Registered number: 03430288

SHAPEDIRECT LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

SHAPEDIRECT LIMITED

COMPANY INFORMATION

Directors	N Benning-Prince R C Dowley E A Gretton A Quilez Somolinos
Company secretary	W F Rogers
Registered number	03430288
Registered office	Second Floor Arena Court Crown Lane Maidenhead Berkshire SL6 8QZ
Independent auditors	PricewaterhouseCoopers LLP 2 Glass Wharf Bristol BS2 0FR

SHAPEDIRECT LIMITED

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STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Principal activties and business review

The Company is a group investment holding company.

On 4 April 2025 the Company received a dividend of €221,598,000 (£184,918,000) from its subsidiary, St Nicolas S.à r.l. Subsequently the Company partially impaired its investment in St Nicolas S.à r.l. by £81,256,000 to bring the carrying value in line with the underlying net assets following the receipt of the dividend. The impairment has been treated as an exceptional item.

On 30 May 2025 the Company received a dividend of £139,000,000 from its subsidiary, Hanson (ER - No 5) Limited. Subsequently the Company partially impaired its investment in Hanson (ER - No 5) Limited by £41,307,000 to bring the carrying value in line with the underlying net assets following the receipt of the dividend. This has been treated as an exceptional item.

On 19 June 2025 the Company reduced its share premium account from £1,208,021,000 to £nil, with the aggregate amount of such reduction credited to the distributable reserves of the Company.

On 2 July 2025 the Company paid a cash dividend of £328,000,000.

At the year end the Company partially released the impairment against its investment in Picon Overseas Limited by £79,970,000 to bring the carrying value in line with the recoverable amount following the revaluation of its indirect subsidiaries. This release of impairment has been treated as an exceptional item.

Section 172(1) Statement

The primary purpose of the Company is that of a group investment holding company. The overall objective of the Directors is to maximise shareholder and stakeholder value whilst working to a sustainable long-term business model. The Directors work to ensure the business strategy and objectives of the Company are aligned with that of the Group. As a group investment holding company, the Company has limited stakeholders having no customers, suppliers or employees.

During the year the Company reduced its share premium account by £1,208,021,000 and subsequently paid a cash dividend of £328,000,000 to repatriate surplus funds no longer required by the business to its shareholder. Prior to taking such steps the Company actively engaged with its shareholder to agree the appropriate course of action.

Principal risks and uncertainties

Group undertakings

The Company's results arise from transactions with fellow group undertakings in the group headed by Heidelberg Materials AG. The Directors are therefore of the opinion that the Company is not directly exposed to significant risks and uncertainty; however, by the very nature of its activities, the Company is indirectly exposed to similar risks and uncertainties to those faced by other group companies. Details of the proposed risks and uncertainties facing the group headed by Heidelberg Materials AG are disclosed in the financial statements of that Company.

Foreign exchange risk

The Company is exposed to foreign exchange risks arising from intra-group transactions. The Company is also exposed to foreign exchange risks in respect of its investments in its subsidiary undertakings, which are supported by assets in HK Dollars, Euros and Israeli Shekels. Significant fluctuations in foreign currency rates could potentially result in future impairments. These are not hedged.

This report was approved by the board on 30 April 2026 and signed on its behalf.

Wendy F Rogers

W F Rogers
Secretary

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors present their report and the audited financial statements for the year ended 31 December 2025.

Results and dividends

The profit for the year, after taxation, amounted to £283,900,000 (2024 - £307,786,000).

A dividend of £328,000,000 was paid during the year (2024 – dividends totalling £691,290,000).

The Directors do not recommend payment of a final dividend (2024 - £nil).

Future developments

The Directors anticipate that the Company will continue as a group investment holding company for the foreseeable future.

Going concern

The Company manages its liquidity through centralised group treasury arrangements operated by its ultimate parent undertaking, Heidelberg Materials AG. At the reporting date, the Company's surplus cash includes positive inter-company balances arising under a group-wide zero-balancing cash pooling arrangement. The cash pool balances are governed by formal contractual arrangements which provide for the repayment of principal and interest in accordance with agreed terms. The central treasury function is required to maintain sufficient liquidity to meet obligations as they fall due.

At the reporting date, the Company has net assets and holds surplus cash in the form of positive inter-company balances within the group cash pooling arrangement. In addition, Heidelberg Materials AG, which indirectly owns the Company's entire share capital, has confirmed its intention and ability to continue to support the Company for a period of not less than 12 months from the date of approval of these financial statements, should such support be required.

The Directors have performed an assessment on the ability of the Company to operate on a going concern basis. This includes an assessment of the Company's financial position and other relevant enquiries, including: the on-going impact of geopolitical instability in Ukraine and the Middle East and other political uncertainties; persistent inflationary pressures; the effect of tariffs; Government fiscal policy and the overarching impact these factors have on construction and consumer markets, as well as consideration of identifiable risks made by the ultimate parent undertaking, Heidelberg Materials AG, on their global business activities. The ultimate parent undertaking continues to operate on a going concern basis.

The Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future having considered the risks and uncertainties that are relevant to both the Company and its ultimate parent undertaking and therefore they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The Directors who served during the year and up to the date of signing the financial statements were:

N Benning-Prince
R C Dowley
E A Gretton
A Quilez Somolinos

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2025

Directors' indemnity

Heidelberg Materials AG has indemnified, by means of directors' and officers' liability insurance, one or more of the Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

The articles of association also provide for the Directors to be indemnified by the Company subject to the provisions of the Companies Act.

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP having indicated their willingness to act will continue in office, as auditors of the Company, in accordance with section 487 of the Companies Act 2006.

This report was approved by the board on 30 April 2026 and signed on its behalf.

Wendy F Rogers

W F Rogers
Secretary

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the 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 101 "Reduced Disclosure Framework", and applicable law).

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 of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for 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 Responsibilities Statement was approved by the board on 30 April 2026 and signed on its behalf.

Wendy F Rogers

W F Rogers
Secretary

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHAPEDIRECT LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Shapedirect 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 for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", 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 and as at 31 December 2025;
- the Statement of Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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.

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 Directors' Responsibilities Statement, 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.

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHAPEDIRECT LIMITED

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 the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 posting inappropriate journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Reading board minutes for evidence of breaches of regulations and reading relevant correspondence;
- Identifying and testing journal entries, in particular journal entries posted with unexpected account combinations;
- Inquiries of management in respect of any known or suspected instances of non compliance with laws and regulations and fraud; and
- Challenging management on key accounting estimates and auditing the assumptions to supporting documentation, where applicable.

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.

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.

Stuart Couch

Stuart Couch (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol
5 May 2026

SHAPEDIRECT LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 £000	2024 £000
Administrative expenses		(4)	(4)
Exceptional items - Impairment of fixed asset investments	5	(42,593)	(351,794)
Operating loss		(42,597)	(351,798)
Income from fixed assets investments	6	323,918	655,957
Interest receivable and similar income	7	2,579	3,627
Profit before tax		283,900	307,786
Tax on profit	8	-	-
Profit for the financial year		283,900	307,786
Total comprehensive income for the year		283,900	307,786

All amounts relate to continuing operations.

The notes on pages 13 to 21 and Appendix I form part of these financial statements.

SHAPEDIRECT LIMITED
REGISTERED NUMBER: 03430288

BALANCE SHEET
AS AT 31 DECEMBER 2025

	Note	2025 £000	2024 £000
Fixed assets			
Investments	10	1,359,377	1,401,970
Current assets			
Debtors: amounts falling due within one year	11	1,582	3,089
Net assets		1,360,959	1,405,059
Capital and reserves			
Called up share capital	12	-	-
Share premium account	13	-	1,208,021
Profit and loss account		1,360,959	197,038
Total equity		1,360,959	1,405,059

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 April 2026.

N Benning-Prince
Director

The notes on pages 13 to 21 and Appendix I form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2024	-	1,208,021	580,542	1,788,563
Comprehensive income for the year				
Profit for the year	-	-	307,786	307,786
Contributions by and distributions to owners				
Dividends paid	-	-	(691,290)	(691,290)
At 1 January 2025	-	1,208,021	197,038	1,405,059
Comprehensive income for the year				
Profit for the year	-	-	283,900	283,900
Contributions by and distributions to owners				
Capital reduction	-	(1,208,021)	1,208,021	-
Dividend paid	-	-	(328,000)	(328,000)
At 31 December 2025	-	-	1,360,959	1,360,959

The notes on pages 13 to 21 and Appendix I form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

1. Accounting policies

1.1 General information

Shapedirect Limited ("the Company") is a limited company incorporated and domiciled in the United Kingdom. The address of its registered office and principal place of business is disclosed in the Company Information.

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 (FRS101) 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest thousand pounds (£'000) except where otherwise indicated.

The material accounting policies applied in the preparation of these financial statements are set out below. These policies have, unless otherwise stated, been consistently applied to all periods presented.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.3 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

This information is included in the consolidated financial statements of Heidelberg Materials AG as at 31 December 2025 and these financial statements may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

1. Accounting policies (continued)

1.4 Going concern

The Company manages its liquidity through centralised group treasury arrangements operated by its ultimate parent undertaking, Heidelberg Materials AG. At the reporting date, the Company's surplus cash includes positive inter-company balances arising under a group-wide zero-balancing cash pooling arrangement. The cash pool balances are governed by formal contractual arrangements which provide for the repayment of principal and interest in accordance with agreed terms. The central treasury function is required to maintain sufficient liquidity to meet obligations as they fall due.

At the reporting date, the Company has net assets and holds surplus cash in the form of positive inter-company balances within the group cash pooling arrangement. In addition, Heidelberg Materials AG, which indirectly owns the Company's entire share capital, has confirmed its intention and ability to continue to support the Company for a period of not less than 12 months from the date of approval of these financial statements, should such support be required.

The Directors have performed an assessment on the ability of the Company to operate on a going concern basis. This includes an assessment of the Company's financial position and other relevant enquiries, including: the on-going impact of geopolitical instability in Ukraine and the Middle East and other political uncertainties; persistent inflationary pressures; the effect of tariffs; Government fiscal policy and the overarching impact these factors have on construction and consumer markets, as well as consideration of identifiable risks made by the ultimate parent undertaking, Heidelberg Materials AG, on their global business activities. The ultimate parent undertaking continues to operate on a going concern basis.

The Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future having considered the risks and uncertainties that are relevant to both the Company and its ultimate parent undertaking and therefore they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Investments

Investments in subsidiaries, associates and joint ventures are held at historical cost less provision for impairment.

1.6 Financial instruments

Financial assets

Financial assets are initially measured at fair value plus, in the case of a financial asset not subsequently measured at fair value through profit or loss, transaction costs.

The Company's financial assets comprise amounts owed by group undertakings.

Financial assets are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

1. Accounting policies (continued)

1.6 Financial instruments (continued)

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The ECL required for other debt instruments is determined using a three stage model.

• At the initial recognition of the financial asset an expected credit loss provision is recorded for the twelve month period following the reporting date. Any interest revenue is calculated on the gross carrying amount of the financial asset.

• If the credit risk of that financial instrument has increased significantly since initial recognition, a loss allowance for full lifetime expected credit losses is recorded. Any interest revenue is calculated on the gross carrying amount of the financial asset. Should the significant increase in credit risk reverse within subsequent reporting periods then the expected credit losses on the financial instrument revert to being measured based on an amount equal to the twelve month expected credit losses.

• If objective evidence of impairment exists, a loss allowance for full lifetime expected credit losses is recognised. Any interest revenue is calculated on the net carrying amount of the financial asset.

1.7 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

1.8 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders.

1.9 Interest income

Interest income is recognised in profit or loss using the effective interest method.

1.10 Dividend income

Income is recognised when the Company's right to receive payment is established.

1. Accounting policies (continued)

1.11 Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the Balance Sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the Statement of Comprehensive Income.

1.12 Exceptional items

The Company presents as exceptional items those material items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year, so as to facilitate comparison with prior periods and to assess better trends in financial performance.

2. Judgments in applying accounting policies and key sources of estimation uncertainty

Impairment of investments

The Company reviews investments in subsidiaries and other investments for impairment if there are any indications that the carrying values may not be recoverable. The carrying value of the investment is compared to the recoverable amount and where a deficiency exists, an impairment charge is considered by management.

The recoverable amount represents the net assets of the investment at the time of the review or where applicable is represented by an estimate of future cash flows expected to arise from the investment. A suitable discount rate is applied to the future cash flows in order to calculate the present value.

Reversals of impairments are recognised where there is a favourable change in the economic assumptions in the period since the provision was made.

Recoverability of amounts owed by group undertakings

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

3. Auditors' remuneration

Fees for audit services provided to the Company have been borne by other group undertakings. It is not practicable to ascertain what proportion of such fees relates to the Company.

4. Staff costs

The average monthly number of employees, including the Directors, during the year was nil (2024 - nil).

The Directors of the Company are also directors of a number of the group's fellow subsidiaries. The Directors received total remuneration of £1,125,000 (2024 - £1,189,000) which was paid by various subsidiaries. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as directors of fellow subsidiary companies.

5. Exceptional items

	2025 £000	2024 £000
Impairment of fixed asset investments	(122,563)	(351,794)
Release of impairment of fixed asset investments	79,970	-
	(42,593)	(351,794)

During the year the Company partially impaired its investments in St Nicolas S.à r.l. and Hanson (ER - No 5) Limited by £81,256,000 and £41,307,000 respectively to bring the carrying values in line with the underlying net assets following the receipt of dividends. Net assets have been used as an approximation of fair value less cost of disposal.

The Company also partially released the impairment against its investment in Picon Overseas Limited by £79,970,000 to bring the carrying value in line with the recoverable amount following the revaluation of its indirect subsidiaries.

In the prior year the Company impaired its investment in Picon Overseas Limited by £351,794,000 to bring the carrying value in line with the underlying net assets following the receipt of dividends.

6. Income from shares in group undertakings

	2025 £000	2024 £000
Income from fixed asset investments	323,918	655,957

On 4 April 2025 the Company received a dividend of €221,598,000 (£184,918,000) from its subsidiary, St Nicolas S.à r.l.

On 30 May 2025 the Company received a dividend of £139,000,000 from its subsidiary, Hanson (ER - No 5) Limited.

In the prior year the Company received a dividend in specie of £132,275,000 from its subsidiary, Picon Overseas Limited, a dividend of €227,500,000 (£189,493,000) from its subsidiary, Heidelberg Materials Mediterranean Basin B.V., a further dividend of £244,000,000 from its subsidiary, Picon Overseas Limited and a dividend of €107,967,000 (£90,189,000) from its subsidiary, St Nicolas S.à r.l.

7. Interest receivable and similar income

	2025 £000	2024 £000
Interest receivable from group companies	2,579	3,627

8. Tax

	2025 £000	2024 £000
Current tax		
Current UK Corporation tax on profit for the year	-	-
Total current tax	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2024 - lower than) the standard rate of corporation tax in the UK of 25% (2024 - 25%). The differences are explained below:

	2025 £000	2024 £000
Profit before tax	283,900	307,786
Profit before tax multiplied by standard rate of corporation tax in the UK of 25% (2024 - 25%)	70,975	76,947
Effects of:		
Non-taxable release of provision for impairment of fixed asset investments/(impairment of fixed asset investments)	10,648	87,948
Non-taxable dividend income	(80,979)	(163,989)
Group relief claimed	(644)	(906)
Total tax charge for the year	-	-

9. Dividends

	2025 £000	2024 £000
Dividends paid	328,000	691,290
	328,000	691,290

On 2 July 2025 the Company paid a cash dividend of £328,000,000.

In the prior year the Company declared a dividend in specie of £132,290,000 and a cash dividend of £559,000,000.

10. Fixed asset investments

	Investments in subsidiary companies £000	Other investments £000	Total £000
Cost			
At 1 January 2025 and 31 December 2025	1,748,470	18,429	1,766,899
Impairment			
At 1 January 2025	364,929	-	364,929
Charge for the period	122,563	-	122,563
Reversal of impairment losses	(79,970)	-	(79,970)
At 31 December 2025	407,522	-	407,522
Net book value			
At 31 December 2025	1,340,948	18,429	1,359,377
At 31 December 2024	1,383,541	18,429	1,401,970

See note 5 for details of the impairment charge and reversal of impairment.

10. Fixed asset investments (continued)

Subsidiary undertakings and other investments

The investments in which the Company directly held any class of share capital are as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Picon Overseas Limited *	Guernsey	Ordinary	100%	Holding company
St Nicolas S.à r.l.	Luxembourg	Shares	67%	Holding company
Heidelberg Materials Mediterranean Basin B.V.	The Netherlands	Shares	100%	Holding company
Hanson (ER - No 5) Limited	England and Wales	Ordinary	100%	Holding company
Hanson (Israel) Ltd	Israel	Ordinary	18%	Aggregates
Pornphen Prathan Company Limited	Thailand	Ordinary	57%	In liquidation

* Registered as a UK establishment.

During the year St Nicolas S.à r.l. disposed of its Spanish investments to a fellow group undertaking.

On 30 November 2025 the registered office of Picon Overseas Limited moved from 22 Havilland Street, St. Peter Port, GY1 2QB, Guernsey to Suites 1 & 2, Norman House, South Esplanade, St. Peter Port, GY1 1AN, Guernsey.

The registered office of St Nicolas S.à r.l. is 5, rue des Primeurs, L-2361 Strassen, Luxembourg.

The registered office of Heidelberg Materials Mediterranean Basin B.V. is Pettelaarpark 30, 's-Hertogenbosch, 5216 PD, The Netherlands.

The registered office of Hanson (ER - No 5) Limited is Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ, England.

The registered office of Hanson (Israel) Ltd is Jabotinsky 5, Ramat Gan, 5252006, Israel.

The registered office of Pornphen Prathan Company Limited is 1769 Ramkhamhang Road, 3rd Floor Rit Ratana Building, Bangkok, 10240, Thailand.

A full listing of indirectly held investments is presented in Appendix I.

11. Debtors

	2025 £000	2024 £000
Due within one year		
Amounts owed by group undertakings	1,582	3,089

Included within amounts owed by group undertakings is an amount of £1,582,000 (2024 - £3,089,000) which is unsecured, repayable on demand and accrues interest at SONIA (2024 - SONIA).

12. Share capital

	2025 £	2024 £
Allotted, called up and fully paid		
110 (2024 - 110) ordinary shares of £1 each	110	110

The Company has no authorised share capital limit.

13. Share premium account

On 19 June 2025 the Company reduced its share premium account from £1,208,021,000 to £nil with the amount of such reduction credited to the distributable reserves of the Company.

14. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with wholly owned subsidiaries in the group headed by Heidelberg Materials AG. Balances outstanding at 31 December with related parties, are as follows:

	2025 £000	2024 £000
Amounts owed by ultimate parent undertaking	1,582	3,089

15. Ultimate parent undertaking and controlling party

Until 8 October 2025 the Company's immediate parent undertaking was Hanson International Holdings Limited. On 8 October 2025, the shares in the Company were acquired by Hanson Limited and subsequently sold to Heidelberg Materials UK Holding Limited, a company registered in England and Wales, making the Company's immediate parent undertaking Heidelberg Materials UK Holding Limited. The Company's ultimate parent undertaking is Heidelberg Materials AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by Heidelberg Materials AG. Copies of the consolidated financial statements of Heidelberg Materials AG may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2025

Name	Country of incorporation	Group ownership %	Registered office
ACHKC Joint Venture	Hong Kong	25	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AGC JV	Hong Kong	25	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AHK Aggregates Ltd.	Hong Kong	31.75	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AHK Concrete Ltd	Hong Kong	25	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Alliance Construction Materials Limited	Hong Kong	50	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Anche Holdings Inc.	Panama	100	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
Anderson Concrete Ltd	Hong Kong	50	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Asia Stone Co Ltd	Hong Kong	50	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Boom Victory Investments Ltd	British Virgin Islands	25	Vistra Corporate Service Centre, Wickhams Cay II, Tortola, VG 1110 Road Town, British Virgin Islands
Concrete Services Ltd	Hong Kong	50	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Hanson Quarry Products (Israel) Ltd	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel
Hanson Yam Limited Partnership	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel

SHAPEDIRECT LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2025

Name	Country of incorporation	Group ownership %	Registered office
K. Wah Construction Products (Shenzhen) Company Limited	China	25	He Ping Tong Fu Yu Industrial Park, Fuyong Town, China
K.Wah Materials (Huidong) Ltd	China	25	Shi Xia Pai Community, Niu Gu Dun Village, Ren Shan Town, Hui Zhou City, China
K.Wah Materials and Development (Huidong) Co Ltd	British Virgin Islands	25	Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road Town, British Virgin Islands
Latent Developments Limited	British Virgin Islands	25	Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road Town, British Virgin Islands
Pioneer Beton Muva Umachzavot Ltd	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel
Pioneer International Overseas Corporation	British Virgin Islands	100	Craigmuir Chambers, P O Box 71, Tortola, Road Town, British Virgin Islands
Pioneer Investments UK Limited	England and Wales	100	*
Pioneer Overseas Investments Limited	Guernsey	100	Suites 1 & 2, Norman House, South Esplanade, St. Peter Port, GY1 1AN, Guernsey
Pioneer Quarries (Hong Kong) Limited	Hong Kong	50	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Redshow Limited	England and Wales	100	*
Sailtown Limited	England and Wales	100	*
Shek O Quarry Limited	Hong Kong	50	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Stone Quarries Hanson Ltd.	Israel	69.99	Jabotinsky 5, 5252006, Ramat Gan, Israel
Tadir Readymix Concrete (1965) Ltd	Israel	100	Jabotinsky 5, 5252006, Ramat Gan, Israel
Timesound	England and Wales	100	*
Winning Harvest Limited	Hong Kong	35	18 Tak Fung Street, Room 1901A, 19/F., One

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2025

Name	Country of incorporation	Group ownership %	Registered office
			Harbourfront, Hunghom, Hong Kong S.A.R., China
Zhuhai City Asia Stone Trading Co Ltd.	China	50	No 88 Port Road, No. 1810A&B, Block 2, Hengqin New District, Hengqin, China
Zhuhai Hengqin Alliance Trading Co. Ltd	China	50	No 88 Port Road, No. 1810A&B, Block 2, Hengqin New District, Hengqin, China

* The registered office of the investments as at 31 December 2025 is Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.