

# Directors' Report

The directors present the audited financial statements for the year ended 31 March 2025.

## Results for the year

The Company's financial results, which are detailed in the income statement, cover the year to 31 March 2025.

An interim dividend of 19.0p per share was declared in November and paid in December 2024 (2024: 19.0p per share). The directors have agreed a final dividend of 22.0p (2024: 36.0p per share). The aggregate dividends recognised in the year amounted to £31.0m (2024: £31.6m).

Revenue for the year amounted to £1,068.7m (2024: £1,219.4m restated) resulting in a profit before tax (pre-exceptional) of £274.4m (2024: £372.5m restated) and overall profit for the financial year (pre-exceptional) of £237.3m (2024: £314.8m). Exceptional items total a cost of £12.2m (2024: cost £2.3m) (after taxation and minority interest), and lead to a profit for the year, attributable to Edrington shareholders, of £113.9m (2024: £164.0m).

A detailed review of the Company's business strategy along with associated risks and uncertainties is included within the Strategic Report.

## Future developments

This is detailed within the strategic report within the "Going Concern" section on page 12 and the "Outlook" section on page 7.

## Directors

The directors who served during the year and to the date of this report were:

C S Gillies (*resigned 1 April 2025*)  
S J McCroskie  
P A Hyde  
A G Cockburn  
A M C Avis MBE (*resigned 2 September 2024*)  
S Fitzgerald  
K Torii  
I P Boyadjian  
C Rénier (*appointed 1 June 2024*)  
Edward Cumming-Bruce (*appointed 1 April 2025*)  
Patricia Huyghues Despointes (*appointed 1 April 2025*)

## Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Group financial statements in accordance with United Kingdom adopted international accounting standards. The financial statements also comply with International Financial Reporting Standards (IFRSs) as issued by the IASB. The directors have chosen to prepare the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and profit or loss of the Company for that period.

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In preparing the parent company 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 where 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 the going concern basis unless it is inappropriate to presume that the company will continue in business.

In preparing the Group financial statements, International Accounting Standard I requires that directors:

- Properly select and apply accounting policies;
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Provide additional disclosures when compliance with the specific requirements of the financial reporting framework are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- Make an assessment of the company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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

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

This information is given and should be interpreted in accordance with the provision of Section 418 of the Companies Act 2006.

The Company's Articles of Association provide for the indemnification of its Directors to the extent permitted by the Companies Act 2006 and other applicable legislation, out of the assets of the Company, in the event that they incur certain expenses in connection with the execution of their duties.

### Employee share schemes

The Company operates two share schemes for eligible employees in the United Kingdom.

The ShareSave Scheme is an annual scheme enabling eligible employees to save for a three-year period to buy Edrington 'B' Ordinary Shares at 80% of the market price. The scheme has been approved by HM Revenue and Customs. The Company charges the fair value of the option at the date of grant to the income statement over the vesting period of the scheme.

The ShareReward Scheme allows Edrington 'B' Ordinary Shares to be awarded annually to eligible employees of the Company. The employee's entitlement to receive shares is dependent on the growth in the Company's core contribution in the year, exceeding a pre-determined growth rate. The scheme has been approved by HM Revenue and Customs. The Company charges the annual fair value of this scheme to the income statement if the performance criteria have been met.

The ShareReward Scheme was active in both the year ended 31 March 2024 and 31 March 2025.

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## Executive incentive plans

An Annual Incentive Plan rewards executive directors and senior executives based on the Company's financial results and the executives' individual performance against business objectives.

The Annual Incentive Plan was active in both the year ended 31 March 2024 and 31 March 2025, further details within Note 5 of the financial statements.

The Long-Term Incentive Plan rewards senior executives based on the Company's performance over a three-year period, by awarding a cash incentive. The Company charges any associated costs to the income statement over the period of the plan. The financial performance conditions, which represents 60% of the award, requires fully meet threshold performance in respect of the three-year period ended 31 March 2025.

## Energy and Carbon Reporting

Reporting of the Group's energy consumption is detailed within the Corporate Sustainability and Responsibility report on pages 38-39.

## Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

## Employee Engagement

A summary of how the Company engages with its employees is detailed within the "Stakeholder Engagement" section within the Corporate Governance report.

## Business Relationships

Fostering business relationships with our suppliers, customers and lenders is key to the success of the business. Further details of our engagement with our business partners are outlined within the "Stakeholder Engagement" section within the Corporate Governance report.

## Corporate Governance

The group has voluntarily adopted and is complying with the Wates Corporate Governance principles for Large Private Companies. Further detail on the compliance with each of the principles is detailed within the Corporate Governance report on pages 17-20.

## Financial Instruments

The Group's financial risk management objectives and policies, including the policy for hedge accounting and liquidity risk are detailed with the "Accounting Policies" section and in notes 18 and 19 of the Notes to the Financial Statements.


## Going Concern

The Company has carried out assessments of the future trading performance and cash flows with sensitivities completed to reflect the current uncertain environment and is discussed on page 12 of the Strategic Report. The results of these assessments were reviewed considering the financial position of the Group at 31 March 2025, the cost and cash mitigation measures available to it, and the access to ongoing funding facilities. Based on these assessments the Board and directors have a reasonable expectation that the Group will be able to meet its financial obligations for the foreseeable future and have adequate resources to continue to operate for at least 12 months from the date of this annual report. The directors therefore consider it appropriate to adopt the going concern basis in preparing these financial statements.

## Auditors

As auditors are now deemed, under Section 487(2) of the Companies Act 2006, to be reappointed automatically, Deloitte LLP, having expressed their willingness, will continue as statutory auditors.

Approved and signed on behalf of the Board



**Gavin Murray**  
Group Company Secretary

23 June 2025