

Registration number: 00251977

Vesuvius Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2025

Vesuvius Holdings Limited

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Vesuvius Holdings Limited Company Information

Current Directors

H Ahmed
P André
M Collis
H J Knowles
A J Matthews
A Tomczak

Company secretary

J Smith

Registration number

00251977

Registered office

165 Fleet Street
London
EC4A 2AE

Incorporated

A Private Limited Company incorporated in England & Wales, United Kingdom

Independent Auditors

PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

Vesuvius Holdings Limited

Strategic Report for the Year Ended 31 December 2025

The Directors present their Strategic Report for the year ended 31 December 2025.

Fair review of the business and future developments

Vesuvius Holdings Limited (the "Company") is a holding company for investments in group undertakings, and its investing activities during the year are listed under the investments note (Note 13).

The Directors do not envisage any change to the business of the Company in the foreseeable future.

The profit before tax for the year to 31 December 2025 is £19.2m (2024: £10.6m) and the net assets are £1,334.1m (2024: £1,411.7m). The increase in the profit before tax is due to an impairment loss on investments in subsidiaries of £33.1m in the prior year relating to the voluntary strike off of certain subsidiaries prior to 31 December 2024.

Given the straightforward nature of the Company's business, the Directors are of the opinion that analysis using Key Performance Indicators (KPIs) is not necessary for an understanding of the development, performance or position of the business.

Section 172 duties and business relationships with suppliers, customers and other stakeholders

Under Section 172 of the Companies Act 2006 ("Section 172"), the Directors have a duty to promote the success of the Company over the long term for the benefit of its shareholders, having regard 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 as between members of the Company.

The activity of the Company is mainly that of a holding and administrative company for its parent, Vesuvius plc. The interests of the Company and its parent are closely aligned and Vesuvius plc, as a listed company and ultimate parent of a Group of international companies (the "Group"), has responsibility for setting strategic and policy guidance and is responsible for the Group's long-term success. In the 2025 Annual Report and Financial Statements of Vesuvius plc ("Vesuvius plc Annual Report 2025"), the board of Vesuvius plc summarises the key actions taken throughout the Group in 2025 to engage with its stakeholders, including its employees, suppliers and customers, and describes the impact of the Group's operations on the community and the environment in accordance with the requirements of Section 172.

In performance of their duties throughout the year the Directors of the Company took decisions to promote the success of the Company over the long term for the benefit of shareholders, had regard to their duties under Section 172 and remained cognisant of the need to act fairly between members of the Company and consider the potential impact on all stakeholders of the decisions they made. The interests of the Company's employees are supported by the Group's employee engagement exercise, which canvasses the opinions of employees and precipitated a series of follow-up actions aimed at supporting employees and implementing change where appropriate. With regard to the Company's need to foster business relationships with suppliers, the Company continued to agree payment terms with its suppliers and sought to pay in accordance with those terms. The Company supports the Group's environmental initiatives although as an office based Company the impact of the Company's operations on the environment is limited. The Company also continued to focus on the desirability of maintaining a reputation for high standards of business conduct with all its stakeholders, with all employees required to comply with the Group's Code of Conduct which states that Vesuvius must maintain an unquestioned reputation for integrity.

Employee engagement

The Company adopts an open and honest approach to employee communications. The Company's employees have access to the Vesuvius intranet which showcases Group news and events. Regular updates are provided to employees on all matters of interest, including direct email updates on the financial performance of the Group. The HR department is the primary point of contact for employees on employment and workplace matters, operating an open-door policy and advising employees of any local legal, tax, pension or other employment changes. Senior management, supported and facilitated by the HR department, encourage open dialogue.

The Vesuvius Group operates share incentive plans for Group senior management. All members of the Group Executive Committee participate in incentive arrangements and in 2025 received conditional awards of Vesuvius plc shares through the Vesuvius Share Plan, which are assessed for vesting in accordance with achievement of performance measures and targets set against Total Shareholder Return (TSR), Return on Invested Capital (ROIC) and ESG measures focused on gender diversity, CO₂e emissions reduction, and workplace safety. The positioning of these measures helps to ensure the Group invests capital responsibly, and operates a sustainable business and a safe, diverse workplace for employees over the longer term. For certain senior managers, awards of Restricted Stock are made under the Vesuvius Medium Term Incentive Plan (MTP). These managers participate in the MTP at varying percentage levels, and awards are made in Vesuvius plc shares.

Vesuvius Holdings Limited

Strategic Report for the Year Ended 31 December 2025 (continued)

As part of the Vesuvius Group, the safety, diversity, personal growth and job satisfaction of the Company's employees are key to the success and growth of the business. One of the Group's strategic ambitions is to provide a safe working environment, as part of a sustainable business, for all employees, and to deliver value to them by providing development opportunities. Details of the performance and initiatives in both Health and Safety, Human Resources and employee engagement activities are disclosed as part of the Group's Section 172 disclosures and in the Our People section of the Vesuvius plc Annual Report 2025.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks which are managed as part of the Group. Details of the principal risks and uncertainties of the Group are disclosed in the Vesuvius plc Annual Report 2025. The key business risks and uncertainties affecting the Company are considered to relate to the following:

Recoverability of investments in subsidiaries

The Company carries out an annual investment impairment indicator test. Where impairment indicators are identified, the recoverable amount of the investment is checked against its carrying value to assess whether any provision for impairment of the carrying value is required.

Liquidity risk

Liquidity risk is the risk of the Company having difficulties meeting its financial obligations. The Company manages this risk by ensuring that it maintains sufficient levels of committed borrowing facilities and cash and cash equivalents to ensure that it can meet its operational cash flow requirements and any maturing financial liabilities as they fall due.

Recoverability of intercompany receivables

Where amounts are due from Group companies with net liabilities these balances are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

Other principal risks and uncertainties are integrated with the principal risks of Vesuvius plc and its subsidiary, joint venture and associated companies and are not managed separately.

The Company's exposure to financial risk is managed as part of the Group. Full details about the Group's exposure to financial risks and how these risks could affect the Group's future financial performance are given in Note 25 to the Vesuvius plc Annual Report 2025.

Approved by the Board on 16 March 2026 and signed on its behalf by:

Humaira Ahmed
.....
H Ahmed
Director

Vesuvius Holdings Limited

Directors' Report for the Year Ended 31 December 2025

The Directors present their report and the audited financial statements for the year ended 31 December 2025. Certain disclosures required under the Companies Act 2006 to be included within the Directors' Report have been presented within the Strategic Report to avoid duplication.

Information incorporated by reference

The information that fulfils this requirement and which is incorporated by reference into, and forms part of, this report is included in the Strategic Report of the Annual Report:

- The Section 172(1) statement
- Business review including future developments

Directors of the Company

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

H Ahmed
P André
M Collis
H J Knowles
A J Matthews
A Tomczak

Dividends

Interim dividends declared for the year ended 31 December 2025 were £93.0m (2024: £75.9m).

Political and charitable donations

The Company has not made any charitable donation during the year (2024: nil). The Company made no political donations and did not incur any political expenditure during the year (2024: £nil).

Employee engagement

The Directors' assessment of employee engagement is presented within the Strategic Report.

Directors' indemnity provisions

The parent company of Vesuvius Holdings Limited maintains directors' indemnity cover for all Directors. The cover was in force throughout the financial year and remains in force.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 485 of the Companies Act 2006.

Going Concern

At 31 December 2025 the Company had net assets of £1,334.1m (2024: £1,411.7m). At 31 December 2025 the Company had net current assets of £1,602.7m (2024: £1,393.4m). The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The going concern position of the Company is linked to that of the wider Group. The liquidity of the Company, defined as undrawn committed debt facilities plus cash on balance sheet, was £197.0m (2024: £202.5m).

The company meets its day-to-day working capital requirements through its cash reserves and borrowings. The current economic conditions continue to create uncertainty, particularly over the level of demand for the company's products. The company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to operate within the level of its current cash reserves and borrowings. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

The Directors of the Company are satisfied that there are no material events or uncertainties that they are aware of which will impact the ability of the Company to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.

Approved by the Board on 16 March 2026 and signed on its behalf by:

Humaira Ahmed
.....
H Ahmed
Director

Vesuvius Holdings Limited
Statement of directors’ responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 “Reduced Disclosure Framework”, and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

Directors’ confirmations

In the case of each Director in office at the date the Directors’ Report is approved:

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

Approved by the Board on 16 March 2026 and signed on its behalf by:

Humaira Ahmed
.....
H Ahmed
Director

Independent auditors' report to the members of Vesuvius Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Vesuvius Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise:

- the Balance Sheet as at 31 December 2025;
- the Profit and Loss Account for the year then ended;
- the Statement of Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the Notes to the Financial Statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to anti-bribery and relevant employment law, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and tax regulation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiries of management, those charged with governance, internal audit and the Group's legal counsel, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Understanding and evaluating the design and implementation of management's controls designed to prevent and detect irregularities, including compliance, whistleblowing arrangements and the results of management's investigation of such matters;
- Inspecting management's reports and Board minutes in relation to compliance matters;
- Testing assumptions and judgements made by management relating to the critical accounting estimates; and
- Identifying and testing journal entries with unusual account combinations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Linda Kempenaar (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
16 March 2026

Vesuvius Holdings Limited
(Registration number: 00251977)

Profit and Loss Account for the Year Ended 31 December 2025

	Note	2025 £ 000	2024 £ 000
Administrative expenses	3	(19,680)	(18,998)
Restructuring costs	3	(5,273)	(611)
Impairment loss on investment	3	-	(33,123)
Write-off intercompany loan payables /(receivable)	3	<u>11,027</u>	<u>(294)</u>
Operating loss	3	(13,926)	(53,026)
Income from shares in group undertakings	4	15,416	48,170
Other interest receivable and similar income	5	101,045	84,134
Interest payable and similar expenses	6	<u>(83,335)</u>	<u>(68,717)</u>
Profit before taxation		19,200	10,561
Income tax (charge)/credit	10	<u>(3,938)</u>	<u>11,721</u>
Profit for the financial year		<u>15,262</u>	<u>22,282</u>

The above results were derived from continuing operations.

Vesuvius Holdings Limited
(Registration number: 00251977)

Statement of Comprehensive Income for the Year Ended 31 December 2025

	Note	2025 £ 000	2024 £ 000
Profit for the financial year		15,262	22,282
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of post-employment benefit obligations	18	(600)	(1,419)
Tax relating to items that will not be reclassified		150	344
Items that may be reclassified subsequently to profit or loss			
Change in the fair value of hedging instrument		(5,526)	4,325
Net change in cost of hedging		(111)	51
Amounts reclassified from the Profit and Loss Account		6,237	(4,205)
Total other comprehensive (loss)/income		150	(904)
Total comprehensive income for the year		15,412	21,378

The notes on pages 13 to 38 form an integral part of these financial statements.

Vesuvius Holdings Limited
(Registration number: 00251977)

Balance Sheet as at 31 December 2025

	Note	2025 £ 000	2024 £ 000
Non-current assets			
Property, plant and equipment	12	2,693	3,201
Investments	13	1,290,777	1,290,777
Net pension asset	18	30,854	30,189
		<u>1,324,324</u>	<u>1,324,167</u>
Current assets			
Trade and other receivables (of which non-current: 2025: £1,587,273,000, 2024: £1,440,635,000)	14	1,594,946	1,442,830
Derivative financial instruments	21	23	4,656
Deferred tax asset	11	14,454	14,313
Income tax asset	10	-	3,534
Cash at bank and in hand		1,494	606
		<u>1,610,917</u>	<u>1,465,939</u>
Creditors: Amounts falling due within one year (current)			
Trade and other payables	20	(6,504)	(7,683)
Borrowings	17	(426)	(64,833)
Derivative financial instruments	21	(981)	-
Income tax payable	10	(73)	-
Provisions		(222)	-
Total creditors: Amounts falling due within one year (current)		<u>(8,206)</u>	<u>(72,516)</u>
Net current assets		<u>1,602,711</u>	<u>1,393,423</u>
Creditors: Amounts falling due after more than one year (non-current)			
Trade and other payables	20	(1,038,035)	(897,518)
Borrowings	17	(554,905)	(408,377)
Total creditors: Amounts falling due after more than one year (non-current)		<u>(1,592,940)</u>	<u>(1,305,895)</u>
Net assets		<u>1,334,095</u>	<u>1,411,695</u>
Capital and reserves			
Called up share capital	15	10	10
Share premium account	15	105	105
Other reserves	16	643,594	643,594
Cash flow hedge reserve		(89)	(689)
Profit and loss account		690,475	768,675
Total Shareholders' funds		<u>1,334,095</u>	<u>1,411,695</u>

The notes on pages 13 to 38 form an integral part of these financial statements.

The financial statements on pages 9 to 38 were approved by the Board of Directors on 16 March 2026 and signed on their behalf by:

Humaira Ahmed
.....
H Ahmed
Director

Vesuvius Holdings Limited
(Registration number: 00251977)

Statement of Changes in Equity for the Year Ended 31 December 2025

	Note	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Cash flow hedge reserve £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2025		10	105	643,594	(689)	768,675	1,411,695
Profit for the year		-	-	-	-	15,262	15,262
Remeasurements of post-employment benefit obligations (net)		-	-	-	-	(450)	(450)
Change in the fair value of hedging instrument		-	-	-	(5,526)	-	(5,526)
Net change in cost of hedging		-	-	-	(111)	-	(111)
Amounts reclassified from the Profit and Loss Account		-	-	-	6,237	-	6,237
Total comprehensive income		-	-	-	600	14,812	15,412
Dividends	22	-	-	-	-	(93,012)	(93,012)
At 31 December 2025		10	105	643,594	(89)	690,475	1,334,095

	Note	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Cash flow hedge reserve £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2024		10	105	643,594	(860)	823,369	1,466,218
Profit for the year		-	-	-	-	22,282	22,282
Remeasurements of post-employment benefit obligations (net)		-	-	-	-	(1,075)	(1,075)
Change in the fair value of hedging instrument		-	-	-	4,325	-	4,325
Net change in cost of hedging		-	-	-	51	-	51
Amounts reclassified from the Profit and Loss Account		-	-	-	(4,205)	-	(4,205)
Total comprehensive income		-	-	-	171	21,207	21,378
Dividends	22	-	-	-	-	(75,901)	(75,901)
At 31 December 2024		10	105	643,594	(689)	768,675	1,411,695

The notes on pages 13 to 38 form an integral part of these financial statements.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025

1 General information

Vesuvius Holdings Limited (the 'Company') is a holding company. The Company is a private company limited by shares and is incorporated and domiciled in England & Wales, United Kingdom.

The address of its registered office is:

165 Fleet Street
London
EC4A 2AE

2 Accounting policies

Basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006 as applicable to companies using FRS 101. The financial statements have been prepared under the historical cost convention apart from financial assets and liabilities (including derivative instruments) which are carried at fair value through the profit or loss.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The Company has split out the amounts owed by/to Group undertakings into current and non-current, to be in line with the expected repayment time frame.

The Company's parent undertaking, Vesuvius plc includes the Company in its consolidated financial statements. Therefore the Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements.

Summary of material accounting policy information and other explanatory information

The material accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Summary of disclosure exemptions

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes (IAS 1 para 10(d) and IAS 7)
- Comparative period reconciliation for investments; (IAS 1 Para 38)
- Disclosures in respect of related party transactions with wholly owned members of the Vesuvius plc Group (IAS 24 para 17)
- Disclosures in respect of capital management (IAS 1 para 134-136)
- Disclosures in respect of fair value measurements (IFRS 13 para 91-99)
- Disclosures in respect of leases (IFRS 16 para 52, 89-91, 93)
- The effects of new but not yet effective IFRSs (IAS 8 para 30-31)

As the consolidated financial statements of the ultimate parent undertaking, Vesuvius plc, include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 (para 45(b) and 46-52) Share Based Payment in respect of Group settled share based payments;
- Certain disclosures required by IFRS 13 (para 91-99) Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

New and amended accounting standards effective during the year

Certain new accounting amendments and interpretations have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Company. The Company's assessment of the impact of these amendments and interpretations is that they are not expected to have a significant impact on the Company's financial position, performance, cash flows and disclosures. There have been no changes in accounting policies during the year.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

2 Accounting policies (continued)

Going concern

The company meets its day-to-day working capital requirements through its cash reserves and borrowings. The current economic conditions continue to create uncertainty, particularly over the level of demand for the company's products. The company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to operate within the level of its current cash reserves and borrowings. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

The Directors of the Company are satisfied that there are no material events or uncertainties that they are aware of which will impact the ability of the Company to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.

Changes in accounting policy

There have been no changes in accounting policies during the year.

Foreign currency transactions and balances

The financial statements are presented in 'Pounds Sterling (£)', which is also the Company's functional currency. Transactions in currencies other than the Company's functional currency are initially recorded at the rates of exchange prevailing at the end of the preceding month or at the executed rates of the transaction itself. At each subsequent balance sheet date foreign currency items are retranslated at the rates prevailing at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised either in the Profit and Loss Account or the Statement of Comprehensive Income.

Tax

Tax expense represents the sum of current tax and deferred tax. Current and deferred tax are recognised in the Profit and Loss Account except to the extent that they relate to items charged or credited in the Statement of Comprehensive Income or Statement of Changes in Equity, in which case the associated tax is also recognised in those statements. In arriving at its current tax charge, the Company also makes careful assessment of the likely impact of tax law changes.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates and laws that have been enacted, or substantively enacted, by the balance sheet date.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

2 Accounting policies (continued)

Leases

Lease liabilities are recognised at the present value of the remaining lease payments, discounted using the interest rate implicit in the lease if that rate could be readily determined. If that rate cannot be readily determined the lessee's incremental borrowing rate was used, calculated as the local government bond rate plus an interest rate spread. In cases where there was an option to terminate or extend a lease, the duration of the lease assumed for this purpose reflected the Group's existing intentions regarding such options. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Property, plant and equipment

Property, plant and equipment is initially recognised at cost. As well as the purchase price, cost includes directly attributable costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognised within provisions.

Depreciation is provided on all other items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives on a straight line basis. It is provided at the following rates:

- Leasehold property: - between 2 to 10 % per annum straight line
- Buildings - Right of use asset: over the expected term of the lease
- Buildings – Owned: 10% per annum straight line, (land is not depreciated)
- Plant and machinery – Owned: between 1 and 5 years (motor vehicles and information technology equipment)
– Owned: between 3 and 15 years (other)

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount, and they are recognised within 'Other income' in the Profit and Loss Account.

Impairment of non-financial assets

The Directors regularly review the performance of the business and the external business environment to determine whether there is any indication that the Company's tangible assets have suffered an impairment loss. If such indication exists, the higher of the value in use and the fair value less costs to sell of the asset is estimated and compared with the carrying value in order to determine the extent, if any, of the impairment loss. For the purpose of impairment testing, the recoverable amount of an asset is the higher of (i) its fair value less costs to sell and (ii) its value in use.

Investments

Shares in subsidiaries are stated at cost less any impairment in value.

Impairment of Investment in Subsidiaries

The Company carries out an annual investment impairment indicator test. Where impairment indicators are identified, the recoverable amount of the investment is checked against its carrying value to assess whether any provision for impairment of the carrying value is required.

Cash at bank and in hand

Cash and short-term deposits in the Group balance sheet consist of cash at bank and in hand, and short-term deposits with original maturity of three months or less or that can be readily convertible to known amounts of cash with insignificant risk of changes in value.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

2 Accounting policies (continued)

Financial assets

The Company holds all financial assets at amortised cost with the exception of derivative financial instruments which are held at fair value through the profit or loss account. These are set out in Note 19.

IFRS 13 Fair Value Measurement requires classification of financial instruments within a hierarchy that prioritises the inputs to fair value measurement. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly
- Level 3 - Inputs that are not based on observable market data

Trade and other receivables are amounts due from other subsidiaries in the Group. Trade receivables are recognised initially at fair value. The Company holds the trade receivables with the objective of collecting the contractual cash flows (held to collect) and therefore measures them subsequently at amortised cost using the effective interest method.

Impairment of financial assets

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a 12-month expected loss allowance for all debtor balances. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was also immaterial

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised costs, using the effective interest method.

Borrowings

Loans and borrowings are initially recognised at fair value net of directly attributable transaction costs. After initial recognition they are measured at amortised cost, using the effective interest method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Derivative financial instruments

The Company uses derivative financial instruments ('Derivatives') to manage the financial risks associated with the underlying activities of the Group and the financing of those activities. Derivatives are measured at fair value using market prices at the balance sheet date. Any Derivatives which form part of a hedge accounting relationship are designated as such on the date on which they are executed. Any Derivatives which do not form part of a designated hedge accounting relationship are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period, otherwise they are presented as non-current assets or liabilities.

Cash flow hedges

Changes in the fair value of Derivatives designated as cash flow hedges are recognised in comprehensive income to the extent that the hedges are effective. Any ineffective portion would immediately be recognised in net finance costs in the profit or loss. If a forecast transaction is no longer expected to occur, the amounts previously recognised in comprehensive income would be transferred to net finance costs in the profit or loss.

The hedging reserve includes the cash flow hedge reserve and the costs of hedging reserve. The cash flow hedge reserve is used to recognise the effective portion of gains or losses on derivatives that are designated and qualify as cash flow hedges. Amounts are subsequently reclassified from profit or loss as appropriate.

Dividend Income

Dividend income is recognised when the right to receive payment is established.

Management charges

Management charges are invoiced to other Vesuvius group companies where costs incurred by the Company are for the benefit of other group companies. Invoices are issued and settled quarterly.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

2 Accounting policies (continued)

Provisions for liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the reporting date and are discounted to present value where the effect is material.

Issued share capital

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are paid.

Defined contribution pension obligation

The amount charged to the Profit and Loss Account represents the contributions payable to each plan for the year. Differences between the contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Defined benefit pension obligation

The net surplus recognised in the balance sheet for the Company's defined benefit plan is the present value of the defined benefit obligation at the balance sheet date, less the fair value of the plan assets. The defined benefit obligation is calculated by independent actuaries using the projected unit credit method and by discounting the estimated future cash flows using interest rates on high-quality corporate bonds that have terms to maturity approximating the terms of the related pension liability. Any asset recognised in respect of a surplus arising from this calculation is limited to the asset ceiling, where this is the present value of any economic benefits available in the form of refunds or reductions in future contributions in respect of the plans. The Company has an unconditional right to a refund of surplus, as defined under IFRIC 14, and considers that the possibility that a surplus could be reduced or extinguished by discretionary actions by the Trustee does not affect the existence of the asset at the end of the reporting period. The Group therefore recognises a pension asset with respect to the scheme valued on an IAS 19 basis. No liability is recognised with respect to further funding contributions.

The expense for the Company's defined benefit plans is recognised in the Profit and Loss Account. Actuarial gains and losses arising on the assets and liabilities of the plan are reported within the Statement of Comprehensive Income; and gains and losses arising on settlements and curtailments are recognised in the Profit and Loss Account in the same line as the item that gave rise to the settlement or curtailment or, if material, separately reported as a component of operating profit.

The Company is the sponsoring employer of a group wide defined benefit pension plan. As there is no contractual agreement or stated group policy for charging the net defined benefit cost of the plan to participating entities, the net defined benefit cost of the pension plan is recognised fully by the sponsoring employer, which is the Company.

The Company's financial statements include the costs and obligations associated with the provision of pension and other post-retirement benefits to current and former employees. It is the Directors' responsibility to set the assumptions used in determining the key elements of the costs of meeting such future obligations. These assumptions are set after consultation with the actuaries and include those used to determine regular service costs and the financing elements related to the plans' assets and liabilities. Whilst the Directors believe that the assumptions used are appropriate, a change in the assumptions could affect the profit and financial position. The pension obligations are most sensitive to a change in the discount rate and therefore could materially change in the next financial year if the discount rate changes significantly. Sensitivity disclosures are included in Note 18.

Share based payments

The Company's immediate parent company, Vesuvius plc, operates equity-settled share based payment arrangements for employees of the Group. The Company bears the expense attributable to those awards made to its employees. Equity-settled share based payments are measured at fair value at the date of grant. The fair value determined at the grant date takes account of the effect of market-based conditions, such as the Total Shareholder Return target upon which vesting for some of the awards is conditional and is expensed on a straight-line basis over the vesting period with a corresponding increase in equity. The cumulative expense recognised is adjusted for the best estimate of the shares that will eventually vest and for the effect of other non-market-based vesting conditions, such as growth in headline earnings per share, which are not included in the fair value determined at the date of grant. For grants with market-based conditions attaching to them, fair value is measured using a form of stochastic option pricing model. For all other grants, fair value is measured using the Black-Scholes model.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

2 Accounting policies (continued)

Critical Accounting Estimates

Determining the carrying amount of some assets and liabilities requires the estimation of the effect of uncertain future events. The major sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets or liabilities are noted below.

Impairment and valuation of investments

The Company assesses its investments in subsidiaries and other companies for impairment at year-end or whenever events or changes in circumstances indicate that the recoverable amount of the investment could be less than the carrying amount of the investment. If this is the case, the investment is considered to be impaired and is written down to its recoverable amount. Judgement is required in the determination of the recoverable amount as the Company evaluates various factors related to the operational and financial position of the relevant investee business, appropriate discounting and long-term growth rates.

Determining whether investments are impaired requires an estimation of the value-in-use when the fair value less costs to dispose does not support the carrying value. The value-in-use calculation requires estimation of future cash flows expected to arise, the selection of suitable discount rates and the estimation of long-term growth rates. The annual investment impairment test is described in Note 13 below.

Employee benefits

The Company's Financial Statements include the costs and obligations associated with the provision of pension and other post-retirement benefits to current and former employees. It is the Directors' responsibility to set the assumptions used in determining the key elements of the costs of meeting such future obligations. These assumptions are set after consultation with the Group's actuaries and include those used to determine regular service costs and the financing elements related to the plans' assets and liabilities. Whilst the Directors believe that the assumptions used are appropriate, a change in the assumptions could affect the Group's profit and financial position. The pension obligations are most sensitive to a change in the mortality assumptions and therefore could materially change in the next financial year if the discount rate changes significantly. Sensitivity disclosures are included in Vesuvius plc Annual Report 2025 Note 27.3.

Impairment of intercompany balances

Intercompany balances are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a 12-month expected loss allowance for amounts due from other group companies. As determining such assumptions is inherently uncertain and subject to future factors, there is the potential these may differ in subsequent periods and therefore materially change the conclusions reached.

Deferred tax asset recognition

The level of deferred tax recognised is dependent on subjective judgements together with the ability of the Company to utilise tax attributes within the time limits imposed by the UK tax legislation. The value of deferred tax assets and liabilities is an area involving inherent uncertainty and estimation, and balances are therefore subject to risk of change as a result of underlying assumptions and judgements. In recognising deferred tax assets, the Company considers the future profitability based upon approved budgets and business plans, and models proportionate increases and decreases in relation to future income to determine future deferred tax recoverability. It is impractical to disclose the extent of the possible effects of profitability assumptions on the Company's deferred tax assets. It is reasonably possible that to the extent that actual outcomes differ from management's estimates, material income tax charges or credits, and changes in current and deferred tax assets or liabilities, may arise within the next financial years and in future periods.

Vesuvius Holdings Limited
Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

3 Operating Loss

Arrived at after charging

	2025	2024
	£ 000	£ 000
Impairment loss on investment (Note 13)	-	33,123
Employee benefits expense (Note 7)	12,877	12,846
Restructuring costs	5,273	611
Write-off intercompany loan payables /(receivable)	11,027	(294)
Depreciation expense (Note 12)	549	533
	<u>549</u>	<u>533</u>

Details of auditors' remuneration is set out in Note 9.

Restructuring costs relate to professional fees incurred in relation to acquisition related activity of £3,916,000 (2024: £386,000) and in relation to growth strategy and business integration expenses of £1,357,000 (2024: £nil), and redundancy costs of £nil (2024: £225,000).

The write-off intercompany loan payables/(receivable) In 2025 relates to loans owed by the Company by to Foseco Technology Limited and Mainsail Insurance Company Limited which were written off resulting in a credit to the income statement. In 2024 a loan receivable from Vesuvius Management Ltd was written off resulting in an expense of £0.3m.

4 Income from shares in group undertakings

	2025	2024
	£ 000	£ 000
Intra-group management charges	15,302	15,163
Intra-group dividend received	114	33,007
	<u>15,416</u>	<u>48,170</u>

5 Other interest receivable and similar income

	2025	2024
	£ 000	£ 000
Interest income on bank deposits	-	1,671
Interest income from loans to Group undertakings	98,053	81,035
Net interest on pension asset	1,645	1,389
Other finance income	1,347	39
	<u>101,045</u>	<u>84,134</u>

6 Interest payable and similar expenses

	2025	2024
	£ 000	£ 000
Interest on bank overdrafts and borrowings	20,348	18,111
Interest expense on loans from Group undertakings	60,747	49,263
Other finance costs	2,240	1,343
	<u>83,335</u>	<u>68,717</u>

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

7 Staff costs

The aggregate payroll costs (including Directors' remuneration) were as follows:

	2025	2024
	£ 000	£ 000
Wages and salaries	10,002	8,875
Social security costs	1,344	1,287
Other short-term employee benefits	880	490
Pension costs, defined contribution scheme	537	443
Pension costs, defined benefit scheme	700	712
Share-based payment charge	294	1,039
	13,757	12,846

The monthly average number of persons employed by the Company (including Directors) during the year, analysed by category was as follows:

	2025	2024
	No.	No.
Administration and support	43	40

8 Directors' remuneration

The Directors' remuneration for the year was as follows:

	2025	2024
	£ 000	£ 000
Remuneration	932	1,560
Contributions paid to money purchase schemes	55	43
	987	1,603

The Directors in office at the end of the year received no remuneration in respect of their appointments as Directors. Remuneration disclosed relates to that received in relation to the ordinary course of employment as employees of Vesuvius Holdings Limited. The remuneration of Directors employed by Vesuvius plc (including that of the highest paid Director) is disclosed in the Vesuvius plc Annual Report 2025. No recharge is made to the Company in respect of remuneration borne by Vesuvius plc.

During the year the number of Directors who were receiving benefits and awards under long term incentive plans was as follows:

	2025	2024
	No.	No.
Received or were entitled to receive shares under long term incentive schemes	3	5
Exercised options during the year	2	3
Accruing benefits under money purchase pension scheme	3	4

For Directors of the Company, who are also Directors of Vesuvius plc and other group companies, share options granted and exercised are in respect of the services provided to the Company.

The highest paid Director is remunerated by Vesuvius plc directly, therefore please refer to the Directors' Remuneration Report in the Vesuvius plc Annual Report 2025.

During the year the highest paid Director received or was entitled to receive, from a Group company, shares under a long term incentive scheme. This Director also received or was entitled to receive a pension allowance which could be used to participate in Vesuvius' pension arrangements, be invested in their own pension arrangements or be taken as a cash supplement.

9 Auditors' remuneration

Amounts receivable by the Company's auditors and their associates in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Vesuvius plc. An allocated audit fee was borne by the ultimate parent undertaking, Vesuvius plc, on behalf of the Company of £10,083 (2024: £9,742).

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

10 Income tax charge/(credit)

	2025	2024
	£ 000	£ 000
Current taxation		
UK corporation tax on profits for the year	929	673
Adjustment in respect of prior years	3,000	-
Total current tax charge	3,929	673
Deferred tax		
Adjustment in respect of prior years	(517)	(12,308)
Origination and reversal of timing differences	526	(86)
Total deferred tax charge/(credit)	9	(12,394)
Total tax charge/(credit) in the Profit and Loss Account	3,938	(11,721)

The tax charge/(credit) for the year is based on the standard rate of corporation tax in the UK of 25.0%. (2024: 25.0%).

The differences are reconciled below:

	2025	2024
	£ 000	£ 000
Profit before taxation	19,200	10,561
Profit multiplied by the standard rate of tax in the UK of 25.0% (2024: 25.0%)	4,800	2,640
Dividend income not taxable	(29)	(8,252)
Increase/(decrease) from effect of expenses not deductible for tax purposes	(1,744)	452
Impairments	-	8,281
Group relief not settled	(1,583)	(2,564)
Deferred tax not recognised in the period	-	(49)
Irrecoverable taxes	11	79
Adjustment in respect of prior years	2,483	(12,308)
Total income tax charge/(credit)	3,938	(11,721)

Factors that may affect future tax charges

The rate of corporation tax remains at 25.0% and no further adjustments have been proposed.

The Group is within the scope of the Pillar Two legislation that became effective 1 January 2024 in the UK. Vesuvius Holding Limited is nominated to file and pay top-up tax on behalf of the UK entities. Under the legislation, the Company is liable to pay top-up tax for the differences between its GloBE effective tax rate in each jurisdiction and the 15% minimum rate as the nominated filer for the Group. The Company has estimated that the effective tax rates exceed 15% in all jurisdictions in which it operates, except for United Arab Emirates where we have two subsidiaries. However, no provision is required by the Company for 2025 as the top-up tax is payable locally but was included within income tax in the Income Statement for 2025 (2024: £0.1m). There are no significant impacts on the Company's financial position, performance and cash flows.

Income tax assets/(liability)

	2025	2024
	£ 000	£ 000
Income tax assets/(liability)	(73)	3,534
	(73)	3,534

11 Deferred tax assets

Deferred tax assets recognised at rate of 25.0% as at 31 December 2025 (2024: 25.0%)

	2025	2024
	£ 000	£ 000
Tax losses	21,860	21,476
Fixed assets & provisions	307	384
Retirement benefits	(7,713)	(7,547)
	14,454	14,313

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

11 Deferred tax assets (continued)

The deferred tax movement on the balance sheet is as follows:

	2025	2024
	£ 000	£ 000
At start of year	14,313	1,575
Deferred tax credit in the Profit and Loss Account – prior year	517	12,308
Deferred tax credit/(charge) in the Profit and Loss Account – current year	(526)	86
Deferred tax credit in reserves	150	344
Deferred tax assets at end of year	14,454	14,313

Management considers to what extent it is probably that the deferred tax assets will be realised. The ultimate realisation of the deferred tax assets are dependent upon the generation of future taxable profits during the periods in which tax loss carry-forwards become deductible.

The company continues to partially recognise deferred tax and has unrecognised deferred tax assets of £5.3m (2024: £4.9m) for deductible temporary differences, £42.9m (2024: £43.3m) for unused tax losses and £28.2m (2024: £47.5m) for unused capital losses, including ACT losses in 2024 which were released in 2025 following conclusion of a tax audit by the UK tax authority.

The Company applies the IAS 12 exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

12 Property, plant and equipment

Movement in net book value

Cost	Buildings - Right of use asset	Buildings - Owned	Plant and Machinery – Owned	Total
	£ 000	£ 000	£ 000	£ 000
As at 1 January 2024	3,599	1,571	71	5,241
Capital expenditure additions	-	-	22	22
As at 31 December 2024	3,599	1,571	93	5,263
Capital Expenditure additions	-	-	41	41
Disposals	-	-	-	-
As at 31 December 2025	3,599	1,571	134	5,304

Accumulated depreciation	Buildings - Right of use asset	Buildings - Owned	Plant and Machinery – Owned	Total
	£ 000	£ 000	£ 000	£ 000
As at 1 January 2024	1,080	419	30	1,529
Depreciation Charge	360	157	16	533
As at 31 December 2024	1,440	576	46	2,062
Depreciation charge	360	157	32	549
Disposals	-	-	-	-
As at 31 December 2025	1,800	733	78	2,611

Net Book Value	Buildings - Right of use asset	Buildings - Owned	Plant and Machinery – Owned	Total
	£ 000	£ 000	£ 000	£ 000
31 December 2025	1,799	838	56	2,693
31 December 2024	2,159	995	47	3,201

Vesuvius Holdings Limited
Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments

	Subsidiaries £ 000
Cost or valuation	
At 1 January 2025 and 2024	1,383,750
Additions	-
Write off	-
At 31 December 2025	<u>1,383,750</u>
Provision	
At 1 January 2025 and 2024	92,973
Provision for impairment	-
Write off	-
At 31 December 2025	<u>92,973</u>
Carrying amount	
At 31 December 2025	<u>1,290,777</u>
At 31 December 2024	<u>1,290,777</u>

The Group carried out its investment impairment test as at 31 December 2025 (2024: 31 December 2024). The recoverable amount of the investment exceeds (2024: was inferior to) the carrying value of all existing investments, therefore an impairment charge has been recognised of £nil (2024: £33.1m).

For determining the value in use cash flow predictions for the next five years have been based on the latest Vesuvius plc Board -approved budgets and strategic plans. They reflect management's expectations of revenue, EBITDA growth, capital expenditure, working capital and adjusted operating cash flows to derive the annual cash flows, based on past experience and future expectations of business performance, and take into account the cyclical nature of the business in which the CGU operates. In assessing the cash flows of the Company's investment in its subsidiaries, the amounts payable by the parent to subsidiaries are also taken into account. Cash flows beyond the period of the strategic plans have been extrapolated using a perpetuity growth rate of 2.5% (2024: 2.5%). The key assumptions and methodology in determining the value in use of the Group are disclosed in Note 16.1 to the Vesuvius plc Annual Report 2025. A sensitivity analysis was carried out using reasonably possible changes to the key assumptions set out in Note 16.2 of the Vesuvius plc Annual Report 2025.

The scenarios give relevant information about the estimation uncertainty as a result of a reasonably possible change in one or more of the key assumptions used in the value in use calculation for these CGUs.

The subsidiaries, joint ventures and associates of Vesuvius Holdings Limited and the countries in which they are incorporated are set out below. At 31 December 2025, the ordinary share capital of those marked with * was directly owned by Vesuvius Holdings Limited and the ordinary share capital of the remaining companies was owned by a subsidiary of the Company. As with Vesuvius Holdings Limited, all of the companies listed below have a 31 December year-end with the exception of Morganite Crucible (India) Limited that has a 31 March year end.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments (continued) Soled

Name of subsidiary	Country	Registered office
BMI Refractory Services Inc.	US (Pennsylvania)	600 N, 2nd Street, Suite 401 Harrisburg, PA 17101-1071, United States
Brazil 1 Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
CCPI Inc.	US (Delaware)	Suite 201, 910 Foulk Road, Wilmington, New Castle, Delaware, 19803, United States
Flo-Con Holding, Inc.	US (Delaware)	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Foseco (Jersey) Limited	Jersey	44 Esplanade, St Helier, JE4 9WG, Jersey
Foseco (UK) Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Española S.A.	Spain	5, Barrio Elizalde, Izurza, Bizkaia, 48213, Spain
Foseco Fundación Holding (Española), S.L.	Spain	5, Barrio Elizalde, Izurza, Bizkaia, 48213, Spain
Foseco Holding (Europe) Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Holding (South Africa) (Pty) Limited	South Africa	12, Bosworth Street, Alrode, Alberton, 1449, South Africa
Foseco Holding BV	Netherlands	Rivium Boulevard 301, Capelle aan den IJssel, Rotterdam, 2909LK, Netherlands
Foseco Holding International Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Holding Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Industrial e Comercial Ltda.	Brazil	Km 15, Rodovia Raposo Tavares, Butanta Cep, Sao Paulo, 05577-100, Brazil
Foseco International Holding (Thailand) Limited	Thailand	170/69, 22nd Floor Ocean Tower 1, Ratchadapisek Road, Klongtoey, Bangkok, 10110, Thailand
Foseco International Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Japan Ltd.	Japan	9th Floor, Orix Kobe Sannomiya Building, 6-1-10, Goko dori, Chuo-ku, Kobe Hyogo, 651-0087, Japan
Foseco Korea Limited	Republic of Korea	74 Jeongju-ro, Bucheon-si, Gyeonggi-do, 14523, South Korea

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments (continued)

Name of subsidiary	Country	Registered office
Foseco Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Metallurgical Inc.	US (Delaware)	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Foseco Nederland BV	Netherlands	Binnenhavenstraat 20, 7553 GJ Hengelo (OV), Netherlands
Foseco Overseas Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Portugal Produtos Para Fundição Lda.	Portugal	Rua Manuel Pinto de Azevedo, No 626 4100-320 Porto, Portugal
Foseco S.A.S.	France	17 rue Mozart, Batiment A, 77185 Lognes, France
Foseco Technology Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
J. H. France Refractories Company	US (Delaware)	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Mainsail Insurance Company Limited*	Bermuda	Victoria Place, 5th Floor, 31 Victoria Street, Pembroke, Hamilton HM10, Bermuda
PT Foseco Indonesia	Indonesia	Jl. Rawa Gelam 2/5, Kawasan Industri Pulogadung, Jakarta, 13930, Indonesia
PT Foseco Trading Indonesia	Indonesia	Jl. Rawa Gelam 2/5, Kawasan Industri Pulogadung, Jakarta, 13930, Indonesia
Realisations 789, LLC	US (Delaware)	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
SIDERMES Inc. Vesuvius Sensors and Probes	Canada	175, montée Calixa-Lavallée, Verchères, Québec J0L2R0, Canada
SIR Feuerfestprodukte GmbH	Germany	Siegener Strasse 152, Kreuztal, D-57223, Germany
CrucibleVesuvius Sensors and Probes France	France	68, rue Paul Deudon, 59750 Feignies, France
Vesuvius (Thailand) Co., Ltd	Thailand	170/69, 22nd Floor Ocean Tower 1, Ratchadapisek Road, Klongtoey, Bangkok, 10110, Thailand
Vesuvius (V.E.A.R.) S.A.	Argentina	Street Urquiza, 919, Floor 2, Rosario, Provincia de Santa Fé, Argentina
Vesuvius Advanced Ceramics (Anshan) Co.,Ltd.	China	Xiaotaizi Village, Ningyuan Town, Qianshan District, Anshan, Liaoning Province, 114011, China
Vesuvius Advanced Ceramics (China) Co., Ltd	China	221 Xing Ming Street, China-Singapore Suzhou Ind Park, Suzhou, Jiangsu Province, 215021, China

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments (continued)

Name of subsidiary	Country	Registered office
Vesuvius America, Inc.	US (Delaware)	1209 Orange Street, Wilmington, Delaware, 19801, United States
Vesuvius Australia (Holding) Pty Limited	Australia	40-46 Gloucester Boulevard, Port Kembla, NSW, 2505, Australia
Vesuvius Australia Pty Limited	Australia	40-46 Gloucester Boulevard, Port Kembla, NSW, 2505, Australia
Vesuvius Belgium N.V.*	Belgium	Zandvoordestraat 366, Oostende, B-8400, Belgium
Vesuvius Canada Inc.	Canada	181 Bay Street, Suite 1800, Toronto, Ontario, M5J 2T9, Canada
Vesuvius Ceramics Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius China Holdings Co. Limited	Hong Kong	86/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
Vesuvius China Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Colombia S.A.S.	Colombia	Calle 90 No. 13 A 31, Piso 6, Bogota City 110911, Colombia
Vesuvius Corporation S.A.*	Switzerland	Via Nassa, 17, Lugano, CH 6900, Switzerland
Vesuvius Crucible Co., Ltd	China	No. 108 Tongsheng Road, Shengpu Town, Suzhou Industrial Park, 215126, China
Vesuvius Crucible GmbH	Germany	Noltinastr. 29, 37297 Berkatal, Germany
Vesuvius Crucible Inc.	US (Delaware)	1209 Orange Street, Wilmington, DE 19801, United States
Vesuvius CSD Sp.z.o.o.	Poland	ul. Kołowa 8, 30-134 Kraków, Poland
Vesuvius Emirates FZE	United Arab Emirates	Warehouse No: 1J-09/3, P O Box 49261, Hamriyah Free Zone, Sharjah, United Arab Emirates
Vesuvius Europe GmbH	Germany	Gelsenkirchener Strasse 10, Borken, D-46325, Germany
Vesuvius Europe S.A.	Belgium	17 Rue de Douvrain, Ghlin, 7011, Belgium
Vesuvius Europe S.A.S.	France	41 Boulevard Marcel Sembat, 69200 Vénissieux, France
Vesuvius Financial 1 Limited*	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Finland OY	Finland	Pajamäentie 8D7, 00360 Helsinki, Finland
Vesuvius Foundry Products (Suzhou) Co., Ltd.	China	12 Wei Wen Road, China-Singapore Suzhou Ind Park, Suzhou, Jiangsu Province, 215122, China
Vesuvius Foundry Technologies (Jiangsu) Co. Ltd	China	2, Changchun Road, Economic Development Area, Changshu, Jiangsu, 215537, China
Vesuvius France S.A.	France	Rue Paul Deudon 68, Boite Postale 19, Feignies, F-59750, France
Vesuvius GmbH	Germany	Gelsenkirchener Strasse 10, Borken, D-46325, Germany

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments (continued)

Name of subsidiary	Country	Registered office
Vesuvius Group Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Group S.A.	Belgium	17 Rue de Douvrain, Ghlin, 7011, Belgium
Vesuvius Holding Deutschland GmbH	Germany	Gelsenkirchener Strasse 10, Borken, D-46325, Germany
Vesuvius Holding France S.A.S	France	68 Rue Paul Deudon, BP 19, Feignies 59750, France
Vesuvius Holding Italia Srl	Italy	Via Mantova 10, 20835 Muggio MB, Italy
Vesuvius Iberica Refractorios, S.A.	Spain	Capitán Haya, 56 - 1ºH, 28020 Madrid, Spain
Vesuvius Investments Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Istanbul Refrakter Sanayi ve Ticaret AS	Turkey	Gebze OSB2 Mh. 1700., Sok No:1704/1, Cayirova, Kocaeli, 41420, Turkiye
Vesuvius IT and Shared Services Private Limited	India	10th Floor, Unit No. 2, Fountainhead-Tower 3, B Wing, Phoenix Market City, Viman nagar, Pune, Pune- 411014, Maharashtra, India
Vesuvius Italia S.p.A.	Italy	Via Mantova 10, 20835 Muggio MB, Italy
Vesuvius Japan Inc.	Japan	9th Floor, Orix Kobe Sannomiya Building 6-1-10, Goko dori, Chouku, Kobe Hyogo, 651-0087, Japan
Vesuvius Life Plan Trustee Limited*	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius LLC	Russia	502, 5th floor, 1 Myasicsheva str., Zhukovsky, Moscow region, 140180, Russian Federation
Vesuvius Malaysia Sdn Bhd	Malaysia	Unit 30-01, Level 30 Tower A. Vertical Business Suite Avenue 3. Bangsar South. No 8 Jalan Krinchi, 59200, Kuala Lumpur, Malaysia
Vesuvius Management Services Limited*	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Mexico S.A. de C.V.	Mexico	Av. Ruiz Cortinez, Num. 140, Colonia Jardines de San Rafael, Guadalupe, Nuevo León, CP 67119, Mexico
Vesuvius Mid-East Limited	Egypt	56, St 15, Apt 103, Maadi, Cairo, 11728, Egypt
Vesuvius Moravia, s.r.o	Czech Republic	Konska c.p. 740, Trinec, 739 61, Czech Republic
Vesuvius Mulheim GmbH	Germany	Gelsenkirchener Strasse 10, Borken, D-46325, Germany
Vesuvius NC, LLC.	US (Delaware)	Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, DE 19801, United States
Vesuvius New Zealand Limited	New Zealand	Level 5 Deloitte Centre, 1 Queen Street, Auckland, 1010, New Zealand
Vesuvius Overseas Investments Limited*	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Overseas Limited *	England & Wales	165 Fleet Street, London, EC4A 2AE, England

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments (continued)

Name of subsidiary	Country	Registered office
Vesuvius Pension Plans Trustees Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Peru S.A.C.	Peru	Calle Dean Valdivia 148, Piso 11 - Oficina 1134, Edificio Platinum Plaza - San Isidro, Lima 27, Peru
Vesuvius Poland Sp. z.o.o	Poland	Ul Tyniecka 12, Skawina, 32-050, Poland
Vesuvius Process Metrix S.A.S.	France	41 Boulevard Marcel Sembat, 69200 Vénissieux, France
Vesuvius Ras Al Khaimah FZ-LLC	United Arab Emirates	Street No. F14, RAK Investment Authority Free Zone, Al Hamra, Ras Al Khaimah, PO Box 86408, United Arab Emirates
Vesuvius Refractorios de Chile S.A.	Chile	Street San Martin 870, Room 308, Tower B, Concepcion, Chile
Vesuvius Refractories S.r.l.	Romania	Galati, Marea Unire avenue 107, Galati county, 800329, Romania
Vesuvius Refratarios Ltda	Brazil	Av Brasil, 49550, Distrito Industrial de Palmares, Campo Grande, Rio de Janeiro, 23065-480, Brazil
Vesuvius Refractory India Private Limited	India	Room No. 9, 3rd Floor, 7 Ganesh Chandra Avenue, Kolkata, WB 700013, India
Vesuvius Scandinavia AB	Sweden	4, Forradsgatan, Amal, S-662 34, Sweden
Vesuvius Sensors & Probes Europe S.p.A.	Italy	10 Via Mantova, Muggio, Monza e Brianza, 20835, Italy
Vesuvius-SERT S.A.S.	France	41 Boulevard Marcel Sembat, 69200 Vénissieux, France
Vesuvius Services Peru S.A.C.	Peru	Calle Dean Valdivia 148, Piso 11 - Oficina 1134, Edificio Platinum Plaza - San Isidro, Lima 27, Peru
Vesuvius South Africa (Pty) Ltd	South Africa	Pebble Lane, Private Bag X2, Olifantsfontein, Gauteng Province, 1665, South Africa
Vesuvius Sp.z.o.o	Poland	ul. Kołowa 8, 30-134 Kraków, Poland
Vesuvius SSC Sp.z.o.o	Poland	ul. Kołowa 8, 30-134 Kraków, Poland
Vesuvius UK Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Ukraine LLC	Ukraine	27, Udarnykyiv Street, City of Dnipropetrovsk, 49000, Ukraine
Vesuvius USA Corporation	US (Illinois)	CT Corporation, 208 South LaSalle Street, Chicago, Cook County, Illinois, IL 60604, United States
Vesuvius VA Limited	England	165 Fleet Street, London, England, EC4A 2AE

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

13 Investments (continued)

Name of subsidiary	Country	Registered office
Vesuvius Vietnam Limited	Vietnam	7th Floor, Peakview Tower Building, No.36 Hoang Cau Street, O Cho Dua Ward, Don Da District, Hanoi City, Vietnam
Vesuvius Zyarock Ceramics (Suzhou) Co., Ltd	China	1/F, building 3, No. 12, Weiwen Road China-Singapore Suzhou Ind Park, Suzhou, Jiangsu Province, 215122, China
Vesuvius-Premier Refractories (Holdings) Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Wilkes-Lucas Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Yingkou Bayuquan Refractories Co.,Ltd.	China	Cui Tun Village, Hai Dong Office, Bayuquan District, Liaoning Province, YingKou, 115007, China
Yingkou YingWei Magnesium Co., Ltd.	China	50 Wanghai New District, Bayuquan District, Yinkou City, Liaoning Province, 115007, China

Non-wholly owned subsidiaries

Details of the associates and non-controlling interests as at 31 December 2025 and 31 December 2024 are as follows:

Name of non-wholly owned subsidiary	Proportion of ownership interest and voting rights held				Country of incorporation and principal place of business
	2025		2024		
Foseco (Thailand) Limited	Group	A	Group	A	170/69, 22nd Floor Ocean Tower 1, Ratchadapisek Road, Klongtoey, Bangkok, 10110, Thailand
	100%		100%		
Foseco Golden Gate Company Limited	Group	B	Group	B	6 Kung Yeh 2nd Road, Ping Tung Dist, Ping Tung, 90049, Taiwan
	49%		49%		
Foseco India Limited	51%		51%		922/923 Gat, Sanaswadi, Taluka, Shirur, Pune, 412208, India
Morganite Crucible (India) Limited	75%		-		B-11, M.I.D.C. Industrial Area, Waluj, Chh.Sambhaji Nagar (Aurangabad), - 431 136, Maharashtra, India
Newshelf 480 Proprietary Limited*	45%		45%		144 Oxford Road, Rosebank, Melrose, Johannesburg, 2196, South Africa
Vesuvius India Limited	55.57%		55.57%		P-104 Taratala Road, Kolkata, 700 088, India
Vesuvius Ceska Republika, a.s.	60%		60%		Prumyslová 726, Kanská, Trinec, 739 61, Czech Republic
Vesuvius Piromet Refrakter Sanayi ve Ticaret Anonim Şirketi	61.65%		-		Çerkeşli OSB Mah. İmes 2 Cad. No. 3, Dilovası, Kocaeli, Türkiye
Wuhan Wugang-Vesuvius Advanced CCR Co., Limited	50%		50%		Gongnong Village Qingshan District, Wuhan, Hubei Province, 430082, China
Wuhan Wugang-Vesuvius Advanced Ceramics Co., Limited	50%		50%		Gongnong Village Qingshan District, Wuhan, Hubei Province, 430082, China

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

14 Trade and other receivables

	2025	2024
	£ 000	£ 000
Non-current trade and other receivables		
Amounts due from other group companies	1,587,273	1,440,635

Loans between companies within the Vesuvius Group typically bear interest at a market convention reference rate appropriate to each currency plus a margin. The margin is typically 2% (2024: 2%) for loans between UK companies, 2.5% (2024: 2.5%) for loans from UK to non-UK companies and 1.05% (2024: 1.05%) for loans from non-UK to UK companies. Repayment dates across all loans are variable and include loans repayable on demand but able to be renewed as required.

	2025	2024
	£ 000	£ 000
Current trade and other receivables		
Receivables from other group companies	7,120	1,542
Prepayments and other receivables	553	653
	7,673	2,195

15 Called up share capital

Allotted, called up and fully paid shares

	2025		2024	
	No. 000	£ 000	No. 000	£ 000
Ordinary share capital of £0.00004 each (2024: £0.00004)	278,468	10	278,468	10

The issued and fully paid share capital of the Company was 278,468,201 shares of £0.000035913 each at 31 December 2025 and 31 December 2024. The Company had one deferred share of £1.00 in issue at 31 December 2025 and 31 December 2024. All shareholders enjoy the same rights in relation to these shares, including rights in relation to voting at General Meetings of the Company, distribution of dividends and repayment of capital.

The share premium of £0.1m (2024: £0.1m) arose as a result of the demerger of the Cookson Group plc in 2012, where certain executives were entitled to exercise share awards granted by the Company, and exchange their shares in the Company for shares in Vesuvius plc.

16 Other reserves

Other reserves at the year-end of £643.6m (2024: £643.6m) consist of £73.0m (2024: £73.0m) relating to dividends in specie on distribution of investments from subsidiaries and £570.6m (2024: £570.6m) relating to unrealised gains on the sale of demerged subsidiaries, where the consideration was left outstanding as a related party receivable, and will remain within non-distributable reserves until such time as qualifying consideration is received.

17 Borrowings

	2025	2024
	£ 000	£ 000
Non-current borrowings		
Bank borrowings	556,077	406,644
Capitalised arrangement fees	(2,783)	(287)
Lease liability	1,611	2,020
	554,905	408,377
	2025	2024
	£ 000	£ 000
Current borrowings		
Bank borrowings	-	60,420
Bank overdrafts	47	4,685
Lease liability	379	329
Capitalised arrangement fees	-	(601)
	426	64,833

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

17 Borrowings (continued)

With effect from 30 May 2025 commitments under the syndicated bank facility were increased from £475.0m to £522.5m. The Company's borrowing requirements are met by the US Private Placement ('USPP') and the committed syndicated bank facility of £522.5m (2024: £475.0m). As at 31 December 2025, the Company had committed borrowing facilities of £751.6m (2024: £669.6m), of which £195.5m (2024: £202.5m) were undrawn. Following the Company exercising its option in February 2026 to request an extension to the committed syndicated bank facility, 100% of these undrawn facilities expires in August 2030.

USPP Notes issued as at 31 December 2025 amounted to £229.1m (\$56.0m, €183.0m and £28.0m) and had a weighted average period to maturity of 3.3 years. None are repayable in 2026, €100.0m and \$26.0m in 2027, \$30.0m in 2028, €50.0m in 2029 and €33.0m and £28.0m in 2031.

The loans, lease liabilities and bank overdrafts are repayable as follows:

	2025	2024
	£ 000	£ 000
On demand or within one year	426	65,435
In the second year	106,876	182,841
In the third year	22,661	103,905
In the fourth year	370,952	24,341
In the fifth year	427	41,743
After five years	56,772	55,833
Capitalised arrangement fees	(2,783)	(888)
	555,331	473,210

Lease repayments included in the table above are £2.0m (2024: £1.5m) up to and including the fifth year and £nil (2024: £0.6m) after five years.

Capitalised arrangement fees shown in the table above, which have been recognised as a reduction in borrowings in the financial statements, amounted to £2.8m as at 31 December 2025 (2024: £0.9m), of which £0.3m (2024: £0.5m) related to the USPP and £2.5m (2024: £0.4m) related to the syndicated bank facility.

18 Pension and other schemes

Defined contribution pension scheme

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £537,113 (2024: £442,965).

Defined benefit pension schemes

Vesuvius Pension Plan

The Company also operates a defined benefit plan and accounts for it in accordance with IAS 19. The plan is closed to new members and to future benefit accrual and was established under a trust deed. It is subject to the Pensions Act 2004 and guidance issued by the UK Pensions Regulator.

The benefits of the UK plan are based upon the final pensionable salaries of plan members. The assets of these plans are held separately from the Company in trustee-administered funds. The trustees are required to act in the best interests of the plan's beneficiaries.

There is a 'long-term scheme-specific funding standard' in Part 3 of the Pensions Act 2004. In terms of Part 3, the UK plan is subject to a requirement ('the statutory funding objective') that it must have sufficient and appropriate assets to cover its technical provisions. Such technical provisions are determined as part of the triennial valuation. Under the rules of the UK Plan, the Trustees, after consultation with the Company, have the power to set the funding contributions taking into account the results of the triennial valuation, and the Pension Act 2004 legislation. Contributions payable to the pension scheme at the end of the year are £nil (2024: £nil). The expected contributions to the UK Plan for the next reporting period are £nil.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

18 Pension and other schemes (continued)

In November 2021, the Trustee of the Vesuvius Pension Plan signed a pension insurance buy-in agreement with Pension Insurance Corporation plc (PIC). This buy-in secured an insurance asset from PIC that matches the remaining pension liabilities of the UK Plan, with the result that the Company no longer bears any investment, longevity, interest rate or inflation risks in respect of the UK Plan. All benefits in the UK Plan (with the exception of a small amount of benefits expected to arise in future as a result of guaranteed minimum pensions (GMP) equalisation) are now insured with PIC.

A full actuarial valuation of the UK Plan is carried out every three years by an independent actuary for the UK Plan Trustee in line with the requirements of the Pensions Act 2004, and the last full valuation was carried out as at 31 December 2024. The amounts disclosed in the financial statements relating to the UK Plan are based on the latest funding valuation carried out with an effective date of 31 December 2024. The results of the funding valuation have then been updated to 31 December 2025 by a qualified independent actuary to reflect experience over the period (including the buy-in) and revised assumptions that are consistent with the definitions set out in IAS 19 Employee Benefits.

As at 31 December 2025, of the UK Plan's total assets, 88.0% (2024: 88.2%) were represented by the annuity insurance contracts covering the UK Plan's pension liabilities; 6.6% (2024: 6.0%) were allocated to equities and 5.4% (2024: 5.8%) to cash.

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the statement of financial position are as follows:

	2025	2024
	£ 000	£ 000
Fair value of scheme assets	319,282	320,243
Present value of scheme liabilities	<u>(288,428)</u>	<u>(290,054)</u>
Defined benefit pension scheme surplus	<u>30,854</u>	<u>30,189</u>

Scheme assets

Change in the fair value of scheme assets are as follows:

	2025	2024
	£ 000	£ 000
Fair value at start of year	320,243	359,762
Interest income	17,516	15,867
Return on plan assets, excluding amounts included in interest income	3,129	(32,731)
Employer contributions	165	45
Benefits paid	(21,071)	(21,988)
Administrative expenses paid	<u>(700)</u>	<u>(712)</u>
Fair value at end of year	<u>319,282</u>	<u>320,243</u>

Analysis of assets

	2025	2024
	£ 000	£ 000
Equities (have quoted prices in active markets)	21,087	19,334
Insurance contracts (unquoted)	280,907	282,462
Other assets (have quoted prices in active markets)	<u>17,288</u>	<u>18,447</u>
	<u>319,282</u>	<u>320,243</u>

Scheme liabilities

Changes in the present value of scheme liabilities are as follows:

	Defined benefit pension plans	Other post-retirement benefits	Total
	£ 000	£ 000	£ 000
Present value at 1 January 2025	289,455	599	290,054
Actuarial losses arising from changes in demographic assumptions	6,787	16	6,803
Actuarial gains arising from changes in financial assumptions	(3,530)	(5)	(3,535)
Actuarial (gains)/losses arising from experience adjustments	543	(82)	461
Interest cost	15,840	31	15,871
Benefits paid	(21,071)	-	(21,071)
Benefits paid directly by employer	(109)	(46)	(155)
Present value at 31 December 2025	<u>287,915</u>	<u>513</u>	<u>288,428</u>

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

18 Pension and other schemes (continued)

	Defined benefit pension plans	Other post- retirement benefits	Total
	£ 000	£ 000	£ 000
Present value at 1 January 2024	328,368	668	329,036
Actuarial gains arising from changes in demographic assumptions	(1,373)	(2)	(1,375)
Actuarial gains arising from changes in financial assumptions	(28,739)	(25)	(28,764)
Actuarial gains arising from experience adjustments	(1,166)	(7)	(1,173)
Interest cost	14,450	28	14,478
Benefits paid	(21,988)	-	(21,988)
Benefits paid directly by employer	(97)	(63)	(160)
Present value at 31 December 2024	289,455	599	290,054

Analysed as

	2025	2024
	£ 000	£ 000
Present value of scheme liabilities arising from unfunded schemes	513	599
Present value of scheme liabilities arising from wholly or partly funded schemes	287,915	289,455
	288,428	290,054

Principal actuarial assumptions

The significant actuarial assumptions used to determine the present value of the defined benefit obligation at the statement of financial position date are as follows:

	2025	2024
	%	%
Discount rate	5.40	5.50
Future pension increases	2.65	2.90
Inflation - RPI	2.75	3.10
Inflation CPI	2.25	2.60

Post retirement mortality assumptions

	2025	2024
	Years	Years
Current UK pensioners at retirement age - Male	87.4	86.8
Current UK pensioners at retirement age - Female	88.9	88.6
Future UK pensioners at retirement age - Male	87.6	87.0
Future UK pensioners at retirement age - Female	90.4	90.1

	2025	2024
	£ 000	£ 000
Amounts recognised in operating loss		
Administrative expenses paid	700	712
GMP equalisation charge	-	-
Recognised in arriving at operating loss	700	712

Amounts recognised in Other interest receivable and similar income

Net interest	1,646	1,389
Total gain recognised in the profit and loss account	(946)	(677)

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

18 Pension and other schemes (continued)

	2025	2024
<i>Amounts recognised in the profit and loss account</i>	£ 000	£ 000
Amounts recognised in operating loss		
Administrative expenses paid	700	712
GMP equalisation charge	-	-
Recognised in arriving at operating loss	<u>700</u>	<u>712</u>
 <u>Amounts recognised in Other interest receivable and similar income</u>		
Net interest	<u>1,646</u>	<u>1,389</u>
Total gain recognised in the profit and loss account	<u>(946)</u>	<u>(677)</u>

Amounts taken to the Statement of Comprehensive Income

	2025	2024
	£ 000	£ 000
Actuarial (losses)/gain arising from changes in demographic assumptions	(6,803)	1,375
Actuarial gains/(losses) arising from changes in financial assumptions	3,535	28,764
Actuarial gains/(losses) arising from experience adjustments	(461)	1,173
Remeasurement of plan assets, excluding amounts included in interest income	<u>3,129</u>	<u>(32,731)</u>
Amounts recognised in the Statement of Comprehensive Income	<u>(600)</u>	<u>(1,419)</u>

Sensitivity analysis

A sensitivity analysis for the principal assumptions used to measure scheme liabilities is set out below:

	2025		2024	
	0.10%	(0.10)%	0.10%	(0.10)%
Adjustment to discount rate	£ 000	£ 000	£ 000	£ 000
Increase / (decrease) in present value of obligation	(2,700)	2,700	(3,100)	3,100
Increase / (decrease) in fair value of plan assets	(2,700)	2,700	(3,100)	3,100
<hr/>				
	2025		2024	
	0.10%	(0.10)%	0.10%	(0.10)%
Adjustment to rate of inflation	£ 000	£ 000	£ 000	£ 000
Increase / (decrease) in present value of obligation	1,900	(1,900)	2,200	(2,200)
Increase / (decrease) in fair value of plan assets	1,900	(1,900)	2,200	(2,200)
<hr/>				
	2025		2024	
	+ 1 Year	- 1 Year	+ 1 Year	- 1 Year
Adjustment to mortality age rating assumption	£ 000	£ 000	£ 000	£ 000
Increase / (decrease) in present value of obligation	11,400	(11,400)	12,000	(12,000)
Increase / (decrease) in fair value of plan assets	11,400	(11,400)	12,000	(12,000)

The main assumptions used in calculating the costs and obligations of the Group's defined benefit pension plans, as detailed below, are set by the Directors after consultation with independent professionally qualified actuaries and include those used to determine regular service costs and the financing elements related to the plans' assets and liabilities. It is the Directors' responsibility to set the assumptions used in determining the key elements of the costs of meeting such future obligations. Whilst the Directors believe that the assumptions used are appropriate, a change in the assumptions used could affect the Company's profit and financial position.

For the UK Plan, the assumptions used have been derived from the Self-Administered Pension Schemes ('SAPS S4') All table, with future longevity improvements in line with the 'core' mortality improvement tables published in 2024 by the Continuous Mortality Investigation (CMI), with a long-term rate of improvement of 1.25% per year. The discount rate used to determine the liabilities of the UK Plan for IAS 19 accounting purposes is required to be determined by reference to market yields on high-quality corporate bonds. The UK discount rate in the above table is based on analysis using the expected future cashflows of the Vesuvius Pension Plan and the AON AA yield curve. The assumptions for UK price inflation are set by reference to the difference between yields on longer-term conventional government bonds and index-linked bonds, except for CPI, for which no appropriate bonds exist, which is assumed to be 0.5 (points lower (2024: 0.5 points lower) than RPI-based inflation).

The average duration of the obligations to which the liabilities of the Company's principal pension plans relate is 10 years (2024:11 years).

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

18 Pension and other schemes (continued)

We are working with the trustees of our UK pension plan and our actuarial and legal advisers to understand the extent to which these judgements crystallise additional liabilities for the UK pension plan.

Risks to which the defined benefit pension plans expose the Company

The principal risks faced by these plans comprise: (i) the risk that the value of the plan assets is not sufficient to meet all plan liabilities as they fall due; (ii) the risk that plan beneficiaries live longer than envisaged, causing liabilities to exceed the available plan assets; and (iii) the risk that the market-based factors used to value plan liabilities and assets change materially adversely to increase plan liabilities over the value of available plan assets.

Asset volatility

> The liabilities are calculated using a discount rate set with reference to corporate bond yields; if assets underperform against this yield, this will create a deficit. To reduce this risk, the pension plans are largely invested in government and corporate bonds.

Counterparty risk

> This is mitigated by using a diversified range of counterparties of high standing and ensuring positions are collateralised as required.

Changes in bond yields

> A decrease in corporate bond yields will increase the scheme liabilities, although this will be partially offset by an increase in the value of the schemes' bond holdings.

Inflation risk

> Much of the UK scheme's benefit obligations are linked to inflation and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect against extreme inflation). The UK scheme also holds index-linked government bonds to provide protection against this risk.

Life expectancy

> The majority of the plans' obligations are to provide benefits for the life of the member and in some cases their spouse on death of the member, so increases in life expectancy will result in an increase in the liabilities.

> The UK Plan Trustee has entered into a pension insurance buy-in agreement with the Pension Insurance Corporation (PIC), whereby the UK Plan Trustee has paid insurance premiums to PIC to insure all of the UK Plan's liabilities. Under this arrangement, the value of the PIC insurance contract matches the value of the liabilities for current benefits because the inflation, interest rate, investment and longevity risks for Vesuvius in respect of these liabilities are eliminated. The buy-in agreement ensures that the UK pension plan obligations in respect of all its members and their approved dependants are insured.

Virgin Media vs NTL Pension Trustee case

In June 2023, the High Court judged in the Virgin Media vs NTL Pension Trustee case that certain amendments made to the NTL Pension Plan were invalid because the scheme's actuary had not provided the necessary confirmations (Section 37 Certificates). This decision was upheld in July 2024. It could have wider ranging implications affecting other schemes that were contracted-out on a salary-related basis and made amendments between April 1997 and April 2016.

The DWP has recently announced that it will introduce legislation to allow retrospective confirmation of historic benefit changes. This announcement should significantly reduce the impact on pension schemes and mean that for most schemes the existence of confirmations is no longer the relevant issue, but whether confirmation was obtained or can be provided now. The Trustee of the Vesuvius Pension Plan has taken legal advice on the impact of the Virgin Media case on the Plan and intends to keep the position under review, taking into account any further legal developments during 2026. Management are aware of recent developments and have concluded that there is no requirement for further investigation at this stage.

19 Financial assets and financial liabilities

The Company holds the following financial assets at amortised cost:

	2025	2024
	£ 000	£ 000
Amounts due from other group companies – non-current (Note 14)	1,587,273	1,440,635
Amounts due from other group companies - current (Note 14)	7,120	1,542
Cash at bank and in hand	1,494	606
Other receivables - current (Note 14)	553	653
	1,596,440	1,443,436

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

19 Financial assets and financial liabilities (continued)

The Company holds the following financial liabilities at amortised cost:

	2025	2024
	£ 000	£ 000
Non-current borrowings (Note 17)	556,183	408,377
Current borrowings (Note 17)	(853)	64,833
Amounts due to other group companies – non-current (Note 20)	1,038,035	897,518
Amounts due to other group companies - current (Note 20)	1,687	1,399
Accrued expenses and other payables - current (Note 20)	4,462	5,372
	1,599,514	1,377,499

20 Trade and other payables

	2025	2024
	£ 000	£ 000
Non-current trade and other payables		
Amounts due to other group companies	1,038,035	897,518

Interest on loans from other companies within the Vesuvius Group are calculated at market convention reference rate appropriate to each currency plus a margin of 2% (2024: 2%) for loans between UK companies and 1.05% (2024: 1.05%) for loans from non-UK to UK companies. Repayment dates across all loans are variable and include loans repayable on demand but able to be renewed as required.

	2025	2024
	£ 000	£ 000
Current trade and other payables		
Accrued expenses and other payables	4,461	5,372
Amounts due to other group companies	1,687	1,399
Other Taxes and Social security	356	912
	6,504	7,683

21 Financial risk review

The Company's exposure to financial risk is managed as part of the Group. Full details about the Group's exposure to financial risks and how these risks could affect the Group's future financial performance are given in Note 25 to the Vesuvius plc Annual Report 2025.

Foreign currency risk

The Company Profit and Loss Account is exposed to currency risk on monetary items that are denominated in currencies other than sterling. Derivatives are only used for economic hedging purposes and not as speculative investments. The fair value of the derivatives designated for hedge accounting purposes is £1.0m liability (2024: asset £4.7m).

In June 2020, the Company issued US\$86m of US Private Placement Notes. The Company also executed a US\$86m cross-currency interest rate swap (CCIRS) with three of its relationship banks. The effect of this is to convert the \$86m Private Placement Notes into €76.6m. The timing and amount of the US dollar cash flows under the CCIRS exactly mirror those of the Private Placement Notes and the maturity date of the CCIRS also matches the repayment date of the Notes. The CCIRS would by default be revalued through the Profit and Loss Account; however, as it is in a designated hedging relationship it is instead revalued through comprehensive income. More specifically, the US dollar exposure is designated as a cash flow hedge of the underlying Private Placement Notes and the euro exposure is designated as a cash flow hedge of foreign exchange gains and losses on €76.6m intercompany loan receivables. The CCIRS is presented as a non-current asset as it is expected to be settled more than 12 months after the end of the reporting period.

\$60m of the Group's \$86m CCIRS matured in June 2025. The remaining \$26m is scheduled to mature in June 2027. Upon maturity of the \$60m CCIRS and the corresponding \$60m of US Private Placement Loan Notes, amounts previously recognised in the cash flow hedge reserve were reclassified to the Income Statement. The reclassification had a net impact on the Income Statement of nil, as the CCIRS cash flows perfectly offset those of the US Private Placement Loan Notes.

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

21 Financial risk review (continued)

Foreign currency risk (continued)

Hedge effectiveness is determined at inception of the hedge relationship and through periodic effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument. As all principal and interest amounts under the CCIRS exactly mirror those under the USPP Notes and the intercompany loans, the cash flow hedges are each highly effective. It is noted that hedge ineffectiveness would arise in the event there was a change in the contractual terms of either the USPP Notes, the CCIRS or the intercompany loan. The amounts recognised in 2025 in the cash flow hedge reserve are £(5.5)m (2024: £4.3m) in respect of the change in the fair value of the CCIRS excluding the basis spread, cost of hedging attributable to the foreign currency basis spread of £(0.1)m (2024: £0.1m) and £6.2m (2024: £(4.2)m) in respect of foreign exchange translation on \$26m (2024: \$86m) Private Placement Notes and €23.2m (2024: €76.6m) intercompany loan receivables reclassified from the Profit and Loss Account.

All of the fair values at year end are classified under IFRS 13 as Level 2 measurements which have been calculated using quoted prices from active markets, where similar contracts are traded and the quotes reflect actual transactions in similar instruments. All of the derivative assets and liabilities not designated for hedge accounting purposes will mature within a year of the balance sheet date.

Credit risk

Credit risk arises from cash and cash equivalents, derivative financial instrument assets and deposits with banks and financial instruments, as well as credit exposures to outstanding receivables.

Risk management

For banks and financial institutions, the Company policy is that only independently rated entities with a minimum rating of 'A-' are accepted as counterparties.

Impairment of financial assets

The Company subjects receivables from other group companies to the expected credit loss model. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Receivables from other group companies are subject to IFRS 9's expected credit loss model. Impairment provision has been determined using a 12-month expected credit loss model and the identified impairment loss was immaterial. Receivables from other group companies are considered to have low credit risk. Management consider 'low credit risk' to be when they have a low risk of default and the issuer has strong capacity to meet its contractual cash flow obligations in the near term.

Liquidity risk

Liquidity risk is the risk that the Company might have difficulties in meeting its financial obligations. This risk is integrated with the principal risks of Vesuvius plc and its subsidiary and joint venture companies ('the Group') and are not managed separately. Details of how the Group manages this risk is set out in Note 25 'Financial Risk Management' in the Vesuvius plc Annual Report 2025.

Interest rate risk

The Company's interest rate risk principally arises in relation to its borrowings. Where borrowings are held at floating rates of interest, fluctuations in interest rates expose the Company variability in the cash flows associated with its interest payments, and where borrowings are held at fixed rates of interest, fluctuations in interest rates expose the Company to changes in the fair value of its borrowings. The Group's policy is to maintain an appropriate mix of fixed and floating rate borrowings based on the Vesuvius trading environment, market conditions and other economic factors.

22 Dividends

Interim dividends declared for the year ended 31 December 2025 were £93.0m (2024: £75.9m).

23 Financial Guarantees

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee. Guarantees provided by the Company as at 31 December 2025 in respect of the liabilities of its subsidiary companies amounts to £26.4m (2024: £27.7m).

Vesuvius Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2025 (continued)

24 Contingent liabilities

Vesuvius has extensive international operations and is subject to various legal and regulatory regimes, including those covering taxation and environmental matters. Several of the Company's subsidiaries are parties to legal proceedings, certain of which are insured claims arising in the ordinary course of the operations of the company involved, and are aware of a number of issues which are, or may be, the subject of dispute with tax authorities. Whilst the outcome of litigation and other disputes can never be predicted with certainty, having regard to legal advice received and the insurance arrangements of the Company and its subsidiaries, the Directors believe that none of these matters will, either individually or in the aggregate, have a materially adverse effect on the Company's financial condition or results of operations.

25 Parent and ultimate parent undertaking

The Company's immediate parent and ultimate parent is Vesuvius plc.

The most senior parent entity producing publicly available financial statements is Vesuvius plc. These financial statements are available upon request from the Company Secretary, Vesuvius plc, 165 Fleet Street, London EC4A 2AE.