MOTT MACDONALD

Mott MacDonald Group Limited

REPORT AND FINANCIAL STATEMENTS

31 December 2024

Mott MacDonald Group Limited

Engineering. Management. Development.

Innovation and excellence applied to achieve better outcomes for our clients and society

Approximately 20,000 people in over 50 countries

Independent and employee owned wholly focused on what is best for our clients and staff

150+ years heritage deep domain expertise

Directors
James Harris (Executive Chair)
Ian Galbraith (Strategy Director)
David Johnson (Development Director)
Richard Risdon (Regional General Manager)
Ed Roud (Finance Director)
Cathy Travers (Managing Director)

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James Harris
Executive Chair – welcome

As the Executive Chair of Mott MacDonald, it is my pleasure to present our 2024 annual report.

This year marks another year of good performance. We continue to win work and grow a high-performing, profitable and resilient business. With now close to 20,000 people in over 50 countries, we are moving forward together and with confidence.

In January 2024, Mike Brown CBE MVO became independent chair of our Shareholders' Committee following the invaluable contribution he made in his previous role as an independent member. Mike's industry leadership means that he is ideally placed to serve as the committee's chair, ensuring we are taking the right decisions for the right reasons as we pursue our strategy for growth.

We have significantly invested in digital tools to enhance productivity and quality and we have reinforced our digital capability with new Chief Digital Officers in every region. As we continue to explore new technologies, we remain certain that our expertise and leadership will enable us to adapt swiftly, providing genuine value for our clients.

In the UK, we were appointed to support National Grid in the design of two high-voltage links to increase renewable energy connectivity, part of an extensive endeavour to integrate power generated by offshore wind into local infrastructure by 2030.

The business also signed a memorandum of understanding with Holtec Britain and Hyundai Engineering & Construction to further explore the delivery of small modular reactor technology in the UK, and we are delivering on that commitment.

In North America, we are building on our success in transit, tunnels and underground infrastructure and energy. We were appointed to a five-year contract to provide programme and project management services for the Santa Clara Valley Transportation Authority and our work is ongoing in storm flood relief as we support the upgrade of Philadelphia's historic sewer system.

In Australia and New Zealand, we have strengthened our offering with the acquisition of specialist consultancies Merz and Neo Engineering respectively. We have also been selected by Queensland Hydro to provide engineering services for the upper and lower dams at the proposed hydro energy storage system at Lake Borumba.

Our success is intrinsically linked to our clients' success. That is why we are proud to celebrate the opening of great engineering projects such as Sydney Metro's new metro services and the Rusutsu Onshore Wind Farm in Japan. This year we also celebrated the Los Angeles Regional Connector as it was recognised as Rail Transit Project of the Year by the California Transportation Foundation.

On behalf of the Executive Board, I thank our clients and partners for their valuable opportunities, and our committed colleagues for their dedication, innovative spirit, and pursuit of excellence. They bring together diverse skills, experience and insight that make a real difference to our projects and the communities they serve.

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Corporate responsibility

We recognise our responsibility as a business to consider the impacts that our operations and projects have on the environment and society. Our corporate responsibility is managed at the highest level of the company, with the Executive Board having overall accountability for setting our commitments and ensuring these are delivered upon. A detailed overview of the Group's corporate governance arrangements is provided on pages 23 to 32.

Our approach is informed by the United Nations Global Compact and incorporates its principles into our code of conduct (Our Code), strategy, policy and procedures covering human rights, labour, environment and anti-corruption. In 2024, we published our Group sustainability policy statement, which sets out our commitments on climate, environment and society.

Through our business, we seek to make a positive difference by delivering sustainable outcomes for society and the environment through our projects and operations in the communities in which we work. Some of the ways we deliver on that commitment are described below.

With our clients

We recognise the increasing emphasis our clients place on pursuing environmental and social outcomes. We promote a culture of excellence and make sure that we have the right technical capabilities to deliver our clients' complex needs. We do this by continually investing to grow our knowledge, services and deep domain expertise for the benefit of our clients and their end users.

Through our internal communities of practitioners, our subject matter experts share and shape best practice and innovation. Our certification to PAS 2080:2023, the carbon management specification for buildings and infrastructure that we co-authored in 2016 and updated in 2023, is an illustration of our own ability to support our clients with embedding carbon management systems into their work in the built environment.

In our projects and operations

At project level, an assessment tool is deployed to determine the complexity of a project, including for health and safety, ethics and sustainability, as well as its potential risks, impacts and opportunities with the aim of developing appropriate treatment strategies through the project life cycle.

We implement and maintain an Environmental Management System (EMS) which drives continual improvement across our organisation to protect the environment and reduce our impacts, including from our greenhouse gas (GHG) emissions and energy consumption. The steps we are taking to address climate-related impacts and risks are detailed in the climate disclosures section on pages 4 to 12.

The relationship we build with our suppliers is also key. We continue to integrate sustainability considerations into our due diligence and procurement processes, ensuring that our business partners share our values and seek to improve their performance in their dealings with us and within their own supply chains. We are transparent in our approach to tackling slavery and human trafficking in our own operations and supply chains, which is described in our slavery and human trafficking statement[1].

With our people

Our aim is to achieve zero harm for our people, clients, partners and supply chain – both from physical and psychosocial harm. Our strong safety reporting culture enables us to identify unsafe conditions and behaviours and to take corrective action to create a safe working environment with high levels of trust. In 2024, we undertook a global safety culture survey to better understand how we can continue to improve this. We also launched a new wellbeing risk tool to identify and manage psychosocial risks within our project delivery. Our management system has been verified as meeting the requirements of ISO 45003: Managing psychological health in the workplace, and we have also been instrumental in creating industry guidance for managing wellbeing risks in the engineering consultancy industry.

[1] www.mottmac.com/legal/slavery-and-human-trafficking-statement

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In 2024, we have updated our global equality, diversity and inclusion (EDI) plan, ensuring that our approach keeps evolving in line with the changing needs of our workforce and society. This focuses on three key areas: improving representation across all levels of the organisation, delivering policies that promote equity and fairness in the workplace, and fostering deeper engagement and accountability at all levels.

We are making progress in our diversity representation. In 2024, we have seen improvements in gender diversity across the organisation. In regions where we have had the ability to track ethnicity data – UK and North America – we have seen an increase in ethnic representation, reinforcing our commitment to creating a more inclusive and representative workforce globally.

In our communities

We are passionate about contributing positively to our communities, everywhere we operate. As well as helping our clients build community benefits into their projects, our reach goes beyond the scope of our commissioned work. We support our staff who volunteer their energy and skill to causes that matter to them and us – for example, by providing them with flexibility, time and financial support.

In 2024, we continued our engagement with Bridges to Prosperity to deliver essential infrastructure for a community in Rwanda, improving the local community's access to education, healthcare, local markets and employment opportunities for women.

In the UK and the EU, we have continued to engage in communities local to our offices and project locations. Through our Brilliant Neighbours programme, we have supported specific local needs through sustainability garden projects and educational centres for children or adults with special needs, providing an inclusive space for everyone to come together to learn about sustainability topics. Alongside this, we have continued to drive initiatives supporting meaningful employment for disadvantaged groups through mentoring, work experience placements and workshops.

In North America, the long-term engagement with the communities where our projects are based helps to introduce students from underrepresented groups to science, technology, engineering and mathematics-related careers through networking events, mentoring and learning programmes. In Singapore, we have partnered with the local charity HealthServe to support the immediate needs of migrant and refugee communities.

Climate disclosures

We have taken steps to address climate change mitigation and resilience across the business. As a large unquoted company, Mott MacDonald Group falls in scope of the UK Government's Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 and the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022. This section describes our governance, strategy, risk management, metrics and targets in relation to climate change, and also communicates our progress in reducing carbon and energy consumption. The content of the statement is structured according to the reporting requirements set out in the above regulations and accompanying non-binding guidance.

Governance

The Group has established an integrated approach to governance of Climate, Environment and Social (CES), inclusive of climate-related risks and opportunities. The Executive Board has overall accountability for CES and signs off Group-level mandatory disclosure, including Climate-related Financial Disclosures and Streamlined Energy and Carbon Reporting (SECR) through the annual report and financial statements. The Executive Board delegates responsibility for oversight of CES matters to the CES Steering Group (previously referred to as ESG Steering Group) whose purpose is to ensure that an appropriate governance environment is in place, implemented by appropriately qualified and experienced parties, and effective. The CES Steering Group

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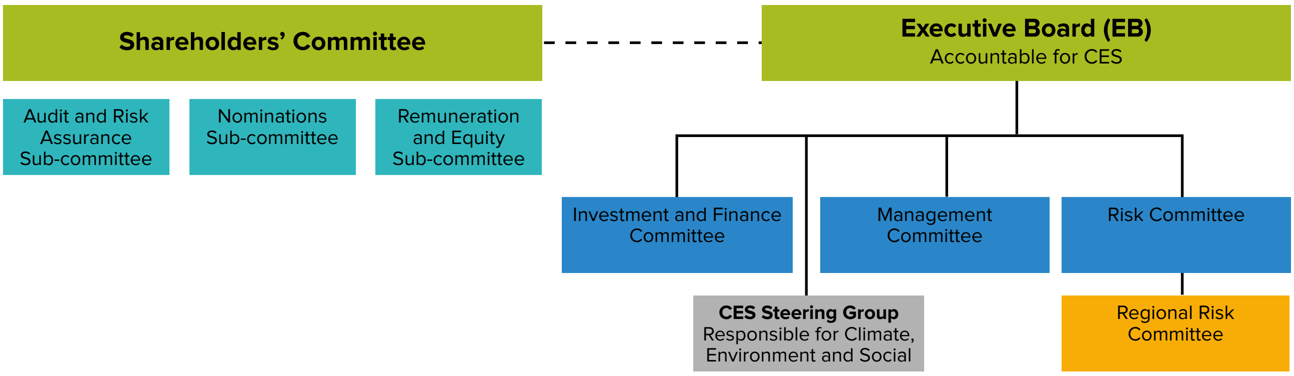
reports to the Executive Board as required on progress. Opportunities for growth of our sustainability-related services and capabilities, including climate, are overseen by the Executive Board and its committees through our Group strategy (see the 'business impacts, response and resilience to climate-related risks' section on pages 7 and 8). In 2024, we consolidated our CES-related policies into our Group Sustainability policy statement, which sets out our commitments on climate, including carbon reduction, with responsibilities and actions to deliver those within our business.

Alongside these dedicated governance arrangements, relevant responsibilities are also embedded within the terms of reference of the committees of the Executive Board. The Management Committee manages business performance, including on carbon reductions, while the Risk Committee provides a framework to identify, assess and manage risks. Throughout 2024, these committees have monitored our progress in managing identified climate risks through quarterly updates. Please refer to the 'metrics and targets' section of this statement on page 8 for the details of our approach.

The Shareholders' Committee supports and challenges the Executive Board. The Shareholders' Audit and Risk Assurance Sub-committee is responsible for reviewing and challenging the risk management and control environment of the Group and may request updates on the implementation of our Group response to climate-related risks.

A detailed overview of the Group's corporate governance arrangements, outlining the roles and responsibilities of each committee, is provided on page 23.



Risk management

Within the Group, opportunity, uncertainty and risk, including for climate, are led through the Risk Committee. In 2023, a Group-level assessment was undertaken to identify specific risks aligned to the risk types recommended by the Task Force on Climate-related Financial Disclosures (TCFD) framework and taking into consideration different climate-related scenarios. The outputs of this assessment are summarised in the 'strategy – principal risks and opportunities' section of this statement on pages 6 and 7.

As a result of this process, the Executive Board determined that climate change should be included as one of our Group principal risks, and as such embedded across the Enterprise Risk Management (ERM) framework. The Group's climate change risk treatment plan was established in 2024 to define the actions and responsibilities required to manage our Group climate-related risks in line with the Group's climate risk appetite. Refer to pages 16 and 17 of this report for a detailed outline of the Risk Management framework and to page 88 for our Group principal risks.

Climate change is also part of the risk catalogue within the ERM framework. This is an integral part of the risk assessment process utilised at function, unit and regional levels, which will routinely identify and assess climate risks and, where required, be escalated to the Risk Committee.

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The Group operates a business management system, STEP, which sets out the policies and procedures that are applied across the organisation. Mott MacDonald has taken measures to ensure that climate risks are specifically embedded within the STEP processes to inform the way we deliver our projects and choose our suppliers. For further details on the management of opportunity and risk, please refer to pages 27 to 29 of this report.

Strategy – principal risks and opportunities

The 2023 Group-level assessment of the climate-related transition and physical risks and opportunities to the business, applied the following five-step approach:

1. Identification of risks and opportunities by considering climate change in the business risk catalogue and prioritising key risks and opportunities based on materiality;
2. Definition of time horizons and climate scenarios to guide the qualitative assessment of the identified risks;
3. Qualitative assessment of the identified risks against time horizons and scenarios, to generate a risk or opportunity rating (low, medium or high);
4. Qualitative analysis of the impacts of such risks on business strategy, business model and operations; and
5. Validation and summary of risks and opportunities identification and assessment.

The outcomes of this assessment subsequently informed the Group's climate change risk treatment plan, which is reviewed annually.

Risks were assessed under three time horizons as follows:

- **Short term**: 1-2 years – aligned to our annual business planning and enterprise risk management processes;
- **Medium term:** 3-10 years – aligned to business strategy; and
- **Long term:** over 10 years – aligned to our carbon reduction and net-zero targets.

Three climate change scenarios were considered qualitatively in the assessment across the selected time horizons. The Intergovernmental Panel on Climate Change (IPCC) Shared Socioeconomic Pathway (SSP) scenarios were identified as the most relevant resource, a choice which is consistent with the Group approach to align to the latest climate science. The Group selected three scenarios (SSP1, SSP2, SSP5) that vary in their levels of ambition for mitigation and adaptation. These scenarios also encompass a range of societal, market and regulatory factors to which Mott MacDonald is more exposed. In our analysis, we also considered the assessments produced by Working Group II and III to the IPCC Sixth Assessment Report applied to the same scenarios. The key parameters and assumptions for each scenario can be summarised as follows:

- **Paris-aligned** – A gradual but pervasive shift towards a more sustainable path produces strong economic growth and a broader emphasis on human wellbeing and reducing inequality. Resolute and immediate mitigation policies limit global warming to near 1.5°C and well below 2°C thanks to high levels of electrification, energy and material efficiency, and renewable energy. Socio-behavioural responses are oriented towards lower demand and pressure on natural resources. A pervasive expansion of forests and natural lands greatly reduces climate-change damage to people and nature. This scenario is broadly commensurate with delivering upon the Paris Agreement, with low challenges in implementing mitigation and adaptation measures.

- **Middle of the road** – Social economic trends do not shift markedly from historical patterns causing uneven development and income growth, and slow progress in achieving the sustainable development goals. Environmental systems experience degradation, although there are some improvements. Moderate mitigation efforts lead to balanced energy development, featuring a continuation of the current fossil-fuel dominated energy mix, broadly commensurate with medium challenges to mitigation and adaptation. It is assumed this scenario does not increase the ambition of current global pledges and targets, which are divergent across countries and sectors, leading to a delayed transition and severe physical risks.

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- **Reasonable worst case** – This scenario is reliant on competitive global markets and innovation to drive rapid technological progress and human capital development, viewing these as key to achieving sustainable development. The continued exploitation of abundant fossil fuel resources supports rapid economic growth and energy intensive lifestyles around the world, boosting energy demand. High challenges in implementing mitigation measures are predicted to cause long-term, widespread and irreversible adverse impacts to nature and people, beyond natural climate variability.

Business impacts, response and resilience to climate-related risks

The material risks and opportunities identified for our business and their impacts are presented below and summarised on page 89. The Group has not yet quantified the financial impact of these risks and opportunities and has only performed a qualitative assessment. At present, we do not anticipate the climate change risks identified to be material to our financial statements.

Transition risk – policy and legal: *The risk that Mott MacDonald will be unable to meet requirements under current and emerging climate regulation, including carbon reduction targets and climate change risk disclosure.* This could lead to penalties or reputational damage because of non-compliance. As a professional business service, the inability to adapt to rapidly evolving requirements could also translate into revenue loss if clients' tightening selection criteria cannot be met.

We consider our exposure to this risk to be medium and more likely to impact the business in the short-term horizon and in a Paris-aligned scenario as a result of rapidly evolving standards and enhanced climate regulations. It is assumed that the risk will reduce in longer time horizons as the business will adapt to new climate-related requirements, and that less stringent regulation will be introduced in a middle of the road or reasonable worst-case scenario.

In response to this risk, we are implementing actions and activities to support our business transition, having established GHG emissions reduction targets and plans. Please refer to pages 8 to 12 for the details of our approach and progress. We are also enhancing our regulatory foresight capabilities through our Environmental Management System (EMS).

Transition risk – market: *The risk that our capabilities may not match the requirements of our clients in our core and emerging markets.* It is assumed that climate change will have implications for sectors in which Mott MacDonald Group operates as our clients' transition assets, operations and business models to align with the latest climate science recommendations. The Group's inability to evolve its capabilities to continue to meet clients' needs would drive revenue loss from existing clients and lead to missed strategic opportunities to support transition growth sectors. Indirect impacts would also affect the business's ability to attract and retain talent, knowledge and skills with knock-on effects on project delivery.

The speed of this transition differs under the different scenarios and creates both risks and opportunities, but in all scenarios, the risk that our capabilities will not match the requirements of our clients in our core and emerging markets is expected to be low. As an employee-owned organisation that primarily provides consulting services, our business model is inherently adaptive and our service offering evolves alongside our markets and clients. Our annual strategic statement outlines additional areas we wish to focus on and informs our regional business plans and our global sectors' strategies, including considerations of climate risks. We also consider our core civil engineering skillset to be closely aligned to delivering the decarbonisation and resilience efforts needed to manage future climate change. We are already undertaking Group-wide initiatives that strengthen our technical capabilities to meet the growing demand for climate-related services, for example through our Climate Change Academy. We continue to expand and evolve our services across decarbonisation, climate change resilience and the energy transition.

As such, we are well positioned to seize the **market opportunity** to grow decarbonisation and resilience technical services to our clients. The Paris-aligned and middle of the road scenarios are expected to provide the biggest opportunity to increase revenue from climate-related services, especially in the short and medium term, as new

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climate policies are introduced and investments in climate-resilient infrastructure rise. This is likely to generate additional benefits, such as improved employee attraction and retention, as well as positive brand differentiation.

Physical risk – acute and chronic: *The risk of significant harm, damage and disruption to our workforce, assets and project delivery due to physical impacts of climate change on our operations.* Chronic impacts of climate change may affect the safety and wellbeing of our employees, especially those who travel internationally or work outdoors. Project delivery may be impacted and work in some locations may become difficult or not viable. Acute impacts from extreme weather events can cause disruption to business operations, particularly in locations where project delays and suspensions are likely to lead to increased costs, reduced revenue and reputational losses. Extreme weather events may also damage physical assets, causing legal liability or impact insurance cover.

We expect the physical risks of climate change to have limited impact on our business operations in the short term. As an organisation with no significant owned capital assets, the financial impact of climate change is unlikely to be material. Our ability to continue operating safely in the event of acute climate change events is supported by business continuity and project contingency planning. Physical risks are expected to be higher in a medium/long-term horizon, especially in the reasonable worst-case scenario, as the frequency and severity of extreme weather events continue to increase. We recognise that certain business areas will be more exposed and vulnerable due to their location and/or sector of operations. The ERM framework and business strategy are in place to enable consideration of physical impacts of climate change arising in the medium to long term. Mitigation for this risk is also documented within our safety management system.

Metrics and targets

The absolute reduction of GHG emissions constitutes the key performance indicator used to assess progress against our identified climate-related risks and opportunities. Our overarching target is to reduce carbon emissions from our global business of Mott MacDonald Group Limited and its subsidiaries (MMGL) to net zero by 2040, with a reduction in scope 1, 2 and 3 emissions of 90% by 2040 (from a 2019 base year). In the short term, we aim to reduce by 2030 our scope 1 and 2 GHG emissions by 46.2% and relevant scope 3[2] emissions by 28% from a 2019 base year. We are also committed that 70% of our spend will be with suppliers who have science-based targets by 2027. Our targets are verified by the Science Based Targets initiative (SBTi). Please refer to the 'emissions performance' section in this statement on page 10 for the details of our progress.

Aligned to SECR, we also report upon our energy consumption and associated GHG emissions. We will consider the development of additional risk-aligned metrics and targets in line with requirements from the International Sustainability Standards Board (ISSB) and UK Government's regulatory instruments.

Reporting boundary and methodology

The reporting boundary of our carbon footprint is the global business of MMGL. It is set according to the control approach, under which MMGL accounts for 100% of GHG emissions from operations over which the Group has operational control. For the purpose of SECR, the reporting boundary is constrained to our UK business, which comprises of the UK offices of Mott MacDonald Limited (MML) (see table 2 on page 11) and J.N. Bentley Limited (JNB) (see table 3 on page 12).

The inventory methodology aligns with the GHG Protocol Corporate Accounting and Reporting Standard, covering:

- Scope 1: direct emissions from sources owned or controlled by us, including:
  - combustion of fuel from office energy
  - refrigerant gases
  - combustion of fuel from company-owned vehicles
  - combustion of fuel from plant used on site (JNB)

- Scope 2: indirect emissions from the generation of purchased electricity

[2] Scope 3 GHG emissions from fuel and energy related activities, waste generated within our operations, business travel and employee commuting.

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- Scope 3: indirect emissions:
  - Category 1: Purchased goods and services
  - Category 2: Capital goods
  - Category 3: Fuel and energy related activities
  - Category 4: Upstream transportation and distribution
  - Category 5: Waste generated within our operations
  - Category 6: Business travel
  - Category 7: Employee commuting

Emissions are measured in tonnes of carbon dioxide equivalent (tCO_2e), using the most recent conversion factors such as from the UK Department for Energy Security and Net Zero, the US Environmental Protection Agency and the International Energy Agency. In the absence of more granular activity data or emission factors, a spend-based method has been applied, including the use of conversion factors by spend provided by Defra. Our methodology is documented within detailed statements for each emission source, these method statements are used to support the verification of our carbon footprint to ISO 14064.

Measures to improve energy and carbon performance: our transition plan

Our transition planning focuses on establishing and implementing our carbon reduction plan to meet our carbon reduction targets. This is reviewed and updated to reflect emerging priority areas where required. In total, five areas have been prioritised to drive deep reductions across the business:

- **Data optimisation:** to enable our business to make informed decisions based on good quality data, we have developed our in-house solution to refine our data collection and calculation processes, resulting in increased accuracy and robustness of our data, supporting monitoring of our footprint throughout the year. These improvements have also led to a recalculation of previous year emissions to ensure consistency. The data displayed in tables 1-3 on pages 11 and 12 include the baseline (2019) and performance data for 2023 and 2024.

- **Transition to low carbon energy:** reducing energy consumption is the priority lever to address our scope 1 and 2 emissions. To drive the implementation of the energy reduction hierarchy across the business and achieve our target of 100% renewable electricity, we have continued to increase procurement of renewable energy for our offices and embedded low carbon considerations into new lease agreements. Where we have refurbished our offices, we have ensured new energy efficient equipment and operations are installed to reduce the energy we use in the first instance. Our contracting business, JNB, has introduced a site power hierarchy which prioritises lower carbon options such as solar and/or battery packs to improve efficiency. We have also continued to use hydrotreated vegetable oil (HVO) in plant equipment as a lower carbon alternative to diesel. To help reduce plant emissions, we have initiated eco-operator training for our plant operators. This training aims to reduce the time our machines spend idling while improving fuel consumption through more efficient operation.

- **Low carbon procurement:** as per our supply chain policy, we are committed to maintaining our reputation as a sustainable and socially responsible business by working with a supply chain that has similar values; forming resilient, mutually beneficial long-term relationships. A key element of reducing the scope 3 emissions from the goods and services we purchase is through supplier engagement and procurement decisions. We have started this process by gaining a detailed understanding of the supply chain across our regions that will inform our engagement programme. With a global business our suppliers are across the world, meaning a tailored approach to supplier engagement is needed. We have worked with our regional carbon reduction and procurement leads to develop localised action plans for supplier engagement. We have also added additional questions and scoring matrix into our due diligence processes across the Group to gain more information directly from our suppliers. These actions will help us to embed carbon reduction into our decision making.

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- **Travel policy and behaviours:** to encourage lower carbon travel options and lower our scope 3 emissions, we have developed a roadmap to climate-conscious business travel which sets out our ambitions and milestones regarding carbon reduction between now and 2030. The roadmap will be used to guide our internal travel programmes and policies. For example, we have extended our non-compliance for mainland Britain flights to include additional European routes where rail is available. We have also moved to using International Air Transport Association (IATA) emissions calculation for air travel which enables our colleagues to embed low-carbon decision making at the point of sale.

- **PAS 2080:** to drive systemic carbon reductions in buildings and infrastructure design, we have been certified to PAS 2080 (the international specification for carbon management in buildings and infrastructure) as a designer since 2017. We plan to maintain our certification and in doing so continue to mature our carbon management system.

Emissions performance

We report data for the calendar year. Our global carbon footprint has undergone external verification to ISO 14064. Progress against our plans, targets and KPIs is monitored by the Executive Board through the Management Committee and the Risk Committee.

From 2019 to 2024, our scope 1 and 2 emissions decreased by 33% (or 21% when including outside of scope biogenic carbon emissions, e.g. from HVO). The reduction in our near-term focus emissions since the base year is reflective of the measures delivered through our transition plan. For scope 1 and 2, reductions have been driven primarily by shifting our office electricity to renewable and low-carbon sources.

When considering only the scope of emissions included within our near-term absolute reduction targets (which exclude emissions covered by our supplier engagement target) in 2024 our scope 3 emissions reduced by 30% from 2019. These emissions have reduced because of less business travel mileage across all travel modes. Our colleagues are encouraged to travel more efficiently (e.g. trip consolidation) and to make use of video conferencing where possible. To address our supplier engagement target, we have started to develop regional engagement plans for the global business.

As a result of supplier emissions, our total emissions (from scope 1, scope 2 and all reported scope 3 categories) for MMGL increased 8% from 2019. Over the same period the business saw a growth of 41% in total revenues. Despite this growth our emissions intensity per number of full-time equivalent (FTE) employees has decreased by 12% since 2019. We are firmly committed to continuing to reduce our emissions in line with what is required by our carbon reduction targets. We continue to monitor our emissions to inform appropriate strategies and initiatives to reduce the carbon impact of our business.

Please refer to table 1 on page 11 for the full details of the Group carbon footprint, including all reporting entities and all scopes of emissions included within our science-based targets. Please refer to tables 2 and 3 on pages 11 and 12 for the energy consumption of associated emissions for our UK entities, Mott MacDonald Limited (table 2) and J.N. Bentley Limited (table 3). For the purpose of SECR, we only report business travel emissions from hire vehicles and grey fleet respectively in tables 2 and 3, whereas table 1 includes emissions from all types of business travel. The years of reporting include our target baseline year (2019), the previous reporting year (2023) and our latest reporting year (2024). For further information, refer to our Group carbon footprint report.

Note: As a result of improved data quality and calculation methodology, the data displayed may differ to what has been reported in previous years. To compare emissions progress on an annual basis, each year has been recalculated using a consistent footprint methodology.

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Mott MacDonald Group carbon and energy reporting

Table 1: MMGL (global engineering, management & development consultancy and building & civil engineering contracting businesses)

Current reporting year: Jan-Dec 2024	Quantity (MMGL)		
	2024	2023	2019 – Baseline
Total in-scope GHG emissions (tCO_2e)	**294,771**	**239,955**	**272,365**
Scope 1: Office gas, fuel and fugitive emissions (tCO_2e)	12,463	11,953	14,965
Scope 2: Market-based electricity[3] (tCO_2e)	3,257	3,669	8,666
Scope 3: Total (tCO_2e)	279,051	224,333	248,734
Category 1: Purchased goods and services	206,104	169,838	167,554
Category 2: Capital goods	9,880	5,550	4,033
Category 3: Fuel and energy related activities*	4,925	4,529	5,514
Category 4: Upstream transportation and distribution	26,411	16,685	24,588
Category 5: Waste generated in operations*	2,071	2,262	2,570
Category 6: Business travel*	20,853	16,864	29,714
Category 7: Employee commuting*	8,807	8,605	14,761
GHG emissions intensity (tCO_2e/employee)	**15.70**	**13.26**	**17.81**
% change in tCO_2e from base year (2019):			
Scope 1 & 2	-33%	-34%	
Scope 3 (near-term focus*)	-30%	-39%	
Scope 3 (total)	12%	-10%	
Scope 1, 2 & 3	8%	-12%	
Outside of scopes: biogenic emissions (tCO_2e)	*2,883*	*3,210*	–
% change from base year (2019) including outside of scopes:			
Scope 1, 2 & outside of scopes	*-21%*	*-20%*	
Scope 1, 2, 3 & outside of scopes	*9%*	*-11%*	

Table 2: MML (UK engineering, management & development consultancy business) for the purposes of SECR reporting

Current reporting year: Jan-Dec 2024	Quantity (MML)		
	2024	2023	2019 – Baseline
Total energy consumption (kWh)	**17,292,126**	**14,921,670**	**23,009,247**
Office energy: electricity and gas (kWh)	6,507,236	7,350,528	15,186,184
Business travel: car (kWh)	10,784,890	7,571,142	7,823,063
Total in-scope GHG emissions (tCO_2e)	**3,531**	**2,923**	**6,437**
Scope 1: Office gas and fugitive emissions (tCO_2e)	418	632	1,071
Scope 2: Market-based electricity (tCO_2e)	106	67	2,112
Scope 3: Business travel – car (tCO_2e)	3,007	2,224	3,254
GHG emissions intensity (tCO_2e/employee)	**0.45**	**0.38**	**1.12**
Outside of scopes: biogenic emissions (tCO_2e)	*86*	*77*	–

[3] Location-based scope 2 emissions in 2024, 2023 and 2019 are 4,860 tCO_2e, 4,859 tCO_2e and 7,851 tCO_2e respectively.
* Scope 3 emissions covered by our near-term absolute reduction target.

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Table 3: JNB (UK building & civil engineering contracting business) for the purposes of SECR reporting

Current reporting year: Jan-Dec 2024	Quantity (JNB) 2024	2023	2019 – Baseline
Total energy consumption (kWh)	**56,145,079**	**53,589,289**	**54,835,000**
Office energy: electricity and gas (kWh)	481,440	560,374	775,248
Company vehicles and plant energy: gas oil, diesel and petrol (kWh)	47,750,994	45,667,001	47,780,348
Business travel: car (kWh)	7,912,645	7,361,914	6,279,404
Total in-scope GHG emissions (tCO_2e)	**12,303**	**11,290**	**15,400**
Scope 1: Office gas and fugitive emissions (tCO_2e)	33	25	43
Scope 1: Plant energy (tCO_2e)	8,163	7,381	9,766
Scope 1: Company vehicles (tCO_2e)	2,284	2,163	2,521
Scope 2: Market-based electricity (tCO_2e)	10	11	53
Scope 3: Business travel – car (tCO_2e)	1,813	1,710	3,017
GHG emissions intensity (tCO_2e/employee)	**6.03**	**6.86**	**9.91**
Outside of scopes: biogenic emissions (tCO_2e)	*2,797*	*3,133*	–

Business and financial review

Business environment

Geopolitical disruption and economic uncertainty continued to impact our business environment in 2024.

Although inflation and interest rates fell during the year, public sector funding and private sector investment remained tight. This impacted the markets we operate in and reduced opportunities for growth. Our clients also delayed the commencement of many projects as a means of managing spend, which further slowed growth across our markets.

The threat of a global recession receded, but business confidence and market sentiment remain on balance sufficiently negative, that they have created uncertainty in our markets with a further slowdown in infrastructure investment as we head into 2025.

Business response

Our business continued to focus on target markets and key clients, and increased project win rates and project profits.

However, overhead management was more challenging given the uncertainty and unpredictability with volumes and the order book.

We continued to use selective focus to develop our plans and deliver value to our clients, and we sought reduction or exit from markets where growth, profit or cash returns continued to fall below expectations.

Our strategy, together with our accelerated growth pathways embedded in it, has helped us meet our clients' objectives and priorities, enabling them to deliver to their stakeholders.

Strategic review

During 2023, the Executive Board brought a strategic review of the global business to a close, with a list of strategic priorities across the regions to deliver over the next few years. In 2024, it has focused on embedding these priorities and the accelerated growth pathways to capitalise on their value and use them as a strategic catalyst across the business. It should enable us to build scale in key markets that provide us with growth and market diversity.

Strategic report

The S172 statement on pages 18 to 21 sets out some more detail of the strategic review and accelerated growth pathways.

Financial review

Revenue and operating profit

The financial metrics that are used to monitor business performance are revenue growth, operating profit growth and operating profit margin.

Gross revenue of £2,518.1m was £144.3m (6.1%) up on 2023 (£2,373.8m). Organic growth was 7.6% with an adverse impact of 1.5% from exchange. Operating profit of £100.7m was 9.5% up on 2023, with the operating margin at 4.0% (2023 – 3.9%). The profit before tax margin at 4.9% is similar to 2023 (4.8%).

The £144.3m increase in Group gross revenue was partly down to inflation and partly market driven. Revenue from consulting was 78% of overall revenue with 22% from contracting, compared to 82%/18% respectively in 2023. A geographic analysis of gross revenue by destination is in note 5 to the financial statements.

The consultancy business has broadly managed to hold its revenue to the previous year's level despite significant global economic and political uncertainties adversely impacting its key geographies in Europe, Americas, Australia/New Zealand, Middle East/Africa and Asia, with all of them impacted by difficult trading conditions. The UK business saw reasonable growth given the market.

During the year, the rate of growth in the consultancy business slowed due to weaker infrastructure markets, with some projects being deferred or cancelled, and markets generally slowing down. The Executive Board remains comfortable with the level of growth and profitability in the consultancy business against the backdrop of the economic headwinds that appear to be developing more widely across its markets.

The contracting business is a UK business, principally operating in the water sector, which grew 31% in the year benefitting from excellent markets in the UK's regulated Asset Maintenance Programmes (AMP) for water companies. There was good growth and good opportunity from AMP7 coming to an end and from AMP8 offering early opportunity in the next trading cycle which will gradually pick up over the next 12 months.

The UK consultancy business produced good profit and double-digit margins; a solid set of results given these circumstances and despite the adverse trading environment in its core markets. However, the US and Australian consultancy businesses experienced high overheads from lower volumes that depressed profits as they retained staff in markets hit by a temporary downturn, with recovery expected in 2025.

Geopolitical disruption continued to impact the UK's currency in 2024. The Group's foreign exchange losses on trading were down from £8.9m to £3.5m. The Group uses natural hedging as its main approach to currency management.

As we enter 2025, most of the businesses have reasonable visibility of their markets. The consulting business is faced with a lot of uncertainty, with markets slowing now more than they have done so over the past 12 months.

The Group's refreshed strategy, the discipline from its purpose and selective focus, and the development of its accelerated growth pathways are all providing insight and clarity on choice of markets, clients and projects. This is increasingly important to the Group, due to the anticipation of a more significant slowdown in general market volumes expected in the coming 12 months.

The contracting business should continue to benefit from excellent markets with the Group in a good position to capitalise on its strong market reputation and maintain good growth in volumes and profits.

The Group's captive insurance company, MHACE Insurance Company Limited (MHACE), made a small loss this year, mainly due to the timing of claims being settled. There is no change to the risk profile of the captive's

Strategic report

claims or the quality of work and reputation that the Group has for excellence in the market.

Non-operating income from the research and development expenditure credit scheme, income received on current asset investments in MHACE, net interest received on cash deposits and money market placements, and other finance income from pension accounting was £22.6m (2023 – £21.0m). Most of the improvement in this area is from the research and development expenditure credits, up £1.9m over 2023.

There continues to be focus on reviewing lead indicators of workload and the resources required to deliver it. The order book, win rates, prospects and staff utilisation are all reported to the Executive Board monthly. Utilisation has been noticeably lower in 2024 compared to 2023, and it has been challenging for management to address the issue in 2024 largely due to uncertainties around timing of work. As a result, the Group has carried out a process of staff redundancies, mainly in Australia and the US, to better balance resource with actual and projected workload levels.

Finally, special projects and initiatives with significant costs for business improvement continue to be reviewed and controlled to ensure that cost suitably enhances our capability and efficiency.

Cash

Over the past five years, the business has increased its net cash position from £83.6m to £405.9m from a focused plan to build cash balances and improve the resilience of the balance sheet. Notwithstanding the improvement in cash and the positive movement in balance sheet liquidity over that period, working capital improvement continues to be a focus for the Executive Board, especially for the businesses in North America, the Middle East and East Asia where gross working capital days still remain above the Group average. This is mainly due to a need for improvement in operational efficiencies and client focus rather than any concern over recovery of contract assets or trade debtors.

In 2024, net cash inflow from operations was up 13% from £100.9m to £114.2m with revenue growth of 6.1%. Although trade debtors are down around 5%, contract assets are up about 16%, bringing a need for more focus in that area in 2025.

There is no evidence of material credit risk in the higher working capital balances. Instead, slower payment profiles on certain clients and geographies need to be addressed by the local businesses.

There were no unusual or exceptional items in the areas of investing activities or financing activities in the cash flow analysis. Investing activities mainly relate to plant, equipment and related assets in the contracting business, given its significant growth and due to office fit-outs across the whole business as we improve the quality and comfort of the working and living environment. Financing activities mainly relate to share warehousing transactions between the Mott MacDonald Employee Trust and the company, and the annual dividend paid to shareholders. Debt of £10.0m at the year end, primarily for hedging, is insignificant in the context of overall liquidity.

UK pension scheme

The scheme was in surplus on an FRS 102 accounting valuation basis at 31 December 2024 and also in each of the previous three years. The accounting surplus in the 2024 financial statements is £45.5m (111% funded). In the first four months of 2024, £6.5m of pension contributions were paid into the scheme. These contributions were a requirement that followed from the 2021 actuarial valuation and were included in the 2021 scheme funding agreement.

A full actuarial valuation was carried out as at 1 January 2024 and the outcome was that the scheme was fully funded on a technical provisions basis at that date. The surplus was £14.5m (103% funded).

The 2024 actuarial valuation was signed on 26 April 2024, with the trustee and Mott MacDonald Limited (MML) agreeing that full funding had been reached and that from 1 May 2024 no further deficit contributions

Strategic report

were required to be paid by MML to the scheme. MML will continue to pay a contribution to cover the costs of administering the scheme. Periodic actuarial valuations of the scheme will be carried out to monitor scheme progress and ensure that full funding is maintained. At 31 December 2024, the surplus was £22.2m on a technical provisions basis (105% funded).

The FRS 102 pension scheme asset has not been recognised in the financial statements as access to the surplus is not unconditional and is only with trustee agreement.

In October 2023, the trustees took steps to incorporate the trust, removing the individual trustees and then appointing them formally as directors of the newly formed Mott MacDonald Pension Trustee Limited (MMPTL). Capital Cranfield Pension Trustees Limited was appointed as a trustee director and provides the services of a professionally qualified independent employee as their representative on the MMPTL Board.

The corporate trust and their advisers are currently working together with MML on preparations for a decision anticipated in 2027 as to whether it would be in the overall best interest of scheme members to secure liabilities and agree a company proposal (assuming circumstances remain financially attractive), to negotiate a buy-out arrangement with an insurer in 2028/2029. A necessary precursor to any decision by MML and subsequently the trustee is for the scheme to reach solvency. As at 31 December 2024, the scheme was estimated to be 97.8% funded on the solvency basis, with a forecast deficit of £10.5m.

Other pension schemes
The Group also has small defined benefit pension schemes in the US and in Ireland. Both of these schemes are also fully funded on a technical provisions basis – US (USD 0.2m surplus – 101% funded) and Ireland (Euro 3.1m surplus – 144% funded). These pension scheme assets have not been recognised either for the same reason.

Bank facilities
There is a five-year multi-currency revolving credit facility of £125m in place with two banks until 17 December 2026, with an accordion of £25m in the main facility agreement to take capacity potentially up to £150m. The Group also has facilities to provide tender bonds, performance bonds and advance payment bonds in the normal course of business.

Covenants
The covenants for the £125m credit facility assess the Group's debt and interest in relation to its earnings. These covenants have been comfortably met during 2024 as the Group has an insignificant amount of debt currently drawn down and it has a strong earnings position.

Covenants are reported to the banks four times a year within 60 days of each quarter end.

As the pension scheme is fully funded and further contributions to it are no longer required from the company, there are no covenants for it to comply with.

At the time of signing the financial statements, the directors are of the view that the covenant position for the banks will not change significantly during 2025.

Dividend
The directors declared an interim dividend of 58p per share in November 2024 (December 2023 – 55p per share) and decided not to declare a final dividend. The dividend is now back at pre-pandemic levels.

Shareholders' equity
Shareholders' equity increased from £417.4m to £490.1m. The increase mainly came from profit transferred to reserves of £88.6m, partially offset by:

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- an FRS 102 actuarial loss after tax on pension schemes of £0.4m;
- restriction on recognition of the pension asset after tax of £5.9m;
- an exchange loss on the translation of the net assets of overseas subsidiaries of £1.3m; and
- the dividend paid to shareholders of £6.3m.

There was also a decrease of £2.0m due to the investment in own shares. The decrease is the net effect of the Mott MacDonald Employee Trust buying shares from employees when they leave, as required by the company's Articles of Association, and selling shares to employees mainly in an annual share offer in July. The size and direction of movement in any year is down to timing and size of share transactions.

Going concern
The directors have a reasonable expectation that the Group and company have adequate resources to continue in operational existence for the foreseeable future. Details of the basis for this are outlined in the basis of preparation section on page 50.

Other items
The effective tax rate of 28.2% is 4.2% higher than December 2023. The main reasons for the increase compared to December 2023 are an increase in provisions for uncertain overseas tax positions, a one-off tax credit to profit and loss in 2023 due to recognition of deferred tax assets in Singapore and Hong Kong due to improvement in their performance in 2023, and the impact of the rise in the average rate of UK corporation tax from 23.5% to 25%.

There are two key non-financial KPIs (key performance indicators) that we use to manage the business. Average annual sickness across the Group increased from 32.9 to 39.2 hours per person. Voluntary staff turnover increased from 10.3% to 11.0%.

Managing risk and uncertainty

Risk is inherent in our business, and we recognise that to deliver our business strategy, we must maintain a careful balance between risk and reward to create the outcomes and value that we seek.

Our risk management framework
The Group's Enterprise Risk Management (ERM) framework enables a consistent and robust approach to the management of risk across the business. It is embedded in the culture, strategy and business planning processes to safeguard our staff and assets, protect and enhance our reputation, and improve our overall performance. The process filters out the material risks that require focused management, monitoring and oversight to enable them to be effectively managed within risk appetites and tolerances of the Group.

Governance
The Executive Board, Risk Committee and Audit and Risk Assurance Sub-committee comprise the Group's governance framework to manage our risks.

The Executive Board has overall accountability and responsibility for the management of risks in the Group. The oversight and management of risk are delegated to the Risk Committee. The Risk Committee is chaired by the Strategy Director and is responsible for the implementation of the risk management framework in the business and for overseeing the effectiveness of the risk treatments applied in the regions and throughout the Group.

The regional risk committees report into the Risk Committee and are comprised of representatives from each of the regions. Quarterly reports on risks against risk appetite, emerging risks and the effectiveness of risk treatment plans are made by the regions to the Risk Committee. Emerging risks are identified and assessed on their proximation and degree of potential impact to the business.

Strategic report

Group principal risks

In recognition of the non-static nature of risks, the Risk Committee undertakes an annual comprehensive review of the material risks to the organisation. This review is informed by the regional risk committees' risk profiles, business intelligence, external factors and our assurance processes. The Group has identified six risk categories which are characterised by 13 principal risks. These risks underpin the Group's delivery of its business strategy and their treatment strategies are embedded into our Business Management Systems (BMS) requirements and procedures. These elements all support and carefully manage the risks within the risk appetites set out by the Executive Board.

The annual review of the Group principal risks in 2024 led to no change in the principal risks as all the risks were deemed to still be the core risks facing the organisation, our business model and strategy. A comprehensive review of the risk treatment plans for the Group principal risks was undertaken which led to the development of detailed controls, key risk indicators and defined roles and responsibilities for managing the risks.

The risk treatment plans act as a control guidance and are used to communicate a clear understanding of the nature of the risk, the risk appetite, metrics to track and monitor the risks, and roles and responsibilities to enable the risk to be managed adequately and appropriate to the risk appetite. The risk treatment plans are disseminated and embedded into the organisation through the governance and control framework and the STEP process, ensuring that the appropriate roles execute the required actions to manage the critical business risks.

The Group uses a series of tools to analyse its risks and facilitate discussions with the Executive Board and Risk Committee. The Group risk summary on page 88 shows the relative status of the residual risks (post mitigation) and the change in perceived risk from the previous year.

Regional risk engagement

The Group's approach to risk management is modelled upon global standards and adopts The Three Lines Model.

The ERM team, led by the Chief Risk Officer, works closely with the first line – regions and their business units – to integrate risk management tools into commercial decision making and business planning. Regional risk frameworks containing tools and templates assist the regions in adopting standardised and consistent methodologies to assess and report their risks.

The second line – the risk management functions such as privacy and data protection, information security, ethics and compliance, and health, safety and wellbeing including all the Group enabling functions – work together to collaborate, align, and develop policies and procedures to assist the regions and the Group to manage risks holistically.

The third line is a crucial piece of the risk management framework and is performed by the Group's internal auditors. The internal audit function provides assurance that the controls and treatments designed to manage the risks are as effective as intended. The audit programme comprises a blend of operational and financial audits that are agreed annually using a risk-based approach and reported to the Risk Committee and Audit and Risk Assurance Sub-committee.

The responsibility for tracking the open items rests with the Business Management Systems (BMS) auditors and the internal audit team, while the responsibility for their remediation and closure remains with the business. Internal audit reports are presented to the Risk Committee and Audit and Risk Assurance Sub-committee three times a year, highlighting deficiencies discovered, reporting on recommendations and the effectiveness of risk mitigation measures across the Group.

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S172 Companies Act 2006 – directors’ duties to promote the long-term success of the company

This statement sets out how the directors have satisfied the expectations of S172 Companies Act 2006. The narrative is consistent with the size and complexity of the business covering matters of strategic significance. The disclosures are set out as S172 expects of the directors in promoting the success of the company.

The directors pursue success through strategic thinking and decision making that put the long-term success of the company and its stakeholders above short-term expediency. The Shareholders’ Committee provides oversight of the directors following these principles.

The principles are focused on maintaining a strong and sustainable business for those who follow in the business after us.

This needs to be evident in the company’s reputation, its standing with clients and stakeholders, and its financial strength.

The likely consequences of any decisions in the long term

In pursuing growth, the directors’ strategic thinking and decision making embrace a wider social purpose. We seek to embed this thinking and the principles of corporate responsibility in all aspects of the business.

Our strategy is delivered by the capabilities we have in our core sectors and the world-class technical leadership of our teams. We continue to invest in our digital capabilities and are accelerating the application of artificial intelligence (AI) across the business.

During 2024, through Executive Board meeting reviews, and in workshops with senior members of the regional executive teams, we continued to drive our growth by being focused in markets where we can make a difference and recognising those where we cannot. This is delivering benefit in our robustness, the quality of our market portfolio and the projects we deliver.

Our strategy of selective sector focus has enabled us to build greater scale in our incumbent core business markets of Water, Transport and Advisory services across the UK, North America and Australasia with our global reputation in complex underground tunnelling remaining a key differentiator. Our clients and services in these markets are of utmost importance to the Group.

In addition, through 2025 we will continue to invest in selected markets where we see the opportunity for accelerated growth as we continue to develop our portfolio, build capabilities and create further resilience across Defence, Health, Energy and flagship infrastructure opportunities around the world.

We are a business that continues to be multi-sector, focusing on resilient markets rather than fragile emerging ones. The strategy also continues to reflect a decision to maintain high investment in technical excellence and our focus to build a raised profile based on excellence and delivery, not absolute scale or global coverage.

The strategy will continue to evolve and be assessed and tailored through the Executive Board working with the regional boards in special strategy-focused workshops and meetings. Long-term success is the imperative that guides our decisions.

Acting in the best interests of employees – creating a safe space – wellbeing and mental health

The directors have continued to focus on the importance of wellbeing and mental health as long-term factors to benefit employees’ welfare and ensure a resilient and successful business. The board meetings offer an opportunity to review wellbeing data and trends, and receive briefings on current issues and priorities, so that the Executive Board can develop its wellbeing strategy for delivering better outcomes for staff.

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Our vision in the strategy is to create and maintain a wellbeing culture where our people are happy, healthy and safe, enabling everyone to thrive and achieve their full potential. Our key aims are to:

- reduce wellbeing and mental health risks resulting in reduced sickness and absence; and
- provide a comprehensive wellbeing framework with access to specialist support and resources.

A key focus over the last few years has been around personal wellbeing – encouraging staff to focus on their own wellbeing and providing tools and resources to increase resilience and support.

In 2024, in collaboration with the Association for Consultancy and Engineering, and International SOS, we launched the first wellbeing industry guidance for the engineering consultancy sector. Whilst it recognises there is always more to be done, this guide focuses on how we can all manage wellbeing risk across our projects and pave the way for a happier, healthier and safer industry. We also participated in a webinar to talk more about the topic, to mark World Mental Health Day on 10 October 2024 (https://www.acenet.co.uk/campaigns/managing-wellbeing-risks).

Business relationships with suppliers, customers and others

The corporate governance report on pages 30 to 32 sets out the directors' approach to regular engagement with stakeholders that is supportive of informed decision making.

Artificial intelligence

Use of digital and AI in developing and shaping how we work with all our suppliers, customers and business partners remains key in delivering strategy to stakeholders and value to shareholders. Connected thinking and continuous engagement with them is also key to our long-term success.

We are committed to leveraging AI to enhance our business operations and client project delivery. The board meetings and special executive meetings are key to discussing, developing and rolling out new ideas and initiatives.

In 2024, the Executive Board took the decision to establish a new responsible AI policy and appoint key leadership and governance roles in AI. Our new Head of AI is responsible for ensuring our projects are innovative and aligned with business strategy, while our AI Governance Lead oversees AI activities to ensure compliance with ethical standards and regulations.

We also introduced our first organisation-wide generative AI assistant, designed to enhance information accessibility, and we expanded our digital solutions platform, enabling us to explore new AI solutions with our clients safely.

Finally, in 2024 the Executive Board has continued to evolve our digital operating model, scaling our global digital hub and bringing digital solutions and expertise closer to our projects and clients.

These initiatives and outcomes come from a senior leadership team who are engaged with the business and the market to understand how the landscape is evolving and how we need to respond by being proactive and agile and ready to make informed decisions quickly under the direction of the Executive Board. The pace of development in AI is such that regular engagement with and by the Executive Board is essential and reflected both in that interaction and the matters being progressed by them at board meetings during the year.

Technical excellence

A key differentiator for the business in terms of reputation in the market and relevance to customers and employees is **excellence**. It focuses our minds on the quality of delivery and innovation, with **technical excellence** the main catalyst in driving excellence in everything we do.

Technical excellence remains firmly on the Executive Board's agenda to ensure that sufficient focus, funding and priority is given to it in all aspects of project management and project delivery.

Strategic report

The Group's Technical Leader reports to the Group Managing Director and the person in that role attends board meetings as required during the year to report on strategy and discuss ongoing and new initiatives to evolve and develop excellence across the business.

Our excellence programmes are designed to provide our entire workforce with the resources and knowledge they need to excel in their roles, ensuring we continually challenge ourselves to stay ahead of the curve in an ever-evolving technical landscape.

Our practices continue to help us add to our knowledge and expertise, with Global Practice Leaders driving effective competence management, assuring the quality of what we deliver for our clients and the sharing of knowledge within their practice communities. The Executive Board's decision to introduce Project Technical Leads contributes to mitigating risk and to building trust with our clients.

During 2024, the Executive Board also announced the second cohort of Mott MacDonald Fellows to promote excellence inside and outside the business. The Fellows are our trailblazers, helping colleagues stay connected to the forefront of innovation. They have a voice at the very heart of the business, influencing what we do and how we do things.

The critical importance we attach to technical excellence not only differentiates us, but also helps build and maintain an industry-leading reputation.

Impact of the company's operations on the community and environment – climate

The Executive Board is taking steps to address climate change mitigation and resilience across the business.

As a large unquoted company, we fall in the scope of the UK Government's Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 and the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022.

The Executive Board's decisions on governance, strategy, risk management, metrics and targets in relation to climate change, and the Group's progress in reducing carbon and energy consumption is set out in the climate disclosures on pages 4 to 12. The content of the statement is structured according to the reporting requirements set out in the above-mentioned regulations and non-binding guidance.

Maintaining a progressive business with a high level of governance

During 2024, the Chief Governance Officer (CGO) has continued to evaluate and develop the effectiveness of our business infrastructure, specifically the need to remain abreast of statutory requirements, good business practice and a business architecture able to deliver our strategic objectives.

The activities promoted through the year have continued to enhance our functional capabilities, streamline systems and processes for greater effectiveness, and initiate multi-year projects for enhanced information security, client centricity and enterprise-wide productivity.

Strong governance is an essential foundation for the future success of the business and will consume more time and focus from the Executive Board going forward.

The importance of the role to the future success of the business is highlighted by the fact that the CGO attends all board meetings to be a part of the review and decision-making process as governance across the business evolves and responds to changes in the evolution of our business, the responsibilities of the Executive Board and the changing governance landscape.

Maintaining a reputation for high standards of business conduct

The Executive Board is committed to promoting the highest standards of ethical behaviour through its Ethics and Compliance programme. This helps ensure that the Group meets our regulatory requirements

Strategic report

and stakeholder expectations in relation to management of our ethics and compliance risks.

The Ethics and Compliance programme at Mott MacDonald is constantly developing and maturing. This year analysis of data has formed a key part of our approach to managing disclosures of gifts and hospitality, and conflicts of interest. This analysis has allowed us to develop targeted training and awareness to address recurring themes and improve our processes and understanding of the importance of disclosure.

With the introduction of the Economic Crime and Corporate Transparency Act and a new corporate offence of Failure to Prevent Fraud, we have taken the opportunity to review the risks of economic crime and our Ethics and Compliance programme's controls to safeguard against fraud, money laundering and financing of terrorist activities. This work will continue into 2025 to ensure we are compliant with the legal requirements.

The Executive Board continues to be active in monitoring and guiding the Ethics and Compliance programme through regular meetings between the Ethics and Compliance Steering Group and the Group Ethics and Compliance Officer. The Executive Board's role is vital to achieving the high standards of ethical conduct we expect from all who work for and on behalf of Mott MacDonald.

Maintaining a progressive business with an effective risk management strategy and risk management programme

The Executive Board is committed to an effective risk management strategy and has over the past four years been effectively guided by a new risk team and has worked with it to develop the Group's approach for using risk as a critical part of the strategy, governance and operational management for the business.

The Executive Board has been fully engaged through its board meetings and through the Risk Committee in the development of the Group's Enterprise Risk Management programme and in using risk appetite principles to evaluate the risks judged to be most appropriate and relevant to the business.

The Executive Board has been involved in the annual evaluation and choosing of the Group's principal risks for the coming year, linking in with business planning and the annual strategic update to make sure it is aligned to the direction and pace of the business and its focus for the coming year.

Having the Group's Chief Risk Officer report to the Group's Strategy Director has led to a step change in the evolution of risk management across the business and the annual update of the ERM programme. The current year has focused on the development of key risk indicators for each principal risk to inform on those risks. These are then used across the business to further enhance the quality and effectiveness of our risk management programme.

At the Institute of Risk Management's official recognition ceremony, the CIR Awards, the Group has recently won awards in three categories:

- ERM Strategy
- Risk Team
- Risk Newcomer

This is testament to the real change and progress across the business.

Strategic report

Looking forward

The Group successfully navigated its way through a challenging year in 2024 with uncertainties from geopolitical pressures continuing to disrupt markets. Volumes were also impacted by governments across our core countries focused on political elections or on transition of government following elections. This created a further drag on infrastructure spend across our markets.

Notwithstanding those pressures, we delivered solid organic revenue growth, albeit well down from the high growth rates seen in 2022 and 2023. The business responded well to market uncertainties and competitive pressures, with profit and margins maintained at 2023 levels.

We finished the year with a positive set of lead indicators for winning work, order book, business prospects and profitability of projects recently bid and/or won. At this stage, there appears to be a more optimistic market picture for 2025 as evidenced by those lead indicators and market sentiment.

Geopolitical uncertainty will continue to be a significant disrupter for government focus and for government finances across the world. However, we are confident with our judgement on markets, clients and opportunities and that we can progress successfully with the agility required to shape the business and keep it focused on delivering profitable growth.

We are optimistic with the prospects and opportunities that digital, AI, energy, defence and health will bring to our business. Overall, we anticipate a positive growth environment for 2025, with markets operating above 2024 levels.

We have the right strategy, right focus and right people to capitalise on those opportunities in 2025 and deliver another year of success, progress and profitable growth. At the same time, we are cognisant of the risk and threats that need to be managed to deliver that success.

Approved by the Board of Directors and signed on its behalf by:

James Harris, Executive Chair
28 March 2025

Ed Roud, Finance Director
28 March 2025

Corporate governance report

Executive Board and committees

The Executive Board and its committees

Executive Board

The Executive Board is responsible for establishing the company's purpose, values and strategy, promoting its culture, and overseeing its conduct and affairs to create sustainable value. It makes decisions on a joint basis and has collective responsibility for its remit and objectives. All directors have equal status and accountability to deliver the strategy, achieve an acceptable operating performance and execute the Executive Board's fiduciary duties. It meets regularly throughout the year.

Management – Its purpose is to oversee the day-to-day management of the Group, specifically delivery of business plans and budgets, all aligned with the Group strategy and purpose. In doing so it monitors and drives operational business performance, the performance of the supporting business functions and the adequacy of risk management processes. It is chaired by the Group's Managing Director and meets four times a year.

Investment and Finance – Its purpose is to review and assess the adequacy of the financial structure, capital funding and liquidity of the business and the resilience of the Group's finances. It also assesses the carrying values of internal investments and the recoverability of internal loan balances. It is chaired by the Group's Finance Director and meets three times a year.

Risk – Its purpose is to monitor and assess the adequacy of risk management processes across the Group with a view to improving them, taking consideration of systems, policies and practices in the business and the development of regulation and best practice. The committee is chaired by the Group's Strategy Director and meets three times a year.

The Shareholders' Committee and its sub-committees

Shareholders' Committee

The Shareholders' Committee represents the interests of current and future shareholders. It advises on key issues and approves significant decisions and actions of the Executive Board. It is responsible for oversight of the Executive Board. It is currently chaired by an independent member of the Shareholders' Committee and meets at least four times a year, with directors and the Group General Counsel in attendance. It also meets in camera as necessary.

Audit and Risk Assurance – Its purpose is to review, assess and challenge the risk management processes, the control environment and the governance of the company. In doing so it considers risk, systems and controls, data security and fraud, and the effectiveness of internal and external audit. It also considers business improvement, business conduct and ethics. It is chaired by a member of the Shareholders' Committee and meets three times a year. It also meets in camera as necessary.

Nominations – Its purpose is to approve appointments to the Executive Board and the Shareholders' Committee, as well as other senior appointments and promotions in its remit. Its broader remit is to ensure that its decision making enables succession planning, and retention and development of key people for long-term career progression. It is chaired by a member of the Shareholders' Committee and meets twice a year.

Remuneration and Equity – Its purpose is to approve proposals from the Executive Board on remuneration and equity. These are approvals for annual pay awards, bonus schemes, share allocations and dividends, and proposals for materially changing the principles and policies around such matters. It is chaired by an independent member of the Shareholders' Committee and meets four times a year.

The membership of the Executive Board and its committees is on the back inside cover of the financial statements.

Corporate governance report

Governance

The Executive Board has formally adopted a corporate governance framework for large private companies, appropriate for the size and purpose of the company. The Wates Principles are voluntary principles for large private companies that demonstrate an 'apply and explain' approach over six pillars of corporate governance:

1. Purpose and leadership
2. Board composition
3. Director responsibilities
4. Opportunity and risk
5. Remuneration
6. Stakeholder relationships and engagement

These corporate governance arrangements were adopted with effect from January 2019; embracing our existing governance framework, which had already contained or addressed many of the principles and themes set out in the Wates Principles.

The arrangements are considered annually and updated as necessary as part of our normal review of procedures and processes and in considering our control environment and governance framework.

Principle 1 – Purpose and leadership
An effective board develops and promotes the purpose of the company and ensures that its values, strategy and culture align with that purpose.
We are one of the world's largest employee-owned companies. Belonging only to the colleagues who work for us, we have a shared purpose – to contribute positively to society through our projects, focusing on technical excellence and digital innovation to transform our clients' businesses, our communities and employee opportunities.

Our employee ownership allows us to put the long-term interests of clients, employees, external stakeholders and employee shareholders above short-term expediency.

It also means that we are firmly guided by our purpose and our values. This enables us to keep taking the right decisions, for the right reasons. Our values of **Progress**, **Respect**, **Integrity, Drive** and **Excellence** (PRIDE) guide our behaviours, shape our culture, and inform our relationships with our clients, our stakeholders and each other. They are the platform from which we deliver our purpose and underpin our employee-ownership model.

Our **Code (Delivering with PRIDE)** sets out our standards and expectations on the issues that matter to us including respecting our people, conducting our business with integrity, protecting our assets and reputation, and delivering value to society. Our Code explains a number of individual responsibilities for each of us, such as doing our best for each other, our clients, communities and society. It also includes some additional expectations of leaders and managers including being positive role models for Our Code and PRIDE values.

We put into practice our values and demonstrate leadership through our actions and behaviours. These, together with health and safety and wellbeing, are embedded in how we conduct ourselves in running and managing the business and how we value our employees.

The reputation and future success of our business are built on integrity and trust. We provide training on ethical and compliance behaviour to all staff and enhanced training for staff most at risk of encountering ethical issues. Employees are encouraged to report any behaviours that are not in line with our values through their HR representatives, management or through our independent whistleblowing hotline. These are all investigated and then acted on where necessary.

Corporate governance report

We seek feedback from staff through a biennial survey which allows our leadership to monitor trends, gauge how well policies are being implemented and collect employee views. We put in place action plans to address common issues.

We seek feedback from our clients and wider stakeholders on our impact, behaviours and effectiveness. We have various forms of interactive communication channels and thought leadership to share ideas and opinions, promote knowledge and innovation, focus on social outcomes in our project delivery and promote technical and professional excellence.

Principle 2 – Board composition
Effective board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of the board should be guided by the scale and complexity of the company.

Board composition in 2024

The Executive Board comprised of:
James Harris – Executive Chair
Cathy Travers – Managing Director
Ian Galbraith – Strategy Director
David Johnson – Development Director
Ed Roud – Finance Director

The directors have a broad range of skills and experience with differential as well as complementary skill sets. The blend of skills is a key feature in determining the Executive Board's effectiveness. Biographies can be found on the company's website (mottmac.com).

Appointments to the Executive Board follow a formal process. The Executive Board decides what components of the process to use, given the appointment. Applicants can be required to prepare a written submission, attend interviews, make presentations and respond to a formal set of questions.

The process also involves a scoring assessment of applicants' attributes and skills, based on their knowledge, skills and experience, using criteria that are reviewed from time to time to reflect changes in the external business environment and changes in the needs of the Executive Board.

The Executive Board's final decision on an appointment is then ratified by the Shareholders' Committee.

Diversity

The Executive Board is committed to diversity and is taking steps to improve practices and processes across the Group. Significant progress on gender has already been made across the business up to senior management and leadership positions. Our approach is being developed to deliver a sustainable model for diversity of representation in key senior positions up to and including Executive Board and Shareholders' Committee level, the latter already having a broad range of nationalities, cultures and gender. At Shareholders' Committee level, six out of 18 members are women and eight are based outside of the United Kingdom.

The Executive Board is diverse in terms of knowledge, skills, experience and age. One of the five Executive Board members during 2024 is a woman. We recognise the Executive Board's lack of racial diversity. Changes in our own corporate culture, as well as in the wider industry, are slowly improving the retention and career progression of a more diverse workforce. The Group Board recognises its role in improving opportunity and outcomes for all staff within Mott MacDonald, and for leading change in the markets within which it operates.

Corporate governance report

Board composition in 2025

The Executive Board now has six directors following the appointment of Richard Risdon in January 2025. Richard will retain his role as General Manager of the UK and European business as well as being an Executive Board director. The roles of the other directors are unchanged from 2024.

Principle 3 – Director responsibilities

The board and individual directors should have a clear understanding of their accountability and responsibilities. The board's policies and procedures should support effective decision making and independent challenge.

Accountability and effective decision making

The Executive Chair is responsible for leading the Executive Board, ensuring that it discharges its duties efficiently and that it delivers the strategy agreed by the Executive Board. The Group Managing Director is responsible for directing and controlling operations, managing the day-to-day business, and ensuring it is aligned to the strategy. This distinction in the respective roles of the Executive Chair (strategy) and Managing Director (business operations) is key to governance and accountability.

Significant decisions are generally made by reaching a consensus of the Executive Board. Some decisions require the approval of the Shareholders' Committee, as documented in the company's Articles of Association. There is a protocol for voting at board meetings and by the Shareholders' Committee, where voting is required on matters of strategic importance.

Information and advice

The Executive Board and its committees are provided with information in a timely manner on matters that are to be considered at board and committee meetings. Directors have access to the advice of the Group General Counsel who, in his capacity as Company Secretary, is responsible for advising the Executive Board on all governance matters and ensuring that board procedures are complied with. Directors can seek independent advice on the performance of their duties if necessary.

The Executive Board also receives assurances from various in-house technical specialists that the company's financial reporting, risk management, governance and internal control processes, including policies mandating procedural requirements and standards, are operating effectively. It is the Executive Board's responsibility to make sure that this assurance is delivered and that the means to deliver it is adequately resourced and effectively managed.

Discharging responsibilities

The directors delegate day-to-day management and decision making to senior management. However, delegation is subject to financial limits and other restrictions, above which, matters must be referred back to the Executive Board. The directors maintain oversight of performance and ensure that management acts in line with the strategy and plans agreed by the Executive Board and its delegated authorities.

Policies and processes embrace the Group's operating practices. Managers have the authority to make decisions and that authority is delegated as far as is practicable – but with clear accountabilities. Some matters involving risk are escalated in accordance with clear guidelines on evaluation and authority to approve.

The Group operates a business management system, STEP, that sets out the policies and procedures of the Group and the decision-making and authority framework. This determines our levels of delegated authority and operated workflows.

Committees of the Executive Board

The Executive Board delegates responsibilities and activities to its committees to support the Executive Board in meeting its responsibilities effectively, efficiently and on a timely basis.

Corporate governance report

The purpose of each committee is explained on page 23, showing how they support the Executive Board to meet its responsibilities. The terms of reference and composition of each committee are reviewed annually, agreed by the Executive Board and ratified by the Shareholders' Committee.

The committees monitor and report to the Executive Board on their remits, making recommendations on policies, strategies and initiatives, with the Executive Board retaining ultimate responsibility for any decisions made.

The Shareholders' Committee

The Shareholders' Committee is responsible for reviewing reports from the Executive Board and contributing to discussion on strategic or operational matters to improve management of the business. It reviews and approves recommendations made by its sub-committees and by the Executive Board when such approvals are required.

It consists mainly of senior employee shareholders selected with the aim of providing a balanced representation from different parts of the global business. It also typically includes two independent members whose role is to enhance discussion and decision making and is currently chaired by one of these independent members. Executive Board directors are not members of the Shareholders' Committee or its sub-committees. They attend meetings to explain principles, deliver information and provide context to discussion.

The Shareholders' Committee delegates responsibilities and activities to its sub-committees, which support the Shareholders' Committee in meeting its agenda effectively, efficiently and on a timely basis. The purpose of each sub-committee is set out on page 23, showing how they support the Shareholders' Committee to meet its responsibilities.

The terms of reference and composition of each sub-committee are reviewed annually and agreed by the Executive Board and the Shareholders' Committee.

Principle 4 – Opportunity and risk

The board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value and by establishing oversight to identify and mitigate risks.

Opportunity and value

The Group creates value through developing information for our clients. The processes for developing information are maintained in our business management system. The information we develop takes many forms but typically we generate reports, models and designs, together with supporting clients by managing programmes of work and providing assurance with respect to the work of others.

The Group chooses the markets we seek to work in through selective focus and where we assess we can build long-term value.

Our approach is to focus on clients that offer sustained addressable opportunity in our chosen markets. We assign client account leaders to have oversight of the clients' development plans and to maintain high levels of client satisfaction through our services.

The Executive Board has responsibility for determining the nature and extent of the risk that the Group is willing to take. This is recorded in the Group risk appetite. It is also responsible for ensuring that risks are managed effectively.

Managing business risk

Business risks are considered by the Executive Board's Risk Committee. Where business risks are considered to be material, they are treated by an individual risk treatment plan, which consists of a three lines of defence model. The Group's principal risk themes are noted on page 17.

Corporate governance report

The Executive Board considers risk related to health, safety, wellbeing and ethics at each Executive Board meeting. The Executive Board's Group Risk Committee and regional risk sub-committees meet tri-annually to consider material risk exposure and receive and consider Group risk reporting from the Chief Risk Officer.

The Group Senior Ethics and Compliance Officer, a direct report of the Group General Counsel to the Executive Chair, has oversight of investigations into alleged breaches of our code of conduct and any significant process failure.

The ethics and compliance capability allows the Group to manage ethical and legal compliance risks in accordance with our anti-bribery management system certified to ISO 37001. This includes processes to declare gifts, hospitality and conflicts of interest, ethics training for all senior managers, counterparty due diligence, screening, confidential whistleblowing line and case management system. Investigation cases are substantiated, actions are agreed, any corrective measures needed and process improvements required are implemented, with any lessons learned disseminated.

The Shareholders' Committee's Audit and Risk Assurance Sub-committee meets tri-annually to discharge its purpose of:

- gaining assurance that the Group has appropriate policies, procedures, controls and systems in place governing operations, finance, risk, ethics and compliance. Such governance policies, procedures, controls and systems need to be compliant with all applicable covenants, regulations, laws and what the Group considers to be elective recommended/good practice or mandatory best practice; and
- reviewing evidence that those governance policies, procedures, controls and systems are being implemented by appropriately qualified and experienced parties (including where independence is required) and that any findings reported are being appropriately acted upon.

Managing project risks before entering into contracts

Managing project risk starts at the work-winning stage. Achieving the appropriate balance between risk and opportunity is first assessed at the decision to invest in a client relationship stage; secondly at the decision to pursue a potential client prospect and finally at the point of a decision to submit a client proposal for a specific opportunity. These judgements are based upon assessments by client account leaders who build a good understanding of clients' business plans, culture and likely fit with our own risk appetite.

Each prospect is assessed for its complexity to identify the level of control that is required for project delivery and the required competence of the project leadership team. This determines the right mix of capability needed in the team to support the project manager and project principal. For more complex projects, the project principal is supported by an oversight board.

The Group identifies attributes related to material technical and commercial risks for which formal approvals are required to accept the risk before a tender can be submitted.

Managing project risk during contract delivery

Project risk is managed through our risk process contained in our Business Management Systems which are ISO 9001:2015 compliant. The systems define our approach to project delivery and are mandated for all projects. Our Business Management Systems are compliant with ISO standards for health and safety, environment, anti-bribery management, risk, information security and collaborative working.

Our enterprise resource planning systems and associated risk tools support improved risk management, providing an integrated risk register for each project. The risk register is live during delivery, giving improved visibility of current risks and enabling improved project management.

Monthly project control meetings together with annual project reviews are carried out by the project teams. They monitor risk and uncertainty and update the risk register, project budget and project delivery plan as required.

Corporate governance report

Performance is monitored at management levels through exception reports, which identify anomalies that need to be investigated, evaluated and followed up.

Compliance with our quality systems is managed through our quality specialists, who carry out audits and reviews of the application of our Business Management Systems, and through our globally appointed external quality assurance auditors, DNV.

External and internal auditors consider the effectiveness of our governance controls, with matters arising for improvement reported to the Executive Board and the Shareholders' Committee's Audit and Risk Assurance Sub-committee.

Managing supply chain risk

Due diligence is undertaken on our supply chain before contracting with them. Where material risks related to technical competence, business ethics, modern slavery, sanctions, export controls, environmental, social or safeguarding are identified, further work is carried out to seek to ensure that the association with the supplier will enhance our reputation.

Principle 5 – Remuneration

The board should promote executive remuneration structures aligned to the long-term sustainable success of the company, taking into account pay and conditions elsewhere in the company.

Consistency and control

We operate a consistent and equitable approach to remuneration, which is aligned to our values as an employee-owned organisation. We reward our employees fairly and participate in industry benchmarking activities to ensure individuals are paid competitively and that their reward progresses fairly and in line with peers, our markets, and our locations, as their careers advance.

Approvals for the annual pay review, bonus proposals and share scheme sit with the Executive Board. The Remuneration and Equity Sub-committee which reports to the Shareholders' Committee reviews and approves Executive Board proposals on remuneration.

Remuneration governance and oversight is managed through our regional structures with central advice, counsel and coordination provided by our Group Head of Reward. In 2024 the Group has strengthened regional expertise through the recruitment of compensation professionals in key markets.

Our benchmarking approach means we stay aligned to the market and minimise/mitigate retention risks. As well as retention, this also helps ensure we can provide attractive and competitive offerings for new recruits.

The Executive Board regularly reviews remuneration plans to ensure they remain fit for purpose.

Remuneration and Equity Sub-committee

The Remuneration and Equity Sub-committee approves Executive Board proposals on remuneration and equity, including:

- percentage pay review amounts;
- the size and allocation of the discretionary bonus pool for employees;
- compensation proposals for the directors of the Executive Board;
- annual share allocation to business units to use to offer shares for purchase by their employees;
- annual share offers for purchase by the executive directors of the company; and
- the annual share dividend and the size and allocation of the discretionary bonus pool to distribute to employee shareholders.

Corporate governance report

All such proposals are based on the performance of the Group, the business segment, and the individual. Performance is defined with agreed goals and targets, and measured via metrics such as revenue growth, profit growth, profitability, working capital, ethics and collaboration, as well as the development and demonstration of professional and technical excellence. Individual goals are reviewed via a quarterly process called ‘Connected Conversations’.

Directors and independent members

The sub-committee reviews the remuneration of executive directors, as well as the allocation of shares for them to buy. This provides an effective control over their remuneration and equity holding, ensuring a measured and justified value proposition. Their remuneration and share allocation are based on the same performance principles as those used for staff.

The sub-committee also reviews and appraises the Executive Board’s current policies and mechanisms for reward and considers proposals by the Executive Board to change them for the better interests of the Group, its employees and stakeholders.

Independent members are remunerated for the services they perform. In line with recommended practice, an important pillar of corporate governance is that they are not given the opportunity to buy shares. This helps to ensure that they are independent and objective.

Equality, diversity and inclusion (EDI)

We support the principles of equality and inclusion in remuneration, actively adhering to legislation that promotes pay equity and pay gap reporting, to ensure our people are paid equally for doing the same jobs across relevant locations. We recognise the need to address any inequality or gaps in pay and are resolute in doing so.

Our ambition is to create a diverse and inclusive workplace and culture and to attract and retain a wide diversity of talent across the Group. We also provide support and counsel to our leaders and managers so they can support EDI via our regional EDI managers who possess regional EDI subject-matter expertise.

Principle 6 – Stakeholder relationships and engagement

Directors should foster effective stakeholder relationships aligned to the company’s purpose. The board is responsible for overseeing meaningful engagement with stakeholders, including the workforce, and having regard to their views when taking decisions.

Regular engagement with stakeholders ensures that our strategy, plans and initiatives continue to work in the best interest of the Group and the clients, communities and individuals it serves.

With our employees

The directors have regular engagement with employees to ensure that they are informed of the Group’s strategic direction, plans, initiatives and general news. It also keeps them informed and kept up to date on the Group’s financial performance.

In 2024, this included regional employee surveys informed by 2023’s global survey outputs on the current state of engagement and work experiences.

A 2025 strategic statement has been shared with all employees to increase awareness of the Group’s strategic objectives, key priorities and actions.

We also communicated our people commitments with all employees to further foster our inclusive, fair and collaborative culture, and communicate the commitment to investing in our people’s growth.

An expanded narrative covering details of employee engagement is set out in the directors’ report on pages 35 and 36.

Corporate governance report

With our employee shareholders

The Executive Board maintains a schedule of engagement with shareholders who, apart from the Employee Trust, are all employees and the only shareholders in the business. There are no external shareholders and there is no external funding from indirect ownership or influence. We are an independent employee-owned company.

The purpose of engagement with shareholders is to align their interests with the Group's interests, and to keep them briefed on the Group's performance, the delivery of strategy, material initiatives and Group news. It also helps to ensure that the directors take their views into account in making decisions to act in the best interests of the company, its shareholders and wider stakeholders, promoting its long-term success in doing so.

This includes the directors providing:

- quarterly and annual business performance reviews;
- a summarised strategy to shareholders to increase awareness of the company's strategic objectives and value proposition;
- two shareholder meetings every year covering the annual results and business review, strategy and major initiatives – each including a 'question and answer' session with the Executive Board; and
- regional forums for shareholders as senior employees to promote meaningful dialogue around recent developments for the Group or their business, and drive performance improvement and unity.

With our clients

Our ability to understand and respond to the needs of our clients and our clients' clients is core to our business. The directors' strategic and integrated approach to external engagement ensures that we are proactively managing our relationships with the outside world and using the knowledge gained to inform decision making and enable excellence.

In support of this, the senior leadership across the business maintains a diverse programme of engagement with our clients for productive, long-term relationships. This includes but is not limited to:

- visits to key business locations to meet clients and build an informed view of local markets, the local business, and the quality of our brand;
- media communication and thought leadership across areas that matter to our clients and to Mott MacDonald;
- a requirement for the issuance of client satisfaction questionnaires for individual clients so that their view on service provision can be incorporated into our learning and development plans: and
- participation in the pursuit of major prospects and the management of key clients via board sponsorship or special interest groups and client-facing activity.

With our partners

The directors maintain regular engagement with partners such as peers, suppliers, other market and industry players, and academic bodies to discuss specific issues with them. This enables all parties to better understand common interests and differences to improve decision making on routine business matters and key issues to achieve better quality outcomes.

This includes the directors:

- maintaining a portfolio of public engagement activity such as meeting with key government bodies, business networks, briefings and roundtables to help steer our business to help inform future strategy;
- meeting with our key joint venture partners to ensure open and informative relationships are maintained;
- meeting with larger suppliers on a regular basis to ensure that there is a fair value proposition for both parties while maintaining quality and rigour in our working arrangements;
- meeting with our relationship banks during the year to brief them on strategy, performance and relevant business matters;

Corporate governance report

- meeting with the advisors and trustees of our pension schemes to share updates on pension funding and to brief the trustees on the Group's performance and prospects;
- engaging with the broader industry through business networks, briefings and roundtables to help steer our business and test our positions on key issues; and
- participating in the activities of academic institutions through governing and advisory boards and staying in touch with academics relevant to the activities of the business.

With wider stakeholders

The directors maintain regular engagement with wider stakeholders to enhance market focus and promote the Group effectively. They do this through:

- our annual review, reflecting changes in global trends, providing commentary on our performance and our progress against business commitments;
- participating in steering, chairing or speaking at global or multi-region events, such as a chamber of commerce; and
- sponsorship of Mott MacDonald's digital presence that communicates with clients, stakeholders and wider society.

Further specific examples of how the directors have engaged with employees, clients and wider stakeholders in the course of their duties, and having regard to this engagement and their views in making decisions to ensure the success of the Group, are set out in the S172 statement in the strategic report on pages 18 to 21.

Approved by the Board of Directors and signed on its behalf by:

James Harris, Executive Chair
28 March 2025

Ed Roud, Finance Director
28 March 2025

Directors' report

The directors present their report, together with the audited financial statements of the Group and the company for the year ended 31 December 2024.

Registration

Mott MacDonald Group Limited is a company registered in England and Wales, registered number 01110949.

Principal activities

Mott MacDonald is one of the world's leading engineering, management and development consultancies. Our core business markets are Buildings, Defence & Security, Energy, Environment & Society, Transport and Water. We are an independent employee-owned company engaged in public and private sector development worldwide.

Our drivers are to add value and deliver benefits for our customers, which include national and local governments, health and education bodies, transport operators, industry, utilities, developers, contractors, banks, commercial companies, funding agencies and non-governmental organisations.

Results and dividends

Profit attributable to shareholders before dividend is £88.6m (2023 – £85.8m).

An interim dividend of £6.3m (2023 – £6.0m) was paid to shareholders on 29 November 2024. The directors do not recommend the payment of a final dividend.

Acquisitions and disposals

On 30 April 2024, the Group acquired Merz Consultancy Pty Limited in Australia, which was approved by the Board of Directors. In the directors' opinion, it aligns with the Group business strategy and is focused on the Group seeking more growth in Australia across the energy market. The acquisition is not considered to be material in the context of the Group's financial statements.

On 31 August 2024, the Group acquired the business of Neo Engineering Consultancy Limited in New Zealand, which was approved by the Board of Directors. In the directors' opinion, it aligns with the Group business strategy and is focused on the Group seeking more growth in New Zealand across the water market. The acquisition is not considered to be material in the context of the Group's financial statements.

Directors and their interests

The directors of the company during the year ended 31 December 2024 and their interests in the share capital of the company were as follows:

Directors	At 31 December 2024 Ordinary shares	At 31 December 2023 Ordinary shares
Ian Galbraith	90,000	85,000
James Harris	100,000	92,500
David Johnson	82,000	77,000
Ed Roud	100,000	100,000
Cathy Travers	80,000	65,000

All these directors held office throughout the year. Richard Risdon was appointed as a director on 1 January 2025.

Directors' report

Directors' and officers' indemnity and liability insurance

The directors continue to have the benefit of an indemnity under the Articles of Association of the company to the extent permitted by law in respect of liability incurred as a result of their office with the company. The Group has purchased and maintained directors' and officers' liability insurance during the year which excludes dishonest or fraudulent acts or omissions.

Post balance sheet events

There are no post balance sheet events requiring disclosure.

Valuation of company's shares

The fair value of the company's shares increased by 58p per share from £14.30 to £14.88 at 31 December 2024. The fair value is based on the net assets of the company's statement of financial position at that date as set out by the company's articles. Having considered matters relevant to the company's share valuation that are set out in its articles, there is no intent by the directors to change the valuation of the shares to any other basis for the foreseeable future.

Future developments

The various markets of the company are likely to continue to be impacted by economic and geopolitical uncertainty, which has created a more unsettled business environment over the past few years. The main potential impact is likely to come from any implications for government funding for infrastructure programmes. Business activity levels continue to be sustained at present.

Management continues to focus on lead indicators of business activity, such as business confidence, business prospects and the order book, to anticipate market trends and to be ready to respond to growth or contraction as it occurs.

Statement of corporate governance arrangements

The Board of Directors continues to endorse the Wates Principles; a corporate governance framework which it believes is the most appropriate for a large private company of our size and purpose. The Executive Board continues to report on the voluntary principles for large private companies that illustrate an 'apply and explain' approach over six core principles of corporate governance:

1. Purpose and leadership
2. Board composition
3. Director responsibilities
4. Opportunity and risk
5. Remuneration
6. Stakeholder relationships and engagement

The corporate governance report on pages 23 to 32 demonstrates how we have satisfied the requirements for governance under the Companies (Miscellaneous Reporting) Regulations 2018 throughout the year ended 31 December 2024.

Employees

We ended the year with approximately 18,800 employees and a total workforce of around 19,700, including agency and contract workers.

Employment policies

The company actively encourages employees to play a part in developing the Group's business and in enhancing its performance. The Group recognises individual contributions through performance bonuses and annual awards.

Directors' report

We recognise exemplary work in responding to societal issues, by considering social outcomes and sustainability in everything we do, through our Environment and Society Awards. We celebrate excellence through our Milne Innovation, Thought Leadership and Digital Delivery Awards. The importance of great project management and global teamwork is celebrated by our Project Manager of the Year and One Mott MacDonald Awards, respectively.

We recognise the achievements of colleagues who bring all of this to life for our clients through our Excellence in Client Engagement Award.

Equal opportunities
Group policy is to employ, develop and promote staff based solely on aptitude, ability and work ethic. As a result, our staff come from a wide diversity of backgrounds. The Group wishes to ensure that no discrimination occurs, either directly or indirectly, against individuals with a disability on the grounds of that disability in relation to recruitment, promotion, training, benefits, terms and conditions of employment, and dismissal. Wherever possible, reasonable adjustments will be made to either the workplace, workstation or working environment to help employees cope with their disabilities.

We apply the same standards and protocols to other areas where discrimination may exist in the workplace and our current initiatives in equality, diversity and inclusion (EDI) are set out in the corporate responsibility statement on page 4.

Engagement with employees
The directors deliver a structured programme of engagement with employees. The purpose is to ensure that they are informed of the Group's strategy and plans and are aware of its performance. They are engaged to share their views and ideas on initiatives, work practices, behaviours, the workplace and policies. This also extends to external themes relevant to the Group and its employees.

The aim of the engagement is to ensure that the directors listen to employees on matters which impact them and listen to their views, opinions and ideas in making decisions. This helps to ensure that they act in the best interests of the Group and promote its long-term success. It also aligns employees to that success and encourages them to contribute to it.

This includes the directors:

- creating a mechanism for employees who do not hold shares to benefit from the company's success by using bonus schemes to distribute profit to them based on performance and behaviours;
- using corporate emails or presentations to brief employees on important matters impacting the company and using their feedback to improve policy or decisions
- briefing employees on other matters of importance that impact on them, their jobs, the company or society;
- issuing quarterly performance reports to employees setting out key metrics on financial performance to make them aware of how they can play their part in replicating success and improving performance;
- using the intranet or social media to access employee opinions on matters affecting them in the workplace and impacting their employment; the directors can use these views in decisions to improve the quality of the workplace or work practices;
- using the intranet or social media to make employees aware of significant operational matters and strategic plans to engage them to respond to the challenges;
- running 'town hall' sessions with employees in offices the directors visit, to give them an understanding of what is happening elsewhere in the business with an opportunity for Q&A sessions;
- running staff councils in local offices for management and staff to discuss issues in the Group or the workplace, with the aim that the company and employees can benefit from a better and more productive work environment;
- providing 'Speak Up' hotlines for anonymous reporting of concerns over ethical/behavioural matters, allowing the business to formally investigate any issues; and

Directors' report

- running staff engagement surveys, enabling the directors to understand and focus on matters needing change, development or improvement.

Statement of engagement with suppliers, customers and others in a business relationship with the company

Details of how the directors have engaged with employee shareholders, clients, partners and wider stakeholders are set out in the corporate governance report on pages 31 and 32.

Energy consumption and carbon information

The relevant information on energy and carbon is set out in the strategic report on pages 8 to 12.

Principal risks and uncertainties

Business risks and measures to mitigate these risks are described in the strategic report on pages 16 and 17. The financial risks and mitigation measures are set out below:

The Group is exposed to liquidity risk, credit risk and exchange risk and has a variety of controls and processes in place to manage these risks to minimise financial loss. Key aspects are:

- investments – where viable, counterparties must meet a minimum credit rating of A-1 long term and P-1 short term;
- investment limits are assigned to counterparties based on their ratings and reviewed regularly;
- the Group does not undertake any speculative trades;
- transactional exchange rate risk – the net exposure would be hedged with foreign exchange forward contracts, where necessary, but only after using natural hedging;
- translational exchange rate risk – the company does not use hedging instruments;
- credit control procedures are carried out on prospective clients during the bidding period and for the duration of the contracts and longer-term relationships;
- working capital and cash flow targets are monitored and managed daily, with weekly and monthly reporting to the Executive Board; and
- mitigating controls are in place to prevent a credit downgrade or a material reduction of our bank facilities to avoid or minimise business disruption.

Any material transaction and translation exposure after matching is monitored by management with action taken as necessary. There is no material interest rate risk at the year end. Interest rate exposures are hedged where necessary.

Statement of directors' responsibilities

The directors are responsible for preparing the annual report. This includes the strategic report, corporate governance report, directors' report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. The directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland').

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 and profit or loss of the company and the Group for that period.

Directors' report

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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a 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 the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor and disclosure of information to the auditor

In accordance with Section 418 of the Companies Act 2006, each of the directors as at 28 March 2025 confirms that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

BDO LLP offer themselves for reappointment as auditor in accordance with Section 485 of the Companies Act 2006.

Approved by the Board of Directors and signed on its behalf by:

Ed Roud, Finance Director
28 March 2025

Independent auditor's report

to the members of Mott MacDonald Group Limited

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Mott MacDonald Group Limited ("the Parent Company") and its subsidiaries ("the Group") for the year ended 31 December 2024 which comprise the consolidated income statement and statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of cash flows, the consolidated and company statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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

Independence

We are independent of the Group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (FRC's) Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

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

Climate change

Our work on the assessment of potential impacts of climate-related risks on the Group's operations and financial statements included:

- enquiries and challenge of management and the Climate, Environment and Social ('CES') Steering Group to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report;
- our own qualitative risk assessment taking into consideration the sector in which the Group operates and how climate change affects this particular sector; and
- review of the minutes of Board, Audit and Risk Assurance Sub-committee and the CES Steering Committee

Independent auditor's report

to the members of Mott MacDonald Group Limited

meetings and other papers related to climate change and performed a risk assessment as to how the impact of the Group's commitment as set out in the Group's Carbon Reduction Plan may affect the financial statements and our audit.

We challenged the extent to which climate-related considerations, including the expected cash flows from the initiatives and commitments have been reflected, where appropriate, in the directors' going concern assessment.

We also assessed the consistency of management's disclosures included as 'other information' on pages 4 to 12 with the financial statements and with our knowledge obtained from the audit.

Other information

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

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

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

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

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

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

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

Independent auditor's report

to the members of Mott MacDonald Group Limited

Responsibilities of directors

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

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

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.

Extent to which the audit was 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

We gained an understanding of the legal and regulatory framework applicable to the Group and the industry in which it operates, and considered the risk of acts by the Group which were contrary to applicable laws and regulations.

We considered the most significant laws and regulations to be the financial reporting framework, including:

- the Financial Reporting Standard 102;
- the Companies Act 2006; and
- the Wates Principles for Corporate Governance.

The Group is also subject to laws and regulations where the consequences of non-compliance could have a material effect on the amount of disclosures in the financial statements, for example through the imposition of fines or litigations.

We identified such laws and regulations to be:

- UK and international corporate and sales tax regulations;
- employee-related regulations including health and safety and equality; and
- anti-bribery and corruption guidance.

Our procedures in respect of the above include:

- review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- enquiries with management, those charged with governance, legal counsel and internal audit to identify any known, suspected or alleged instances of non-compliance with laws and regulations;

Independent auditor's report

to the members of Mott MacDonald Group Limited

- review of correspondence with tax authorities and other regulatory bodies for any instances of non-compliance with laws and regulations;
- involvement of tax specialists in the audit;
- review of financial statement disclosures and agreement to supporting documentation; and
- review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- obtaining and understanding of the Group's policies and procedures relating to:
  - detecting and responding to the risk of fraud; and
  - internal controls established to mitigate risks related to fraud.
- review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of control within the financial reporting close process and revenue recognition related to judgements and estimates in the timing of revenue earned.

Our procedures in respect of the above included:

- testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- assessing significant estimates made by management for bias in revenue recognition, including percentage completion based on estimated costs to complete and profitability of projects; and
- assessing other significant estimates and judgements made by management for bias within the revenue cycle, including completeness of provisions for contract assets, trade receivables and contracts losses and contract liabilities.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

Independent auditor's report

to the members of Mott MacDonald Group Limited

Use of our report

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Lucie Kingdom (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK
28 March 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated income statement and statement of comprehensive income

for the year ended 31 December 2024

Consolidated income statement	Notes	2024 £000	2023 £000
Gross revenue	5	**2,518,138**	2,373,827
Cost of sales		**(1,546,179)**	(1,451,690)
Gross profit		**971,959**	922,137
Administrative expenses		**(871,290)**	(830,208)
Operating profit	6(a)	**100,669**	91,929
Other income	6(b)	**8,529**	6,632
Income from other fixed asset investments		**4**	3
Income from current asset investments		**1,780**	2,136
Profit on ordinary activities before interest		**110,982**	100,700
Net interest receivable	9	**10,107**	10,205
Other finance income	25(c)	**2,187**	2,007
Profit on ordinary activities before taxation		**123,276**	112,912
Tax on profit on ordinary activities	10(a)	**(34,705)**	(27,066)
Profit on ordinary activities after taxation		**88,571**	85,846
Profit attributable to:			
Owners of the parent company	22	**88,635**	85,828
Non-controlling interests		**(64)**	18
		88,571	85,846

The Group's gross revenue and operating profit relate to continuing operations.

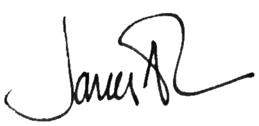
Consolidated statement of comprehensive income	Notes	2024 £000	2023 £000
Profit for the financial year		**88,571**	85,846
Other comprehensive (expense)/income			
Exchange adjustments on translation of net assets of overseas subsidiaries		**(1,266)**	(2,932)
Net actuarial loss on pension schemes	22, 25(c)	**(554)**	(9,970)
Tax on net actuarial loss	10(c), 22	**121**	2,318
Tax on additional pension contributions	22	**(41)**	(42)
Change in restriction of pension asset recognised – gross	22	**(7,858)**	(11,151)
Change in restriction of pension asset recognised – tax thereon	10(c), 22	**1,938**	2,593
Total other comprehensive expense		**(7,660)**	(19,184)
Total comprehensive income for the year		**80,911**	66,662
Total comprehensive income for the year attributable to:			
Owners of the parent company		**80,976**	66,653
Non-controlling interests		**(65)**	9
		80,911	66,662

Consolidated statement of financial position

at 31 December 2024

Registered No. 01110949	Notes	2024 £000	2023 £000
Fixed assets			
Intangible assets	12	**7,618**	12,067
Tangible assets	13	**92,125**	67,170
Other fixed asset investments	14(a)	**53**	190
		99,796	79,427
Current assets			
Debtors	15	**614,638**	581,427
Current asset investments	14(a)	**42,659**	36,121
Cash at bank and in hand	27(b)	**415,930**	389,389
		1,073,227	1,006,937
Creditors: amounts falling due within one year	16	**(602,664)**	(607,022)
Net current assets		**470,563**	399,915
Total assets less current liabilities		**570,359**	479,342
Creditors: amounts falling due after more than one year	17	**(10,300)**	(10,119)
Provisions for liabilities	20	**(69,863)**	(51,072)
Net assets excluding pension liability		**490,196**	418,151
Pension liability	25(c)	**–**	(593)
Net assets including pension liability		**490,196**	417,558
Capital and reserves			
Called up share capital	21	**11,713**	11,713
Share premium account	22	**17,717**	17,717
Revaluation reserve	22	**814**	814
Investment in own shares	22	**(17,113)**	(14,695)
Profit and loss account	22	**476,932**	401,810
Equity attributable to owners of the parent company		**490,063**	417,359
Non-controlling interests		**133**	199
Total capital and reserves		**490,196**	417,558

The financial statements on pages 43 to 86 were approved and authorised for issue by the Board of Directors on 28 March 2025 and signed on its behalf by:



James Harris, Executive Chair

Company statement of financial position

at 31 December 2024

Registered No. 01110949	Notes	2024 £000	2023 £000
Fixed assets			
Investment in subsidiary undertakings	14(b)	**332,221**	347,221
Current assets			
Debtors	15	**27,003**	70,333
Cash at bank and in hand		**88**	1
		27,091	70,334
Creditors: amounts falling due within one year	16	**(20)**	(57)
Net current assets		**27,071**	70,277
Total assets less current liabilities		**359,292**	417,498
Creditors: amounts falling due after more than one year	17	**(185,000)**	(250,000)
Net assets		**174,292**	167,498
Capital and reserves			
Called up share capital	21	**11,713**	11,713
Share premium account	22	**17,717**	17,717
Revaluation reserve	22	**2,733**	2,733
Profit and loss account		**142,129**	135,335
Shareholders' equity		**174,292**	167,498

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements. The profit of the company for the year was £13,071,000 (2023 – £12,430,000).

The financial statements on pages 43 to 86 were approved and authorised for issue by the Board of Directors on 28 March 2025 and signed on its behalf by:

James Harris, Executive Chair

Consolidated statement of cash flows

for the year ended 31 December 2024

	Notes	2024 £000	2023 £000
Operating activities			
Net cash inflow from operations	27(a)	**114,156**	100,855
Interest paid	9	**(1,352)**	(1,225)
Taxation:			
UK corporation tax paid		**(43)**	(1,511)
Overseas tax paid		**(24,861)**	(28,836)
		(26,256)	(31,572)
Net cash flow from operating activities		**87,900**	69,283
Investing activities			
Payments to acquire intangible fixed assets	12	**(283)**	(448)
Payments to acquire tangible fixed assets	13	**(52,421)**	(38,963)
Receipts from sales of tangible fixed assets		**2,412**	1,746
Payments to acquire current asset investments	14(a)	**(14,934)**	(22,656)
Receipts from sales of current asset investments		**9,388**	21,645
Payments to acquire other fixed asset investments	14(a)	**–**	(2)
Receipts from sales of other fixed asset investments		**137**	–
Interest received		**11,204**	10,379
Acquisition of subsidiary – payments made		**(1,832)**	(1,836)
Acquisition of business – payments made		**(1,545)**	–
Acquisition of subsidiary – net cash acquired		**208**	4
Receipts from disposal of subsidiaries		**105**	–
Disposal of subsidiary – net cash disposed		**(44)**	–
Net cash flow used in investing activities		**(47,605)**	(30,131)
Financing activities			
Dividends paid to non-controlling interests		**(1)**	(1)
Redemption of shares classed as financial liabilities		**(2)**	(6)
Proceeds from sale of shares to employees		**16,621**	16,183
Repurchases of own shares from employees		**(18,616)**	(15,305)
Equity dividends paid	11	**(6,277)**	(5,989)
Net cash flow used in financing activities		**(8,275)**	(5,118)
Increase in cash and cash equivalents		**32,020**	34,034
Effect of exchange rates on cash and cash equivalents		**(5,448)**	(9,407)
Cash and cash equivalents at 1 January		**389,358**	364,731
Cash and cash equivalents at 31 December	27(b)	**415,930**	389,358

Consolidated and company statement of changes in equity

for the year ended 31 December 2024

	Group		Company	
	2024 £000	2023 £000	**2024 £000**	2023 £000
Called up share capital (note 21)				
At 1 January and 31 December	**11,713**	11,713	**11,713**	11,713
Share premium account (note 22)				
At 1 January and 31 December	**17,717**	17,717	**17,717**	17,717
Revaluation reserve (note 22)				
At 1 January and 31 December	**814**	814	**2,733**	2,733
Investment in own shares (note 22)				
At 1 January	**(14,695)**	(15,281)	**–**	–
Sale of shares by Employee Trust to employees	**16,621**	16,183	**–**	–
Repurchases of shares by Employee Trust from employees	**(18,616)**	(15,305)	**–**	–
Surplus on disposal of own shares	**(423)**	(292)	**–**	–
At 31 December	**(17,113)**	(14,695)	**–**	–
Profit and loss account (note 22)				
At 1 January	**401,810**	340,854	**135,335**	128,894
Profit for the year	**88,635**	85,828	**13,071**	12,430
Other comprehensive (expense)/income:				
Exchange adjustments on translation of net assets of overseas subsidiaries	**(1,265)**	(2,923)	**–**	–
Net actuarial loss on pension schemes (note 25(c))	**(554)**	(9,970)	**–**	–
Tax on net actuarial loss (note 10(c))	**121**	2,318	**–**	–
Tax on additional pension contributions	**(41)**	(42)	**–**	–
Change in restriction of pension asset recognised – gross	**(7,858)**	(11,151)	**–**	–
Change in restriction of pension asset recognised – tax thereon	**1,938**	2,593	**–**	–
Total other comprehensive expense for the year	**(7,659)**	(19,175)	**–**	–
Total comprehensive income for the year	**80,976**	66,653	**13,071**	12,430
Surplus on disposal of own shares	**423**	292	**–**	–
Dividends (note 11)	**(6,277)**	(5,989)	**(6,277)**	(5,989)
At 31 December	**476,932**	401,810	**142,129**	135,335
Equity attributable to owners of the parent company	**490,063**	417,359	**174,292**	167,498

Consolidated and company statement of changes in equity

(continued)

for the year ended 31 December 2024

	Group		Company	
	2024 £000	2023 £000	**2024 £000**	2023 £000
Equity attributable to owners of the parent company	**490,063**	417,359	**174,292**	167,498
Non-controlling interests				
At 1 January	**199**	191	**–**	–
(Loss)/profit for the year	**(64)**	18	**–**	–
Other comprehensive expense:				
Exchange adjustments on translation of net assets of overseas subsidiaries	**(1)**	(9)	**–**	–
Total comprehensive (expense)/income for the year	**(65)**	9	**–**	–
Dividends	**(1)**	(1)	**–**	–
At 31 December	**133**	199	**–**	–
Total capital and reserves	**490,196**	417,558	**174,292**	167,498
Total capital and reserves				
At 1 January	**417,558**	356,008	**167,498**	161,057
Sale of shares by Employee Trust to employees	**16,621**	16,183	**–**	–
Repurchases of shares by Employee Trust from employees	**(18,616)**	(15,305)	**–**	–
Profit for the year	**88,571**	85,846	**13,071**	12,430
Other comprehensive expense for the year	**(7,660)**	(19,184)	**–**	–
Dividends	**(6,278)**	(5,990)	**(6,277)**	(5,989)
At 31 December	**490,196**	417,558	**174,292**	167,498

All transactions other than in the income statement or the statement of comprehensive income are transactions with owners.

Notes to the financial statements

at 31 December 2024

1. Company information

Mott MacDonald Group Limited is a company limited by shares, registered in England and Wales with registered number 01110949. The registered office is: 10 Fleet Place, London EC4M 7RB, United Kingdom.

2. Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The Group and company financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below, and investments in subsidiary undertakings which are held at deemed cost since transition to FRS 102.

No company income statement is presented for Mott MacDonald Group Limited as permitted by Section 408 of the Companies Act 2006.

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available to qualifying entities under FRS 102:

- no cash flow statement or net funds reconciliation has been presented for the parent company; and
- no financial instruments disclosure has been presented for the parent company.

Basis of consolidation

The consolidated financial statements present the results of Mott MacDonald Group Limited and its subsidiaries ('the Group') as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full. The consolidated financial statements incorporate the results of business combinations using the purchase method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair value at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

The profit attributable to members of the company is stated after deducting the proportion attributable to non-controlling interests.

Mott MacDonald Employee Trust ('Employee Trust')

The results, assets and liabilities of the Employee Trust have been included in the Group financial statements on the basis that the Group has control of the trust.

The costs of purchasing own shares held by the Employee Trust are shown as a deduction in arriving at total shareholders' equity. The proceeds from the sale of own shares held increase shareholders' equity. Any gains or losses arising from the sale or repurchase of own shares are reflected directly in reserves and do not affect the consolidated profit for the year. The sponsoring entity for the Employee Trust is Mott MacDonald Limited, a wholly owned subsidiary of Mott MacDonald Group Limited, and therefore the results, assets and liabilities of the Employee Trust have also been included in the financial statements of that entity. Further details about the Employee Trust are given in note 21.

Notes to the financial statements

at 31 December 2024

2. Basis of preparation (continued)

Going concern

The directors have a reasonable expectation that the Group and company have adequate resources to continue in operational existence for the foreseeable future, and at least for a period of 12 months from the date the financial statements are signed.

The Group has performed detailed analysis on future cash flow projections up to 31 December 2026, including both a base case and hypothetical downside scenarios that may result from the negative impact of events, such as a severe global recession, on future trading and cash flow. The analysis demonstrates that there would be sufficient headroom within the banking covenants and liquidity even if revenue and cash receipts reduced substantially. The scenario analysis allows for measures that would be implemented as part of a response plan to preserve cash, many of which were implemented effectively during 2020 in response to the global pandemic.

The directors are therefore satisfied that the Group and the company have sufficient financial resources and a robust response plan in the event of a severe economic downturn. The Group also has a strong cash position at the statement of financial position date and a bank facility is in place up until December 2026 for £125m, of which only £10m utilised at the year end (2023 – £10m) with an accordion of £25m available to use as part of the main facility agreement. For these reasons, the directors continue to adopt the going concern basis in preparing the financial statements.

3. Significant judgements and estimates

When preparing the financial statements, management makes a number of estimates, judgements and assumptions about the recognition and measurement of assets, liabilities, revenue and expenses. Management bases its assessment for estimates and judgements on historical experience, market insights and other factors, including expectations of future events that are believed to be reasonable in light of known circumstances. Those which have the most significant effect are summarised below.

Critical accounting judgements in applying the Group's accounting policies that have the most significant effect on amounts recognised in these financial statements are as follows:

Revenue from contracts

Where a change in the scope of work occurs, judgement is exercised on a contract-to-contract basis to determine whether the criteria for revenue recognition are met. The most important criteria are that the revenue and costs can be measured reliably and that it is probable that billings associated to the change in scope will be collected.

Provisions

From time to time, the Group receives claims from clients or other parties with regards to work performed on projects. The Group insures itself against such claims through policies written by its captive insurance subsidiary and through the external insurance market. Significant judgement is required to determine whether a provision should be put in place for these claims, including considering their merits.

Defined benefit pension schemes

Section 28 of FRS 102 permits an entity to recognise a plan surplus as a defined benefit plan asset only to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan. In the opinion of the directors, the Group does not have an unconditional right to the surplus and therefore no surplus has been recognised.

Notes to the financial statements

at 31 December 2024

3. Significant judgements and estimates (continued)

Estimates that may carry a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year are considered as follows:

Revenue from contracts

The Group's revenue accounting policy is central to how the Group values the work it has carried out in each financial year. This policy requires forecasts to be made on the current percentage of completion and the projected outcomes of projects. The key estimates relating to determining the revenue and profitability of projects and related assets or liabilities within the Group's financial statements are:

- percentage of completion – calculated by taking actual cost incurred as a percentage of forecast total cost. Estimation is required in determining the forecast cost;
- profitability of a project – project teams use their judgement to estimate the costs to complete a project. These include an assessment of the cost of anticipated potential future expenses; and
- pain/gain share – should contracts contain clauses that give rise to reductions in the amounts billable (pain) or additional upside fees billable (gain), project teams use their judgement to estimate their share of any pain/gain and include the impact of such in the percentage of completion assessment, which therefore impacts revenues recognised.

Projects may contain contingencies in their accounting estimates. The contingencies can be for potential costs to complete the project (cost contingencies) and for potential clawback or disallowance of fees where work has been done or is planned to be done (revenue contingencies).

Such cost and revenue contingencies are only included in the estimates in project budgets if they are deemed 'more likely than not to occur' when the financial statements are prepared. Management has reviewed project budgets at 31 December 2024 and is satisfied that contingencies that are included in project budgets reflect this methodology and the criteria set out above. There is however uncertainty in respect of the extent and magnitude of the contingencies, most notably whether the amounts recognised will fully crystallise.
Due to their nature, revenue contingencies tend to require more judgement than cost contingencies. Revenue contingencies totalled c£73m at 31 December 2024 (2023 – c£70m), the majority of which relates to 28 projects (2023 – 31 projects).

The classifications in the statement of financial position impacted by the above factors are contract assets £226.5m (2023 – £195.5m) and contract liabilities £185.5m (2023 – £197.8m).

Based on the information available as at 31 December 2024, management does not consider there to be any significant risk of a material change to the estimates and contingencies that feed into contract accounting on projects within the next financial year. However, future events and circumstances which cannot be foreseen at this stage may require significant changes to these estimates and contingencies at some future point.

Management is content that its project budgeting, contract management and risk management processes will reasonably result in any such future changes to a project being absorbed in future project budgets without creating a specific material unfunded project loss.

The Group considers that the level of estimation uncertainty in the financial statements as a whole is mitigated by the size of the Group's portfolio of contracts, which are of various types and at different stages of completion at any point in time.

Notes to the financial statements

at 31 December 2024

3. Significant judgements and estimates (continued)

Provisions

Accounting estimates are made to value these claims estimating the likely outflow utilising both internal and external sources, as well as the result of past experience. Any reimbursable that the Group is virtually certain to receive with respect to the likely outflow is recognised as a separate asset but limited to the value of the likely outflow. Assumptions are used in making these estimates and as such subsequent events may mean that they prove to be inaccurate, with an adjustment made in a future year. These estimates will affect the carrying value of 'other provisions' of £41.4m (2023 – £24.2m), see note 20.

Defined benefit pension schemes

The cost of defined benefit pension plans is determined annually using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, inflation, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and the long-term nature of these plans, such estimates are subject to significant uncertainty, with the valuation being most sensitive to the life expectancy, discount and inflation rate actuarial assumptions used. There is a range of possible values for the assumptions and small changes in these may have a significant impact on the valuation of the defined benefit pension obligations. The assumptions in relation to the UK scheme are set out in note 25, including sensitivity analysis on the three most critical estimates.

4. Principal accounting policies

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured at the aggregate of the fair values (at the acquisition date) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree.

Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets and liabilities is recognised as goodwill. If the net fair value of the identifiable assets and liabilities exceeded the cost of the business combination, the excess would be recognised separately on the face of the consolidated statement of financial position immediately below intangible assets as negative goodwill.

Goodwill and intangible assets

Positive goodwill acquired on each business combination is capitalised, classified as an asset on the statement of financial position and amortised on a straight line basis over its estimated useful life.

Goodwill acquired in a business combination is, from the acquisition date, allocated to each cash generating unit that is expected to benefit from the synergies of the combination.

If a subsidiary or business is subsequently sold or closed, any goodwill arising on acquisition that has not been amortised through the income statement is taken into account in determining the profit or loss on sale or closure.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Notes to the financial statements

at 31 December 2024

4. Principal accounting policies (continued)

Goodwill and intangible assets (continued)

Prior to 1 January 2019, intangible assets acquired as part of an acquisition of a business were capitalised separately from goodwill in accordance with FRS 102, as it then applied, if the fair value could be measured reliably on initial recognition (see note 12 for details). Following the Financial Reporting Council's (FRC's) triennial review of FRS 102 published in December 2017, for years commencing January 2019 onwards such intangible assets acquired on acquisition are only recognised separately from goodwill if they meet the following three conditions:

- future economic benefits are probable and the cost or value of the asset can be reliably measured;
- the intangible asset arises from contractual or other legal rights; and
- the intangible asset is separable.

Intangible assets created within the business are not capitalised and expenditure is charged against profits in the year in which it is incurred, unless the asset will generate probable future economic benefits and the costs can be reliably measured.

Subsequent to initial recognition, goodwill and intangible assets are stated at cost less accumulated amortisation and accumulated impairment. Goodwill and intangible assets are amortised on a straight line basis over their estimated useful lives with the amortisation being charged to administrative expenses in the income statement. The net book values of goodwill and intangible assets are reviewed for impairment if events or changes in circumstances indicate the net book value may not be recoverable. The useful economic lives of goodwill and intangible assets are as follows:

Goodwill	3 to 10 years
Software	2 to 10 years
Customer relationships	10 years
Forward order book	6 years

Non-controlling interests

The Group treats transactions with non-controlling interests as transactions with the equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded as changes in equity. Gains or losses on disposals to non-controlling interests are also recorded as changes in equity.

Tangible fixed assets

Tangible fixed assets are measured at cost, less accumulated depreciation and any accumulated impairment losses.

Depreciation is provided to write down the cost less estimated residual value of all tangible fixed assets over their expected useful lives, using the straight line method. The useful economic lives of tangible fixed assets are as follows:

Fixtures, fittings and equipment	3 to 10 years
Motor vehicles	3 to 4 years
Leased assets	duration of lease (3 to 10 years)

Notes to the financial statements

at 31 December 2024

4. Principal accounting policies (continued)

Gross revenue

The term 'gross revenue' used in these financial statements is the same as the statutory definition of turnover contained in Section 474 of the Companies Act 2006.

Gross revenue represents the fair value of the consideration receivable in respect of services provided during the year, inclusive of direct expenses incurred but excluding Value Added Tax. In recognising revenue, consideration is given to the contractual terms within individual contracts to determine whether the Group is engaging in the arrangement as a principal or as an agent. Determining whether the Group is acting as a principal or as an agent is based on an assessment of the contract in line with the factors set out in Section 23 of FRS 102, being, primary responsibility for delivery of goods or services, inventory risk, credit risk and latitude to establish prices. In addition to these factors, consideration is also given to any other relevant facts specific to the circumstances of the contract to decide whether the Group has exposure to the significant risks and rewards associated with the transaction.

Where it is determined that the Group is acting as an agent, the related revenue and costs are offset with each other leaving only the Group's fee as revenue in the financial statements. Principal versus agency considerations are typically applied to contracts where a significant portion of the contract relates to funds that are disbursed by the Group on behalf of the client.

Gross revenue on fixed price or lump sum contracts is recognised in the income statement by reference to the stage of completion of the contract at the statement of financial position date, provided that a right to consideration has been obtained through performance.

Consideration accrues as contract activity progresses by reference to the value of work performed, which coincides with costs incurred, and this is estimated by reference to costs incurred to date compared to expected lifetime costs. Hence the proportion of revenue recognised in the year equates to the proportion of costs incurred to total anticipated contract costs less amounts recognised in previous years where relevant.

Gross revenue for time and materials contracts is recorded over time in the income statement based on the value of the Group's work performed for the client.

Consulting services revenue (see note 5) is recognised by either of the methods above depending on the type of contract, while building and civil engineering contracting revenue is recognised by reference to the stage of completion.

Contract variations and claims are included in revenue where it is probable that the amount, which can be measured reliably, will be recovered from the client.

Full provision is made for losses on all contracts in the year in which they are first foreseen.

Contract assets represent the excess of revenue earned by reference to work done over the amounts invoiced at the year end. Where the progress payments received and receivable exceed the value of revenue earned to date, the excess is shown within creditors as contract liabilities.

Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations.

A joint arrangement that provides the Group with rights to the individual assets and obligations arising from the arrangement is classified as a joint operation and a joint arrangement that provides the Group with rights to the net assets of the arrangement is classified as a joint venture.

Notes to the financial statements

at 31 December 2024

4. Principal accounting policies (continued)

Joint arrangements (continued)

The Group accounts for a joint operation by recognising its share of assets, liabilities, revenues and expenses of the joint operation and combining them line by line with similar items in the Group consolidated financial statements.

Joint ventures are accounted for using the equity method. Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures. The Group had no material joint ventures at the statement of financial position date.

Research and development

Research and development costs required to complete projects during the normal course of business are immediately expensed to the income statement. Development costs incurred in developing assets for ongoing use in the business are assessed for capitalisation against the criteria of FRS 102. Where such assets meet the required criteria, they are capitalised and amortised over their estimated useful lives.

Fixed asset investments including subsidiaries

Fixed asset investments are recognised initially at fair value which is normally the transaction price (including transaction costs). Subsequently, they are measured at cost less any provision for impairment.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Current asset investments

Current asset investments are held by MHACE Insurance Company Limited, the Group's captive insurance company. Current asset investments are recognised initially at fair value which is normally the transaction price (but excludes any transaction costs, where the investment is subsequently measured at fair value through profit or loss). Subsequently, they are measured at fair value through profit or loss except for those investments that are not publicly traded and whose fair value cannot otherwise be measured reliably which are recognised at cost less impairment until a reliable measure of fair value becomes available. If a reliable measure of fair value is no longer available, the equity instrument's fair value on the last date the instrument was reliably measurable is treated as the cost of the instrument.

The investments are managed on behalf of the Group by external investment advisors and Group management does not actively participate in the investment process. As a result, it is considered inappropriate to classify such investments as cash equivalents in the statement of cash flows.

Financial assets

Basic financial assets, including trade debtors, other receivables and cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period, financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement.

Notes to the financial statements

at 31 December 2024

4. Principal accounting policies (continued)

Financial assets (continued)

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and any changes in fair value are recognised in the income statement, except for investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably which are measured at cost less impairment.

Financial assets are derecognised when:

- the contractual rights to the cash flows from the asset expire or are settled; or
- substantially all the risks and rewards of ownership of the asset are transferred to another party; or
- despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade creditors, other payables, bank loans, loans from fellow Group subsidiary undertakings and convertible deferred shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Provisions are measured as the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation.

Provisions are discounted to their present values, where the time value of money is material. No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

Taxation

Current tax, including UK corporation tax, is provided on amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred taxation

Deferred tax is recognised in respect of all timing differences at the statement of financial position date, except as otherwise indicated.

Notes to the financial statements

at 31 December 2024

4. Principal accounting policies (continued)

Deferred taxation (continued)

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is recognised when income or expenses from a subsidiary or associate have been recognised, and will be assessed for tax in a future period, except where:

- the Group is able to control the reversal of the timing difference; and
- it is probable that the timing difference will not reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recognised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date and are expected to apply to the reversal of the timing difference.

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in the income statement, statement of comprehensive income or equity depending on the transaction that resulted in the tax expense (income). Where additional pension contributions paid relate to past actuarial losses, the deferred tax movement thereon is recorded in other comprehensive income.

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- the Group has a legally enforceable right to offset current tax assets against current tax liabilities; and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

Dividends

Dividends are only reflected in the financial statements to the extent that at the statement of financial position date, they are declared and paid or declared as a final dividend in a general meeting.

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements are presented in pound sterling (£), which is the company's and Group's presentation currency.

Foreign currencies

Transactions in foreign currencies are initially recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the statement of financial position date. All differences are taken in the income statement.

The assets and liabilities of overseas subsidiary undertakings are translated into pound sterling at the rate of exchange ruling at the statement of financial position date. Income and expenses for each statement of comprehensive income are translated at the average rate of exchange prevailing throughout the year as an approximation for the rate applying at the date of the relevant transaction. All resulting exchange differences are recognised in other comprehensive income or expense.

Notes to the financial statements

at 31 December 2024

4. Principal accounting policies (continued)

Leasing commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the Group, are capitalised in the statement of financial position and depreciated over the shorter of the lease term and the asset's useful life. A corresponding liability is recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments in the statement of financial position. Lease payments are apportioned between the reduction of the lease liability in the statement of financial position and finance charges in the income statement so as to achieve a constant rate of interest on the remaining balance of the liability.

Rentals payable under operating leases are charged in the income statement on a straight line basis over the lease term. Lease incentives are recognised over the lease term on a straight line basis.

Employee benefits

Short-term employee benefits and contributions to defined contribution pension plans are recognised as an expense in the period in which they are incurred.

Pensions

The Group operates a number of pension schemes throughout the world which are described more fully in note 25. Pension costs charged against operating profit for the defined contribution schemes are the contributions payable in respect of the accounting period. All defined benefit schemes are now closed to future accrual of benefits and the surpluses or deficits are determined by the actuaries.

Scheme assets are measured at fair value. Fair value is based on market price information and in the case of quoted securities is the published bid price. Scheme liabilities are measured on an actuarial basis using the 'Projected Unit' method and are discounted at appropriate high-quality corporate bond rates. The surplus or deficit is presented separately from other assets and liabilities in the statement of financial position, with the corresponding deferred tax asset or liability disclosed within debtors or provisions for liabilities. A surplus is recognised only to the extent that it is recoverable by the Group.

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method, which attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligations) and is based on actuarial advice. When a settlement or a curtailment occurs, the changes in the present value of the scheme liabilities and the fair value of the plan assets reflect the gain or loss which is recognised in the income statement during the period in which it occurs.

The net interest element is determined by multiplying the net defined benefit liability by the discount rate at the start of the period, taking into account any changes in the net defined benefit liability during the period as a result of contribution and benefit payments. The net interest is recognised in the income statement as other finance income or cost. Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling and the return on the net defined benefit liability (excluding amounts included in net interest) are recognised immediately in other comprehensive income or expense in the period in which they occur. Remeasurements are not reclassified to the income statement in subsequent periods.

Notes to the financial statements

at 31 December 2024

5. Gross revenue

Gross revenue is attributable mainly to one continuing activity, the provision of consulting services, except for J.N. Bentley Limited which is a building and civil engineering contracting business.

Gross revenue is analysed as follows:

Analysis by destination:	2024 £000	2023 £000
Europe	**1,443,705**	1,277,823
Americas	**533,903**	516,093
Australia and New Zealand	**200,010**	251,524
Middle East and Africa	**188,395**	169,313
Asia	**152,125**	159,074
	2,518,138	2,373,827

Analysis by type of business:		
Consulting services	**1,954,792**	1,944,733
Building and civil engineering contracting (construction contracts)	**563,346**	429,094
	2,518,138	2,373,827

Notes to the financial statements

at 31 December 2024

6. Operating profit and other income

(a) Operating profit

This is stated after charging:		**2024 £000**	2023 £000
Auditors' remuneration – audit services:			
– principal auditor for audit of parent company and Group financial statements		**362**	327
– principal auditor for audit of subsidiary undertakings		**1,099**	1,048
– principal auditor prior year		**–**	319
– associates of principal auditor for audit of subsidiary undertakings		**827**	820
– associates of principal auditor prior year		**46**	70
		2,334	2,584
– non-principal auditors for audit of subsidiary undertakings		**291**	247
		2,625	2,831
Auditors' remuneration – non-audit services:			
– principal auditor		**2**	2
– associates of principal auditor:			
taxation		**2**	2
assurance		**–**	1
other		**3**	29
		7	34
Current service costs in pension schemes (note 25(c))		**118**	121
Foreign exchange losses		**3,548**	8,889
Depreciation (note 13)		**24,141**	18,422
Amortisation of goodwill (note 12)		**3,248**	2,856
Amortisation of software (note 12)		**2,059**	5,377
Amortisation of other intangibles (note 12)		**2,381**	3,571
Operating lease rentals	– land and buildings	**35,233**	36,420
	– vehicles and equipment	**441**	484

(b) Other income

	2024 £000	2023 £000
Research and Development Expenditure Credit (RDEC)	**8,529**	6,632

Notes to the financial statements

at 31 December 2024

7. Directors' remuneration

	2024 £000	2023 £000
Emoluments (excluding pension contributions)	**4,640**	4,239

The emoluments above relate to 5 directors in the year ended 31 December 2024 (2023 – 6).

The emoluments (excluding pension contributions) of the highest paid director were £1,099,419 (2023 – £1,008,025).

During the year, £81,386 (2023 – £90,485) of contributions were paid to defined contribution pension plans in respect of 4 directors (2023 – 5), of which £8,952 (2023 – £nil) related to the highest paid director. Some of the directors also have benefits under the closed defined benefit schemes. The accrued annual pension of the highest paid director at 31 December 2024 was £12,528 (2023 – £4,516).

The scheme provides an option to commute part of this pension for a lump sum, which amounted to £64,410 at 31 December 2024 (2023 – £22,895) for the highest paid director. The lump sum is calculated in accordance with HM Revenue & Customs rules using a scheme-specific formula.

8. Staff costs

	2024 £000	2023 £000
Salaries	**1,154,739**	1,097,181
Social security costs	**106,703**	92,552
Other pension costs (defined contribution schemes)	**109,896**	100,410
	1,371,338	1,290,143

The average number of persons employed by the Group (including directors) during the year was made up as follows:

	No.	No.
Management	**1,647**	1,404
Technical staff	**14,815**	14,545
Administrative staff	**2,316**	2,149
	18,778	18,098
The actual number of permanent staff at 31 December was:	**18,769**	18,586

There are no staff employed directly by the parent company, Mott MacDonald Group Limited.

Notes to the financial statements

at 31 December 2024

9. Net interest receivable

	2024 £000	2023 £000
Interest receivable	**11,459**	11,430
Interest payable:		
Bank loans and overdrafts	**(748)**	(747)
Other	**(604)**	(478)
	(1,352)	(1,225)
Net interest receivable	**10,107**	10,205

10. Tax

(a) Tax on profit on ordinary activities

	2024 £000	2023 £000
The taxation charge is made up as follows:		
Current tax:		
UK corporation tax	**11,895**	10,655
Non-UK tax	**16,210**	20,914
Capital gains tax – Mott MacDonald Employee Trust	**74**	66
	28,179	31,635
Adjustments in respect of previous years:		
UK corporation tax	**270**	995
Non-UK tax	**(389)**	(480)
Capital gains tax – Mott MacDonald Employee Trust	**1**	(1)
Total current tax	**28,061**	32,149
Deferred tax:		
Origination and reversal of timing differences	**7,982**	(2,881)
Adjustments in respect of previous years	**(1,338)**	(2,202)
Total deferred tax charge/(credit) (note 10(c))	**6,644**	(5,083)
Tax on profit on ordinary activities (note 10(b))	**34,705**	27,066

The aggregate current and deferred tax relating to items that are recognised in the statement of comprehensive income is a credit of £2,018,000 (2023 – £4,869,000 credit).

Notes to the financial statements

at 31 December 2024

10. Tax (continued)

(b) Factors affecting tax charge for the year

The tax provided for the year is higher (2023 – higher) than the amount computed at the average rate of corporation tax in the UK of 25% (2023 – 23.5%). The differences are explained below.

The average rate of corporation tax in the UK of 23.5% in 2023 was due to an increase in the UK corporation tax rate from 19% to 25% with effect from 1 April 2023.

	2024 £000	2023 £000
Profit on ordinary activities before taxation	**123,276**	112,912
Profit on ordinary activities before taxation multiplied by the average rate of corporation tax in the UK of 25% (2023 – 23.5%).	**30,819**	26,534
Effects of:		
Movement in tax losses	**490**	(878)
Higher taxes on non-UK earnings	**3,018**	4,099
Adjustments in respect of previous years	**(1,456)**	(1,688)
Timing differences not provided	**88**	9
Tax rate changes	**–**	211
Other permanent differences	**1,746**	(1,221)
Tax on profit on ordinary activities (note 10(a))	**34,705**	27,066

Adjustments in respect of previous years include the effects of changes in tax legislation or interpretations and revisions of estimates used in establishing prior period tax provisions.

Other permanent differences include consolidation adjustments, such as goodwill amortisation, as well as permanent tax reliefs and non-deductible items.

The items listed above are likely to impact on tax charges of future years as well, although their exact quantum will vary with time and circumstances.

The Group has tax losses of £68,399,000 (2023 – £67,564,000) that are available indefinitely for offset against future taxable profits of those companies in which the losses arose. The losses are mainly in South Africa, Guernsey, Hong Kong and Ireland. Deferred tax assets have not been recognised in respect of £57,479,000 (2023 – £56,979,000) of these losses as there is significant uncertainty over whether the subsidiary undertakings in which they have arisen will generate sufficient taxable profits in future years to allow the losses to be utilised.

Notes to the financial statements

at 31 December 2024

10. Tax (continued)

(c) Deferred tax

Group	2024 £000	2023 £000
The deferred tax included in the statement of financial position is as follows:		
Included in debtors (note 15)	**30,768**	35,271
Included in provisions for liabilities (note 20)	**(9,791)**	(7,167)
	20,977	28,104
The elements of deferred taxation are as follows:		
Excess of book depreciation over tax allowances on fixed assets	**(8,584)**	(3,285)
Amortisation of intangible assets	**963**	(453)
Pension liability (note 25(c))	**–**	163
Accrued expenses and provisions	**17,232**	16,547
Losses	**1,866**	1,841
Pension spreading	**–**	2,897
Other timing differences	**9,500**	10,394
	20,977	28,104
The movement in the year was:		
At 1 January	**28,104**	26,717
Deferred tax (charge)/credit in the income statement (note 10(a))	**(6,644)**	5,083
Deferred tax credit/(charge) in the statement of comprehensive income		
– on net actuarial loss on pension schemes (note 22)	**121**	2,318
– on defined benefit pension contributions made during the year	**(3,196)**	(7,412)
– on change in restriction of pension asset recognised (note 22)	**1,938**	2,593
Exchange and other adjustments	**654**	(1,195)
At 31 December	**20,977**	28,104

The amount of the net reversal of deferred tax expected to occur next year is £765,000 (2023 – £7,297,000).

(d) International tax reform – Pillar Two model rules

The Group monitors income tax developments in all jurisdictions in which it operates, including the OECD Base Erosion and Profit Shifting (BEPS) initiative (Pillar Two), which may impact the Group's future tax liabilities. The UK has introduced a global minimum corporation tax in line with the OECD Inclusive Framework on BEPS, which requires a minimum corporation tax rate of 15% in each jurisdiction in which the Group operates. The first accounting period to which the rules apply to the Group in the UK is the year ended 31 December 2024. The Group does not expect its tax liabilities to be materially increased as a result of the UK's implementation of the Pillar Two rules. The Group is continuing to assess their detailed impact and for the year ended 31 December 2024, Kuwait and the UAE are the only jurisdictions that are likely to be affected. The impact on the Group's total tax charge based on the profits earned in the year ended 31 December 2024 would be less than 0.5% and therefore no material tax liabilities are expected to arise.

The Group has applied the exception under the Amendments to FRS 102, issued by the FRC in July 2023, to not disclose information about deferred tax assets and liabilities related to the OECD Pillar Two Income Taxes.

Notes to the financial statements

at 31 December 2024

11. Dividends

The following dividends were paid during the year:	**2024 £000**	2023 £000
Ordinary:		
Interim dividend paid per share (2024 – 58p; 2023 – 55p)	**6,277**	5,989

The trustees of the Mott MacDonald Employee Trust waived the dividend on their 890,853 ordinary shares (held at the relevant date for dividend purposes) amounting to £516,695.

12. Group intangible fixed assets

2024	**Goodwill £000**	**Software £000**	**Other intangibles £000**	**Total £000**
Cost:				
At 1 January	**84,450**	**28,761**	**40,760**	**153,971**
Exchange adjustments	**(226)**	**(21)**	**–**	**(247)**
Additions	**3,215**	**283**	**–**	**3,498**
Disposal of subsidiary	**–**	**(111)**	**–**	**(111)**
Disposals	**(1,146)**	**(54)**	**–**	**(1,200)**
At 31 December	**86,293**	**28,858**	**40,760**	**155,911**
Amortisation:				
At 1 January	**78,424**	**25,101**	**38,379**	**141,904**
Exchange adjustments	**22**	**(10)**	**–**	**12**
Provided during the year	**3,248**	**2,059**	**2,381**	**7,688**
Disposal of subsidiary	**–**	**(111)**	**–**	**(111)**
Disposals	**(1,146)**	**(54)**	**–**	**(1,200)**
At 31 December	**80,548**	**26,985**	**40,760**	**148,293**
Net book value:				
At 31 December	**5,745**	**1,873**	**–**	**7,618**
At 1 January	6,026	3,660	2,381	12,067

Goodwill additions of £3,215,000 relate to the acquisition on 30 April 2024 of 100% holding in Merz Consultancy Pty Limited (£1,670,000) which is incorporated in Australia and the acquisition of a business on 31 August 2024 of Neo Engineering Consultancy (£1,545,000) in New Zealand. These have not had any material impact on the Group's results or its net assets.

The goodwill carrying value at 31 December 2024 is £5,745,000 which relates to the acquisitions of The Kercher Group, Inc. (£1,644,000) and Pacific Groundwater Group, Inc. (£529,000) in 2021, the acquisition of Engevity Advisory Pty Limited (£1,160,000) in 2023, and the acquisitions of Merz Consultancy Pty Limited (£1,120,000) and Neo Engineering Consultancy (£1,292,000) in 2024.

Notes to the financial statements

at 31 December 2024

13. Group tangible fixed assets

2024	**Motor vehicles £000**	**Fixtures, fittings & equipment £000**	**Total £000**
Cost:			
At 1 January	**11,602**	**149,969**	**161,571**
Exchange adjustments	**(5)**	**(1,361)**	**(1,366)**
Additions	**6,564**	**45,857**	**52,421**
Disposal of subsidiary	**(455)**	**(3,830)**	**(4,285)**
Disposals	**(1,950)**	**(22,232)**	**(24,182)**
At 31 December	**15,756**	**168,403**	**184,159**
Depreciation:			
At 1 January	**5,327**	**89,074**	**94,401**
Exchange adjustments	**(6)**	**(671)**	**(677)**
Provided during the year	**3,217**	**20,924**	**24,141**
Disposal of subsidiary	**(342)**	**(3,791)**	**(4,133)**
Disposals	**(1,753)**	**(19,945)**	**(21,698)**
At 31 December	**6,443**	**85,591**	**92,034**
Net book value:			
At 31 December	**9,313**	**82,812**	**92,125**
At 1 January	6,275	60,895	67,170

14. Investments

(a) Group

Other fixed asset investments	**2024 £000**	2023 £000
Cost:		
At 1 January	**190**	189
Additions	**–**	2
Disposals	**(137)**	(1)
At 31 December	**53**	190

Other fixed asset investments are those assets which do not meet the criteria for being accounted as subsidiary undertakings, associates or joint ventures. The principal activity of the businesses comprising other fixed asset investments is that of consulting engineers.

Notes to the financial statements

at 31 December 2024

14. Investments (continued)

(a) Group (continued)

Current asset investments	2024 £000	2023 £000
Valuation:		
At 1 January	**36,121**	33,628
Additions	**14,934**	22,656
Disposals	**(9,010)**	(21,964)
Fair value adjustments	**614**	1,801
At 31 December	**42,659**	36,121
Investments:		
Held at fair value	**42,659**	36,121

Current asset investments are held by MHACE Insurance Company Limited, the Group's captive insurance company. Current asset investments are comprised of 80% fixed interest securities and 20% managed equity funds. The investments are carried at market value based on mid-market price at the close of business on the valuation date. The historical cost of current asset investments is £41,683,000 (2023 – £35,759,000).

(b) Company

Subsidiary undertakings	2024 £000	2023 £000
Cost or deemed cost:		
At 1 January	**348,671**	348,731
Capital repayment	**(15,000)**	–
Disposals	**–**	(60)
At 31 December	**333,671**	348,671
Amounts provided:		
At 1 January and 31 December	**1,450**	1,450
Net book value:		
At 31 December	**332,221**	347,221
At 1 January	**347,221**	347,281

The total historical cost of interests in subsidiary undertakings is £330,544,000 (2023 – £345,544,000). Subsidiary undertakings held at cost or written down value amount to £319,013,000 (2023 – £334,013,000). Subsidiary undertakings held at deemed cost amount to £13,208,000 (2023 – £13,208,000), the historical cost of which amounts to £10,081,000 (2023 – £10,081,000).

Notes to the financial statements

at 31 December 2024

14. Investments (continued)

(c) Principal subsidiaries

The company's principal subsidiary undertakings at 31 December 2024 are shown below. All of these undertakings have coterminous year ends with the exception of Mott MacDonald Private Limited which has a year end of 31 March due to local regulations. The main activities of these are almost entirely those of engineering, management and development consultancies, except for MHACE Insurance Company Limited which is an insurance company, Mott MacDonald International Limited which is an investment company and J.N. Bentley Limited which is a building and civil engineering contractor.

Subsidiary undertaking	**% held of ordinary share capital 2024**	**Country of incorporation/registration**
J.N. Bentley Limited	100	England and Wales
MHACE Insurance Company Limited	100	Guernsey
Mott MacDonald (Beijing) Limited	100	China
Mott MacDonald Australia Pty Limited	100	Australia
Mott MacDonald B.V.	100	Netherlands
Mott MacDonald Canada Limited	100	Canada
Mott MacDonald CZ, spol. s r.o.	100	Czechia
Mott MacDonald France SAS	100	France
Mott MacDonald Group, Inc.	100	United States of America
Mott MacDonald Hong Kong Limited	100	China (Hong Kong)
Mott MacDonald International Limited[1]	100	England and Wales
Mott MacDonald Ireland Limited	100	Republic of Ireland
Mott MacDonald Japan KK	100	Japan
Mott MacDonald Limited[1]	100	England and Wales
Mott MacDonald New Zealand Limited	100	New Zealand
Mott MacDonald Private Limited	100	India
Mott MacDonald Singapore Pte Limited	100	Singapore
PT Mott MacDonald Indonesia	100	Indonesia

A full list of subsidiary undertakings is separately detailed in note 29.

[1] Investment not held through subsidiary undertaking.

15. Debtors

	Group		Company	
	2024	2023	**2024**	2023
	£000	£000	**£000**	£000
Trade debtors	**255,332**	267,589	**–**	–
Contract assets	**226,500**	195,453	**–**	–
Amount owed by subsidiary undertaking	**–**	–	**26,997**	70,323
Deferred taxation (note 10(c))	**30,768**	35,271	**–**	–
Taxation recoverable	**23,091**	16,362	**–**	–
Other debtors	**31,837**	20,901	**6**	10
Prepayments	**47,110**	45,851	**–**	–
	614,638	581,427	**27,003**	70,333

Trade debtors are shown net of a provision for impairment of £28,972,000 (2023 – £13,929,000).

Notes to the financial statements

at 31 December 2024

15. Debtors (continued)

Amount owed by subsidiary undertaking of £26,997,000 in the company statement of financial position is a loan from Mott MacDonald Group Limited to Mott MacDonald Limited. Interest on this loan is charged at a rate based on the three-month average SONIA rate plus a margin. The intention is that this loan will not be called up at short notice if doing so would cause the subsidiary undertaking to be unable to meet its liabilities as they fall due.

Deferred taxation recoverable after more than one year amounts to £30,003,000 (2023 – £27,974,000).

16. Creditors: amounts falling due within one year

	Group		Company	
	2024	2023	**2024**	2023
	£000	£000	**£000**	£000
Bank overdrafts (note 27(b))	**–**	31	**–**	31
Contract liabilities	**185,544**	197,810	**–**	–
Trade creditors	**76,165**	71,663	**–**	–
Current UK corporation tax	**140**	904	**–**	–
Non-UK taxation	**11,267**	11,346	**–**	–
Other taxes	**28,969**	27,620	**–**	–
Social security	**20,557**	18,378	**–**	–
Shares classed as financial liabilities (note 21)	**6**	8	**6**	8
Other creditors	**27,795**	34,443	**14**	18
Accruals	**252,221**	244,819	**–**	–
	602,664	607,022	**20**	57

17. Creditors: amounts falling due after more than one year

	Group		Company	
	2024	2023	**2024**	2023
	£000	£000	**£000**	£000
Unsecured bank loans (note 18)	**9,981**	9,805	**–**	–
Other creditors	**319**	314	**–**	–
Amount owed to subsidiary undertaking	**–**	–	**185,000**	250,000
	10,300	10,119	**185,000**	250,000

Amount owed to subsidiary undertaking of £185,000,000 (2023 – £250,000,000) in the company statement of financial position is a loan from Mott MacDonald Limited to Mott MacDonald Group Limited. Interest on this loan is charged at a rate based on the three-month average SONIA rate plus a margin. In addition the loan is repayable with an 18-month notice period and has a maturity date of 31 December 2026.

Notes to the financial statements

at 31 December 2024

18. Loans

Bank loans repayable, included within creditors, are analysed as follows:

	Group		Company	
	2024	2023	**2024**	2023
	£000	£000	**£000**	£000
Wholly repayable within five years	**9,981**	9,805	**–**	–

The £10m loan relates to amount drawn down on the multi-currency revolving credit facility agreement which is in place until 17 December 2026 and bears a market floating rate of interest based on the daily SOFR rate. Amounts drawn down on the facility are required to be repaid at the end of the facility period.

19. Obligations under leases

Future minimum rentals payable under non-cancellable operating leases are as follows:

Group

	Land and buildings		Other	
	2024	2023	**2024**	2023
	£000	£000	**£000**	£000
Amounts payable:				
Within one year	**28,046**	32,438	**444**	564
In two to five years	**73,480**	75,592	**247**	361
Over five years	**84,193**	84,599	**–**	–
	185,719	192,629	**691**	925

20. Provisions for liabilities

Group

2024	**Provisions for losses on contracts £000**	**Deferred taxation note 10(c) £000**	**Other provisions £000**	**Total £000**
At 1 January	**19,673**	**7,167**	**24,232**	**51,072**
Exchange adjustments	**(866)**	**(77)**	**–**	**(943)**
Arising during the year	**4,902**	**3,776**	**21,574**	**30,252**
Reversed during the year	**(2,557)**	**(1,075)**	**(3,582)**	**(7,214)**
Utilised	**(2,481)**	**–**	**(823)**	**(3,304)**
At 31 December	**18,671**	**9,791**	**41,401**	**69,863**

Deferred tax is expected to reverse over six years.

Notes to the financial statements

at 31 December 2024

20. Provisions for liabilities (continued)

Other provisions are mainly in respect of outstanding claims within MHACE Insurance Company Limited, the Group's captive insurance company. This includes a provision for claims incurred but not yet reported in the captive insurance company and is based on information available at the statement of financial position date. These claims generally result from disputes on projects with clients or other parties relating to our work. These claims are settled, where applicable, via remediation works or by the payment of monetary amounts.

Due to the nature of provisions for losses on contracts and other provisions, the timing of their utilisation varies with the size and complexity of the underlying facts and circumstances. It is not unusual for such matters to take three to five years to be resolved. A reasonable expected range of potential outcomes would not materially impact the provisions.

21. Share capital

Allotted, called up and fully paid

	2024 No.	2023 No.	**2024 £000**	2023 £000
Ordinary shares of £1 each	**11,713,212**	11,713,212	**11,713**	11,713
Convertible deferred shares of 1p each (classified as a liability) (note 16)	**587,540**	810,470	**6**	8
			11,719	11,721

Ownership of the issued ordinary shares is divided between employees and the Mott MacDonald Employee Trust ('Employee Trust').

Ownership of the shares by employees means that the company is independent from external shareholders' influence on the long-term development of the company. It is employees who make a major contribution to the company's long-term strategy and development so everything earned from developing the company is returned to employees who have worked hard to create it.

The Employee Trust has been in place since 1986. Its purpose is to support the framework of employee share ownership within the Group. The Employee Trust acts as a warehouse to ensure that the internal market for shares can operate fluidly during the year. The Employee Trust sells shares to employees when they are given the opportunity to buy shares at fair value in the company and the Employee Trust buys shares at fair value sold by employee shareholders.

The Employee Trust held 1,213,261 (2023 – 1,078,395) shares in the company at the statement of financial position date.

The Employee Trust is not used to make conditional benefits available to employees or employee shareholders.

Shares are not gifted to employees and there are no option schemes that exist. As such, there is no share-based payment arrangement reflected in these financial statements. Shares are only bought and sold at fair value.

Notes to the financial statements

at 31 December 2024

21. Share capital (continued)

The convertible deferred shares were offered for cash at par to former employees of the Group who held ordinary shares of the company for more than five years but who had ceased to be such holders by virtue of a 'Qualifying Sale' as more particularly described in the Articles of Association. On the occurrence of a 'Specified Event' as described in the Articles of Association, the convertible deferred shares (together with a corresponding number of unclassified shares) will be converted into ordinary shares of the company. The convertible deferred shares carry no voting rights and no entitlement to dividends or any surplus on winding up. The convertible deferred shares are disclosed as current liabilities rather than as share capital (see note 16) and are held at fair value which approximates their nominal value.

From 9 April 2016, the company no longer issues convertible deferred shares. The company instead offers, to a subscriber holding qualifying shares, the right to receive the cash equivalent amount that the subscriber would have been entitled to upon the occurrence of a conversion event had the subscriber been issued with the appropriate number of convertible deferred shares by reason of one or more qualifying events. No liability has been recorded in the statement of financial position at 31 December 2024 (2023 – none) as the directors consider the likelihood of such a conversion event being remote.

22. Reserves

Group

Share premium account
This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Revaluation reserve
This reserve relates to revaluation of current asset investments held by MHACE Insurance Company prior to transition to FRS 102.

Investment in own shares
This reserve records the value of shares held by the Employee Trust, which is consolidated in these financial statements. Shares held by the Employee Trust are shown as a deduction in arriving at total shareholders' equity.

Company

Share premium account
This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Revaluation reserve
This reserve records revaluation of investments in subsidiary undertakings which were held at valuation prior to transition to FRS 102.

Notes to the financial statements

at 31 December 2024

22. Reserves (continued)

Group

Profit and loss account	**2024**	2023
	£000	£000
At 1 January	**401,810**	340,854
Exchange adjustments on translation of net assets of overseas subsidiaries	**(1,265)**	(2,923)
Profit attributable to owners of the parent company	**88,635**	85,828
Dividends (note 11)	**(6,277)**	(5,989)
Tax on additional pension contributions	**(41)**	(42)
Net actuarial loss on pension schemes (note 25(c))	**(554)**	(9,970)
Tax on net actuarial loss (note 10(c))	**121**	2,318
Change in restriction of pension asset recognised – gross	**(7,858)**	(11,151)
Change in restriction of pension asset recognised – tax thereon (note 10(c))	**1,938**	2,593
Surplus on disposal of own shares	**423**	292
At 31 December	**476,932**	401,810

The net cumulative goodwill written off directly against reserves prior to goodwill being capitalised on the statement of financial position amounts to £1,995,000 (2023 – £1,995,000) and that credited to reserves amounts to £2,444,000 (2023 – £2,444,000).

23. Capital commitments

There were no capital commitments contracted and not provided for in the financial statements.

24. Contingent liabilities

	Group		Company	
	2024	2023	**2024**	2023
	£000	£000	**£000**	£000
Guarantee of bank loans and overdrafts in respect of other Group companies	**–**	–	**9,981**	9,805

In addition, in the normal course of business, down payment, performance and tender bonds have been given by certain subsidiary undertakings. In the opinion of the directors, these are not expected to give rise to any significant liability. There are no contingent liabilities at the year end in relation to bonds (2023 – £nil).

The Group is a party to claims and litigation arising in the normal course of operations. Due to the inherent uncertainties of litigation or the early stage of certain proceedings, it is not possible to predict the final outcome of all ongoing claims and litigation at any given time or to determine the amount of potential losses, if any. The Group monitors all claims and takes out appropriate insurance to mitigate its risk. Provisions for such claims made at the statement of financial position date are set out in note 20. There are no contingent liabilities at the year end in relation to claims where, in the event the Group is found liable, material exposure, individually or in aggregate, exists (2023 – none). Due to the nature of these matters, the timing of their resolution varies with the size and complexity of the underlying facts and circumstances. It is not unusual for such matters to take three to five years to be resolved.

Notes to the financial statements

at 31 December 2024

25. Pensions and other retirement benefits

(a) UK pension schemes

The Group has operated a number of pension schemes in the UK. The Mott MacDonald Pension Scheme ('MMPS') is trust based which, from 1 January 2001 until 31 December 2011, had both defined benefit and defined contribution sections. On 1 May 2000, the defined benefit section was closed to new entrants. From 1 January 2001, all members were transferred to the defined contribution section. This section was contracted into the State Second Pension, formerly known as the State Earnings Related Pension Scheme ('SERPS') and was closed to new members on 31 December 2004.

From 1 January 2005, new employees were entitled to join the Mott MacDonald Stakeholder Pension Scheme, a contract based scheme. From 1 April 2011, all stakeholder members were transferred to the Group Personal Pension Plan ('GPP').

From 1 January 2012, all defined contribution members were transferred to the GPP. Contribution structures in MMPS continued in the GPP. From 1 January 2012, all active defined benefit members were made deferred by removing the salary link and offering sliding scale enhancements to their pensions.

From 1 June 2017, all GPP members were transferred to a Master Trust and new employees are now contractually enrolled into the Master Trust. The minimum Master Trust employee contribution level is 4.5%.

On 31 December 2021, the J.N. Bentley Pension and Life Assurance Scheme (JNBPS) was merged with MMPS. JNBPS was a defined benefit scheme which was sponsored by J.N. Bentley Limited, a wholly owned subsidiary of the Bentley Holdings Limited group, and which was also closed to new members and future accrual of benefits.

The Group contributes to the Master Trust, at the rates specified in the rules of the scheme. From 1 January 2014, all new employees are contractually enrolled. To comply with auto-enrolment law, all current employees who were not in the GPP were contractually enrolled in May 2016, and subsequently re-enrolment exercises were carried out in the Master Trust in May 2019 and May 2022. Total pension contributions were £73.4m (2023 – £66.0m).

MMPS is funded by means of assets which are held in trustee-administered funds, separated from the Group's own resources. The contributions to MMPS are determined with the advice of an independent qualified actuary on the basis of triennial valuations using the 'Projected Unit' method and a funding agreement between the trustee and the Group. Members' pensions were increased during the year according to the rules of MMPS.

The following key assumptions were used to assess the funding level at the last actuarial valuation:

Date of valuation	1 January 2024
Future investment return per annum – pre-retirement	Discount rate yield curve*
– post-retirement	Discount rate yield curve*

At the last actuarial valuation on 1 January 2024, the market value of assets was £508m and the level of funding based on market value of assets was 103%.

* This is equal to the yield on UK Government fixed interest gilts at different terms on the yield curve, with an outperformance allowance of 0.5% for all terms.

Notes to the financial statements

at 31 December 2024

25. Pensions and other retirement benefits (continued)

(a) UK pension schemes (continued)

The level of funding is the value of the assets expressed as a percentage of MMPS liabilities after allowing for revaluation of benefits to normal pension date.

The valuation position of MMPS was updated to 31 December 2024 by a qualified independent actuary for the purpose of producing these financial statements in accordance with FRS 102.

It should be noted that the calculations and methods under FRS 102 are different from those used by the actuary to determine the funding level of MMPS. The Group and the trustee regularly review the funding level of MMPS with the advice of the actuary. During 2024, minimum contributions of £6.5m were paid to MMPS in accordance with the previous recovery plan. Under the current funding plan, minimum contributions will be £nil in 2025.

In June 2023, the UK High Court (Virgin Media Limited v NTL Pension Trustees II Limited) ruled that certain historical amendments for contracted-out defined benefit pension plans were invalid if they were not accompanied by the correct actuarial confirmation. Whilst the Court of Appeal upheld this ruling in July 2024, there remains material uncertainty in relation to the legal position itself and the application of the ruling. The Group has discussed the ruling with the trustee and its potential implications for the UK pension scheme. The trustee continues to consider this matter together with its professional advisers. The trustee is monitoring developments as further government guidance and/or case law emerges and the Group will maintain a dialogue with the trustee and its advisers on this matter. The trustee will continue to monitor the need for any work that might be necessary in the future as circumstances evolve.

(b) Other pension schemes

In the USA, there is the Mott MacDonald Defined Benefit Pension Plan (frozen as of 31 March 1995). This is a defined benefit scheme which is closed to new members and future accrual of benefits. An interim report was prepared by a qualified actuary at 31 December 2024 for disclosure purposes which showed that the total market value of the assets of the scheme was US$14.0m (2023 – US$14.3m) and the liabilities were US$13.8m (2023 – US$15.1m) resulting in a surplus of US$0.2m at 31 December 2024 (2023 – deficit US$0.8m). Since the company does not have an unconditional right to the surplus, it has not been recognised in the Group financial statements.

In the Republic of Ireland, there is a further defined benefit scheme which is also closed to new members and future accrual of benefits. An interim report was prepared by a qualified actuary at 31 December 2024 for disclosure purposes which showed that the total market value of the assets of the scheme was €10.1m (2023 – €9.9m) and the liabilities were €7.0m (2023 – €7.1m) resulting in a surplus of €3.1m at 31 December 2024 (2023 – €2.8m). Since the company does not have an unconditional right to the surplus, it has not been recognised in the Group financial statements.

These pension schemes are not material in the context of the Group financial statements.

Notes to the financial statements

at 31 December 2024

25. Pensions and other retirement benefits (continued)

(c) Group pension schemes

The assets and liabilities of the Mott MacDonald Pension Scheme ('MMPS') are analysed below:	2024 £m	2023 £m
Change in defined benefit obligation		
Defined benefit obligation at 1 January	**(470.2)**	(466.1)
Interest cost on MMPS liabilities	**(20.9)**	(22.1)
Actuarial gains/(losses) on MMPS liabilities	**43.0**	(11.8)
Benefits paid	**30.1**	29.8
Defined benefit obligation at 31 December	**(418.0)**	(470.2)
Analysis of defined benefit obligation		
Plans that are wholly or partly funded	**(418.0)**	(470.2)
Change in plan assets		
Fair value of plan assets at 1 January	**508.2**	493.2
Interest income on MMPS assets	**22.8**	23.9
Actuarial (losses)/gains on MMPS assets	**(43.9)**	1.4
Employer contributions	**6.5**	19.5
Benefits paid	**(30.1)**	(29.8)
Fair value of plan assets at 31 December	**463.5**	508.2
Pension asset/funded status of MMPS	**45.5**	38.0
Pension surplus not recognised (excluding tax)**	**(45.5)**	(38.0)
Pension asset recognised in the statement of financial position (excluding tax)**	**–**	–

** Since the company does not have an unconditional right to the surplus, it has not been recognised.

Notes to the financial statements

at 31 December 2024

25. Pensions and other retirement benefits (continued)

(c) Group pension schemes (continued)

	2024 **£m**	2023 £m
Deficit in Mott MacDonald USA scheme	**–**	(0.6)
Total deficit in Group schemes excluding deferred tax (as reported in the statement of financial position)	**–**	(0.6)
Related deferred tax asset (note 10(c))	**–**	0.2
Net pension liability	**–**	(0.4)
Surplus in MMPS	**45.5**	38.0
Surplus in Mott MacDonald Ireland Limited scheme	**2.6**	2.4
Surplus in Mott MacDonald USA scheme	**0.1**	–
	48.2	40.4
Restriction of pension asset recognised**	**(48.2)**	(40.4)
Total surplus in Group schemes excluding deferred tax (as reported in the statement of financial position)	**–**	–

** Since the companies do not have an unconditional right to the surpluses, they have not been recognised.

Components of pension (cost)/income

Year to 31 December	**2024** **£m**	2023 £m
Total pension cost recognised in administrative expenses in arriving at operating profit		
– for MMPS	**–**	–
– for other Group schemes	**(0.1)**	(0.1)
	(0.1)	(0.1)
Interest cost on MMPS liabilities	**(20.9)**	(22.1)
Interest income on MMPS assets	**22.8**	23.9
Net pension interest recognised as other finance income in the income statement		
– for MMPS	**1.9**	1.8
– for other Group schemes	**0.3**	0.2
	2.2	2.0
Actuarial gains/(losses) on MMPS liabilities	**43.0**	(11.8)
Actuarial (losses)/gains on MMPS assets	**(43.9)**	1.4
Net actuarial losses recognised in other comprehensive expense for MMPS	**(0.9)**	(10.4)
Net actuarial (losses)/gains recognised in other comprehensive expense		
– for MMPS	**(0.9)**	(10.4)
– for other Group schemes	**0.3**	0.4
	(0.6)	(10.0)

Notes to the financial statements

at 31 December 2024

25. Pensions and other retirement benefits (continued)

(c) Group pension schemes (continued)

Plan assets

The weighted average asset allocation at the year end for MMPS was as follows:	**2024**	2023
	%	%
Asset category		
Liability driven investment	**95**	89
Corporate bonds	**4**	4
Cash and other	**1**	1
Hedge funds/diversified growth funds	**–**	6
	100	100

Actual return on plan assets

Year to 31 December	**2024**	2023
	£m	£m
Interest income on MMPS assets	**22.8**	23.9
Actuarial (losses)/gains on MMPS assets	**(43.9)**	1.4
Actual return on plan assets – for MMPS	**(21.1)**	25.3

The key financial assumptions used to determine the pension liability at 31 December for MMPS are:

	2024	2023
	%	%
Discount rate for MMPS liabilities	**5.5**	4.6
RPI inflation	**3.1**	3.0
CPI inflation	**2.5**	2.3
Pension increases (inflationary increases with a maximum of 5% p.a.)	**2.5**	2.3
Salary increases	**n/a**	n/a

Weighted average life expectancy for mortality tables used to determine benefit obligations for MMPS at 31 December:

	2024		2023	
	Male Years	**Female Years**	Male Years	Female Years
Member age 60 (current life expectancy)	**27.3**	**29.4**	27.4	29.2
Member age 40 (life expectancy at age 60)	**28.0**	**30.4**	28.6	30.4

Sensitivity to the significant actuarial assumptions

Comparatively small changes in the assumptions used for measuring the defined benefit obligations for MMPS may have a significant effect on the Group's income statement and statement of financial position. The following table shows the sensitivity of the defined benefit pension obligations to reasonably possible changes in the key assumptions underlying the valuation, with all other assumptions remaining unchanged.

Change in assumption	**Impact on MMPS liabilities**
0.1% decrease in discount rate	increase in obligations in the range 0% to 1.0%
0.1% increase in inflation rates	increase in obligations in the range 0% to 0.5%
1 year increase in life expectancy	increase in obligations in the range 4.5% to 5.0%

Notes to the financial statements

at 31 December 2024

26. Related party transactions

The Group has taken advantage of the provisions in Section 33.1A of FRS 102 not to disclose transactions with wholly owned subsidiary undertakings.

During the year, the Group made sales of £16,219,000 (2023 – £16,335,000) to joint ventures. The net balance owed by joint ventures at 31 December 2024 was £169,000 (2023 – £941,000).

Key management personnel
The Group's directors are considered to be its key management personnel. Directors' remuneration is set out in note 7.

27. Notes to the statement of cash flows

(a) Reconciliation of profit on ordinary activities before taxation to net cash inflow from operations

	2024 £000	2023 £000
Profit on ordinary activities before taxation	**123,276**	112,912
Adjustments to reconcile profit before taxation for the year to net cash inflow from operations:		
Depreciation	**24,141**	18,422
Amortisation of intangible assets	**7,688**	11,804
Other income	**(8,529)**	(6,632)
Unrealised foreign exchange losses	**942**	2,258
Fair value adjustments on current asset investments	**(614)**	(1,801)
Pension contributions	**(6,952)**	(20,071)
Current service costs in pension schemes	**118**	121
Loss on disposal of other fixed asset investments	**–**	1
Loss/(profit) on disposal of tangible fixed assets	**72**	(1,315)
(Profit)/loss on disposal of current asset investments	**(378)**	319
Profit on disposal of subsidiary undertakings	**(2,004)**	–
Net interest receivable	**(10,107)**	(10,205)
Other finance income	**(2,187)**	(2,007)
Increase in debtors	**(32,357)**	(51,110)
Increase in creditors	**4,006**	46,785
Increase in provisions for liabilities	**17,041**	1,374
Net cash inflow from operations	**114,156**	100,855

Notes to the financial statements

at 31 December 2024

27. Notes to the statement of cash flows (continued)

(b) Cash and cash equivalents

Cash and cash equivalents comprise the following:

At 31 December	2024 £000	2023 £000
Cash at bank and in hand	**415,930**	389,389
Bank overdrafts (note 16)	**–**	(31)
Cash and cash equivalents	**415,930**	389,358

Cash at bank earns interest at floating rates based on daily bank deposit rates.

(c) Analysis of changes in net funds

Group	1 January 2024 £000	Cash flow £000	Exchange movement £000	31 December 2024 £000
Cash at bank and in hand	**389,389**	**31,989**	**(5,448)**	**415,930**
Bank overdrafts (note 16)	**(31)**	**31**	**–**	**–**
	389,358	**32,020**	**(5,448)**	**415,930**
Debt due after more than one year (note 17)	**(9,805)**	**–**	**(176)**	**(9,981)**
Shares classed as financial liabilities (note 16)	**(8)**	**2**	**–**	**(6)**
Total net funds	**379,545**	**32,022**	**(5,624)**	**405,943**

28. Financial assets and liabilities

	Notes	2024 £000	2023 £000
Financial assets at fair value through profit or loss			
Current asset investments	14(a)	**42,659**	36,121
Financial assets that are equity instruments measured at cost less impairment			
Other fixed asset investments	14(a)	**53**	190
Financial assets that are debt instruments measured at amortised cost[1]			
Trade debtors	15	**255,332**	267,589
Other debtors	15	**31,837**	20,901
Financial liabilities at fair value through profit or loss			
Shares classed as financial liabilities	16, 21	**6**	8
Financial liabilities measured at amortised cost[1]			
Trade creditors	16	**76,165**	71,663
Other creditors	16, 17	**28,114**	34,757
Loans	18	**9,981**	9,805

The fair values of the assets and liabilities held at fair value through profit or loss at the statement of financial position date are determined using quoted prices.

[1] Amortised cost is the amount at which a financial asset or financial liability is measured at initial recognition, less principal repayments and plus or minus any unamortised original premium or discount (calculated using the effective interest method).

Notes to the financial statements

at 31 December 2024

28. Financial assets and liabilities (continued)

Financial risks

The Group has a variety of controls in place to manage liquidity risk, credit risk and exchange risk, and minimise financial loss.

The more important aspects are:

- for investments, where viable, all counterparties must meet the Group's minimum credit rating of A-1 long term and P-1 short term; and
- there is no speculative use of derivatives, currency or other instruments.

Notes to the financial statements

at 31 December 2024

29. Subsidiary undertakings

Subsidiary undertaking by country of incorporation/registration	% held of ordinary share capital	Registered office key
United Kingdom		
Bentley Holdings Limited	100	A
Cambridge Education Associates Limited	100	B
Cambridge Education Limited[1]	100	B
Courtyard Group UK Limited	100	B
Ewbank and Partners Limited[1]	100	B
Ewbank Preece Consulting Limited[1]	100	B
Ewbank Preece Limited[1]	100	B
Franklin & Andrews International Limited	100	B
Franklin & Andrews Limited[1]	100	B
Fulcrum First Limited	100	B
HLSP Limited	100	B
IDSR Holdco Limited	100	B
IDSR Tradeco Limited	100	B
JBA Bentley Limited	75	A
J.N. Bentley Limited	100	A
MIME Learning Limited[1]	100	C
MMRA Limited	100	B
Mott Hay & Anderson International Limited[1]	100	B
Mott MacDonald Bentley Limited	100	A
Mott MacDonald Engineering Consultants Limited[1]	100	B
Mott MacDonald HoldCo Limited[1]	100	B
Mott MacDonald International Limited[1]	100	B
Mott MacDonald Limited[1]	100	B
Mott MacDonald Pension Trustee Limited	100	B
Mott MacDonald Trustees Limited[1]	100	B
Multi Design Consultants Limited	100	B
Multi Design Holdings Limited[1]	100	B
Needlemans Limited[1]	100	B
Osprey PMI Limited	100	B
Preece Cardew & Rider Limited[1]	100	B
Project Management International Limited	100	B
Schema Associates Limited[1]	100	B
Sir M MacDonald & Partners Limited[1]	100	B
Sterling Management Limited[1]	100	B
Teamwork Management Services Limited[1]	100	B
Australia		
Mott MacDonald Australia Pty Limited	100	D
Engevity Advisory Pty Limited	100	D
Merz Consultancy Pty Limited	100	D
Botswana		
Merz & McLellan Botswana (Pty) Limited	100	E
Bulgaria		
Mott MacDonald (Bulgaria) EOOD	100	F
Canada		
Mott MacDonald Canada Limited	100	G
China		
Mott MacDonald (Beijing) Limited	100	H
Mott MacDonald (Shenzhen) Limited[2]	100	I
China (Hong Kong)		
Franklin & Andrews (Hong Kong) Limited	100	J
Mott MacDonald Consultants (HK) Limited	100	J
Mott MacDonald Hong Kong Limited	100	J

[1] investment not held through subsidiary undertakings
[2] in liquidation

Notes to the financial statements

at 31 December 2024

29. Subsidiary undertakings (continued)

Subsidiary undertaking by country of incorporation/registration	% held of ordinary share capital	Registered office key
Colombia		
Mott MacDonald Colombia SAS	100	K
Czechia		
Mott MacDonald CZ, spol. s r.o.	100	L
Democratic Republic of the Congo		
Mott MacDonald DRC SASU	100	M
Egypt		
Mott MacDonald Egypt Limited	100	N
Finland		
Mott MacDonald Finland Oy	100	O
France		
Mott MacDonald France SAS	100	P
Guernsey		
MHACE Insurance Company Limited	100	Q
Hungary		
Mott MacDonald Magyarorszag Kft	100	R
India		
Mott MacDonald Private Limited	100	S
Indonesia		
PT Mott MacDonald Indonesia	100	T
Ireland		
Ewbank Preece OhEocha Limited	100	U
Franklin & Andrews (Ireland) Limited	100	U
Mott MacDonald Ireland Limited	100	U
Mott MacDonald Pettit Engineering Limited	100	U
Somin Holdings Limited	100	U
Italy		
Mott MacDonald Italy S.r.l.	100	V
Japan		
Mott MacDonald Japan KK	100	W
Kazakhstan		
Mott MacDonald Kazakhstan LLP	100	X
Kenya		
Mott MacDonald Kenya Limited	100	Y
Korea, South		
Mott MacDonald Korea Ltd.	100	Z
Malawi		
Mott MacDonald Blantyre Limited	100	AA
Malaysia		
Mott MacDonald (Malaysia) Sdn. Bhd.	100	AB
Mauritius		
PDNA Consulting (Mauritius) Limited	100	AC
Mongolia		
Mott MacDonald Mongolia Company Limited	100	AD
Mozambique		
Mott MacDonald Mozambique Lda	100	AE
Netherlands		
Euroconsult Mott MacDonald B.V.	100	AF
Mott MacDonald B.V.	100	AF
New Zealand		
Mott MacDonald New Zealand Limited	100	AG

Notes to the financial statements

at 31 December 2024

29. Subsidiary undertakings (continued)

Subsidiary undertaking by country of incorporation/registration	% held of ordinary share capital	Registered office key
Nigeria		
Cambridge Education Nigeria Limited	100	AH
Norway		
Mott MacDonald Norge AS	100	AI
Philippines		
Mott MacDonald (Philippines) Inc	100	AJ
Poland		
Mott MacDonald Polska Spolka z o.o.	100	AK
Romania		
Mott MacDonald Romania SRL	100	AL
SC Educatia 2000+ Consulting SRL	100	AL
Saudi Arabia		
Mott MacDonald Limited LLC for Engineering Consultancy	100	AM
Mott MacDonald Limited LLC – Regional Headquarters	100	AM
Serbia		
Mott MacDonald S d.o.o.	100	AN
Sierra Leone		
Mott MacDonald (SL) Limited	100	AO
Singapore		
Mott MacDonald Singapore Pte Limited	100	AP
Slovakia		
Mott MacDonald Slovensko, s r.o.[2]	100	AQ
South Africa		
Merz & McLellan (Proprietary) Limited	100	AR
Mott MacDonald Contracting (Pty) Limited	100	AR
Mott MacDonald Development South Africa (Pty) Limited	100	AR
Mott MacDonald Holdings (South Africa) (Pty) Limited	100	AR
PDNA Holdings (Pty) Limited	100	AR
Spain		
Mott MacDonald Spain Sociedad Limitada	100	AS
Taiwan		
Taiwan Mott MacDonald Limited	100	AT
Tanzania		
Cambridge Education Tanzania Limited	100	AU
Thailand		
Mott MacDonald (Thailand) Limited	100	AV
Thai MM Limited	100	AV
Turkey		
Mott MacDonald T Engineering Consultants Limited	100	AW

[2] in liquidation

Notes to the financial statements

at 31 December 2024

29. Subsidiary undertakings (continued)

Subsidiary undertaking by country of incorporation/registration	% held of ordinary share capital	Registered office key
United States of America		
Mott MacDonald Alabama, LLC	100	AX
Mott MacDonald Architects, Inc.	100	AX
Mott MacDonald Consultants, Inc.	100	AX
Mott MacDonald Federal, LLC	100	AX
Mott MacDonald Florida, LLC	100	AX
Mott MacDonald Group, Inc.	100	AX
Mott MacDonald I&E, LLC	100	AX
Mott MacDonald Massachusetts, LLC	100	AX
Mott MacDonald Michigan, LLC	100	AX
Mott MacDonald NY, Inc.	100	AX
Mott MacDonald Operating Services, LLC	100	AX
Mott MacDonald USA, LLC	100	AX
Mott MacDonald, Inc.	100	AX
Mott MacDonald, LLC	100	AX
Pacific Groundwater Group, Inc.	100	AX
The Kercher Group, Inc.	100	AX

Other fixed asset investments by country of incorporation/registration		
United Kingdom		
BMM JV Limited	50	AY
M2 (Water) LLP	50	B

Registered Office	Registered office key
Snaygill Industrial Estate, Keighley Road, Skipton, North Yorkshire BD23 2QR, United Kingdom	A
10 Fleet Place, London EC4M 7RB, United Kingdom	B
St. Vincent Plaza, 319 St. Vincent Street, Glasgow G2 5LD, United Kingdom	C
Level 17 One Festival Tower, Station Road, Adelaide SA 5000, Australia	D
Plot 50370, Fairgrounds, East Wing, Acumen Park, Gaborone, Botswana	E
Office A, 2a Ivan Abadjiev Str, Fl. 4, Sofia 1784 Bulgaria	F
22 St. Clair Avenue East, Suite 200, Toronto ON M4T 2S3, Canada	G
Suite 1007 Tower E Global Trade Centre, 36 North 3rd Ring Road East, Beijing, 100013, China	H
2302 Block 1, Xinwen Building, 2 Shennan Zhong Road, Futian District, Shenzhen, China	I
3/F Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong	J
Carrera 14 No. 89-48, Oficina 403, Edificio Novanta, Bogota D.C., Colombia	K
Narodni 15, 110 00 Praha 1, Czechia	L
7ème étage, Immeuble BCDC, Boulevard du 30 Juin, Commune de la Gombe, Kinshasa, The Democratic Republic of the Congo	M
253 Rabaa El-Adaweya Investment Project, El Akad Mall Ext., 5th Floor, Apartment 53, Nasr City, Cairo, Egypt	N
c/o Sweco Industry Oy, PL 75, Helsinki, 00381, Finland	O
15 Rue Traversière, 75012, Paris, France	P
Suite 1 North, First Floor, Albert House, South Esplanade, St Peter Port, Guernsey GY1 1AJ	Q
Mott MacDonald, Atrium Park F7, Vaci ut45 F/7, Budapest, 1134, Hungary	R

Notes to the financial statements

at 31 December 2024

29. Subsidiary undertakings (continued)

Registered Office (continued)	**Registered office key**
Unit No 101, First Floor, NOMURA Building, Hiranandani Gardens, Powai, Mumbai 400076, India	S
WTC 3, Level 29th, Jl. Jend. Sudirman Kav. 29-31, Jakarta, 12920 Indonesia	T
South Block, Rockfield, Dundrum, Dublin 16, Republic of Ireland Eircode: D16 R6V0	U
Via Enrico Albareto 31, 16154, Genoa, Italy	V
4F Nihonbashi Honcho 1-chome Building, 1-9-13 Nihonbashi Honcho, Chuo-ku, Tokyo, 103-0023, Japan	W
12th Floor, Office 1204A, Block A, Building 47, Syganak Street, Astana City, Esil Region, 010000, Republic of Kazakhstan	X
LR no.1870/1/176, 1st Floor, ALN House, Eldama Ravine Close, off Eldama Ravine Road, PO Box 764-00606, Westlands, Kenya	Y
16Fl., Jongro 5 Gil 7, Jongno-Gu, Seoul (Chung Jin Dong), Republic of Korea	Z
Likongwe and Company offices, 12/30, Area 12, Lilongwe, Off Dunduzu Street, Chimutu, Lilongwe Urban, Malawi	AA
Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South City No.8, Jalan Kerinchi, 59200 Kuala Lumpur Wilayah Persekutuan, Malaysia	AB
c/o Globefin Management Services Ltd, Rogers House, 5 President John Kennedy Street, Port Louis, Mauritius	AC
Suite 203, Crystal Business Center, Chinggis Avenue 11/1, Ulaanbaatar, 210628, Mongolia	AD
Av. Orlando Francisco Magumbwe, No. 993, Polano Cimentro, Maputo, Mozambique	AE
Velperplein 23, 6811AH, Arnhem, Netherlands	AF
Level 2, 139 Pakenham Street, West Auckland, 1010, New Zealand	AG
2nd Floor, Sterling Towers, 20 Marina, Lagos, Nigeria	AH
c/o Inforegn AS Misjonsmarka 1, 4024 Stavanger, Norway	AI
The Regus Tec Inc, 27th Floor Tower 2, The Enterprise Centre, 6766 Ayala Ave. Corner, Paseo de Roxas, 1226, Philippines	AJ
Ul. Prosta 68, Budynek Proximo, 00-838, Warsaw, Poland	AK
246 Traian Street, 3rd Floor, Apartment no. 5, room no. 3, District 2, Bucharest, Romania	AL
Building No. 6897, King Fahd Rd, Al Olaya Dist. 3388, Riyadh, 12211, Saudi Arabia	AM
Kneginje Zorke 2, Floor 1, Belgrade, 11000, Serbia	AN
24 Regent Road, Hill Station, Freetown, Sierra Leone	AO
152 Beach Road, #35-00 Gateway East, Singapore, 189721, Singapore	AP
Sulekova 2, Bratislava 811 06, Slovakia	AQ
5th Floor, Bloukrans Building, Lynnwood Bridge, Pretoria, Gauteng, 0081, South Africa	AR
Paseo de Castellana 77, Planta 9, 28046, Madrid, Spain	AS
5F, No.92, Sec 2 Dun Hua S Rd, Da-An District, Taipei City, 10668, Taiwan	AT
House No 1, Plot No 178/9, Kilimani Road, Kilimani Area, Kilimani Ward, Dodoma CBD, PO Box 1587, Dodoma, Tanzania	AU
90 CW Tower, 41st Floor, Room No. A4101-02, Ratchadapisek Road, Kwang Huay Kwang, Khet Huay Kwang, Bangkok, Metropolis, Thailand	AV
Mesa Koz, Sahrayıcedit Mah. Atatürk Cad No:69/255 34734, Kadıköy / İstanbul, Turkey	AW
c/o Mott MacDonald Group, Inc., 111 Wood Avenue South, 5th floor, Iselin NJ 08830-4112, United States of America	AX
St James House, Knoll Road, Camberley, Surrey GU15 3XW, United Kingdom	AY

Group five-year summary

Pages 87 to 89 do not form part of the audited financial statements

Years ended 31 December	2024 £000	2023 £000	2022 £000	2021 £000	2020 £000
Gross revenue	**2,518,138**	2,373,827	2,049,094	1,781,800	1,805,503
Operating profit	**100,669**	91,929	109,522	104,054	84,894
Profit on ordinary activities before taxation	**123,276**	112,912	115,806	105,222	90,135
Tax on profit on ordinary activities	**(34,705)**	(27,066)	(32,028)	(21,551)	(25,883)
Non-controlling interests	**64**	(18)	(119)	(243)	(473)
Dividends	**(6,277)**	(5,989)	(4,324)	(3,326)	–
Retained profit	**82,358**	79,839	79,335	80,102	63,779
Consolidated statement of financial position					
Fixed assets	**99,796**	79,427	69,733	75,280	74,395
Current assets	**1,073,227**	1,006,937	926,040	732,744	695,161
Creditors: amounts falling due within one year	**(602,664)**	(607,022)	(578,068)	(480,305)	(445,359)
Net current assets	**470,563**	399,915	347,972	252,439	249,802
Total assets less current liabilities	**570,359**	479,342	417,705	327,719	324,197
Creditors: amounts falling due after more than one year	**(10,300)**	(10,119)	(12,062)	(12,284)	(13,183)
Provisions for liabilities	**(69,863)**	(51,072)	(48,121)	(21,985)	(36,680)
Net assets excluding pension liability	**490,196**	418,151	357,522	293,450	274,334
Pension liability	**–**	(593)	(1,514)	(1,617)	(78,134)
Net assets including pension liability	**490,196**	417,558	356,008	291,833	196,200
Capital and reserves					
Called up share capital	**11,713**	11,713	11,713	11,713	11,713
Share premium account	**17,717**	17,717	17,717	17,717	17,717
Revaluation reserve	**814**	814	814	814	814
Investment in own shares	**(17,113)**	(14,695)	(15,281)	(11,105)	(16,474)
Profit and loss account	**476,932**	401,810	340,854	272,434	182,032
Equity attributable to owners of the parent company	**490,063**	417,359	355,817	291,573	195,802
Non-controlling interests	**133**	199	191	260	398
Total capital and reserves	**490,196**	417,558	356,008	291,833	196,200
Net funds					
Cash at bank and in hand	**415,930**	389,389	364,731	273,183	254,720
Bank overdrafts	**–**	(31)	–	–	–
Loans falling due after more than one year	**(9,981)**	(9,805)	(10,392)	(9,229)	(9,145)
Obligations under finance leases	**–**	–	–	(1,095)	(1,891)
Shares classed as financial liabilities	**(6)**	(8)	(14)	(18)	(27)
	405,943	379,545	354,325	262,841	243,657

Group risk summary

↑ Increasing ↓ Decreasing — Stable

Risk category	Principal risks	Risk description	Impact	Risk treatment	Threat perception
Financial	**Financial Health and Economic Uncertainty**	The risk that external economic factors could have a negative impact on financial results and the ability to achieve objectives.	Inability to meet revenue targets and achieve strategic objectives.	Continued engagement with clients about markets and focus on diverse opportunities. Regional recession resilience plans in place and regularly updated.	—
Legal	**Ethics and Regulatory Compliance Risk**	The risk of an ethical breach and a lack of corporate compliance culture.	Reputational damage, fines, claims and loss of business.	Delivery and embedment of Ethics and Compliance Programme, which includes Our Code, policies, declarations, channels for reporting and investigations. These programmes prevent, detect and respond to misconduct, build an ethical culture and ensure compliance with the law.	—
Operations	**Information Governance Risk**	The risk that records and information are not collected, stored and lawfully used, or protected from loss, unauthorised access and release.	Reputational damage, fines, claims and disputes, and a negative impact on the culture of the organisation.	Strengthen data management governance, policy and process with clearly defined data management principles.	—
Strategic	**Portfolio Risk**	The risk of overdependence on specific geographic markets or sectors.	Lack of presence in growth markets and lost business opportunities.	Understanding the trajectories of the market and competitive landscape, and setting in place effective portfolio controls.	—
	Climate Change Risk	The risk of failing to respond effectively to fast-evolving requirements driven by climate change on our projects, markets and operations.	Decline in revenue, loss of growth opportunities and loss of reputation.	Continually enhance climate change competencies and strengthen governance of physical climate risks. Proactively monitor evolving climate-related regulations, standards and best practices. Conduct climate transition and physical risks scenario analysis.	—
	Reputation Risk	The risk of not managing and responding adequately to negative publicity.	Loss of revenue, litigation, brand deterioration or loss of stakeholder confidence.	Review and update of relevant processes, brand and media guidelines and response plans. Increase in listening and benchmarking capability.	↓
	Market Share Risk	The risk of new entrants in the market threatening the organisation's competitive advantage.	Inability to meet revenue targets and loss of market presence.	Scanning of new developments in markets. Maintain close relationships with clients and partners.	—
Talent	**Succession Risk**	The risk of being unable to develop and enhance leadership skills with a sufficient succession pipeline.	Adverse impact on technical excellence, project delivery and organisation culture.	Implementation of Leadership Development Initiatives, Performance Management Programmes and Development Pathways for successors.	—
	Compensation and Reward	The risk of inadequately compensating and not providing rewards and incentives that align with employees' expectations and market environment.	Failure to attract talent, failure to retain talent and employee dissatisfaction.	Regular global benchmarking and review of global reward approach.	—
	Equality, Diversity and Inclusion	The risk of inadequately delivering equality, diversity and inclusion objectives in line with internal and external stakeholder expectations.	Adverse impact on ability to bid for work, loss of reputation, employee dissatisfaction and deteriorating retention.	Improve data gathering capabilities and determine key metrics; communicate key EDI health and safety considerations; develop a global EDI comms plan; and update the Group EDI strategy.	—
	Capacity and Capability Risk	The risk of being unable to attract, develop and retain sufficient talent.	Adverse impact on project delivery, culture, business pipeline and management of business operations.	Strategies that support clear career pathways, strategic resourcing and resource management.	↓
Technology	**New Technology Adoption Risk**	The risk of failing to adopt new technology to be competitive.	Technical obsolescence, erosion in efficiency and inability to bring new digital services to market.	Align digital innovation with security, streamline decision making for digital and innovation processes, and ensure confident and secure governance of AI data use.	↑
	Cyber Security Risk	The risk of network attacks by malicious insiders or outsiders.	Business disruption, reputational damage, loss of data and business.	Effective response plans, strengthening of Group information security procedures, controls and security of data.	↑

Principal climate-related risks identified for Mott MacDonald Group

↓ Low – Medium ↑ High

Risk	**Risk description**	**Potential business impact** (uncontrolled risk)	**Time horizon** (when most significant impacts are likely to materialise)	**Risk rating under each climate scenario**			**Resilience to impacts**
				Paris-aligned	Middle of the road	Reasonable worst case	
Transition risk – policy and legal	The risk that we will be unable to meet requirements under current and emerging climate regulation, including carbon reduction targets and climate change risk disclosure.	Potential non-compliance leading to penalties or reputational damage. Failure to meet client selection criteria leading to loss of revenue.	Short-Medium	–	–	↓	↑
Transition risk – market	The risk that our capabilities may not match the requirements of our clients in our core and emerging markets.	Loss of strategic opportunity to support transition growth sectors. Loss of revenue from existing clients. Inability to win new project work. Increased resourcing costs, impacting project profitability. Reputational damage due to investment in the wrong capabilities or technologies leading to increased costs. Loss of knowledge and skills through attrition.	Short-Medium	↓	↓	↓	↑
Physical risk – acute and chronic	The risk of significant harm and damage to our workforce and assets due to physical impacts of climate change on our operations.	Disruption of our business and our supply chain. Personnel health and safety risks. Reduced productivity. Damage to physical assets and infrastructure. Limitations on project operating locations. Increased operating costs. Inability to gain, or increased costs of, insurance coverage.	Medium-Long	↓	–	↑	–
Opportunity – growth in decarbonisation and resilience services	The opportunity for Mott MacDonald to grow decarbonisation and resilience technical services to its clients.	High client retention. Increased revenues. Positive brand differentiation. Increased demand for engineering and project management skillsets in delivery of decarbonisation and resilience. Increased revenue from new technologies and markets. Improved employee attraction and retention. Increased business resilience.	Short-Medium	↑	–	↓	↑

Mott MacDonald Group Governance

The Executive Board and its committees

Executive Board
James Harris (Executive Chair)
Ian Galbraith (Strategy Director)
David Johnson (Development Director)
Richard Risdon (Regional General Manager)
Ed Roud (Finance Director)
Cathy Travers (Managing Director)

Board attendance
Paul Ferguson (General Counsel)
Alec Pavitt (Chief Governance Officer)

Management Committee
Cathy Travers (Chair)
Paul Bentley
Adrian Jones
Alec Pavitt
Dean Radeloff
Richard Risdon
Doug Wilson

In attendance
Brenda Begg

Investment and Finance Committee
Ed Roud (Chair)
David Boyland
Rachel Ellison
James Harris
Richard Risdon
KaiYea Soh
Claudio Tassistro
Cathy Travers

In attendance
Dewesh Dhopatkar

Risk Committee
Ian Galbraith (Chair)
David Boyland
Paul Ferguson
Simon Harrison
Alec Pavitt
Ed Roud
Cathy Travers

In attendance
Brenda Begg

The Shareholders' Committee and its sub-committees

Shareholders' Committee
Mike Brown[1] (Chair)
Frances Badelow
Aimee Barwick
David Boyland
Ian Clarke
Rachel Ellison
Erin Flaherty[1]
Kerry Hancock
Simon Harrison
Adrian Jones
Chris Mealing
Kenneth Norbury
Alec Pavitt
Dean Radeloff
Clare Rhodes James
KaiYea Soh
Claudio Tassistro
Steve Tetlow

In attendance
Paul Ferguson
Ian Galbraith
James Harris
David Johnson
Richard Risdon
Ed Roud
Cathy Travers

Audit and Risk Assurance Sub-committee
Ian Clarke (Chair)
Erin Flaherty[1]
Kenneth Norbury
Clare Rhodes James
Steve Tetlow

In attendance
Brenda Begg
Dewesh Dhopatkar
Paul Ferguson
Ian Galbraith
Andy Leigh
Ed Roud
Cathy Travers

The Shareholders' Committee and its sub-committees
(continued)

Nominations Sub-committee
Frances Badelow (Chair)
Aimee Barwick
Mike Brown[1]
Rachel Ellison
Chris Mealing
Dean Radeloff

In attendance
Ian Galbraith
James Harris
David Johnson
Cathy Travers

Remuneration and Equity Sub-committee
Mike Brown[1] (Chair)
Kerry Hancock
Adrian Jones
KaiYea Soh

In attendance
James Harris
David Johnson
Ed Roud
Cathy Travers

Membership of committees and sub-committees is effective from 1 March 2025.

[1] Independent member

Engineering.
Management.
Development.

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