

REGISTERED NUMBER: 00836946 (ENGLAND AND WALES)

OVERBURY PLC

**ANNUAL REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

OVERBURY PLC

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

Directors

R Banister (Resigned 29 March 2023)
C S Booth
A Boyle
P Brazier
M Chain
S P Crummett
R S D Ewing
P Knight
J C Morgan
A Paton
O B Watson
A D Wood

Company Secretary Clare Sheridan

Head Office 77 Newman Street
London
W1T 3EW

Registered Office Kent House
14–17 Market Place
London
W1W 8AJ

Independent Auditor Ernst & Young LLP
Statutory Auditor
1 More London Place
London
SE1 2AF

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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Principal activities

The principal activity of Overbury plc (“the Company”) is the fit out and refurbishment of projects in the office, public sector, higher education, and retail banking markets. We do not expect this to change in the foreseeable future.

Business review

The results for the year and key performance indicators for the Company were as follows:

	2023 £000	2022 £000	2021 £000	2020 £000	2019 £000
Revenue	1,006,228	877,741	678,778	637,778	721,125
Operating profit	64,075	44,938	33,865	30,517	30,250
Operating margin	6.4%	5.1%	5.0%	4.8%	4.2%
Net assets	121,182	110,190	107,257	112,291	87,273
Cash at bank	108,042	114,452	109,405	87,509	61,367
Average Daily Cash	148,965	127,460	87,042	60,434	52,759
Forward order book ¹	1,059,886	812,180	862,449	377,639	468,010

The Company delivered another excellent performance in the year which was again driven by strong and consistent project delivery, a high-quality workload and a continued focus on enhanced customer experience. Revenue increased 14.6% to £1,006m (FY 2022: £878m) while operating profit increased 42.6% to £64.1m (FY 2022: £44.9m), a record result for the Company, resulting in a strong operating margin of 6.4% (FY 2022: 5.1%).

During the year, there was no significant change to the overall balance of the business compared to previous years. The commercial office sector contributed 78% of revenue (FY 2022: 70%), with work in the public sector and for local authorities dropping back only slightly to 9% of revenue (FY 2022: 13%) whilst higher education work was broadly similar at 11% (FY 2022: 12%). The retail banking sector made up the remainder.

Similarly, the geographical spread of the business remained broadly similar to the prior year, with the London region accounting for 65% of revenue (FY 2022: 61%). In terms of type of work delivered in the year, 94% related to traditional fit out work (FY 2022: 96%), while 6% related to ‘design and build’ (FY 2022: 4%). The proportion of revenue generated from the fit out of existing office space decreased to 74% (FY 2022: 83%), with the fit out of new office space slightly increasing to 23% (FY 2022: 17%).

Commercial fit out projects won in London during the period included 114,000 sq ft for law firm, Reed Smith near Spitalfields; two projects totalling 99,500 sq ft for Deloitte at New Street Square; 51,500 sq ft for Berkeley Estate Asset Management in Mayfair; 40,000 sq ft for British Land on Bishopsgate; 17,000 sq ft for Boston Consulting Group on Charlotte Street; and an 11,000 sq ft fit out for Burges Salmon at New Street Square.

Regional project wins in the period included 160,000 sq ft for Lloyds Banking Group in Leeds; 144,000 sq ft for Wirral Borough Council; 50,000 sq ft for Dojo in Bristol; 44,000 sq ft for Samsung in Cambridge; 27,000 sq ft for Arup in Bristol; 20,000 sq ft for Sky in Leeds; 12,000 sq ft for Playground Games in Leamington Spa; and 6,500 sq ft for VISA in Hampshire.

¹ The ‘forward order book’ represents the Company’s share of future revenue that will be derived from signed contracts or letters of intent.

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Commercial fit out projects on site or completed in London during the period included 750,000 sq ft for a global financial services firm in Canary Wharf; 360,000 sq ft for Marsh McLennan; 250,000 sq ft for a global financial organisation in Paddington; 225,000 sq ft for LandSec at New Street Square; 110,000 sq ft for a professional services firm in London; 109,000 sq ft for Aviva at 80 Fenchurch Street; 82,000 sq ft for a technology company; 41,000 sq ft for a law firm on Bishopsgate; 12,500 sq ft for a specialist insurer on Bishopsgate; 10,000 sq ft for Rolls-Royce at Kings Place; and 10,750 sq ft for telecommunications company CIENA in Shoreditch.

Regional projects completed included two projects for Arup in Manchester and Birmingham totalling 106,000 sq ft; 100,000 sq ft fit out of Stopford House for Stockport Metropolitan Borough Council; 81,000 sq ft for ROKU Europe in Manchester; 44,000 sq ft for Aviva in the city of Manchester and 16,000 sq ft for Swiss Life Asset Managers UK in Birmingham.

In the higher education and life science sector, projects won included 100,000 sq ft at Durham University School of Business; five projects totalling 45,000 sq ft for Queen Mary University; 27,500 sq ft for Aston University; 26,000 sq ft fit out at Birmingham City University; and 12,500 sq ft to fit out Keele University's Clinical Skills department.

Projects on site or completed during the period included a 150,000 sq ft HQ for GSK in London's Life Sciences Hub, known as the Knowledge Quarter; three projects for University College London totalling £40m; 54,000 sq ft for London School of Economics and Political Science; four projects for Anglia Ruskin University; a 25,000 sq ft including a laboratory refurbishment for Coventry University; a 20,000 sq ft laboratory fit out for the Anatomy and Clinical Skills department at the University of Warwick; 16,000 sq ft for Loughborough University; two projects for the University of Portsmouth to refurbish 14,000 sq ft in the Medical Education Centre and Photography Suite; and the 19,000 sq ft fit out of a laboratory and workspace at Queen Mary University's Francis Bancroft building.

Projects won under frameworks and corporate partnerships included £23m of works for the Mayor's Office for Policing and Crime (MOPAC), with a future order book of £25m. Works completed included the General Pharmaceutical Council in London through the Procure Partnerships Framework; two projects completed through the Scape Framework included the £10.5m refurbishment of Nottingham City Council's Central Library and the relocation of Transport for London's Lost Property office; and 23 projects through NatWest Group's Office, Retail and Capital Investment partnership programme.

Future outlook

At the year end, the secured order book was £1,060m, a sizeable increase of 31% from the previous year end (FY 2022: £812m). Importantly of this total, £778m (73%) relates to 2024 and this level of orders for the next 12 months is broadly similar at the same time last year.

Financial position and liquidity

The financial position of the Company is presented in the Balance Sheet. The total shareholder's funds at 31 December 2023 were £121.2m (2022: £110.2m). The Company had net current assets of £117.4m (2022: £106.2m), including cash of £108.0m (2022: £114.4m) at 31 December 2023.

The Company is a member of Morgan Sindall Group plc (the "Group") and participates in its banking arrangements (under which it is a cross guarantor). As at 31 December 2023, the Group held cash of £541.3m, including £26.1m (2022: £38.0m) which is the Group's share of cash held within jointly controlled operations, and total overdrafts repayable on demand of £80.6m (together net cash of £460.7m). Should further funding be required, the Group has significant committed financial resources

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available including unutilised bank facilities of £180m (2022: £180m), of which £165m matures in October 2026 and £15m matures in June 2026.

Key performance indicators

The Company's financial key performance indicators are described in the business review above. No other key performance indicators are deemed necessary to explain the development, performance or position of the Company.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the Company are considered to relate to the market and economic environment, health, safety and environmental performance, contractual risk (including mispricing of contracts, managing changes to contracts and contract disputes, poor project delivery and poor contract selection), and counterparty and liquidity risk. Further discussion of these risks and uncertainties, in the context of the Group as a whole, is provided in the strategic report in the Group's annual report, which does not form part of this report.

Financial risk management objectives and policies

The Company's operations expose it to a variety of financial risks that include credit risk, liquidity risk, interest rate risk and price risk.

Credit risk

With regard to credit risk, the Company has implemented policies that require appropriate credit checks on potential customers before contracts are commenced. The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers outside of the Group.

Liquidity risk

This is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company aims to manage liquidity by ensuring that it will always have sufficient resources to meet its liabilities when they fall due, under both normal and stress conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Liquidity is provided through cash balances and access to the Group's committed bank loan facilities.

Interest rate risk

In respect of interest rate risk the Company has interest-bearing assets. Interest-bearing assets include cash balances, all of which have interest rates applied at floating market rates.

Price risk

The Company has some exposure to commodity price risk as a result of its operations. This risk is managed on a project by project basis by limited forward buying of certain commodities and by negotiating annual purchase agreements with key suppliers. The directors will revisit the appropriateness of this policy should the Company's operations change in size or nature.

Section 172(1) statement

The directors of the Company, when taking strategic, financial and operational decisions, consider what is most likely to promote the success of the Company and the Group in the long term, for the benefit of shareholders and having regard to the interests of wider stakeholders. The directors also understand the importance of engaging with key stakeholders and taking their views into account

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when making decisions as well as considering the impact of our activities on local communities, the environment, including climate change, and the Company's reputation.

In order to maintain a reputation for high standards of business conduct, we adhere to our Group Code of Conduct which states our commitment to our Human Rights Policy and provides a framework for how we should act when engaging with our clients, colleagues and suppliers. The Code of Conduct gives our employees practical guidance on upholding the Group's Core Values and delivering on the Group's strategic priorities which include our Total Commitments to being a responsible business.

The key activities of the Company's directors during the year included:

- Approval of the financial statements for the year ended 31 December 2022;
- Approval of an interim dividend for the year ended 31 December 2023;
- Preparation of the Company's five-year strategic plan and annual budget for approval by the Group Board; and
- Preparation of monthly reports on performance for the Group Board, including health and safety, risks and opportunities, and stakeholder engagement.

Further information, including the Group's Section 172 statement, can be found in the Group's 2023 report and accounts when published at morgansindall.com.

Engagement with stakeholders

Shareholder

Our ultimate and immediate shareholder is the Group. We create value for the Group by generating strong and sustainable results that translate into dividends. The directors discuss Company performance with the Group's executive directors in monthly management meetings and provide executive summaries for the Group Board. In addition, the directors routinely engage with the Group Board on topics of strategy, governance and performance. Company strategic plans are reviewed by the Group Board and include information on the impact of our activities on each stakeholder group and the environment.

Employee engagement

Our employees are at the forefront of our business. We are proud of our people who have the passion, commitment and the range of expertise we need to support and make a difference for our clients.

Our key priorities are to provide our employees with a fair, respectful and safe environment in which to work; have regard for their health and wellbeing; invest in their personal development and career progression; offer support for flexible working; and create an open and honest culture that promotes diversity and inclusion. Our employee policies are designed to support these goals and take account of external legislation, our Code of Conduct and Core Values so that we can continue to recruit, develop and retain the talent needed to deliver our strategy.

We believe it is essential to engage with our employees to understand their views and priorities and how they feel about the business.

The Group's 2023 Annual Report and Accounts describe how the Group Board engages with employees across the Group and how it reviews the Company's employee engagement activities throughout the year.

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We engage directly with our employees and keep them updated with our business goals, market conditions, operational performance, health and wellbeing support and career advancement and personal development opportunities, using a variety of communication methods and channels. All new starters are given a formal induction programme which includes introducing them to our Core Values and Total Commitments.

We hold an annual conference for employees where directors and other senior managers communicate key messages and employees have the opportunity to share ideas and experiences with us and colleagues from different roles and regions. We encourage our employees to challenge the status quo and think differently so that they can keep improving.

We conduct regular surveys of our employees, following which we analyse their feedback and share with them the results of the surveys together with the actions that we will be undertaking in response and the impact of those activities.

A savings related share option scheme (“Sharesave”) is currently in operation under which employees are given the opportunity to purchase Morgan Sindall Group plc shares in the future at a discount.

Diversity and inclusion

We recognise that diversity of thought, perspectives and experiences drive innovation and provide competitive advantage and therefore ensure that our employment practices promote a diverse and inclusive work environment. We are committed to creating opportunities for career growth and building a continuous learning culture. We hold personal development conversations with our employees throughout their careers with us and help them gain the skills they need to support their ambitions and drive the business forward.

We have developed action plans to improve inclusion. These include focusing on our recruitment and retention processes, promoting careers in the industry and supporting diversity and inclusion in our supply chain.

Disabled employees

The Company’s policy aligns with the Group policy to give full and fair consideration to job applications made by disabled people; commit to making reasonable adjustments to their role and responsibilities; and offer the training and support they need to give them the same opportunities for progression as our other employees.

Engagement with suppliers, clients and partners and local communities

Customers

We aim to develop long-term relationships with our clients and partners. We believe the best approach to developing and nurturing long-term relationships is to base them on trust, by maintaining regular dialogue, listening attentively, being open and transparent when giving information, and working collaboratively.

Suppliers

Our suppliers and subcontractors are critical to our operations and we take a long-term collaborative approach to working with them. We engage with and monitor our subcontractors’ performance against set criteria and give constructive feedback. The Group’s whistle blowing service is available to our subcontractors to raise any concerns they have about behaviours or decisions that do not uphold

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the standards set by our suppliers' Code of Conduct.

We follow the prompt Payment Code and, in the year, 98% of payments were made within 60 days. 96% of all payments in the year were made within agreed terms. We continue to keep our payment performance under review and to publish our payment practices every 6 months in accordance with UK law.

Communities

We engage with communities at a site level via newsletters, public noticeboards and, where appropriate, engagement with local community groups. More broadly, we have an active social media presence and regularly respond to members of the public who may have queries about our works. We are members of a variety of industry groups including Women in Construction, UK Green Building Council, SKA Technical Committee, and WELL Building Keystone Partners.

Additionally, we were again invited onto the Considerate Constructors Scheme (CCS) Working Group as a result of our leadership in the sector on community engagement issues. CCS is an organisation with the express goal of improving the image of the construction industry in the eyes of the general public. We use the CCS framework to guide our approach to community engagement issues.

We report to the Group Board of directors on a monthly basis on details of our relationships with our supply chain, clients and local communities, including feedback and satisfaction metrics and details of community initiatives. Further information on stakeholder engagement and the Group's delivery on its Total Commitments can be found in the Group's 2023 Annual Report and Accounts.

Approved by and on behalf of the Board



Robert Ewing
Director
29 February 2024

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present their annual report and the audited financial statements for the year ended 31 December 2023. The annual report comprises the strategic report and directors' report, which together provide the information required by the Companies Act 2006. The financial statements have been prepared under United Kingdom Accounting Standards.

Going concern

The Company's business activities, together with the factors likely to affect its future development and performance, as well as the financial position of the Company, its cash flows, liquidity position and the borrowing facilities, are described in the Strategic Report on pages 2 to 7.

These financial statements have been prepared on a going concern basis which presumes that the Company has adequate resources to remain in operation and that the directors intend it to do so for the period ending 31 March 2025.

The company's future workload is healthy with a secured order book of £1,060m and the company has a strong financial position at the year end with the total shareholder's funds of £121.2m (2022: £110.2m). The Company had net current assets of £117.4m (2022: £106.2m), including cash of £108.0m (2022: £114.4m) at 31 December 2023.

The directors have reviewed the Company's forecasts and projections for the period to 31 March 2025, including applying a sensitivity analysis to assess the Company's resilience to the potential financial impact of any plausible losses of revenue or operating profit which could arise from one of the principal risks to the business occurring. This showed that the Company would still have sufficient cashflows throughout the period to 31 March 2025.

The Company participates in the Group's banking arrangements (under which it is a cross guarantor). As at 31 December 2023, the Group held cash of £541.3m, including £26.1m (2022: £38.0m) which is the Group's share of cash held within jointly controlled operations, and total overdrafts repayable on demand of £80.6m (together net cash of £460.7m). Should further funding be required, the Group has significant committed financial resources available including unutilised bank facilities of £180m (2022: £180m), of which £165m matures in October 2026 and £15m matures in June 2026.

Based on the above, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the period ending 31 March 2025. Thus, they continue to adopt the going concern basis in preparing the financial statements. Further details can be found in the material accounting policies in the financial statements.

Directors

The directors who served during the year and to the date of this report are shown on page 1. None of the directors had any interest in the shares of the Company during the year ended 31 December 2023.

Directors' indemnities

The Company indemnifies the directors in its Articles of Association to the extent allowed under section 232 of the Companies Act 2006. Furthermore, the Group maintains liability insurance for its directors and officers and those of its directors and officers of its associated companies. The Group has also indemnified certain directors of its Group companies to the extent permitted by law against any liability incurred in relation to acts or omissions arising in the ordinary course of their duties.

The Company has not made qualifying third-party indemnity provisions for the benefit of its directors

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

during the year.

Dividends

An interim dividend of £43.7m (2022: £35.0m) was paid during the year. The directors do not recommend the payment of a final dividend (2022: £nil).

Political contributions

The Company made no political contributions during the year (2022: nil).

Employment policies

The Company insists that a policy of equal opportunity employment is demonstrably evident at all times. Selection criteria and procedures and training opportunities are designed to ensure that all individuals are selected, treated and promoted on the basis of their merits, abilities and potential.

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and the appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of a disabled person should as far as possible, be identical to that of a person who does not suffer from a disability.

Engagement with employees and other stakeholders

Details on engagement with employees and other stakeholders can be found in the Strategic Report on pages 2 to 7.

Environmental performance

The Group continues to be a leader in its sector in addressing climate change. In January 2023, the Group won the 'Net Zero Innovation of the Year' award at the edie Awards for the Group's 'Growing Natural Capital' project in the Dorn Valley Woodlands in partnership with the Blenheim Estate in Oxfordshire. In addition to absorbing and storing measurable amounts of carbon and improving air quality, the project has also achieved + 78% increase in biodiversity. The Group also continues to evolve industry-leading climate solutions and received a film innovation grant from the government to apply AI capabilities to the Group's carbon reduction tool, CarboniCa, which will facilitate whole-life carbon assessments of projects.

In 2023, the Group received revalidation from the Science Based Target Initiative to align with a 1.5°C scenario and added new targets for 2045, including an extended target to incorporate wider as well as operational Scope 3 emissions. This includes emissions by suppliers in processing their products and by clients in running their buildings after handover. While some of the data on these wider emissions are a challenge to collect, the Group's environmental teams are engaged with supply chain partners to improve the process.

The Group remains on track to achieve its medium term 2030 targets. Although the Group had a 1.6% increase in its Scope 1, Scope 2, and operational Scope 3 emissions in 2023 compared to prior year, this was in the context of Group revenue increasing by 14% and notwithstanding this increase, the Group has still achieved a total 39% reduction from its 2019 baseline.

The Group's additional nature and carbon credit projects are also making good progress. At the Lakenheath Fen reserve in Norfolk, planning permission has been secured for the restoration of 54

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

hectares of new land to support the RSPB in creating a haven for bitterns and other wildlife. Meanwhile rewetting has begun to restore over 300 hectares of blanket bog in the Northern Pennines AONB and the Yorkshire Dales National Park. At Blenheim in Oxfordshire, the Group finished planting the last two woodlands bringing the total to nine new woodlands with 270,000 trees. 15 km of permissive pathways were also completed for the public to enjoy. The project has passed its annual carbon audit by Grown in Britain, validating the Group's carbon credits with the Woodland Carbon Code, the Forestry Commission and DEF RA. Combined, these projects will deliver climate and biodiversity benefits by preventing future carbon loss, absorbing additional carbon from the atmosphere, protecting existing wildlife while enabling endangered species to recover, and provide local communities with new recreational spaces for healthier living.

Reducing waste and increasing recycling and the reuse of materials where appropriate continues to be a priority for the Group and in 2023, 94% of the Group's waste was diverted from landfill. Total waste increased by 14% from 2022.

For full details, see the responsible business section of the 2023 annual report and our 2023 responsible business data sheet which will be published on 21 March 2024 on the Group's website (www.morgansindall.com).

Alongside the Group, the management of the Company's environmental approach is driven from board level. The company have always prided ourselves on the environmental performance of our projects and acknowledge our significant responsibility in ensuring our business operations provide a positive impact to the environment and communities we are working within. Our biggest area of responsibility and opportunity to create the most positive environmental impact is within our projects. We have our own internal sustainability team who ensure our sector leading sustainability offering for our clients.

In 2023, Overbury worked on 69 projects targeting a formal sustainability assessment. There has been a further increase in clients focusing on requirements around operational and embodied carbon. We delivered 40 project embodied carbon reports for clients, with many more ongoing. As part of the carbon agenda, there has also been an increasing focus on circularity and the reuse of materials.

Our sustainability team are currently working with other parts of the industry to support the creation of the UK Net Zero Carbon Building Standard – setting the standard for net zero carbon buildings in the UK.

Independent auditor and disclosure of information to the independent auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- So far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- Each director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

In accordance with section 489(4) of the Companies Act 2006, a resolution for the re-appointment of Ernst & Young LLP as auditor of the Company is proposed at the forthcoming Annual General Meeting.

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Directors' responsibilities statement

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 101 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company financial position and financial performance;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 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 Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. Under applicable law and regulations, the directors are also responsible for preparing a strategic report and directors' report, that comply with that law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Approved for and on behalf of the Board



Robert Ewing

Director

29 February 2024

OVERBURY PLC

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OVERBURY PLC FOR THE YEAR ENDED 31 DECEMBER 2023

Opinion

We have audited the financial statements of Overbury plc for the year ended 31 December 2023 which comprise the Statement of comprehensive income, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 18, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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 to 31 March 2025.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OVERBURY PLC FOR THE YEAR ENDED 31 DECEMBER 2023

inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

OVERBURY PLC

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OVERBURY PLC FOR THE YEAR ENDED 31 DECEMBER 2023

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

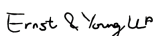
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" and the Companies Act 2006) and the relevant tax compliance regulations in the UK.
- We understood how Overbury plc is complying with those frameworks by making enquiries of management including those responsible for legal and compliance procedures and the Company Secretary. We corroborated our enquiries through our review of board minutes, noting the strong emphasis of transparency and honesty in the Company's culture and the levels of oversight the Board and Group management have over the Company.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where they considered there was a susceptibility to fraud. We also considered performance targets and their propensity to influence efforts made by management to manage earnings. We considered the programmes and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitor those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved journal entry testing with a focus on journals indicating unusual transactions based on our understanding of the business, enquiries of management, and focussed testing on revenue and other related balances.

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

Use of our report

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

DocuSigned by:

Ernst & Young LLP
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Bianca Gill (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London, United Kingdom
29 February 2024

OVERBURY PLC

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £000	2022 £000
Revenue	1	1,006,228	877,741
Cost of sales		(875,919)	(775,160)
Gross profit		130,309	102,581
Administrative expenses		(66,234)	(57,643)
Operating profit	2	64,075	44,938
Interest receivable	5	7,196	2,074
Interest payable	5	(101)	(133)
Profit before tax		71,170	46,879
Tax	6	(16,484)	(8,946)
Profit for the financial year attributable to owners of the Company	13	54,686	37,933
Other comprehensive income		-	-
Total comprehensive income for the year attributable to owners of the Company		54,686	37,933

Continuing operations

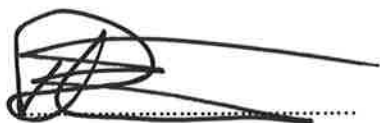
The results for the current and previous financial years all derive from continuing operations.

OVERBURY PLC

BALANCE SHEET AS AT 31 DECEMBER 2023

	Notes	2023 £000	2022 £000
Non-current assets			
Property, plant and equipment	7	5,998	4,734
Deferred tax asset	11	1,172	1,024
		7,170	5,758
Current assets			
Contract assets	9	34,503	38,288
Trade and other receivables	8	273,904	175,243
Cash and bank balances		108,042	114,452
		416,449	327,983
Total assets		423,619	333,741
Current liabilities			
Contract liabilities	9	(6,952)	(4,761)
Trade and other payables	10	(289,622)	(214,179)
Current tax liabilities		(1,035)	(1,410)
Lease Liabilities	16	(1,400)	(1,404)
		(299,009)	(221,754)
Net current assets		117,440	106,229
Non-current liabilities			
Lease Liabilities	16	(3,428)	(1,797)
		(3,428)	(1,797)
Total liabilities		(302,437)	(223,551)
Net assets		121,182	110,190
Capital and reserves			
Share capital	12	13,000	13,000
Retained earnings	13	108,182	97,190
Total shareholder's funds		121,182	110,190

The financial statements of Overbury plc (company number 00836946) were approved by the Board and authorised for issue on 29 February 2024. They were signed on its behalf by:



Robert Ewing, Director

OVERBURY PLC

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2023

	Share capital (Note 12) £000	Retained earnings (Note 13) £000	Total £000
At 1 January 2022	13,000	94,257	107,257
Total profit and comprehensive income	-	37,933	37,933
Dividends paid	-	(35,000)	(35,000)
At 31 December 2022	13,000	97,190	110,190
Total profit and comprehensive income	-	54,686	54,686
Dividends paid	-	(43,694)	(43,694)
At 31 December 2023	13,000	108,182	121,182

OVERBURY PLC

MATERIAL ACCOUNTING POLICY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

General information

Overbury plc (the 'Company') is a private company limited by shares, incorporated and domiciled in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The nature of the Company's operations and its principal activities are set out in the Strategic Report on pages 2 to 7. The address of the registered office is given on page 1.

Basis of accounting

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the Company has prepared its financial statements in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to capital management, presentation of comparative information in respect of certain assets, leases, presentation of a cash flow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements of Morgan Sindall Group plc, which are available to the public at www.morgansindall.com.

The financial statements have been prepared under the historical cost convention, except where otherwise indicated.

These financial statements are presented in pounds sterling which is the Company's presentational and functional currency and rounded to the nearest thousand unless otherwise stated.

The directors consider that the ultimate parent undertaking and ultimate controlling party of this Company is Morgan Sindall Group plc, which is registered in England and Wales. It is the only group into which the results of the Company are consolidated. Copies of the consolidated financial statements of Morgan Sindall Group plc are publicly available from www.morgansindall.com or from its registered office Kent House, 14-17 Market Place, London W1W 8AJ.

Adoption of new and revised standards

New and revised accounting standards adopted by the Company

During the year, the Company has adopted the following new and revised standards and interpretations. Their adoption has not had any significant impact on the accounts or disclosures in these financial statements.

- IFRS 17 'Insurance Contracts'
- Amendments to IAS 1 'Presentation of Financial Statements' and IFRS Practice Statement 2 'Making Materiality Judgements – Disclosure of Accounting Policies'
- Amendments to IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates'
- Amendments to IAS12 'Income Taxes – Deferred Tax related to Assets and Liabilities arising from a single Transaction'
- Amendments to IAS 12 'Income Taxes' – International Tax Reform – Pillar Two Model Rules

The accounting policies as set out below have been applied consistently to all periods presented in these financial statements.

OVERBURY PLC

MATERIAL ACCOUNTING POLICY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Strategic Report. The Company is expected to continue to generate positive cash flows on its own account during the going concern period, which the Directors have defined as the date of approval of the 31 December 2023 financial statements through to 31 March 2025.

The Company's secured order book at 31 December 2023 is £1,060m (2022: £812m), of which £778m relates to the 12 months ended 31 December 2024. As at 31 December 2023, the company held cash of £108.0m (2022: £144.4m).

The Company participates in the Group's centralised treasury arrangements and shares banking arrangements, including the provision of cross guarantees, with its ultimate parent Morgan Sindall Group plc and fellow subsidiaries. As at 31 December 2023, the Group held cash of £541.3m, including £26.1m (2022: £38.0m) which is the Group's share of cash held within jointly controlled operations, and total overdrafts repayable on demand of £80.6m (together net cash of £460.7m). Should further funding be required, the Group has significant committed financial resources available including unutilised bank facilities of £180m (2022: £180m), of which £165m matures in October 2026 and £15m matures in June 2026.

The directors, having assessed the responses of the directors of Morgan Sindall Group plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Company to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of their assessment of the Company's financial position, the Company's directors have a reasonable expectation that the Company will be able to continue in operational existence for the going concern period. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Property, plant and equipment

Freehold and leasehold property, plant, machinery and equipment are stated at cost less accumulated depreciation and any recognised impairment loss. Depreciation is provided in equal annual instalments at rates calculated to write off the cost of the assets over their estimated useful lives as follows:

Plant, equipment, fixtures and fittings	between three and ten years
Right of use - Leasehold buildings	the period of the lease
Right of use - Plant, equipment, fixtures and fittings	the period of the lease

Revenue

Revenue is defined as the value of goods and services rendered excluding discounts and VAT and is recognised as follows:

Construction contracts

A significant portion of the Company's revenue is derived from construction contracts. These services are provided to customers across a wide variety of sectors and the size and duration of the contracts can vary significantly from a few weeks to more than 2 years.

OVERBURY PLC

MATERIAL ACCOUNTING POLICY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

The majority of contracts are considered to contain only one performance obligation for the purposes of recognising revenue. Whilst the scope of works may include a number of different components, in the context of construction activities these are usually highly interrelated and produce a combined output for the customer.

Contracts are typically satisfied over time. For fixed price construction contracts progress is measured through a valuation of the works undertaken by a professional quantity surveyor, including an assessment of any elements for which a price has not yet been agreed such as changes in scope.

Variations are not included in the estimated total contract price until the customer has agreed the revised scope of work.

Where the scope has been agreed but the corresponding change in price has not yet been agreed, only the amount that is considered highly probable not to reverse in the future is included in the estimated total contract price. Where delays to the programme of works are anticipated and liquidated damages would be contractually due, the estimated total contract price is reduced accordingly. This is only mitigated by expected extensions of time or commercial resolution being achieved where it is highly probable that this will not lead to a significant reversal in the future.

In order to recognise the profit over time it is necessary to estimate the total costs of the contract. These estimates take account of any uncertainties in the cost of work packages which have not yet been let and materials which have not yet been procured, the expected cost of any acceleration of or delays to the programme or changes in the scope of works and the expected cost of any rectification works during the defects liability period.

Once the outcome of a construction contract can be estimated reliably, margin is recognised in the statement of comprehensive income in line with the stage of completion. Where a contract is forecast to be loss-making, the full loss is recognised immediately in the statement of comprehensive income.

Contract balances

Contract assets

Contract assets primarily relate to the Company's right to consideration for construction work completed but not invoiced at the balance sheet date. The contract assets are transferred to trade receivables when the amounts are certified by the customer. On most contracts, certificates are issued by the customer on a monthly basis.

Contract Liabilities

Contract liabilities primarily relate to the advance consideration received from customers in respect of performance obligations which have not yet been fully satisfied and for which revenue has not been recognised. Contract liabilities are recognised as revenue when performance obligation to the customer has been satisfied.

Contract costs

Costs to obtain a contract are expensed unless they are incremental, i.e. they would not have been incurred if the contract had not been obtained, and the contract is expected to be sufficiently profitable for them to be recovered.

OVERBURY PLC

MATERIAL ACCOUNTING POLICY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

Costs to fulfil a contract are expensed unless they relate to an identified contract, generate or enhance resources that will be used to satisfy the obligations under the contract in future years and the contract is expected to be sufficiently profitable for them to be recovered.

Where costs are capitalised, they are amortised over the shorter of the period for which revenue and profit can be forecast with reasonable certainty and the duration of the contract except where the contract becomes loss making. If the contract becomes loss making, all capitalised costs related to that contract are immediately expensed.

Leases

Where the Company is a lessee, a right-of-use asset and lease liability are recognised at the outset of the lease other than those that are less than one year in duration or of a low value.

The lease liability is initially measured at the present value of the lease payments that are not paid at that date based on the Company's expectations of the likelihood of lease extension or break options being exercised. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. The lease liability is subsequently adjusted to reflect imputed interest, payments made to the lessor and any lease modifications.

The right-of-use asset is initially measured at cost, which comprises the amount of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the Company and an estimate of any costs that are expected to be incurred at the end of the lease to dismantle or restore the asset. The right-of-use assets are presented within the property, plant and equipment line in the balance sheet and depreciated in accordance with the Company's accounting policy on property, plant and equipment. The amount charged to the statement of comprehensive income comprises the depreciation of the right-of-use asset and the imputed interest on the lease liability.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Pensions

The Company contributes to The Morgan Sindall Retirement Benefits Plan and to other employees' personal pension arrangements, which are of a defined contribution type. For all schemes the amount charged to the statement of comprehensive income is equal to the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Income tax

The income tax expense represents the current and deferred tax charges. Income tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity.

Current tax is the Company's expected tax liability on taxable profit for the year using tax rates enacted or substantively enacted at the reporting date and any adjustments to tax payable in respect of previous years.

OVERBURY PLC

MATERIAL ACCOUNTING POLICY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

Taxable profit differs from that reported in the statement of comprehensive income because it is adjusted for items of income or expense that are assessable or deductible in other years and is adjusted for items that are never assessable or deductible.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding tax bases used in tax computations.

Deferred tax is recognised on temporary differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at the tax rates expected to apply when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted and are only offset where this is a legally enforceable right to offset current tax assets and liabilities.

Dividends

Dividends to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The Company recognises lifetime expected credit losses for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Current/non-current classification

Current assets include assets held primarily for trading purposes, cash and cash equivalents, and assets expected to be realised in, or intended for sale or consumption as part of the Company's normal identifiable operating cycle. All other assets are classified as non-current assets.

Current liabilities include liabilities held primarily for trading purposes in line with the Company's identifiable normal operating cycle. These liabilities are expected to be settled as part of the Company's normal course of business. All other liabilities are classified as non-current liabilities.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires the Company's management to make judgements, assumptions and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in

OVERBURY PLC

MATERIAL ACCOUNTING POLICY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2023

the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements and estimates in applying the Company's accounting policies

The following are the critical judgements and estimates that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Revenue and profit recognition for long term contracts (judgement and estimate)

In order to determine the revenue and profit recognition in respect of the Company's construction contracts, the Company has to estimate the total costs to deliver the contract as well as the final contract value. The Company has to allocate total expected costs between the amount incurred on the contract to the end of the reporting period and the proportion to complete in a future period. The assessment of the total costs to be incurred and final contract value requires a degree of judgement and estimation.

The final contract value may include assessments of the recovery of variations which have yet to be agreed with client, as well as additional compensation claim amounts. The amount of variations and claims are often not fully agreed with the customer due to timing and requirements of the normal contractual process. Therefore, assessments are based on an estimate of the potential cost impact of the compensation claims and revenue is constrained to amounts that the Company believes are highly probable of being received. The estimation of costs to complete is based on all available relevant information and may include judgements and estimates of any potential defect liabilities or liquidated damages for unagreed scope or variations. Costs incurred in advance of the contract that are directly attributable to the contract may also be included as part of the total costs to complete the contract. Judgement is required to consider when any pre contract costs are directly attributable to a specific contract.

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. Analysis of revenue and profit before taxation

All revenue and profit before taxation relates to the Company's principal activity carried out in the UK. Revenue is analysed below:

	2023	2022
	£000	£000
Traditional	943,923	844,305
Design and build	62,305	33,436
Total revenue	1,006,228	877,741

In terms of type of work delivered in the year, 94% related to traditional fit out work (2022: 96%), while 6% related to 'design and build' (2022: 4%).

2. Operating profit

	2023	2022
	£000	£000
Operating profit is stated after charging/(crediting):		
Depreciation of tangible fixed assets:		
- owned assets	868	872
- right of use assets	1,424	1,436
Short term leases – plant & equipment	2,948	2,900
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	74	71

3. Staff costs

	2023	2022
	£000	£000
Wages and salaries	96,923	83,722
Social security costs	11,888	10,499
Pension costs	3,671	2,874
	112,482	97,095

	No.	No.
The average monthly number of employees (including executive directors) during the year was:	869	805

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

4. Directors' remuneration

	2023	2022
	£000	£000
Directors' remuneration		
Emoluments	6,077	5,742
Company contributions to money purchase pension scheme	95	58
	6,172	5,800
Remuneration of the highest paid director		
Emoluments	1,017	978
Company contributions to money purchase pension scheme	8	4
	No.	No.
The number of directors who:		
- are members of money purchase pension schemes	10	11
- exercised options over shares in the ultimate Group	3	5

Total emoluments exclude amounts in respect of share options (granted and/or exercised), pension contributions, benefits under pension schemes and benefits under long term incentive plans.

Two current directors of the Company received no emoluments (2022: two) in their capacity as directors of this Company. These individuals are remunerated by another company in the Group.

5. Net interest receivable

	2023	2022
	£000	£000
Bank interest receivable	4,159	1,522
Other interest receivable	3,037	552
Interest receivable	7,196	2,074
Lease liabilities	(101)	(133)
Interest payable	(101)	(133)

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

6. Tax

	2023	2022
	£000	£000
UK corporation tax charge on profit for the year	17,004	9,379
Adjustment in respect of previous years	(372)	28
Total current tax	16,632	9,407
Origination and reversal of timing differences	(46)	(266)
Adjustment in respect of previous years	(102)	(195)
Total deferred tax (note 11)	(148)	(461)
Total tax expense	16,484	8,946

Corporation tax is calculated at 23.5% (2022: 19%) of the estimable taxable profit for the year. The actual tax charge for the current and preceding year differs from the standard rate for the reasons set out in the following reconciliation:

	2023	2022
	£000	£000
Profit before tax	71,170	46,879
Tax on profit at corporation tax rate 23.5% (2022: 19%)	16,725	8,907
<i>Factors affecting the charge for the year:</i>		
Adjustment in respect of previous years	(475)	(167)
Expenses not deductible for tax purposes	238	246
Expected forthcoming changes in tax rates upon deferred tax	-	(32)
Other	(4)	(8)
Total tax expense	16,484	8,946

The UK statutory tax rate increased from 19% to 25% from 1 April 2023. Consequently, the applicable tax rate for the company (taking into account our December year end) is 23.5% in 2023 and 25% in 2024 (and beyond).

Deferred taxes at the balance sheet date are measured at the enacted rates that are expected to apply to the unwinding of each asset or liability. Accordingly deferred tax balances as at 31 December 2023 have been calculated at a mix of 23.5% and 25%. Deferred tax balances as at 31 December 2022 were calculated at a mix of 23.5% and 25%.

Pillar Two legislation has been enacted or substantively enacted in the UK. The legislation will be effective from 1 January 2024. The Company has performed an initial assessment of the Company's potential exposure to Pillar Two income taxes. Based on the initial assessment performed, the Company does not expect any material exposure to Pillar Two top-up taxes.

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

7. Property, plant and equipment

	Plant Equipment, fixtures & fittings £000	Right of use assets		Total £000
		Leasehold buildings £000	Plant, equipment, fixtures & fittings £000	
Cost				
As at 1 January 2023	5,589	8,659	483	14,731
Additions	368	3,437	-	3,805
Disposals	(173)	(4,019)	(125)	(4,317)
As at 31 December 2023	5,784	8,077	358	14,219
Accumulated Depreciation				
As at 1 January 2023	(3,821)	(6,014)	(162)	(9,997)
Charge for the year	(868)	(1,326)	(98)	(2,292)
Disposals	158	3,806	104	4,068
As at 31 December 2023	(4,531)	(3,534)	(156)	(8,221)
Net Book Value				
As at 31 December 2023	1,253	4,543	202	5,998
As at 31 December 2022	1,768	2,645	321	4,734

8. Trade and other receivables

	2023 £000	2022 £000
Amounts falling due within one year		
Trade receivables	154,093	86,286
Amounts owed by Group undertakings	105,779	77,085
Prepayments	720	331
Other receivables	934	425
	261,526	164,127
Amounts falling due after more than one year		
Trade receivables	12,378	11,116
	273,904	175,243

Amounts owed by Group undertakings are payable on demand and are not interest bearing.

At 31 December 2023, retentions held by customers for contract work, which are included within trade receivables, were £31.1m (2022: £28.6m). These will be collected in the normal operating cycle of the company including £12.4m (2022: £11.1m) that fall due in more than one year. The company manages the collection of retentions through its post completion project monitoring procedures and ongoing contract with clients to ensure that potential issues that could lead to the non-payment of retentions are identified and addressed promptly.

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

9. Construction contracts

The Company has recognised the following revenue-related contract assets and liabilities:

	2023	2022
	£000	£000
Contract assets	34,503	38,288
Contract liabilities	(6,952)	(4,761)

At 31 December 2023 costs to fulfil a contract, which are included within the contract assets, amounted to £nil (2022: £2.3m).

The contract assets primarily relate to the Company's right to consideration for construction work completed but not invoiced at the balance sheet date. The contract assets are transferred to trade receivables when the amounts are certified by the customer. On most contracts certificates are issued by the customer on a monthly basis.

The Company has taken advantage of the practical expedient in paragraph 94 of IFRS 15 to immediately expense the incremental costs of obtaining contracts where the amortisation period of the assets would have been one year or less.

The contract liabilities primarily relate to the advance consideration received from customers in respect of performance obligations which have not yet been fully satisfied and for which revenue has not been recognised. All contract liabilities held at 31 December 2023 are expected to satisfy performance obligations in the next 12 months.

Significant changes in the contract assets and the contract liabilities during the year are as follows:

	2023		2022	
	£000		£000	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
As at 1 January	38,288	(4,761)	30,841	(1,755)
Revenue recognised:				
- performance obligations satisfied in the current year	1,001,467	4,761	875,986	1,755
Cash received for performance obligations not yet satisfied	-	(6,952)	-	(4,761)
Amounts transferred to trade receivables	(1,005,252)	-	(868,539)	-
As at 31 December	34,503	(6,952)	38,288	(4,761)

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied or partially unsatisfied at the balance sheet date:

	2024	2025	2026	Total
	£000	£000	£000	£000
As at 31 December 2023	778,141	281,745	-	1,059,886

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

10. Trade and other payables

	2023	2022
	£000	£000
Amounts falling due within one year		
Trade payables	24,911	20,600
Social security and other taxes	54,990	40,746
Other payables	1,230	1,158
Accruals	208,491	151,675
	289,622	214,179

11. Deferred tax asset

	2023	2022
	£000	£000
Balance at 1 January	1,024	563
Charge for the year (note 6)	148	461
Balance at 31 December	1,172	1,024

Deferred tax assets consist of the following amounts:

	2023	2022
	£000	£000
Accelerated capital allowances	985	873
Short term timing differences	198	167
Other	(11)	(16)
	1,172	1,024

12. Share capital

	2023	2022
	£000	£000
Issued and fully paid		
13,000,000 ordinary shares of £1 each	13,000	13,000

The Company has one class of ordinary share which carries no rights to fixed income.

13. Retained earnings

	2023	2022
	£000	£000
Balance as at 1 January	97,190	94,257
Profit for the year	54,686	37,933
Dividends of 336p per share (2022: 269p per share)	(43,694)	(35,000)
Balance as at 31 December	108,182	97,190

14. Pension commitments

The Company contributes to the Morgan Sindall Retirement Benefits Plan and to other employees' personal pension arrangements. The Morgan Sindall Retirement Benefits Plan is a defined contribution post-retirement benefit plan under which the Company pays fixed contributions to a separate entity and has no legal or constructive obligation to pay further amounts. The assets of the schemes are held separately from those of the Company in funds under the control of trustees. The pension creditor at 31 December 2023 was £794k (2022: £713k).

OVERBURY PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

15. Contingent liabilities

Performance bonds have been entered into in the normal course of business. Performance bond facilities and banking facilities of the Group are supported by cross guarantees given by the Company and other participating companies in the Group.

Contingent liabilities may also arise in respect of subcontractor and other third-party claims made against the Company, in the normal course of trading. A provision for such claims is only recognised to the extent that the Directors believe that the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefit will be required to settle the obligation. However, such claims are predominantly covered by the Group's insurance arrangements.

16. Lease liabilities

The Company leases assets including property, plant and equipment. The average lease term is 4 years. There are no variable terms to any of the leases. The maturity profile for the lease liabilities at 31 December 2023 are set out as follows:

	Leasehold Property		Other Assets	
	2023	2022	2023	2022
	£000	£000	£000	£000
Maturity analysis				
Within one year	1,325	1,309	75	95
Within two to five years	3,289	1,512	139	230
After more than five years	-	55	-	-
	4,614	2,876	214	325

	2023			2022		
	Leasehold property	Other assets	Total	Leasehold property	Other assets	Total
	£000	£000	£000	£000	£000	£000
As at 1 January	2,876	325	3,201	4,395	109	4,504
Additions	3,438	-	3,438	-	345	345
Terminations	(214)	(22)	(236)	(59)	(66)	(125)
Repayments	(1,571)	(105)	(1,676)	(1,569)	(87)	(1,656)
Interest expenses	85	16	101	109	24	133
As at 31 December	4,614	214	4,828	2,876	325	3,201

17. Related party transactions

In the ordinary course of business, the Company has traded with its parent company Morgan Sindall Group plc together with its subsidiaries. Advantage has been taken of the exemption permitted by FRS 101 not to disclose transactions with entities that are wholly owned by the Group. Balances with these entities are disclosed in note 8 of these financial statements.

18. Subsequent events

There were no subsequent events that affected the financial statements of the Company.