RNS Number : 7239W
Boohoo Group Plc
26 August 2025

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boohoo group plc
(the "Company" or the "Group" or "Debenhams Group")

Audited Results for the year ended 28 February 2025

New leadership, new strategy, new direction

Debenhams Group transformation underway

Dan Finley, Group Chief Executive Officer, said:

I took on this role on 1 November 2024. The Board recognised the need for change following a long period of sustained and unacceptable underperformance. My immediate focus has been on stabilising the business and positioning it to take advantage of the significant opportunities ahead. I am laser focused on maximising value for all shareholders.

We are pleased to report £41.6m Adjusted EBITDA[1] *for FY25. On appointment, this seemed improbable, but we quickly came up with a plan, confirmed our position with the market and executed it. This has only been possible due to the aggressive actions subsequently taken, including £50m of annualised headcount savings. The highlight of the year has been the standout performance of the Debenhams brand, growing GMV*[2] *to £654m (+34% YOY) and with Adjusted EBITDA of £25m (+ £14m YOY). The Debenhams capital-lite, stock-lite, cost-lite, cash-generative marketplace model sits at the heart of our new strategy. The multi-year turnaround of Debenhams is the blueprint for the turnaround of the wider group.*

We have significantly reduced the capital intensity of the business. We have faced into legacy stock issues and reduced our stock holding by more than 50%. We have stopped unnecessary capital expenditure and reduced capex by more than 50%. Further reductions will be delivered this financial year.

We have significantly deleveraged the business in H2. Our gross borrowings reduced by £200m, with net debt of £78.2m at year end (1H FY25: £143.1m, FY24 £95.0m). This follows the successful completion of an oversubscribed equity raise of £39m and the sale of non-core property assets, enabling us to pay off our term loan nine months early. Post year end, we announced the successful completion of a new 3-year finance facility of up to £175m. This was done more than 12 months ahead of maturity to align our financing to our new strategy.

The business has been through a very challenging period which is reflected in these results. I want to assure shareholders that the business is taking the necessary actions, quickly and decisively, to address the challenges that we face. No stone will be left unturned.

As outlined in March, we have a clear plan as Debenhams Group to transform the business and a route map to generating sustainable profit growth. Our mission is to become the shopping destination of choice by connecting our community with the brands they love.

We are focused on delivering on the huge opportunity ahead for the Debenhams brand. Work is progressing to reposition and right size the Youth Brands, with a laser focus on profitability and cash generation under new management.

This will be a multi-year turnaround as was the case with the Debenhams brand. As part of our ongoing business review, we are exploring a potential sale of PLT. We are also assessing long-term options for our US *and Burnley distribution sites to enhance efficiency and ensure alignment with our stock-lite strategy.*

I am pleased that all our brands are now trading profitably in terms of Adjusted EBITDA. I strongly believe in the medium-term opportunity for our group. We continue forward as Debenhams Group under new leadership, a new strategy, and a new direction.

Summary FY2025 Performance

	Group performance of continuing operations (excluding PLT)[1]			*Group performance including discontinued operations (including PLT)*		
£ million	**FY25**	FY24	*Change*	*FY25*	*FY24*	*Change*
GMV[2] Pre Returns[3]	**1,606.8**	1,632.5	*(2)%*	**2,321.8**	2,581.4	*(10)%*
Youth Brands	**795.6**	981.9	*(19)%*	**1,510.6**	1,930.8	*(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[4]	**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%	*(50)bps*	50.7%	51.8%	(100)bps
Operating costs	**(375.5)**	(440.2)	*(15)%*	-	-	-
Adjusted EBITDA[5]	**41.6**	40.4	*3.0%*	39.6	58.7	(33)%
% of revenue	**5.3%**	4.5%	*80bps*			
Adjusted EBIT[6]	**(21.0)**	(30.7)	*32%*			
% of revenue	**(2.7)%**	(3.4)%	*70bps*			
Adjusted loss after tax[7]	**(43.4)**	(49.2)	*12%*			
Adjusted diluted loss per share[8]	**(3.34)p**	(4.12)p	*19%*			
Inventory	**72.2**	208.0	*(65)%*			
Capex	**27.5**	64.8	*(58)%*			
Free cash flow	**(40.2)**	(62.9)	*36%*			
Net debt	**(78.2)**	(95.0)	*(18)%*			

[1] The Group is actively pursuing a disposal of PLT through a sale process as the board believes this is an opportunity to accelerate progress and maximise shareholder value. PLT is treated as an asset held for sale at the year-end in accordance with IFRS 5, and its results are therefore not classified as part of continuing operations.

[2] Gross merchandise value

[3] GMV pre returns is all merchandise sold to customers after cancellations and before returns, including VAT, carriage receipts and premier subscription income.

[4] GMV post returns is all merchandise sold to customers after cancellations and after returns, including VAT, carriage receipts and premier subscription income.

[5] Adjusted EBITDA is calculated as loss before tax, interest, depreciation, amortisation, share-based payment charges and exceptional items.

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

[7] Adjusted loss after tax is calculated excluding amortisation of acquired intangible assets, share-based payment charges and exceptional items.

[8] 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.

FY2025 Financial Summary of Continuing Operations

- Group GMV (pre returns) decreased 2% year-on-year to £1,606.8m
- Marketplace almost doubled its contribution vs prior year and now represents nearly 30% of the Group's total GMV
- Group revenue fell 12% to £790.3m from £902.3m, largely reflecting the growing importance of the marketplace model where commission income, rather than full transaction value, is recognised
- Debenhams brand GMV increased by 34% to £654.0m, highlighting the ongoing success of the capital-lite, stock lite marketplace model
- Gross margin was down 50bps to 52.6% following increased promotional activity, primarily in our Youth Brands, to drive trade in a difficult consumer environment, offset by the mix benefit of increased marketplace revenues with a significantly higher gross margin

significantly higher gross margin

- Adjusted EBITDA increased slightly to £41.6m, with Adjusted EBITDA margin improving by 80bps to 5.3%. This was driven by successfully reducing our operating cost base post 1 November, in particular distribution and administrative expenses, slightly offset by higher investment in our brands, and a slightly lower gross margin
- Distribution costs decreased by 46% vs FY24, driven by annualised efficiencies from automation investments at our Sheffield warehouse, the closure of the Daventry warehouse and lower volumes
- Adjusted loss after tax decreased by £5.8m to £43.4m. On an unadjusted basis, loss after tax was £263.3m, up from £146.4m in FY24, as the Group incurred one-off exceptional items, due to strategic decisions such as the closure of the US distribution centre and exceptional stock write offs of £26m taken to position the Group for sustainable, profitable growth
- Inventory decreased by £135.8m to £72.2m, reflecting our strategy of moving towards a stock-lite, capital-lite operating model
- Capital expenditure of £27.5m was significantly reduced year-on-year, down from £64.8m in FY24, following a more disciplined approach to investments, as well as the impact of significant one-off investments in the US facility in the prior year
- Net debt at year end was £78.2m, down from £95.0m at the end of FY24
- In August 2025, successfully completed a new debt financing package of up to £175m, which extends maturity to June 2028 and replaces the Group's previous £125m revolving credit facility which matured in October 2026. The revised structure provides significantly enhanced financial flexibility.

STRATEGIC UPDATE

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, the Debenhams brand turnaround from administration 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 boohoo, boohooMAN and PLT brands, 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 in terms of Adjusted EBITDA.

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 to a leaner and more technologically proficient 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 c.£72m by year-end, with 90% of stock now less than 6 months old. Consolidation of our Youth Brands onto a common proprietary ecosystem 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 needs of the 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 2024, 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 up to £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 significant progress under new leadership, but there remains much to do and many opportunities to realise. 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.

2. 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 much-loved and has huge brand recognition.

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, our retail media proposition that partners can use to promote their products and drive sales growth.

3. Pivot to fashion-led marketplaces

The Debenhams brand stock-lite, capital-lite, cost-lite, 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 very profitably.

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. 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

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

Posting of the Annual Report and Accounts and AGM Notice

The Company is pleased to confirm that its Annual Report and Accounts for the year ended 28 February 2025 ("Annual Report") and its Notice of Annual General Meeting ("AGM Notice") will be available to view on the Company's website (www.debenhamsgroup.com) on Wednesday 27 August 2025. Additionally, the AGM Notice, and (for those shareholders who requested they continue to receive a paper copy) the Annual Report, will be posted to shareholders on Wednesday 27 August 2025.

Paper copies of the Form of Proxy will be available from Computershare Investor Services (Jersey) Limitedon request.

The Company's Annual General Meeting for the year ended 28 February 2025 will be held at 12pm on Friday 19 September 2025, at Addleshaw Goddard, 1 St Peter's Square, Manchester M2 3DE.

Enquiries

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About Debenhams Group

Debenhams Group is an online powerhouse in fashion, home, and beauty, serving millions of customers across five shopping destinations: Debenhams, Karen Millen, boohoo, MAN and PLT. Debenhams Group dates back to 1778 when William Clark, a retail pioneer of the time, opened the UK's first department store. Today, the Group is home to Debenhams-which was relaunched in 2021 as an online department store-and leading online fashion retailers, including boohoo, PLT, MAN, and Karen Millen.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2025

	Note	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
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.

	Note	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

Total Other comprehensive (loss)/income for the year

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*

	Note	**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)

[illegible]			
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 were approved by the board of directors on 26 August 2025 and were signed on its behalf by:

Dan Finley **Phil Ellis**

Directors

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Notes 1 to 32 form part of these financial statements.

	Share capital	Shares to be issued	Share premium	Hedging reserve	EBT reserve	Other reserves	Retained earnings	Total equity
	£ million	£ million	£ million	£ million	£ million	£ million	£ million	£ million
Balance at 28 February 2023	12.7	31.9	916.8	(2.3)	(76.8)	(796.5)	314.2	400.0
Loss for the year	-	-	-	-	-		(137.8)	(137.8)
Other comprehensive income/(expense):								
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)**
Other comprehensive income/(expense):								
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**

Refer to disclosure note 26 for further information on Other Reserves

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 28 February 2025

	Note	2025	2024
			Restated
		£ million	£ million
Cash flows from operating activities			
Total Loss for the year		(326.4)	(137.6)
Adjustments for:			
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 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 January2025, 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 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 (discontinued operations)	**2025 £ million**	2024 £ 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	Debenhams & Labels	Karen Millen	**Total Continuing**	Discontinued Operations	**Total**
	£ million	£ million	£ million	**£ million**	£million	**£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	Debenhams & Labels	Karen Millen	Total Continuing	Discontinued Operations	*Total
	£ million	£ million	£ million	£ million	£million	£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	**(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	2024
	£ million	£ 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	2024
	£ million	£ 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	2024
	£ million	£ 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	2024
	£ million	£ 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	*** 2024**
	Million	**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
Adjusting items:		
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

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
Adjusting items:		
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	2024
	£ million	£ 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)
Effects of:		
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

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:

<u>Sales growth and forecast contribution margin</u>

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.

<u>Other operating costs</u>

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.

<u>Long-term growth rate 2%</u>

This growth rate is based on a prudent assessment of past experience and future estimations of market expectations.

<u>Discount rate 11.1%</u>

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.

<u>Sensitivity to changes in assumptions</u>

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.

			% ownership		Carrying amount	
Name of entity	Nature of relationship	Country of incorporation	**2025 %**	2024 %	**2025 £ million**	2024 £ million
Revolution Beauty	Associate	UK	**27.08%**	27.13%	**9.1**	29.6

Revolution Beauty Group plc ("REVB")	Associate, supplier	UK	**27.08%**	27.13%	[illegible]	[illegible]

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	2024
	£ million	£ 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	**20.2**	17.4
Total current assets	**76.5**	98.1
Total current liabilities	**(97.0)**	(71.1)
Total non-current liabilities	**(11.4)**	(41.7)
Net assets	**(11.7)**	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	USA	8431 Melrose Pl, Los Angeles	100%

	office			
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	2024
	£ million	£ 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	**2024**
	£ million	**£ 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

	Note	2025 £ million	2024 £ million
Cash flows from operating activities			
Total (Loss)/Profit for the year from discontinued operations		(63.1)	(0.4)
Adjustments for:			
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	2024
	£ million	£ 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	2024
	£ million	£ 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	2024
	£ million	£ 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

20 Trade and other payables

	2025	2024
	£ million	£ 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	**Returns**	**Claims**	**Total**
	£ million	**£ million**	**£ million**	**£ million**
Provision at 29 February 2024	9.5	25.1	1.8	36.4
Movements in provision charged/(credited) to income statement:				
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	£ million
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.

comprehensive income given full repayment of the finance package.

Movement in interest-bearing loans and borrowings:

	2025	2024
	£ million	£ 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 comprehensive 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	2024
	£ million	£ 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**	**1-2 years**	**2-5 years**	**5-10 years**	**More than 10 years**	**Total**
	£ million	**£ million**	**£ million**	**£ million**	**£ million**	**£ 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	2024
	£ million	£ million
Current lease liability	**10.9**	9.5
Non-current lease liability	**109.3**	112.4

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	2024
	£'m	£'m
Opening Shares	12.7	12.7
Shares Issued	1.3	-
Total Share Capital	14.0	12.7

Share Premium		
	2025	2024
	£'m	£'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	2024
	£ million	£ 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	**0.1**	0.1

Prinstripe 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, REVB 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 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

*C*redit 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 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:

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:

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.

29 February	Granted during the	Lapsed during the	Exercised during the	28 February

Date of grant	29 February 2024 no. of shares	during the year no. of shares	during the year no. of shares	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:

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 a follows.

	2025	2024
	£ million	£ million
Property, plant and equipment of warehousing facilities	**1.8**	**0.0**

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 Brittania 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.

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[1] Adjusted EBITDA is calculated as loss before tax, interest, depreciation, amortisation, share-based payment charges and exceptional items

[2] Gross Merchandise Value