WYNNSTAY®

Delivering a sustainable farming future

Annual Report and Accounts 2024

Our Purpose

Wynnstay is a leading agricultural supplies company, supplying arable and livestock farmers with a wide range of inputs and services.

Our Values

Teamwork
Together we are more effective

Honesty, Commitment & Quality
We aim high

Respect
Respect and fairness are essential

Innovation
Innovation is the future

Value Creation
A better tomorrow

Environmental Sustainability
A more sustainable world

Read more on page 7

Business Performance Areas

Feed and Grain

Wynnstay manufactures and supplies a wide range of feeds and animal nutrition products for a range of sectors. We also sell a range of feed raw materials through both the Wynnstay and Glasson Grain brands. We offer grain and combinable crop marketing services through the GrainLink business.

Read more about Feed and Grain on pages 21 - 22

Fertiliser and Seed

Our arable operations supply a wide range of services and products to arable and grassland farmers. In addition, Glasson Fertiliser is the second largest manufacturer of blended Fertiliser in the UK.

Read more about Fertiliser and Seed on pages 22 - 23

Depot Merchanting

Wynnstay operates a network of 51 depots catering mainly for the needs of farmers but also rural dwellers.

Read more about Depot Merchanting on page 23

Financial Highlights

Group Revenue

£613.1m

(2023: £735.9m)

Shareholder's Funds

£134.8m

(2023: £135.2m)

Adjusted profit before tax*

£7.6m

(2023: £10.3m)

Dividend per Share (pence)

17.50

(2023: 17.25)

Earnings per Share (pence)

12.12

(2023: 30.74)

Colleagues

908

(2023: 944)

* Alternative performance measures are defined on page 62.

Contents

Mission

Our mission is to help farmers feed the UK in a more sustainable way

At a Glance

Feed and Grain

Feed Manufacture

Supply of Feed Raw Materials

Grain Marketing Services

Bagged Feed and Bulk Deliveries

Manufacturing sites at:

- Llansantffraid
- Carmarthen
- Tamar Milling (Cornwall)
- Glasson Dock

Fertiliser and Seed

Manufacture of blended fertiliser

Cereal seed processing

Grass seed processing

Merchanted fertiliser sales

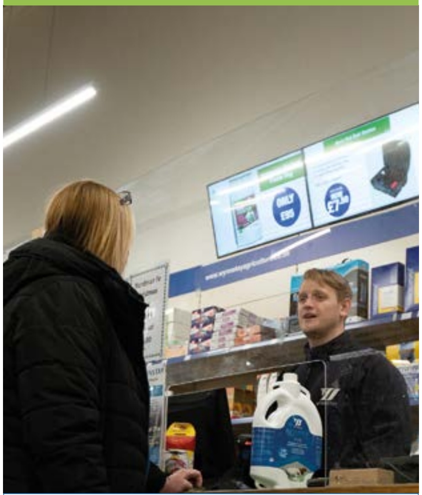
Fertiliser manufacturing sites at:

- Winmarleigh
- Montrose
- Goole
- Avonmouth (Bristol)

Seed processing site at:

- Astley (Shrewsbury)

Depot Merchanting



51 Depots across:

Wales, the Midlands, North West & South West England

Geographic reach

from Helston in Cornwall to Kendal in Cumbria

Network locations

focused in dense livestock areas

Supplying farmers, small holders and rural dwellers

Our **Purpose**, together with our **Values** enable us to achieve our **Mission**

Purpose

Wynnstay is a leading agricultural supplies company, supplying arable and livestock farmers with a wide range of inputs and services

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Values

T — **Teamwork**

Together we are more effective

We can be more effective as a business through collaboration and teamwork. This means communicating our goals well and listening to the ideas and concerns of all members of the team.

H — **Honesty, Commitment & Quality**

We aim high

By aiming high, we will succeed in creating a stronger, better business. It applies in all sorts of ways, including the quality of our products, the service we offer, the efficiency of our processes, and in the advice we provide. Ultimately, if we are a step ahead, customers will be assured of quality products, expert advice and good value.

R — **Respect**

Respect and fairness are essential

We believe that relationships flourish where there is mutual respect, and that people should be treated fairly and equitably. This is most relevant in the work place but it also cuts across all professional relationships, including with partners, suppliers and customers.

I — **Innovation**

Innovation is the future

Farming is changing and we want to provide farmers with access to the innovation that is driving sustainable and more effective farming practices. To that end we are constantly looking across the market for new products and approaches that will allow us to provide farmers with the tools they need to maximise their potential. We apply the same spirit to our business to ensure continuing development and improvement.

V — **Value Creation**

A better tomorrow

Our objective is to generate value for shareholders and for society, as well as for our customers and people. We endeavour to run the business in such a way that we offer participation in a business model with an attractive long-term financial profile, which also contributes to society.

E — **Environmental Sustainability**

A more sustainable world

We consider our environmental impact when making business decisions. We are dedicated to making our supply chain more sustainable, and are working hard towards contributing to a more sustainable world.

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Mission

Our mission is to help farmers feed the UK in a more sustainable way

Sustainability

Wynnstay is committed to protecting the local and global environment, ensuring we minimise the environmental impact of our activities, products and services to contribute to safeguarding our planet for the future.

We see legal legislation as the absolute minimum requirement to doing business and seek to raise the bar to reduce our carbon footprint in:

Operational efficiency

Reducing CO^2

Read more about our environmental strategy and impact on pages 36 - 43

Sustainable sourcing

Sustainable sourcing of raw materials, reducing deforestation and supporting an ethically traded supply chain

Read more about climate friendly feeds on page 26

Improving welfare

Improving the welfare of our people

Read more about investment in Health and Safety on pages 46 - 47

Working side by side

Working side by side with our farmer customers to deliver sustainable and efficient products and services

Wynnstay has relationships with a number of organisations which help us work towards our environmental and sustainability goals.

FEED, SEED, FERTILISER, ANIMAL HEALTH, HARDWARE

Crop Nutrition

- Nutrient management planning
- Environmental seed mixtures
- Bespoke blended fertilisers

Animal Health, Welfare + Nutrition

- CowSignals
- Livestock teams (youngstock, sheep + beef, dairy, poultry)
- Raw material sourcing – certified soya
- Climate feed range

FEED, SEED, FERTILISER, ANIMAL HEALTH, HARDWARE

Sustainable and efficient

Working side by side with our customers to delivery sustainable and efficient products and services

Our business model is aligned with the needs of our farmer customers

Our business model is aligned with the buying needs and habits of our farming customer base; which includes arable, livestock and mixed farms. We believe in a farmer-first safe and sustainable food industry. Our aim is to be the supplier of choice for the agricultural industry, which is itself embracing scale, technological automation and environmental sustainability. We offer quality, service and advice and place ourselves at the heart of rural farming communities.

Read more about changing farmer preferences and how we host and participate in leading agricultural events on pages 24-25

Our Divisions

Feed and Grain

Wynnstay manufactures and supplies a wide range of feeds and animal nutrition products for a range of sectors, including, dairy, beef, sheep, and poultry. The business operates three feed mills and three blending plants, and offers nutrition products in compounded, blended and meal forms, both in bulk and in bags. Bagged feed is predominantly sold through our depot network. In addition, we sell a range of feed raw materials through both the Wynnstay and Glasson Grain brands, as well as offering grain and combinable crop marketing services through the GrainLink business.

Read more about the on-farm impact of advice from our technical teams as they help farmers to optimise performance though nutrition on page 12

Read more about how our in-house nutrition team formulates rations to incorporate the advice from our technical teams to ensure livestock nutrition drives on-farm productivity. We are also licensed with the Veterinary Medicines Directorate (VMD) to enable us to incorporate medications in our feeds where appropriate on vet advice to support animal health on page 26

GrainLink – our in-house grain marketing company, provides farmers with an independent professional marketing service backed by the financial security of Wynnstay Group Plc. We have access to major markets for all grains and oilseeds.

Fertiliser and Seed

Our arable operations supply a wide range of services and products to arable and grassland farmers, including seed, fertiliser and agro-chemicals; along with a growing offering of services to ensure crops and forage solutions drive on-farm productivity to help farmers comply and benefit from changing government legislation. Our fertiliser manufacturing business, Glasson Fertiliser, is the second largest fertiliser blender in the UK.

Read more about our arable offering on page 27

Depot Merchanting

We operate a network of 51 well-established depots, offering a comprehensive range of products for farmers and rural communities. Our depot colleagues are highly trained to provide expert technical advice on product usage. Product purchases can be made in person, through click-and-collect, or ordered for direct delivery.

We maintain strong partnerships with leading pharmaceutical companies, offering a full range of non-prescription animal health products to ensure that animals remain disease-free, and that high health and welfare standards are achieved.

In addition to animal health solutions, we provide a wide array of products and services, including feed and nutrition solutions, crop and arable inputs, agricultural hardware products, agricultural consumables, and pet and equine, all designed to meet the diverse needs of our farmer customers.

Read more about our multi-brand range and product offering on page 13

Our multi-channel approach—spanning a network of depots, a field-based sales team, sales desk, and website—enables us to meet the evolving needs of our farmer customers. Across all these channels, our aim is to provide reliable, seamless service by ensuring timely deliveries and easy and efficient business interactions.

Understanding the current and future needs of our farmer customers is important to us. We leverage targeted market research to provide valuable insights that aid us in further enhancing our customer service.

Our specialist teams for Poultry, Dairy, Sheep & Beef, Youngstock, Hardware, Arable and Animal Health comprise of advisors who provide expert advice to our farmer customers in their respective fields. These experts offer tailored advice to help farmers choose the best products and services to optimise the health and performance of their livestock and crops. Additionally, our teams provide on-farm support services to further assist customers. As farmers face new challenges related to evolving government support packages the role of our specialist teams is becoming increasingly vital. These teams serve as a critical support system, guiding farmers through these changes with expert advice.

Our goal is to consistently deliver products that meet or exceed customer expectations, offering a diverse range of solutions that empower them to achieve their on-farm objectives. The shifting agricultural landscape, shaped by reduced government support, a growing emphasis on environmental schemes, and rising costs, presents both challenges and opportunities. We are committed to expanding our product range to help farmers successfully navigate these changes and meet their goals.

Case Study

Supporting our customers with technical advice and expertise.

David Howard, Head of Dairy Technical Services, establishes strong relationships with dairy enterprises across the Wynnstay trading area. David works closely with our farmer customers and their teams to understand the individual goals and challenges on each farm, and provides strategies and protocols to meet the desired outcomes.

During the year David Howard has worked closely with Nottingham University's Farm Manager Nigel Armstrong.

David commented

"Nigel originally approached me as he wanted to introduce a soya-free ration for the dairy herd at the University farm without compromising health or production. The introduction of this ration would support the University goal of reducing overall emissions per kilogram of milk and also achieve a bonus from the milk processor for having a soya free ration"

Nigel commented

"David formulated a soya-free ration with the introduction of amino acids into the cow's diet in May of 2024. Milk production has not only maintained but has been increasing while milk solids and herd health have all surpassed target. The advice David has provided has been invaluable as part of our soya-free journey"

Our teams serve as a critical support system, guiding farmers through changes with expert advice

We offer an extensive range of own branded products, alongside supplier branded ranges across our four routes to market.

Read more about our routes to market on page 25.

The extensive portfolio of own brands includes feeds, milk replacers, mineral supplements, animal health supplies and harvest products. The inclusion of own branded products within the range provides greater flexibility in product development and allows the business to adapt to market demands. These ranges are supported with the provision of specialist advice from our expert teams across all key sectors.

Chairman's Statement

We expect to see tangible benefits from our immediate focus on operational improvements

Steve Ellwood
Chairman

Overview

The year presented significant challenges for Wynnstay, which trading results reflect. A number of factors contributed, including very difficult weather conditions (which significantly impacted the planting season and harvest outcome), falling commodity prices and underperformance in certain areas of the business. Nonetheless, in this tough trading year, we continued with investment plans and took a number of important structural and operational decisions.

In mid-September 2024, we were pleased to announce the appointment of Alk Brand as Chief Executive Officer, with Gareth Davies having decided to step down from this role to continue to focus on a serious family matter. Since then, and building on existing work, the Board has agreed and launched a new programme to transform the Groups operations, Project Genesis. It is aimed at establishing a more efficient operating model that will drive future margins and profits and better support our growth ambitions in the agricultural supplies marketplace, which remains highly fragmented.

We believe there is a significant opportunity to simplify and streamline the Group's operations, bringing subsidiary operations closer to the centre and integrating certain operations. We have already commenced this transformation programme and have made important senior management changes. The year's results therefore have also been affected by material one-off costs, relating to these management and organisational changes as well as to the restructuring of manufacturing operations. Project Genesis has a three-year time horizon and we expect to see some initial benefits come through in the new financial year.

Financial Results

Revenue for the financial year decreased to £613.1m (2023: £735.9m), with £117.9 (96%) of the reduction accounted for by falling commodity prices. Lower activity in Feed and Grain was an additional factor. Gross profit was broadly flat at £79.2m (2023: £79.9m) while adjusted operating profit was down by 23% at £7.9m (2023: £10.2m). This mainly reflected significantly higher administrative expenses, up by 20%. Adjusted profit before tax was £7.6m (2023: £10.3m), which includes the Group's share of profits of joint ventures of £0.8m (2023: £0.9m).

On a statutory basis, including amortisation of acquired intangibles and share based payment expenses (£0.5m (2023: £0.5m)), losses on mark to market of derivatives (£0.5m (2023: £0.8m)) and non-recurring items (£2.3m (2023: £0.1m)) and the share of tax incurred by joint ventures (£0.2m (2023: £0.2m)), profit before tax was £4.1m (2023: £8.7m) and earning per share was 12.12p (2023: 30.74p).

Balance sheet and cash generation

The Group continued to generate good cash flows and the balance sheet remains very strong, with net cash at 31 October 2024 at £32.8m (2023: £23.7m). Including IFRS 16 leases, net cash increased to £17.2m (31 October 2023: £10.7m). As part of our cash strategy, we have instigated a full review of our operating assets and have established a new capital allocation framework.

Dividend

The Board is pleased to propose a final dividend of 11.90p per share, which subject to shareholder approval at the Company's AGM on 27 March 2025, will be paid to shareholders on the register as at 28 March 2025 on 30 April 2025. Together with the interim dividend of 5.60p per share, paid on 31 October 2024, this gives a total annual dividend of 17.50p (2023: 17.25p), an increase of 1.4% year-on-year. The proposed final dividend reflects the Group's strong cash generation as well as the Board's view of prospects in the new financial year.

The Board has taken the decision to suspend the Company's Scrip Dividend Scheme 2015, therefore the final dividend will be paid entirely in cash.

Sustainability

The Group continues to make steps towards reaching Net Zero by 2040. Our 2024 Task Force on Climate-related Financial Disclosures ("TCFD") Report, which can be found on pages 40 - 43, details our progress in developing our Net Zero roadmap. Our investment programme in solar energy is well under way and previous investments in this area have delivered the expected robust returns.

The Group's sustainability plans also encompasses our offering to our farmer customers as they focus on environmental and biodiversity goals. This reflects the major transition currently under way in governmental support, from payments based on the EU's Common Agricultural Policy (CAP), to a new system of financial support based on environmental outcomes. We continue to adapt and develop our products and services in support of this changeover. Our teams of on-farm specialists provide wide-ranging advice and guidance, including on environmental seeds, soil health, water and air quality, livestock nutrition and new farming techniques and interventions.

Board Changes

After an extended period of absence relating to a serious family matter, Gareth Davies stepped down as Chief Executive Officer on 1 October 2024 to continue to focus on this matter. He remains on the Board in a non-executive advisory capacity until the Group's AGM in March. On behalf of everyone at Wynnstay, I would like to thank Gareth for his valued service and tremendous commitment to the Group since he joined in 1999, becoming Chief Executive Officer in 2018.

We welcome Alk Brand, the Group's new Chief Executive Officer. Alk has a highly successful track record in business growth and development, which includes M&A, acquisition integration and efficiency programmes. He has wide experience of the agricultural sector, supply chains, farming co-operatives and food markets. Alk was previously Chief Executive Officer of Westfalia Fruit Group, the UK-based fresh produce business with operations across 17 countries. Before that, he headed Richardson International UK, the miller and supplier of grain-based ingredients. He comes from a family farming background in South Africa.

We announce today the retirement of Non-executive Director, Howell Richards. He will step down from the Group at the forthcoming AGM. With his wide understanding of the agricultural industry, he has provided sound counsel over many years for which we thank him. A recruitment process to find a suitable successor, with relevant industry knowledge, is in progress and an announcement will be made in due course.

Outlook

Our transformation and investment programme is under way and should significantly strengthen our model and establish a higher base level of profitability. It fully supports our growth plans, which are based on accretive acquisitions and organic growth.

The year under review was a very difficult year for the Group, but with the actions we have already taken, we expect Wynnstay to deliver a better performance in the new financial year and beyond.

Steve Ellwood
Chairman

10 February 2025

Datganiad y cadeirydd

Disgwyliwn weld manteision diriaethol o'n ffocws uniongyrchol ar welliannau gweithredol

Steve Ellwood
Cadeirydd

Trosolwg

Mae Wynnstay wedi wynebu heriau sylweddol yn ystod y flwyddyn ac mae'r canlyniadau masnachu yn adlewyrchu hynny. Roedd nifer o ffactorau wedi cyfrannu at hyn, yn eu mysg amodau anodd iawn o ran y tywydd (a gafodd effaith sylweddol ar y tymor plannu a chanlyniadau'r cynhaeaf), gostyngiad ym mhrisiau nwyddau a rhai rhannau penodol o'r busnes yn tanberfformio. Serch hynny, yn y flwyddyn fasnachu anodd hon, gwnaethom barhau â chynlluniau buddsoddi a gwneud nifer o benderfyniadau strwythurol a gweithredol pwysig.

Ganol mis Medi 2024, roeddem yn falch o gyhoeddi bod Alk Brand wedi cael ei benodi'n Brif Swyddog Gweithredol, wedi i Gareth Davies benderfynu rhoi'r gorau i'r rôl hon er mwyn parhau i ganolbwyntio ar fater teuluol difrifol. Ers hynny, a gan adeiladu ar waith sydd eisoes yn mynd rhagddo, mae'r Bwrdd wedi cytuno lansio rhaglen newydd i drawsnewid gweithrediadau'r Grŵp, Project Genesis. Ei nod yw sefydlu model gweithredu mwy effeithlon a fydd yn ysgogi elw y dyfodol a maint yr elw hwnnw yn ogystal â chefnogi ein huchelgeisiau yn well o ran twf yn y farchnad cyflenwadau amaethyddol, sy'n dal yn dameidiog iawn.

Rydym yn credu bod cyfle sylweddol i symleiddio ac ad-drefnu gweithrediadau'r Grŵp, gan ddod â gweithrediadau is-gwmnïau yn nes at y canol ac integreiddio rhai gweithrediadau penodol. Rydym eisoes wedi dechrau ar y rhaglen drawsnewid hon ac wedi gwneud newidiadau pwysig i uwch reolwyr. Felly, mae costau perthnasol untro, sy'n ymwneud â'r newidiadau sefydliadol a rheoli hyn yn ogystal ag ailstrwythuro gweithrediadau gweithgynhyrchu, hefyd wedi effeithio ar ganlyniadau'r flwyddyn. Pennwyd cyfnod o dair blynedd ar gyfer Project Genesis ac rydym yn disgwyl gweld rhai manteision cychwynnol yn dod i'r amlwg yn y flwyddyn ariannol newydd.

Canlyniadau Ariannol

Roedd y refeniw ar gyfer y flwyddyn ariannol wedi gostwng i £613.1m (2023: £735.9m), gyda'r cwymp ym mhrisiau nwyddau i'w gyfrif am £117.9 (96%) o'r gostyngiad. Roedd llai o weithgarwch yng nghyswllt Bwyd Anifeiliaid a Grawn yn ffactor ychwanegol. Roedd yr elw gros yn weddol wastad, sef £79.2m (2023: £79.9m) er bod yr elw gweithredol wedi'i addasu wedi gostwng 23% i £7.9m (2023: £10.2m). Yn bennaf, roedd hyn yn adlewyrchu costau gweinyddol sylweddol uwch, sydd wedi cynyddu 20%. Yr elw wedi'i addasu cyn treth oedd £7.6m (2023: £10.3m), sy'n cynnwys cyfran y Grŵp o elw mentrau ar y cyd o £0.8m (2023: £0.9m).

Ar sail statudol, gan gynnwys amorteiddio asedau anniriaethol caffaeledig a threuliau talu seiliedig ar gyfranddaliadau (£0.5m (2023: £0.8m)), Colledion arf arc I'r farchnad o ddeilliad (£0.5m (2023: £0.5m)) ac eitemau anghylchol (£2.3m (2023: £0.1m) a chyfran y dreth a ysgwyddwyd gan fentrau ar y cyd (£0.2m (2023: £0.2m)), yr elw cyn treth oedd £4.1m (2023: £8.7m) a'r enillion fesul cyfranddaliad oedd 12.12p (2023: 30.74p).

Mantolen a chynhyrchu arian

Parhaodd y Grŵp i gynhyrchu llifoedd arian da ac mae'r fantolen yn dal yn gryf iawn, gyda'r arian net ar 31 Hydref 2024 yn £32.8m (2023: £23.7m). Gan gynnwys lesoedd Safonau Adrodd Ariannol Rhyngwladol (IFRS)16, roedd yr arian parod net wedi cynyddu i £17.2m (31 Hydref 2023: £10.7m). Fel rhan o'n strategaeth arian parod, rydym wedi dechrau adolygiad llawn o'n hasedau gweithredol ac wedi sefydlu fframwaith newydd ar gyfer dyraniadau cyfalaf.

Difidendau

Mae'r Bwrdd yn falch o gynnig difidend terfynol o 11.90c fesul cyfranddaliad, a fydd, yn amodol ar gymeradwyaeth cyfranddalwyr yng Nghyfarfod Cyffredinol Blynyddol y Cwmni ar 28 Mawrth 2025, yn cael ei dalu i gyfranddalwyr ar y gofrestr fel y mae ar 27 Mawrth 2025 ar 30 Ebrill 2025. Ynghyd â'r difidend interim o 5.60c fesul cyfranddaliad, a dalwyd ar 31 Hydref 2024, mae hyn yn rhoi cyfanswm difidendau blynyddol o 17.50c (2023: 17.25c), cynnydd o 1.4% o un flwyddyn i'r llall. Mae'r difidend terfynol arfaethedig yn adlewyrchu'r ffaith bod y Grŵp yn cynhyrchu arian yn gryf yn ogystal â barn y Bwrdd am y rhagolygon yn y flwyddyn ariannol newydd.

Mae'r Bwrdd wedi penderfynu gohirio Cynllun Difidend Scrip 2015 y Cwmni, felly bydd y difidend terfynol yn cael ei dalu'n gyfan gwbl mewn arian parod.

Cynaliadwyedd

Mae'r Grŵp yn parhau i gymryd camau tuag at gyrraedd Sero Net erbyn 2040. Mae ein Hadroddiad Tasglu 2024 ar Ddatgeliadau Ariannol sy'n gysylltiedig â'r Hinsawdd ("TCFD"), sydd i'w weld ar dudalennau 40 -43, yn manylu ar ein cynnydd o ran datblygu ein map trywydd Sero Net. Mae ein rhaglen fuddsoddi mewn ynni solar yn mynd rhagddi'n dda ac mae buddsoddiadau blaenorol yn y maes hwn wedi cyflawni'r enillion cadarn roeddem yn eu disgwyl.

Mae cynlluniau cynaliadwyedd y Grŵp hefyd yn cynnwys ein cynnig i'n cwsmeriaid sy'n ffermwyr wrth iddynt ganolbwyntio ar nodau amgylcheddol a bioamrywiaeth. Mae hyn yn adlewyrchu'r newid mawr sydd ar y gweill ar hyn o bryd o ran cymorth gan y llywodraeth, o daliadau sy'n seiliedig ar Bolisi Amaethyddol Cyffredin yr UE (CAP), i system newydd o gymorth ariannol sy'n seiliedig ar ganlyniadau amgylcheddol. Rydym yn parhau i addasu a datblygu ein cynnyrch a'n gwasanaethau i gefnogi'r newid hwn. Mae ein timau o arbenigwyr ar y fferm yn darparu cyngor ac arweiniad eang, gan gynnwys ar hadau amgylcheddol, iechyd pridd, ansawdd dŵr ac aer, maeth da byw a thechnegau ac ymyriadau ffermio newydd.

Newidiadau i'r Bwrdd

Ar ôl cyfnod estynedig o absenoldeb yn ymwneud â mater teuluol difrifol, ymddiswyddodd Gareth Davies fel Prif Swyddog Gweithredol ar 1 Hydref 2024 er mwyn parhau i ganolbwyntio ar y mater hwn. Mae'n parhau i fod ar y Bwrdd mewn rôl ymgynghorol anweithredol tan Gyfarfod Cyffredinol Blynyddol y Grŵp ym mis Mawrth. Ar ran pawb yn Wynnstay, hoffwn ddiolch i Gareth am ei wasanaeth gwerthfawr a'i ymrwymiad aruthrol i'r Grŵp ers iddo ymuno yn 1999, gan ddod yn Brif Swyddog Gweithredol yn 2018.

Rydym yn croesawu Alk Brand, Prif Swyddog Gweithredol newydd y Grŵp. Mae gan Alk hanes llwyddiannus iawn ym maes twf a datblygiad busnes, sy'n cynnwys rhaglenni M&A, integreiddio caffael ac effeithlonrwydd. Mae ganddo brofiad helaeth o'r sector amaethyddol, cadwyni cyflenwi, cwmnïau ffermio cydweithredol a marchnadoedd bwyd. Arferai Alk fod yn Brif Swyddog Gweithredol Westfalia Fruit Group, y busnes cynnyrch ffres sydd wedi'i leoli yn y DU ac sydd â gweithrediadau ar draws 17 o wledydd. Cyn hynny, roedd yn bennaeth ar Richardson International UK, y melinydd a'r cyflenwr cynhwysion grawn. Mae'n dod o gefndir ffermio teuluol yn Ne Affrica.

Heddiw, rydym yn cyhoeddi ymddeoliad y Cyfarwyddwr Anweithredol, Howell Richards. Bydd yn rhoi'r gorau i'w rôl gyda'r Grŵp yn y Cyfarfod Cyffredinol Blynyddol sydd ar ddod. Gyda'i ddealltwriaeth eang o'r diwydiant amaethyddol, mae wedi rhoi cyngor doeth dros nifer o flynyddoedd ac rydym yn diolch iddo am hynny. Mae proses recriwtio ar waith i ddod o hyd i olynydd addas sydd â gwybodaeth berthnasol am y diwydiant, a bydd cyhoeddiad yn cael ei wneud maes o law.

Rhagolygon

Mae ein rhaglen trawsnewid a buddsoddi yn mynd rhagddi a dylai gryfhau ein model yn sylweddol a sefydlu lefel sylfaen uwch o ran proffidioldeb. Mae'n cefnogi ein cynlluniau twf yn llwyr, sy'n seiliedig ar gaffaeliadau crynhöol a thwf organig.

Roedd y flwyddyn dan sylw yn flwyddyn anodd iawn i'r Grŵp, ond gyda'r camau rydym eisoes wedi'u cymryd, rydym yn disgwyl y bydd Wynnstay yn cyflawni perfformiad gwell yn y flwyddyn ariannol newydd a thu hwnt.

Steve Ellwood
Cadeirydd

10 Chwefror, 2025

Strategic Report

Our mission is to help farmers feed the UK in a more sustainable way

Strategy and Value Creation

Our Pillars support value creation

Expert Guidance

The quality of our advice enables us to stand-out and create deeper relationships with customers. We have strong teams of specialists who assist customers in identifying areas to improve their business so that they can produce food profitably, efficiently, sustainably and in an environmentally beneficial way.

Multi-channel Vision

Technology offers new ways of selling our products and services and enhancing our customer proposition. We are investing to take advantage of these new opportunities and align ourselves with the shift in customers' buying habits and engagement.

Organic Growth

There are very good opportunities for us to increase our market share across all our key areas of operation and to expand our manufacturing capability. As we increase our share of the market, we intend to continue to maintain our wide offering of products and services for livestock, arable and mixed farms. This balanced approach smooths sector volatility.

Acquisitions

Acquisitions have played an important role in Wynnstay's development to date, and remain an important element of our growth strategy alongside organic expansion. We look for acquisitions that complement our existing areas of operation and will add value.

ESG

Helping farmers to feed the country in a more sustainable way is our fundamental goal. It has the power to transform lives for the better. We are proud to be pursuing this aim and, alongside this, to uphold high ESG values.

Chief Executive Officer's Report

Wynnstay has developed a strong market position and there is a major opportunity to build and develop the Group

Alk Brand
Chief Executive Officer

Having joined Wynnstay on 1 October 2024, this is my first report as the Group's Chief Executive Officer"

Overview

It was an especially challenging year for the Group, with disappointing performances in feed and fertiliser activities. Higher costs, including labour and energy, were also issues although efficiency initiatives helped to mitigate this. It was unusual for both of the two main planting seasons for grain crops (autumn and spring) to suffer from exceptionally wet weather conditions. It led to a reduction in demand for agricultural inputs and also to the UK's second poorest harvest on record. Farmer sentiment was affected by higher costs and the ongoing uncertainties of the transition to new governmental support mechanisms. In addition, dairy and arable farmers contended with weaker farmgate prices, although these moved more favourably later in the year. Reported results were also affected by significant non-recurring items.

Despite these substantial headwinds, the Group continued to generate good cash flows, helped by effective cash management, and reductions in working capital. Wynnstay's balance sheet remains very strong, with significant net cash.

Wynnstay has developed a strong market position, and I share the view that there is a major opportunity to build and develop the Group. There is also an opportunity to reshape significantly the existing operations and to establish a more efficient and effective platform. This will enhance profitability as well as support our M&A strategy. We have commenced a three-year transformation programme, which we are calling Project Genesis, to drive reorganisation and investment, and have already made a number of management changes as we established a new senior team.

Divisional Performance

In order to provide investors with a better understanding of the Group's trading performance, and in line with the changes we are making to our organisational structure, we have re-examined our segmental reporting. We now report this data under three segments: Feed and Grain, Fertiliser and Seed, and Depot Merchanting. This replaces our previous segmentation of Agriculture and Specialist Agricultural Merchanting. Comparative segmental data for the prior financial year is provided. We foresee improvement and growth opportunities in all three segments.

Feed and Grain

Wynnstay manufactures and supplies a wide range of feeds and animal nutrition products, principally for the dairy, beef, sheep and poultry sectors. The Group operates three feed mills and three blending plants, manufacturing feed that is offered in compounded, blended and meal forms, and sold both in bulk and in bags. Bagged feed is predominantly sold through the Group's depot network. Wynnstay also sells a range of raw materials for feed, through its Wynnstay and Glasson Grain brands. Farmers are offered grain and com-binable crop marketing services through the GrainLink business.

Chief Executive Officer's Report - continued

Both the first and second halves of the year were challenging and the combined results of Feed and Grain operations show a significant decrease year-on-year. Total revenue was £353.3m (2023: £437.7m), with the decrease reflecting falling commodity prices, lower feed volumes, and a poor 2024 harvest. Poultry feed volumes in particular reduced as we started to transition away from manufacturing at Twyford. Together with more normal margins at GrainLink after a record prior year, this led to gross profit of £33.2m (2023: £36.6m). Higher labour and energy costs were also pressures. Adjusted profit before tax was £0.7m(2023: £5.7m).

Total manufactured feed volumes were 2.7% lower than the previous year, which compares to market growth of 3.8%, as estimated by the Agriculture and Horticulture Development Board ("AHDB"). As noted above, poultry feed volumes predominantly accounted for the variation.

We took the decision to bring forward the transition of manufacturing of poultry feed away from the Twyford site, and production ceased at the end of January 2025, approximately a year ahead of the termination of the lease. Instead, poultry feed will be manufactured at Llansantffraid and through third parties. We plan to develop our own micro manufacturing sites to serve our poultry customers in due course. As previously reported, it was considered unlikely that we would proceed with the renovation of the mothballed facility at Calne, and we have now agreed a price with a potential acquirer, subject to finalisation of legal documentation and due diligence and hope to complete a sale in the Spring of 2025. We have the ability to grow our market share and profitability from our anchor sites in Llansantfraid and Carmarthen through strategic investment, aligned with our vision to use manufacturing assets more efficiently.

Grain marketing and feed raw materials volumes together were 8.8% lower than in the prior year. The heavy rains during the planting season led to the UK's second lowest harvest on record and reduced the volumes available for marketing by GrainLink. It did not therefore repeat its excellent performance of the prior year, with margins also moving to more normal levels, as expected. Total feed raw materials volumes were up year-on-year, driven by higher demand from farmers. Margins remained stable.

Our specialist teams continued to work with our farmer customers, advising on nutrition for diary, beef, sheep, youngstock and poultry enterprises, as well as ways of improving performance efficiency and delivering environmental objectives. We will be adding to these specialist teams over the coming year.

As we start the new financial year, farmgate prices for red meat and free range eggs are robust and the price ratio for milk to feed ratio is favourable. This should boost farmer sentiment.

Fertiliser and Seed

The Group supplies a full range of high-quality, Wynnstay-branded agricultural fertiliser products (compound, straight, and blended), and its Glasson fertiliser blending operations are the UK's second largest fertiliser blender. Our specialists offer bespoke fertiliser programmes. These address specific soil conditions, thereby increasing the efficiency of the fertiliser and improving plant growth. The Group also supplies a wide range of seeds (spring, autumn, grass, maize, catch & forage, and environmental seeds), and operates a major seed processing facility in Shrewsbury, Shropshire.

Fertiliser and Seed activities contended with a second year of significant challenges, and while results were off last year's lows, the expected recovery did not materialise. Revenues totalled £119.7m (2023: £156.4m), gross profit rose to £11.4m (2023: £11.0m) and adjusted profit before tax increased to £1.4m (2023: £0.8m).

The continuing normalisation of fertiliser prices helped a recovery in demand for blended fertiliser, and Glasson Grain's volumes increased by 8% year-on-year. However, demand in the important fourth quarter of the financial year was disappointing as farmers delayed purchases, in reaction to weather conditions. Margins were also below target levels – affected by global fertiliser raw material price fluctuations as they continued to track back to pre Ukraine war (2022) levels.

The volume of merchanted fertiliser sold directly to farmers through the Wynnstay brand was slightly higher than the prior year but was affected by the smaller acreages sown (as a result of heavy rains) for a second year. Margins improved year-on-year.

The seed business was also affected by the unusually wet weather conditions, which disrupted the crucial planting seasons. Autumn cereal seed sales were lower than normal although higher than last year's severely impacted levels. Spring cereal volumes were hampered by a combination of lower availability of seed after the 2023 harvest yields and poor planting conditions. Sales of traditional grass seed mixtures were down year-on-year while demand for environmental seed mixtures grew strongly. This reflected farmer participation in the Welsh Government's Sustainable Farming Scheme and the English Government's Environmental Land Management Schemes. Our specialist advisors continued to provide customers with advice on seed mixtures to promote biodiversity and soil health. The seed industry offers significant growth opportunities. New integrated structures and sector focus will better enable Wynnstay to capture these.

We completed the planned closure of our fertiliser blending site at Howden, amalgamating its volumes into our plant at Goole for greater efficiency. We are now in the process of opening an advanced new fertiliser blending plant in the Port of Avonmouth, Bristol. It will extend our geographic reach, and also enable Glasson Fertilisers to serve customers in South Wales and the South West of England more effectively. The new facility will use advanced manufacturing technology to produce a wide range of fertiliser formulations and support our environmental offering. We expect it to become operational in Spring 2025.

Depot Merchanting

Wynnstay operates a network of 51 depots catering mainly for the needs of farmers but also rural dwellers. Depots are mostly located within the livestock areas of England and Wales. The network is supported by multi-channel routes to market, which include a digital sales platform, a sales trading desk, regional field sales teams and specialist catalogues.

Depot Merchanting revenue was £140.1m (2023: £141.7m), with deflation accounting for the slight decrease year-on-year. Footfall and transactions volumes were in line with last year. Gross profit improved to £34.6m (2023: £32.3m) and adjusted profit before tax increased to £5.5m (2023: £3.8m). Margin improvement more than offset operational cost increases, which included higher energy and labour costs.

After a difficult first half, with lower sales volumes in higher margin product categories, (which reflected both more cautious spending behaviour and a delayed start to the normal seasonal on-farm construction and maintenance projects because of the prolonged wet weather), trading improved in the second half of the financial year. There was a more favourable product mix and a better underlying margin performance.

We continued to develop our multi-channel routes to market, launching a click-and-collect service and direct-to-farm deliveries for certain products. Uptake of our digital portal increased further, although it is mainly used by farmers to manage and settle their customer accounts online.

Joint Ventures

Wynnstay's gross share of results of joint ventures (Bibby Agriculture Ltd, WYRO Developments Limited and Total Angling Limited) and associate company (Celtic Pride Limited) was £0.8m (2023: £0.9m). This was another good contribution. In July 2024, we concluded the sale of the Group's share of Total Angling Ltd.

Project Genesis

As discussed earlier, we are excited to have launched Project Genesis, our three-year operational transformation initiative. It is a fundamental step, which will integrate and streamline operations and establish a lower cost, more efficient operating model. This will enhance profitability and significantly improve the Group's ability to drive future growth and value creation.

Rob Thomas and I are leading the programme, supported by cross-functional teams. The programme is structured around workstreams focused on sales growth, margin improvements, operational efficiency, HR, and business processes. By simplifying our operations into distinct wholesale and direct sales channels, we will make operational gains, improve decision-making, and enhance financial discipline.

We expect to see significant benefits over the three years of transformation, with the new financial year seeing some early gains. As we progress execution, the financial and operational benefits should come through more strongly, building in each year. This programme will establish Wynnstay with a stronger, more scalable, and competitive business model, and enable us to better serve our customers and drive stronger return for our shareholders.

Outlook

The Group has a well-established market position, a strong balance sheet and generates robust cash flows.

Our major new programme to transform the Group's operations will sharpen our focus, introduce greater commercial discipline and strengthen our ability to deliver the returns envisaged by our growth plans. We have already made good early progress with the new programme, restructuring the senior leadership team and taking decisive action to close the Twyford site ahead of its lease termination date.

While agriculture is inherently subject to market and weather fluctuations, we believe that through a more streamlined and focused approach, the business will be more resilient against short-term market volatility and deliver stronger underlying returns. Our transformation programme supports our strategy of partnering with farmers to supply a comprehensive range of agricultural products while also consolidating a fragmented market. We are confident of the potential ahead of us to generate significantly greater shareholder value.

Our Depot Merchanting division will form a substantial part of our growth strategy. Depots are a significant margin creator for our business and renewed focus and investment in key resources to further improve performance will be given to this area.

We anticipate that our investments in people, processes, and platforms will fully materialise over the next three years, however the actions we have already taken should yield immediate tangible benefits.

Trading since the beginning of the new financial year has been in line with the Board's expectations, and we remain confident that the Group's performance in FY25 will show an improvement over FY24.

Alk Brand
Chief Executive Officer

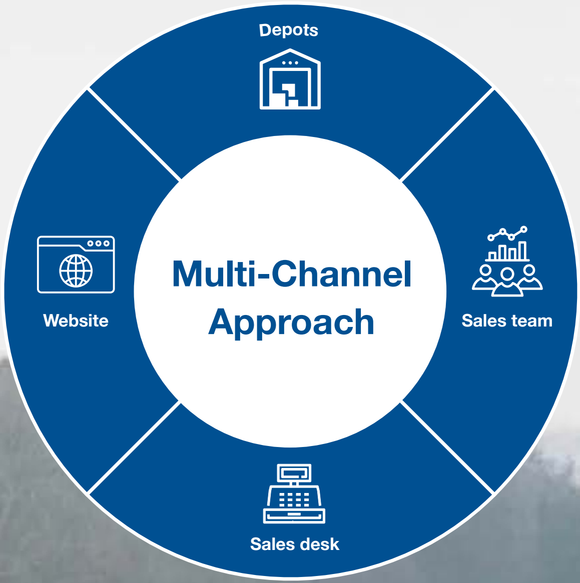
10 February 2025

Business Highlights

Agricultural events present a valuable opportunity for us to connect with our farmer customers and increase brand visibility across the industry. Each year, we participate in around 25 industry events, many of which are sector-specific, offering a platform to highlight the expertise of our specialist teams.

In addition to attending external events, we also host our own sector-specific events throughout our trading areas. This year marked the 10th annual Arable Event—a dedicated showcase for arable farmers—where we featured the latest seed varieties alongside a wide range of products and services through exhibitor stands.

During the year, we have also hosted a series of customer roadshows focused on optimising the health and performance of youngstock. These roadshows provide an excellent opportunity for knowledge transfer, allowing us to share valuable insights and practical solutions with our farmer customers.



Our multi-channel approach spans a network of depots, field-based sales teams, sales desk, and website—enables us to meet the evolving needs of our farmer customers.

Across these channels, our aim is to provide reliable, seamless service by ensuring timely deliveries and easy and efficient business interactions. Our network of depots plays a valuable role in local rural communities, offering employment opportunities, access to products and services and support for local causes and events.

"Agricultural events present a valuable opportunity for us to connect with our customers and increase brand visibility across the industry"

Sian Probert
Marketing Manager

Business Highlights - continued

Our in-house nutrition team formulates rations to deliver the nutrition chosen by farmer customers, with support from our Technical Teams. This helps farmers to get the most from their feed, which increases profitability and reduces waste.

Our range of climate friendly feeds offers certified sustainably sourced soya, soya-free and palm-free plus the inclusion of a methane reducing additive – Diamond V. Lower Phosphorus Layer Feeds results in a 13.8% reduction in phosphorus excretions per bird per year. Animal health should be primarily supported through good nutrition and husbandry on farm, which our Technical Teams help support. However, on occasions where animals do require the use of antibiotics or wormers to support their health, Wynnstay are able to deliver this through feed, following vet advice, ensuring that top levels of animal welfare are achievable.

“Our dedicated Seed Team are experts in grass, roots, cereals and environmental crops”

Matt Shand
Head of Seed

We are strengthening our arable presence in the East of England through GrainLink and our seed office in Elvington, Yorkshire. This complements the established West of England activities, along with a comprehensive team of arable specialists.

Our business includes both seed production and grain marketing activities through GrainLink. This integration allows us to offer seed and grain buy backs where additional premiums are valued by growers at a time when on-farm costs are rising and there is competition for land use.

We offer a comprehensive range of agricultural seeds and support our farmer customers in selecting the correct variety or mixture according to their end requirements. Our range includes conventional and organic mixtures, multi-species leys, protein crops and varieties from the leading plant breeders. The demand for Sustainable Farming Incentive (SFI) mixtures is increasing. We provide compliant mixes that are fit for purpose and offer benefits to farming environments and soils.

At our seed production facilities, our main being at Astley, Shropshire, we can clean, mix and pack high quality seeds across our portfolio and deliver nationally to our farmer customers.

Our team of arable specialists include FACTS-qualified individuals who prepare fully compliant Nutrient Management Plans. We can help customers who farm within Nitrate Vulnerable Zones (NVZs) to meet compliance with government regulations.

The farm traders trade grain by procuring cereals from farmers that are then sold into the animal feed industry, milling wheat supplying the UK's flour milling network and malting barley into the UK brewing market. In addition, we supply the biofuel industry and export markets with pulses for human consumption, mainly peas and beans. We have a fully equipped TASCC-accredited laboratory at Astley, Shrewsbury which provides accurate analysis on all grains, oilseeds and pulses. This, combined with our specialist knowledge of market price updates and agricultural news, gives access to macro-economic factors which effect commodity prices. This enables our traders to make trading decisions with confidence that we are marketing the grain at maximum potential.

Financial Review

The Group has generated strong operating cashflows during the year

Rob Thomas
Chief Financial Officer

Group Revenue

£613.1m

(2023: £735.9m)

Dividend per Share (pence)

17.50

(2023: 17.25)

Group Results

Group revenue in the year decreased by £122.8m to £613.1m (2023: £735.9m) reflecting reduced commodity prices and lower levels of activity in the Feed & Grain Division. Gross profit was broadly unchanged at £79.2m (2023: £79.9m) just £0.7m lower year-on-year. Adjusted operating profit reduced by £2.3m to £7.9m (2023: £10.2m).

Net finance costs increased by £0.3m to £1.1m (2023: £0.8m). IFRS 16 interest was £0.5m higher than 2023 and this was offset by a £0.2m reduction in bank interest. Share of profits of joint ventures reduced by £0.1m to £0.8m (2023: £0.9m).

Adjusted profit before tax reduced by £2.6m to £7.6m (2023: £10.3m).

Losses on the mark to market of wheat futures contract derivatives reduced by £0.3m to £0.5m (2023: £0.8m). These non-cash losses arise in accordance with the valuation requirements of IFRS 9 and have no effect on the grain trading book of the Feed and Grain Division.

There were £2.3m of non-recurring items in the year (2023: £0.1m).

£'000s	2024	2023
Revenue	**613,053**	735,877
Gross Profit	**79,209**	79,869
Adjusted operating profit	**7,926**	10,161
Adjusted profit before tax	**7,616**	10,267
Profit before tax	**4,097**	8,703
Basic EPS	**12.12p**	30.74p
Net Cash (excluding lease liabilities)	**32,824**	23,717

Taxation

The Group's tax charge, including joint ventures of £1.5m (2023: £2.0m), represents 34.9% (2023: 22.1%) of the Group pre-tax profit of £4.3m (2023: £8.9m). A reconciliation relating to Group's tax charge and Group pre-tax profit is given below:

In accordance with Schedule 19 of the Finance Act 2016, the Group has published a Tax Strategy document on its website, which confirms that the organisation is committed to full compliance with all statutory obligations and adopts a policy of full disclosure to HMRC. The Group refrains from using offshore tax jurisdictions and will not use specifically constructed tax avoidance schemes or arrangements.

£'000s	2024	2023
Group's tax charge		
Taxation	**1,308**	1,776
Share of tax incurred by joint ventures & associates	**191**	192
	1,499	1,968
Group pre-tax profit from continuing operations		
Profit before taxation from operations	**4,097**	8,703
Share of tax incurred by joint ventures & associates	**191**	192
	4,288	8,895
Effective tax rate in Group accounts	**31.9%**	20.4%
Effective tax rate including joint ventures	**34.9%**	22.1%

Earnings Per Share

Basic earnings per share were 12.12p (2023: 30.74p), based on a weighted average number of shares in issue during the year of 23.029m (2023: 22.525m).

Balance Sheet

Capital investment in fixed assets including right of use assets, amounted to £10.2m (2023: £15.5m) in the year. Of this amount, £1.3m related to renewal of previously held property leases.

Working capital reduced by 36.8m to £54.2m (2023: £61.0m) as a result of reductions in commodity prices. This has supported the generation of strong operational cash flows during the year.

Group net assets at the year-end amounted to £134.8m (2023: £135.2m), which, based on the weighted average number of shares in issue during the year of 23.029m (2023: 22.525m), equated to a net asset value per share of £5.86 (2023: £6.00 per share). Based on the number of shares in issue at the year-end of 23.127m (2023: 22.956m), this net asset per share value was £5.83 (2023: £5.89). Based on these balance sheet values, Return on Net Assets from adjusted profit before tax was 5.6% (2023: 7.6%).

£'000s	2024	2023
Tangible & intangible fixed assets	**43,939**	45,088
Right of use assets	**16,919**	14,129
Investments in property & joint ventures	**6,107**	6,257
Net working capital	**54,240**	61,029
Loans to joint venture	**600**	639
Net cash (excluding IFRS 16 leases)	**32,824**	23,717
Lease liabilities	**(15,658)**	(12,975)
Derivative financial instruments	**(879)**	(177)
Provisions	**(1,199)**	-
Current tax assets / (liabilities)	**950**	(257)
Deferred tax liabilities	**(2,994)**	(2,220)
Net assets	**134,849**	135,230

Financial Review - continued

Cash Flow and Net Cash

Net cash generated from operating activities amounted to £19.1m (2023: £17.2m). The net cash position at the year-end was £32.8m (2023: £23.7m). Including IFRS 16 leases, the net cash position was £17.2m (2023: £10.7m). The year-end represents a trough in the Group's annual seasonal working capital cycle and therefore usually results in the highest reported cash position.

During the financial year, a total of 140,780 (2023: 111,181) new ordinary shares were issued to existing shareholders exercising their right to receive dividends in the form of new shares. The total equivalent cash amount was £0.487m (2023: £0.474m). A further 31,487 shares were issued for a total cash consideration of £0.096m (2023: £0.997m) to employees exercising rights over approved share options (2023: 503,534). Under the Terms and Conditions of the Wynnstay Group Plc Scrip Dividend Scheme 2015, 'The Scrip Dividend Mandate will only apply in respect of future Dividend if the Directors decide to offer a Scrip Dividend Alternative in respect of that Dividend. If the Directors decide not to offer a Scrip Dividend in respect of any particular Dividend, a full cash Dividend will be paid in the usual way.' The Directors confirm that no Scrip Dividend alternative is offered for the year ended 31 October 2024 and the Wynnstay Group Plc Scrip Dividend Scheme 2015 should now be considered suspended in order to avoid dilution of existing shareholders' ownership percentage.

£'000s	2024	2023
Operating cash flows*	**13,817**	16,020
Working capital movement	**6,944**	4,252
Net interest	**(71)**	(294)
Tax paid	**(1,556)**	(2,763)
Net cash generated from operating activities	**19,134**	17,214
Net capital expenditure	**(1,061)**	(5,504)
Cash paid for acquisition of subsidiaries	**(33)**	(2,709)
Joint ventures, associates and trusts	**763**	600
Net cash used in investing activities	**(454)**	(7,613)
Proceeds from issue of share capital	**583**	1,471
Net movement in bank borrowings	**(1,806)**	(2,346)
Repayment of capital element of leases	**(6,290)**	(5,042)
Dividends paid	**(3,995)**	(3,868)
Net cash used in financing activities	**(11,508)**	(9,784)
Net movement in cash	**7,172**	(183)
Effects of exchange rate differences	**62**	61
Opening cash balances	**31,055**	31,177
Closing cash balances	**38,289**	31,055

*Before movements in working capital and provisions

£'000s	2024	2023
Cash and cash equivalents	**38,289**	31,055
Bank borrowings	**(5,465)**	(7,338)
Net cash (excluding IFRS 16 leases)	**32,824**	23,717
IFRS 16 leases	**(15,658)**	(12,975)
Net cash (IFRS basis)	**17,166**	10,742

The Board's objective is to maximise shareholder returns over the longer term"

Adjusted Profit Before Tax

£7.62m

Net Cash

£32.8m

Earnings Per Share (pence)

12.12

We plan to invest in increased and more efficient capacity"

Capital Allocation

The Board's objective is to maximise shareholder returns over the longer term, through a disciplined deployment of cash generated, and has adopted the following capital allocation framework in support of this:

- **Improved efficiency:** the Board has identified a number of opportunities to reduce costs and improve efficiency through a more streamlined management structure.
- **Organic growth:** the Board will invest in increased and more efficient capacity in order to satisfy demand within our chosen markets.
- **Acquisitions:** the Board will continue to explore value enhancing acquisition opportunities in our chosen markets in order to leverage scale advantages and to grow overall group revenues in the future. Such acquisitions will only be made where they are clearly value accretive to the business.
- **Returns to shareholders:** the Board recognises the importance of dividend to shareholders and intends to pay a regular dividend.

Our target is to make earnings enhancing investments which achieve rates of return well in excess of our internal cost of capital.

Going concern

As part of their normal year end processes the Board have reviewed commercial plans and budgets for the new financial year, together with assessing the principal identified risks and uncertainties for the Group. Detailed cashflow projections have been prepared and considered against available funding sources, which at the year-end included net cash of £17.16m, plus £10m of undrawn revolving credit facilities and £10.5m of unused overdraft facilities with HSBC Bank UK Plc (HSBC).

In May 2024 an RCF facility of £10m with a £5m accordion, was renewed with HSBC Bank UK Plc (HSBC) and committed to 28 February 2027. The facility was undrawn at 31 October 2024 and in addition, the Group has £10.5m unused overdraft facilities and net cash (including IFRS 16 leases) of £17.12m at the year end.

Detailed cash flow projections have been prepared and considered against these available funding sources and substantial headroom is available to fund the continuing development of the Group.

The Directors have therefore concluded that they have reasonable expectation that the Group has adequate financial resources to support the operational requirements of the business for the foreseeable future, and that it is appropriate to continue adopting the going concern concept in the preparation of financial statements.

Post balance sheet event

We are saddened to have to advise that on 6 January 2025 there was an employee fatality at our operating site in Llansantffraid. The police and HSE are conducting investigations and as these are in their infancy, we are unable to further elaborate on the matter at this stage. We are cooperating fully with the investigations and our sincere condolences go out to the family and affected colleagues at this difficult time.

Rob Thomas
Chief Financial Officer

10 February 2025

Principal Risks and Uncertainties

The strategic ambition of the Group is to create sustainable growth over the medium to long-term, by identifying appropriate business opportunities and developing these within a risk management framework appropriate to the activities being conducted, the scale of the enterprise and the resources available.

The Executive Directors have overall responsibility for reviewing risk management strategies, supported by the wider Executive Committee. Regular reviews are undertaken of the operating environment for evolving concerns. A risk register is maintained and overseen by the Chief Financial Officer, who seeks appropriate input across the Group.

The Non-Executive Directors provide oversight and scrutiny in this area to ensure that risk management is appropriately aligned with commercial strategy.

In all businesses, there are some risks and uncertainties which are not able to be fully controlled. The table below sets out the principal risks and uncertainties which could have a material impact on the Group, but the list is not exhaustive, and it is possible that there will be other risks or uncertainties that could have a material adverse impact. Whilst all companies are subject to some financial risk, the Group continues to have a strong balance sheet and low gearing; which remain priorities for the Board.

▲ Risk heightened during 2024 ▶ Risk remained at the same level as 2023 ▼ Risk decreased during 2024

Risk	Description of Risk	Mitigating Actions	Change
Operational			
Health and safety protocols	The safety, health and welfare of our colleagues, customers, suppliers and the communities in which we operate remains an absolute priority for the Group. Causing harm to any individuals through the Group's activities or actions creates moral, reputational and financial risk to the organisation, as well as potential disruption through absence, loss of experience, and other consequential implications.	The Group continues to embed the culture of mutual responsibility for Health and Safety matters. The CEO's priority personal objective is to keep all colleagues safe. Ongoing initiatives include extended training and enhanced auditing, and external system and policy reviews. Executive Site Safety Visits have been introduced during the year where each member of the Executive Committee is responsible for reviewing health, safety and welfare at two or more of the Groups operating sites during the year.	▶
IT systems including cyber security	Much of the Group's activities rely on networked IT systems, and the breakdown of any of these systems through mechanical fault, data loss, malicious activity or obsolescence could lead to failure in customer fulfilment processes, together with reputational and financial damage.	The Group has internal IT support teams to manage its computer systems, including procedures for recovery from disruption. Security training continues for relevant staff and recovery simulations have been successfully completed. Investment has increased to update both hardware and operating software solutions.	▶
Supply chain efficiency	The Group requires access to raw materials and goods for resale, and any disruption to its supply chains would damage revenue streams.	Strategic partnerships with suppliers are managed by specialist colleagues who aim to ensure inventories are kept at an optimum level.	▶
Financial			
Commodity prices, currency exchange rates and general market volatility	The Group's raw material inputs (grain, feed and fertiliser ingredients), along with the farmer customer outputs (dairy, meat, agricultural goods) are subject to world prices which are impacted by supply and demand, political factors and currency exchange rates, which could lead to fluctuating demand for the Group's products. Financial performance will also be impacted if raw material impacts on margin are not managed and passed on to customers.	The Group does not engage in the taking of speculative commodity positions, and uses position reporting systems, with appropriate buying limits in place, to manage its forward purchasing requirements for its manufacturing operations. Position reporting systems are in place, and where available, hedging tools such as commodity futures contracts are used to manage pricing decisions. Foreign currency risk is managed by entering into agreements at the time of the underlying transaction. Various hedging strategies have been used to fix costs where possible including, in the electricity and fuel markets.	▶

Risk	Description of Risk	Mitigating Actions	Change
Operational			
Operating environment	• **Impact of weather conditions and climate change** Demand for the Group's products is affected by climatic conditions which impact both livestock and arable activities. Therefore, customer demand can be impacted by the weather which, in turn, could lead to volatility of earnings.	The Group monitors trends, and, as noted above, seeks to diversify where possible to avoid reliance on individual customer or product groups, such as offering products to arable and livestock farmers.	▶
	• **Animal diseases** Much of the Group's commercial activity entails the supply of products into the livestock sector, and, as such any disease issue which impacts the number of animals may reduce the opportunities for the business. The recent increasing incidents of Avian Influenza represent serious commercial risks to an important customer sector for the Group's feed business.	The Group monitors areas of concern, and implements operational bio-security protocols to minimise the risk of contributing to the spread of disease. The Group is not dependent on any single category of livestock, and maintains exposure to multiple farming enterprises to reduce the impact from issues affecting any particular sector.	▶
	• **Government regulation and licences** A number of the operating sites within the Group require specific environment regulated permits, or other governmental approvals or licences. Non-compliance with the terms of such approvals could result in the withdrawal of authority to operate certain activities, which could lead to volatility of earnings or loss of reputation.	The Board oversees environmental and regulatory compliance by receiving regular updates from management, and monitoring the results of internal reviews and external compliance audits.	▶
Financial			
Credit	A significant proportion of the Group's trade is conducted on credit terms, and as such the risk of non-payment is always present.	Customers are credit checked, and appropriate limits set up prior to goods or services being supplied. The Group actively monitors accounts using the credit control policy, and the Board regularly monitors debtor days. The historic incidence of bad debts is low	▶
	• **Grain trading business** The grain trading business derives a significant proportion of revenue from a small number of key customers, leading to substantial customer credit balances.	The Group utilises credit insurance in order to provide partial cover against default by certain large customers for grain.	
Operational			
Industry consolidation and change	The Group operates in a fragmented market which is undergoing consolidation. Our strategy is to grow through a combination of organic and acquisition-based means in order to remain competitive, and benefit from economies of scale. Consequently, it is important to successfully identify, execute and integrate growth opportunities in order to mitigate the risk of customer loss and competition.	The Group pursues a sustainable growth strategy by seeking to increase its market share through geographic expansion and acquisitions. The Group continues to invest in its sales channels, capturing data through a customer relationship management tool in order to identify and manage customer sales, service, support and quality across our catalogue, direct to farm and specialist agricultural merchanting depot network.	▶
Government policy and agricultural support	The UK government and the respective authorities in the devolved nations, are in the process of implementing phased support mechanisms for farmers, with an underlying focus on sustainability and the environment. The potential for reduced income for the Group's predominant farmer customer base, either from the direct changes in support payments or, to the current commitments from an altered political agenda, could impact the demand for the Group's products.	The Group receives consultancy input on the implications of government policy and closely monitors changes to arrangements, and adapts plans to respond to the opportunities arising from such changes. The respective government's agricultural legislative frameworks have been fully investigated, and resources allocated to assist our customers to access the available funding for joint commercial benefit.	▶

Our Strategic Report for year to 31 October 2024, from the inside front cover to page 33, has been reviewed and approved by the Board and is signed by order of the Board.

Claire Williams
Company Secretary

10 February 2025

ESG Framework

The Sustainability Strategy is dual-focused on resource efficiency and future-proofing profitability of Group activities


WYNNSTAY
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Environmental

Delivering a sustainable farming future

Our impact on our environment is one of our major investment priorities as we strive to reduce any adverse effects that our activities may have on the environment. Our strategic approach not only seeks to do the right thing but recognises this can bring internal cost efficiency and produce external revenue opportunities. We seek to operate all activities in a sustainable manner, and all colleagues are actively encouraged to consider and minimise the environmental impact of their actions. Our aim is to become a carbon neutral business, coupled with a sustainability strategy which supports our farmer customers to become more efficient in the production of food.

Environmental Governance

As an evolution of the current sustainability-related activities, a new Sustainability Governance Structure has been developed in 2024, with the aim to build better cohesion throughout the Group.

A new Sustainability Leadership Team (SLT) has been formed. The SLT has overall responsibility for sustainability activities across the Group (internal and external). The SLT composition is a subset of the Group board of directors and Executive Committee. Initiatives driven by the SLT in 2024 include the setting of interim roadmap targets along the journey to carbon net-zero by 2040, focus on embedding climate risk with the Group's risk management strategy, considering the role of innovation in onward product procurement, and on-farm activities.

Wynnstay Group Plc Board

↕

Sustainability Leadership Team (SLT)

↕

Sustainability Department

↑ ↑

Operations Teams: Distribution, Manufacturing, Depots ↔ Commercial Offerings: Products and Services

Streamlined Energy and Carbon Report (SECR)

We measure and report our energy and carbon data across the whole Group, giving comprehensive data to measure the environmental impact of the Company.

Our SECR statement includes all emission sources required under the 2019 regulations for the financial year ended 31 October 2024. As this is the fifth year of reporting, we shall be comparing this year to the previous 2022/23 year, however the benchmark 2019/20 year is shown in the table.

Wynnstay Group used 12,608 (13,881 2022/23) carbon dioxide equivalent tonnes (tCO2e) of energy during the year. 32% (30% 2022/23) of energy was used in producing compound and blended feeds in our production plants. A further 57% (61% 2022/23) was used by our fleet of vehicles, this percentage decrease being driven by an absolute fall in the litres of road fuel used. Both production and transport efficiency are key to our energy savings plans, as we continue to seek efficiencies in factory throughput and miles achieved per litre for road fuel respectively.

The carbon intensity ratio we have chosen is the best reflection of our total activity across all our operations based on the total tonnage traded of agricultural inputs and grain. Our carbon intensity ratio for the year ended 31 October 2024 was 6.96tCO2e (7.37 2021/22) per 1,000 tonnes of agricultural inputs and grain traded. For future periods we shall set reduction targets for our carbon emissions to enable us to begin the measurement of energy efficiency along with financial performance.

In order to calculate the carbon emissions, we have used the emission factors from the UK Government's GHG Conversion Factors for Company Reporting 2024. One of the requirements of the SECR regulations is to report our total UK energy use in kilowatt hours (kWh); for this we have used the 2024 conversion factors. The Scope 1 and 2 emissions reported are for all operational facilities under our control and for which we have direct management responsibility. Scope 3 emissions are for employee mileages in own vehicles only.

Carbon emissions (tCO_2e)	Current 2023/24	Previous 2022/23	Benchmark 2019/20
Scope 1 Emissions	**9,375**	10,567	9,086
Scope 2 Emissions	**3,197**	3,282	3,582
Scope 3 Emissions	**36**	32	42
Total Emissions	**12,608**	13,881	12,710
Delivered tonnage of agricultural inputs and grain	**1,811,920**	1,882,745	1,560,895
Carbon intensity ratio (tCO_2e/1000t traded)	**6.96**	7.37	8.14
Total UK energy usage (kWh)	**54,991,617**	60,522,547	53,320,243

Internal Operations

Fleet

We invested in 16 new efficient heavy goods vehicles (HGVs) over the last year. The new HGVs are performing well reporting in excess of 10 miles per gallon. After the new editions, over 90% of the fleet now meets the Euro 6 emission standards.

Our company car fleet has grown in size over the last 12 months, and now 30% of the fleet is either fully electric or hybrid powered. As part of our continued investment in forklift trucks (FLT), we currently have 39 electric FLTs across the Group.

We have run various trials on electric and gas powered vehicles over the last 18 months, which have highlighted the developing technologies available to the business in the future. We have taken the learnings from the trial and plan to further trial electric vehicles and explore how electric recharging and biogas refuelling could work across our trading area.

Fleet KPI's:

HGV

MPG

- Bulk = 9.9 MPG
- Non-bulk = 10.8 MPG
- Store to farm = 27.6 MPG

Euro 6 standards

- 90% of fleet

Company Cars

- 30% of car fleet is fully electric or hybrid.
- 24 EV charging points installed, including 2 rapid chargers.

Forklift Trucks:

- 32% of FLT fleet is fully electric

Renewable Energy

We have continued to invest in renewable energy generation at our freehold sites. We have now installed over 1,000kWp of solar photovoltaic panels in nine locations. To date, the systems have generated over 700,000kWh which is the equivalent of 144 tonnes of carbon emissions saved (CO_2e).

Renewable Energy KPI's:

1,091kWp
Of solar PV installed

703,821kWh
Generated

9 sites
Utilising renewable energy

144t CO_2e
Saved

Taskforce on Climate Related Financial Disclosures (TCFD)

We recognise the significance of climate change and its potential financial implications. During the year we have been working to enhance the granularity of our risk management processes to improve the resilience of the Group's activities.

The Task Force on Climate Related Financial Disclosures ("TCFD") reporting framework has been used to set out our climate risk disclosures.

Governance

The Board is responsible for risk appetite and management strategy. The Audit Committee is responsible for monitoring climate change, including the TCFD process. During the year a Sustainability Leadership Team ("SLT") has been established and is responsible for driving sustainability initiatives across the Group. The SLT meet quarterly and are focused on accelerating resource efficiency within the Group alongside enhancing our sustainability offering to farmers and growers.

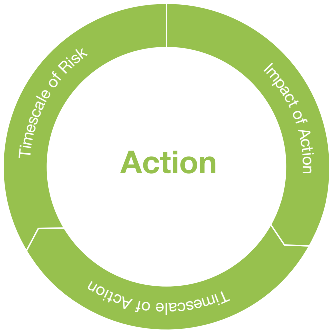
Risk Management

In addition to the Board's risk register, a climate risk matrix see page 42 has been developed to specifically consider the risks associated with climate change. Climate risk considers how climate changes could financially impact the Group. The two main types of climate-related risks are physical risks and transitional risks.

Physical climate risks arise from natural hazards and include extreme weather events such as volatile temperatures, flooding, and rising sea levels. These could affect production and distribution sites, damage cropping areas, or impact livestock welfare and performance.

Transitional climate risks arise from the transition to a low-carbon economy, for example, change in policy, regulation, technology, market conditions, consumer behaviours could impact on our reputation. Compliance costs could result in lower demand for traditional agricultural products.

We have estimated the materiality of climate risks and opportunities in order to prioritise the risks, to manage and maximise our opportunities.



Strategy

We have used three measurement periods to quantify the likely timescale of each risks:

- Short-term = 0-5 years
- Medium-term = 5-10 years
- Long-term = 10 years and beyond

Each risk is documented in the Climate Risk Matrix see page 42, which details how the risk might impact us and the likely timescale. Furthermore, the matrix also identifies the opportunities the Group could take advantage of as a result of a changing climate.

Metrics and Targets

In support of our overriding environmental target to achieve carbon net-zero by 2040 or sooner, we measure progress via the Streamlined Energy and Carbon Reporting (SECR) framework see SECR on page 38.

The SECR framework monitors overall scope 1 and scope 2 carbon emissions of the Group, comparing to a baseline year of year ending 2020. Alongside this, a carbon intensity ratio is used to factor in business growth, which allows for a year-by-year comparison of carbon reduction performance

Developing a Climate Risk Approach

In line with TCFD reporting requirements for the current year, Wynnstay has carried out a detailed assessment of climate risks and opportunities. This details the type, impact, timescale and mitigation of each risk, alongside the impact and timescale of each opportunity.

We have analysed risks and opportunities into two categories:

1. Those in which the Group is directly exposed via its operations and geographic site locations,
2. Those in which the Group is indirectly exposed via its upstream and downstream value chains.

The climate risks identified feed into a matrix which will be regularly reviewed to monitor impact of each risk over time. The Climate Risk Matrix also provides a basis for planned future work to stress-test our resilience. These include:

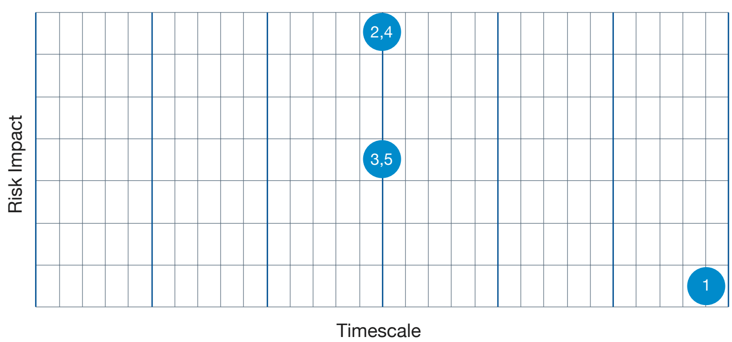
3. Assigning financial threshold figures to each risk and action impact
4. Climate change scenario sensitivity tests
5. Value chain mapping
6. Aligning climate risk and opportunities to Group strategy

Taskforce on Climate Related Financial Disclosures (TCFD) - continued

	Risk	Impact	Timescale	Mitigation
Physical risks				
Extreme weather events	Operations	Flooding at sites in close proximity to river/coastal areas.	Long-Term	Should one of our sites become flooded, alternative routes to market, such as direct deliveries, will be utilised.
	Suppliers	Disruption to logistic routes of products into our business.	Long-Term	Dual suppliers are available.
Climate impact on food production	Suppliers	Potential reduction in crop yields and reduced supply of raw materials into our feed mills.	Medium-Term	
	Customers	Changing buying habits and product requirements for customers.	Medium-Term	Our broad product range is constantly evolving to cater for our farmer customers needs.
Transitional risks				
Policy and legislation	Mandatory carbon tax	Additional operational costs for carbon intensive areas of the business, alongside indirect cost in creases from the supply chain.	Medium-Term	Investment in renewable energy to reduce our carbon impact see page 39.
	Policy that limits livestock protein consumption	This could impact the demand for core manufactured products such as animal feed.	Long-Term	Our climate-friendly feed range is gaining traction in the market.
Market condition changes	Customers	Changes in product and service requirements to the businesses of our farmer customers	Medium-Term	Focus on product procurement and investment in innovative agricultural solutions.
	Consumers	Changes to consumer buying habits relating to livestock protein consumption.	Long-Term	Our balanced business model, includes a range of arable and livestock customers.
	Finance	Access criteria to finance underpinned by sustainability credentials.	Medium-Term	We are continuously developing our sustainability approach, aimed at reducing our business impact on the environment and building resilience into the businesses of our farmer customers.
New Technology	Low carbon technology	The transition towards low-carbon technology often requires front-loaded finance to fund.	Medium-Term	Investing in low-carbon technology that unlocks a financial return and reduces our environmental impact, such as renewable energy.
Climate Risk Opportunities				
Carbon reduction solutions	Operations	Reduce the cost of energy and operational costs.	Medium-Term	Installation of renewable energy technology, and investment in process optimisation.
	Products and Services	Improve revenue and margin from new products and services offered to our farmer customer base.	Medium-Term	Focus on product procurement and investment in innovative agricultural solutions.

Wynnstay Climate Risk Matrix:

1. Extreme weather events (physical)
2. Climate impact on food production (physical)
3. Policy and legislation (transitional)
4. Market condition changes (transitional)
5. New technology (transitional)



Alignment Status

The following table provides a summary of our current alignment with TCFD recommendations.

TCFD pillar	Recommended disclosure	Current Status	Alignment	2023-2024 Objectives
Governance	Board's oversight of climate-related risks and opportunities.	Via the Audit Committee, the Board continues to oversee the Group's Risk Register, comprising climatic conditions. It is supported by the Sustainability Leadership Team (SLT).	Advanced	Risks aligned to executive roles.
	Management's role in assessing and managing climate-related risks and opportunities.	Responsibilities are assigned within the SLT and ExCo to develop climate-related strategy, best risk management practices, as well as detailed metrics and targets.	In Progress	Assigned to sustainability leadership team.
Strategy	Climate-related risks and opportunities identified over the short, medium, and long term.	Climate-related risks and opportunities have been assessed and measured. Timeframes and response action plans are now being defined.	In Progress	Risk matrix created and measured. Early evaluation of risks and opportunities.
	Impact of climate on the organisation's businesses, strategy, and financial planning.	The SLT has evaluated the materiality of climate risks and opportunities on its business.	In Progress	Risks have been considered and quantified.
	Resilience of the strategy, taking into consideration different climate-related scenarios.	Whilst risk assessment work has progressed, further consideration of our resilience to climate-related physical and transition risks in different climate scenarios will be considered in FY25. Scenario analysis will support this.	Planned	Risks considered, further climate related scenarios to be addressed.
Risk Management	Processes for identifying and assessing climate-related risks.	The ExCo and functional area managers are supported by the SLT and Group Board in the ongoing monitoring of climate-related risks.	In Progress	SLT has taken this forward. Functional teams to take more responsibilities.
	Processes for managing climate-related risks.	The Board sets up the Group overall strategy taking into account all risks within the Enterprise Risk Register. Climate-related risks are part of the Published Principal Risks and Uncertainties within the Enterprise Risk Register.	In Progress	Further scientific rigour to be applied to risk assessments.
	How such processed are integrated into overall risk management.			The new Executive Leadership team are keen to push further responsibilities to functional leaders.
Metrics & Targets	Metrics used by the organisation to assess climate-related risks and opportunities.	Current metrics are GHG emissions: Scope 1 and Scope 2. Operational KPIs have been discussed by the SLT and are being applied to the business. Performance against these will be measured in 2025.	In Progress	The SLT has been deriving functional KPIs to track progress.
	Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas emissions.	The Group Streamlined Energy and Carbon Reporting Statement 2022/23 includes Scope 1, Scope 2, and part of Scope 3 emissions.	Advanced	High energy usage areas have been highlighted and targeted for improvement.
	Targets used by the organisation to manage climate-related risks and opportunities.	Our main climate-related target is to be carbon neutral (Net Zero) by 2040. Other intermediary targets will be developed in 2024 to manage climate-related risks and opportunities.	In Progress	The SLT has considered interim activities and is considering appropriate timelines.

Climate roadmap overview

Our 2025 Climate Roadmap is centred around the following activities that will enable the Group to continue aligning to the TCFD disclosure recommendations.

Activity		FY24 Outcomes	FY25 Actions
1 Climate risk analysis	Detailed analysis of climate-related risks and opportunities: • Physical risks: factories, agricultural value chains, and customers. • Transition risks: upcoming regulations, market changes, and new technologies.	• Materiality of climate risks on strategy & financial planning. • Updated climate risk assessment methodology.	• Scientific analysis to support risk evaluation. • Risk and opportunities to be included in corporate strategy and commercial targets for functional areas.
2 Scenario planning and climate strategy	Development of climate scenarios to stress-test organizational resilience vs risks and opportunities & identify best strategic options.	• Appropriate targets & metrics to set strategy in motion.	• Scenario planning to enhance the risk register. • Address high energy usage areas within operating areas.
3 Net Zero Reduction Pathway	Continue to identify key reduction areas, hotspots, and areas of further focus to strengthen a clear forward-looking roadmap that communicates the reduction within Scope 1, 2 and 3 emissions.	• Transition Plan development for successful emissions reductions.	• Alignment of targets by business area to drive both commercial performance and meet shorter term roadmap for net zero objectives.

Social

We are committed to making a positive impact in the communities we serve

Employee Engagement

Our Colleague Forum is a group of individuals from across the business who meet to operate as a mechanism to input into the Group's strategic decision-making process, encourage involvement in business performance and increase awareness of the financial and economic factors affecting the Group. Colleague Forum representatives come from Customer Services, Nutrition, Quality Control, Feed Manufacturing, Commodity Trading, Transport, Procurement, Depots, Marketing, Field Sales, IT, Finance, Arable, GrainLink, Glasson and Youngs Animal Feeds. The Forum met four times during the year, and speakers to the meeting included the CEO, CFO, Group Head of Health, Safety and Compliance, and our Arable Director. Topics covered included highlights from our investor relations presentation, health and safety, the business activities of GrainLink and feed manufacturing operations. In addition to receiving information about health and safety investment, the Forum contributed several ideas for further improvements based on observations from their own experience. The Company Secretary is the Chair of the Colleague Forum and provides updates on the activities and relevant feedback on engagement to both the Board and Executive Committee.

Our Colleague Ideas Hub is a route for individuals from across the Group to submit business improvement ideas and suggestions for ways in which to improve all aspects of our business. Individuals are recognised for ideas. We were pleased to have received 66 suggestions during this year.

In 2024, 9 Colleague Roadshows were held throughout our trading area. During these events, the Executive Committee not only shared a comprehensive update on our business strategy but also actively sought the input from the attendees.

Our Wynnstay Connect platform informs colleagues of company strategy, initiatives, and developments, along with providing interactive communications across the Group. The platform also provides easy access links to career and development and benefits hubs, including pension and Share Save scheme portals. Our Share Save offering is popular with colleagues across sites and salary levels. We wish to continue to encourage colleague participation.

People Management and Development Framework

Our bespoke People Management and Development Framework works to preserve our 1st Choice Employer brand, while providing a set of principles, policies and processes to support the development progression of colleagues across the Group. The core focus of the framework is to support the attraction, retention and development of our people. It also provides management tools to support for career management and development.

Our Goal: To be a 1st-Choice employer

Simply put, a 1st-Choice employer is a company where colleagues and potential candidates want to work, with strong leadership, competitive pay and benefits offering, engaged workers, meaningful work, and attractive company culture.

We are committed to continuously reviewing and evolving the opportunities we provide to colleagues.

Equality & Inclusion Statement

Wynnstay has high expectations of our colleagues commitment to equality and inclusion across our business. Colleagues are valued regardless of their age, disability, gender reassignment, whether they are married or in a civil partnership, whether they are pregnant or on maternity leave, their race, religion or belief, their sex or sexual orientation. The working environment is one in which the rights and diversity of each individual are respected and celebrated, and behaviours that undermine this ethos are not tolerated.

The Equality and Inclusion Policy, an internal document available to the workforce, ensures colleagues are aware of their responsibilities to promote equality and diversity, and also gives colleagues an understanding of how to recognise and challenge discrimination. Regular training opportunities exist to keep colleagues informed of changes to equality legislation.

The Group adheres to its obligations under Section 78 of the Equality Act 2010, the Equality Act (Gender Pay Gap Information) Regulations 2016 and reports average pay rates for its male and female colleagues. The Group focusses on reducing its current pay gap and promotes equality, fair pay and career opportunities regardless of gender.

Wynnstay - 1st Choice Employer: What Does This Mean?

- A commitment to continuously enhancing and evolving the opportunities we provide to our colleagues
- Attracting and retaining top talent to drive our business forward
- Reflecting and upholding our core THRIVE values in all that we do

How do we do this?

- Job security in a financially stable business
- Active employee recognition and appreciation
- A robust rewards and benefits system
- Comprehensive training and development
- Being ethically and sociably responsible
- Progression opportunities

Social - continued

Health, Safety & Welfare

Health, safety, and environmental impact are at the heart of everything we do.

We are committed to providing a healthy and safe work environment. Our health and safety vision and policy reflects a proactive and preventative behavioural-based approach that integrates health and safety into our culture, values and the way we do business.

We recognise that to protect our colleagues and stakeholders from injury, illness, and other loss, we must value health, safety and well-being as much as our other core values.

Health & Safety Initiatives

Near Miss Reporting

A 'Near Miss' is an unplanned event that could have caused injury, illness, or damage, but did not this time. During the year, we established a new initiative where colleagues could report 'Near Miss' incidents through an easy-to-use QR code. This approach ensures we can identify and address potential hazards, leading to a safer workplace.

ESSVs (Executive Site Safety Visits)

During the year, we implemented our ESSVs ("Executive Site Safety Visits"), which provided an opportunity for our Executive Committee to engage with, and listen to the views of colleagues from across the business on matters of safety.

Positive Audits

Positive Audits are an opportunity for site or department managers to visit alternative sites within the Group to observe good practices in action, which they could implement in their own teams to improve health and safety.

Staying Safe on Farms Training

A training program targeted towards our colleagues who visit farms, providing them with the knowledge of farm dangers and the actions to take in the event of an emergency.

Our Aims

	Desired objectives;	Targets:
Aim 1		
To build a "Sensible Health and Safety Culture"	• To develop and undertake arrangements for occupational risk in accordance with industry best practices. • To ensure that safety management systems are implemented at all levels that enable Wynnstay to ensure that all business units of the organisation are meeting their legal obligations and our policies.	• To undertake internal auditing and provide evidence to ensure compliance with company standards, policies and legal obligations.
Aim 2		
To ensure that the organisation continually improves.	• Provide efficient methods for colleagues to report safety-related incidents, improve how incidents are investigated, and improve the quality of the investigations undertaken. • To develop efficient media in which any useful lessons learned are communicated to other colleagues throughout the Group.	• To notify all relevant incidents within a period of time allocated, in accordance with the accident/incident reporting flow charts, and to ensure relevant support is provided to undertake an appropriate investigation. • On notification of an incident, disseminate relevant information to colleagues by email or documented TBTs (Toolbox Talks) within 24/48 hours of the notification being received. • To avoid any non-compliance in regard to works undertaken. • Should a non-compliance be raised, this will be closed out in a timely manner and all works will be completed to the relevant compliance standards.
Aim 3		
To ensure Health and Safety performance is measured and monitored	• To identify effective and meaningful data with regard to 'lead and lag' performance. • To ensure that the data is used as part of the planning process to improve health and safety performance. • To develop a consistent approach to auditing and inspection across the Group, focusing on those key areas that influence improvements in health and safety performance. • To measure the safety management systems adopted at all levels of the company.	• Generate 'lead & lag' performance summary updates. • To undertake internal auditing of the Group **bi-annually**, so as to provide evidence to ensure compliance to our management system as well as to our policies and legal obligations. • To address any non-conformity as identified through internal or external audits within the **timeframe stated.**
Aim 4		
To develop leadership skills for managers that improve health and safety performance	• To undertake leadership training in health and safety by working with trainers and awarding bodies to develop managers as part of the leadership competencies. • Ensure that health and safety leadership skills and actions are developed for Senior Management, proportional to the role or appointment they undertake.	• To undertake internal auditing of the Group **bi-annually** and review leadership training requirements. • Bi-annually review partnerships to provide the quality and quantity of training.
Aim 5		
To maintain a skilled and competent workforce.	• To ensure that all individuals, including elected members, senior managers, colleagues, and contractors/partners who help deliver the services, have the level of competency to complete their role safely. • To ensure that any training or development necessary to achieve this is identified, quantified, planned and resourced to ensure that success in this aim is delivered.	• To review training records and competency regularly against employed role • To undertake training or development in health and safety by working with trainers and awarding bodies in accordance with the Group's requirements.

Training & Development

Wynnstay is built on the foundation of offering customers the highest standards of customer service and specialist advice. A key part of delivering this service is the training and development of our colleagues, which not only ensures a high service level but also offers career progression. We offer a range of training courses and professional qualifications across our business, which include:

- Management and Leadership - 20Twenty Business Growth and Apprenticeship
- Agricultural Sales and Personal Development – Box Clever
- Depot Manager, Sales and Apprenticeship Training- Riverside Training (England) and Cambrian Training (Wales)
- Specialist Expertise - BASIS (Pesticides and Fertiliser), FACTS (Fertiliser), AMTRA (Animal Health), Wynnsan Training Academy (Dairy hygiene), Cow Signals (Livestock health and welfare)
- People Management and Development - Chartered Institute of Professional Development
- Finance - Chartered Institute of Management Accountants
- Health and Safety - Institution of Occupational Safety and Health
- Cybersecurity - Knowbe4 Cyber Security Training

Social - continued

Industry Initiatives

We championed various industry initiatives throughout the year, proudly sponsoring events like the NFU Cymru Wynnstay Sustainable Agriculture Award, NFU Cymru Poultry Conference and The Cream Awards. Additionally, we actively endorsed crucial industry campaigns such as Back British Farming Day and Mind Your Head Farm Safety. Our dedicated involvement in these endeavours underscores our commitment to the agricultural sector and serves as a vital means to connect with the next generation—fostering relationships with future customers and potential colleagues.

Some of the industry initiatives and campaigns we have supported.

- NFU Cymru Wynnstay Sustainable Agriculture Award
- NFU Cymru Sustainable Farming Conference
- Dairy Vitality Award at The British Dairying Cream Awards
- NFU Cymru Poultry Conference
- BFREPA Young Person Initiative

Engaging With Our Customers

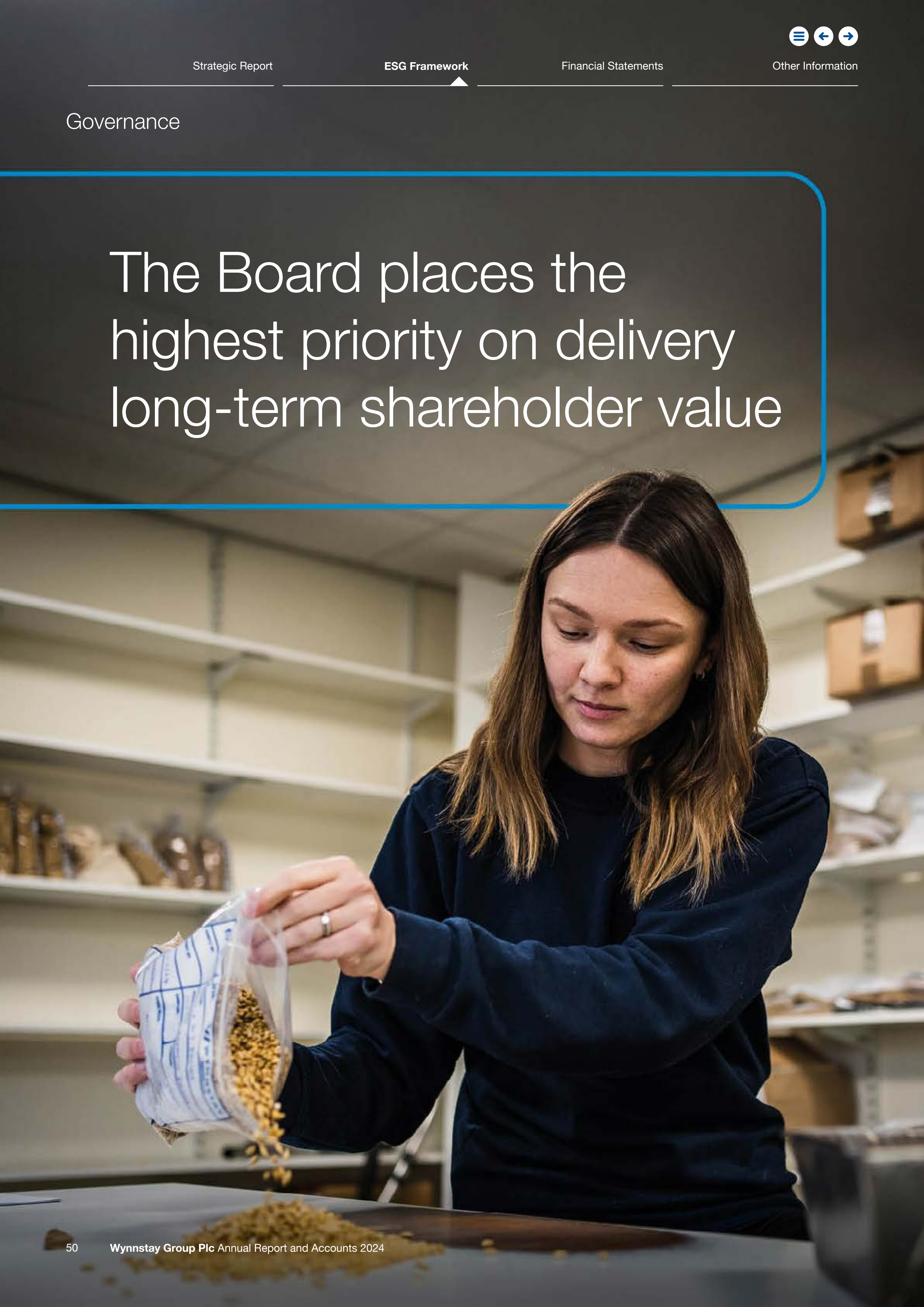
As part of our customer engagement strategy, we held our annual Arable Event, now in its 10th year. This event invites customers to explore trial plots, browse trade stands, watch demonstrations, and listen to insights from keynote speakers in the agricultural industry. Complementing these flagship events are various localised depot events, on-farm workshops, and customer meetings, collectively providing numerous opportunities for ongoing and meaningful engagement with our valued customers.

Community Impact

Our commitment to making a positive impact in the communities we serve is important. Throughout the year, we supported 143 individual events or causes, ranging from local agricultural shows to charitable initiatives, community groups, and educational settings. In the spirit of giving back, we directly contributed £3,700 to charitable causes and £21,150 to initiatives within the agricultural and local communities.

Governance

The Board places the highest priority on delivery long-term shareholder value



Stakeholder Engagement

We have five main stakeholder groups. We have specific corporate goals for each, which are balanced to satisfy the expectations of each group to achieve our overall strategic ambitions. Engagement channels are well developed for each grouping, which provide strong two-way communication links, ensuring the Board is always cognisant of expectations.

Stakeholders

Customers – the Group seeks to excel in terms of range, value, quality, and service. The relationship nature of the Group's trading activities requires strong communication links with individual customers, which are maintained through named account managers and other dedicated sales contact colleagues, regular correspondence and increasingly through digital interaction channels. The Group has specialist teams who are able to offer advice on a range of agricultural matters, and more details can be found on page 12.

Shareholders – the Board seeks to execute its strategy in a sustainable way in line with our corporate values, Wynnstay THRIVE, which is explained on page 7. We utilise the principles set out in the QCA code to use good corporate governance and build trust, communicating updates on financial performance in a timely and appropriate manner. Directors will routinely engage with both institutional and private investors and will seek out opinions on unusual or potentially controversial matters before applying policy changes.

Colleagues – the Group aims to attract, develop and reward high-quality colleagues, and ensure a safe, productive and interesting environment to work in, thus encouraging the highest levels of customer service. The Group has a Colleague Forum and a senior management "open- door" policy to encourage open dialogue across the Group. Executive Committee members regularly visit operational locations and colleagues are routinely updated on developments through correspondence, newsletters, blogs and meetings.

Suppliers – the Group has a comprehensive network of reliable and supportive suppliers and seeks to select suppliers who offer sustainable partnerships in order to offer better value to our farmer customers. Product managers regularly engage with suppliers, developing marketing initiatives that align with the commercial objectives of the Group.

Communities – the Group aims to be an active and positive participant in the local communities in which it operates. Participation in social engagement with various community contacts is encouraged, and the Group selects certain charities to support on an annual basis. During the year some 240 examples of support were offered to community initiatives in the form of sponsorship, other financial support or practical assistance.

Stakeholder engagement - continued

Stakeholder priorities	Purpose of engagement	How we engage	Outcomes during the year ended 31 October 2024
Customers			
We aim to provide a reliable, seamless service to our customers by ensuring timely delivery, easy and efficient business interactions, and comprehensive knowledge sharing across all customer touchpoints. Our goal is to supply products that consistently meet or exceed customer expectations.	To foster a customer-first ethos, gaining a deeper understanding of our customers' current and future needs to deliver solutions that drive growth for both our customers and Wynnstay. By leveraging targeted external market research to gain insights into current and future customer demands.	We maintain continuous engagement with our customers through our depot network, field sales teams, customer service, and sales desk. Our technical teams also offer specialised on-farm support and tailored solutions. This multi-channel approach allows us to stay closely connected with our diverse customer base—whether in person, by phone, or digitally. Additionally, we participate in trade shows and host Wynnstay-branded events, such as the Arable Event, to further strengthen relationships and showcase our expertise.	By continuously listening to our customers and monitoring the evolving market, we were able to refine and enhance our offerings—such as our arable services—and tailor solutions to meet specific needs. This approach has also led to innovations like the introduction of our click-and-collect service.
Colleagues			
Our success is driven and achieved through our people. Our bespoke, aspirational employer brand aspires to position us as the 1st-Choice Employer. This is coupled with our people management and development framework, to deliver to offer an engaging workplace culture. Benefits packages are aligned to core values recognising and preserving long-term employment relationships, health and wellbeing, adaptability and flexibility, collaboration, and customer focus.	We recognise that engaged teams deliver success. We act in accordance with our values – THRIVE– to ensure that colleagues across all business areas are treated with dignity and respect whilst offering development and training where appropriate.	Our Personnel team communicate in line with good practise and CIPD professional standards. We value the views of our colleagues and continue to encourage participation in decision making through the Colleague Forum. Other engagement schemes include our Colleague Ideas Hub and recognition scheme, Wynnstay Connect communications platform and long Service events and awards.	66 Colleague Ideas were shared with our Executive Team following promotion of the scheme via Colleague Ideas Week. Colleague Forum meetings were held throughout the year. 'We Care' benefits scheme was launched earlier in the year and offers confidential and personal support to all colleagues, and their immediate families; including medical, health and wellbeing, financial and legal guidance. 14 colleagues received invitation to our long service event and were presented with an award by the Company Chairman.
Shareholders			
Sustainable growth, with a focus on supporting the agricultural sector. Consistent share price growth. A progressive, dependable dividend policy. Strong resilience utilising a balanced business model to mitigate challenging market conditions, particularly in agriculture.	To clearly communicate how Wynnstay aims to deliver growth and create value, both for shareholders and the agricultural community. To ensure the Group's strategy evolves in line with the changing interests of shareholders. To provide shareholders with regular opportunities to engage directly with Board members, fostering transparency and dialogue.	We hold bi-annual investor roadshows, timed with our half-year and full-year results, where institutional investors and farming shareholders can meet with the CEO and CFO. Recorded webcasts of our financial results are made available on our website, wynnstaygroup.co.uk, which also features the Annual Report, presentations, trading updates, and sector-specific resources for our farming shareholders. The AGM is well attended by our traditional farming shareholders and offers an additional chance for them to engage directly with the Board to discuss corporate strategy and market conditions.	Additional interactions with significant shareholders during the year to keep them abreast of how we managed leadership changes. Improved articulation of the Group's segments and insight as to how we generate our profits.
Suppliers			
Provide Innovative and fit for purpose range of goods for our customer needs.	Ensure ranges meet customer needs. Ensure value is captured from procurement engagement. Collaborate with our supplier base to ensure sustainability is high on the agenda for ongoing improvements.	Regular meetings with suppliers regarding ongoing performance and future opportunities. Agreed trading terms to ensure ethical trading, which are reviewed annually Regular reviewing of ranges to ensure customer needs and expectations are met in line with ranging strategy.	Improved trading margin due to ongoing supplier negotiations and collaboration. Supplier rationalisation. Stock keeping unit (SKU) rationalisation continues following ongoing range reviews.
Communities			
For Wynnstay to be an active and positive participant within the communities in which it operates.	To make a meaningful contribution to the local communities where we operate, recognising their crucial role in the agricultural industry across our trading area.	This year, we supported a diverse range of causes across our trading areas, from agricultural shows to charitable events and initiatives aimed at supporting the next generation of farmers. Through these efforts, we strengthened our commitment to the communities we serve, fostering growth and resilience at both local and regional levels.	Support of 143 causes, which included 86 shows, 30 charitable causes and 21 activities relating to the next generation of farmers.

S172 Statement and Significant Board Decisions

Background

All large companies are required to include a separate statement in their strategic report that explains how its directors have had regard to wider stakeholder needs when performing their duty under s172 of the Companies Act 2006. This disclosure requirement in no way changes the underlying statutory duties of a director, which are set out below:

Section 172(1) of the Companies Act 2006

A director of a company must act in the way he/she considers, in good faith, and would be most likely to promote the success of the company for the benefit of its members and in doing so have regard (amongst other matters) to:

a. The likely consequences of any decision in the long-term

b. The interests of the company's employees;

c. The need to foster the company's business relationships with suppliers, customers and others;

d. The impact of the company's operations on the community and the environment;

e. The desirability of the company maintaining a reputation for high standards of business conduct, and;

f. The need to act fairly between members of the company.

The Board and its individual directors have acted in accordance with these statutory obligations while conducting their duties during the financial year to 31 October 2024, and have taken into account relevant issues, factors and wider stakeholder group concerns when considering business strategy and the decisions necessary to execute that strategy. The Directors recognise the importance of managing the business in a responsible, fair and ethical manner, and strive to engender such values in every aspect of the Group's operations.

The Group continues to identify five main stakeholder groupings associated with the business. Details of how we have engaged with each group are shown on page 52.

- Customers
- Colleagues
- Shareholders
- Suppliers
- Communities

Key Board Decisions

Issue and Decision	s172 Considerations	Stakeholder Groups Impacted	Outcome
Board Succession Gareth Davies took a leave of absence in February 2024 due to a personal family matter. Interim arrangements included appointing Chairman Steve Ellwood as Executive Chair and Chief Financial Officer Rob Thomas assuming additional operational responsibilities. Howell Richards' tenure was extended. Following Gareth Davies' inability to return to full-time work, a recruitment process led to Alk Brand's appointment as CEO in October 2024. Gareth Davies stayed on as a Non-Executive Director.	a-f		• Leadership stability maintained through interim measures. • Alk Brand's appointment brings fresh leadership, aligning with long-term goals. • Operational stability preserved with Rob Thomas taking additional responsibilities. • Gareth Davies transitioned smoothly into a Non-Executive Director role ensuring continuity of handover.
Manufacturing of Poultry Feed The board evaluated alternative manufacturing plans for poultry feed after concluding it was not viable to renovate the Calne mill. It was decided to collaborate with a third party for short-term feed manufacturing as a short-term transition to developing mobile manufacturing sites in southern England by 2025. The Twyford mill lease ended in January 2025, and the Calne site is being marketed for sale.	a-f		• Plans for mobile manufacturing aligned with future operational strategy. • The Calne site prepared for sale to unlock value. • Collaboration with a third party ensured continued supply chain stability during the transition. • Fixed cost savings achieved by ending the Twyford lease.

Board of Directors and Company Secretary

Professional Development
1 2 3 4 5 6 7 8

Skills
1 2 3 4 5 6 7 8

Committee Membership
N(C) A R

Steve Ellwood

Independent Non-Executive Chairman

Spent all of his 45-year career working with farmers and in the agricultural sector. Previously Head of Agriculture at HSBC for 10 years, and Head of Food and Agriculture at Smith & Williamson. Holds non-executive directorship positions at: NIAB Group, the crop science and research organization; AH Worth, the fresh produce group, where he is Chairman; and Velcourt, the international farm management group.

Other appointments
Chairman AH Worth and Company Limited
Non-Executive Director NIAB, Velcourt Limited and Langton Brewery Limited

Past appointments
Head of Agriculture HSBC
Head of Food and Agriculture at Smith & Williamson

Professional Development
1 2 3 4 5 6 7 8

Skills
1 2 3 4 5 6 7 8

Committee Membership
N A R (C)

Steven Esom

Senior Independent Non-Executive Director

Extensive senior-level experience in the UK food and retailing industries and significant experience of the UK agricultural sector.
Whilst Managing Director of Waitrose & Partners, regularly engaged with farmers and was involved with the oversight of Waitrose-owned farmlands. Chairman of Sedex, a leading global supply chain consultancy focused on environmental, social and governance (“”ESG””) outcomes, which operates the world’s largest data platform for supply chain assessment.

Other appointments
Chairman of Sedex Holdings Ltd, Sedex Information Exchange Limited, Advantage Travel Centres Limited, The British Wrestling Association Limited

Past appointments
Managing Director Waitrose & Partners
Executive Director of Food Marks and Spencers

Professional Development
1 2 3 4 5 6 7 8

Skills
1 2 3 4 5 6 7 8

Committee Membership
N A (C) R

Catherine Bradshaw

Independent Non-Executive Director

A qualified chartered accountant, has over 20 years’ experience in financial and general management roles, primarily in the food industry. Currently Director of Reporting and Controls at Cranswick Plc, a leading UK food producer with revenue of almost £2.6 billion. Previously Group Financial Controller of Greencore Group Plc, a leading manufacturer of convenience food in the UK, having joined the FTSE 250 listed business in 2015. Prior to this, she worked in senior financial positions at Wm Morrison Supermarkets Plc, the supermarket group, and Northern Foods Plc, the food manufacturer. She qualified as a chartered accountant at KPMG in 2000.

Other appointments
Director of Reporting and Controls Cranswick Plc

Past appointments
Senior Finance Roles at Northern Foods Plc, Morrisons Plc, Greencore Plc

Professional Development

1 = Institute updates 2 = External advisor updates 3 = Investor forums 4 = Industry bodies 5 = Other non-executive roles 6 = Professional network 7 = Member of Institute of Directors 8. Self-study

Audit Key

N = Nominations Committee A = Audit Committee R = Remuneration Committee (C) = Chair

Professional Development

1 **2** 3 4 5 **6** **7** **8**

Skills

1 **2** **3** 4 5 **6** 7 **8**

Committee Membership

N A R

Alk Brand

Chief Executive Officer

Experienced Global CEO, Board Director, Transformation & Integration Leader, Growth and Operational Excellence Achiever, and M&A Expert. A strong advocate for proper corporate governance, resulting in the attainment of the IoD Chartered Director qualification in 2022 and recognition as England's Chartered Director of the Year in 2023. People-focused with a belief that talent is a key differentiator.

Other appointments

N/A

Past appointments

CEO at Westfalia Fruit Group, Hans Merensky Holdings, Pioneer Foods UK
MD Richardson Milling UK Ltd
Director Marketing and Wholegoods Massey Ferguson

Professional Development

1 **2** 3 4 5 6 7 **8**

Skills

1 **2** **3** 4 **5** 6 7 8

Committee Membership

N A R

Rob Thomas

Chief Financial Officer

Significant financial and commercial experience in senior roles, including in the agricultural and the supply chain sectors. Joined Wynnstay in 2023 from EFS Global Limited, the UK-based logistics provider, where he was Group Finance Director. Before that, he worked at NWF Group Plc, as the Finance Director of the feeds division, NWF Agriculture Limited, which manufactures and supplies animal feeds to livestock farmers across the UK. He has significant experience of M&A and strategic planning. Qualified as a chartered accountant with PwC in 2004.

Other appointments

N/A

Past appointments

EFS Global Limited, NWF Group Plc, NWF Agriculture Limited

Professional Development

1 **2** 3 4 5 6 7 **8**

Skills

1 2 3 4 **5** **6** **7** 8

Committee Membership

N A R

Claire Williams

Company Secretary

Qualified as a Chartered Accountant with PwC in 2001, has over twenty years' experience in senior financial and administrative roles.

Other appointments

N/A

Past appointments

After 6 years in audit at PwC, Claire went onto work in various finance roles at a number of large listed companies before joining Wynnstay.

Skills

1 = Strategy & leadership 2 = Sector experience 3 = Mergers & acquisitions 4 = Sales & marketing 5 = Finance 6 = Corporate governance 7 = Company Secretarial 8 = Health & safety

Corporate Governance Statement

On behalf of the Board, I am pleased to present our Corporate Governance Statement for the year ended 31 October 2024

Steve Ellwood
Chairman

The Board places the highest priority on delivering long-term shareholder value, and as stewards of this responsibility, we believe it is critical to maintain a governance strategy appropriate to the activities and scale of our business, based on honesty, integrity, and transparency. This Statement provides details of the framework and practices the Board apply to satisfy these responsibilities.

In accordance with AIM Rule 26, the Board confirms that they apply the QCA Corporate Governance Code for Small and Mid-size Quoted Companies ("the Code") to the Group. I am pleased to report that the Board believe the Group have remained in compliance with the principles of the Code throughout the year, and I would like to explain how this was achieved. Where relevant information is contained elsewhere in this document, references are given

Principle 1: Establish a purpose, strategy and business model which promote long-term value for shareholders

Long-term value creation is at the heart of our business; our goal is to help our predominantly farmer customers feed the country in a more sustainable way. The Board updated its long-term strategy in 2020 with five key growth pillars, which are laid out in the Strategic Report on page 20, and which support the development of the Group's balanced business model, an overview of which is given on page 10. Key developments in the business during the year are explained in the Chief Executive Officer's Report on pages 21 - 23, and the Board's major decisions during the year are highlighted within our S172 statement on page 53.

Principle 2: Promote a corporate culture that is based on ethical values and behaviours

More information about our corporate values THRIVE can be found on page 7. Details of how we have invested in Health and Safety during the year can be found on page 46. The Group also has a number of policies and procedures designed to safeguard our ethical values, including Whistleblowing, Equal Opportunities, Training and continuing professional development and, where possible, internal promotions from existing employees. The Board receives regular feedback through the Colleague Forum, Employee Roadshows and other senior executive interactions with the wider Company.

Principle 3: Seek to understand and meet shareholder needs and expectations

The Board is committed to open and honest dialogue with its shareholder base to seek to understand and meet their needs and expectations, and appropriately share information with shareholders and other stakeholders to allow them to make informed decisions about the Group. The Group has a diverse range of shareholders who can be broadly categorised in the following groups:

- Institutional investors holding more than 3% of the share capital as noted on page 73 of the Directors' Report
- Other institutional investors
- Private individuals
- Employees and ex-employees

Directors proactively engage with both institutional and private investors when appropriate and will seek out opinions on unusual or potentially controversial matters before adopting policy changes or tabling shareholder resolutions. The Board will always review written feedback reports from investors following financial results "roadshows" and will also always consider information received from institutional voter advisory firms. Continually improving communication between directors and colleagues is important and a number of mechanisms are used across the Group including, results Roadshows led by the Group Executive Team, newsletters, Colleague Forums, and opportunities for all Colleagues to put questions directly to the Chief Executive.

Details on how the Board have taken the views of all stakeholders into consideration when making significant decisions in the year are contained within the S172 statement on page 53.

Wynnstay Group Plc

QCA CODE VERIFIED VERSION ESTABLISHED 2013

Principle 4: Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success

We create value by operating in a sustainable way, to help livestock and arable farmers grow food that is profitable, sustainable and environmentally friendly. The Directors recognise the importance of managing the business in a responsible, fair and ethical manner, and strive to engender such values in every aspect of the Group's operations. More detail on how the Group engages with sustainable farming practices is contained in the ESG section of the Strategic Report. During the year, a new Sustainability Leadership Team was formed, see page 37 for more details.

Principle 5: Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Board's risk appetite is explained within the Principal Risks and Uncertainties Report on pages 32 - 33 which also includes an analysis of significant risks and mitigations. The Board retains ultimate responsibility for determining our risk appetite and overseeing management strategies.

The Board has overall responsibility for ensuring that the Group maintains an effective system of internal control which directs the Group's activities in order to ensure the safeguarding of assets, to assist in the delivery of the Group's strategic, financial and operational ambitions and to provide it with reasonable assurance regarding the reliability of financial information that is used within the business. The Group does not currently have a formal internal audit function and at present the Board believes that existing management resource is sufficient to adequately control the Group in its current size, however this matter continues to be actively reviewed.

The key procedures within the control structure include:

- A comprehensive risk register is maintained and regularly reviewed by the Board,
- Managers at all levels in the Group have clear lines of reporting responsibility within a clearly defined organisational structure;
- Comprehensive financial reporting procedures exist, with budgets covering profits, cash flows and capital expenditure being prepared and adopted by the Board annually. Actual results are reported monthly to the Board and results compared with budgets and last year's actual;
- Revised forecasts are prepared as appropriate; and
- There is a structured process for appraising and authorising capital projects with clearly defined authorisation levels.

There are, however, inherent limitations in any system of internal control and accordingly even the most effective system can provide only reasonable, and not absolute, assurance against material misstatement or loss.

Principle 6: Establish and maintain the board as a well-functioning, balanced team led by the chair

A formal schedule of matters requiring Board approval is maintained and regularly reviewed and covers items such as Group strategy, approval of budgets and financial results, dividend policy, major capital expenditure, corporate governance and Board appointments. Comprehensive briefing papers are circulated prior to each meeting. Details of committee membership are included on pages 54 - 55. All committees have a majority of members who are Independent Non-Executive Directors.

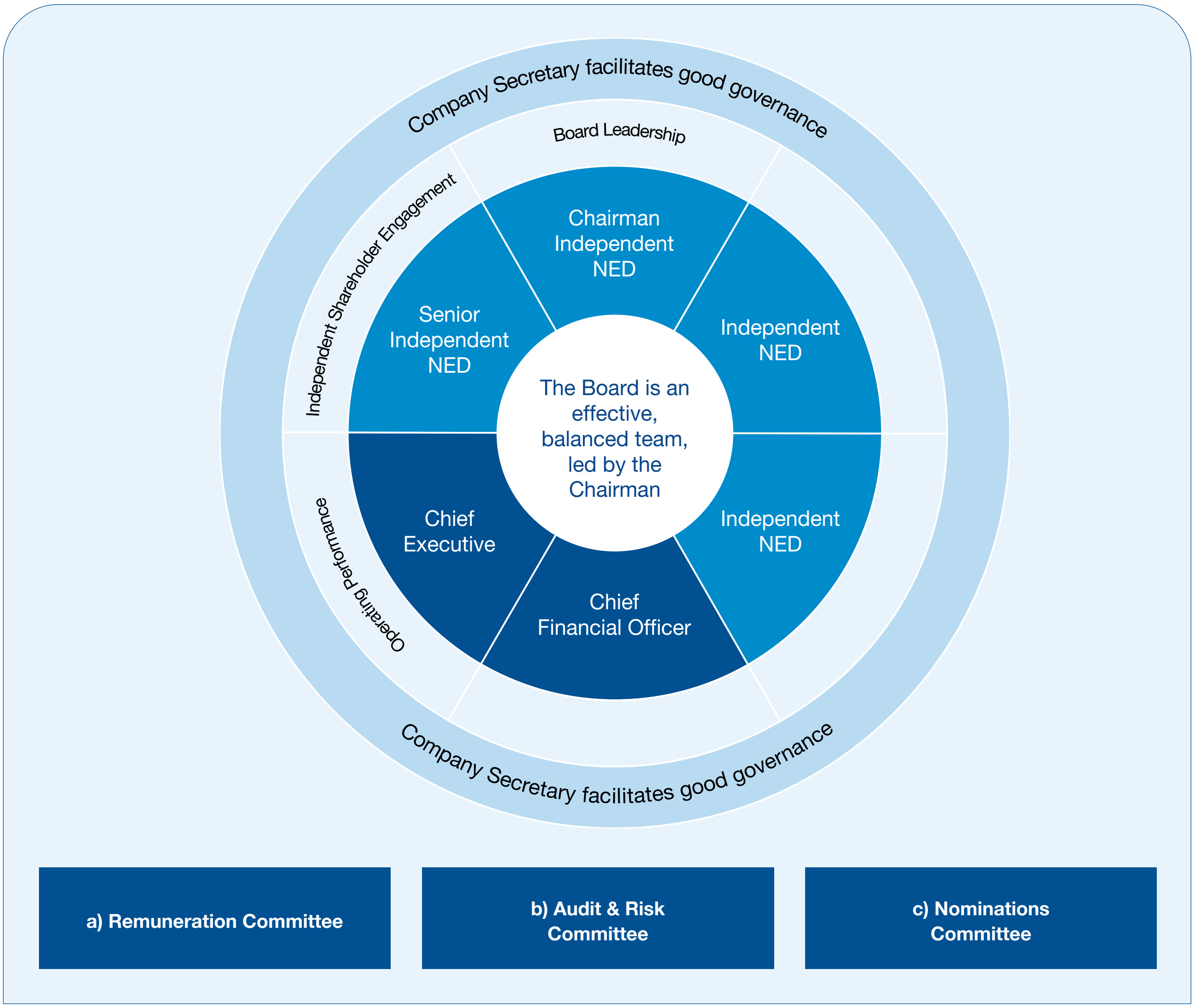
Director service letters are in place for all Non-Executive Directors, and are based upon the ICSA sample non-executive director's appointment letter. Amongst other matters, these letters specify that each Non-Executive Director should be prepared to spend at least 3 days per month on company business after the induction phase, whilst making it clear that there is always the possibility of additional time commitment in respect of preparation time and ad hoc matters which may arise from time to time.

The Board usually meets once per month with additional meetings when necessary. The number of meetings held in the year ended 31 October 2024, together with the attendance record for each Director is detailed below for the board meetings. The committee meeting attendance is shown for committee members only, although other directors may be invited to be present at committee meetings at the discretion of the committee chairs.

	Board – Main	Board – Additional for share save allotments	Audit Committee	Remuneration Committee	Nominations Committee
Number of meetings	19	4	4	6	5
Steve Ellwood – Non-Executive Chairman (Executive Chairman from 26 February 2024 to 1 October 2024)	19	2	n/a	3*	5
Steven Esom – Senior Independent Non-Executive Director	18	-	4	6	5
Catherine Bradshaw – Independent Non-Executive Director	17	-	4	6	n/a
Howell Richards – Independent Non-Executive Director	15	-	4	6	n/a
Gareth Davies – Non-Executive Director (CEO from 1 November 2023 to 13 September 2024)	16	2	n/a	n/a	1
Alk Brand – Chief Executive Officer from 1 October 2024	1	-	n/a	n/a	1
Paul Roberts – Group Finance Director until 2 January 2024	2	2	n/a	n/a	n/a
Rob Thomas – Group Finance Director from 2 January 2024, Chief Financial Officer from 1 October 2024	17	2	n/a	n/a	n/a

*Steve Ellwood was not a member of the Remuneration Committee for the duration of his Executive Chairman appointment.

Corporate Governance Statement - continued



The Board and its sub-committees are supported by external advisors as required, who will also offer guidance in ensuring Directors maintain an adequate skill set to satisfactorily carry out their duties. All Board members are able to call on the Company Secretary to arrange any required training, briefings or practical experience necessary to improve their understanding of the business and its operating environment and their obligations as directors. The Company Secretary also co-ordinates an induction process for all new directors.

The Board recognises the importance of diversity and seeks to improve the representation of female directors when possible, as well as the importance of periodically refreshing the makeup of the Board. In line with the Quote Companies Alliance ("QCA") Corporate Governance Code, all shareholders will be given the opportunity to vote on the (re)-election of all individual directors to the board. The Board has reviewed the independence of each Non-Executive Director and considers that all are independent, except for Gareth Davies and Howell Richards. This assessment was based on the criteria of length of board tenure, size of shareholding, prior and/or commercial or contractual relations with executive directors and significant incentive pay arrangements beyond a directors' fee. Gareth Davies and Howell Richards will not be standing for re-election at the 2025 AGM.

The roles of Chairman and Chief Executive Officer are separated and clearly defined. The role description of the Company Secretary includes specific responsibilities to assist the Chairman, and the other Directors, to uphold corporate governance, and to continually seek on-going improvements. On matters of corporate governance, the Company Secretary reports directly to the Chairman, not to any executive director. In addition, the Senior Independent Non-Executive Director, Steven Esom, has considerable experience of governance and is Chairman of Sedex, a leading global supply chain consultancy focused on environmental, social and governance outcomes. Both the Company Secretary and Senior Independent Non-Executive Director have led board effectiveness initiatives in the year ended 31 October 2024.

Principle 7: Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

Biographical details of the directors and their skills are included on pages 54 - 55. The executive directors have considerable experience in the agricultural supply industry, providing a significant degree of management continuity. The non-executives bring a range of business and commercial expertise to the Board, including direct agriculture and specialist merchanting experience. Catherine Bradshaw is Audit Committee Chair and has considerable and relevant financial oversight and reporting experience in her executive role as Director of Group Reporting and Control at Cranswick Plc. The Board is satisfied that it has an appropriate balance of sector, financial and public markets skills and experience and is not dominated by any one person or group of people.

Principle 8: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

As Chairman I am responsible for the periodic performance reviews of the Board, its sub-committees and non-executive directors. Stakeholder feedback is sought and acted upon where necessary and myself and our Senior Non-Executive, Steven Esom, routinely make ourselves available to meet shareholders. In the prior year, the Company Secretary performed a review of research published on how effective boards act with reference to a number of large listed companies. These findings were discussed with the Chairman, the Committee Chairs and the Executive Directors and an implementation plan was agreed which has been fully completed in the year ended 31 October 2024. External facilitation of the Board appraisal has not been used to date, although this is kept under review. The Board's view is that there had not been any material change in effectiveness over FY2024.

Prior to being proposed for (re)-election, all directors will have undergone a performance evaluation to ensure their performance continues to be effective and that their independence is maintained, where appropriate. In the year ended 31 October 2024 the Senior Independent Non-Executive Director and Company Secretary assessed my performance as Chairman. Assessments were confirmed to support the (re)-elections proposed on page 134.

Principle 9: Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture

Details of the Company's remuneration policy is included in the Directors' Remuneration Report on pages 66 - 71. The format of this report has been updated in this year to include simple tables showing aggregate emoluments for each director in the year ended 31 October 2024 and a projection for the year ended 31 October 2025. The format has been changed in order to assist shareholders casting an 'advisory vote' on the Directors' Remuneration Report at the AGM.

Principle 10: Communicating how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

Key stakeholder engagements during the year (www.wynnstay.co.uk)

The Senior Independent Non-Executive Director is Steven Esom who makes himself available to shareholders who may require independent Board contact. Enquiries can be emailed to: shareholder_communications@wynnstay.co.uk.

Steve Ellwood
Chairman

10 February 2025

Key Shareholder Engagements

November 2023
Pre-close trading update RNS

January 2024
Final Results publication and RNS

Invitation published to attend an online presentation of the Company's final results for the year ended 31 October 2023 on 1 February 2024 Reach

February 2024
Online presentation of the Company's final results

Board update – Gareth Davies, CEO has requested a leave of absence and Steve Ellwood assumes Executive Chairman role, Rob Thomas, Group Finance Director assumes additional responsibilities supported by the management team RNS

March 2024
AGM statement RNS

AGM held at Shrewsbury Town Football Club, Otley Road, Shrewsbury

Results of AGM RNS

June 2024
Interim results RNS

September 2024
Board changes – appointment of Alk Brand as CEO, Steve Ellwood to return to Non-Executive Chairman status, redefinition of Rob Thomas's role as Chief Executive Officer, all effective from 1 October 2024 RNS

October 2024
Trading update

TR-1 Notifications on holdings of Company shares

Notification of Director/PDMR increase in shareholding

Payment of Interim Dividend RNS

Audit Committee Report

> I am pleased to present the Audit Committee report for the year ended 31 October 2024, on behalf of the Board
>
> **Catherine Bradshaw**
> Independent Non-Executive Director

Purpose and Aim

The Audit Committee provides effective oversight and governance over the financial integrity of the Group's financial reporting to ensure that the interests of the Group's shareholders are protected at all times. It assesses the quality of the external audit processes and ensures that the risks which our businesses face are being effectively managed. The purpose of the Committee is to make recommendations on the reporting, control, risk management and compliance aspects of the Directors' and Group's responsibilities, providing independent monitoring, guidance, and challenge to executive management in these areas.

The Committee's aim is to ensure high standards of corporate and regulatory reporting are maintained together with, an appropriate and proportionate control environment, a robust risk management framework and effective compliance monitoring is in place. The Committee believes that such standards enhance the effectiveness of the Group's business and reduces the risks it faces.

Audit Committee Membership

The composition of the Audit Committee meets the requirements of the appropriate Governance Code, but in line with good practice, membership is reviewed annually.

The Board considers that each member of the Committee was throughout the year, and remains, independent within the terms of the QCA Corporate Governance Code for Small and Mid-size companies. The knowledge and experience of the Committee members' means that the Committee as a whole is competent in the sector in which the Company operates. The Company Secretary also attends each Committee meeting, and when appropriate, the Chief Financial Officer is invited to attend the Committee's meetings.

During the year to 31 October 2024, the Committee comprised of three Independent Non-Executive Directors: Catherine Bradshaw (Chair), Steven Esom, and Howell Richards.

The Committee operates under terms of reference which are reviewed annually by the Committee and changes are recommended to the Board for approval. The Committee has in its terms of reference the power to engage outside advisors and to obtain its own independent external advice at the Company's expense should it be deemed necessary. The Chair of the Committee reports to the next subsequent meeting of the Board on any key issues, identifying any matters on which it considers that action or improvement is needed and makes recommendations on the steps to be taken.

Key Responsibilities

- The accounting principles, practices and policies applied in the Group's Financial Statements.
- The adequacy and effectiveness of the internal control environment.
- The effectiveness of whistleblowing procedures.
- The effectiveness of the Group's finance function.
- The appointment, independence, effectiveness, and remuneration of the Group's external auditor, including the policy on non-audit services.
- The supervision of any tender process for the Group's external auditor.
- External financial reporting and associated announcements.
- The Group's risk management processes and performance.
- The Group's compliance with the audit-related provisions of the appropriate Governance Code.

Key Areas of Focus During 2024

- Reviewed the key financial reporting judgements and concluded that the accounting treatments were correct.
- Reviewed the change in accounting policy for share-based payment reserves and concluded that the disclosures in this year's Financial Statements are appropriate.
- Reviewed the impact of new and forthcoming accounting standards and concluded that the current disclosures are appropriate.
- Reviewed the risk register and challenged the risk control framework.
- Received regular updates on cyber risks.
- Approved the terms of engagement and remuneration of the external auditors.
- Received an update on TCFD disclosures.

External Audit

The Committee is responsible for approving the appointment and remuneration of the Group's external auditors, including satisfying itself of their independence and of the satisfactory commercial terms of the relationship. During the year, the Committee approved the re-appointment of Crowe U.K. LLP as auditors and approved their remuneration. The Committee is satisfied that they maintain their independence and confirm that Crowe U.K. LLP do not provide any non-audit services.

The respective responsibilities of the Directors and external auditors in connection with the financial statements are explained in the Statement of Directors' Responsibilities on page 65 and the Auditors' Report on pages 76 - 79. Details of services provided by, and fees payable to, the auditors are shown in note 6 of the Group financial statements.

In line with the previous year, and in accordance with the audit plan agreed with Crowe U.K. LLP, the Group's audit scope took advantage of the exemption available under section 479 (c) of the Companies Act 2006 for five of its subsidiaries to be excluded from an independent statutory audit, with Wynnstay Group Plc providing a parent guarantee in regard to these subsidiaries. The relevant companies are Glasson Group (Lancaster) Limited (company number 03230345), Youngs Animal Feeds Limited (company number 04128486), Humphrey Poultry (Holdings) Limited (company number 13882065), Humphrey Feeds Limited (company number 00884405) and Humphrey Pullets Limited (company number 06780228). These entities remain fully consolidated with the Group's financial statements with their respective contributions audited to Group materiality levels.

Meetings

The Committee meets regularly throughout the year, and four formal meetings relevant to the year under review were held along with the audit close meeting in early 2025. The agenda for the formal meetings are linked to events in the Company's financial calendar.

The Committee addressed the following key agenda items during its four meetings in the financial period See table below

All members of the Committee attended all meetings during their respective periods of tenure. The Committee Chair regularly invites senior company executives to attend meetings of the Committee to discuss or present specific items and the Chief Financial Officer, Rob Thomas, attended all four of the meetings. The respective external auditor also attended two meetings of the Committee and has direct access to the Committee Chair. The Committee also meets with the external auditor without the Executive Directors being present and the Committee Chair also meets with the external auditor in advance of Committee meetings.

20 December 2023	23 January 2024	19 June 2024	16 September 2024
• Review of TCFD disclosures.	• Review of going concern paper as basis of accounts preparation.	• Receive draft interim results announcement RNS and Chief Financial Officer's commentary.	• Consider change in accounting policy and restatement in relation to Share-based payment reserves.
• Update on risk register changes.	• Consideration of intangible asset impairment reviews.	• Receipt and discussion of external auditor's abridged audit planning document.	• Update on risk register changes.
	• Receive external auditor's report on process and results.	• Consider audit fee proposals for 2024.	• Receipt and approval of external auditor's year end audit plan.
	• Receive external auditor's report on process and Results announcement.		• Receive Management's assessment of effective and upcoming changes to financial reporting under IFRS.
	• Receive external auditor's report Group Internal Controls.		• Consider control improvement measures and implementation.

Audit Committee Report - continued

Financial reporting and significant accounting matters

The Committee considered the following financial reporting and key accounting issues with regard to the 2024 Financial Statements:

- **Presentation of the Consolidated Statement of Comprehensive Income**
  The Consolidated Statement of Comprehensive Income shows two non-GAAP (generally accepted accounting principles) Alternative Performance Measures (APMs) in addition to statutory GAAP disclosures:

i. Adjusted operating profit – Operating Profit excluding amortisation of acquired intangibles and share based payment expense[1], gains / (losses) on mark to market of derivatives.[2] and non-recurring items[3]; and

ii. Adjusted profit before taxation – Profit Before Taxation excluding amortisation of acquired intangibles and share based payment expenses[1], gains / (losses) on mark to market of derivatives[2], non-recurring items[3] and the share of tax incurred by joint ventures[4].

The Board believes these APMs reflect the underlying commercial performance of the current trading activities and provide investors and other users of the accounts with an improved view of likely future performance.

1. **Amortisation of acquired intangibles and share based payment expense**
   The add back of amortisation of acquired intangibles. Intangible assets acquired under an IFRS3 Business Combination are treated as assets, capitalised and amortised. The non-cash amortisation charge is added back to give a fuller understanding of performance.

   The add back of share-based payments. This charge is a calculated using a standard valuation model, with the assessed non-cash cost each year varying depending on new scheme invitations and the number of leavers from live schemes. These variables can create a volatile non-cash charge to the income statement, which is not directly connected to the trading performance of the business.

2. **Gains / (losses) on mark to market of derivatives**
   The Group uses hedging tools such as commodity futures contracts to manage pricing decisions. Foreign currency risk is managed by entering into agreements at the time of the underlying transaction and does not engage in the taking of speculative commodity positions. Changes in the fair value of derivatives designated as cash flow hedges are recognised in other comprehensive income to the extent that the hedges are effective. Ineffective portions are recognised in profit or loss immediately. Amounts deferred in other comprehensive income are reclassified to the income statement when the hedged item affects profit or loss. This means that there can be a mismatch of the timing of recognition of the hedging instrument with the hedged item and so the add back allows the user of the accounts to assess the performance without the inclusion of the gains / (losses) on mark to market of derivatives.

3. **Non-recurring items**
   Non-recurring items. The Group's accounting policies include the separate identification of non-recurring material items on the face of the income statement, which the Board believes could cause a misinterpretation of trading performance if not disclosed.

4. **Share of tax incurred by joint ventures**
   The add back of tax incurred by joint ventures and associates. The Board believes the incorporation of the gross result of these entities provides a fuller understanding of their combined contribution to the Group performance.

- **IFRS 8 Operating segments**
  It has been determined that the operating segments are Feed and Grain, Fertiliser and Seed, and Depot Merchanting. This is how internal financial information about the Group is regularly reviewed by the chief operating decision maker ("CODM") to allocate resources to the segments and assess their performance and allocate resources. The chief operating decision maker is the Board of Directors ("the Board"). In order to provide comparability, the notes to the accounts contain information about the year ended to 31 October 2023 restated into these operating segments.

- **Restatement of prior year**
  Change in accounting policy
  The Group changed its accounting policy for share-based payments such that the value of shares that have exercised, lapsed or forfeit is now credited to Retained earnings as opposed to remaining within the Share-based payment reserve. The change in accounting policy had no impact upon the Group Income Statement, Group Statement of Comprehensive Income, Group Statement of Cash Flows, net assets of the Group, or the Group distributable reserves. The change in accounting policy enables the readers of the financial statements to identify the cumulative value of share-based payments that are still to be exercised, lapse or forfeit. The impact of the change in accounting policy is detailed in the Group Statement of Changes in Equity. There is no change to basic and diluted earnings per share arising from the change in accounting policy. The Board believes this gives a better understanding of distributable reserves.

- **Carrying value of goodwill and intangible assets**
  The carrying value of goodwill and intangible assets is systematically reviewed prior to year end. A consistent methodology is applied to the individual cash generating units, taking account of market outlook, risk-adjusted discounted future cash flows, sensitivities, and other factors which may have a bearing on impairment considerations.

- **Non-recurring items**
  £2,312,000 of non-recurring items have been separately identified as material, non-recurring, and outside the normal course of the Group's operations. They have been classified separately to provide stakeholders with a clear understanding of the Group's underlying financial performance, in what has been a transitional year for the Group which has included significant and unprecedented events, including:

- an unexpected CEO leave of absence;
- the first externally appointed CEO in the Group's history as a listed entity;
- a reorganisation of the Group's leadership team to align to a new corporate plan;
- an acceleration of the exit plan for the Twyford mill and planned sale of Calne mill; and
- a one-off environmental incident that required an immediate clean up response.

- **Control improvements**
  Regular reports on internal controls issues are presented to and discussed at the Audit Committee and a follow up process in place to audit recommendations are fully implemented. The Group's external auditor communicated, as part of their audit of the Financial Statements several control recommendations. The Board, in reviewing key control observations, can confirm that actions are being undertaken to remedy the weaknesses identified. During 2025, further work will be undertaken to review and enhance systems and processes across the Group.

- **Going concern and longer-term viability**
  The Committee reviewed the Group's cashflow, net debt and leverage forecasts and noted that there was adequate headroom projected against all the appropriate bank financial covenants throughout a forward three-year viability period. Current deflationary trends in commodity prices were noted as being beneficial to working capital requirements, which had eased considerably over the last twelve-month period. The Committee concluded that it was satisfied with these assumptions and that it was appropriate to assume the Group was a going concern and to prepare financial results on that basis.

- **Fair, Balanced and Understandable**
  The Committee has reviewed the contents of this year's Annual Report and Accounts and advised the Board that, in its view, the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the necessary information to enable shareholders to assess the position and performance, strategy and business model of the Group. In reaching this conclusion the Committee has considered the following:

a. The preparation of the Annual Report is a collaborative process between Finance, Legal, Human Resources and Communications functions within Wynnstay, ensuring the appropriate professional input to each section. External guidance and advice is sought where and when appropriate.

b. The coordination and project management is undertaken by a central team to ensure consistency and completeness of the document.

c. An extensive review process is undertaken, both internally and through the use of external advisors.

d. A final draft is reviewed by the Audit Committee members prior to consideration by the Board.

Catherine Bradshaw
Chair of the Audit Committee

10 February 2025

Nomination Committee Report

I am pleased to present the Nomination Committee report for the year ended 31 October 2024, on behalf of the Board

Steve Ellwood
Chairman

Key Responsibilities

Ensuring that the Board, its Committees, and senior management have the appropriate balance of skills, capabilities and competencies to lead to successful business outcomes is a key function of the Committee; ensuring that the balance is right for today and the future by assessing changing business conditions.

Purpose and Aim

The Committee's main responsibilities include developing and maintaining a rigorous and transparent procedure for making recommendations on Board appointments, ensuring plans are in place for orderly succession to Board and senior management positions.

Nominations Committee Membership

- Steve Ellwood, Non-Executive Chairman (Executive Chairman from 26 February 2024 to 1 October 2024), Chair of Committee
- Steven Esom Senior Independent Non-Executive Director
- Gareth Davies, Gareth Davies CEO until 13 September 2024
- Alk Brand, CEO from 1 October 2024

Key Area of Focus During 2024

Continuity of CEO role following Gareth Davies' leave of absence from the Company to focus on a serious family matter on 26 February 2024.

Meetings

The Committee addressed the following key agenda items during its five meetings in the financial period See table below

Steve Ellwood
Chairman

10 February 2025

22 November 2023	23 April 2024	16 August 2024	12 September 2024	16 September 2024
Board succession plans	Appointment of executive search firm	CEO interviews	Approval of CEO appointment RNS	Senior Management skills, capabilities and competencies

Directors' Responsibility Statement

Directors' Responsibility Statement in Respect of the Annual Report and Accounts, Strategic Report, Directors' Report and the Financial Statements

Claire Williams
Company Secretary

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and Parent Company financial statements in accordance with UK-adopted International Accounting Standards ('IFRS').

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

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Directors have taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

By order of the Board

Claire Williams
Company Secretary
Wynnstay Group Plc
Eagle House
Llansantffraid,
Powys. SY22 6AQ

Registered number: 02704051

10 February 2025

Directors' Remuneration Report

I recognise the importance of providing shareholders with appropriate information

Steven Esom
Senior Independent Non-Executive director
and Chair of the Remuneration Committee

i. Annual statement from the Remuneration Committee Chair

As Chair of the Remuneration Committee and on behalf of the Board of Directors, I am delighted to present our report on board remuneration for the Financial Year ended 31 October 2024. I recognise the importance of providing shareholders with appropriate information with respect to executive remuneration and have followed the guidance contained in the Quoted Companies Alliance ("QCA") Remuneration Committee guide when preparing this report.

Composition

The Remuneration Committee consists of myself as Chair and the other three non-executive directors – Steve Ellwood, Catherine Bradshaw, and Howell Richards. Steve Ellwood was not a committee member during the time he held the status of Executive Chairman during Gareth Davies' leave of absence. Steve Ellwood returned to non-executive status following the appointment of Alk Brand as Chief Executive Officer on 1 October 2024.

Group performance highlights

The Group's financial performance is contained in the Strategic Report on pages 28 - 31 and has been considered by the Remuneration Committee when determining remuneration matters. Discretionary amounts are paid through the payroll in the following financial year. No financial bonuses were paid during the year to executive directors in relation to the financial performance in the year to 31 October 2023 and no Award Shares vested for the Performance Share Plan relating to the three years to 31 October 2023 as the performance conditions were not met. No Performance Share Plan options were granted relating to the three years to the current financial year 31 October 2024. Given the adjusted profit before tax of £7.6m, the Remuneration Committee's current expectation is that no financial bonuses will be paid to executive directors in 2025 in relation to the year to 31 October 2024, although there is discretion for the Renumeration Committee to decouple an award for personal objectives from the financial performance bonus, and the Committee has not made a final decision on this at the time of writing this report.

Overview

The remuneration structure and practice supports the delivery and attainment of Wynnstay Group Plc's purpose, business model, strategy and culture. The report consists of four sections:

i. this annual statement,

ii. remuneration policy,

iii. details of the annual remuneration and long-term incentive awards granted to directors during the year and

iv. details of how the Remuneration Committee intends to implement remuneration policy in the following year.

For the first time, this report will be put to shareholders for an 'advisory vote'. The data within this report does not form part of the audited Annual Report and Accounts.

Substantial changes made to directors' remuneration during the year to 31 October 2024

On 26 February 2024, Gareth Davies commenced an authorised leave of absence from his role as Chief Executive Officer to focus on a serious family matter. The board decided that Chairman Steve Ellwood would assume the role of executive chairman, supported by Group Finance Director, Rob Thomas who took on additional responsibilities. The Remuneration Committee decided that Steve Ellwood's fees should be increased to £125,000 and Rob Thomas's base salary should be increased to £245,000 per annum, effective from 1 March 2024 until the appointment of Alk Brand as Chief Executive Officer on 1 October 2024. On 1 October 2024, Rob Thomas was promoted to Chief Financial Officer, and in recognition of his expanded responsibilities, the Remuneration Committee decided that Rob Thomas's base salary should be £245,000 from this point.

Link between directors' remuneration and company strategy

The Committee's approach to remuneration continues to be the provision of competitive but not excessive reward packages for executive directors, that align their pay with the strategy of the Group, encouraging, incentivising and motivating behaviours which we believe will deliver long-term success for the Group. The interests of executive directors should align with those of shareholders, and our policy seeks to adopt practices to achieve this while complying with all relevant laws and corporate governance regulations, giving the Group a sound basis for long-term growth and progression.

Regarding executive directors, the Committee will seek to ensure that:

- the remuneration packages offered are competitive within the marketplace in which the Company operates, allowing it to attract and retain the talent necessary to deliver the results demanded by the Board and the Company's shareholders;
- the performance-based elements of remuneration are aligned with the Group's strategic objectives, with measures that reward exceptional achievement whilst avoiding rewarding poor performance; and
- the remuneration structures provide the mechanisms to protect shareholders where necessary and adopt a sufficiently long-term basis for aligning the interests of executive directors with those of investors.

Other Remuneration Committee decisions on remuneration

The executive directors were included in the standard company-wide 4.5% annual review award with effect from November 2023. Similarly, non-executive director's fees were reviewed with adjustments implemented from November 2023. The details of these individual changes are provided later in this report within the respective remuneration sections.

With the Nominations Committee having identified and recommended the appointment of a new Chief Executive Office during the year, the Remuneration Committee negotiated the contract terms for this appointment, with the candidate successfully commencing employment on 1 October 2024.

In line with the intentions stated in my 2023 report, the Committee commissioned benchmarking on the remuneration of the executive leadership team members, incentive provision and the operation of the current annual and long-term incentives and long-term incentive performance metrics during the year. This data provided useful information for setting the remuneration of the new Chief Executive Officer. More details of how the Remuneration Committee intends to implement remuneration policy in the following year are contained in section iv. of this report.

The Remuneration Committee remains fully committed to an open and honest dialogue with our shareholders, and we welcome your views on any aspects of remuneration at any time.

ii. Remuneration policy

All matters relating to remuneration of the directors of the Company are determined by the Remuneration Committee whose decisions are made to achieve the broad objective of rewarding individuals for the nature of their work and the contribution they make towards the Group achieving its business objectives. Proper regard is given to the need to recruit and retain high-quality and motivated staff at all levels and to ensure the effective management of the business. The Committee will be cognisant of comparative pay levels after considering geographic location and the operations of the business and taking appropriate external professional advice when considered necessary.

Equity based schemes are an effective way to align the interests of participants and shareholders and provide an efficient and cost-effective incentive for long-term value creation. Details of the current Share Plans can be found here: www.wynnstayPlc.co.uk/esg/governance/wynnstay-share-plans. Whilst the dilution limits vary in the individual Schemes, the Remuneration Committee has undertaken a review of capacity and expects to operate within a maximum of 15% dilution in aggregate across the schemes. The Remuneration Committee will monitor the aggregate dilution on a regular basis and prior to the grant of new options.

The remuneration policy for directors is set to achieve the above objectives and is broadly split into executive and non-executive categories.

Directors' Remuneration Report - continued

Element	Operation	Maximum opportunity	Performance metrics
Executive directors			
Base salary			
To provide an appropriate amount of basic fixed income to enable the recruitment and retention of effective management to implement Group strategy.	Reviewed annually. Any changes will normally take effect from 1 November each year.	There is no maximum salary; however, any increase will usually correspond to or, where appropriate, be less than the level of increase applied across the Group.	None, although individual performance, skills and experience are taken into consideration by the Remuneration Committee when setting salaries.
Annual Performance Bonus (APB)			
To incentivise the executive directors to deliver the Group's corporate strategy by focusing on annual goals that are consistent with longer-term strategic objectives.	Bonus targets are reviewed and set on an annual basis. Malus provisions apply for the duration of the performance period and any deferral period allowing the Remuneration Committee to reduce to zero any unvested or deferred awards. Clawback provisions apply to cash amounts paid and shares or cash released for three years following payment or release, allowing the Remuneration Committee to claim back all or any amount paid or released.	The maximum annual bonus opportunity that can be earned for any year is capped at 100% of base salary for all executive directors. Payments at or approaching these levels would require an exceptional level of performance.	The payment of awards under the APB is dependent upon performance conditions based upon: profit before tax (PBT) after accrual for bonus payments (75% weighting); stretching, specific and measurable strategic and/or individual objectives. (25% weighting).
Wynnstay Profit Related Pay			
An all-employee scheme in which the Executive directors participate on the same basis as all other employees, designed to encourage achievement of profit budgets within main trading subsidiaries.	An employee scheme to reward all staff with a pro-rata profit share, based on a pre-set formula. Paid in February following the announcement of the financial results for the previous year, after completion of the annual audit.	Subject to a total cap on the overall all-employee pay-out of 10% of profits of the participating companies	Based upon the pre-tax profit of two trading subsidiaries, as a net percentage of revenues adjusted for commodity inflation.
Performance Share Plan (PSP)			
To incentivise executive directors to focus on the long-term strategic objectives of the Group and to deliver substantial shareholder value, aligning their interests with the interests of shareholders. The principal terms of the PSP were approved by shareholders at the 2018 AGM, with a further update in March 2021.	Awards are usually made annually. Malus provisions apply for the duration of the performance period and shares held under deferral arrangements, allowing the Remuneration Committee to reduce to zero any unvested or deferred awards. The circumstances in which malus and/or clawback provisions may be triggered are as stated in relation to the APB above.	The maximum PSP award opportunity per Executive director, in respect of any financial year, is limited to rights over shares with a market value at grant of 100% of base salary.	The vesting of all awards made under the PSP is dependent upon performance conditions set by the Remuneration Committee at the point the options are granted. The performance conditions for the in-flight PSPs are based upon: 75% of the Award Shares will vest if the Company's Earnings Per Share ("EPS") grows at an annual rate exceeding the rate of growth of the Retail Price Index ("RPI") plus 8%. Where this growth is not met, provided EPS grows at an annual rate of at least RPI plus 1%, 30% of the Award Shares tested under the EPS target will vest. Between these criteria, the Award Shares will vest on a straight-line basis. 25% of the Award Shares will vest if the Company's Return on Capital Employed ("ROCE") is 12.6%. Where this target is not met, provided a minimum ROCE employed of 10% is met, the Award Shares will vest between these two criteria on a straight-line basis.

Element	Operation	Maximum opportunity	Performance metrics
All-employee share plans			
To align the interests of the broader employee base with the interests of shareholders and to assist with recruitment and retention.	The Group currently operates a HM Revenue & Customs approved Share-save plan. In accordance with the relevant tax legislation, the executive directors are entitled to participate on the same basis (and subject to the same maximums) as other Group employees.	As determined by the statutory limits in force from time to time.	None.
Pension and benefits			
To provide a competitive package to attract and retain skilled and experienced directors.	The executive directors are entitled to receive pension contributions from the Group. They can elect for those contributions to be paid in the form of taxable pension allowance or direct payments into a defined contribution pension scheme. The executive directors are entitled to standard director benefits package, including a company car and private medical cover.	In respect of pension contributions, 3.17% of base salary for Gareth Davies, 12.0% of salary for Paul Roberts, 12.0% of salary for Rob Thomas. The Remuneration Committee have agreed on a £38,600 cash equivalent sum for Alk Brand which is in lieu of 12% pension contributions.	None.
Non-executive Directors			
Basic Annual Fee			
To attract and retain a balanced skill set of individuals to ensure strong stewardship and governance of the Group. The non-executive directors do not participate in share option awards, performance bonuses or pension arrangements.	Reviewed annually, fees are set so as to reflect the factors pertinent to respective positions, taking into account the anticipated amount of time commitment, and comparative rates paid by other companies of a similar size.	None.	None.
Supplemental Committee Chair Fees			
To acknowledge the additional time and input commitment of chairing two of the important board sub-committees, being Audit and Remuneration.	An additional annually reviewed premium is added to the Basic Annual Fee for the appointed non-executive holding the chair of the respective committee for that relevant financial year.	None.	None.

iii. Directors' emoluments (no bonus for FY2024)

Name of director	Basic salary/fees	PRP £000	Benefits	Supplement for additional duties during CEO leave of absence £000	PSP £000	Pension £000	**2024 total £000**	2023 total £000
Executive								
Gareth Davies	322	13	7	-	24	10	**376**	331
Paul Roberts[1]	32	-	1	-	-	2	**35**	215
Rob Thomas[2]	185	-	1	38	-	22	**246**	37
Alk Brand[3]	30	-	-	-	-	-	**30**	-
Non-executive								
Steve Ellwood	78	-	-	27	-	-	**105**	76
Philip Kirkham[4]	-	-	-	-	-	-	**-**	32
Steven Esom[5]	46	-	-	-	-	-	**46**	26
Catherine Bradshaw	46	-	-	-	-	-	**46**	44
Howell Richards	44	-	2	-	-	-	**46**	44
Aggregate emoluments	**783**	**13**	**11**	**65**	**24**	**34**	**930**	**805**

*Gareth Davies was awarded PSP options during his appointment as CEO
[1] Retired 1 January 2024
[2] Appointed on 1 October 2023 and was awarded an appointment payment in lieu of forgone previous employment earnings which was made though the payroll in 2024 but shown in the 2023 column of the table above
[3] Appointed 1 October 2024
The basic salary column for Alk Brand includes a cash sum of £38,600 which is in lieu of 12% pension contributions.
[4] Retired 24 May 2023
[5] Appointed 18 April 2023

Directors' Remuneration Report - continued

Annual bonus

For the year ending 31 October 2024, the executive directors were eligible to receive a bonus based on a percentage of base salary, subject to the achievement of challenging adjusted profit before tax and personal objectives (CEO:100%, CFO: 80%).

2024 bonus targets	Determination	Performance against targets
Up to 75% of total based on headline profit before tax.	Financial performance bonus to be awarded 25% on the achievement of the approved annual target. An additional 25% will be awarded for 10% outperformance of the annual target. A further 25% will be awarded for 20% outperformance of annual target.	None of the available profit-related bonus will be paid in respect of headline PBT performance in FY24.
Up to 25% of total based on personal objectives.	Normally the 25% personal objectives will only qualify if the annual financial target is met. A discussion will be held no later than 31 January of each year between the Chairman and the Remunerations Committee, for the Chairman to present the merits and evidence of awarding the bonus/part bonus in relation to personal objectives. Any decoupling of the award for personal objectives from the financial performance bonus will be at the Remuneration Committee's discretion.	None of the available personal objective bonus is expected to be paid in respect of personal objectives, although as previously explained the Remuneration Committee has not made a final decision on this at the time of writing this report.

Discretionary options

The table below summarises the outstanding Performance Share Plan awards.

Award date	Share price at date of grant	Number of shares vesting at maximum	Face value of shares vesting at maximum	EPS for maximum vesting	Number of shares vesting at threshold (30%)	EPS for threshold vesting	Performance year ending	Number of shares vested
Gareth Davies*								
23 January 2020	£2.93	27,896	£81,595	40.44p	8,369	38.27p	31 October 2022	27,896, of which 6,974 remain to be released on or around 31 October 2024
10 February 2023**	£5.45	27,193	£148,910	50.16p	8,158	47.25p	31 October 2025	In-flight
1 February 2024**	£3.43	47,909	£164,089	35.84p	14,372	33.70p	31 October 2026	In-flight
Rob Thomas								
1 February 2024	£3.43	49,352	£169,031	35.84p	14,806	33.70p	31 October 2026	In-flight

*Gareth Davies was awarded PSP options during his appointment as CEO
** A prorated proportion of in-flight options have been cancelled using the method set out in 18.2 of the PSP rules

Directors' interests and outstanding options

The directors who held office during the year and as at 31 October 2024 had the following interests in the ordinary shares of the Group:

	25p ordinary shares		Share-save options*		Discretionary options (PSPs)**	
	2024	2023	2024	2023	2024	2023
Gareth Davies*	60,769	50,143	1,091	-	82,076	13,948
Paul Roberts[1]	n/a	98,998	n/a	-	n/a	11,159
Alk Brand[2]	5,000	n/a	-	n/a	-	n/a
Rob Thomas[3]	3,500	-	-	-	49,352	-
Steve Ellwood	4,700	4,700	n/a	n/a	n/a	n/a
Howell Richards	2,810	2,810	n/a	n/a	n/a	n/a

* Executive directors are eligible to participate in share-save option invitations, subject to the scheme and legislative requirements. Share-save options do not have any performance criteria attached to them and are exercisable in accordance with the scheme rules and dependant on an ongoing savings contract administered by Equiniti Ltd, an authorised provider, being retained.
** Gareth Davies was awarded PSP options during his appointment as CEO
[1] Retired 1 January 2024
[2] Appointed 1 October 2024
[3] Appointed on 1 October 2023

Payments for loss of office

No payments for loss of office were made during the year ended 31 October 2024 (2023: none).

Terms and conditions for non-executive directors

Non-executive Directors do not have service contracts but appointment letters setting out their terms of appointment. In line with the QCA Code, individual directors who wish to continue in office will stand for (re)-election at the AGM.

iv. Details of how the Remuneration Committee intends to implement remuneration policy in the following year

The table below sets out the remuneration that has been set by the Remuneration Committee that is effective from 1 November 2024:

Name of director	Basic salary/ fees £000	Benefits/ non-executive travel expenses £000	Pension £000	**2025 total £000**
Executive				
Alk Brand*	360	12	-	**372**
Rob Thomas	245	2	22	**269**
Non-executive				
Steve Ellwood	80	-	-	**80**
Steven Esom	47	-	-	**47**
Catherine Bradshaw	47	-	-	**47**
Howell Richards replacement**	47	-	-	**47**
Aggregate emoluments	**826**	**14**	**22**	**862**

*The basic salary column for Alk Brand includes a cash sum of £38,600 which is in lieu of 12% pension contributions.

** Howell Richards will not be standing for re-election at the 2025 AGM, a recruitment process is underway for a new non-executive director.

In addition to the remuneration set out above, the executive directors could also earn performance dependant remuneration depending on the conditions set out in part i. of this report: annual performance bonus (of up to 100% of their base salary), profit related pay, and performance share plan options.

Following a review of how best to align performance measures for the PSP, the Committee has decided that the performance measures will change to the following for a grant covering the three year period to 31 October 2027.

Subject to the Company achieving the following minimum reported performance criteria:

1. 50% of the Award Shares will vest if the Company's Earnings Per Share ("EPS") is 39 pence per share.
2. 100% of the Award Shares will vest if the Company's Earnings Per Share ("EPS") is 47 pence per share.

The Award Shares will vest between these two criteria on a straight-line basis.

As noted in part i. of this report, the contents of this report will be put to shareholders for an 'advisory vote', split into two parts: (1) The remuneration policy set out in part ii. of this report, and (2) an annual vote on directors' emoluments as set out in part iii. of this report.

Steven Esom
Chair of Remuneration Committee

10 February 2025

Directors' Report for the year ended 31 October 2024

> The Directors present their report together with the audited financial statements of the Parent Company ("the Company") and the Group for the year ended 31 October 2024
>
> **Claire Williams**
> Company Secretary

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

Business review and future developments

The Strategic Report is included in this report by cross reference, and contains a review of performance of the Group during the year in the Chief Executive Officers Report on pages 21 - 23, Principal Risks and Uncertainties on pages 32 - 33, and comments on future developments within the Chairman's statement on pages 14 - 17. The Strategic Report has been reviewed and approved by the Board of Directors.

Results and dividends

Subject to approval at the Annual General Meeting, the final dividend will be paid on 30 April 2025 to shareholders on the register at the close of business on 28 March 2025. The share price will be marked ex-dividend with effect 27 March 2025.

Details of authorised and issued share capital and the movement in the year are detailed in note 27 of the financial statements.

The market price of the Company's shares at the end of the financial year was 317.50p (31 October 2023 382.50p). The range of market prices during the year was between 300.00p and 432.50p.

	2024	2023
Interim dividend per share paid	**5.60p**	5.50p
Final dividend per share proposed	**11.90p**	11.75p
Total dividend	**17.50p**	17.25p
	£000	£000
Group revenue	**613,053**	735,877
Group profit after tax	**2,789**	6,927

Financial instruments

The Group has a number of financial instruments, and these are detailed, together with the risk management objectives and policies relating to these instruments in Note 25 to the financial statements. The main financial risks for the Group come from customer credit, foreign Exchange, commodity price volatility, interest rate movements, cash liquidity and capital management. The Board's approach to managing these risks is detailed in Note 25 of the financial statement.

Going concern and forward looking statements

Information relating to going concern is contained within the Finance Review on pages 28 - 31. The Annual Report and Accounts include certain statements that are forward-looking statements. These statements appear in a number of places throughout the Strategic Report and include statements regarding the Group's intentions, beliefs or current expectations and those of its officers, Directors and employees concerning, amongst other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of the Group's businesses. By their nature, these statements involve uncertainty since future events and circumstances can cause results and developments to differ materially from those anticipated.

Directors and their interests, and notice of AGM

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

- Steve Ellwood
- Steven Esom
- Catherine Bradshaw
- Howell Richards (will not be proposed for re-election at the 2025 AGM)
- Gareth Davies (will not be proposed for re-election at the 2025 AGM)
- Alk Brand (appointed 1 October 2024)
- Paul Roberts (retired 1 January 2024)
- Rob Thomas

Details of the interests in the ordinary shares of the Company and information of the performance criteria of discretionary options are contained in the Directors' Remuneration Report on pages 66 - 71. No other directors who held office during the year and as at 31 October 2024 had interests in the ordinary shares of the Company.

In addition to these shareholdings, the Company's employee benefit trust held 82,104 shares (2023: 127,022 shares). Rob Thomas and Gareth Davies are trustees of the Company's employee benefit trust and accordingly are deemed to hold an additional non-beneficial holding in such shares. No director at the year end or prior year end held any interest in any subsidiary, joint venture or associate company. Further details on related party transactions with directors are provided in note 33 to the financial statements. In line with the Quote Companies Alliance ("QCA") Corporate Governance Code, all shareholders will be given the opportunity to vote on the (re)-election of all individual directors who wish to remain on the board. Notice of the Annual General Meeting can be found on pages 134 - 135. During the year, the Company purchased and maintained liability insurance for its directors and officers which remained in force at the date of this report.

Significant and substantial shareholdings

At 31 October 2024, the following shareholders held 3% or more of the issued share capital of the Company. See table below.

The directors are not aware that any other person, company or group of companies held 3% or more of the issued share capital of the Company, and no new notifications of substantial shareholdings have been received between 31 October 2024 and the date of this report.

Takeover directive requirements

The Group has one class of equity share, namely 25p ordinary shares. The shares have equal voting rights and there are no special rights or restrictions attaching to any of them or their transfer to other persons.

Rules governing the appointment and replacement of directors, and those relating to the amendment of the Group's Articles of Association, are contained within those Articles of Association, a copy of which is located on the Group's website (www.wynnstayPlc.co.uk).

Colleagues

The Group has procedures for keeping its colleagues informed about the progress of the business, which includes newsletters, roadshows, financial results presentations and a Colleague Forum. The Group continues to encourage employee motivation by operating a share-save scheme open to all colleagues.

The Group provides training and support for all colleagues where appropriate and gives a full and fair consideration to disabled applicants in respect of duties which may be effectively performed by a disabled person. Where existing employees become disabled, the Group will seek to continue employing them, bearing in mind their disability and provided suitable duties are available. Failing this, all attempts will be made to provide a continuing income.

Health and Safety matters are a high priority issue for the Board, who consider a monthly report on developments and any incidents that may have occurred, including accidents and near misses. More detail about our investment in Health and Safety can be found on pages 46 - 47.

Further information and examples of the Group's engagement with our employees can be found in our Section 172 Statement on page 53 and the Social section of our ESG Framework on pages 44 - 49.

Beneficial holder	Registered holder	Number of shares	% of issued share capital
Close Brothers Asset Management	Lion Nominees Limited	2,293,654	9.9%
Milkwood Fund	Vidacos Nominees Limited	1,513,908	6.5%
Schroders Plc	Luna Nominees Limited Chase Nominees Limited	948,844	4.1%
Charles Stanley & Co Private Clients	Rock Nominees Limited	910,430	3.9%
Canaccord Genuity Wealth Management Private Clients	CGWL Nominees Limited	817,560	3.5%

Business relationships

Details of the identified main stakeholder groupings associated with the business are provided in the s172 Statement on page 53. The continuing relationship nature of the Group's trading activities requires strong communication links with individual customers and suppliers. This is achieved through dedicated personnel contacts, regular correspondence and increasingly through digital interaction channels. Our THRIVE corporate values underpin how we do business and can be found on page 7.

Corporate governance

The Group's statement on corporate governance can be found in the Corporate Governance Statement which is incorporated by reference and forms part of this Directors' Report.

Having made enquires of fellow Directors each of these Directors, at the date of this report, confirms that:

- to the best of each Director's knowledge and belief, there is no relevant audit information of which the Group's auditor is unaware; and,
- each Director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Group's auditor is aware of that information.

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

Independent auditors

Crowe U.K. LLP have indicated their willingness to continue in office and accordingly a resolution proposing their reappointment will be submitted to the Annual General Meeting.

By order of the Board

Claire Williams
Company Secretary
Wynnstay Group Plc
Eagle House
Llansantffraid,
Powys. SY22 6AQ

Registered number: 02704051
10 February 2025

Financial Statements

Independent Auditor's Report to the members of Wynnstay Group Plc

Opinion

We have audited the financial statements of Wynnstay Group Plc (the "Company") and its subsidiaries (the "Group") for the year ended 31 October 2024, which comprise:

- the Consolidated statement of comprehensive income for the year ended 31 October 2024;
- the Consolidated and Company balance sheets as at 31 October 2024;
- the Consolidated and Company statements of changes in equity for the year then ended;
- the Consolidated and Company statements of cash flows for the year then ended; and
- the notes to the financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK-adopted international accounting standards.

In our opinion the financial statements:

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

Basis for opinion

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

Conclusions relating to going concern

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

- Reviewed the group cash flow forecasts provided by management and challenged the key assumptions used in the forecasts, including downside sensitivities of reduced sales volumes;
- Checking the numerical accuracy of management's cash flow forecasts;
- Reviewed the availability of facilities and cash reserves in the context of both the financial projections and downside scenarios, including an assessment of compliance with applicable covenants;
- Procedures to review and evaluate the historical accuracy of management's past projections;
- Reviewing the disclosures made in the financial statements relating to going concern and agreeing it is consistent with management's assessment;

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 or Company's ability to continue as a going concern for a period of at least 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole to be £1,500,000, based on approximately 0.25% of revenue for 31 October 2024. Materiality for the Company financial statements as a whole was set at £765,000 based on 1% of the total assets for 31 October 2024.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. This is set at £1,050,000 for the Group and £535,500 for the Company.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £75,000 for the Group and £38,250 for the Company. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

The Group and its subsidiaries are accounted for at three main sites in the UK, including the Parent company head office. We performed full scope audits of the complete financial information of Wynnstay Group plc and the three components, Wynnstay (Agricultural Supplies) Limited, GrainLink Limited and Glasson Grain Limited. The work was performed directly by the Group audit team. The operations that were subject to full-scope audit procedures made up 97% of the consolidated revenues, 99% total profit before tax and 95% total assets and liabilities. The Group's other subsidiary entities, Glasson Group (Lancaster) Limited, Youngs Animal Feeds Limited, Humphrey Poultry (Holdings) Limited, Humphrey Feeds Limited and Humphrey Pullets Limited was subject to Specific procedures as they are not considered a significant component.

Key Audit Matters

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

Key audit matter	How the scope of our audit addressed the key audit matter
Revenue recognition (note 2) Revenue for the Group is £613,053,000 (2023: £735,877,000). This is a key driver of the business and used as an important benchmark by shareholders for assessing the performance of the Group. We deemed the significant risks to be in respect of: • Existence of revenue throughout the year • Cut-off risk, around period-end We consider these areas to be most susceptible to misstatement by management due to there being an incentive to meet performance targets in these areas	Our audit work in this area included the following: • Assessing the design and implementation of the relevant controls in place associated with revenue recognition; • Testing a sample of revenue transactions across the Group to ensure revenue is being recognised at the point in time that the performance obligation is satisfied, by selection from the nominal and agreeing the sample to sales invoice, cash receipts and proof of delivery where applicable; • Reviewing pre-year end and post year end invoices to ensure cut off correctly applied by agreeing revenue recognition dates to proof of delivery documentation. • Performed testing using computer aided tool to corroborate sales invoiced in the period to cash receipt; • Reviewed contractual terms of business with key customers to confirm basis of revenue recognition complies with IFRS 15.
Carrying value of goodwill and investments (notes 13 and 17) The Group holds goodwill at a carrying value of £15.5m (2023 £15.53m). The Company also holds significant investments with a carrying value of £54.2m. Recovery of these assets is dependent upon discounted future cash flows which are required to be discounted. There is a risk that forecasts for these future cash flows are not met or that the cash flows have not been discounted at an appropriate rate. If the cash flows do not meet expectations the assets may become impaired. Due to the high level of estimation uncertainty and sensitivity in changes to the assumptions on the future cash flows we identified the possible impairment of assets as a key audit matter.	Our audit work in this area included the following: • Obtaining management's impairment papers and value in use calculations along with related workings to support the value in use of each cash generating unit, including assessing the definition of CGU's used by management; • Testing the mathematical accuracy of the value in use calculations, as well as challenging key assumptions used in the preparation of the discounted cash-flow model, including the discount rate, growth rate and expected revenues. Specialists within the audit team were used to assess for reasonableness the assumptions used for the discount rate, which significantly influences the value in use calculation; • Assessing the accuracy of historic forecasts compared to actual results, to assess whether management are preparing materially reliable forecasts; • Consideration given to any signficiant changes which may indicate an impairment trigger such as technological, market, economic or legal changes. • Reviewing the disclosures in the financial statements in relation to goodwill and investments

Independent Auditor's Report to the Members of Wynnstay Group Plc - continued

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 65, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

We obtained an understanding of the legal and regulatory frameworks within which the Group operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were relevant company law and taxation legislation in the UK, being the principal jurisdiction in which the Group operates.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management and those charged with governance about their own identification and assessment of the risks of irregularities, used data analytics techniques to identify any unusual transactions and reviewing accounting estimates for biases where significant judgements are involved.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organised schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us. We performed testing on journal entries and used computer aided tools to assist this testing to address the risk of fraud through management override of controls.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Mark Evans
Senior Statutory Auditor

for and on behalf of

Crowe U.K. LLP
Statutory Auditor
Black Country House
Rounds Green Road
Oldbury
B69 2DG

10 February 2025

Consolidated Statement of Comprehensive Income
For the year ended 31 October 2024

	Note	2024 £000	2023 £000
Revenue	2	**613,053**	735,877
Cost of Sales		**(533,844)**	(656,008)
Gross Profit		**79,209**	79,869
Manufacturing, distribution and selling costs		**(59,809)**	(60,060)
Administrative expenses		**(11,925)**	(10,020)
Other operating income	4	**451**	371
Adjusted operating profit[1]		**7,926**	10,160
Amortisation of acquired intangible assets and share-based payment expense	5	**(543)**	(468)
Loss on mark to market of derivatives	5	**(473)**	(822)
Non-recurring items	5	**(2,312)**	(82)
Operating Profit	6	**4,598**	8,788
Interest income	3	**497**	528
Interest expense	3	**(1,572)**	(1,286)
Share of profits in joint ventures using the equity method	7	**765**	865
Adjusted profit before taxation[2]		**7,616**	10,267
Intangible amortisation, goodwill impairment and share-based payment	5	**(543)**	(468)
Loss on mark to market of derivatives	5	**(473)**	(822)
Share of tax incurred by joint venture	7	**(191)**	(192)
Non-recurring items	5	**(2,312)**	(82)
Profit before taxation		**4,097**	8,703
Taxation	10	**(1,308)**	(1,776)
Profit for the year		**2,789**	6,927
Other comprehensive expense			
Items that will be reclassified subsequently to profit or loss:			
Net change in the fair value of cashflow hedger taken to equity (net of tax)		**27**	49
Recycled cashflow hedge taken to income statement		**(95)**	(83)
		(68)	(34)
		2,721	6,893
Basic earnings per 25p share	12	**12.12p**	30.74p
Diluted earnings per 25p share	12	**11.75p**	30.30p

The notes on pages 92 - 119 form part of these financial statements.

[1] Adjusted operating profit – Operating Profit excluding amortisation of acquired intangibles and share based payment expense, gains / (losses) on mark to market of derivatives. And nonrecurring items.

[2] Adjusted profit before taxation – Profit Before Taxation excluding amortisation of acquired intangibles and share based payment expenses, gains / (losses) on mark to market of derivatives, nonrecurring items and the share of tax incurred by joint ventures.

Consolidated Balance Sheet
As at 31 October 2024

Registered Number 2704051

	Note	2024 £000	2023 Restated* £000	2022 Restated* £000
Non-Current Assets				
Goodwill	13	**15,530**	15,530	16,133
Intangible assets	14	**4,727**	4,960	4,936
Investment property	15	**1,850**	1,850	1,850
Property plant & equipment	16	**22,416**	24,598	20,840
Right-of-use assets	16, 24	**16,919**	14,129	8,202
Investments accounted for using equity method	17	**4,257**	4,407	4,101
Derivative financial instruments	25	**10**	54	1
		65,709	65,528	56,063
Current assets				
Asset held for sale	16	**1,266**	-	-
Inventories	19	**43,328**	55,456	71,095
Trade and other receivables	20	**70,418**	81,276	96,575
Loans to joint ventures	18	**600**	639	1,067
Cash and cash equivalents	23	**38,289**	31,055	31,177
Current tax asset		**950**	-	-
Derivative financial instruments	25	**52**	209	598
		154,903	168,635	200,512
Total Assets		**220,612**	234,163	256,575
Current Liabilities				
Borrowings	23	**(2,619)**	(2,595)	(3,043)
Lease liabilities	24	**(4,399)**	(3,762)	(3,344)
Trade and other payables	21	**(59,499)**	(75,694)	(105,015)
Current tax liabilities		**-**	(257)	(1,639)
Provisions	22	**(1,199)**	-	(345)
Derivative financial instruments	25	**(940)**	(432)	(53)
		(68,656)	(82,740)	(113,439)
Net Current Assets		**86,247**	85,895	87,073
Non-Current Liabilities				
Borrowings	23	**(2,846)**	(4,743)	(6,640)
Lease liabilities	24	**(11,259)**	(9,213)	(3,999)
Trade and other payables	21	**(7)**	(9)	(36)
Derivatives financial instruments	25	**(1)**	(8)	(80)
Deferred tax liabilities	26	**(2,994)**	(2,220)	(1,680)
		(17,107)	(16,193)	(12,435)
Total Liabilities		**(85,763)**	(98,933)	(125,874)
Net Assets		**134,849**	135,230	130,701
Equity				
Share capital	27	**5,782**	5,739	5,585
Share premium		**44,022**	43,482	42,130
Share-based payments		**506**	1,287	1,261
Cash flow hedge reserve		**35**	103	137
Other reserves	28	**1,492**	1,516	1,741
Retained Earnings		**83,012**	83,103	79,847
Total Equity		**134,849**	135,230	130,701

* as restated - see note 36.

The financial statements on pages 80 - 119 were approved by the Board of Directors on 10 February 2025 and signed on its behalf by

Steve Ellwood
Chairman

Rob Thomas
Chief Financial Officer

Consolidated Statement of Changes in Equity
As at 31 October 2024

	Share capital £000	Share premium £000	Share-based payments £000	Cashflow hedge reserve £000	Other reserves £000	Retained earnings £000	Total £000
As at 31 October 2022 as originally presented	5,585	42,130	-	137	4,130	78,719	130,701
Change in accounting policy	-	-	1,261	-	(2,389)	1,128	-
Total equity at the beginning of the financial year (restated*)	5,585	42,130	1,261	137	1,741	79,847	130,701
Profit for the year	-	-	-	-	-	6,927	6,927
Net change in the fair value of cashflow hedges taken to equity, net of tax	-	-	-	49	-	-	49
Recycle cashflow hedge taken to income statement	-	-	-	(83)	-	-	(83)
Total comprehensive income for the year	**-**	**-**	**-**	**(34)**	**-**	**6,927**	**6,893**
Transactions with owners of the Company; recognised directly in equity:							
Share-based payments	-	-	258	-	-	-	258
Recycle of equity remuneration reserves	-	-	(232)	-	-	197	(35)
Shares issued during the year	154	1,352	-	-	-	-	1,506
Dividends	-	-	-	-	-	(3,868)	(3,868)
Own shares acquired by ESOP trust	-	-	-	-	(225)	-	(225)
Total contributions by and distributions to owners of the Company	**154**	**1,352**	**26**	**-**	**(225)**	**(3,671)**	**(2,364)**
As at 31 October 2023	**5,739**	**43,482**	**1,287**	**103**	**1,516**	**83,103**	**135,230**
Profit for the year	-	-	-	-	-	2,789	2,789
Net change in the fair value of cashflow hedges taken to equity, net of tax	-	-	-	27	-	-	27
Recycle cashflow hedge taken to income statement	-	-	-	(95)	-	-	(95)
Total comprehensive income for the year	**-**	**-**	**-**	**(68)**	**-**	**2,789**	**2,721**
Transactions with owners of the Company; recognised directly in equity:							
Share-based payments	-	-	309	-	-	-	309
Exercise, lapse or forfeit of share-based payments	-	-	(1,090)	-	-	1,090	-
Shares issued during the year	43	540	-	-	-	-	583
Dividends	-	-	-	-	-	(3,995)	(3,995)
Transfer	-	-	-	-	(24)	24	-
Total contributions by and distributions to owners of the Company	**43**	**540**	**(781)**	**-**	**(24)**	**(2,881)**	**(3,103)**
As at 31 October 2024	**5,782**	**44,022**	**506**	**35**	**1,492**	**83,012**	**134,849**

As restated – see note 36

Consolidated Cash Flow Statement
For the year ended 31 October 2024

	Note	2024 £000	2023 £000
Cash flows from operating activities			
Cash generated from operations	34	**20,761**	20,271
Interest received	3	**497**	528
Interest paid	3	**(568)**	(822)
Tax paid		**(1,556)**	(2,763)
Net cash generated from operating activities		**19,134**	17,214
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		**990**	257
Purchase of property, plant and equipment	16	**(2,174)**	(5,761)
Acquisition of subsidiary undertakings, net of cash acquired		**(33)**	(2,709)
Receipt of repayment of short term loans to joint ventures		**39**	428
Payment of short term loan to ESOP trust		**-**	(195)
Disposal of investments		**123**	-
Dividends received from joint ventures		**601**	367
Net cash used in investing activities		**(454)**	(7,613)
Cash flows from financing activities			
Proceeds from the issue of ordinary share capital		**583**	1,471
Proceeds from new loans		**92**	26
Lease payments	24, 34	**(6,291)**	(5,042)
Repayment of borrowings	35	**(1,897)**	(2,371)
Dividends paid to shareholders	11	**(3,995)**	(3,868)
Net cash used in financing activities		**(11,508)**	(9,784)
Net increase / (decrease) in cash and cash equivalents		**7,172**	(183)
Effects of exchange rate changes		**62**	61
Cash and cash equivalents at the beginning of the year		**31,055**	31,177
Cash and cash equivalents at the end of the year	23	**38,289**	31,055

Material Accounting Policies

General information

Wynnstay Group Plc has a number of operations. These are described in the segmental analysis in note 2.

Wynnstay Group Plc is a company incorporated and domiciled in the United Kingdom. The address of its registered office is Eagle House, Llansantffraid Ym Mechain, Powys, SY22 6AQ. The Company has its listing on AIM, part of the London Stock Exchange.

Accounting Policies

The Group's material accounting policies adopted in the preparation of these financial statements are set out below.

Basis of Preparation

The Group's financial statements have been prepared in accordance with UK adopted International Accounting Standards. The Group's financial statements have been prepared under the historical cost convention other than certain assets which are at deemed cost under the transition rules, and certain financial instruments which are explained in the relevant section below. A summary of the material Group's accounting policies is set out below, and these have been applied consistently.

The preparation of financial statements in conformity with UK adopted International Accounting Standards requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The Group has taken advantage of the audit exemption available under section 479(A) of the Companies Act 2006 for five of its subsidiaries, Glasson Group (Lancaster) Limited (company number 03230345), Youngs Animal Feeds Limited (company number 04128486), Humphrey Poultry (Holdings) Limited (company number 13882065), Humphrey Feeds Limited (company number 00884405) and Humphrey Pullets Limited (company number 06780228). The Company has provided parent guarantees to these subsidiaries which have taken advantage of the exemption from audit.

Change In Accounting Policy

The Group changed its accounting policy for share-based payments such that the value of shares that have exercised, lapsed or forfeit is now credited to Retained earnings as opposed to remaining within the Share-based payment reserve.

The change in accounting policy had no impact upon the Group Statement of Comprehensive Income, Group Balance Sheet, Group Statement of Cash Flows, net assets of the Group, or the Group distributable reserves. The change in accounting policy enables the readers of the financial statements to identify the cumulative value of share-based payments that are still to be exercised, lapsed or forfeit.

The impact of the change in accounting policy is detailed in note 36.

There is no change to basic and diluted earnings per share arising from the change in accounting policy.

Going Concern

As part of their normal year end processes the Board have reviewed commercial plans and budgets for the new financial year, together with assessing the principal identified risks and uncertainties for the Group. Detailed cashflow projections have been prepared and considered against available funding sources, which at the year-end included net cash of £17.12m, plus £10m of undrawn revolving credit facilities and £10.5m of unused overdraft facilities with HSBC Bank UK Plc (HSBC).

In May 2024 an RCF facility of £10m with a £5m accordion, was renewed with HSBC Bank UK Plc (HSBC) and committed to 28 February 2027. The facility was undrawn at 31 October 2024 and in addition, the Group has £10.5m unused overdraft facilities and net cash (including IFRS 16 leases) of £17.16m at the year end. Detailed cash flow projections have been prepared and considered against these available funding sources and substantial headroom is available to fund the continuing development of the Group.

The Directors have therefore concluded that they have reasonable expectation that the Group has adequate financial resources to support the operational requirements of the business for the foreseeable future, and that it is appropriate to continue adopting the going concern concept in the preparation of financial statements. In conclusion, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Alternative performance measures

The Board believe that Adjusted Operating Profit and Adjusted Profit Before Taxation better reflect the adjusted commercial trends and performance of the Group and provides investors and other users of the accounts with useful information on these trends.

Adjusted Operating Profit is statutory operating profit after adding back non-recurring items, amortisation of acquired intangible assets, share based payment expenses and gains / (losses) on mark to market of derivatives. Adjusted profit before taxation is statutory profit before taxation after adding back non-recurring items, amortisation of acquired intangible assets, share based payment expenses, gains / (losses) on mark to market of derivatives and the share of tax incurred by joint ventures.

Basis of Consolidation

The Group's consolidated financial statements incorporate the financial statements of Wynnstay Group Plc ('the Company') and entities controlled by Wynnstay Group Plc (its 'subsidiaries') together with the Group's share of the results of its joint ventures and associates.

Where the company has control over an investee, it is classified as a subsidiary. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de- facto control exists the company considers all relevant facts and circumstances, including:

- the size of the company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- substantive potential voting rights held by the company and by other parties;
- other contractual arrangements; and
- historic patterns in voting attendance.

The consolidated financial statements present the results of the company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The fair value of contingent consideration is assessed using management judgement to reflect the likelihood of the pertinent matters being achieved. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

Associates are entities over which the Group has significant influence but not control, generally accompanied by a share of between 20% and 50% of the voting rights. Joint ventures are entities over which the Group has joint control. Investments in joint ventures and associates are accounted for using the equity method. In the Company financial statements, investments in subsidiaries, joint ventures and associates are accounted for at cost

Revenue Recognition

Revenue is income arising for the sale of goods and services in the ordinary course of the Group's activities, net of value added taxes and discounts. Revenue is recognised when performance obligations are satisfied, and control has transferred to the customer. Although the Group does provide some services (agronomy, such as analysis of nutritional content of silage samples), the majority of the revenue relates to sale of goods and consequently the level of judgement required to determine the transaction price or the timing of transfer of control is low. All revenue is derived from UK operations. The Group has three main operating segments which relate to how our customers purchase products, as described below:

Feed and Grain

Wynnstay manufactures and supplies a wide range of feeds and animal nutrition products for a range of sectors, including, dairy, beef, sheep, and poultry. The business operates three feed mills and three blending plants, and offers nutrition products in compounded, blended and meal forms, both in bulk and in bags. Bagged feed is predominantly sold through our depot network. In addition, we sell a range of feed raw materials through both the Wynnstay and Glasson Grain brands, as well as offering grain and combinable crop marketing services through the GrainLink business.

Fertiliser and Seed

Our arable operations supply a wide range of services and products to arable and grassland farmers. These include seeds, fertilisers and agrochemicals. Our fertiliser manufacturing business, Glasson Fertiliser, is the second largest fertiliser blender in the UK and is based at Glasson Dock near Lancaster.

Depot Merchanting

Wynnstay operates a network of 51 depots catering mainly for the needs of farmers but also rural dwellers. Depots are mostly located within the livestock areas of England and Wales. The network is supported by a multi-channel sales route to market, which includes a digital sales platform, a sales trading desk, regional field sales teams and specialist catalogues.

Material Accounting Policies - continued

Finance Income

Finance income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Finance income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Amortisation of Intangible Assets, Share-Based Payments and Non-Recurring Expense Items

Amortisation of acquired intangible assets, share-based payment expense and non-recurring items that are material by size and/or by nature are presented within their relevant income statement category but highlighted separately on the face of the consolidated statement of comprehensive income and within a note to the financial statements, see note 5. The separate disclosure of profit before these items helps provide a better indication of the Group's underlying business performance.

Non-recurring items are items that the Board believes are material and one-off or non-operating in nature and are better disclosed separately in the income statement. Events which may give rise to non-recurring items include, but are not limited to, gains or losses on the disposal of subsidiaries/businesses, gains or losses on the disposal or revaluation of properties, gains or losses on the disposal of investments, the restructuring of the business, the integration of new businesses, acquisition related costs, changes to estimates in relation to deferred and contingent consideration for prior period business combinations and asset impairments including impairment of goodwill.

Employment Benefit Costs

The Group operates a number of defined contribution pension schemes. Contributions to these schemes are charged to the Group Statement of Comprehensive Income as they are incurred, in accordance with the rules of the scheme.

Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the identifiable assets, liabilities and contingent liabilities of the acquired entity at the date of the acquisition. At the date of acquisition, goodwill is allocated to cash generating units for the purpose of impairment testing. Goodwill is recognised as an asset and assessed for impairment annually. Any impairment is recognised immediately in the Group Statement of Comprehensive Income. Once recognised, an impairment of goodwill is not reversed.

Impairment of Non-Financial Assets

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. Where an indicator of impairment exists, the Group makes an estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is written down to its recoverable amount. Recoverable amount is the higher of fair value less costs to sell and value in use and is considered for each individual asset. If the asset does not generate cash flows that are largely independent of those from other assets or groups of assets, the recoverable amount of the cash generating unit to which the asset belongs is determined. Pre-tax discount rates reflecting the asset specific risks and the time value of money are used for the value in use calculation.

Investment Property

Investment property held to earn rentals and/or for capital appreciation, is initially measured at cost and subsequently stated at fair value at the reporting date, as determined by the directors and is periodically supported by external valuers. Gains or losses arising from changes in the fair value of investment property are recognised in the income statement in the period in which they arise. Gains or losses on disposal of an investment property are recognised in the income statement on the unconditional completion of the sale.

Property, Plant And Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and any provision for impairment losses. Depreciation is provided at rates calculated to write off the cost less estimated residual value of fixed assets over their expected useful lives as follows:

- freehold property 2.5% - 5% per annum straight line;
- leasehold land and building and right of use assets is over the period of the lease;
- plant and machinery and office equipment 10% - 33% per annum straight line; and
- motor vehicles 20% - 30% per annum straight line.

If the expenditure provides incremental future benefits so that it improves the earning capacity or extends the life of the non-current asset beyond its originally intended useful economic life, then it is treated as capital expenditure. This is usually the case with non- climate compliant assets where the Group seeks to modify appropriate assets where possible as it works towards its zero- carbon footprint commitment which is detailed in the strategic report. Climate uncertainty does not have a material impact on the assessment of useful lives as the assets are considered to be fit for purpose over the assessed useful economic lives with reasonable repairs and maintenance The impact of historical climate related incidents indicates that any financial impact on physical assets, including adapting them for use is addressed by our existing capital programme. Major renovations are depreciated over the remaining useful life of the related asset or to the date of the next major renovation, whichever is sooner. Gains and losses on disposals are calculated by comparing proceeds with carrying amount and are included in the income statement.

Intangible Assets

Following initial recognition of an intangible asset, the cost model is applied requiring the asset to be held at cost less any accumulated amortisation and impairment. Amortisation begins when the asset is ready for use.

The cost of an intangible asset acquired in a business combination with a definite useful life (three to eight years) is amortised on a straight-line basis, with the carrying value being its fair value at the acquisition date. Where intangibles (including brands) have an indefinite life, they are not amortised, but assessed for impairment during the year. See Note 14 for details on intangibles movement during the period.

Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contract cash flow characteristics of the financial asset.

Subsequent measurement of financial assets

Financial assets and liabilities at amortised cost

Financial assets and liabilities are measured at amortised cost if they meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets or satisfy the financial liabilities through the associated contractual cash flows or
- the contractual terms of the financial assets and liabilities give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below), and will be charged through cost of sales in the income statement.

Material Accounting Policies - continued

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'.

Instruments included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is not dependent on the Group first identifying a credit loss event. Instead, the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the asset.

Measurement of the expected credit losses is determined by a probability weighted estimate of credit losses over the expected life of the financial asset. For large one-off balances where there is no historical experience, analysis is completed in respect of several reasonably possible scenarios.

Other Investments

Investments are measured at fair value in the balance sheet, with value changes recognised in profit or loss, except for those equity investments for which the Group has specifically elected to present fair value changes are then shown in 'other comprehensive income'. Cost is used as an appropriate estimate of the fair value for investments where in limited cases there is insufficient, recent information available to measure fair value.

Trade and other receivables and loans to joint ventures

Trade receivables are initially recognised at their transaction price. When a trade receivable is uncollectible, it is written off against the impairment provision for trade receivables. Subsequent recoveries of amounts previously written off are credited against costs in the income statement. Short-term trade receivables do not carry any interest and are stated at their amortised cost, as reduced by appropriate allowances for estimated irrecoverable amounts.

The Group makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument.

The Group uses its historical experience, external indicators and for- ward-looking information to calculate the expected credit losses.

The Group assess impairment of trade receivables on a collective basis where they possess shared credit risk characteristics, they have been grouped based on sector industry global default rates. Refer to Note 20 for a detailed analysis of how the impairment requirements of IFRS 9 are applied.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered. An equity instrument is any contract that provides a residual interest in the assets of a business after deducting all other liabilities. Equity instruments is- sued by the Group are recorded as the proceeds received, net of direct issue costs.

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables, derivative financial instruments and lease liabilities.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs.

Borrowings

Interest-bearing bank loans and overdrafts are initially recorded at fair value, net of attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between proceeds and redemption value being recognised in the Group Consolidated Statement of Comprehensive Income over the period of the borrowings on an effective interest basis.

Prepaid fees in relation to issuance of debt are held on the Balance Sheet on the basis that such issuance is considered probable. If issues do not occur, or are deemed not to be probable, such fees are recognised in the income statement.

Financial guarantees

Where composite financial guarantees (not within the definition of IFRS 9) over the general bank obligations of subsidiaries for debt instruments held at amortised cost exist, such balances are netted in Balance Sheet.

Trade and other payables

Trade and other payables are non-interest bearing and are stated at their fair value and subsequently measured at amortised cost using the effective interest method.

Derivative financial instruments

Derivative financial instruments are used to manage exposure to market risks. The principal derivative instruments used by Wynnstay are foreign exchange forward contracts and futures. The Group does not hold or issue derivative financial instruments for trading or speculative purposes. Derivative financial assets and liabilities are measured at fair value. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement.

Hedge accounting

At inception of the hedge relationship, the group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The group documents its risk management objective and strategy for undertaking its hedge transactions.

Derivatives designated as hedging instruments are classified at inception of hedge relationship as cash flow hedges. Changes in the fair value of derivatives designated as cash flow hedges are recognised in other comprehensive income to the extent that the hedges are effective. Ineffective portions are recognised in profit or loss immediately. Amounts deferred in other comprehensive income are reclassified to the income statement when the hedged item affects profit or loss. 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 existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When or if a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred in full to the income statement.

Both the ineffective portions and recycled amounts from OCI are put through cost of sales, as management consider these to be integral to commercial operations, rather than finance related.

Accounting for changes in credit risk

Accounting standards require that the fair value of financial instruments reflects their credit quality and also changes in credit quality where there is evidence that this has occurred. The credit risk associated with the Group's derivatives is reviewed monthly where the impact is not material, due to the Group strong financial position.

Inventories

Inventories (covering raw materials, consumables, finished goods and goods for resale) are stated at the lower of cost and net realisable value. Biological inventories are measured at fair value less estimated cost to sell at the point of harvest. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Where appropriate, cost is calculated on a specific identification basis. Otherwise, inventories are valued using the first-in-first-out method. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

Cash and Cash Equivalents

For the purposes of the Balance Sheet, cash and cash equivalents comprise cash at bank, cash in hand, money market funds and short-term deposits with an original maturity of three months or less. For the Consolidated and Company statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Material Accounting Policies - continued

Leases

The Group as a lessee, accounts for all leases by recognising a right- of-use asset and a lease liability. At inception, the Group assess whether the contract contains a lease or is a lease. A lease is determined when the contract conveys the right to control an identified asset for a period of time in exchange for consideration. The Group recognises a right-of- use asset and a corresponding lease liability for all lease agreements in which the Group is the lessee at the lease commencement date.

The right-of-use asset is initially measured at cost, which comprises the initial lease liability adjusted for any lease payment made at or before the commencement date, plus any indirect initial costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are then subsequently depreciated using the straight-line method or reducing balance method from the commencement date to the earlier of the lease term or useful life of the underlying asset. Right-of-use assets are reviewed for indicators of impairment on an annual basis.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Group's weighted average incremental borrowing rate is used, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

The incremental borrowing rate is based on the (i) reference rate, (ii) financing spread and (iii) lease specific adjustments. The reference rate is based on the UK Nominal Gilts aligned with the tenor of the lease observed at the time of signing the contract. The financing spread is based on the term of the debt, level of indebtedness, entity and economic environment.

Lease payments included in the measurement of lease liabilities includes the following:

- Fixed payments including in-substance fixed payments;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date; and
- The amount expected to be payable by the lessee under residual value guarantees

The Group remeasures the lease liability when there is a change in the future lease payments arising from a change in rate or index or, a modification to the lease that is not accounted for as a separate lease. In the latter case, the lease liability is remeasured by using a revised discount rate. When the lease liability has been remeasured, a corresponding adjustment is made to the carrying amount of the right- of-use asset or is recorded in the profit or loss account if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has opted not to recognise right-of-use assets and lease liabilities for low value assets and short-term leases (defined as a lease with a lease term of 12 months or less). Instead, the lease payments are recognised as an operating expense on a straight-line basis over the length of the lease term or on a systematic basis.

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. Deferred tax is provided on temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

i. except where the deferred income tax liability arises from the initial recognition of goodwill or 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 accounting profit nor taxable profit or loss; and
ii. in respect of taxable temporary differences associated with investments in subsidiaries, except 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 assets and unused tax losses, to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised:

i. except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or a 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
ii. in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised 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.

Deferred tax assets and liabilities within the same tax jurisdiction are offset where there is a legally enforceable right to offset current tax assets against current tax liabilities and where there is an intention to settle these balances on a net basis. Deferred income tax assets and liabilities are measured at the tax rates that apply to the period 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. Income taxes relating to items recognised in other comprehensive income or directly in equity are also recognised in other comprehensive income or directly in equity and not in the income statement. Otherwise, income tax is recognised in the income statement

Deferred Income

Amounts received prior to the delivery of goods and services are recorded as deferred income and released to the income statement as they are provided.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and 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. Provisions are measured at the best estimate of the expenditure required to settle the obligation at the reporting date and are discounted, where material, to present value using a current, pre-tax rate that reflects, where appropriate, the risks specific to the liability.

A restructuring provision is recognised when the Group has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Group.

Share Capital

Ordinary shares are classified as equity and are recorded at the par value of proceeds received, net of direct issue costs, allowing for any reductions in the par value. Where shares are issued above par value, the proceeds in excess of par value are recorded in the share premium account. Where shares have been issued following the exercise of eligible nil-cost employee options, previously expensed equity remuneration reserves are recycled to share capital at par value only.

Dividend Distribution

A dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the shareholders' right to receive payment of the dividend is established.

Foreign Currency

The consolidated financial statements are presented in Sterling, which is the parent company's functional currency.

Transactions denominated in foreign currencies are initially recorded in the functional currency using the exchange rates prevailing at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated into Sterling at the rates of exchange ruling at the reporting date. Differences arising on translation are charged or credited to the income statement.

Judgements and key sources of estimation uncertainty

The Group makes certain judgements and assumptions about the measurement of certain assets, liabilities, revenues and expenses. These assessments are continually evaluated based on historic experience and expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions, however we believe these are not significant nor likely to cause a material adjustment to the carrying amount of assets and liabilities within the next financial year.

Significant Estimates and Assumptions

Business Combinations

Where valuation techniques are used to determine the fair value of certain assets and liabilities acquired in a business combination, including estimates of the fair value of contingent consideration, which is dependent on the outcome of variables such as future trade or profitability.

Climate Change

The Group has considered climate change as part of the cashflow projections within going concern, impairment assessments and viability, and the impact of climate change is not deemed to have a significant impact on these assessments currently and therefore they are not deemed to be a key source of estimation uncertainty. The group will continue to monitor the impacts of climate change over the coming years.

Intangible asset impairment reviews

An impairment review is conducted annually on intangible assets which are not being amortised. Such reviews include management making judgements of appropriate discount and growth rates, together with estimates of future cashflows. See note 13 to the accounts.

Notes to the Financial Statements
For the year ended 31 October 2024

1. General information & Significant accounting policies

The Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual income statement and related notes that form part of these approved financial statements.

Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those of the previous financial year. The following new standards, amendments and interpretations are effective for the period beginning on or after 1 November 2023 and have been adopted for the Group Financial Statements where appropriate with no material impact on the disclosures and results made by the Group:

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12);
- Definition of Accounting Estimates (Amendments to IAS 8);
- Amendments to IAS 8 'Accounting policies, Changes in Accounting Estimates and Errors', distinguishing changes in accounting estimates from changes in accounting policies;
- Disclosure of Accounting policies (Amendments to IAS 1 and IFRS Practice Statement 2; and
- Initial Application of IFRS 17 and IFRS 9 - Comparative Information

There has been no material impact on the Group's Consolidated Financial Statements from any new standards, amendments or interpretations effective during the year.

Accounting standards or interpretations issued but not yet effective

Apart from IFRS18 'Presentation and Disclosure in Financial Statements', there were no accounting standards or interpretations issued which have an effective date after the date of these Group Consolidated Financial Statements that management reasonably expects to have an impact on disclosures, financial position or performance.

2. Segmental Reporting

IFRS 8 requires operating segments to be identified on the basis of internal financial information about the components of the Group that are regularly reviewed by the chief operating decision maker ("CODM") to allocate resources to the segments and to assess their performance.

The chief operating decision maker has been identified as the Board of Directors ('the Board'). The Board reviews the Group's internal reporting in order to assess performance and allocate resources. The Board has determined that the operating segments, based on these reports are Feed & Grain, Fertiliser & Seed and Depot Merchanting.

The Board considers the business from a product/service perspective. In the Board's opinion, all of the Group's operations are carried out in the same geographical segment, namely the United Kingdom. The Board have changed the way that they review the performance of the business during the current year. Previously, the operating segments were Agriculture and Specialist Agricultural Merchanting. The comparative figures for 2023 have been restated to be presented in accordance with the revised operating segments.

Feed and Grain - Wynnstay manufactures and supplies a wide range of feeds and animal nutrition products for a range of sectors. We also sell a range of feed raw materials through both the Wynnstay and Glasson Grain brands. We offer grain and combinable crop marketing services through the GrainLink business.

Fertiliser and Seed - Wynnstay manufactures blended fertiliser and our arable operations supply a wide range of services and products to arable and grassland farmers.

Depot Merchanting - Wynnstay operates a network of 51 depots catering mainly for the needs of farmers but also rural dwellers.

The Board assesses the performance of the operating segments based on a measure of adjusted operating profit and adjusted profit before tax. Other information provided to the Board is measured in a manner consistent with that in the financial statements. No segment is individually reliant on any one customer.

All revenue during the current and prior financial years have arisen from revenue recognised at a point in time. The segment results for the year ended 31 October 2024 are as follows:

Year ended 31 October 2024	Feed & Grain £000	Fertiliser & Seed £000	Depot Merchanting £000	Total £000
Revenue	353,264	119,705	140,084	613,053
Gross Profit	33,200	11,402	34,607	79,209
Result				
Adjusted Operating Profit	157	1,629	6,140	7,926
Amortisation of acquired intangible assets and share-based payment expense	(142)	(90)	(311)	(543)
Loss on mark to market of derivatives	(473)	-	-	(473)
Non-recurring items	(2,087)	-	(225)	(2,312)
Operating Profit	(2,545)	1,539	5,604	4,598
Adjusted Profit before taxation	682	1,410	5,524	7,616
Amortisation of acquired intangible assets and share-based payment expense	(142)	(90)	(311)	(543)
Loss on mark to market of derivatives	(473)	-	-	(473)
Share of tax incurred by joint ventures and associates	(191)	-	-	(191)
Non-recurring items	(2,087)	-	(225)	(2,312)
Profit before taxation	2,211	1,320	4,988	4,097
Income tax expense	706	(422)	(1,593)	(1,308)
Profit for the year	(1,505)	899	3,395	2,789
Other information				
Depreciation and amortisation	(1,728)	(1,169)	(2,110)	(5,007)
Property, plant and equipment additions	4,582	457	2,878	7,917
Balance Sheet				
Segment assets	90,272	43,692	86,648	220,612
Segment liabilities	(43,578)	(14,898)	(27,287)	(85,763)
Net assets	46,694	28,794	59,361	134,849
Included in segment assets above are the following investments in joint ventures and associates	4,169	-	-	4,169

There were no revenues from transactions in the year with individual customers which amount to 10% or more of Group revenues.

Year ended 31 October 2023 restated	Feed & Grain £000	Fertiliser & Seed £000	Depot Merchanting £000	Total £000
Revenue	437,748	156,442	141,687	735,877
Gross Profit	36,615	10,985	32,269	79,869
Result				
Adjusted Operating Profit	5,054	954	4,153	10,161
Amortisation of acquired intangible assets and share-based payment expense	(182)	(57)	(229)	(468)
Loss on mark to market of derivatives	(822)	-	-	(822)
Non-recurring items	(82)	-	-	(82)
Operating Profit	3,969	897	3,924	8,789
Adjusted Profit before taxation	5,683	786	3,799	10,267
Amortisation of acquired intangible assets and share-based payment expense	(182)	(57)	(229)	(468)
Loss on mark to market of derivatives	(822)	-	-	(822)
Share of tax incurred by joint ventures and associates	(192)	-	-	(192)
Non-recurring items	(82)	-	-	(82)
Profit before taxation	4,405	729	3,570	8,703
Income tax expense	(900)	(148)	(728)	(1,776)
Profit for the year	3,506	581	2,843	6,927
Other information				
Depreciation and amortisation	(1,811)	(1,221)	(1,856)	(4,888)
Property, plant and equipment additions	6,862	3,219	5,455	15,536
Balance Sheet				
Segment assets	109,796	46,905	77,462	234,163
Segment liabilities	(53,858)	(20,192)	(24,883)	(98,933)
Net assets	55,938	26,713	52,579	135,230
Included in segment assets above are the following investments in joint ventures and associates	4,183	-	136	4,319

There were no revenues from transactions in the year with individual customers which amount to 10% or more of Group revenues.

Notes to the Financial Statements - continued

3. Finance Income and Costs

	2024 £000	2023 £000
Interest expense:		
Interest payable on borrowings	**(568)**	(822)
Interest payable on leases	**(1,004)**	(464)
	(1,572)	(1,286)
Interest income:		
Interest received from bank deposits	**478**	317
Interest received from customers	**19**	211
	497	528
Net financial interest expense	**(1,075)**	(758)

4. Other Operating Income

	2024 £000	2023 £000
Rental income	**185**	369
R&D Tax income	**250**	-
Investment income	**14**	2
Government Grant Income	**2**	-
	451	371

5. Amortisation of Intangible Assets, Share-Based Payments and Non-Recurring Items

	2024 £000	2023 £000
Amortisation of acquired intangible assets and share-based payments		
Amortisation of intangibles	**234**	210
Cost of share-based reward	**309**	258
	543	468
Non-recurring items		
Business combination expenses	**-**	28
Business reorganisation expenses	**1,268**	54
Environmental Costs	**202**	-
Loss on disposal of joint venture	**23**	-
Impairment of Asset Held for Sale	**819**	-
	2,312	82
Loss on mark to market of derivatives	**473**	822
	2,785	904

In the year ended 31 October 2024, the Group incurred non-recurring items totalling £2,312,000 (2023: £82,000). These costs are considered material, non-recurring, and outside the normal course of the Group's operations. They have been classified separately to provide stakeholders with a clear understanding of the Group's underlying financial performance.

Business reorganisation expenses

These costs primarily relate to Board and leadership changes and the restructuring of manufacturing operations.

Environmental expenses

These costs were incurred for the remediation of land and safe disposal of contaminated soil.

While the Group has submitted a claim to its insurers, no income or receivable has been recognised in the year as the likelihood of reimbursement is not virtually certain. Should the insurance claim be successful, any recoveries will be recognised as non-recurring income in future periods.

Impairment of assets

Impairment of Fixed Assets (£819,000):

The Group recognised a write-down on the Calne feed mill, reflecting the shortfall between its carrying value and the agreed sale price. The asset has been classified as “held for sale” in the balance sheet.

Loss on Disposal of Joint Venture (£23,000):

The Group disposed of its investment in Total Angling Ltd during the year, resulting in a loss on disposal.

6. Group Operating Profit

The following items have been included in arriving at operating profit:

	2024 £000	2023 £000
Cost of inventories recorded as an expense	**(526,456)**	(645,852)
Staff Costs	**(37,678)**	(38,411)
Depreciation (leased assets)	**(3,825)**	(4,189)
Depreciation (own assets)	**(2,289)**	(2,312)
Intangibles amortisation	**(234)**	(210)

Services provided by the Group’s auditor

During the year the Group obtained the following services from the Group’s auditor:

	2024 £000	2023 £000
Audit services – statutory audit	**250**	225

Included in the Group audit fee are fees of £52,500 (2023: £32,500) paid to the Group’s auditor in respect of the Parent Company. The fees relating to the Parent Company are borne by one of the Group’s subsidiaries and not recharged.

Notes to the Financial Statements - continued

7. Share of Post-Tax Profits of Joint Ventures and Associates

	2024 £000	2023 £000
Share of pre-tax profits in joint ventures	**765**	865
Share of tax in joint ventures	**(191)**	(192)
Total share of post-tax profits of joint ventures and Associates	**574**	673

8. Staff Costs

The aggregate payroll costs, including Directors' emoluments, charged in the financial statements for the Group were as follows:

	2024 £000	2023 £000
Wages and salaries	**32,206**	33,232
Social security costs	**2,960**	3,292
Pension and other costs	**2,203**	1,629
Cost of share-based reward	**309**	258
	37,678	38,411

The average number of employees, including Directors, employed by the Group during the year was as follows:

	2024 No.	2023 No.
Administration	**102**	115
Production	**141**	146
Sales, distribution and depots	**665**	683
	908	944

The parent company did not have any employees in the current or prior year other than executive directors who are remunerated by other Group Companies, and four non-executive directors with a gross cost categorised as fees of £241,619 (2023: £240,000) not included in the above sums.

9. Directors' Remuneration

	2024 £000	2023 £000
Directors' emoluments	**861**	1,208
Social security costs	**114**	176
Company contributions to money purchase pension schemes	**24**	38
Aggregate gains made on the exercise of Approved options	**24**	142
	1,023	1,564

Details of the Directors' interest in the share capital of the company, including outstanding share options at the year end, are provided in the Directors' Report. The following remuneration detail is provided in accordance with AIM Rule 19.

Name of Director	2024 £000	2023 £000
Executives:		
Gareth Davies	**329**	573
Alk Brand	**30**	-
Paul Roberts	**34**	381
Rob Thomas	**224**	35
Non-Executives:		
Steve Ellwood	**106**	75
Philip Kirkham	**-**	31
Howell Richards	**46**	43
Catherine Bradshaw	**46**	44
Steven Esom	**46**	26
	861	1,208

Retirement benefits are accruing to the following number of directors:

	2024 No.	2023 No.
Money purchase pension scheme	**2**	3

Contribution paid by the Group to money purchase pension schemes in respect of such directors were:

	2024 £000	2023 £000
Gareth Davies	**10**	24
Paul Roberts	**-**	12
Rob Thomas	**14**	2
	24	38

Gains made on the exercise of approved share options schemes in respect of such directors were:

	2024 £000	2023 £000
Gareth Davies	**24**	76
Paul Roberts	**-**	66
Rob Thomas	**-**	-
	24	142

Notes to the Financial Statements - continued

10. Taxation

Analysis of tax charge in year:

	2024 £000	2023 £000
Current tax:		
Operating activities for the year	**430**	1,474
Adjustments in respect of prior years	**73**	(93)
Total current tax	**503**	1,381
Deferred tax:		
Accelerated capital allowances	**805**	438
Other temporary and deductible differences	**-**	(43)
Total deferred tax	**805**	395
Total tax charge for the year	**1,308**	1,776

Factors affecting tax charge for the year

The tax assessed for the year is lower (2023: lower) than the standard rate of Corporation Tax in the UK applicable to the Group of 25.0% (2023: 22.5%) and is explained as follows:

	2024 £000	2023 £000
Current tax		
Profit on activities for tax	**4,097**	8,703
Profit on activities multiplied by the standard rate of corporation tax in the UK of 25.00% (2023: 22.50%)	**1,024**	1,958
Effects of:		
Joint venture and associate tax already provided	**(144)**	(192)
Expenses not deductible for tax purposes	**214**	96
Adjustment to tax charge in respect of prior years	**73**	(93)
Other items	**141**	7
Total tax charge for the year	**1,308**	1,776

Factors that may affect future tax charges

The main rate of Corporation Tax was raised from 19% to 25% with effect from April 2023, and accordingly only partially impacted the charge for the previous year.

11. Dividends

	2024 £000	2023 £000
Final dividend paid for prior year	**2,702**	2,608
Interim dividend paid for current year	**1,293**	1,260
	3,995	3,868

Subsequent to the year end it has been recommended that a final dividend of 11.90p per ordinary share (2023: 11.75p) be paid on 30 April 2025. Together with the interim dividend already paid on 31 October 2024 of 5.60p net per ordinary share (2023: 5.50p) this will result in a total dividend for the financial year of 17.50p net per ordinary share (2023: 17.25p).

12. Earnings Per Share

	Basic earnings per share		Diluted earnings per share	
	2024	2023	**2024**	2023
Earnings attributable to shareholders	**2,789**	6,927	**2,789**	6,927
Weighted average number of shares in issue during the year	**23,029**	22,525	**23,736**	22,853
Earnings per ordinary 25p share	**12.12**	30.74	**11.75**	30.30

Basic earnings per 25p ordinary share is calculated by dividing profit for the year from operating activities attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year.

For diluted earnings per share, the weighted average number of ordinary shares is adjusted to assume conversion of all dilutive potential ordinary shares (share options) taking into account their exercise price in comparison with the actual average share price during the year.

	2024			2023		
	Earnings	**Weighted average number of shares (number '000)**	**Earnings per share**	Earnings	Weighted average number of shares (number '000)	Earnings per share
Basic earnings per ordinary 25p share	**2,789**	**23,029**	**12.12**	6,927	22,525	30.74
Effect of dilutive securities:						
Share options	**-**	**707**	**(0.37)**	-	328	(0.44)
Diluted earnings per share	**2,789**	**23,736**	**11.75**	6,927	22,853	30.30

13. Goodwill

After initial recognition, goodwill is subject to annual impairment tests or more frequently if events or changes in circumstances indicate that it might be impaired, in accordance with IAS 36.

	£000 Cost	£000 Impairment	£000 Net book value
As at November 2022	18,137	(2,004)	16,133
Additions - Business Combinations	302	-	302
Adjustments following finalisation of initial acquisition accounting	(905)		(905)
At 31 October 2023 and 31 October 2024	**17,534**	**(2,004)**	**15,530**

Notes to the Financial Statements - continued

Goodwill impairment

Goodwill arising on business combinations is not amortised but is reviewed for impairment on an annual basis, or more frequently if there are indications that goodwill may be impaired. Goodwill acquired in a business combination is allocated to groups of the smallest cash generating units at which management monitor that goodwill.

Recoverable amounts for cash generating units are based on the higher of value in use and fair value less costs to sell. Value in use is calculated from cash flow projections for the next 5 years using data from the Group's latest internal forecasts, the results of which are reviewed by the Board.

Goodwill is allocated to specific cash generating units ("CGU's") as it arises, and the Group has a number of CGUs across the Glasson, Wynnstay Agricultural Supplies and Grainlink sectors.

The carrying amount of goodwill allocated to each CGUs is Glasson £786,000 (2023: £786,000), Wynnstay Agricultural Supplies £11,138,000 (2023: £10,232,000), Grainlink £3,606,000 (2023: £3,606,000) and Humphrey £Nil (2023: £906,000). Following the hive-up of Humprhey Feeds into Wynnstay Agricultural Supplies on 1 November 2023, the associated goodwill now forms part of the Wynnstay Agricultural Supplies CGU.

Annual impairment reviews were performed by comparing the carrying value of the cash generating unit with its recoverable amount.

Key assumptions for the value in use calculations are those regarding discount rates, growth rates as well as volumes, margins and overheads required to achieve expected cash flows. Management estimate discount rates using pre-tax rates that reflect the current market assessment of the time value of money and the risks specific to the cash generating units. Changes in selling prices, gross margins and direct costs are based on past experience and expectations of future changes in the market. Given the current economic climate, a sensitivity analysis has been performed in assessing the recoverable amounts of goodwill.

A pre-tax discount rate of 8.50% was applied for all CGUs (2023: 8.70%).

The forecasted cash flows are extrapolated based on a 2 to 5 year average growth rate of 2% (2023: 1%) and perpetuity growth rate of 2% (2023: 2%) for the Glasson, Wynnstay Agricultural Supplies and Grainlink CGU's. The short term growth rate of 2% has been used to reflect current specific UK market conditions and performance expectations based on management opinions for that timeframe, while the 5 year plus perpetuity rate of 2% reflects a more realistic historic long term growth rate for the UK economy.

All calculations indicated adequate headroom in these results for the value in use compared to the carrying value.

Sensitivity analysis has been considered for the key assumptions by applying a 100 basis point reduction to both the perpetuity growth rate and the 2 to 5 year growth rate, and by applying 100 basis point increase to the pre-tax discount rate. Each individual change, with all other variables remaining constant, has had no impact on the result of the impairment tests for the continuing defined CGU's.

An impairment would only be triggered if the discount rate was to exceed 10.50%, which is 2.00% higher than applied in the testing analysis.

14. Intangible Assets

Cost	Brand £000	Key and other customer accounts £000	Customer books £000	Trademarks £000	Total £000
Balance as at 1 November 2022	3,759	1,095	395	10	5,259
Additions - Business Combination	-	234	-	-	234
At 31 October 2023	3,759	1,329	395	10	5,493
Additions - Business Combination			-	-	-
At 31 October 2024	**3,759**	**1,329**	**395**	**10**	**5,493**
Aggregate amortisation:					
Balance as at 1 November 2022	-	113	202	8	323
Charge for the year	-	171	38	1	210
At 31 October 2023	-	284	240	9	533
Charge for the year	-	221	11	1	233
At 31 October 2024	**-**	**505**	**251**	**10**	**766**
Net book value:					
At 31 October 2024	**3,759**	**824**	**144**	**-**	**4,727**
At 31 October 2023	3,759	1,045	155	1	4,960

The Brand Intangible arose on the 18 March 2022 acquisition of Humphreys Poultry Holdings Limited, which in turn owns 100% of the shares in two commercial and operational entities Humphreys Feeds Limited and Humphreys Pullets Limited. Following the hive-up of these entities on 1 November 2023, this brand is contained within the Wynnstay Agricultural Supplies CGU.

15. Investment Property

Investment property relates to a redeveloped retail property in Pwllheli. The amount of rent receivable from the Investment property in the year was £156,000 (2023: £182,000). Direct operating expenses associated with this investment property amounted to £1,242 in the year (2023: £4,992).

Group and Company	2024 £000
As at 1 November 2022	2,372
Fair value movement	(522)
Balance as at 31 October 2023 and 31 October 2024	**1,850**

16. Property, Plant and Equipment

Cost	Leasehold land and buildings £000	Freehold land and buildings £000	Plant, machinery and office equipment £000	Motor vehicles £000	Right-of-use assets £000	Asset held for sale £000	Total £000
As at 31 October 2022	1,693	18,044	19,625	1,288	18,102	-	58,752
Additions	463	698	4,052	548	9,775	-	15,536
Acquisitions	18	-	243	2	524	-	787
Reclassifications	-	(8)	53	168	(1,749)	-	(1,536)
Disposals	-	-	(118)	(178)	(1,684)	-	(1,980)
As at 31 October 2023	2,174	18,734	23,855	1,828	24,968	-	71,559
Additions	**81**	**1,094**	**1,756**	**18**	**4,967**	**-**	**7,916**
Disposals	**-**	**-**	**(1,046)**	**(437)**	**(1,563)**	**-**	**(3,046)**
Reclassifications	**-**	**(1,940)**	**(32)**	**2,021**	**(2,133)**	**2,085**	**1**
As at 31 October 2024	**2,255**	**17,888**	**24,533**	**3,430**	**26,239**	**2,085**	**76,430**

Depreciation							
As at 31 October 2022	796	6,398	12,042	574	9,900	-	29,710
Charge for the year	114	436	1,438	324	4,189	-	6,501
Reclassifications	-	-	-	48	(1,584)	-	(1,536)
Disposals	-	-	(72)	(105)	(1,666)	-	(1,843)
As at 31 October 2023	910	6,834	13,408	841	10,839	-	32,832
Charge for the year	**135**	**447**	**1,376**	**331**	**3,825**	**-**	**6,114**
Reclassifications	**-**	**-**	**86**	**1,827**	**(4,327)**	**-**	**(2,414)**
Disposals	**-**	**-**	**(202)**	**(303)**	**(1,017)**	**-**	**(1,522)**
Impairment	**-**	**-**	**-**	**-**	**-**	**819**	**819**
As at 31 October 2024	**1,045**	**7,281**	**14,668**	**2,696**	**9,320**	**819**	**35,829**

Net book value:							
As at 31 October 2024	**1,210**	**10,607**	**9,865**	**734**	**16,919**	**1,266**	**40,601**
As at 31 October 2023	1,264	11,900	10,447	987	14,129	-	38,727

Notes to the Financial Statements - continued

17. Fixed Asset Investments

Cost	Joint Ventures £000	Other unlisted investments £000	Total £000
At 1 November 2022	4,013	88	4,101
Share of profit or investment income	673	-	673
Dividend distribution	(367)	-	(367)
At 31 October 2023	4,319	88	4,407
Share of profit or investment income	**574**	**-**	**574**
Dividend distribution	**(701)**	**-**	**(701)**
Disposals	**(23)**	**-**	**(23)**
At 31 October 2024	**4,169**	**88**	**4,257**
Provision for impairment:	**-**	**-**	**-**
At November 2022 and 31 October 2023 and 2024	**-**	**-**	**-**
Net book value at 31 October 2024	**4,169**	**88**	**4,257**
Net book value at 31 October 2023	4,319	88	4,407

18. Subsidiaries, Joint Ventures and Associates Subsidiaries

Subsidiary undertakings represent the following limited companies, all of which were incorporated in the UK:

Company name	Proportion of shares held (Ordinary) %	Nature of business	Registered office address
Glasson Group (Lancaster) Limited	100	Holding company	West Quay, Glasson Dock, Lancaster, Lancs, LA2 0DB
Glasson Grain Limited	100	Feed and Fertiliser merchant	
Wynnstay (Agricultural Supplies) Limited	100	Agricultural merchant	Eagle House, Llansantffraid Ym Mechain, Powys, SY22 6AQ
Woodheads Seeds Limited	100	Dormant company	
Youngs Animal Feeds Limited	100	Equine and pet products distributor	
GrainLink Limited	100	Grain merchant	
Humphrey Poultry (Holdings) Limited	100	Dormant company	
Humphrey Feeds Limited	100	Dormant company	
Humphrey Pullets Limited	100	Dormant company	
Wrekin Grain Limited	100	Dormant company	
Eifionydd Farmers Limited	100	Dormant company	
Shropshire Grain Limited	100	Dormant company	
Welsh Feed Producers Limited	100	Dormant company	
Tamar Milling Limited	100	Dormant company	

Investments in the subsidiaries listed above are held directly by Wynnstay Group Plc, with the exception of the following, which are direct subsidiaries of the respective following companies:

Wynnstay Agricultural (Supplies) Limited	Youngs Animal Feeds Limited	Glasson Group (Lancaster) Limited	Humphrey Poultry (Holdings) Limited
Tamar Milling Limited	Eifionydd Farmers Limited	Glasson Grain Limited	Humphrey Feeds Limited Humphrey Pullets Limited

Joint Ventures

Interests in joint ventures are represented by the following limited companies, all of which were incorporated in the UK:

Company name	Interest	Nature of business	Registered office address
Bibby Agriculture Limited	50% - Ordinary	Distribution of animal feeds	Montgomery Way, Carlisle, CA1 2UY Wyro
Developments Limited	50% - Ordinary	Property development	Eagle House, Llansantffraid Ym Mechain, Powys, SY22 6AQ
Total Angling Limited (until July 2024)	50% - Ordinary	Retailer of angling products	

Investments in the joint ventures listed above are all held directly by Wynnstay Group Plc. Joint ventures are accounted for using the equity method. The aggregate amounts of the Group's share of joint venture assets and liabilities are:

	2024 £000	2023 £000
Non-current assets	**708**	687
Current assets	**4,057**	4,950
Cash and cash equivalents	**966**	679
Current liabilities	**(1,262)**	(1,654)
Financial liabilities	**(300)**	(343)
Net Assets	**4,169**	4,319

The aggregate amount of the Group's share of joint venture revenue and expenses not included in these financial statements are:

	2024 £000	2023 £000
Revenue	**22,438**	26,375
Expenses	**(21,663)**	(25,488)
Net finance costs	**(10)**	(22)

The aggregate amount of the Group's share of pre-tax profits included in these financial statements is:

	2024 £000	2023 £000
Group's share of Joint Ventures profit before tax	**765**	865

In the prior year, the group held a 50 per cent interest in Total Angling Limited and accounted for the investment as a joint venture. In August 2024, the group disposed of a 50 per cent interest in Total Angling Limited to a third party for proceeds of £100,000 (received in August 2024). This transaction has resulted in the recognition of a loss in profit or loss, calculated as follows:

	2024 £000
Proceeds of disposal	**100**
Less: carrying amount of investment on the date of sales	**123**
Loss recognised on disposal	**(23)**

Notes to the Financial Statements - continued

Associate

The interest in associates is represented by the following limited company, which is incorporated in the UK

Company name	Interest	Nature of business	Registered office address
Celtic Pride Limited	33.3%	Production and marketing of premium Welsh beef	Castell Howell Foods Ltd, Celtic Pride Ltd Cross Hands Food Park, Cross Hands, Llanelli, Carmarthenshire, Wales, SA14 6SX

Summarised financial information in respect of the Group's associates are as follows:

	2024 £000	2023 £000
Total assets	**315**	312
Total liabilities	**(186)**	(187)
Net assets	**127**	125
Group's share of associates' net assets	**42**	41
Total revenue	**-**	-
Profit for the period	**-**	-
Group's share of associates' profit before tax	**-**	

For the purposes of consolidation, the following accounting periods have been used for each of the associated undertakings and joint ventures:

Company	Accounting period
Wyro Developments Limited	31 October 2024
Bibby Agriculture Limited	31 August 2024
Total Angling Limited	31 October 2024
Celtic Pride Limited	31 January 2024

Trading Transactions

During the year, the Group and Company entered into the following trading transactions with subsidiaries, joint ventures and associates:

	2024 £000	2023 £000
Transactions and balances with joint ventures		
Amounts due from joint ventures:		
Trade receivables	**857**	1,066
Loans	**600**	639
	1,457	1,705
Trade payables	**-**	(33)
	-	(33)
Transactions reported in the statement of comprehensive income:		
Revenue	**10,031**	10,737
Purchases	**(105)**	(176)

19. Inventories

	2024 £000	2023 £000
Raw materials and consumables	**8,179**	17,773
Finished goods and goods for resale	**34,009**	36,752
Biological assets	**1,140**	931
	43,328	55,456
Inventories are stated after:		
Provision for impairment	**385**	330
Inventories relating to acquisitions during the year (Note 35)	**-**	407

Inventories are stated after a provision for impairment of £385,000 (2023: £330,000). During the period, the sum of £Nil (2023: £Nil) was charged to the provision for impairment. £Nil (2023: £407,000) of inventories included in the year end balances relate to the acquisition during the year.

20. Trade and Other Receivables

	2024 £000	2023 £000
Current:		
Trade receivables, net of loss allowance	**67,786**	78,241
Prepayments	**2,097**	2,049
Other receivables	**535**	986
	70,418	81,276

The carrying value of trade and other receivables classified at amortised cost approximates to their fair value. No receivables are pledged as collateral or sold to discounting or debt factoring services.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging.

The expected loss rates are based on the Group's historical credit losses experienced over the three-year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers. The Group has identified the gross domestic product (GDP), unemployment rate and inflation rate as the key macroeconomic factors in the UK.

If the expected credit loss was to increase or decrease by 25 basis points across each category the impact on the income statement would be £197,000 (2023: £197,000) loss or gain, respectively.

The lifetime expected loss provision for trade receivables is as follows:

	Current £000	More than 30 days past due £000	More than 60 days past due £000	More than 90 days past due £000	Total £000
31 October 2024					
Gross carrying amount	**58,750**	**4,630**	**2,246**	**2,672**	**68,298**
Loss provision	**(24)**	**(27)**	**(10)**	**(451)**	**(512)**
Trade receivables, net of loss allowance	**58,726**	**4,603**	**2,236**	**2,221**	**67,786**
31 October 2023					
Expected loss rate	-	-	-	-	-
Gross carrying amount	53,219	14,938	5,218	5,600	78,975
Loss provision	(36)	(26)	(48)	(624)	(734)
Trade receivables, net of loss allowance	53,183	14,912	5,170	4,976	78,241

Notes to the Financial Statements - continued

21. Trade and Other Payables

	2024 £000	2023 £000
Current		
Trade payables	**55,601**	69,158
Other payables	**515**	1,454
Accruals	**2,605**	3,777
Other taxes and social security	**711**	1,106
Contingent consideration	**67**	199
	59,499	75,694
Non-Current:		
Government grants	**7**	9
	7	9
Total trade and other payables	**59,506**	75,703

The carrying value of trade and other payables classified as financial liabilities is measured at amortised cost which approximates to fair value. Contingent consideration is measured at fair value.

22. Provisions

	Total £000
Balance as at 1 November 2022	345
Utilised in the year	(152)
Utilised / reversed	(193)
At 31 October 2023	-
Utilised in the year	**-**
Utilised in year	**-**
Reversed in year	**-**
Charge for the year	**1,199**
At 31 October 2024	**1,199**

	2024 £000	2023 £000
Decomissioning provision	**658**	-
Redundancy and severance provision	**366**	-
Dilapidations provision	**175**	-
At 31 October	**1,199**	-

The decommissioning, redundancy and dilapidations provisions relate to business reorganisation expenses and are expected to be settled in cash within 12 months of the balance sheet date.

23. Cash, Cash Equivalents, Borrowings And Lease Liabilities

	2024 £000	2023 £000
Current		
Cash and cash equivalents per balance sheet	**38,289**	31,055
Cash and cash equivalents per cash flow statement	**38,289**	31,055
Bank and other loans due within one year or on demand:		
Secured loans	**(1,897)**	(1,897)
Loan stock (unsecured)	**(722)**	(698)
Borrowings	**(2,619)**	(2,595)
Non-property leases	**(2,450)**	(2,658)
Property leases	**(1,949)**	(1,104)
Lease liabilities	**(4,399)**	(3,762)
Total current net cash/(borrowings) and lease liabilities	**31,271**	24,698
Non-Current:		
Bank loans	**(2,846)**	(4,743)
Borrowings	**(2,846)**	(4,743)
Non-property leases	**(3,179)**	(2,049)
Property leases	**(8,080)**	(7,164)
Lease liabilities	**(11,259)**	(9,213)
Total non-current borrowings and lease liabilities	**(14,105)**	(13,956)
Total net cash/(borrowings) and lease liabilities	**17,166**	10,742
Total net cash/(borrowings) and lease liabilities, excluding property leases	**27,195**	19,010

Cash And Cash Equivalents

Cash and cash equivalents are all non-restricted balances and are all cash at bank and held with HSBC UK Bank Plc, except for £2,771,000 (2023: £1,500,000) which is held at International FC Stones for wheat futures hedging purposes. HSBC UK Bank Plc's credit rating per Moody's for long-term deposits is Aa3 (2023: Aa3).

£690,000 of the cash and cash equivalent balances are denominated in foreign currencies, EUR (53%) and USD (47%) (2023: £1,820,000, in EUR (99%) and USD (1%). All other amounts are denominated in GBP and are at booked fair value.

Borrowings

Bank loans and overdrafts are secured by an unlimited composite guarantee of all the trading entities within the Group. The outstanding bank loan of £4,743,000 (2023: £6,640,000) is structured as a term facility with quarterly repayments of £474,250. Interest on this loan is 1.75% over the daily SONIA rate up to the point of repayment.

Loan stock is redeemable at par at the option of the Company or the holder. Interest of 5% (2023: 3.7%) per annum is payable to the holders.

Notes to the Financial Statements - continued

24. Leases

Nature of leasing activities (in the capacity as lessee)

The Group leases a number of properties, certain items of plant and equipment and vehicles. The table below shows the number of leases at 31 October 2024.

	Number of lease Contracts at November 2023	Additions	Expired or Disposed	**Number of lease Contracts at October 2024**	Fixed Payment
Property leases	36	12	(8)	**40**	-
Plant and equipment leases	22	4	(3)	**23**	-
Vehicle leases	165	62	(53)	**174**	1
Total	223	78	(64)	**237**	1

Right-of-use assets	Land and buildings £000	Plant, machinery and motor vehicles £000	Total £000
At November 2023	8,065	6,064	14,129
Additions	**1,313**	**3,642**	**4,954**
Reclassifications	**2,415**	**(219)**	**2,196**
Reclassification to PPE Amortisation	**(1,690)**	**(2,124)**	**(3,814)**
Disposals	**(543)**	**(4)**	**(547)**
At 31 October 2024	**9,559**	**7,359**	**16,919**

Lease liabilities	Land and buildings £000	Plant, machinery and motor vehicles £000	Total £000
At November 2023	8,268	4,707	12,975
Additions	**1,408**	**3,641**	**5,049**
Reclassifications	**3,052**	**-**	**3,052**
Interest expense	**473**	**403**	**876**
Lease payments	**(2,619)**	**(3,672)**	**(6,291)**
Disposals	**(552)**	**549**	**(3)**
At 31 October 2024	**10,030**	**5,628**	**15,658**

	2024 £000	2023 £000
Short term lease expense	**-**	308
Low value lease expense	**-**	15
	-	323

	Within one year £000	One to two years £000	Two to five years £000	Over five years £000	Total £000
2024	**4,399**	**3,397**	**5,497**	**2,365**	**15,658**
2023	3,762	2,995	3,695	2,523	12,975

25. Financial Instruments

Financial Risk Management Objectives And Policies

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives monthly reports from the Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

The Group's principal financial instruments (other than derivatives) comprise loans, cash and short-term deposits; the main purpose of these instruments is to raise finance for the Group's operations; and additionally include trade and other receivables, trade and other payables and lease liabilities.

The Group also enters derivative transactions, principally foreign exchange contracts and wheat futures contracts to manage commodity, price and currency risks arising from the Group's operations.

The Group's policy does not permit the use of derivatives for speculative purposes. However, some derivatives do not qualify for hedge accounting, or are specifically not designated as a hedge where gains and losses on the hedging instrument and the hedged item naturally offset in the Group's income statement. Treasury operates on a centralised basis, where Derivatives are only used for economic hedging purposes and not as speculative investments and are classified as 'held for trading', other than designated and effective hedging instruments and are presented as current assets or liabilities if they are expected to be settled within 12 months after the end of the reporting period, otherwise they are classified as non-current.

(i) Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Cash and cash equivalents
- Trade receivables
- Trade and other payables
- Borrowings
- Forward foreign currency contracts
- Wheat futures contracts

(ii) Financial instruments by category

Financial Assets	2024 £000	2023 £000
Cash and cash equivalents per balance sheet	**38,289**	31,055
Trade receivables, net of loss allowance	**68,256**	78,241
Loan to joint venture	**600**	639
Derivative financial instruments	**63**	263
	107,208	110,198

Financial Liabilities	2024 £000	2023 £000
Bank loans and other borrowings	**5,465**	7,338
Lease liabilities	**15,658**	12,975
Trade payables and other payables	**52,472**	70,612
Accruals	**6,316**	3,777
Deferred and contingent consideration	**67**	199
Derivative financial instruments	**941**	440
	80,919	95,341

Notes to the Financial Statements - continued

25. Financial Instruments continued

iii) Financial instruments carrying value

Financial instruments not measured at fair value includes trade and other receivables, trade and other payables and loans and borrowings.

	Fair value		Amortised cost	
Financial assets	**2024 £000**	2023 £000	**2024 £000**	2023 £000
Trade receivables, net of loss allowance	**-**	-	**68,256**	78,241
Loan to joint venture	**-**	-	**600**	639
Derivative financial instruments	**63**	263	**-**	-
	63	263	**68,856**	78,880

	Fair value		Amortised cost	
Financial liabilities	**2024 £000**	2023 £000	**2024 £000**	2023 £000
Bank loans and other borrowings	**-**	-	**5,465**	7,338
Lease liabilities	**-**	-	**15,658**	12,975
Trade payables and other payables	**-**	-	**52,472**	70,612
Accruals	**-**	-	**6,316**	3,777
Contingent consideration	**67**	199	**-**	-
Derivative financial instruments	**941**	440	**-**	-
	1,008	639	**79,911**	94,702

(iv) Derivative Financial instruments classification by type, level and non-current and current split

Derivative financial instruments specifically have been broken into their current and non-current component and by derivative instrument type under hedge accounting and fair value through profit and loss.

	Fair value		Current	Non-Current	Current	Non-Current
Asset derivative financial instruments:	**2024 £000**	2023 £000	**2024 £000**	**2024 £000**	2023 £000	2023 £000
Forward FX contracts - designated cash flow hedge instruments	**52**	209	**52**	**-**	209	-
Wheat futures contracts - fair value through profit or loss	**10**	54	**-**	**10**	-	54
	62	263	**52**	**10**	209	54

	Fair value		Current	Non-Current	Current	Non-Current
Liability derivative financial instruments	**2024 £000**	2023 £000	**2024 £000**	**2024 £000**	2023 £000	2023 £000
Forward FX contracts - designated cash flow hedge instruments	**-**	-	**-**	**-**	-	-
Wheat futures contracts - designated cash flow hedge instruments	**-**	12	**-**	**-**	12	-
Wheat futures contracts - fair value through profit or loss	**941**	428	**940**	**1**	420	8
	941	440	**940**	**1**	432	8

The valuation techniques and significant unobservable inputs related to determining the fair value of derivatives (level 1) and deferred and contingent consideration which is classified at level 3 in the fair value hierarchy, where the valuation techniques are explained in the table below.

Financial instrument	Valuation techniques used	Significant unobservable inputs (level 3 only)	Inter-relationship between key unobservable inputs and fair value (level 3 only)
Forward foreign exchange contracts	Spot price at reporting date including forward swap points based off the appropriate interest rate curve over 12 months	Not applicable	Not applicable
Wheat futures contracts	Market prices published by ICE Futures Europe, MIC Code: IFLX	Not applicable	Not applicable
Contingent consideration	Realisation of net assets on completion and target earnings	Management accounts information	Any adjustments to net assets or profitability of management accounts

The fair value hierarchy of financial instruments measured at fair value is provided below. There were no transfers between levels during the period.

	Level 1		Level 2		Level 3	
Financial assets	**2024 £000**	2023 £000	**2024 £000**	2023 £000	**2024 £000**	2023 £000
Derivative financial assets (designated hedging instruments)	**52**	209	**-**	-	**-**	-
Derivative financial assets (fair value through profit or loss)	**10**	54	**-**	-	**-**	-
	62	263	**-**	-	**-**	-

	Level 1		Level 2		Level 3	
Financial liabilities	**2024 £000**	2023 £000	**2024 £000**	2023 £000	**2024 £000**	2023 £000
Derivative financial assets (designated hedging instruments)	**-**	12	**-**	-	**-**	-
Derivative financial assets (fair value through profit or loss)	**941**	428	**-**	-	**-**	-
Contingent consideration	**-**	-	**-**	-	**67**	199
	941	440	**-**	-	**67**	199

The reconciliation of the opening and closing fair value balance of level 3 financial instruments is provided below:

Contingent consideration	£000
As at 31 October 2022	2,099
Payments of contingent consideration in year	(1,095)
Acquisition account adjustment	(905)
New contingent consideration in year	100
As at 31 October 2023	199
Reduced contingent consideration in year	(99)
Payments of contingent consideration in year	(33)
At at 31 October 2024	67

The sensitivity analysis of a reasonably possible change in one significant unobservable input, holding all other inputs constant within level 3 financial instruments is not provided as the item above only has one input as described in the valuation table.

Hedging strategy

The objective of Wynnstay's Treasury activity is to minimise the post-tax net cost of financial operations and reduce its volatility to benefit earnings and cash flows. The Group uses few financial instruments to finance its operations, with derivative financial instruments used to manage market risks from these operations. Derivatives principally comprise of foreign exchange forward contracts and wheat futures contracts. These financial instruments reduce the uncertainty of foreign currency transactions and wheat price movements.

Derivatives are used exclusively for hedging purposes in relation to underlying business activities and not as trading or speculative instruments.

Hedge ratios are monitored on a monthly basis at Board level in line with the Group's risk management policies and procedures where the hedged item exposure is hedged with derivatives within a 90% to 100% range.

The main source of hedge ineffectiveness in these hedging relationships is the effect of the counterparty and the Group's own credit risk on the fair value of the foreign exchange forward contracts, which is not reflected in the fair value of the hedged item attributable to changes in foreign exchange rates and ineffectiveness, including timing differences between the cash flows of the hedged item and the hedging instruments.

Foreign Exchange Contracts and Wheat Futures designated under cash flow hedges

During 2024, the Group entered into forward foreign exchange contracts which have been designated as cash flow hedges. These were entered into to hedge the foreign exchange exposure arising on cash flows from Euro and USD denominated physical commodity purchase transactions. The Group manages its cash flow wheat price risk by entering into offsetting futures contracts on the ICE Futures Europe market.

Notes to the Financial Statements - continued

25. Financial Instruments continued

The notional value of foreign exchange forward contracts and wheat futures is the absolute total of outstanding positions at the balance sheet date. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness. Sensitivity analysis impacts for both 2024 and 2023 was not material.

During the year, total hedge ineffectiveness arising from forward foreign exchange contracts amounted to £77,000 (2023: £50,000) at the balance sheet date.

Hedge Type	Hedging Instrument	Hedged Item	Nominal Value £000	Average contracted derivatives prices	Maturing
Cash flow hedge	Forward FX GBP/EUR	Physical grains & fertilisers	7,962	GBP/EUR 1.1848	Group Qrt 1, 2 & 3 2025
Cash flow hedge	Forward FX GBP/USD	Physical grains & fertilisers	2,001	GBP/USD 1.2946	Group Qrt 1 to Qrt 2, 2025
Cash flow hedge	UK Feed Wheat futures contract - IFLX	Physical Wheat	1,060	£196.33	Group Qrt 3, 2025
			11,023		

The amounts recognised in the hedging reserve and recycled to the Statement of Comprehensive Income (SoCI) are shown below:

				Amounts reclassified to SoCI		
2024	Hedging gains/ (losses) recognised in OCI reserves £000	Hedge cost/ ineffectiveness recognised in P&L £000	Line item in SoCI where hedge ineffectiveness is included	Hedged future cash flows no longer expected to occur £000	As hedged item affects SoCI £000	Line item in which reclass adjustment is included
Cash flow hedges:						
Variability in cash flow- Wheat futures	**(17)**	**-**			**(29)**	
Variability in cash flow- Forward FX	**64**	**77**	**Cost of sales**		**156**	**Cost of sales**
	47	**77**	**Cost of sales**		**127**	**Cost of sales**
2023						
Cash flow hedges:						
Vulnerability in cash flow - Wheat futures	(12)	-	Cost of sales	-	(235)	Cost of sales
Variability in cash flow-Wheat futures Forward FX	150	50	Cost of sales	-	152	Cost of sales
	138	50		-	(83)	

Set-off of financial assets and liabilities

Financial assets and liabilities are offset and the net amount reported in the Consolidated and Company Balance Sheets where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. According to the enforceable master netting agreements with the financial counterparties, in the event of default, derivative financial instruments with the same counterparty can be net settled. In the event of default, subject to payment enforcements £Nil (2023: £Nil) of assets and liabilities, respectively of the derivative financial instruments are subject to right for offsetting, under ISDA (International Swaps and Derivatives Association) agreements.

There were no other material amounts offset in the Consolidated and Company Balance Sheets or associated with enforceable master netting agreements.

	2024			2023		
Gross and net presentation of derivatives	**Gross Position £000**	**Right of offset to net settle £000**	**Balance Sheet Net Position £000**	Gross Position £000	Right of offset to net settle £000	Balance Sheet Net Position £000
Asset derivative financial instruments	**62**	**-**	**62**	263	-	263
Liability derivative financial instruments	**941**	**-**	**941**	440	-	440

Risk Management Objectives, Policies And Processes

The main risks arising for the Group are credit risk, foreign currency, commodity price risk, interest rate risk, liquidity risk and capital management risk. The Board approves prudent treasury policies for managing each of the risks which are summarised below:

i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and investment securities. A significant proportion of the Group's trade is conducted on credit terms and as such a risk of non-payment is potentially always present.

Detailed credit approval before initial supply, the operation of credit limits and active credit control monitoring and policy, help to minimise the incidence of bad debt risk. The Group's grain trading activities is exposed to substantial customer credit limits and to assist in mitigating such riskier limits, a credit insurance policy is put in place to provide partial cover against default by customers.

The overdue accounts are reviewed monthly at divisional management meetings to mitigate exposure to credit risk and make provisions accordingly. Concentration of credit risk with respect to trade receivables is limited due to the Group's diverse customer base being large and unrelated.

ii) Foreign currency risk

The main currency related risk to the Group comes from the forward purchasing of imported raw materials for use in our Fertiliser and Seed division.

This risk is managed by entering into forward foreign exchange contracts to coincide at the same time as when the underlying transaction is priced and agreed for future delivery. The fair value of the contracts was £38,000 as an asset and £51,000 as a liability with a net liability of £13,000 (2023: £209,000 asset) with the principal nominal amounts of the forward purchased currency, based in sterling of £11,023,000 (2023: £17,434,000).

The Group is primarily exposed to foreign exchange risk in relation to Sterling against movements in US Dollar and Euro. Foreign exchange risk arises from the translation of financial assets and liabilities that are not in the functional currency of the entity that holds them. Based upon the carrying value of the Group's net financial assets and liabilities denominated in a foreign currency as at 31 October 2024 and 31 October 2023, the exposure is minimal.

iii) Commodity market risk

Whilst the Group does not speculate in commodity trading, it does have to make significant forward purchases of certain raw materials, particularly for use within its animal feed manufacturing operations. Position reporting systems and controls are in place to ensure the Board is informed of exposure level via the Treasury Management Committee on a regular basis, where the hedging of wheat contracts via a commodities broker is transacted on the Inter-Continental Exchange (ICE) futures market to manage commercial pricing decisions and prevent margin erosion.

If the ICE futures price quoted in pounds sterling was to increase or decrease by £1 on all contracts at the same time, with all other variables held constant, this would result in a £68,000 gain or loss (2023: £79,000), as at the year-end, which would feature either through FVPL or other comprehensive income. As at 31 October 2023, the ICE futures market open liability reflected in the Group's financial statements amounted to £816,000 (2023: £387,000 liability).

iv) Interest rate risk

The Group's debt terms, historically have generally been floating rate interest. The Board will periodically consider the option to fix interest rates attached to such variable rate debt through utilising interest rate swaps. However, where possible fixed rate term asset finance is used for the acquisition of property, plant and equipment.

The Group raises borrowings in sterling only. During the year the Company repaid debt borrowings of £1,897,000 (2023; £2,371,000).

At 31 October 2024, if interest rates had been 150 basis points higher or lower with all other variables held constant, profit after tax and net assets would have been £258,000 (2023: £192,000) lower or higher, respectively mainly as a result of higher/ lower interest expense on sterling floating rate borrowings. The directors consider that 150 basis points increase is the maximum likely change in sterling interest rates over the next year, being the period up to the next point at which the Group expects to make these disclosures.

Notes to the Financial Statements - continued

25. Financial Instruments continued

v) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group has overdraft and revolving credit facilities in place of £10.5m and £10.0m respectively (2023: £10.5m and £3.0m) to manage liquidity needs. The overdraft facility is renewable in February 2027, priced at 1.75% over base rate and the revolving credit facility is committed to June 2025, priced at 1.6% over SONIA and the Board believes these are adequate to provide prudent liquidity management.

The Board regularly receives monthly cash flow projections as well as information regarding net cash/(debt), where these monthly projections have indicated that the Group is expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances. Refer to note 23 on net cash position.

The following table analyses the Group and Company's financial liabilities that will be settled on a net basis, where there is legal and constructive obligation to do so, based on agreed contractual settlement dates, as shown within time buckets in the table below. Interest projections for both bank loans and other borrowings and lease liabilities, have been calculated using the future effective rate of interest applicable to each instrument type and then discounted using the appropriate UK gilt rate to derive the present value of interest.

	2024				2023			
	Total £000	**Within one year £000**	**One to five years £000**	**Over five years £000**	Total £000	Within one year £000	One to five years £000	Over five years £000
Bank loans and other borrowings	**5,465**	**2,619**	**2,846**	**-**	7,338	2,595	4,743	-
Bank loans and other borrowings - interest projections	**396**	**276**	**120**	**-**	617	130	487	-
Lease Liabilities	**15,658**	**4,399**	**8,895**	**2,364**	12,975	3,763	6,689	2,523
Lease Liabilities – interest projections	**2,627**	**483**	**2,010**	**134**	2,350	258	1,833	259
Derivatives	**941**	**940**	**1**	**-**	440	432	8	-
Trade payables and other payables	**52,472**	**52,472**	**-**	**-**	70,612	70,612	-	-
Accruals	**6,316**	**6,316**	**-**	**-**	3,777	3,777	-	-
Contingent consideration	**67**	**34**	**34**	**-**	199	199	-	-
Payments of contingent consideration in year	**83,942**	**67,539**	**13,904**	**2,498**	98,308	81,766	13,760	2,782

vi) Capital management risk

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 and benefits to shareholders' whilst principally maintaining an efficient capital structure to optimise the cost of capital. In order to maintain or adjust the capital structure, the Group adjusts the amount of dividends to, or to be paid to shareholders', the return of equity capital to shareholders', the issuance of new shares (that could also possibly take the form of bonus script ordinary shares), the disposal of cash generative assets to settle the Group's debt exposure.

The Group monitors its gearing ratio for the purpose of capital management. This ratio is calculated as net cash/(debt) divided by total equity. Net cash/ (debt) is calculated as cash and cash equivalents less total borrowings (both current and non-current borrowings) and lease liabilities. Total equity is as shown in the consolidated balance sheet.

	2024 £000	2023 £000
Cash and cash equivalents	**38,289**	31,055
Loans and borrowings	**(5,465)**	(7,338)
Lease liabilities	**(15,658)**	(12,975)
Net cash	**17,166**	10,742
Total equity	**134,259**	135,231
Net cash to equity ratio (%)	**12.8%**	7.9%

The Group monitors cash balances and net cash / (debt) on a daily basis to ensure adequate headroom exists on banking facilities and that it is compliant with banking covenants, where relevant.

26. Deferred Taxation

	2024 £000	2023 £000
As at 1 November 2023	**2,213**	1,680
Business combination (see note 35)	**-**	155
Charge for the year in Statement of Income	**805**	395
Charge for the year in Statement of Changes in Equity	**(24)**	(17)
	2,994	2,213

The provision for deferred taxation is made up as follows:

	2024 £000	2023 £000
Accelerated capital allowances	**1,616**	811
Other temporary and deductible differences	**1,378**	1,402
	2,994	2,213

A deferred tax asset has not been recognised at Group or Company level in respect of the movement in fair value on an investment property (see Note 15) as there is uncertainty as to whether an expected future capital gain will crystallise to offset the capital loss.

27. Share Capital

	2024 No. of shares 000	2024 Nominal Value £000	2023 No. of shares 000	2023 Nominal Value £000
Authorised	**40,000**	**10,000**	40,000	10,000
Ordinary shares of 25p each:				
Allotted, called up and fully paid	**23,128**	**5,782**	22,955	5,739
Ordinary shares of 25p each:				

During the year 140,780 shares (2023: 111,181) were issued with an aggregate nominal value of £35,000 (2023: £28,000) and were fully paid up for equivalent cash of £487,000 (2023: £474,000) to shareholders exercising their right to receive dividends under the Company's dividend scrip scheme. A further 31,487 (2023: 503,534) shares with a nominal value of £8,000 (2023: £126,000) were issued for an equivalent cash value of £96,000 (2023: £997,000), with 31,487 (2023: 503,534) shares being to satisfy the exercise of employee options. None of the employee shares, (2023: 141,766) were the result of the exercise of nil cost options under the Company's Performance Share Plan.

28. Other Reserves

The merger reserve represents non-distributable reserves arising on the merger of Wynnstay Farmers Association and Montgomeryshire Farmers Association in 1955, the society becoming Wynnstay and Montgomeryshire Farmers Limited in 1963.

The asset surplus reserve represents a non-distributable reserve arising on the acquisition of the remaining 50% of the share capital in Wesh Feed Producers Limited in 2008.

The own shares reserve represents the cost of shares in Wynnstay Group Plc purchased in the market and held by the employee share ownership trust (ESOP).

The shares are held to satisfy obligations under the Group's share option schemes and are recognised at cost.

	Merger reserve £000	Asset surplus reserve £000	Own shares reserve £000	Total other reserves £000
At 1 November 2022	1,582	169	(10)	1,741
Own shares acquired by ESOP trust			(225)	(225)
At 31 October 2023	1,582	169	(235)	1,516
Transfer	**-**	**-**	**(24)**	**(24)**
At 31 October 2024	**1,582**	**169**	**(259)**	**1,492**

Notes to the Financial Statements - continued

29. Share-Based Payments

The Group has three types of share-based payment schemes in operation at 31 October 2024. The executive directors and certain employees participate in a performance share plan (PSP) under which the vesting of all awards made under the PSP is subject to an earnings per share ("EPS") and Return on Capital Employed ("ROCE") growth target measured against average annual increases over a three-year period.

Certain senior employees participate in the discretionary Approved Company Share Option Plan (CSOP). Such schemes have no performance criteria attached to their operation.

All employees, subject to eligibility criteria, may participate in the Save As You Earn plan. The scheme does not have any performance criteria attached to its operation.

The following options were exercised, lapsed and outstanding at the year end:

	Exercise Price per share £	Exercisable by	As at 1 November 2023 £000	**(Exercised)/ Issued in year £000**	**Lapsed in year £000**	**As at 31 October 2024 £000**
Discretionary Share Option Schemes						
CSOP Granted October 2014	£5.48	Oct 2017 - Oct 2024	95,425		**(95,425)**	**-**
CSOP Granted April 2021	£4.63	Apr 2024 - Apr 2031	136,000		**(12,000)**	**124,000**
PSP Granted April 2021	Nil Cost	Oct 2025 - Apr 2031	139,311		**(37,767)**	**101,544**
PSP Granted February 2024	Nil Cost	Oct 2026 - Feb 2034	-	**285,036**	**(74,198)**	**210,838**
			370,736	**285,036**	**(219,390)**	**436,382**
Savings Related Options Schemes						
Granted September 2018	£4.00	Oct 2023 - Mar 2024	104,970	**(7,500)**	**(97,470)**	**-**
Granted August 2020	£2.75	Sep 2023 - Feb 2024	25,036	**(23,917)**	**(1,119)**	**-**
Granted August 2022	£5.50	Sep 2025 - Feb 2026	122,078		**(54,907)**	**67,171**
Granted March 2024	£3.20	Apr 2027 - Oct 2027	-	**150,506**	**(11,446)**	**139,060**
			252,084	**119,089**	**(164,942)**	**206,231**
			622,820	**404,125**	**(384,332)**	**642,613**

During the year nil (2023: 141,766) Discretionary Share Options and 31,417 (2023: 362,443) Savings Related Options were exercised and satisfied by the allotment of 31,417 (2023: 503,534) new shares by the Company and the transfer of 44,918 (2023: 675) existing shares from the Group's ESOP Trust. The other changes in the number of Discretionary and Savings Related Options relate to members withdrawing from the scheme by leaving employment, exercise conditions not being met or by employees closing their savings contracts.

During the period 285,036 new options were granted to certain executives under the terms of the Group's Performance Share Plan (2023:139,311), and 150,506 options were granted under a SAYE scheme to all eligible employees (2023: nil).

The weighted average market share price at the time of exercise of options exercised during the year was £3.11 (2023: £4.46).

Fair Value of Options

During the year, the Group charged £309,000 (2023: £258,000) of share based remuneration cost to its Consolidated Statement of Comprehensive Income based on a movement in the fair value of outstanding options granted after October 2014. The fair value of these options were estimated by using the Black Scholes option pricing model, and for the new options granted during the year, the following assumptions were used:

Weighted average assumptions	2024 £000	2024 £000	2023 £000
Scheme	**Savings Related**	**Discretionary**	Discretionary
Share price at year end	**£3.18**	**£3.18**	£3.83
Average share price	**£3.62**	**£3.62**	£4.87
Weighted average exercise price	**£3.20**	**£Nil**	£Nil
Expected volatility	**31.79%**	**29.64%**	24.55%
Weighted average remaining contractual life	**3.00 years**	**2.00 years**	2.00 years
Number of options	**150,506**	**285,036**	139,311
Risk free interest rate at inception	**3.25%**	**3.07%**	4.00%

The expected volatility used was the standard deviation of the daily share price over the previous year and the risk fee interest rate was based on bank base rate at the inception of each scheme.

30. Capital Commitments

At 31 October 2024 the Group and Company had capital commitments as follows:

	2024 £000	2023 £000
Contracts placed for future capital expenditure not provided in the financial statements	**337**	635

31. Pension Commitments

The Group currently operates three defined contribution pension schemes which are administered on separate bases to the Group's trade. The pension and other associated costs charge for the year £2,004,000 (2023: £1,401,000). The liability owed to the pension schemes at 31 October 2024 was £229,000 (2023: £197,000).

32. Employee Share Ownership Trust

The Company operates an employee share ownership trust (ESOP). As at 31 October 2024, 82,104 ordinary 25p shares (2023: 127,022 ordinary 25p shares) were held by the trust with an aggregate market value at the year end of £260,680 (2023: £485,860). The assets, liabilities, income and costs of the ESOP are incorporated into the financial statements of the Group.

Notes to the Financial Statements - continued

33. Related Party Transactions

The Board confirms that they consider the Directors of the Company to be the only key management personnel. During the year sales and purchases took place between the Group and a number of its directors. All transactions were carried out on an arm's length basis. Directors and their remuneration is disclosed within the Director's Remuneration disclosure (note 9).

	Total sales		Balance outstanding	
	2024 £000	2023 £000	**2024 £000**	2023 £000
Related Parties				
Gareth Davies	**2**	1	**-**	-
Steve Ellwood	**-**	-	**-**	-
Howell Richards as a director of Cwrtmalle Ltd	**5,792**	6,018	**2,002**	1,725
Paul Roberts	**1**	1	**-**	-
Catherine Bradshaw	**-**	-	**-**	-
Steven Esom	**-**	-	**-**	-
Rob Thomas	**-**	-	**-**	-
Alk Brand	**-**	-	**-**	-
	5,795	6,020	**2,002**	1,725

During the year Group companies entered into the following transactions with related parties who are not members of the Group:

	Total sales		Balance outstanding	
Group	**2024 £000**	2023 £000	**2024 £000**	2023 £000
Purchases from Niab, a company of which S J Ellwood is a director	**5**	62	**-**	2
	5	62	**-**	2

34. Cash Generated from Operations

	2024 £000	2023 £000
Profit for the year from operations	**2,789**	6,927
Adjustments for:		
Taxation	**1,308**	1,776
Depreciation of tangible fixed assets	**2,276**	2,312
Amortisation of right-of use-assets	**3,825**	4,189
Amortisation of intangible assets	**234**	210
Profit on disposal of tangible fixed assets	**(236)**	(121)
Loss on disposal of right of use assets	**-**	2
Loss on disposal on joint venture	**23**	-
Impairment of fixed asset	**819**	-
ESOP Trust revaluation	**-**	(31)
Derivative held at FVPL	**347**	809
Hedge ineffectiveness	**77**	(50)
Government grants	**(2)**	(2)
Net movement in provisions	**1,199**	(345)
Interest on lease liabilities	**1,004**	464
Net interest expense	**71**	294
Share of post-tax results of joint ventures	**(574)**	(673)
Share-based payments	**309**	258
Changes in working capital (excluding effects of acquisitions and disposals of subsidiaries):		
Decrease in inventories	**12,128**	16,592
Decrease in trade and other receivables	**10,363**	16,360
Decrease in trade and other payables	**(15,199)**	(28,700)
Cash generated from operations	**20,761**	20,271

35. Reconciliation of Liabilities from Financing

Liabilities from Financing	Non-Current £000	Current £000	Total £000
As at 31 October 2022	10,639	6,387	17,026
Cash-flows:			
Receipt of borrowings	-	26	26
Repayments of borrowings	-	(2,371)	(2,371)
Business combination	140	313	453
Payments of lease liabilities	-	(5,042)	(5,042)
Non-cash flows:			
Lease movements	5,074	5,147	10,221
Loans and borrowings reclassified	(1,897)	1,897	-
As at 31 October '2023	13,956	6,357	20,313
Cash-flows:			
Additional loan stock	**-**	**23**	**23**
Repayments of borrowings	**-**	**(1,897)**	**(1,897)**
Payments of lease liabilities	**-**	**(6,290)**	**(6,290)**
Non-cash flows:			
Lease movements	**2,045**	**6,929**	**8,974**
Loans and borrowings reclassified	**(1,897)**	**1,897**	**-**
As at 31 October 2024	**14,104**	**7,019**	**21,123**

2024	Non-Current £000	Current £000	Total £000
Lease Liabilities	**11,258**	**4,400**	**15,658**
Loan Stocks		**722**	**722**
Borrowings	**2,846**	**1,897**	**4,743**
	14,104	**7,019**	**21,123**
2023			
Lease Liabilities	9,213	3,762	12,975
Loan Stocks	-	698	698
Borrowings	4,743	1,897	6,640
	13,956	6,357	20,313

36. Restatement of prior year

Change in accounting policy

The Group changed its accounting policy for share-based payments such that the value of shares that have exercised, lapsed or forfeit is now credited to Retained earnings as opposed to remaining within the Share-based payment reserve. The change in accounting policy had no impact upon the Group Income Statement, Group Statement of Comprehensive Income, Group Statement of Cash Flows, net assets of the Group, or the Group distributable reserves. The change in accounting policy enables the readers of the financial statements to identify the cumulative value of share-based payments that are still to be exercised, lapse or forfeit. The impact of the change in accounting policy is detailed in the Group Statement of Changes in Equity. There is no change to basic and diluted earnings per share arising from the change in accounting policy.

The impact on the consolidated balance sheets at 31 October 2023 and 31 October 2022 is as follows:

	2023 (as reported) £000	Change in accounting policy £000	2023 (as restated) £000
Share based payment reserve	-	1,287	1,287
Cash flow hedge reserve	-	103	103
Other reserves	4,080	(2,564)	1,516
Retained earnings	81,930	1,174	83,104
Total equity	135,231	-	135,231

	2022 (as reported) £000	Change in accounting policy £000	2022 (as restated) £000
Share based payment reserve	-	1,261	1,261
Cash flow hedge reserve	-	137	137
Other reserves	4,267	(2,526)	1,741
Retained earnings	78,719	1,128	79,847
Total equity	130,701	-	130,701

Company Balance Sheet
As At 31 October 2024
Registered Number 2704051

	Note	2024 £000	2023 restated* £000	2022 restated* £000
Non-Current Assets				
Investment property	2	**1,850**	1,850	1,850
Property plant & equipment	3	**9,626**	9,870	9,333
Right-of-use assets	3, 9	**-**	543	-
Investment in subsidiaries	4	**54,203**	54,203	55,108
Investments	4	**91**	191	191
		65,770	66,657	66,482
Current assets				
Trade and other receivables	7	**82**	-	9
Amounts owed by subsidiary undertakings	5	**10,107**	3,629	2,109
Loans to joint ventures	6	**600**	639	1,067
Current tax asset	7	**90**	23	102
Cash and cash equivalents	8	**6**	7,312	10,919
		10,885	11,603	14,206
Total Assets		**76,655**	78,260	80,688
Current Liabilities				
Borrowings	9	**(2,619)**	(2,595)	(3,043)
Lease liabilities	10	**-**	(102)	-
Trade and other payables	8	**(374)**	(306)	(2,722)
Amounts owed to subsidiary undertakings	8	**-**	(423)	(59)
		(2,993)	(3,426)	(5,824)
Net Current Assets		**7,892**	8,177	8,382
Non-Current Liabilities				
Borrowings	8	**(2,846)**	(4,743)	(6,640)
Lease liabilities	9	**-**	(450)	-
		(2,846)	(5,193)	(6,640)
Total Liabilities		**(5,839)**	(8,619)	(12,464)
Net Assets		**70,816**	69,641	68,224
Equity				
Share capital	12	**5,782**	5,739	5,585
Share premium		**44,022**	43,482	42,130
Share-based payments*		**506**	1,287	1,261
Other reserves*	13	**1,347**	1,347	1,572
Retained Earnings		**19,159**	17,786	17,676
Total Equity		**70,816**	69,641	68,224

* See note 36 of the Group accounts for details regarding the restatement as a result of a change in accounting policy.

The Company generated profit after tax of £4,278,000 (2023: £3,781,000).

The financial statements on pages 120 - 131 were approved by the Board of Directors on 10 February 2025 and signed on its behalf by

Steve Ellwood
Chairman

Rob Thomas
Chief Financial Officer

Company Statement of Changes in Equity
As At 31 October 2024
Registered Number 2704051

	Share capital £000	Share premium account £000	Share based payments £000	Other reserves £000	Retained earnings £000	Total £000
As at 31 October 2022 as originally presented	5,585	42,130	-	3,961	16,548	68,224
Change in accounting policy			1,261	(2,389)	1,128	-
Total equity at the beginning of the financial year (restated*)	5,585	42,130	1,261	1,572	17,676	68,224
Profit for the year	-	-	-	-	3,781	3,781
Total comprehensive income for the year	-	-	-	-	3,781	3,781
Transactions with owners of the Company; recognised directly in equity:						
Shares issued during the year	154	1,352	-	-	-	1,506
Dividends	-	-	-	-	(3,868)	(3,868)
Own shares acquired by ESOP trust	-	-	-	(225)	-	(225)
Equity settled share-based payment transactions	-	-	258	-	-	258
Recycle of equity remuneration reserves	-	-	(232)	-	197	(35)
Total contributions by and distributions to owners of the Company	154	1,352	26	(225)	(3,671)	(2,364)
As at 31 October 2023	5,739	43,482	1,287	1,347	17,786	69,641
Profit for the year	**-**	**-**	**-**	**-**	**4,278**	**4,278**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**4,278**	**4,278**
Transactions with owners of the Company; recognised directly in equity:						
Shares issued during the year	**43**	**540**	**-**	**-**	**-**	**583**
Exercise, lapse or forfeit of share-based payments	**-**	**-**	**(1,090)**	**-**	**1,090**	**-**
Dividends	**-**	**-**	**-**	**-**	**(3,995)**	**(3,995)**
Equity settled share-based payment transactions	**-**	**-**	**309**	**-**	**-**	**309**
Total contributions by and distributions to owners of the Company	**43**	**540**	**(781)**	**-**	**(2,905)**	**(3,103)**
As at 31 October 2024	**5,782**	**44,022**	**506**	**1,347**	**19,159**	**70,816**

See note 36 of the Group accounts for details regarding the restatement as a result of a change in accounting policy.

Company Cashflow Statement
For the year ended 31 October 2024

	Note	2024 £000	2023 £000
Cash flows from operating activities			
Cash used in operations	15	**(6,719)**	(827)
Interest received		**80**	158
Interest paid		**(410)**	(515)
Net cash used in operating activities		**(7,049)**	(1,184)
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		**-**	(1,038)
Purchase of property, plant and equipment		**(287)**	-
Acquisition of subsidiary undertakings, net of cash acquired		**-**	(1,095)
Receipt of repayment of short term loans to joint ventures		**38**	428
Payment of short term loan to ESOP trust		**-**	(195)
Dividends received from joint ventures		**601**	367
Dividends received from subsidiaries		**4,700**	3,950
Net cash generated by investing activities		**5,052**	2,417
Cash flows from financing activities			
Proceeds from the issue of ordinary share capital	12	**583**	1,471
Proceeds from new loans		**-**	26
Lease payments	10	**-**	(98)
Repayment of borrowings		**(1,897)**	(2,371)
Dividends paid to shareholders	17	**(3,995)**	(3,868)
Net cash used in financing activities		**(5,309)**	(4,840)
Net decrease in cash and cash equivalents		**(7,306)**	(3,607)
Cash and cash equivalents at the beginning of the year		**7,312**	10,919
Cash and cash equivalents at the end of the year	9	**6**	7,312

Material Accounting Policies
For the year ended 31 October 2024

General Information
Wynnstay Group Plc is a company incorporated and domiciled in the United Kingdom. The address of its registered office is Eagle House, Llansantffraid Ym Mechain, Powys, SY22 6AQ. The Company has its listing on AIM, part of the London Stock Exchange.

Accounting Policies
The Company's material accounting policies adopted in the preparation of these financial statements are set out below.

Basis of Preparation
The Company's financial statements have been prepared in accordance with UK adopted International Accounting Standards. The Company's financial statements have been prepared under the historical cost convention other than certain assets which are at deemed cost under the transition rules, and certain financial instruments which are explained in the relevant section below. A summary of the material Company's accounting policies is set out below, and these have been applied consistently.

The preparation of financial statements in conformity with UK adopted International Accounting Standards requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The Company has taken advantage of the audit exemption available under section 479(A) of the Companies Act 2006 for five of its subsidiaries, Glasson Group (Lancaster) Limited (company number 03230345), Youngs Animal Feeds Limited (company number 04128486), Humphrey Poultry (Holdings) Limited (company number 13882065), Humphrey Feeds Limited (company number 00884405) and Humphrey Pullets Limited (company number 06780228). The Company has provided parent guarantees to these subsidiaries which have taken advantage of the exemption from audit.

Change In Accounting Policy
The Group changed its accounting policy for share-based payments such that the value of shares that have exercised, lapsed or forfeit is now credited to Retained earnings as opposed to remaining within the Share-based payment reserve.

The change in accounting policy had no impact upon the Group Statement of Comprehensive Income, Group Balance Sheet, Group Statement of Cash Flows, net assets of the Group, or the Group distributable reserves. The change in accounting policy enables the readers of the financial statements to identify the cumulative value of share-based payments that are still to be exercised, lapsed or forfeit.

The impact of the change in accounting policy is detailed in note 36 of the Group accounts.

There is no change to basic and diluted earnings per share arising from the change in accounting policy.

Going Concern
As part of their normal year end processes the Board have reviewed commercial plans and budgets for the new financial year, together with assessing the principal identified risks and uncertainties for the Group. Detailed cashflow projections have been prepared and considered against available funding sources, which at the year-end included net cash of £17.12m, plus £10m of undrawn revolving credit facilities and £10.5m of unused overdraft facilities with HSBC Bank UK Plc (HSBC).

In May 2024 an RCF facility of £10m with a £5m accordion, was renewed with HSBC Bank UK Plc (HSBC) and committed to 28 February 2027. The facility was undrawn at 31 October 2024 and in addition, the Group has £10.5m unused overdraft facilities and net cash (including IFRS 16 leases) of £17.16m at the year end.

Detailed cash flow projections have been prepared and considered against these available funding sources and substantial headroom is available to fund the continuing development of the Group. The Directors have therefore concluded that they have reasonable expectation that the Group has adequate financial resources to support the operational requirements of the business for the foreseeable future, and that it is appropriate to continue adopting the going concern concept in the preparation of financial statements.

In conclusion, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Impairment of Non-Financial Assets
At each reporting date, the Company assesses whether there is any indication that a non-financial asset may be impaired. Where an indicator of impairment exists, the Company makes an estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is written down to its recoverable amount. Recoverable amount is the higher of fair value less costs to sell and value in use and is considered for each individual asset. If the asset does not generate cash flows that are largely independent of those from other assets or groups of assets, the recoverable amount of the cash generating unit to which the asset belongs is determined. Discount rates reflecting the asset specific risks and the time value of money are used for the value in use calculation.

Investment in Subsidiaries
Investments in subsidiaries are shown at cost less any provision for impairment.

Material Accounting Policies - continued

Investment Property

Investment property held to earn rentals and/or for capital appreciation, is initially measured at cost and subsequently stated at fair value at the reporting date, as determined by the directors and is periodically supported by external valuers. Gains or losses arising from changes in the fair value of investment property are recognised in the income statement in the period in which they arise.

Gains or losses on disposal of an investment property are recognised in the income statement on the unconditional completion of the sale.

Property, Plant And Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and any provision for impairment losses. Depreciation is provided at rates calculated to write off the cost less estimated residual value of fixed assets over their expected useful lives as follows:

- freehold property 2.5% - 5% per annum straight line;
- leasehold land and building and right of use assets is over the period of the lease.

If the expenditure provides incremental future benefits so that it improves the earning capacity or extends the life of the non-current asset beyond its originally intended useful economic life, then it is treated as capital expenditure. This is usually the case with non-climate compliant assets where the Company seeks to modify appropriate assets where possible as it works towards its zero-carbon footprint commitment which is detailed in the strategic report. Climate uncertainty does not have a material impact on the assessment of useful lives as the assets are considered to be fit for purpose over the assessed useful economic lives with reasonable repairs and maintenance.

The impact of historical climate related incidents indicates that any financial impact on physical assets, including adapting them for use is addressed by our existing capital programme. Major renovations are depreciated over the remaining useful life of the related asset or to the date of the next major renovation, whichever is sooner. Gains and losses on disposals are calculated by comparing proceeds with carrying amount and are included in the income statement.

Amounts Owed by Subsidiary Undertaking and Loans to Joint Ventures

Amounts owed by subsidiary undertakings and loans to joint ventures are recongised initially at the amount of lending that is unconditional. The Company holds amounts owed by subsidiary undertakings with the objective of collecting the contractual cash flows so they are subsequently measured at amortised cost using the effective interest method, less loss allowance.

Gains and losses are recognised in the income statement when receivables are derecognised or impaired.

The Company uses a model to calculate expected credit losses (ECL). The provision is calculated by reviewing the lifetime expected credit losses using both historic and forward looking data. Balances are written off when the probability of recovery is assessed as being remote

Trade and Other Payables and Amounts Owed to Subsidiary Undertakings

Trade and other payables are initially recorded at their fair value and subsequently carried at amortised cost.

Borrowings

Interest-bearing bank loans and overdrafts are initially recorded at fair value, net of attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between proceeds and redemption value being recognised in the Company Consolidated Statement of Comprehensive Income over the period of the borrowings on an effective interest basis.

Prepaid fees in relation to issuance of debt are held on the Balance Sheet on the basis that such issuance is considered probable. If issues do not occur, or are deemed not to be probable, such fees are recognised in the income statement.

Financial guarantees

Where composite financial guarantees (not within the definition of IFRS 9) over the general bank obligations of subsidiaries for debt instruments held at amortised cost exist, such balances are netted in Balance Sheet.

Cash And Cash Equivalents

For the purposes of the Balance Sheet, cash and cash equivalents comprise cash at bank, cash in hand, money market funds and short-term deposits with an original maturity of three months or less. For the Consolidated and Company statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Leases

The Company as a lessee, accounts for all leases by recognising a right- of-use asset and a lease liability. At inception, the Company assesses whether the contract contains a lease or is a lease. A lease is determined when the contract conveys the right to control an identified asset for a period of time in exchange for consideration. The Company recognises a right-of- use asset and a corresponding lease liability for all lease agreements in which the Company is the lessee at the lease commencement date.

The right-of-use asset is initially measured at cost, which comprises the initial lease liability adjusted for any lease payment made at or before the commencement date, plus any indirect initial costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are then subsequently depreciated using the straight-line method or reducing balance method from the commencement date to the earlier of the lease term or useful life of the underlying asset. Right-of-use assets are reviewed for indicators of impairment on an annual basis.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted at the rate implicit in the lease, or, if the rate cannot be determined, the Company's incremental borrowing rate.

The incremental borrowing rate is based on the (i) reference rate, (ii) financing spread and (iii) lease specific adjustments. The reference rate is based on the UK Nominal Gilts aligned with the tenor of the lease observed at the time of signing the contract. The financing spread is based on the term of the debt, level of indebtedness, entity and economic environment.

Lease payments included in the measurement of lease liabilities includes the following:

- Fixed payments including in-substance fixed payments;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date; and
- The amount expected to be payable by the lessee under residual value guarantees

The Company remeasures the lease liability when there is a change in the future lease payments arising from a change in rate or index or, a modification to the lease that is not accounted for as a separate lease. In the latter case, the lease liability is remeasured by using a revised discount rate. When the lease liability has been remeasured, a corresponding adjustment is made to the carrying amount of the right- of-use asset or is recorded in the profit or loss account if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has opted not to recognise right-of-use assets and lease liabilities for low value assets and short-term leases (defined as a lease with a lease term of 12 months or less). Instead, the lease payments are recognised as an operating expense on a straight-line basis over the length of the lease term or on a systematic basis.

Current And Deferred Income Tax

The tax charge/credit for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in other comprehensive income. In this case, the tax is recognised in other comprehensive income.

Current tax assets and current tax liabilities 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 at the reporting date.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Group relief claimed/surrendered between UK companies is paid for at the applicable tax rate of 25% (2022: 22.5%) for the year.

Deferred income taxation is provided in full using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Company's financial statements, at rates expected to apply when they reverse, based on current tax rates and law. Deferred income taxation is not provided on the initial recognition of an asset or liability in a transaction, other than a business combination, if at the time of the transaction there is no effect on either accounting or taxable profit or loss.

Deferred income tax assets are recognised to the extent that there are future taxable temporary differences from the unwind of the deferred income tax liabilities, against which these deductible temporary differences can be utilised or other future taxable profits. Deferred tax assets and liabilities are not discounted. Deferred income taxation is determined using the tax rates and laws that have been enacted, or substantively enacted during the year and are expected to apply in the periods in which the related deferred tax asset or liability is reversed. No material uncertain tax positions exist as at 31 October 2024.

Share Capital

Ordinary shares are classified as equity and are recorded at the par value of proceeds received, net of direct issue costs, allowing for any reductions in the par value. Where shares are issued above par value, the proceeds in excess of par value are recorded in the share premium account. Where shares have been issued following the exercise of eligible nil-cost employee options, previously expensed equity remuneration reserves are recycled to share capital at par value only.

Dividend Distribution

A dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the shareholders' right to receive payment of the dividend is established.

Notes to the Financial Statements

1. General Information & Significant Accounting Policies

The Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual income statement and related notes that form part of these approved financial statements.

Changes in accounting policies and disclosures
The accounting policies adopted are consistent with those of the previous financial year. The following new standards, amendments and interpretations are effective for the period beginning on or after 1 November 2023 and have been adopted for the Company Financial Statements where appropriate with no material impact on the disclosures and results made by the Company:

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12);
- Definition of Accounting Estimates (Amendments to IAS 8);
- Amendments to IAS 8 ‘Accounting policies, Changes in Accounting Estimates and Errors’, distinguishing changes in accounting estimates from changes in accounting policies;
- Disclosure of Accounting policies (Amendments to IAS 1 and IFRS Practice Statement 2; and
- Initial Application of IFRS 17 and IFRS 9 - Comparative Information.

There has been no material impact on the Company Financial Statements from any new standards, amendments or interpretations effective during the year.

Accounting standards or interpretations issued but not yet effective

Apart from IFRS18 ‘Presentation and Disclosure in Financial Statements’, there were no accounting standards or interpretations issued which have an effective date after the date of these Company Financial Statements that the management reasonably expects to have an impact on disclosures, financial position or performance.

2. Investment Property

Investment property relates to a redeveloped retail property in Pwllheli. The amount of rent receivable from the Investment property in the year was £192,000 (2023: £182,000). Direct operating expenses associated with this investment property amounted to £1,242 in the year (2023: £4,992).

	2024 £000
As at 1 November 2022	**2,372**
Fair value movement	**(522)**
Balance as at 31 October 2023	**1,850**
Fair value movement	**-**
Balance as at 31 October 2024	**1,850**

An Investment property valuation carried out by BNP Paribas Real Estate on 24 June 2022 concluded the property had an open market valuation of £1,850,000. This market valuation of the investment property was therefore based on a level 2 category valuation where use was made of; sale prices per square metre of similar properties in similar locations, observable current market rents per square metre for similar properties in similar locations, and property yields derived from recent transactions. Consequentially, the Group and Company recognised a fair value movement charge of £522,000 in the prior period which was treated as a non-recurring item in the Income Statement.

3. Property, Plant And Equipment

Cost	Leasehold land and buildings £000	Freehold land and buildings £000	Right-of-use assets £000	Total £000
As at 31 October 2022	913	15,049	-	15,962
Additions	393	645	630	1,668
As at 31 October 2023	1,306	15,694	630	17,630
Additions	**22**	**265**	**-**	**287**
Disposals	**-**	**-**	**(630)**	**(630)**
As at 31 October 2024	**1,328**	**15,959**	**-**	**17,287**
Depreciation				
As at 31 October 2022	452	6,177	-	6,629
Charge for the year	86	415	87	588
As at 31 October 2023	538	6,592	87	7,217
Charge for the year	**101**	**430**	**-**	**531**
Disposals	**-**	**-**	**(87)**	**(87)**
As at 31 October 2024	**639**	**7,022**	**-**	**7,661**
Net book value				
As at 31 October 2024	**689**	**8,937**	**-**	**9,626**
As at 31 October 2023	768	9,102	543	10,413

4. Fixed Asset Investments

	Share in Group Undertakings £000	Joint Ventures & Associates £000	Total £000
Cost			
At 1 November 2023	54,804	191	54,995
Disposals	-	-	-
At 31 October 2024	**54,804**	**191**	**54,995**
Provision for impairment:			
At 1 November 2023	(601)	-	(601)
Disposals	-	(100)	(100)
At 31 October 2024	**(601)**	**(100)**	**(701)**
Net book value at 31 October 2024	**54,203**	**91**	**54,294**
Net book value at 31 October 2023	54,203	191	54,394

5. Loans with Subsidiary Undertakings

During the year, the Company entered into the following trading transactions with subsidiaries, joint ventures and associates:

Transactions and balances with subsidiaries	2024 £000	2023 £000
Amounts due from subsidiary undertakings:		
Loans	**10,107**	3,629
Amounts due to subsidiary undertakings:		
Loans	**-**	(423)
	10,107	3,206
Transactions reported in the statement of comprehensive income		
Income received	**-**	-
Purchases	**-**	-

Notes to the Financial Statements - continued

6. Loans with Joint Ventures

Transactions and balances with joint ventures	2024 £000	2023 £000
Amounts due from joint ventures:		
Loans	**600**	639

7. Trade and Other Receivables

	2024 £000	2023 £000
Current:		
Amounts due by subsidiary undertakings	**10,107**	3,629
Prepayments	**82**	-
Current tax asset	**90**	23
	10,279	3,652

8. Trade and Other Payables

	2024 £000	2023 £000
Current:		
Amounts owed to subsidiary undertakings	**-**	423
Other payables	**291**	303
Accruals	**83**	3
	374	729

9. Cash, Cash Equivalents, Borrowings and Lease Liabilities

	2024 £000	2023 £000
Current:		
Cash and cash equivalents per balance sheet	**6**	7,312
Cash and cash equivalents per cash flow statement	**6**	7,312
Bank and other loans due within one year or on demand:		
Secured loans	**(1,897)**	(1,897)
Loan stock (unsecured)	**(722)**	(698)
Borrowings	**(2,619)**	(2,595)
Property leases	**-**	(102)
Lease liabilities	**-**	(102)
Total current net cash/(borrowings) and lease liabilities	**(2,613)**	4,615
Non-Current:		
Bank loans	**(2,846)**	(4,743)
Borrowings	**(2,846)**	(4,743)
Property leases	**-**	(450)
Lease liabilities	**-**	(450)
Total non-current borrowings and lease liabilities	**(2,846)**	(5,193)
Total net cash/(borrowings) and lease liabilities	**(5,459)**	(578)
Total net cash/(borrowings) and lease liabilities, excluding property leases	**(5,459)**	(26)

Borrowings

Bank loans and overdrafts are secured by an unlimited composite guarantee of all the trading entities within the Group. The outstanding bank loan of £4,743,000 (2023: £6,640,000) is structured as a term facility with quarterly repayments of £474,250. Interest on this loan is 1.75% over the daily SONIA rate up to the point of repayment.

Loan stock is redeemable at par at the option of the Company or the holder. Interest of 5% (2023: 3.7%) per annum is payable to the holders.

10. Leases

Nature of leasing activities (in the capacity as lessee).

The Group leases a number of properties, certain items of plant and equipment and vehicles. The table below shows the number of leases at 31 October 2024.

	Number of lease Contracts at November 2023	Additions	Expired or Disposed	**Number of lease Contracts at October 2024**	Fixed Payment
Property leases	36	12	(8)	**40**	0
Plant and equipment leases	22	4	(3)	**23**	0
Vehicle leases	165	62	(53)	**174**	1
Total	223	78	(64)	**237**	1

Right-of-use assets	Land and buildings £000	Plant, machinery and motor vehicles £000	Total £000
At November 2023	543	-	543
Disposals	**(543)**	**-**	**(543)**
At 31 October 2024	**-**	**-**	**-**

Lease liability	Land and buildings £000	Plant, machinery and motor vehicles £000	Total £000
At November 2023	552	-	552
Disposals	**(552)**	**-**	**(552)**
At 31 October 2024	**-**	**-**	**-**

Lease liability aging	Within one year £000	One to two years £000	Two to five years £000	Over five years £000	Total £000
2024	**-**	**-**	**-**	**-**	**-**
2023	102	52	126	272	552

11. Financial Instruments

	2024				2023			
	Total £000	**Within one year £000**	**Two to five years £000**	**Over five years £000**	Total £000	Within one year £000	Two to five years £000	Over five years £000
Bank loans and other borrowings	**5,465**	**2,619**	**2,846**	**-**	7,338	2,595	4,743	-
Bank loans and other borrowings - interest projections	**396**	**276**	**120**	**-**	617	130	487	-
Finance lease liabilities	**-**	**-**	**-**	**-**	552	102	178	272
Finance lease liabilities – interest projections	**-**	**-**	**-**	**-**	109	22	61	26
Derivatives	**-**	**-**	**-**	**-**	423	423	-	-
Trade payables and other payables	**291**	**291**	**-**	**-**	303	303	-	-
Accruals	**83**	**83**	**-**	**-**	3	3	-	-
	6,235	**3,269**	**2,966**	**-**	9,345	3,578	5,469	298

12. Share Capital

Details in respect of share capital are presented in Note 27 of the Group Financial Statements.

Notes to the Financial Statements - continued

13. Other Reserves

The merger reserve represents non-distributable reserves arising on the merger of Wynnstay Farmers Association and Montgomeryshire Farmers Association in 1955, the society becoming Wynnstay and Montgomeryshire Farmers Limited in 1963.

The asset surplus reserve represents a non-distributable reserve arising on the acquisition of the remaining 50% of the share capital in Wesh Feed Producers Limited in 2008.

The own shares reserve represents the cost of shares in Wynnstay Group Plc purchased in the market and held by the employee share ownership trust (ESOP).

The shares are held to satisfy obligations under the Group's share option schemes and are recognised at cost.

14. Share-Based Payments

Details of share-based payments are presented in Note 29 of the Group Financial Statements.

15. Cash Generated From Operations

	2024 £000	2023 £000
Profit for the year from operations	**4,278**	3,781
Adjustments for:		
Taxation	**(65)**	(107)
Group tax relief elections	**187**	187
Dividends from subsidiaries	**(4,700)**	(3,950)
Dividends from joint ventures	**(601)**	(367)
Depreciation of tangible fixed assets	**546**	501
Amortisation of right-of use-assets	**(87)**	87
ESOP Ttrust revaluation	**-**	(31)
Interest on lease liabilities	**-**	20
Net interest expense	**331**	357
Share-based payments	**309**	258
Changes in assets and liabilities:		
(Increase) in trade and other receivables	**(6,559)**	(1,511)
Increase in trade and other payables	**(358)**	(52)
Cash generated from/(used in) operations	**(6,719)**	(827)

16. Reconciliation Of Liabilities From Financing

Liablities from Financing	Non-Current £000	Current £000	Total £000
As at 31 October 2022	6,640	3,043	9,683
Cash-flows:			
Receipt of borrowings	-	26	26
Repayments of borrowings	-	(2,371)	(2,371)
Non-cash flows:			
Lease movements	450	102	552
Loans and borrowings reclassified	(1,897)	1,897	-
As at 31 October 2023	5,193	2,697	7,890
Cash-flows:			
Additional loan stock		**23**	**23**
Repayments of borrowings		**(1,897)**	**(1,897)**
Non-cash flows:			**-**
Lease movements	**(450)**	**(101)**	**(551)**
Loans and borrowings reclassified	**(1,897)**	**1,897**	**-**
As at 31 October 2024	**2,846**	**2,619**	**5,465**

2024	Non-Current £000	Current £000	Total £000
Loan Stocks		**722**	**722**
Borrowings	**2,846**	**1,897**	**4,743**
	2,846	**2,619**	**5,465**
2023			
Lease Liabilities	450	102	552
Loan Stocks	-	698	698
Borrowings	4,743	1,897	6,640
	5,193	2,697	7,890

17. Dividends

	2024 £000	2023 £000
Final dividend for prior year	**2,701**	2,608
Interim dividend paid for current year	**1,294**	1,260
	3,995	3,868

Subsequent to the year end it has been recommended that a final dividend of 11.90p per ordinary share (2023: 11.75p) be paid on 30 April 2025. Together with the interim dividend already paid on 31 October 2024 of 5.60p net per ordinary share (2023: 5.50p) this will result in a total dividend for the financial year of 17.50p net per ordinary share (2023: 17.25p).

18. Investment in Subsidiaries

Details of investments in subsidiaries are presented in Note 18 of the Group Financial Statements.

Other Information


WYNNSTAY
TAY

Notice of Annual General Meeting

Notice is hereby given that the thirty-second Annual General Meeting (the "Meeting") of Wynnstay Group Plc (the "Company") will be held in the Holiday Inn Telford, Telford International Centre, St. Quentin Gate, Telford TF3 4EH on Thursday 27 March 2025 at 11.45am to transact the business as specified below.

As Ordinary Business: to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions.

1. To receive and adopt the Company's annual accounts for the financial year ended 31 October 2024 together with the Directors' Report and Auditors' Report on those accounts.
2. To declare a final dividend of 11.90p per share for the year ended 31 October 2024 payable on 30 April 2025 to shareholders who are on the register of members of the Company at the close of business on 28 March 2025.
3. To re-elect Steve Ellwood as a director of the company.
4. To re-elect Steven Esom as a director of the company.
5. To re-elect Catherine Bradshaw as a director of the company.
6. To elect Alk Brand as a director of the company.
7. To re-elect Rob Thomas as a director of the company.
8. To re-appoint Crowe UK LLP as auditors, to hold office from the conclusion of the Meeting to the conclusion of the next Meeting at which accounts are laid before the Company.
9. To authorise the Directors or Audit Committee of the Company to set the auditors' remuneration.
10. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy contained within that report) as set out in the Company's Annual Report and Accounts for the financial year ended 31 October 2024.
11. To approve the Directors' Remuneration Policy as set out in the Company's Annual Report and Accounts for the financial year ended 31 October 2024.

As Special Business:

Resolution 12 will be proposed as an Ordinary Resolution and resolutions 13 and 14 will be proposed as Special Resolutions.

Directors' authority to allot shares

12. The Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities up to an aggregate nominal amount of £500,000 provided that this authority shall, unless renewed, varied or revoked by the Company in General Meeting, expire on the earlier of the next Annual General Meeting of the Company and 15 months from the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Companies Act 2006, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

General disapplication of pre-emption rights

13. That, subject to passing Resolution 12 earlier, the Directors be and they are empowered pursuant to Section 570 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by the previous Resolution as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

a. in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

b. otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £500,000, and shall expire on the earlier of the next Annual General Meeting of the Company and 15 months from the date of this Resolution save that the Company many, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

Directors' authority to purchase shares

14. That, the Company be and is generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693 of the Act) on the London Stock Exchange of Ordinary Shares of £0.25 each in the capital of the Company provided that:

a. the maximum aggregate number of Ordinary Shares authorised to be purchased is 500,000 (representing approximately 2.2% of the Company's issued ordinary share capital);

b. the minimum price which may be paid for such shares is £0.25 per share;

c. the maximum price which may be paid for an Ordinary Shares shall not be more than 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased;

d. unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next Annual General Meeting or 15 months from the date of passing this Resolution, if earlier; and

e. the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By Order of the Board

Claire Williams
Company Secretary
Wynnstay Group Plc
Eagle House
Llansantffraid-ym-Mechain
Powys, SY22 6AQ

10 February 2025

Notes to the Notice of the Annual General Meeting

These notes are important and require your immediate attention.

1. To attend the Meeting in person, please arrive at the venue for the Meeting between 11.00am and by 11.30am to enable your shareholding to be checked against the register of members of the Company and your attendance recorded. Photographic identification such as a passport or driver's license will be required in order to vote.
2. Shareholders are encouraged to email any questions in respect of the Company's Annual Report and Accounts for the financial year ended 31 October 2024 or the Meeting to shareholder_communications@wynnstay.co.uk in advance of the Meeting. Responses to questions will be provided as soon as reasonably possible following receipt.
3. A shareholder entitled to vote at the Meeting is entitled to appoint another person of his/her choice as that shareholders' proxy to exercise all or any of that shareholder's rights to attend, speak and vote at the Meeting on his/her behalf. A shareholder may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. Unless otherwise indicated on the form of proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit, or at their discretion, withhold from voting.
4. A proxy or proxies can be appointed by:

a. Submitting a vote electronically at www.sharegateway.co.uk (please refer paragraph 6 below).

b. CREST members using the CREST electronic proxy appointment service (please refer to paragraph 7 below); or

c. Completing and returning a paper form of proxy (which is enclosed with the document of which this Notice forms part). To appoint more than one proxy, the form of proxy should be photocopied and all completed forms returned together to Neville Registrars in accordance with the instructions in paragraph 5 below.

5. If a paper form of proxy is used to appoint a proxy or proxies, the form of proxy must be completed, signed and returned, together with any power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD, so that it is received no later than 11.45am on Tuesday 25 March 2025. In the event of a conflict between a blank paper form of proxy and a form of proxy which states the number of shares to which it applies, the specific form of proxy shall be counted first, regardless of whether it was sent or received before or after the blank form of proxy, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank form of proxy.
6. You can submit your proxy electronically at www.sharegateway.co.uk . Shareholders will need to use their personal proxy registration code which is printed on their Form of Proxy to facilitate this. Electronic proxy appointments must be received not later than 11.45am on Tuesday 25 March 2025.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held at 11.45am on Tuesday 25 March 2025 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message ('a CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Neville Registrars (CREST Participant ID: 7RA11), no later than 48 hours before the time appointed for the Meeting (or, in the event that the Meeting is adjourned, no later than 48 hours before the time appointed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. If you wish to change your proxy instructions, you should submit a new proxy appointment using the methods detailed above. Your attention is particularly drawn to the deadline for receipt of proxy appointments (as detailed in paragraphs 5, 6 and 7 above) as these are applicable to amended proxy instructions. In the event that more than one valid proxy appointment is received for the same share or shares, the appointment received last before the deadline for receipt of proxy appointments will take precedence.
9. Only those shareholders entered on the register of members of the Company at the close of business on Tuesday 25 March 2025 or, in the event that the Meeting is adjourned, on the register of members as at the close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after the close of business on Tuesday 25 March 2025 or, in the event that the Meeting is adjourned, on the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
10. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
11. Copies of the following documents will be available for inspection at the Company's registered office during normal working hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the date of the Meeting and at the place of the Meeting for 15 minutes prior to and during the Meeting:
    - copies of all service agreements or letters of appointment under which the Directors of the Company are employed by the Company.
12. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
13. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
    - emailing at shareholder_communications@wynnstay.co.uk or calling Neville Registrars on +44 (0)121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.00pm (UK time) Monday to Friday excluding public holidays in England and Wales.

Ordinary business

Each resolution will be proposed as an Ordinary Resolution. This means that, for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

The Ordinary Resolutions are routine and deal with the presentation of the Annual Report and Accounts for the financial year ended 31 October 2024, the declaration of a final dividend, the reappointment of Steve Ellwood, Steven Esom, Catherine Bradshaw, Rob Thomas and the election of Alk Brand as Directors of the Company, and the reappointment of Crowe LLP as auditors as well as the authorisation of the Directors or Audit Committee to set the auditors' remuneration and the approval of the Directors' Remuneration Report (excluding the Directors' remuneration policy contained within that report) and, by separate vote, the approval of the Directors' remuneration policy. The votes in respect of Resolutions 10 and 11 will be 'advisory' only, which means that they are not binding on the Company, and the Directors' entitlement to remuneration is not conditional on their approval. Resolution 12 deals with Director approval to allot shares in the Company. As the authority expires at the conclusion of the forthcoming Meeting, the Board recommends that this authority be renewed.

Biographical details of the Directors standing for election can be found on pages 54 - 55.

Special business

In order for a Special Resolution to be passed, at least three-quarters of the votes cast must be in favour.

Resolution 13 - General disapplication of pre-emption rights

Seeks to renew the authority conferred on the Directors at last year's Meeting to issue equity securities of the Company for cash without application of the pre-emption rights provided by Section 561 of the Act. The authority being sought is in substitution for all existing authorities, granted in the Company's Articles of Association or otherwise, and without prejudice to previous allotments made under such authorities, and will expire 15 months after the date of the Meeting or, if earlier, at the conclusion of the next Meeting of the Company.

Resolutions 12 and 13 limit the requested authority to the stated maximum as an added shareholder protection. The Directors have no present intention of exercising authorities in resolutions 12 and 13 but believe that it is in the best interests of the Company to have the authorities available so that the Board has the flexibility to take advantage of business opportunities as they arise.

Resolution 14 - Directors' authority to purchase shares

Special resolution 14 is put forward to give the directors the ability to buy back and cancel existing shares if they feel that such action would benefit all remaining shareholders and are normal practise for a company of this size, and are routinely put to shareholders.

Financial Calendar

Annual General Meeting	27 March 2025
Final dividend:	
• Ex-dividend date	27 March 2025
• Record date	28 March 2025
• Payment date	30 April 2025
Announcement of half year results	June 2025
Publication of Interim Report	June 2025
Interim dividend:	
• Ex-dividend date	25 September 2025
• Record date	26 September 2025
• Payment date	31 October 2025
Financial year end	31 October 2025
Announcement of full year results	January 2026
Publication of Annual Report and Accounts	January 2026

Shareholder Fraud Warning

Shareholders are advised that as the Company's share register is a public document, details concerning individual shareholdings may be available to people who may try to use such information for fraudulent, scam or other criminal purposes. Extreme diligence is recommended whenever you receive any un-solicited contact about your Wynnstay Group Plc shares or any other investment holding. Fraudsters can be very persuasive and will use high pressure tactics to try to scam investors they believe to have disposable resources. Such contact may be used to sell shares or other investments which may be fake or worthless, or to try to persuade you to dispose of existing investments for below their market value.

The Financial Conduct Authority (FCA) has a very useful website providing information on known frauds and scams, and identifying companies that may be operating in an unauthorised or illegal manner, which is likely to increase the risk associated with doing business with them. Please visit http://scamsmart.fca.org.uk

Some simple advice to avoid investment scams and share frauds include:

1. Hang up on cold calls – if you are cold called in relation to investment opportunities there is a high risk that it may involve an attempted scam. The safest thing to do is to hang up.
2. Check out any firm – before considering any relationship with a new individual or firm offering financial services, check them out on the Financial Services Register on the FCA website. Generally, all businesses legally authorised to offer such services will be regulated by the FCA.
3. Get impartial advice – before handing over any money in relation to new investments, think about seeking advice from someone unconnected to the new contact or entity that would receive your funds.
4. Report a scam – if you suspect you have been approached by attempted fraudsters, then please report it to the FCA by using the reporting form available on the FCA website. If you have actually lost money to an investment fraud, you should report it to the police using the Action

Fraud National Reporting scheme on 0300 123 2040 or http://www.actionfraud.police.uk

REMEMBER, IF IT SOUNDS TOO GOOD TO BE TRUE, IT PROBABLY IS

Company Details and Advisors

Company Details

Company
Wynnstay Group Plc

Company number
2704051

Registered office
Eagle House, Llansantffraid-Ym-Mechain, Powys SY22 6AQ

General information
www.wynnstayplc.co.uk/about-us

Wynnstay Agriculture
www.wynnstay.co.uk

Glasson Grain
www.glassongrain.co.uk

GrainLink
www.igrain.co.uk

Youngs Animal Feeds
www.youngsanimalfeeds.co.uk

Advisors

Auditor
Crowe UK LLP
Black Country House, Rounds Green Road, Oldbury, West Midlands B69 2DG

Principal bankers
HSBC UK Bank Plc
Wales Corporate Banking Centre, 5 Callaghan Square, Cardiff CF10 5BT

Nominated Advisor & Stockbroker
Shore Capital and Corporate Limited
Cassini House, 57 St James's Street, London SW1A 1LD

Registrars
Neville Registrars Limited
Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD

Solicitors
Harrisons Solicitors LLP
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DWF LLP
5 St Paul's Square, Liverpool L3 9AE

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Pitcher & Crow
www.pitcherandcrow.co.uk