



Annual report and financial statements

Registered number 114397

For the year ended 28 February 2025

OUR VISION

Fashion. Beauty. Lifestyle. For Everyone.

OUR MISSION

To connect our community with brands they love.

OUR VALUES

BE BRAVE

BE CREATIVE

BE A COMMUNITY

‘Debenhams Group’ is the trading name of boohoo group plc, incorporated and domiciled in Jersey and listed on the Alternative Investment Market (AIM) of the London Stock Exchange. Registered office address is: 12 Castle Street, St Helier, Jersey, JE2 3RT.

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CHAIR'S STATEMENT

Dear shareholders,

As I reflect on the past financial year, I am proud of the continued steps we have taken to drive the turnaround of the business, particularly with the progress seen in the Debenhams brand. However, for me, the most significant milestone we reached was after the year end with our transition to Debenhams Group¹. This marks the beginning of a new chapter that embraces a forward-thinking vision for the future of the Group.

The decision to transition to Debenhams Group was driven by a clear strategic ambition to build on the proven strength of the Debenhams brand marketplace model, and extend its principles across our wider Group. The transformation redefines how we engage with our partners and customers, reinforcing our vision: **Fashion. Beauty. Lifestyle. For Everyone.**

A Year of Decisive Action

The board recognised the need for change and a pivotal moment was the appointment of Dan Finley as Chief Executive on 1 November 2024. Since joining the Group, Dan has turned the Debenhams brand into a leading online department store which delivered GMV² of £654 million in FY25, up 34% on the prior year. His proven expertise in e-commerce and digital retail will drive change across the Group as we transition all our brands to operate on the Debenhams marketplace platform. Dan's strategic clarity and results-driven leadership are proving instrumental in navigating an evolving, and highly competitive retail landscape.

In November 2024 I assumed the role of Chair. Mahmud's continued role in his capacity as Co-Founder and Executive Vice Chair remains invaluable, bringing entrepreneurial vision, deep industry expertise, and unwavering commitment to the Group's success.

In March 2025 we also welcomed Phil Ellis as Chief Financial Officer. Having played a key role in the transformation of the Debenhams' brand following its emergence from administration, Phil's financial expertise will be critical as we continue rolling out our marketplace-led model across the wider Group.

John Lyttle and Stephen Morana also stepped down from their roles as CEO and CFO during the year, and we extend our best wishes to them both for the future.

The Group completed the refinancing of its credit facilities and announced a comprehensive business review in October 2024. In November 2024, we completed an over-subscribed equity placing of £39.3 million, underscoring strong shareholder support. Alongside this, in FY25 we significantly reduced the Group's credit facilities from £325 million to £125 million, enabling the early repayment of our £97 million term loan during the year, nine months ahead of schedule. We reported net debt of £78.2 million at year end, down £64.9 million from £143.1 million at our half year. In August 2025, we announced the

¹ trading name of boohoo group plc

² Gross Merchandise Value (GMV) represents the total value of goods and services transacted through the platform during the financial period, excluding VAT and other applicable taxes. GMV is presented as a non-IFRS performance measure and reflects the aggregate sales volume before deductions for discounts, returns, cancellations, commissions or platform fees. GMV is not indicative of revenue recognised under the Group's applicable reporting framework, UK-adopted IAS, and should be interpreted solely as a measure of scale and customer activity.

completion of a new 3-year £175 million facility that will align our financing arrangements with the Group's Turnaround Strategy on page 13.

Our transition to Debenhams Group is a defining moment for the business; it reflects our strategic direction and the transformation which is underway. The proven success of this capital-lite, stock-lite, cost-lite, and highly cash-generative model sets the blueprint for further success for the turnaround of the wider Group. The Board recognises that revenue and profitability have experienced a decline in our Youth Brands, *boohoo*, *boohooMAN*, and *PrettyLittleThing* ('PLT'). In response, we are actively taking steps to reduce our fixed cost base to create the necessary headroom to stabilise profitability and address recent sales declines.

In addition, the board has engaged advisors in connection with the planned sale of PLT. We are actively seeking a buyer and believe that a successful sale within the next year will help accelerate and maximise long-term shareholder value.

Commitment to Governance

Governance has remained a key focus throughout this transformation. This year, we conducted a review of our policies and oversight mechanisms to ensure alignment with our new strategy. Our approach to governance and accountability was further strengthened by key leadership changes, including my appointment as independent Non-Executive Chair.

We also held three general meetings during the year in addition to our AGM. I would like to thank our shareholders who supported us as we started to execute the Group's Turnaround Strategy.

As a board, we remain focused on the long-term success of the Group and on maximising value for all shareholders. At the same time, our focus is on driving a bold, collaborative, and results-driven culture. Under Dan's leadership, initiatives to enhance employee engagement and refine incentive structures will empower teams, driving a high-performance, high-reward environment that will be critical to the future success of the Group.

Looking Ahead

We are at the starting point of our multi-year turnaround journey, marking the beginning of an exciting new era for Debenhams Group. While challenges remain, the Debenhams marketplace model is the blueprint from which we will drive meaningful change. The steps we are taking now are focused on building a more agile and resilient business, with the full benefits of these changes expected to come through in the years ahead.

On behalf of the board, I would like to thank our colleagues, customers, partners, and shareholders. Your continued support has been vital during this transformative stage, and while we know there is more work to do, the progress we are beginning to see gives us confidence in the path forward.

Tim Morris

Chair

CEO Statement

Dear shareholders,

I was appointed as Group Chief Executive on 1 November 2024. Since that time, my focus has been clear: stabilise the business and position it to capture the significant medium-term opportunities ahead. I am laser focused on maximising value for all shareholders.

In FY25 the group delivered £41.6m Adjusted EBITDA, which has only been possible because of the decisive actions including £50m of annualised headcount savings, the elimination of unnecessary capital expenditure, and a sharper allocation of resources to our highest-return opportunities.

The standout success of the year has been the turnaround of the Debenhams brand under my leadership. GMV grew to £654m (+34% YOY) and Adjusted EBITDA increased to £25m (+119% YOY), delivering an 11.2% margin. The capital-lite, stock-lite, cost-lite, highly cash-generative marketplace model at the core of Debenhams is now the blueprint for the transformation of the wider Group.

We move forward as Debenhams Group under new leadership, a new strategy, and a new direction. The Debenhams brand's performance proves what is possible. There is much work to do to turnaround the wider group. However, what I can tell you today is that **Debenhams is back**.

A Proven Marketplace Model

The turnaround of the Debenhams Group centres on a **capital-lite, stock-lite, cost-lite and highly cash-generative marketplace model**. These attributes are key in moving the business forward, enabling us to operate more flexibly, more dynamically and critically, more efficiently. It will allow us to better serve our customers, our partners and, ultimately, our shareholders as we drive incremental value.

For customers, the Debenhams brand is becoming a **go-to shopping destination**, a hub of variety, reliability, and ultimate choice. Customers on the platform are spending more with us as they can increasingly find all the fashion, beauty and home products they need, together in one place.

For marketplace partners the Debenhams brand is emerging as the **platform of choice**, offering access to millions of consumers and driving significant partner growth. Over the last 12 months, we have delivered >50% partner sales growth for those partners who have been on our platform for at least 24 months. In the last financial year, we added over 11,000 brands to the platform including AX Paris, Clarks Shoes, Dyson, Shark and Ninja with plenty more names to target. This is a testament to our platform, the strategy, and signals the opportunities ahead, not just for the Debenhams brand but for the entire Group.

The successful turnaround of the Debenhams brand serves as the blueprint for the turnaround of the wider Group, setting the benchmark for revitalising our Youth Brands and Karen Millen. By transitioning these brands into fashion-focused online marketplaces, we are working hard to enhance customer choice, drive profitability, and strengthen cash generation.

Our Future as Debenhams Group

The last few years have been a difficult period for the Group as the business navigated headwinds facing the retail market. The transition and rebrand to Debenhams Group marks a defining moment and a real step change in our focus, strategy, and outlook. We are leveraging the Debenhams model to shape our future, driven by our mission **to connect people with the brands they love**. We are guided by a new vision: ***Fashion. Beauty. Lifestyle. For Everyone.*** and our values ***Be Brave. Be Creative. Be a Community.***

As Debenhams Group, we continue to strengthen the management team. Phil, in his new role as Group CFO, played a key role in the turnaround and growth of the Debenhams brand and his retail, marketplace, financial services and business transformation experience are exactly what we need as a Group. Our new Chair, Tim Morris, brings valuable experience from TalkTalk Telecom Group and Carphone Warehouse Group and strengthens our governance structure.

A key priority, both for me and the board, is to ensure we continue to embed ESG into our strategy. Progress is already underway, marked by the announcement of four new partnerships in March 2025. We are collaborating with The Carbon Trust to chart a Net Zero Transition Plan and review our sustainability targets, and with Pennies, our micro-donation platform that gives customers the option to support social initiatives. We are also enhancing supply chain visibility through Segura, a SaaS solution for supply chain management, and investing in the designers of tomorrow via our partnership with the Graduate Fashion Foundation.

Unlocking Value in our Brands

The Debenhams brand

Under my leadership, the Debenhams brand has been successfully turned around since it was acquired by the Group out of administration in 2021. We have reignited the Debenhams brand, restoring its position as one of Britain's most loved and iconic brands. Except, this time, supercharged as a digital-first online department store. This incredible brand, with its deep heritage, consumer trust, and widespread recognition, is proving, once again, why it holds an enduring place in the hearts of our customers. The Debenhams marketplace model is the blueprint for driving the transformation of the Group and in enabling us to meet our goal of delivering sustainable, profitable growth for all our stakeholders.

In FY25, it generated £654 million in GMV, up 34% on FY24, £25 million in EBITDA, up 119% on FY24, achieving a 11.2% EBITDA margin on net sales. This level of EBITDA is a significant uplift from the £(15)million EBITDA loss I inherited in FY22. At year end, the marketplace hosted over 15,000 brands, including names like Yves Saint Laurent and Tommy Hilfiger.

The Debenhams brand is supported by proprietary technology, which provides scalability and flexibility. Building on this success, the Group aims to achieve a £multibillion GMV and a 20% EBITDA margin in the medium term. Its proven marketplace model is being extended to other group brands while also targeting 50% stock through marketplace mechanics, further reducing stock risk and enhancing profitability.

Youth Brands

boohoo and boohooMAN remain relevant fashion-forward brands with a strong customer base of 12 million combined and significant social reach. GMV across our Youth Brands, excluding PLT, declined by

19% to £796 million in FY25, reflecting a difficult consumer environment as a result of the cost-of-living challenges which have impacted the Youth Brand's fashion sector. However, we have the opportunity to apply learnings from the success of the Debenhams brand turnaround and transition these brands into fashion-led online marketplaces. Work is underway, with recent efforts including inventory consolidation, operational improvements, and the launch of boohoo's marketplace platform with over 1,000 brand partners and counting.

As we navigate a challenging trading environment for our Youth Brands, our immediate priority has been to stop the losses and optimise the cost base to protect margins. In the year ahead we will look for opportunities to streamline the operating model by bringing together the core operational functions of our Youth fashion brands into a centralised structure. This includes the consolidation of our distribution centres, focusing on our automated, state-of-the-art DC in Sheffield and migrating the Youth Brands onto our one common proprietary marketplace technology platform.

While progress to date has been encouraging, challenges remain. The board continues to evaluate strategic opportunities that have the potential to enhance profitability and support the Group's long-term success. The Group has engaged external advisors and is actively pursuing the sale of PLT through a structured process. The board believes that a successful sale of the PLT brand within the next year is an opportunity to accelerate progress and maximise shareholder value.

Karen Millen

Karen Millen has established itself as a digital-first, premium global brand, delivering GMV of £157 million in FY25, a 3% decrease from FY24. The brand is supported by a loyal customer base and strong affinity through iconic brand ambassadors. Performance in FY25 has been underpinned by continued product innovation, enhanced digital experiences, and deeper customer engagement.

Looking ahead to FY26, international expansion in markets such as India and Greece, along with new licensing opportunities, remains a strategic priority. In addition, Karen Millen will diversify its product offering through adoption of the marketplace model. The launch of pre-loved luxury during the year is a strong example of the brand expanding its product offering beyond its own brand product. These initiatives reinforce Karen Millen's positioning as a sophisticated and modern fashion destination.

Rebuilding with Strength

We have acted decisively to reposition the Group and address the challenges faced, taking necessary steps which enabled us to deliver £41.6 million Adjusted EBITDA in FY25. A comprehensive cost reduction programme during the second half of FY25 delivered £50 million in annualised cost savings, ensuring a leaner, more efficient operation. These were difficult but necessary decisions to secure long-term stability.

We have significantly strengthened the balance sheet. Gross borrowings were reduced by £200m in H2, with net debt of £78.2m at year end (LY £95m). This follows the successful completion of an oversubscribed equity raise of £39.3m and the sale of non-core property assets, enabling repayment of our term loan nine months ahead of schedule. Post period end, we secured a new three-year £175m finance facility that will align our financing arrangements with the Turnaround Strategy on page 13.

We have reduced the capital intensity of the business. Stock holdings are down by more than 50%, including the resolution of legacy stock issues, with 90% of stock now less than six months old. Capex has been halved. These measures free up capital for growth while improving operational efficiency.

An Ambitious Future

Debenhams is back. The marketplace model has transformed the Debenhams brand into a scalable, high-margin business and serves as a successful and proven blueprint for the wider Group turnaround. The transformation of the Debenhams brand proves the strength of our model, the talent of our people, and the immense potential of our turnaround strategy for the wider Group.

We continue to leverage digital innovation to drive incremental profitability and deepen customer engagement. Our retail media capabilities are evolving into a valuable revenue stream, enabling brand partners to reach highly targeted audiences across our platforms, while enhancing the overall shopping experience for our consumers. Initiatives such as *Debenhams Pay+* and *Delivered by Debenhams* are also playing a key role in strengthening customer loyalty and increasing lifetime value. Together, these initiatives support our broader strategy to build a more profitable, resilient business model with multiple revenue streams.

Debenhams Group is at the beginning of a multi-year turnaround, and we recognise that the road ahead will take time and will not be without challenges. However, we are laying the foundations for a more resilient and sustainable business by staying focused on disciplined execution, scalable growth, and operational efficiency. While early progress is encouraging, we remain realistic about the work still to be done. Through continued investment in our strategic pillars on page 13, we are working to rebuild value and deliver long-term, sustainable returns for our shareholders.

We remain confident that the best days are ahead of us.

Thank you for supporting us.

Dan Finley

Group Chief Executive

Year in Review

Performance during the year

	<i>Group performance of continuing operations</i>			<i>Group performance including discontinued operations</i>		
£ million	FY25	FY24	Change	FY25	FY24	Change
GMV Post Returns ⁽¹⁾	1,606.8	1,632.5	-2%	2,321.8	2,581.4	-10%
Youth Brands	795.6	981.9	-19%	1510.6	1930.8	-22%
Karen Millen	157.1	161.9	-3%	157.1	161.9	-3%
Debenhams brand	654.0	488.7	34%	654.0	488.7	34%
GMV Post Returns ⁽²⁾	1,137.4	1,121.7	1%	1,639.0	1,784.7	-8%
Revenue	790.3	902.3	-12%	1,217.9	1,461.0	-17%
Gross profit	415.8	479.3	-13%	617.9	756.1	-18%
Gross margin	52.6%	53.1%	-50bps	50.7%	51.8%	-100bps
Operating costs ⁽³⁾	-375.5	-440.2	-14.7%			
Adjusted EBITDA ⁽⁴⁾	41.6	40.4	3.0%	39.6	58.7	-32.6%
% of revenue	5.3%	4.5%	80bps	3.2%	4.0%	-80bps
Adjusted EBIT ⁽⁵⁾	-21.0	-30.7	-32%			
% of revenue	-2.7%	-3.4%	80bps			
Adjusted loss after tax ⁽⁶⁾	-43.4	-49.2	12%			
Adjusted diluted loss per share ⁽⁷⁾	(3.34p)	(4.12p)	0.78p			
Inventory	72.2	208.0	-65%			
Capex	-27.5	-64.8	-58%			
Free cash flow ⁽⁸⁾	-40.2	-62.9	22.7			
Net debt	-78.2	-95.0	-18%			

Notes:

Adjusted items, which are not statutory IFRS measures, show the underlying performance of the group excluding large, non-cash and exceptional items.

(1) GMV pre returns is all merchandise sold to customers after cancellations and before returns, including VAT, carriage receipts and premier subscription income. *

(2) GMV post returns is all merchandise sold to customers after cancellations and after returns, including VAT, carriage receipts and premier subscription income.

(3) Operating costs are defined as operating costs excluding depreciation, amortisation and share based payments

(4) Adjusted EBITDA is calculated as loss before tax, interest, depreciation, amortisation, share-based payment charges and exceptional items.

(5) Adjusted EBIT is calculated as loss before tax, interest, amortisation of acquired intangible assets, share-based payment charges and exceptional items.

(6) Adjusted loss after tax is calculated excluding amortisation of acquired intangible assets, share-based payment charges and exceptional items.

(7) Adjusted loss per share is calculated as diluted earnings per share, adding back amortisation of acquired intangible assets, share-based payment charges and exceptional items.

(8) Free cash flow is defined as Net cash generated from activities, less cash used for capital expenditure for the total group operations

Gross Merchandise Value (GMV) represents the total value of goods and services transacted through the platform during the financial period, excluding VAT and other applicable taxes. GMV is presented as a non-IFRS performance measure and reflects the aggregate sales volume before deductions for discounts, returns, cancellations, commissions or platform fees. GMV is not indicative of revenue recognised under the Group's applicable reporting framework, UK-adopted IAS, and should be interpreted solely as a measure of scale and customer activity.

BECOMING DEBENHAMS GROUP

Becoming Debenhams Group reflects our new strategic direction to build on the proven success of the Debenhams brand's marketplace model for the turnaround of the wider Group. The transition will strengthen brand recognition and leverage the well-established and iconic Debenhams brand name; enhance supplier and partner relationships; ensure alignment with our multi-brand marketplace strategy; unite colleagues; and drive growth.

1. Strengthening Brand Recognition

- The Debenhams brand is an established name with a strong reputation and high brand awareness across a wide demographic of consumers.
- This transition positions our platform as well recognised online marketplace that appeals to a broad consumer base

2. Enhancing Supplier and Partner Relationships

- Operating under the Debenhams brand name as the Debenhams Group strengthens our ability to attract a wide range of high-profile third-party brands to our platform, supporting our vision of becoming a comprehensive online retail destination
- It also places us in a position of strength in supplier negotiations and relationships as we leverage the scale and heritage of the Debenhams brand.

3. Alignment with our Multi-Brand Marketplace Strategy

- Our labels offer a variety of third-party brands in fashion, beauty, homeware, and more. The name change to Debenhams Group naturally aligns with our multi-brand marketplace strategy, reflecting our commitment to a diverse product offering.
- For our shareholders and potential investors; in recent years, the turnaround of the Debenhams brand has been the key driver of profitability within the Group. Rebranding to Debenhams Group makes the strategic direction of the business clear to our shareholders and potential new investors.

4. Uniting Colleagues

- Transitioning to Debenhams Group creates a shared identity, fostering a sense of unity and purpose across all teams, driving collaboration, teamwork and productivity.
- A unified brand helps reinforce company culture, ensuring full alignment with our new strategic vision and values across the Group.

5. Driving Growth

- The Debenhams brand name serves as a foundation for scalable growth, supporting our transition into a leading digital marketplace that accommodates both in-house and third-party products.
- The change underpins our long-term diversification and will drive future success in the evolving online retail landscape

OUR GROUP

Connecting our community with brands they love

Since becoming Debenhams Group, we've been on a mission to connect our community with the brands they love.

Across our portfolio, including the Debenhams brand, boohoo, boohooMAN, PLT and Karen Millen, we are delivering the fashion, beauty, and home products that inspire and elevate everyday life.

Our transformation into fashion-led online marketplace business will allow us to offer customers even more choice, convenience, and value. Guided by our vision - ***Fashion. Beauty. Lifestyle. For Everyone.***

<p><u>Debenhams brand</u></p> <p>As Britain's leading online department store, the Debenhams brand has set the successful blueprint for digital retail across the Group. Our curated, accessible offer spans fashion, beauty, and homeware — powered by a capital-lite, stock-lite, cost-lite marketplace model built on collaborative commerce.</p> <p>This approach gives us the scale, agility, and efficiency to grow without the constraints of traditional retail. It also enables rapid assortment expansion and a dynamic customer experience that stays relevant in a fast-moving market.</p> <p>Our expanding portfolio of premium third-party brands strengthens both the customer proposition and partner ecosystem. Alongside this, our owned labels — including Wallis, Coast, Burton, DP, Oasis, Miss Pap, and Warehouse — provide brand recognition, margin control, and depth across core categories.</p>		<p><u>Karen Millen</u></p> <p>Confidence stitched into every detail. Karen Millen preserves its 42-year legacy, whilst remaining a forward-thinking style pioneer.</p> <p>Design and craftsmanship are key, with a focus on both investment pieces and affordable luxury, all product and prints are designed in-house with creativity at the heart of what we do.</p>
<p><u>boohoo</u></p> <p>boohoo offers customers trend-led products at competitive prices, focussing on innovation, inclusivity and efficiency. A marketplace combines boohoo's own collections with those from over 1,000 brand partners, while the in-house lifestyle brand, DSGN, caters to the athleisure market.</p> <p>We invest in customer experience through boohoo Premier, providing unlimited free delivery, and The Collective, our global influencer program that drives engagement and brand loyalty.</p>	<p><u>boohooMAN</u></p> <p>The go-to destination for trend driven menswear, serving up the latest in streetwear without breaking the bank.</p> <p>Known for pushing boundaries in fashion, we specialise in bold fits, fresh drops and statement pieces that keep you on trend – all at unbeatable prices.</p> <p>Whether it's everyday essentials, headline-making looks or active wear, we've got you covered.</p>	<p><u>PrettyLittleThing</u></p> <p>Having undergone a recent rebrand PrettyLittleThing has repositioned itself as the generation-defining style source for every kind of 'It Girl'. Whilst already a leader within online women's fashion, the brand caters to the individual with the belief that elevated fashion should be available to all.</p> <p>This new era of PrettyLittleThing includes curated product options, competitive pricing, and an ever-growing global social media presence.</p>

OUR TURNAROUND STRATEGY

Debenhams Group has embarked on a focused, multi-year turnaround strategy designed to restore profitability and unlock value for all shareholders. This strategy is supported by two clear proven evidence points that highlight the group's strong turnaround potential.

1. Turnaround of the Debenhams brand

Under the leadership of Dan Finley, Group CEO, the Debenhams brand turnaround has become the blueprint for the entire Group's recovery strategy. Repositioned as Britain's leading online department store, the Debenhams brand is fast-growing and cash generative. This proven success is now being leveraged to revitalise our Youth Brands including PLT, boohoo, and boohooMAN, while also accelerating growth in Karen Millen through marketplace pivots, driving greater profitability and Group expansion.

2. Turnaround of Group-Owned Labels

The Debenhams brand has also become the home for the Group's owned labels, including Wallis, Burton, Miss Pap, Coast, Oasis, Dorothy Perkins, and Warehouse. These labels have undergone a significant transformation and are operating profitably.

The Group's Turnaround strategy is focused across three key strategic value drivers.

1. Creating the right operating model

Since Dan's appointment as CEO, we have taken swift action to adapt the operating model, enabling us to deliver the performance announced today and to drive future growth. We have reduced our cost base by delivering £50m in annualised savings, including a 30% headcount reduction as we operate more efficiently across the Group. We also halved stock to £72m by year-end, with 90% of stock now less than 6 months old. Consolidation of our Youth Brands onto a common proprietary technology platform is underway which will deliver additional cost benefits.

As part of our ongoing strategic review, we have looked closely at our current assets against the optimum future needs of the business. Our state-of-the-art distribution centre in Sheffield is fully invested and has sufficient capacity to fulfil the medium term needs of the entire Group. As a result, we are exploring a range of long-term options for our distribution sites in the US and Burnley, to drive further efficiency and ensure our assets align with our stock-lite strategy. We have also decided to explore a future sale of PLT while remaining fully focused on the turnaround of this brand to ensure maximum value for shareholders on exit.

In October 2024, the Group agreed a £222m debt facility to support the next phase of development. In December, we paid back £97m of debt and net debt was £78.2m at year end. In August 2025, we put in place new financing of £175m to replace the previous debt facility. This new facility will provide the strategic flexibility required to deliver our turnaround strategy and deliver further reductions in our operating costs.

We have made quick progress in the last 6 months, but there remains more opportunities. The business review announced in October 2024 is ongoing, and we will continue to adapt as necessary to achieve our goal of returning to sustainable profit generation.

1. Supercharging the Debenhams brand

The Debenhams brand, its business model and its technology sit at the centre of the Group going forward. It is the driving force of the business and will lead our recovery.

In 2025, the Debenhams brand delivered 34% of GMV growth to £654m and welcomed more than 11,000 new partners to the platform, reaching >15,000 in total.

It continued to scale in Fashion as well as newer categories including Beauty, which delivered GMV growth of 58% in the year, and Home. The Debenhams brand is well-loved and trusted by consumers with almost 90% recognition^[1] and we continue to grow awareness through collaborations and partnerships.

We are also investing in new products that make shopping with us quicker, easier and more convenient, providing third party brands more ways to enhance their growth and add new revenue streams. Since its launch in March, thousands of customers have already adopted **Debenhams Pay+**, an innovative credit payment option, authorised and regulated by the Financial Conduct Authority (FCA). Pay+ offers greater flexibility and choice to consumers, and there is significant headroom for further adoption across our customer base. We are also focused on accelerating the roll out of Pay+ onto our other own brands and our third-party partners.

We continue to expand '**Delivered by Debenhams**', which enables partners to outsource delivery to us, leveraging our state-of-the-art, automated distribution centre where we will pick, pack and deliver their products to customers. We are also growing '**Debenhams Ads**, the tailored advertising slots on our website which partners can use to promote their products and drive sales growth.

2. Pivot to fashion-led marketplaces

The Debenhams brand stock-lite, capital-lite, cost-lite, highly cash-generative model is the foundation of our marketplace strategy, with the model further proven by the turnaround of Debenhams labels which are now also operating profitably with adjusted EBITDA margins of 7%.

Powering this model is our proprietary marketplace technology. Our platform is built to onboard partners quickly and seamlessly. Once onboarded, partners can achieve superior growth - in FY25, our partners achieved a 50% increase in their sales growth^[2]. The platform has been built with significant headroom to ensure we can scale at pace, onboarding more brands and partners.

Our Youth Brands remain highly relevant with a strong social media reach. We believe there is future potential in these brands which we will realise by pivoting them to fashion-led marketplaces. In FY25, we launched boohoo's marketplace with over 1,000 brands. PLT and boohooMAN marketplaces are also now live.

In Karen Millen, we will accelerate growth with our broader marketplace model, building on the introduction of pre-loved luxury to diversify its product offering and elevate the overall customer experience. There is also opportunity for international expansion which remains a strategic priority.

Delivering the significant benefits of these changes will take time and we are excited by the opportunity scale our existing marketplaces, led by continued strong growth in the Debenhams brand

^[1] Recognition based on YouGov Brand Metrics Oct-Dec 2024

^[2] Last 12 month performance for partners with over 24 months trading on the Debenhams platform

The Debenhams Group - what sets us apart?

The Debenhams marketplace model is capital-lite, stock-lite, cost-lite and highly cash generative, leveraging proprietary technology, with opportunities extending across diversified product categories and partner ecosystems.

Marketplace Model

Debenhams marketplace model enables rapid product diversification, minimal inventory risk, and strong adaptability to market trends. Hosting over 15,000 brands, with plans for continued expansion, the platform offers scalability and strong appeal to both customers and partners.

By minimising fixed costs and leveraging efficient, scalable logistics, the model supports sustainable long-term growth potential and enhances shareholder value.

Proprietary Technology

Debenhams leverages a proprietary technology stack that enables seamless integration for partner brands, enhances customer engagement through AI-driven insights, and supports tailored shopping experiences. This digital-first approach underpins operational efficiency, drives customer-centric innovation, and strengthens differentiation in a competitive e-commerce landscape.

Broad Addressable Market Opportunity

Across the Group, through our brands, the business has broad reach, appealing to a diverse range of consumers across age, gender and budget. This provides opportunity for growth which will be further supported as we continue to diversify into sectors beyond fashion, including Home, Technology and Beauty, where we have already begun to generate good traction.

THE MARKETPLACE MODEL

The Group's transition to a marketplace model empowers our brands and partners to capitalise on the already proven Debenhams marketplace model. This transformation will redefine our business, positioning us to deliver value to all stakeholders.

By collaborating with a diverse portfolio of partner brands, we have built a dynamic platform that not only enhances the customer experience through greater variety, convenience, and engagement, it also unlocks new avenues for growth, scalability, and innovation.

How We Operate

The Marketplace Model

The Debenhams brand leverages its marketplace platform to connect consumers with an unparalleled selection of fashion, home, and beauty products. By partnering with a broad array of brands and partners, we enrich our offering while remaining adaptable to ensure we can meet the evolving needs and demands of customers quickly and flexibly.



The marketplace model embodies the principles of collaborative commerce, where partnerships and shared innovations drive mutual success. At its core, collaborative commerce is about building a connected ecosystem that aligns the goals of brands, partners, and consumers through seamless collaboration, shared resources, and mutual value creation.

Through our marketplace model, we foster a culture of collaboration with brands and suppliers, providing them with the tools, insights, and infrastructure they need to flourish. By enabling brands to sell, showcase, and advertise their products, we attract new demographics and increase market presence. We then strengthen this position further by leveraging insights, shipping, fulfilment, and our own credit solution. This approach ensures a holistic strategy for driving growth and expanding revenue streams.

1. Sell

At the core of our marketplace model is the ability for partner brands to seamlessly sell their products across an extensive and diverse customer base. By leveraging the long-standing reputation of the Debenhams brand as a trusted retailer, brands can offer their fashion, home,

and beauty products on a platform that consistently attracts engaged shoppers. This collaboration allows brands to focus on innovation, design, and customer value, while benefiting from our marketplace infrastructure. The marketplace creates a vibrant hub where customers enjoy unparalleled choice, and brands find a scalable, rapid route to market channel to expand their reach.

2. **Showcase**

The Debenhams brand platform curates a dynamic and trend-led product offering, positioning it as a trusted destination where customers discover both emerging and established brands. By showcasing their products on our platform, partner brands align themselves with the Debenhams brand legacy of quality, style, and reliability, reinforcing consumer trust in their offerings. The marketplace acts as an interactive showcase for innovation and design. Brands benefit from increased credibility and visibility while customers enjoy a curated shopping experience that delivers both inspiration and value.

3. **Advertise**

Brands gain access to highly targeted and impactful advertising opportunities designed to amplify visibility and drive sales. Through a blend of Debenhams brand omni-channel marketing strategies, data-driven campaigns, and partnerships with influencers, brands are positioned to connect with their audiences in personalised and compelling ways. These advertising efforts extend across multiple touchpoints, including social media channels, programmatic ad placements, and engaging apps and websites, ensuring brands stay top-of-mind. By collaborating with the Debenhams brand, partners benefit from proven marketing expertise that drives customer engagement and builds long-term brand loyalty.

Debenhams Ads empowers brands on our marketplace to easily promote their products to customers. With our intuitive platform, brands can create and manage Sponsored Product ad campaigns in just a few clicks, gaining instant visibility across our site. Debenhams Ads provides a seamless way to reach the right audience at the right time. Brands can maximise awareness and boost sales with targeted advertising that puts their products in front of shoppers actively looking to buy.

4. **Insights**

Advanced analytics and real-time data-sharing are integral to our collaborative commerce model, giving us access to meaningful insights into consumer behaviours and product performance. These insights enable brands to refine their strategies, optimise product offerings, and better meet the market's demands. Our investment in technology ensures that brands can respond swiftly to changing consumer preferences and continually improve their success within the marketplace. This rich data exchange drives mutual growth and fosters innovation for all parties involved.

5. **Ship/Fulfil**

Our marketplace's robust logistics and fulfilment capabilities are designed to simplify the operations of partner brands while ensuring a fast, reliable, and seamless delivery experience for

customers. We offer flexible delivery options, innovative solutions, and secure payment methods, all underpinned by an efficient and scalable infrastructure. Additionally, our customer-focused support team ensures excellence at every stage of the customer's purchase journey, aiding both brands and shoppers. This frictionless fulfilment approach enhances trust in the marketplace and helps partner brands deliver exceptional service at scale. With **Delivered by Debenhams**, brands can take advantage of our trusted carrier partnerships to ship products reliably via Standard, Express or Next Day Delivery from their own premises at highly competitive rates. For a fully managed solution, **Fulfilled by Debenhams** allows brands to store inventory in our state-of-the-art distribution centre, where we handle picking, packing, shipping, and returns, providing a seamless, end-to-end fulfilment service.

6. Expand

Collaborating with the Debenhams brand Marketplace allows brands to scale their operations, expand their reach, and tap into markets they may not have accessed independently. By leveraging our extensive customer base, brands can engage with new demographics while benefiting from the established position of the Debenhams brand in the retail industry. Additionally, our partners can reduce complexities and costs traditionally associated with market expansion by utilising our infrastructure, logistics networks, and technological ecosystem. This partnership opportunity creates a low-risk, high-reward environment for brands to grow alongside the marketplace.

This operating model fosters a seamless collaboration between the Debenhams brand and its partners, enabling a unified marketplace that delivers unparalleled value to customers, empowers brands, and supports long-term sustainable growth for all stakeholders. By blending collaborative commerce with operational excellence, the Debenhams brand marketplace defines the future of modern retail and provides the success blueprint we will leverage as we continue to rollout our marketplace model across each of our core brands.

Relationships and Resources

Relationships

- **Employees**

Employees are one of the Group's most valuable assets, bringing an extraordinary mix of skills, expertise, and creativity. Their contributions are central to driving marketplace success and enhancing operational excellence.

- **Suppliers and Marketplace Partners**

By collaborating with a wide array of brand partners and suppliers, the Group builds relationships based on transparency and trust, ensuring we continue to offer a diverse range of exciting, high-quality products to shoppers.

- **Customers**

Our marketplace is designed around the needs of customers. We engage with them using advanced tools and data analytics, listening to and learning from their preferences to continuously refine and improve their shopping experience.

Resources

- **Brands**

The marketplace hosts a diverse and compelling portfolio of brands alongside Debenhams Group's own trusted product lines. This combination strengthens customer loyalty by offering something for everyone.

- **Infrastructure**

We have invested in scaling our infrastructure, including technology platforms and logistics, to power the marketplace model with speed, accuracy, and efficiency.

- **Technology**

State-of-the-art technology is the backbone of our marketplace ecosystem. It supports operations, enables data-driven adaptability, and provides a seamless connection between partners and consumers globally.

- **Financial**

The Group's financial resources, strengthened through investments and retained profits, allow for further scalability in our marketplace operations and continuous innovation to drive shareholder value.

- **Environment**

The Group is deeply committed to more responsible resource management, reducing its environmental impact, and enhancing supply chain transparency. These efforts are essential for sustainable long-term growth.

Value Generated for Stakeholders

The marketplace model delivers mutual benefits to all the Group's key stakeholders.

- **Shareholders**

The marketplace model positions us as a lean and scalable business, unlocking new revenue streams and addressing higher-growth opportunities in the UK, Europe, and the US. This strategic shift enhances the Group's long-term profitability and investment appeal.

- **Employees**

We invest in our people by providing training, career development opportunities, and access to incentives such as share ownership plans. Employees play a critical role in driving business success and growth.

- **Suppliers and Marketplace Partners**

Through collaboration, our partners enjoy access to a large and engaged customer base, backed by tools and insights to help them scale their operations. We maintain strong, transparent supplier relationships while working to uphold high standards within the supply chain.

- **Customers**

The Group ensures customers benefit from a vibrant and evolving product range, great value for money, and a user-friendly shopping experience. By blending convenience and quality, we provide an online destination for all shopping needs.

- **Community**

Supporting local and global communities is at the heart of our values. From creating jobs at our offices and distribution centres to running impactful charitable initiatives, Debenhams Group is committed to giving back in meaningful ways.

See page 80 for how the Group engaged with its stakeholders during the year.

OUR CULTURE AND VALUES

Debenhams Group is built on a strong foundation of heritage and innovation, with a renewed focus on the values of **Be Brave, Be Creative, and Be a Community**.

These values shape every stage of the employee journey and are the cornerstone of how Debenhams operates daily. The people of Debenhams Group are the fabric of the business, and together they bring these values to life, driving progress, connecting meaningfully, and delivering a distinctive experience for customers worldwide.

Our Values

Be Brave

We are leaders, innovators, and risk-takers. At Debenhams Group, being brave means having the courage to pioneer new ideas, adapt with agility, and confidently seize opportunities to enhance our customers' experience.

Be Creative

Creativity underpins everything we do. From our approach to products and design to the way we solve problems and embrace new ideas, we thrive on thinking differently and pushing boundaries to deliver the unexpected.

Be a Community

Debenhams Group is more than a workplace; it's a community. We foster a culture where everyone is valued, collaboration thrives, and every success is shared. Together, we build a supportive, inclusive environment, both within our teams and for the communities we serve.

Our People

Following a year of significant transformation, which brought inevitable change for our colleagues, the year ahead will focus on engaging our teams and aligning them with the new vision for Debenhams Group.

As we enter the next chapter of our journey, redefining how we work together will be critical. By strengthening engagement at all levels, we will create the conditions for improved performance, enabling us to reinvest in our people and recognise their contributions.

Our People Priorities for FY26

- Delivering a people plan that reflects the current size and shape of the group, with a continued emphasis on becoming a leading employer brand
- Attracting new talent, particularly in Leadership, Product, and Marketing
- Building succession pipelines for key leadership roles and nurturing internal talent
- Managing our reward strategy carefully in a cost-sensitive environment and against the backdrop of the ongoing cost of living crisis
- Enhancing the employee experience, with a focus on engagement, morale, and the evolving expectations of a younger workforce
- Listening actively, acting on feedback, and communicating clearly and consistently
- Embracing the adoption of AI across the business to support new ways of working

Our People

We believe our people are at the heart of our success, and our team culture is what sets us apart. We are committed to fostering a collaborative and inclusive environment, where colleagues feel empowered to share ideas, learn new skills, and bring their authentic selves to work. From senior leadership to our newest team members, every individual plays a vital role in shaping our culture, driving growth, and living our values.

Our leadership team is committed to ensuring that innovation, growth, and colleague satisfaction remain at the forefront of minds

The Group's overarching people mission remains the same:

'A workplace where everyone is respected, their individual differences are valued, and they can be themselves at work, without exception'.

Our people strategy is based on six pillars.

1. Listening and engaging with our colleagues
2. Improving our ways of working
3. A great place to work
4. Your career
5. Recognising and rewarding your achievements
6. Operating at our best

Diversity, Equality and Inclusion

Diversity, Equality and Inclusion (DEI) remained a key focus for the Group and this year the focus has been on supporting our teams to operate at their best.

As part of our commitment to DEI, we empower our people to be catalysts for change by cultivating a workplace that is truly inclusive of all. In August 2024, we proudly celebrated Pride Month, honouring the LGBTQ+ community and amplifying the voices of our colleagues. We encouraged employees to share their personal stories, providing a platform for them to express their experiences and highlight the importance of inclusion within our company. This initiative reinforced our ongoing efforts to create a more inclusive environment and highlighted the diverse perspectives that enrich our culture.

In October 2024, we marked both Mental Health Awareness Week and Black History Month, underscoring our commitment to the well-being and inclusivity of our workforce. During Mental Health Awareness Week, we created opportunities for our employees to unwind and prioritize self-care through sound bath and breathwork sessions, sip and paint events, and facials. Additionally, we provided informative webinars to promote our free online platform UNUM, offering accessible counselling and support for colleagues facing mental health challenges. These initiatives reflect our dedication to fostering a supportive and inclusive environment where every individual can thrive.

For Black History Month, we celebrated the richness of Black culture and history by highlighting Black voices in film. We hosted screenings of impactful movies that explore and celebrate Black history, encouraging our colleagues to join us during lunch breaks to engage with these powerful stories. This initiative provided an opportunity for reflection, learning, and dialogue, fostering a deeper understanding and appreciation of Black history within our workplace.

Empowering our people to be their best

The Group is committed to fostering a workplace where our people are empowered to grow, develop, and realise their full potential. As part of this commitment to nurturing internal talent, we are proud to have achieved the following in FY25:

- We delivered 46 in-person workshops and online webinars, supported by over 50 pieces of on-demand digital content—including Instalearns, Podbooks, and TD TV. These resources have been accessed by 732 colleagues, reflecting strong engagement across the business.
- More than 500 supply chain colleagues completed compliance training, while over 250 also participated in workshops covering key topics such as neurodiversity and unconscious bias.

These initiatives reflect our ongoing investment in people and our belief that a culture of continuous learning and inclusion is critical to long-term success.

As an organisation that prides itself on being inspiring and innovative, we prioritise bespoke, in-house sessions designed and delivered by our Talent Development (TD) team. Our senior managers fully understand the critical importance of investing in our people's growth, and we consistently receive strong buy-in across all levels. Asking the TD team to deliver bespoke away days as well as the Learning Lab offer. This focus on tailored, high-impact learning continues to drive the group's success as a champion of learning and development.

What's next in the learning space for us?

Looking ahead, we are excited to introduce the rebranding of our learning platform, now called the Learning Hub. This name better reflects our commitment to collaborative learning, as a hub is a space where people come together to connect, share, and grow. Over the next year, we will introduce new training courses focused on innovative thinking, commercial storytelling, and harnessing AI to equip our teams with the skills needed for the future.

In addition to these courses, we are committed to developing the behavioural skills that empower our colleagues to perform at their highest potential. We will also be launching special full-day workshops on key areas such as presenting skills, new to management, and manager refresh. These initiatives are designed to provide more in-depth, practical learning opportunities for our people.

Above all, we will continue to listen to the needs of our colleagues, creating on-demand content that is directly aligned with their training requirements. This approach ensures that we remain agile and responsive to the learning needs of our people.

Talent grows talent.

We recognised the hard work and dedication of our colleagues by promoting 325 individuals, representing approximately 27% of our head office population. We also held career conversations and roadshows to support our teams achieve their potential.

Giving new colleagues the conditions to thrive.

A focus over the past year was ensuring our new colleagues are given all the tools they need to settle in and thrive. With a revised group induction, clear brand books and new starter check ins to give them a safe space, and a network of people who are finding their feet just like them. We have also reviewed the new managers' workshop to ensure they have the tools and support to nurture and inspire their teams.

Time and space for people to create and innovate.

The Group likes to give our people a chance to connect with their team and to build relationships throughout the business. Team days are an important part of this and are designed to encourage peer-to-peer networking and cross-department collaboration.

New talent matters.

We believe in the transformative power of apprenticeships to unlock potential and build future capability within our workforce. We are proud to employ 99 apprentices, who are pursuing a diverse range of qualifications, from Level 3 to Level 7. This commitment to apprenticeship programmes is central to our approach of fostering long-term growth and development.

In addition to our apprenticeship offerings, we continue to focus on retaining and nurturing high-performing talent. Currently, we have employees enrolled in a variety of prestigious learning programs, including leadership accreditations and the highly respected CIMA qualification as well as brilliant new colleagues from Graduate Fashion Week Alumni. These initiatives reflect our dedication to providing our people with the tools and opportunities to excel and grow.

Engagement – getting closer to our colleagues

The Group wants every colleague in its business to have an opportunity to share ideas and have their voice heard. The group's ethos is to constantly evolve its ways of working and listening mechanisms are no exception.

We have introduced our Group Ambassador Board, formed of passionate individuals with a real opportunity to make a real impact and support our Group CEO in making the business bigger and better than before.

This flows throughout the brands and supply chain giving all teams the real opportunity to have their say and contribute their ideas to drive the business forward.

With the introduction of the weekly Rocket Awards by the Group CEO the teams can nominate anyone who has made a real difference to the business and really celebrate the contribution they make.

A drive for better data continues this year with huge steps forward in our people dashboards, allowing us to take strategic actions around engagement, and talent development.

Team wellbeing is central to how the group operates.

Our supply chain has Mental Health First Aiders across every shift, have revamped the wellbeing room, produced mental health and financial wellbeing training, a menopause clinic and have an on-site occupational health practitioner.

We have increased our number of Mental Health First Aiders across our Head Offices. As the people team are the first point of call for our colleagues needing support, they have all attended training and become accredited Mental Health First Aiders.

Make a difference moments

Engagement activities continue to be a defining characteristic of the group's culture. Looking back over the last 12 months, the engagement calendar has evolved with a key aim of having inspiring and inclusive events available for all colleagues.

- **Employee Appreciation Day** – The jewel in the engagement crown, a day devoted to our wonderful team and a chance to say a heartfelt thank you for all their efforts
- **Social Events** – We brought the team together with a variety of social events, from a USA-themed 4th of July celebration to magical Christmas parties across the Group, alongside regular Payday drinks and monthly free beauty treatments.
- **Free Lunches During Peak Periods** – During our busiest times, we made sure everyone was well looked after with free lunches to keep energy levels high.
- **Sample Sales for Charity** – Our regular sample sales gave colleagues the chance to purchase items at great prices, with all proceeds going to charity.
- **Team Talks with Group CEO, Dan Finley** – Our CEO hosted monthly live Team Talks, keeping the team updated on business developments and answering any questions directly from colleagues.

Hiring the best

Our group Talent Acquisition team plays a pivotal role in driving business growth, demonstrating agility and resilience in attracting top talent across the group. We continued to refine our hiring processes, reducing inefficiencies while maintaining an exceptional candidate experience. In a highly competitive market, we implemented targeted recruitment strategies to strengthen key business areas, including Buying and Merchandising, Finance, and Garment Technology.

Looking ahead, we remain focused on maximising the impact of our AI-driven recruitment technology, upskilling both our Talent Acquisition team and Hiring Managers, and enhancing our talent strategies to support the company's bold transformation plans.

Key Highlights:

- 67,000+ candidates applied to join the group over the past 12 months, including 255 internal applicants
- 594 roles filled, with 97% sourced by our internal team, resulting in a £3 million cost saving in agency fees
- Time-to-hire remained steady at 28 days per role, ensuring efficiency in our recruitment process
- Increased AI adoption, streamlining hiring processes and improving decision-making speed

As we move forward, we are committed to further innovation, efficiency, and talent excellence to drive continued success.

Valuing our people

Our Group reward proposition continues to grow as we engage with colleagues to ensure we offer a varied and customisable benefits package that meets the needs of our people. This year alone we've introduced five new benefits including critical illness support, access to annual gym memberships, and savings on household energy bills. We know the ability to 'flex-up' the standard reward package is important to colleagues and these added extras align with our wider mental, physical and financial wellbeing strategies.

Our approach to communicating and engaging with colleagues remains a real focus and the development of brand specific benefit videos, educational materials and infographics has led to consistently high levels of employee activity within our annual benefit windows. Our 2024/25 benefit window has proven to be our most popular yet with close to two thirds of the business signing in to our Rewards portal in February (each year) to review and select their benefits for the year ahead.

Think equality. Think belonging.

As at the end of February 2025, female colleagues made up 47% of the Group's workforce and hold 46% of our Leadership and Senior Leadership roles.

As a Group we recognise the importance of gender equality, and we're proud to confirm that our gender pay gap remains gender neutral for the fifth year in a row. Our median gender pay gap is in favour of females once more, with the median female paid 4.1% more than their male counterpart.

The Group remains passionate about attracting and retaining talent of all ages and we currently employ colleagues from the age of 18 through to age 73. The average age of a colleague working across the group is 35. The diverse age range of colleagues ensures that we continue to provide a rich wealth of experience and perspectives across the group so that we can truly meet the needs of our vast customer profiles.

Group overview

The last financial year was a period of challenge. During the year the business undertook a full strategic review under the leadership of new CEO, Dan Finley, and has laid out a new strategy leveraging the successful turnaround achieved in the Debenhams brand. This has resulted in several key financial decisions that support the business's pivot to a capital-lite, stock-lite, cost-lite and highly cash-generative marketplace model across the Group:

- Significant acceleration of our cost reduction programme
- Aggressively deleveraged the business, reducing our total borrowings from £325 million to £125 million
- A major reduction in our inventory balance by more than 50% to £72.2 million
- Consolidation of our distribution centres, focusing on our automated, state-of-the-art DC in Sheffield
- Migrating all our Youth Brands onto our one common proprietary marketplace technology platform
- The decision to hold PLT for sale. The Group has engaged with advisors and is actively seeking a strategic buyer and believe that the sale of PLT would accelerate and maximise shareholder value

These key decisions have resulted in several significant exceptional items that are non-recurring and are therefore not considered part of our underlying 'Adjusted' performance for the year. PLT is treated as an asset held for sale at the year-end in accordance with IFRS5 "Non-current Assets Held for Sale and Discontinued Operations", and its results are therefore not classified as part of continuing operations (note that unless otherwise stated, performance commentary is based on continuing operations). These exceptional costs are detailed in note 1 of the financial statements.

The Debenhams brand delivered a strong performance in FY25, with GMV increasing by 34% year-on-year to £654 million. GMV is a non-statutory measure which represents all merchandise sold to customers after cancellations and before returns, including VAT, carriage receipts and premier subscription income. As we transition to a marketplace model, we believe this a key metric to measure the sales growth of the Group. The GMV growth was primarily driven by the continued success of the capital-lite, stock-lite, cost-lite marketplace model. Marketplace sales now represent 30% of the group's total GMV in comparison to 15% in FY24 - fuelled by a significantly expanded customer offering and the onboarding of over 15,000 brands by year-end.

Karen Millen, now positioned as a digital-first, premium global brand, delivered GMV of £157 million - a slight decline from £162 million in FY24 - demonstrating resilience amid challenging market conditions. The future growth potential is significant as it evolves into a premium lifestyle destination, accelerated through marketplace, including pre-loved luxury, licensing and international expansion.

GMV across our Youth Brands, excluding PLT, declined by 19% to £796 million, reflecting a difficult consumer environment driven by cost-of-living challenges which have particularly impacted the Youth fashion sector, as well as action taken during the year to reduce unprofitable sales. Whilst recent trading has been tough, the group believes there is future potential in these brands that we can unlock by pivoting them to fashion-led marketplaces and investing to strengthen the consumer proposition.

Group GMV declined by 2% year-on-year to £1,606.2 million, down from £1,632.5 million, reflecting ongoing challenges from broader market headwinds impacting our Youth Brands. Group revenue for the period fell by 12% (12% at Constant Exchange Rates) to £790.3 million, compared to £902.3 million in FY24. The revenue decline was partly driven by the sales mix impact of the Debenhams marketplace model, under which only commission income is recognised rather than full transaction value.

Adjusted gross margin for the year was 52.6%, a decline of 50bps from FY24 (53.1%). The decline was driven by increased promotional activity, notably in our Youth Brands, to drive trade in a weak consumer environment. The decline was largely offset by the growth of our marketplace offering which has a 100% margin.

Adjusted EBITDA rose slightly to £41.6 million (FY24: £40.4 million), with adjusted EBITDA margin improving by 80bps to 5.3% (FY24: 4.5%). Adjusted loss after tax was £43.4 million (2024: £49.2 million), equating to an adjusted loss per share of 3.34 pence, compared to a loss of 3.82 pence in the prior year.

The improvement in Adjusted EBITDA margin was primarily a result of the ongoing review of the business's cost base, with a significant reduction in Marketing, Distribution costs and Administration expenses (excluding depreciation, impairment, amortisation, share-based payments and exceptionals). Distribution costs decreased by 45.6% vs FY24, principally driven by the full year effect of the efficiency benefits from the automation investment in the Sheffield warehouse and the resulting consolidation of the footprint with the Daventry and US warehouse closure. Other Administration costs decreased by 32.3% vs FY24, reflecting the business's ongoing rationalisation of its cost base, including the most recent programme of cost-out delivery under the new strategy, delivering over £50 million of annualised cash savings. Marketing costs remained flat YoY, which reflects continued investment to maintain our brand presence in a highly competitive and challenging market.

During the year, the group incurred substantial one-off costs, classified as exceptional items in the financial statements. These costs relate to restructuring activities, asset impairments, and loss on asset disposal, and have been excluded from the adjusted performance measures. These items relate to several key strategic decisions that reposition the group for sustainable, profitable growth:

- The impairment of the USA distribution centre, significantly reducing our overall cost to serve
- Loss on disposal of the London office, a non-core and non-strategic asset
- Redundancy costs from the ongoing rationalisation of our cost base
- The one-off costs of clearing aged inventory as we move towards a stock-lite operating model
- Costs associated with the dual running of technology platforms whilst we migrate all brands to our in-house platform

These exceptional items totalled £198.7million (2024: £98.1 million) and are detailed in note 1 of the financial statements.

Under the new leadership and strategy, the business is well positioned for significant growth. The successful Debenhams turnaround, led by Dan Finley, Group Chief Executive, provides the blueprint for the turnaround of the wider group.

Key performance indicators

Additional KPIs have been included to reflect the change in strategy and the pivot to a marketplace model. These non-statutory measures include: GMV per active customer, which is defined as GMV pre returns divided by the number of active customers; and Marketplace % of GMV, which is defined as GMV pre returns generated from External Marketplace sales divided by total Group GMV pre returns.

Active customer numbers in the last 12 months decreased by 5% to 11.4 million and number of orders decreased by 4% to 30.3 million, driven by the Youth Brands, partially offset by Debenhams customer growth.

GMV per active customer increased by 4% to £141 from £136. Marketplace as a % of total Group GMV increased from 15.4% to 29.6%. This was driven by strong performance of our external marketplace and the onboarding of partners.

Cash and working capital management

Cash used from operations outflow was £12.7 million (2024: £1.9 million inflow). Inventory decreased by £83.8 million, reflecting the implementation of our strategy to move towards a stock-lite, capital-lite operating model, which was offset by the exceptional cost impact of strategic initiatives being implemented. These exceptional are detailed in note 1 of the financial statements.

Net cash generated from investing activities was £32.1 million (2024: £55.0 million outflow). Capital expenditure, including discontinued operations, of £27.4 million was a significant decrease year-on-year (2024: £64.8 million), reflects a more disciplined approach to investments, focusing on a selective number of higher returning investments and weighted towards supporting our technology strategy. Proceeds from disposal of properties were £56.6 million. These related to the sale of non-core, non-strategic assets including the disposal of the Soho office for £49.5 million.

Net cash used in financing activities was an outflow of £202.8 million in comparison to an outflow of £47.8m in FY24. In October 2024 the Group agreed a new £222 million debt facility with a consortium of its existing relationship banking group, the facility comprises a £125 million revolving credit facility that runs to October 2026 and £97 million term loan repayable by August 2025. Following the successful equity placing, which generated proceeds of £39.3 million, and the disposal of several properties including the London office, the term loan was repaid early in December 2024. Net debt at year end decreased to £78.2 million (2024: £95.0 million).

Post year-end the Group announced the completion of a new 3-year facility providing access to funding of up to £175 million. The new facility, which extends maturity to August 2028, replaces the Group's previous £125 million revolving credit facility due to mature in October 2026. The new facility, executed by the new management team more than 12 months ahead of the original maturity date of the existing facility, provides significantly enhanced financial flexibility, enabling the Group to accelerate its new multi-year turnaround strategy.

Performance by brand segment

GMV Pre Returns⁽¹⁾	FY25	FY24	Var %
Youth Brands	795.6	981.9	-19%
Karen Millen	157.1	161.9	-3%
Debenhams	654.0	488.7	34%

(1) GMV pre returns is all merchandise sold to customers after cancellations and before returns, including VAT, carriage receipts and premier subscription income.

Debenhams brand

GMV Pre Returns increased by 34% to £654.0 million (2024: £488.7 million), accounting for 41% of Group GMV (2024: 30%). This growth is driven by External Marketplace ("EM") and beauty, with 15,000+ brands selling through our platform by the end of the financial year. Revenue increased by 12% from £186.0 million to £208.4 million, which is lower than the GMV growth because of the commission element being recognised in revenue compared to the full price of sales in GMV pre returns. External Marketplace sales have a statutory margin of 100% which has driven the increase in Gross margin from 51.9% in FY24 to 57.8% in FY25.

Karen Millen

GMV Pre Returns declined by 3% to £157.1 million (2024: £161.9 million) and Revenue also decreased by 3% to £67.8 million vs the prior year, with strong performance on third-party platforms offset by headwinds from a challenging consumer environment. Gross margin declined from 59.1% to 56.5%, reflecting upweighted promotional activity.

Youth Brands

GMV Pre Returns declined by 19% year-on-year to £795.6 million (2024: £981.9 million) and Revenue declined from £646.2 million to £514.1 million, with performance continuing to be impacted by a challenging consumer environment which has particularly impacted the Youth fashion market. Gross margin declined by 280bps to 50.0% (2024: 52.8%) as a result of the increase in promotional activities to offset a weak consumer environment.

FINANCIAL REVIEW

Revenue by brand for continuing operations

	2025 £ million	2024 £ million	Change on 2024
Debenhams	208.4	186.0	12.0%
Karen Millen	67.8	70.1	-3.3%
Youth Brands	514.1	646.2	-20.5%
	790.3	902.3	-12.4%

KPIs

	FY25	FY24	Change
Active Customers ⁽¹⁾	11.4 million	12.0 million	-5%
Number of orders ⁽²⁾	30.3 million	31.7 million	-4%
GMV per active customer ⁽³⁾	£141	£136	4%
Marketplace % of GMV ⁽⁴⁾	29.6%	15.4%	14%pts

(1) Defined as having shopped in the last 12 months on the website and app, including marketplace.

(2) Defined as number of website and app orders in last 12 months divided by number of active customers.

(3) Defined as GMV pre returns divided by the number of active customers

(4) GMV pre returns generated from External Marketplace sales divided by total Group GMV pre returns

Consolidated income statement for continuing operations

	2025	2024	Change on 2024
	£ million	£ million	
Gross Merchandise Value (GMV)	1,606.8	1,632.5	(2%)
Revenue	790.3	902.3	(12%)
Cost of sales	(374.5)	(423.0)	(11%)
Gross profit for continuing operations	415.8	479.3	(13%)
<i>Gross margin</i>	<i>52.6%</i>	<i>53.1%</i>	<i>(50bps)</i>
Operating costs	(375.5)	(440.2)	
Other income	1.3	1.3	
Adjusted EBITDA for continuing operations	41.6	40.4	3%
<i>Adjusted EBITDA margin %</i>	<i>5.3%</i>	<i>4.5%</i>	<i>80bps</i>
Depreciation	(62.60)	(71.2)	
Adjusted EBIT for continuing operations	(21.0)	(30.7)	32%
<i>Adjusted EBIT margin %</i>	<i>(2.7%)</i>	<i>(3.4%)</i>	<i>70bps</i>
<i>Adjusting items:</i>			
Amortisation of acquired intangible assets	(6.8)	(8.4)	
Equity-settled share-based payment charges	(14.9)	(14.3)	
Exceptional items and impairment	(198.7)	(98.1)	
Operating loss for continuing operations	(241.4)	(151.6)	(59%)
Finance income	2.7	9.5	
Finance expense	(25.2)	(22.5)	
Loss before tax for continuing operations	(263.9)	(164.4)	(61%)
Tax	5.1	14.9	
Loss after tax for continuing operations	(258.8)	(149.5)	(73%)
Share of results of associate	(4.5)	3.1	
Loss for the year for continuing operations	(263.3)	(146.4)	(80%)
Loss per share for continuing operations	(20.22p)	(12.21p)	(65%)
Adjusted loss after tax for the year for continuing operations	(43.4)	(49.2)	12%
Amortisation of acquired intangible assets	(6.8)	(8.4)	
Share-based payment charges	(14.9)	(14.3)	
Exceptional items and impairment	(198.7)	(98.1)	
Share of results of associate	(4.5)	3.1	
Adjustment for tax	5.1	20.5	

Loss after tax for the year for continuing operations	(263.3)	(146.4)	(80%)
Adjusted diluted loss per share	(3.34p)	(4.12p)	13%

Adjusted EBITDA, a non-statutory measure, represents earnings before interest, tax, depreciation, amortisation, non-cash share-based payments charges and exceptional items. It provides a useful measure of the underlying profitability of the business. Adjusted EBITDA increased by from £40.4 million to £41.6 million with Adjusted EBITDA margin increasing from 4.5% to 5.%, reflecting cost saving measures implemented during the year.

Adjusted profit / loss after tax, as with Adjusted EBITDA, provides another more consistent measure of the underlying profitability of the business by removing non-cash amortisation of intangible assets relating to the historic acquisition of brands (being their trademarks and customer lists), share-based payment charges and exceptional items. Adjusted loss after tax for FY25 was £43.4 million in comparison to a £49.2 million loss in FY24.

The group recognised a total expense of £14.9 million during the year (2024: £14.3 million) relating to equity-settled share-based payment transactions.

Exceptional items amounted to £198.7 million (2024: £98.1 million) and are shown in more detail in note 1 of the financial statements. These items relate to:

- Restructuring and closure costs and impairment of assets associated with the closure of a warehousing facility in the USA;
- Ongoing costs of the vacant Daventry warehouse closed in the previous financial year;
- Dual technology platform running costs associated with the re-platform to the group's e-commerce front end platform; and
- Costs associated with the strategic change announced on 18th October 2024, following the appointment of Dan Finley, including redundancy costs associated with the group's cost reduction programme, exceptional stock clearance and jobbing off as shifted commercial proposition to move to a marketplace driven model

Exceptional costs relating to the treatment of PLT as an asset held for sale under IFRS 5 were also incurred during the period and are disclosed in more detail in note 1 of the financial statements.

A tax credit of £5.1 million has been recognised in FY25 in comparison to a credit of £14.9 million in FY24, which represents an effective rate of tax for the year of 1.9% (2024: 9.1%). This is lower than the tax credit calculated when multiplying the loss before tax at the blended UK statutory rate of tax for the year of 25% (2024: 24.5%), due to expenditure not deductible for tax purposes, being principally depreciation on buildings and fit-out, disallowable legal claims and share-based payment charges on growth shares.

Results for the group including discontinued operations

GMV including discontinued operations decreased by 10% from £2,581 million to £2,322 million. Revenue including discontinued operations was £1,217.9 million, down 17% year on year. Adjusted Gross Profit Margin including discontinued operations decreased during the year from 51.8% to 50.7%. The decline was driven by performance in our Youth Brands, which were impacted by the difficult consumer environment but are in turnaround, offset by very strong Debenhams performance.

Consolidated statement of financial position

	2025 £ million	2024 £ million
Intangible assets	68.7	104.3
Property, plant and equipment	204.5	349.3
Right-of-use assets	20.3	85.6
Financial assets – equity instruments	0.3	0.3
Investment in associate	9.1	29.6
Deferred tax asset	60.1	32.1
Non-current assets	363.0	601.2
Working capital	(163.1)	(92.8)
Assets Held for Sale	20.9	-
Lease liabilities	(120.2)	(121.9)
Net financial assets	-	2.3
Cash and cash equivalents	44.7	230.0
Interest-bearing loans and borrowings	(122.9)	(325.0)
Deferred tax liability	(19.7)	(16.8)
Net current tax asset	1.2	2.7
Net assets	3.9	279.7

Intangible Assets decreased from £104.3 million to £68.7 million partly driven by impairments of intangibles as a result of initiatives implemented to streamline the technology platforms across the Group.

Plant, Property & Equipment reduced from £349.3 million to £204.5 million. This was largely driven by the sale of non-core, non-strategic assets as the Group, notably the sale of the Soho office and impairments related to PLT which is treated as held for sale under IFRS 5.

Right-of-use assets decreased by £65.3 million from £85.6 million as at FY24 to £20.3 million as at FY25 during the period as a result of the write down of the US lease following the closure of the US distribution centre during FY25.

During the year, the Group's investment in Revolution Beauty, accounted for using the equity method in accordance with IAS 28, declined significantly in value to £8.8 million (2024: £29.6 million). This reduction reflects a fall in the associate's share price and an increase in the share of loss, which has adversely

impacted the Group's share of the associate's net assets. While the associate continues to operate in line with its strategic objectives, broader market conditions and sector-specific pressures have contributed to volatility in its valuation. The Group continues to maintain a constructive relationship with the associate and closely monitors its financial performance and strategic direction.

The Group's deferred tax asset has increased during the year, from £32.1 million to £60.1 million, primarily as a result of tax losses incurred in the period. These losses have been recognised as a deferred tax asset to the extent that it is probable they can be utilised against future taxable profits, in accordance with IAS 12. The recognition reflects management's assessment of the Group's future profitability and the likelihood of recovering these losses over the medium term.

Interest-bearing loans and borrowings reduced to £122.9 million (2024: £325.0 million), which comprised of a £125 million RCF. The group entered into a new £222 million debt facility with a consortium of its existing relationship banks. The facility comprised a £125 million revolving credit facility, which extends to October 2026, and a £97 million term loan originally due for repayment by August 2025. Following the successful completion of an equity placing and the disposal of several properties, including the Group's London office, the term loan was repaid in full, in December 2024, ahead of schedule.

OUTLOOK

During H1 FY26, we continue to see strong and profitable growth in our Debenhams brand.

All our brands are now trading profitably in terms of Adjusted EBITDA.

We are focused on right-sizing our Youth Brands. Under new leadership, our priorities are now cash generation and profitability.

We expect 1H FY26 Adjusted EBITDA for continuing operations to be ahead of 1H FY25.

The medium-term opportunity is significant for the Group. We continue forward as Debenhams Group under new leadership, with a new strategy, and a new direction

Non-Financial and Sustainability Information Statement

This section of the Strategic Report constitutes the group's Non-Financial and Sustainability Information Statement, produced to comply with Sections 414CA and 414CB of the Companies Act 2006 (as amended by The Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022). The information listed is incorporated by cross-reference.

Policies on these matters can be found at www.boohooplc.com.

Reporting requirement	Relevant policies and documents which govern our approach	Sections within the Annual Report to read more about the outcomes and related non-financial KPIs of Our Commitment	Page number
Business Model	N/A	Business Model	16
Non-financial KPIs	N/A	Year in review Financial Review	10, 33
Risk Management	Risk management policy and procedures	Risk report What's on our radar TCFD report	39
Environmental matters	Animal Derived Materials Policy Supplier Code of Conduct	ESG report TCFD report S172 statement	49, 65, 80
Social matters	Diversity and Inclusion policy Health and Safety policy	Our culture and values ESG report S172 statement	21, 65, 80
Human rights	Modern Slavery Statement Modern Slavery Policy Supplier Code of Conduct Responsible Purchasing Practices Responsible Disengagement Policy Subcontracting Policy Child Labour and Remediation Policy	ESG report Risk report S172 statement	39, 65, 80
Our people	Employee Code of Conduct Employee Handbook Respect at Work policy Anti-Bullying and Harassment Policy Whistleblowing Policy	Our culture and values People report ESG report	21, 65
Anti-bribery and corruption compliance	Anti-Bribery and Corruption Policy Third Party Due Diligence Policy Whistleblowing Policy Employee Code of Conduct	ESG report People report Risk report	21, 39, 66

HOW THE GROUP MANAGES RISK

Risk management

The board has overall responsibility for risk management. That responsibility is discharged through the risk management framework, key elements of which are:

- The governance structure which facilitates the other elements of the framework
- Clear lines of communication
- Clearly defined responsibilities
- Oversight of both risks and the framework itself
- Validating the appropriateness of the supporting system of internal controls and for reviewing their effectiveness

Effective risk management is an evolving and continuous process. Our aim is to intrinsically embed effective risk management throughout the business to manage risk in a way that helps the group achieve its objectives. During the last financial year, the management of risk has continued to evolve with the continued roll out of standardised controls documentation standards and associated attestations which now cover all top priority business areas.

RISK GOVERNANCE

The Audit and Risk Committee chaired by John Goold, non-executive director, independently reviews, on behalf of the board, the CEO's recommendations on risk management.

The CEO provides input and recommendations to the Audit and Risk Committee and, the board. The Risk Committee acts as a forum for senior management to discuss principal and emerging risks, the structure and implementation of the risk strategy, system of governance, risk management framework, the quality and effectiveness of the related internal controls and reporting processes, risk appetite limits and exposures, and the overall risk profile of the business.

The CEO escalates matters to the Audit and Risk Committee as necessary and according to standardised measurement standards. Further details of the governance framework can be found on page 85.

OUR RISK MANAGEMENT APPROACH

Our risk management methodology is now well embedded across the group.

Process	Process stage
IDENTIFY	Top down and bottom-up identification methods including workshops, interviews, committees, focus groups and ad hoc engagement across the group
ASSESS	Prioritisation and measurement of risks using consistent risk assessment methods and against risk appetites agreed with the board
MANAGE	Identifying, improving, reviewing and auditing control measures that reduce risk impact or likelihood
MONITOR	Monitoring and reporting on the status of risks

The Group considers risk at various levels across the group:

- At strategic level, the CEO oversees the monitoring of escalated functional risks as well as key strategic risks to the group. The Audit and Risk Committee reviews the strategic risks facing the group and assesses the mitigating factors, reviews emerging risks, performs deep dives on key risks, and assists the board in setting the risk appetite of the group against which risks are evaluated. Each risk is assigned to a senior executive through which ongoing activities, control measures and any actions related to that risk are updated.
- At a functional level, each business function is responsible for preparing and maintaining their functional risk registers and identifying, assessing, managing and monitoring risks and reviewing emerging risks within their function. Each risk is assigned an owner through which ongoing activities, control measures and any actions related to that risk are updated.
- At project level, where there are projects that will have, or could have, a material impact on any strategic risk, or where a project could introduce new material risk into the business, specific project-level risk registers are maintained following the same risk management methodology as functional and strategic risks.

Functional, strategic and project risk registers are prepared using a consistent risk management methodology. The registers are used to evaluate business impact and likelihood ratings, both before (inherent) and after (residual) the effect of any mitigating activities or controls. The group utilises leading risk, control and audit management software. The software enables the Internal Audit and Risk team, risk and control owners, accountable directors and senior leadership real-time access to up-to-date and accurate risk information at a Strategic and Functional level, as well as ensuring appropriate documentation and trend analysis.

Integrated Assurance – Internal Audit planning is strongly aligned to the key strategic risks defined by the board via the Audit and Risk Committee. The results of internal and external audits are factored into the regular review of strategic and functional risks. Our risk management process is an ongoing assessment of the key risks facing our business, such that it is updated whenever there is a major change in the principal risks and uncertainties. The Audit and Risk Committee performs a full review of the strategic risks, on a line-by-line basis, in congruence with the financial reporting timetable. Considered in this review are the addition or removal of strategic risks, the risk rating of each risk and the impact of current mitigating factors and actions. The Audit and Risk Committee meets at least three times per year, with direct lines of communication established for real-time consideration should there be material changes to the risks faced by the business between meetings.

The following are considered to be the principal risks and uncertainties as at 28 February 2025.

Strategic Risks

Risk heading Risk owner Movement in year	Risk factors	Mitigation
FINANCIAL RISK CFO Increased	<p>As a result of macro-economic conditions, there is a risk of exchange rate and interest rate fluctuations that may impact margins and a continuing focus on liquidity and funding risks.</p> <p>As a result of business performance (particularly in youth fashion), profitability and cash</p>	<ul style="list-style-type: none"> • Treasury policies are in place to manage both interest rate and exchange rate volatility as well as funding and liquidity risks. • The CFO oversees treasury matters and adherence to the treasury policies. • Regular budgeting and forecasting ensure liquidity, working capital and the groups capital structure is sufficient for business requirements and rapid

	<p>flow, there is a risk that banking commitments may not be met with associated impacts on funding.</p>	<p>reaction to adverse business performance.</p> <ul style="list-style-type: none"> • Significantly reducing cost base to protect profitability and significantly reducing working capital as we pivot towards a marketplace model. • Uncertainty due to fluctuating exchange rates is reduced by forward-looking hedging policies. • Uncertainty due to fluctuating interest rates is managed through monitoring and management of the net interest rate. • Risks around access to capital are managed through maintaining and ensuring an appropriate mix of long- and short-term funding sources for the group.
<p>SUPPLY CHAIN ETHICS</p> <p>CEO and Group Director of Responsible Sourcing</p> <p>Stable</p>	<p>As a result of complexity, inherent within the supply chain, there is a risk that inappropriate, unethical or illegal practices go undetected, which could lead to investigations from regulatory bodies and may cause reputational damage.</p>	<ul style="list-style-type: none"> • Internal and supplier facing policy and standard documents establish the required ethical standards. • India, Pakistan, China, UK, Turkey and Morocco sourcing and compliance functions now in place. • Global supply chain published April 2024, August 2024, December 2024 and April 2025. • Bureau Veritas-nominated audit partner and auditing programme in place, non-compliance correction process managed through UK and in country ethical compliance teams • Ethical compliance committee provides oversight of the ethical sourcing KPIs and key matters, with escalation the Audit and Risk Committee as required. • Whistleblowing mechanisms in place across the supply base. • The group continues to work with Slave Free Alliance. • Continue to work with and expand our reach with overseas NGOs, in particular regarding child labour.
<p>COMPETITION RISK</p> <p>CEO</p> <p>Increased</p>	<p>The business operates in a broad and open market, with many competitors. There are many factors that influence customers' choices, including service, fashion, price and brand.</p>	<ul style="list-style-type: none"> • Further investment in marketplace business model, initially via Debenhams brand and now operating across our fashion brands provides further diversification.

	<p>As a result of the above factors and new market entrants, there is an increased risk that market share may not grow or could decline.</p> <p>Frasers Group Plc are a major competitor and activist shareholder, holding 29.70% of the ISC as at 30 June 2025.</p>	<ul style="list-style-type: none"> • Operating a differentiated business model, across brand and geographies insulates against specific brand competitors as a group • Competitor activity and offerings are reviewed regularly to remain abreast of market developments and identify competitive advantages • Consumers' changing preferences are monitored internally and by market research to ensure product and service is relevant to demand • Developments in e-commerce trends are monitored to keep abreast of the latest developments and innovations • Performance targets control key deliverables (product quality, customer service, traffic, conversion and spend)
<p>IT AND CYBER SECURITY</p> <p>CTO and IT Directors</p> <p>Stable</p>	<p>There is a risk of a cyber-attack, which could lead to application, system and operational downtime, which may impact trading and operations across the group.</p>	<ul style="list-style-type: none"> • Board engagement in cyber risks, mitigations and plans; regular updates at the Audit and Risk Committee • Dedicated internal audit resource focused on IT, with a key focus on security. • Perimeter security regularly updated and tested • Industry leading tooling to prevent and detect attacks • 24/7 security operations centre • Continued investment in IT tools and security teams • Training of both technical and non-technical teams regarding cyber security • IT and security controls fully operational within the group's controls standardisation and attestation programme
<p>SUSTAINABILITY – CLIMATE TRANSITION</p> <p>CEO and Director of Responsible Sourcing</p> <p>Increased</p>	<p>As a result of the global transition to a lower carbon economy several factors cause risk to our business. These are considered in further detail in our Climate report, but include:</p> <ul style="list-style-type: none"> • Liability risk – The risk of litigation brought by plaintiffs against companies for their liabilities in causing harm from climate change • Market risk – The risk of market disruption, cost of capital and valuation changes as investors 	<p>Mitigations are provided, in detail, with the Climate report on page 49.</p>

	<p>prioritize returns from low carbon companies</p> <ul style="list-style-type: none"> • Policy risk – The risk of legislation enacted by national and local governments to price and penalise GHG emissions • Technology risk – The risk of disruptive technology changes in key sectors of the economy responding to changing energy needs • Customer risk – The risk of market disruption, changes in consumer preference trends and demand projections 	
<p>SUSTAINABILITY – CLIMATE PHYSICAL</p> <p>CEO and Director of Responsible Sourcing</p> <p>Stable</p>	<p>As a result of climate change there is a risk of acute perils (such as flood, wind and extreme rainfall) and chronic perils (such as drought, heat stress and water stress). The impact of these is considered in more detail within our Climate report and include:</p> <ul style="list-style-type: none"> • Risks to own facilities • Risk to raw material availability and cost • Risks to revenue 	<p>Mitigations are provided in detail with the Climate report in page 50.</p>
<p>BUSINESS CHANGE</p> <p>CTO and IT Directors</p> <p>Stable</p>	<p>As a result of organisational change, including adoption of the marketplace model, there is a risk of transitional challenges, thereby not meeting the expectations of both internal and external stakeholders, which could lead to reputational damage.</p>	<ul style="list-style-type: none"> • Internal projects capability including head of delivery and project function, business analysts and project managers • Established project methodology including the right level of governance for each project • Resourcing managed and reviewed to ensure key projects are prioritised
<p>SUPPLY CHAIN COSTS</p> <p>CEO and CFO</p> <p>Stable</p>	<p>Macro-economic factors, continue to bring uncertainty in freight costs and to cause delays.</p> <p>The group continues to operate a large proportion of air freight and whilst these flights may not be impacted themselves the costs and transit times remain prone to volatility as the market moves between sea and air.</p>	<ul style="list-style-type: none"> • Dedicated sourcing team and inbound team, which looks to identify market opportunities for keeping costs down • Differentiated supply chain mechanisms to not be wholly reliant on one form of transport • Procurement team focused on ensuring cost benefits from falling freight prices are realised • Active UK supply base which can be scaled up in the event of significant supply chain cost increases or delays

<p>GOVERNANCE</p> <p>General Counsel and Company Secretary</p> <p>Stable</p>	<p>A failure to consistently adhere to the group's governance and regulatory obligations would undermine our reputation as a responsible retailer, and could result in legal exposure, regulatory sanctions, negative investor assessments or fines.</p> <p>Operating in an increasingly regulated and/or international market adds complexity and a greater risk of non-compliance.</p> <p>Shareholder activists / major competitors or other stakeholders may challenge board decisions, contest the company's environmental or business performance, propose governance changes, or seek board representation. This could result in litigation, financial costs, operational distractions, or share price volatility.</p>	<ul style="list-style-type: none"> • Strong board including suitable balance of executive and non-executive directors, including a non-executive independent Chairman • Governance is a standing agenda item at every board meeting • Panel of external advisors utilised to provide advice on emerging governance and regulatory developments, including in overseas territories • See Corporate Governance section on page 85 for further details • Steps are being taken to strengthen governance frameworks, enhance transparency in reporting, and refine shareholder engagement strategies. Efforts are also underway to improve investor communications, ensuring clarity on financial, environmental, and strategic performance. Regular monitoring of shareholder sentiment helps identify and address concerns at an early stage.
<p>ETHOS AND CULTURE</p> <p>CEO and CPO</p> <p>Increased</p>	<p>As a result of business change, developing and implementing new systems, controls and organisational change, there is a risk that culture is impacted, which could lead to a decrease in brand ethos and morale, impacting operations. This risk has heightened with the recent business transformation and restructuring.</p>	<ul style="list-style-type: none"> • Board commitment to positive change, communication and leadership. • Employee board to enable all levels within the organisation to influence the board. • Continued time investment in listening forums, including improved exit interview process, new starter focus groups, instant polls and pulse surveys • Investment in management capability – Learning Lab – behavioural development for all levels of the business – entry level to senior manager • New values now weaved through all employee communications • Enhanced performance review process that enables personal check-ins with every employee • DEI plan continues to evolve for the business and now includes a 10-point playbook of actionable initiatives. • DEI workshops held for the board and all management • DEI Mission Statement;

		<ul style="list-style-type: none"> • Members of Diversity in Retail (DIR) and Inclusive Employers, accredited status • Teambuilding sessions and away days • Employee engagement calendar of events to recognise and acknowledge our colleagues' commitment and hard work and support their wellbeing.
<p>REGULATORY COMPLIANCE</p> <p>General Counsel and Company Secretary</p> <p>Stable</p>	<p>As a result of operating in many international markets (with own product and as a marketplace) and variations in local regulation in those different markets there is a risk of noncompliance risks.</p> <p>As a result of complex data privacy regulations that continue to develop and continuous threats to data, there is a risk of a regulatory breach, which could lead to regulatory investigation and financial penalties.</p> <p>As a result of global pricing, and promotion regulation and compliance activities, there is a risk of increased regulatory focus on the group's promotional strategy.</p> <p>As a result of the group entering the consumer finance market with Pay+, there is an enhanced compliance risk due to the need to comply with FCA regulations.</p> <p>Emerging regulations and reporting requirements concerning sustainability are considered within the SUSTAINABILITY – CLIMATE TRANSITION risk.</p>	<ul style="list-style-type: none"> • Advice sought and acted upon from experts in specific regulations and markets to provide guidance on mitigating the risk to the group – with regular updates presented to the Audit and Risk Committee and the board • Impact reduced by skilled legal team in house and utilising specific expert advice from external lawyers in territories concerned, and to monitor emerging regulations. • Corporate affairs team in place which monitors emerging policy within relevant markets. • Privacy policies and procedures reviewed and updated. • Regular data privacy training delivered to colleagues.
<p>TAXATION AND DUTIES</p> <p>CFO</p> <p>Increased</p>	<p>Governments may impose additional direct and indirect taxes on businesses. Governments are increasingly reducing duty and tax-free thresholds on imports and imposing tax collection responsibility on sellers, thereby increasing prices to consumers.</p>	<ul style="list-style-type: none"> • Impact of potential future direct and indirect tax rates considered in future plans • Sales taxes already imposed in all major markets; group believes its products will remain competitive due to its online proposition and with customs warehousing, the impact of duty costs can be minimised

	<p>As a result of political and trade tension, products for sale in the US may continue to be subject to increased duties, in particular where originating from China.</p> <p>As a result of proposed EU Customs and VAT reforms which would see numerous changes to modernise the rules in the EU there is a risk that the mechanism and limits on VAT and duties on products sold in the EU result in increased administrative burden and costs in that market.</p>	<ul style="list-style-type: none"> • The group's agile sourcing model allows it to shift production to quickly take advantage of favourable duty rates
<p>THIRD PARTIES</p> <p>CFO, CTO and brand directors</p> <p>Increased</p>	<p>As a result of reliance placed on third parties, there is a risk that key third parties are not performing in line with expectations, which could lead to operational and technological disruption.</p> <p>As a result of the group's transition to a marketplace business model, there is an increased risk that partners are not performing in line with expectations, which could lead to disruption and customer dissatisfaction.</p>	<ul style="list-style-type: none"> • Supplier security assessments are conducted • Diversification of the service providers, where appropriate, to spread risk • Technology suppliers managed through regular cadence of meetings • Marketplace partners agree to standardised concession agreements defining agreed service standards
<p>BUSINESS CONTINUITY/ DISASTER RECOVERY</p> <p>CFO and CTO</p> <p>Stable</p>	<p>As a result of an unplanned business continuity incident/event, there is a risk that warehouses and key operations facilities are required to close, which could lead to reduced productivity and operations across the group.</p> <p>As a result of a critical IT failure, when enforcement of disaster recovery is required, there is a risk that key recovery objectives are not met, which could lead to data or financial loss.</p>	<ul style="list-style-type: none"> • Warehouses are protected by 24-hour security, access control, fire protection and sprinkler systems • Head office is protected by security alarm, access control, fire protection and sprinkler systems • Electric power continuity is protected by back-up generators • Consideration has been given to location diversification, resulting in more options to move sites in the event that an incident impacting business continuity occurs at one site • Business continuity plans are in place for all sites • ITDR covers critical applications and third-party contracts with appropriate SLAs

		<ul style="list-style-type: none"> Investment on monitoring and alerting, governance, change management Technology enables colleagues to be able to work 24/7, as appropriate, from anywhere
<p>PEOPLE RISK</p> <p>CPO</p> <p>Increased</p>	<p>As a result of business change and competitors inclined to poach key staff and talented individuals, employees may leave the company for better pay and prospects elsewhere. Macro-environmental changes resulting in increased staff turnover across industries.</p> <p>As a result of these risk factors there is a risk that the group's ability to recruit and retain staff affects its ability to operate as a market leader. This risk has become more pronounced following the recent business transformation and restructuring.</p>	<ul style="list-style-type: none"> Dedicated Careers website and internal careers portal to encourage talent growth. Employee Value Proposition developed to showcase the world of Debenhams. Regular senior engagement with the employee base, in particular CEO Team Talks. Global Grading Framework to provide clarity of roles and progression People metrics for the business with a focus on improving e.g. labour turnover, employee stability, etc Rewards platform provides a 'one-stop shop' for the growing list of benefits including – cycle to work, season ticket loans, life assurance etc Enhanced communication of our employee share incentive schemes. Listening groups – learning from feedback and acting on feedback A newly established employee board, consisting of a cross functional group of employees, enables all levels within the organisation to influence the board. Enhanced social media presence – Instagram; LinkedIn highlighting our people proposition
<p>PRODUCT RISK</p> <p>Director of Responsible Sourcing</p> <p>Stable</p>	<p>As a result of ethical and health and safety regulations in relation to products, there is a risk of product liability costs, shipping delays and potential legal implications.</p> <p>As a result of any product quality issues, there is a risk of a decline in customer satisfaction.</p> <p>As a result of selling products from marketplace partners there is a risk of associated product issues, that are further removed from the groups direct supply chain.</p>	<ul style="list-style-type: none"> Product performance lab operation and providing in-house testing Programme to test suppliers' products and educate suppliers and buying teams on product compliance in place Product performance manuals in place, continuous training seminars under-way on categories such as cosmetics, kids and footwear with buyers and suppliers Concession agreements are in place with marketplace partners confirming compliance with applicable product standards Product compliance and quality checks in place within the distribution centres

		<ul style="list-style-type: none"> • Product compliance and quality checks are in place across the global supply chain.
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WHAT'S ON OUR RADAR?

Through the ongoing work of Risk Owners and the Internal Audit and Risk team and external monitoring the group continues to actively identify emerging risks and issues that could impact the group's activities across the world.

Macroeconomic Factors

The group continues to monitor macroeconomic conditions and geopolitical situations across the globe, including key sales markets, sourcing territories and other factors of global significance. Globally, geopolitical unrest and trade tariff changes is monitored continuously to ensure the group's exposure to the markets, distribution or supply base affected is managed appropriately.

Consumer spending – Inflation, cost of living and interest rates continue to impact our customers and their spending. Through our diversification, customer proposition and value we continue to be there for our customers when money is tight.

Global trade tensions – The early months of the latest Trump government has heightened the risk of duty increases and shown that the pace of change is faster than before. We are continuously monitoring to ensure we are aware of potential global change risks and to have mitigations in place ahead of changes where possible.

Sustainability regulations and disclosures – The group recognises that the requirements continue to evolve regarding sustainability regulations and disclosures, particularly the UK Sustainability Disclosure Requirements, environmental justice and anti-greenwashing rules and legislation.

Internal Factors

Marketplace model – As many of our businesses transition to a model which involves marketplace as a key customer offering, we have considered the risk factors that change as a result. These are included within the principal risks above, but we expect them to continue to evolve over the next year as the model is rolled out across the business.

Task Force on Climate-related Financial Disclosures (TCFD) Report

The group recognise the increasing threat that climate change poses, and the environmental impact posed by garment production and sales. The group recognise that our long-term success depends on effectively managing climate-related risks, while harnessing opportunities arising from the transition to a low carbon economy. Equally, the group understands the importance of addressing our impact across the value chain and embedding decarbonisation into our decision-making processes and business strategy.

In 2022, the group conducted a climate risk assessment in line with the TCFD framework, focusing on identifying key transition and physical risks across our value chain. Further to this, in early 2024, FM Global, the group's insurers, produced a risk evaluation report which analysed natural hazard exposure in the group's supply chains. The hazards assessed include flooding, rainfall, windstorm and earth movement. These assessments have provided a foundation for understanding and addressing material risks across the business and broader value chain. However, the group acknowledges that these assessments no longer fully reflect the group's evolving strategy, which now places greater emphasis on the marketplace model.

The group continues to develop its reporting against the TCFD recommendations, focusing on improvements and plans to strengthen the identification and management of climate related risks. Over the last 12 months, particular attention has been directed towards improving the accuracy and reliability of carbon data across all scopes. Greater granularity in emissions data has provided deeper insights into sources of emissions, enabling the group to identify efficiencies and opportunities for decarbonisation. These efforts lay the foundations for developing our Net Zero Transition Plan in 2025.

In line with our evolving business model, the group are refining metrics and targets to support our climate agenda while ensuring they align with our updated strategic objectives. This includes defining revised targets and considering the systems, processes and monitoring mechanisms required to manage climate-related risks and opportunities effectively. These developments will form a core part of our broader ESG strategy which will be published later in 2025.

The group remains committed to addressing its environmental and social impact by actively exploring commercial solutions that mitigate climate-related risks while capitalising on opportunities to generate long-term sustainable value for the group and its stakeholders.

This is the group's third report aligned with the Task Force on Climate Related Financial Disclosures (TCFD) guidance. This report outlines how the group has adhered to the recommendations and disclosures outlined under the four TCFD pillars.

Governance

Disclose the organisation's governance around climate-related risks and opportunities.

a) Describe the board's oversight of climate-related risks and opportunities.

Board and Committees	Role	Key Activities (FY25 and ongoing)
Board	To ensure climate-related risks and opportunities are fully integrated into the group's long-term strategy to support environmental and social sustainability and create long-term value for all stakeholders	<ul style="list-style-type: none"> • Approved the FY25 TCFD Report • Provides strategic oversight of the group's climate-related activities • Monitors climate risk, which is one of the group's principal risks, ensuring oversight and accountability of activity • Receives strategic summaries of emerging climate related opportunities and risks through the quarterly ESG committee. • The board has instructed The Carbon Trust to develop a Net Zero Transition Plan and review our SBTi targets. • Delegates authority to the ESG Committee to monitor performance against emissions targets, the implementation of key ESG partnerships and alignment with regulatory requirements and stakeholder expectations.
ESG	To monitor the delivery of the group's climate strategy; review performance against targets, and ensure appropriate milestones are in place to support decarbonisation and broader environmental goals	<p>The ESG Committee received updates on performance against the group's environmental targets from Group CEO and ESG team and subsequently tracked progress in reducing greenhouse gas emissions in line with science-based targets.</p> <ul style="list-style-type: none"> • Continued mandating the use of Better Cotton Initiative (BCI) cotton by the core brands. • Approved the development of a short-term decarbonisation strategy, including setting of a 12-month target, whilst a strategic Net Zero Transition Plan is developed.

		<ul style="list-style-type: none"> • Approved new partnership with The Carbon Trust to develop the group's Net Zero Transition Plan in 2025. • Continued work with CottonConnect and other retailers on ethical issues, supply chain, raw materials, and traceability. • Led discussions with core brands regarding sustainability mandates and sustainable buying principles.
Audit and Risk	To oversee the appropriateness of the standards, frameworks, processes and controls chosen to identify and maintain oversight of climate risks, and to ensure there is adequate internal and external assurance over climate reporting. To ensure all material climate risks and opportunities have been identified and incorporated into the risk-management framework.	<p>During the year the Audit Committee:-</p> <ul style="list-style-type: none"> • Had oversight of standards, frameworks and controls adopted over climate related risks and opportunities. • Reviewed the adequacy of internal controls supporting climate data collection and reporting. • Had oversight of the integrity of climate-related disclosures included in the Annual Report. This includes greenhouse gas (GHG) emissions, climate risk scenario analysis, and the integration of climate-related risks into financial statements. • Ensured climate related risks were considered, assessed and resulting activity was prioritised, within the risk management framework.
Remuneration	To embed climate-related performance targets into performance-related incentive schemes and determine, each year, whether climate targets have been met, if awards will be made, and the overall amount of such awards.	<ul style="list-style-type: none"> • Approved inclusion of ESG metrics in Executive bonus targets.
Nomination	To ensure that climate-related skills and experience are considered in relation to board composition, appointments, succession planning and training	<ul style="list-style-type: none"> • Reviewed succession planning for senior management to ensure relevant skills and experience for supporting the execution of the climate strategy.

b) Describe management's role in assessing and managing climate-related risks and opportunities.

Management	Role	Key Activities (FY25 and ongoing)
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Group CEO (Executive ESG Lead)	Strategic oversight of ESG, including climate risks and opportunities	<ul style="list-style-type: none"> • Leads the development and execution of the group's ESG and climate strategy • Appointed a new group director of Responsible Sourcing and Head of Communications and Sustainability
	TCFD and Net Zero Strategy	<ul style="list-style-type: none"> • Oversaw submission of the Group's annual TCFD Report to the board for approval. • Sponsored the robust tender process that selected the Group's strategic partner, the Carbon Trust, to develop its Net Zero Transition Plan. • The CEO attends and provides updates to the quarterly ESG Committee, and the board where appropriate, on climate related issues. The CEO is updated on climate related risks and opportunities throughout the year by the Group Director of Responsible Sourcing through the weekly Executive Committee and regular one-to-one meetings.
	Regulatory Compliance and Stakeholder Alignment	<ul style="list-style-type: none"> • Provides executive-level oversight of ESG-related regulatory and disclosure obligations. • Ensures ESG strategy reflects stakeholder expectations and best practice across the retail and fashion sector.
Group CFO	Climate Integration in the Risk Management Framework	<ul style="list-style-type: none"> • Leads the identification and assessment of climate-related risks (physical and transition) as part of the Group's Risk Management Framework. • Ensures climate risks are integrated into principal and emerging risks reported to the ESG Committee and the board. • The CFO is updated on climate related risks and opportunities throughout the year by the Group Director of Responsible Sourcing through the weekly Executive Committee.
	Risk Quantification and Financial Planning	<ul style="list-style-type: none"> • Oversees the application of standardised risk metrics (impact and likelihood) across climate risk categories.

		<ul style="list-style-type: none"> • Supports alignment of climate risks with financial forecasting and scenario analysis.
	Disclosure and Assurance	<ul style="list-style-type: none"> • Ensures climate-related financial disclosures meet regulatory expectations and are integrated into the group's Annual Report and TCFD submission.

Strategy

a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.

The table below describes the material risks and opportunities identified by the group across the different future time horizons. For the table below only, the group defines short term as by 2030, Medium Term between 2030 to 2040, and Long Term as 2040 to 2050.

Risk heading	Risk factors	Mitigations and Opportunities	Time Horizon
Climate transition – Market risk Materiality – High	<ul style="list-style-type: none"> • Changing customer behaviour resulting in reduced demand for goods or new trends in needs • Uncertainty in market signals, abrupt and unexpected shifts in energy costs • Increased cost of raw materials • Liability risk 	<ul style="list-style-type: none"> • Experience diversifying the product offering in-line with customer requirements. • Implementation of Building Energy Management Systems (BMS) in our operations to monitor consumption, with the aim of expanding this across all sites. More granular monitoring will support targeting the most efficient measures to reduce 	Short / Medium Short/ Medium Short / Medium Short / Medium

		<p>energy use. This work is due to complete in June 2025.</p> <ul style="list-style-type: none"> Investing in systems, resource and expertise in energy management which has enabled us to continue to support our focus of reducing consumption across all facilities. Opportunity to further explore more sustainable materials that are scalable within our business model. Opportunity to continue to scale circular models within our business offering to encourage a shift in how our customers shop consciously, including takeback, rental and repair services. 	Short / Medium
<p>Climate transition – Policy risk</p> <p>Materiality – Medium/High</p>	<ul style="list-style-type: none"> Legislation enacted by national and local governments to price and penalise GHG emissions. The evolving regulatory landscape impacting on the financial performance of our 	<ul style="list-style-type: none"> In FY25, the group continued to be a member of Cascale, enabling the recording and assessment of supplier data on emissions and climate considerations, 	Short/ Medium

	business through global EPR (Extended Producer Responsibilities)	<p>providing feedback and measures aligned with global standards.</p> <ul style="list-style-type: none"> • Opportunity to continue to map additional levels of our downstream supply chain to support the management of supplier sustainability certifications, increased transparency in the supplier base and enhance enforcement of working standards. 	Short/ Medium
<p>Climate transition – Technology risk</p> <p>Materiality – Medium</p>	<ul style="list-style-type: none"> • Disruptive technology changes in key sectors of the economy responding to changing energy needs. 	<ul style="list-style-type: none"> • IT strategic planning and roadmaps to ensure technology remains efficient and fit for purpose. • Opportunity to engage with our suppliers to explore more energy efficient production methods. • Opportunity to trial new technology to reduce product sampling utilising new 3D fitting technology. As a result, reducing the quantity of material 	<p>Medium</p> <p>Medium</p> <p>Short / Medium</p>

		waste during the fit process.	
Climate transition – Reputational Materiality – High	<ul style="list-style-type: none"> Market disruption, changes in consumer preferences Stigmatization of sector Increased awareness of climate related issues by stakeholders 	<ul style="list-style-type: none"> Continued refinement and delivery of our climate and ESG targets, that closely align to consumer sentiment and providing transparent and pragmatic updates to targets in line with business performance. Continued review of our ESG reporting framework and wider ESG strategy to ensure the group remains compliant and aligned to our industry peers. Opportunity – engaging with our stakeholders throughout the development of the group’s new ESG strategy to inform key priorities. 	Short / Medium Short / Medium Short
Physical risks refer to climate-related hazards, which are influenced by future increases in global warming. The Group has considered both acute (such as flood, wind and extreme rainfall) and chronic events (such as drought, heat stress and water stress).			
Climate physical – Own facilities risk	Disruption to output of production and activities from extreme weather events.	<ul style="list-style-type: none"> The group’s insurers performed analysis of the physical threats facing key 	Short

Materiality – Low	Scenario outlook – Risk increases as scenarios worsen	<p>sites in 2024. Scenarios included assessing flooding, rainfall, earth and wind movement.</p> <ul style="list-style-type: none"> • Our own facilities are all in low-risk areas for extreme weather events. • Our supply chain is geographically diverse which provides alternative sourcing options in the event of extreme weather in a particular region. 	<p>Short</p> <p>Short</p>
<p>Climate physical – Raw materials risk</p> <p>Materiality – Low</p>	<p>Agricultural produce and water supply affected by extreme weather events and chronic changes in climate.</p> <p>Scenario outlook – Risk increases as scenarios worsen</p>	<ul style="list-style-type: none"> • The group has begun to map downstream tiers of our supply chain, working with a third-party supply chain mapping provider. The group intends to accelerate our audit programmes across all sourcing regions through this partnership, giving sight of the flow of raw materials through our supply chain. • Our supply chain is geographically diverse which provides alternative sourcing options in the event of extreme 	<p>Short</p> <p>Short / Medium</p> <p>Short / Medium</p> <p>Short / Medium</p>

		<p>drought or floods in a particular region.</p> <ul style="list-style-type: none"> • Opportunity to reduce our reliance on natural resources and move to lower impact alternatives. • Opportunity to monitor opportunities in technology advances in fibre-to-fibre recycling and our availability in the UK. 	
<p>Climate physical – Revenue disruption risk</p> <p>Materiality – Low</p>	<p>Consumer purchases of products or services affected by extreme weather events.</p> <p>Scenario outlook – Risk increases as scenarios worsen</p>	<ul style="list-style-type: none"> • To avoid disruptions from extreme weather events, our climate-agile business model enables us to adapt our sourcing model by shifting our supply chain to less affected locations 	<p>Long</p>

b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.

The group is aware of the importance of both the physical risks arising from changing frequency and intensity of climate events, and risks and opportunities arising from the transition to a low carbon economy. The group takes its responsibility to ensure it is prepared for this changing landscape seriously and has started the process of integrating climate related risk and opportunities into short, medium and long-term strategic decision making.

The group classifies climate-related risks and opportunities in accordance with the [TCFD Implementation Guide](#) as either physical or transition. Physical risks refer to acute events, such as extreme weather, or

chronic changes for example rising global temperatures and sea levels, with both leading to impacts on our operations, assets, and supply chains. Transition risks may arise from emerging policies and regulations, such as carbon taxes, market changes and reputational considerations. Opportunities may also emerge as consumer demand evolves or via adoption of new technology, such as AI, which is increasingly being used to forecast consumer behaviour and market demands. A detailed breakdown of these subcategories can be found on page 39.

In 2024, FM Global, the group's insurers, produced a risk evaluation report which analysed natural hazard exposure in the group's supply chains, which includes a wide geographical spread of suppliers globally, covering different climates and jurisdictions. The hazards assessed include flooding, rainfall, windstorm and earth movement. These insights have helped enhance our understanding of emerging physical risks at key sites and opportunities to identify appropriate action to business resilience.

The group recognises the need to undertake an updated risk assessment in line with the group's evolving business model and strategy over the next 12 months.

c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

The group recognise that climate change may present material risks to the group's strategy in the future and so are in the process of developing a robust Net Zero Transition Plan to enhance our resilience in the face of new and emerging global risks and opportunities. The group recognise the importance of assessing the resilience of our strategy against a range of plausible climate scenarios, as recommended by the TCFD.

While the group have not yet undertaken a full multi-scenario climate analysis aligned with the new business model and strategy, this is a key focus in the coming year.

Risk

a) Describe the organisation's processes for identifying and assessing climate-related risks.

The process for identification and assessment of climate-related risks follows the group's overarching risk management methodology, as outlined in our risk management policy. Further details on the Group's approach to risk management can be found on Page 39.

To support this, and to provide specialist insight to our climate risk capability, the group has previously commissioned an external climate change risk assessment which has been used to inform this disclosure. The climate change risk report involved mapping both physical risks, those related to both our physical estate (Distribution Centres / Offices) and the global supply chain; and transitional risks, such as government policy, taxation, consumer trends, and reputational changes under a range of different climate scenarios. The physical risks assessment relating to climate change and covering the group's sites and supply chain was also conducted in the year to provide up-to-date insight into the risks faced.

The group is aware that this assessment does not fully reflect the updated business model and therefore is committed to undertaking an updated climate change risk assessment in the coming year.

b) Describe the organisation's processes for managing climate-related risks.

The group integrates climate risk considerations into our broader business risk management framework as they are integrated into broader business strategic decision making. Relevant boards and Committees

ensure activity is aligned to strategy, is allocated and performed. Example mitigations for our most material climate-related risks are shown in the table of risks in section A of the TCFD Strategy.

The group's approach to risk management, including climate risks, is detailed on page 49.

c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.

By utilising the group's existing risk management framework, the group can identify, assess and manage climate-related risks in a way that is aligned to other risks. The group's governance structure provides oversight by the ESG Committee. Where relevant, third-party expertise was sought in initial risk assessments and quantifications.

Metrics and Targets

a) Disclose the metrics used by the organisation to assess climate related risks and opportunities in line with our strategy and risk management process.

The group's primary metrics to assess climate related risks and opportunities are Scope 1, 2 and 3 greenhouse gas emissions. These metrics underpin our performance tracking, forecasting and strategic decision making around carbon reduction. Details of our Scope 1, 2 and 3 greenhouse gas emissions are on page 49.

Emitwise, our carbon accounting partner, continue to support the group to improve our methods of data collection and identify ways to reduce our carbon footprint. This follows our commitment, disclosed in 2021, to reduce our carbon footprint in line with the requirements set out by the Paris Agreement through science-based targets that are approved by SBTi (i.e. aligned with limiting global warming to well-below 2°C above pre-industrial levels and pursuing efforts to limit warming to 1.5°C).

To complement this, the group continues to identify opportunities to increase accuracy in carbon data and therefore predict and forecast long term impact. Some key initiatives implemented over the past 12 months include:

1. The ESG team deepened its integration with Emitwise, establishing regular reviews and collaborative sessions focused on carbon footprint data, particularly in key Scope 3 categories such as Upstream Transport and Distribution, and Purchased Goods and Services. This strengthened approach has improved the consistency and reliability of emissions data, aligning more closely with the expectations set out in the Greenhouse Gas (GHG) Protocol.
2. The group have continued to include downstream emissions in our calculations, offering a more comprehensive view of the group's total carbon footprint.
3. Our sites moved to metered energy consumption, which means that now our energy usage is monitored monthly, and emissions can be calculated more accurately.
4. Working closely with our freight partners, the group is now able to calculate relevant emissions for freight distribution, which includes parcel and container level emissions.

5. Continued to use HIGG Index to apply industry-specific set of emission factors for accurate reporting. The HIGG index is a suite of tools that assesses the environmental impact of products, materials, and facilities, across textile supply chains.

Continued Quarterly Reporting to improve data accuracy

The group continues to adopt a quarterly carbon emissions reporting schedule. The objective is to better track how current initiatives and energy usage is impacting the group's carbon emissions. By collecting and analysing data on a recurring quarterly timeline, adjustments to strategy and process can be more reactive. Emitwise leads this engagement process with stakeholders with support of the group's ESG Team and throughout 2024 the group worked collaboratively with internal teams to achieve increased data visibility. As a result, the group has continued to decrease our reliance on using modelled general data and increased use of granular data specific to our operations in some areas. This helps provide the group with a better understanding of our carbon data and has improved our ability to identify areas where it can optimise and reduce carbon emissions.

b) Disclose scope 1, scope 2, and, if appropriate, scope 3 greenhouse gas (GHG) emissions, and the related risks.

Science-Based Target: The group has committed to reduce absolute scope 1 and 2 GHG emissions by 42% and scope 3 GHG emissions by 52% per unit of value added by 2030 from a 2020 base year.

Summary of our Carbon Footprint

The group's 2024 market-based carbon footprint increased from 670,773 tCO₂e to 852,246 tCO₂e since the previous reporting year. This rise in emissions is largely driven by updates to our carbon accounting methodology, using supplier specific emissions factors, reducing reliance on spend based intensity methods and increased data visibility, which includes additional engagement with internal data owners, and greater collaboration with third party partners for the first time.

The group remains committed to science-based decarbonisation and are developing a near future roadmap to tackle Scope 1 and 2 in 2025, as well as implementing a full Scope 3 decarbonisation strategy as part of the development of a robust Net Zero Transition Plan in 2025.

Please see page 50 to review the breakdown of our Scope 1, 2 and 3 GHG emissions year on year. This section of the group's ESG report provides a detailed explanation of our carbon data across all emission scopes, along with an overview of our planned next steps as the group looks ahead to 2025.

The group is aware of the reporting requirements under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. The group will continue to calculate and publish energy and carbon reporting transparently to our stakeholders in line with these guidelines. The group has publicly shared the results of our emissions calculations for all three scopes for each calendar reporting year since 2020.

Methodology

This report has been prepared in line with HM Government's guidance: Environmental Reporting Guidelines: Including streamlined energy and carbon reporting.

Our carbon footprint continues to be calculated in accordance with the Greenhouse Gas Protocol, developed by the World Resources institute ('WRI') and the World Business Council for Sustainable

Development ('WBCSD'). This ensures alignment with the five principles of best practice in carbon reporting: relevance, completeness, consistency, transparency, and accuracy.

To maintain independence and robustness, the group continues our long-standing partnership with Emitwise, a specialist carbon accounting partner, to support the assessment and calculation of our emissions. Emitwise also support the group in further strengthening the transparency of our disclosures through continuous improvement of data source and quality, calculation techniques, and models where applicable.

The group's carbon emissions are measured in carbon dioxide equivalents or CO₂e. This metric includes the six greenhouse gases covered by the Kyoto Protocol: carbon dioxide ('CO₂'), methane ('CH₄'), nitrous oxide ('N₂O'), hydrofluorocarbons ('HFCs'), perfluorocarbons ('PFCs'), and sulphur hexafluoride ('SF₆').

The Group's carbon reporting period is from 1 January 2024 to 31 December 2024. This is offset from the business's financial reporting period 1 March 2024 to 28 February 2025, to allow sufficient time for full-year data collection, verification, and analysis in preparation for year-end disclosures.

Emissions data is gathered and reviewed quarterly, allowing for ongoing monitoring and performance tracking.

The group adopts the operational control approach for defining organisational boundaries, ensuring all emissions from facilities under our direct control are reported under Scope 1 and 2, while other relevant sources are included within Scope 3 categories where applicable.

A detailed breakdown of Emitwise's calculation approach, key assumptions, data quality measures, and emissions factors is available in the supporting GHG Inventory Methodology Report and can be provided upon request.

The emissions calculations are broken down into 3 reporting scopes. These include:

- **Scope 1** – this includes all direct emissions from assets over which the group has control over, including company cars, fleet, natural gas and other fuels used in our operations and any refrigerant gas leakages.
- **Scope 2** – this includes indirect emissions associated with the generation of electricity. In line with best practice, market and location-based emissions are both reported on:
 - Market-based emissions – which reflect the actual emissions from the electricity agreements with the business's suppliers.
 - Location-based – which reflect the average emissions intensity of the grids in which the consumption occurs.
- **Scope 3** – this includes other indirect emissions generated along our value chain, which predominantly consists of goods for resale, goods not resale, distribution and transportation of goods, and use of sold products. It also includes non-company cars as per the SECR regulations. The group's carbon emissions calculations used three approaches depending on the availability of data across our operations and supply chains in accordance with the GHG Protocol. These approaches included:
 - Process-based approach – uses quantity-based consumption data to estimate the carbon emissions associated with a given activity e.g., litres of fuel used. This approach was used

for Scope 1, 2, and some Scope 3 emissions (goods for resale, upstream transportation and distribution and business travel). For goods for resale, a subcategory of purchased goods and services, the Higgs Index carbon emissions benchmarks were applied. For all other process-based approach calculations, BEIS (2023) emission factor database was used.

- o Spend-based approach – using extended economic input-output modelling. This approach comprised the classification of spend account categories (if a spend taxonomy was used), suppliers, and/or line items by industrial activity. Exiobase (2018) emission factor database was used. This approach was used for goods not for resale (a subcategory of purchased goods and services).
- o Modelling based on industry averages - for categories that data was unable to be obtained, a model was built based on industry averages. This includes emissions from the transportation of procured fabric from the group's tier 1 to tier 2 suppliers, cut and sew emissions, emissions from the group's customers washing their garments and for a small portion of the group's operated facilities. The group will continue to strive for an improvement of data quality and accuracy of our carbon footprint calculations.

c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets. These targets are undergoing revision as part of the implementation of our new ESG strategy.

Climate summary

Emission targets	Short/Med	2030: Achieve carbon reductions across the value chain aligned with science-based targets equivalent to a 52% reduction in emissions relative to growth. This includes annual absolute emissions reductions in our own operations of 4.2% and annual reduction in value chain emissions of 7% relative to our growth.
	Short / Med	Set more robust KPIs for the group's ESG committees to work towards achieving the group's emissions targets.
	Short	Further understand the investment and transformation required to achieve the group's targets.
Transitioning to net zero	Short	Developing a robust net zero transition plan over the next 12 months. The group's UK estate continues to be powered by 100% renewable electricity and has done since 2020.

	Med	Continuing to work towards more sustainable materials targets via an increase in fabric sourcing.
	Short/Med	Further embed climate into the group's culture and decision making.
Working towards ending the most harmful activity	Short/Med/Long	Work towards eliminating fossil fuels from direct operations.
	Short/Med	Improve air freight efficiency measures and give priority to sea, road and rail freight.
Proposed climate solutions	Short/Med	Scope 3 accounts for over 90% of our emissions; the group's 2024 focus was to work with our suppliers that produce 50% of our volume to complete the FEM with a minimum of 25% verification. The group achieved 53% of volume completing the module with 30% completing verification.
	Med/Long	Use the data gathered from the FEM to help the group work with each supplier to achieve carbon, water and waste reductions.

A MESSAGE FROM KIRSTY BRITZ, CHAIR OF THE ESG COMMITTEE

Dear shareholders,

During 2024, the group continued to refine its ESG approach. The ESG Committee provided oversight, supporting efforts to embed responsible practices across the group's operations and culture.

This report outlines the group's progress and challenges during the financial year ending 28 February 2025. Supply chain standards remained a key focus, alongside growing attention to broader social and environmental issues. Decarbonisation remains a significant challenge across the retail industry, but the group has laid foundations for progress as it prepares to develop a robust Net Zero Transition Plan, in line with the changing shape of the business, in the year ahead. Recognising the importance of collaboration in driving both social and carbon transitions, the group has announced three new partnerships for 2025 — with the Carbon Trust, Pennies, and Segura — reflecting its ongoing commitment to building a more sustainable and responsible business.

Since the launch of the sustainability strategy, 'UP.FRONT' in 2021, significant transformation across the group, combined with evolving market dynamics, has highlighted the need for a refreshed ESG approach. The group's leadership, business model, and social and environmental impact have all evolved, requiring a responsive new strategy. Interim commitments will ensure continued momentum during this period of transition, with a renewed ESG strategy planned for publication later this year. This new strategy will address the group's shift towards a marketplace model, emerging risks and opportunities, and changing stakeholder expectations.

On behalf of the ESG Committee, I would like to extend my gratitude to our customers, dedicated colleagues, and partners who continue to support our ESG journey. I am confident that, together, we will continue to make meaningful progress in the year ahead.

Kirsty Britz

Chair of the ESG Committee

OUR 2025 ACTIONS

As the group evolves its 2021 UP.FRONT sustainability strategy, it acknowledges the importance of maintaining momentum and ensuring continued progress during this period of transformation. Short-term interim actions have been introduced during the development of the new long-term ESG strategy. These interim actions reflect the group's ongoing commitment to embedding more responsible business practices. Once the updated ESG strategy launches in 2025, these will be replaced with targets that are more appropriately aligned with the group's go forward strategic priorities. This phased approach ensures meaningful progress and lasting impact for our people, planet, and processes.

ENVIRONMENT: OUR ACTION FOR THE PLANET

- The group will commence the development of a Net Zero Transition Plan over the next 12 months with carbon experts, the Carbon Trust, with a near term focus on addressing Scope 1 and 2 emissions
- The group intends to source at least 20% of cotton through more sustainable alternatives by the end of 2025

SOCIAL: OUR ACTION FOR PEOPLE AND OUR COMMUNITIES

- The group will launch a partnership with Pennies, the UK's leading micro-donation charity, enabling customers to support a selection of charities

GOVERNANCE: OUR ACTION FOR RESPONSIBLE PROCESSES

- The group will deliver mandatory ESG training to all office-based colleagues across the group to improve understanding of ESG risks.
- The group will partner with Segura, a leading supply chain mapping provider, to map every tier of its supply chain, track supplier progress, mitigate risks, and improve the accuracy and transparency of its ESG reporting.

ENVIRONMENT: OUR ACTION FOR THE PLANET

The group is seeking to reduce its environmental impact in the coming year as part of the development of its new ESG strategy and Net Zero Transition Plan. The group will adopt a pragmatic approach to carbon reduction across its entire value chain, focusing on areas that will have the greatest impact.

FY25 progress overview and key highlights

Over the past year, the group has focused on building the foundations for long-term progress. The group has sought to improve the quality and consistency of its data, enabling tools to track, measure, and reduce carbon footprint more effectively as we shape our Net Zero Transition Plan. These efforts will lay the groundwork for achieving the group's future environmental goals and deliver on renewed ESG ambitions.

Key highlights include:

- **Making improvements in carbon data granularity and consistency.**

By working with data owners from around the business to identify and resolve reporting gaps and improve on data consistency to enable more accurate comparison of results each quarter.

- **Expansion of circularity initiatives across the group brands.**

Providing customers with greater choice by building upon the group's existing offering to extend the lifecycle of products to reduce waste, carbon emissions, and resource consumption.

- **Partnership with CottonConnect in India.**

Building on the success of previous years, the group have partnered with CottonConnect to improve cotton supply chains by supporting farmers with training, resources, and access to sustainable practices.

Carbon

The group's market-based carbon footprint for the period December 2023 to December 2024 increased from 670,773 tCO₂e to 852,246 tCO₂e since the previous calendar year for the period 1 January 2023 to 31 December 2023. This rise in emissions is largely driven by updates to its carbon accounting methodology, using better quality emissions factors where applicable and increasing data visibility. The group remains focused on exploring science-based decarbonisation and is developing a plan to tackle Scope 1 and 2 in 2025, as well as developing a robust Net Zero Transition Plan across all scopes.

SCOPE	SCOPE CATEGORY	2020 (tCO ₂ e)	2021 (tCO ₂ e) ¹	2022 (tCO ₂ e) ¹	2023 (tCO ₂ e) ¹	2024 (tCO ₂ e)	% Change (2023 – 2024)	Materiality
1	Fugitive emissions	-	-	22	14	80	471%	0%
	Mobile combustion	12	32	47	58	37	-36%	0%
	Stationary combustion	217	209	1,743	997	464	-53%	0%
	Scope 1 Total	229	241	1,812	1,069	581	-46%	0%

2	Purchased electricity (Location Based)	2,762	3,604	5,097	5,739	4,460	-22%	1%
Scope 2 Total (Location Based)		2,762	3,604	5,097	5,739	4,460	-22%	1%
2	Purchased electricity (Market Based)	-	-	67	991	820	-17%	0%
Scope 2 Total (Market Based)²		-	-	67	991	820	-17%	0%
3	1. Purchased goods and services	383,414	499,883	517,846	431,187	469,437	9%	55%
	2. Capital goods	300	513	507	179	215	20%	0%
	3. Fuel and energy related services ⁴	335	478	570	2,004	1,608	-20%	0%
	4. Upstream transportation and distribution	179,517	125,713	120,663	67,248	165,182	146%	19%
	5. Waste generated	121	157	103	9,683	7,543	-22%	1%
	6. Business travel	452	905	6,293	1,435	2,182	52%	0%
	7. Employee commuting	976	436	625	3,982	2,221	-44%	0%
	8. Upstream leased assets	1,239	1,167	1,207	192	59	-69%	0%
	11. Use of sold products ³	173,845	210,842	166,395	142,092	188,574	33%	22%
	12. End of life treatment of sold products ³	8,284	11,763	11,048	10,710	13,823	29%	2%
Scope 3 Total		748,482	851,858	825,257	668,712	850,844	27%	100%
S1 and 2 (Location Based)		2,990	3,845	6,909	6,809	5,042	-26%	1%
S1 and 2 (Market Based)		229	241	1,879	2,060	1,401	-32%	0%
Location Based Total		751,472	855,703	832,166	675,521	855,886	27%	100%
Market Based Total		748,710	852,098	827,136	670,772	852,245	27%	100%

Footnotes with individual explanations behind changes in emissions:

1 Due to improvements in its carbon accounting, the Group's previous emissions from 2021 onwards have been restated to reflect greater data visibility and the implementation of more accurate methodologies for material scope categories.

2 The Group's UK estate is fully powered by renewable energy through Renewable Energy Guarantees of Origin (REGOs). However, operations in the US and Turkey remained on conventional energy contracts, contributing to Scope 2 market-based emissions, which have also been restated for previously reported years.

3 Purchased Goods and Services, Use of Sold Goods, and End of Life Treatment of Sold Products have been restated for 2022 and 2023 to reflect improved data visibility and application of a consistent methodology year-on-year.

4 Recalculated for 2023 to include WTT emissions factors and more up to date factor set that is relevant to 2023 reporting year.

Carbon Data Improvements:

As the group evolves its environmental actions and carbon reduction strategy through the Net Zero Transition Plan, it recognises the importance of continuing to refine reporting and data quality, improve energy efficiency, and the need to work closely with key partners to explore decarbonisation solutions. Throughout 2024, the group implemented various changes to our carbon reporting methodology to align with methods recommended by the GHG Protocol. This focused on the five key pillars of the GHG Protocol for data quality and are outlined below:

Completeness

- Advancements in data quality and completeness have enhanced emissions reporting, providing a more accurate reflection of the group's carbon footprint in 2024.

Transparency

- Engaged with internal and external stakeholders to improve the transparency of emissions and supply chain, especially freight partners.
- Internally, the group have engaged key stakeholders with its external carbon accounting system to ensure consistency and accountability across all areas of the business.

Relevancy

- Working closely with freight partners, the group are now able to calculate relevant emissions for freight distribution, which includes parcel and container level emissions.

Consistency

- The consistency of data quality has been maintained, by using a consistent recommended methodology and carbon accounting platform.

Accuracy

- In 2024 the group moved to a metered consumption approach across its UK estate. This means that the group can fully monitor its consumption on a monthly basis. The data is now based on actual meter readings which enables carbon emissions to be calculated more accurately.

Scope 1 and 2 Emissions:

Overall, 2024 emissions for scopes 1 and 2 have decreased by 32% versus 2023. This is largely due to the reduction of the Group's estate in the year, as well as increased energy efficiency and reduced energy use. Notably, overall natural gas consumption has reduced significantly through optimising usage in the group's distribution centres (DCs).

The group's UK estate has been powered by 100% renewable electricity since 2020. However, the group maintains operational control over facilities in Turkey and the US, which rely on conventional energy. These emissions have now been accounted for since 2022 when data became available. Additionally, operational emissions come from the use of gas, and refrigerant leaks in the daily operation of its UK sites.

To enhance energy performance monitoring, the group have implemented a review of utilities usage. As part of this process, the group identified underperformance in its solar PV arrays (solar panels) which has led to the introduction of regular solar maintenance as well as the upgrade of equipment. These improvements have enabled internal teams to track consumption trends, identify areas for further efficiency, and highlight the cost and carbon savings associated with solar generation compared to purchased electricity.

Further energy saving initiatives have been implemented across the group's DCs, including optimised operating hours, LED lighting, and refined temperature set points. These measures contributed to a 40% reduction in gas usage and a 7% decrease in electricity consumption compared to 2023. Additionally, a series of identified efficiency improvements across the DCs are projected to reduce electricity consumption by at least 10% in 2025.

Scope 3 Emissions:

99% of the group's total carbon footprint is derived from its supply chain and the products the group buy and sell. In 2024, absolute scope 3 emissions increased by 27% compared to 2023. The majority of this increase is driven by an updated data system and methodology for tracking the goods purchased and sold by the group.

19% of the group's Scope 3 emissions comes from the upstream transport of goods. This year, the group engaged closely with all inbound and outbound freight partners on an emissions reduction trajectory for the first time. Compared to 2023, these emissions have increased by 146%. The increase in upstream transportation and distribution emissions can be attributed to two key drivers. Firstly, the group carried out the redistribution of stock as part of operational site changes this year. Secondly, the group enhanced the carbon mapping of freight providers to create a comprehensive view of emissions. This increased visibility has allowed identification of previously unaccounted areas of upstream transportation data. These improvements include capturing per parcel emissions where possible, enabling more granular solutions to reduce emissions. Over the next year, the group will continue to work with its freight partners to focus on year-on-year reductions.

Next Steps

Overall, the key challenges continue to be the limited availability of Scope 3 data and the need for a robust Net Zero Transition Plan. As it looks ahead to 2025, the group will set the short-term trajectory of emissions reduction. In partnership with an external carbon accounting partner, the group have identified key areas of action for Scope 1 and 2 to tackle within operational control. Its Scope 3 vision is more strategic and will focus on increased engagement with suppliers to improve data quality and reduction efforts. The group has partnered with the Carbon Trust to develop and implement its Net Zero Transition Plan across all scopes.

Climate-Related Financial Disclosures

In line with sections 414CA and 414CB of the Companies Act 2006, the group's climate-related financial disclosures (CFDs) are presented on page 50 in this report. These disclosures provide insight into how the group integrates climate change and environmental factors into its business strategy, financial planning, and risk management. They also outline the key metrics and targets that the group uses to track and drive progress in reducing its environmental impact, embedding more responsible practices across its supply chain, and meeting the growing expectations of our customers and stakeholders.

TCFD Consistency Statement

The group have achieved full consistency with 6 out of the 11 recommended disclosures and partial consistency with 3.

Under Section A) Risk, the group are partially compliant due to the need to action an updated climate related risk assessment again in the coming year to reflect its evolving business model and strategy.

Under Section A) Metrics and Targets, the group are partially compliant due to not reporting certain metrics or targets outlined in TCFD Guidance for assessing climate-related risks and opportunities in line with strategy and risk management process, the Group aims to make further progress in this portion of the disclosure year on year.

Under Section C) Metrics and Targets, the group are partially compliant due to not disclosing on specific cross-industry climate-related category metrics or targets provided in guidance table A2.1 (of TCFD Implementing Guidance 2021) relating to Transition Risks, Physical Risks, Climate-Related Opportunities, Capital Deployment, Internal Carbon Pricing or Remuneration. The group aims to make further progress in this portion of the disclosure year on year.

Under Strategy B and C, the Group acknowledges that these areas are at varying stages of maturity and will continue to evolve to support progress toward partial and, ultimately, full compliance. Enhancing disclosures in these areas is expected to remain a focus in the near term.

The group remains committed to enhancing the robustness and transparency of its climate-related financial disclosures and will continue to make progress in future reporting cycles. Although not subject to the UK Listing Rules, the Group has voluntarily aligned its disclosures with the principles set out in the Task Force on Climate-related Financial Disclosures (TCFD) framework. In making this Consistency Statement, the group considers that its disclosures are consistent with the TCFD recommendations.

Higg Facility Environmental Module (Higg FEM)

The group are committed to embedding more sustainable practices within operations and across its supply chain. In 2024, the group expanded its supplier engagement with the Higg Facility Environmental

Module (Higg FEM), a leading tool for assessing key environmental factors such as energy use, water consumption, waste management, and chemical management.

The 2024 Higg FEM initiative focused on the group's top 100 suppliers, with emphasis placed on the top 15. The team hosted six training sessions and held at least two one-on-one meetings with each of these priority suppliers to encourage meaningful participation. As a result, the group exceeded its targets:

- 63% of 2023 total intake purchased the Higg FEM module (vs. 50% target)
- 53% completed the Higg FEM self-assessment
- 30% completed the Higg FEM verification process (vs. 25% target)

Circularity

The group continues to consider circular economy principles through rental, repair, and resale initiatives, which seek to encourage the reduction of waste, carbon emissions, and resource use.

WRAP (UK Textiles Pact) Partnership

As a signatory to WRAP's UK Textiles Pact, (formerly Textiles 2030), the group uses WRAP's Footprint Tool to assess and report its textile footprint annually, measuring carbon and water impacts. In 2024, the group continued to collaborate with industry peers through WRAP. to consider further circular and durability solutions and support WRAP in driving sector-wide change.

Rental

- **HURR:** Karen Millen launched their rental partnership with HURR in November 2024, enabling customers to rent Karen Millen pieces at a fraction of retail prices.
- **Hirestreet:** Brand partnerships with Hirestreet allow customers to rent clothing from brands such as boohoo, Warehouse, and Karen Millen. Rental performance continued to grow across all participating brands in 2024.
- **KM Rotates:** In 2024, Karen Millen launched 'KM Rotates' an own-brand rental service offering occasion wear and wardrobe staples with added benefits like insurance, free dry cleaning, and easy returns.

Repair

- Karen Millen partnered with The Seam to offer repair and alteration services through a network of expert tailors. In 2024, bookings increased, with over 60% of customers requesting alterations. Notably, 60% of bookings came from outside London, indicating broad interest across customer geographics.

Resale

- Launched in 2022, the PrettyLittleThing Marketplace allows customers to list and sell pre-owned fashion. In 2024, it reached 450,000 downloads and 140,500 listings, promoting second-hand garment reuse.

Product Sustainability

Polyester and cotton are the most used fibres in the group's products and while finding a more sustainable alternative, particularly for synthetic materials like polyester, continues to present a challenge, the group continues to improve sourcing practices, whilst considering the move to using more sustainable material options.

To facilitate this transition, the group have developed a list of approved suppliers who meet enhanced in-house standards and certification requirements for each material. This enables the group's brands to access a wide range of sourcing options, allowing the replacement of materials with more sustainable alternatives across various regions. Moving forward, the group will continue to work closely with internal design and buying teams to further educate and understand how to improve the sustainability of product compositions within the product ranges that the brands develop.

Better Cotton Initiative

Since 2021, the group has been a member of the Better Cotton Initiative (BCI), the world's largest cotton sustainability program. With over 2,500 members, BCI focuses on training farmers to produce cotton more sustainably, benefiting both people and the planet.

CottonConnect

In 2024, the group expanded its cotton programme from Pakistan to India, partnering with two other UK retailers for a second year. Together, the partnership focused on educating farm workers on sustainable cotton production and responsible business practices.

Through its collaboration with **CottonConnect** during the period, the group worked to improve cotton supply chains by supporting farmers with training and resources. The training programme included regular on-farm practical demonstrations with a focus on sustainable practices and traceability from farm group to spinner. As farmers adopted and refined these practices, the supply chain benefited from enhanced transparency, resilience, and sustainability.

Key Benefits:

- **More Sustainable Supply Chain:** Supports the endeavour of responsible cotton sourcing with transparent processes.
- **Improved Farmer Livelihoods:** Offers training that improves farmers' lives and livelihoods.
- **Environmental Impact Reduction:** Promoting practices that reduce water usage, chemical inputs, and soil degradation.
- **Transparency and Traceability:** Allowing traceability from farm groups to spinners for greater supply chain transparency.

Packaging and Labelling

When ordered through the group's nominated supplier base, the materials used in own brand packaging continue to be made from recycled plastic and paper. The mailer bags contain up to 80% recycled content alongside return polybags which are over 95% recycled material. In addition, swing tickets are made from 100% recycled paper and are 25% smaller than previous designs to reduce the consumption of paper. The group continues to review alternative options to reduce packaging and plastic use further.

SOCIAL: OUR ACTION FOR PEOPLE AND OUR COMMUNITIES

At the heart of the group's commitment to social responsibility is the belief in fostering an environment where every individual feels accepted, valued, and empowered to thrive. The group is dedicated to creating lasting impact through partnerships with charitable organisations and initiatives, where the power of its collective efforts fosters inclusivity, and opportunity for all. Through these actions, the group continues to build stronger, more resilient communities that thrive together.

FY25 progress overview and key highlights

This year, the group has continued to strengthen social commitments by expanding key partnerships, increasing colleague involvement in fundraising, and providing greater access to education and career opportunities in its communities. The group has worked closely with charity partners to help fund life changing research, deliver valuable skills programs, and champion social mobility. Looking ahead, it will continue to build on this progress, deepening relationships with organisations that share values and ensuring initiatives create a lasting positive impact for local communities.

Key highlights include

- **Partnering with the British Heart Foundation (BHF)**

The group have raised over £3.7 million since the start of the partnership, an amount which will have had a significant impact on the lifesaving cardiovascular research carried out by the charity.

- **EVERFI Partnership:**

In collaboration with EVERFI, the group has delivered a data science program to children aged 13-16 across the UK. This initiative equips young minds with essential data science knowledge, empowering them to thrive in the digital age. Through interactive workshops and resources, students are introduced to what data science is, why it matters and how this fundamental skill will inform their future.

- **Northern Power Women Partnership:**

Through this partnership, the group provided access to free live events and webinars, fostering professional growth and social mobility. The group also sponsored the Mentor of the Year category at the Northern Power Women Awards, celebrating achievements in gender equality and diversity.

Driving Positive Social Change Through Our Community and Partnerships

Through social partnerships, the group is committed to driving positive change by supporting causes that align with its values. The group chooses partners who tackle the causes that matter the most to its colleagues and customers, together, driving positive social change. The group has a proud heritage of collaboration with charitable organisations and in 2024 the group contributed over £400,000 to charitable organisations, including Breast Cancer Now, Cash for Kids and the British Heart Foundation.

CASE STUDY : Raising over £3.7 million for British Heart Foundation

The group's long-standing partnership with the UK's leading heart charity, the BHF, has contributed to fund vital research and support for people affected by heart and circulatory diseases across the country.

The group's brands continue to provide a regular supply of sample stock donations, which are then sold throughout the charity's network of retail shops, helping to raise vital funds for their research. In 2024, sales from stock donations helped to raise over £300,000 which brings the overall total raised since the start of the partnership to over £3.7 million. This partnership to date, through stock donations made, has generated an amount which could fund up to 13 cardiovascular research projects, each for the duration of three years whilst also enabling us to divert items from potentially entering the waste stream, giving them a second life.

EVERFI - Data Science Foundations

Over the last three years the group has collaborated with EVERFI to deliver a data science programme to schools in locations across the UK. The partnership has enabled 5061 students aged 13–16-year, from 104 individual schools to be introduced to the fundamentals of data science, with a focus on supporting high pupil premium schools (68%). Through interactive workshops hosted by colleagues and educational resources, students gain practical insights into the business, data visualisation, management and collection, various software applications, and highlighting high demand careers within the field of data science.

Northern Power Women

As a Power Collective partner, the group has been a supporter of Northern Power Women's mission to promote gender equality and enhance community engagement, supporting in three ways:

1. **Northern Power Women Awards:** Sponsor of the Mentor of the Year Award.
2. **The Power Exchange Program:** As a Power Exchange partner working with leaders from diverse sectors to unite, share insights, and collaboratively tackle social challenges.
3. **Mentoring Programs:** Through partners support, Northern Power Women can host monthly virtual speed networking events reaching hundreds of early careers talent.

Graduate Fashion Week

The group has worked with the Graduate Fashion Foundation since 2016, supporting nearly 30,000 aspiring fashion creatives. In this sixth year as a sponsor, Debenhams was the official sponsor of the prestigious Catwalk to Commercial Award, a clear commitment by the group to foster the next generation of talent in the industry through hands-on experience, education and career development opportunities. The level of talent was exceptional and as such, the Group was proud to award three Graduates with a 12-month contract at Debenhams Group, with the opportunity to create and showcase a full collection.

Graduate Fashion Week is organised by the Graduate Fashion Foundation, a charitable foundation dedicated to giving young people the best possible start in the fashion industry. Graduate Fashion Week is an opportunity for the next generation of talent to showcase their creativity to the industry, and we are delighted to announce that in 2025 the group will be the headline sponsor for Graduate Fashion Week.

Commitment to Fair, Inclusive and Supportive Employment

The group is committed to upholding the wellbeing, safety, and rights of its employees while fostering a workplace where everyone feels valued, respected, and empowered. Over the past year, the group has strengthened its approach to working conditions, talent development, and employee support across every part of the business.

This includes expanding training and development opportunities, streamlining onboarding to improve accessibility, and investing in health, safety, and engagement across distribution centres and non-head office locations. The company-wide approach to Diversity, Equality, and Inclusion is guided by six key pillars that help embed fairness and belonging into everything we do.

Read more about the group's progress in the People Report on page 21.

GOVERNANCE: OUR ACTION FOR RESPONSIBLE PROCESSES

The Group is committed to protecting the welfare of everyone connected to its business, upholding human rights, and raising standards across our global supply chain. Tackling issues such as worker exploitation and modern slavery is complex and requires more than audits alone. It calls for long-term commitment, on the ground collaboration, and a deep understanding of the root causes.

While challenges remain across the retail industry, it is important that the Group continues to strengthen its approach. By working closely with suppliers, local communities and expert partners, the Group is focused on creating safer, fairer and more transparent supply chains.

FY25 progress overview and key highlights

Over the past year, the Group has taken important steps to build stronger relationships with suppliers, improve visibility across operations, and support initiatives that protect the most vulnerable people in its supply chain.

- **Factory Consolidation**

Reduced global factory count from 1,286 in 2022 to 586 by end of FY25. This allows focus on building deeper relationships with suppliers, improving standards and driving meaningful change across the Group's sourcing regions.

- **Responsible Sourcing Team Growth**

Expanded on-the-ground teams in key sourcing regions, including China, India, Pakistan, and Bangladesh. This allows greater visibility of suppliers and factories, working to strengthen ethical compliance.

- **Ethical Supplier Training**

Delivered updated training to all suppliers globally to help them understand and meet the latest ethical trade standards. These sessions are designed to support continuous improvement and ensure alignment with responsible supplier expectations.

Risk Management

Managing risk effectively is an ongoing priority for the Group. Further information on the Group's approach to risk management is on page 39 of this report.

- The Group have continued partnerships with expert organisations to help mitigate the risk of modern slavery and improve standards within the supply chain, including:
- The International Accord – The International Accord promotes a safe and healthy textile and garment industry through safety inspections, training programs and a complaints mechanism for workers in Bangladesh and Pakistan.

- The Centre for Childs Rights and Business – A global provider of child labour prevention & remediation and HRDD support.
- Slave-Free Alliance – Helping to mitigate the risk of modern slavery in the Group's supply chain.
- SEDEX – An online data exchange platform which enables Supplier Customers to share their ESG-related data, including SAQ, SMETA Audit reports, and non-SMETA Audit reports with Buyer Customers.

Business Ethics - Supply Chain Transparency

The Group continue to increase transparency across the supply chain, building stronger partnerships with suppliers and improving visibility throughout global operations.

Over the last three years, the number of factories the Group works with from 1,286 in 2022 to 586 by the end of FY25. This consolidation allows for closer collaboration and enables the Responsible Sourcing teams on the ground to visit sites more frequently.

The Group's Responsible Sourcing teams work closely with factories to ensure they meet the Group's Code of Conduct. It also publishes the global Tier 1 factory list every quarter, both on the PLC website and on the Open Supply Hub.

Human Rights and Modern Slavery

The Group is committed to protecting the welfare of people, raising standards across the global supply chain and upholding human rights.

The Group has mapped its salient human rights risk within key sourcing regions. It recognises that there are salient human rights risks in the countries it sources from that vary by location. It takes proactive steps to prevent slave and child labour and focus on safeguarding vulnerable groups such as female and migrant workers. With top sourcing countries taking priority, the Group will focus on the most severe and likely issues when working with factories.

The Group's Modern Slavery Statement is also available to download at www.debenhamsgroup.com.

Supply Chain Code of Conduct

The Group works collaboratively with suppliers and factories to ensure they adhere to the Group's Code of Conduct. Initiatives included:

- Conducting 940 factory spot checks and 498 third party audits
- 4 global supplier exhibitions, with the aim of supporting strategic growth in regions and educating suppliers on the Group's Code of Conduct and available support
- Strengthening ethical compliance and quality control teams on the ground in key sourcing regions
- Conducting webinars and face to face training sessions, presenting ethical trade guidelines and expectations, to all suppliers and factories the Group works with in key sourcing regions

Auditing and Monitoring

The Group's annual audit programme supports efforts to prioritise worker welfare. The Group works collaboratively with suppliers and factories to monitor adherence to the Group's Code of Conduct. In

addition to the annual audit programme, the Group's regional Responsible Sourcing teams carry out frequent, unannounced spot checks to ensure high standards are upheld consistently across key sourcing regions.

Global Factory Numbers and Audit Gradings

Each quarter the group publishes an updated list of Tier 1 factories. This includes information on the factory address and location, worker numbers, and gender split. This is also published on the Open Supply Hub.

Sourcing Country	Total Number of Factories	%
China	280	48%
India	79	13%
Turkey	68	12%
Pakistan	67	11%
United Kingdom	37	6%
ROW	55	9%
12 Sourcing Countries	586	

Global Audit Gradings		
Green	47	8%
Yellow	168	29%
Orange	263	45%
Red	0	0%
New Audit Received*	108	18%

* Any factories in the 'new audit received' category are approved factories for the group. These factories have been approved by the group's ethical compliance team and their third-party audit is pending conversion to receive a group audit grading.

Supplier Risk	Improvement Plan and Monitoring Frequency
Green	Full annual audit recommended after 12 months .
Yellow	On-site follow-up audit recommended after 6 months to evaluate previous non-compliance issues
Orange	On-site follow-up audit recommended after 90 days to evaluate previous non-compliance issues
Red	On-site follow-up audit recommended after 60 days to evaluate previous non-compliance issues

Policies

The group publishes all corporate policies on its website, including those related to human rights, subcontracting and modern slavery. The group continues to develop and update policies in line with best practice.

Whistleblowing

Internal whistleblowing

The Group encourages colleagues to report concerns through its Integrity Line, a secure and anonymous reporting system. All reports are handled with care and are investigated by the appropriate teams to ensure action is taken where needed.

External whistleblowing

As well as internal whistleblowing process, the Group also advise that workers in its own operations and supply chain can raise concerns relating to modern slavery and exploitation through the independent and confidential [Modern Slavery & Exploitation Helpline](#). The Group partner with Unseen UK, who run the Helpline, to ensure that cases that are raised relating to the Group's own operations or supply chains are effectively investigated and remediated. More information is available in the modern slavery statement.

S172 statement

The board has voluntarily chosen to follow the section 172 guidance from UK law, although this is not required under Jersey regulations.

The statement sets out how the directors have had regard to the matters set out in section 172 of the Companies Act 2006 ('S172') when performing their duties, to ensure that they continue to promote the success of the group for the benefit of its members as a whole.

Further information on how S172 has been applied by the directors can be found throughout the Annual Report:

Like consequences of long-term decisions	See pages 13
Interests of the group's employees	See pages 21
Fostering the group's business relationships with suppliers, customers and others	See pages 65
Impacts of the group's operations on the community and the environment	See pages 65
High standards of business conduct	See pages 85
Acting fairly between different stakeholders of the group	See pages 80

The board recognises it is accountable to its stakeholders and ensures that stakeholder groups are regularly reviewed. The group continues to identify its stakeholders and their priorities as:

- **Employees** - Opportunities for growth, fair pay and reward and an inclusive workplace and culture.
- **Customers** - Quality product, affordable fashion and good end to end journey.
- **Suppliers and marketplace partners** – Transparency and long-term collaboration.
- **Community** – Charitable contributions, inclusion and ethical compliance.
- **Shareholders** - Strong leadership, clear strategy and transparent communication.
- **Environment** - Impacts of our products on the environment, waste resource and management

	Why are they important	Company Engagement	Board Engagement	Impact of engagement
Customers	Our focus continues to be on our customer proposition. High demand and expectations from customers mean an increased importance on active and open communication.	<ul style="list-style-type: none"> • Continued to use Net Promoter Score and Trustpilot feedback to assess brand customer service performance. • Using real-time data to identify areas for improvement and insight into key issues. • Marketing across a number of platforms to engage customers, both existing and new. 	<ul style="list-style-type: none"> • Continues to receive regular updates on customer engagement and improvement. • The group's board were particularly focussed on the use of technology to channel efficiencies and drive better engagement with customers. 	Identification of better ways of working.

Employees	We want our people to feel supported. Listening and taking on-board feedback from our people is important to inform our recruitment and retention of great talent.	<ul style="list-style-type: none"> • Introduction of listening surveys and in the moment pulse surveys to monitor employee feedback. • Offering of 'new starter breakfasts' to new recruits. • Recognition of outstanding employees with a weekly award announced by the group CEO. 	<ul style="list-style-type: none"> • Incorporating a Group Ambassador Board focussed on 'being our best' which meets with the group CEO monthly. • Introduction of regular team talks led by the group's CEO. • Engagement by the group's board (executive and non-executive) on remuneration proposals for the group. 	Greater transparency between the group's CEO and employees.
Suppliers	Maintaining engagement with our suppliers is a strategic focus to ensure we can continue to bring the latest trends to market, with transparency and long-term collaboration.	<ul style="list-style-type: none"> • Completing daily factory visits across our UK and international supply chain. • Increasing the group's ethical and quality teams internationally to work with suppliers on the ground. • Continuing to hold supplier expositions both in the UK and internationally. 	<ul style="list-style-type: none"> • Regular updates from the ethical compliance team and the group's board to enable discussion on the risks and opportunities across the group's supply chain. • Continuing to deliver updates through the ESG Committee to enable the group's board to make key strategic decisions involving the group's supply chain. 	Improved working relationships between the group's internal teams and its supply chain.
Marketplace third party partners	As our highly profitable, capital lite, stock-lite, cost-lite marketplace model evolves, our marketplace suppliers become increasingly important to create long-term sustainable value.	<ul style="list-style-type: none"> • Engagement to ensure partners are seamlessly on-boarded. • Ensuring marketplace operating guidance is provided to marketplace sellers. 	<ul style="list-style-type: none"> • The board receives regular updates about the growth of the marketplace and third party partners. 	Increase communication and improved ways of working with our marketplace partners.
Shareholders	Our objectives, decisions and strategy are developed with our shareholders in mind.	<ul style="list-style-type: none"> • Presentation of the group's annual and half-year accounts during investor roadshows, led by the group's management team. • Launched a new corporate website to communicate key company updates and events. 	<ul style="list-style-type: none"> • Engagement by the group's board with shareholders in respect of the group's strategy, governance and executive remuneration arrangements. 	Increased communication with shareholders during this financial year highlighted by the support received from shareholders at the general meetings held 20 December 2024 and 21 January 2025.

Environment	We acknowledge our responsibility to minimise the group's impact on the planet and are focused on driving change across our business to reach our Net Zero ambitions and environmental goals.	<ul style="list-style-type: none"> Continuing to engage with partners such as Textiles 2030 and Cascale. Ongoing collaboration with our Cotton Connect Programme in Pakistan and India. Partnering with carbon accounting experts, to strengthen emission tracking capability across the Group. 	<ul style="list-style-type: none"> Quarterly ESG Committee meetings, attended by the executive and non-executive team. Approval of the appointment of Carbon Trust to support the group in developing a Net Zero Transition Plan. 	Engagement in the ESG Board Committee has led to a greater understanding of environmental issues facing the business.
Community	Through our collaboration with charity partners and our local communities, we continue to drive positive social change.	<ul style="list-style-type: none"> Partnership with EverFi, delivering a data science programme to children aged 13-16 in our office regions. Ongoing donation of sample stock to the British Herat Foundation to raise money and support their lifesaving research. Sponsored the 2024 Northern Power Women awards. Donated match-funding to colleagues who were fundraising for a registered charity. 	<ul style="list-style-type: none"> Quarterly ESG board Committee meetings, attended by the executive and non-executive team. 	<ul style="list-style-type: none"> Raised over £400,000 in 2024 by way of fundraising initiatives in support of a number of charitable causes. The group has delivered sessions to schools in Manchester, Burnley and Sheffield, through its charitable partnerships.

BOARD OF DIRECTORS

The board of directors are the key management personnel and have collective responsibility for the long-term success of the group.

<p>Tim Morris – Independent Chair and Non-Executive Director</p> <p>Tim Morris joined the Board as a Non-Executive Director in May 2021 and was appointed Independent Chair on 21 November 2024. As Chair, he is responsible for overseeing the Group’s recently announced Business Review, led by Dan Finley and supported by the wider Board. Tim also serves as Chair of the Nomination Committee and is a member of the Audit & Risk, Remuneration, and ESG Committees.</p> <p>Tim previously served as Group General Counsel and Company Secretary at TalkTalk Telecom Group Limited until December 2024. Prior to that, he held similar roles at Carphone Warehouse Group PLC from before its IPO in 2000 until 2015, during which time the company merged with Dixons to form Dixons Carphone PLC.</p> <p>Tim is also a Founding Partner of Freston Ventures Investments LLP which invests in a range of private businesses, including Five Guys Europe, as well as various indirect private equity and investment funds. A qualified solicitor, Tim worked in private practice until 2000, specialising in corporate finance.</p>	<p>Daniel Finley – Chief Executive Officer</p> <p>Daniel Finley is a visionary leader in digital retail, renowned for driving transformational growth and scaling some of the world’s most recognised and successful retail brands.</p> <p>Appointed Chief Executive Officer at boohoo Group in November 2024, Dan is responsible for driving the Group’s strategic evolution. Since March 2025, the Group has moved forward as Debenhams Group. Under his leadership, the Group has undergone a strategic evolution, positioning the business as a pioneer in online retail by expanding digital capabilities and unlocking new growth through an innovative marketplace model.</p> <p>Before stepping into the Group CEO role, Dan was responsible for the turnaround of Debenhams, the Group’s flagship brand. Bought out of administration, he led the revival and repositioning of the iconic British department store for the digital era. Debenhams underwent a major transformation, emerging as Britain’s leading online department store with a renewed focus on technology, trend relevance, and an enhanced customer experience across fashion, beauty, and home. His turnaround of Debenhams provides the blueprint for the turnaround of the wider Group.</p> <p>Prior to joining Debenhams, Dan spent a decade at JD Sports Fashion Plc, where he served as Group Multi-Channel</p>	<p>Mahmud Kamani – Group Executive Vice Chairman</p> <p>Mahmud founded boohoo.com with Carol Kane in 2006, leveraging over 30 years of experience in the fashion and clothing industry. Mahmud is an entrepreneur, with expertise encompassing all areas of the supply chain from sourcing, import and wholesale. Mahmud is an inspirational leader, having built a strong team and engendered loyalty from many long-serving employees.</p>	<p>Carol Kane – Group Co-founder and Executive Director</p> <p>Carol has 30 years of experience in the fashion industry. Starting her career as a designer, then fashion buyer, Carol has worked with Mahmud for the past 27 years supplying high street retailers. Carol co-founded boohoo.com in 2006 and since inception has worked on marketing, product and brand strategy both domestically and abroad.</p>
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	<p>Director. He drove unprecedented digital growth, establishing JD as a global multi-channel leader, helping the brand enter the FTSE 100 and become one of the UK's top-performing retail stocks.</p> <p>Renowned for his strategic clarity, commercial acumen, and ability to lead high-performing digital teams, Dan has established himself as one of the UK retail sector's most dynamic digital-first CEOs. As Debenhams Group continues to scale its marketplace proposition, he remains focused on innovation, operational excellence, and delivering long-term, sustainable growth that will define the future of retail.</p>		
<p>Phil Ellis - Chief Financial Officer</p> <p>Phil was appointed CFO on 11 March 2025, bringing over 17 years of senior finance experience within the retail industry.</p> <p>For the past seven years, he has held key leadership roles at JD Sports Fashion plc, a FTSE 100 company, serving as Director of Multichannel Commercial Finance, and more recently at Debenhams as Finance Director. In his current role at Debenhams, Phil has been instrumental in managing and developing the finance function, overseeing the finance, trading, customer experience, and business transformation teams.</p> <p>In addition to his CFO responsibilities, Phil serves as CEO and SMF1 of DebenhamsPay+, a credit business authorised and regulated by the Financial Conduct Authority.</p> <p>Phil is a qualified member of the Chartered Institute of Management Accountants (CIMA).</p>	<p>Iain McDonald – Non-Executive Director</p> <p>Iain is Chair of the Remuneration Committee and sits on the Audit and Nomination Committees.</p> <p>Iain is the founder of Belerion Capital, a specialist technology and e-commerce company and was an early investor in a number of technology businesses including Asos, Eagle Eye Solutions, Anatwine and Metapack.</p> <p>Iain is a non-executive director of one of the leading e-commerce businesses in Europe and also AIM-listed software business CentralNic. Prior to founding Belerion Capital, Iain was a partner of the William Currie Group, a technology and e-commerce private family office.</p>	<p>Alistair McGeorge – Non-Executive Director</p> <p>Alistair McGeorge joined the board as an independent non-executive director and Deputy Chairman in March 2023. Alistair is also a member of the Remuneration and Nomination Committees.</p> <p>Alistair is currently the non-executive Chairman of East Imperial plc and The Original Factory Shop, as well as Chair of The Retail Trust, which provides support to retail employees. He has worked within the retail industry over the last 30 years and has been CEO and/or Chairman of multiple retail brands in the UK and internationally. Alistair is a qualified chartered accountant.</p>	<p>Kirsty Britz – Non-Executive Director</p> <p>Kirsty joined the board as an independent non-executive director in September 2021. Kirsty is Chair of the ESG Committee and a member of the Risk and Audit Committees.</p> <p>Kirsty has extensive ESG and sustainability experience across financial services, telecommunications and technology sectors. She is currently serving as the Director of Sustainable Banking at NatWest Group plc and as an independent member of the Professional Standards Committee at HMRC. Prior to joining NatWest Group, she held the role of Director of Citizenship at Barclays. Prior to this Kirsty held various sustainability, brand strategy and marketing roles in retail, telecommunications and advertising sectors.</p>

<p>John Goold – Non-Executive Director</p> <p>John joined the board as an independent non-executive director and Chair of the Audit Committee in April 2023. John is also a member of the Risk, ESG and Remuneration Committees.</p> <p>John is a qualified chartered accountant previously working within corporate finance with Deloitte & Touche, Old Mutual Securities, Arden Partners and Zeus. He is currently CEO for Kelso Group Holdings plc and Oncimmune plc.</p>			
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Corporate Governance Report

The Company has adopted the 2018 Quoted Companies Alliance Corporate Governance Code ('QCA Code'). The board believes that the QCA Code provides the most appropriate framework of governance arrangements for a public listed company of boohoo's size and complexity.

The board acknowledges the importance of the ten QCA Code principles and sets out the group's current approach below.

We recognise that the QCA Code has been updated ('New Code') and shall apply to financial years beginning on or after 1 April 2024. We will therefore report against the New Code for the financial year ending 28 February 2026.

Deliver growth

1. Establish a strategy and business model, which promotes long-term value for shareholders

The group owns five core brands: Debenhams brand, boohoo, boohooMAN, PrettyLittleThing, and Karen Millen. The Debenhams brand additionally owns the labels Miss Pap, Coast, Burton, Dorothy Perkins, Warehouse, Wallis, Oasis and Nasty Gal. The group designs, sources, markets and sells clothing, shoes, accessories, beauty, home and lifestyle products targeted at 16–60-year-old consumers in the UK and internationally, both direct to consumer and via third party brands listed on the Debenhams marketplace. The group has a strong presence in the UK, US, Australia, France and Ireland and sells products to customers in almost every country in the world.

The group sees significant growth opportunities for Debenhams, with its capital-lite, stock lite, cost-lite marketplace model and proprietary technology as a driving force across the group. The group's vision is to be a leading e-commerce fashion market for 16–60-year-olds, which will be driven through the following strategic priorities:

1. CREATING MARKET DIFFERENTIATION

The core of our strategic transformation is the evolution of the Debenhams marketplace.

Leveraging our capital-lite, stock-lite, cost-lite and highly cash generative platform, we aim to

continuously scale product offerings, diversify revenue streams and drive customer engagement.

2. BRAND PARTNER OF CHOICE

Debenhams aims to remain a frictionless, highly attractive choice for partner brands, providing an agile and mutually beneficial marketplace ecosystem.

3. CUSTOMER DESTINATION OF CHOICE

Our strategy prioritises building a marketplace that customers turn to first for product discovery, bolstered by mobile-first, next-generation technology and loyalty-driven insights.

A fuller explanation of how the strategy and business model are executed can be found on page 13

2. Seek to understand and meet shareholder needs and expectations

The board is informed of shareholder views as part of the regular reporting process and matters for discussion and maintains an active dialogue with its shareholders through a planned programme of investor relations. This activity is a keystone of the group's corporate communications programme and is headed by the executive board, supported by an Investor Relations team and the Company Secretary.

The programme includes formal presentations of the group's full year and interim results and meetings between institutional investors, analysts and senior management on a regular basis.

Regular communication with shareholders also takes place through the group's annual and interim results and via the group website www.debenhamsgroup.com, which contains up-to-date information on the group's activities.

The Chair of the Remuneration Committee has actively engaged and consulted with shareholders on major changes to the remuneration policy during the year.

The board recognises that the Annual General Meeting is an important opportunity for communication with both institutional and private shareholders.

There is also a designated email address for shareholder liaison investorrelations@debenhamsgroup.com and all contact details are included on the investor relations website.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The board recognises the importance of maintaining strong relationships with its stakeholders to create sustainable long-term value, and the board encourages active dialogue and transparency with all its stakeholder groups.

The group continues to identify its stakeholders as employees, customers, suppliers, community, shareholders and environment. Given the growth opportunity of the Debenhams marketplace, the group also considers its marketplace partners as key stakeholders.

Through the group's collaboration with charity partners and local communities, it aims to continue to drive positive social change. Furthermore, maintaining active engagement with our suppliers is a strategic focus to ensure we can continue to bring the latest trends to market, with transparency and long-term collaboration.

The board continues to focus on environmental, governance and social initiatives and, for the year ahead, will work with strategic partners:

- Carbon Trust – to turn the group’s environmental ambitions into impact through the development of a robust Net Zero Transition plan;
- Segura – to fully map and enhance management of the supply chain; and
- Pennies – the UK’s leading micro-donation tech charity to drive positive social change.

We continue to work with the Graduate Fashion Foundation, to invest and develop future fashion talent. Debenhams were an official sponsor of the Graduate Fashion Week 2024 as well as sponsoring the prestigious Catwalk to Commercial Award, supporting exciting talent emerging from fashion courses and universities throughout the UK.

Further information on stakeholder engagement can be found on page 80 and our social impact strategy on page 65.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

Whilst the board has overall responsibility for the group’s systems of internal control and risk management and for reviewing the effectiveness of those systems, such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives.

The board confirms that there are procedures for identifying, evaluating and managing significant risks faced by the group, and will review these formally with management before each financial year-end (as well as the ongoing review of risks, which emerge throughout the year).

The board continues to use an internal risk management framework to identify, with relevant management, major business risks facing the group to put in place appropriate policies and procedures to manage those risks. Internal and external risks, which are assessed on a continual basis, may be associated with a variety of internal or external sources, including control breakdowns, disruption in information systems, competition, inadequate financing, poor business performance, natural catastrophe and regulatory requirements. These involve a process of control, self-assessment and reporting that will be established to provide a documented trail of accountability, which will be reported to the board.

Over the past year, the Risk Committee presented its findings to the board as appropriate. The Group CEO reports to the Risk Committee on major changes in the business and external environment, which affect significant risks. In the next year, the board has made the decision to combine the Audit and Risk Committee which aims to remove duplication and promote effective and efficient decision-making.

The Group CEO is responsible for identifying ESG risks and opportunities. The Group CEO reports to the ESG Committee chaired by Kirsty Britz, independent non-executive director. The primary purpose of the ESG Committee is to independently review, on behalf of the Board, the actions of Executive Management.

Further details of the governance structure are set out at principle 9 on page 85.

Maintain a dynamic management framework

5. Maintain the board as a well-functioning, balanced team led by the Chair

The board currently comprises of four executive directors and five non-executive directors. This year, the Board implemented a series of leadership changes, including the appointment of a new Independent Chair, Executive Vice Chair, Group CEO, and Group CFO to strengthen governance and drive strategic transformation. The board is collectively responsible for ensuring long term sustainable value for all shareholders, a robust governance structure and effective controls.

Guidelines are in place concerning the content, presentation and timely delivery of papers by management to directors for each board meeting so that the directors have enough information to be properly briefed. Where issues arise at board meetings, the Chairman ensures that all directors are properly briefed and, when necessary, appropriate further enquiries are made.

Attendance at board and committee meetings

The table below shows the attendance of individual directors at board meetings and committee meetings of which they are members during the year.

	Board		Audit Committee		Risk Committee		Remuneration Committee		Nomination Committee		ESG Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended
Dan Finley	3	3	-	-	-	1	-	-	-	-	-	1
Mahmud Kamani	7	7	-	-	-	-	-	-	-	-	-	-
Carol Kane	7	7	-	-	-	-	-	-	-	-	4	3
John Lyttle (resigned 1 November 24)	4	4	-	-	-	3	-	4	-	1	-	2
Stephen Morana (resigned 11 March 25)	7	7	3	3	-	3	-	4	-	1	-	4
Iain McDonald	7	7	3	3	-	-	6	6	1	1	-	1
Tim Morris	7	6	-	-	4	4	6	5	1	1	4	4
Kirsty Britz	7	7	3	3	4	4	-	5	-	1	4	4
Alistair McGeorge	7	7	-	-	-	-	6	6	1	1	-	-
John Goold	7	7	3	3	4	4	6	5	-	-	4	4

All directors have access to the advice and services of the Chief Financial Officer, Group General Counsel, and Group Company Secretary, who are responsible for ensuring that the board procedures are followed, and that applicable rules and regulations are complied with. In addition, procedures are in place to enable the directors to obtain independent professional advice in the furtherance of their duties, if necessary, at the group's expense.

6. Ensure that between them, the directors have the necessary up-to-date experience, skills and capabilities

The directors' biographies appear on page 83.

The board has a blend of different experience and backgrounds. Each of Tim Morris, Alistair McGeorge, Iain McDonald, Kirsty Britz and John Goold were, prior to appointment, considered to be 'independent' non-executive directors under the criteria identified in the QCA Code.

The board has access to independent advice from the group's Nominated Adviser (Zeus Capital), joint broker (Panmure Liberum), and Ashurst LLP (from a legal perspective). The group's auditor is PKF Littlejohn LLP. During the year, the Remuneration Committee took advice from PwC as to the remuneration policy and structure.

The board is kept informed on an ongoing basis by the Company Secretary about their duties and any update in relation to legal and governance requirements for the group. Training is provided to the board each year regarding their duties.

The Nomination Committee has determined that the board have the necessary skills and experience required to promote long term sustainable value for all shareholders.

The New Code recommends that all directors stand for re-election annually. The board has carefully considered this recommendation in the context of the group's current circumstances and has concluded that for FY25, only those directors who reach the end of their three-year term will stand for re-election in accordance with the Company's Articles of Association.

The board believes that maintaining stability and continuity is critical at this stage, particularly given the significant changes made to board composition during FY25. This approach supports effective oversight and the delivery of our strategic objectives and group's Turnaround Strategy.

Directors not standing for re-election in 2025, Carol Kane, Iain McDonald and Kirsty Britz, were all re-elected by shareholders at the 2024 AGM with an overwhelming majority.

The board remains committed to keeping this approach under regular review in line with the New Code, once the current period of transition has stabilised.

7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The Group Company Secretary led the most recent evaluation of the board in February 2024 which was structured around seven key areas. The evaluation confirmed that the board continued to operate effectively.

Given the transformation of the board over the past year, the Chair has elected to delay the completion of a board evaluation until 2026. This approach allows time for recent changes to be fully embedded, ensuring that the evaluation process is both meaningful and reflective of the board's evolving composition and dynamics. The board considers this delay necessary to uphold the integrity and effectiveness of the review.

The board's succession plan is the role and responsibility of the Nomination Committee, to ensure that the board is comprised of appropriately skilled and capable individuals.

The Nomination Committee Chair will identify gaps in the skill set required to oversee the board's development and will seek to recruit suitably qualified individuals with support from the Chief People Officer.

8. Promote a corporate culture that is based on ethical values and behaviours

The group is committed to creating a culture of sharing, learning new skills and enabling colleagues to bring their authentic self to work. Our people strategy is based on six pillars:

- listening and engaging with our colleagues
- improving ways of working
- a great place to work
- your career
- recognising and rewarding achievements
- operating at our best

The group endeavours to foster a workplace where people feel empowered to develop and reach their full potential. The group strives to achieve this by training, tailored learning packages that align with the involving needs of the group and a series of short learning courses such as Instalearns, Podbooks and TD

TV. Mandatory training on ethical values is required to be completed by each new starter during their probation period.

A focus for the past year, to nurture new talent and ensure they are aligned with the group's expectations, has been giving our new employees the tools to thrive. The group has therefore revised its induction process, created clear brand books and new starter check-ins.

The group's ethos is to constantly evolve ways of working – we want employees to have an opportunity to share their ideas and have their voice heard.

The group's Chief Executive has developed several initiatives to engage employees, including regular team talks, weekly email updates and awards to recognise employees who go above and beyond. Further information can be found on page 21 of this report.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

The board has a formal schedule of matters reserved to it for decision, including approval of strategic plans and the annual operating plan, significant investments and capital projects, treasury and risk management policies. All directors take decisions objectively in the interests of the group. Further details of the roles and responsibilities of the directors are set out at principle 6.

This year, a comprehensive review of governance policies, frameworks, and oversight mechanisms ensured our structure aligns with the demands of our evolving strategy. Maintaining accountability and operational standards remain a priority for the board.

During the year, the board appointed an Independent Chairman, Chief Executive and Chief Financial Officer, all with significant retail experience.

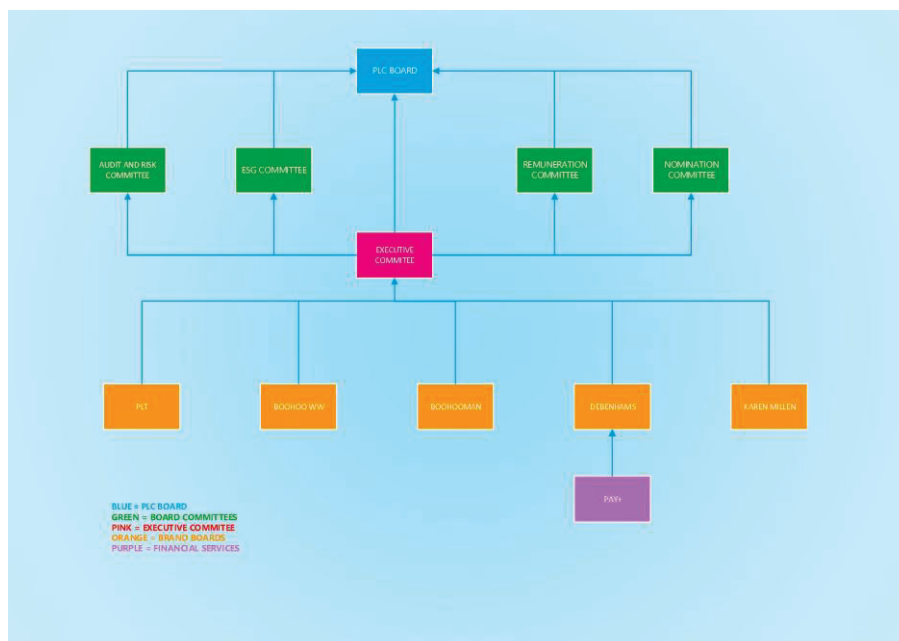
The structure enables the directors to use their extensive commercial experience in developing the wider group and its strategy to drive value for all shareholders.

In summary, this structure enables the retention of key skill sets within the group while facilitating the enhancement of the executive and non-executive director base and the continuing development of the board and committee membership otherwise in line with the QCA Code's key principles.

Governance framework

The board's governance framework is designed to provide sufficient oversight of key strategic matters, risks and opportunities.

During the year, the group made several changes to strengthen its governance framework, with a focus on enhancing strategic oversight, streamlining decision-making, and improving accountability. The board refined its meeting structure to support more effective engagement on key matters, while committee responsibilities were rebalanced to better align with the group's priorities and risk profile. A new executive governance layer was introduced to drive delivery of the group's strategy and improve operational coordination, supported by clearer delegation of authority and enhanced accountability at brand level.



The terms of reference for each committee are published on the group's website or are available on request from the Company Secretary. The roles and responsibilities of each committee are detailed below.

Audit and Risk Committee

John Goold is the Chair of the Audit and Risk Committee, which has primary responsibility for monitoring the quality of internal controls, ensuring that the financial performance of the group is properly measured and reported on, reviewing reports from the group's auditor relating to the group's accounting and internal controls, management's recommendations on risk management, particularly in relation to the structure and implementation of the risk strategy, system of governance, risk management framework, the quality and effectiveness of the related internal controls and reporting processes, risk appetite limits and exposures, and the overall risk profile of the business, in all cases having due regard to the interests of shareholders. Iain McDonald and Kirsty Britz are the other members of the Audit and Risk Committee.

During the past year, the Audit Committee met three times during the year and twice after the year-end. The Audit and Risk Committee, going forwards, will meet at least three times a year.

The Audit and Risk Committee Chair maintains dialogue with the auditor outside of the scheduled meetings and meets with the auditor without the presence of executive directors and members of the finance team.

The group's internal audit function is overseen by and reports independently to the Audit Committee.

The Audit and Risk Committee reports to the board on the effectiveness, value and independence of the auditor on an annual basis. The board is satisfied with the independence and objectivity of PKF Littlejohn LLP.

Nomination Committee

Tim Morris is the Chair of the Nomination Committee, which identifies and nominates, for the approval of the board, candidates to fill board vacancies as and when they arise. The Committee also considers matters of succession planning. The Nomination Committee meets at least once a year and otherwise as required. Alistair McGeorge and Iain McDonald are the other members of the Nomination Committee.

Remuneration Committee

The Chair of the Remuneration Committee is Iain McDonald. This Committee reviews the performance of the executive directors and determines their terms and conditions of service, including their remuneration and the grant of share awards, having due regard to the interests of shareholders. The Remuneration Committee meets at least twice a year. Alistair McGeorge and John Goold are the other members of the Remuneration Committee.

The responsibilities and activities of the Remuneration Committee are set out in more detail in the Directors' Remuneration Report on page 97.

ESG Committee

The Chair of the ESG Committee is Kirsty Britz. The ESG Committee advises the board on the effectiveness of the company's ESG strategy and management of ESG risks and opportunities. The ESG Committee meets at least four times a year. Tim Morris, John Goold and Carol Kane are the other members of the ESG Committee.

The company's ESG Report can be found on page 65.

Build trust

10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The AGM is an important opportunity for communication with both institutional and private shareholders and involves a short statement on the company's latest trading position. Shareholders may ask questions of the full board, including the Chairs of the Audit and Risk, Remuneration, Nomination and ESG Committees.

The result of the proxy votes submitted by shareholders in respect of each resolution will be available on the company's website or on request to the Company Secretary.

As outlined at principle 2, the company maintains a dialogue with its shareholders through a planned programme of investor relations.

The group has also extensively consulted with all shareholders in relation to the General Meetings of the Company on 21 December 2024, 20 January 2025 and 28 March 2025

DIRECTORS' REPORT

The directors present their Directors' Report and annual report and financial statements for the year ended 28 February 2025.

Registered office

The registered office is 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG.

Principal activities

The principal activity of the company is that of a holding company. The principal activity of its subsidiary undertakings is that of online clothing retailers and online marketplaces. Additionally, the group also undertakes consumer credit and payment services activities through a subsidiary authorised and regulated by the Financial Conduct Authority.

Business review

The directors are required by Company Law to set out a fair review of the business, its position at the year-end and a description of the principal risks and uncertainties facing the group and to prepare the financial statements in accordance with applicable law and UK-adopted International Accounting Standards ('UK-adopted IAS'). The review of the business on page 28 provides this review and financial position, and these are incorporated by cross-reference and form part of this report. The Corporate Governance Report on page 85 should be read as forming part of the Directors' Report.

Results and dividends

Group loss after tax for the year to 28 February 2025 was £258.8 million (2024: £149.5 million loss). The audited financial statements for the year for the group can be found on [page 109](#).

The directors do not recommend the payment of a dividend (2024: no dividend) so that cash is retained in the group for capital expenditure projects that are required for the rapid growth and efficiency improvements of the business and for suitable business acquisitions and capital expenditure.

Directors and Company Secretary

The biographies of the directors currently holding office are set out on page 83. The Company Secretary is Emma Woollard.

The interests of the directors in the shares of the company and their share options and awards are detailed in the Remuneration Report on page 97.

The group maintains directors' and officers' liability insurance, which gives appropriate cover for any legal action brought against the directors. The group has also provided an indemnity for its directors, which is a qualifying third-party indemnity provision and was in place during the year and up to the date of approval of the financial statements.

Share capital and restrictions on sale of shares

The authorised and issued share capital of the group and details of shares issued during the year are shown in note 25. The issued share capital as at 28 February 2025 was 1,397,295,661 shares of 1p.

Powers related to the issue and buy-back of the company's shares are included in the company's articles of association and such authorities are renewed annually by shareholders at the Annual General Meeting.

Employee Benefit Trust

The Employee Benefit Trust (EBT) is an independent trust established by the company to support employee share incentive arrangements. The trust is administered by Ocorian, an independent professional trustee. The EBT acquires and holds shares for the benefit of employees, facilitating the

distribution of share-based awards in line with the company's incentive plans. As of 28 February 2025, the trust held 49,931,395 million shares. The trustees may exercise voting rights on shares held in the trust at their discretion or in accordance with the instructions of the beneficiaries.

Substantial shareholders

Shareholders holding more than 3% of the company's shares as at 30 June 2025:

Shareholder	Number of ordinary shares held	Percentage held
Frasers Group Plc	415,000,000	29.70%
Mahmud Kamani*	174,499,110	12.49%
Camelot Capital Partners LLC	112,873,923	8.08%
Schroder Investment Management	71,016,677	5.08%
Rabia Kamani*	53,934,948	3.86%
Umar Kamani*	50,001,271	3.58%
Debenhams Group EBT	49,018,099	3.51%

Shareholders marked as * are members of the concert party.

Assessment of prospects and viability

The group's business activities together with the factors that are likely to affect the future development, performance, position and risks of the group are set out in the review of the business on page 28. The directors considered the prospects of the group through an analysis of the markets for the group's marketplace and product offering online in the UK and overseas and concluded that potential growth rates of the group's marketplace offering remain strong and the product offering can be developed under the new strategy to become more profitable. The marketplace-led business model is capital and stock lite, expanding into this market reduces dependencies in areas such as product sourcing. For the groups product offering there is a diverse supply chain with no key dependencies, enabling sourcing to be dynamic. Major expense categories relate to carriage and marketing services, which are diversified amongst suppliers. The business model affords a great deal of flexibility in responding to demand and economic changes which reduces risk including: the marketplace offering underpinned by the proprietary technology; the low buy quantities and focus on fast stock turn to reduce inventory risk; a large customer base across many countries reduces specific economic and fashion dependencies; retail customers pay at the time of order with a small risk of default; and the marketing expenditure is very controllable over a short time period.

The group operates a regular budgeting, forecasting and long-range planning cycle, which is integrated with strategic plans and objectives. This planning cycle, in which the board is substantively involved,

ensures, as far as is possible, that the profitability, cash flow and capital requirements of the business are sufficient to ensure its ongoing viability. Annual budgets, against which performance is compared, are prepared in advance of the next financial year. A cadence of weekly, monthly and quarterly forecasts is operated to monitor, control and report on performance in the current financial year. These forecasts form the basis upon which the board satisfies its requirements to update stakeholders with relevant financial performance and prospects. Twice a year, five-year financial plans are prepared to assess the medium and longer-term prospects of the group and its finance requirements, based on its strategic plans.

The directors have reviewed the group's profitability in the five-year plans, the annual budgets and medium-term forecasts, including assumptions concerning capital expenditure and expenditure commitments and their impact on cash flow. The directors consider that a five-year plan is the appropriate period to project financial plans with a reasonable level of certainty in line with their current strategic objectives.

Sensitivity analysis has been performed on the five-year plan, the results of this test showed that the facilities and cash generation were sufficient for the group to continue trading with a comfortable margin of error.

The Group announced the completion of a new 3-year facility providing access to funding of up to £175 million in August 2025. The new facility, which extends maturity to August 2028, replaces the Group's previous £125 million revolving credit facility due to mature in October 2026. The new facility, executed by the new management team more than 12 months ahead of the original maturity date, provides significantly enhanced financial flexibility, enabling the Group to deliver its new multi-year turnaround strategy. This facility provides the directors with further comfort.

Based on their assessment of prospects and viability, the directors confirm that they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities as they fall due in the five-year period ending 28 February 2030.

Going concern

Having considered the prospects and viability as detailed above, the directors considered it appropriate to prepare the financial statements on the going concern basis, as explained in the basis of preparation in note 1 to the financial statements.

Financial risk management

Financial risk management is detailed in note 29 to the financial statements.

Health and safety

The group is committed to providing a safe place of work for employees. Group policies are reviewed on a regular basis to ensure that policies regarding training, risk assessment, safe working and accident management are appropriate. There are designated officers responsible for health and safety and issues are reported at each board and executive meeting.

Greenhouse gas emissions

The group recognises that its global operations have an environmental impact and is committed to understanding, managing, and reducing such impacts. It continues to align emissions reduction goals with science-based methodologies, supporting the objective of limiting global warming to 1.5°C above pre-industrial levels in line with the Paris Agreement.

Although the group is registered in Jersey and is not legally required to follow The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, it voluntarily complies with these UK requirements to promote transparency and meet stakeholder expectations. The group also considers international climate disclosure frameworks, including the Task Force on Climate-

related Financial Disclosures (TCFD) and the International Sustainability Standards Board (ISSB) IFRS S2 Climate-related Disclosures Standard.

Energy and carbon reporting has been enhanced to provide clear and consistent communication of the group's environmental performance. The disclosures, including data on Scope 1, 2 and 3 emissions, are set out on page 49 and are incorporated into this report by cross-reference.

Statement on disclosure of information to auditor

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor are unaware and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor are aware of that information.

Independent auditor

The auditor, PKF Littlejohn LLP, have indicated their willingness to continue in office and a resolution that they be reappointed will be proposed at the Annual General Meeting.

Annual General Meeting

Further details of the format and date of the Annual General Meeting will be communicated to shareholders in due course and in the usual way and the notice of the meeting will be available to view on the group's website www.debenhamsgroup.com at least 21 days before the meeting.

On behalf of the board

Dan Finley

26 August 2025



Phil Ellis



DIRECTORS' REMUNERATION REPORT

Annual statement by the Chair of the Remuneration Committee

Dear Shareholders,

I am pleased to present the report of the Remuneration Committee (the Committee) on behalf of the directors. This Directors' Remuneration Report will be put to an advisory shareholder vote at the forthcoming Annual General Meeting.

Remuneration philosophy

Our approach to remuneration is governed by the Directors Remuneration Policy. The primary objectives of the Policy continue to be to attract and retain the highest calibre directors and to design remuneration which promotes the long-term success of the group. To put these objectives into effect, the group provides the opportunity for executives to receive short-term and long-term variable pay, dependent upon appropriate performance conditions, ensuring a clear link is established between shareholder value creation and the pay of directors.

Review of Directors' Remuneration Policy

Our approach to remuneration is governed by our directors' remuneration policy. The primary objectives of the policy continue to be to attract and retain the highest calibre directors and to design remuneration, which promotes the long-term success of the group. In order to put these objectives into effect, we provide the opportunity for executives to receive short-term and long-term variable pay, dependent upon appropriate performance conditions, ensuring a clear link is established between shareholder value creation and the pay of our directors.

Each year, the Committee reviews overall levels of pay and the operation of the incentive arrangements for executive directors to ensure they remain appropriate in light of the current business strategy and the interests of shareholders. At last year's AGM, we made the decision to withdraw our proposals regarding the directors' remuneration policy, recognising the need for further consultation and refinement. Following the subsequent appointment of our current CEO and CFO, the Remuneration Committee is currently undertaking a comprehensive review of our existing remuneration arrangements to ensure they are fit for purpose and closely aligned with the group's multi-year turnaround strategy on page 13. We will keep shareholders informed and updated about the outcome of the policy review in due course and any revised proposals relating to this.

Performance and reward for the year ended 28 February 2025

Dan Finley received a bonus of £400,000 in relation to his performance since appointment to Group CEO. No bonus scheme was operated for FY25 for the remaining Group Executive Directors.

A one-off share award was paid to Stephen Morana during the year which formed part of the terms and conditions of his appointment as Group CFO on 19 February 2024. On 11 March 2025, it was announced that Stephen would step down from his role as Group CFO with immediate effect. Stephen was granted a share award with a value of £468,000 as part of his exit arrangements, conditional upon the successful completion of the FY25 year-end audit, and supporting the transition of his role to the new CFO. Details of these awards can be found on page 104.

The 2022 LTIP awards were based primarily on financial targets (including Relative Total Shareholder Return, Adjusted Earnings per Share and Compounded Annual Revenue Growth), with 20% being based on three key performance indicators from our broader ESG agenda. The Remuneration Committee determined that none of the performance targets had been achieved, and therefore these awards lapsed in full.

Board changes

Chief Executive Officer

As announced via RNS, Dan Finley succeeded John Lyttle as Chief Executive Officer on 1 November 2024 when John Lyttle stepped down from the Board. Dan was subsequently appointed as a statutory director of the Group on 23 December 2024.

In setting Dan's remuneration, the Committee considered market data in respect of AIM and Main List companies and other global retailers, the former CEO's remuneration package, the remuneration policy, the wealth of Dan's experience and track record in the sector and the pay and conditions of the wider workforce. Dan's salary was set at £650,000 and his pension contribution is 5% of salary, in line with that of the wider workforce.

As part of Dan's appointment, it was determined that he would receive awards to compensate for awards forfeited as a consequence of taking on the Group role and lapsed upon appointment to the Board. This amounted to a conditional share award, made on 3 February 2025, with a value of £1,100,000 which vested and became exercisable immediately, a discretionary share award with a value of £290,000, which vests in three equal annual tranches from 28 June 2025 to 28 June 2027 and a cash award of £1,100,00. In addition, a separate award has partially vested pursuant to the rules of a long-term incentive plan established within the Debenhams subsidiary with a value of £1,700,000, which will be settled in shares. This award forms part of Dan's legacy remuneration arrangements within the Debenhams division prior to his appointment to the Board and Group CEO. While these were paid on the delivery of stretching targets relating to Debenhams during FY25, the Committee is currently discussing the appropriate structure to incentivise Dan and the executive team going forward.

Chief Financial Officer

As announced on RNS, Stephen Morana stepped down from the Board shortly after year end, on 11 March 2025 and was replaced by Phil Ellis as Chief Financial Officer, effective on the same date.

Phil's salary was set at £300,000 on appointment, with an entitlement to 5% pension contributions and benefits in line with the other Executive Directors. The CFO is also currently a participant in the Debenhams long term incentive plan noted above and any payments relating to this legacy remuneration arrangement will be disclosed in due course as and when paid.

Conclusion

The Committee is committed to keeping the remuneration policy under review as the business transforms and will in turn keep shareholders updated of these changes as appropriate. Should you have any queries or comments on this report, or more generally in relation to remuneration, then please do not hesitate to contact me via the Company Secretary. I hope that you find the information in this report helpful and informative, and I look forward to your continued support at the Company's 2025 Annual General Meeting.

Iain McDonald

Chair of the Remuneration Committee

ANNUAL REPORT ON REMUNERATION

This section of the Remuneration Report contains details as to how the group's remuneration policy was implemented during the year ended 28 February 2025.

Disclosure of directors' single-figure total remuneration for the year – audited information

The total single-figure remuneration of the directors during the year ended 28 February 2025 is set out below:

Base salary and fees	Fixed remuneration				Variable remuneration		Total
	Benefits	Pension equivalent	Other ⁽¹⁾	Termination ⁽⁴⁾	Annual bonus ⁽²⁾	LTIP	
£	£	£	£		£	£	£

Executive directors									
Mahmud Kamani	2025	381,064	1,395	-	-	-	-	-	382,459
	2024	494,909	8,064	-	-	-	-	-	502,973
Carol Kane	2025	508,913	3,128	25,446	-	-	-	-	537,487
	2024	494,909	4,250	24,745	-	-	-	-	523,904
Dan Finley ⁽³⁾	2025	216,667	893	10,833	3,900,000	-	400,000	-	4,528,393
	2024	-	-	-	-	-	-	-	-
John Lyttle ⁽³⁾	2025	664,104	3,261	33,317	-	669,736	-	-	1,370,418
	2024	676,329	3,029	33,817	-	-	-	-	713,175
Stephen Morana	2025	468,000	2,749	24,210	1,483,000	-	-	-	1,977,959
	2024	16,200	43	810	-	-	-	-	17,053
Executive directors	2025	2,238,748	11,426	93,806	5,383,000	669,736	400,000	-	8,796,716
	2024	1,682,347	15,386	59,372	-	-	-	-	1,757,105
Non-executive directors									
Kirsty Britz	2025	71,750	-	-	10,000	-	-	-	81,750
	2024	70,000	-	-	10,000	-	-	-	80,000
Iain McDonald	2025	82,000	-	-	20,000	-	-	-	102,000
	2024	79,167	-	-	20,000	-	-	-	99,167
Tim Morris	2025	98,900	-	-	20,000	-	-	-	118,900
	2024	78,333	-	-	10,000	-	-	-	88,333
Alistair McGeorge	2025	123,000	-	-	20,000	-	-	-	143,000
	2024	110,462	-	-	20,000	-	-	-	130,462
John Goold	2025	71,750	-	-	10,000	-	-	-	81,750
	2024	58,872	-	-	10,000	-	-	-	68,872
Non-executive directors	2025	447,400	-	-	80,000	-	-	-	527,400
	2024	396,834	-	-	70,000	-	-	-	466,834
Total	2025	2,686,148	11,426	93,806	5,463,000	669,736	400,000	-	9,324,116
	2024	2,079,181	15,386	59,372	70,000	-	-	-	2,223,939

⁽¹⁾ For Dan Finley, this relates to:

A one-off cash award (£1,100,000) and a one-off share award (£1,100,000) as compensation for awards forfeited upon being appointed as Group CEO.

A separate award pursuant to the rules of a long term incentive plan established within the Debenhams subsidiary with a value of £1,700,000 (settled in shares) in respect of the year, which form part of legacy arrangements from his role within Debenhams prior to his appointment to the Board. For Stephen Morana, this relates to a one-off share award (£1,015,000) which formed part of the terms and conditions of his appointment as Group CFO and a share award (valued at £468,000) as part of his exit arrangements and supporting the transition of his role to the new CFO.

⁽²⁾ For 2024, the bonus amounts for Mahmud Kamani, Carol Kane and John Lyttle were determined to be £1,000,000 as disclosed in last year's Directors' Remuneration Report. However, following publication, it was determined that bonuses would not be paid to these individuals. As such, the figures for 2024 have been updated to reflect this above.

⁽³⁾ John Lyttle stepped down from the Board on 1 November 2024, at which point Dan Finley was appointed to take his place as CEO.

(4) John Lyttle received payment of his contractual entitlement to salary and benefits in lieu of his 12 month notice period to 1 November 2025. This amounts to £669,736.

Figures in the single total figure remuneration include the following for the financial year:

Base salary and fees: The amount of salary or non-executive directors' fees.

Benefits: The value of private medical insurance, income protection, life assurance, company car and fuel costs based on the taxable value and driver services.

Pension / Pension equivalent: Where an executive has elected to forego company pension contributions due to pension cap restrictions, an amount of up to 5% is paid as a supplementary element, being the company cost-neutral equivalent of the pension cost and employer's NI foregone.

Other: any buyout or compensation awards granted to Executive Directors who were appointed in the financial period, and the value of free shares issued to non-executive directors in the financial period as part of their fees.

Termination : Any termination payments to Executive Directors who left the business in the financial period.

Annual bonus: The amount of performance-related bonus receivable. Further details of the performance outcome can be found below

FY25 Annual Bonus

Dan Finley received a bonus of £400,000 in relation to his performance since appointment to Group CEO. The bonus was determined to reflect Dan's successful transition to Group CEO during the year, and his instrumental role in the execution of the strategic review culminating in the transition to Debenhams Group in March 2025. No bonus scheme was operated for FY25 for the remaining Group Executive Directors.

Long-term share incentives

The executive directors hold options under the LTIP subject to the achievement of performance conditions as follows:

Name	Option scheme	No. of ordinary shares under option	Exercise price (p)	Date of grant	Exercise period
Mahmud Kamani	2022 LTIP	1,738,230	1p	01/07/2022	01/07/2025 - 01/07/2032
Carol Kane	2022 LTIP	1,738,230	1p	01/07/2022	01/07/2025 - 01/07/2032
John Lyttle	2022 LTIP	2,375,568	1p	01/07/2022	01/07/2025 - 01/07/2032

2022 LTIP awards

The Remuneration Committee determined that none of the performance targets for the awards granted on 1 July 2022 had been achieved, and therefore the 2022 LTIP awards lapsed in full. The performance period for these awards was 1 March 2022 to 28 February 2025. No discretion was exercised in determining this outcome.

Additional one-off awards granted during FY25 to Executive Directors

The table below details the one-off awards granted to Dan Finley and Stephen Morana. As announced on 3 February 2025, Dan was granted a one-off award (paid partly in cash and partly in shares) arising from the buy-out of his legacy arrangements relating to his role as CEO of Debenhams prior to his appointment to the Board. This amounted to a £1,100,000 cash payment, a conditional share award with a value of £1,100,000 and a discretionary share award with a value of £290,000. Stephen Morana's one-off share award forms part of the terms and conditions of his appointment as Group CFO on 19 February 2024.

Dan's award vested and became exercisable immediately. Stephen's award was conditional upon continued employment 12 months after his appointment as Chief Financial Officer on 19 February 2024, and so vested and became exercisable on 19 February 2025.

Executive Director	Type of award	Face value of award £ ⁽¹⁾	No. of share options granted	Vesting date
Dan Finley	Conditional award	£1,100,000	3,793,104	03/02/2025
Dan Finley	Discretionary share award	£290,000	1,000,000	28/06/2025 28/06/2026 28/06/2027 ⁽²⁾
Stephen Morana	Conditional award	£1,015,000	3,500,000	19/02/2025

⁽¹⁾ The face value of the awards granted has been calculated using the closing share price prior to grant on 31 January 2025, which was 29p.

⁽²⁾ The discretionary share awards vest in 3 tranches on the dates listed in the table above.

Separately to the awards set out above, Stephen Morana also received a share award valued at £468,000 as part of his exit arrangements, conditional on the successful completion of the FY25 year-end audit and supporting the transition of his role to the new CFO.

Legacy Remuneration arrangements - Debenham's Share Plan

In addition to the awards outlined above, Dan also received a separate award pursuant to the rules of a long term incentive plan ("Debenham's Share Plan") established within the Debenhams subsidiary and in place as part of his legacy Debenhams CEO incentive package.

This award was subject to performance against a number of GMV and adjusted EBITDA hurdles across a five-year period, as follows:

Measure	GMV Hurdle 1	GMV Hurdle 2	GMV Hurdle 3	GMV Hurdle 4
GMV ¹	£650m	£800m	£1bn	£1.2bn
Value of share award	£1.7m	£1.95m	£2.3m	£2.8m
Measure	EBITDA Hurdle 1	EBITDA Hurdle 2	EBITDA Hurdle 3	EBITDA Hurdle 4
Adjusted EBITDA ²	£35m	£50m	£70m	£90m
Value of share award	£1.7m	£1.95m	£2.3m	£2.8m

¹ **GMV** means gross sales pre returns including VAT, including carriage and all partner incomes.

² **Adjusted EBITDA** means Debenham's consolidated profit before tax, interest, depreciation, amortisation, share-based payment charges, and exceptional items calculated on the same basis and applying the same principles as in the audited financial statements of the Company from time to time.

As a result of Debenhams meeting the GMV Hurdle 1, Dan Finley received an award of £1,700,000 (to be settled in shares following the publication of this report).

All-employee Share Incentive Plan ("SIP")

The HMRC-approved all-employee Share Incentive Plan purchases shares and holds them in trust for the benefit of employees who remain with the group for three years. There are no performance criteria for the SIP shares. The directors hold the following options over shares under this scheme:

Name	No. of ordinary shares held in trust	Purchase price (pence)	Date of grant	Maturity date
John Lyttle	884	226.12	23/08/2019	23/08/2022
John Lyttle	974	369.55	19/02/2021	19/02/2024
John Lyttle	3,136	114.78	13/01/2022	13/01/2025

Save As You Earn share scheme ("SAYE")

The HMRC-approved all-employee Save as You Earn scheme allows employees to purchase shares at a discount of up to 20% of market price at the date of grant on the future option date. There are no performance criteria for the SAYE shares. The directors hold the following options over shares under this scheme:

Name	Estimated shares to be purchased at option date	Option price (pence)	Date of grant	Option date
John Lyttle	45,815	30.00	07/11/2022	01/12/2025
Dan Finley	60,000	30.00	07/11/2022	01/12/2025

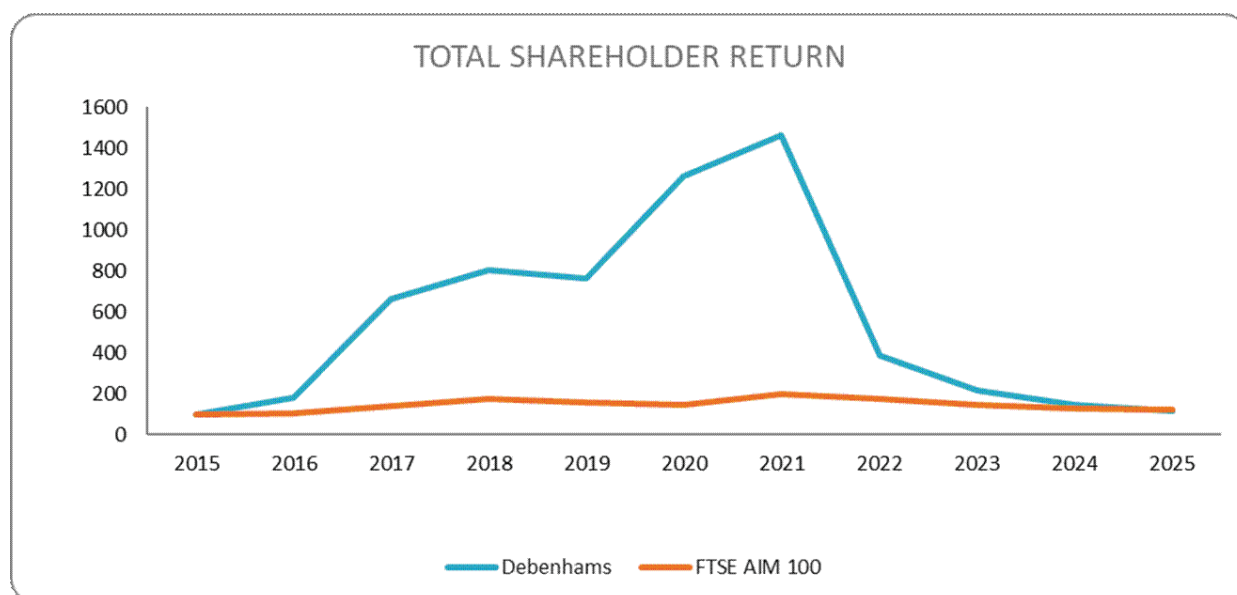
Payments for loss of office

Former Chief Executive Officer John Lyttle stepped down from the Board and his role as Chief Executive Officer on 1 November 2024.

John has received payment of his contractual entitlement to salary and benefits in lieu of his 12 month notice period to 1 November 2025. This amounts to £669,736, of which £220,187 relates to this financial period ending 28 February 2025.

Performance graph and table

The graph below illustrates the group's Total Shareholder Return since March 2015 relative to the FTSE AIM 100 index.



The table below sets out the total remuneration of the CEO over the period since 2015, as disclosed in the Single Figure table in each year's Directors' Remuneration Report. Mahmud Kamani and Carol Kane served as Joint CEOs until John Lyttle's appointment in March 2019. John Lyttle resigned part way through the 2024 financial year, at which point Dan Finley replaced him as CEO.

	2015		2016		2017		2018		2019		2020	2021	2022	2023	2024	2025	
	Mahmu d Kamani	Carol Kane	Mahmu d Kamani	Carol Kane	Mahmu d Kamani	Carol Kane	Mahmu d Kamani	Carol Kane	Mahmu d Kamani	Carol Kane	John Lyttle	John Lyttle	John Lyttle	John Lyttle	John Lyttl e	John Lyttl e	Dan Finley
Total Single Figure (£000)	217	235	379	390	396	410	893	914	1,062	1,072	2,702	1,578	1,389	1,348	713	701	4,528
Annual bonus payment (% of maximum)	0%	0%	90%	90%	100%	100%	100%	100%	100%	100%	100%	100%	75%	50%	0%	0%	n/a
LTIP vesting level (% of maximum) <small>(1)</small>	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

⁽¹⁾ During their tenure as Joint CEOs, Mahmud Kamani and Carol Kane did not participate in long-term incentive arrangements. For John Lyttle, there were no long-term incentives which vested in respect of FY2020, FY2021 or FY2022. This excludes the shares he received as compensation for the loss of short and long-term incentives, which lapsed on leaving his previous employer, as disclosed in the 2020 Directors' Remuneration Report. The amount disclosed for John Lyttle in FY2025 above excludes the PILON payment of £669,736 as set out above.

Chief Executive's remuneration compared to all other employees of the group

Percentage change of Chief Executive's base salary in the year compared to that of all employees:

Percentage increase in Chief Executive's annualised base salary ⁽¹⁾	n/a
Average percentage increase in all employees' base salaries	9.2%

⁽¹⁾ Dan Finley was appointed as Chief Executive Officer during the financial year and did not receive a salary increase in this role during the year.

The Chief Executive's total single figure remuneration ratio to the equivalent pay for the lower quartile, median and upper quartile UK employees, calculated using option A of the Companies (Miscellaneous Reporting) Requirements 2018 is as follows:

Year	25 th percentile ratio	50 th percentile ratio	75 th percentile ratio
2025	201:1	180:1	67:1
2024	71:1	63:1	48:1
2023	59:1	52:1	37:1
2022	63:1	53:1	39:1
2021	76:1	65:1	49:1
2020	151:1	130:1	95:1

Option A was chosen as it represents the most accurate means of identifying the relevant employees at each percentile level.

The workforce comparison is based on data for the years ended 28th / 29th February. The median is considered to be representative of the wider pay and reward of the UK workforce. The group believes that the median pay ratio accurately reflects the comparison between the CEO's remuneration and the pay for UK employees and is consistent with wider pay, reward and progression policies affecting UK employees.

There is an obvious differential between the pay for the CEO and for the wider employee base, with the CEO's remuneration reflecting market norms for leaders of listed companies and the responsibility for delivery on the strategy of the business. For all employees, we strive to offer a competitive pay and benefits package relevant to the roles performed. This includes participation in the SAYE share scheme (offered to all eligible employees) and, at more senior levels, participation in additional bonus and long-term incentive schemes.

Pay data (£000s)	2025		2024		2023		2022		2021	
	Base salary	Total pay and benefits	Base salary	Total pay and benefits	Base Salary	Total pay and benefits	Base salary	Total pay and benefits	Base salary	Total pay and benefits
Chief Executive remuneration ⁽¹⁾	880	5,229	678	1,013	651	1,352	637	1,389	615	1,578
UK employees 25 th percentile	24	26	22	24	22	23	20	22	19	21
UK employees 50 th percentile	26	29	24	27	25	26	23	26	21	24
UK employees 75 th percentile	36	38	33	36	33	36	32	36	29	32

⁽¹⁾ As required by the regulations, the CEO single figure used to determine the 2025 CEO pay ratios is based on the sum of the total single figures of remuneration for John Lyttle and Dan Finley.

Directors' interests in shares

The table below sets out the beneficial and non-beneficial interests in the number of ordinary shares as at the year end.

Name	Beneficially owned at 29	Free share award under NED	Shares acquired	Shares disposed	Beneficially owned at 28 February 2025	As a % of share capital	Outstanding share options	Shares held under SIP	SAYE options granted	Total interests in shares at 28 February 2025
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	February remuneration 2024	policy	during the year	of during the year						
Mahmud Kamani	157,979,880	–	16,519,230	-	174,499,110	12.5%	2,124,856	–	–	176,623,966
Carol Kane	20,000,000	–	945,588	-	20,945,588	1.47%	2,124,856	–	–	23,070,444
Dan Finley	4,331	–	286,475	-	290,806	0.02%	7,781,781		60,000	8,132,587
John Lyttle ⁽¹⁾	188,172	–	593,425	-	781,597	0.06%	528,387	4,994	45,815	1,360,793
Stephen Morana	129,097	–	-	-	129,097	0.01%	3,500,000	–	–	3,629,097
Kirsty Britz	60,065	34,483	-	-	94,548	0.00%	–	–	–	94,548
Iain McDonald	810,873	68,966	-	-	879,839	0.06%	–	–	–	879,839
Tim Morris	75,735	68,966	-	-	144,701	0.01%	–	–	–	144,701
John Goold	29,473	34,483	-	-	63,956	0.00%	–	–	–	63,956
Alistair McGeorge	58,945	68,966	-	-	127,911	0.00%	–	–	–	127,911

⁽¹⁾ The figures are presented as at the date at which John stepped down from the Board; 1 November 2024.

Composition of the Remuneration Committee

The members of the Committee for the financial year were Iain McDonald (Chair), Tim Morris, Alistair McGeorge and John Goold. If requested by the Committee, executive directors are invited to attend meetings in order to provide information and advice, to enable the committee to make informed decisions. Each director is, however, specifically excluded from any matter concerning his own remuneration.

Representatives of the Committee's retained advisers may also attend meetings by invitation. The Company Secretary attends meetings as a secretary to the Committee.

Advisers to the Remuneration Committee

During the year, the Committee received advice from PwC on remuneration matters and reporting. The total fees paid to PwC in respect of its services during the year were £53,075.

PwC is signatory to the Remuneration Consultants Group Code of Conduct and operates voluntarily under this Code, which sets out the scope and conduct of the role of executive remuneration consultants when advising UK listed companies. The Committee regularly reviews the external adviser relationship and is comfortable that the advice received during the year was objective and independent.

Shareholder voting at AGM

The table below sets out the results of voting on the Directors' Remuneration Report resolution at the AGM held on 20 June 2024.

Resolution	For	Against	Withheld
Approve the Directors' Remuneration Report for the year ended 29 February 2024	443,267,945 (85.11%)	77,550,724 (14.89%)	1,090,217

The Committee has reflected on the level of votes cast against the above resolution and has taken this into account when proposing the changes to the remuneration policy and its implementation as set out in this report.

Implementation of remuneration policy for the year ending 28 February 2026 – unaudited

Base salary

The Committee has agreed to freeze executive director salary increases this year. The annual base salaries are as follows:

		From 1 May 2025	From 1 May 2024
Mahmud Kamani ¹	Group Executive Vice Chair	£511,395	£511,395
Carol Kane	Group Co-founder and Executive Director	£511,395	£511,395
Dan Finley	Chief Executive	£650,000	£650,000
Phil Ellis	Chief Financial Officer	£300,000	n/a

¹Mahmud Kamani has agreed to waive his salary entitlement for the 12 month period to November 2025.

Pension and other benefits

Carol Kane receives a 5% compensatory salary element for electing to discontinue receiving a company pension: this in line with the majority of colleagues' pension contributions. Dan Finley and Phil Ellis receive a 5% company pension contribution. Mahmud Kamani does not receive a company pension contribution. Carol Kane, Dan Finley and Phil Ellis receive company health care benefits and life assurance. Mahmud Kamani receives life assurance cover only. Carol Kane also receives driver services and Mahmud Kamani receives driver services and a company fuel card.

FY26 performance related pay arrangements

As noted in the Chairman of the Committee's statement, the remuneration policy is currently being reviewed following the business review to ensure this is aligned with the Turnaround Strategy and creation of shareholder value. Details of the revised policy will be published in due course.

All-employee share plans

The company offered HMRC-approved SAYE plans in each of the financial years ending from 2016 to 2025 and it is intended that a further SAYE grant be offered for the financial year ending 28 February 2026. The executive directors are eligible to participate in the schemes on the same basis as other employees.

Remuneration for non-executive directors

The non-executive directors all receive a fee and annual allocation of shares each year to cover all their duties. The current annual remuneration is:

		From 1 May 2025		From 1 May 2024	
		Share awards	Fees	Share awards	Fees
Kirsty Britz	NED and Chair of ESG Committee	£10,000	£72,100	£10,000	£72,100
Iain McDonald	NED and Chairman of Remuneration Committee	£20,000	£82,400	£20,000	£82,400
Tim Morris	Chair of the Board and Chairman of Nomination Committee	£20,000	£150,000	£10,000	£82,400 ¹
John Goold	NED and Chairman of Audit & Risk Committee	£10,000	£72,100	£10,000	£72,100
Alistair McGeorge	Senior Independent Director	£20,000	£123,600	£20,000	£123,600

1. Increased to £150,000 per annum with effect from 1 December 2024 to reflect Tim's appointment as Chair of the Board from 21 November 2024.

The above remuneration will be reviewed annually by the board.

Iain McDonald

Chair of the Remuneration Committee

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable Jersey law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with UK-adopted International Accounting Standards ('UK-IAS').

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law, 1991. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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

On behalf of the board



Dan Finley



Phil Ellis

26 August 2025

INDEPENDENT AUDITOR REPORT TO THE MEMBERS OF BOOHOO GROUP PLC

Opinion

We have audited the financial statements of boohoo group plc (the 'group') for the year ended 28 February 2025 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated cash flow statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the group's affairs as at 28 February 2025 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's ability to continue to adopt the going concern basis of accounting included the following audit procedures:

- Obtaining an understanding of the system of internal control in place around the preparation of the going concern forecast and future plans for the group through discussions with management;
- Obtaining management's going concern assessment for the period to 28 February 2028 and checking the mathematical accuracy of the supporting cash flow forecasts prepared;
- Comparing budgeted performance for the year ended 29 February 2025 against actual to assess management's historical forecasting accuracy;
- Comparing the supporting cash flow forecasts in the going concern assessment against other long-range cash flow forecasts prepared by management to ensure the consistency of key assumptions;
- Challenging management on the reasonableness of key inputs and assumptions underpinning the going concern assessment. These challenges included but were not limited to:
 - Performing sensitivity analysis on key inputs and assumptions to assess the headroom across the going concern period. Key inputs and assumptions included: (i) net sales growth rates; (ii) gross profit margin; and (iii) timing of drawdowns and repayments on the finance facility;
 - Assessing management's assumptions against external factors and market trends for appropriateness;

- Agreeing the opening cash position as at 1 March 2025 in the going concern assessment to the audited position as at 28 February 2025 and the cash position as at the approval date of this report to the latest cash summary sheet; and
- Assessing the prospective accuracy of management's forecast in FY2026 against post year-end bank statements and management accounts.
- Assessing the compliance with financial covenants and conditions of the finance facility across the going concern period and checking the mathematical calculations of the financial covenants;
- Undertaking a review of subsequent events on matters impacting the going concern assessment; and
- Considering the adequacy of the disclosures in the financial statements.

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

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

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of audit procedures on the individual financial statement line items and disclosures in evaluating the effect of misstatements, both individually and in aggregate, on the financial statements as a whole.

	Financial statements - group
Overall materiality	£4.2million (2024: £5.3 million)
Basis for determining overall materiality	0.35% of turnover (2024: 0.35% of turnover)
Rationale for the benchmark applied	The group has been loss making for successive financial periods and given the results for the year ended 28 February 2025, we deem it appropriate to base overall materiality for the financial statements on a revenue benchmark. Revenue represents a more consistent driver year-to-year in understanding the business as management develop the business model for profitability. As the economic environment for online retailers has stabilised since the Covid-19 pandemic, revenue will remain a more consistent measure of management's performance in delivering value to stakeholders and meaningful profits in future periods.

Performance materiality	£2.9 million (2024: £3.7 million)
Basis for determining performance materiality	70% (2024: 70%) of the overall materiality
Rationale for the benchmark applied	<p>In determining the performance materiality, we have considered the following factors:</p> <ul style="list-style-type: none"> • Our cumulative knowledge of the group and its environment, including industry specific factors; • The level of significant judgements and estimates; • The risk assessment and aggregation of risk and the effectiveness of controls; • The level of changes to the business in the period; • The control environment of the group's financial reporting controls and processes; and • The stability of key management personnel.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £0.2 million (2024: £0.2 million) for the audit of the group as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

For each full scope component in the group audit, we allocated performance materiality to each entity based on their contribution to overall group revenue. For the specific scope components, other levels of performance materiality were identified as being required based on the nature of the account balances and transactions. For specific scope components, we allocated performance materiality based on a percentage of gross assets and a percentage of total expenditure. The range of performance materiality allocated across the components was between £0.1 million and £2.3m (2024: between £0.2 million and £3.7 million).

Our approach to the audit

In designing our audit approach, we determined materiality and assessed risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgements by the directors, including the valuation of inventory, the impairment of intangible assets, the valuation of investments in associates and the valuation of assets held for sale. Procedures were then performed to address the risks identified and for the most significant assessed risks of misstatement, the procedures performed are outlined below in the key audit matters section of this report. We re-assessed the risks throughout the audit process and concluded that the scope remained in line with that determined at the planning stage of the audit.

A full scope audit for the year ended 28 February 2025 was performed on the financial information of the group's operating components located in the UK, with the group's key accounting function for all such components being based in the same location.

As a result of our materiality and risk assessments, we determined which components required a full scope audit of their financial information, with consideration of their significance to the group based on their contribution to the group's revenue, the presence of material classes of transactions and account balances, and other risk characteristics. On this basis, we scoped in four (2024: seventeen) components requiring a full scope audit of their financial information, with the reduction in full scope components being driven by the revisions to ISA (UK) 600 *Special considerations – Audits of group financial statements*. Two components (2024: nine) were subject to a specific scope audit whereby procedures were performed on one or more classes of transactions, account balances or disclosures.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
Valuation of inventories [refer to Note 16 and Note 1 for the accounting policy]	
<p>Inventory is carried at the lower of cost or net realisable value in accordance with IAS 2 <i>Inventories</i> (valuation).</p> <p>The provision in respect of inventory requires significant judgement from management. The provisioning model operates on the basis of ageing buckets, whereby stock units are allocated into an ageing bucket based on the number of days held in the Warehouse Management System ('WMS') as at the year-end. A provision percentage, determined by management, is then applied to the carrying value of inventory in each ageing bucket. Alongside this, the seasonality of products is incorporated into the provision, whereby product lines and stock units being held over for re-sale in subsequent seasons are granted a provision relief. The seasonal relief is only applied in certain Group components, namely: boohooMAN/boohooWMN, NastyGal.com Limited, MissPap UK Limited, Karen Millen and Prettylittlething.com Limited.</p> <p>Alongside this, due to the strategic shift and business review in the latter parts of FY2025, the provisioning methodology applied by management was amended to capture a greater proportion of inventory. This was achieved through increases in the provision rates applied across the ageing buckets to better align with the new stock-lite Debenhams marketplace model being pursued by the Group which resulted in full provisions for items no longer being manufactured/designed within the</p>	<p>Our work on this key audit matter included but was not limited to:</p> <ul style="list-style-type: none"> Obtaining the year-end inventory provision calculation and performing the following: <ul style="list-style-type: none"> Testing the provision calculation by tracing to the underlying financial information; Discussing and documenting our understanding of the inventory provisioning model with management and considering whether this is in line with IAS 2 and whether the policy was appropriate following the changes in the business; Challenging the key assumptions and inputs in the provisioning model and corroborating and obtaining support for them; Reviewing the provision calculations and discussing with management to ascertain how the expected change in product offering has been factored into the provisioning methodology and challenging management on the reasonableness of the assumptions and inputs therein;

Group or that were not going to be held over for future seasons. In addition to the general increase in the provision, specific provisions and stock write-offs were processed for SKUs where margins had degraded due to significant promotions and discounts and for jobber stock, all arising from the strategic shift and stock portfolio rationalisation exercise.

Given the variances between brands with respect to the application of provisioning as well as the shift in strategic focus, there is a significant risk that the inventory provision has been inappropriately calculated and therefore understated, resulting in inventory not being held at the lower of cost and net realisable value (valuation) in accordance with the Group's accounting policy.

As a result of the level of judgement management is required to exercise in making estimates of provisions, as well as the magnitude of the inventory balance and provisioning, we consider this to be a key audit matter.

- o Testing, on a sample basis, the accuracy of the ageing analysis produced by management by vouching to goods receipt notes;
- o Utilising our Data Analytics team to reperform the calculation of the ageing provision recognised in the financial statements using management's source data and by applying the ageing provisioning methodology outlined by management;
- o Performing an analytical review, involving an assessment of the utilisation of the 2024 provision in 2025 for each component of the total inventory provision (e.g. finished goods, damaged goods, slow moving etc) to assess the reasonableness of the current year provision;
- o Performing sensitivity analysis on the key inputs and assumptions to the inventory provision, such as ageing bucket allocation and ageing provision rates;
- o Assessing the completeness of the provision by reviewing utilisation of the 2025 provision to date (post year-end);
- o Assessing the reasonableness of key inputs and assumptions to the model; and
- o Testing the mathematical accuracy of the model.
- Testing inventory items to pre year-end purchase documentation and post year-end sales information, on a sample basis, to ensure inventories are held at the lower of cost or net realisable value;
- Ensuring the Group's inventory controls have been adhered to through observing cycle counts and the relevant records on a sample basis; and
- Reviewing the disclosures made in the financial statements to ensure compliance with UK-adopted IAS, including transparency with

	regard to judgements made surrounding the inventory provision.
Carrying value and recoverability of intangible assets [refer to Note 10 and Note 1 for the accounting policy]	
<p>The Group holds material intangible assets in respect of trademarks & licenses, customer lists, and costs incurred in respect of acquiring or developing software totalling £68.7m as at 28 February 2025 (2024: £104.3m). These assets are held at cost and are amortised over an appropriate useful life, with impairment losses recognised where there are indicators of impairment. The Group continues to incur trade losses in the year ended 28 February 2025, with losses for the year exceeding £328.4m - this indicates that impairment indicators may exist.</p> <p>This is an area involving judgement and estimation by management and therefore there is a risk that impairment indicators under IAS 36 Impairment of Assets exist in respect of these assets and the carrying values of intangible assets are overstated.</p> <p>There is a further risk that costs pertaining to software and development have been inappropriately capitalised (existence) and do not meet the recognition criteria under IAS 38 Intangible Assets.</p> <p>As a result of the level of judgement and estimation that management is required to exercise in order to determine the recoverable amounts or in assessing capitalised development costs against the IAS 38 capitalisation criteria, we consider this to be a key audit matter.</p>	<p>Our work on this key audit matter included the following:</p> <ul style="list-style-type: none"> • Obtaining management's impairment assessments and discounted cash flow models supporting the assessed recoverable value of the intangible assets capitalised in respect of each brand within the Group and performing the following; <ul style="list-style-type: none"> ◦ Challenging management on the appropriateness of the key assumptions and inputs underpinning the discounted cash flow models; ◦ Performing sensitivity analysis on key assumptions and inputs therein; ◦ Comparing the discounted cash flow forecasts against other long-range forecasts prepared by management to ensure consistency of key assumptions; and ◦ Testing the mathematical accuracy of the impairment models. • Engaging our valuation team as an auditor's specialist to assist in evaluating the net present value of intangible assets and reviewing the work performed by the auditor's specialist in respect of the assessment of key inputs and assumptions in the discounted cash flow models, including appropriate benchmarking of these inputs and assumptions; • Reviewing and substantively testing a sample of additions during the year to ensure they meet the recognition criteria under IAS 38 and had been capitalised accurately; and • Reviewing the disclosures made in the financial statements to ensure compliance with UK-adopted international accounting standards, including transparency with regard to the significant judgements and assumptions made

	by management in the discounted cash flow models.
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Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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:

- We obtained an understanding of the group and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and application of experience of the sector.

- We determined the principal laws and regulations relevant to the group in this regard to be those arising from:
 - Companies (Jersey) Law 1991;
 - UK-adopted international accounting standards;
 - Commercial law and consumer protection legislation in relevant jurisdictions where the group operates;
 - General Data Protection Regulation;
 - Anti-bribery laws;
 - Serious Organised Crime and Police Act 2005;
 - Proceeds of Crime Act 2002;
 - AIM Rules for Companies 2023;
 - Disclosure Guidance and Transparency Rules;
 - UK tax legislation; and
 - Tax legislation applicable in other jurisdictions.

- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to:
 - Making enquiries of management and those charged with governance;
 - Reviewing Board minutes and minutes of committees of the Board;
 - Discussing with internal legal personnel and liaising with external legal consultants;
 - Discussing with the internal audit function and reviewing key reports to the Audit Committee;
 - Reviewing legal expenditure nominal ledger accounts; and
 - Reviewing Regulatory News Services announcements.

- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to the valuation of the inventory provisioning (refer to key audit matters section), provision for returns, legal provisions, impairment of intangible assets (refer to the key audit matters section), valuation of investments in subsidiaries, valuation of share-based payments, valuation of deferred tax assets, valuation of assets held for sale and valuation and classification of investments in associate. We addressed this by challenging the assumptions and judgements made by management when auditing these significant accounting estimates.

- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Joseph Archer

Joseph Archer (Engagement Partner)
For and on behalf of PKF Littlejohn LLP
Registered Auditor

26 August 2025

15 Westferry Circus
Canary Wharf
London E14 4HD

FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2025

	Note	Continuing 2025 Pre- exceptional items £ million	Continuing 2025 exceptional items ⁽¹⁾ £ million	Continuing 2025 Total ⁽²⁾ £ million	*Continuing 2024 Pre- exceptional items £ million	*Continuing 2024 exceptional items ⁽¹⁾ £ million	*Continuing 2024 Total ⁽²⁾ £ million
Revenue	2	790.3	-	790.3	902.3	-	902.3
Cost of sales		(374.5)	(26.1)	(400.6)	(423.0)	-	(423.0)
Gross profit		415.8	(26.1)	389.7	479.3	-	479.3
Distribution costs		(161.7)	(97.4)	(259.1)	(204.3)	(66.6)	(270.9)
Administrative expenses		(298.0)	(75.3)	(373.3)	(329.8)	(31.5)	(361.3)
Amortisation of acquired intangibles		(6.8)	-	(6.8)	(8.4)	(22.4)	(30.8)
Other administrative expenses		(291.2)	(75.3)	(366.5)	(321.4)	(9.1)	(330.5)
Other income	3	1.3	-	1.3	1.3	-	1.3
Operating loss		(42.6)	(198.8)	(241.4)	(53.5)	(98.1)	(151.6)
Finance income	4	2.7	-	2.7	9.5	-	9.5
Finance expense	4	(25.2)	-	(25.2)	(22.5)	-	(22.5)
Loss before tax	6	(65.1)	(198.8)	(263.9)	(66.5)	(98.1)	(164.4)
Taxation	9	(6.2)	11.3	5.1	(0.8)	15.7	14.9
Loss after tax		(71.3)	(187.5)	(258.8)	(67.3)	(82.4)	(149.5)
Share of results of associate	13	(4.5)		(4.5)	3.1	-	3.1
Loss for the year		(75.8)	(187.5)	(263.3)	(64.2)	(82.4)	(146.4)
(Loss)/profit from discontinued operations	17			(63.1)			8.8
Total loss for the year				(326.4)			(137.6)

Refer to IFRS 5 note: Non-current Assets and disposal groups Held for Sale and Discontinued Operations. Notes 1 to 32 form part of these financial statements.

	<i>Note</i>	Continuing 2025 pre- exceptional items	Continuing 2025 exceptional items ⁽¹⁾	Continuing 2025 Total⁽²⁾	*Continuing 2024 pre- exceptional items	*Continuing 2024 exceptional items ⁽¹⁾	*Continuing 2024 Total⁽²⁾
		£ million	£ million	£ million	£ million	£ million	£ million
<u>Total Other comprehensive (loss)/income for the year</u>							
Items that may be reclassified to profit or loss:							
(Loss)/gain reclassified to profit and loss during the year		-	-	(2.4)	-	-	(2.4)
Fair value (loss)/gain on cash flow hedges during the year ⁽³⁾		-	-	(0.2)	-	-	(0.2)
Income tax relating to these items		-	-	0.6	-	-	(1.2)
Total other comprehensive (loss)/income for the year		-	-	(2.0)	-	-	(3.8)
Total comprehensive loss for the year				(328.4)			(142.7)
Total loss per share (continuing and discontinued)	7						
Basic				(20.22)p			(12.47)p
Diluted				(20.22)p			(12.47)p
Adjusted Basic				(3.34)p			(4.12)p
Adjusted Diluted				(3.34)p			(4.12)p

1. See note 1, exceptional items.
2. 2025 and 2024 total is the IFRS-compliant measure for the consolidated statement of comprehensive income.
3. Net fair value gains on cash flow hedges will be reclassified to profit or loss during the year to 28 February 2026.
4. Refer to disclosure note 7 for further information on EPS

*The activities comprise continuing operations and discontinued operations. Notes 1 to 32 form part of these financial statements.

*FY2024 comparatives have been restated on account of PLT being assessed as a discontinued operation

CONSOLIDATED STATEMENT OF FINANCIAL POSITION *at 28 February 2025*

	<i>Note</i>	2025 £ million	2024 £ million
Assets			
Non-current assets			
Intangible assets	10	68.7	104.3
Property, plant and equipment	11	204.5	349.3
Right-of-use assets	12	20.3	85.6
Financial assets – equity investments	28	0.3	0.3
Investments in associates	13	9.1	29.6
Deferred tax	15	60.1	32.1
		363.0	601.2
Current assets			
Inventories	16	72.2	208.0
Trade and other receivables	18	23.9	30.2
Financial assets	28	-	3.3
Current tax asset		1.2	2.7
Cash and cash equivalents	19	44.7	230.0
Total current assets		142.0	474.2
Assets Held for sale	17	20.9	-
Total assets		525.9	1,075.4
Liabilities			
Current liabilities			
Trade and other payables	20	(226.6)	(294.6)
Provisions	21	(21.5)	(26.9)
Lease liabilities	23	(10.9)	(9.5)
Financial liabilities	28	-	(1.0)
Total current liabilities		(259.0)	(332.0)
Non-current liabilities			
Provisions	21	(11.1)	(9.5)
Interest-bearing loans and borrowings	22	(122.9)	(325.0)
Lease liabilities	23	(109.3)	(112.4)
Deferred tax	15	(19.7)	(16.8)
Total non-current liabilities		(263.0)	(463.7)
Total liabilities		(522.0)	(795.7)
Net assets		3.9	279.7
Equity			
Share capital	24	14.0	12.7
Shares to be issued	25	-	-
Share premium	24	893.4	898.1
Hedging reserve		0.1	2.7
EBT reserve		(31.7)	(73.3)
Other reserves	26	(755.9)	(754.4)
Retained earnings		(116.0)	193.9
Total equity		3.9	279.7

Notes 1 to 32 form part of these financial statements. These financial statements of boohoo group plc, registered number 114397, on pages 126 to 174 were approved by the board of directors on 26 August 2025 and were signed on its behalf by:

Dan Finley

Directors



Phil Ellis



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Notes 1 to 32 form part of these financial statements.

Refer to note 26 further	Share capital	Shares to be issued	Share premiu m	Hedging reserve	EBT reserve	Other reserve s	Retained earnings	Total equity	disclosure for
	£ million	£ million	£ million	£ million	£ million	£ million	£ million	£ million	
	12.7	31.9	916.8	(2.3)	(76.8)	(796.5)	314.2	400.0	
Balance at 28 February 2023									
Loss for the year	-	-	-	-	-	-	(137.8)	(137.8)	
<i>Other comprehensive income/(expense):</i>									
Loss reclassified to profit or loss in revenue	-	-	-	(2.4)	-	-	-	(2.4)	
Fair value gain on cash flow hedges during the year	-	-	-	7.4	-	-	-	7.4	
Total comprehensive income for the year	-	-	-	5.0	-	-	(137.8)	(132.8)	
Issue of shares			(18.7)		3.4			(15.2)	
Cancellation of shares to be issued	-	(31.9)	-	-	-	31.9	-	-	
Revaluation gain on transition of investment to associate	-	-	-	-	-	10.2	-	10.2	
Share-based payments charge	-	-	-	-	-	-	17.5	17.5	
Translation of foreign operations	-	-	-	-	-	-	-	-	
Balance at 29 February 2024	12.7	-	898.1	2.7	(73.3)	(754.4)	193.9	279.7	
Loss for the year							(326.4)	(326.4)	
<i>Other comprehensive income/(expense):</i>									
Loss reclassified to profit or loss in revenue	-	-	-	(2.4)	-	-	-	(2.4)	
Fair value loss on cash flow hedges during the year	-	-	-	(0.2)	-	-	-	(0.2)	
Total comprehensive loss for the year	-	-	-	(2.6)	-	-	(326.4)	(329.0)	
Issue of shares	1.3	-	(4.7)		41.7	-	-	38.1	
Share-based payments charge	-	-	-	-	-	-	16.6	16.6	
Translation of foreign operations	-	-	-	-	-	(1.5)	-	(1.5)	
Balance at 28 February 2025	14.0	-	893.4	0.1	(31.7)	(755.9)	(116.0)	3.9	

information on Other Reserves

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 28 February 2025

	Note	2025	2024
		£ million	Restated £ million
Cash flows from operating activities			
Total Loss for the year		(326.4)	(137.6)
<i>Adjustments for:</i>			
Share-based payments charge		14.9	14.3
Depreciation charges and amortisation	10,11,12	56.6	66.3
Impairment of intangible assets	10	8.7	22.4
Impairment of property, plant and equipment	11	38.8	19.1
Impairment of right of use asset	12	66.1	34.2
Impairment of associate	13	16.0	-
Loss/(gain) on sale of property, plant and equipment		18.4	(0.1)
Stock write off		0.3	-
Reclassification to profit or loss of discontinued hedge contracts	28	(0.3)	(13.9)
Share of results of associate	13	4.5	(3.1)
Finance income	4	(2.7)	(7.1)
Finance expense	4	25.2	22.2
Tax credit	9	(5.1)	(15.6)
		(85.0)	1.1
Decrease/(increase) in inventories	16	83.8	4.7
(Increase)/decrease in stock provision movements		(16.9)	8.0
Increase in trade and other receivables	18	(0.4)	9.7
(Decrease) in trade and other payables	20	(38.7)	(8.9)
Cash (used in)/generated from operations		(57.2)	14.6
Tax repaid		5.4	0.6
Discontinued operations	17	39.1	(13.2)
Net cash (used in) generated from operating activities		(12.7)	1.9
Cash flows from investing activities			
Acquisition of intangible assets	10	(17.3)	(23.4)
Acquisition of property, plant and equipment	11	(4.0)	(15.3)
Proceeds from the sale of property, plant and equipment	11	56.6	0.6
Acquisition of financial assets – equity investments	28	-	(1.3)
Finance income received		3.1	7.7
Discontinued operations	17	(6.2)	(23.4)
Net cash generated from /(used in) investing activities		32.2	(55.0)
Cash flows from financing activities			
Proceeds from the issue of ordinary shares		38.1	0.1
Purchase of own shares by EBT			(15.3)
Finance expense paid		(25.2)	(15.6)
Lease payments		(10.0)	(13.3)
Drawdown on revolving credit facility (RCF)	22	35.0	-
Repayment on term loan and RCF	22	(35.0)	-
Decrease in borrowings	22	(202.1)	-
Discontinued operations	17	(3.8)	(3.6)
Net cash (used in) financing activities		(202.9)	(47.8)

Decrease in cash and cash equivalents	(183.4)	(100.9)
Cash and cash equivalents at beginning of year	230.0	330.9
Effects of exchange rate changes on cash and cash equivalents	(1.9)	-
Cash and cash equivalents at end of year	44.7	230.0

Notes 1 to 32 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

(forming part of the financial statements)

1 Accounting policies

General information

The boohoo group plc operates as a multi-brand online retailer, based in the UK, and is a public limited company incorporated and domiciled in Jersey and listed on the Alternative Investment Market (AIM) of the London Stock Exchange. Its registered office address is 12 Castle Street, St Helier, Jersey JE2 3RT. The company was incorporated on 19 November 2013.

Basis of preparation

The consolidated financial statements of the group have been approved by the directors and prepared on a going concern basis in accordance with UK-adopted international accounting standards and the Companies (Jersey) Law 1991.

The financial statements have been approved on the assumption that the group and company remain a going concern. In making this assessment, management considered the Group's financial position, cash flow forecasts, and financing arrangements, as well as events occurring after the reporting period. These events include additional funding secured in August 2025, which supports the Group's ability to meet its obligations over the next 12 months.

New and amended statements adopted by the group

The following new standards and amendments to standards have been adopted by the group for the first time during the year commencing 1 March 2024. These standards have not had a material impact on the group in the current reporting period and are not expected to in future reporting periods.

- Amendments to IAS1: Classification of Liabilities as Current or Non-current
- Amendments to IAS1: Non-current Liabilities with Covenants
- Amendments to IFRS 16: Leases (Lease Liability in a Sale and Leaseback)
- Amendments to IAS 7: Statement of Cash Flows (Supplier Finance Arrangements)
- Amendments to IFRS 7: Financial Instruments (Supplier Finance Arrangements)

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the group.

The following standards have been published for accounting periods beginning after 1 March 2025 but have not been adopted by the UK and have not been early adopted by the group and could have an impact on the group financial statements. These standards are not expected to have a material impact on the group in the current or future reporting periods.

- IFRS 18: Presentation and Disclosure in Financial Statements
- IFRS 19: Subsidiaries without Public Accountability - Disclosures
- Amendments to IFRS 9: Classification and Measurement of Financial Instruments
- Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rate (Lack of Exchangeability)

Measurement convention

The consolidated financial statements have been prepared under the historical cost convention, excluding financial assets and financial liabilities (including derivative instruments) held at either fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("OCI"), assets and liabilities acquired through acquisitions and held at fair value and excluding held for sale assets where the assessed fair value less costs to sell of the held for sale asset is less than its carrying value. The principal accounting policies adopted in the preparation

of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of consolidation

The group financial statements consolidate those of its subsidiaries and the Employee Benefit Trust. All intercompany transactions between group companies are eliminated on consolidation.

Subsidiaries are entities controlled by the group. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In assessing control, the group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. Subsidiary undertakings acquired during the year are accounted for using the acquisition method of accounting. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The cost of the acquisition is the aggregate of the fair values of the assets and liabilities and equity instruments issued on the acquisition date. The excess of the cost of acquisition over the group's share of the fair values of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the assets, the difference is recognised directly in the statement of comprehensive income.

The Employee Benefit Trust is considered to be a special purpose entity in which the substance of the relationship is that of control by the group in order that the group may benefit from its control. The assets held by the trust are consolidated into the group.

Business combinations

The group uses the acquisition method of accounting for business combinations of entities not under common control. Separable identifiable assets and liabilities are measured initially at their fair values on the acquisition date. Any non-controlling interest is measured at either fair value or at the non-controlling interest's share of the acquiree's net assets. Acquisition costs are expensed as incurred. The excess of any consideration paid over the fair value of the net assets is recognised as goodwill and any shortfall of consideration paid against the fair value of net assets is recognised directly in the statement of comprehensive income.

Intangible assets

Trademark and licences are stated at cost less accumulated amortisation and impairment losses and are amortised over their expected life and charged to administrative expenses. Customer lists are amortised over their expected customer lifetime value through administrative expenses. If the cash flows or profits from the use of the assets are less than the carrying value of said assets over the expected useful life, the assets are impaired and charged to administration expenses.

The costs of acquiring or developing software are recorded as intangible assets and stated at cost less accumulated amortisation and impairment losses. The costs include the payroll costs of employees directly associated with the project and other direct external material and service costs. Costs are capitalised only where there is an identifiable project and the group intends to complete the asset to use it, the group has the ability to use the intangible asset, has adequate technical, financial and other resources to complete the development of the asset, can reliably measure the expenditure attributable to the project and the project will bring future economic benefit. Other website development and maintenance costs are expensed in the statement of comprehensive income. Software costs are amortised based on their estimated useful lives and charged to administrative expenses in the statement of comprehensive income.

Amortisation is charged over the estimated useful lives as follows:

Trademarks and Licences	10 years
Customer Lists	3 years
Software	Between 3 and 5 years

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses and, where assets are acquired through the acquisition of an entity, they are accounted for at fair value. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate property, plant and equipment. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of each item of property, plant and equipment is depreciated evenly over its estimated remaining useful life. Assets under construction are held at cost until they are brought into use, whereupon depreciation is charged. Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, as follows:

Short leasehold alterations	Life of lease or between 3 and 10 years
Fixtures and fittings	Between 3 and 15 years
Computer equipment	3 years
Motor vehicles	Between 3 and 5 years
Land and buildings	Buildings – 50 years. Land is not depreciated.

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at each reporting date.

Leases

The group assesses whether a contract is, or contains, a lease at the inception of the contract. The group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less, unless elected by class of asset for IFRS 16 to apply) and leases of low value assets (less than £0.1 million p.a., which are considered immaterial), which, without the short term election to apply IFRS 16, fall out of IFRS 16 scope and are charged to the statement of comprehensive income on a straight-line basis over the period of the lease. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the group uses its incremental borrowing rate. The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is, subsequently, measured by increasing the carrying amount to reflect interest on the lease liability based on the effective interest method, and by reducing the carrying amount to reflect the lease payments made.

Management monitors the lease arrangements on an ongoing basis to determine whether they meet the definition of a lease modification. Any changes in lease terms will be assessed and accounted for in accordance with IFRS 16, through the remeasurement of the lease liability, and a corresponding adjustment to the right of use asset.

Right-of-use assets

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at, or before, the commencement date, and any initial direct costs. They are, subsequently, measured at cost less accumulated depreciation and impairment losses. Where the group has an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located, or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. The costs are included in the related right-of-use asset unless those costs are incurred to produce inventories. The right-of-use asset is presented as a separate line in the balance sheet. For subsequent measurement, right-of-use assets are depreciated over the shorter of the lease term and useful life of the underlying asset. Management consider for impairment indicators as at balance sheet date or as they arise, using a summary of indicators. If indicators exist, they estimate the recoverable value, being the higher of Fair Value less cost to sell (FVLCTS) and Value in Use (VIU), and if lower than the carrying value, impairments are recognised accordingly.

Financial instruments

Financial instruments are recognised at fair value and transaction costs directly attributable to the financial liabilities are accounted for as a deduction from the carrying value and expenses are in the income statement as a finance cost under the effective interest method.

Equity investments have been irrevocably designated at fair value through other comprehensive income at initial recognition. Gains and losses arising from changes in fair value are recognised directly in other comprehensive income. On derecognition, cumulative gains or losses recognised in Other Comprehensive Income are reclassified to Other reserves as a reclassification adjustment. Dividends are recognised when the entity's right to receive payment is established, it is probable the economic benefits will flow to the entity, and the amount can be measured reliably. Dividends are recognised in profit or loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are included in Other Comprehensive Income.

Further details are shown in note 29.

Investments in associates

An associate is an entity over which the group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies, whereas joint ventures are entities over which the group has joint control over such policies.

The group's share of the results of associate is included in the group statement of comprehensive income using the equity method of accounting. Investments in associates are carried in the group balance sheet at cost plus post-acquisition changes in the group's share of the net assets of the entity, less any dividends received and impairment in value (see below). If the group's share of losses in an associate equals or exceeds its investment in the associate, the group does not recognise further losses, unless it has incurred obligations to do so or made payments on behalf of the associate.

At each balance sheet date, the group assesses whether there is an indication that the investment in associate held on the balance sheet may be impaired. If an indication exists, for example if the market capitalisation of the associate is less than the value on the balance sheet, the recoverable amount must be estimated and compared to the carrying value on the balance sheet. The recoverable amount is the higher of value in use and fair value less costs to sell, both of which are estimated by management using available information such as share price and broker notes. Dividends received from associates with nil carrying value are recognised in the group income statement as part of the group's share of post-tax profits/(losses) of associates. Unrealised gains arising from transactions with associates are eliminated to the extent of the group's interest in the entity.

Derivative financial instruments and cash flow hedges

The group holds derivative financial instruments to hedge its foreign currency exposures. These derivatives, classified as cash flow hedges, are initially recognised at fair value and then re-measured at fair value at the end of each reporting date. Hedging instruments are documented at inception and effectiveness is tested throughout their duration. Changes in the value of cash flow hedges are recognised in other comprehensive income and any ineffective portion is immediately recognised in the income statement. If the firm commitment or forecast transaction, which is the subject of a cash flow hedge, results in the recognition of a non-financial asset or liability, then, at the time the asset is recognised, the associated gains or losses on the derivative that had been previously recognised in other comprehensive income are included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of an asset or liability, amounts deferred in other comprehensive income are recognised in the statement of comprehensive income in the same period in which the hedged item affects net profit.

To qualify for hedge accounting, the hedging relationship must meet all of the following requirements:

- There is an economic relationship between the hedged item and the hedging instrument
- The effect of credit risk does not dominate the value changes that result from that hedging relationship
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the entity actually uses to hedge that quantity of hedged item.

At inception of the hedge relationship, the group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The group documents its risk management objective and strategy for undertaking its hedge transactions.

Hedge ineffectiveness may occur due to:

- Fluctuation in volume of hedged items caused due to operational changes
- Index basis risk of hedged items vs hedging instrument
- Credit risk as a result of deterioration of credit profile of the counterparties

The effective element of any gain or loss from remeasuring the derivative is recognised directly in other comprehensive income and accumulated in the hedging reserve. Ineffective hedging instruments are rebalanced by adjusting the designated quantities of either the hedged items or the hedging instrument of an existing hedging relationship for the purpose of maintaining a hedge ratio that complies with the hedge effectiveness requirements. Where rebalancing is not applicable the ineffective element is recognised immediately in the statement of comprehensive income. Hedge accounting is discontinued when the hedging relationship no longer meets the risk management objective, when the hedging instrument is sold or terminated or where there is no longer an economic relationship between the hedged item and the hedging instrument. The cumulative gain or loss in the hedging reserve remains until the forecast transaction occurs or the original hedged item affects the statement of comprehensive income. However, if that amount is a loss, and it is expected that all or a portion of that loss will not be recovered, then the amount that is not expected to be recovered is reclassified immediately into the statement of comprehensive income. If a forecast hedged transaction is no longer expected to occur, the cumulative gain or loss in the hedging reserve, and the cost of the hedging reserve, is also reclassified to the statement of comprehensive income.

Hedge ineffectiveness in relation to designated hedges was negligible during the year ended 28 February 2025 and year ended 28 February 2024. Further details of derivative financial instruments, including fair value measurements, are disclosed in note 29.

Trade and other receivables

Trade receivables (including supplier advances) are recognised, initially, at fair value and are, subsequently, measured at amortised cost using the effective interest method, less provision for impairment. Under IFRS 9, the group elected to use the simplified approach to measure the loss allowance at an amount equal to lifetime expected credit losses for trade receivables that result from transactions that are within the scope of IFRS 15, irrespective of whether they contain a significant financing component or not. The group establishes a provision for impairment of trade receivables when there is objective evidence that the group will not be able to collect all amounts due, according to the original terms of the receivables. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy, or financial reorganisation and default in (or delinquency in) payments, are considered indicators that the trade receivable is impaired. In addition, IFRS 9 requires the group to consider forward-looking information and the probability of default when calculating expected credit losses. The measurement of expected credit losses reflects an unbiased and probability-weighted amount that is determined by evaluating the range of possible outcomes as well as incorporating the time value of money. The group considers reasonable and supportable customer-specific and market information about past events, current conditions and forecasts of future economic conditions when measuring expected credit losses. The amount of the provision is the difference between the carrying amount and the present value of estimated future cash flows of the asset, discounted, where material, at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement.

Trade and other payables

Trade and other payables are recorded initially at fair value. Subsequent to this, they are measured at amortised cost.

The group has a supply chain financing agreement in place to support the cash flow of its external suppliers. The financing is provided by one of the group's relationship funders and gives certain suppliers the flexibility to receive early payments on specific invoices. All early payments are processed by the funding party and the group settles the original invoice amount with the funders at the original invoice due date. The outstanding balances due to suppliers are recorded within trade payables. Access to the supplier finance schemes is by mutual agreement between the funder and supplier. The schemes have no cost to the group as the fees are paid by the supplier directly to the funder. The funder has no special seniority of claim to the group upon liquidation and would be treated the same as any other trade payable.

Provisions

The group recognises a provision for present obligation (legal or constructive) resulting from a past event when it is more likely than not that it will be required to transfer economic benefit to settle the obligation and the amount of the obligation can be estimated reliably. Where the obligation cannot be estimated reliably, no provision is made. Certain provisions that require significant estimates and judgements are discussed in the significant estimates and judgements section below.

A contingent liability arises where the amount of the obligation cannot be measured reliably, but it relates to a past event and an outflow of economic benefit is more likely than not. The contingent liability is not recognised but information about them is disclosed.

Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow-moving items. Where provision requires estimates and judgement, these are discussed in the significant estimates and judgements section below. Inventories are valued on a first in, first out basis. Inventory includes the cost price of estimated returns.

Assets and disposal groups held for sale and discontinued operations

Non-current assets, or disposal groups comprising assets and liabilities, are classed as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. This condition is regarded as met when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year of the date of classification.

Such assets, or disposal groups, are measured at the lower of their carrying amount and fair value less cost to sell. Management have assessed which assets and liabilities should be included in the disposal group. Management estimate fair value less costs to sell and this estimate includes several factors including but not limited to: economic environment and consumer spending patterns, recent comparable transactions, physical condition and age of the goods, brand reputation and performance, discounts applied if the sale involves large quantities, selling costs and the tax implications on the sale. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit and loss.

A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed of, or is classed as held for sale, and:

- Represents a separate major line of business or geographical area of operations; or
- Is part of a co-ordinated plan to disposal of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively for resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount in profit or loss after tax in the consolidated statement of comprehensive income as per IFRS 5. FY2024 comparatives have been restated on account of PLT being assessed as a discontinued operation.

Cash and cash equivalents

Cash and cash equivalents, for the purpose of the cash flow statement and the statement of financial position, comprises cash in bank.

Revenue

Revenue is attributable to the one principal activity of the business. Revenue represents net invoiced sales of goods, including carriage receipts, sponsored income from marketplace placements and commission income from marketplace sales, excluding value added tax. Revenue from the sale of goods is recognised when the customer has received the products, which is when it is considered that the performance obligations have been met and is adjusted for actual returns and a provision for expected returns. Internet sales are paid by customers at the time of ordering using a variety of payment methods and the proceeds remitted to the company by payment service providers within a few days. Wholesale sales are paid in accordance with agreed credit terms with business customers. Commission income on the sale of third-party products on marketplace websites is recognised when the order is placed and paid by the customer. A provision for returns, based on historical customer return rates, is deducted from revenue and included in provisions within trade and other payables. Returns provisions are discussed in the significant estimates and judgements section below.

Rebates

Retrospective rebates from suppliers are accounted for in the period to which the rebate relates to the extent that it is reasonably certain that the rebate will be received. Early-settlement discounts are taken when payment is made.

Finance costs

Interest payable is recognised in the statement of comprehensive income as it accrues in respect of the effective interest rate method.

Finance income

Interest receivable is recognised in the statement of comprehensive income as it is earned.

Pension costs

The group contributes to Group Personal Pension Schemes for certain employees under a defined contribution scheme. The costs of these contributions are charged to the statement of comprehensive income on an accruals basis as they become payable under the scheme rules.

Share-based payments

The group issues equity-settled share-based payments in the parent company to certain employees in exchange for services rendered. These awards are measured at fair value on the date of the grant using an option pricing model and expensed in the statement of comprehensive income on a straight-line basis over the vesting period after making an allowance for the number of shares that are estimated will not vest. The level of vesting is reviewed and adjusted annually. Free shares awarded are expensed immediately.

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. The deferred tax asset is reviewed for impairment by management at each

balance sheet date by reference to the group's forecasts aligned to long term business plan to ensure that the deferred tax asset can be supported. If this is not the case, the asset is impaired.

Deferred tax is provided for on the fair value of intangible assets acquired in subsidiaries where the amortisation is not a tax deductible expense.

The group is adopting the mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two rules.

The Group does not meet the threshold for application of the Pillar One transfer pricing rules

Foreign currency translation

The results and cash flows of overseas subsidiaries are translated at the average monthly exchange rates during the period. The statement of financial position of each overseas subsidiary is translated at the year-end rate. The resulting exchange differences are recognised in a translation reserve in equity and are reported in other comprehensive income.

Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates on the day of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the year-end rate and exchange differences are recognised in the statement of comprehensive income.

Exceptional items

In determining whether an item should be presented as exceptional, the group considers items that are significant because of either their size or nature and that are non-recurring. In order for an item to be presented as exceptional, it should, typically, meet at least one of the following criteria:

- It is a significant item, that may span more than one accounting period but is not considered normal recurring expenditure for the business year-on-year. In the current year, the Wellingborough and Daventry leases have been classified as onerous as part of the Group restructuring programme, the cost of which will extend into next year, in line with the previous announcement.
- It has been directly incurred as a result of either an acquisition or divestment or arises from a major business change or restructuring programme.
- It is unusual in nature and non-recurring, or outside the normal course of business.

The separate reporting of items, which are presented as exceptional within the relevant category in the consolidated statement of comprehensive income, helps provide an indication of the group's trading performance in the normal course of business.

Significant estimates and judgements

The preparation of financial statements in conformity with UK-adopted International Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. The estimates and assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances. Actual results could differ from these estimates and any subsequent changes are accounted for when such information becomes available. The judgements, estimates and assumptions that are the most subjective or complex are discussed below:

Returns provision

The provision for sales returns is estimated based on prior months' historical returns and trends, including seasonal variations, on a country-by-country basis, and is allocated to the period in which the revenue is recorded. This is considered by management as the most appropriate method, which is applied to every set of monthly management accounts and is constantly checked for accuracy and reliability. Actual returns could differ from these estimates. The historic difference between the provision estimates and the actual results, known at a later stage, has never been, nor is expected to be, material. A difference of 1%pt in the percentage of sales returns rate would have an impact of +/- £2.0 million on reported revenue of the continuing business and +/- £1.0 million on operating

profit of the continuing business. The choice of a 1%pt change for the determination of sensitivity represents a reasonable, but not extreme, variation in the return rate.

Claims provision

Management makes judgements in respect of the likelihood of the realisation of a claim. The provision for claims is then estimated from the settlement amount of similar claims in the relevant jurisdiction, with assistance from legal counsel, or from agreed settlements. Factors taken into account include the degree of loss to the appealing party, the likelihood of success in defence and the possible bases of the amount of the settlement claims. Where there are settlements involving class actions and compensation provided to beneficiaries through vouchers, the redemption rates are based on the rates that have been observed in similar instances.

Inventory valuation

Inventory is carried at the lower of cost or net realisable value. Net realisable value is estimated by management on the basis of a number of factors, including but not limited to: the historic rate of sell through, the continuing fashion ability and likely continuing popularity of the product and seasonal trends, along with the volume held of a particular style in conjunction with the ageing of inventory. The judgement of net realisable value may be different from the future actual value realised, but that difference is not expected ever to be material. A difference of 1%pt in the provision as a percentage of gross inventory would give rise to a difference of +/- £2.3 million in gross margin for the continuing business. The choice of a 1%pt change for the determination of sensitivity represents a reasonable, but not extreme, variation in the provision.

During the year, the group revised its methodology for calculating the provision for inventory, reflecting the Group's new strategy and reset to commercial model. This change is intended to ensure a more accurate representation of the recoverable value of inventory and support the group's focus on faster stock turnover and maintaining lower inventory levels. The impact of this change is an increase in the overall inventory provision compared to the prior year under the previous methodology. This increase of £26.1m was recognised within exceptional costs, and is reflected within the exceptional costs table in Note 1.

Intangible assets – impairment testing

Acquired trademarks and customer list intangible assets are impaired if the projected cash flows over the expected lives are lower than the carrying value. Determining whether an impairment is required involves estimation and uncertainty around the forecasted cashflows arising from the intangible assets which are used to determine the value in use of the relevant cash generating unit. Sensitivity testing is performed on the cash flow calculations to verify that impairment is not required with a reasonable range of downside scenarios. Further details of the sensitivities performed are disclosed in note 11.

Classification and fair value of investments in equity instruments and associates

During the year ended 29 February 2024, it was determined that significant influence did exist in determining whether the 27.13% shareholding for Revolution Beauty Group Plc ("REVB") should be accounted for as an associate under IAS 28. Management reviewed the position as at 28 February 2025 and, holding 27.08% of the shares, determined that significant influence continued to exist

Under the equity accounting requirements of IAS 28 the group's share of the results of associate is included in the carrying value of the associate in the consolidated statement of financial position and included within the consolidated income statement using the equity method of accounting.

As at the date of publishing these financial statements the audit of REVB's financial statements for the year ended 28 February 2025 has begun but not been completed by REVB's auditors. The group has reviewed analyst notes prepared by REVB's joint Nominated Advisers, Liberum and Zeus, dated 23 January 2025, information provided by management from draft management accounts of REVB for the period ended 28 February 2025, post year end RNS announcements published by REVB and analyst note prepared by REVB's Nominated Advisers, Liberum, dated 12 May 2025 and preliminary unaudited results published 22nd August 2025. As a result of this review, an estimate of (£4.5)million has been recognised in the consolidated statement of income and consolidated statement of comprehensive income as the group's share of the results of associates for the period.

Given the group's shareholding percentage and review of several analyst notes, along with discussions with REVB management, the risk of this estimate being materially incorrect is considered low.

The overall carrying value of the associate after incorporating our share of REVB's FY25 share of loss has been tested for impairment using analyst notes prepared by REVB's joint NOMAD Zeus, dated 23 January 2025 and by Nominated Advisers Liberum dated 12 May 2025, together with a consideration of the market capitalisation of the group. As indicators of impairment exist, management exercised judgement as to the recoverable amount and determined that a level 1 fair value measurement (based on market capitalisation) is more appropriate than a level 3 fair value measurement (i.e. value in use) due to the inherent estimation and uncertainty embedded in the value in use by using REVB's forecasted performance and cash flows from analyst notes and taking into account the profit warning released by the associate in January 2025 and trading update released in May 2025. This has resulted in the carrying value of the associate being impaired to £9.1m with the impairment of £16.0m included in administration expenses (see Note 13).

Recognition of deferred tax assets

Deferred tax assets are recognised and carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable by reference to seven-year forecast period, using a detailed three-year forecast period extrapolated for 4 years using a predetermined growth rate. The carrying amount of deferred tax assets is reviewed at each reporting date by reference to management forecasts and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates and in accordance with laws that are expected to apply in the period/jurisdiction when/where the liability is settled or the asset is realised. An increase in the Deferred Tax Asset has been recognised, reference Note 15

Assets and disposal groups held for sale and discontinued operations

In accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, the group has exercised significant judgement in determining whether the Youth Brand, PrettyLittleThing, has met the criteria to be classed as held for sale and as a discontinued operation in the financial statements as at 28 February 2025. Management considered the nature and scope of the operations, the significance of PrettyLittleThing's financial results in the context of the group as a whole and whether their activities represent a major line of business operations.

The classification required an assessment of the facts and circumstances surrounding the planned disposal as at 28 February 2025 and involved judgement in evaluating whether the criteria in IFRS 5 were met. The group concluded that the disposal group of PrettyLittleThing comprising the brand, customer list and inventory, met the definition of a discontinued operation as it represented a major line of business, with the group committed to the disposal, with advisors engaged and actively seeking a buyer, and disposal of the brand, customer list and inventory expected within 12 months of initial recognition as a discontinued operation and held for sale disposal group.

Management has also considered the requirements of the Standard in relation to valuation, with the requirement to hold the disposal group at the lower of carrying value and fair value less costs to sell.

Based on management's assessment of anticipated proceeds of disposal, estimated based on management's previous acquisition experience and discussions with valuation advisors on the structure and context of the disposal, an impairment of £8.5m has been recorded (see note 17).

Exceptional items

The group exercises judgement in assessing whether items should be classified as exceptional. This assessment covers the nature of the item, cause of occurrence and scale of impact of that item on the reported performance. As a number of exceptional costs were in relation to PLT, exceptional costs are split between continuing and discontinued operations.

The exceptional costs in these financial statements include:

- Stock clearance, onerous operating costs, dual running costs, restructuring, split shipping and closure costs, together with impairment of assets associated with the closure of a warehousing facility in the USA in FY25 (continuing and discontinued operations) – see notes 17 and 18 for further information
- Ongoing costs of the vacant Daventry warehouse closed in FY24, restructuring costs associated with automation) and costs associated with the closure (continuing).
- Disposal of Wellingborough, Thurmaston Lane and Soho properties (continuing).
- Technology dual running costs due to development of internal platform (continuing) – see note 1
- Impairment of Revolution Beauty Group plc to share of fair value less costs to sell based on market capitalisation at year end (continuing) – see note 13
- Costs and impairment of assets associated with the commercial strategy review launched on 18 October 2024, including:
 - Margin reduction and stock provision impact associated with shift to marketplace model with lower stock holding and stock clearance via deeper discounting followed by sale through jobbing (sale to middleman between retailers and customers), together with change in stock provision methodology for FY25 onwards (continuing and discontinued) – see note 1
 - Technology dual running costs due to decision to abandon internally developed technology and associated Impairment of intangible capitalised software following change in strategy to marketplace model (continuing) – see note 1
 - Restructuring costs associated with the strategic review and cost reduction programme (continuing and discontinued) – see note 1
 - Professional fees associated with FY25 refinancing, strategic review and defence costs (continuing) – see note 1

Exceptional costs and impairment of assets (continuing operations)	2025 £ million	2024 £ million
Cost of Sales		
USA Warehouse closure – stock provision	1.0	-
UK stock clearance	25.1	-
Cost of Sales total	26.1	-
Selling and distribution costs		
Impairment of USA warehouse right-of-use asset	66.1	-
Impairment of USA warehouse plant and equipment	28.8	-
Impairment of UK warehouse right-of-use asset	-	34.2
Impairment of UK warehouse plant and equipment	-	19.1
USA warehouse associated closure costs	0.2	6.7
UK warehouse restructuring and dual operating costs	2.2	6.6
Selling and distribution costs total	97.3	66.6
Administration expenses		
Loss on disposals of property (including remediation provision)	18.4	-
Impairment of property, plant and equipment	5.9	-
Impairment of associate	16.0	-
Impairment of software	8.6	-
Impairment of acquired intangibles	-	22.4
Restructuring costs	8.1	5.2
Technology platform – dual running costs	5.8	3.9
UK warehouse associated closure costs	0.2	-
Dual technology platform running costs associated with the re-platforming of the Groups e- commerce front to its own in-house developed tech stacks	5.2	-
Professional fees	7.1	-
Administration expenses total	75.3	31.5
Total before tax	198.7	98.1
Tax	(11.3)	(15.7)
Total after tax for continuing operations	187.4	82.4

Exceptional costs and impairment of assets	2025	2024
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(discontinued operations)	£ million	£ million
Cost of Sales		
USA warehouse closure – stock provision	2.7	-
Impairment due to held for sale	8.5	
UK stock clearance	26.9	-
Cost of Sales total	38.1	-
Selling and distribution costs		
	17.5	4.9
Selling and distribution costs total	17.5	4.9
Administration expenses		
Impairment of property, plant and equipment	4.3	-
Impairment of right of use asset	1.0	-
Impairment of software	8.8	-
Restructuring costs	3.2	-
Administration expenses total	17.3	-
Total before tax	72.9	4.9
Tax	6.6	(1.2)
Total after tax for discontinued operations	79.5	3.7

2 Segmental analysis

IFRS 8, 'Operating Segments', requires operating segments to be determined based on the group's internal reporting to the chief operating decision maker. The chief operating decision maker is considered to be the executive board, which has determined that the primary segmental reporting format of the group for the year ended 28 February 2025 is by brand. This represents a change from prior periods, where segments were reported by geographic region. The change reflects the Groups current strategic focus on brand performance at a group level as a key performance indicator. Management reviews brands at gross profit level, information below gross profit is not reviewed on a brand basis and is therefore not presented by operating segment. Comparative figures have been restated by brand to reflect this change.

Year ended 28 February 2025

	Youth brands £ million	Debenhams & Labels £ million	Karen Millen £ million	Total Continuing £ million	Discontinued Operations £million	Total £million
Revenue	514.1	208.4	67.8	790.3	427.7	1,218.0
Cost of sales	(257.1)	(87.9)	(29.5)	(374.5)	(225.5)	(600.0)
Cost of sales - Exceptional costs				(26.1)	(38.1)	(64.2)
Gross Profit				389.7	164.1	553.8
Distribution costs				(161.7)	-	(161.7)
Distribution costs – Exceptional costs				(97.4)		(97.4)
Administrative expenses				(291.2)	-	(291.2)
Administrative expenses – Exceptional costs				(75.3)		(75.3)
Amortisation of acquired intangibles				(6.8)	-	(6.8)
Discontinued operations – total cost				-	(248.4)	(248.4)
Other income				1.3	-	1.3
Operating loss				(241.4)	(84.3)	(325.7)
Finance income				2.7	-	2.7
Finance expense				(25.2)	-	(25.2)
Loss before tax				(263.9)	(84.3)	(348.2)

*Restated Year ended 29 February 2024

	Youth brands £ million	Debenhams & Labels £ million	Karen Millen £ million	Total Continuing £ million	Discontinued Operations £million	*Total £million
Revenue	646.2	186.0	70.1	902.3	558.7	1,461.0
Cost of sales	(304.9)	(89.4)	(28.7)	(423.0)	(281.9)	(704.9)
Gross profit	341.3	96.6	41.4	479.3	276.8	756.1
Distribution costs				(209.3)	-	(209.3)
Distribution costs – Exceptional Costs				(66.6)		(66.6)
Administrative expenses				(283.4)	-	(283.4)
Administrative expenses – Exceptional costs				(31.5)		(31.5)
Amortisation of acquired intangibles				(29.8)	-	(29.8)
Discontinued operations – total cost				-	(283.70)	(283.7)
Other income				1.3	-	1.3
Operating loss				(140.0)	(6.9)	(146.9)
Finance income				7.1	2.4	9.5
Finance expense				(22.2)	(0.3)	(22.5)
Loss before tax				(155.1)	(4.8)	(159.9)

Due to the nature of its activities, the group is not reliant on any individual customers.

No analysis of the assets and liabilities of each operating segment is provided to the chief operating decision maker in the monthly management accounts; therefore, no measure of segmental assets or liabilities is disclosed in this note.

*Restated for FY2024 due to classification of PLT as held for sale and discontinued operation.

3 Other income

	2025 £ million	2024 £ million
Property rental income	1.1	0.4
R&D expenditure tax credit	0.2	0.9
	1.3	1.3

4 Finance income and expense

	2025 £ million	2024 £ million
Finance income: Bank interest received	2.7	9.5
Finance expense: RCF and Term Loan interest paid and accrued	(19.1)	(18.3)
Finance expense: IFRS 16 lease interest	(3.3)	(2.9)
Finance expense: RCF arrangement and facility fees	(2.8)	(1.3)
	(25.2)	(22.5)

5 Auditors' remuneration

	2025 £ million	2024 £ million
Audit of these financial statements	0.6	0.6
Disclosure below based on amounts receivable in respect of services to the group		
Amounts receivable by auditors and their associates in respect of:		
Audit of financial statements of subsidiaries pursuant to legislation	-	-
	0.6	0.6

6 Loss before tax

Loss before tax is stated after charging:	2025 £ million	2024 £ million
Short-term operating lease rentals for buildings	-	0.2
Equity-settled share-based payment charges (note 29)	16.6	17.5
Exceptional costs, excluding impairment and property, plant and equipment disposals (note 1)	110.9	27.3
Depreciation of property, plant and equipment (note 11)	27.2	33.7
Impairment of property, plant and equipment (note 11)	42.8	19.1
Depreciation of right-of-use assets (note 13)	10.4	14.3
Impairment of right-of-use assets (notes 1, 13)	67.1	34.2
Impairment of intangible assets (notes 1, 10)	17.4	22.4
Amortisation of acquired intangible assets (note 10)	41.7	37.0
Loss on disposal of property, plant and equipment (Exc dilapidation provision)	17.4	0.1-
Impairment of associate (note 13)	16.0	-

7 Earnings per share

Basic earnings per share is calculated by dividing profit after tax attributable to members of the holding company by the weighted average number of shares in issue during the year. Own shares held by the Employee Benefit Trust are eliminated from the weighted average number of shares. Diluted earnings per share is calculated by dividing the result after tax attributable to members of the holding company by the weighted average number of shares in issue during the year, adjusted for potentially dilutive share options, except when there is a loss, in which case the basic measure is used.

Adjusted earnings and adjusted earnings per share is a non-IFRS measure, which, in management's opinion, gives a more consistent measure of the underlying performance of the business excluding non-cash accounting charges and gains relating to the amortisation of intangible assets valued upon acquisitions, non-cash share-based payment charges, exceptional items and the group's share of results of associate.

Continuing Operations

Earnings per share for continuing operations

	2025 Million	* 2024 Million
Weighted average shares in issue for basic earnings per share (EPS)	1,302.0	1,200.9
Dilutive share options	105.2	68.8
Weighted average shares in issue for diluted earnings per share	1,407.2	1,269.7
Loss (£ million)	(263.2)	(146.6)
Basic loss per share	(20.22)p	(12.47)p
Diluted loss per share	(20.22)p	(12.47)p
<i>Adjusting items:</i>		
Amortisation of intangible assets arising on acquisitions (Note 10)	6.8	8.4
Share-based payments charges	14.9	14.3
Exceptional items and impairment (note 1)	198.7	98.1
Share of results of associate	4.5	(3.1)
Tax on adjusting items	(5.1)	(20.5)
Adjusted loss	(43.4)	(49.2)
Adjusted loss per share (basic)	(3.34)p	(4.12)p
Adjusted loss per share (diluted)	(3.34)p	(4.12)p

*FY2024 comparatives have been restated on account of PLT being assessed as a discontinued operation

Discontinuing Operations

Earnings per share for discontinuing operations

	2025 Million	* 2024 Million
Weighted average shares in issue for basic earnings per share (EPS)	1,302.0	1,200.9
Dilutive share options	105.2	68.8
Weighted average shares in issue for diluted earnings per share	1,407.2	1,269.7
Loss (£ million)	(63.2)	8.8
Basic loss per share	(4.85)p	0.73p
Diluted loss per share	(4.85)p	0.73p
<i>Adjusting items:</i>		
Amortisation of intangible assets arising on acquisitions (Note 10)	-	-
Share-based payments charges	1.7	3.2
Exceptional items and impairment (note 1)	72.8	4.9
Share of results of associate	-	-
Tax on adjusting items	6.2	(0.8)
Adjusted profit	17.5	16.1
Adjusted Earnings per share (basic)	1.35p	1.34p
Adjusted Earnings per share (diluted)	1.25p	1.27p

Staff numbers and costs

The average monthly number of persons employed by the group (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2025	2024
Administration	1,763	2,098
Distribution	2,106	2,981
	3,869	5,079

The aggregate payroll costs of these persons were as follows:

	2025 £ million	2024 £ million
Wages and salaries	144.9	163.3
Social security costs	14.9	16.7
Post-employment benefits	4.0	4.4
Equity-settled share-based payment charges	16.6	17.5
	180.4	201.9

8 Directors' and key management compensation

	2025 £ million	2024 £ million
Short-term employee benefits	17.4	23.5
Post-employment benefits	0.5	0.4
Equity-settled share-based payment charges	4.6	3.4
	22.5	27.3

Directors (who are considered to be the key management personnel) compensation comprises the group directors. Directors' emoluments and pension payments of boohoo group plc are detailed in the directors' remuneration report on page 97.

9 Taxation

	2025 £ million	2024 £ million
Analysis of credit in year		
Current tax on income for the year	0.1	0.3
Adjustments in respect of prior year taxes	(1.7)	(3.3)
Deferred taxation (note 15)	(25.1)	(16.0)
Tax credit	(26.7)	(19.0)

Income tax expense computations are based on the jurisdictions in which taxable profits were earned at prevailing rates in those jurisdictions. The company is subject to Jersey income tax at the standard rate of 0%. The reconciliation below relates to tax incurred in the UK where the group is primarily tax resident. The total tax charge differs from the amount computed by applying the UK rate of 25% for the year (2024: 24.5%) to profit before tax as a result of the following:

	2025 £ million	2024 £ million
Loss before tax	(349.1)	(159.9)
Loss before tax multiplied by the standard rate of corporation tax of the UK of 25% (2024: 24.5%)	(87.3)	(39.2)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	38.4	20.3
Deferred tax not recognised	15.7	-
Adjustments in respect of prior year taxes	6.1	(3.3)
Overseas tax differentials	4.0	0.3
Capital loss	(4.9)	
Depreciation on ineligible assets	-	2.9
Share scheme	1.3	-
Tax credit	(26.7)	(19.0)

No current tax was recognised in other comprehensive income (2024: £nil). No Pillar Two top up tax is expected for FY25. The UK corporation tax rate changed effective April 2023 from 19% to 25% as enacted by the UK Government resulting in an effective rate of 25% for the year ended 28 February 2025; the effective tax rate for the year ended 29 February 2024 is 24.5%.

Pillar Two: The OECD Pillar Two Globe Rules (Pillar Two) introduce a global minimum corporation tax rate of 15% applicable to multinational enterprise groups with global revenue over €750 million. All participating OECD members are required to incorporate these rules into national legislation. The Pillar Two rules applied to the Group for its accounting period commencing 1 March 2024. On 23 May 2023, the International Accounting Standards Board ("IASB") amended IAS 12 to introduce a mandatory temporary exception to the accounting for deferred taxes arising from the jurisdictional implementation of Pillar Two model rules. On 19 July 2023 the UK endorsement Board adopted the IASB amendments to IAS 12. The group has performed an assessment of its exposure to Pillar Two income taxes and the Pillar Two current tax charge for the period ended 28 February 2025 is approximately £nil.

10 Intangible assets

	Patents and licences £ million	Trademarks £ million	Customer lists £ million	Computer software £ million	Total £ million
Cost					
Balance at 28 February 2023	1.0	115.6	8.1	83.2	207.9
Additions	0.3	-	-	31.9	32.2
Disposals	-	-	-	-	-
Balance at 29 February 2024	1.3	115.6	8.1	115.1	240.1
Additions	-	-	-	23.5	23.5
Disposals	-	-	-	-	-
Balance at 28 February 2025	1.3	115.6	8.1	138.6	263.6
Accumulated amortisation					
Balance at 28 February 2023	0.6	37.5	7.5	30.8	76.4
Amortisation for year	0.1	7.8	0.6	28.5	37.0
Impairment of intangible assets	-	22.4	-	-	22.4
Disposals	-	-	-	-	-
Balance at 29 February 2024	0.7	67.7	8.1	59.3	135.8
Amortisation for year	0.1	6.8	-	34.8	41.7
Impairment of intangible assets	-	-	-	17.4	17.4
Disposals	-	-	-	-	-
Balance at 28 February 2025	0.8	74.5	8.1	111.5	194.9
Net book value					
At 28 February 2023	0.4	78.1	0.6	52.4	131.5
At 29 February 2024	0.6	47.9	-	55.8	104.3
At 28 February 2025	0.5	41.1	-	27.1	68.7

Within the statement of comprehensive income, amortisation and impairment of acquired intangible assets (trademarks and customer lists) of £6.8 million (2024: £30.8 million) is shown separately. The amount of amortisation and impairment of the other intangible assets included in distribution costs is £Nil (2024: £0.4million) and in administrative expenses is £52.3 million 2024: £28.6 million).

The group tests the carrying amount of trademarks and customer lists annually for impairment or, more frequently, if there are indications that their carrying value might be impaired. The carrying amounts of other intangible assets are reviewed for impairment if there is an indication of impairment.

The intangible assets impaired during the year ended 28 February 2025 of £17.4 million relate to the discontinued operation's website and, in the continuing business, software that is no longer expected to deliver an economic benefit to the group following the strategic review. The impairment in FY24 related to the group's non-core labels, subsumed into the Debenhams and labels segmental reporting, which had seen significant declines in revenue during the year.

Impairment is calculated by comparing the carrying amounts to the value in use derived from discounted cash flow projections for each cash-generating unit ("CGU") to which the intangible assets are allocated. A CGU is deemed to be an individual brand which is then allocated to the operating segment of Debenhams and labels, Karen Millen or Youth Brands.

Value-in-use calculations are based on five-year management forecasts, prepared as set out below, with a terminal growth rate applied thereafter, representing management's estimate of the long-term growth rate of the sector served by the CGUs. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

The key assumptions used in the value-in-use calculations are as follows:

Sales growth and forecast contribution margin

This is based on past performance and management's expectations of market development over the five-year forecast period, using a detailed three-year forecast period extrapolated for 2 years using a predetermined growth rate, with a terminal value applied thereafter for perpetuity. The directors have reviewed the group's profitability in the five-year plans, the annual budgets and medium-term forecasts, including assumptions concerning capital expenditure and expenditure commitments and their impact on cash flow. The directors consider that a five-year plan is the appropriate period to project financial plans with a reasonable level of certainty in line with their current strategic objectives.

Other operating costs

These are the fixed costs of the CGU, which do not vary significantly with sales volumes or prices. Management forecasts these costs based on the current structure of the business, adjusting for inflationary increases, and these do not reflect any future restructurings or cost-saving measures.

Long-term growth rate 2%

This growth rate is based on a prudent assessment of past experience and future estimations of market expectations.

Discount rate 11.1%

The pre-tax discount rate applied to the cash flow forecasts for the CGU is derived from the estimated pre-tax weighted average cost of capital ("WACC") for the Group.

Sensitivity to changes in assumptions

There is sufficient headroom for each of the unimpaired CGUs, such that management believes no reasonable change in any of the above assumptions would cause the carrying value of the intangible asset to exceed its recoverable amount.

11 Property, plant and equipment

	Short leasehold alteration £ million	Fixtures and fittings £ million	Computer equipment £ million	Motor vehicles £ million	Land & buildings £ million	Total £ million
Cost						
Balance at 28 February 2023	31.8	279.3	14.8	1.0	136.1	463.0
Additions	3.5	28.2	0.9	-	-	32.6
Exchange differences	-	(0.7)	-	-	(0.3)	(1.0)
Disposals	(0.3)	-	-	(0.1)	(1.2)	(1.6)
Balance at 29 February 2024	35.0	306.8	15.7	0.9	134.6	493.0
Additions	1.9	1.5	0.6	-	-	4.0
Exchange differences	-	0.1	-	-	-	0.1
Disposals	-	(2.6)	-	-	(82.3)	(84.9)
Balance at 28 February 2025	36.9	305.8	16.3	0.9	52.3	412.2
Accumulated depreciation						
Balance at 28 February 2023	10.3	62.6	9.5	0.8	8.2	91.4
Depreciation charge for the year	2.7	24.8	3.3	0.1	2.8	33.7
Impairment of assets	-	19.1	-	-	-	19.1
Disposals	(0.3)	-	-	(0.1)	(0.1)	(0.5)
Balance at 29 February 2024	12.7	106.5	12.8	0.8	10.9	143.7
Depreciation charge for the year	3.1	18.5	2.1	-	3.4	27.1
Impairment of assets	-	32.8	-	-	10.0	42.8
Exchange differences	--	1.4	-	-	-	1.4
Disposals	-	(1.0)	-	-	(6.4)	(7.4)
Balance at 28 February 2025	15.8	158.2	14.9	0.8	17.9	207.6
Net book value						
At 28 February 2023	21.5	216.7	5.3	0.2	127.9	371.6
At 29 February 2024	22.3	200.3	2.9	0.1	123.7	349.3
At 28 February 2025	21.1	147.6	1.4	0.1	34.4	204.6

The amounts of depreciation included in the statement of comprehensive income in distribution costs is £14.1 million (2024: £22.9 million) and in administrative expenses is £13.1 million (2024: £10.8 million). The amounts of impairment included in the statement of comprehensive income in distribution costs is £42.8 million (2024: £19.1 million) and in administrative expenses is Nil (2024: £nil million).

Disposals include the disposal of the freehold property on Great Pulteney Street in Soho, together with associated fixtures and fittings, to Global Holdings Limited for £49.5m. The group continues to lease the Soho property under a lease with an expiry date of December 2025 (see note 11). One floor is leased to RevB, generating rental income of £0.8million (Note 27).

The assets impaired relate to freehold and leasehold alterations and fixtures and fittings located in facilities which are no longer in use, where the assets' value in use has been determined to be lower than the carrying value, including the impairment of fixtures and fittings related to the US warehouse of £28.8m, and the impairment of assets linked to the discontinued business, which are not part of the disposal group and no longer of economic value to the group (Note 1). Assets have been impaired to their estimated recoverable amount, being the higher of value in use or fair value less costs of disposal. The residual value of the impaired assets is £nil.

12 Right-of-use assets

	Short leasehold properties £million
Cost	
Balance at 28 February 2023	181.0
Additions	3.8
Exchange differences	(6.2)
Disposals	(0.1)
Balance at 29 February 2024	178.5
Additions	4.9
Lease modifications	8.1
Exchange differences	(3.1)
Disposals	(25.6)
Balance at 28 February 2025	162.8
Accumulated depreciation	
Balance at 28 February 2023	44.6
Depreciation for year	12.6
Lease modifications	1.7
Impairment of assets	34.2
Exchange differences	(0.2)
Balance at 29 February 2024	92.9
Depreciation for year	10.4
Impairment of assets	67.1
Exchange differences	(2.3)
Disposals	(25.6)
Balance at 28 February 2025	142.5
Net book value	
At 28 February 2023	136.4
At 29 February 2024	85.6
At 28 February 2025	20.3

The amounts of depreciation included in the statement of comprehensive income in distribution costs is £6.7million (2024: £10.0 million) and in administrative expenses is £3.7million (2024: £4.3 million). The amounts of impairment included in the statement of comprehensive income in distribution costs is £62.5 million (2024: £34.2 million) and in administrative expenses is £4.6 million (2024: £nil).

Following the disposal of the property on Great Pulteney Street in Soho the group continues to lease two floors under a lease which expires in December 2025. This lease is included in right of use asset additions.

The assets impaired relate to the closure of the US warehouse in the year and right of use assets taken on by the discontinued operation that are no longer expected to be of economic value to the group.

Some leases contain break clauses or extension options to provide operational flexibility. Potential future undiscounted lease payments not included in the reasonably certain lease term and, hence, not included in right-of-use assets or lease liabilities, total £0.8million (2024: £2.3 million).

The Sheffield lease agreement was modified in FY2025 due to a revised agreement in May 2024 for rent free period of 8 months to December 2024.

13 Investment in associate

	Investment in associate £ million
Cost	
Balance at 29 February 2024	29.6
Additions at fair value	-
Share of results of associate	(4.5)
Balance at 28 February 2025	25.1
Impairment	
Balance at 29 February 2024	-
Impairment charge	16.0
Balance at 28 February 2025	16.0
Net book value	
At 29 February 2024	29.6
At 28 February 2025	9.1

Under the equity accounting requirements of IAS 28 the group's share of the results of associate is included in the carrying value of the associate in the group statement of financial position and included within the group income statement using the equity method of accounting.

Set out below is the material associate of the group. The entity listed below has share capital consisting of ordinary shares, which are held directly by the group. The country of incorporation or registration is the principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Nature of relationship	Country of incorporation	% ownership	Carrying amount	2025 £ million	2024 £ million
			2025 %	2024 %		
Revolution Beauty Group plc ("REVB")	Associate, supplier	UK	27.08%	27.13%	9.1	29.6

Group assesses at each balance sheet date, whether there is an indication that the investment in associate held on the balance sheet may be impaired. The overall carrying value of the associate after incorporating the group's share of REVB's FY25 share of loss was tested for impairment using forecasts within analyst notes prepared by REVB's joint NOMAD Zeus, dated 23 January 2025 and NOMAD Liberum dated 12 May 2025, together with a consideration of the market capitalisation of the associate. As indicators of impairment exist, management exercised judgement as to the recoverable amount and determined that a level 1 fair value measurement (based on market capitalisation) is more appropriate than a level 3 fair value measurement (i.e. value in use) due to the inherent estimation and uncertainty embedded in the value in use by using REVB's forecasted performance and cash flows from analyst notes and taking into account the profit warning released by the associate in January 2025. This has resulted in the carrying value of the associate being impaired to £9.1m.

The table below provides the summarised profit and loss and balance sheet for REVB. As at the date of publishing these financial statements, the audit of REVB's financial statements for the year ended 28 February 2025 has begun but not been completed by REVB. The group has reviewed analyst notes prepared by REVB's NOMADs, Liberum and Zeus, dated 23 January 2025, information provided by management from management accounts for the year ended 28 February 2025, post year end RNS notes published by REVB and analyst note prepared by joint NOMAD Liberum dated 12 May 2025 and the preliminary unaudited results announced on 22 August 2025.

	2025 £ million	2024 £ million
Turnover *	142.6	122.3
Profit *	(16.8)	11.3
Group share in %	27.08%	27.13%
Group share in £ million	(4.5)	3.1
Total non-current assets	18.3	17.4
Total current assets	62.7	98.1
Total current liabilities	(89.3)	(71.1)
Total non-current liabilities	(8.8)	(41.7)
Net (liabilities)/assets	(17.1)	2.7

* Results for the prior year are presented for the period from 18 July 2023 to 29 February 2024, as the Group obtained significant influence on 18 July 2023.

14 Investments

The subsidiaries held and consolidated in these financial statements are set out below:

Name of company	Principal activity	Country of incorporation	Address	Percentage ownership
Direct investment				
Debenhams Holdings Limited	Holding	UK	49–51 Dale St, Manchester	100%
Indirect investments				
Debenhams Holdings 2 Limited	Holding	UK	49–51 Dale St, Manchester	100%
21Three Clothing Company Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Boo Who Limited	Dormant	UK	49–51 Dale St, Manchester	100%
boohoo France SAS	Marketing office	France	15, Rue Bachaumont, Paris	100%
boohoo Germany GmbH	Marketing office	Germany	Tucholskystrasse 13, Berlin	100%
boohoo Italy srl	Admin office	Italy	Via Sant'Antonio n. 30, Prato	100%
boohoo.com Australia Pty Ltd	Marketing office	Australia	468 St Kilda Road, Melbourne	100%
boohoo.com UK Limited	Trading	UK	49–51 Dale St, Manchester	100%
boohoo.com USA Inc	Marketing office	USA	8431 Melrose Pl, Los Angeles	100%
boohoo.com USA Limited	Dormant	UK	49–51 Dale St, Manchester	100%
boohooMAN.com UK Limited	Dormant	UK	49–51 Dale St, Manchester	100%
BoohooPLC.com Inc	Warehouse	USA	49–51 Dale St, Manchester	100%
Debenhams Property Holdings Limited	Property	Jersey	44 Esplanade, St Helier, Jersey	100%
Debenhams Property Holdings 2 Limited	Property	UK	49–51 Dale St, Manchester	100%
Boohoo Turkey	Sourcing office	Turkey	20 Bahcelievler, Istanbul 34197	100%
Burton Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
CoastLondon.com Limited	Trading	UK	49–51 Dale St, Manchester	100%
Debenhams Brands Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
DBZ Marketplace Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Debenhams Holdings Limited	Holding	UK	49–51 Dale St, Manchester	100%
DBZ Marketplace US Inc	Trading	USA	1209 Orange Street, Wilmington	100%
Dorothy Perkins Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Faith.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Karenmillen.com Limited	Trading	UK	49–51 Dale St, Manchester	100%

Maine.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Mantaray.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
MissPap UK Limited	Trading	UK	49–51 Dale St, Manchester	100%
DebenhamsPayPlus Limited	Trading	UK	49–51 Dale St, Manchester	100%
Nasty Gal Limited	Trading	UK	49–51 Dale St, Manchester	100%
NastyGal.com USA Inc	Marketing office	USA	2135 Bay Street, Los Angeles	100%
NastyGal Marketplace USA Inc	Trading	USA	1209 Orange Street, Wilmington	100%
Oasis Fashions Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Debenhams Retail Online Limited	Data processor	UK	49–51 Dale St, Manchester	100%
PrettyLittleThing.com France SAS	Marketing office	France	81 Rue Reaumur, 75002, Paris	100%
PrettyLittleThing.com Limited	Trading	UK	49–51 Dale St, Manchester	100%
PrettyLittleThing.com USA Inc	Marketing office	USA	1209 Orange Street, Wilmington	100%
Principles.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
RedHerring.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Shanghai Wasabi Frog Trading Co Limited	Trading	China	828–838 Zhangyang Rd., Shanghai, China	100%
Wallis Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Warehouse Fashions Online Limited	Trading	UK	49–51 Dale St, Manchester	100%

15 Deferred tax

Assets	Unused tax losses £ million	Share-based payments £ million	Temporary Differences £ million	Total £ million
Asset at 28 February 2023	22.5	1.0	-	23.5
Recognised in statement of comprehensive income	6.4	2.2	-	8.6
Asset at 29 February 2024	28.9	3.2		32.1
Recognised in statement of comprehensive income - continuing	25.3	2.6	0.1	28.0
Debit in equity	-	-	-	-
Asset at 28 February 2025	54.2	5.8	0.1	60.1

Liabilities

	Business combinations £ million	Capital allowances in excess of depreciation £ million	Total £ million
Liability at 28 February 2023	(0.7)	(23.5)	(24.2)
Recognised in statement of comprehensive income	0.2	7.2	7.4
Liability at 29 February 2024	(0.5)	(16.3)	(16.8)
Recognised in statement of comprehensive income	-	(2.9)	(2.9)
Debit in equity	-	-	-
Liability at 28 February 2025	(0.5)	(19.2)	(19.7)

Recognition of the deferred tax assets is based upon the expected generation of future taxable profits. The tax losses attributable to the discontinued business have not been recognised.

The deferred tax liability will reverse in more than one year's time as the intangible assets are amortised.

Deferred tax is calculated at 25% as enacted from April 2023 by the UK Government.

At the reporting date, the group had unused tax losses of £5.9million (2024: £nil) available at PLT component level and will not be part of any group loss relief. During the year, Group's net interest expense exceeded the £2million de minimis threshold and a total of £6.9million (2024: £nil) interest expense available to offset future profits.

16 Inventories

	2025 £ million	2024 £ million
Finished goods	66.9	196.2
Finished goods – returns	5.3	11.8
	72.2	208.0

The value of inventories included within cost of sales for the year was £611.3 million (£384.0m for continuing operations) (2024: £709.6 million (£416.2m for continuing operations)). Finished goods - returns row of the table above represents the estimated value of products sold to customers but expected to be returned. An impairment provision of £47.9million includes £22.8million (2024:18.5m) related to stock held for sale within discontinued operations. This amount was charged to the statement of comprehensive income. There were no reversals of prior period provisions during the year.

17 Held for sale – discontinued operations

The disposal group comprises the brand, customer lists and inventory of PrettyLittleThing. The disposal group, comprising Inventory only, which is held at £20.9million. Management estimate fair value less costs to sell and this estimate includes several factors including but not limited to: economic environment and consumer spending patterns, recent comparable transactions, physical condition and age of the goods, brand reputation and performance, discounts applied if the sale involves large quantities and selling costs. There are no disposal group liabilities.

There is an element of the provision which relates to the change in stock provision method (increase provision rates against different ageing categories).

	2025 £ million	2024 £ million
Revenue	427.7	558.7
Costs	(511.8)	(554.0)
Pre-tax (loss)/profit	(84.1)	4.7
Income tax	21.0	4.0
Post tax (loss)/profit	(63.1)	8.7
Net Cash generated from operating activities -discontinued	(24.2)	(13.6)
Net cash used in investing activities - discontinued	(6.2)	(23.4)
Net cash flows generated from financing activities - discontinued	(3.8)	(3.9)
(Decrease)/Increase in cash and cash equivalents	(11.9)	46.1

Cashflow from discontinued operations

	<i>Note</i>	2025 £ million	2024 £ million
Cash flows from operating activities			
Total (Loss)/Profit for the year from discontinued operations		(63.1)	(0.4)
<i>Adjustments for:</i>			
Share-based payments charge		1.7	3.2
Depreciation charges and amortisation	10,11,12	22.7	18.6
Impairment of intangible assets	10	8.7	
Impairment of property, plant and equipment	11	4.1	-
Impairment of right of use asset	12	1.0	
Increase in legal provision		0.6	
Finance Income			(2.4)
Finance Expense			0.3
Deferred Tax Credit		1.2	
Tax credit	9	(22.3)	(3.4)
		(45.4)	15.9
Decrease/(increase) in inventories	16	49.7	(39.8)
(Increase)/Decrease in stock provision movements		19.1	(2.8)
(Increase)/Decrease in inventories held for sale for discontinued operations		(21.0)	-
Decrease/(Increase) in trade and other receivables	18	6.8	(4.5)
(Decrease)/Increase in trade and other payables	20	(33.3)	16.4
Cash (used in)/generated from operations		(24.1)	(14.8)
Tax Paid		-	1.2
Net cash /(Used in) generated from operating activities		(24.1)	(13.6)
Cash flows from investing activities			
Acquisition of intangible assets	10	(6.2)	(8.9)
Acquisition of property, plant and equipment	11	-	(17.4)
Proceeds from the sale of property, plant and equipment	11	-	0.5
Finance income received		-	2.4
Net cash generated /(Used in) investing activities		(6.2)	(23.4)
Cash flows from financing activities			
Finance expense paid		-	(0.3)
Lease payments		(3.8)	(3.6)
Net cash (used in) financing activities		(3.8)	(3.9)
Decrease in cash and cash equivalents		(34.1)	(40.8)
Cash and cash equivalents at beginning of year		46.1	87.0
Total cash (outflows)inflows in cash and cash equivalents		(11.9)	46.1

*FY2024 comparatives have been restated on account of PLT being assessed as a discontinued operation. The consolidated cash flow statement shows consolidated discontinued transactions in each category. The total consolidated loss for the year of £326.4m includes £63.2m from discontinued operations.

18 Trade and other receivables

	2025 £ million	2024 £ million
Trade receivables	13.9	17.8
Prepayments	7.9	11.2
Accrued income	2.1	1.2
	23.9	30.2

Trade receivables represent amounts due from wholesale customers and advance payments to suppliers.

Where specific trade receivables are not considered to be at risk and requiring a provision, the trade receivables impairment provision is calculated using the simplified approach to the expected credit loss model, based on the following percentages:

	2025 %	2024 %
Age of trade receivable		
60–90 days past due	1	1
91–120 days past due	5	5
Over 121 days past due	90	90

During the financial year, the group launched its Buy Now Pay Later service called DebenhamsPayPlus Limited. The gross value of debtors and estimated IFRS 9 expected credit loss provision associated with this new line of business is immaterial at year end.

The provision for impairment of receivables is charged to administrative expenses in the statement of comprehensive income. The maturing profile of unsecured trade receivables and the provisions for impairment are as follows:

	2025 £ million	2024 £ million
Due within 30 days	9.8	16.7
Provision for impairment	(0.6)	(1.6)
Due in 31 to 90 days	6.4	4.6
Provision for impairment	(1.7)	(1.9)
Past due	1.6	1.5
Provision for impairment	(1.6)	(1.5)
Total amounts due and past due	17.8	22.8
Total provision for impairment	(3.9)	(5.0)
	13.9	17.8

19 Cash and cash equivalents

	2025 £ million	2024 £ million
At start of year	230.0	330.9
Net movement during year	(183.4)	(97.1)
Effect of exchange rates	(1.9)	(3.8)
At end of year	44.7	230.0

There is no material credit risk associated with the cash at bank due to the healthy credit ratings of the banks of A and higher.

20 Trade and other payables

	2025 £ million	2024 £ million
Trade payables	79.8	114.3
Other creditors	35.3	28.8
Accruals	83.5	110.0
Deferred income	11.1	11.6
Taxes and social security payable	16.9	29.9
	226.6	294.6

Trade payables include £nil (2024: £7.6 million) that suppliers have chosen to early-fund under supplier financing arrangements.

21 Provisions

	Dilapidations £ million	Returns £ million	Claims £ million	Total £ million
Provision at 29 February 2024	9.5	25.1	1.8	36.4
<i>Movements in provision charged/(credited) to income statement:</i>				
Prior year provision utilised/released	-	(25.1)	(0.6)	(25.7)
Increase in provision in current year	1.8	18.6	1.6	22.0
Exchange differences	(0.1)	-	-	(0.1)
Provision at 28 February 2025	11.2	18.6	2.8	32.6

	£ million	£ million	£ million	£ mill
Current provisions	0.1	18.6	2.8	21.5
Non-current provisions	11.1	-	-	11.1
Total	11.2	18.6	2.8	32.6

The dilapidation provision represents the estimated exit cost of leased premises and is expected to unwind in more than ten years. Returns provision represents the revenue reduction of estimated customer returns, which occur over the two-to-three months after the date of sale. The claims provision represents the estimate of claims against the group that are expected to settle in the period within nine-to-twelve months after the year end.

22 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the group's interest-bearing loans and borrowings, which are measured at amortised cost.

Terms and debt repayment schedule

	Currency	Nominal interest rate	Year of maturity	2025 £ million	2024 £ million
Term loan	GB£	SONIA CIA	2025	-	-
Revolving credit facility (RCF)	GB£	SONIA CIA	2026	125.0	-
Revolving credit facility (RCF)	GB£	SONIA CIA	2025	-	75.0
Revolving credit facility (RCF)	GB£	SONIA CIA	2026	-	225.0
				125.0	325.0

The RCF is unsecured against the company's assets and includes financial covenants relating to interest cover and adjusted leverage.

On 18 October 2024 the Group agreed a new £222m debt facility (the "Facility") with a consortium of its existing relationship banking group. The Facility comprises of a £125m RCF that runs to October 2026 and a £97m term loan that is repayable in August 2025. The £97m term loan was repaid in full by 28 February 2025. The cost of the facilities is compounded SONIA plus a margin of around 400bps. Transaction costs of £2.1m were deducted from the Revolving Credit Facility (RCF) in accordance with IFRS9. The costs have been recognised in the statement of comprehensive income as a finance cost as the RCF is unwound under the effective interest method. Transaction costs for the loan crystallised in the period through statement of comprehensive income given full repayment of the finance package.

Movement in interest-bearing loans and borrowings:

	2025 £ million	2024 £ million
Opening balance	325.0	325.0
Repayment of RCF	(103.0)	
Repayment of term loan	(97.0)	-
Drawdown of RCF	35.0	
Repayment of RCF drawdown	(35.0)	
Interest Accrued	19.1	18.3
Interest Paid	(19.1)	(18.3)
Transaction costs	(2.1)	
Closing balance	122.9	325.0
(Decrease) / increase in borrowing	(202.1)	325.0

Reconciliation of movements in cash flows from financing activities to movements in liabilities:

	Balance 29 February 2024	Cash flow from financing activities	Additions, disposals and exchange differences	Statement of comprehen sive income	Movement in retained earnings and other reserves	Balance at 28 February 2025
	£ million	£ million	£ million	£ million	£ million	£ million
Equity	279.7	38.1	-	(326.4)	12.5	3.9
Leases	121.9	(13.7)	13.7	(1.7)	-	120.2
Bank borrowings	325.0	(227.3)	-	25.2	-	122.9
	726.6	(202.9)	13.7	(302.9)	12.5	247.0

Reconciliation of net debt:

	2025 £ million	2024 £ million
Cash and cash equivalents	44.7	230.0
Interest bearing loans and borrowings	(122.9)	(325.0)
Net (debt) / cash and cash equivalents	(78.2)	(95.0)

23 Lease liabilities

Minimum lease payments due	Within 1 year £ million	1–2 years £ million	2–5 years £ million	5–10 years £ million	More than 10 years £ million	Total £ million
28 February 2025						
Lease payments	13.9	14.0	36.8	56.3	16.5	137.5
Finance charges	(3.0)	(2.6)	(6.1)	(4.6)	(1.0)	(17.3)
Net present value	10.9	11.4	30.7	51.7	15.5	120.2

	2025 £ million	2024 £ million
Current lease liability	10.9	9.5
Non-current lease liability	109.3	112.4
Total	120.2	121.9

Movement in lease liabilities:

	2025 £ million	2024 £ million
Opening balance	121.9	138.6
Interest accrued	3.3	2.9
Cash flow lease payments	(13.7)	(16.9)
Additions	4.9	3.8
Lease modifications	6.4	-
Disposals	-	(0.1)
Exchange differences	(2.6)	(6.4)
Closing balance	120.2	121.9

24 Share capital

	2025 £ million	2024 £ million
1,397,295,661 authorised and fully paid ordinary shares of 1p each (2024: 1,268,865,215)	14.0	12.7

Ordinary Share Capital		
	2025 £'m	2024 £'m
Opening Shares	12.7	12.7
Shares Issued	1.3	-
Total Share Capital	14.0	12.7

Share Premium		
	2025 £'m	2024 £'m
Opening Shares	898.1	916.8
Issue of SIP share to scheme from EBT	(41.6)	(18.8)
Issue of new shares to NEDs	0.1	0.1
Placing	36.8	-
Total Share Premium	893.4	898.1

On 14 November 2024, the company issued 126,908,442 new fully paid 1p ordinary shares, and raised gross proceeds of approximately £39.3 million through an equity fundraising, comprising a firm placing, direct subscriptions, and a retail offer at 31 pence per share. The residual proceeds of 36.8million went to share premium. The firm placing and subscriptions raised £38.9 million, while the retail offer secured £0.4m.

During the year, a total of 16.2 million shares were issued under the share incentive plans in conjunction with EBT (2024:7.0 million). On 3 February 2025, 275,864 (2024: 206,309) new ordinary shares were issued to non-executive directors as part of their annual remuneration.

The directors do not recommend the payment of a dividend so that cash is retained in the group for capital expenditure projects that are required for the rapid growth and efficiency improvements of the business and for suitable business acquisitions (2024: £nil).

25 Shares to be issued

	2025 £ million	2024 £ million
	-	-

The shares to be issued represented the fair value of the contingent shares to be issued to the non-controlling interests of PrettyLittleThing.com Limited, in accordance with the acquisition agreement entered into and announced on 28 May 2020. Under this agreement, 16,112,331 Ordinary Shares in boohoo group plc were to be issued subject to the group's share price averaging 491 pence per share over a six-month period, up until a longstop date of 14 March 2024. If this was not met, the consideration was to lapse.

As at 29 February 2024 the issuing condition had not been met and could not have been met before the longstop date of 14 March 2024. As a result, the shares to be issued were derecognised as at 28 February 2024 and recycled through Other reserves (note 26) alongside the reserves created upon acquisition of the non-controlling interest in PrettyLittleThing.com Limited.

26 Other reserves

	2025 £ million	2024 £ million
Translation reserve	(2.3)	(0.8)
Capital redemption reserve	0.1	0.1
Reconstruction reserve	(515.3)	(515.3)
Acquisition of non-controlling interest in PrettyLittleThing.com Limited	(249.4)	(249.4)
Revaluation gains on transition of investment to associate	10.2	10.2
Proceeds from issue of growth shares in boohoo holdings Limited	0.8	0.8
	(755.9)	(754.4)

The translation reserve arises from the movement in the revaluation of subsidiary balance sheets in foreign currencies; the capital redemption reserve arose from a capital reconstruction in 2014; the reconstruction reserve arose on the impairment of the carrying value of the subsidiary company in 2014 at that date; the acquisition of the non-controlling interest in PrettyLittleThing is the excess of consideration paid over the carrying value of the non-controlling interest as at the date of acquisition in May 2020 adjusted during the prior year for the cancellation of the shares to be issued (note 25); and the revaluation gain on transition of investment to associate arose in July 2023 when significant influence was determined to have been obtained over Revolution Beauty Group plc, with the equity accounting requirements of IAS 28 being applied from this date.

27 Related party disclosures

Related party	Company transacting with the related party	Nature of relationship	2025 £ million	2024 £ million
<u>Amounts included in the statement of financial position</u>				
Inventories				
Revolution Beauty Group plc	boohoo.com UK Limited	Associate	0.1	0.1
Revolution Beauty Group plc	PrettyLittleThing.com Limited	Associate	0.1	0.1
Rental income				
Revolution Beauty Group plc	Boohoo.co. UK Limited	Associate	0.8	-
Lease liabilities				
Kamani Commercial Property Limited	boohoo.com UK Limited	Common directors and shareholders	-	-
Kamani Commercial Property Limited	PrettyLittleThing.com Limited	Common directors and shareholders	0.2	0.3
<u>Amounts included in the statement of comprehensive income</u>				
Cost of sales				
Revolution Beauty Group plc	boohoo.com UK Limited	Associate	0.1	0.3
Revolution Beauty Group plc	PrettyLittleThing.com Limited	Associate	0.2	0.5
Administrative expenses				
The Pinstripe Property Investment Co. Limited	PrettyLittleThing.com Limited	Common directors and shareholders	0.1	-
Pinstripe Hong Kong Limited	boohoo.com UK Limited	Common directors and shareholders	0.1	0.1
UMK Investments	PrettyLittleThing.com Limited	Close member of Common directors and shareholders	0.5	
Depreciation – right-of-use assets				
Kamani Commercial Property Limited	boohoo.com UK Limited	Common directors and shareholders	0.8	0.8
Kamani Commercial Property Limited	PrettyLittleThing.com Limited	Common directors and shareholders	0.1	0.2

Kamani Commercial Property Limited has been the lessor of boohoo's and PrettyLittleThing's head office buildings in Manchester since the IPO in 2014.

During the financial year, REV B occupied a floor in Great Pulteney Street in Soho. This was rented from Boohoo.com UK Limited and the income is reflected above.

Related party transactions are conducted on arm's length commercial terms.

28 Financial instruments

(a) Fair values of financial instruments

Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date if the effect is material.

Trade and other payables

The fair value of trade and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date if the effect is material.

Cash and cash equivalents

The fair value of cash and cash equivalents is estimated as its carrying amount where the cash is repayable on demand. Where it is not repayable on demand, then the fair value is estimated at the present value of future cash flows, discounted at the market rate of interest at the reporting date.

Interest-bearing borrowings

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Cash flow hedges

Fair value is calculated using forward interest rate points to restate the hedge to fair market value.

Foreign exchange rates

The key currency exchange rates used in the financial statements are:

	2025	2024
USD closing rate	1.2574	1.26326
USD year average rate	1.2775	1.25200
EUR closing rate	1.2115	1.16895
EUR year average rate	1.2034	1.15514
AUD closing rate	2.0259	1.94262
AUD year average rate	1.9965	1.90028

The impact of any reasonable fluctuations in the exchange rates used to translate assets and liabilities at the year-end is not considered to be material and has, therefore, not been disclosed.

Investments in equity instruments

The investments in equity instruments are classed as Level 3 investments under the fair value hierarchy and are financial instruments that are difficult to value because they do not have an active market. The fair value considerations of these investments are, typically, highly judgemental and are valued using models and assumptions based on inputs that are not readily observable. The fair value of these non-listed equity investments has been estimated using a discounted cash flow model and recent funding rounds. Where insufficient, more recent, information is available to measure fair value, or if there is a wide range of possible fair value measurements, then cost is used as the best estimate of fair value if it falls within that range. Investments in equity instruments are held at fair value through other comprehensive income and this election was made at initial recognition.

The following table presents the changes in Level 3 investments:

	2025 £ million	2024 £ million
At the beginning of the year	0.3	15.3
Addition of financial assets at fair value through other comprehensive income	-	1.3
Gains recognised through other comprehensive income	-	10.2
Disposal of financial assets at fair value through other comprehensive income	-	-
Transfers into/(out of) Level 3 investments	-	(26.5)
At the end of the year	0.3	0.3

The following table summarises the Level 3 investments held:

	2025 £ million	2024 £ million
8.51% investment in PrimaTrade Systems Limited (2024: 8.51%)	0.3	0.3
	0.3	0.3

Fair values

	2025 £ million	2024 £ million
Financial assets		
At amortised cost:		
Cash and cash equivalents	44.6	230.0
Trade receivables	13.9	17.8
Accrued income	2.1	1.2
At fair value through profit or loss:		
Cash flow hedges	1.8	0.6
At fair value through other comprehensive income:		
Cash flow hedges	0.1	2.7
Equity investments	0.3	0.3
	62.8	252.6

	2025 £ million	2024 £ million
Financial liabilities		
At amortised cost:		
Trade payables	79.8	114.3
Other creditors	11.1	28.8
Accruals	83.5	110.0
Provisions	32.0	36.4
Interest-bearing loans and borrowings	122.9	325.0
Lease liabilities	120.2	121.9
At fair value through profit or loss:		
Cash flow hedges	-	1.0
At fair value through other comprehensive income:		
Cash flow hedges	-	-
	449.5	737.4

The fair value of financial assets and liabilities is not materially different from the carrying value.

Fair value hierarchy

Financial instruments carried at fair value are required to be measured by reference to the following levels under IFRS 13 “Fair Value Measurement”:

Hierarchy level	Inputs	Financial instruments	Valuation methodology
Level 1	Quoted prices in active markets for identical assets or liabilities	Investments in equity instruments at fair value through other comprehensive income	Quoted prices in active markets for identical assets or liabilities
Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)	Derivative financial instruments – cash flow hedges	Valuation techniques include forward pricing and swap models using net present value calculation of future cash flows. The model inputs include the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies and interest rate curves.
Level 3	Inputs for the asset or liability that are not based on observable market data	Investments in equity instruments at fair value through other comprehensive income	The fair value of these equity investments has been estimated using a discounted cash flow model and recent funding rounds. Where insufficient, more recent, information is available to measure fair value, or if there is a wide range of possible fair value measurements, then cost is used as the best estimate of fair value if it falls within that range.

(b) Credit risk**Financial risk management**

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises, principally, from the group’s receivables from customers and hedging and other financial activities.

The group has no significant concentration of credit risk, as exposure is spread over a large number of counterparties and customers. The group faces minimal credit risk from trade receivables as customers pay for their orders in full at the time of purchase and third-party sales are to a small number of large established corporations with which the group has long-standing relationships. The risk of default from related party undertakings is considered low.

(c) Liquidity risk

Financial risk management

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they fall due.

The group manages its exposure to liquidity risk by continuously monitoring short-term and long-term forecasts and actual cash flows and ensuring it has the necessary banking and reserve borrowing facilities available to meet the requirements of the business. The maturity profile of the group's borrowings is included in note 22, of the group's lease liabilities is included in note 23, and of derivative liabilities included within the foreign currency risk section of this note.

(d) Capital risk

Financial risk management

Capital risk is the risk that the group will not be able to continue as a going concern. The group's approach to managing capital risk is to safeguard the group's ability to continue as a going concern by securing an appropriate mix of debt and equity funding, a strong credit rating and sufficient headroom. The capital structure is regularly reviewed to ensure it is appropriate to the group's strategic objectives. The funding requirements of the group are ascertained by regular cash flow forecasts and projections. At 28 February 2025, the group had capital of £(91.3) million (2024: £184.7 million), comprising equity of £3.7 million (2024: £279.7 million) and net debt of £78.2 million (2024 net debt: £95.0 million).

(e) Foreign currency risk

Financial risk management

The group trades internationally and is exposed to exchange rate risk on purchases and sales, primarily in Australian dollars, euros and US dollars. The group's results are presented in sterling and are exposed to exchange rate risk on translation of foreign currency assets and liabilities. The group's approach to managing foreign currency risk is to use financial instruments in the form of forward foreign exchange contracts to hedge net foreign currency cash flows where necessary. These forward foreign exchange contracts are classified as Level 2 derivative financial instruments under IFRS 13 'Fair Value Measurement'.

The fair value of forward foreign exchange contracts recognised in the statement of financial position within financial assets at 28 February 2025 was £1.9 million (2024: £3.3 million) and within financial liabilities was £nil million (2024: £1.0 million). The non-current element of the financial assets is £nil (2024: £nil) and of financial liabilities is £nil (2024: £nil). Cash flows related to these contracts will occur during the one year to 28 February 2026.

Hedge effectiveness is determined at inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that the economic relationship, as per the group's hedging policy, exists between the hedged item and hedging instrument. The derivatives have been fair valued at 28 February 2025 with reference to forward exchange rates and option pricing models that are quoted in an active market, with the resulting value discounted back to present value. Hedge ineffectiveness may occur due to:

- Fluctuation in volume of hedged item caused due to operational changes
- Index basis risk of hedged item vs hedging instrument
- Credit risk as a result of deterioration of credit profile of the counterparties

Hedge ineffectiveness in relation to designated hedges was negligible during the year ended 28 February 2025 and year ended 29 February 2024.

The total amount recognised in other comprehensive income during the year is a loss of £0.2 million (2024: £7.4 million) and the amount reclassified from other comprehensive income to profit and loss in revenue during the year is a loss of £2.4 million (2024: £2.4 million).

Maturity of forward currency hedging instruments – notional amount £ million

Currency	1–6 months	7–12 months	13–18 months	19–24 months	More than 2 years	Total
USD	2.0	-	-	-	-	2.0
	2.0	-	-	-	-	2.0

Average rate of forward currency hedging instruments – GBP: currency

Currency	1–6 months	7–12 months	13–18 months	19–24 months	More than 2 years	Average
USD	1.2490	-	-	-	-	1.2490

29 Share-based payments

Summary of movements in awards

Number of shares	ESOP	LTIP	SIP	SAYE	Total	Weighted average exercise price
Outstanding at 28 February 2023	39,205,229	28,960,018	13,329,449	30,718,327	112,213,023	74.70
Granted during the year	24,230,928	-	-	13,013,491	37,244,419	9.39
Lapsed during the year	(8,012,338)	(5,829,973)	(1,997,306)	(16,730,237)	(32,569,854)	61.48
Exercised during the year	(4,128,452)	(169,852)	(2,498,679)	(110,822)	(6,907,805)	1.20
Outstanding at 29 February 2024	51,295,367	22,960,193	8,833,464	26,890,759	109,979,783	61.53
Exercisable at 29 February 2024	18,135,521	1,559,361	989,294	23,953	20,708,129	162.58
Granted during the year	35,916,731	-	-	5,548,354	41,465,085	4.42
Lapsed during the year	(14,898,946)	(6,221,439)	(954,427)	(11,737,561)	(33,812,373)	42.89
Exercised during the year	(10,580,505)	(1,139,644)	(4,362,377)	(337,282)	(16,419,808)	1.09
Outstanding at 28 February 2025	61,732,647	15,599,110	3,516,660	20,364,270	101,212,687	58.36
Exercisable at 28 February 2025	22,839,579	419,717	3,516,660	119,461	26,895,417	175.10

The weighted average share price at date of exercise of shares exercised during the year was 43.46 pence (2024: 32.1 pence). The weighted average remaining of contractual life of outstanding options at the end of the year was 7.2 years (2024: 6.4 years).

The group recognised a total expense of £16.6 million during the year (2024: £17.5 million) relating to equity-settled share-based payment transactions.

Employee Stock Ownership Plan ("ESOP")

The 2014 ESOP allows the grant of options to selected employees and executive directors of the group, based on a predetermined aggregate EBITDA target for the three financial years 2015 to 2017. The 2015 ESOP allows the grant of options to selected employees and executive directors of the group. Except for Neil Catto (former CFO), there are no performance criteria. Neil Catto's options are subject to achieving performance criteria based on a predetermined aggregate EBITDA target and a measure of Total Shareholder Return for the four financial years 2016 to 2020. The 2016 to 2024 ESOPs allow the grant of options to selected employees of the group, without any performance criteria. Options may be granted by either the board or the trustees of the Employee Benefit Trust.

Date of grant	29 February 2024 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	28 February 2025 no. of shares	Exercise price pence	Exercise period
14/03/14	421,660	-	(279,400)	(142,260)	-	50.00	14/03/17–14/03/24
22/05/15	166,496	-	(40,000)	(76,496)	50,000	25.75	22/05/18–22/05/25
09/06/16	210,642	-	(22,500)	-	188,142	57.75	09/06/19–09/06/26
13/06/17	731,933	-	(77,500)	-	654,433	244.50	13/06/20–13/06/27
28/06/18	2,322,985	-	(158,740)	-	2,164,245	201.95	28/06/21–28/06/28
30/04/19	24,278	-	(14,984)	-	9,294	266.95	30/04/22–30/04/29
23/07/19	4,525,939	-	(977,500)	-	3,548,439	219.65	23/07/22–23/07/29
03/11/20	6,859,584	-	(1,507,084)	-	5,352,500	272.95	03/11/23–03/11/30
13/07/21	8,453,958	-	(1,361,458)	-	7,092,500	289.45	13/07/24–13/07/31
17/05/22	2,872,004	-	(292,778)	(1,125,457)	1,453,769	1.00	17/05/23–17/05/32

01/07/22	4,159,223	-	(169,945)	-	3,989,278	1.00	01/07/25–01/07/32
17/05/23	4,278,329	-	(116,668)	(1,835,404)	2,326,257	1.00	17/05/24–17/05/33
28/06/23	16,268,336	-	(2,941,786)	(3,169,264)	10,157,286	1.00	28/06/26–28/06/33
17/05/24	-	15,561,753	(6,538,603)	(4,131,624)	4,891,526	1.00	17/05/24–17/05/34
25/11/24	-	13,061,874	(400,000)	(100,000)	12,561,874	31.00	25/11/24–25/11/34
03/02/25	-	3,793,104	-	-	3,793,104	1.00	03/02/25–03/02/35
19/02/25	-	3,500,000	-	-	3,500,000	1.00	19/02/25–19/02/35
	51,295,367	35,916,731	(14,898,946)	(10,580,505)	61,732,647		

The ESOP options were valued using the Black–Scholes model. The inputs into the model were as follows:

Grant date	14/03/14	22/05/15	09/06/16	13/06/17	28/06/18	30/04/19	23/07/19
Share price at grant date	50.00	25.75	57.75	244.50	201.95	245.70	219.65
Exercise price	50.00	25.75	57.75	244.50	201.95	266.95	219.65
Number of employees	-	3	11	33	79	2	138
Shares under option	-	50,000	188,142	654,433	2,164,245	9,294	3,548,439
Vesting period (years)	3	3	3	3	3	3	3
Expected volatility	33.33%	36.33%	36.75%	40.85%	44.17%	43.14%	41.85%
Option life (years)	10	10	10	10	10	10	10
Expected life (years)	3.00	3.00	3.00	3.50	3.50	3.50	3.50
Risk-free rate	0.976%	0.966%	0.523%	0.192%	0.723%	0.787%	0.434%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	26%	16%	30%	33%	38%	19%	43%
Expectations of meeting performance criteria	78%	100%	100%	100%	100%	85%	100%
Fair value per option (pence)	11.93	6.64	14.76	73.35	66.47	72.39	68.06

Grant date	03/11/20	13/07/21	17/05/22	01/07/22	17/05/23	28/06/23
Share price at grant date	272.95	289.45	79.66	54.92	41.05	34.57
Exercise price	272.95	289.45	1.00	1.00	1.00	1.00
Number of employees	187	250	283	133	51	33
Shares under option	5,352,500	7,092,500	1,453,769	3,989,278	2,326,257	10,157,286
Vesting period (years)	3	3	1	3	1	3
Expected volatility	36.56%	36.56%	64.98%	69.99%	72.42%	69.20%
Option life (years)	10	10	10	10	10	10
Expected life (years)	3.50	3.50	1.50	3.50	1.50	3.50
Risk-free rate	0.075%	0.175%	1.456%	1.653%	3.804%	4.925%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0.0%
Possibility of ceasing employment before vesting	53%	56%	10%	48%	28%	28%
Expectations of meeting performance criteria	100%	100%	100%	100%	100%	100%
Fair value per option (pence)	73.31	78.11	78.68	53.98	40.11	33.73

Grant date	17/05/24	25/11/24	03/02/25	19/02/25
Share price at grant date	36.22	0.00	0.00	0.00
Exercise price	1.00	0.00	0.00	0.00
Number of employees	151	103	1	1
Shares under option	4,891,5266	12,561,874	-	-
Vesting period (years)	1	1	0.75	0.75
Expected volatility	43%	42%	40%	39%
Option life (years)	10	10	10	10
Expected life (years)	1.50	1.50	0.1	0.1
Risk-free rate	4%	4%	4%	4%
Expected dividends expressed as a dividend yield	0%	0%	0%	0.0%
Possibility of ceasing employment before vesting	29%	30%	0%	0%
Expectations of meeting performance criteria	100%	100%	100%	100%
Fair value per option (pence)	35.28	32.78	28.06	28.06

Expected volatility was found using a historical volatility calculator with reference to the share price of competitors over a three-year period for grant dates up to 2016 and from the company's share price volatility from 2017.

Long-Term Incentive Plan ("LTIP")

LTIPs allow the grant of options to executive directors and senior management of the group, based on a predetermined aggregate Earnings per Share and Total Shareholder Return targets for three financial years. Options may be granted by either the board or the trustees of the Employee Benefit Trust. The vesting conditions are disclosed in the Directors Remuneration Report.

Date of grant	28 February 2023 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	28 February 2025 no. of shares	Exercise price pence	Exercise period
30/06/16	404,822	-	-	(404,822)	-	1.00	30/06/19–30/06/26
13/06/17	159,783	-	-	(159,783)	-	1.00	13/06/20–13/06/27
28/06/18	324,285	-	-	(176,341)	147,944	1.00	28/06/21–28/06/28
03/10/18	94,267	-	-	(48,222)	46,045	1.00	03/10/21–03/10/28
30/04/19	576,204	-	-	(350,476)	225,728	1.00	30/04/22–30/04/29
13/07/21	1,529,293	-	(1,529,293)	-	-	1.00	13/07/24–13/07/31
01/03/22	890,337	-	-	-	890,337	1.00	01/03/25–01/03/32
01/07/22	18,981,202	-	(4,692,146)	-	14,289,056	1.00	01/07/25–01/07/32
	22,960,193	-	(6,221,439)	(1,139,644)	15,599,110		

The LTIP options were valued using the Black–Scholes model. The inputs into the model were as follows:

	28/06/18	03/10/18	30/04/19	01/03/22	01/07/22
Grant date	28/06/18	03/10/18	30/04/19	01/03/22	01/07/22
Share price at grant date	201.95	239.00	245.70	89.44	54.92
Exercise price	1.00	1.00	1.00	1.00	1.00
Number of employees	2	1	4	2	35
Shares under option	147,944	46,045	225,728	890,337	14,289,056
Vesting period (years)	3	3	3	1.5	1.5
Expected volatility	44.17%	43.37%	43.14%	54.08%	69.99%
Option life (years)	10	10	10	10	10
Expected life (years)	3.50	3.50	3.50	1.80	3.50
Risk-free rate	0.723%	0.869%	0.787%	0.746%	1.653%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	29%	27%	28%	0%	39%
Expectations of meeting performance criteria	75%	75%	85%	100%	50%
Fair value per option (pence)	200.97	238.03	244.73	88.45	53.98

Expected volatility was found using a historical volatility calculator with reference to the share price of competitors over a three-year period for grant dates up to 2016 and from the company's share price volatility from 2017.

Share Incentive Plan ("SIP")

Under the terms of the SIP, the board or the trustees of the Employee Benefit Trust grant free shares to every employee under an HMRC-approved SIP. Awards must be held in trust for a period of at least three years after grant date and become exercisable at this date. There are no performance criteria.

Date of grant	29 February 2024 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	28 February 2025 no. of shares	Exercise price pence	Exercise period
14/03/14	62,875	-	(52,875)	(10,000)	-	nil	14/03/17–14/03/24
19/06/15	128,783	-	-	(34,851)	93,932	nil	19/06/18–19/06/25
27/09/18	298,998	-	-	(151,206)	147,792	nil	27/09/21–27/09/28
25/07/19	498,638	-	-	(267,499)	231,139	nil	25/07/22–25/07/29
18/02/21	1,026,506	-	(7,792)	(559,894)	458,820	nil	18/02/24–18/02/31
13/01/22	6,817,664	-	(893,760)	(3,338,927)	2,584,977	nil	13/01/25–13/01/32
	8,833,464	-	(954,427)	(4,362,377)	3,516,660		

The SIP options were valued using the Black–Scholes model. The inputs into the model were as follows:

	14/03/14	19/06/15	27/09/18	25/07/19	18/02/21	13/01/22
Grant date	14/03/14	19/06/15	27/09/18	25/07/19	18/02/21	13/01/22
Share price at grant date	50.00	28.00	213.10	226.00	369.40	111.55
Exercise price	0.00	0.00	0.00	0.00	0.00	0.00
Number of employees	9	27	159	262	472	852
Shares under option	-	93,982	147,792	231,139	458,820	2,584,977
Vesting period (years)	3	3	3	3	3	3
Expected volatility	33.33%	35.89%	42.75%	41.77%	36.56%	36.56%
Option life (years)	10	10	10	10	10	10
Expected life (years)	3.00	3.00	3.50	3.50	3.50	3.50
Risk-free rate	0.976%	0.979%	0.883%	0.462%	0.004%	0.896%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	44%	31%	40%	38%	50%	50%
Expectations of meeting performance criteria	100%	100%	100%	100%	100%	100%
Fair value per option (pence)	50.00	28.00	213.10	226.00	369.40	111.55

Expected volatility was found using a historical volatility calculator with reference to the share price of competitors over a three-year period up to 2016 and from the company's share price volatility from 2017.

Save As You Earn (SAYE) scheme

Under the terms of the SAYE scheme, the board or the trustees of the Employee Benefit Trust grants options to purchase ordinary shares in the company to employees who enter into an HMRC-approved SAYE scheme for a term of three years. Options are granted at up to a 20% discount to the market price of the shares on the day preceding the date of offer and are exercisable for a period of six months after completion of the SAYE contract.

Date of grant	29 February 2024 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	28 February 2025 no. of shares	Exercise price pence	Exercise period
03/11/20	23,953	-	(23,953)	-	-	268.96	03/11/23–03/05/24
01/12/21	233,285	-	(113,824)	-	119,461	154.58	01/12/24–01/06/25
07/11/22	15,812,640	-	(6,186,316)	(204,044)	9,422,280	30.00	07/11/25–07/05/26
01/12/23	10,820,881	-	(5,173,096)	(133,238)	5,514,547	25.00	01/12/26–01/06/27
01/12/24	-	5,548,354	(240,372)	-	5,307,982	33.00	01/12/27–01/06/28
	26,890,759	5,548,354	(11,737,561)	(337,282)	20,364,270		

The SAYE options were valued using the Black–Scholes model. The inputs into the model were as follows:

	03/11/20	01/12/21	07/11/22	01/12/23	01/12/2024
Grant date	03/11/20	01/12/21	07/11/22	01/12/23	01/12/2024
Share price at grant date	272.95	165.20	45.20	32.01	24.00
Exercise price	268.96	154.58	30.00	25.00	33.00
Number of employees	-	48	286	163	237
Shares under option	-	119,461	9,422,280	5,514,547	5,307,982
Vesting period (years)	3	3	3	3	3
Expected volatility	36.56%	36.56%	78.50%	54.57%	41.60%
Option life (years)	3.50	3.50	3.50	3.50	3.50
Expected life (years)	3	3	3	3	3
Risk-free rate	0.075%	0.592%	3.275%	4.225%	3.984%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	99%	97%	60%	50%	63%
Expectations of meeting performance criteria	100%	100%	100%	100%	100%
Fair value per option (pence)	69.56	46.39	28.27	15.51	5.12

Expected volatility was based on using a historical volatility calculator with reference to the share price of competitors over a three-year period for grant dates up to 2016 and from the company's share price volatility from 2017.

30 Capital commitments

Capital expenditure contracted for at the end of the reporting year, but not yet incurred, is as follows.

	2025 £ million	2024 £ million
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Property, plant and equipment of warehousing facilities	1.8	0.0
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Committed costs for the Sheffield roofs works premises is £1.8m in 2026

31 Contingent liabilities

From time to time, the group can be subject to various legal proceedings and claims that arise in the ordinary course of business, which may include cases relating to the group's brand and trading name. All such cases brought against the group are robustly defended and a liability is recorded only when it is probable that the case will result in a future economic outflow and that the outflow can be reliably measured.

32 Post balance sheet events

Completion of a new £175m financing arrangement

In August 2025, the Group announced the completion of a new 3-year facility providing access to funding of up to £175 million.

The new facility, which extends maturity to August 2028, replaces the Group's previous £125 million revolving credit facility originally due to mature in October 2026. The new facility, executed by the new management team more than 12 months ahead of the original maturity date, provides significantly enhanced financial flexibility, enabling the Group to deliver its new multi-year Turnaround Strategy.

Assignment of Daventry Lease

On 28 March 2025, the Group entered into an agreement to assign the lease of its warehousing facility located in Daventry. The remainder of the lease has been assigned which was due to expire on 29 April 2041 and had a remaining right-of-use (ROU) liability carrying value of £35.4 million. The corresponding ROU asset was impaired in the year ending 28 February 2024 when the site was closed.

The assignment of the lease will result a gain on disposal of approximately £35.4 million, which will be recognised in the consolidated financial statements for the year ending 28 February 2026.

Sale of Britannia Row

On 30 April 2025, the Group completed the sale of a property located at Britannia Row, London, for a total cash consideration of £9.0 million. The property had a carrying amount of £9.5 million as at 28 February 2025 and was classified under property, plant and equipment in the statement of financial position.

The sale will result in a loss on disposal of approximately £0.5 million, which will be recognised in the consolidated financial statements for the year ending 28 February 2026.

As the above events were completed after the reporting period and do not reflect conditions that existed at the reporting date, they are considered a non-adjusting event under IAS 10. No changes have been made to the financial statements for the year ended 28 February 2025.

SHAREHOLDER INFORMATION

<p>Registered name of company boohoo group plc (trading as Debenhams Group)</p> <p>Registered address of company Registered in Jersey, number 114397</p> <p>3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG</p> <p>Head office 49–51 Dale Street Manchester M1 2HF</p> <p>Company Secretary Emma Woollard</p> <p>Corporate website www.debenhamsgroup.com</p> <p>Nominated adviser and joint broker Zeus Capital 82 King Street Manchester M2 4WQ</p> <p>10 Old Burlington Street London W1S 3AG</p> <p>Joint broker Panmure Liberum Level 12 Ropemaker Place 25 Ropemaker Street London EC2Y 9LY</p> <p>Independent auditor PKF Littlejohn LLP 15 Westferry Circus London E14 4HD</p>	<p>Solicitors TLT LLP 3 Hardman Square Manchester M3 3EB</p> <p>Pannone Corporate LLP 378–380 Deansgate Manchester M3 4LY</p> <p>Ogier Ogier House The Esplanade St Helier Jersey JE4 9WG</p> <p>Financial PR Sodali The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB</p> <p>THREESIXTY 20 Little Portland Street, London, United Kingdom, W1W 8BS</p> <p>Company registrars Computershare Investor Services (Jersey) Limited 13 Castle Street St Helier, Jersey JE1 1ES</p> <p>Principal bankers HSBC Bank 4 Hardman Square Spinningfields Manchester M3 3EB</p>	<p>Addleshaw Goddard LLP One St Peter Square Manchester M2 3DE</p> <p>Ashurst LLP London Fruit and Wool Exchange 1 Duval Square London E1 6PW</p>
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