

ADAMS PLC

INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED 30 SEPTEMBER 2024

ADAMS PLC

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ADAMS PLC

COMPANY INFORMATION

Directors	M A Bretherton (Chairman) N J Woolard (Non-executive Director) A R J Mitchell (Non-executive Director)
Secretary	FIM Secretaries IOM Limited
Registrar and Registered office	FIM Capital Limited 55 Athol Street Douglas Isle of Man IM1 1LA
Auditors	Gravita Audit Limited Aldgate Tower 2 Leman Street London E1 8FA
Nominated Advisor	Cairn Financial Advisers LLP 9th Floor 107 Cheapside London EC2V 6DN
Broker	Peterhouse Capital Limited 3 rd Floor 80 Cheapside London EC2V 6EE
Crest Agent	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

ADAMS PLC

CONDENSED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

Adams generated a net profit of £0.45 million for the six months ended 30 September 2024 compared to a profit of £0.29 million in the six months ended 30 September 2023.

The half year profit of £0.45 million comprises a net investment profit return of £0.55 million, less overhead costs of £0.10 million. The comparative 2023 half year profit of £0.29 million included a net investment profit return of £0.39 million, less administrative costs of £0.10 million.

There were no investment additions during the half year and during that period the Company only realised relatively minimal disposal proceeds of £0.05 million on the partial sale of one of its investment holdings.

The carrying value of the Company's equity investments at 30 September 2024 was £5.39 million represented by 7 quoted investment holdings and 4 private investments (31 March 2023: £5.31 million represented by 8 quoted investment holdings and 3 private investments). In addition, Adams holds a derivative investment asset in a private company in the form of warrants which are considered to have a nil fair value.

The Company held cash balances of £0.07 million as at 30 September 2024, compared to cash balances of £0.12 million at the previous 31 March 2024 year end.

Net assets increased to £5.43 million (equivalent to 3.72 pence per share) as at 30 September 2024 compared with £4.98 million (equivalent to 3.42 pence per share) as at 31 March 2024. The £0.45 million increase in net assets reflects the profit reported for the half year.

Business model and corporate proposals

Adams is an investing company with an investing policy under which the directors of Adams ("the Directors") sought to acquire interests in special situation investment opportunities that have an element of distress, dislocation, dysfunction or other special situation attributes and that the Directors perceive to be undervalued.

However, on 25 October 2024 the Company announced proposals to:

- cancel the admission of the Company's shares to trading on AIM ("the Cancellation"); and
- pursue a realisation of investments strategy and a return of capital to shareholders over the short to medium term; and
- use the Company's existing share buyback authority to purchase shares to help enable shareholders who wish to sell their shares ahead of the Cancellation.

A circular ("the Circular") was sent to shareholders on 25 October 2024 which set out the background and reasons for the proposed Cancellation, the proposed realisation of investments and return of capital to shareholders, the initiation by the Company to use its existing share buyback authority and to explain the consequences of the Cancellation and provide reasons why the Directors unanimously consider the Cancellation to be in the best interests of the Company and its Shareholders as a whole.

The Circular included notice of an Extraordinary General Meeting ("the EGM") convened for 4.00 p.m. on 27 November 2024 to seek shareholders' approval of the Cancellation and also to amend the Company's Articles in order to facilitate the return of capital to shareholders process.

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FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

Cancellation of the Company's shares to trading on AIM

The Directors concluded, after a period of review to evaluate the benefits and drawbacks to retaining the Company's share listing on AIM and also in consultation with the Company's 94% major shareholder, Richard Griffiths, that it is in the best interests of the Company and its shareholders to seek shareholder approval for the Cancellation.

Further details of the background to and reasons for the Cancellation are set out below:

- there is limited liquidity in the Company's shares and, as a result, the Directors believe that continued admission to trading on AIM no longer sufficiently provides the Company with the advantage of providing wider or more cost-effective access to capital in the medium to longer-term;
- as a result of the limited liquidity in the shares highlighted above, the listing on AIM does not necessarily offer investors the opportunity to trade in meaningful volumes or with frequency within an active market. With low trading volumes, the Company's share price can move up or down significantly following trades of small volumes of shares; and
- the considerable cost, management time and the legal and regulatory burden associated with maintaining the listing on AIM are disproportionate to the benefits to the Company given that the continued listing is unlikely to provide the Company with significantly wider or more cost-effective access to capital.

The resolution to approve the Cancellation was passed by shareholders at the EGM on 27 November 2024 and the Cancellation will now become effective at 7.00 a.m. on 5 December 2024.

Proposed realisation of investments and return of capital to shareholders

The Directors believe that UK small-cap public markets have changed significantly over the last few years with a continuing deterioration in liquidity and declining access to cost-effective growth capital. Many of the small-cap listed companies included in the Company's investment portfolio are, therefore, also in the situation where their current public market valuations do not reflect their underlying potential and there are no indications that these markets are expected to recover in the foreseeable future.

As a result, the Directors consider that the Company's strategy, with a focus to invest in the small to middle market capitalisation sectors of the UK or Europe, is no longer sufficiently attractive. In addition, the Company only has a small capital base with total balance sheet net assets of £5.43 million at 30 September 2024 and which severely limits the alternative investment strategy options available to it. The Directors have, therefore, concluded that the Company should not make any further investments and instead should pursue an orderly realisation of existing investments and return of capital to Shareholders over the short to medium term, following which it is expected that the Company will be voluntarily wound up or subject to an administrative dissolution pursuant to the Isle of Man Companies Act 2006 ("the Companies Act").

Use by the Company of its existing share buyback authority

The Directors are aware that there is very little liquidity in the Company's shares and that shareholders who wished to sell their shares ahead of the Cancellation may have difficulty in finding buyers. The Directors agreed, therefore, that the Company will use its existing share buyback authority to make on-market

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CONDENSED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

purchases of its shares at a price of 4.00 pence per share ahead the Cancellation. The Directors are not making any recommendation as to whether or not shareholders should sell their shares.

Between the announcement on 25 October 2024 of the above proposal to make on-market purchases of its shares at a price of 4.00 pence per share and 26 November 2024, the Company purchased a total of 35,035 shares at a cost of £1,451. The last day of dealings in the Company's shares on AIM will be 4 December 2024.

Investment Portfolio

The portfolio investments held by the Company at 30 September 2024 included the following significant holdings, each representing at least 5% of the net asset value of the Company at that date:

NIOX Group Plc is an AIM listed global medical device company focused on point of care asthma diagnosis and management. The shareholding of Adams at 30 September 2024 was, and continues to be, 0.33 per cent. of the Niox shares in issue.

Telit IOT Solutions Limited is a private company and a global leader in Internet of Things (IoT) enablement, with an extensive portfolio of wireless connectivity modules, software platforms and global IoT connectivity services. At 30 September 2024, the investment holding by Adams in Telit represents 0.34 per cent. of Telit's issued share capital at that date.

Griffin Mining Limited is an AIM listed mining and investment company that has been the leader in foreign investment in mining in China having been engaged in developing the Caijiaying zinc and gold project since 1997. The shareholding of Adams in Griffin at 30 September 2024 was, and continues to be, 0.26 per cent. of the Griffin shares in issue.

Oxehealth Limited is a private company and an industry leader in vision-based patient monitoring and management systems. At 30 September 2024, the investment holding by Adams in Oxehealth was, and continues to be, 2.07 per cent. of Oxehealth's issued share capital at that date.

Seeing Machines Limited is an AIM listed industry leader in advanced computer vision technologies. The shareholding of Adams in Seeing Machines at 30 September 2024 was, and continues to be, 0.31 per cent. of the Seeing Machines shares in issue.

C4X Discovery Holdings Plc is a private pioneering drug discovery company combining its enhanced DNA-based target identification and candidate molecule design capabilities to efficiently deliver world-leading medicines which are developed by licensing partners. The shareholding of Adams in C4XD at 30 September 2024 was, and continues to be, 1.98 per cent. of the C4XD shares in issue.

Pulsar Group Plc is an AIM listed London based technology innovator delivering Artificial Intelligence / AI Software-as-a-Service solutions for the global marketing and communications industries. The shareholding of Adams in Pulsar at 30 September 2024 was, and continues to be, 0.52 per cent. of the Pulsar voting shares in issue.

NCC Group Plc is a FTSE All-Share listed global tech-enabled cyber and software resilience business operating across multiple sectors, geographies and technologies. The shareholding of Adams in NCC at 30 September 2024 was, and continues to be, 0.06 per cent. of the NCC shares in issue.

In addition to the above investments, at 30 September 2024 Adams held 2 other quoted holdings, together with 1 other private company holding. The 2 quoted holdings comprise **Cirata Plc** and **Euromax Resources**

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CONDENSED STATEMENT OF COMPREHENSIVE INCOME

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Ltd. Cirata is a data activation company that enables organisations to move large datasets to the cloud at massive scale in order to activate all their data for AI, machine learning and analytics on modern cloud data platforms. **Euromax** is a Canadian development company listed on the Toronto Stock Exchange and focused on building and operating the Ilovica-Shtuka copper and gold project in Macedonia. The private company holding comprises **Source Bioscience International Ltd** which is an international provider of state-of-the-art clinical diagnostics and analytical testing services.

Outlook

Your Directors intend to pursue an orderly realisation of existing investments and a return of capital to shareholders.

The Company had net assets of £5.43 million at 30 September 2024 and this included equity investments with a carrying value of £5.39 million represented by 7 quoted investment holdings valued at £3.16 million and 4 private unquoted investments valued at £2.23 million.

Whilst an orderly realisation of the 7 quoted investment holdings should be achievable in the short term, this is likely to take longer for the 4 private unquoted investments.

The return of capital to shareholders is expected to be by way of one or more capital distributions as and when funds permit but there can be no certainty on the timing or monetary amounts of such distributions. The capital distributions will have the effect of reducing the capital and reserves of the Company and which reduction is permitted under section 58 of the Companies Act.

The Directors hope that the total value of such distributions will be not less than the Company's 3.72 pence net asset value per share at the 30 September 2024, but there can be no certainty that the total value of such distributions will not be materially less than or be materially greater than 3.72 pence per share.

In the meantime, the quoted market value of some of our listed investments have declined considerably since 30 September 2024 such that the Company's net assets are now estimated to amount to approximately £4.87 million, equivalent to 3.41 pence per share, and with a resultant year to date result reduced to a loss of £13,000 versus the profit of £450,000 reported for the first half of the year.

Michael Bretherton

Chairman

28 November 2024

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CONDENSED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

	Note	6 months ended 30 Sep 2024 (Unaudited) £'000	Year ended 31 Mar 2024 (Audited) £'000	6 months ended 30 Sep 2023 (Unaudited) £'000
Gain on investments	6	510	18	348
Dividend income		41	49	39
Investment return		551	67	387
Expenses and other income				
Administrative expenses		(104)	(195)	(96)
Operating gain/(loss)		447	(128)	291
Interest income		-	1	1
Profit/(loss) before taxation		447	(127)	292
Taxation		-	-	-
Profit/(loss) for the period		447	(127)	292
Basic and diluted earnings/(loss) per share	11	0.31p	(0.09)p	0.20p

All activities are in respect of continuing operations and there are no other items of comprehensive income or loss.

The notes on pages 10 to 13 form an integral part of the financial statements.

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CONDENSED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2024

	Note	As at 30 Sep 2024 (Unaudited) £'000	As at 31 Mar 2024 (Audited) £'000	As at 30 Sep 2023 (Unaudited) £'000
Assets				
Non-current assets				
Investments	7	-	4,934	5,312
Current assets				
Investments	7	5,391	-	-
Trade and other receivables	8	4	12	4
Cash and cash equivalents		70	87	115
Current assets		5,465	99	119
Total assets		5,465	5,033	5,431
Liabilities				
Current current liabilities				
Trade and other payables	9	(35)	(50)	(29)
Total liabilities		(35)	(50)	(29)
Net current assets		5,430	49	90
Net assets		5,430	4,983	5,402
Equity				
Called up share capital	10	1,459	1,459	1,459
Share premium	10	3,425	3,425	3,425
Retained earnings reserve		546	99	518
Total shareholder equity		5,430	4,983	5,402

The notes on pages 10 to 13 form an integral part of the financial statements.

The condensed financial statements were approved and authorised for issue by the Board of Directors on 28 November 2024 and signed on its behalf by:

Michael Bretherton
Chairman

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CONDENSED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

	Share Capital £'000	Share Premium £'000	Retained Earnings Reserve £'000	Total £'000
At 31 March 2023 (audited)	1,459	3,425	226	5,110
Total comprehensive gain for period	-	-	292	292
At 30 September 2023 (unaudited)	1,459	3,425	518	5,402
Total comprehensive loss for period	-	-	(419)	(419)
At 31 March 2024 (audited)	1,459	3,425	99	4,983
Total comprehensive gain for period	-	-	447	447
At 30 September 2024 (unaudited)	1,459	3,425	546	5,430

The notes on pages 10 to 13 form an integral part of the financial statements.

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CONDENSED STATEMENT OF CASH FLOWS

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

	6 months ended 30 Sep 2024 (Unaudited) £'000	Year ended 31 Mar 2024 (Audited) £'000	6 months ended 30 Sep 2023 (Unaudited) £'000
Profit/(loss) for the period	447	(127)	292
Unrealised (gain)/loss on revaluation of investments	(511)	-	(342)
Realised loss/(gain) on disposal of investments	1	(18)	(6)
Decrease/(increase) in trade and other receivables	8	(1)	7
(Decrease)/increase in trade and other payables	(15)	7	(14)
Net cash outflows from operating activities	(70)	(139)	(63)
Cash flows from investing activities			
Purchase of investments	-	(211)	(211)
Proceeds from sales of investments	53	390	342
Net cash inflows from investing activities	53	179	131
Net (decrease)/increase in cash and cash equivalents	(17)	40	68
Cash and cash equivalents at beginning of period	87	47	47
Cash and cash equivalents at end of period	70	87	115

The notes on pages 10 to 13 form an integral part of the financial statements.

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NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

1 General information

Adams Plc (“the Company”) is a company incorporated in the Isle of Man and is listed on the AIM market of the London Stock Exchange.

2 Basis of preparation

The financial statements of Adams Plc are unaudited condensed financial statements for the six months ended 30 September 2024. These include unaudited comparatives for the six months ended 30 September 2023 together with audited comparatives for the year ended 31 March 2024.

These interim condensed financial statements have been prepared on the basis of the accounting policies expected to apply for the financial year to 31 March 2025 which are based on the recognition and measurement principles of International Financial Reporting Standards (IFRS) as adopted by the United Kingdom (UK). The financial statements have been prepared under the historical cost convention. The Company’s presentation and functional currency is GBP Pounds Sterling.

The financial statements do not include all of the information required for full annual financial statements and do not comply with all the disclosures in IAS 34 ‘Interim Financial Reporting’, and should be read in conjunction with the Company’s annual financial statements to 31 March 2024. Accordingly, whilst the interim statements have been prepared in accordance with IFRS, they cannot be construed as being in full compliance with IFRS.

The preparation of financial statements in conformity with IFRS as adopted by the UK requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies.

During October 2024, the Company adopted a strategy to not make any further investments and instead pursue an orderly realisation of existing investments and a return of capital to shareholders. Consequently, portfolio investments have now been presented as current, rather than non-current, assets in the statement of financial position at 30 September 2024. Presentation of portfolio investment comparatives at 30 September 2023 and 31 March 2024 remain unchanged as non-current assets.

3 Going concern

Information on the business environment, financial position and the factors underpinning the Company’s future prospects and portfolio are included in the Chairman’s Statement. The Directors have considered their obligation in relation to the assessment of the going concern of the Company and have reviewed the current cash forecasts and assumptions as well as the main risk factors facing the Company. Accordingly, the going concern basis has been adopted in the preparation of the financial statements.

4 Significant accounting policies

The accounting policies adopted are consistent with those followed in the preparation of the annual financial statements of Adams Plc for the year ended 31 March 2024 which received an unqualified audit opinion. A copy of these financial statements is available on the Company website at www.adamsplc.co.uk.

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NOTES TO THE CONDENSED FINANCIAL STATEMENTS (continued)

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

5 Segment reporting

Operating segments for Adams Plc are reported based on the financial information provided to the Board, which is used to make strategic decisions. The Directors are of the opinion that under IFRS 8 'Operating segments' the Company has only one reportable segment, being Investment Return. The Board assesses the performance of the operating segment based on financial information which is measured and presented in a manner consistent with that in the financial statements.

6 Investment Return

The principal sources of revenue for the Company in the periods to 30 September 2024 were as follows:

	6 months ended 30 Sep 2024 £'000	Year ended 31 Mar 2024 £'000	6 months ended 30 Sep 2023 £'000
Unrealised gains on investments	511	-	6
Realised (losses)/gains on investments	(1)	18	342
Total gain on investments	510	18	348
Dividend Income	41	49	39
Investment return	551	67	387

7 Investments

An analysis of movements in the value of the Company's investments is as follows:

	Quoted Equity Shares £'000	Unquoted Equity Shares £'000	Derivative Trading Asset £'000	Total £'000
Fair value at 31 March 2023	3,570	1,500	25	5,095
Additions at cost	211	-	-	211
Disposals	(336)	-	-	(336)
Unrealised revaluation gains/(losses)	367	-	(25)	342
Fair value at 30 September 2023	3,812	1,500	-	5,312
Disposals	(36)	-	-	(36)
Unrealised revaluation (losses)/gains	(478)	136	-	(342)
Fair value at 31 March 2024	3,298	1,636	-	4,934
Transfers from quoted to unquoted	(595)	595	-	-
Disposals	(54)	-	-	(54)
Unrealised revaluation gains	511	-	-	511
Fair value at 30 September 2024	3,160	2,231	-	5,391

As set out in Note 2, portfolio investments have now been presented as current, rather than non-current, assets in the statement of financial position at 30 September 2024. Presentation of portfolio investment comparatives at 30 September 2023 and 31 March 2024 remain unchanged as non-current assets.

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NOTES TO THE CONDENSED FINANCIAL STATEMENTS (continued)

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

8 Trade and other receivables

	As at 30 Sep 2024 £'000	As at 31 Mar 2024 £'000	As at 30 Sep 2023 £'000
Prepayments	4	12	4
	<u>4</u>	<u>12</u>	<u>4</u>

The carrying amount of prepayments is approximate to their fair value.

9 Trade and other payables

	As at 30 Sep 2024 £'000	As at 31 Mar 2024 £'000	As at 30 Sep 2023 £'000
Trade payables	16	13	11
Accruals and other creditors	19	37	18
	<u>35</u>	<u>50</u>	<u>29</u>

The carrying amount of trade and other payables approximates to their fair value.

10 Share capital

Ordinary shares of £0.01	Number of shares	Share capital £'000	Share premium £000
Authorised ordinary shares At 30 September 2024 , March 2024 and 30 September 2023	350,000,000	3,500	-
Allotted, issued and fully paid ordinary shares At 30 September 2024 , March 2024 and 30 September 2023	145,859,231	1,459	3,425

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NOTES TO THE CONDENSED FINANCIAL STATEMENTS (continued)

FOR THE SIX MONTH PERIOD TO 30 SEPTEMBER 2024

11 Earnings/(loss) per share

The basic earnings or loss per share is calculated by dividing the profit or loss after tax attributable to equity shareholders by the weighted average number of Ordinary Shares in issue during the period:

	6 months ended 30 Sep 2024	Year ended 31 Mar 2024	6 months ended 30 Sep 2023
Profit/(loss) after tax attributable to equity holders of the Company (£'000)	447	(127)	292
Weighted average number of Ordinary Shares	145,859,231	145,859,231	145,859,231
Basic and diluted earnings/(loss) per share	0.31p	(0.09)p	0.20p

There were no potentially dilutive shares in issue as at 30 September 2024, 31 March 2024 or 30 September 2023.

12 Half year interim report

A copy of this half year interim report, as well as the annual statutory accounts to 31 March 2024, are available on the Company's website at www.adamsplc.co.uk.