SOLENT GATEWAY LIMITED

(Company Number 09370825)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

SOLENT GATEWAY LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2025

Strategic report

The directors present the strategic report of Solent Gateway Limited ("SGL" or the "company") for the year ended 31 December 2025.

1. Development and principal activities

SGL was formed in 2016 and holds a 35-year lease until 2051 to develop and operate the 83-hectare Marchwood Port on the River Test opposite the Port of Southampton. Since 2023, Solent Gateway Limited's shareholding is held by Associated British Ports Holdings Limited ("ABPH"), part of the ABP (Jersey) Limited ("ABPJ") group.

Following the acquisition by ABPH, SGL has been undertaking a major redevelopment. Phases 1 and 2 of construction works were completed in 2025. Work is underway on phases 3 and 4 which together will deliver an additional 30 acres of automotive operational area during 2026. Preparatory work is underway on further phases to develop additional automotive areas.

SGL has established itself within the Solent region and the opportunity it will create through developing considerable new port space in the Solent is widely recognised. There is growing demand for the new capacity and facilities it will create in the port, including sectors such as automotive, steel, and Roll-on/Roll-off ("RoRo").

SGL has a long-term business growth strategy. Revenue is forecast to grow supported by long-term leases and boosted by high levels of demand for regular import and export activity from the maritime and automotive industries.

SGL's relationship with the Ministry of Defence ("MOD") remains in a strong position. In addition to the overarching concession agreement which runs to 2051, SGL has a sub-lease with the MOD with respect to a 14-acre area, including buildings, within the port that were extended during the year.

2. Principal risks and uncertainties

SGL's policy with respect to risk management is to direct resources to ensure that SGL, as far as possible, aligns its exposure to risk with defined risk appetite thresholds that are based on preventing harm to colleagues, and other port users, and preventing adverse financial impacts.

The principal risks facing the company, based on the residual risk to the business, are recorded in the risk and control register of the ABP (Jersey) Limited group ("group"). The top risks are grouped based on their potential to impact on health and safety or the group's financial results.

The company's principal safety risks relate to the potential for a major incident, either on a tenanted site or an Associated British Ports ("ABP") controlled site, as a result of the high-risk operations carried out across the ports and the potential for fatalities, or serious injuries, to colleagues, or other port users, as a result of either their actions or a workplace transport incident.

Strategic report (continued)

2. Principal risks and uncertainties (continued)

- Tenant Loses Control of Operation: ABP's predominantly landlord-tenant operating model means that a high proportion of activities carried out across our ports are done so outside of ABP's direct control. These activities may include heavy industrial operations and the handling of dangerous cargoes such as ammonium nitrate. Consequently, there is a risk that a tenant, operating independently, experiences a fire or explosion on their site that results in harm to colleagues, or other port users, and prolonged business interruption at a port. ABP has in place processes to ensure only tenants who can operate safely are onboarded and to assure ourselves of a tenant's compliance to their statutory and contractual obligations. Even with these control checks in place, ABP acknowledges that this will remain a significant risk to the business given the potential for a catastrophic health and safety outcome and the limited control ABP has at tenanted sites.
- Fire/Explosion: With ABP's role in operations, there is a risk of a fire or explosion on an ABP controlled site. Robust, proactive controls are in place which help to prevent this risk from materialising. Controls include fire and Dangerous Substances and Explosive Atmospheres Regulations ("DSEAR") risk assessments to identify potential hazards, cargo care measures and essential maintenance of plant and equipment. ABP colleagues are also trained to respond to an incident should it arise. Fire and Control of Major Accident Hazards ("COMAH") regulations awareness training are complemented by regular drilling of emergency plans, which involve local resilience forums and other key stakeholders. Undertaking 'lessons learned' and sharing best practice across the group will continue to help to further improve ABP's controls, whilst audits are undertaken to verify the effectiveness of current controls.
- Workplace Transport Incident: There is a risk that ABP are not able to keep staff and other port users (including the general public) safe when moving around the port estate. Moving plant, heavy goods vehicles and cars present a risk to those on the port premises. There are controls in place at the ports which help to mitigate the risk, including segregation of plant and people, the use of speed cameras, safe systems of work, training and telematics in ABP company vehicles. Additional actions being progressed to further reduce this risk include improvements to road conditions, road markings and signage.
- Public Injured on Port Estate: There is a risk that members of the public entering the port estate may be fatally injured. This is a particular concern given the number of sites that can be easily accessed. At some ports there are specific challenges relating to dilapidated buildings and structures being accessed by the public and members of the public attempting to swim within the port estate. Controls are in place, including fencing, security staff and CCTV, to help prevent public access to high risk areas of ports.

The company's principal financial risks relate to the loss of business from a major customer and multiple customers or tenant failures leading to an adverse impact on the company's EBITDA. In response to these risks, ABP has reviewed the risk status of top customers and proactively engages with them to find commercial solutions and retain their business. ABP monitors all its customers and maintains close relationships with key customers.

Further significant financial risks relate to the potential for major development projects, to deliver business growth, being delayed or cancelled due to customer financial constraints, market conditions, increases in construction costs or difficulties in obtaining the necessary development approvals. ABP follows a strong approach to governance to ensure only sound project business cases are progressed, that customer requirements are well understood, that appropriate procurement strategies are followed and that project plans fully take account of consenting and approval requirements.

Strategic report (continued)

2. Principal risks and uncertainties (continued)

The company's principal technological risk remains that of cyber-attack. There is a risk that ABP's corporate computer systems could be compromised by the use of an e-mail or web based cyber-attack which results in employees being unable to operate connected devices and software because of the disruption caused by the attack, containment of the attack and the subsequent system restoration. Preventative controls are in place to detect and block attacks, along with training to raise staff awareness such as simulated phishing emails. Data back-ups are routinely undertaken. Penetration testing is undertaken to identify vulnerabilities, so that weaknesses can be addressed. Incident response plans are tested and Business Continuity Plans are in place covering critical business activities.

Emerging and longer term risks that could impact company's business beyond the current five-year plan, have been identified and categorised as follows.

- Environment: Predicted long term changes to our climate and weather patterns, beyond those already being experienced, not only have the potential to directly further impact our operations but may also result in increasingly restrictive environmental legislation. The global drive towards decarbonisation also poses challenges for ABP and our customers in the timeframe considered. In response to these challenges ABP launched its Sustainability Strategy in February 2023. ABP has undertaken flood risk assessments across all its ports, and these are being used as part of the critical asset management processes and the development of long-term strategic flood risk plans for high risk port locations. These will support flood risk consideration when ABP develop new, or replace existing, port infrastructure.
- Power Supply Capacity: Electrical power demand from customers at some of ABP's ports is expected to increase significantly in the coming years as customers seek to reduce their use of fossil fuels and achieve environmental targets. ABP is working with customers and Distribution Network Operators to help ensure customer power requirements can be met.
- Public Policy and Regulation: ABP recognises that both the maritime industry and key sectors of ABP's business are susceptible to changes in public policy, regulatory requirements, and government support.
- Technology, Innovation and Competition: ABP endeavours to keep pace with technological change to remain competitive and to keep port users and assets safe and secure. ABP also acknowledges that as our economy becomes more technology-focussed, competition for certain skills will intensify.
- Economic: ABP recognises the risk to earnings should a global slowdown or recession cause drops in consumer goods (containers, RoRo, automotive), tourism spending (cruise) and construction projects (steel, aggregates). Changes in trade tariffs could also present a risk to ABP's earning.

Financial risk management

Treasury matters throughout the group are controlled centrally and carried out in compliance with policies approved by the Board of Associated British Ports Holdings Limited ("ABPH"), the immediate parent of the company. The Board of ABPH monitors treasury matters and approves significant decisions. The treasury function's purpose is to identify and mitigate, where appropriate, financial risks inherent in the company's business operations and capital structure. The company's main financial risks are access to liquidity, interest rates, foreign exchange, capital and credit risk. The company aims to manage these risks to an acceptable level.

The company does not use financial instruments for speculative purposes.

Strategic report (continued)

3. Performance of the business

Operating profit for the year ended 31 December 2025 was £7,315,000 (2024: £2,359,000). Revenue for the year ended 31 December 2025 was £18,026,000 (2024: £13,063,000). The increase primarily relates to additional lease income. Administrative expenditure for the year to 31 December 2025 was £8,151,000 (2024 restated*: £7,803,000).

**See page 24 for further information.*

4. Financial position

The net asset position of SGL as at 31 December 2025 is £10,971,000 (2024: £5,642,000).

5. Section 172 (1) Statement

The company is a wholly-owned indirect subsidiary of ABP (Jersey) Limited (“ABPJ”). The directors recognise the importance of stakeholder engagement in delivering the long-term and sustainable success of the company, and when making decisions the directors have regard to the potential consequences over the short, medium, and long term, and their responsibilities and duties to the company’s shareholder and other stakeholders.

To support directors and assist them in complying with their duties, board papers include details on engagement with stakeholders so that the impact on, and views of, key stakeholders can be considered as part of the decision-making process.

The key stakeholders relevant to the group are employees, customers, local and national government, suppliers, the communities in which SGL operates, the environment, and the MOD. The following section outlines how the Company engages with, and has regard to, each of the key stakeholder groups.

5.1 Employees

Employees were transferred from the company to ABP during 2024 and 2025. As at 31 December 2025, there were no individuals directly employed by the Company. For further detail on the Group’s employees, please refer to the Employees section of the section 172(1) statement within the Strategic Report of ABP’s Annual Report and Financial Statements.

5.2 Customers

The company’s future success is dependent on the maintenance and development of its relations with current and potential customers. SGL works closely with the customers at port, regional and corporate level to understand their needs and develop facilities and services to meet their requirements.

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.2. Customers (continued)

What matters to the Company's customers

- Building long term sustainable partnerships of mutual value
- Availability of infrastructure and resources to support customer operations
- A strong culture and focus on safe operations
- Clear communication regarding port-based activities
- Sustainability and de-carbonisation of port operations

How SGL measures

- Direct customer feedback through day-to-day activities and joint projects
- Regular engagement with customer senior management representatives
- Business growth
- Performance surveys conducted

How SGL engages

- Regular dialogue with customers to understand current and future challenges
- Port user groups to provide a forum for feedback and discussion on key topics
- Updates to customers
- Annual tenanted site inspections
- Attending industry events alongside customers and partners
- Hosting customer events
- Regular quarterly meetings and account management reviews with major customers
- Monthly customer KPI performance meetings to measure Service Level Agreement (SLA's) as required
- Sharing safety alerts and learning

How the Board complements the engagement

- Considering feedback from customers, including when discussing new projects and opportunities
- Directors meeting with select customers
- Directors visiting customer sites to better understand customer priorities and projects

Actions and Decisions

- Continuing implementation of customer engagement plans
- Investment in new infrastructure and equipment to support customer activities

5.3 Local Authorities

SGL has developed good relationships with local authorities as evidenced by local authority approval of planning application for the development of Marchwood Port in December 2022 and continued support for the potential further expansion of the Marchwood Port as part of ABP's plans to expand the Port of Southampton (Future Southampton).

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.3. Local Authorities (continued)

What matters to Local Authorities and National Government

- Employment opportunities, prosperity and economic growth
- Support for the objectives of governments, such as economic growth and enabling the energy transition
- Safeguarding the MOD capability at Marchwood Port and the additional resilience and capacity generated through its development by the company
- Long term sustainability for future generations
- Enabling the efficient and controlled movement of people and goods into/out of the UK
- Effective support of supply chains and supply chain resilience for local businesses and industry/agriculture

How SGL measures

- Using the company's interaction with government at all levels to ensure solutions are achieved that deliver tangible benefits to all stakeholders
- Ability to deliver core business objectives with consent and support of relevant government and arm's length bodies
- Engagement with UK and local government to understand and positively input into relevant policy through both formal processes (e.g. consultations, local plan formation) and ongoing dialogue
- Feedback from discussions on projects, consultations and submissions

How SGL engages

- Directly with UK government departments, including the MOD, the Department for Transport, the Department for Energy Security & Net Zero, Devolved Administrations and local government bodies relevant to the Marchwood Port
- Membership of local business groups that engage with government on policy issues e.g. Business South, Solent Forum and New Forest Business Partnership
- Pro-active engagement with executive agencies of the government including the Marine Maritime Organisation and the Environment Agency
- Regular dialogue with Local Authorities and local collective bodies and fora
- Hosting and attending engagement events, regionally and centrally

How the Board complements the engagement

- Directors meeting with government representatives and senior executives
- Coordinating with specialists within stakeholder organisations on topics of mutual benefit
- Consideration of engagement and views of local and national government when reviewing project proposals, e.g. Solent Gateway 2 projects
- Receiving regular updates on government engagement

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.3. Local Authorities (continued)

Actions and Decisions

- Working closely with government bodies on key industry issues, including in relation to the green energy transition, industrial strategy and economic growth
- Taking into account feedback from civil society stakeholders as the Company formulates business strategies and project proposals
- Attendance at civil society conferences and speaking at events on relevant policy issue
- Working with stakeholders and independently to secure a positive investment environment for UK ports and associated industries

5.4 Suppliers

SGL relies on its suppliers to provide products and services that enable the company to deliver its strategy. The company seeks to engage the best supply chain partners to sustainably deliver value and performance for the business, and the company regularly works with local and small businesses in its port communities.

The company recognises that strong relationships, regular communication and engagement with its suppliers are key to delivering its projects in a timely and cost-efficient manner and ensuring that specifications are aligned with the needs of the business and the company's customers.

What matters to suppliers

- Clear and transparent communication of requirements and expectations
- Timely decision making
- Smooth onboarding of new suppliers
- Payment in accordance with agreed terms

How SGL measures

- By successful outcomes, such as delivery of equipment on time and on budget
- By seeking regular supplier feedback in respect of payment processes and the use of supplier portal
- Absence of disputes/unresolved issues
- Monitoring of payment period for invoices, and delays in the process (e.g. due to failure to match an invoice with a purchase order)
- By developing key performance criterion with stakeholders for suppliers to deliver these responsibilities contractually

How SGL engages

- Through the use of a supplier portal to enable organisations to register and tender for contracts, complete due diligence and correspond directly with SGL
- Through regular dialogue and close collaboration with suppliers and contractors to ensure projects are delivered on time and in budget

How the Board complements the engagement

- Receiving reports on project progress updates and any supplier issues
- Review of credit risk reports
- Review of whistleblowing reports, which would include any concerns or suspicions of malpractice raised by suppliers

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.4. Suppliers (continued)

Actions and Decisions

- Earlier contractor engagement and more focus on publicising SGL pipeline opportunities within various categories

5.5 Communities

SGL recognises the importance of local communities to its continued success and the impact its decisions can have on those communities across its port estate. The company seeks to develop relationships based on mutual trust and respect and to understand the issues that matter locally.

What matters to local communities

- Contribution to regional economy and job creation
- Being a good neighbour and supporting the local community
- Traffic volumes on local roads
- Acceptable levels of noise and air pollution
- Company's commitment to sustainability
- Consultation with local community, in particular when significant projects are planned

How SGL measures

- Ensuring a regular cadence of community / civil society engagement touch points
- Monitoring air quality and greenhouse gas emissions
- Tracking social and environmental feedback
- Donations to charities and local/national community organisations
- By monitoring the social media of local stakeholder groups
- By measuring the Company's wider economic impact, principally through:
  - the value of trade handled
  - jobs supported in region where the company operates

How SGL engages

- Proactive communications to local communities around developments and changes to business practices
- Seeking feedback from communities and residents on significant project proposals
- Through sponsorship of and fundraising for a number of charities and community organisations
- Through regular engagement with community representatives (e.g. councillors, MPs) and local residents
- Hosting career and skills events for local schools, colleges and universities

How the Board complements the engagement

- Through allocation of budget to support community and charity projects
- Investment in sites to mitigate the effect of habitat loss
- Attending consultation events
- Through consideration of local community impacts when project proposals are being reviewed by the Board for approval
- Following the group's sustainability strategy
- Receiving regular updates on community engagement

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.5. Communities (continued)

Actions and Decisions

- Sponsorship of a variety of national and regional charities
- Supporting local community initiatives such as Marchwood Junior School Fireworks Display, local school projects and local youth sports teams
- Proactive communication and engagement programmes (launch of Solent Gateway Newsletter) with parish councils and communities around major projects such as Future Southampton. Feedback received as part of the local consultation for Future Southampton (the potential expansion of the Port) has been largely supportive

5.6 Environment

SGL is committed to developing its business to meet the needs of its customers in a sustainable way, with due regard for both its operations and the environment. Engaging with stakeholders is key to supporting the company's planning and licence applications and ensuring it is able to meet legislative requirements. When planning projects, SGL also works with stakeholders to ensure sustainability and mitigate or reduce the impact of its projects on the environment where possible.

What matters in respect of the Environment

- Commitment to the group initiative of Net Zero greenhouse gas emissions ("GHG") by 2040
- Promotion of biodiversity/protection of wildlife
- Better air quality and pollution control
- Noise control/reduction
- Less water consumption within operations

How SGL measures

- Tracking waste generation and disposal
- Tracking water consumption within SGL & customer operations
- Monitoring energy utilisation within operations
- Forecasting and monitoring of GHG emissions
- Obtaining and maintaining ISO 14001 environmental management system (EMS) and ISO 50001 Energy Management system (EnMS) certification
- Undertaking biodiversity related assessment and development work

How SGL engages

- Engaging with key environmental stakeholders, the Environment Agency, the Department for Environment, Food & Rural Affairs and the Marine Management Organisation in respect of major projects and initiatives
- Attendance at local port user groups to understand the key issues faced by port users and give feedback on how any environmental issues or concerns are being addressed
- Facilitating visits by the Environment Agency to review flood preparedness and assess progress against environmental risk requirements associated with site development

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.6. Environment (continued)

How the Board complements the engagement

- Investment in energy efficiency initiatives which align with the group's sustainability strategy
- Implementation and progress of the group's sustainability strategy with a target of reaching net zero GHG emissions by 2040
- Consideration of the environmental impact as a key aspect of the decision-making process, particularly in all major project decisions
- Implementation of group strategy which includes energy generation and storage as a key strategic direction

Actions and Decisions

- Continued commitment of Board to achieve Net Zero GHG emissions by 2040
- Proactively dealing with any spillages in the Port

5.7 Ministry of Defence

SGL recognises the MOD as a key stakeholder given its operational presence at the Port and the strategic importance of supporting UK defence capability and allied operations. SGL seeks to maintain a constructive and transparent relationship with the MOD to ensure that commercial activities and development proposals remain compatible with defence requirements and national security considerations.

What matters to MOD

- Assurance that the Port remains fully capable of supporting defence activity and operational requirements
- A reliable commercial operator that can meet security, access and resilience standards under the concession agreement
- Long-term strategic alignment to protect defence capability and enable future operational needs
- All Key Performance Indicators ("KPIs") under the concession agreement are met by SGL
- A safe working environment with a strong culture and focus on safe operations

How SGL measures

- Regularly monitoring performance against the concession agreement KPIs
- Ability to provide MOD with timely information, access and operational support
- Feedback from defence stakeholders on operational delivery and professionalism

How SGL engages

- By Senior-level engagement with the MOD, Army, Royal Navy and allied defence representatives on future requirements, infrastructure planning and site resilience
- By regular engagement with the MOD in relation to the operation of the Port and future development proposals

Strategic report (continued)

5. Section 172 (1) Statement (continued)

5.7. Ministry of Defence (continued)

How the Board complements the engagement

- By agreeing the strategy for the long-term capital requirements and the financing methods available.
- Ensuring defence considerations are taken into account when reviewing strategy, development proposals and long-term site planning
  Considering the balance between commercial objectives and defence capability

Actions and Decisions

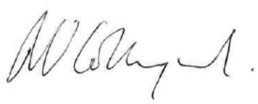
- Ensured that operational plans and commercial activity at the Port remain compatible with MOD requirements and do not compromise defence capability.
- Supported operations conducted by other nations.

6. Outlook

SGL’s long-term business strategy is dependent on the successful delivery of the port’s Development Plan. To support this SGL has an intercompany loan agreement with ABPH to fund future port developments.

Phase 1 of the Port Development Plan is complete delivering 30 acres of additional automotive operating area. Phase 2 works delivered improvements to marine facilities. Work on Phases 3 and 4 are in progress and will deliver a further 30 acres of automotive operational area during 2026.

On behalf of the Board



Andrew Collingwood
Director
17 April 2026

Directors’ report

The directors present the report and the audited financial statements of Solent Gateway Limited (“SGL” or the “company”) (number 09370825) for the year ended 31 December 2025.

1. Principal activity

The company operates the port at Marchwood, under a 35-year contract with the Ministry of Defence.

SGL is a wholly owned subsidiary of Associated British Ports Holdings Limited (“ABPH”).

2. Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

A Collingwood
A Welch
A Morgan
R Parkinson

ABP (Jersey) Limited (“ABPJ”) maintains directors’ and officers’ liability insurance and pension fund trustees’ liability insurance which give appropriate cover for any legal action brought against the directors and officers of the company. In addition, the Articles of Association of the company permit the directors and officers of the company to be indemnified in respect of liabilities incurred as a result of their office.

Qualifying third party indemnity provisions (as defined by s.234 of the Companies Act 2006) for the benefit of directors and officers were in force for all directors and officers during the year and remain in force in relation to certain losses and liabilities which directors and officers may incur (or have incurred) in connection with their duties, powers or office.

3. Financial Instruments

Treasury matters throughout the group are controlled centrally and carried out in compliance with policies approved by the Board of ABPH, the company’s immediate parent undertaking. The Board of ABPH monitors treasury matters and recommends financing decisions to the relevant group companies. The company’s liquidity, interest rate and capital risks, along with credit risk relating to cash, are managed by the group. For further details of the Group’s financial risk management objectives and policies, please see the consolidated financial statements of ABPA Holdings Limited (“ABPAH”). The company and wider group do not use financial instruments for speculative purposes.

4. Political contributions

The company made no political donations nor incurred any political expenditure during the year.

5. Auditors’ reappointment

In accordance with s.487 of the Companies Act 2006, the auditors, having expressed willingness to continue in office, are deemed to have been re-appointed and PricewaterhouseCoopers LLP will therefore continue as auditors to the company.

Directors report (continued)

6. Dividend

The directors do not recommend the payment of a dividend (2024: £nil)

7. Matters disclosed in the strategic report

The directors consider the performance of the business, outlook and principal risks and uncertainties as matters of strategic importance and have chosen to disclose them in the strategic report.

8. Going concern

During the year ending 31 December 2025 SGL experienced revenue from berthing days, train stabling and additional automotive storage, but this income cannot be guaranteed in the longer term and has been excluded from our going concern assessment undertaken at this point. SGL are forecasting to remain profitable for the financial period at least 12 months from the signing of these statements.

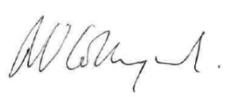
Development of the Marchwood Port continued through 2025 with the completion of 30 acres of commercial operational land along with a new entrance gateway and security facility for the Port. This accommodates new automotive Roll-on/Roll-off (“RoRo”) operations for existing and new customers which have longer term business needs in the port. Contracts with new customers provide SGL with long-term financial stability. Enquiries continue to be received from businesses seeking access to operate in Marchwood Port and the directors are confident for the future success of the company.

SGL continues to be successful in using all land currently available for commercial business, accommodating automotive operations, project cargo storage and land leases to several businesses. As a direct result of the additional berthing, train stabling and additional automotive storage requirements exceeding expectations, SGL continues to perform ahead of the financial plan.

The company’s viability is ultimately dependent upon the performance of the wider trading group owned by company’s intermediate parent undertaking, ABPAH, and group management’s decisions on the flow of capital. ABPJ, the company’s ultimate parent undertaking, has confirmed that it will continue to support the company to enable it to meet its liabilities as they fall due until at least 12 months from the approval of these financial statements.

Based on the above review and financial support confirmation from the ultimate parent company, the directors have concluded that the company has the ability to continue to meet its liabilities as they fall due for the period of at least 12 months from the approval of these financial statement and therefore the financial statements have been prepared on a going concern basis.

On behalf of the Board



Andrew Collingwood
Director
17 April 2026

Statement of directors' responsibilities in respect of financial statements

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

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

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

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

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

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

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

By order of the board

Andrew Collingwood
Director
17 April 2026

Independent auditors' report to the members of Solent Gateway Limited

Report on the audit of the financial statements

Opinion

In our opinion, Solent Gateway Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2025 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

- the Balance sheet as at 31 December 2025;
- the Profit and loss account for the year then ended;
- the Statement of cash flows for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

Independent auditors' report to the members of Solent Gateway Limited (continued)

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

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

Reporting on other information

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

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

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

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

Strategic report and Directors' report

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

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

Independent auditors' report to the members of Solent Gateway Limited (continued)

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

Auditors' responsibilities for the audit of the financial statements

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

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

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

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Understanding and evaluation of management's controls designed to prevent and detect irregularities;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations. Specifically we tested journal entries which increased the result for the period with unusual offset entries, and we tested a risk based sample of journal entries impacting revenue with unusual offset entries to detect any potentially fraudulent revenue being recognised; and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

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

Independent auditors' report to the members of Solent Gateway Limited (continued)

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Heather Stacey (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds
17 April 2026

Profit and loss account for the year ended 31 December 2025

	Note	2025 £000	2024 restated* £000
Revenue	2	**18,026**	13,063
Cost of sales*		**(2,731)**	(2,901)
Gross profit		**15,295**	10,162
Administrative expenses*		**(8,151)**	(7,803)
Other income		**171**	-
Operating profit	4	**7,315**	2,359
Net interest receivable	6	**187**	218
Profit before taxation		**7,502**	2,577
Taxation charge	7	**(2,173)**	(597)
Profit for the year attributable to equity shareholder		**5,329**	1,980

**The comparator has been restated to conform to the wider group's allocation of costs of sales and administrative expenses. See page 24 for further information.*

There was no other comprehensive income during the year to 31 December 2025 or prior period. Total comprehensive income is represented by the profit for the year.

The accompanying notes on pages 23 to 38 are an integral part of these financial statements

Balance sheet as at 31 December 2025

	Note	2025 £000	2024 £000
Fixed assets			
Intangible assets	8	**6,057**	4,266
Tangible assets	9	**48,392**	32,609
Total fixed assets		**54,449**	36,875
Current assets			
Inventories	10	**1**	-
Debtors	11	**4,444**	4,536
Cash at bank and in hand	12	**2,815**	7,822
Total current assets		**7,260**	12,358
Creditors: amounts falling due within one year	14	**(6,914)**	(11,232)
Net current assets		**346**	1,126
Total assets less current liabilities		**54,795**	38,001
Non-current liabilities			
Deferred tax	7	**(977)**	(316)
Creditors: amounts falling due after one year	14	**(42,847)**	(32,043)
Total non-current liabilities		**(43,824)**	(32,359)
Net assets		**10,971**	5,642
Capital and reserves			
Called up share capital	15	**5,000**	5,000
Accumulated profit		**5,971**	642
Total shareholder’s funds		**10,971**	5,642

The accompanying notes on pages 23 to 38 are an integral part of these financial statements

The financial statements on pages 19 to 38 were approved by the Board and signed on its behalf on 17 April 2026 by:

A Collingwood
Director
Solent Gateway Limited (Company number 09370825)

Statement of cash flows for the year ended 31 December 2025

	2025 £000	2024 £000
Cash flows from operating activities		
Profit for the year	**5,329**	1,980
Adjusted for:		
Income tax	**2,173**	597
Depreciation and amortisation	**949**	244
Net interest receivable	**(187)**	(218)
Operating cash flows before movements in working capital	**8,264**	2,603
Decrease/(increase) in debtors	**79**	(2,213)
(Decrease)/increase in creditors	**(1,667)**	2,702
Cash generated from operations	**6,676**	3,092
Taxation	**-**	-
Net cash flows from operating activities	**6,676**	3,092
Cash flows from investing activities		
Acquisition of tangible assets	**(20,865)**	(25,128)
Acquisition of intangible assets	**(387)**	-
Government grants received	**2,469**	1,271
Interest received	**204**	235
Net cash flows from investing activities	**(18,579)**	(23,622)
Cash flows from financing activities		
Interest paid and similar charges	**-**	-
New borrowings	**6,896**	21,832
Net cash flows from financing activities	**6,896**	21,832
Change in cash and cash equivalents during the year/period	**(5,007)**	1,302
Opening cash and cash equivalents	**7,822**	6,520
Closing cash and cash equivalents	**2,815**	7,822

The accompanying notes on pages 23 to 38 are an integral part of these financial statements.

Statement of changes in equity for the year ended 31 December 2025

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2025	5,000	642	5,642
Profit for the year	-	5,329	5,329
Total comprehensive income	**-**	**5,329**	**5,329**
At 31 December 2025	**5,000**	**5,971**	**10,971**

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 February 2024	5,000	(1,338)	3,662
Profit for the period	-	1,980	1,980
Total comprehensive income	**-**	**1,980**	**1,980**
At 31 December 2024	**5,000**	**642**	**5,642**

The accompanying notes on pages 23 to 38 are an integral part of these financial statements.

Notes to the financial statements

1. Significant Accounting policies

1.1 Basis of preparation

Solent Gateway Limited ("SGL") is a company limited by shares and is domiciled and registered in England. Its registered office is 25 Bedford Street, London, United Kingdom, WC2E 9ES.

These financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and the Companies Act 2006. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

Exemptions for qualifying entities under FRS 102

The company has taken advantage of the exemption under section 33 of FRS102 to not disclose related party transactions entered into between two or more members of a group.

Going Concern

During the year ending 31 December 2025 SGL experienced revenue from berthing days, train stabling and additional automotive storage, but this income cannot be guaranteed in the longer term and has been excluded from our going concern assessment undertaken at this point. SGL are forecasting to remain profitable for the financial period at least 12 months from the signing of these statements.

Development of the Marchwood Port continued through 2025 with the completion of 30 acres of commercial operational land along with a new entrance gateway and security facility for the Port. This accommodates new automotive Roll-on/Roll-off ("RoRo") operations for existing and new customers which have longer term business needs in the port. Contracts with new customers provide SGL with long-term financial stability. Enquiries continue to be received from businesses seeking access to operate in Marchwood Port and the directors are confident for the future success of the company.

SGL continues to be successful in using all land currently available for commercial business, accommodating automotive operations, project cargo storage and land leases to several businesses. As a direct result of the additional berthing, train stabling and additional automotive storage requirements exceeding expectations, SGL continues to perform ahead of the financial plan.

The company's viability is ultimately dependent upon the performance of the wider trading group owned by company's intermediate parent undertaking, ABPAH, and group management's decisions on the flow of capital. ABPJ, the company's ultimate parent undertaking, has confirmed that it will continue to support the company to enable it to meet its liabilities as they fall due until at least 12 months after the approval of these financial statements.

Based on the above review and financial support confirmation from the ultimate parent company, the directors have concluded that the company has the ability to continue to meet its liabilities as they fall due for the period at least 12 months after the approval of these financial statements and therefore the financial statements have been prepared on a going concern basis.

Estimates and Judgements

The preparation of these financial statements requires the use of certain accounting estimates and for management to exercise its judgement in the process of applying the company's accounting policies. None are considered significant to these financial statements.

Notes to the financial statements

1. Significant accounting policies (continued)

1.1 Basis of preparation (continued)

Restatement of comparative information

In the 2024 financial statements, the profit and loss account was presented on a different basis to that used in the current year financial statements. In the prior year costs were allocated to both cost of sales and administrative expenses using an allocation methodology based on legacy mapping used by the previous owners of the company. Based on our review of the prior year accounting treatment, it is appropriate to reallocate and restate the comparatives.

The table below shows the effects on 2024 from the restatement described above, resulting in an increase of gross profit by £6,020,000, and gross profit reported from 32% to 78%. Other than the profit and loss account, no other notes or primary statements are impacted by this restatement.

	2024 As reported £000	**Adjustment £000**	**2024 Restated £000**
Revenue	13,063	-	13,063
Cost of sales	(8,921)	6,020	(2,901)
Gross profit	**4,142**	**6,020**	**10,162**
Administrative expenses	(1,783)	(6,020)	(7,803)
Other income	-	-	-
Operating profit	**2,359**	**-**	**2,359**

1.2 Tangible assets

Purchased tangible assets are recognised at fair value on the date of acquisition if they relate to a business combination or otherwise are recognised at cost. No depreciation is charged until the asset comes into use.

Costs are capitalised once it is probable that economic benefits will flow to the entity. Probability will be assessed on a regular basis, and if it becomes apparent that the project will be discontinued, any previously capitalised costs will be impaired to their recoverable amount.

Depreciation is provided on property, plant and equipment by equal annual instalments calculated to write off the cost (taking account of anticipated residual values).

Assets under construction refer to the costs incurred for tangible fixed assets that are not yet ready for use. These assets are still in the process of being built, developed, or assembled. Once the construction or development is complete and the asset is ready for its intended use, it is reclassified to the appropriate tangible asset category. Assets under construction are not depreciated.

Notes to the financial statements

1. Significant accounting policies (continued)

1.2 Tangible assets (continued)

Estimated useful lives extend up to a maximum of:

- 25 years for buildings, dock structures, quays and dredging; and
- 25 years for plant and equipment.

1.3 Intangible assets

Other intangible assets relate to the Planning Permission for the development of the site and is amortised over the life of 26 years as at 31 December 2025.

Development costs incurred on internal projects are only capitalised where the following have been demonstrated: the technical feasibility of completing the intangible asset so that it will be available for use or sale; the intention to complete the intangible asset and use or sell it; the ability to use or sell the intangible asset; how the intangible asset will generate probable future economic benefits; the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Amortisation is provided on assets by equal annual instalments calculated to write off the cost (taking account of anticipated residual values). Estimated useful lives extend up to a maximum of 26 years.

1.4 Impairment of tangible and intangible assets

The carrying amounts of intangible and tangible fixed assets are reviewed on an annual basis to determine whether there is any indication that an asset may be impaired.

Where an impairment is required, the asset is written down to its recoverable amount. The recoverable amount of the asset is determined as the higher of the net selling price and the value in use. Where it is not possible to determine the recoverable amount of the individual asset, the impairment is assessed using the smallest group of assets for which it is possible to determine the recoverable amount.

1.5 Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments. These comprise basic financial assets and liabilities of debtors, cash at bank and in hand, and creditors. The company does not use derivative or other non-basic financial instruments.

Debtors

Debtors are recognised initially at fair value less any impairment losses. The criteria which the Company uses to determine that there is objective evidence of an impairment loss includes:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments; or
- the probability that the debtor will enter bankruptcy or other financial reorganisation.

Notes to the financial statements

1. Significant accounting policies (continued)

1.5 Financial instruments (continued)

Creditors

Creditors including accruals are obligations to pay for goods or services which have been acquired in the ordinary course of business from suppliers. They are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost.

Provisions are recognised when the company has an obligation in respect of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount. Provisions are discounted when the time value of money is considered material.

Government grants relate to assets, for example amounts in respect of major infrastructure projects, and are recognised in the profit and loss account on a systematic and rational basis over the expected useful life of the asset to which the grant relates. Grants received but not immediately recognised in the profit and loss account are included in deferred income in the Balance Sheet.

Cash at bank and in hand

Cash and cash equivalents comprise cash balances and call deposits which have a maturity of three months or less from the date of acquisition and are subject to insignificant penalties in the case of early redemption.

1.6 Leases

Company as a lessee

At the lease inception it is determined whether each lease is a finance lease or an operating lease. To classify each lease, the company makes an overall assessment of whether the lease transfers all the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the company considers certain indicators such as whether the lease is for a major part of the economic life of the asset. Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred, variable lease payments that do not depend on an index or a rate are recognised as expenses in the year in which the event or condition that triggers the payment occurs.

Company as a lessor

Lease payments from operating leases are recognised as lease income over the lease term on a straight line basis. Variable lease income is recognised as lease income in the year in which it is earned.

1.7 Revenue

Revenue recognition

Revenue comprises the amounts receivable in respect of contracts with customers and lease income.

Notes to the financial statements

1. Significant accounting policies (continued)

1.7 Revenue (continued)

Revenue from contracts with customers

Revenue is measured at the fair value of the consideration received or receivable for services rendered under the terms of the contract, net of value added taxes. Revenue is recognised when the significant risks and rewards have been transferred to the customer.

- Call revenue is related directly to the visit of a vessel to the port and includes fees for pilotage, conservancy, environmental charges, dues for accessing the port, and mooring fees. Each service is a performance obligation and revenue is recognised once provision of the service is complete. All call related performance obligations are completed once a vessel has docked at the port.
- Traffic revenue is related to the volumes of cargo crossing the quay and primarily consists of consolidated rate charges covering multiple services including cargo dues, carriage and the loading and unloading of cargo from vessels. Each service is an individual performance obligation. Revenue is allocated to each service based on the estimated standalone selling price of that service, usually based on a tariff rate. Revenue is recognised once provision of the service is complete.
- Cargo operations revenue relates to the handling, processing and storage of cargo before or after it has been loaded to a vessel. Each process or service is a performance obligation and usually has an identifiable selling price. Revenue is recognised when the process or service is complete. Ad hoc storage revenue is recognised over the period that the cargo is stored.
- Fixed revenue does not vary with the number of vessel visits, volumes of cargo or any other measure of customer activity, and primarily consists of fixed payments to compensate the company for investments in capital infrastructure for specific customers. Fixed revenue is largely recognised over time, spread over the term of the underlying contract.
- Utilities revenue relates to the supply of electricity and other services to tenants. Revenue is recognised as utilities are supplied.
- Other revenue consists of individual services provided to customers, primarily ancillary services such as charges for extended container dwell time. Each service is a performance obligation and revenue is recognised at a point in time when the performance obligation is complete or, where appropriate, over time as the service is provided. Where revenue is recognised over time the transaction price is allocated based on the time spent on the performance obligation in the period of recognition against the time the performance obligation will take to complete.

Lease income

Lease payments from operating leases are recognised as lease income over the lease term on a straight-line basis. Variable lease income is recognised as lease income in the period in which it is earned.

Change in presentation of revenue categories

During the year, the Company reviewed the presentation of its revenue categories to ensure they more appropriately reflect the nature of its operations and provide more relevant information to users of the financial statements. As a result of this review, the revenue categories disclosed in Note 2 have been revised.

This change affects presentation only and does not impact the total revenue recognised in either the current or prior year. Comparative figures have been re-presented to conform to the current year's presentation.

Notes to the financial statements

1. Significant accounting policies (continued)

1.8 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference.

Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.9 Pensions

The company participates in the Civil Servants Pension Scheme which provides benefits based on final pensionable salary.

The company accounts for the scheme as if it were a defined contribution scheme, in line with provision in FRS 102 relating to accounting for state plans. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

The Company also operates a stakeholder pension scheme for auto enrolment purposes.

1.10 Contingent payments

During the year, the Company agreed a variation to the Concession Agreement with the Ministry of Defence (“MOD”), under which the basis for Contingent Rental payments was restructured. Contingent Rental is now based on a fixed annual payment specified in the Concession Agreement and is payable irrespective of the level of profit before tax generated by the Concession in each contractual year.

The Company recognises an accrual for the fixed annual payment on a straight-line basis over the period to which the obligation relates, consistent with the revised contractual terms.

Notes to the financial statements

1. Significant accounting policies (continued)

1.10 Contingent payments (continued)

Prior to this restructuring, Contingent Rental was calculated by reference to the level of profit before tax for the year. In years where profit before tax was insufficient to require payment of the full annual Contingent Rental amount, a shortfall was calculated. A schedule for the settlement of historical shortfall amounts has been agreed with the MOD. The outstanding shortfall balance arising from periods prior to the restructuring is recognised as a liability.

1.11 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost comprises direct materials and other direct costs and is determined on the first-in, first out ("FIFO") basis. Net realisable value is calculated on an item-by-item basis but, if this is impracticable, groups of similar items are valued together.

The carrying value of inventories is subject to regular review and obsolete or devalued items are written off or written down in value, respectively. An appropriate inventory obsolescence provision is recognised against the risk of obsolescence and inventory loss.

2. Revenue

The disaggregation of the company's revenue by type of services is set out below:

	2025 **£000**	**2024*** **£000**
Call	**5,179**	4,695
Traffic	**680**	262
Cargo Operations	**5,168**	4,409
Fixed	**720**	649
Utilities	**27**	13
Other	**1,173**	911
Lease income	**5,079**	2,124
Revenue	**18,026**	13,063

*During the year, the company reviewed the presentation of its revenue categories to ensure they more appropriately reflect the nature of its operations, provide clearer information to users of the financial statements and conform to the presentation in the wider group. As a result of this review, the categories used to analyse revenue have been revised. Comparative figures have been re-presented to align with the current year's presentation. This change affects presentation only and has no impact on the total revenue recognised in either the current or prior year.

All revenue of the company arises from activities undertaken in the United Kingdom.

3. Director and employee information

The monthly average number of people employed during the year is analysed by departmental group as follows:

	2025	**2024**
Operations	**-**	-
Administrative functions	**3**	7
Total average headcount	**3**	7

Notes to the financial statements

3. Director and employee information (continued)

During 2025, the remaining 7 SGL employees transferred their employment from SGL to contract directly with Associated British Ports ("ABP"). As at 31 December 2025, there were no individuals directly employed by SGL.

Staff costs are analysed as follows:

	2025 £000	**2024 £000**
Wages and salaries	**217**	304
Social security costs	**26**	27
Pension costs (note 13)	**37**	163
	280	494

Short term benefits for Directors emoluments were £233k (2024: £227k), there were no post-employment benefits. Of this figure, £9k (2024: £8k) related to Defined Contribution pension payments. Emoluments comprise amounts paid to one Director of the company who served during the year and were paid by a fellow group undertaking.

Except for the amounts disclosed above in respect of one director, the remaining three directors of SGL believe that their services to the company are incidental to their role as an executive for other group companies and therefore consider that they received no remuneration in respect of qualifying services to this company.

4. Operating profit

Operating profit is stated after charging:

	2025 £000	**2024 £000**
Depreciation included in cost of sales	**746**	87
Amortisation included in cost of sales	**203**	157
Labour costs from related party	**2,468**	1,593
Operating lease expense	**4,161**	3,714

5. Audit fees

Remuneration received by PricewaterhouseCoopers LLP is detailed below:

	2025 £000	**2024 £000**
Fees payable to the company's auditors for the audit of the company's annual accounts	**75**	38
Other audited related services	**24**	44

Notes to the financial statements

6. Net interest receivable

	2025 £000	2024 £000
Bank fees and charges	**(4)**	(1)
Interest on amounts due to parent undertaking	**(1,549)**	(639)
Total interest payable and similar charges	**(1,553)**	(640)
Finance income on financial assets held at amortised cost	**192**	218
Total interest receivable and similar income	**192**	218
Interest capitalised	**1,548**	640
Total net interest receivable	**187**	218

7. Taxation charge

The taxation charge for the year is analysed as follows:

	2025 £000	2024 £000
UK corporation tax on profit for the year/period	**1,561**	440
Prior period adjustments	**(49)**	(30)
Current tax	**1,512**	410
Origination and reversal of temporary differences	**607**	207
Adjustment in respect of prior periods	**54**	(18)
Effect of tax rate change on opening balance	**-**	(2)
Deferred tax	**661**	187
Total tax charge	**2,173**	597
Provision for deferred tax		
Fixed asset timing differences	**977**	316
Total deferred tax liability	**977**	316
Movement in provision		
Provision at the start of the year/period	**316**	129
Deferred tax charge in the profit and loss for the year/period	**661**	187
Provision at the end of the year/period	**977**	316

The taxation charge for the year is higher (2024: lower) than the standard rate of taxation in the UK of 25.0% (2024: 25.0%). The differences are explained below:

Tax charge on profit	2025 £000	2024 £000
Profit before taxation	**7,502**	2,577
Profit before taxation multiplied by standard rate of corporation tax in the UK of 25.0% (2024: 25.0%)	**1,876**	644
Effects of:		
Related party debt - 100% disallowed	**143**	(26)
Adjustments to tax charge in respect of previous periods	**5**	(48)
Other short-term differences	**149**	27
Total tax charge for the company	**2,173**	597

Notes to the financial statements

7. Taxation charge (continued)

The company is within the scope of the OECD Pillar Two model rules. Pillar Two legislation has been enacted in the UK. Under the legislation, the company is liable to pay a top-up tax in the UK for the difference between the GloBE effective tax rate for each jurisdiction and the 15% minimum rate.

The company is required to file a Pillar II return by 30 June 2026 for the 2024 calendar year but does not expect to be subject to the top-up tax.

8. Intangible assets

	Port Development
	£000
Cost	
At 1 January 2025	4,504
Additions	369
Transfers	1,625
At 31 December 2025	**6,498**
Accumulated amortisation	
At 1 January 2025	(238)
Charge for the year	(203)
At 31 December 2025	**(441)**
Net book value	
At 1 January 2025	4,266
At 31 December 2025	**6,057**

Intangible assets include planning permission, and development costs in relation the port with a remaining life of 26 years in line with the concession agreement.

Notes to the financial statements

9. Tangible assets

	Dock structures, quays and dredging £000	Plant and equipment £000	Assets in the course of construction £000	Total £000
Cost				
At 1 January 2025	1,142	744	30,969	32,855
Additions	229	281	17,644	18,154
Transfers	21,696	392	(23,713)	(1,625)
At 31 December 2025	**23,067**	**1,417**	**24,900**	**49,384**
Accumulated depreciation				
At 1 January 2025	(202)	(44)	-	(246)
Charge for the year	(596)	(150)	-	(746)
At 31 December 2025	**(798)**	**(194)**	**-**	**(992)**
Net book value				
At 1 January 2025	940	700	30,969	32,609
At 31 December 2025	**22,269**	**1,223**	**24,900**	**48,392**

Assets under construction are the costs incurred for tangible fixed assets that are not yet ready for use.

10. Inventories

	2025 £000	2024 £000
Consumable spares	**1**	-

11. Debtors

Debtors are analysed as follows:

	2025 £000	2024 £000
Trade debtors	**1,495**	2,081
Amounts due from group undertakings	**214**	390
Other debtors	**230**	838
Prepayments and accrued income	**2,505**	1,227
Total debtors	**4,444**	4,536

Amounts due from group undertakings represent non-interest bearing current account balances due from related group parties.

Notes to the financial statements

12. Cash at bank and in hand

	2025 £000	2024 £000
Cash at bank and in hand (current account)	**154**	1,098
Cash at bank (cash deposits)	**2,661**	6,724
Cash and cash equivalents per cash flow statements	**2,815**	7,822

13. Pension commitments

The company participates in two defined contribution pension schemes:

- The Civil Service Pension
- The People's Pension

Profit and loss account

The total pension charge included in the company income statement was as follows:

	2025 £000	2024 £000
Civil Service Pension	**37**	163
The People's Pension	**-**	-
Net pension charge recognised within operating profit	**37**	163

The Civil Service pension arrangements, comprise the Principal Civil Service Pension Scheme (PCSPS) and the Civil Servants and Others Pension Scheme (Alpha). Both are unfunded, Defined Benefit (DB), contributory, public service occupational pension schemes made under the Superannuation Act 1972. PCSPS and Alpha are unfunded schemes and the cash required to meet the payment of pension benefits is paid from public funds provided by Parliament. Members contribute on a 'pay-as-you-go' basis. These contributions (and those made by employers) are credited to the Exchequer under arrangements governed by the aforementioned Acts. The Company pays current service contributions as determined by the scheme. The contributions due from employers and employees to fund future service liabilities are set by the Actuary at a four-yearly Scheme valuation. During the year, the company made contributions of £36,000 (2024: £107,000) to this scheme in relation to its current active members. As at 31 August 2025, the company had no active members in the scheme and no further contributions will be payable.

The People's Pension is a defined contribution scheme, with approved mastertrust status from the pension regulator to meet auto enrolment legislation requirements. During the year, the company made contributions of £nil (2024: £50,000) to this scheme in relation to its active members. As at 31 August 2025 the group no longer had any active participants in this scheme.

Notes to the financial statements

14. Creditors

	2025 £000	2024 £000
Amounts falling due within one year:		
Trade creditors	**1,287**	5,741
Amounts due to related parties	**3,115**	1,413
Corporation Tax	**16**	16
Provision	**-**	300
Accruals and deferred income	**2,496**	3,762
Total amounts falling due within one year	**6,914**	11,232
Amounts falling due in more than one year:		
Amounts due to related parties	**30,919**	22,471
Other creditors and accruals (MOD lease)	**8,500**	8,352
Accruals and deferred income	**3,428**	1,220
Total amounts falling due in more than one year	**42,847**	32,043

Amounts due to group undertakings primarily relate to a loan payable to Associated British Ports Holdings Limited ("ABPH"), the company's immediate parent. This is a committed facility of £100m, of which £30.9m has been drawn down as at 30 December 2025. Interest accrues on the loan at a rate based on 6-month compounded SONIA.

15. Called up share capital

No additional ordinary shares were issued during the year (2024: none).

Share capital

Allotted, called up and fully paid	2025 £000	2024 £000
5,000,000 ordinary shares of £1 each	**5,000**	5,000
	5,000	5,000

The ordinary shares rank equally in regard to voting rights, the distribution of dividends and the repayment of capital.

16. Leases

Company as lessor

During the year, £4,954,032 (2024: £1,800,000) was recognised as rental income by the company in respect of land leased between SGL and the Ministry of Defence.

The following table sets out a maturity analysis of lease payments to be received, showing the undiscounted lease payments to be received after the reporting date:

	2025 £000	2024 £000
Less than one year	**3,254**	**-**
	3,254	**-**

Notes to the financial statements

16. Leases (continued)

Company as lessee

Non-cancellable operating lease rentals are paid as follows:

	2025 £000	2024 £000
Less than one year	**5,204**	3,219
Between one and five years	**16,663**	14,350
More than five years	**90,007**	45,091
	111,874	62,660

During the year to 31 December 2025, £4,161,000 was recognised in the income statement in respect of operating leases (2024: £3,714,000).

17. Contingent liabilities

At 31 December 2025, the Company had no contingent liabilities (2024: £7.3m).

In the prior year, the Company disclosed a contingent liability of £7.3 million in respect of Contingent Rental payments. During the year, the Company agreed a variation to the Concession Agreement with the Ministry of Defence ("MOD"), under which the basis for Contingent Rental payments was restructured. Contingent Rental is now based on a fixed annual payment specified in the Concession Agreement and is payable irrespective of the level of profit before tax generated by the Concession in each contractual year.

18. Financial commitments

	2025 £000	2024 £000
Capital commitments	**17,978**	6,600

19. Holding company and ultimate controlling parties

The company is a private company limited by shares registered in England and Wales. Its immediate parent undertaking is Associated British Ports Holdings Limited.

Its intermediate parent undertaking is ABPAH. ABPAH produces IFRS consolidated financial statements that are available from its registered office at 25 Bedford Street, London, United Kingdom, WC2E 9ES. The consolidated financial statements of ABPAH are the smallest group in which the company is included.

The ultimate parent undertaking and controlling party is ABPJ, a limited liability company registered in Jersey. ABPJ produces consolidated financial statements that comply with IFRS and are available from its registered office at 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG. The consolidated financial statements of ABPJ are the largest group in which the company is included.

Notes to the financial statements

19. Holding company and ultimate controlling parties (continued)

ABPJ is owned by a consortium of investors as shown below:

2025	% of A Ordinary shares	% of B Ordinary shares	% of Preference shares
Borealis ABP Holdings B.V. (owned by OMERS Administration Corporation)	22.10	22.10	22.09
Borealis Ark Holdings B.V. (owned by OMERS Administration Corporation)	7.90	7.90	7.91
CPP Investment Board Private Holdings (6) Inc. (owned by Canada Pension Plan Investment Board)	30.00	33.88	33.88
9348654 Canada Inc.	3.88	-	-
Cheyne Walk Investment Pte Limited (owned by GIC (Ventures) Pte Limited)	20.00	20.00	20.00
Wren House Infrastructure LP (controlled by Kuwait Investment Authority)	10.00	10.00	10.00
Anchorage Ports LLP (owned by Federated Hermes Diversified Infrastructure Fund LP, Hermes Infrastructure Fund I LP and Hermes Infrastructure (Alaska) LP)	6.12	6.12	6.12
	100.00	**100.00**	**100.00**

2024	% of A Ordinary shares	% of B Ordinary shares	% of Preference shares
Borealis ABP Holdings B.V. (owned by OMERS Administration Corporation)	22.10	22.10	22.09
Borealis Ark Holdings B.V. (owned by OMERS Administration Corporation)	7.90	7.90	7.91
CPP Investment Board Private Holdings (6) Inc. (owned by Canada Pension Plan Investment Board)	30.00	33.88	33.88
9348654 Canada Inc.	3.88	-	-
Cheyne Walk Investment Pte Limited (owned by GIC (Ventures) Pte Limited)	20.00	20.00	20.00
Wren House Infrastructure LP (controlled by Kuwait Investment Authority)	10.00	10.00	10.00
Anchorage Ports LLP (owned by Federated Hermes Diversified Infrastructure Fund LP, Hermes Infrastructure Fund I LP and Hermes Infrastructure (Alaska) LP)	6.12	6.12	6.12
	100.00	**100.00**	**100.00**

Notes to the financial statements

20. Corporate information

Registered Office	25 Bedford Street London WC2E 9ES
Independent Auditors	PricewaterhouseCoopers LLP Central Square 29 Wellington St Leeds LS1 4DL
Bankers	National Westminster Bank Plc 250 Bishopsgate London EC2M 4AA
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