
Expected term (years)	**2.0–3.3**	2.0–3.3
Risk-free interest rate (%)	**3.8–4.4**	3.7–4.7
Expected dividend yield (%)	**0.0–2.9**	0.0–3.4
Expected volatility (%)	**27.5–29.9**	31.5–32.5

Expected volatility is calculated using historical data, where available, over the period of time commensurate with the remaining performance period for long-term incentive awards and the expected award term for the ShareSave scheme, as at the date of grant.

Other employee incentives

During the year, 87,204 shares (2023: nil) at a weighted average price of £39.83 (2023: n/a) were awarded to employees for future services and are therefore charged to the income statement over the service period. An expense of £0.4m (2023: £nil) has been recognised in the income statement under administrative expenses in relation to these awards. In addition, 613,124 shares (2023: 1,454,526 shares) at a weighted average price of £40.22 (2023: £30.70) were awarded to employees in settlement of 2023 (2022) cash bonuses.

The fair value of these shares was determined based on the market price at the date of grant.

23 Employee benefits

The Group operates three final salary defined benefit pension schemes, being the Clarkson PLC scheme, the Plowrights scheme and the Stewarts scheme, all within the UK. The schemes are all registered as occupational pension schemes with HMRC and are subject to UK legislation and oversight from the Pensions Regulator. These are funded by the payment of contributions to separate trusts administered by Trustees who are required to act in the best interests of the schemes' beneficiaries. Responsibility for governance of each scheme lies with the respective board of trustees in accordance with the rules applicable to that scheme. Currently each board of trustees includes a representative of the relevant principal employer. The schemes' assets are invested in a range of pooled pension investment funds managed by professional fund managers.

Defined benefit pension arrangements give rise to open-ended commitments and liabilities for the sponsoring company. As a consequence, the Company closed its original defined benefit section of the Clarkson PLC scheme to new entrants on 31 March 2004. This section was closed to further accrual for all existing members as from 31 March 2006. The Plowrights scheme was closed to further accrual from 1 January 2006. The Stewarts scheme was closed to further accrual on 1 January 2004.

Every three years, a pension scheme must obtain from an actuary a report containing a valuation and a recommendation on rates of contribution. UK legislation requires that pension schemes are funded prudently and must adhere to the statutory funding objective. Triennial valuations for all the schemes have been prepared as detailed below.

The actuarial valuation of the Clarkson PLC scheme shows a pension surplus on an ongoing basis of £11.5m (105%) as at 31 March 2022. Following the 2016 valuation, Clarkson PLC and the Trustees agreed to cease funding with effect from 1 October 2016. Since 1 May 2021 all expenses of the scheme have been met from the surplus assets.

The actuarial valuation of the Plowrights scheme shows a pension surplus on an ongoing basis of £3.0m (108%) as at 31 March 2022. Clarkson PLC and the Trustees agreed to cease funding with effect from 1 December 2019. Since 1 April 2020 all expenses of the scheme have been met from the surplus assets.

The actuarial valuation of the Stewarts scheme showed a pension surplus on an ongoing basis of £0.1m (100%) as at 1 September 2021. Clarksons Offshore and Renewables Limited will continue to pay contributions of £0.4m per annum, which will include scheme expenses. The September 2024 valuation report is underway but is yet to be finalised.

In June 2023, in the case of Virgin Media vs NTL Pension Trustees II Limited, the High Court judged that amendments made to the Virgin Media scheme were invalid because they were not accompanied by the correct actuarial confirmation. On 25 July 2024, the Court of Appeal upheld the June 2023 High Court decision. The Company and Trustees are reviewing this development and considering any implications for the Schemes. No adjustments have been made to the Consolidated Financial Statements as at 31 December 2024.

The Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The schemes' liabilities are calculated using a discount rate set with reference to corporate bond yields; if a scheme's assets underperform this yield, this will create a deficit. The largest two schemes have de-risked by replacing their equity holdings with less volatile investments.

Changes in bond yields

A decrease in corporate bond yields will increase a scheme's liabilities, although this will be partially offset by an increase in the value of the schemes' bond holdings.

Inflation risk

Some of the Group pension obligations are linked to inflation. The majority of the schemes' assets are either unaffected by (fixed-interest bonds) or loosely correlated with (equities) inflation, meaning that an increase in inflation will also increase the deficit.

Life expectancy

The majority of the schemes' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the schemes' liabilities.

Other pension arrangements

Overseas pension arrangements have been determined in accordance with local practice and regulations. One such defined benefit arrangement is in Greece whereby the employer is obligated to pay an indemnity to employees on retirement.

The Group also operates various other defined contribution pension arrangements. Where required, the Group also makes contributions to these schemes.

The Group incurs no material expenses in the provision of post-retirement benefits other than pensions.

The following information relates to the sum of the three separate UK schemes.

Recognised in the balance sheet

	2024 £m	2023 £m
Fair value of schemes' assets	**119.4**	131.3
Present value of funded defined benefit obligations	**(105.3)**	(115.5)
	14.1	15.8
Effect of asset ceiling in relation to the Plowrights scheme	**(1.8)**	(2.4)
Net benefit asset recognised in the balance sheet	**12.3**	13.4

The net benefit asset disclosed above is the combined total of the three UK schemes. The Clarkson PLC scheme has a surplus of £12.4m (2023: £13.8m), the Plowrights scheme has a recognised surplus of £nil (2023: £nil), and the Stewarts scheme has a deficit of £0.1m (2023: £0.4m). As there is no right of set-off between the schemes, the benefit asset of £12.4m (2023: £13.8m) is disclosed separately on the balance sheet from the benefit liability of £0.1m (2023: £0.4m).

The surplus in the Clarkson PLC scheme is recognised, as there are future economic benefits available in the form of a reduction in future contributions to the defined contribution section of the scheme and, in the event of wind up, excess surplus is refundable to the Group. There is not considered to be an unconditional right to receive such future economic benefits in respect of the Plowrights scheme and therefore the surplus of £1.8m (2023: £2.4m) cannot be recognised.

A deferred tax asset on the benefit liability amounting to £nil (2023: £nil) and a deferred tax liability on the benefit asset of £3.1m (2023: £3.5m) is shown in note 7.

Recognised in the income statement

	2024 £m	2023 £m
Recognised in other finance income – pensions:		
Expected return on schemes' assets	**6.1**	6.5
Interest cost on benefit obligation and asset ceiling	**(5.5)**	(5.8)
Recognised in administrative expenses:		
Schemes' administrative expenses	**(0.8)**	(1.0)
Net benefit charge recognised in the income statement	**(0.2)**	(0.3)

Recognised in the statement of comprehensive income

	2024 £m	2023 £m
Actual return on schemes' assets	**(4.2)**	5.5
Less: expected return on schemes' assets	**(6.1)**	(6.5)
Actuarial loss on schemes' assets	**(10.3)**	(1.0)
Actuarial gain/(loss) on defined benefit obligations	**8.3**	(3.1)
Actuarial loss recognised in the statement of comprehensive income	**(2.0)**	(4.1)
Tax credit on actuarial loss	**0.6**	1.0
Release of asset ceiling in relation to the Plowrights scheme	**0.7**	1.9
Tax charge on asset ceiling	**(0.2)**	(0.4)
Net actuarial loss on employee benefit obligations	**(0.9)**	(1.6)

Cumulative amount of actuarial losses, before tax, recognised in the statement of comprehensive income	**(4.7)**	(2.7)

23 Employee benefits continued

Schemes' assets

	2024 %	2024 £m	2023 %	2023 £m
Equities*	**1.3**	**1.6**	1.2	1.6
Government bonds*	**3.1**	**3.7**	30.8	40.5
Corporate bonds*	**51.7**	**61.7**	28.7	37.7
Investment funds*	**30.0**	**35.8**	21.9	28.7
Cash and other assets	**13.9**	**16.6**	17.4	22.8
	100.0	**119.4**	100.0	131.3

* The schemes' assets are invested in pooled investment vehicles which are unquoted. The allocation in the table above considers the underlying assets of these funds.

Net defined benefit asset

Changes in the fair value of the net defined benefit asset are as follows:

2024

	Present value of obligation £m	Fair value of plan assets £m	Total £m	Impact of asset ceiling £m	Total £m
At 1 January 2024	**(115.5)**	**131.3**	**15.8**	**(2.4)**	**13.4**
Expected return on assets	**–**	**6.1**	**6.1**	**–**	**6.1**
Interest costs	**(5.4)**	**–**	**(5.4)**	**(0.1)**	**(5.5)**
Employer contributions	**–**	**0.4**	**0.4**	**–**	**0.4**
Administrative expenses	**–**	**(0.8)**	**(0.8)**	**–**	**(0.8)**
Benefits paid	**7.3**	**(7.3)**	**–**	**–**	**–**
Actuarial gain/(loss)	**8.3**	**(10.3)**	**(2.0)**	**0.7**	**(1.3)**
At 31 December 2024	**(105.3)**	**119.4**	**14.1**	**(1.8)**	**12.3**

2023

	Present value of obligation £m	Fair value of plan assets £m	Total £m	Impact of asset ceiling £m	Total £m
At 1 January 2023	(115.2)	134.7	19.5	(4.1)	15.4
Expected return on assets	–	6.5	6.5	–	6.5
Interest costs	(5.6)	–	(5.6)	(0.2)	(5.8)
Employer contributions	–	0.4	0.4	–	0.4
Administrative expenses	–	(1.0)	(1.0)	–	(1.0)
Benefits paid	8.4	(8.3)	0.1	–	0.1
Actuarial (loss)/gain	(3.1)	(1.0)	(4.1)	1.9	(2.2)
At 31 December 2023	(115.5)	131.3	15.8	(2.4)	13.4

The Group expects, based on the valuations and funding requirements including expenses, to contribute £0.4m to its defined benefit pension schemes in 2025 (2024: £0.1m).

The principal weighted average valuation assumptions are as follows:

	2024 %	2023 %
Rate of increase in pensions in payment	**3.2**	3.1
Price inflation (RPI)	**3.2/3.3**	3.1/3.2
Price inflation (CPI)	**2.9**	2.8
Discount rate for scheme liabilities	**5.6**	4.8

The mortality assumptions used to assess the defined benefit obligations at 31 December 2024 and 31 December 2023 are based on the 'SAPS' standard mortality tables, being S3PA for the Clarkson PLC scheme with a scheme-specific adjustment of 90% (2023: 90%), S3PA for the Plowrights scheme with a scheme-specific adjustment of 84% for males and 98% for females (2023: S3PA 84% for males and 98% for females) and for the Stewarts scheme 100% of S3PA 'light' for males and 100% of S3PA for females (2023: 100% of S3PA 'light' for males and 100% of S3PA for females). These tables have been adjusted to allow for anticipated future improvements in life expectancy using the standard projection model published in 2024 (2023: model published in 2023). Examples of the assumed future life expectancy are given in the table below:

		Additional years	
		2024	2023
Post-retirement life expectancy on retirement at age 65:			
Employees retiring in the year	– male	**22.2–22.7**	22.2–22.7
	– female	**23.9–24.7**	23.9–24.7
Employees retiring in 20 years' time	– male	**23.5–24.0**	23.5–24.0
	– female	**25.3–26.1**	25.3–26.0

Experience adjustments

	2024 £m	2023 £m
Experience loss on schemes' assets	**(10.3)**	(1.0)
Gain on schemes' liabilities due to changes in demographic assumptions	**0.3**	2.9
Gain/(loss) on schemes' liabilities due to changes in financial assumptions	**8.6**	(3.7)
Loss on schemes' liabilities due to experience adjustments	**(0.6)**	(2.3)
Gain on asset ceiling	**0.7**	1.9
Actuarial loss	**(1.3)**	(2.2)
Income tax credit on actuarial loss	**0.4**	0.6
Actuarial loss – net of tax	**(0.9)**	(1.6)

Sensitivities

The table below shows the sensitivity of the defined benefit obligation to changes to the most significant actuarial assumptions. The impact of changes to each assumption is shown in isolation although, in practice, changes to assumptions may occur at the same time and can either offset or compound the overall impact on the defined benefit obligation. A change of 0.50% in discount rate (2023: 0.25%) and 0.25% for price inflation (2023: 0.25%) is deemed appropriate given the movement in assumptions during the current and previous years. The sensitivities have been calculated using the same methodology as the main calculations. The weighted average duration of the defined obligation is 12 years.

	Change in assumption %	**2024 Change in defined benefit obligation %**	Change in assumption %	2023 Change in defined benefit obligation %
Discount rate for scheme liabilities	**0.50**	**(5.3)**	0.25	(2.9)
	(0.50)	**5.8**	(0.25)	3.1
Price inflation (RPI)	**0.25**	**2.3**	0.25	2.4
	(0.25)	**(2.2)**	(0.25)	(2.4)

An increase of one year in the assumed life expectancy for both males and females would increase the benefit obligation by 3.3% (2023: 3.4%).

24 Share capital

Ordinary shares of 25p each, issued and fully paid:

	2024 Number of shares	2024 £m	2023 Number of shares	2023 £m
At 1 January	**30,725,498**	**7.7**	30,622,110	7.7
Additions	**52,737**	**–**	103,388	–
At 31 December	**30,778,235**	**7.7**	30,725,498	7.7

During the year, the Company issued 52,737 shares (2023: 103,388) in relation to the ShareSave scheme. The difference between the exercise price (ranging from £19.28-£31.44 (2023: £18.30-£22.51)) and the nominal value of £0.25 was taken to the share premium account, see note 25.

Shares held by Employee Benefit Trusts

The trustees have waived their right to dividends on the unallocated shares held in the employee share trust.

25 Other reserves

2024

	Share premium £m	ESOP reserve £m	Employee benefits reserve £m	Capital redemption reserve £m	Hedging reserve £m	Merger reserve £m	Currency translation reserve £m	Total £m
At 1 January 2024	38.4	(2.8)	4.1	2.0	2.7	55.7	4.8	104.9
Other comprehensive loss:								
Foreign exchange differences on retranslation of foreign operations	–	–	–	–	–	–	(12.0)	(12.0)
Foreign currency hedges recycled to profit or loss – net of tax	–	–	–	–	0.1	–	–	0.1
Foreign currency hedge revaluations – net of tax	–	–	–	–	(4.9)	–	–	(4.9)
Total other comprehensive loss	–	–	–	–	(4.8)	–	(12.0)	(16.8)
Share issues	1.2	–	–	–	–	–	–	1.2
Employee share schemes:								
Share-based payments expense	–	–	2.5	–	–	–	–	2.5
Transfer to profit and loss on vesting	–	3.9	(2.8)	–	–	–	–	1.1
ESOP shares acquired	–	(26.4)	–	–	–	–	–	(26.4)
Equity-settled liabilities	–	22.5	–	–	–	–	–	22.5
Total employee share schemes	–	–	(0.3)	–	–	–	–	(0.3)
At 31 December 2024	**39.6**	**(2.8)**	**3.8**	**2.0**	**(2.1)**	**55.7**	**(7.2)**	**89.0**

2023

	Share premium £m	ESOP reserve £m	Employee benefits reserve £m	Capital redemption reserve £m	Hedging reserve £m	Merger reserve £m	Currency translation reserve £m	Total £m
At 1 January 2023	36.5	–	3.7	2.0	(5.1)	55.7	22.0	114.8
Other comprehensive income/(loss):								
Foreign exchange differences on retranslation of foreign operations	–	–	–	–	–	–	(17.2)	(17.2)
Foreign currency hedges recycled to profit or loss – net of tax	–	–	–	–	2.1	–	–	2.1
Foreign currency hedge revaluations – net of tax	–	–	–	–	5.7	–	–	5.7
Total other comprehensive income/(loss)	–	–	–	–	7.8	–	(17.2)	(9.4)
Share issues	1.9	–	–	–	–	–	–	1.9
Employee share schemes:								
Share-based payments expense	–	–	1.9	–	–	–	–	1.9
Transfer to profit and loss on vesting	–	–	(1.5)	–	–	–	–	(1.5)
ESOP shares acquired	–	(49.5)	–	–	–	–	–	(49.5)
Equity-settled liabilities	–	46.7	–	–	–	–	–	46.7
Total employee share schemes	–	(2.8)	0.4	–	–	–	–	(2.4)
At 31 December 2023	38.4	(2.8)	4.1	2.0	2.7	55.7	4.8	104.9

Nature and purpose of other reserves

ESOP reserve

The ESOP reserve in the Group represents 68,981 shares (2023: 96,655 shares) purchased by the Employee Benefit Trusts to meet obligations under various incentive schemes. The shares are stated at cost. The market value of these shares at 31 December 2024 was £2.7m (2023: £3.1m). At 31 December 2024 none of these shares were under option (2023: none). During the year the share purchase trusts acquired 649,155 shares at a weighted average price of £40.72 (2023: 1,531,668 shares at £32.29); see note 22 for further details of share incentive schemes.

Employee benefits reserve

The employee benefits reserve is used to record the value of equity-settled share-based payments provided to employees. Details are included in note 22.

Capital redemption reserve

The capital redemption reserve arose on previous share buy-backs by Clarkson PLC.

Hedging reserve

This reserve comprises the effective portion of the fair value of cash flow hedging instruments relating to hedged transactions that have not yet occurred. Realised hedges are recycled to the statement of comprehensive income. Movements are net of tax. Further details on hedging are shown in note 27.

Merger reserve

This comprises the premium on the share placing in November 2014 and the shares issued in February 2015 as part of the acquisition of Clarksons Norway AS (formerly Clarksons Platou AS/RS Platou ASA). No share premium is recorded in the financial statements, through the operation of the merger relief provisions of the Companies Act 2006.

25 Other reserves continued

Currency translation reserve

The currency translation reserve represents the currency translation differences arising from the consolidation of foreign operations.

26 Financial commitments and contingencies

Contingencies

The Group has given no financial commitments to suppliers (2023: none).

The Group has given no guarantees (2023: none).

From time to time, the Group is engaged in litigation in the ordinary course of business. The Group carries professional indemnity insurance.

There is currently no litigation that is expected to have a material adverse financial impact on the Group's consolidated results or net assets.

The Group also maintained throughout the financial year Directors' and Officers' liability insurance in respect of its Directors.

27 Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade and other payables and lease liabilities. The Group's principal financial assets are trade receivables, investments, cash and cash equivalents and short-term deposits, which arise directly from its operations.

The Group has not entered into derivative transactions other than the forward currency contracts explained later in this section. It is, and was throughout 2024 and 2023, the Group's policy that no trading in derivatives shall be undertaken for speculative purposes.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and foreign exchange risk. The Board reviews and agrees policies for managing each of these risks which are summarised below.

Credit risk

The Group seeks to trade only with recognised, creditworthy third parties, except in a limited number of circumstances where a provision is recognised at the time of invoicing. Credit risk arises when debtors fail to pay their obligations. Receivable balances are monitored on an ongoing basis and any potential bad debts identified at an early stage. The maximum exposure is the carrying amounts as disclosed in note 15; based on experience and ongoing market information about the creditworthiness of counterparties, we reasonably expect to collect all amounts unimpaired. There are no significant concentrations of credit risk within the Group, due to the large number of clients comprising the Group's client base.

Trade receivables are written off when there is no reasonable expectation of recovery, such as the commencement of legal proceedings, financial difficulties of the counterparty, or a significant time period has elapsed since the debt was due. Impairment losses on trade receivables are presented within administrative expenses. In a limited number of circumstances, where doubt exists as to the ability to collect payment, a provision is made at the time of invoicing and included within revenue. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other financial assets are written off when there is no reasonable expectation of recovery, such as the commencement of legal proceedings, financial difficulties of the counterparty, or a significant time period has elapsed since the debt was due.

With respect to credit risk arising from cash and cash equivalents and deposits held as current investments, these are considered low risk as the financial institutions used are closely monitored by the Group treasury function to ensure they are held with creditworthy institutions and to ensure there is no over exposure to any one institution.

For all financial assets held, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Liquidity risk

The Group seeks to ensure that sufficient liquidity exists in the right locations to meet the Group's financial obligations and related funding requirements in a timely manner, including dividends and taxes, and provide funds for capital expenditure and investment opportunities as they arise. Cash and cash equivalent balances are held with the primary objective of capital security and availability, with a secondary objective of generating returns. Funding requirements are monitored by the Group's finance function with cash flow forecasting performed at both an entity and Group level. As a normal part of its operations, the Group could face liquidity issues if it experienced a sustained reduction in profitability, problems in the collection of debts from clients or unplanned expenditure.

The tables below summarise the maturity profile of the Group's financial liabilities at 31 December based on contractual undiscounted payments.

31 December 2024

	Less than 3 months £m	3 to 12 months £m	1 to 5 years £m	5 to 10 years £m	Total £m
Trade and other payables	**26.2**	**–**	**4.7**	**–**	**30.9**
Gross settled foreign currency contracts:					
Outflow	**11.5**	**44.1**	**83.7**	**–**	**139.3**
Inflow	**(11.2)**	**(42.6)**	**(81.6)**	**–**	**(135.4)**
Lease liabilities	**3.1**	**9.1**	**27.5**	**3.9**	**43.6**
	29.6	**10.6**	**34.3**	**3.9**	**78.4**

31 December 2023

	Less than 3 months £m	3 to 12 months £m	1 to 5 years £m	5 to 10 years £m	Total £m
Trade and other payables	54.0	–	3.2	–	57.2
Deferred consideration	0.4	–	–	–	0.4
Lease liabilities	3.2	8.6	30.8	6.0	48.6
	57.6	8.6	34.0	6.0	106.2

The following table shows the total liabilities arising from financing activities.

	2024 Lease liabilities £m	**2024** Total £m	2023 Interest-bearing loans and borrowings £m	2023 Lease liabilities £m	2023 Total £m
At 1 January	**43.2**	**43.2**	–	47.6	47.6
Arising on acquisitions	**–**	**–**	0.5	3.5	4.0
Cash flows – principal	**(10.9)**	**(10.9)**	(0.5)	(10.5)	(11.0)
Cash flows – interest	**(1.5)**	**(1.5)**	–	(1.7)	(1.7)
Interest charges	**1.5**	**1.5**	–	1.7	1.7
Other non-cash movements	**6.9**	**6.9**	–	4.1	4.1
Foreign exchange differences	**(1.1)**	**(1.1)**	–	(1.5)	(1.5)
At 31 December	**38.1**	**38.1**	–	43.2	43.2

Other non-cash movements include the net impact of additions, modifications and terminations relating to leases during the year.

27 Financial risk management objectives and policies continued

Foreign exchange risk

The Group has transactional currency exposures arising from revenues and expenses in currencies other than its functional currency, which can significantly impact results and cash flows. The Group's revenue is mainly denominated in US dollars and the majority of expenses are denominated in local currencies. The Group also has balance sheet exposures, either at the local entity level where monetary assets and liabilities are held in currencies other than the functional currency, or at a Group level on the retranslation of non-sterling balances into the Group's functional currency.

Our aim is to manage this risk by reducing the impact of any fluctuations. The Group hedges currency exposure through forward sales of US dollar revenues. US dollars are also sold on the spot market to meet local currency expenditure requirements. Rates of exchange, non-sterling balances and asset exposures by currency are continually assessed.

The Group is most sensitive to changes in the US dollar exchange rates. The sensitivity analysis assumes an instantaneous 5% change in the US dollar exchange rates from their levels at 31 December 2024, with all other variables held constant. The following table demonstrates the sensitivity to a reasonably possible change in this rate, with all other variables held constant, of the Group's profit before taxation and equity.

	Strengthening/ (weakening) in rate %	Effect on profit before taxation £m	Effect on equity £m
2024	**5.0**	**2.3**	**(5.1)**
	(5.0)	**(2.1)**	**4.6**
2023	5.0	3.4	(3.3)
	(5.0)	(3.1)	3.0

Derivative financial instruments

It is the Group's policy to cover or hedge a proportion of its future transactional US dollar revenues in the UK and Norway with foreign currency contracts. The strategy is to protect the Group against a significant weakening of the US dollar. The Group considers the hedge to be effective if each forward contract is settled with the bank and the US dollars sold represent collections from previous months' invoicing. Should the hedging ratio be greater than one (that is, contracted sales are greater than US dollar revenues) then the hedge is deemed to be ineffective. Where these are designated and documented as hedging instruments in the context of IFRS 9 and are demonstrated to be effective, mark-to-market gains and losses are recognised directly in equity (see note 25). These are transferred to the income statement, within revenue, upon receipt of cash and conversion to sterling of the underlying item being hedged. All of the contracts settled during the year were effective. There were no contracts deemed ineffective during the year.

The fair value of foreign currency contracts at 31 December are as follows:

	Assets		Liabilities	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Foreign currency contracts	**1.1**	3.5	**3.9**	–

At 31 December, the Group had the following US$/GBP forward contracts for settlement:

	2024		2023	
	US$m	**Average rate US$/£**	US$m	Average rate US$/£
For settlement in 2024	**–**	**–**	90.0	1.27
For settlement in 2025	**99.0**	**1.25**	65.0	1.23
For settlement in 2026	**60.0**	**1.28**	10.0	1.26
For settlement in 2027	**30.0**	**1.29**	–	–

At 31 December, the Group had the following US$/NOK forward contracts for settlement:

	2024		2023	
	US$m	**Average rate NOK/US$**	US$m	Average rate NOK/US$
For settlement in 2024	**–**	**–**	21.0	10.53
For settlement in 2025	**20.7**	**10.77**	10.0	10.48
For settlement in 2026	**10.0**	**10.97**	5.0	10.97
For settlement in 2027	**5.0**	**10.90**	–	–

Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Total capital is calculated as equity as shown in the consolidated balance sheet.

The Group manages its capital structure, and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes during the years ended 31 December 2024 or 31 December 2023. These financial statements are prepared on the going concern basis and the Group continues to pay dividends.

A number of the Group's trading entities are subject to regulation by the Norwegian FSA, the FCA in the UK, the MAS in Singapore, and the CFTC and the NFA, SEC and FINRA in the US. Regulatory capital at an entity level depends on the jurisdiction in which it is incorporated. In each case, the approach is to hold an appropriate surplus over the local minimum requirement. Each regulated entity complied with their regulatory capital requirements throughout the year.

28 Financial instruments

Fair values

IFRS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December.

	Level 1		Level 2		Level 3	
	2024 £m	2023 £m	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Assets						
Investments at fair value through profit or loss ('FVPL')	**0.3**	0.3	**1.8**	1.2	**–**	–
Foreign currency contracts	**–**	–	**1.1**	3.5	**–**	–
	0.3	0.3	**2.9**	4.7	**–**	–
Liabilities						
Foreign currency contracts	**–**	–	**3.9**	–	**–**	–
	–	–	**3.9**	–	**–**	–

FVPL investments are valued based on quoted prices in an active market (Level 1) or based on quoted prices for similar assets (Level 2); FVOCI investments are categorised as Level 3 as the shares are not listed on an exchange and there were no recent observable arm's-length transactions in the shares. The fair value of the foreign currency contracts are calculated by management based on external valuations received. These valuations are calculated based on forward exchange rates at the balance sheet date.

Investment properties are not measured at fair value, but the fair value is disclosed in note 11.

The classification of financial assets and financial liabilities at 31 December is as follows:

Financial assets

	2024				2023			
	Hedging instruments £m	**Fair value through profit or loss £m**	**Amortised cost £m**	**Total £m**	Hedging instruments £m	Fair value through profit or loss £m	Amortised cost £m	Total £m
Other receivables	**–**	**–**	**8.0**	**8.0**	–	–	13.1	13.1
Investments	**–**	**2.1**	**62.0**	**64.1**	–	1.5	39.9	41.4
Trade receivables	**–**	**–**	**110.6**	**110.6**	–	–	121.7	121.7
Foreign currency contracts	**1.1**	**–**	**–**	**1.1**	3.5	–	–	3.5
Cash and cash equivalents	**–**	**–**	**431.3**	**431.3**	–	–	398.9	398.9
	1.1	**2.1**	**611.9**	**615.1**	3.5	1.5	573.6	578.6

Financial liabilities

	2024			2023		
	Hedging instruments £m	**Amortised cost £m**	**Total £m**	Hedging instruments £m	Amortised cost £m	Total £m
Trade payables	**–**	**18.8**	**18.8**	–	34.4	34.4
Other payables	**–**	**12.1**	**12.1**	–	22.8	22.8
Foreign currency contracts	**3.9**	**–**	**3.9**	–	–	–
Deferred consideration	**–**	**–**	**–**	–	0.4	0.4
Lease liabilities	**–**	**38.1**	**38.1**	–	43.2	43.2
	3.9	**69.0**	**72.9**	–	100.8	100.8

The carrying value of current and non-current financial assets and liabilities is deemed to equate to the fair value at 31 December 2024 and 2023.

Net losses on financial assets at fair value through profit or loss amounted to £0.1m (2023: £0.1m). Net losses on financial assets at fair value through other comprehensive income were £nil (2023: £nil). Gains/(losses) on trade receivables (measured at amortised cost) are shown in note 15.

29 Related party transactions

As in 2023, the Group did not enter into any related party transactions during the year, except as noted below.

As mentioned in the biographies in the Board of Directors on page 91, Sue Harris is a Non-Executive Director of Schroder & Co. Limited and Chair of the Audit and Risk Committee of the Wealth Management Division. Another Schroder Group company is one of the investment managers of the defined benefit section of the Clarkson PLC pension scheme. In 2020, Jeff Woyda was appointed to the Board of Trustees of The Clarkson Foundation.

Post employment benefits

See note 23 for details of contributions to the Group's pension schemes.

Compensation of key management personnel (including Directors)

There were no key management personnel in the Group apart from the Clarkson PLC Directors. Details of their compensation are set out below.

	2024 £m	2023 £m
Short-term employee benefits	**15.5**	14.6
Post-employment benefits	**0.1**	0.1
Share-based payments	**1.1**	1.1
	16.7	15.8

Full remuneration details are provided in the Directors' Remuneration Report on pages 117 to 134.

30 Non-controlling interest

The non-controlling interest relates to 14 entities based in Norway, in the Financial segment, and one entity in the US, in the Support segment.

The subsidiaries that have a non-controlling interest were not material to the Group.

PARENT COMPANY BALANCE SHEET
AS AT 31 DECEMBER

	Note	2024 £m	2023 £m
Non-current assets			
Property, plant and equipment	C	**8.6**	9.6
Investment properties	D	**0.2**	0.3
Right-of-use assets	E	**12.1**	14.6
Investments in subsidiaries	F	**163.2**	167.2
Employee benefits	P	**12.4**	13.8
Deferred tax assets	G	**1.5**	2.1
		198.0	207.6
Current assets			
Trade and other receivables	H	**173.1**	95.2
Income tax receivable		**6.6**	7.8
Investments	I	**–**	0.5
Cash and cash equivalents	J	**2.3**	20.2
		182.0	123.7
Current liabilities			
Trade and other payables	K	**(27.6)**	(43.3)
Lease liabilities	L	**(3.3)**	(3.3)
Provisions	M	**(0.6)**	–
		(31.5)	(46.6)
Net current assets		**150.5**	77.1
Non-current liabilities			
Lease liabilities	L	**(12.6)**	(15.9)
Provisions	M	**(1.1)**	(1.1)
		(13.7)	(17.0)
Net assets		**334.8**	267.7
Capital and reserves			
Share capital	Q	**7.7**	7.7
Other reserves	R	**101.1**	100.2
Retained earnings		**226.0**	159.8
Total equity		**334.8**	267.7

The Company's profit for the year was £98.1m (2023: £36.8m).

The financial statements on pages 196 to 214 were approved by the Board on 7 March 2025, and signed on its behalf by:

Jeff Woyda
Chief Financial Officer & Chief Operating Officer
Registered number: 1190238

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER

		Attributable to equity holders of the Parent Company			
	Note	Share capital £m	Other reserves £m	Retained earnings £m	Total equity £m
Balance at 1 January 2024		**7.7**	**100.2**	**159.8**	**267.7**
Profit for the year		**–**	**–**	**98.1**	**98.1**
Other comprehensive expense:					
Actuarial loss on employee benefit schemes – net of tax	P	**–**	**–**	**(1.0)**	**(1.0)**
Total comprehensive income for the year		**–**	**–**	**97.1**	**97.1**
Transactions with owners:					
Share issues	R	**–**	**1.2**	**–**	**1.2**
Employee share schemes		**–**	**(0.3)**	**(0.4)**	**(0.7)**
Tax on other employee benefits		**–**	**–**	**1.0**	**1.0**
Dividend paid	B	**–**	**–**	**(31.5)**	**(31.5)**
Total transactions with owners		**–**	**0.9**	**(30.9)**	**(30.0)**
Balance at 31 December 2024		**7.7**	**101.1**	**226.0**	**334.8**

		Attributable to equity holders of the Parent Company			
	Note	Share capital £m	Other reserves £m	Retained earnings £m	Total equity £m
Balance at 1 January 2023		7.7	97.9	153.4	259.0
Profit for the year		–	–	36.8	36.8
Other comprehensive expense:					
Actuarial loss on employee benefit schemes – net of tax	P	–	–	(1.4)	(1.4)
Total comprehensive income for the year		–	–	35.4	35.4
Transactions with owners:					
Share issues	R	–	1.9	–	1.9
Employee share schemes		–	0.4	(1.1)	(0.7)
Tax on other employee benefits		–	–	0.3	0.3
Tax on other items in equity		–	–	0.1	0.1
Dividend paid	B	–	–	(28.3)	(28.3)
Total transactions with owners		–	2.3	(29.0)	(26.7)
Balance at 31 December 2023		7.7	100.2	159.8	267.7

A Statement of accounting policies

The accounting policies applied in the preparation of the Parent Company financial statements are the same as those set out in note 2 to the consolidated financial statements, except for the following additional policies. The policies have been applied consistently to all periods. These notes form an integral part of the Parent Company financial statements on pages 196 to 214.

Statement of compliance

The financial statements of Clarkson PLC have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006 as applicable to companies using FRS 101.

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of UK-adopted international standards.

As permitted by FRS 101, Clarkson PLC has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements of Clarkson PLC. There was no financial impact as a result of the transition to FRS 101.

The Parent Company's functional and presentational currency is pounds sterling.

The Parent Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Parent Company income statement or statement of comprehensive income. The profit for the Parent Company for the year was £98.1m (2023: £36.8m).

Changes in accounting policy and disclosures

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2024 that have a material impact on the Parent Company's financial statements.

Critical accounting judgements and estimates

Estimates

Assessing the carrying value of investments in subsidiaries

Determining whether investments in subsidiaries are impaired requires an estimation of the value-in-use of the subsidiary. The value-in-use calculation requires estimation of future cash flows expected to arise for the subsidiary, the selection of suitable discount rates and the estimation of future growth rates. As determining such assumptions is inherently uncertain and subject to future factors, there is the potential these may differ in subsequent periods and therefore materially change the conclusions reached.

Accounting policies

Investments in subsidiaries

The Parent Company recognises its investments in subsidiaries at cost less provision for impairment. The Parent Company assesses at each reporting date whether there is an indication that an investment may be impaired. If any such indication exists, the Parent Company estimates the investment's recoverable amount. An investment's recoverable amount is the higher of its fair value less costs to sell and its value-in-use, and is determined for an individual investment. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the investment.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Parent Company makes an estimate of recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the investment's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the investment is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the investment in prior years.

Share-based payment transactions

The fair value of the compensation given to subsidiaries in respect of share-based payments is recognised as a capital contribution over the vesting period, reduced by any payments received from subsidiaries.

B Dividends

	2024 £m	2023 £m
Declared and paid during the year:		
Final dividend for 2023 of 72p per share (2022: 64p per share)	**21.8**	19.3
Interim dividend for 2024 of 32p per share (2023: 30p per share)	**9.7**	9.0
Dividend paid	**31.5**	28.3

Proposed for approval at the AGM (not recognised as a liability at 31 December):		
Final dividend for 2024 proposed of 77p per share (2023: 72p per share)	**23.6**	22.1

C Property, plant and equipment

2024

	Freehold and long leasehold properties £m	Leasehold improvements £m	Office furniture and equipment £m	Total £m
Original cost				
At 1 January 2024	**1.7**	**14.4**	**10.8**	**26.9**
Additions	**–**	**–**	**1.3**	**1.3**
At 31 December 2024	**1.7**	**14.4**	**12.1**	**28.2**
Accumulated depreciation				
At 1 January 2024	**0.5**	**8.6**	**8.2**	**17.3**
Charged during the year	**0.1**	**1.0**	**1.2**	**2.3**
At 31 December 2024	**0.6**	**9.6**	**9.4**	**19.6**
Net book value at 31 December 2024	**1.1**	**4.8**	**2.7**	**8.6**

2023

	Freehold and long leasehold properties £m	Leasehold improvements £m	Office furniture and equipment £m	Total £m
Original cost				
At 1 January 2023	1.9	14.4	10.2	26.5
Additions	–	–	0.6	0.6
Disposals	(0.2)	–	–	(0.2)
At 31 December 2023	1.7	14.4	10.8	26.9
Accumulated depreciation				
At 1 January 2023	0.7	7.6	7.2	15.5
Charged during the year	–	1.0	1.0	2.0
Disposals	(0.2)	–	–	(0.2)
At 31 December 2023	0.5	8.6	8.2	17.3
Net book value at 31 December 2023	1.2	5.8	2.6	9.6

D Investment properties

	2024 £m	2023 £m
Cost		
At 1 January and 31 December	**0.6**	0.6
Accumulated depreciation		
At 1 January	**0.3**	0.3
Charged during the year*	**0.1**	–
At 31 December	**0.4**	0.3
Net book value at 31 December	**0.2**	0.3

* Depreciation charged each year is less than £0.1m, occasionally this leads to a £0.1m charge in this table.

The fair value of the investment property at 31 December 2024 was £0.7m (2023: £0.8m). This was based on a valuation from an external independent valuer who has the appropriate professional qualification and recent experience of valuing properties in the location and of the type being valued.

E Right-of-use assets

	Leasehold properties 2024 £m	Leasehold properties 2023 £m
Cost		
At 1 January and 31 December	**26.5**	26.5
Accumulated depreciation		
At 1 January	**11.9**	9.3
Charged during the year	**2.5**	2.6
At 31 December	**14.4**	11.9
Net book value at 31 December	**12.1**	14.6

F Investments in subsidiaries

	2024 £m	2023 £m
Cost		
At 1 January	**167.2**	167.2
Capital contributions from subsidiaries	**(4.0)**	–
At 31 December	**163.2**	167.2

Capital contributions from subsidiaries represents the effect of share-based payments which are recognised over the vesting period, less amounts recharged to the subsidiaries.

The investment in Clarksons Norway AS (formerly Clarksons Platou AS) is sensitive to changes in key assumptions and therefore sensitivity analysis has been carried out using reasonably possible changes to these key assumptions, none of which cause an impairment. An increase in the discount rate of 1% would decrease value-in-use by £9.3m and a decrease in pre-tax cash flows of 5% would decrease value-in-use by £6.4m.

G Deferred tax assets

	2024 £m	2023 £m
Employee benefits – other employee benefits	**4.5**	5.1
Other temporary differences	**0.6**	1.0
Deferred tax assets before offset	**5.1**	6.1
Offset with deferred tax liabilities	**(3.6)**	(4.0)
Deferred tax assets in the balance sheet	**1.5**	2.1

Deferred tax assets and liabilities are offset and reported net where appropriate. See note N.

Included in the above are deferred tax assets of £1.3m (2023: £3.2m) which are expected to be utilised within one year. Deferred tax assets are recognised to the extent that the realisation of the related tax benefit through future taxable profits is probable. All deferred tax movements arise from the origination and reversal of temporary differences.

There were no unrecognised tax losses in the year (2023: none)

H Trade and other receivables

	2024 £m	2023 £m
Other receivables	**0.4**	0.3
Prepayments and accrued income	**0.7**	1.3
Owed by Group companies	**172.0**	93.6
	173.1	95.2

The Company has no trade receivables (2023: none). All amounts owed by Group companies are payable on demand with no interest being charged. As at 31 December 2024, the Company calculated the expected credit loss of amounts owed by Group companies to be immaterial (2023: immaterial). Further details of related party receivables are included in note T.

I Investments

	2024 £m	2023 £m
Cash on deposit	**–**	0.5

The Company held £nil (2023: £0.5m) in a deposit with a 95-day notice period. This deposit was held with an A-rated financial institution.

J Cash and cash equivalents

	2024 £m	2023 £m
Cash at bank and in hand	**2.3**	20.2

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates. The fair value of cash and cash equivalents is £2.3m (2023: £20.2m).

K Trade and other payables

	2024 £m	2023 £m
Other payables	**0.1**	0.2
Owed to Group companies	**2.2**	17.0
Bonus accruals	**20.6**	20.7
Other accruals	**4.7**	4.1
Deferred income	**–**	1.3
	27.6	43.3

All amounts owed to Group companies are unsecured, interest free, have no fixed date of repayment and are repayable on demand. Further details of related party payables are included in note T.

L Lease liabilities

	2024 £m	2023 £m
Current		
Lease liabilities	**3.3**	3.3

Non-current		
Lease liabilities	**12.6**	15.9

M Provisions

	2024 £m	2023 £m
Current		
At 1 January	**–**	–
Arising during the year	**0.6**	–
At 31 December	**0.6**	–

Non-current		
At 1 January and 31 December	**1.1**	1.1

Provisions have been recognised for various legal matters and for the dilapidation of various leasehold premises which will be utilised on cessation of the lease. None of the leases contain extension options and rentals are not linked to any index.

N Deferred tax liabilities

	2024 £m	2023 £m
Employee benefits – on pension benefit asset	**3.1**	3.5
Other temporary differences	**0.5**	0.5
Deferred tax liabilities before offset	**3.6**	4.0
Offset with deferred tax assets	**(3.6)**	(4.0)
Deferred tax liabilities in the balance sheet	**–**	–

Deferred tax assets and liabilities are offset and reported net where appropriate, see note G.

None of the deferred tax liabilities are due within one year.

All deferred tax movements arise from the origination and reversal of temporary differences.

O Share-based payment plans

	2024 £m	2023 £m
Expense arising from equity-settled, share-based payment transactions	**1.1**	1.1

For more information on the Parent Company's share-based payment plans, see note 22 of the consolidated financial statements.

P Employee benefits

The Company operates two final salary defined benefit pension schemes, being the Clarkson PLC scheme and the Plowrights scheme, both within the UK. The schemes are both registered as occupational pension schemes with HMRC and are subject to UK legislation and oversight from the Pensions Regulator. These are funded by the payment of contributions to separate trusts administered by trustees who are required to act in the best interests of the schemes' beneficiaries. Responsibility for governance of each scheme lies with the respective board of trustees in accordance with the rules applicable to that scheme. Currently each board of trustees includes a representative of the relevant principal employer. The schemes' assets are invested in a range of pooled pension investment funds managed by professional fund managers.

Defined benefit pension arrangements give rise to open-ended commitments and liabilities for the sponsoring company. As a consequence, the Company closed its original defined benefit section of the Clarkson PLC scheme to new entrants on 31 March 2004. This section was closed to further accrual for all existing members as from 31 March 2006. The Plowrights scheme was closed to further accrual from 1 January 2006.

Every three years, a pension scheme must obtain from an actuary a report containing a valuation and a recommendation on rates of contribution. UK legislation requires that pension schemes are funded prudently and must adhere to the statutory funding objective. Triennial valuations for both schemes have been prepared as detailed below.

The actuarial valuation of the Clarkson PLC scheme shows a pension surplus on an ongoing basis of £11.5m (105%) as at 31 March 2022. Following the 2016 valuation, Clarkson PLC and the Trustees had agreed to cease funding with effect from 1 October 2016. Since 1 May 2021 all expenses of the scheme have been met from the surplus assets.

The actuarial valuation of the Plowrights scheme shows a pension surplus on an ongoing basis of £3.0m (108%) as at 31 March 2022. Clarkson PLC and the Trustees agreed to cease funding with effect from 1 December 2019. Since 1 April 2020 all expenses of the scheme have been met from the surplus assets.

In June 2023, in the case of Virgin Media vs NTL Pension Trustees II Limited, the High Court judged that amendments made to the Virgin Media scheme were invalid because they were not accompanied by the correct actuarial confirmation. On 25 July 2024, the Court of Appeal upheld the June 2023 High Court decision. The Company and Trustees are reviewing this development and considering any implications for the Schemes. No adjustments have been made to the Parent Company Financial Statements as at 31 December 2024.

The Company is exposed to a number of risks, the most significant of which are detailed as follows:

Asset volatility

The schemes' liabilities are calculated using a discount rate set with reference to corporate bond yields; if a scheme's assets underperform this yield, this will create a deficit. The two schemes have de-risked by replacing their equity holdings with less volatile investments.

Changes in bond yields

A decrease in corporate bond yields will increase a scheme's liabilities, although this will be partially offset by an increase in the value of the schemes' bond holdings.

Inflation risk

Some of the Company pension obligations are linked to inflation. The majority of the schemes' assets are either unaffected by (fixed-interest bonds) or loosely correlated with (equities) inflation, meaning that an increase in inflation will also increase the deficit.

P Employee benefits continued

Life expectancy

The majority of the schemes' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the schemes' liabilities.

Other pension arrangements

The Company operates a defined contribution pension scheme. Where required, the Company also makes contributions to this scheme.

The Company incurs no material expenses in the provision of post-retirement benefits other than pensions.

The following information relates to the sum of the two separate schemes.

The following tables summarise amounts recognised in the balance sheet and the components of net benefit charge recognised in the income statement:

Recognised in the balance sheet

	2024 £m	2023 £m
Fair value of schemes' assets	**109.4**	120.6
Present value of funded defined benefit obligations	**(95.2)**	(104.4)
	14.2	16.2
Effect of asset ceiling in relation to the Plowrights scheme	**(1.8)**	(2.4)
Net benefit asset recognised in the balance sheet	**12.4**	13.8

The net benefit asset disclosed above is the combined total of the two schemes. The Clarkson PLC scheme has a surplus of £12.4m (2023: £13.8m) and the Plowrights scheme has a recognised surplus of £nil (2023: £nil).

The surplus in the Clarkson PLC scheme is recognised, as there are future economic benefits available in the form of a reduction in future contributions to the defined contribution section of the scheme and, in the event of wind up, excess surplus is refundable to the Company. There is not considered to be an unconditional right to receive such future economic benefits in respect of the Plowrights scheme and therefore the surplus of £1.8m (2023: £2.4m) cannot be recognised.

A deferred tax liability on the benefit asset of £3.1m (2023: £3.5m) is shown in note N.

Recognised in the income statement

	2024 £m	2023 £m
Recognised in other finance income – pensions:		
Expected return on schemes' assets	**5.6**	6.0
Interest cost on benefit obligation and asset ceiling	**(5.0)**	(5.2)
Recognised in administrative expenses:		
Schemes' administrative expenses	**(0.7)**	(1.0)
Net benefit charge recognised in the income statement	**(0.1)**	(0.2)

Recognised in the statement of comprehensive income

	2024 £m	2023 £m
Actual return on schemes' assets	**(3.8)**	5.1
Less: expected return on schemes' assets	**(5.6)**	(6.0)
Actuarial loss on schemes' assets	**(9.4)**	(0.9)
Actuarial gain/(loss) on defined benefit obligations	**7.4**	(2.8)
Actuarial loss recognised in the statement of comprehensive income	**(2.0)**	(3.7)
Tax credit on actuarial loss	**0.5**	0.8
Effect of asset ceiling in relation to the Plowrights scheme	**0.7**	1.9
Tax charge on asset ceiling	**(0.2)**	(0.4)
Net actuarial loss on employee benefit obligations	**(1.0)**	(1.4)

Cumulative amount of actuarial losses, before tax, recognised in the statement of comprehensive income	**(6.7)**	(4.7)

Schemes' assets

	2024 %	2024 £m	2023 %	2023 £m
Government bonds*	**–**	**–**	30.1	36.3
Corporate bonds*	**53.7**	**58.8**	28.4	34.3
Investment funds*	**31.3**	**34.2**	22.6	27.2
Cash and other assets	**15.0**	**16.4**	18.9	22.8
	100.0	**109.4**	100.0	120.6

* The schemes' assets are invested in pooled investment vehicles which are unquoted. The allocation in the table above considers the underlying assets of these funds.

P Employee benefits continued

Net defined benefit asset

Changes in the fair value of the net defined benefit asset are as follows:

2024

	Present value of obligation £m	Fair value of plan assets £m	Total £m	Impact of asset ceiling £m	Total £m
At 1 January 2024	**(104.4)**	**120.6**	**16.2**	**(2.4)**	**13.8**
Expected return on assets	**–**	**5.6**	**5.6**	**–**	**5.6**
Interest costs	**(4.9)**	**–**	**(4.9)**	**(0.1)**	**(5.0)**
Administrative expenses	**–**	**(0.7)**	**(0.7)**	**–**	**(0.7)**
Benefits paid	**6.7**	**(6.7)**	**–**	**–**	**–**
Actuarial gain/(loss)	**7.4**	**(9.4)**	**(2.0)**	**0.7**	**(1.3)**
At 31 December 2024	**(95.2)**	**109.4**	**14.2**	**(1.8)**	**12.4**

2023

	Present value of obligation £m	Fair value of plan assets £m	Total £m	Impact of asset ceiling £m	Total £m
At 1 January 2023	(104.5)	124.4	19.9	(4.1)	15.8
Expected return on assets	–	6.0	6.0	–	6.0
Interest costs	(5.0)	–	(5.0)	(0.2)	(5.2)
Administrative expenses	–	(1.0)	(1.0)	–	(1.0)
Benefits paid	7.9	(7.9)	–	–	–
Actuarial (loss)/gain	(2.8)	(0.9)	(3.7)	1.9	(1.8)
At 31 December 2023	(104.4)	120.6	16.2	(2.4)	13.8

Based on the valuations and funding requirements including expenses, the Company does not expect to contribute to its defined benefit pension schemes in 2025 (2024: £nil).

The principal valuation assumptions are as follows:

	2024 %	2023 %
Rate of increase in pensions in payment	**3.2**	2.9
Price inflation (RPI)	**3.2/3.3**	3.1/3.2
Price inflation (CPI)	**2.9**	2.8
Discount rate for schemes' liabilities	**5.6**	4.8

The mortality assumptions used to assess the defined benefit obligations at 31 December 2024 and 31 December 2023 are based on the 'SAPS' standard mortality tables, being S3PA for the Clarkson PLC scheme with a scheme-specific adjustment of 90% (2023: 90%) and S3PA for the Plowrights scheme with a scheme-specific adjustment of 84% for males and 98% for females (2023: S3PA 84% for males and 98% for females). These tables have been adjusted to allow for anticipated future improvements in life expectancy using the standard projection model published in 2024 (2023: model published in 2023). Examples of the assumed future life expectancy are given in the table below:

		Additional years	
		2024	2023
Post-retirement life expectancy on retirement at age 65:			
Employees retiring in the year	– male	**22.2–22.7**	22.2–22.7
	– female	**24.1–24.7**	24.0–24.7
Employees retiring in 20 years' time	– male	**23.5–24.0**	23.5–24.0
	– female	**25.5–26.1**	25.4–26.0

Experience adjustments

	2024 £m	2023 £m
Experience loss on schemes' assets	**(9.4)**	(0.9)
Gain on schemes' liabilities due to changes in demographic assumptions	**0.2**	2.9
Gain/(loss) on schemes' liabilities due to changes in financial assumptions	**7.8**	(3.4)
Loss on schemes' liabilities due to experience adjustments	**(0.6)**	(2.3)
Gain on asset ceiling	**0.7**	1.9
Actuarial loss	**(1.3)**	(1.8)
Income tax credit on actuarial loss	**0.3**	0.4
Actuarial loss – net of tax	**(1.0)**	(1.4)

Sensitivities

The table below shows the sensitivity of the defined benefit obligation to changes to the most significant actuarial assumptions. The impact of changes to each assumption is shown in isolation although, in practice, changes to assumptions may occur at the same time and can either offset or compound the overall impact on the defined benefit obligation. A change of 0.50% in discount rate (2023: 0.25%) and 0.25% for price inflation (2023: 0.25%) is deemed appropriate given the movement in assumptions during the current and previous years. The sensitivities have been calculated using the same methodology as the main calculations. The weighted average duration of the defined obligation is 12 years.

	2024		2023	
	Change in assumption %	Change in defined benefit obligation %	Change in assumption %	Change in defined benefit obligation %
Discount rate for scheme liabilities	**0.50**	**(5.3)**	0.25	(2.9)
	(0.50)	**5.8**	(0.25)	3.1
Price inflation (RPI)	**0.25**	**2.5**	0.25	2.7
	(0.25)	**(2.4)**	(0.25)	(2.6)

An increase of one year in the assumed life expectancy for both males and females would increase the defined benefit obligation by 3.3% (2023: 3.4%).

Q Share capital

Ordinary shares of 25p each, issued and fully paid:

	2024		2023	
	Number of shares	£m	Number of shares	£m
At 1 January	**30,725,498**	**7.7**	30,622,110	7.7
Additions	**52,737**	**–**	103,388	–
At 31 December	**30,778,235**	**7.7**	30,725,498	7.7

During the year, the Company issued 52,737 shares (2023: 103,388) in relation to the ShareSave scheme. The difference between the exercise price, ranging from £19.28–£31.44 (2023: £18.30–£22.51), and the nominal value of £0.25 was taken to the share premium account, see note R.

R Other reserves

2024

	Share premium £m	Employee benefits reserve £m	Capital redemption reserve £m	Merger reserve £m	Total £m
At 1 January 2024	**38.4**	**4.1**	**2.0**	**55.7**	**100.2**
Share issues	**1.2**	**–**	**–**	**–**	**1.2**
Employee share schemes:					
Share-based payments expense	**–**	**2.5**	**–**	**–**	**2.5**
Transfer to profit and loss on vesting	**–**	**(2.8)**	**–**	**–**	**(2.8)**
Total employee share schemes	**–**	**(0.3)**	**–**	**–**	**(0.3)**
At 31 December 2024	**39.6**	**3.8**	**2.0**	**55.7**	**101.1**

2023

	Share premium £m	Employee benefits reserve £m	Capital redemption reserve £m	Merger reserve £m	Total £m
At 1 January 2023	36.5	3.7	2.0	55.7	97.9
Share issues	1.9	–	–	–	1.9
Employee share schemes:					
Share-based payments expense	–	1.9	–	–	1.9
Transfer to profit and loss on vesting	–	(1.5)	–	–	(1.5)
Total employee share schemes	–	0.4	–	–	0.4
At 31 December 2023	38.4	4.1	2.0	55.7	100.2

Nature and purpose of other reserves

Employee benefits reserve

The employee benefits reserve is used to record the value of equity-settled share-based payments provided to employees.

Capital redemption reserve

The capital redemption reserve arose on previous share buy-backs by the Company.

Merger reserve

This comprises the premium on the share placing in November 2014 and the shares issued in February 2015 as part of the acquisition of Clarksons Norway AS (formerly Clarksons Platou AS/RS Platou ASA). No share premium is recorded in the financial statements, through the operation of the merger relief provisions of the Companies Act 2006.

S Financial commitments and contingencies

Contingencies

The Company has given no financial commitments to suppliers (2023: none).

The Company has given no guarantees (2023: none).

From time to time the Company may be engaged in litigation in the ordinary course of business. The Company carries professional indemnity insurance. There are currently no liabilities expected to have a material adverse financial impact on the Company's results or net assets.

The Company maintained throughout the year Directors' and Officers' liability insurance in respect of itself and its Directors.

T Related party transactions

During the year, the Company entered into transactions, in the ordinary course of business, with related parties.

As mentioned in the biographies in the Board of Directors on page 91, Sue Harris is a Non-Executive Director of Schroder & Co. Limited and Chair of the Audit and Risk Committee of the Wealth Management Division. Another Schroder Group company is one of the investment managers of the defined benefit section of the Clarkson PLC pension scheme. In 2020, Jeff Woyda was appointed to the Board of Trustees of The Clarkson Foundation.

Details of the Clarkson PLC Directors' compensation are set out in note 29 to the consolidated financial statements.

U Subsidiaries

The Parent Company had the following subsidiaries at 31 December 2024. Unless otherwise stated, all shares in subsidiary companies are ordinary share capital.

Subsidiaries held

Company by Country and Registered Office Address	Proportion of shares held directly by the Parent Company (%)	Proportion of shares held by the Group or its nominees (%)	Principal activity
AUSTRALIA			
Level 9, 16 St Georges Terrace, Perth WA 6000, Australia			
Clarkson Australia Holdings Pty Ltd		100	Holding company
Clarksons Australia Pty Limited		100	Shipbroking
BRAZIL			
Avenida Rio Branco, 89–1601, Centro, Rio de Janeiro, 20040–004, Brazil			
Clarksons Brasil Ltda.		100	Shipbroking
CANADA			
44 Chipman Hill, Suite 1000, Saint John NB E2L 2A9, Canada			
Clarksons Securities Canada Inc.		100	Investment banking, trading in financial instruments and financial services
CHINA			
Room 111 Building 3 No.170, Huo Shan Road, Hongkou District, Shanghai, 200082, China			
Clarksons Shipbroking (Shanghai) Co., Limited		100	Shipbroking
Room 202, No.6262, Aozhou Rd, Tianjin Pilot Free Trade Zone, (Dongjiang Comprehensive Free Trade Zone), (No.10722, Dongjiang Business Secretary Free Trade Zone), Tian Jin Shi, 300456, China			
Clarksons Shipping Services (Tianjin) Co., Ltd		100	Ship agency and port services
3209–14, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong			
Clarksons Hong Kong Limited[1]		100	Shipbroking
DENMARK			
Philip Heymans Alle 29, 2., 2900, Hellerup, Denmark			
Clarksons Denmark ApS		100	Shipbroking

1 Has a branch in China.

U Subsidiaries continued

Company by Country and Registered Office Address	Proportion of shares held directly by the Parent Company (%)	Proportion of shares held by the Group or its nominees (%)	Principal activity
EGYPT			
City Stars, Capital F2, G03, Nasr City, Cairo, Egypt			
Clarkson Shipping Agency S.A.E.		100	Shipping and maritime agency services
GERMANY			
Johannisbollwerk 20, 5. Fl, 20459, Hamburg, Germany			
Clarksons Deutschland GmbH		100	Shipbroking
INDIA			
507–508 The Address, 1 Golf Course Road, Sector 56, Gurgaon, 122011, India			
Clarkson Shipping Services India Private Limited		100	Shipbroking
ITALY			
Via San Vincenzo 2, 16145, Genova, Italy			
Clarksons Platou (Italia) Srl in liquidazione	100		Shipbroking
JAPAN			
Otemachi Financial City South Tower, 15th Floor, 1-9-7 Otemachi, Chiyoda-ku, Tokyo, 100-0004, Japan			
Clarksons Japan K.K.		100	Shipbroking
REPUBLIC OF KOREA			
#602, 6F Shin-A, 50, Seosomun-ro 11-gil, Jung-gu, Seoul, 04515, Republic of Korea			
Clarksons Korea Limited		100	Shipbroking
MARSHALL ISLANDS			
Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, MH 96960, Marshall Islands			
Clarkson Hellas Ltd.[2]		100	Shipbroking
MOROCCO			
8, Rue Ali Abderrazzak, 3è étage, Casablanca, 20000, Morocco			
Clarkson Morocco S.A.R.L.		100	Shipbroking
NETHERLANDS			
Scheepmakersweg 5, 1786PD, Den Helder, Netherlands			
Clarkson Port Services B.V.		100	Ship agency, port services and cargo handling
Gibb Group (Netherlands) B.V.		100	Supply of MRO, PPE and safety equipment
Westerlaan 11, 3016 CK, Rotterdam, Netherlands			
Clarkson Port Services Holdings B.V.		100	Holding company
Clarksons Netherlands B.V.		100	Shipbroking
NEW ZEALAND			
42 French Pass Road, Cambridge, RD4 3496, New Zealand			
Clarksons New Zealand Limited		100	Shipbroking

2 Has a branch in Greece.

Company by Country and Registered Office Address	Proportion of shares held directly by the Parent Company (%)	Proportion of shares held by the Group or its nominees (%)	Principal activity
NORWAY			
Munkedamsveien 62C, 0270 Oslo, Norway			
Clarksons Business Management AS		50.01	Shipping and offshore project syndication
Clarksons Eiendomsinvest 10 AS		80	Investment activities
Clarksons Norway AS	100		Shipbroking
Clarksons Project Development AS		50.01[3]	Real estate project management
Clarksons Project Finance AS		100[4]	Shipping and offshore project syndication
Clarksons Project Finance Shipping AS		50.01	Shipping and offshore project syndication
Clarksons Property Management AS		77.7	Property-related services
Clarksons Real Estate Investment Management AS		50.01[5]	Real estate investment activities
Clarksons Securities AS		100	Investment banking, trading in financial instruments and financial services
Manfin Consult AS		50.10	Shipping and offshore project syndication
Norwegian Marine Services AS		50.01	Shipping and offshore project syndication
RS Platou AS		100	Dormant
RS Platou Economic Research AS		100	Dormant
RS Platou Offshore AS		100	Dormant
RS Platou Shipbrokers AS		100	Dormant
Philip Pedersens vei 20, Lysaker, 1366, Norway			
VAXA Drift AS		100	Property investment and related activities
VAXA Group AS		50.1	Holding company
VAXA Økonomi AS		50.1	Accounting and financial advisory services
VAXA Property AS		100	Property management services
POLAND			
ul. Wojskowa 6, 60-792, Poznań, Poland			
Sea by Maritech Poland Spółka Z.O.O.		100	Digital products and services for the shipping industry

3 A Ordinary shares, holding all of the voting rights.
4 Preference Shares, holding 50.1% of the voting rights.
5 A Ordinary shares, holding all of the voting rights.

U Subsidiaries continued

Company by Country and Registered Office Address	Proportion of shares held directly by the Parent Company (%)	Proportion of shares held by the Group or its nominees (%)	Principal activity
SINGAPORE			
1 Harbourfront Avenue, #14–07, Keppel Bay Tower, 098632, Singapore			
Clarksons Singapore Pte. Limited		100	Shipbroking
8 Cross Street #21–05, Manulife Tower, Singapore, 048424, Singapore			
Sea by Maritech Singapore Pte. Ltd.		100	Marketing, sales and support of online contract management platform
SOUTH AFRICA			
23 Halifax Street, Bryanston, Johannesburg, 2191, South Africa			
Afromar Properties (Pty) Limited		100	Non-trading
Clarksons South Africa (Pty) Ltd		100	Shipbroking
SPAIN			
Paseo del Pintor Rosales, 38, 28008, Madrid, Spain			
Clarksons Martankers, S.L.U.		100	Shipbroking
SWEDEN			
Dragarbrunnsgatan 55, 753 20, Uppsala, Sweden			
Clarksons Sweden AB		100	Shipbroking
Vasagatan 28, 111 20, Stockholm, Sweden			
Sea by Maritech Sweden AB		100	Sale and support of digital products and services for the shipping industry
SWITZERLAND			
Rue du Prince 9, 1204, Genève, Switzerland			
Clarksons Switzerland SA[6]		100	Shipbroking
TAIWAN			
2F, No. 526, Dachang Street, Nantun District, Taichung City, 408, Taiwan (Province of China)			
Gibb Group Co Ltd		100	Supply of MRO, PPE and safety equipment
UNITED ARAB EMIRATES			
Unit No: B3–14–01 A, Gold Tower (AU), Plot No: JLT-PH1-I3A, Jumeirah Lakes Towers, Dubai, United Arab Emirates			
Clarksons DMCC		100	Shipbroking
UNITED KINGDOM			
Commodity Quay, St Katharine Docks, London, E1W 1BF, United Kingdom			
Calypso Shipping Investments Limited		100	Dormant
Clarkson Capital Limited	100		Holding company
Clarkson Dry Cargo Limited		100	Dormant
Clarkson Holdings Limited		100	Holding company
Clarkson IQ Limited		100	Dormant

6 Has a branch in Italy.

Company by Country and Registered Office Address	Proportion of shares held directly by the Parent Company (%)	Proportion of shares held by the Group or its nominees (%)	Principal activity
Clarkson Overseas Shipbroking Limited		100	Holding company
Clarkson Port Services Limited		100	Ship agency and port services
Clarkson Property Holdings Limited	100		Non-trading
Clarkson Research Holdings Limited	100		Holding company
Clarkson Research Services Limited		100	Shipping data and intelligence insights
Clarkson Sale and Purchase Limited		100	Dormant
Clarkson Shipbrokers Limited		100	Dormant
Clarkson Shipbroking Group Limited	100		Holding company
Clarkson Shipping Investments Limited	100		Dormant
Clarkson Tankers Limited		100	Dormant
Clarkson Valuations Limited		100	Valuation services to shipping and offshore sectors
Clarksons Offshore and Renewables Limited		100	Shipbroking
Clarksons Platou Futures Limited[7]	100		Brokerage of shipping-related derivative financial instruments
Clarksons Property UK Limited	100		Property holding company
Clarksons Structured Asset Finance Limited	100		Advice on finance structuring for shipping-related projects
Coastal Shipping Limited		100	Dormant
Genchem Holdings Limited	100		Holding company
H. Clarkson & Company Limited		100	Shipbroking
Halcyon Shipping Limited		100	Dormant
J.O. Plowright & Co. (Holdings) Limited	100		Dormant
LevelSeas Limited		100	Dormant
LNG Shipping Solutions Limited		100	Shipbroking
Marinet (Ship Agencies) Limited		100	Dormant
Maritech Development Limited		100	Development of digital products for the shipping industry
Maritech Holdings Limited	100		Holding company
Maritech Limited		100	Digital products and services for the shipping industry
Maritech Services Limited		100	Sale of digital products and services to the shipping industry

7 Has branches in Singapore, Switzerland and the United Arab Emirates.

U Subsidiaries continued

Company by Country and Registered Office Address	Proportion of shares held directly by the Parent Company (%)	Proportion of shares held by the Group or its nominees (%)	Principal activity
Recap Manager Limited		100	Sale of digital products and services to the tanker shipping industry
Seafix Limited		100	Sale of digital products and services to the shipping industry
Shipvalue.net Limited		100	Dormant
Small & Co. (Shipping) Limited		100	Dormant
Trauma & Resuscitation Services Limited		100	Medical and rescue solutions
Tern Place, Denmore Road, Bridge of Don, Aberdeen, Scotland, AB23 8JX, United Kingdom			
Enship Limited		100	Dormant
Gibb Group Ltd		100	Supply of MRO, PPE and safety equipment
27–45 Lincoln Building Ground Floor, Great Victoria Street, Belfast, Northern Ireland, BT2 7SL, United Kingdom			
Michael F. Ewings (Shipping) Limited		100	Dormant
Waterfront Services Limited		100	Dormant
UNITED STATES			
251 Little Falls Drive, Wilmington, New Castle County DE 19808, United States			
Clarksons USA Inc.		100	Holding company
Gibb Group Medical and Rescue, Inc.		100	Medical and rescue solutions
Universal Registered Agents, Inc., 300 Creek View Road, Suite 209, Newark 19711, United States			
Clarkson Port Services Holdings LLC		100[8]	Dormant
Gibb Group LLC		60[8]	Supply of MRO, PPE and safety equipment
1230 6th Avenue, #1603, New York NY 10022, United States			
Clarksons Securities Inc.		100	Investment banking, trading in financial instruments and financial services
1333 West Loop South, Suite 1100, Houston TX 77027, United States			
Clarkson Shipping Services Acquisition (USA), LLC		100	Dormant
211 East 7th Street, Suite 620, Austin TX 78701, United States			
Clarksons Shipping Services USA, LLC		100	Shipbroking

8 Membership interest.

The Directors believe that alternative performance measures can provide users of the financial statements with a better understanding of the Group's underlying financial performance, if used properly. Directors' judgement is required as to what items qualify for this classification.

Adjusting items

The Group excludes adjusting items from its underlying earnings metrics with the aim of removing the impact of one-offs which may distort period-on-period comparisons.

The term 'underlying' excludes the impact of exceptional items and acquisition-related costs, which are shown separately on the face of the income statement. Management separates these items due to their nature and size and believes this provides further useful information, in addition to statutory measures, to assist readers of the Annual Report to understand the results for the year.

Underlying profit before taxation

Reconciliation of reported profit before taxation to underlying profit before taxation for the year.

	2024 £m	2023 £m
Reported profit before taxation	**112.1**	108.8
Less exceptional items	**–**	(2.2)
Add back acquisition-related costs	**3.2**	2.6
Underlying profit before taxation	**115.3**	109.2

Underlying effective tax rate

Reconciliation of reported effective tax rate to underlying effective tax rate.

	2024 %	2023 %
Reported effective tax rate	**23.0**	21.1
Adjustment relating to exceptional items	**–**	0.7
Adjustment relating to acquisition-related costs	**(0.5)**	(0.4)
Underlying effective tax rate	**22.5**	21.4

Underlying profit for the year attributable to equity holders of the Parent Company

Reconciliation of reported profit attributable to equity holders of the Parent Company to underlying profit attributable to equity holders of the Parent Company.

	2024 £m	2023 £m
Reported profit attributable to equity holders of the Parent Company	**84.9**	83.8
Less exceptional items	**–**	(2.5)
Add back acquisition-related costs	**3.0**	2.5
Underlying profit attributable to equity holders of the Parent Company	**87.9**	83.8

Underlying basic earnings per share

Reconciliation of reported basic earnings per share to underlying basic earnings per share.

	2024 Pence	2023 Pence
Reported basic earnings per share	**277.1**	275.2
Less exceptional items	**–**	(8.4)
Add back acquisition-related costs	**9.8**	8.2
Underlying basic earnings per share	**286.9**	275.0

Underlying administrative expenses

Reconciliation of reported administrative expenses to underlying administrative expenses for the year.

	2024 £m	2023 £m
Reported administrative expenses	**529.2**	509.2
Add back exceptional items	**–**	2.2
Less acquisition-related costs	**(3.2)**	(2.6)
Underlying administrative expenses	**526.0**	508.8

Operational metrics

The Group monitors its cash and liquidity position by adjusting gross balances to reflect the payment of obligations to staff and restricted monies held by regulated entities.

Net cash and available funds

The Board uses net cash and available funds as a better representation of the net cash available to the business, since bonuses are typically paid after the year-end, hence an element of the year-end cash balance is earmarked for this purpose. It should be noted that accrued bonuses include amounts relating to the current year and amounts held back from previous years which will be payable in the future.

Reconciliation of reported cash and cash equivalents to net cash and available funds reported.

	2024 £m	2023 £m
Cash and cash equivalents as reported	**431.3**	398.9
Add cash on deposit and government bonds included within current investments	**62.0**	39.9
Less amounts reserved for bonuses included within current trade and other payables	**(249.6)**	(237.7)
Net cash and available funds	**243.7**	201.1

Free cash resources

Free cash resources is a further measure used by the Board in taking decisions over capital allocation. It deducts monies held by regulated entities from the net cash and available funds figure.

Reconciliation of reported cash and cash equivalents to reported free cash resources.

	2024 £m	2023 £m
Cash and cash equivalents as reported	**431.3**	398.9
Add cash on deposit and government bonds included within current investments	**62.0**	39.9
Less amounts reserved for bonuses included within current trade and other payables	**(249.6)**	(237.7)
Less net cash and available funds held in regulated entities	**(27.4)**	(25.7)
Free cash resources	**216.3**	175.4

GLOSSARY

Aframax	A tanker size range defined by Clarksons as between 85,000-124,999 dwt.
AI	Artificial Intelligence.
AIS	Automatic Identification System. A system used in the maritime industry to identify, locate and track vessels.
API	Application Programming Interface. A data delivery mechanism.
Board	The Board of Directors of Clarkson PLC.
Bulk cargo	Unpackaged cargoes such as coal, ore and grain.
Bunkers	A ship's fuel.
Capesize (cape)	Bulk ship size range defined by Clarksons as 100,000 dwt or larger.
Cbm	Cubic metres. Used as a measurement of cargo capacity for ships such as gas carriers.
CEO	Chief Executive Officer, Andi Case.
CFO & COO	Chief Financial Officer & Chief Operating Officer, Jeff Woyda.
Cgt	Compensated gross tonnage. This unit of measurement was developed for measuring the level of shipbuilding output and is calculated by applying a conversion factor, which reflects the amount of work required to build a ship, to a vessel's gross registered tonnage.
CII	Carbon Intensity Indicator. An IMO vessel operational efficiency measure which came into force from 2023.
Chair	Laurence Hollingworth.
Charterer	Cargo owner or another person/company that hires a ship.
Charter party	Transport contract between shipowner and shipper of goods.
CGU	Cash-Generating Unit. An accounting concept used by the International Financial Reporting Standards to determine asset impairment.
Clean products	Oil products derived from refining crude oil, including gasoline, naphtha, kerosene and diesel. Excludes 'heavier' oil products such as fuel oil which are categorised as 'dirty products'
CoA	Contract of Affreightment. A freight agreement between a ship owner/ operator and a cargo interest/charterer to move a defined amount of cargo on pre-defined routes over a period of time, for a pre-agreed rate.
Code	The UK Corporate Governance Code (July 2018).
Company	Clarkson PLC as a standalone entity, registered in England and Wales under company number 1190238.
Containership	A cargo ship specifically equipped with cell guides for the carriage of containerised cargo.
COVID-19	A global pandemic caused by the SARS-CoV-2 virus, first identified in late 2019.
CO_2	Carbon dioxide.
CPP	Clean Petroleum Products. Refined oil products including gasoline, gas oil, jet fuel, kerosene and naptha.
CPS	Clarksons Port Services, a business within Clarksons' Support division.
Crude oil	Unrefined oil.
CSOV	Construction Service Operation Vessels. Vessels designed for wind farm support operations, providing accommodation, workshops and equipment enabling access to offshore wind installations.
CSR	Corporate Social Responsibility.
DEI	Diversity, equity and inclusion.
Disclosure Guidance and Transparency Rules	Regulations which apply to most larger companies on the London Stock Exchange, which implement a number of EU Directives on transparency, market abuse, accounting and audit. The Disclosure Guidance and Transparency Rules are supplementary to the Listing Rules.
DHSS	A group of companies (DHSS Aviation B.V., DHSS Logistics B.V., DHSS Projects B.V. and DHSS Service B.V.) acquired by the Group on 6 February 2023. DHSS was subsequently reorganised and renamed Clarkson Port Services B.V.
Dry (market)	Generic term for the bulk market.
Dry cargo carrier	A ship carrying general cargoes or sometimes bulk cargo.
Dwt	Deadweight tonne. A measure expressed in metric tonnes (1,000 kg) or long tonnes (1,016 kg) of a ship's carrying capacity, including cargo, bunkers, fresh water, crew and provisions.
EBT	Employee Benefit Trust. A trust established by the Company for the purpose of facilitating the operation of the Company's share plans.
ECM	Equity Capital Markets.
E&P	Exploration and Production.
EPC	Engineering, procurement and construction.
EPS	Earnings per share.
ESEF	The European Single Electronic Format. The electronic reporting format in which issuers on EU regulated markets must prepare their annual financial reports.

ESTs	Energy Saving Technologies.
ESG	Environmental, Social and Governance.
ETS	The EU Emissions Trading System. A greenhouse gas emissions trading system extended to shipping from the start of 2024.
Executive Directors	Andi Case (CEO) and Jeff Woyda (CFO & COO).
External audit	An independent opinion of the Group and Company's financial statements by an external firm. PricewaterhouseCoopers LLP is the Group's current External Auditor.
Fair value	Fair value is defined as an amount at which an asset could be exchanged between knowledgeable and willing parties in an arm's-length transaction.
FFA	Forward Freight Agreement. A cash contract for differences requiring no physical delivery based on freight rates on standardised trade routes and for standardised vessel types.
FID	Refers to the Financial Investment Decision for an investment project.
Financial Conduct Authority ('FCA')	The FCA regulates the financial services industry in the UK.
Financial Reporting Council ('FRC')	The FRC regulates auditors, accountants and actuaries, and sets the UK's Corporate Governance and Stewardship Codes.
FOB	Forward order book. Estimated commissions collectable over the duration of the contract as principal payments fall due. The forward order book is not discounted.
Freight rate	The agreed charge for the carriage of cargo expressed per tonne of cargo (also Worldscale in the tanker market), or as a lump sum.
FTSE 250	The share index consisting of the 101st to 350th largest companies listed on the London Stock Exchange main market. Clarkson PLC has been a member of the FTSE 250 since 2015.
FVOCI	Fair value through other comprehensive income. A classification category for financial assets under IFRS 9.
FVPL	Fair value through profit or loss. A classification category for financial assets under IFRS 9.
GHG	Greenhouse gas.
Group	Clarkson PLC and its subsidiary undertakings.
GT	Gross Tonnage. A standardised measure of a ship's internal volume as defined by the IMO.
GW	Gigawatts. A unit of power or power capacity equivalent to 1 billion watts.
IFRS	International Financial Reporting Standards. A set of international accounting standards stating how particular types of transactions and other events should be reported in financial statements.
IEA	International Energy Agency. An agency which works with countries around the world to shape energy policies.
IMO	International Maritime Organization. A United Nations agency devoted to shipping.
KPIs	Key performance indicators.
KYC	Know Your Customer/Client. Procedures designed to identify who a company does business with to ensure compliance with relevant laws and regulations.
LCO_2	Liquefied Carbon Dioxide (CO_2). The liquid form of carbon dioxide, formed via pressurisation (and often refrigeration) of gaseous carbon dioxide. LCO_2 carriers are vessels designed to carry such cargoes.
LGC	Large Gas Carrier. Vessel defined by Clarksons as 45,000-64,999 cbm.
Listing Rules	Set of regulations overseen by the Financial Conduct Authority, which apply to any company listed on the London Stock Exchange.
Liquidity risk	The risk of the Group being unable to meet its cash and collateral obligations without incurring large losses.
LNG	Liquefied Natural Gas.
LPG	Liquefied Petroleum Gas.
LR1	Long Range 1. Coated products tanker, defined by Clarksons as 55,000-84,999 dwt.
LR2	Long Range 2. Coated products tanker, defined by Clarksons as 85,000-124,999 dwt.
LSE	London Stock Exchange. The stock exchange in the City of London on which Clarkson PLC's shares are listed.
M&A	Mergers and Acquisitions.
MPP	Multi Purpose. A diverse fleet of vessels which are typically capable of carrying both containerised and bulk cargoes; many also have 'heavy lift' capability in order to transport large project cargoes.
MR	Medium Range. A product tanker of around 45,000-55,000 dwt.

MRO	Maintenance, repair and operating products, which includes consumables, industrial equipment and plant upkeep supplies.
MT	Metric tonne (see tonne). A measure equivalent to 1,000 kg.
Non-Executive Director	A Director of the Board, not part of the executive management of the Company, who is free from any business or other relationship that could materially conflict with their ability to exercise independent judgement.
O&M	Operations & Maintenance.
OPEC	Organization of the Petroleum Exporting Countries.
OSV	Offshore Support Vessels. Includes Anchor Handling Tug Supplys ('AHTSs') and Platform Supply Vessels ('PSVs'). Ships engaged in providing support to offshore rigs and oil platforms.
Parent Company	Clarkson PLC as a standalone entity, registered in England and Wales under company number 1190238.
PCG	PetroChemical Gas.
PPE	Personal protective equipment.
Products tanker	Tanker that carries refined oil products.
ROV	Remotely Operated Vehicle.
S&P	Sale and Purchase, a business within Clarksons' Broking division
SaaS	Software as a Service.
SAPS	Self-administered pension scheme. Used in this Annual Report in the context of mortality tables published by the UK's Continuous Mortality Investigation.
SBP	Share-based payments.
SCFI	Shanghai Containerised Freight Index. An index produced by the Shanghai Shipping Exchange reflecting movements in spot container freight rates from Shanghai to a selection of destinations around the world.
SECR	Streamlined Energy and Carbon Reporting. Mandatory reporting for large businesses in the UK regarding their energy and carbon emissions.
SID	Senior Independent Director, Sue Harris.
Shipbroker	A person/company that, on behalf of a shipowner/shipper, negotiates a deal for the transportation of cargo at an agreed price. Shipbrokers also act on behalf of shipping companies in negotiating the purchasing and selling of ships, both secondhand tonnage and newbuilding contracts.
Spot market	Short-term contracts for voyage, trip or short-term time charters, normally no longer than three months in duration.
Suezmax	A tanker size range defined by Clarksons as 125,000-199,999 dwt.
TCFD	Task Force on Climate-related Financial Disclosures. A framework which provides consistency in reporting of climate-related financial information.
TEU	20-foot Equivalent Units. The unit of measurement of a standard 20-foot long container.
TEU-miles	TEU trade volumes moved, multiplied by distance travelled in miles; used in order to give a better estimate of vessel demand on given trade route(s).
TCE	Time Charter Equivalent. Gross freight income less voyage costs (bunker, port and canal charges), usually expressed in US dollar per day.
TFDE	Tri Fuel Diesel Electric. A propulsion system used mainly in LNG carriers, where the vessel is capable of using both boil-off gas and conventional fuels to generate electricity in order to power electric motors which drive the ship's propellers.
Time charter	An arrangement whereby a shipowner places a crewed ship at a charterer's disposal for a certain period. Freight is customarily paid periodically in advance. The charterer also pays for bunker, port and canal charges.
Tonne	Metric tonne of 1,000 kg or 2,204 lbs.
Trauma & Resuscitation Services Limited ('TRS')	Gibb Group Ltd (a wholly owned Group subsidiary) acquired TRS on 5 February 2024. The business has since been rebranded as Gibb Medical and Rescue.
TSR	Total Shareholder Return.
ULEC	Ultra Large Ethane Carrier. A specialist vessel designed for the carriage of liquefied ethane, with a capacity of around 150,000 cbm.
VLAC	Very Large Ammonia Carrier. A VLGC optimised for the carriage of ammonia cargoes as well as LPG.
VLCC	Very Large Crude Carrier. Tanker over 200,000 dwt.
VLGC	Very Large Gas Carrier. Vessel defined by Clarksons as 65,000 cbm or larger.
Wet (market)	Generic term for the tanker market.

Income statement

	2024* £m	2023* £m	2022* £m	2021* £m	2020* £m
Revenue	**661.4**	639.4	603.8	443.3	358.2
Cost of sales	**(33.7)**	(30.4)	(21.8)	(16.5)	(13.3)
Trading profit	**627.7**	609.0	582.0	426.8	344.9
Administrative expenses	**(526.0)**	(508.8)	(481.2)	(355.7)	(298.5)
Operating profit	**101.7**	100.2	100.8	71.1	46.4
Profit before taxation	**115.3**	109.2	100.9	69.4	44.7
Taxation	**(26.0)**	(23.4)	(20.6)	(14.7)	(9.5)
Profit for the year	**89.3**	85.8	80.3	54.7	35.2

* Before exceptional items and acquisition-related costs.

Cash flow

	2024 £m	2023 £m	2022 £m	Restated 2021 £m	2020 £m
Net cash inflow from operating activities	**114.7**	155.3	178.9	125.1	65.9

Balance sheet

	2024 £m	2023 £m	2022 £m	2021 £m	2020 £m
Non-current assets	**267.5**	284.6	288.9	290.3	290.1
Inventories	**4.3**	3.3	2.4	1.5	1.3
Trade and other receivables (including income tax receivable)	**135.0**	148.7	153.1	118.4	76.8
Current asset investments	**62.2**	40.1	3.5	10.3	31.1
Cash and cash equivalents	**431.3**	398.9	384.4	261.6	173.4
Current liabilities	**(358.7)**	(371.3)	(366.2)	(257.3)	(177.4)
Non-current liabilities	**(45.9)**	(47.7)	(52.9)	(63.2)	(66.9)
Net assets	**495.7**	456.6	413.2	361.6	328.4

Statistics

	2024 Pence	2023 Pence	2022 Pence	2021 Pence	2020 Pence
Earnings per share – basic*	**286.9**	275.0	250.3	165.6	106.0
Dividend per share	**109.0**	102.0	93.0	84.0	79.0

* Before exceptional items and acquisition-related costs.

Changes to IFRS have not been retrospectively adjusted.

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